

Invitation to the Annual General Meeting of Vigmed Holding AB (publ)

The shareholders of Vigmed Holding AB (publ) are hereby invited to the Annual General Meeting Thursday, May 12, 2016 at 2 pm (14.00) at the company's headquarters at Garnisonsgatan 10, Helsingborg.

For further
information contact:

Chairman of the
Board
Lennart Holm
+46 70 630 8562 or

CEO
Henrik Olsen
+46 76 349 7364

ENTITLEMENT TO PARTICIPATE AND NOTIFICATION

Shareholders wishing to attend the AGM must be recorded in the share register maintained by Euroclear Sweden AB, no later than Friday May 6, 2016, and notify the company that they intend to participate no later than Friday, May 6, 2016, at 2 pm (14:00). Notification can be made by phone (+46 (0)42 280090), by e-mail (finance@vigmed.com) or by post to Vigmed Holding AB, Garnisonsgatan 10, 254 66 Helsingborg, Sweden. Kindly mark the envelope "Annual General Meeting".

Notifications should state name, address, phone number, personal or corporate identity number and registered shareholding. Notification of attendance and information on proxies and assistants are registered in Vigmed Holding's Meeting System in order to create a voting list. Proxies should be in writing and submitted with certificate of incorporation along with the notification of attendance at the latest at the AGM.

NOMINEE-REGISTERED SHARES

Shareholders with nominee registered holdings with banks or other nominees must temporarily re-register their shares in their own name in order to attend the meeting. Any such re-registration must be completed no later than Friday, May 6, 2016. This means that shareholders, well in advance of that date, must notify the nominee of their wish for re-registration.

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 one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of agenda
7. Report by the Chief Executive Officer
8. Presentation of the Annual Accounts and the Audit Report as well as Consolidated Accounts and the Consolidated Audit Report
9. Adoption of the Income Statement and Balance Sheet, Consolidated Income Statement and Consolidated Balance Sheet for 2015
10. Resolution on the appropriation of the company's loss according to the adopted Balance Sheet for 2015
11. Resolution on discharge of the Board members and Chief Executive Officer from liability
12. Nomination Committee's work and proposal
13. The number of directors to be elected by the meeting
14. Determination of fees for the Board of Directors and the Auditor
15. Election of the Board of Directors and Chairman of the Board
16. Election of Auditor
17. Resolution on authorizing the Board of Directors to decide on a new share issue
18. Resolution on the procedure for appointing of the Nomination Committee for the 2017 AGM
19. Other matters for consideration at the Annual General Meeting under the Companies Act (2005:551) or Articles of Association
20. Closing of the meeting

PROPOSED RESOLUTIONS

ITEM 2 ELECTION OF CHAIRMAN OF THE MEETING

Proposal to elect Mikael Karlsson as the Chairman of the Meeting.

ITEM 13 THE NUMBER OF DIRECTORS TO BE ELECTED BY THE MEETING

The Nomination Committee proposes the number of Board members to be reduced from eight to six members.

ITEM 14 DETERMINATION OF FEES FOR THE BOARD OF DIRECTORS AND THE AUDITOR

The Chairman's fee is proposed to be SEK 200,000 (raised with SEK 50,000), and to each other member of the Board who is not employed by the company SEK 100,000 (raised with SEK 15,000). The total fees of the members are thus proposed to amount to SEK 700,000. The Chairman shall, apart from above mentioned compensation, have the possibility to receive compensation of a maximum of SEK 48,000 per month, excluding social security expenses, for consulting services outside the Chairman's normal duties. Board members are entitled to invoice their fees from a private limited company under the condition that this will be cost neutral for the company.

Fees to the auditors should be paid according to an approved invoice.

ITEM 15 ELECTION OF BOARD OF DIRECTORS AND CHAIRMAN

The election committee proposes re-election of Mikael Karlsson, Rikard Roos, Axel Sjöblad, Thomas Baier and Philip Nyblaeus. Lennart Holm, Lennart Dreyer and Per Knutsson have declined re-election. The committee proposes election of Sten Dahlborg as new member of the Board of Directors as well as new Chairman.

Sten Dahlborg, who has a degree in engineering from Chalmers University of Technology in Gothenburg and Technische Universität in Vienna, holds a position as CEO at Core Group International Ventures. He has been active within the international medical technology industry since 1991 and he has held senior management positions in companies like ArthroCare Corporation, Medtronic and Syntectics.

ITEM 16 ELECTION OF AUDITOR

Proposal to re-elect the registered accounting firm, PricewaterhouseCoopers AB.

ITEM 17 RESOLUTIONS ON AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON A NEW SHARE ISSUE

The Board proposes that the AGM authorizes the Board, to decide on new share issue, on one or more occasions during the period until the next AGM, with or without waiving shareholders preferential rights. Issues may be made with or without the provision of contribution, set-off or other terms. The number of shares to be issued may not exceed a total of 7,305,555. Dilution of capital may, upon full exercise of the authorization, amount to no more than about 10 percent of the registered share capital at the time of the authorization. The intention of the authorization is to enable the raise of working capital and to finance further market expansion, additional products and production capacity as well as potential changes in the production structure. To the extent the authorization is used for issue against cash payment waiving the shareholders' preferential rights, the issue price should be market-based.

A resolution under paragraph 17 requires that the proposal is supported by shareholders with at least two-thirds of the votes cast and shares represented at the meeting.

ITEM 18 RESOLUTION ON THE PROCEDURE FOR APPOINTING THE NOMINATION COMMITTEE FOR THE 2017 AGM

The Nomination Committee proposes that the procedure for appointing the Nomination Committee for the AGM 2017 to be as follows:

The Nomination Committee shall consist of three members. The Chairman of the Board will during the autumn of 2016, contact the major shareholders (determined by number of shares) in order for a Nomination Committee to be established. The names of the persons to constitute the Nomination Committee and the names of the shareholders who appointed them shall be announced no later than six months before the Annual General Meeting 2017 and be based on the known shareholding as per September 30, 2016. The Nomination Committee is appointed from the time of its composition is made public until the next Nomination Committee is formed. Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder (determined by number of shares). The committee forms a quorum when more than half of its members are present.

If during the Nomination Committee's mandate period, one or more of the shareholders who appointed members of the Nomination Committee no longer belongs to the major shareholders shall the members appointed by these shareholders resign and the shareholder or shareholders who have become among them holding major shareholders will be asked if they want to designate their members to the Nomination Committee. Unless there are special reasons or if only marginal changes in shareholding or if the change occurs later than two months before the general meeting where the proposals from the Nomination Committee shall be addressed, changes in the composition should not be made.

Shareholders that appoint Nomination Committee members are entitled to dismiss such member and appoint a new member to the committee. Likewise if a member requests to leave the Nomination Committee before its work is completed, the shareholder who appointed the member shall be entitled to appoint a new member to the committee. Changes in the composition of the committee shall be published as soon as they occur. The Nomination Committee shall prepare proposals on the following matters to be presented to the Annual General Meeting 2017 for decision:

- (a) proposal for chairman
- (b) proposal for number of Board members
- (c) proposal for election of Board members and Chairman of the Board
- (d) election of auditors
- (e) proposals for Board fees and distribution between Chairman and other Board members
- (f) proposal for fees to auditors
- (g) proposal for procedures for appointing the Nominations Committee

ANNUAL REPORT

The Annual Report and Audit Report will be available at the latest April 21, 2016, to shareholders for inspection at the company's headquarters, Garnisonsgatan 10 in Helsingborg and on Vigmed's website www.vigmed.com. Copies of these documents will be sent to shareholders upon request.

NUMBER OF SHARES AND VOTES

The number of registered shares in the company at the date of the notice totals 65,749,998 representing 65,749,998 votes. The Company does not hold any treasury shares.

Helsingborg, April 12, 2016

Vigmed Holding AB (publ)