

## **The Nomination Committee's proposals and reasoned statement for the annual general meeting 2023 in XVIVO Perfusion AB (publ)**

The Nomination Committee of XVIVO Perfusion AB (publ) ("XVIVO" or the "Company") ahead of the annual general meeting 2023 ("AGM") consists of Henrik Blomquist (appointed by Bure Equity AB), Chairman, Thomas Ehlin (appointed by Fjärde AP-fonden), Caroline Sjösten (appointed by Swedbank Robur Fonder AB) and Gösta Johannesson (Chairman of the Board of Directors).

Shareholders representing approximately 34 per cent of the total number of outstanding shares and votes in the Company are behind the Nomination Committee's members.

Shareholders have been able to submit proposals to the Nomination Committee according to the instructions on the Company's webpage. No such proposals have been submitted.

### **The Nomination Committee's proposals for the AGM**

The Nomination Committee submits the following proposals to the AGM 2023. The item numbering below relates to the agenda in the convening notice for the AGM.

#### ***Item 2 – Chairman of the AGM***

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

#### ***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 (6) ordinary members without deputies.

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

#### ***Item 10 – Election of Board members***

The Nomination Committee proposes that Gösta Johannesson, Camilla Öberg, Lena Höglund, Lars Henriksson and Göran Dellgren are re-elected, and new election of Erik Strömqvist as members of the Board of Directors. All elections for the period until the end of the next annual general meeting.

Yvonne Mårtensson has declined re-election of her Board assignment.

#### ***Information regarding the proposed new Board member***

Erik Strömqvist, born 1970

Background: Multiple leading positions in the GE Healthcare Group, most recently as the General Manager of Cyclotrons & TRACERcenter, GE Healthcare. Current Board positions: Chairman of the Board of Directors in MedTrace Pharma A/S and member of the Board of Directors in Atley Solutions AB, Celcibus AB and Studsvik AB. Education: Master of Science in Chemical Engineering.

Shareholding in the Company: -

Ownership: - %

Voting rights: - %

Erik Strömqvist is independent in relation to the company and its management as well as in relation to major shareholders.

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

#### ***Item 11 – Election of the chairman of the Board of Directors***

The nomination committee proposes that Gösta Johannesson be re-elected as Chairman of the Board of Directors.

#### ***Item 12 – Election of auditor***

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.

#### ***Item 13 – 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 480,000 (440,000) to the Chairman of the Board, SEK 230,000 (220,000) to each of the other members of the Board, SEK 100,000 (75,000) to the Chairman of the Audit Committee, SEK 50,000 (40,000) to each of the other members of this committee, SEK 75,000 (75,000) to the Chairman of the Remuneration Committee, and SEK 40,000 (40,000) to each of the other members of these committees. In total, the proposal implies an increased remuneration to the Board of SEK 135,000, or 7.3 per cent, compared to the remuneration to the Board of the previous year.

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

#### ***Item 14 - Principles for appointment of members of the Nomination Committee***

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

#### **The Nomination Committee's reasoned statement**

The Nomination Committee has held seven meetings during 2022/2023 where all members were present. The Nomination Committee has evaluated the Board's work, among other things, by way of the Nomination Committee conducting individual discussions with each Board member. In preparing the proposals for the Board, the Nomination Committee has worked on the basis of the requirements that the Company's operations, development and other conditions place on the Board's overall competence, experience and background. The Nomination Committee has also discussed with the Board the importance of the Company conducting a measured and developed sustainability work.

The Nomination Committee is of the view that it has a good overview of the Board of Directors' work. The conclusion is that the Board of Directors functions well and is composed of individuals with qualifications that meet the strategic and operational requirements imposed on the Company. The Nomination Committee is of the opinion that the Board members complement each other well as regards qualifications and experience and that the work of the Board is conducted efficiently and professionally. The Nomination Committee's assessment is that the Board members have the time and availability required to perform their duties. Moreover, diversity and gender equality

perspectives have been discussed as it is the opinion of the Nomination Committee that they are of importance in the Board composition. The long-term objective is that the Board of Directors shall be composed of members of different age, gender, geographical origin and with a diversified academic and professional background.

The Nomination Committee has reviewed all matters that the Nomination Committee shall review according to the Swedish Code of Corporate Governance, including (a) the Board of Directors' competence and ability in relation to the Company's operations and development, (b) the size of the Board of Directors, (c) the composition of the Board of Directors with respect to the Board members' experience, gender and background, (d) the fees to the members of the Board of Directors, (e) proposals for election of auditor and auditor fees, as well as (f) how the Nomination Committee for the annual general meeting 2023 shall be appointed. The Nomination Committee has applied the provisions of rule 4.1 of the Swedish Corporate Governance Code as diversity policy.

The Nomination Committee's assessment is that the proposed Board, which is comprised of six members, is appropriate in consideration of the Company's operations, current stage of development and general state of affairs. The Nomination Committee notes, that the proposed election of the Board implies that the gender balance of the Board will change from having been comprised by the same number of women and men during a long period of time, to being comprised by 33 per cent women and 67 per cent men. In its selection, the Nomination Committee has strived to achieve a continued gender balance, however, the overall assessment of the candidates has led to the proposed new Board member. In this context, the Nomination Committee point out that the management team of the Company achieves complete gender balance. Further to its assessment of the proposed Board members' independence, it is the view of the Nomination Committee that the proposed Board of XVIVO meets the independence requirements set forth by the Swedish Corporate Governance Code.

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Gothenburg in March 2023

**The Nomination Committee of XVIVO Perfusion AB (publ)**