



The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

The Nomination Committee's proposals and reasoned statement for the annual general meeting 2021

1. Background

- 1.1 In accordance with the guidelines adopted by the annual general meeting in Qlife Holding AB ("Qlife" or the "Company") on 20 May 2020, a Nomination Committee has been appointed and announced through a press release on 3 November 2020.
- 1.2 The Nomination Committee has consisted of Søren Skjærbæk (chairman), appointed by PKV Consult IVS, Sören Amund Henriksen, appointed by KMD Ventures A/S, Christian Månsson, appointed by Jimmie Landerman and Mette Gross, chairman of the board of directors.
- 1.3 The Nomination Committee shall represent all shareholders in the Company in the matters that fall under the Nomination Committee's area of responsibility.
- 1.4 The Nomination Committee shall present proposals in the following matters to be presented at the annual general meeting for resolution:
 - (a) chairman of the annual general meeting;
 - (b) the number of board members, elected by the annual general meeting;
 - (c) the chairman of the board of directors and other board members, elected by the annual general meeting;
 - (d) remuneration and other fees to the board members, elected by the annual general meeting, and other members of the board of directors' committees (if applicable);
 - (e) the number of auditors;
 - (f) auditors;
 - (g) remuneration for the auditors;
 - (h) election of the Nomination Committee, alternatively resolution on principles for election of the Nomination Committee, and resolution on instruction and charter for the Nomination Committee; and
 - (i) remuneration to the members of the Nomination Committee (if applicable).

2. The Nomination Committee's work

- 2.1 The Nomination Committee has held 3 meetings and has also had additional contacts.
- 2.2 The Nomination Committee has initially oriented itself with regard to how the work of the board of directors is conducted and how it works, as well as with regard to the Company's strategy and future challenges. The Nomination Committee has furthermore evaluated which competence and experience that the members of the board of directors should possess, which has served as guidance for the Nomination Committee's work.
- 2.3 The chairman of the board of directors has ensured that the Nomination Committee has received relevant information about the board of directors' work during the year.



2.4 The Nomination Committee has found no reason to propose changes to the instruction and charter of the Nomination Committee and the Nomination Committee does not propose any remuneration to the members of the Nomination Committee.

3. The Nomination Committee's proposals

3.1 In summary, the Nomination Committee presents the following proposals for resolutions:

Item 1: Election of chairman of the meeting

The Nomination Committee proposes that the chairman of the board of directors Mette Gross is elected as chairman of the meeting or, in her absence, the person appointed by the Nomination Committee instead.

Item 8 (a): Determination of the number of board members

The Nomination Committee proposes that seven ordinary board members should be elected for the period until the end of the next annual general meeting.

Item 8 (b): Determination of the number of auditors and deputy auditors

The Nomination Committee proposes that two auditors without deputy auditors should be elected for the period until the end of the next annual general meeting.

Item 9 (a): Determination of remuneration for the board of directors

The Nomination Committee propose that remuneration to the board of directors shall be paid with SEK 200,000 to the chairman of the board of directors (SEK 200,400 previous year) and with SEK 100,000 to each of the other board members that are not employed by the Company (SEK 66,800 previous year).

Item 9 (b): Determination of remuneration for the auditors

The Nomination Committee proposes that remuneration for the auditors shall be paid in accordance with customary norms and approved invoice.

Item 10: Election of board of directors

The Nomination Committee proposes that Mette Gross, John Moll, Niklas Marschall and Thomas Warthoe are re-elected as board members and that Mette-Marie Harild, Ulrik Harrysson and Mikael Persson are elected as new board members. Finally, it is proposed to re-elect Mette Gross as chairman of the board of directors.

Mette-Marie Harild, born 1958, has a long experience of leading international organizations within the pharma/medical industry, inter alia from Medtronic where she worked for many years, most recently as Regional Vice President ABGI & Nordic. In her career, Mette-Marie has had a strong focus on customers, sales and change management and has vast experiences of public/private cooperation and purchases. Mette-Marie is originally a trained dentist and has an Executive MBA in Change Management. Mette-Marie is chairman of AmCham Healthcare Committee and the Danish Chamber of Commerce Life Science Board and is a member of the Danish Chamber of Commerce, Neurescue and the Danish Business Development Board under the Ministry of Commerce (Danish Erhvervsfremmebestyrelse). Shares in Qlife: 0.

Ulrik Harrysson, born 1969, is a driven strategist with many years' experience of business development and sales in growth companies such as SyntheticMR, Hermes Medical Solutions and HemoCue, today as CEO of SyntheticMR. Ulrik has a deep experience of building sales organizations, through subsidiaries and distributor cooperations, industrial cooperation agreements, international product launches and tenders. Ulrik holds a Master of Science in Business Administration and has participated in several leadership programs. Shares in Qlife: 2000.

Mikael Persson, born 1967, has extensive operational and strategic global experience for instance as EVP and COO of Arjo, Getinge and Flügger, today as EVP Supply Chain, Operations



and Product Development at Arjo. Mikael has through his career had the responsibility for manufacturing and purchases throughout the world and has received extensive experiences of purchase and manufacturing agreements, process optimization and rebuilding of Supply chain. Mikael holds a Master in Mechanical Engineering. Shares in Qlife: 0.

Information on the board members who are proposed for re-election can be found at the Company's website.

Item 11: Election of auditors

The Nomination Committee proposes that Olof Andersson and Jörgen Lövgren are re-elected as the Company's auditors.

Item 13: Resolution on implementation of a long-term incentive program for the proposed new board members

The Nomination Committee's proposal on implementation of a long-term incentive program for the proposed new board members is presented in a separate document to the annual general meeting.

4. The Nomination Committee's reasoned statement regarding proposals of the board of directors

- 4.1 The Nomination Committee has been informed with regard to how the work in the board of directors has been conducted and has evaluated which competence and experience the board members should possess. The Nomination Committee is of the opinion that the work of the board of directors is well-functioning and that the composition and competence of the board of directors currently meet the set requirements well. However, the Nomination Committee has made the assessment that the board members that are proposed for new elections will add valuable complementing knowledge and experience to the board of directors. The Nomination Committee has also, pursuant to the information received, assessed the proposed board members ability to set aside the time required for the assignment.
- 4.2 The proposed board of directors is, with regard to the Company's activities, stage of development and other conditions in general, considered as an adequate board composition in relation to the qualifications, experience and background of the proposed board members. The Nomination Committee therefore considers that the proposed composition with seven board members is adequate in order to meet the needs which the Company's operations are facing and will be facing.

March 2021

The Nomination Committee of Qlife Holding AB (publ)