

## Notice of Annual General Meeting of Medivir AB (publ)

**The shareholders of Medivir AB (publ), reg. no. 556238-4361, with its registered office in Huddinge, Stockholm, are hereby summoned to the annual general meeting on Thursday 7 May 2026 at 14.00 CEST at 7A Odenplan, Norrtullsgatan 6, Stockholm Sweden.**

Shareholders can participate in the annual general meeting by attending the venue in person or by voting in advance (postal voting).

### **Right to participate in the annual general meeting and notice of participation**

#### *Participation in the annual general meeting at the venue*

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 28 April 2026, and (ii) no later than 30 April 2026 give notice by post to Medivir AB, "Annual general meeting", c/o Euroclear Sweden AB, PO Box 191, SE-101 23 Stockholm, by telephone +46 08-402 92 37 or by the company's webpage [www.medivir.com](http://www.medivir.com). When providing such notice, the shareholder should set forth the name, address, telephone number (daytime), personal/corporate identity number, the number of shares held and, when applicable, information about representatives and assistants.

If a shareholder is represented by proxy, a written and dated proxy for the representative must be issued. The right to vote for the shares should be divided among different representatives, together with information on the number of shares each representative is entitled to vote for. A proxy form is available on the company's webpage, [www.medivir.com](http://www.medivir.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the annual general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Euroclear Sweden AB as set out above so that it is received no later than 6 May 2026.

#### *Participation by advance voting*

A shareholder who wishes to participate in the annual general meeting by advance voting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 28 April 2026, and (ii) notify its intention to participate in the annual general meeting no later than 30 April 2026, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Euroclear Sweden AB no later than on that day.

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the annual general meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's webpage [www.medivir.com](http://www.medivir.com). A completed and signed form must be received by Euroclear Sweden AB no later than 30 April 2026. The form may be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by post to Medivir AB, "Annual general meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23

Stockholm, Sweden. Shareholders may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB's webpage; <https://www.euroclear.com/sweden/generalmeetings/>.

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes in advance by proxy, a written and dated proxy shall be enclosed to the advance voting form. Proxy forms are available on the company's webpage [www.medivir.com](http://www.medivir.com). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the annual general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder casts votes during the annual general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting during the annual general meeting, the submitted advance vote will be replaced by the vote cast at the annual general meeting.

### **Nominee-registered shares**

To be entitled to participate in the annual general meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 28 April 2026. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 30 April 2026 are taken into account when preparing the register of shareholders.

### **Shareholders' right to request information**

Shareholders are reminded of their right to, at the annual general meeting, obtain information from the board of directors and the managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

### **Number of shares and votes**

As of the date of this notice there are 538,671,220 ordinary shares in the company (each entitling to one vote each) and 2,450,163 class C shares (each entitling to 1/10 vote each). The company holds 2,450,163 own class C shares.

### **Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of two persons who shall approve the minutes of the meeting.
5. Approval of the agenda.
6. Determination of whether the meeting has been duly convened.
7. Report from the managing director.

8. Presentation of the annual report and the auditor's report as well as the consolidated annual accounts and the auditor's report for the group.
9. Resolution on approval of the profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet.
10. Resolution on approval of allocations of the company's profits or losses according to the adopted balance sheet.
11. Resolution on discharge from liability of the members of the board of directors and the managing director.
12. Determination of the number of directors, deputy directors, auditors and deputy auditors.
13. Determination of fees to be paid to the directors and the auditor.
14. Election of the members of the board of directors
15. Election of the chairman of the board.
16. Election of the auditor.
17. Presentation of the board of directors' remuneration report for approval.
18. The board of directors' proposal regarding authorization for the board to resolve on new share issues.
19. Proposal for resolution on a share price-related programme for variable remuneration to the Board of Directors (the Board Program).
20. Resolution on a hedging measure in relation to the Board Program.
21. Closing of the meeting.

#### **Election of chairman of the meeting (item 2)**

The nomination committee, comprising Karl Tobieson (Linc AB, chairman of the nomination committee), Johan Claesson (CA Fastigheter AB), Anders Hallberg (Hallberg Management AB) proposes the chairman of the board of directors, Anders Hallberg, or the person appointed by the board of directors if he has an impediment to attend, to be appointed chairman of the meeting.

#### **Allocation of the company's balance (item 10)**

The board of directors proposes that the company's results shall be carried forward.

#### **Determination of the number of directors, deputy directors, auditors and deputy auditors (item 12)**

The nomination committee proposes that the board of directors shall consist of four (4) members with no deputies. The company shall have one auditor without deputy auditors.

#### **Determination of fees to be paid to the directors and the auditor (item 13)**

The nomination committee proposes that the remuneration to the board of directors shall be paid in a total amount of not more than SEK 1,005,000 (1,990,000) annually allocated as follows (fees in accordance with the resolution of the annual general meeting 2025 within brackets). The chairman shall receive SEK 450,000 (690,000) and other board members not employed by the company shall receive SEK 185,000 (260,000) each. The proposed remuneration for the Chairman and ordinary directors is unchanged from the adjusted remuneration levels resolved at the Extraordinary General Meeting held on 10 November 2025.

The remuneration to the auditor is proposed to be paid in accordance with approved invoices within the auditor's quotation.

**Election of the directors and election of chairman of the board (item 14 and 15)**

The nomination committee proposes re-election of Angelica Loskog, Anna Törner and Anders Hallberg as ordinary members and election of Kristian Tryggvason as ordinary member. The nomination committee further proposes re-election of Anders Hallberg as the chairman of the board. Uli Hacksell has declined re-election.

*Kristian Tryggvason*

Born 1975. PhD in Cell and Molecular Biology from Karolinska Institutet and an MBA from Copenhagen Business School. Kristian Tryggvason has more than 20 years of experience in life science, with a background in both drug development and research tools.

He is the founder and CEO of Alder Therapeutics AB, a cell therapy company founded in 2022. Prior to this, he founded BioLamina AB, where he served as CEO for more than ten years, growing the company into a profitable business. He has also held various positions at Orexo AB and Atlas Antibodies AB. He has been a member of the board of directors of BioLamina AB for the past six years.

Shares in Medivir: None. Independent in relation to the company, its management and the company's major shareholders.

Further information on the members of the board proposed for re-election is available at [www.medivir.com](http://www.medivir.com).

**Election of the auditor (item 16)**

The nomination committee proposes re-election of the auditing company Grant Thornton Sweden AB, as the company's auditor for the period until the end of the annual general meeting to be held 2027. Therese Utengen is proposed by Grant Thornton Sweden AB as auditor in charge if they are elected. The proposal is in accordance with the board of directors' recommendation.

**The board of directors' proposal on a share issue authorization (item 18)**

The board proposes that the annual general meeting resolves to authorize the board, up and until the next annual general meeting, on one or several occasions and with or without pre-emptive rights for shareholders, to resolve on the issue of new ordinary shares, comprising a total of not more than 20 per cent of the total number of outstanding shares in the company after the utilization of the authorization. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions referred to in Chapter 13 Section 5 first paragraph item 6 in the Swedish Companies Act. The purpose of the authorization is to give the board flexibility in the work of ensuring that capital can be added to the company in an appropriate manner for the financing of the business. Issuance of new shares with the support of the authorization must be carried out on market terms.

**Proposal for resolution on a share price-related programme for variable remuneration to the board of directors (the Board Program) (item 19)**

The company's largest shareholder, Hallberg Management AB (the "**Shareholder**"), proposes that the annual general meeting resolve to introduce a share price-related variable remuneration scheme for members of the board of directors of the company in accordance with the terms set out below.

*Summary of the scheme and reasons for the proposal*

The Shareholder considers it desirable to create a strong incentive for board members to contribute to the company's development and increased shareholder value by introducing variable remuneration for the board linked to the performance of the company's share price. The shareholder therefore proposes that the annual general meeting resolve to introduce a share price-related programme for cash variable remuneration to board members (the "**Board Programme**"). The Board Programme entails that participants have the opportunity to receive cash variable remuneration, the amount of which is based on the price performance of Medivir's ordinary shares on Nasdaq Stockholm during the Measurement Period (see below). The Board Programme does not confer any right to acquire or be allocated shares or other financial instruments in the company. The Board Programme shall initially run for one year, but may be extended following a resolution by the annual general meeting.

The Board Programme shall cover all board members of Medivir elected by the annual general meeting, with the exception of the chairman of the board, Anders Hallberg. Anders Hallberg is a shareholder in Hallberg Management AB, which has submitted this proposal.

*Calculation of share price-related variable remuneration*

Remuneration under the Board Programme shall be determined based on share price performance during a measurement period covering approximately one year, commencing on 7 May 2026 ("the start date") and ending on the day immediately preceding the annual general meeting held in 2027 ("the end date") (the "**Measurement Period**"). The Measurement Period thus coincides with the board's term of office. Given that the Board Programme is a cash remuneration programme and does not entitle participants to the acquisition or allocation of shares, and that board members are elected for a one-year term of office, the Shareholder considers a one-year Measurement Period to be appropriate and fit for purpose.

Participants in the Board Programme receive a cash variable remuneration calculated by multiplying the percentage change in the share price during the Measurement Period by the participant's board remuneration during the Measurement Period. If, for example, the share price increases by 20 per cent during the Measurement Period, the participant will thus receive a cash variable remuneration corresponding to 20 per cent of the participant's board remuneration.

Board remuneration refers to the fixed board remuneration for the Measurement Period as resolved at the annual general meeting on 7 May 2026.

The maximum remuneration under the Board Programme amounts to 200 per cent of the participant's board remuneration during the Measurement Period. If the share price performance during the Measurement Period is negative or equal to zero, no variable remuneration will be paid under the Board Programme.

Share price performance during a Measurement Period is determined by comparing the volume-weighted average price (VWAP) for the five (5) trading days immediately preceding the start date with the volume-weighted average price (VWAP) for the five (5) trading days immediately preceding the end date, and is calculated using the following formula.

*Share price performance = (VWAP on the closing date – VWAP on the start date) / (VWAP on the start date).*

VWAP start date and VWAP end date refer to the volume-weighted average price (VWAP) of Medivir AB's ordinary share, ISIN: SE0020181014, on Nasdaq Stockholm during the five (5) trading days immediately preceding the start date and the end date, respectively.

The share price performance and the amount to be paid out under the Board Programme shall be calculated and determined by an independent expert with relevant experience of incentive programmes (the "**Independent Expert**"). Payment is normally made in conjunction with the regular payment of board fees during the first quarter following the end of the Measurement Period. All remuneration under the Board Programme constitutes cash remuneration and is subject to applicable taxes, social security contributions and other payroll costs. The company is not responsible for any tax consequences that may arise for the participant as a result of the Board Programme.

#### *Participation in the Board Programme*

The board members elected at the annual general meeting on 7 May 2026 (with the exception of the chairman of the board, Anders Hallberg) shall be eligible to participate in the Board Programme.

To be entitled to remuneration under the Board Programme for a specific Measurement Period, the participant must (i) be a board member throughout the relevant Measurement Period, (ii) has not resigned from their board position at their own request prior to the end of the Measurement Period, and (iii) the general meeting has not resolved that the board member shall resign from their board position prior to the end of the Measurement Period.

If the board member's appointment is terminated, whether at the board member's own initiative or following a resolution by the general meeting, before the end of the Measurement Period, the right to remuneration lapses.

#### *Terms and administration*

The Independent Expert shall adjust the calculation of share price performance in accordance with market practice in the event of events affecting the comparability of the share and the share price, such as a share split, reverse share split, new issue, special dividend, merger, demerger or similar corporate events, or other extraordinary events that materially affect the share price. The Independent Expert's decision regarding such adjustments is final and binding on the participants.

### *Costs of the Board Programme*

The table below contains an estimate of the company's total costs for the Board Programme based on various assumptions regarding share price performance and on the assumption that the programme covers three board members who complete their board assignments for the entire term of office. The programme's impact on the company's earnings per share and other key performance indicators is assessed to be marginal.

The costs of the Board Programme are intended to be financed by the company converting own C shares into ordinary shares, which are subsequently transferred at market value (see item 20 in the notice of meeting). If the costs of the Board Programme are fully financed through the transfer of ordinary shares, the company's liquidity will not be affected.

|                       | <i>Assumed share price development</i> |             |             |
|-----------------------|----------------------------------------|-------------|-------------|
|                       | 15 %                                   | 30 %        | 50 %        |
| Estimated annual cost | 109,407 SEK                            | 218,814 SEK | 364,691 SEK |

It should be noted that all the calculations set out above are preliminary and based on assumptions, and that they are intended solely to illustrate the costs that the Board Programme may entail. Actual costs may differ from those stated above.

### *Dilution*

Participants in the Board Programme will not receive any shares or other financial instruments in the company. If the board of directors exercises the opportunity to transfer ordinary shares (after conversion of own C shares) in order to finance the company's costs for the Board Programme (see item 20 below), this will entail a certain dilution effect in terms of voting rights for existing shareholders.

### *Preparation of the matter*

The terms and conditions of the Board Programme have been prepared by the Shareholder in consultation with external advisers. The Shareholder has subsequently decided to submit this proposal to the annual general meeting. No board member who may be covered by the programme has participated in the drafting of the terms and conditions.

### *Other share-based incentive schemes, etc.*

The company has no other incentive programmes covering the board. The company has two outstanding share matching programmes for employees, LTIP 2023 and LTIP 2024, which are summarised below.

### **LTIP 2023**

In May 2023, the board of directors and the annual general meeting approved a long-term incentive programme in the form of a share matching scheme. For each investment share, participants are entitled, provided that certain conditions are met, to receive one (1) ordinary share free of charge under the LTIP 2023 ("matching shares") and, in addition, provided that certain performance conditions are met, a maximum of five (5) additional ordinary shares ("performance shares") free of charge in accordance with the terms of the programme. 105,750 investment shares have been acquired under the LTIP 2023 at a price of SEK 7.34 per share. The

vesting period runs until the publication of the interim report for January–March 2026. Following a recalculation prompted by rights issues during the fourth quarter of 2023, each investment share entitles the holder to 1.22 ordinary shares. A recalculation will also take place following the rights issue carried out during the fourth quarter of 2025.

#### **LTIP 2024**

In May 2024, the board of directors and the annual general meeting approved a long-term incentive programme in the form of a share matching scheme. For each investment share, participants have the opportunity, provided certain conditions are met, to receive one (1) ordinary share free of charge under the LTIP 2024 (“matching shares”) and, in addition, provided that certain performance conditions are met, a maximum of five (5) additional ordinary shares (“performance shares”) free of charge in accordance with the terms of the programme. 126,000 investment shares have been acquired under the LTIP 2024 at a price of SEK 2.94 per share. The vesting period runs until the publication of the interim report for January–March 2027. A recalculation will take place in connection with the rights issue carried out during the fourth quarter of 2025.

#### **Resolution on a hedging measure in relation to the Board Programme (item 20)**

##### *Resolution on the transfer of ordinary shares*

The ordinary shares referred to in this resolution include ordinary shares which, following conversion, derive from C shares. The board of directors proposes that the annual general meeting resolve that the company shall be authorised to transfer a maximum of the number of ordinary shares held by the company at any given time, including ordinary shares held by the company as a result of previously completed buy-backs, on Nasdaq Stockholm, either directly or through a financial intermediary, at a price within the price range registered at any given time. The purpose of the transfer is to finance, in whole or in part, the company's costs for previously resolved share-based incentive programmes and/or the Board Program.

#### **Majority requirements**

A decision according to the proposal pursuant to item 18 and 20 above is valid only when supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and of the shares represented at the annual general meeting.

#### **Documentation**

The annual report, the remuneration report and other supporting documentation for resolutions will be available at the company's offices, Medivir AB, Lunastigen 5, SE-141 22 Huddinge, Sweden no later than three weeks prior to the meeting. In addition, the motivated statement from the nomination committee will be available at the company's address stated above no later than four weeks prior to the annual general meeting. The above documents will be sent to all shareholders who request and provide their postal address and will also be available on the company's website [www.medivir.com](http://www.medivir.com). This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

## **Processing of personal data**

For information about the processing of your personal data, see the integrity policy that is available at Euroclear Sweden AB's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf). Medivir's AB (publ) corporate registration number is 556238-4361 and its registered office is in Huddinge, Sweden.

Huddinge, April 2026

## **Medivir AB (publ)**

*The Board of Directors*

## **For additional information, please contact;**

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## **About Medivir**

Medivir develops innovative therapies targeting areas of high unmet medical need. Its drug candidates focus on indications where current treatment options are limited or non-existent, offering the potential to deliver meaningful improvements for patients. Medivir's two lead programs are fostrox, a precision chemotherapy designed to selectively target liver cancer cells while minimizing side effects, and MIV-711, aimed at treating Osteogenesis Imperfecta (brittle bone disease). Both candidates have blockbuster potential, representing significant value creation opportunities for Medivir's shareholders and affected patients. Collaborations and partnerships play a key role in Medivir's business model, with drug development conducted either in-house or in partnership. Medivir (Nasdaq Stockholm: MVIR) is listed on the Small Cap segment of Nasdaq Stockholm. More information is available at [www.medivir.com](http://www.medivir.com)