

Notice to attend the Annual General Meeting in BICO Group AB (publ)

The shareholders in BICO Group AB (publ), reg. no. 559050-5052 (the “Company” or “BICO”), with its registered office in Gothenburg, are hereby invited to the Annual General Meeting on Tuesday 9 May 2023 at 5 PM, at the Company’s premises, Långfilsgatan 9, SE-412 77 Gothenburg.

Right to participate in the Annual General Meeting and notice of participation

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday 28 April 2023, and (ii) no later than Wednesday 3 May 2023 give notice by post to BICO Group AB (publ), AGM 2023, Långfilsgatan 9, SE-412 77 Gothenburg or via e-mail to ir@bico.com. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company’s website, www.bico.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than Monday 8 May 2023.

Participation by advance voting

A shareholder who wishes to participate in the Annual General Meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday 28 April 2023, and (ii) give notice no later than Wednesday 3 May 2023, by casting its advance vote in accordance with the instructions below so that the advance vote is received by BICO Group AB (publ) no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under Participation in the Annual General Meeting at the venue above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the Company’s website www.bico.com. A completed and signed form may be submitted by post to BICO Group AB (publ), AGM 2023, Långfilsgatan 9, SE-412 77 Gothenburg or via e-mail to ir@bico.com. The completed form shall be received by BICO Group AB (publ) not later than Wednesday 3 May 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i. e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the Company's website www.bico.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Friday 28 April 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Wednesday 3 May 2023 are taken into account when preparing the share register.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chairman at the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination as to whether the Annual General Meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group. In connection thereto, a presentation by the Chief Executive Officer.
8. Resolution regarding
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - b. allocation of the company's profits or losses in accordance with the adopted balance sheet,
 - c. discharge of the members of the Board of Directors and the CEO from liability.
9. Determination of the number of members of the Board of Directors, deputies, auditors and deputy auditors.
10. Election of members of the Board of Directors.

The Nomination Committee's proposal:

 - a) Rolf Classon (re-election)
 - b) Ulrika Dellby (re-election)
 - c) Erik Gatenholm (re-election)
 - d) Bengt Sjöholm (re-election)
 - e) Helena Skåntorp (re-election)
 - f) Susan Tousi (re-election)
 - g) Christian Wildmoser (re-election)
 - h) Gerry Mackay (new election)

11. Election of the chairman of the Board of Directors.
The Nomination Committee's proposal:
 - a) Rolf Classon (Chairman) (new election)
 - b) Ulrika Dellby (deputy Chairwoman) (new election)
12. Election of the auditor.
13. Determination of fees for members of the Board of Directors and auditor.
14. Adoption of principles for the appointment of the Nomination Committee and the Nomination Committee's instructions
15. Submission and approval of the Board's remuneration report.
16. Resolution to authorise the Board of Directors to resolve on new share issues.
17. Closing of the Annual General Meeting.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 2, 9, 10, 11, 12, 13 AND 14

The Nomination Committee, consisting of Mats Engström (appointed by Erik Gatenholm), Claes Dinkelspiel (appointed by Héctor Martínez), Malin Björkmo (appointed by Handelsbanken Fonder), Jannis Kitsakis (appointed by Fjärde AP-fonden) and Carsten Browall (Chairman of the Board of Directors), has submitted the following proposals.

Item 2 – Election of Chairman at the Annual General Meeting

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

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

The Nomination Committee proposes that the Board shall consist of eight (8) ordinary members without deputies.

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

Item 10 – Election of members of the Board of Directors

The Nomination Committee proposes that Rolf Classon, Ulrika Dellby, Erik Gatenholm, Bengt Sjöholm, Helena Skåntorp, Susan Tousi and Christian Wildmoser are re-elected, as well as new election of Gerry Mackay as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting.

Carsten Browall has declined re-election.

Information regarding the proposed new Board member

Gerry Mackay, born 1962

Background: Gerry Mackay has extensive experience in life science and brings significant international commercial experience to the Board of Directors of BICO. He is currently a member of Sartorius AG's Executive Board and Head of Marketing, Sales and Services within Lab Products and Services, however it was recently announced that he will step down from this position by 16 June 2023. He was CEO of BioOutsource from 2009 to 2016 and previously held senior roles in sales and marketing, including in the American life science company Millipore. Gerry Mackay is a British citizen. He holds a Bachelor of Science Honors degree in biochemistry and a Masters degree in education from the University of Glasgow.

Shareholding in BICO Group AB: -

Gerry Mackay is independent in relation to the Company and its management but dependant in relation to major shareholders.

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

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

The Nomination Committee proposes new election of Rolf Classon as Chairman of the Board of Directors and new election of Ulrika Dellby as deputy Chairwoman of the Board of Directors.

Item 12 – Election of the auditor

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, the registered accounting firm Deloitte AB be re-elected as auditor. In the event that Deloitte AB is re-elected, the Nomination Committee notes that Deloitte AB has informed that public accountant Åsa Löfqvist will be appointed as auditor in charge.

Item 13 – Determination of fees for members of the Board of Directors and auditor

Amount from previous year in () for comparison

The Nomination Committee proposes that remuneration to the Board shall be paid with SEK 600,000 to the Chairman of the Board (600,000), SEK 400,000 to the deputy Chairman of the Board (-), SEK 250,000 to each of the other members of the Board (250,000), SEK 100,000 to the Chairman of the Audit Committee (100,000), SEK 50,000 to each of the other members of the Audit Committee (50,000), SEK 60,000 to the Chairman of the Remuneration Committee (60,000), and SEK 35,000 to each of the other members of the Remuneration Committee (35,000).

Fees and remuneration as described above shall only be paid to a member of the Board who is not employed by the Company or its subsidiaries.

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

Item 14 – Adoption of principles for the appointment of the Nomination Committee and the Nomination Committee's instructions

The Nomination Committee proposes that the Nomination Committee shall consist of four members appointed by the largest shareholders and that the Chairman of the Board shall not formally be part of the Nomination Committee. However, the Chairman of the Board should normally be co-opted to the meetings of the Nomination Committee. No other changes are proposed regarding the principles for the Annual General Meeting.

The Nomination Committee's complete instructions can be found in the Nomination Committee's proposal.

THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 8B, 15 AND 16

Item 8B – Resolution regarding allocation of the company’s profits or losses in accordance with the adopted balance sheet

The Board of Directors proposes that the funds at the Annual General Meetings’ disposal, SEK 7,230,550,387 shall be carried forward, and, thus, that no dividend shall be paid.

Item 15 – Submission and approval of the Board’s remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Remuneration Report for the financial year 2022 that has been prepared by the Board of Directors.

Item 16 – Resolution to authorise the Board of Directors to resolve on new share issues

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, 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 authorisation may be utilised for new issues of shares of series B, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to a dilution of not more than 10 per cent of the registered share capital in the Company at the time of the issue resolution. The subscription price shall be determined on market terms and conditions. However, in order to enable delivery of shares in connection with a cash issue as described above, this may, if the Board of Directors deems it appropriate, be made at a subscription price corresponding to the quota value of the shares, whereby the issue is directed to an issuing agent that acts as a settlement bank for investors.

Deviation from the shareholders’ preferential rights shall be possible in connection with future investments in the form of acquisitions of operations, companies, shares in companies or otherwise for the Company’s future expansion. If the Board 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 or to in a flexible and cost-efficient manner raise capital to use as means of payment or to continuously adjust the Company’s capital structure.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

MISCELLANEOUS

Special majority requirement

For valid resolutions in accordance with item 16 above, it is required that the proposals be supported by at least two thirds (2/3) of the shares represented and votes cast at the Annual General Meeting.

Number of shares and votes

As per the date of this notice, the total number of outstanding shares in the Company is 70,574,895, of which 1,500,000 are shares of series A, that entitle to ten votes per share, and 69,074,895 are shares of series B, that entitle to one vote per share at the AGM. The Company does not hold any treasury shares.

Documentation

The annual report, the Board of Directors' remuneration report and all other documentation for resolutions are available at the Company's office at BICO Group AB (publ), Långfilsgatan 9, SE-412 77 Gothenburg, and at the Company's website, www.bico.com, no later than three weeks before the Annual General Meeting. Moreover, the Nomination Committee's motivated statement is available at the Company's above address, as well as at www.bico.com, from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the Company of their postal address.

The Board of Directors' proposal in accordance with item 16 above is fully formulated in the convening notice.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to BICO Group AB (publ), AGM 2023, Långfilsgatan 9, SE-412 77 Gothenburg or via e-mail to ir@bico.com.

Processing of personal data

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg in April 2023

BICO Group AB (publ)

The Board of Directors

For further information, please contact:

Jacob Thordenberg, CFO, BICO Group AB

Phone: +46 735 34 88 84

E-mail: jt@bico.com

The information was submitted for publication, through the agency of the contact person set out above, on 4 April, 2023 at 08:30am CEST.

For inquires related to the Annual General Meeting 2023 please contact BICO Investor Relations.

Phone: +46 735 46 57 77

E-mail: ir@bico.com

About BICO

BICO is a leading provider of life science solutions and laboratory automation that enable more efficient development of new treatments with more specificity and less need for animal testing.

The company uses bioconvergence as its operating system, combining advanced technologies with biology to streamline and automate workflows within the pharmaceutical and biopharma industries.

With 32,000+ instruments installed in over 65 countries, BICO products and solutions are found in more than 3,500 laboratories, including the world's top 20 pharmaceutical companies, and have been cited in over 11,000 publications.

Operating through three business areas – Bioprinting, Biosciences and Bioautomation – the BICO Group strives towards the long-term ambition of enabling the reduction the world's organ shortage and speeding up drug development to create the future of life-saving treatments.

BICO is listed on Mid-Cap, Nasdaq Stockholm under BICO. www.bico.com

Attachments

[Notice to attend the Annual General Meeting in BICO Group AB \(publ\)](#)