

Bulletin from Annual General Meeting in BICO Group AB (publ)

The following resolutions were passed at the Annual General Meeting (the “AGM”) of BICO Group AB (publ) (“BICO” or the “Company”) held today on 8 May 2025 in Gothenburg, Sweden.

Adoption of Income Statement and Balance Sheet for the Financial Year 2024 and Discharge from Liability

The AGM adopted the income statements and the balance sheets for the Company and the group for the financial year 2024. The members of the Board of Directors and the CEOs were discharged from liability for the financial year 2024.

Allocation of Profits

The AGM resolved that no dividend be paid for 2024 and that the profits shall be carried forward.

Election of Board Members, Auditors, Fees to the Board of Directors and Auditors

The AGM resolved that the number of members of the Board of Directors shall be eight without deputies and that the number of auditors shall be one registered accounting firm.

Rolf Classon, Alexandra Gatzemeyer, Bengt Sjöholm, Susan Tousi and Christian Wildmoser were re-elected as members of the Board of Directors. Further, Susanne Lithander, Maria Rankka and Johan Westman were elected new members of the Board of Directors. Rolf Classon was re-elected as Chairman of the Board of Directors. The members of the Board of Directors, Ulrika Dellby and Helena Skåntorp, had announced that they were not available for re-election. The registered audit firm Deloitte AB was re-elected as auditor of the Company, with Åsa Löfqvist as auditor-in-charge.

The AGM further resolved that fees to members of the Board shall be paid with SEK 750,000 to the Chairman of the Board, SEK 325,000 to each of the other members of the Board, SEK 175,000 to the Chairman of the Audit Committee, SEK 85,000 to each of the other members of the Audit Committee, SEK 70,000 to the Chairman of the Remuneration Committee, and SEK 40,000 to each of the other members of the Remuneration Committee. The AGM further resolved that the remuneration to the auditor shall be paid in accordance with approved statement of costs.

Adoption of principles for the appointment of the Nomination Committee

The AGM resolved to adopt the principles for the appointment of the Nomination Committee, adopted by the Annual General Meeting 2024, unchanged.

Approval of the Board’s remuneration report

The AGM resolved to approve the Remuneration Report for the financial year 2024 that has been prepared by the Board of Directors.

Resolution on guidelines for remuneration to executive management

The AGM resolved, in accordance with the Board of Directors’ proposal, to adopt guidelines for remuneration to executive management that in principle correspond to the guidelines adopted by the 2024 Annual General Meeting, with the exception of minor clarifications and updates.

Implementation of Warrant Program 2025/2028

The AGM resolved, in accordance with the Board of Directors' proposal, to implement a long-term warrant-based incentive program for key persons in the group residing in Sweden and Switzerland ("**Warrant Program 2025/2028**"). The motives behind the incentive program are, among other things, to align the interests of the key persons with the interests of the shareholders and to be able to recruit and retain key persons.

For the implementation of Warrant Program 2025/2028, it was resolved on (A) an issue of warrants of series 2025/2028:1 to the Company and (B) approval of transfers of warrants of series 2025/2028:1 from the Company to key persons in the group residing in Sweden and Switzerland. A maximum of 400,000 warrants shall be issued within the framework of Warrant Program 2025/2028. The warrants shall be transferred by the Company to the participants in the program at the market value of the warrants, which shall be determined by Öhrlings PricewaterhouseCoopers AB applying the Black & Scholes valuation model. Each warrant entitles the holder to subscribe for one new share of series B in the company at a subscription price corresponding to 150 percent of the volume-weighted average price paid for the Company's share of series B on Nasdaq Stockholm during the period from and including 12 May 2025 up to and including 23 May 2025. Subscription of shares by virtue of the warrants may take place during the period from and including 1 June 2028 up to and including 31 August 2028.

Upon exercise of all 400,000 warrants, the incentive program will result in an increase in the number of shares and votes in the Company by 400,000 and the share capital will increase by SEK 10,000, which corresponds to a dilution of approximately 0.56 percent of the outstanding number of shares at the time of the notice, and approximately 0.47 percent of the outstanding number of votes, in the Company at the time of the notice.

It was noted that Warrant Program 2025/2028 and Employee Stock Option Program 2025/2028 (as set out below) shall include a maximum of 30 key persons in total. It was further noted that a maximum of 700,000 instruments (warrants and employee stock options) in total shall be offered to key persons within the framework of both programs.

Implementation of Employee Stock Option Program 2025/2028

The AGM resolved, in accordance with the Board of Directors' proposal, to implement a long-term employee stock option-based incentive program for key persons in the group residing in other countries than Sweden and Switzerland ("**Employee Stock Option Program 2025/2028**"). The motives behind the incentive program are, among other things, to align the interests of key persons with the interests of the shareholders and to be able to recruit and retain key persons.

Employee Stock Option Program 2025/2028 shall consist of a maximum 395,000 employee stock options. Each employee stock option entitles the holder to acquire one share of series B in the Company at an exercise price corresponding to 150 percent of the volume-weighted average price paid for the Company's share of series B on Nasdaq Stockholm during the period from and including 12 May 2025 up to and including 23 May 2025. Acquisition of shares by virtue of the employee stock options may take place during the period from and including 1 June 2028 up to and including 31 August 2028. The employee stock options shall be allotted free of charge. Only allotted employee stock options that have been vested may be exercised. Vesting is subject to continued employment in the group and that certain performance targets are met.

To hedge the Company's obligations under Employee Stock Option Program 2025/2028 and related costs, the AGM resolved on an issue of a maximum of 455,000 warrants of series 2025 /2028:2 to the Company and approved that the Company may transfer warrants of series 2025 /2028:2 to participants in Employee Stock Option Program 2025/2028 free of charge in connection with the exercise of the employee stock options, or in another way dispose of the warrants in order to hedge the Company's obligations and costs in relation to Employee Stock Option Program 2025/2028.

If all 455,000 warrants that can be issued are used to deliver shares under Employee Stock Option Program 2025/2028 and to hedge costs for social security contributions, the number of shares and votes in the Company will increase by 455,000 and the share capital will increase by SEK 11,375, which corresponds to a dilution of approximately 0.64 percent of the outstanding number of shares at the time of the notice, and approximately 0.54 percent of the outstanding number of votes, in the Company at the time of the notice.

Authorization for the Board of Directors to resolve on new share issues

The AGM resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to, for the period until the end of the next Annual General Meeting, one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new issue of shares of series B.

The authorization may be used for issues of shares of series B, which may be carried out to finance acquisitions of operations, companies, shares in companies, or rights as cash issues corresponding to a maximum of 10 per cent of the registered share capital of the Company at the time of the meeting's resolution on authorization. Issues under this part of the authorization shall only be made with preferential rights for the Company's shareholders.

In addition, the Board of Directors shall, in connection with acquisitions of operations, companies, shares in companies, or rights, be able to decide on non-cash or set-off issues corresponding to an additional maximum of 10 per cent of the registered share capital of the Company at the time of the meeting's resolution on authorization. Issues under this part of the authorization shall only be made with deviation from the shareholders' preferential rights and only directed at sellers of acquired operations, companies, shares in companies, or rights. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board shall be able to issue shares in the Company to be used as a means of in-kind payment or the right to offset debt.

The total authorization of a maximum of 20 per cent thus presupposes that a maximum of 10 per cent is used for in-kind or offset issues with deviation from the shareholders' preferential rights in connection with acquisitions of operations, companies, or rights and a maximum of 10 per cent is used for cash issues with preferential rights for the Company's shareholders to finance acquisitions as stated above.

The subscription price shall be determined on market terms and conditions.

For further information, please contact:

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The information was submitted for publication, through the agency of the contact person set out above, on May 8, 2025 at 6.15pm CEST.

About BICO

BICO is a lab automation partner and provider of selected workflows to pharma and biotech. With 48,000+ instruments installed in over 65 countries, BICO products, software, and solutions are found in more than 3,500 laboratories, including the world's top 20 pharmaceutical companies, and have been cited in over 11,900 publications. Operating through three business areas – Lab Automation, Life Science Solutions, and Bioprinting – BICO strives towards the vision to enable and automate the life science lab of the future. BICO is listed on Mid-Cap, Nasdaq Stockholm under BICO. www.bico.com

Attachments

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