

## **CORPORATE BY-LAWS for XVIVO Perfusion AB (publicly held company)**

Corporate Identity No. 556561-0424

1. The Company's name is XVIVO Perfusion AB (Limited Liability Company).  
The company is publicly held.
2. The Board of Directors shall be domiciled in the Municipality of Mölndal, Sweden.
3. The mission of the Company is to conduct research, development, production and sales of biomedical solutions and pharmaceutical products, as well as ancillary activities related to these operations.
4. The capital stock shall be no less than SEK five hundred thousand (SEK 500,000) and no more than SEK two million (SEK 2,000,000).
5. The number of stock units issued shall be no less than twelve million (12,000,000) and no more than forty-eight million (48,000,000).
6. The Board of Directors shall consist of at least three (3) and no more than ten (10) Directors with or without Deputy Directors to the maximal number of members.
7. To examine the Company's Annual Report, as well as its Financial Statements and the management by the Board of Directors and Chief Executive Officer, the Company shall have no more than two Auditors with or without Deputy Auditors or an Auditor with a registered public accounting firm. The term of office of the Auditor is valid through the end of the Annual General Meeting held during the first, second, third or fourth financial year after the election of Auditor.
8. Notification to stockholders of the Annual General Meeting (AGM) shall take place by means of an advertisement in Post- och Inrikes Tidningar, as well as at the Company's website. The fact that the AGM has been announced shall be advertised in Dagens Industri.

Notification of the Annual General Meeting, as well as notification of an Extraordinary General Meeting during which amendments to the Company's By-Laws will be discussed, shall be issued no earlier than six weeks and no later than four weeks before the Meeting. Notification of the Extraordinary General Meeting shall be issued no earlier than six weeks and no later than three weeks before the Meeting.

In order to participate in the Annual General Meeting, the stockholders shall register with the Company no later than 12:00 on the date of the Annual General Meeting. This date cannot be a Sunday, a general public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and cannot fall earlier than on the fifth weekday before the Meeting.

9. The Annual General Meeting is held annually prior to the end of the month of June.

At the Annual General Meeting, the following business agenda shall be transacted:

1. Election of Chairman for the Meeting;
2. Establishment and approval of an electoral register;
3. Approval of the business agenda for the Meeting;
4. Election of one or two individuals to check the Minutes of the Meeting together with the Chairman
5. Determination of whether the Annual General Meeting has been properly convened;
6. Presentation of the Annual Report as well as Auditor's Report and, when appropriate, the Group Annual Report and Group Auditor's Report as well;

Resolutions:

- a) Determination of the Statement of Income and Balance Sheet of the Company, and when appropriate, the Statement of Income and Balance Sheet of the Group of Companies;
  - b) Disposition of the Company's profit or loss according to the Balance Sheet adopted;
  - c) Discharge from liability of the members of the Board of Directors and the Chief Executive Officer;
  7. Determination of the number of members of the Board of Directors, Deputy Directors and, whenever appropriate, Auditors and Deputy Auditors;
  8. Determination of remuneration for members of the Board of Directors and Auditors;
  9. Election of Board of Directors and, when appropriate, Auditors;
  10. Other agenda items raised at the Annual General Meeting in accordance with the Companies Act or the Corporate By-Laws.
10. The Company's financial year shall comprise the calendar year January 1 – December 31.
  11. The Company's stock shall be registered with the Central Securities Depository Register (i.e. a CSD Registered Company) pursuant to the Act on Central Securities Depository Register and Account Operations of Financial Instruments (1998:1479).
  12. 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).

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.
  13. General meetings shall be held in Mölndal or Gothenburg, as determined by the board of directors.

