



Bulletin from the Annual General Meeting on 20 May 2025 in Diagonal Bio AB

Today, on 20 May 2025, the Annual General Meeting of Diagonal Bio AB was held. A summary of the adopted resolutions follows below.

Resolution on adoption of the accounts and appropriation of profit

The Annual General Meeting resolved to adopt the income statement and the balance sheet. The Annual General Meeting also resolved to dispose of the company's profit in accordance with the board's proposal, meaning that no dividend will be paid and that available funds will be carried forward.

Discharge from liability for the members of the board of directors and the CEO

The Annual General Meeting resolved to discharge the members of the board and the CEO from liability for the financial year 2024.

Election and remuneration of the board of directors and auditor

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, to re-elect Kerstin Jakobsson, Edvard Hall and Kushagr Punyani as members of the board, and to re-elect Kerstin Jakobsson as chairman of the board.

The Annual General Meeting further resolved, in accordance with the nomination committee's proposal, that remuneration shall be paid with five price base amounts to the chairman of the board and with two price base amounts to each ordinary board member. Fees to the auditor shall be paid according to an approved invoice in accordance with customary billing standards.

The Annual General Meeting finally resolved, in accordance with the nomination committee's proposal, to elect Nawras Hussein, Resursgruppen Revision & Rådgivning AB, as auditor.

Resolution on amendment of the Articles of Association

The Annual General Meeting resolved, in accordance with the board of directors' proposal, to amend the Articles of Association. The amendment entails that § 4 and § 5 are amended so that the limits for the company's share capital shall be a minimum of SEK 4,100,000 and a maximum of SEK 16,400,000 and that the limits for the number of shares shall be a minimum of 1,200,000,000 and a maximum of 4,800,000,000.

Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants

The Annual General Meeting resolved in accordance with the proposal from the board of directors to implement an employee option program. The purpose of the employee option program is to ensure long-term commitment to the company through a remuneration system linked to the company's future value growth, which means common interests and goals for the company's shareholders and participants. The intention is that the employee stock options issued within the framework of the employee stock option programme shall meet the conditions in Chapter 11a of the Swedish Income Tax Act (1999:1229) and thus constitute and be taxed as so-called qualified employee stock options.

The employee option program shall comprise a maximum of 37 576 248 employee options. Each option entitles the holders a right to acquire one new share in the company against cash consideration at an exercise price amounting to 300 per cent of the volume weighted average share price of the company's share on NGM Nordic SME during ten trading days immediately prior to the publishing of the first quarterly report of 2025. Allotted options will vest in full on the date that falls three years after the date of grant, provided that the participant is then still employed by the company. The holders can exercise employee stock options during the period from the time they have vested up to and including 31 August 2028.

In order to enable the company's delivery of shares under the employee option program, the Annual General Meeting further resolved on a directed issue of a maximum of 37,576,248 warrants to the company. In addition, the Annual General Meeting resolved to approve that the company may transfer warrants to the participants in the employee option program (or to a financial intermediary assisting with the delivery of shares to the participants).

Resolution on authorizing the board of directors to issue new shares

The Annual General Meeting resolved to authorize the Board of Directors to, on one or more occasions, with or without deviation from the shareholders' preferential rights, resolve on the issue of shares, warrants and/or convertibles. The total number of shares that may be issued (alternatively through conversion of convertibles and/or exercise of warrants) shall in total amount to a maximum of 20 percent of the company's outstanding shares as of the date on which the issue authorization is exercised for the first time. To the extent that the issue is made with deviation from the shareholders' preferential rights, the issue shall be made on market terms.

Lund, 20 May 2025

Diagonal Bio AB (publ)

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This information was submitted for publication, through the agency of the contact person set out below, at [14.00] CEST on 20 maj 2025.

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