

## NOTICE

### of Annual General Meeting in Ortivus AB on 19<sup>th</sup> of April 2013

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Notice is hereby given of the Annual General Meeting (AGM) with the shareholders of Ortivus AB (publ), 556259-1205, on Friday 19<sup>th</sup> of April 2013 at 1300 hours at the company's premises at Karlsrovägen 2 D in Danderyd.

#### **Right to participate in the Meeting**

Shareholders wishing to participate at the AGM must:

- be entered in the register of shareholders kept by Euroclear Sweden AB as per Saturday 13<sup>th</sup> of April 2013, and
- have notified the company of their attendance not later than 1600 hours on Monday 15<sup>th</sup> of April 2013 by telephone +46 8 446 45 00 to Jeanette Elm or e-mail [info@ortivus.com](mailto:info@ortivus.com). When notifying the company, please state your name, personal identity or registration number, number of owned shares, contact information and details about representatives or assistants (no more than two) if any.

#### **Representatives, power of attorney, etc.**

Representatives of shareholders must bring power of attorney in original to the meeting. Form for power of attorney will be available on the company's home page [www.ortivus.com](http://www.ortivus.com) or from the company. Representatives for legal entities should bring documents such as certificate of registration, power of attorney etc.

#### **Nominee-registered shares**

Shareholders whose shares are nominee-registered must also request a temporary entry in the register of shareholders kept by Euroclear Sweden AB in order to be entitled to participate in the meeting. Shareholders must notify the nominee about this well before Friday 12<sup>th</sup> of April 2013 in order to be taken into account in the transcript of the register of shareholders made by Euroclear Sweden AB as per Saturday 13<sup>th</sup> of April.

#### **Proposed agenda**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Drafting and approval of voting list
4. Approval of the Board's proposed agenda

5. Appointment of persons to approve the minutes
6. Determination whether the meeting has been duly convened
7.
  - a) Statement by the Managing Director
  - b) Statement by the Chairman regarding the Board's work
  - c) Statement by the company's accountant
  - d) Presentation of annual report with accounting report along with annual report for the group
8. Decisions regarding
  - a) determination of the annual report for the company and the group,
  - b) disposition of the result according to the annual report, and
  - c) discharge from liability for the Board and the Managing Director
9. Report from the Nomination Committee regarding its work
10. Determination of the number of Board members and accountants
11. Decision regarding fees for the Board members and the accountants
12. Election of Board members and Chairman of the Board
13. Election of accountant/s
14. Decision regarding principles for appointing Nomination Committee for the next AGM
15. Decision regarding guidelines for compensation to the management
16. Other items
17. Closing of the meeting

### **The Board's proposal**

#### *Item 8 b); Dividend*

The Board proposes that no dividend be paid out for the financial year 2012.

#### *Item 15; Decision regarding guidelines for compensation to the management*

The Board proposes that the same guidelines for compensation to the management as were approved at the AGM 2012 be approved by the AGM 2013 to be valid up until the end of the AGM 2014. The Board's proposal is available from the company (address above) and may be found on the company's homepage ([www.ortivus.com](http://www.ortivus.com)).

### **Proposal from the Nomination Committee**

The Nomination Committee for the AGM 2013 consists of Nils-Arne Eriksson (Chairman), Peter Edwall, Laurent Leksell and the chairman of the Board Crister Stjernfelt. The complete proposal from the committee, the report from their work and the motivation for proposed

Board members are available from the company (address above) and may be found on the company's homepage ([www.ortivus.com](http://www.ortivus.com)). The Nomination Committee proposes the following regarding items 2 and 10-14:

*Item 2; Election of Chairman at the meeting*

The Nomination Committee proposes that the lawyer Sven Rasmusson is appointed Chairman of the meeting.

*Item 10; Determination of the number of Board members and the number of accountants*

The Nomination Committee proposes that the number of Board members until the next AGM should be 4 (last year 4) with no deputies (last year 0). The number of accountants is proposed to be an auditing firm with one head accountant.

*Item 11; Determination of fees to the Board and the accountant*

The Nomination Committee proposes that the fee to the Board be totally SEK 880,000 (last year SEK 880,000) with SEK 400,000 to the Chairman (last year SEK 400,000) and SEK 160,000 to each of the other members not employed in the company. No extra fee will be paid for advisory committee work. The fee to the auditors is proposed to be paid according to reasonable and approved invoice.

Provided there will be no financial consequences for the company, the Board members may invoice their fees with addition for social costs and VAT according to law.

*Item 12; Election of Board members and Chairman of the Board*

The Nomination Committee proposes re-election of Anna Söderblom, Peter Edwall, Crister Stjernfelt and Jon Risfelt. The Committee proposes that Crister Stjernfelt is appointed Chairman of the Board. Information of the Board members may be found at the company's homepage ([www.ortivus.com](http://www.ortivus.com)).

*Item 13; Election of accountant*

The Nomination Committee proposes re-election of the auditing firm KPMG AB in Stockholm for a period until the AGM 2014 in accordance with the regulations of the Swedish Companies Act. It is noted that KPMG AB has proposed that the chartered accountant Åsa Virén Linder be appointed head accountant.

*Item 14; Decision regarding principles for appointing Nomination Committee for the next AGM*

The Nomination Committee of Ortivus proposes that the AGM decides to appoint a Nomination Committee for the AGM 2014 as follows.

The Chairman of the Board will be assigned to contact the three largest shareholders in the company according to Euroclear Sweden's share register on 30<sup>th</sup> of September 2013 and ask them if they wish to appoint a member of the Nomination Committee for the AGM 2014. If such shareholder does not appoint a member, the fourth largest shareholder will be asked, and so on. The members appointed this way will, with the Chairman of the Board as convener, constitute the Nomination Committee. The Committee will appoint a chairman within itself. The names of the members of the Committee will be published no later than six (6) months before the AGM 2014. The Committee will follow and fulfill the tasks which follow from the company management code and propose the process of appointing a new Nomination Committee for the next AGM.

Should a shareholder who has appointed a member to the Nomination Committee sell a substantial part of his shares before his assignment has been completed, the member appointed by the shareholder, if the Committee decides so, will resign and be replaced by a new member appointed by the shareholder next in size at the time and not already represented in the Committee. Should a member of the Committee cease to represent the shareholder who appointed him or resign from the Committee before his assignment has been completed, such member will, if the Committee decides so, be replaced by a new member appointed by the shareholder. Should the registered ownership conditions significantly alter in any other way before the assignment of the Committee has been completed, the composition of the Committee will, if the Committee decides so, be changed according to the above principles.

The length of office for the appointed Nomination Committee shall run until a new Nomination Committee has been formed.

The members of the Committee will receive no compensation except for direct costs in connection with the assignment. When needed the company will however be responsible for external costs necessary for the Committee to carry out its assignment.

#### **Documents etc.**

The annual report and the auditor's report will be available at the company (address see above) and at the company's homepage [www.ortivus.com](http://www.ortivus.com) at the latest three weeks before the AGM. Copies of mentioned documents will be sent to those shareholders who request this and give their address.

Documents referred to in this notice are only available in Swedish, but for information in English, please contact Jeanette Elm by telephone 46 8 446 45 00.

According to chapter 7, section 32, of the Swedish Companies Act, the Board and the Managing Director, if a shareholder requests it and the Board deems it may be done without harming the company, will inform the meeting regarding circumstances that may affect the evaluation of an item on the agenda, circumstances which may affect the evaluation of the financial situation of the company or its subsidiaries, and also the company's relation to another company in the group. A question may be put in advance in the same manner as notice of participation above.

The number of shares in the company at the time of this notice is 20,708,188, of which 1,108,455 are A shares and 19,599,733 are B shares, corresponding to a total of 30,684,283 votes.

Danderyd in March 2013  
Ortivus AB (publ)  
The Board of Directors