



To NASDAQ OMX Copenhagen A/S
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TopoTarget A/S
Fruebjergvej 3
DK 2100 Copenhagen
Denmark
Tel: +45 39 17 83 92
Fax: +45 39 17 94 92
CVR-nr: 25695771

www.topotarget.com

Notice to Convene Annual General Meeting

Notice is hereby given that the annual general meeting of TopoTarget A/S will be held on:

Tuesday 21 April 2009 at 4.00 p.m.

The Annual General Meeting will be held at:

Symbion Sciencepark, Fruebjergvej 3, DK-2100 Copenhagen E

The agenda for the Annual General Meeting is as follows:

1. Report on the company's activities during the past year
2. Presentation of the audited annual report with the auditors' report for adoption and notification of discharge of the Board of Directors and the Management
3. Resolution as to the distribution of profit or covering of loss according to the annual report as approved
4. Election of members to the Board of Directors and any substitutes
5. Appointment of a state-authorized public accountant
6. Any proposals from the Board of Directors and/or the shareholders

Re 1

Chairman of the Board, Håkan Åström, and Chief Executive Officer, Peter Buhl Jensen, report on the company's activities during the past year.

Re 2

The Board of Directors recommends that the audited annual report be adopted and that a resolution be passed to discharge the Board of Directors and the Management from liability.

Re 3

The Board of Directors proposes that the loss for the year of DKK 301.2 mill. be carried forward to next year through recognition in retained earnings.

Re 4

Pursuant to article 14 of the Articles of Association, board members are elected for terms of one year. All the existing board members have offered themselves for re-election. It is proposed that all the existing members of the company's Board of Directors, i.e. Håkan Åström, Jesper Zeuthen,

Jeffrey H. Buchalter, Anders Gersel Pedersen, Ingelise Saunders, Torbjörn Bjerke and Peter Buhl Jensen, be re-appointed for the period until the Annual General Meeting to be held in 2010.

Information about the board members is available in the company's annual report for 2008 and at the company's website www.topotarget.com.

Re 5

The Board of Directors proposes that Deloitte Statsautoriseret Revisionsaktieselskab be re-appointed as the company's auditors.

Re 6

The Board of Directors submits the following proposals:

(1) Authorisation to the Board of Directors to allow the company to acquire treasury shares

The Board of Directors proposes that pursuant to Section 48 of the Danish Public Companies Act, the Board of Directors be authorised to purchase treasury shares within the 10% limit set out in Section 48. The shares can be acquired at a price corresponding to the listed price plus/less 5% at the time of the purchase. The authorisation shall be applicable until and including the company's Annual General Meeting in 2010.

(2) Authorisation to the Board of Directors to increase the company's share capital

The Board of Directors proposes that the Board of Directors be authorised to increase the Company's share capital at one or more times by up to 6,630,451 new shares for a period of 5 years.

If approved, the following will be included as a new Article 7 to the Company's articles of association to replace the current Article 7 (the previously applicable authorisation which has been used in full)

"Article 7

The Board of Directors is until 20 April 2014 authorised at one or more times to increase the Company's share capital with up to nominal DKK 6,630,451.

Capital increases according to this authorisation can be carried out by the Board of Directors by way of contributions in kind (including e.g. acquisitions of existing businesses), conversion of debt and/or cash contributions and can be carried out with or without pre-emptive subscription rights for the Company's shareholders at the discretion of the Board of Directors.

The new shares shall be negotiable shares issued to bearer, but may be recorded in the name of the holder. The new shares shall not have any restrictions as to their transferability and no shareholder shall be obliged to have the shares redeemed fully or partly. The shares shall be with the same rights as the existing share capital. The new shares shall give rights to dividends and

other rights in the Company from the time which is determined by the Board of Directors in connection with the decision to increase the share capital.”

(3) Authorisation to the Board of Directors to issue warrants

Of the existing authorisation for the Board of Directors to issue warrants (contained in Article 6(b) of the Articles of Association) 77,500 warrants remain unissued. The Board of Directors is of the opinion that it is necessary for the company to offer warrants as part of its terms of employment, etc. if the company is to be able to attract and retain a sufficient number of qualified employees, board members and consultants. Accordingly, the Board of Directors proposes that a new authorisation provision be added to the company's Articles of Association as a new Article 6(d), with the following wording:

“6(d)

In the period until 20 April 2014, the Board of Directors is authorised to make one or more issues of up to a total of 1,350,000 warrants, each entitling the holder to subscribe for one share of DKK 1 nominal value in the Company and to make the relevant capital increases.

The warrants may be issued to employees, the Management, board members, consultants or advisors to the Company and its subsidiaries without pre-emptive rights for the Company's shareholders. The exercise price for warrants issued under the authorisation shall correspond at least to the market price of the Company's shares at the date of issuance of the warrants. The other terms relating to warrants issued under the authorisation shall be fixed by the Board of Directors.”

(4) Amendment to Article 8 of the Articles of Association regarding share registrar

The Board of Directors proposes that the Company's Share Registrar (as set out in Article 8 of the Articles of Association) be changed from VP Investor Services A/S (VP Services A/S), Helgeshøj Allé 61, post-office box 20, 2630 Taastrup to I-NVESTOR RELATIONS SERVICES Kongevejen 418, DK-2840 Holte.

(5) Passing of a resolution giving authority to the chairman of the general meeting

The Board of Directors proposes that the chairman of the meeting or a substitute duly appointed by him be authorised to apply for registration of the resolutions passed and to make any such amendments thereto as may be required by the Danish Commerce and Companies Agency as a condition for registration or approval.

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The adoption of proposals 2, 3 and 4 under item 6 of the agenda requires a majority in favour of the proposed resolution of at least two thirds of both the votes cast and of the voting share capital represented at the General Meeting.

The company's nominal share capital currently amounts to DKK 66,304,510 consisting of 66,304,510 shares of DKK 1 nominal value. At General Meetings, each share amount of DKK 1 nominal value carries one vote. The shareholders exercise their financial rights through their own deposit banks.

The agenda with the complete proposed resolutions as well as the annual report will be available for inspection at the company's offices c/o Symbion, Fruebjergvej 3, DK-2100 Copenhagen K no later than eight days before the General Meeting and will be forwarded to all registered shareholders who have requested the same not later than eight days before the General Meeting.

Admission cards and voting papers may be requested at the company's website: www.topotarget.com. In order to do so, shareholders will need to type in their VP-account number. Shareholders can obtain their VP-account number from their own depository bank. Admission cards and voting papers may also be obtained through the company's offices on all weekdays (Saturdays excepted) in accordance with Article 12 of the Articles of Association either in person or by telephone at +45 39 17 83 92.

Pursuant to Article 12 of the Articles of Association, any shareholder is entitled to attend General Meetings, exercise his voting right and other shareholder rights provided that the shareholder not later than five days prior to the General Meeting has requested that the company issues an admission card. Admission cards are issued to shareholders registered in the company's Shareholder Register or against presentation of a deposit transcript from VP Securities Services or the account-holding bank. The transcript must not be dated more than eight days before the date of presentation.

Shareholders who are unable to be present at the General Meeting may issue a proxy to the Board of Directors or to a person appointed by such shareholder attending the General Meeting.

TopoTarget will serve light refreshments after the Annual General Meeting.

The annual report for 2008 is available at www.topotarget.com

TopoTarget A/S

For further information, please contact:

Ulla Hald Buhl	Telephone	+45 39 17 83 92
Director IR & Communications	Mobile	+45 21 70 10 49

About TopoTarget

TopoTarget (OMX: TOPO) is an international biotech company headquartered in Denmark, dedicated to finding "Answers for Cancer" and developing improved cancer therapies. The company was founded and is run by clinical cancer specialists and combines years of hands-on clinical experience with in-depth understanding of the molecular mechanisms of cancer. TopoTarget has a broad clinical pipeline but is currently focusing on the development of belinostat, which has shown proof of concept as monotherapy in treating haematological malignancies and positive results in solid tumours where it can be used in combination with full doses of chemotherapy, and is in phase III in PTCL. TopoTarget's expertise in translational research is utilizing its highly predictive in vivo and in vitro cancer models. TopoTarget is directing its efforts on key cancer targets including HDACi, NAD+, mTOR, FasLigand and topoisomerase II inhibitors. The company's first marketed product Savene[®]/Totect[®] was approved by EMEA in 2006 and the FDA in 2007 and is marketed by TopoTarget's own sales force in Europe and the US. For more information, please refer to www.topotarget.com.

TopoTarget Safe Harbour Statement

This announcement may contain forward-looking statements, including statements about our expectations of the progression of our preclinical and clinical pipeline including the timing for commencement and completion of clinical trials and with respect to cash burn guidance. Such statements are based on management's current expectations and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. TopoTarget cautions investors that there can be no assurance that actual results or business conditions will not differ materially from those projected or suggested in such forward-looking statements as a result of various factors, including, but not limited to, the following: The risk that any one or more of the drug development programs of TopoTarget will not proceed as planned for technical, scientific or commercial reasons or due to patient enrolment issues or based on new information from non-clinical or clinical studies or from other sources; the success of competing products and technologies; technological uncertainty and product development risks; uncertainty of additional funding; TopoTarget's history of incurring losses and the uncertainty of achieving profitability; TopoTarget's stage of development as a biopharmaceutical company; government regulation; patent infringement claims against TopoTarget's products, processes and technologies; the ability to protect TopoTarget's patents and proprietary rights; uncertainties relating to commercialization rights; and product liability expo-sure; We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law.