

## Notice of extraordinary general meeting of Medivir AB (publ)

The shareholders in Medivir AB are hereby summoned to the extraordinary general meeting on Thursday 20 November 2014 at 10 a.m. at the conference center Nio Rum, Hamngatan 2, Stockholm, Sweden.

### Participation

Shareholders who wish to participate in the meeting must (a) be recorded in the share register maintained by Euroclear Sweden AB on Friday 14 November 2014, and (b), notify the company of their intention to participate in the meeting not later than Friday 14 November 2014 in writing to Medivir AB, Blasieholmsgatan 2, SE-111 48 Stockholm, Sweden. Such notification may also be made by telephone +46 (0)8-407 64 30, by e-mail to [enter@medivir.se](mailto:enter@medivir.se) or via the company's web site at [www.medivir.se](http://www.medivir.se). The notification shall 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.

There are 31,260,027 shares outstanding in the company, whereof 660,000 series A shares and 30,600,027 series B shares corresponding to an aggregate of 37,200,027 votes. The company holds no treasury shares.

Shareholders represented by proxy shall issue a written and dated power of attorney for the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate for the legal entity (or corresponding document), evidencing the authority to issue the proxy, shall be appended. The original of the power of attorney and, when applicable, the registration certificate should be sent to the company at the address indicated above, well before the meeting. A proxy form is available at the company's website, [www.medivir.se](http://www.medivir.se), and is sent to shareholders who so request.

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must temporarily re-register their shares in their own names to be entitled to participate in the meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Friday 14 November 2014, and the shareholders must therefore advise their nominees well in advance of this date.

The shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

### Proposed agenda

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to approve the minutes of the meeting.
5. Determination of whether the meeting has been duly convened.
6. The board of directors' proposal for resolution on a voluntary redemption programme comprising,
  - a. reduction of the statutory reserve,
  - b. reduction of the share capital for repayment to the shareholders, and
  - c. bonus issue without issuance of new shares.

## **The board of directors' proposal for resolution on a voluntary redemption programme (item 6)**

The board of directors proposes that the general meeting resolves upon a voluntary redemption programme in accordance with the items 6 a - c. The resolutions in accordance with items 6 b and c are contingent upon the registration of the resolution under item 6 a. For that reason it is proposed that all resolutions are to be passed as one resolution. Thus, the resolutions under items 6 a - c above must be supported by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the general meeting.

An information brochure describing the voluntary redemption programme in more detail will be presented in respect of the board of directors' proposal. The information brochure will be available before the application period for redemption commences.

### **Reduction of the statutory reserve (item 6 a)**

The board of directors proposes that the general meeting resolves to reduce the company's statutory reserve, amounting to SEK 827,971,463 per 31 December 2013, by the same amount, SEK 827,971,463, to be transferred to unrestricted reserves.

### **Reduction of the share capital for repayment to the shareholders (item 6 b)**

The board of directors proposes that the general meeting resolves to reduce the company's share capital with a maximum of SEK 22,328,585 for repayment to the shareholders. The reduction is to be effected by redemption of a maximum of 4,465,717 shares, whereof 94,285 series A shares and 4,371,432 series B shares, each share with a quota value of SEK 5.00. The reduction is made by way of repayment to the shareholders with a maximum amount of SEK 625,200,380.

The reduction is to be effected through a voluntary redemption programme. For each share in the company, the shareholder receives one redemption right, whereby the redemption rights received for series A shares entitle the holder to redeem series A shares and redemption rights received for series B shares entitle the holder to redeem series B shares. All holders of redemption rights receive an equal right to redeem shares, regardless of share class. The company shall pay a maximum amount of SEK 180 for each share redeemed. The redemption proceed per share will exceed the quota value of the share by no more than SEK 175. The part of the redemption proceeds exceeding the quota value shall be charged to the company's unrestricted equity according to the balance sheet adopted by the annual general meeting 2014, taking account for the reduction of the statutory reserve in accordance with item 6 a.

Preliminary record day for receiving redemption rights is 9 February 2015. The application period for redemption will commence on the third trading day after the record day and runs for fourteen calendar days. Customary trading with redemption rights and redemption shares in respect of series B shares will be arranged.

The board of directors proposes, in the light of the fact that the redemption programme will only commence after the resolution under item 6 a has been registered by the Swedish Companies Registration Office, that the board of directors shall be authorized to establish the record day for receiving redemption rights and the redemption amount per share (and consequently the redemption ratio, i.e. the number of redemption rights required to redeem one share) and that this will be carried out no later than on the day five workdays before the record day. The authorizations apply to resolutions regarding the series B shares. Neither the amount of the share capital reduction, nor the redemption amount per share may exceed what is set out above. The same terms will apply for the series A shares as for the series B shares.

After effecting the share capital reduction, the share capital of the company will be a minimum of SEK 133,971,550, distributed among not less than 26,794,310 shares, whereof not less than 565,715 series A shares and not less than 26,228,595 series B shares, each share with a quota value of SEK 5.00.

According to the latest annual report, the amount available under Chapter 17, Section 3, first paragraph of the Companies Act is SEK -839,219. The amount was adopted at the annual general meeting on 8 May 2014. No resolutions on value transfers have been passed thereafter. However, in accordance with item 6 a above, a reduction of the statutory reserve amounting to SEK 827,971,463 to be transferred to unrestricted reserves has been proposed and will have been registered at the time of the reduction of the share capital according to this proposal. The amount available after the reduction of the statutory reserve will be SEK 827,132,244.

### **Bonus issue without issuance of new shares (item 6 c)**

The board of directors proposes that the general meeting resolves on a bonus issue whereby the share capital is increased with SEK 22,328,585 by the transfer of funds from unrestricted equity (according to the balance sheet adopted by the annual general meeting 2014, taking account of the reduction of the statutory reserve in accordance with item 6 a). The bonus issue will be effected without issuance of new shares.

Following the effected bonus issue the company's share capital will amount to at least SEK 156,300,135, distributed among not less than 26,794,310 shares, whereof not less than 565,715 series A shares and not less than 26,228,595 series B shares.

### **Documentation**

The board of directors' complete proposal and other supporting documentation for resolutions will be held available at the company's offices, Blasieholmsgatan 2, SE-111 48 Stockholm, Sweden, and on [www.medivir.se](http://www.medivir.se), at the latest three weeks before the general meeting and be sent to shareholders who so request and provide their address.

Stockholm, October 2014

**Medivir AB (publ)**

*The Board of Directors*