

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

Among other, 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 22 April 2021 in Gothenburg, Sweden.

### **Adoption of Income Statement and Balance Sheet for the Financial Year 2020 and Discharge from Liability**

The AGM resolved to adopt the income statement and the consolidated income statement for the financial year 2020 as well as the balance sheet and the consolidated balance sheet as of 31 December 2020, 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 2020.

### **Allocation of Profits**

The AGM resolved, in accordance with the board of directors’ proposal, that no dividend be paid for 2020 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, Yvonne Mårtensson, Folke Nilsson, Lena Höglund and Lars Henriksson were re-elected as members of the Board of Directors, all 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 1,710,000 in total, of which SEK 400,000 to the Chairman of the Board, SEK 200,000 to each of the other members of the Board, SEK 75,000 to the Chairman of the Audit 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.

## **Guidelines for Remuneration to the Executive Management**

The AGM resolved, in accordance with the proposal from the board of directors, on guidelines for remuneration to the executive management. In short, the guidelines state that remuneration within XVIVO Perfusion shall be based on principles of performance, competitiveness and fairness. The remuneration to the executive management may consist of 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.

## **Amendment of the Articles of Association**

The AGM resolved, in accordance with the board of directors' proposal, to amend the articles of association in order to, among other things, allow for the board of directors to collect power of attorneys prior to general meetings of the shareholders.

## **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 (LTIP 2021) directed at senior executives and key individuals in the XVIVO Perfusion group. The rationale behind the incentive programme is, among other things, to contribute to higher motivation and commitment among the employees and to retain employees. In order to enable the incentive programme, the AGM also resolved on an issue of not more than 148,000 warrants directed at participants.

## **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, at one or several occasions for the period until end of the next AGM, 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.

## **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.

## **For further information, please contact:**

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## **About Us**

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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.xvivoperfusion.com](http://www.xvivoperfusion.com).

## **Attachments**

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