

## **Resolutions at the annual general meeting in Medivir on 8 May 2014**

### **Election of the board of directors and auditor**

The annual general meeting in Medivir Aktiebolag (publ) on 8 May 2014 resolved, in accordance with the nomination committee's proposal, that the number of board members shall be seven with no deputy board members. Björn C. Andersson, Anders Hallberg, Anna Malm Bernsten, and Birgitta Stymne Göransson were re-elected as board members and Anders Ekblom, Niklas Prager and Bertil Samuelsson were elected as new board members. Birgitta Stymne Göransson was elected chairman of the board. PricewaterhouseCoopers AB was re-elected as auditor.

### **Remuneration to the board of directors**

The annual general meeting also resolved on remuneration to the board of directors in accordance with the nomination committee's proposal. The remuneration to the board shall amount to not more than SEK 2,530,000 allocated as follows. The chairman shall receive SEK 500,000 and the other members entitled to remuneration shall receive SEK 230,000 each. Remuneration for work performed in relation to committees shall be paid in a total amount of SEK 650,000, whereof SEK 210,000 shall be allocated to the audit committee (whereof SEK 80,000 to the convener of the committee and SEK 65,000 to each of the other two members), SEK 165,000 to the remuneration committee (whereof SEK 65,000 to the convener of the committee and SEK 50,000 to the other two members) and SEK 275,000 to the R&D committee (whereof SEK 80,000 to the convener of the committee and SEK 65,000 to each of the other three members). For board members resident outside of Europe, in addition to the ordinary remuneration, compensation of SEK 20,000 shall be paid per physical board meeting. However, such additional compensation shall never exceed SEK 100,000 per year.

### **Remuneration guidelines for senior executives**

The annual general meeting approved the proposal of the board of directors on remuneration guidelines for senior executives. Under the guidelines, the company shall offer a total remuneration on market norms and enable skilled senior executives to be hired and retained. The remuneration to senior executives may consist of basic salary, variable salary, incentive programmes resolved by the general meeting, pension and other benefits.

### **Authorisation to issue new shares**

The annual general meeting resolved, in accordance with the nomination committee's proposal, to authorise the board, for the period up to the next annual general meeting, to adopt decisions, whether on one or several occasions and whether with or without pre-emption rights for the shareholders, to issue new shares of class B to an amount not exceeding in total 10 per cent of the total number of outstanding class B-shares in the company following utilization of the authorisation. New issue may be made with or without provisions concerning non-cash consideration, set-off or other provision specified in Chapter 13 Section 5, first paragraph, 6, of the Swedish Companies Act. The purpose of the authorisation is to provide the board with flexibility in its work to secure that the company, in a suitable way, can be provided with capital for the financing of the business, acquisitions of companies and products, and to enable a broadening of the ownership of the company.

### **Nomination committee**

The annual general meeting resolved to appoint a nomination committee for the annual general meeting 2015 substantially in accordance with the same procedure as the preceding year. In brief, this entails that the chairman of the board shall contact the three largest shareholders in respect of voting power by the end of the third quarter.

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These three shareholders shall be offered to appoint one representative each for the nomination committee. In addition, the chairman of the board shall be included as a member of the nomination committee.

### **Long-term incentive programme**

The annual general meeting resolved, in accordance with the board's proposal, to adopt a long-term incentive programme for employees of Medivir and authorise the board to issue warrants as a hedge for the long-term incentive programme.

### **Approval of profit and loss accounts and balance sheets, and discharge from liability of the board members and the managing director**

The profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet were approved, and the managing director and the board members were discharged from liability with respect to their respective management of the company for financial year 2013.

### **Appropriation of the company's profit or loss**

The annual general meeting resolved, in accordance with the board's proposal, that the company's results shall be carried forward.

### **For additional information, please contact:**

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**For more information on Medivir, please see the company's website: [www.medivir.com](http://www.medivir.com)**

### **About Medivir**

Medivir is an emerging research-based pharmaceutical company focused on infectious diseases. Medivir has world class expertise in polymerase and protease drug targets and drug development which has resulted in a strong infectious disease R&D portfolio. The Company's key pipeline asset is simeprevir, a novel protease inhibitor for the treatment of hepatitis C that is being developed in collaboration with Janssen R&D Ireland. The company is also working with research and development in other areas, such as bone disorders and neuropathic pain. Medivir has also a broad product portfolio with prescription pharmaceuticals in the Nordics.