

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

**The shareholders of Medivir AB (publ), reg. no. 556238-4361, with its registered office in Huddinge, Stockholm, are hereby summoned to the annual general meeting on Wednesday 7 May 2025 at 14.00 CEST at 7A Odenplan, Norrtullsgatan 6, Stockholm, Sweden.**

Shareholders can participate in the annual general meeting by attending the venue in person or by voting in advance (postal voting).

### **Right to participate in the annual general meeting and notice of participation**

#### Participation in the annual general meeting at the venue

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 28 April 2025, and (ii) no later than 30 April 2025 give notice by post to Medivir AB, "Annual general meeting", c/o Euroclear Sweden AB, PO Box 191, SE-101 23 Stockholm, by telephone +46 08-402 92 37 or by the company's webpage [www.medivir.com](http://www.medivir.com). When providing such notice, the shareholder should 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.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued, 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. A proxy form is available on the company's webpage, [www.medivir.com](http://www.medivir.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the annual general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Euroclear Sweden AB as set out above so that it is received no later than 6 May 2025.

#### Participation by advance voting

A shareholder who wishes to participate in the annual general meeting by advance voting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 28 April 2025, and (ii) notify its intention to participate in the annual general meeting no later than 30 April 2025, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Euroclear Sweden AB no later than on that day.

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the annual general meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's webpage [www.medivir.com](http://www.medivir.com). A completed and signed form must be received by Euroclear Sweden AB no later than 30 April 2025. The form may be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by post to Medivir AB, "Annual general meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23

Stockholm, Sweden. Shareholders may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB's webpage; <https://anmalan.vpc.se/EuroclearProxy>.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes in advance by proxy, a written and dated proxy shall be enclosed to the advance voting form. Proxy forms are available on the company's webpage [www.medivir.com](http://www.medivir.com). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the annual general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder casts votes during the annual general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting during the annual general meeting, the submitted advance vote will be replaced by the vote cast at the annual general meeting.

#### **Nominee-registered shares**

To be entitled to participate in the annual general meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 28 April 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 30 April 2025 are taken into account when preparing the register of shareholders.

#### **Shareholders' right to request information**

Shareholders are reminded of their right to, at the annual general meeting, obtain information from the board of directors and the managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

#### **Number of shares and votes**

As of the date of this notice there are 112,167,805 ordinary shares in the company that entitle to one vote each. The company holds 2,450,163 own class C shares that entitle to 1/10 vote each. The Company holds 2,450,163 own class C shares.

#### **Proposed agenda**

1. Opening of the meeting.
  2. Election of chairman of the meeting.
  3. Preparation and approval of the voting list.
  4. Election of two persons who shall approve the minutes of the meeting.
  5. Approval of the agenda.
  6. Determination of whether the meeting has been duly convened.
  7. Reports from the managing director and the chairman of the board.
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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.
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 and auditors.
13. Determination of fees to be paid to the directors and the auditor.
14. Election of the members of the board of directors

The nomination committee's proposal:

- 14.1 Uli Hacksell (re-election)
- 14.2 Lennart Hansson (re-election)
- 14.3 Bengt Westermark (re-election)
- 14.4 Yilmaz Mahshid (re-election)
- 14.5 Angelica Loskog (re-election)
- 14.6 Anna Törner (re-election)
15. Election of the chairman of the board.  
The nomination committee proposes that Uli Hacksell is re-elected as chairman of the board.
16. Election of the auditor.
17. Presentation of the board of directors' remuneration report for approval.
18. The board of directors' proposal regarding authorization for the board to resolve on new share issues.
19. Closing of the meeting.

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

The nomination committee, comprising Karl Tobieson (Linc AB, chairman), Richard Torgerson (Nordea Funds AB), Anders Hallberg (Hallberg Management AB) and the chairman of the board of directors, Uli Hacksell, proposes Uli Hacksell, or the person appointed by the board of directors if he has an impediment to attend, to be appointed chairman 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.

#### **Determination of the number of directors, deputy directors, auditors and deputy auditors (item 12)**

The nomination committee proposes that the board of directors shall consist of six members with no deputies. The company shall have one auditor without deputy auditors.

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

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 (1,990,000) annually allocated as follows (fees for 2024 within brackets). 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)**

The election committee proposes re-election of Uli Hacksell, Lennart Hansson, Angelica Loskog, Yilmaz Mahshid, Anna Törner and Bengt Westermark. The election committee further proposes re-election of Uli Hacksell as the chairman of the board.

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Further information on the members of the board proposed for re-election is available at [www.medivir.com](http://www.medivir.com).

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

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 2026. Therese Utengen 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 board of directors' proposal on a share issue authorization (item 18)**

The board proposes that the annual general meeting resolves to authorize to the board, up and until the next annual general meeting, on one or several occasions and with or without pre-emptive rights for shareholders, to resolve on the issue of new ordinary shares, comprising a total of not more than 20 per cent of the total number of outstanding shares in the company after the utilization of the authorization. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions referred to in Chapter 13 Section 5 first paragraph item 6 in the Swedish Companies Act. The purpose of the authorization is to give the board flexibility in the work of ensuring that capital can be added to the company in an appropriate manner for the financing of the business. Issuance of new shares with the support of the authorization must be carried out on market terms.

#### **Majority requirements**

A decision according to the proposal pursuant to item 18 above is valid only when supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and of the shares represented at the annual general meeting.

#### **Documentation**

The annual report, the remuneration report and other supporting documentation for resolutions will be available at the company's offices, Medivir AB, Lunastigen 5, SE-141 22 Huddinge, Sweden no later than three weeks prior to the meeting. In addition, the motivated statement from the nomination committee will be available at the company's address stated above no later than four weeks prior to the annual general meeting. The above documents will be sent to all shareholders who so request and provide their postal address and will also be available on the company's website [www.medivir.com](http://www.medivir.com). This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

#### **Processing of personal data**

For information about the processing of your personal data, see the integrity policy that is available at Euroclear Sweden AB's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). Medivir's AB (publ) corporate registration number is 556238-4361 and its registered office is in Huddinge, Sweden.

Huddinge, March 2025

**Medivir AB (publ)**

*The Board of Directors*

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