

## **Notice of Annual General Meeting of Medivir AB (publ)**

The shareholders of Medivir AB (publ) are hereby summoned to the annual general meeting on Thursday 9 May 2019 at 2 p.m. at the IVA's conference center, Grev Turegatan 16, Stockholm.

### **Participation**

Shareholders who wish to participate in the meeting must (a) be recorded in the share register maintained by Euroclear Sweden AB on Friday 3 May 2019, and (b), notify the company of their intention to participate in the meeting not later than on Friday 3 May 2019 in writing to Medivir AB, c/o Euroclear Sweden, P.O. Box 191, SE-101 23 Stockholm, Sweden. Such notification can also be made by telephone +46 (0)8-402 92 37 or via the company's web site at [www.medivir.se](http://www.medivir.se). The notification shall set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

There are 24,287,818 series B shares corresponding to an equal amount of outstanding votes. The company holds 11,413 treasury series B shares.

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate for the legal entity (or corresponding document), evidencing the authority to issue the proxy, shall be appended. The original of the power of attorney and, when applicable, the registration certificate should be sent to the company at the address indicated above, well before the meeting. A proxy form is available at the company's website, [www.medivir.se](http://www.medivir.se), and is sent to shareholders who so request.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names to be entitled to participate in the meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Friday 3 May 2019, and the shareholders must therefore advise their nominees well in advance of this date.

The shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

### **Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting (see below).
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to approve the minutes of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Reports from the managing director and the chairman of the board.
8. Presentation of the annual report and the auditor's report as well as the consolidated annual accounts and the auditor's report for the group.
9. Resolution on approval of the profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet.

10. Resolution on approval of allocations of the company's profits or losses according to the adopted balance sheet (see below).
11. Resolution on discharge from liability of the members of the board of directors and the managing director.
12. Determination of the number of directors, deputy directors, auditors and deputy auditors (see below).
13. Determination of fees to be paid to the directors and the auditor (see below).
14. Election of the directors, chairman of the board and auditor (see below).
15. The nomination committee's proposal concerning nomination committee (see below).
16. The board's proposal on guidelines for remuneration to the management (see below).
17. The board's proposal regarding resolution on authorization for the board to resolve on new issue of shares (see below).
18. Closing of the meeting

### **Allocation of the company's balance (item 10)**

The board of directors proposes that the company's results shall be carried forward.

### **Board of Directors etc (items 2 and 12–14)**

The nomination committee, comprising Maria Rengefors (Nordea Fonder, chairman), Karl Tobieson (Linc AB), Bo Öberg (founder and shareholder) and the chairman of the board of directors, Anna Malm Bernsten, proposes the following:

- Attorney at law Erik Sjöman to be appointed chairman of the meeting (item 2).
- The board of directors shall consist of six members with no deputies. The company shall have one auditor without deputy auditors (item 12).
- The remuneration to the board of directors shall be paid in a total amount of SEK 1,610,000 allocated as follows. The chairman shall receive SEK 650,000 and other members who are not employed by the company shall receive SEK 240,000 each. Remuneration for work performed in relation to committees shall not be paid (item 13).
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation (item 13).
- Re-election of members of the board Uli Hacksell, Lennart Hansson, Bengt Julander, Helena Levander and Bengt Westermark and election of An van Es Johansson as new member of the board. Anders Hallberg and Anna Malm Bernsten have declined re-election (item 14).
- Election of Helena Levander as new chairman of the board (item 14).
- Re-election of the auditing company Öhrlings PricewaterhouseCoopers AB. The proposition is in accordance with the audit committee's recommendation (item 14).

An van Es Johansson was born in 1960. She holds an MD from the Erasmus University in Rotterdam. An van Es Johansson has a long, international experience within the life science sector and has held several leading positions within Clinical Development, Medical Affairs, Business Development and Commercial at Pharmacia and Sobi in Sweden, Lilly in the Netherlands and Roche in the United States and Switzerland. An is also an entrepreneur and professional coach. She is a member of the board of directors of Biolnvent International AB and Alzecure Pharma AB. An holds no shares in Medivir and is independent in relation to the company, the management and major shareholders.

Further information on the proposed members of the board is available at [www.medivir.se](http://www.medivir.se).

### **Nomination committee (item 15)**

The nomination committee proposes that the meeting shall resolve to appoint a nomination committee for the annual general meeting 2020 mainly in accordance with the same procedure as the preceding year.

The chairman of the board shall contact the three largest shareholders in respect of voting power by the end of the third quarter. These three shareholders are offered to appoint one member each for the nomination committee. In addition, the chairman of the board shall be a member of the nomination committee. If a shareholder chooses not to exercise the right to appoint a member, the right shall pass on to the largest shareholder in respect of voting power who has not appointed a member. The nomination committee is to elect a chairman among its members to lead the work of the committee.

If any of the shareholders who has appointed a member of the nomination committee sells a not insignificant part of its shareholding during the nomination committee's term or for any other reason ceases to be a larger shareholder with rights to appoint a member of the nomination committee, the member appointed by such shareholder should resign from the nomination committee. This member shall then be replaced by a member appointed by the shareholder who, based on voting power following the sale, instead is one of the three largest shareholders in the company. If such shareholder does not utilize its right to appoint a member of the nomination committee, the above described procedure shall be applied.

In the event a member no longer represents the shareholder who appointed him or her, or otherwise resigns from the nomination committee prior to the completion of the nomination committee's work, the shareholder shall be given the opportunity to appoint a new member of the nomination committee.

The nomination committee shall pursue the tasks that, according to the Swedish Corporate Governance Code, are the responsibility of the nomination committee.

#### **Guidelines for remuneration to the management (item 16)**

The board proposes remuneration guidelines for senior executives that essentially correspond to the guidelines that have been applied up to now. 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 fixed salary, variable salary, incentive programs resolved by the general meeting, pension and other benefits. The fixed salary shall relate to individual responsibilities and experience. In order to facilitate the company's long-term value creation, variable remunerations shall be based on pre-determined and measurable criteria. The variable cash remuneration may not exceed 50 percent of the annual fixed salary.

#### **Share issue authorization (item 17)**

The board proposes that the annual general meeting resolves to authorize the board, on one or several occasions and for the period up to the next annual general meeting, to resolve to issue new shares of series B, with or without deviation from the shareholders' pre-emptive rights. The total number of shares that may be issued under the authorization must total not more than 20 percent of the total number of shares outstanding in the company following exercise of the authorization. A 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 authorization 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 operations. Issuances of new shares under the authorization shall be made on market terms and conditions.

#### **Documentation etc.**

The annual report and other supporting documentation for resolutions will be available at the company's offices, Medivir AB, Lunastigen 7, SE-141 22 Huddinge, Sweden, and on [www.medivir.se](http://www.medivir.se), no later than three weeks prior to the meeting and will be sent to shareholders who so request and provide their postal address. This notice is a

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translation of a Swedish notice and in case of any deviations between the both language versions, the Swedish version shall prevail.

**Processing of personal data**

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Huddinge, April 2019

**Medivir AB (publ)**

*The Board of Directors*