

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

*The shareholders of Medivir AB, reg. no. 556238-4361, with its registered office in Huddinge, Stockholm, are hereby summoned to the extraordinary general meeting on Wednesday 13 January 2021.*

In order to mitigate the spread of Covid-19, the board of directors has decided that the extraordinary general meeting will be conducted by advance voting only, without physical presence of shareholders, proxies and third parties.

Medivir welcomes all shareholders to exercise their voting rights at this extraordinary general meeting through advance voting on the basis of temporary statutory rules, according to the procedure set out below. Information on the resolutions passed at the extraordinary general meeting will be published on 13 January 2021, as soon as the result of the voting has been finally confirmed.

In the advance voting form, the shareholders may request that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such continued general meeting shall take place if the extraordinary general meeting so resolves or if shareholders with at least one tenth of all shares in the company so request. The shareholders are reminded of their right to request information according to chapter 7, section 32 of the Swedish Companies Act.

### **Preconditions for participation in the extraordinary general meeting**

Shareholders who wish to participate, through advance voting, in the extraordinary general meeting must (a) be recorded in the share register maintained by Euroclear Sweden AB on Monday 4 January 2021, and (b) notify the company of their intention to participate in the extraordinary general meeting by casting their advance vote in accordance with the instructions under the heading "Advance voting" below, so that the advance voting form is received by Euroclear Sweden AB no later than on Tuesday 12 January 2021.

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 general meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Thursday 7 January 2021, and the shareholders must therefore advise their nominees well in advance of this date.

### **Advance voting**

The shareholders may only exercise their voting rights at the general meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Medivir's website, [www.medivir.se](http://www.medivir.se). The advance voting form is considered as the notification of participation.

The completed voting form must be received by Euroclear Sweden AB no later than Tuesday 12 January 2021. The form may be submitted via e-mail to [GeneralMeetingService@euroclear.eu](mailto:GeneralMeetingService@euroclear.eu) or by post to Medivir AB, "Extraordinary general meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via Medivir's website. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. 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.

For questions regarding the general meeting or to have the advance voting form sent by post, please contact Euroclear Sweden AB on telephone +46 (0)8 402 92 37 (Monday-Friday, 08.30-16.00 CET).

#### **Proposed agenda**

1. Election of chairman of the general meeting.
2. Election of a person to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the general meeting has been duly convened.
6. Resolution regarding reduction of the share capital without cancellation of shares.
7. Resolution regarding amendment of the articles of association.
8. Resolution regarding approval of a share issue with preferential rights for existing shareholders.
9. Resolution regarding reduction of the share capital without cancellation of shares.

#### **Election of chairman of the general meeting (item 1)**

The board of directors has proposed that Helena Levander, or the person appointed by the board of directors if she has an impediment to attend, is elected chairman of the general meeting.

#### **Election of a person to approve the minutes (item 2)**

Karl Tobieson, or the person appointed by the board of directors if he has an impediment to attend, is proposed to be elected to approve the minutes together with the chairman. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the general meeting.

#### **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval under item 3 of the agenda is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the general meeting's share register and advance votes received, as verified and recommended by the person approving the minutes.

#### **Resolution regarding reduction of the share capital without cancellation of shares (item 6)**

The board of directors proposes that the extraordinary general meeting resolves to decrease the company's share capital with SEK 20,908,234.356976. The reduction shall be conducted without cancellation of shares by changing the share's quota value from approximately SEK 7.760853 to SEK 6.9 per share. The reduced amount shall be used for allocation to non-restricted equity to be used in accordance with the general meeting's resolution.

The reduction is conducted in order to reduce the quota value of the shares to enable the share issue that is proposed to be approved in accordance with item 8 below. Following the reduction, the company's share capital will amount to SEK 167,585,944.2, distributed on 24,287,818 shares (before the share issue), each share with a quota value of SEK 6.9.

The resolution in accordance with this item 6 is conditional upon the extraordinary general meeting's resolutions in accordance with items 7 and 8 pursuant to the board of director's proposals, and by the registration of these resolutions with the Swedish Companies Registration Office.

**Resolution regarding amendment of the articles of association (item 7)**

The board of directors proposes that the extraordinary general meeting resolves to adopt new articles of association.

**The amendments concern the following:**

<p>4 § The share capital shall amount to no less than SEK one hundred million (100,000,000) and no more than SEK four hundred million (400,000,000). The number of shares shall amount to no less than twenty million (20,000,000) and no more than eighty million (80,000,000).</p>	<p>4 § The share capital shall amount to no less than SEK one hundred million (100,000,000) and no more than SEK four hundred million (400,000,000). The number of shares shall amount to no less than <del>twenty million (20,000,000)</del> <b>thirty million (30,000,000)</b> and no more than <del>eighty million (80,000,000)</del> <b>one hundred twenty million (120,000,000)</b>.</p>
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The CEO, or the person appointed by him, shall be authorized to make such minor adjustments to this resolution that may be necessary in connection with registration.

The resolution in accordance with this item 7 is conditional upon the extraordinary general meeting's resolutions in accordance with items 6 and 8 pursuant to the board of director's proposals, and by the registration of these resolutions with the Swedish Companies Registration Office.

**Resolution regarding approval of a share issue with preferential rights for existing shareholders (item 8)**

The board of directors proposes that the extraordinary general meeting resolves to approve the resolution by the board of directors on 11 December 2020 to increase the company's share capital through an issue of series B shares with preferential rights for existing shareholders on the terms set out below (the "Rights Issue"). The purpose of the Rights Issue is to, inter alia, finance clinical work related to a combination study with MIV-818, preparations for phase II/III in the development of MIV-818 as well as to cover general and administrative costs. The Rights Issue is expected to result in proceeds amounting to approximately SEK 170 million before issue costs.

On 11 December 2020, the board of directors resolved to increase the company's share capital with not more than SEK 167,507,194.5 through the Rights Issue of no more than 24,276,405 shares, on the following terms.

The right to subscribe for new shares shall belong to those persons who are recorded as shareholders of the company on the record date for the Rights Issue. One (1) existing share entitles to one (1) subscription right and one (1) subscription right entitle to subscription of one (1) new share.

In the event that not all shares are subscribed for by virtue of subscription rights, the board of directors shall, within the framework of the highest amount of the Rights Issue, decide on the allocation of shares which have not been subscribed for by virtue of subscription rights. In such case, shares shall firstly be allocated to those who also subscribed for shares by virtue of subscription rights (regardless if they were shareholders on the record date or not) and, in case the allocation cannot be made in full, in proportion to the number of subscription rights each have exercised for subscription of shares, secondly allotment shall be made to others whom have subscribed for shares without virtue of subscription rights, and in case allocation cannot be made in full, in proportion to the number of shares specified in each subscription application, thirdly the shares should be allocated to those who have undertaken guarantee commitments, acting as guarantors in the Rights Issue, and in case the allotment cannot be made in full, allocation shall be made in accordance with what has previously been agreed upon with these guarantors.

The record date for determining the right to receive subscription rights and to participate in the Rights Issue shall be 18 January 2021. Subscription for new shares by virtue of subscription rights shall be made by way of cash payment during the period from 20 January 2021 up to and including 3 February 2021. Subscription of shares not based on subscription rights shall be made through subscription on an application form during the

same subscription period and, as regards those subscribing in the capacity of guarantors of the Rights Issue, up to and including 9 February 2021. Payment for shares which have not been subscribed for based on subscription rights shall be made in cash no later than three (3) business days following the date of the dispatch of a contract note specifying allocation of shares. The board of directors shall be entitled to prolong the subscription period as well as to postpone the time of payment.

The new shares are issued to a subscription price of SEK 7 per share.

The new shares entitle to dividend for the first time on the first record date for dividend that takes place after the Rights Issue has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

The board of directors, or the person that the board of directors appoints, shall be authorized to make such minor adjustments to the general meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The resolution in accordance with this item 8 is conditional upon the extraordinary general meeting's resolutions in accordance with items 6 and 7 pursuant to the board of director's proposals, and by the registration of these resolutions with the Swedish Companies Registration Office.

#### **Resolution regarding reduction of the share capital without cancellation of shares (item 9)**

The board of directors proposes that the extraordinary general meeting resolves to decrease the company's share capital with no more than SEK 146,598,960.143024. The reduction of share capital shall be determined to an amount in SEK which corresponds to the increase in share capital from the resolution on the share issue in accordance with item 8 reduced by the reduction amount in accordance with item 6. The reduction shall be conducted without cancellation of shares. The reduced amount shall be used for allocation to non-restricted equity to be used in accordance with the general meeting's resolution.

The reduction is conducted in order for the resolution on the reduction of share capital in accordance with item 6 and the resolution on the share issue in accordance with item 8 not to result, in total, in any change of the company's share capital.

The resolution in accordance with this item 9 is conditional upon the extraordinary general meeting's resolutions in accordance with items 6, 7 and 8 pursuant to the board of director's proposals, and by the registration of these resolutions with the Swedish Companies Registration Office, as well as by the reduction of share capital in accordance with item 6, the share issue in accordance with item 8 together with the reduction of share capital in accordance with this item 9 not entailing that the company's share capital is decreased.

#### **Majority requirements**

Resolutions in accordance with items 6, 7 and 9 require approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

#### **Shares and votes**

As per the day of this notice there are 24,287,818 series B shares in the company, corresponding to an equal number of votes. The company holds 11,413 treasury series B shares.

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

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and the company's relation to other companies within the group. A request for such information shall be made in writing to Medivir AB, Box 1086, SE-141 22 Huddinge, Sweden, or via e-mail to [info@medivir.com](mailto:info@medivir.com), no later than on 3 January 2021. The information will be made available at Medivir AB, Lunastigen 5, SE-141 22 Huddinge, Sweden and on [www.medivir.se](http://www.medivir.se), on 8 January 2021

at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

**Documentation**

Documents pursuant to chapter 13, section 6, chapter 20, section 13 and chapter 20, section 14 of the Swedish Companies Act (2005:551) will be made available three weeks prior to the meeting, at the latest, at the company's address Medivir AB, Lunastigen 5, SE-141 22 Huddinge, Sweden, and on the website [www.medivir.se](http://www.medivir.se). The documents will also be sent to shareholders who so request and state their address.

Proxy forms for shareholders who would like to vote in advance through proxy are available at the company's website [www.medivir.se](http://www.medivir.se), and will be sent to shareholders who so request.

**Processing of personal data**

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

Huddinge, December 2020

**Medivir AB (publ)**

*The Board of Directors*