

N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

The Nomination Committee's proposals and reasoned statement for the annual general meeting 2022 in XVIVO Perfusion AB (publ)

The Nomination Committee of XVIVO Perfusion AB (publ) ("XVIVO" or the "Company") ahead of the annual general meeting 2022 ("AGM") consists of Henrik Blomquist (appointed by Bure Equity AB), Chairman, Thomas Ehlin (appointed by Fjärde AP-fonden), Caroline Sjösten (appointed by Swedbank Robur Fonder AB) and Gösta Johannesson (Chairman of the Board of Directors).

Shareholders representing approximately 32 per cent of the total number of outstanding shares and votes in the Company are behind the Nomination Committee's members.

Shareholders have been able to submit proposals to the Nomination Committee according to the instructions on the Company's webpage. No such proposals have been submitted.

The Nomination Committee's proposals for the AGM

The Nomination Committee submits the following proposals to the AGM 2022. The item numbering below relates to the agenda in the convening notice for the AGM.

Item 2 – Chairman of the AGM

The Nomination Committee proposes that Anders Strid, lawyer at Advokatfirman Vinge, is appointed Chairman at the AGM.

Item 9 – Determination of the number of Board members and deputies, auditors and deputy auditors

The Nomination Committee proposes that the Board shall consist of six (6) ordinary members without deputies.

The Nomination Committee proposes that a registered accounting firm be appointed as auditor.

Item 10 – Election of Board members

The Nomination Committee proposes that Gösta Johannesson, Camilla Öberg, Lena Höglund, Lars Henriksson and Yvonne Mårtensson are re-elected, and new election of Göran Dellgren as members of the Board of Directors. All elections for the period until the end of the next annual general meeting.

Folke Nilsson has declined re-election of his Board assignment.

The Nomination Committee has announced that an additional election of another Board member may be proposed prior to the annual general meeting.

Information regarding the proposed new Board member

Göran Dellgren, born 1961

Background: Göran Dellgren is a thoracic surgeon and a leader in research and development in transplantation nationally and internationally for the past 15 years. Göran's current role is as Professor of Thoracic Surgery at Sahlgrenska Hospital and Chairman of Department of Surgery at Blekinge Hospital. Before that Director of heart and lung transplantation at the Transplant Institute at Sahlgrenska Hospital. Göran Dellgren has and has had several assignments, including as chairman of the Swedish Association for Cardiothoracic Surgery, President of the European Society for Heart

and Lung Transplantation (ESHLT) and as Director of the International Society for Heart and Lung Transplantation (ISHLT).

Shareholding in XVIVO Perfusion AB: -

Ownership: - %

Voting rights: - %

Göran Dellgren is independent in relation to the company and its management as well as in relation to major shareholders.

Further information about the Board members proposed for re-election can be found on the Company's website, www.xvivoperfusion.com.

Item 11 – Election of the chairman of the Board of Directors

The nomination committee proposes that Gösta Johannesson be re-elected as Chairman of the Board of Directors.

Item 12 – Election of auditor

The Nomination Committee proposes that, for the period until the end of the next annual general meeting, the registered accounting firm KPMG AB be re-elected as auditor. In the event that KPMG AB is re-elected, the Nomination Committee notes that KPMG AB has informed that public accountant Daniel Haglund will be appointed as auditor in charge.

Item 13 – Fees to the Board of Directors and the auditor

Amount from previous year in () for comparison

The Nomination Committee proposes that remuneration to the Board shall be paid with SEK 440,000 to the Chairman of the Board (400,000), SEK 220,000 to each of the other members of the Board (200,000), SEK 75,000 to the Chairman of the Audit Committee (75,000), SEK 75,000 to the Chairman of the Remuneration Committee (75,000), and SEK 40,000 to each of the other members of these committees (40,000).

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

Principles for appointment of members of the Nomination Committee

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

The Nomination Committee's reasoned statement

The Nomination Committee has held seven meetings during 2021/2022 where all members were present. The Nomination Committee has evaluated the Board's work, among other things, by way of the Nomination Committee conducting individual discussions with each Board member. In preparing the proposals for the Board, the Nomination Committee has worked on the basis of the requirements that the Company's operations, development and other conditions place on the Board's overall competence, experience and background. The Nomination Committee has also discussed with the Board the importance of the Company conducting a measured and developed sustainability work.

The Nomination Committee is of the view that it has a good overview of the Board of Directors' work. The conclusion is that the Board of Directors functions well and is composed of individuals with qualifications that meet the strategic and operational requirements imposed on the Company. The Nomination Committee is of the opinion that the Board members complement each other well as regards qualifications and experience and that the work of the Board is conducted efficiently and professionally. The Nomination Committee's assessment is that the Board members have the time and availability required to perform their duties. Moreover, diversity and gender equality perspectives have been discussed as it is the opinion of the Nomination Committee that they are of importance in the Board composition. The long-term objective is that the Board of Directors shall be composed of members of different age, gender, geographical origin and with a diversified academic and professional background.

The Nomination Committee has reviewed all matters that the Nomination Committee shall review according to the Swedish Code of Corporate Governance, including (a) the Board of Directors' competence and ability in relation to the Company's operations and development, (b) the size of the Board of Directors, (c) the composition of the Board of Directors with respect to the Board members' experience, gender and background, (d) the fees to the members of the Board of Directors, (e) proposals for election of auditor and auditor fees, as well as (f) how the Nomination Committee for the annual general meeting 2022 shall be appointed. The Nomination Committee has applied the provisions of rule 4.1 of the Swedish Corporate Governance Code as diversity policy.

Provided that the AGM resolves in accordance with the Nomination Committee's proposal, three out of six Board members will be female. The Nomination Committee notes that the proposed Board meets the target of an equal gender board representation as set out in the Swedish Corporate Governance Code.

The Nomination Committee's assessment is that the proposed Board, which is comprised of six members, is appropriate in consideration of the Company's operations, current stage of development and general state of affairs. Further to its assessment of the proposed Board members' independence, it is the view of the Nomination Committee that the proposed Board of XVIVO meets the independence requirements set forth by the Swedish Corporate Governance Code.

Gothenburg in March 2022

The Nomination Committee of XVIVO Perfusion AB (publ)