

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN XVIVO PERFUSION AB (PUBL)**

The shareholders in XVIVO Perfusion AB (publ), reg. no. 556561-0424 (the “**Company**” or “**XVIVO**”), with its registered office in Gothenburg, are hereby invited to the annual general meeting on Thursday 22 April 2021 at 15:00 AM, at The Swedish Exhibition & Congress Centre (Sw. *Svenska Mässan*) (conference room J2), at Mässans gata 24 in Gothenburg, Sweden.

XVIVO is mindful of the health and well-being of its shareholders and employees. It’s important for the Company to take a social responsibility and contribute to reduce the risk of transmission of Covid-19.

As a precautionary measure, XVIVO intends to keep the annual general meeting short and effective. No food will be served. The speeches will be limited to a few minutes or completely left out in order to limit the duration of the meeting. The address by the CEO will be posted on the Company’s website after the closing of the meeting. Further, all questions at the annual general meeting will be concentrated on issues relating to decision points on the agenda. For any more general questions regarding the Company or the group, shareholders are welcome to send such questions to the company in advance to [kristoffer.nordstrom@xvivoperfusion.com](mailto:kristoffer.nordstrom@xvivoperfusion.com). Participation by the Company’s management and Board of Directors will be kept at a minimum. Shareholders should carefully consider using the opportunity to vote in advance, see below, as well as the opportunity to participate through proxy.

XVIVO closely monitors the development of events and will, if necessary, update the above described precautionary measures prior to the annual general meeting.

### **NOTIFICATION, ADVANCE VOTING, ETC.**

#### **Notification**

Shareholders who wish to participate at the annual general meeting shall:

- *firstly*, be entered in the share register maintained by Euroclear Sweden AB no later than on Wednesday 14 April 2021 (for nominee-registered shares, also see “*Nominee-registered shares*” below),
- *secondly*, notify the Company of their intention to participate at the annual general meeting no later than on Friday 16 April 2021, by mail to XVIVO Perfusion AB (publ), AGM 2021, c/o Advokatfirman Vinge KB, Box 110 25, SE-404 21 Gothenburg, Sweden or by e-mail to [xvivoperfusion@vinge.se](mailto:xvivoperfusion@vinge.se) or by submitting their advance vote in accordance with the instructions under “*Advance voting*” below to the Company no later than on Wednesday 21 April 2021.

The shareholders shall in their notice to attend state name, personal identification number or company registration number, shareholding, address, phone number and, as applicable, information about any advisors (maximum two), proxies or representatives. Information delivered upon notice to attend will be processed and used only for the annual general meeting. See below for further information on processing of personal data.

### **Nominee-registered shares**

In order to be entitled to participate at the annual general meeting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Friday 16 April 2021, at which time the re-registration must have been made.

### **Proxy, etc.**

Shareholders who intends to be represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney may not be older than one year, however, it may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years from its issuance. The certificate of registration must not have been issued earlier than one year before. The power of attorney in original and, where applicable, the certificate of registration should be submitted to the Company to the address set forth above well in advance of the annual general meeting. A proxy form is available on the Company's website, [www.xvivoperfusion.com](http://www.xvivoperfusion.com).

### **Advance voting**

The shareholders may exercise their voting rights at the annual general meeting by voting in advance, so called postal voting in accordance with Section 3 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 [www.xvivoperfusion.com](http://www.xvivoperfusion.com). The advance voting form is considered as the notification of attendance to the annual general meeting.

The completed voting form must be submitted to XVIVO no later than Wednesday 21 April 2021. The completed and signed form shall be sent to XVIVO Perfusion AB (publ), AGM 2021, c/o Advokatfirman Vinge KB, Box 110 25, SE-404 21 Gothenburg, Sweden. A completed form may also be submitted by e-mail and is to be sent to [xvivoperfusion@vinge.se](mailto:xvivoperfusion@vinge.se). 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.

### **PROPOSED AGENDA**

1. Opening of the annual general meeting.
2. Election of Chairman at the annual general meeting.
3. Election of one or two persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Determination as to whether the annual general meeting has been duly convened.

7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
8. Resolution regarding
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the company's profits or losses in accordance with the adopted balance sheet,
  - c. discharge of the members of the Board of Directors and the CEO from liability
9. Determination of the number of members of the Board of Directors, deputies, auditors and, deputy auditors.
10. Determination of fees for members of the Board of Directors and auditor.
11. Election of members of the Board of Directors and auditor.
12. Submission and approval of the Board's remuneration report.
13. Resolution to adopt guidelines for remuneration to the executive management.
14. Resolution to change the articles of association.
15. Resolution to adopt a long-term incentive programme for the executive management and key individuals within the XVIVO-group
16. Resolution to authorise the Board of Directors to resolve on new share issues.
17. Resolution to authorise the Board of Directors to resolve on acquisition of the Company's own shares
18. Closing of the annual general meeting

#### **THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 2, 5, 9, 10 AND 11**

The Nomination Committee, consisting of Henrik Blomquist (appointed by Bure Equity AB), Chairman, Caroline Sjösten (appointed by Swedbank Robur Fonder AB), Martin Lewin (appointed by Eccenovo AB) and Gösta Johannesson (Chairman of the Board of Directors), has submitted the following proposals.

##### **Item 2 – Election of Chairman of the annual general meeting**

The Nomination Committee proposes that Anders Strid, lawyer at Advokatfirman Vinge, is appointed Chairman at the annual general meeting.

##### **Item 3 – Election of one or two persons to approve the minutes**

The Nomination Committee proposes that Martin Lewin be elected to approve the minutes of the annual general meeting together with the Chairman.

##### **Item 9 – Determination of the number of Board members and deputies, auditors and deputy auditors**

The Nomination Committee proposes that the Board shall consist of six ordinary members without deputies.

The Nomination Committee proposes that a registered accounting firm is to be appointed as auditor.

## **Item 10 – Determination of fees to the Board of Directors and the auditor**

*Amount from previous year in () for comparison*

The Nomination Committee proposes that remuneration to the Board shall be paid with SEK 1,710,000 in total (1,092,500), of which SEK 400,000 to the Chairman of the Board (250,000), SEK 200,000 to each of the other members of the Board (150,000), SEK 75,000 to the Chairman of the Audit Committee (40,000), SEK 75,000 to the Chairman of the Remuneration Committee (40,000), and SEK 40,000 to each of the other members of these committees (25,000). The proposal equals an increase of SEK 617,500 in total remuneration to the Board compared to the previous year. The increase is explained by an increased amount of Board members (1) compared to previous year and the proposed increases stated above. At the annual general meeting previous year, no increase was proposed.

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

## **Item 11 – Election of Board member and auditor**

The Nomination Committee proposes that Gösta Johannesson, Camilla Öberg, Yvonne Mårtensson, Folke Nilsson, Lena Höglund and Lars Henriksson are re-elected as members of the Board of Directors. Further, it is proposed that Gösta Johannesson be re-elected as Chairman of the Board of Directors. All elections for the period until the end of the next annual general meeting.

Further information about the Board members proposed for re-election can be found on the Company's website, [www.xvivoperfusion.com](http://www.xvivoperfusion.com).

The Nomination Committee proposes that, for the period until the end of the next annual general meeting, the registered accounting firm KPMG AB be re-elected as auditor. In the event that KPMG AB is re-elected, the Nomination Committee notes that KPMG AB has informed that public accountant Daniel Haglund will be appointed as auditor in charge.

## **THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 3, 8B, 12, 13, 14, 15, 16 AND 17**

### **Item 3 – Preparation and approval of the voting list**

The voting list proposed to be approved is the voting list prepared by XVIVO, based on the shareholders' register for the general meeting, participating shareholders and the advance votes received, and as verified by the persons elected to approve the minutes.

### **Item 8B – Resolution regarding allocation of the company's profits or losses in accordance with the adopted balance sheet**

The Board of Directors proposes that the funds at the annual general meetings' disposal, SEK 801 912 294, shall be carried forward, and, thus, that no dividend shall be paid.

### **Item 12 – Submission and approval of the Board's remuneration report**

The Board of Directors proposes that the annual general meeting resolves to approve the Remuneration Report for the financial year 2020 that has been prepared by the Board of Directors.

### **Item 13 – Resolution to adopt guidelines for remuneration to the executive management**

The Board of Directors proposes that the annual general meeting resolves to adopt the guidelines for remuneration to the executive management in accordance with the information below.

#### ***Scope***

The executive management of XVIVO Perfusion AB (publ) (“**XVIVO Perfusion**”) and the board of directors, insofar as remuneration other than that decided by the general meeting is paid to board members, fall within the provisions of these guidelines. The executive management includes the CEO, the deputy CEO and other members of the executive management. As regards ‘other members of the executive management’, this refers to senior managers and those who report directly to the CEO. Managers who report directly to the CEO are in the company’s case CFO, COO, CCO, CMO, Global QA&RA Director and Global Research and Development Director.

The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2021. These guidelines do not apply to any remuneration decided or approved by the general meeting.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### ***The guidelines’ promotion of the company’s business strategy, long-term interests and sustainability***

In short, the company’s business strategy is the following.

XVIVO Perfusion is a medical device company that develops and markets solutions and systems for assessing usability, enabling treatment of organs and preserving organs in good condition outside the body while waiting for a transplantation. The company is active within all of the major organ areas; heart, lung, liver and kidney.

The company is currently the market leader in lung transplantation and provides transplant clinics all over the world with high-tech products for storing and evaluating lungs. XVIVO Perfusion has around 80 employees that works at its head office in Gothenburg, offices in Lund, Groningen in the Netherlands and at the office for North and South America in Denver, USA. For further information about the company’s business strategy, see [www.xvivoperfusion.com](http://www.xvivoperfusion.com).

A prerequisite for the successful implementation of the company’s business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

The company has adopted two long term share-based incentive programmes. Such programmes have been resolved by the general meeting and are therefore excluded from these guidelines. For the same reason, the long-term share-related incentive programme proposed by the board of directors and submitted to the annual general meeting 2021 for approval is excluded. The proposed programme is, in line with the two existing programmes, a warrant programme. However, it differs from the other two programmes in that the number of participants has been limited to senior executives and key employees, that the dilution effect for existing shareholders will be lower and that participants will be granted warrants as a salary benefit. The programmes include key individuals within the group and the company's executive management. The programmes are distinctly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability. The programmes are further conditional upon a holding period of several years. For more information regarding these incentive programmes, see [www.xvivoperfusion.com](http://www.xvivoperfusion.com).

#### *Types of remuneration, etc.*

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. The fixed cash salary shall be determined with consideration of the concerned individual's responsibilities and experience. The fixed salary shall be reviewed annually.

The satisfaction of criteria for awarding variable cash remuneration shall be possible to measure over a period of one year. The variable cash remuneration may amount to not more than 50 percent of the fixed annual cash salary for the CEO and 30 percent of the fixed annual cash salary for other members of the executive management.

Additional variable remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 30 percent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

#### *Pension*

For the CEO of the company, pension benefits, including health insurance (Sw: *sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 35 percent of the fixed annual cash salary. For other executives, pension benefits, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 31,5 percent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Such benefits shall be determined on the criteria of marketability and competitiveness.

For executives stationed in another country than their home country, additional remuneration and other benefits may be awarded to a reasonable extent with consideration of the special circumstances that are associated with such foreign stay, whereby the general purpose of these guidelines shall be satisfied to the furthest extent possible.

#### *Termination of employment*

The notice period may not exceed six months if notice of termination of employment is made by the company. If notice of termination of employment is made by the company, severance pay corresponding to no more than the same amount as twelve monthly salaries shall be awarded to the CEO. No severance pay shall be awarded to other members of the executive management upon termination of their employment. The period of notice may not to exceed six months when termination is made by the executive, without any right to severance pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid insofar as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment and be paid during the time that the non-compete undertaking applies, which shall be not more than 12 months following termination of employment.

#### *Criteria for awarding variable cash remuneration, etc.*

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial and be individualized quantitative or qualitative targets. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

#### *Salary and employment conditions for employees*

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total remuneration, the components of the remuneration and increase and growth rate of the remuneration over time, in the remuneration committee's and the board of

directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report.

#### *The decision-making process to determine, review and implement the guidelines*

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The ordinary members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

#### *Board of directors' service assignments*

Directors elected by the general meeting shall in special cases be eligible for remuneration for services within their respective area of competence, which is not board work. Remuneration for such services shall be made on market terms and approved by the board of directors and may not exceed SEK 300,000 excluding VAT per year and director.

#### *Derogation from the guidelines*

The board of directors may resolve to temporarily derogate from the guidelines, in whole or in part, if in a specific case there is special cause for such action and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters, which includes resolutions to derogate from the guidelines.

#### *Description of significant changes to the guidelines and how the views of shareholders' have been taken into consideration*

The proposal for guidelines submitted at the 2021 annual general meeting includes several clarifications, in accordance with applicable law. However, the proposal does not include any significant changes in relation to the company's current guidelines for remuneration. XVIVO Perfusion has not received any views from shareholders to take into consideration in the preparation of this proposal.



#### **Item 14 – Resolution to change the articles of association**

The Board of Directors proposes that the annual general meeting resolves to change the articles of association, primarily in accordance with the table below (changes marked in bold).

<i>Item</i>	<i>Current wording</i>	<i>Proposed wording</i>
§1 Company name (only changed in Swedish wording)	“ <b>Business name</b> ”	“ <b>Company name</b> ”
<i>New article</i>	-	<b>The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).</b>
<b>§12 Collection of proxies and postal votes</b>		<b>The Board of Directors may decide, ahead of a General Meeting, that shareholders should be able to exercise their voting rights by post prior to the General Meeting.</b>

#### **Item 15 – Resolution to adopt a long-term incentive programme for employees within the XVIVO-group**

*The Board of Directors of the Company proposes that the annual general meeting resolve on (15A.) the adoption of a long-term incentive programme directed at senior executives and key individuals in the XVIVO group (“**LTIP 2021**”), and (15B.) a directed issue of warrants (Series 2021/2024) to participants. The resolutions under 15A – 15B below are conditional on each other and all decisions are therefore proposed to be adopted in one context.*

##### **15A. Introduction of LTIP 2021**

The Board of Directors of the Company proposes that the annual general meeting resolves to adopt a long-term incentive programme (LTIP 2021) directed at senior executives and key individuals in the XVIVO group in accordance with the main terms and conditions set out below.

##### *Background and rationale*

The Company’s Board is of the opinion that incentive programmes contribute to higher motivation and commitment among the employees and strengthen the bonds between the employees and the Company. Furthermore, the Board’s assessment is that LTIP 2021 will contribute to the opportunities to retain knowledgeable and experienced employees and is expected to increase the employees’ interest in the Company’s operations and development of earnings. In view of these considerations, it is the Board’s opinion that LTIP 2021 will benefit both the employees and the Company’s shareholders through increased share value.

### *LTIP 2021*

The Board of Directors proposes that the annual general meeting resolves on a directed new issue of not more than 148,000 warrants, hereinafter referred to as (“**Warrants**”), and subsequent transfer of not more than 148,000 Warrants. The right to subscribe for Warrants shall only vest with senior executives and key individuals in the XVIVO group. Each Warrant entitles the holder to subscribe for one share.

Participants in LTIP 2021 shall no later than 1 May 2021 notify XVIVO of the number of Warrants that the participant wishes to receive. The Warrants will be granted free of charge, however, the value per Warrant shall be determined by way of the Warrants being valued by an independent party in accordance with the Black & Scholes valuation model. Each participant will receive from XVIVO a salary benefit corresponding to 100 percent of the subscription payment for the Warrants’ market value as determined above. Participants will be subject to income tax for the salary benefit for every Warrant obtained free of charge.

In connection with the allotment of the Warrants, the Board shall have the right to make adjustments to comply with organisational changes and special rules or market conditions abroad and reserve the right to repurchase the Warrants if the participant in turn wishes to transfer the Warrants.

Each Warrant entitles the holder to subscribe for one new share in XVIVO during the period from 2 May 2024 to and including 31 May 2024. The subscription price for shares subscribed for on the basis of the Warrants shall correspond to 150 percent of the XVIVO share’s average volume-weighted closing price during twenty (20) subsequent banking days in relation to the date of the resolution by the annual general meeting. The subscription price shall be paid in cash or by set-off.

The exercise price, as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each Warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

The Company shall have the right, but no obligation, to acquire at market value such number of Warrants that enables the participant to exercise the remaining Warrants to subscribe for shares, whereby the subscription proceeds are paid by way of set-off against the claim on sold Warrants. The Company shall also have the right, but no obligation, to acquire some or all Warrants at market value instead of subscription of shares in order to avoid dilution.

Holders of Warrants whose employment is terminated or who wish to sell their Warrants shall offer the Company to acquire the Warrants at market value.

### *Allocation of Warrants*

The right to receive Warrants free of charge shall vest with not more than 20 senior executives and key individuals within the XVIVO group. The maximum number of Warrants per participant in the LTIP 2021 follows from the table below.

<i>Category</i>	<i>Maximum number of Warrants per person</i>	<i>Maximum number of Warrants per category</i>
CEO – category 1	20 000	20 000
Senior executives – category 2	10 000	60 000

Key individuals – category 3	6 000	48 000
Key individuals – category 4	4 000	20 000

#### *Costs for the incentive programme*

The Warrants which are transferred to employees in Sweden is made free of charge through salary benefit, which entails that social security contributions will be incurred for the XVIVO group. The Warrants which are transferred to employees in other countries may incur social security contributions and expenses in accordance with the accounting principles set out in IFRS2. The Board of Directors estimates that these costs will be limited with a negative cash flow effect of approximately SEK 1,000,000.

Costs for financial and legal advice in connection with the LTIP 2021 will amount to approximately SEK 250,000.

As the Company's costs for LTIP 2021 will be relatively limited, the Board of Directors have resolved to propose to the annual general meeting to resolve to not cover these.

#### *Dilution*

Based on the outstanding number of shares in the Company, LTIP 2021 will upon exercise of all 148,000 Warrants increase the share capital by a maximum of SEK 3,783 and, at the time of the notice, entail a maximum dilution corresponding to approximately 0.5 percent of the total number of outstanding capital and number of votes in the Company.

#### *Preparation of the proposal*

LTIP 2021 has been prepared by the Board of Directors in consultation with the remuneration committee and external advisers.

The Board of Directors, or a special committee set up by the Board, shall be responsible for preparing the detailed design and administration of the terms and conditions of LTIP 2021, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the XVIVO group or in its environment that would result in that the adopted terms for the LTIP 2021 no longer fulfils their objectives.

### **15B. Directed issue of warrants, Series 2021/2024, to participants**

The Board of Directors proposes that the annual general meeting resolves to issue not more than 148,000 Warrants entitling to subscription for new shares, as a result of which the Company's share capital may increase by a maximum of SEK 3,783.

The right to subscribe for the Warrants shall only vest with senior executives and key individuals within the XVIVO group with the right and obligation to manage the Warrants as described above. Each Warrant entitles the holder to subscribe for one share. The Warrants shall be issued free of charge and over-allotment cannot occur.

### *Special authorisations*

The Board of Directors proposes that the annual general meeting instruct the Board of Directors to implement the decision under 15A – 15B and to ensure that the Board of Directors transfers the Warrants in accordance with what is stated above.

The Board further proposes that the annual general meeting instruct the Board, or whomever the Board appoints, to make such minor adjustments in the abovementioned proposed resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

#### **Item 16 – Resolution to authorise the board of directors to resolve on new share issues**

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, for the period until the end of the next annual general meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new share issues.

The authorisation may be utilised for new issues of shares, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to not more than 10 per cent of the registered share capital in the Company at the time of the issue resolution. The subscription price shall be determined on market terms and conditions.

Deviation from the shareholders' preferential rights shall be possible in connection with future investments in the form of acquisitions of operations, companies, shares in companies or otherwise for the Company's future expansion. If the Board resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board shall be able to issue shares in the Company to be used as a means of in-kind payment or the right to offset debt or to in a flexible and cost-efficient manner raise capital to use as means of payment or to continuously adjust the Company's capital structure.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

#### **Item 17 – Resolution to authorise the Board of Directors to resolve on acquisition of the Company's own shares**

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, for the period until the end of the next annual general meeting, on one or several occasions, to resolve to acquire the Company's own shares. Shares may be acquired to the extent that the Company's holding of its own shares, on any occasion, does not exceed ten (10) per cent of the Company's total outstanding shares. Acquisitions of shares shall take place on Nasdaq Stockholm at a price within the price interval registered at any given time, by which is meant the interval between the highest purchase price and the lowest sale price. Payment for the shares shall be made in cash. The purpose of the proposed authorisation is to give the Board the opportunity to adapt the Company's capital structure to its capital needs and thereby, among other things, be able to use the repurchased shares as a means of payment for the acquisition of assets or rights.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

## **MISCELLANEOUS**

### **Special majority requirement**

The Board of Directors' proposal for resolutions in accordance with 15A – 15B above constitute a package, as the various proposals are dependent on and strongly linked to each other. Therefore, it is proposed that the annual general meeting make a single resolution in connection with the abovementioned proposals, in compliance with the majority requirement specified in Chapter 16, Section 8 of the Swedish Companies Act, meaning that the resolution shall be supported by shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the meeting.

For valid resolutions in accordance with item 14, 16 and 17 above, it is required that the proposals be supported by at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

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

The number of shares and votes in XVIVO amounts to 28,719,136 per the day for the issuance of this notice. The Company does not hold any treasury shares.

### **Documents**

The annual report, auditor's report and complete proposals for resolutions in accordance with item 15 will, no later than three weeks before the annual general meeting, be kept available on the Company's website, [www.xvivoperfusion.com](http://www.xvivoperfusion.com), at the Company's premises with address XVIVO Perfusion AB (publ), Box 530 15, SE-400 14 Gothenburg, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail address.

The Nomination Committee's complete proposals and reasoned statement as well as information regarding proposed Board members is available on the Company's website stated above.

### **Information at the annual general meeting**

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors' believes that it can be done without material harm to the Company, at the general meeting provide information regarding circumstances that may affect the assessment of a matter on the agenda and the Company's or subsidiaries financial situation or the Company's relation to other group companies. A request for such information shall be made in writing to XVIVO Perfusion AB (publ), Box 530 15, SE-400 14 Gothenburg, Sweden, or via e-mail to [kristoffer.nordstrom@xvivoperfusion.com](mailto:kristoffer.nordstrom@xvivoperfusion.com), no later than on Monday 12 April 2021. The information will be made available at the Company's premises and on [www.xvivoperfusion.com](http://www.xvivoperfusion.com) on 16 April 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.

## **Processing of personal data**

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Gothenburg in March 2021  
**XVIVO Perfusion AB (publ)**  
*The Board of Directors*