

Notice to attend the Annual General meeting of Diagonal Bio AB

Shareholders in Diagonal Bio AB, 559248-8984, are hereby invited to attend the Annual General meeting on Tuesday, 11th of June, 2024, at 13:00 CET at The Spark, Medicon Village, Scheeleorget 1 Lund.

Right to Participate and Notification

Shareholders who wish to participate at the extraordinary general meeting must:

- be registered as a shareholder in the share register maintained by Euroclear Sweden AB on Friday, May 31st, 2024, and
- notify the company no later than Monday, June 4th, 2024, by email to agm@diagonalbio.com. Notifications can also be made by phone to 070-305 24 88 or in writing to Diagonal Bio AB, Medicon Village, Scheeleorget 1, 223 81 Lund. The notification should include the full name, personal or organizational number, shareholding, address, daytime telephone number, and, where applicable, information about proxies or assistants (maximum 2). The notification should be accompanied, where applicable, by powers of attorney, registration certificates, and other authorization documents.

Nominee-Registered Shares

Shareholders who have had their shares nominee-registered must, in order to be entitled to participate in the general meeting, have the shares registered in their own name, so that the shareholder is registered in the share register maintained by Euroclear Sweden AB on the record date, Friday, May 31st, 2024. Such registration may be temporary (so-called voting registration). Shareholders wishing to register shares in their own name must request such registration according to the respective nominee's routines in time so that the registration by the nominee is made no later than Tuesday, June 4th, 2024.

Proxy, etc.

If a shareholder is to be represented by a proxy, the proxy must bring a written, dated, and by the shareholder signed power of attorney to the meeting. The power of attorney must not be older than one year unless a longer validity period (but no more than five years) has been specified in the power of attorney. If the power of attorney is issued by a legal entity, the proxy must also bring a current registration certificate or equivalent authorization document for the legal entity. To facilitate entry, a copy of the power of attorney and other authorization documents should be attached to the notification to the meeting. Power of attorney forms are available on the company's website www.diagonalbio.com and are sent by post to shareholders who contact the company and state their address.

Number of Shares and Votes

The total number of outstanding shares and votes in the company at the time of this invitation amounts to 400,636,419. The company does not hold any own shares.

Proposed Agenda

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of one or several verifiers of the minutes.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda.
7. Presentation of the annual report and the auditor's report and, if applicable, the consolidated financial statements and the consolidated auditor's report.
8. Resolution regarding
 - a) adoption of the income statement and balance sheet,
 - b) allocation of the company's profit or loss according to the adopted balance sheet,
 - c) discharge from liability for the board members and the CEO.
9. Election of the members of the board of directors, chairperson and auditors.
10. Resolution regarding of remuneration for the board of directors and the auditor.

11. The board's proposal on authorizing the board of directors to issue new shares.
12. Resolution regarding the principles for the appointment of the nomination committee and instructions for the nomination committee's work.
13. Closing of the meeting.

Proposals for resolution:

The Nomination Committee has submitted proposals for decisions under items 2, 9-10, and 12. According to the instructions decided by the Annual General Meeting in 2023, the Nomination Committee has consisted of Peter Nilsson, representative of his own holdings (1,420,000 shares), Andreas Nyberg, representative of his own holdings (927,528 shares), and Kushagr Punyani, representative of his own holdings (1,986,292 shares including holdings through Nested Bio AB). The chairman of the Nomination Committee has been Peter Nilsson.

Election of the chairman of the meeting (Item 2)

The Nomination Committee proposes Kerstin Åkesson Jakobsson to be elected chairman of the Annual General Meeting, or in the event of her absence, the person appointed by the board.

Resolution on the allocation of the company's profit or loss according to the adopted balance sheet (Item 8 b)

The board proposes that the Annual General Meeting allocate the company's results in accordance with the board's proposal in the annual report.

Election of the members of the board, chairperson and auditors (Item 9)

The Nomination Committee proposes re-election of board members Kerstin Åkesson Jakobsson, Edvard Hall, and Kushagr Punyani for the period until the end of the next Annual General Meeting. Kerstin Åkesson Jakobsson is proposed for re-election as the chairman of the board. Karin Wehlin has declined re-election.

The Nomination Committee further proposes, in accordance with the board's recommendation, re-election of the auditing firm Mazars AB for the period until the end of the next Annual General Meeting. The auditing firm has announced that authorized public accountant Jesper Ahlkvist will be the principal auditor.

Resolution regarding of remuneration for the board of directors and the auditor (Item 10)

The Nomination Committee proposes that the board remuneration be set at five (5) price base amounts for the chairman of the board and two (2) price base amounts for each regular board member.

Furthermore, the Nomination Committee proposes that the auditor's remuneration be paid according to an approved invoice in accordance with customary billing standards.

The board's proposal on authorizing the board of directors to issue new shares (Item 11)

The board proposes that the Annual General Meeting authorizes the board, on one or more occasions, to decide on the issuance of shares, warrants, and/or convertibles. The authorization is limited so that the number of shares, after full subscription of new issues, full utilization of warrants, or full conversion, does not increase by more than twenty (20) percent of the number of shares outstanding at the time of this meeting. The authorization shall be valid until the next annual general meeting. Issuances can be made with or without deviation from the shareholders' preferential rights and shall be made at a subscription price assessed by the board to be market-based, subject to customary issue discounts where applicable. The board shall have the right to decide on the detailed terms of each issue. In addition to cash payment, payment may also be made with in-kind contributions or through set-off, or otherwise under certain conditions.

The board, or the person appointed by the board, is authorized to make minor adjustments to the Annual General Meeting's resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office (Bolagsverket).

For a valid resolution, it is required that it is supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Resolution regarding the principles for the appointment of the nomination committee and instructions for the nomination committee's work (Item 12)

The Nomination Committee proposes that the Annual General Meeting resolves not to change the procedures and instructions for the Nomination Committee.

Personal Data

Personal data obtained from the share register maintained by Euroclear Sweden AB, registration for participation in the extraordinary general meeting, as well as information about proxies, representatives, and assistants, will be used for registration, preparation of the voting list for the extraordinary general meeting, and, if applicable, the minutes of the meeting.

Other Information

Complete proposals, documents according to the Companies Act, and proxy forms will be available at the company's office at Medicon Village, Scheeleorget 1, 223 81 Lund, and on the company's website www.diagonalbio.com at least three (3) weeks before the Annual General Meeting and will be sent to shareholders who request it and provide their postal address.

Shareholders have the right to request information in accordance with Chapter 7, Section 32 of the Companies Act (2005:551). Requests for such information should be made in writing to Medicon Village, Scheeleorget 1, 223 81 Lund or by email to agm@diagonalbio.com. The request information will be made available at Diagonal Bio AB, Medicon Village, Scheeleorget 1, 223 81 Lund, and on www.diagonalbio.com, no later than two weeks after the question has been received by the company, unless it is possible to provide the answer earlier at the general meeting. The information will also be sent within the same time frame to the shareholder who requested it and provided their address.

Lund in May 2024
Diagonal Bio AB
THE BOARD