

Bulletin from Annual General Meeting in XVIVO Perfusion AB (publ)

The following resolutions were passed at the Annual General Meeting (the “**AGM**”) of XVIVO Perfusion AB (publ) (“**XVIVO Perfusion**” or the “**Company**”) held today on 25 April 2024 in Gothenburg, Sweden.

Adoption of Income Statement and Balance Sheet for the Financial Year 2023 and Discharge from Liability

The AGM resolved to adopt the income statement and the consolidated income statement for the financial year 2023 as well as the balance sheet and the consolidated balance sheet as of 31 December 2023, as set out in the annual report. The members of the Board of Directors and the managing director were discharged from liability for the financial year 2023.

Allocation of Profits

The AGM resolved, in accordance with the Board of Directors’ proposal, that no dividend be paid for 2023 and that the profits available to the AGM shall be carried forward.

Election of Board Members, Auditors, Fees to the Board of Directors and Auditors

The AGM resolved, in accordance with the Nomination Committee’s proposal, that the number of members of the Board of Directors shall be six without deputies and that the number of auditors shall be one registered accounting firm.

In accordance with the Nomination Committee’s proposal, Gösta Johannesson, Camilla Öberg, Lena Höglund, Lars Henriksson, Göran Dellgren and Erik Strömquist were re-elected as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting. Gösta Johannesson was re-elected as the Chairman of the Board of Directors. The registered audit firm KPMG AB was re-elected as auditor of the Company, with Daniel Haglund as auditor-in-charge, for the period until the end of the next Annual General Meeting.

The AGM further resolved to, in accordance with the Nomination Committee’s proposal, that fees to members of the Board shall be paid with SEK 500,000 to the Chairman of the Board, SEK 240,000 to each of the other members of the Board, SEK 120,000 to the Chairman of the Audit Committee, SEK 60,000 to each of the other members of this committee, SEK 90,000 to the Chairman of the Remuneration Committee, and SEK 50,000 to each of the other members of these Committees. The AGM further resolved, in accordance with the Nomination Committee’s proposal, that the remuneration to the auditor shall be paid in accordance with approved statement of costs.

Determination of principles for the appointment of the members of the Nomination Committee

The AGM resolved, in accordance with the Nomination Committee's proposal, that the principles for the appointment of the members of the Nomination Committee shall remain unchanged.

Approval of the Board's remuneration report

The AGM resolved, in accordance with the Board of Directors' proposal, to approve the Remuneration Report for the financial year 2023 that has been prepared by the Board of Directors.

Adoption of a long-term incentive programme

The AGM resolved, in accordance with the Board of Directors' proposal, to adopt a long-term incentive programme in the form of performance-based share option rights directed at the group management and key individuals of the XVIVO group (the "**SORP 2024**"). The rationale behind the incentive programme is, among other things, to contribute to higher motivation and commitment among the employees and to retain employees.

Within the scope of the SORP 2024, the Board of Directors will grant participants rights free of charge entailing the right to, provided that the performance targets and certain criteria are fulfilled, receive performance shares. Vesting of rights occurs during the period from 15 May 2024 up to and including 15 May 2027. The performance targets are based to 75 per cent on the average annual total shareholder return (TSR) between the interval 8 – 12 per cent during the vesting period and allocation will be made linearly regarding 75 per cent. Furthermore, the allocation of the remaining 25 per cent is based on an ESG-target set by the Company that contributes to societal benefit in the form of human lives saved through clinical use of machine perfusion on organs (lung, heart, liver and kidney). The ESG-target entails that 25 per cent of the performance shares are allocated if the volume growth for machine perfusion grows by at least 12 per cent per year, which means a volume growth during the vesting period of 40 per cent.

Upon exercise of all 80,000 rights and 25,136 shares for hedging of social security costs, the incentive programme will result in the share capital being able to increase by a maximum of SEK 2,687.145190 and a maximum dilution corresponding to approximately 0.33 per cent of the capital outstanding at the time of issue of the notice and the number of votes in the Company. In order to enable the incentive programme, the AGM also resolved on an issue of not more than 105,136 warrants directed at XVIVO Perfusion.

Authorisation for the Board of Directors to resolve on new share issues

The AGM resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors to, 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, resolve on new share issues equal to no more than 10 per cent of the, at the time of the issue resolution, registered share capital of the Company.

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.

Authorisation for the Board of Directors to resolve on acquisition of own shares

The AGM further resolved, in accordance with the Board of Directors' proposal, to authorise the Board of Directors, for the period until the end of the next AGM, 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 does not exceed ten 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.

The purpose of the 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.

Gothenburg, April 24, 2024

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About Us

Founded in 1998, XVIVO is the only medical technology company dedicated to extending the life of all major organs - so transplant teams around the world can save more lives. Our solutions allow leading clinicians and researchers to push the boundaries of transplantation medicine. XVIVO is headquartered in Gothenburg, Sweden, and has offices and research sites on two continents. The company is listed on Nasdaq and has the ticker symbol XVIVO. More information can be found on the website www.xvivogroup.com.

Attachments

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