

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 2023 in Gothenburg, Sweden.

Adoption of Income Statement and Balance Sheet for the Financial Year 2022 and Discharge from Liability

The AGM resolved to adopt the income statement and the consolidated income statement for the financial year 2022 as well as the balance sheet and the consolidated balance sheet as of 31 December 2022, 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 2022.

Allocation of Profits

The AGM resolved, in accordance with the Board of Directors’ proposal, that no dividend be paid for 2022 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 and Göran Dellgren were re-elected as members of the Board of Directors. Further, Erik Strömquist was elected new member of the Board of Directors in accordance with the Nomination Committee’s proposal. 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 480,000 to the Chairman of the Board, SEK 230,000 to each of the other members of the Board, SEK 100,000 to the Chairman of the Audit Committee, SEK 50,000 to each of the other members of this committee, SEK 75,000 to the Chairman of the Remuneration Committee, and SEK 40,000 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 as adopted at the 2018 Annual General Meeting 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 2022 that has been prepared by the Board of Directors.

Resolution to change the Articles of Association

The AGM resolved, in accordance with the Board of Directors' proposal, to amend the Articles of Association whereby the domicile of the Board of Directors is amended and a new provision regarding the place of the General Meeting is added.

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 2023"). 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 2023, the Board of Directors will grant participants rights free of charge entailing the right to, provided that the performance target and certain criteria are fulfilled, receive performance shares. Vesting of rights occurs during the period from 15 May 2023 up to and including 15 May 2026. The performance target is based 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.

Upon exercise of all 72,000 rights and 22,622 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 2,418.420435 and a maximum dilution corresponding to approximately 0.32 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 94,622 warrants directed at the wholly owned subsidiary XVIVO Perfusion Lund AB.

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.

For further information, please contact:

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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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