

*The English text in this notice is a translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **Notice of Extraordinary General Meeting of XVIVO Perfusion Aktiebolag (publ)**

The shareholders in XVIVO Perfusion Aktiebolag (publ), Reg. No. 556561-0424 (the “**Company**”), are hereby summoned to an Extraordinary General Meeting on Monday 10 April 2017 at 9:00 am (CET) at the premises of the Company at Mässans gata 10 in Gothenburg.

### **Notice of attendance**

Shareholders who wish to attend the general meeting shall:

be registered under their own name (not nominee registered) in the share register maintained by Euroclear Sweden AB (“**Euroclear**”) on Tuesday, 4 April 2017, and

give notice of attendance so that the Company has received such notice at the latest at 12.00 noon CET on Wednesday, 5 April 2017. Notice shall be given to the Company, either in writing to XVIVO Perfusion Aktiebolag (publ), attn. Catrin Olsson Box 53015, SE-400 14 Gothenburg, by phone: +46 31-788 21 53, by fax: +46 31-788 21 69 or by email: [catrin.olsson@xvivoperfusion.com](mailto:catrin.olsson@xvivoperfusion.com).

The notice of attendance shall include the shareholder’s full name, personal identification number/corporate registration number (or equivalent), address, telephone number, registered shareholding, number of accompanying advisors, if any, (not more than two) and, if applicable, information on any representative or proxy. Shareholders who are represented by a proxy should submit an original dated and signed power of attorney together with the notice of attendance. A proxy form will be available no later than on 20 March 2017 on [www.xvivoperfusion.com](http://www.xvivoperfusion.com). Individuals representing legal entities shall also submit a certified copy of a registration certificate or equivalent evidence of signatory power.

Shareholders whose shares are registered in the name of a bank or other nominee must temporarily re-register their shares in their own name in the share register kept by Euroclear to be entitled to participate at the general meeting. In order for such registration to be completed by Tuesday, 4 April 2017 the shareholder should instruct the nominee to effect such registration well in advance of this date.

### **Proposed agenda**

1. Opening of the general meeting
2. Appointment of a Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to, in addition to the chairman, approve the minutes

6. Determination of whether the meeting has been duly convened
7. Resolution on approval of a directed new issue of shares
8. Closing of the meeting

### **Proposed resolutions**

#### **Resolution on approval of a directed new issue of shares (item 7)**

The Board of Directors in XVIVO Perfusion Aktiebolag (publ) has resolved, subject to the subsequent approval of the general meeting, on a new issue of shares with deviation from the shareholders' preferential rights, on the following main terms and conditions.

#### ***Increase in share capital and number of shares***

The Company's share capital is to be increased by not more than SEK 60,354.646114 by a new issue of not more than 2,361,408 shares.

#### ***Subscription right***

The right to subscribe for new shares shall, with deviation of the preferential rights of the shareholders, be granted to institutional investors that have been approached in advance. The investors have been selected based on an accelerated book building which has been carried out by the Company's financial advisor Pareto Securities AB. The reason for deviating from the shareholders' preferential rights by conducting a directed new share issue is to broaden the shareholder base and that a directed share issue means lower costs and a faster process which collectively and with sufficient strength indicate that it is in the company's and the shareholders' interest that the new issue is made with deviation from the shareholders' preferential rights.

#### ***Subscription and payment period***

The new shares are to be subscribed for on a separate subscription list at the latest on 12 April 2017. The shares are to be paid for at the latest on 12 April 2017. The board of directors shall be entitled to prolong the subscription and payment period.

#### ***Subscription price***

The new shares shall be issued at a price of SEK 76.5 per share. The subscription price has been determined through an accelerated book building conducted by the Company's financial advisor Pareto Securities AB and is assessed by the board of directors to correspond to the market value of the shares.

#### ***Right to dividend***

The new shares shall entitle to dividends for the first time on the record day for dividends that occurs immediately following the date when the shares were registered with the Swedish Companies Registration Office.

**Majority requirements**

For a valid resolution pursuant to this item 7, a shareholder majority of two thirds of the votes cast and two thirds of the shares represented at the meeting is required.

**Other**

Proxy forms, documents pursuant to Chapter 13 Section 6 of the Swedish Companies Act and complete proposal in respect of the new issue will be available no later than on 20 March 2017 at the Company's offices and on the Company's website [www.xvivoperfusion.com](http://www.xvivoperfusion.com). These documents will be sent free of charge to shareholders who request them and state their address. These documents will also be available at the extraordinary general meeting.

As of the date of this notice, the number of votes and shares in the Company is 23,614,088. All shares are of the same class and the Company holds no treasury shares.

The shareholders are entitled to ask the board of directors and the CEO questions regarding the proposals to be decided at the general meeting.

Gothenburg in March 2017  
XVIVO Perfusion Aktiebolag (publ)  
The Board of Directors