



## INVITATION TO SUBSCRIBE FOR SHARES

**Oncology Venture** hereby conducts a rights issue of approximately SEK 44.7 million for the purpose of financing planned clinical studies with existing in-licensed drug candidates and preparing "End of Phase 2" meeting with the FDA in USA.

- Oncology Venture is breaking new ground in the development of cancer drugs and has made great progress in the second half of 2017 through co-operation and in-licensing of products from Big Pharma companies
- The work with current projects continues according to plan.
- Early data from ongoing Phase 1/2 study with LiPlaCis® shows a very positive response and clinical effect

# Rights issue in Oncology Venture Sweden AB

At the moment, Oncology Venture has six products in its pipeline, of which the last two are licensed from Big Pharma. Oncology Venture uses the Drug Response Prediction - DRP® technology to identify which patients respond to a drug candidate. Through a more well-defined patient group, risk and cost are reduced while developing becomes more efficient and fast.

## BACKGROUND AND PIPELINE OVERVIEW

In conjunction with Oncology Ventures listing issue in 2015 it was announced that the company's overall objectives, includes signing in-licensing agreements for five drug candidates and perform five smaller clinical phase 2 studies within a three-year period. The goal was and continues to be out-licensing or within three years from the same date sell at least two drug candidates.

Oncology Venture already has six cancer drugs in its pipeline for which the DRP® technology has been shown to be able to identify the patients benefiting from the drug. Development of cancer drugs is a time-consuming process, but all activities in Oncology Ventures projects are proceeding according to plan and the goal is to carry out focused Phase 2 studies based on the DRP® technology with all six drug candidates. In the long run the company's goal is to in-license additional products. The DRP® technology enables a very efficient development process. The fact is that if all expected patients in the company's planned phase 2 studies with drug candidates are counted together, these are fewer than the number of patients in a conventional phase 3 study in oncology.

The most recent drug candidate in the company's pipeline is a tyrosine kinase inhibitor (TKI) from Novartis. This TKI product has a significant market potential because it has shown similar efficacy as the already approved drug sorafenib, which has annual sales of about USD 1 billion. Oncology Venture benefits from Novartis, which has access to data from relevant biopsies. This makes it possible to validate the effectiveness of the combined DRP® and TKI product by performing blinded tests on data from existing biopsies instead of planning and conducting new clinical trials. The process is therefor expected to be time and cost effective. If the study results from the blind DRP® tests are positive, the board assesses that it may lead to an "End of Phase 2" meeting with the FDA in the United States. The best scenario for such a meeting would be an accelerated FDA approval process, with reservation for a follow-up study.

However, the TKI product is not the only drug candidate in Oncology Ventures pipeline for which there is access to a large database with relevant biopsy data. In the development of 2X-121, a PARP inhibitor for breast cancer, which was licensed from Eisai in 2017, has Oncology

Candidate and CDx	Indications	Originator	Clinical Stage
LiPlaCis®	Breast, Skin, Prostate, H&N, Esophagus cancer	LiPlasome	Phase 2
AP0010	Multiple Myeloma	ONXEO	Phase 1/2
Irofulven	Prostate cancer	Lantern	Phase 3
2X-111	Glioblastoma, Breast cancer	2-bbb	Phase 2
2X-121	Breast, Ovarian cancer	Eisai	Phase 2
2X-131	Ovarian cancer	(undisclosed/pending)	Phase 2
TKI	Renal cancer	Novartis	Phase 3



**"In 2017 we have seen more evidence that the DRP®-technology can find those patients who have benefited from cancer medicine. I am convinced that, with financing in place, it's just a matter of time before we can show DRP's ability to contribute to the development of effective, targeted treatments for cancer patients. A fully subscribed right issue finances our operations throughout 2018 in the work with the planned studies of the six drug candidates in our pipeline."**

**Peter Buhl Jensen,**  
CEO, Oncology Venture Sweden AB



Venture important synergies through access to biopsy data from 1 400 breast cancer patients collected for the ongoing clinical study with LiPlaCis®. These data will enable a fast-start focused phase 2 study because the preliminary analysis of the patients most likely responding to treatment with 2X-121 can be retrieved from there. The Phase 2 study with 2X-121 in breast cancer patients - and a planned clinical study with 2X-121 in prostate cancer patients - is expected to start in 2018.

Currently, patients in the ongoing Phase 2 study with LiPlaCis® are included with patients with breast cancer. Based on early data, which were better than expected, the LiPlaCis® selection group has expanded to include a larger number of patients. The study results are estimated to be available during Q3-Q4 2018. Furthermore, the company is also planning a randomized Phase 2 study for LiPlaCis®, which is expected to start in 2018 and the study is supported by contributions from EUROSTARS. This randomized study may, according to the board, leads to a faster approval process than what otherwise would be possible.

Inclusion of patients for the ongoing phase 1/2 study with APO010 for treatment of bone marrow cancer continues according to plan. APO010 shares positive characteristics of some of the successful immunology drugs that is already on the market.

In October 2017, a government application for recruitment was submitted to a planned phase 2 study of Irofulven in prostate cancer patients with high probability of responding to the treatment. In previous clinical trials Irofulven has shown a ten percent response rate in prostate cancer. Combined with DRP®, the board expects the response rate to increase significantly.

Finally, the company plans a Phase 2 study with 2X-111 in breast cancer and glioblastoma (brain tumor)

The company also has ongoing negotiations to include drug candidate 2X-131 in the company's pipeline.

## Share issue to finance planned studies and prepare meetings with FDA in the USA

Oncology Venture is in an intensive phase of several significant ongoing activities and is now able through capital contribution, in a focused way, further increase the pace of business. The company therefore carries out a right issue of approximately SEK 44.7 million before issue costs. The capital contribution is, in addition to working capital, primarily intended to be used to perform planned clinical studies with existing in-licensed drug candidates. Further, there has recently been an opportunity to increase the ownership of the TKI-product from Novartis from 40% to 75%. The board is therefore open to the possibility of using a certain portion of the issue allowance to finance such increased ownership. If the current DRP® analysis of the biopsy data from the TKI-inhibitor from Novartis is positive, Oncology Venture will also use a certain portion of the issue allowance to prepare an end of phase 2 meeting with the FDA, which includes preparation of all required documentation. In addition, the issue allowance is designed to build a financial buffer to exploit positive results for other drug candidates, such as 2X-121.

## Reference to the prospectus

All investments in securities are associated with risk. In Oncology Ventures prospectus a description of potential risks associated with the company's business and its shares is presented. Before making an investment decision these risks together with the other information in the full prospectus should carefully be read. The prospectus is available on the company's, AktieTorget's and Sedermera Fondkommission's respective websites:

[www.oncologyventure.com](http://www.oncologyventure.com) | [www.aktietorget.se](http://www.aktietorget.se) | [www.sedermera.se](http://www.sedermera.se)

## CEO Peter Buhl Jensen comments

Oncology Venture has made great progress in the last six months and we estimate that through these we play in a new league. Among the most important progress is the two agreements with Big Pharma companies regarding drug candidates and that early data from the current phase 1/2 study with LiPlaCis® shows a very good treatment effect in the chosen patients. Events like these makes me very positive for the future of Oncology Venture. We are hoping to be able to develop a "preferred partner" when DRP® has obtained clinical evidence to be able to find the patients who have the greatest chance to respond to a drug. Already today we have received an additional number of offers from Big Pharma companies regarding in-licensing of drug candidates, which shows that our business is being followed with great interest.

One of the agreements with Big Pharma companies was included in July 2017 when we agreed about an option for in-licensing a phase 3-product from Novartis Pharma AG, one of the world's largest and most successful developers of cancer drugs. More specifically, the agreement concerns an option to exclusively in-license a particularly promising small molecule tyrosine kinase inhibitor (TKI) in clinical phase 3-development. The agreement includes two parts - both are pre-negotiated and it's Oncology Venture that decides if the last part should be signed. The first part gives permission to test if DRP® can identify which patients who will benefit from treatment with TKI in a phase 3-study in renal cancer. Biopsy data from 150 patients from the study will be analyzed with our DRP®-technology and blindly predict which of patients who had an effect of the drug. If DRP® can do this, it is our intention to enter the second part of the agreement, because we thus are having an exceptional risk-reduced opportunity to develop effective cancer treatments.

On July 2, 2017 we entered into an additional agreement with a Big Pharma company with the signing of an exclusive global license agreement with Eisai Inc. regarding the phase 2-PARP-inhibitor E7449, which we now call 2X-121. The groundbreaking science behind 2X-121 and the convincing clinical results achieved in combination with the unique DRP®-technology, gives us an exceptional risk-reduced opportunity to develop effective treatments against severely treated cancers. In August 2017, we announced that DRP® has been able to successfully and with statistical significance identify respondents and non-respondents for 2X-121 among the 13 examined patients from the phase 1 study previously conducted by Eisai. The results from the patient biopsies are just as good as we had hoped. This success is a big step on the way of being able to address the market for PARP inhibitors.

The above-mentioned advances have been taken through our two SPV companies, 2X Oncology and OV-SPV2, but also Oncology Venture's own pipeline-project has done clear progress in the second half of 2017. In September, we published early data from an ongoing phase 1/2 study of LiPlaCis® that shows clinical effect in three out of five analyzed patients with metastatic breast cancer. This study proceeds according to plan and the last patient is expected to be included in Q1 2018. The same quarter we expect to be able to present an update of the results of the DRP®-selected patients in the phase 2 part of the study. The final results are expected in Q3-Q4 2018, depending on how long the treatment with the included patients progress. My expectations for LiPlaCis® and the DRP® technology are high because the focused treatment will bring new hope and better treatments for cancer patients.

In addition, we continue the development of 2X-111, Irofulven and AP0010 in accordance with our previously established timelines. Our overall goal is to perform focused phase 2 studies with the DRP®-technology and recruitment for these studies is estimated to take approximately 12 months. Assuming positive outcome of the studies, our goal is to either out-license, further develop drug candidates along with a partner or to sell the projects. Our pipeline has during the second half of 2017 developed very positively and we are currently preparing several meetings with regulatory authorities, including "End of Phase 2" meetings with the FDA in USA around the TKI-project.

In order to fund the planned clinical studies with our existing drug candidates and build a financial buffer we now conducting a rights issue of approximately SEK 44.7 million. Also, we recently got the opportunity to increase the ownership of the TKI product from Novartis from 40% to 75%. The board is therefore open to use a certain portion of the rights issue allowance to finance the increased ownership in the TKI-inhibitor. I would like to thank patients, hospital staff and current shareholders for the support that contributed to our past success. A fully subscribed rights issue will finance our spring activities throughout 2018 and I hereby invite both existing and new owners to subscribe for shares in Oncology Venture on the journey towards developing new effective cancer drugs.

**Peter Buhl Jensen**  
CEO, Oncology Venture Sweden AB

### Summary of the offering

**Subscription Period:** 11 - 25 January 2018.

**Issue price:** 16,30 SEK per share.

**Volume of Issuance:** Oncology Venture is hereby conducting a rights issue of 44 745 830,90 SEK, comprising a maximum 2 745 143 shares. The rights issue is also open to the public.

**Record Date and Preferential rights:** Last day of trading in Oncology Ventures stock shares including the right to receive subscription rights is 5th January 2018 and the first day of trading excluding the right to receive subscription rights is 8th January 2018. The record date is 9th January 2018. Each currently held stock share qualifies for one (1) subscription right. Possession of four (4) subscription rights entitle to subscription of one (1) new share.

**Number of shares before the rights issue:** 10 980 573 shares

**Subscription commitments and guarantee commitments:** Oncology Venture has received subscription commitments of approximately 16,0 million SEK, which equals around 36 % of issue volume and guarantee subscriptions of 20,9 million SEK, which equals around 47 % of issue volume. Thus, in total the company has agreed on approximately 83 % of the issue volume through subscription commitments and guarantee commitments.

**Valuation (pre-money):** Approximately 179 MSEK.

**Trading in subscription rights:** Trading in subscription rights will be done at AktieTorget during the time period 11 - 23 January 2018.

**Trading in BTA:** Trading in BTAs (paid subscription share) will take place on AktieTorget from 11 January 2018 until Bolagsverket (the Swedish Company Authority) has registered the new rights issue. This registration is expected to take place in mid-February 2018.

# TERMS AND CONDITIONS FOR ONCOLOGY VENTURE SWEDEN AB

## THE OFFER

The Extraordinary General Meeting resolved on the 4th of January 2018 to approve the Board's resolution from the 30th of November 2017 on a new issue with preferential rights for the Company's existing shareholders. The Company's share capital will increase to a maximum of SEK 1 921 600.24. The increase of share capital is carried out by issuance of a maximum of 2 745 143 new shares, each with a subscription price of SEK 16.30. The rights issue is conducted with preferential subscription right for existing shareholders. The general public is offered the possibility to subscribe for shares in the rights issue. The total issue proceeds will add up to a maximum of SEK 44 745 830,90.

## PREFERENTIAL SUBSCRIPTION RIGHTS

Parties who on the record date 9th of January, 2018, were shareholders of Oncology Venture Sweden AB have preferential rights to subscribe for shares in the rights offering in relation to their previous shareholdings, whereby one (1) old share entitles to one (1) subscription right. Four (4) such subscription rights entitles subscription of one (1) new share.

## SUBSCRIPTION PRICE

The subscription price determined by the Board of Directors is SEK 16.30. No commission will be charged.

## RECORD DATE

Record date at Euroclear Sweden AB ("Euroclear") for participation with preferential rights were the 9th of January 2018. The last trading day of shares in Oncology Venture including preferential rights were the 5th of January 2018. The first day of trading with shares without preferential rights were the 8th of January 2018.

## SUBSCRIPTION PERIOD

The subscription period starts the 11th of January 2018 and ends the 25th of January at 3 p.m. After the subscription period, all unexercised subscription rights will be void and lose their value. Unexercised subscription rights are removed from the respective shareholder's securities depository account, without specific notification from Euroclear.

## TRADING WITH SUBSCRIPTION RIGHTS

Trading in subscription rights will take place on AktieTorget from the 11th of January, 2018, to the 23rd of January, 2018. Shareholders should immediately contact their bank or other nominee with the necessary authority to carry out the purchase and sale of subscription rights. Subscription rights that are acquired during the above mentioned trading period provide, the same right to subscribe for new shares as shareholders with subscription rights based on their shareholdings in Oncology Venture Sweden AB on the record date. Subscription rights must be exercised no later than the 25th of January 2018 or sold no later than the 23rd of January 2018, in order to not become void or lose their value.

## PREPRINTED PAYING SLIPS AND SUBSCRIPTION FORMS

### *Shareholders with preferential rights*

Shareholders or representatives of shareholders, who on the record date, the 9th of January 2018, were registered in the Euroclear-system, receives a preprinted paying slip (account statement), the subscription form "Subscription with subscription rights", the subscription form "Subscription without subscription rights" and a folder containing the terms, conditions for the rights issue with referral to the prospectus and a money laundry form. The information can be downloaded at Sedermera Fondkommission's web page ([www.sedermera.se](http://www.sedermera.se)), AktieTorgets' web page ([www.aktietorget.se](http://www.aktietorget.se)), or at the web page of Oncology Venture ([www.oncologyventure.com](http://www.oncologyventure.com)). Shareholders, who are included in the separate list of pledgees and others in relation to the Euroclear-system, do not receive information and will be notified separately. An account notice, which declares the delivery of subscription rights on the shareholders' book-entry account, are not distributed.

## SUBSCRIPTION OF SHARES WITH PREFERENTIAL RIGHT

Subscription with preferential rights shall be made by simultaneous cash payment no later than 25 January 2018 at 15.00. Subscription by payment must be made either with the prepaid payment slip attached to the issuance

statement or by payment instructions on the subscription form in accordance with the following two options:

1) Preprinted paying slip (account statement).

If all subscription rights allotted on the record date are exercised, only the preprinted paying slip shall be used as documentation for subscription by way of cash payment. The subscription form "Subscription with subscription rights" shall not be used in this case.

2) Subscription form – "Subscription with subscription rights"

In the event a different number of subscription rights than what is stated on the pre-printed paying slip shall be exercised, for example, if subscription rights are acquired or sold, the "Subscription with subscription rights" is to be used for subscription by means of cash payment. The Shareholders must state on the Subscription Form the number of subscription rights being exercised, the number of shares they are subscribing for, and the amount that is being paid. If the payment is made in any way other than with the attached payment slip, the securities account must be indicated as a reference. Incomplete or incorrectly filled in subscription forms may be disregarded. The subscription form "Subscription with subscription rights" can be downloaded at Sedermera Fondkommission's web page ([www.sedermera.se](http://www.sedermera.se)). A completed subscription form must, in connection with cash payment, be sent or faxed to, and received by, Sedermera Fondkommission no later than the 25th of January 2018 at 3 p.m. on the contact details stated below. The subscription is binding.

Subject: Oncology Venture  
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## SUBSCRIPTION ABOVE 15 000 EUR WITH PREFERENTIAL RIGHT

If the subscription amounts to, or exceeds, 15 000 EUR a money laundering form shall be completed and sent to Sedermera Fondkommission in accordance with the Swedish Act (2017:630) on measures against money laundering and terrorist financing. Please observe that Sedermera Fondkommission cannot distribute any BTA, even if payment have been received, before the money laundering form has been received by Sedermera Fondkommission.

## NOMINEE-REGISTERED SHAREHOLDERS

Shareholders whose holdings of shares in Oncology Venture Sweden AB is registered with a nominee bank or other nominee will not receive a share issuance statement or subscription form, however a folder containing a summary of the terms and conditions of the rights offering and the reference to the full prospectus will be sent out. The subscription and payment shall instead be made in accordance with instructions from the shareholders bank or nominee.

## SUBSCRIPTION WITHOUT PREFERENTIAL RIGHTS

An application for subscription for shares without preferential rights is to be made on the form "Subscription without Subscription Rights" available for downloading from Sedermera Fondkommission's website ([www.sedermera.se](http://www.sedermera.se)), at AktieTorgets' website ([www.aktietorget.se](http://www.aktietorget.se)), or at the website of Oncology Venture ([www.oncologyventure.com](http://www.oncologyventure.com)).

Nominee-registered shareholders, requesting subscription of shares without preferential right, must coordinate such a subscription with the account-holding bank or broker in accordance with instructions from the respective account-holding bank or broker, or if shares are registered at several different nominee-registered accounts, from each of these account-holding banks or brokers. Note that shareholders or other investors who have an account with specific rules for securities transactions, such as an investment savings account (Swedish: *Investeringsparkonto*) or endowment account (Swedish: *Kapitalförsäkring*), must check with the account-holding bank or broker, whether, and if so, the subscription of shares in the rights issue is possible. The subscription shall, in that case be made in accordance with instructions received from the account-holding bank or broker.

Incomplete or incorrectly filled in subscription forms may be disregarded. It is only permissible to submit one (1) subscription form "Subscription without Subscription Rights." In the event that more than one such subscription form is submitted, only the one last received will be considered, and other such subscription forms will thus be disregarded. The subscription form must be Sedermera Fondkommission at hand no later than the 25th of January 2018 at 3 p.m. The subscription is binding.

#### **ALLOCATION OF SHARES SUBSCRIBED FOR WITHOUT PREFERENTIAL RIGHT**

In the event that not all shares in the rights issue are subscribed for with preferential right, the Board of Directors shall decide on allocation of shares within the limits of the maximum amount of the rights issue to shareholders or other investors that have subscribed for shares without preferential right.

Primarily; allocation of shares which are subscribed for without preferential right shall be done to shareholders or other investors who have also subscribed for new shares by exercising subscription rights, regardless if the subscriber was a registered shareholder on the record date or not. In case that allocation of shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the quantity of subscription rights exercised for subscription of new shares in the rights issue, and to the extent this is not possible, by drawing of lots.

Subsequently; allocation of shares which are subscribed for without preferential right shall be done to other investors than the above mentioned, who have subscribed for shares without subscription rights. In case that allocation of shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the amount of subscribed for shares without subscription rights in the rights issue, and to the extent this is not possible, by drawing of lots.

Thirdly; the allocation of new shares that are subscribed for without preferential right shall be made to the guarantors in proportion to the amount of the Guaranteed Obligations, and, as far as this can not be done, by drawing of lots.

Notification of allotment of shares without preferential rights will be made via a contract note containing payment instructions for allotted shares. Contract notes are expected to be sent out as soon as possible after the subscription period, and payment must be made in accordance with the payment instructions on the contract note. Payment is due within four Swedish business days from the date the contract note was distributed. Note that payment for any allotted shares will not be drawn from the specified book-entry account. If payment is not received in due time, the subscribed for shares may be assigned to another party. Should the price by such an assignment be lower than the subscription price of the rights issue, the subscriber who initially was allocated these shares may vouch for all or a part of the difference. Shareholders or other investors that are not allotted any shares will not receive any notification.

#### **SHAREHOLDERS RESIDING OUTSIDE OF SWEDEN**

Shareholders who reside outside of Sweden (with the exception of shareholders residing in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation in the rights issue requires supplementary prospectus, further registration or other measurements than those which are required by Swedish legislation) who have preferential right in the rights issue can contact Sedermera Fondkommission for further information about subscription and payment. Due to restrictions in the legislation regarding securities in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation requires supplementary prospectus, further registration or other measurements than those which are required by Swedish legislation, subscription rights through Euroclear will not be issued to shareholders with registered addresses in any of these countries. Accordingly, no offer is made to subscribe for shares in Oncology Venture to shareholders residing in these countries.

#### **BTA'S - PAID AND SUBSCRIBED FOR SHARES**

Subscription via payment is registered with Euroclear as soon as feasible, which normally means a few banking days after payment is made. Thereafter, the subscriber will receive a securities depository account notification confirming that the registration of Paid Subscribed Shares (interim shares) has occurred in the subscriber's securities depository account. Subscribed shares are entered as BTAs in the securities account until the preferential rights issue has been registered with the Swedish Companies Registration Office.

Shareholders who have their holdings in a custodial account at a bank or brokerage firm will receive information from their respective custodian.

#### **TRADING IN BTA'S**

Trading in BTA's will take place on AktieTorget from the 11th of January 2018 until the rights issue is registered at the Swedish Companies Registration Office. Subscribed shares are entered as interim shares in the securities depository account until the preferential rights issue has been registered with the Companies Registration Office, which is expected to happen week 7, 2018.

#### **PUBLICATION OF THE RESULT OF THE RIGHTS ISSUE**

As soon as possible after the subscription period, Oncology Venture will publish the result of the rights issue through a press release.

#### **APPLICABLE LEGISLATION**

The shares are issued pursuant to the Swedish Companies Act (2005:551) and is governed by Swedish law.

#### **RIGHT TO DIVIDEND**

The new shares entail the right to any dividend for the first time on the first record date of dividend which occurs after the new shares are registered at the Swedish Companies Registration Office. The new shares carry the same right to dividend as existing shares.

#### **REGISTER OF SHAREHOLDERS**

Oncology Venture is a Euroclear reconciliation company. The company's share register with information about shareholders is handled and accounted by Euroclear with address Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

#### **SHAREHOLDER RIGHTS**

The shareholders' right to dividend, voting right, preferential right of shares is governed by both Oncology Venture's articles of association (available via the web page of Oncology Venture and in the investment prospectus), as well as the Swedish Companies Act (2005:551).

#### **OTHER**

The Board of Directors in Oncology Venture reserves the right to extend the subscription period and the payment deadline in the rights issue. The subscription of new shares with or without preferential right are binding. In the case an excess amount has been paid by a subscriber for the new shares, the excess amount will be repaid to the subscriber. Excess amounts less than 100 SEK will not be refunded.

In accordance with the decision of the Extraordinary General Meeting, held on January 4, 2018, the Board will not be entitled to withdraw / withdraw the offer.

#### **TRADING IN THE ONCOLOGY VENTURE SHARE**

The shares of Oncology Venture are listed on AktieTorget. The shares are traded under the symbol "OV" and have the ISIN-code SE0007157409. The new shares will be admitted to trading in connection with that conversion of interim shares to (regular) shares occurs.

#### **ISSUING AGENT**

Sedermera Fondkommission is the issuing agent and financial adviser of Oncology Venture.