



To NASDAQ OMX Copenhagen A/S
Announcement no. 11-14 / Copenhagen, May 26, 2014

Topotarget A/S
Symbion
Fruebjergvej 3
DK-2100 Copenhagen
Denmark
T: +45 39 17 83 92
E: enquiries@topotarget.com
Comp reg.: 2569 5771
www.topotarget.com

Notice to Convene Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Topotarget A/S will be held on:

Friday, June 27, 2014 at 3.00 pm CET

The Extraordinary General Meeting will be held at:

**Fruebjergvej 3
DK-2100 Copenhagen Ø
Meeting room: M1**

The agenda for the Extraordinary General Meeting is as follows:

1. Proposal for adoption of merger between Topotarget A/S and BioAlliance Pharma S.A. with Topotarget A/S as the non-continuing company and BioAlliance Pharma S.A. as the continuing company
2. Authorization to the Chairman

Re. Item 1

The Board of Directors proposes that Topotarget A/S merges with BioAlliance Pharma S.A. with Topotarget A/S as the non-continuing company and BioAlliance Pharma S.A. as the continuing company in accordance with the provisions of the joint merger plan dated May 21, 2014.

The merger will entail that Topotarget A/S is dissolved without liquidation by transfer of Topotarget A/S' entire assets and liabilities to BioAlliance Pharma S.A.

Completion of the merger is subject to the satisfaction of a number of conditions prior to the general meetings of the Company and BioAlliance Pharma S.A. voting on the merger proposal as set out in more detail in Clause 13 of the joint merger plan dated May 21, 2014, which will be available on the Company's website www.topotarget.com.

Re. Item 2

The Board of Directors proposes that the Chairman of the meeting or a substitute duly appointed by him be authorized to apply for registration of the resolutions passed and to make any such amendments thereto as may be required by the Danish Business Authority as a condition for registration or approval.

--oo0oo--

Adoption of the proposal to merge proposed in item 1 of the agenda requires a majority in favor 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 proposal under item 2 of the agenda may be adopted by a simple majority of the votes cast.

The Company's nominal share capital currently amounts to DKK 143,317,114 consisting of 143,317,114 shares of DKK 1 nominal value. At the general meeting, each share amount of DKK 1 nominal value carries one vote. The shareholders exercise their financial rights through their own deposit banks.

Information and documents: The following information and documents will be available on the Company's website www.topotarget.com:

- Notice to convene the Extraordinary General Meeting
- The aggregate number of shares and voting rights as at the date of the convening notice
- The agenda and the complete proposed resolutions
- The forms used when voting by proxy or by mail
- Joint merger plan dated May 21, 2014 (in English, Danish, and French)
- Merger statement dated May 21, 2014 prepared by the Board of Directors of Topotarget A/S (in English only)
- Approved annual reports for each of Topotarget A/S and BioAlliance Pharma S.A. for the financial years 2011, 2012, and 2013
- Valuation experts' statement on the merger plan dated May 21, 2014 issued by PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (in English and Danish)
- Valuation experts' statement on the position of the creditors of Topotarget A/S dated May 21, 2014 issued by PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (in English and Danish)
- Information folder (in Danish only)

The convening notice and information folder will also be forwarded in writing to all shareholders recorded in the register of owners.

Shareholders can ask questions to the Company in writing regarding the agenda and/or the documents prepared for the general meeting.

Date of registration: A shareholder's right to vote at the general meetings of the Company or to vote by mail in relation to the shareholder's shares is determined in relation to the shares held by the shareholder at the date of registration. The date of registration is Friday, June 20, 2014.

After the date of registration, a calculation is made of the shares held by the individual shareholder at the date of registration. The calculation takes place on the basis of registrations of shares made in the register of owners on the registration date as well as notifications concerning ownership which the Company has received on the registration date with a view to update the ownership in the register of owners. In addition, participation is conditional on the shareholder having obtained an admission card in due time as described below.

Admission card: Access to the general meeting is conditioned by the shareholder having requested an admission card no later than Monday, June 23, 2014. Admission cards can be obtained by contacting Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. +45 45 46 09 98 or via the shareholder portal on www.topotarget.com. Please note that requested admission cards are not forwarded until the last week before the general meeting.

Proxy: Submission of proxy for the general meeting may take place through Computershare A/S. Proxy forms can be downloaded from the website of the Company, www.topotarget.com, and must be forwarded to Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. + 45 45 46 09 98. Computershare must receive completed proxy forms no later than June 23, 2014.

Voting by mail: Shareholders may - instead of voting in person at the general meeting - choose to vote by mail, i.e. voting in writing prior to the holding of the general meeting. Any shareholder who chooses to vote by mail shall send the absentee vote to Computershare A/S, Kongevejen 418, DK-2840 Holte, by mail or by fax no. + 45 45 46 09 98 so that Computershare receives the absentee vote no later than Thursday, June 26, 2014. An absentee vote cannot be withdrawn. Absentee voting forms can be downloaded from the website of the Company, www.topotarget.com.

Please note that letters may be in the mail for several days.

Redemption: Shareholders who oppose the merger and who submit a proxy form or absentee voting form to this effect and who wishes to exercise the right to require redemption of their shares in the Company pursuant to sec. 286 of the Danish Companies Act are hereby in accordance with sec. 110(2) of the Danish Companies Act requested to make such declaration to the Company no later than on the commencement of the extraordinary general meeting in order to retain such redemption right.

Topotarget A/S

The Board of Directors

Topotarget A/S

For further information, please contact:
Anders Vadsholt, CEO – direct: +45 39178345

Background information

About Topotarget

Topotarget (NASDAQ OMX: TOPO) is a Danish-based biopharmaceutical company headquartered in Copenhagen, Denmark, dedicated to the clinical development and registration of oncology products. In collaboration with Spectrum Pharmaceuticals, Inc., Topotarget focuses on the development of its lead drug candidate, belinostat, which has shown positive results in the treatment of hematological malignancies and solid tumors, obtained by both mono- and combination therapy. For more information, please refer to www.topotarget.com.

Topotarget Safe Harbor Statement

This announcement may contain forward-looking statements, including statements about Topotarget A/S' expectations to the progression of Topotarget A/S' clinical pipeline and with respect to cash burn guidance. Such statements are subject to risks and uncertainties of which many are outside the control of Topotarget A/S, and which could cause actual results to differ materially from those described. Topotarget A/S disclaims 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 Danish law.