

Corporate Governance Report

The Parent Company is the Swedish public limited company, Medivir AB, whose shares are listed on the NASDAQ Stockholm stock exchange. Good corporate governance is an essential component of Medivir's efforts to create value for its shareholders and we endeavor at all times to:

- Generate optimum conditions for active and responsible corporate governance.
- Achieve a well-balanced division of responsibility between owners, the Board of Directors, and the company management.
- Maintain a high level of transparency in relationships with owners, the capital market, employees and society at large.

Compliance with the Swedish Code of Corporate Governance ("the Code")

Medivir has applied the Code since July 1, 2008 and has undertaken to follow best practice, wherever possible, with regard to corporate governance. The company has not deviated from any of the provisions of the Code in 2023.

Decision-making at shareholders' meetings

Medivir's shareholders exercise their right of decision at the Annual General Meeting and any Extraordinary General Meetings. See pages 19–20 for more information about Medivir's share and shareholders.

Annual General Meetings

Shareholders exercise their control over the company at the AGM or at EGMs. Minutes from and information on Medivir's General Meetings can be found on the website.

2023 Annual General Meeting

The Annual General Meeting was held on May 4, 2023. In all, 14 (18) shareholders attended, either in person or through proxies, representing 29.39 percent (29.27) of the votes. Uli Hacksell, Chairman of the Board, was elected to serve as Chairman of the AGM.

Matters resolved by the AGM:

- Re-election of Board Members Uli Hacksell, Lennart Hansson, Bengt Westermark, Yilmaz Mahshid and Anette Lindqvist. Uli Hacksell was elected to serve as Chairman of the Board.

- The Auditors' fees for the period until the next AGM shall be payable upon approval of their invoice within the framework of the amount quoted.
- Approval of the Remuneration Report.
- Election of Grant Thornton Sweden AB as Auditors.
- The Directors' fees for the period until the next AGM were set at a maximum of SEK 1,730,000, divided as follows: The Chairman shall receive SEK 690,000, and the other Members who are not employed by the company shall each receive SEK 260,000.
- Adoption of a new Articles of Association in accordance with the board's proposal.
- Authorization of the Board on one or more occasions before the next AGM, with or without deviation from the shareholders' preferential rights, to approve the new issue of ordinary shares in a number that shall not collectively exceed 20 percent of the total number of shares outstanding in the company after exercise of this authorization. Issuance of new shares under the authorization shall be carried out on market terms.
- Resolution on a share savings program in accordance with the Board's proposal under a new incentive program.

2023 Extra General Meeting

An Extra General Meeting in December 2023 resolved on a rights issue of ordinary shares for current shareholders of approximately SEK 148 million before transaction costs.

Annual General Meeting 2024

The AGM 2024 will be held on May 7, at Helio GT30, Grev Turegatan 30, Stockholm, Sweden.

Nomination Committee

Under the Nomination Committee procedure adopted at the 2023 AGM, the Chairman of the Board shall contact the three largest shareholders in terms of the number of votes at the end of the third quarter and offer them the opportunity to each appoint a representative to the Nomination Committee. If any of these shareholders waive their right to appoint a representative, the right shall pass to the shareholder with the next largest shareholding after these shareholders. According to the procedure, the Chairman of the Board shall also be a member of the Nomination Committee. The Committee members shall jointly elect a Chairman to lead the work of the Committee.



The model reflects the situation as of Dec. 31, 2023.

Nomination Committee duties

The duties have changed over the years in order to comply with the requirements of the Code. The primary duty of the Committee continues, however, to be to propose candidates for election to the Board of Directors. In order to ensure its ability to evaluate the expertise and experience required of Board Members, the Committee must keep itself informed of the Group's strategy and the challenges it will face. The Committee must also take into consideration all applicable rules governing the independence of the Board Members. The Committee shall also draw up proposals for resolution by the AGM regarding the remuneration and fees payable to: Board Members elected by the AGM but who are not employed by the company, the auditor and Members of the Nomination Committee.

To date, the Committee has not proposed payment of any remuneration to its members. The Nomination Committee proposes candidates for the position of auditor in consultation with the Board of Directors. The Nomination Committee is also tasked with proposing a candidate for election as Chairman of the AGM.

The work of the Nomination Committee ahead of the 2024 AGM

The work begins with a review of a checklist detailing all of the duties of the Committee as prescribed by the Swedish Code of Corporate Governance and by the Nomination Committee's Rules of Procedure as adopted by the AGM. A timetable is also set for the work. A good understanding of Medivir's operations is vital in enabling the members of the Committee to carry out their duties. The Chairman of the Board is responsible for the annual appraisal of the work of the Board, including the efforts of the individual Members of the Board. In 2023 the Board Members responded to a digital questionnaire and the results were compiled. A report based on the results was then jointly discussed at the December Board Meeting, which provided the Board and its Chairman with a good picture of how the Board can improve its work.

Members of the Nomination Committee

The Nomination Committee, ahead of the 2024 AGM (appointed by the biggest shareholders in terms of the number of votes held on Sept. 30, 2023)

Name	Representing	Proportion of votes, % Sept. 30, 2023
Karl Tobieson	Linc AB	12,23
Richard Torgerson	Nordea Investment Funds	8,92
Anders Hallberg	HealthInvest Partners	6,74
Uli Hacksell	Medivir's Chairman of the Board (convenor)	0,79
Total		28,68

The Nomination Committee was also informed of the results of these appraisals, including the appraisal of the Chairman of the Board. The Committee interviewed all Board Members as part of the task of evaluating the Board of Directors. The Committee is thus able to assess the expertise and experience required for Board Members. The Nomination Committee also studied the Group's appraisals of the quality and efficiency of the Auditor's work, including recommendations for auditors and audit fees. The Nomination Committee has held six meetings ahead of the 2024 Annual General Meeting. The Committee's full proposals for the 2024 AGM is published in conjunction with publication of the notice convening the AGM.

The composition of the 2023–2024 Nomination Committee was as follows:

- Karl Tobieson, Chairman of the Nomination Committee, and representing Linc AB
- Richard Torgerson, representing Nordea Investment Funds
- Anders Hallberg, representing HealthInvest Partners (until January 2024)
- Stefan Bengtsson, representing CA Fastigheter AB (from February 2024)
- Uli Hacksell, Chairman of the Board Medivir AB

Medivir's Nomination Committee has announced that for the 2024 Annual General Meeting it will propose re-election of Uli Hacksell, Lennart Hansson, Yilmaz Mahshid and Bengt Westermarck as board members. The Nomination Committee proposes the election of Angelica Loskog and Anna Törner as new board members and that Uli Hacksell is re-elected Chairman of the Board.

Duties and work of the Board of Directors

The primary duty of the Board is to manage the Group's operations on behalf of the owners in such a way that the interests of the owners, in terms of a long-term healthy return on capital invested, are optimally protected. The Board manages and decides on Group-wide issues such as:

- Strategic orientation and significant objectives.
- Significant issues in relation to the optimization of capital structure, investments, acquisitions, and divestments.
- Monitoring and control of operations, financial position, information provision and organizational issues, including appraisals of the Group's executive management.
- Appointment and, when required, dismissal of the CEO.
- Overall responsibility for setting up efficient systems for internal control and risk management.
- Significant policies.

Composition of the Board of Directors

The Members of the Board shall serve from the end of the AGM at which they were elected until the end of the next AGM.

There is no limit on the number of consecutive periods during which a person may be a Board Member. The Board of Directors elected by the shareholders at the 2023 AGM until the end of the 2024 AGM comprised five Members of the Board and no Deputy Members, including the Chairman of the Board. As of October 2023 there is a vacancy in the Board that will be filled at the 2024 AGM in May. The CEO and CFO also attend Board Meetings. However, they are not present for matters that may involve a conflict of interest, or where it is otherwise inappropriate for them to attend, such as in conjunction with the evaluation of the CEO's work. See page 33 for a presentation of the Members of the Board.

Rules of Procedure and Board Meetings

The Board of Directors adopts written Rules of Procedure every year, clarifying the duties of the Board and regulating the division of labor of the Board, including the role of the Chairman, the decision-making process within the Board, the Board's schedule of meetings, notices convening Board Meetings, agendas and minutes.

The Rules of Procedure also regulate how the Board shall receive information and documentation in order to ensure its ability to take well-founded decisions. The Board adopts written instructions for the CEO each year, clarifying the CEO's responsibility for the ongoing administration, methods of reporting to the Board, the requirement for internal control instruments, and other matters requiring a decision by

the Board or which must be reported to the Board. The Rules of Procedure require an inaugural Board Meeting to be held immediately after the AGM. The Board normally also holds a minimum of six additional Meetings each year. Four of these Meetings are held in conjunction with the publication of the Group's annual and interim reports. Each meeting addresses the company's project portfolio and business development. In addition, at least one meeting addresses specific long-term strategy issues. The budget and economic outlook are addressed at the final Meeting of each calendar year. Additional meetings, incl. online meetings, are held as required.

Responsibilities of the Chairman of the Board

The Chairman is responsible for ensuring that the work of the Board is well-organized, conducted efficiently, and that the Board fulfills its obligations. The Chairman monitors company operations in dialogue with the CEO and is responsible for ensuring that other Board Members receive the information and documentation required to enable a high standard of discussion and decision-making, and for monitoring the implementation of the Board's decisions. The Chairman is responsible for conducting an annual appraisal of the Board's work and for ensuring

that the Nomination Committee is provided with the results of the appraisals. The Board has evaluated its work during the year by means of an online questionnaire comprising ca. 50 questions in seven areas. The Board has completed the same questionnaire for eight years, for which reason a good description of the trend was obtained. This year's evaluation of the board of directors shows an even and strong result over all seven question areas. Among the strongest areas are the board's competence, composition and working climate. The results of the evaluation were presented to the Nomination Committee. The Chairman represents Medivir on ownership issues.

The work of the Board of Directors in 2023

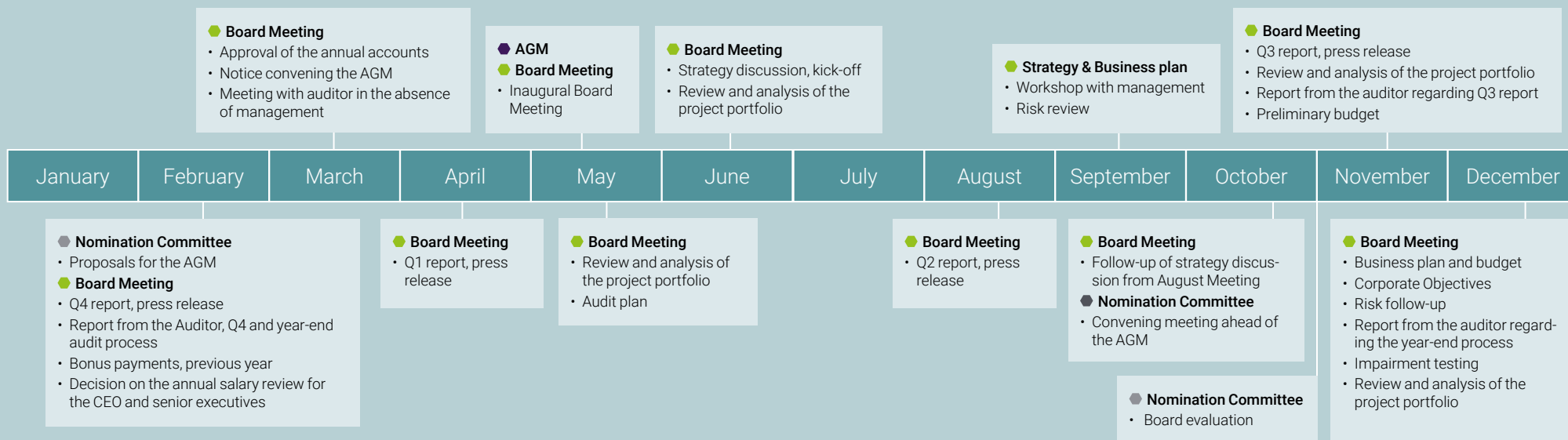
The Board has held 22 minuted Meetings in 2023 at which the Members had the opportunity to participate virtually. The attendance of the individual Members at these Meetings is shown in the table on page 29. All meetings followed an approved agenda which, together with the documentation for every item, was provided to the Members before the relevant meeting. An ordinary Board Meeting usually lasts for just over half a day in order to ensure sufficient time for presentations and discussions.

The CEO and CFO participate in the majority of Board Meetings. Reviews of the current business position, developments relating to ongoing projects, the Group's results and financial position, liquidity and the outlook for the rest of the year are conducted at every ordinary Board Meeting.

A member of Group management usually reviews a relevant strategic issue. The work of the Board during the year largely focused on:

- Development of the project portfolio.
- Financial development and capital acquisition.
- Interim Reports, the Year-end Report, and the Annual Report.
- Collaborations and partnerships.
- Overview of corporate management.
- Reviews of proposals regarding salaries, variable and fixed remuneration.
- Review of the results of, and proposals for, long-term incentive plans.
- Reviews of the company's risk management, governance, and internal controls.
- Reviews of reports from the company's Auditor elected by the AGM, including the Auditor's audit plan.

The Board's Rules of Procedure



The Board of Directors' attendance and fees¹

Members elected by the AGM	Elected	Born	Independent in relation to the company	Independent in relation to major shareholders	ATTENDANCE (TOTAL NUMBER OF MEETINGS)		TOTAL REMUNERATION
					Board Meetings		
Uli Hacksell, chairman	2018	1950	No	Yes	21/22		690,000
Bengt Westermark	2017	1945	Yes	Yes	22/22		260,000
Lennart Hansson	2018	1956	Yes	Yes	21/22		260,000
Yilmaz Mahshid	2021	1979	No	Yes	22/22		260,000
Anette Lindqvist ²	2022	1961	Yes	Yes	15/16		260,000

1) The attendance of the Board members refers to the year 2023. Total remuneration refers to fees paid to the Board of Directors during the period from May 2023 – April 2024. The fee payable to Members of the Board elected by the Annual General Meeting is determined by the Annual General Meeting in line with a proposal by the Nomination Committee. Fees exclude travel expenses. Differences arise between the maximum fee approved by the Annual General Meeting and the actual amount disbursed, as the actual amount disbursed during the calendar year is a combination of the fees paid between the two most recent General Meetings. See Note 4 on pages 45–47 for the actual amounts disbursed.

2) Resigned, October 20, 2023.

Group management

The Board appoints the CEO and, where necessary, the Deputy CEO. The CEO leads the work of Group management and is responsible, together with Group management, for ensuring that the operating activities are conducted in accordance with the provisions of the Swedish Companies Act, other legislation and regulations, applicable regulations for listed companies, the Articles of Association, and the CEO's Instructions. Group management has a broad composition of individuals with in-depth and extensive experience of R&D, registration and approval of pharmaceuticals, and the requisite expertise in commercial development, accounting, finance and communication. For a presentation of Group management, see page 34. The role of Group management is to:

- Set goals, allocate resources, and follow up on the performance of the company and the development of the projects.
- Produce information and documentation that enables the Board to take well-founded decisions.
- Implement the strategy adopted by the Board throughout the organization on the basis of the annual strategic work.
- Following up on established goals is a key tool in the management of our operational work.

Guidelines for remuneration to senior executives

The board of directors proposes that the annual general meeting decide on the following guidelines for remuneration to senior executives in Medivir. The proposed guidelines are in all material aspects

corresponding to the guidelines adopted at the 2020 annual general meeting. However, it has been clarified that pension benefits can exceed 25 percent of the fixed salary if this follows from the applicable collective agreement. Furthermore, the notice period for the CEO has been adjusted.

Senior executives includes the managing director and other persons in the group management. The guidelines should be applied to compensation that is agreed upon, and changes that are made to already agreed compensation, after the guidelines have been adopted by the annual general meeting in 2024. The guidelines do not cover compensation that is decided by the general meeting.

The guidelines' promotion of Medivir's business strategy, long-term interests and sustainability

Medivir creates shareholder value by developing innovative cancer medicines for major medical needs, either in-house or in partnership with other companies. For further information on Medivir's business strategy, please visit the Company's website www.medivir.com. The successful implementation of the business strategy and the safeguarding of Medivir's long-term interests, including its sustainability, requires that Medivir can recruit and retain competent employees who work to achieve maximum shareholder and customer value. This requires that Medivir can offer competitive remuneration. These guidelines enable senior executives to be offered a competitive total compensation.

In Medivir, long-term incentive programs have been established by two warrant programs and a share matching program. They have been decided by the general meeting and are therefore not covered by these guidelines. For the same reason, the incentive program that the board has proposed that the annual general meeting in 2024 should adopt is also not covered. More information about the previous incentive programs is available on Medivir's website.

The forms of compensation etc.

The compensation for senior executives must be market-based and may consist of the following components: fixed cash salary, variable cash compensation, pension benefits and other benefits. The general meeting can in addition - and independently of these guidelines - decide on, for example, share and share price-related compensation. The total compensation for senior executives should contain a balanced mix of the above-mentioned components and conditions in the event of termination as well as severance pay. The board should annually evaluate whether share or share price-related long-term incentive programs should be proposed to the general meeting.

The fixed cash salary must be individual and based on the senior executive's areas of responsibility and experience.

The variable cash compensation may amount to no more than 50 percent of the fixed annual cash salary.

For senior executives, pension benefits must be defined contribution unless the executive is covered by a defined benefit pension according to mandatory collective agreement provisions. Variable cash compensation must be pensionable.

Remuneration to senior executives (SEK thousand)

Function	Year	Fixed salary	Performance-related pay	Benefits	Severance pay	Pension	Total
CEO Jens Lindberg ¹	2023	2,569	945	83	3,597	630	4,228
	2022	2,253	344	80	2,676	600	3,276
Former interim CEO Magnus Christensen ²	2023	-	-	-	-	-	-
	2022	174	-	-	174	47	221
Other senior executives ³	2023	6,391	1,402	45	7,838	1,843	9,681
	2022	4,159	347	-	4,505	1,510	6,015
Total	2023	8,960	2,347	128	11,435	2,474	13,908
	2022	6,585	691	80	7,355	2,157	9,512

1) Jens Lindberg took up his position as CEO 24 January 2022.

2) Magnus Christensen acted as interim CEO from 5 May 2021 up until 24 January 2022.

3) For 2022, it includes a subsidy in accordance with the warrant programs approved at the Annual General Meetings in May 2022.

In 2022, the CEO bought 250,000 and other senior executives bought a total of 250,000 warrants.

The pension premiums for a defined contribution pension must amount to a maximum of 25 percent of the fixed annual cash salary, unless otherwise stipulated in the collective agreement. The board shall have the right to offer other solutions that are cost-equivalent for the company, regardless of the above.

Other benefits may include i.a. company car and occupational health care. Such benefits must be of limited value in relation to other compensation and be consistent with what is market-wise customary in the respective geographic market. Other benefits may total no more than 15 percent of the fixed annual cash salary.

Termination of employment

Upon termination of the senior executive's employment, a mutual notice period of no more than six months shall apply. As far as the CEO is concerned, however, the notice period in case of termination by the company can amount to a maximum of 12 months. Fixed cash salary should be paid during the notice period. As a starting point, severance payments or similar compensation shall not be paid.

Criteria for distribution of variable cash compensation, etc.

Variable cash compensation must be linked to predetermined and measurable criteria, which can be financial or non-financial, designed with the aim of promoting the company's long-term value creation. The criteria should relate to the development in the development projects the Company conducts and the partnerships the Company

enters into for the acceleration of clinical development and future commercialization, as well as the compensation (for example, one-off payments at the conclusion of the agreement, milestone compensation, compensation for research services, or royalties) this development results in. The criteria must further be designed to promote Medivir's business strategy and long-term interests, including its sustainability.

Fulfillment of criteria for payment of variable cash compensation must be measured over a period of one year. When the measurement period for fulfillment of criteria for the payment of variable cash compensation has ended, the extent to which the criteria have been fulfilled must be determined. The board is responsible for the assessment regarding variable cash compensation to senior executives. As far as financial targets are concerned, the assessment must be based on the financial information most recently published by the company.

Salary and employment conditions for employees

When preparing the board's proposal for these remuneration guidelines, salary and employment conditions for the company's employees have been taken into account. Information regarding the employees' total remuneration, the components of the remuneration as well as the increase and rate of increase of the remuneration over time have formed part of the board's decision-making basis when evaluating the fairness of the guidelines and the restrictions that follow from these.

The decision-making process for establishing, reviewing and implementing the guidelines

The board has not set up a remuneration committee, but the tasks assigned to such a committee is carried out by the board of directors in its entirety. The board's proposal for guidelines for remuneration to senior executives has therefore been prepared by the board. The board must draw up proposals for new guidelines at least every four years and submit the proposal for decision at the annual general meeting. The guidelines shall apply until new guidelines are adopted by the general meeting. Since the board has not established a remuneration committee, the board is also responsible for following and evaluating programs for variable remuneration for group management, the application of guidelines for remuneration to senior executives and current remuneration structures and remuneration levels in the group. In the board's consideration of and decisions on remuneration-related matters, the CEO or other senior executives are not present, to the extent that they are affected by the matters.

Deviation from the guidelines

The board may decide to temporarily deviate from the guidelines in whole or in part, if in an individual case there are special reasons for it and a deviation is necessary to satisfy Medivir's long-term interests, including its sustainability, or to ensure Medivir's financial viability.

Evaluation of principles for remuneration to senior executives

In 2023, Medivir has complied with the remuneration principles for senior executives approved by the AGM.

Long-term incentive plans

The purpose of long-term incentive plans is to generate the conditions for retaining and recruiting competent personnel and to offer employees an attractive opportunity to acquire a stake in the Group, so as to encourage continued company loyalty by combining the interests of the shareholders and the employees.

Warrants

At the beginning of the period, there were 1,587,000 outstanding warrants in the ongoing incentive programs. During December 2023, 527,000 warrants in the 2020 program expired. The total number of outstanding warrants at the end of the period amounted to 1,060,000.

In May 2020, the Board of Directors proposed and the AGM approved a new long-term incentive program. During the second quarter 2020, Medivir employees bought 227,000 warrants at a market value of 1.30 each with an exercise price of SEK 31.40 per share. In the third quarter 2020, Medivir employees bought an additional 300,000 warrants. These warrants were issued at a market value of SEK 1.00 each with an exercise price of SEK 31.40 per share. The total 527,000 warrants may be exercised to subscribe for new ordinary shares during the period from 1 December 2023 up to and including 15 December 2023. The valuation calculation for 2020 was based on the following figures: term, 3.58 years; strike price, SEK 31.40; VWAP, SEK 15.70; risk-free interest rate, 0.0 percent; volatility, 41 percent. After recalculation caused by the rights issue during the first quarter of 2021, each such warrant entitles the holder to subscribe for 1.16 new ordinary shares in the company at a subscription price of SEK 27.10. During December 2023, 527,000 warrants in the 2020 program expired. No shares were subscribed.

In May 2021, the Board of Directors proposed and the AGM approved a new long-term incentive program. During the second quarter 2021, Medivir employees bought 230 000 warrants at a market value of 1.00 each with an exercise price of SEK 13.79 per share. In the fourth quarter 2021, Medivir employees bought an additional 305,000 warrants of which incoming CEO bought 240,000. These warrants were issued at a market value of SEK 1.71 each with an exercise price of SEK 13.79 per share. The warrants may be exercised to subscribe for new ordinary shares during the period from 1 December 2024

up to and including 15 December 2024. The valuation calculation for 2021 was based on the following figures: term, 3.60 years; strike price, SEK 13.79; VWAP, SEK 7.88; risk-free interest rate, 0.4 percent; volatility, 41 percent. After recalculation caused by the rights issue in quarter 4 2023, each such warrant entitles the holder to subscribe for 1.06 new ordinary shares in the company at a subscription price of SEK 12.98.

In May 2022, the Board of Directors proposed and the AGM approved a new long-term incentive program with similar terms to the program in 2021. In the fourth quarter 2022, Medivir employees bought 525,000 warrants of which CEO bought 250,000. These warrants were issued at a market value of SEK 0.77 each with an exercise price of SEK 14.13 per share. The warrants may be exercised to subscribe for new ordinary shares during the period from 1 December 2025 up to and including 15 December 2025. The valuation calculation for 2022 was based on the following figures: term, 3.12 years; strike price, SEK 14.13; VWAP, SEK 8.07; risk-free interest rate, 2.14 percent; volatility, 36 percent. After recalculation caused by the rights issue in quarter 4 2023, each such warrant entitles the holder to subscribe for 1.06 new ordinary shares in the company at a subscription price of SEK 13.30.

Share savings program

In May 2023, the Board of Directors proposed and the AGM approved a new long-term incentive program in the form of a share matching program. For each investment share, participants have the opportunity, provided that certain conditions are met, to receive one (1) ordinary share free of charge within the framework of LTIP 2023 ("matching shares") and in addition, provided that certain performance conditions are met, a maximum of five (5) additional ordinary shares ("performance shares") free of charge according to the terms of the program. As of December 31, Medivir's employees have purchased 105,750 investment shares at a price of SEK 7.34. The earned period is until the publication of the interim report for January-March 2026. After recalculation due to rights issue during quarter 4 2023, each investment share entitles to 1.22 ordinary shares.

Election of auditors

The duties of the Nomination Committee include proposing an auditor to the AGM. Grant Thornton Sweden AB (GT) was appointed as the company's external auditors for a one-year period up to and including the 2024 AGM. Therese Utengen, Authorized Public Accountant, is the Auditor-in-Charge for Medivir.

- The auditors work according to an audit plan and report their observations on a rolling basis to the Board, both during the course of the audit and in conjunction with the preparation of the annual accounts.
- The auditors conduct an overview review of one interim report and an audit of the annual financial statement in order to assess their accuracy, completeness and the correspondence of the accounts with generally accepted accounting practice and relevant accounting principles.
- The Auditor-in-Charge attends the AGM at which he or she presents details of the audit work and observations made.

Auditors' fees

Fees for auditing Medivir's accounts are determined by the AGM in line with proposals by the Nomination Committee. Auditors' fees in 2023 and 2022 are shown in the table below.

Audit and audit consulting costs (SEK thousand)

	2023	2022
Grant Thornton		
Audit engagement	96	–
Auditing activities other than audit engagement	450	–
Tax advice	–	–
Other services	75	–
Total, Grant Thornton	621	–
PwC		
Audit engagement	413	536
Auditing activities other than audit engagement	55	55
Tax advice	–	46
Other services	–	78
Total, PwC	468	715
Total	1,088	715

The Board of Directors' Internal Controls Report

Internal control

The following presentation comprises the Board of Directors' report on Internal Controls. The purpose of internal controls is to shed light on Medivir's systems for monitoring and controlling operational risks in relation both to strategy and operational practice and to compliance with legislative and regulatory requirements. It shall also provide reasonable assurance of the reliability of the external financial reporting. The internal controls include, amongst other things, a control environment, risk assessment, control activities, information and communication, and monitoring.

The Board has evaluated the need to appoint a special function for internal audit, but has assessed that the company's size and the nature of the business do not justify this.

Control environment

Medivir's internal control structure is based on the division of labor between the Board of Directors, the CEO and other members of the management team. Medivir is also subject to the guidelines and regulations issued by the Swedish Medical Products Agency with regard to research and trials of potential new pharmaceutical products.

Medivir's control environment is based on:

- Steering documents, such as the Board's Rules of Procedure and the CEO's Instructions, quality systems, policies and guidelines.
- Medivir's core values and Code of Conduct.
- The company's organization and the way in which it conducts its operations, with clearly defined roles and areas of responsibility, and delegation of authority.
- The company's quality process and its guidelines, which ensure compliance with the permits issued by the Swedish Medical Products Agency.
- Group-wide planning processes, such as the process for appraisal of the R&D portfolio, the budget process, and performance reviews.

In addition to external laws and regulations, the internal control environment comprises policies and guidelines. These internal steering documents are updated regularly in line with changes in both internal and external requirements. The internal steering documents include:

- The Articles of Association
- The Board of Directors' Rules of Procedure and the written instructions for the CEO
- Guidelines for remuneration to senior executives

- Quality Manual
- Finance Policy
- Information Policy
- IT policy
- Accounting and HR Manuals
- Code of Conduct

Operational and financial reports are drawn up on a monthly and quarterly basis for the Group, the Parent company, the subsidiary companies, operating units and projects. The process includes specific controls that shall be carried out in order to ensure that the reports are of a high quality.

Risk assessment

An effective risk assessment reconciles Medivir's business opportunities and results with the requirements of shareholders and other stakeholders for stable, long-term value growth and control. Medivir continuously updates its risk analysis with regard to the assessment of operational risks. The risk work is reported annually to the Board of Directors.

Medivir is exposed to the following main risk categories:

- Strategic risks and external risks – such as regulatory approval, competition, price changes and patent protection.
- Operating risks – such as partnerships, uncertainty in the context of research projects, disruptions to production, data security and reliance on key persons and partnerships.
- Financial risks – such as liquidity, interest, currency and credit risks.

Medivir's risk assessment is designed to identify and evaluate the most significant risks and to ensure that there are sufficient control points in place during the processes to manage these risks. Policies and guidelines are important steering tools. For a more detailed presentation of risk exposure and the way in which Medivir handles it, see pages 47–49.

Control activities

Procedures and activities have been structured to handle and remedy significant risks. The activities include regular reviews of the research portfolio, internal audits of the quality manual and of compliance with documented procedures for handling clinical projects, review and control of significant suppliers, and monitoring and following up of financial analyses and key ratios.

Risk management and external factors

During the year, the Board's risk assessment paid special attention to, in addition to industry-specific risks, the increasing international uncertainty, including through Russia's invasion of Ukraine, Hamas's terror attack and Israel's counter-warfare, as well as the conflict over Taiwan. Although central banks seem to have inflation at the moment, under control, there is still a risk that political and geopolitical conflicts have a negative impact on the economy and inflation.

Information and communication

Medivir has information and communication pathways that are designed to promote the completeness and accuracy of the external communication. The Board of Directors approves the consolidated annual accounts and the year-end financial statement, and tasks the CEO with presenting quarterly reports in accordance with the Board's Rules of Procedure. All financial reports are published in accordance with applicable regulations. External information is communicated through channels such as the Medivir website (www.medivir.com), where quarterly reports, year-end financial statements, annual reports, press releases and news are published. The Board of Directors and management receive ongoing reports on the Group's position, profit performance, and operational development in terms of the status both of research projects and other business-critical areas. The most important communication channels within the company include the intranet, where quality systems, policies, guidelines and information are published, and regular information meetings for all members of staff.

Monitoring

The Board of Directors regularly reviews the Group's development projects and business development strategy, as well as all financial reporting and liquidity.

The Board of Directors' follow up of internal control is mainly carried out by Medivir's auditors, who review operations in accordance with a set audit plan and follow up annually on selected aspects of the internal controls annually within the framework of the statutory audit. Once an audit is completed, observations are reported back to the Board on a rolling basis. The Auditor-in-Charge also attends at least one Board meeting per year and reports the observations made during the audit for the year and the operational routines. The practice on these occasions is to set time aside for specific discussions not attended by the CEO or other employees.

Board of Directors



Uli Hacksell

Born: 1950.

Title: Member of the Board since 2018.

Education: Pharmacist and PhD.

Background: Senior positions at major pharmaceutical and biotech companies for over 30 years and more than 10 years' experience as CEO of publicly held companies. As CEO of ACADIA Pharmaceuticals between 2000 and 2015, he led its development from a private start-up company to a public, multibillion-dollar company. In the 1990s, he held senior positions at Astra AB, prior to which he was a Professor of Organic Chemistry at Uppsala University.

Other directorships: Chairman of the Board of Annexin Pharmaceuticals AB. Member of the Boards of Active Biotech and InDex Pharmaceuticals AB.

Shares in Medivir: 1,000,000 ordinary shares.



Lennart Hansson

Born: 1956.

Title: Member of the Board since 2018.

Education: Ph.D. in Genetics from Umeå University.

Background: Extensive experience in senior positions in the fields of pharmaceutical and commercial development in both biotech and pharmaceutical companies, such as KabiGen AB, Symbicom AB, Astra Zeneca, and Biovitrum AB, and as CEO of Arexis AB. Responsible for Industrifonden's life sciences operations between 2008 and 2016. He has held seats on the Boards of over 30 companies and is also a co-founder of two pharmaceutical development companies.

Other directorships: Member of the Boards of InDex Pharmaceuticals AB and CureTech Bio AB. Chairman of the Boards of Cinclus Pharma Holding AB, Ignitus AB and Sixera Pharma AB.

Shares in Medivir: 40,000 ordinary shares.



Yilmaz Mahshid

Born: 1979.

Title: Member of the Board since 2021.

Education: Ph.D. Medical Sciences, Karolinska Institutet.

Background: CFO at Egetis Therapeutics AB. Former CFO at Pled-Pharma and among others responsible for the listing of the company at Nasdaq Stockholm Main Market and former CEO of Medivir. Prior to that Investment Manager & Controller at Industrifonden and healthcare analyst at Pareto Securities and Öhman Fondkommission. Started his career as a researcher at Karolinska Institutet and later at the pharmaceutical companies Biolipox and Orexo.

Other directorships: Board member of Mahshid Advisors.

Shares in Medivir: 50,000 ordinary shares.



Bengt Westermark

Born: 1945.

Title: Member of the Board since 2017.

Education: Professor of Tumor Biology at Uppsala University, Faculty of Medicine, since 1986.

Background: Dean of the Faculty of Medicine at Uppsala University, 1996–2002, and Vice-Rector of Medicine and Pharmacy, 1999–2002. Chairman of the research board of the Swedish Cancer Society, 2003–2013. He has published over 300 papers in scientific journals, primarily on the mechanisms governing the uncontrolled growth of cancer cells. Member of the Royal Swedish Academy of Sciences, the European Molecular Biology Organisation, and the European Academy of Cancer Sciences.

Other directorships: Co-founder and Chairman of the Board of Mesenkia Therapeutic AB. Member of various advisory groups for medical research funding.

Shares in Medivir: 32,000 ordinary shares.

Refers to the shareholding on February 20, 2024. See website for current holdings.

Management



Jens Lindberg

Born: 1971.

Title: Chief Executive Officer.

Education: Bachelor of Science in Business Administration.

Employed: 2022.

Background: 25 years of experience from pharmaceutical industry spanning global and local responsibilities. Has led product strategy development for late stage compounds preparing for regulatory approval and commercialisation as well as execution of launch for multiple compounds in speciality care. Primary area of focus in the past 10 years in the field of Oncology. Experience also includes interim CEO role for Sedana Medical AB and Director Investor Relations at AstraZeneca.

Shares in Medivir: 107,000 ordinary shares.

Warrants in Medivir: 490,000.



Pia Baumann

Born: 1966.

Title: Chief Medical Officer.

Education: PhD, MD and specialist degree in oncology at Karolinska Institute/University hospital.

Employed: 2023.

Background: Pia Baumann has substantial experience in drug development in the cancer field. Her experience comes from many years of clinical work at Karolinska Hospital and larger pharmaceutical companies as well as smaller biotech companies. Pia has developed global product strategies as well as designed and conducted clinical studies in close collaboration with leading clinics. Former Vice President Medical at AstraZeneca. Prior to that leading, global positions in cancer drug development at Takeda, Incyte and ARIAD Pharmaceuticals.

Shares in Medivir: 51,000 ordinary shares.

Warrants in Medivir: 0.



Magnus Christensen

Born: 1974.

Title: Chief Financial Officer.

Education: B.Sc. in Economics and Business Administration.

Employed: 2019.

Background: More than 20 years of experience in business and finance. Interim CEO at Medivir, May 2021-January 2022. Previously CFO at O'Learys Trademark AB. Prior to that, Interim CFO at Rebtel and Head of Business Control at ICA Sverige AB. Prior senior positions at Scan AB and SkiStar AB. Experience of finance in listed, private equity and private companies. Board member of PMD Device Solutions AB.

Shares in Medivir: 76,000 ordinary shares.

Warrants in Medivir: 247,500.



Malene Jensen

Born: 1970.

Title: VP Clinical Development.

Education: PhD in Clinical Neuroscience, Karolinska Institutet, MSc in Molecular Biology, Stockholm University.

Employed: 2021.

Background: More than 17 years' experience of clinical development from large and small pharma such as Sedana Medical, Affibody and Astra Zeneca, as well as from academic innovation platforms. Has led development projects for biologics, small molecules and medical device within several therapeutic areas. More than 20 years' experience of project- and portfolio management.

Shares in Medivir: 23,320 ordinary shares.

Warrants in Medivir: 65,000.



Fredrik Öberg

Born: 1965.

Title: Chief Scientific Officer.

Education: PhD in Medical Science at Uppsala Universitet.

Employed: 2011.

Background: More than 25 years of experience in cancer research. Over the past 10 years, focused on industrial drug discovery in oncology. Prior to that he managed an academic research group at Uppsala University as principal investigator, and has initiated several innovative scientific projects in cancer biology. He has published more than 50 scientific articles and holds several patents. Associate professor of Experimental Pathology at Uppsala University.

Shares in Medivir: 123,908 ordinary shares.

Warrants in Medivir: 197,500.

Refers to the shareholding on February 20, 2024. See website for current holdings.