

Articles of Association

Articles of Association for BICO AB (publ) (reg. no. 559050-5052).

1§ Name of the company

The company name is BICO AB. The company is a public company (publ).

2§ Registered office

The Board have their seats in Göteborg's municipality.

3§ Object

The company shall acquire, own and manage real-, movable- and intellectual property, and mainly through subsidiaries conduct development, manufacturing and sale of equipment, services, software and reagents for application in areas such as biotechnology, bioinformatics, medical technology, diagnostics and pharmacology and provide intra-group services such as coordinating financing and accounting within the Group and to conduct other business compatible therewith.

§ 4 Share capital and shares

The share capital shall comprise at least SEK 950,000 and at most SEK 3,800,000. The number of shares in the company shall be at least 38,000,000 and at most 152,000,000.

Shares of two classes may be issued, series A and series B. Share of series A shall carry ten (10) votes and share of series B shall carry one (1) vote. A maximum of 1,500,000 shares of series A and a maximum of 150,500,000 shares of series B may be issued.

If the company resolves to issue new shares of two series, series A and series B through a cash issue or a set-off issue, shareholders of series A and series B shares shall have preferential rights to subscribe for new shares of the same series in proportion to the number of shares they previously hold (primary preferential right). Shares not subscribed for with primary preferential rights shall be offered to all shareholders (subsidiary preferential right). Unless the entire number of shares subscribed for due to the subsidiary preferential right can be issued, the shares shall be distributed among the subscribers in proportion to the number of shares they previously hold and, to the extent this cannot be done, by lot.

If the company resolves to issue shares of series A or series B only through a cash issue or set-off issue, all shareholders, regardless of whether their shares are of series A or series B, shall have preferential rights to subscribe for new shares in proportion to the number of shares they previously own.

If the company resolves to issue warrants or convertibles through a cash issue or set-off issue, the shareholders have preferential rights to subscribe for warrants as if the issue were for the shares that may be newly subscribed due to the warrant right respectively preferential rights to subscribe for convertibles as if the issue were for the shares that the convertibles may be exchanged for.

What has been stated above shall not entail any restriction of the ability to resolve on a cash issue or set-off issue with deviation from the shareholders' preferential rights.

In the event of an increase in the share capital through a bonus issue, new shares shall be issued by each series of shares in proportion to the number of shares of the same class that already exist. In doing so, old shares of a certain series of shares shall entitle to new shares of the same series. What has now been said shall not entail any restriction on the possibility of issuing shares of a new series by way of bonus issue, after a necessary amendment to the Articles of Association has been made.

§ 5 CSD-registered company

The company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479)

§ 6 Financial year

The financial year of the company shall be calendar year 1 January – 31 December.

§ 7 Board of Directors

The Board of Directors shall consist of not less than three (3) and not more than eight (8) members, without deputies.

§ 8 Auditor

The company shall have not less than one (1) auditor and not more than one (1) deputy auditor. An authorized auditor or a registered audit company shall be appointed as auditor and, where applicable, as deputy auditor.

§ 9 Notice of a General Meeting

Notice of a General Meeting shall be made by announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by making the notice available on the company's website. It shall further be announced in Dagens Industri that a notice has been made.

§ 10 Notification of participation

Shareholder who wish to participate at a General Meeting must report to the company not later than the date specified in the notice of the meeting. This day may not be Sunday, Public Holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not earlier than fifth weekday before the meeting. If a shareholder wish to be accompanied by advisors at the General Meeting, the number of advisors (maximum two) shall be stated in the notification.

§ 11 External presence at General Meetings

The Board of Directors may resolve that persons not being shareholders of the company shall, on the conditions stipulated by the Board of Directors, be allowed to attend or in any matter follow the discussions at a General Meeting.

§ 12 Matters at the Annual General Meeting

At the Annual General Meeting, the following matters shall be dealt with:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the meeting was duly convened;
6. Presentation of the annual report and the audit report and, where applicable, the consolidated accounts and consolidated accounts;
7. Resolutions regarding adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet;
8. Resolutions regarding allocation of the company's profits or losses according to the adopted balance sheet;
9. Resolutions regarding discharge from liability for the Board of Directors and the CEO;
10. Determination of the number of Board members and auditors and deputy auditors;
11. Determination of fees for the Board of Directors and auditors;
12. Election of the Board of Directors and auditors and deputy auditors;
13. Other matter to be dealt with at the meeting pursuant to the Companies Act (2005:551) or the Articles of Association.

§ 13 Collection of proxies and postal votes

The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).

The Board of Directors may decide, ahead of a General Meeting, that shareholders should be able to exercise their voting rights by post prior to the General Meeting.
