



Notice of Extraordinary General Meeting of Medivir AB (publ)

The shareholders in Medivir AB are hereby summoned to the Extraordinary General Meeting on Thursday 2 February 2017 at 2.00 p.m. at Konferenscentret 7A Strandvägen, Strandvägen 7, 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 27 January 2017, and (b), notify the company of their intention to participate in the meeting not later than Friday 27 January 2017 in writing to Medivir AB, Blasieholmsgatan 2, SE-111 48 Stockholm, Sweden. Such notification may also be made by telephone +46 (0)8-5468 31 00, by e-mail to enter@medivir.se or via the company's web site at 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 26,966,037 shares outstanding in the company, whereof 606,358 series A shares and 26,359,679 series B shares corresponding to an aggregate of 32,423,259 votes. The company holds, following delivery of shares within the scope of Medivir's incentive program, which is intended to take place in the coming days, 11,413 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, 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 27 January 2017, 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 share capital for repayment to the shareholders, and
 - b. 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 – b and it is proposed that all resolutions are to be passed as one resolution. Thus, the resolutions under items 6 a - b 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 share capital for repayment to the shareholders (item 6 a)

The Board of Directors proposes that the general meeting resolves to reduce the company's share capital with a maximum of SEK 39,273,057.856234 for repayment to the shareholders. The reduction is to be effected by redemption of a maximum of 6,738,655 shares, whereof 151,589 series A shares and 6,587,066 series B shares, each share with a quota value of approximately SEK 5.83. The reduction is made by way of repayment to the shareholders with a maximum amount of SEK 869,286,495. The possible redeemable number of shares is based on the total number of shares in the company reduced by any treasury shares.

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. Four (4) redemption rights entitle to redemption of one (1) share of the same share class. The company shall pay an amount of SEK 129 for each share redeemed. The redemption proceed per share will exceed the quota value of the share by approximately SEK 123.17. 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 2016.

Record day for receiving redemption rights is 9 February 2017. The application period for redemption will commence on 14 February 2017 and runs up to, and including, 28 February 2017. Customary trading with redemption rights and redemption shares in respect of series B shares will be arranged.

After effecting the share capital reduction, the share capital of the company will be a minimum of SEK 117,885,712.143766, distributed among not less than 20,227,382 shares, whereof not less than 454,769 series A shares and not less than 19,772,613 series B shares, each share with a quota value of approximately SEK 5.83.

According to the latest Annual Report, the amount available under Chapter 17, Section 3, first paragraph of the Companies Act is SEK 1,165,038,322. The amount was adopted at the Annual General Meeting on 3 May 2016. No resolutions on value transfers have been passed thereafter.

Bonus issue without issuance of new shares (item 6 b)

The Board of Directors proposes that the general meeting resolves on a bonus issue whereby the share capital is increased with SEK 39,273,057.856234 by the transfer of funds from unrestricted equity (according to the balance sheet adopted by the Annual General Meeting 2016). 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 157,158,770, distributed among not less than 20,227,382 shares, whereof not less than 454,769 series A shares and not less than 19,772,613 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, Medivir AB, Blasieholmsgatan 2, SE-111 48 Stockholm, Sweden, and on 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, January 2017

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The Board of Directors