

Notice of Extraordinary General Meeting of Medivir AB (publ)

The shareholders of Medivir AB (publ), reg. no. 556238-4361, (the "Company") are hereby summoned to the extraordinary general meeting on Monday 10 November 2025 at 2 pm CET at 7A Odenplan, Norrtullsgatan 6, Stockholm, Sweden. Registration starts at 1.30 p.m. and will stop when the general meeting starts.

Pursuant to § 11 of the Company's articles of association, the board of directors has resolved that shareholders may exercise their voting rights at the general meeting by post. Shareholders may therefore choose to exercise their voting rights at the general meeting, by proxy or through postal voting.

Shareholders who wish to exercise their voting rights at the general meeting is required to:

- be recorded in the share register maintained by Euroclear Sweden AB ("**Euroclear**") on 31 October 2025; and
- notify the Company of their intention to attend the general meeting according to the instructions under the heading "Notification of attendance in person or by proxy", alternatively cast a postal vote according to the instructions under the heading "Instructions for postal voting" no later than 4 November 2025.

Nominee-registered shares

Shareholders whose shares are nominee-registered through a bank or other authorised depository, for example in a custody account, are required to – in addition to notifying their attendance – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in Euroclear's share register as of the record date on 31 October 2025. Re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in advance in accordance with the nominee's routines. Voting right registration that the shareholder has requested and has been issued by the nominee no later than 4 November 2025 will be accepted in the preparation of the share register.

Please observe that this procedure may also apply for shares that are held in a bank's custody account and on certain Swedish investment savings accounts (ISK).

Notification of attendance in person or by proxy

Shareholders who wish to attend the general meeting in person or by proxy must notify the Company of this no later than 4 November 2025 either:

- at the Company's website www.medivir.com;
- by e-mail to GeneralMeetingService@euroclear.com;
- by phone + 468-402 92 37; or
- by post to Medivir AB "Extra bolagsstämma", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm.

In the notification, provide your name or company name, personal or organisation ID number, address, phone number and, if applicable, the number of persons attending with you (maximum two).

If attending by proxy or representative, authorisation documents (a power of attorney and/or registration certificate) should be sent to the Company at the above address well in advance of the general meeting and preferably by 4 November 2025. Power of attorney forms are available on the Company's website, www.medivir.com.

Instructions for postal voting

A special form shall be used for postal voting. Postal voting form is available at the Company's website, www.medivir.com.

Shareholders can vote by post in following ways:

- Completed and signed postal voting form can be sent by post to Medivir AB, "Extra bolagsstämma", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or by e-mail to GeneralMeetingService@euroclear.com. The completed form must be received by Euroclear no later than 4 November 2025.
- Shareholders may also, no later than 4 November 2025, cast a postal vote electronically via verification with BankID on Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>.

The shareholder may not give other instructions than to mark one of the alternative answers on the form. If the shareholder has included special instructions or conditions on the form, or changed or made amendments to the pre-printed text, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

If a shareholder casts a postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. Power of attorney forms are available on the Company's website, www.medivir.com. If the shareholder is a legal entity, a registration certificate or other authorization document must be enclosed with the form.

Those who wish to withdraw a submitted postal vote, and instead cast their vote by participating in the general meeting in person or by proxy, must notify the general meeting's secretariat before the meeting is opened. For questions concerning the postal voting procedure, please contact Euroclear, tel. +468-402 92 37 (Monday – Friday, between 9 a.m. – 4 p.m.).

Personal data

Personal data obtained from the share register, notices of attendance at the general meeting and information on proxies will be used for registration, preparation of the voting list for the meeting and, where applicable, the minutes of the meeting.

For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Proposed agenda

1. Opening of the meeting
2. Election of the chairperson for the meeting
3. Establishment and approval of the voting list
4. Election of one or two persons to attest the minutes
5. Approval of the agenda
6. Determination as to whether the meeting has been duly convened
7. Determination of the number of board members, election of board members and remuneration to the board of directors
8. Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital
9. Resolution to adopt new articles of association
10. Resolution on the approval of the board of directors' resolution on an issue of new ordinary shares with pre-emption rights for existing shareholders
11. Resolution to authorise the board of directors to resolve on issues of new ordinary shares in case of over-allotment in the rights issue
12. Resolution to adopt new articles of association
13. Closing of the meeting

Resolution proposals

Election of chairperson of the meeting (item 2)

The nomination committee proposes the chairman of the board Uli Hacksell, or the person appointed by the board of directors if he has an impediment to attend, to be appointed chairperson of the meeting.

Determination of the number of board members, election on the board of directors and remuneration to the board of directors (item 7)

The Company's largest shareholder Linc AB proposes that the board of directors shall consist of three (3) members without deputies. This means a reduction in the number of board members from the current six (6) members.

Linc AB also proposes that Uli Hacksell, Angelica Loskog and Anna Törner are elected as ordinary board members for the period until the next annual general meeting. Linc AB further proposes that Uli Hacksell is elected as chairman of the board of directors.

Furthermore, Linc AB proposes that, for the period until the next annual general meeting, remuneration to the board of directors shall be paid with SEK 450,000 to the chairman of the board and with SEK 185,000 to each of the other board members for a full-year term (and this be proportionated on the remaining term).

Resolution on a reduction of the share capital without cancellation of shares for appropriation to unrestricted equity by (A) resolution on amendment of the articles of association and (B) resolution on a reduction of the share capital (item 8)

The board of directors proposes that the extraordinary general meeting resolves on a reduction of the Company's share capital as follows:

(A) Resolution on amendment of the articles of association

The board of directors proposes that the general meeting resolves to amend the articles of association, whereby the limits for the share capital and number of shares in the articles of association are amended (other parts are proposed to remain unchanged):

Current wording	Proposed wording
4 § Share capital and shares	4 § Share capital and shares
The share capital shall not amount to not less than twenty million (20,000,000) SEK and not more than eighty million (80,000,000) SEK. The number of shares shall be not less than forty million (40,000,000) and not more than one hundred and sixty million (160,000,000).	The share capital shall not amount to not less than fifteen million (15,000,000) SEK and not more than sixty million (60,000,000) SEK. The number of shares shall be not less than one hundred million (100,000,000) and not more than four hundred million (400,000,000).

(B) Resolution on a reduction of the share capital

The board of directors proposes that the general meeting resolves on a reduction of the Company's share capital with an amount of SEK 40,116,288.80. The reduction will be carried out without cancellation of shares by changing the shares' quota value from SEK 0.50 to SEK 0.15 per share. The reduction amount will be used for appropriation to unrestricted equity.

The reduction is carried out to decrease the quota value of the shares to enable the proposed issue of shares to be approved in accordance with item 10 on the agenda. After the reduction, the Company's share capital will amount to SEK 17,192,695.20 distributed on 114,617,968 shares (before the issue), each share with a quota value of SEK 0.15.

Items (A)–(B) constitute a combined proposal and are resolved upon as one resolution and are mutually conditioned on each other. The resolution is also conditioned upon that the general meeting resolves to approve the board of directors resolution on a rights issue of ordinary shares in accordance item 10 on the agenda, entailing an increase of the share capital attributable to newly issued shares by at least SEK 40,116,288.80, is registered with the Swedish Companies Registration Office.

The board of directors, the CEO, or the person appointed by the board of directors or the CEO, shall have the right to make such minor amendments to all resolutions in items (A)–(B) that may be necessary in connection with the registration of such resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB.

The board of directors' statement pursuant to Chapter 20 Section 13 fourth paragraph of the Swedish Companies Act

The reduction is implemented so that the board of directors' resolution, with subsequent approval by the general meeting, on an issue of ordinary shares with pre-emption rights for existing shareholders will not result in the Company's share capital or restricted equity becoming disproportionately high. Since neither the share capital nor the restricted equity will decrease in relation to what it was at the time of the resolution, the Company may implement the reduction resolution without permission from the Swedish Companies Registration Office or a general court.

Resolution on adoption of new articles of association (item 9)

The board of directors proposes that the general meeting resolves to amend the articles of association, whereby the limits for the share capital and number of shares in the articles of association are amended (other parts are proposed to remain unchanged):

Current wording	Proposed wording
4 § Share capital and shares	4 § Share capital and shares
The share capital shall not amount to not less than fifteen million (15,000,000) SEK and not more than sixty million (60,000,000) SEK. The number of shares shall be not less than one hundred million (100,000,000) and not more than four hundred million (400,000,000).	The share capital shall not amount to less than 17,190,000 SEK and not more than 68,760,000 SEK. The number of shares shall be not less than 114,600,000 and not more than 458,400,000.

The resolution on adoption of new articles of association is conditional upon and subject to the general meeting resolving to approve the board of directors' resolution on a rights issue of ordinary shares under item 10 on the agenda for the general meeting. The purpose of this proposal is to ensure that the limits for the share capital and number of shares are appropriate after the implementation of the rights issue.

The CEO, or the person appointed by the board of directors, shall have the right to make such minor amendments to the resolution that may be necessary in connection with the registration of such resolutions with the Swedish Companies Registration Office.

Resolution on the approval of the board of directors' resolution on an issue of new ordinary shares with pre-emption rights for existing shareholders (item 10)

On 8 October 2025, the board of directors resolved the following resolution (in italics), subject to the approval of the general meeting, on a new issue of ordinary shares with pre-emption rights for existing shareholders (the "**Rights Issue**"). The board of directors proposes that the general meeting approves the board of directors' resolution.

The board of directors' resolves, subject to approval of the general meeting, to increase the Company's share capital with not more than SEK 50,475,512.25 by an issue of not more than 336,503,415 new ordinary shares in accordance with the conditions below.

- 1. The right to subscribe for ordinary shares with pre-emption rights shall belong to those who, on the record date for the rights issue, are recorded as shareholders of the Company, where one (1) share shall entitle to three (3) subscription rights. [\[1\]](#) One (1) subscription right entitles to subscription of one (1) ordinary share.*
- 2. The shareholders of the Company will have pre-emption rights to subscribe for ordinary shares in proportion to the number of shares they already own as stated above. The board of directors of the Company shall resolve on allocation of ordinary shares in accordance with the following order: (i) firstly allocation shall be made to those who have subscribed for ordinary shares with subscription rights, regardless of whether they were shareholders on the record date or not; (ii) secondly allocation shall be made to those who have subscribed for ordinary shares without the support of subscription rights and in the event that allotment to these cannot be made in full, allotment shall be made pro rata in relation to the total number of ordinary shares that the subscriber has applied to subscribe for, and (iii) finally, in case the rights issue is not subscribed up to the underwritten amount, the guarantors that have entered into guarantee*

commitments shall subscribe for the outstanding number of ordinary shares, up to the underwritten amount and up to each guarantor's respective committed amount, and in the event that allotment to such guarantors cannot be made in full in relation to their respective committed amount, allotment of ordinary shares shall be made pro rata in relation to each guarantor's respective committed amount. To the extent that allotment at any stage according to the above cannot be made pro rata, allotment shall be made by drawing lots.

3. *The record date for participation in the new issue of shares shall be 13 November 2025.*
4. *The subscription price for each ordinary share shall be SEK 0.45.*
5. *The resolution on the share issue requires amendment of the articles of association.*
6. *Subscription of new ordinary shares with subscription rights shall be made during the period from and including 17 November 2025 up to and including 2 December 2025 by simultaneous cash payment. Subscription of new ordinary shares without subscription rights shall be made during the same period on a certain subscription list. Payment for new ordinary shares which are subscribed for without subscription rights shall be made by cash no later than two (2) banking days after information regarding allotment of ordinary shares has been sent. The board of directors shall have the right to extend the subscription and payment period.*
7. *Subscription, as concerns possible subscription by issue guarantors, shall be made on a certain subscription list no later than two (2) banking days after the stated subscription period in item 6 above. Payment for such ordinary shares that are subscribed for and allotted shall be made by cash no later than on the two (2) banking day after the contract note has been sent, on which the allotted ordinary shares are set out. The board of directors shall have the right to extend the subscription and payment period.*
8. *The new ordinary shares entitle to dividends for the first time on the first record date for dividend that takes place after the issue of new ordinary shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.*
9. *The premium for the ordinary shares shall be transferred to the unrestricted premium reserve.*
10. *The CEO, or the person appointed by the board of directors, shall have the right to make the minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

The resolution to approve the board of directors' resolution on the rights issue of ordinary shares is subject to and conditional upon the general meeting resolving to adopt new articles of association under item 9 on the agenda for the general meeting. The resolution is also conditional upon the general meeting resolving in accordance with item 8 on the agenda and the resolution under item 8 on the agenda being registered with the Swedish Companies Registration Office.

Resolution to authorize the board of directors to resolve on issues new ordinary shares in case of over-allotment in the rights issue (item 11)

In light of the below, the board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors, for the period until the end of the next annual general meeting, on one or more occasions and with deviation from the shareholders' pre-emption rights, to resolve on issues of ordinary shares to enable over-allotment in the Rights Issue (the "**Over-Allotment Issue**"). This authorization may only be exercised if the Rights Issue is fully subscribed and the Overallotment Issue may amount to a maximum of SEK 20 million.

In addition to its guarantee commitment Hallberg Management AB ("**Hallberg**") has undertaken

to subscribe, directly or indirectly through an endowment insurance) for shares without pre-emption rights in the Rights Issue corresponding to a total amount of SEK 20 million. No compensation is paid for the subscription commitment (the "**Subscription Commitment**"). A prerequisite for the entering into the Subscription Commitment is that full allotment for the Subscription Commitment also takes place in the event that the Rights Issue is fully subscribed. Pursuant to the terms of the Subscription Commitment, the board of directors shall therefore resolve on the Over-Allotment Issue if the Rights Issue is fully subscribed, provided that the general meeting authorizes the board of directors to resolve on the Over-Allotment Issue. Furthermore, the terms and conditions of the Over-Allotment Issue shall be the same as in the Rights Issue. The subscription price in the Over-Allotment Issue will thus correspond to the subscription price in the Rights Issue.

The board of directors intends to make a resolution under this authorization if the Rights Issue is subscribed to such an extent that Hallberg is not allotted its full commitment of SEK 20 million in the Rights Issue. Hallberg's subscription in the Over-Allotment Issue will thus be determined by the difference between its total commitment of SEK 20 million and its actual allotment in the Rights Issue.

The purpose of the Over-Allotment Issue and the reason for the deviation from the shareholders' pre-emption rights is as follows. The Over-Allotment Issue ensures full allotment to the investor who has entered into a subscription commitment without pre-emption rights and without compensation in the Rights Issue. The board of directors sees the possibility of obtaining additional financing as an attractive opportunity to raise capital and has made an overall assessment and carefully examined the possibility of raising additional capital without deviating from the shareholders' pre-emption rights. In doing so, the board notes the challenging times for biotech companies to raise capital. Furthermore, if the Rights Issue is fully subscribed, a potential Over-Allotment Issue will allow the Company to benefit from the work done and the investor interest that could not be met in connection with the Rights Issue. Through the Over-Allotment Issue, the Company can thus take advantage of the opportunity to strengthen the Company's shareholder base and provide the Company with additional capital in a timely and cost-effective manner. The board of directors further notes that the Subscription Commitment has formed the basis for the guarantor consortium for the Rights Issue and assesses that the Subscription Commitment has been decisive for the Company's ability to procure an guarantor consortium on the terms now agreed and thus for the Company's ability to successfully carry out the Rights Issue.

The terms of the subscription commitment have been negotiated between the Company and Hallberg at arm's length and taking into account the prevailing market conditions and other investor dialogues. The board of directors' assessment is that the terms of the Subscription Commitment and the Over-Allotment Issue reflect the actual investor interest shown for the Company in the investor dialogues that preceded the Rights Issue. The Subscription Commitment from Hallberg has also entailed that the Company's costs for guarantee commitments have been reduced, which means that the Company can utilize a larger part of the proceeds from the Rights Issue.

Upon an overall assessment and after careful consideration, the board of directors considers it justified and in the interest of the Company and the shareholders to deviate from the main rule

on the shareholders' pre-emption rights and that the terms and conditions for a potential Over-Allotment Issue including the subscription price under this authorization are in line with market conditions.

The board of directors, the CEO or the person appointed by the board of directors or the CEO are authorized to make such minor adjustments to the resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Resolution on adoption of new articles of association (item 12)

The board of directors proposes that the general meeting resolves to amend the articles of association, whereby the limits for the share capital and number of shares in the articles of association are amended (other parts are proposed to remain unchanged):

Current wording	Proposed wording
4 § Share capital and shares	4 § Share capital and shares
The share capital shall not amount to less than 17,190,000 SEK and not more than 68,760,000 SEK. The number of shares shall be not less than 114,600,000 and not more than 458,400,000.	The share capital shall not amount to less than 60,000,000 SEK and not more than 240,000,000 SEK. The number of shares shall be not less than 400,000,000 and not more than 1,600,000,000.

The resolution on adoption of new articles of association is conditional upon and subject to the general meeting resolving to approve the board of directors' resolution on a rights issue of ordinary shares under item 10 on the agenda for the general meeting. The purpose of this proposal is to ensure that the limits for the share capital and number of shares are appropriate after the implementation of the rights issue.

The CEO, or the person appointed by the board of directors, shall have the right to make such minor amendments to the resolution that may be necessary in connection with the registration of such resolutions with the Swedish Companies Registration Office.

Number of shares and votes

As of the date of this notice, the total number of shares in the Company amounts to 114,617,968, of which 112,167,805 are ordinary shares and 2,450,163 are class C shares, with a total number of votes of 112,412,821,3. The Company's holding of own shares amounts to 2,450,163 class C shares. The Company may not vote for its own shares.

Majority requirements

Resolutions pursuant to items 8, 9, 11 and 12 above is valid only when supported by shareholders holding not less than two-thirds of both the votes cast and of the shares represented at the general meeting.

Documentation

The board of directors' complete proposal and other documents in accordance with the Swedish Companies Act will be kept available at the Company and on the Company's website in accordance with the Swedish Companies Act. The documents will be sent upon request and free of charge to shareholders who provide their postal address. The documents will also be available at the extraordinary general meeting.

Information at the extraordinary general meeting

Shareholders are reminded of their right to, at the extraordinary 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.

Stockholm in October 2025

Medivir AB (publ)

The Board of Directors

[1] *Shares held by the company do not entitle to participation in the rights issue.*

For additional information, please contact;

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About Medivir

Medivir develops innovative drugs with a focus on cancer where the unmet medical needs are high. The drug candidates are directed toward indication areas where available therapies are limited or missing and there are great opportunities to offer significant improvements to patients. Medivir is focusing on the development of fostroxacitabine bralpamide (fostrox), a drug candidate designed to selectively treat cancer cells in the liver and to minimize side effects. Collaborations and partnerships are important parts of Medivir's business model, and the drug development is conducted either by Medivir or in partnership. Medivir's share (ticker: MVIR) is listed on Nasdaq Stockholm's Small Cap list. www.medivir.com.