

## **The Nomination Committee's in Medivir AB (publ) proposal for the 2024 annual general meeting**

In accordance with the principles decided by the 2023 annual general meeting, the chairman of the board contacted the three largest owners in the fall of 2023 to form a nomination committee that will prepare matters for the 2024 annual general meeting. Anders Hallberg, representing Healthinvest Partners, left the nomination committee in February 2024 and Healthinvest Partners has declined new representation in the nomination committee. Other major owners have been asked in order of size and CA Fastigheter AB has appointed Stefan Bengtsson to be part of the nomination committee ahead of the annual general meeting in May 2024.

### **The nomination committee had the following composition:**

- Karl Tobieson, Linc AB, chairman of the nomination committee
- Richard Torgerson, Nordea Investment Funds
- Stefan Bengtsson, CA Fastigheter AB
- Uli Hacksell, chairman of the board of directors in Medivir AB

### **Election of chairman of the meeting (item 2 on the agenda)**

The nomination committee proposes the chairman of the board Uli Hacksell, or in his absence the person the board appoints instead, as chairman at the meeting.

### **Determination of the number of directors and auditors (item 12 on the agenda)**

The nomination committee proposes six ordinary members without deputies and one auditor without deputies.

### **Determination of fees to be paid to the directors and the auditor (item 13 on the agenda)**

The nomination committee proposes that the remuneration to the board of directors shall be paid in a total amount of not more than SEK 1, 990 000 (1,730,000) annually allocated as follows (fees for 2023 within parentheses). The chairman shall receive SEK 690,000 (690,000) and other board members not employed by the company shall receive SEK 260,000 (260,000) each.

The remuneration to the auditor is proposed to be paid in accordance with approved invoices within the auditor's quotation.

### **Election of the directors and election of chairman of the board (item 14 and 15 on the agenda)**

The nomination committee proposes re-election of Uli Hacksell, Lennart Hansson, Bengt Westermark and Yilmaz Mahshid and new election of Angelica Loskog and Anna Törner.

The nomination committee further proposes re-election of Uli Hacksell as the chairman of the board.

### **Election of the auditor (item 16 on the agenda)**

The nomination committee proposes re-election of the auditing company Grant Thornton Sweden AB, as the company's auditor for the period until the end of the annual general meeting to be held 2025. Therese Utengren is proposed by Grant Thornton Sweden AB as auditor in charge if they are elected. The proposal is in accordance with the board of directors' recommendation.

### **The work of the Nomination Committee and its reasoned statement**

The nomination committee has held six meetings before the 2024 annual general meeting and has also had regular contact outside the meetings. The nomination committee has been informed of the results of the annual evaluation of the board's work, including the efforts of individual members. In addition, the

nomination committee has taken note of the board's assessment of the quality and efficiency of the auditor's work.

In its deliberations, the nomination committee has based its considerations on that the board must have a composition that is appropriate for the company's current situation, future directions and conditions in general, characterized by versatility and breadth regarding the competence, experience and background of the members elected by the general meeting. In this work, the nomination committee has come to the conclusion that the board should be supplemented with two more members. At the same time, the nomination committee proposes that the entire board continue to form committees for research and development, audit and remuneration matters.

The nomination committee proposes the election of two individuals with broad experience from clinical development as well as regulatory strategies, which strengthens and broadens the board's competence in these areas specifically.

The nomination committee's proposal therefore means that the board will have six members. Within the framework of its considerations regarding which board composition will add the best competence and experience to the board, the nomination committee has also attached great importance to the interest in versatility and breadth in the board, including a fair and even gender representation.

The question regarding the independence of board members has been discussed. The nomination committee's assessment in these aspects can be seen for each proposed member under the heading "Information on the proposed board members" below. The proposed board composition meets the independence requirements set out in the Swedish Code of Corporate Governance, (*Sw: Svensk kod för bolagsstyrning*).

Regarding to the composition of the board, the diversity policy, and with regard to its goals, has it been applied as prescribed in point 4.1 of the Swedish Code of Corporate Governance, which has resulted in the nomination committee's proposal to the annual general meeting regarding the election of the board.

## **Information on the proposed board members**

### **Uli Hacksell**

Born 1950. Member of the Board since 2018. Pharmacist and pharmaceutical doctor. Uli Hacksell has more than 30 years of international experience in leading positions at large pharmaceutical and biotechnology companies and more than 10 years of experience as CEO of public companies. He has been the CEO of ACADIA Pharmaceuticals and also had various leading positions for Astra AB. Prior, he was professor of organic chemistry at Uppsala University. He is the chairman of the board in Annexin Pharmaceuticals AB. Board member in Active Biotech and InDex Pharmaceuticals AB.

Shares in Medivir: 1 000 000 ordinary shares. Not independent in relation to the company and company management due to Uli Hacksell being CEO during 2018-2020, independent in relation to the company's major shareholders.

### **Lennart Hansson**

Born 1956. Member of the Board since 2018. PhD in genetics from Umeå University. Lennart Hansson has broad experience in leading positions in drug development and business development in both biotech and pharma companies, such as KabiGen AB, Symbicom AB, AstraZeneca, Biovitrum AB and CEO in Arexis AB. He was also previously responsible for Industrifonden's life science operations. Lennart has worked on more than 30 company boards and is also a co-founder of two pharmaceutical development companies. He is the chairman of the board in Cinclus Pharma Holding AB, Ignitus AB and Sixera Pharma AB. Board member in InDex Pharmaceuticals Holding AB and QureTech Bio AB.

Shares in Medivir: 40 000 ordinary shares. Independent in relation to the company and company management and the company's major shareholders.

**Yilmaz Mahshid**

Born 1979. Member of the Board since 2021. Doctoral degree from the Department of Medical Biochemistry and Biophysics at Karolinska Institutet. CFO at Egetis Therapeutics. Former CFO at PledPharma and i.a. responsible for the listing of the company on the Stockholm Stock Exchange and CEO of Medivir AB. Prior Investment Manager & Controller at the Industry Fund (*Sw: Industrifonden*) and health care-analyst at Pareto Securities and Öhman Fondkommission. Began his career as a researcher at Karolinska Institutet and then at different pharmaceutical companies such as Biolipox and Orexo. Member of the Board in Mahshid Advisors.

Shares in Medivir: 50 000 ordinary shares. Not independent in relation to the company and company management due to Yilmaz Mahshid being CEO during 2020-2021. Independent in relation to the company's major shareholders.

**Bengt Westermark**

Born 1945. Member of the Board since 2017. Professor of tumor biology at the Medical Faculty at Uppsala University. Bengt Westermark has been dean of the Medical Faculty at Uppsala University and also vice-chancellor for medicine and pharmacy. He has been chairman of the Cancer Foundation's (*Sw: Cancerfonden*) research committee and published more than 300 articles in scientific journals. Bengt is a member of the board in Royal Swedish Academy of Sciences (*Sw: Kungliga vetenskapsakademien*), European Molecular Biology Organization and European Academy of Cancer Sciences. He is co-founder and chairman of the board of Mesenkia Therapeutic AB and member of various advisory groups for financing medical research.

Shares in Medivir: 32 000 ordinary shares. Independent in relation to the company and company management and the company's major shareholders.

**Anna Törner**

Born 1963. Doctoral degree from Karolinska Institutet/MEB focus on statistics, MScs in pharmacy and mathematical statistics. Broad experience in pharmaceutical development and especially regulatory affairs from work at regulatory authorities, pharmaceutical companies and from consulting activities. Founder of the consulting company SDS Life Science which is specialized on expert services in drug development and statistics. Large interest in the design of clinical trials and government communication. Board member in MedCap, Respiratorius, Akiram.

Shares in Medivir: No possession. Independent in relation to the company and company management and the company's major shareholders.

**Angelica Loskog**

Born 1973. Doctoral degree in clinical immunology from Uppsala University. Angelica Loskog has 25 years of experience from academic drug development in immuno-oncology and is an adjunct professor of immunotherapy at Uppsala University. Angelica is CEO for Lokon Pharma since 2012, scientific advisor at the investment company Nexttobe and has more than 10 years of experience of board work from privately owned biotech companies such as Chemilia, Bioimics, Vivolux (chairman of the board), Repos Pharma (chairman of the board), Tanea Medical, Aros Biotech, Lokon Pharma, and the listed company Hansa Biopharma.

Shares in Medivir: No possession. Independent in relation to the company and company management and the company's major shareholders.