

Intercell AG

EANS-General Meeting: Intercell AG Invitation to the General Meeting

26.05.2010 - 08:05 Uhr, Intercell AG

General meeting information transmitted by euro adhoc. The issuer is responsible for the content of this announcement.

INVITATION

The Management Board of Intercell AG hereby invites the shareholders (ISIN AT0000612601) of the Company on Friday, June 25, 2010 2.00 p.m. to the Haus der Industrie (Großer Festsaal), Schwarzenbergplatz 4, 1030 Vienna, Austria, to join the Annual General Meeting.

I. Agenda

1. Presentation of the approved annual financial statements, the status report and the corporate governance report of the management board and the report of the supervisory board for the financial year 2009 as well as the presentation of the consolidated annual financial statements and consolidated status report for the financial year 2009.

2. Resolution on the discharge to the members of the management board for the financial year 2009.

3. Resolution on the discharge to the members of the supervisory board for the financial year 2009.

4. (a) Resolution on the remuneration of the members of the supervisory board for the financial year 2009 and
(b) Resolution on the granting of stock options to the members of the supervisory board of the Company as remuneration. Authorization of the management board to negotiate and execute the respective agreements. Submission of a report of the management board according to section 98 para 3 and section 159 para 2 subpara 3 Stock Corporation Act. 5. Election of the auditor and group auditor for the financial year 2010.

6. Resolution on the amendments to the Articles of Association reflecting the Aktienrechtsänderungsgesetz 2009 (Stock Corporation (Amendment) Act 2009) concerning sections 10. (Responsibilities of the Supervisory Board), 12. (Calling and Place of the Shareholders' Meeting and Forms of Participation), 13. (Attendance of the Shareholders' Meeting), 15. (Sphere of Responsibility of the Shareholders' Meeting), 16. (Voting Right of the Shareholder), 17. (Financial Statements and Status Report) und Chapter VII. (Publications).

7. Resolution on a share repurchase program: Resolution on the revocation of the authorization of the management board resolved at the annual general meeting on June 13, 2008 to purchase treasury shares within 30 months at a minimum equivalent of Euro 20 per share and a maximum equivalent of Euro 60.00 per share alternatively on the stock exchange or by a public offer with simultaneous resolution on the authorization of the management board according to section 65 para 1 subpara 8 Stock Corporation Act to purchase within the legal limits treasury shares within a duration of 30 months from the date of the resolution at a minimum equivalent of Euro 12.00 per share and a maximum equivalent of Euro 60.00 per share. The management board shall be further authorised to

- use treasury shares to serve stock options granted to employees, executives and members of the management board of the Company or an undertaking affiliated with it and/or members of the supervisory board of the Company or an undertaking affiliated with it,
- sell treasury share in accordance with section 65 para 1 b Stock Corporation Act at any time via the stock exchange or by a public offer or
- with the consent of the supervisory board to resolve on another way of conveying of the treasury shares than on the stock exchange or by a public offer under exclusion of the subscription rights of existing shareholders.

Documents for the General Meeting

To prepare for the General Meeting, the following documents will be available to shareholders from June 4, 2010 at the latest: - annual financial statement, status report

and corporate governance report for the financial year 2009, - consolidated annual financial statements and consolidated status report for the financial year 2009, - report of the supervisory board for the financial year 2009, - proposed resolutions concerning agenda items 2-7, - report of the management board concerning the granting of stock options according to section 98 para 3 and section 159 para 2 subpara 3 Stock Corporation Act, - articles of association, with the proposed amendments highlighted, - report of the management board concerning the exclusion of the shareholders' subscription rights in case of selling treasury shares purchased according to section 65 para 1 subpara 8 Stock Corporation Act.

Each shareholder is entitled to inspect these documents at the Company's headquarters at Campus Vienna Biocenter 3, 1030 Vienna, Austria, during business hours. The specified documents, the complete wording of this invitation and the forms for granting and revoking a proxy and all further publications of the Company in connection with this general meeting will also be freely available on the Company's website <http://www.intercell.com/main/forinvestors/annual-general-meeting/> from June 4, 2010 and shall be provided in electronic form pursuant to section 82 para 9 Stock Exchange Act (Börsegesetz) to the extent required by law.

III. Attendance of shareholders at the general meeting

By reason of the Stock Corporation Amendment Act 2009 (Aktienrechtsänderungsgesetz 2009) the provisions of the Articles of Association regarding the convocation of the general meeting and regarding depositing of shares as a requirement for attendance of the general meeting as well as regarding the voting rights at general meetings do not apply. The respective provisions are replaced by the statutory provisions in section 111 Stock Corporation Act. Entitlement to attend the general meeting and to exercise voting rights and all other shareholders' rights at the general meeting is conditional on shareholdings on the record date, i.e. 24.00 - midnight - (CET/CEST Local Time Vienna), June 15, 2010. Only shareholders who provide evidence of their shareholdings on the record date are entitled to attend the general meeting.

Deposited bearer shares

Evidence of shareholdings on the specified date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) provided that the bank is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company. The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (section 10a Stock Corporation Act) and contain the following information: 1. Details of the issuing bank: Name (company) and address; 2. Shareholder details: Name (company) and address, date of birth in the case of natural persons, corporate register and register number in the case of legal persons; 3. Deposit number or other relevant description; 4. Details of the shares: Number of shares and their designation or ISIN; 5. Express declaration that the confirmation relates to the deposit holding as at 24.00 - midnight - (CET/CEST Local Time Vienna), June 15, 2010.

Acceptance of deposit confirmations

Deposit confirmations must be received by the Company by 24.00 - midnight - (CET/CEST Local Time Vienna), June 22, 2010, by one of the following means only: Via mail or courier or in person: Intercell AG, for the attention of Mr Gerald Strohmaier, Campus Vienna Biocenter 3, 1030 Vienna, Austria Via fax: +43 1 20620 800 Via E-Mail: investors@intercell.com (deposit confirmation attached as an un-editable document (PDF) in electronic form)

According to section 262 para 20 Stock Corporation Act receipt of deposit confirmations via internationally used specific secured communication net (SWIFT) shall be excluded for the present general meeting and until further notice. Transmission of the deposit confirmation to the Company shall also constitute the shareholder's registration for attendance of the general meeting. Where possible, banks are requested to send deposit confirmations collectively (in list form). Shareholders are not blocked by registering their attendance at the general meeting or by sending deposit confirmations; shareholders may continue to freely dispose of their shares after registration or transmission of a deposit confirmation.

IV. Representation of shareholders at the general meeting

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the general meeting on behalf of the shareholder and has the same rights as the shareholder represented. Each proxy must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder. However, the Company itself, or a member of the management or supervisory Boards, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant a proxy to the bank where he/she has deposited his/her shares subject to the agreement of that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a proxy; the proxy itself need not be sent to the Company in this case. A proxy may be revoked by the shareholder. The

revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of proxies may be sent to the Company in text form, not later than 16.00 (CET/CEST Local Time Vienna), June 24, 2010, by one of the following means: Via mail or courier or in person: Intercell AG, for the attention of Mr Gerald Strohmaier, Campus Vienna Biocenter 3, 1030 Vienna, Austria Via fax: +43 1 20620 800 Via E-Mail: investors@intercell.com (proxy or revocation of proxy attached as an un-editable document (PDF) in electronic form)

On the day of the general meeting proxies have to be submitted personally and therefore presented on the occasion of the registration proceeding at the place of the general meeting. Proxies provided via SWIFT will not be accepted. We recommend that shareholders use the form available on the internet at <http://www.intercell.com/main/forinvestors/annual-general-meeting/>

V. Notice concerning the shareholders' rights in connection with the general meeting

Shareholders whose holdings represent a combined total of at least 5% of the capital stock for at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by June 4, 2010. A resolution and justification thereof must be submitted for each agenda item. Such requisition has to be submitted in written form to the address of Intercell AG, for the attention of Mr Gerald Strohmaier, Campus Vienna Bio Center 3, 1030 Vienna, Austria or via fax to +43 1 20620 800. For the proof of the shareholding in case of deposited bearer shares it is sufficient to submit a deposit confirmation pursuant to section 10a Stock Corporation Act, which certifies that the applying shareholders have been holders of these shares since at least three months and which, at the date of submission to the Company, is not older than seven days. Regarding all other requirements of the deposit confirmation please refer to the information regarding the right to participate at the general meeting (section III.). Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit resolutions in text form for each agenda item, to be accompanied by a justification, by June 16, 2010, and require the resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification. Such requisition has to be submitted in written form to the address of Intercell AG, for the attention of Mr Gerald Strohmaier, Campus Vienna Biocenter 3, 1030 Vienna, Austria or via fax to +43 1 20620 800. For the proof of the shareholding in case of deposited bearer shares it is sufficient to submit a deposit confirmation pursuant to section 10a Stock Corporation Act, which, at the date of submission to the Company, is not older than seven days. Regarding all other requirements of the deposit confirmation please refer to the information regarding the right to participate at the general meeting (section III.).

Every shareholder may propose resolutions during the meeting in regard of any agenda item without prior notification. Every shareholder has the right to request information regarding Company matters at the general meeting, provided that such information is necessary for the proper assessment of agenda items. The duty to provide information extends to legal and business relationships between the Company and group companies, and to the condition of the group and its consolidated subsidiaries. Such information must comply with the principles of diligent and truthful accountability. Information may be denied if, according to reasonable commercial judgment, it could cause significant harm to the Company or a group company, or if the provision of information would be unlawful.

VI. Total number of shares and voting rights

At the time of convocation of the General Meeting, the registered nominal share capital of the Company amounts to EUR 48,480,486 and is divided into 48,480,486 no par value shares. Each share confers one vote. The Company holds 348,389 own shares as of the date of this invitation. Own shares convey no rights to the Company. The total number of shares which convey the right to participate in the general meeting and voting rights amounts to 48,132,097 on the date of this invitation. There are no other classes of shares.

VII. Admission to the general meeting

Shareholders or their proxy holders are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the general meeting. If you attend the general meeting as proxy holder, please also bring the proxy in addition to your official photo identification. If the original of the proxy was already sent to the Company, you may facilitate your admission if you can provide a copy of the proxy.

Vienna, May 2010

The management board

end of announcement

euro adhoc

inquiry note: Further

Intercell AG
Lucia Malfent
Vice President, Global Head Corporate Communications
Tel. +43 1 20620-1303

lmalfent@intercell.com

Branche: Biotechnology
ISIN: AT0000612601
WKN: A0D8HW
Index: ATX Prime, ATX
Börsen: Wien / official market

Originaltext:

Intercell AG

ISIN:

AT0000612601

Pressemappe:

<http://www.presseportal.de/pm/53037/intercell-ag>

Pressemappe als RSS:

http://presseportal.de/rss/pm_53037.rss2