

## Notice of extraordinary general meeting of BICO Group AB (publ)

**The shareholders of BICO Group AB (publ), reg. no. 559050-5052 (the "Company" or "BICO"), with registered office in Gothenburg, are hereby invited to the Extraordinary General Meeting (the "EGM") on Wednesday November 17, 2021.**

### Information related to advance voting

The EGM will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the EGM. Information about the resolutions adopted at the EGM will be published on the same day as the EGM as soon as the outcome of the vote is finally compiled.

### Notification of advance voting etc.

#### Notification

Shareholders who wish to participate at the EGM shall:

- *firstly*, be entered in the share register maintained by Euroclear Sweden AB no later than on Tuesday November 9, 2021 (for nominee-registered shares, also see "Nominee registered shares" below),
- *secondly*, notify the Company of their intention to participate in the EGM by casting their advance vote in accordance with the instructions under "Advance voting" below so that the advance vote is received by the Company no later than on Tuesday November 16, 2021.

Information submitted in connection with the notification will be computerised and used exclusively for the EGM. See below for additional information on the processing of personal data.

### Nominee-registered shares

Shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name in the Company's share register with Euroclear Sweden AB. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Thursday November 11, 2021, at which time the re-registration must have been made.

### Advance voting

Shareholders may exercise their voting rights at the EGM only by voting in advance, so-called postal voting pursuant to Section 22 of the Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.bico.com](http://www.bico.com). The advance voting form is considered as the notification of attendance to the EGM.

The completed voting form must be received by BICO no later than on Tuesday November 16, 2021. The completed and signed form shall be sent to: BICO Group AB, Arvid Wallgrens backe 20, SE 413 46 Gothenburg, Sweden. A completed form may also be submitted by e-mail and is then to be sent to [ir@bico.com](mailto:ir@bico.com). If the shareholder is a legal entity, a certificate of

incorporation or a corresponding document shall be enclosed to the form. The same applies if the shareholder votes in advance by proxy. 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. Proxy forms for shareholders who wish to vote by mail through proxies will be available on the Company's website.

Further instructions and conditions are included in the form for advance voting.

## **Proposed agenda**

1. Election of a chairman of the meeting
2. Election of one or two persons to attest the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting was duly convened
6. Proposal to resolve to change the numbers of the board members and to elect a new member of the Board of Directors
7. Proposal to resolve to authorise the Board of Directors to resolve on new share issues

## **Proposal for a resolution under items 1, 2, 3, 6 and 7**

### **Item 1 – Election of a chairman of the meeting**

The Board of Directors proposes that the Chairman of the Board, Carsten Browall, or, if he has an impediment to attend, the person proposed by the Board of Directors, is appointed chairman at the EGM.

### **Item 2 - Election of one or two persons to approve the minutes**

The Board of Directors proposes that Veronica Christiansson, or if this person can't attend, the person appointed by the Board, be elected to approve the minutes of the EGM.

### **Item 3 – Preparation and approval of voting list**

The voting list proposed for approval is the voting list drawn up by the Company, based on the EGM's share register and advance votes received, as verified and recommended by the person approving the minutes of the EGM.

### **Item 6 – Proposal to resolve to change the numbers of the board members and to elect a new member of the Board of Directors**

The nomination committee proposes that the Board of Directors shall consist of seven (7) ordinary board members without deputies and that Susan Tousi is, for the period until the end of the next annual general meeting, elected as new member of the Board of Directors of BICO.

Provided that the extraordinary general meeting resolves to elect Susan Tousi as new board member, the Board of Directors will consist of Carsten Browall (Chairman), Aristotelis Nastos, Bengt Sjöholm, Christian Wildmoser, Erik Gatenholm, Helena Skåntorp, and Susan Tousi.

*Information regarding the proposed new board member*

Susan Tousi

Susan Tousi is born in 1969 and holds an MBA degree from the University of Southern California (UCLA), USA and an Honors BS in science engineering from Pennsylvania State University, USA. Susan Tousi has more than 25 years of experience from leadership and business development within American business. Since May 2021, Susan Tousi is Chief Commercial Officer at the American life science company Illumina. Between 2012 and 2021 Susan Tousi was Vice President for Engineering and responsible for Global Product Development at Illumina and before that Corporate Vice president and General Manager of Eastman Kodak's Consumer Inkjet Systems between 2003 and 2012. Prior to joining Kodak, she was an R&D Program Manager for Phogenix Imaging LLC, a joint venture start-up of Hewlett-Packard and Kodak. Susan Tousi also has 10 years of experience from Hewlett-Packard in various managing positions.

Shareholding in BICO: -  
Ownership: 0 %  
Voting rights: 0 %

Susan Tousi is independent in relation to the company and its management as well as in relation to major shareholders.

### **Item 7 – Proposal to resolve to authorise the Board of Directors to resolve on new share issues**

The Board of Directors proposes that the extraordinary general meeting resolves to authorise the Board of Directors, for the period until the end of the next annual general meeting, at one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on a 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 20 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.

Deviations from shareholders' preferential rights should only be possible in connection with acquisitions of operations, companies, participations in companies and other rights associated therewith or for the Company's continued expansion. If the Board of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale should be that the Board quickly and efficiently may issue shares in the Company to be utilised as 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.

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.

The proposal according to this item 7 will, if the extraordinary general meeting resolves to approve it, replace the existing authorisation from the annual general meeting on April 26, 2021, which was utilised by the Board of Directors in connection with the acquisitions of QlInstruments GmbH. The now proposed authorisation is mainly sought to create conditions for the Company to continue its acquisition agenda.

## Miscellaneous

### Majority requirements

For a valid resolution in accordance with item 7 above it is required that the proposal is supported by at least two thirds (2/3) of the shares represented and votes cast at the EGM.

### Number of shares and votes

As per the date of this notice, the total number of outstanding shares in the Company is 62,130,269, of which 1,500,000 are shares of series A, that entitle to ten votes per share, and 60,630,269 shares of series B, that entitle to one vote per share at the EGM. As of the date of this notice the Company holds no treasury shares.

### Access to documents etc.

Information regarding the board member proposed to be newly elected according to item 6 above and the nomination committee's complete proposal with the reasoned statement is available at BICO's website, [www.bico.com](http://www.bico.com). The Board of Director's proposal for resolution pursuant to item 7 above is fully formulated in the convening notice. The shareholders' register for the meeting is made available at the head office of BICO. Proxy forms for shareholders who would like to vote in advance through proxy are available at the Company's website.

### Information at the EGM

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the Company, provide information at the EGM on matters that may affect the assessment of an item on the agenda and of circumstances that may affect the assessment of the Company's or subsidiaries' financial situation or the Company's relation to other companies within the group. A request for such information shall be sent in writing to BICO Group AB (publ), Arvid Wallgrens backe 20, SE-413 46 Gothenburg, Sweden or by e-mail to [ir@bico.com](mailto:ir@bico.com), no later than on Friday November 5, 2021. The information will be made available at the Company's premises and on [www.bico.com](http://www.bico.com) on Wednesday November 10, 2021 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### Processing of personal data

For information on how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Gothenburg in October 2021  
**BICO Group AB (publ)**  
The Board of Directors

**For further information, please contact:**

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Press release  
Gothenburg, Sweden  
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*This information was submitted for publication, through the agency of the contact persons set out above, on October 26, at 15.00 (CEST).*

### **About BICO**

Founded in 2016, BICO (formerly CELLINK) is the leading bio convergence company in the world. By combining different technologies, such as robotics, artificial intelligence, computer science, and 3D bioprinting with biology, we enable our customers to improve people's health and lives for the better.

With a focus on the application areas of bioprinting, multiomics, cell line development, and diagnostics, the company develops and markets innovative technologies that enable researchers in the life sciences to culture cells in 3D, perform high-throughput drug screening and print human tissues and organs for the medical, pharmaceutical, and cosmetic industries. We create the future of health.

The Group's instruments in the field amounts to 25,000, including all the top 20 pharmaceutical companies, are being used in more than 65 countries, and have been cited in more than 9,500 publications. BICO is listed on Nasdaq Stockholm under BICO. [www.bico.com](http://www.bico.com)