



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 2023

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 presented on the Company's website (www.qlifeholding.com).
- 1.2 The Nomination Committee has consisted of Anita Otterheim Hjalmarsson (chairman), appointed by Thomas Warthoe, John Moll, appointed by Lars Bangsgaard, Peter Warthoe, representing own holding, 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 five 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.

Item 8: Determination of the number of board members, auditors and deputy auditors

The Nomination Committee proposes that five ordinary board members should be elected for the period until the end of the next annual general meeting. The Nomination Committee further proposes that a registered public accounting firm without deputy is appointed as auditor.

Item 9: Determination of remuneration for the board of directors and the auditors

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

The Nomination Committee further proposes that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

Item 10: Election of board of directors and auditor

The Nomination Committee proposes that Thomas Warthoe, Mette-Marie Harild and Mikael Persson are re-elected as ordinary board members, that Lars Staal Wegner and Lars Bangsgaard are elected as new ordinary board members, and that Lars Bangsgaard is elected as new chairman of the board of directors. The present board members and chairman of the board of directors Mette Gross, John Moll and Ulrik Harrysson have declined re-election.

Lars Bangsgaard, born 1953, is one of the original founders of Qlife and had the CFO position up until March 2022. In his CFO position, Lars Bangsgaard was part of the executive management and worked closely with the board of directors. Lars Bangsgaard has a long experience from finance positions in Volvo Denmark, Rockwool and Averhoff, and is a former auditor. Lars Bangsgaard holds 701,282 shares in Qlife Holding AB.

Lars Staal Wegner, born 1974, is an experienced CEO and board member in Biotech. Lars Staal Wegner was CEO in US Nasdaq listed Evaxion Biotech until 2022 and has vast experience in Business Development and commercial expansion from Bavarian Nordic (former VP Commercial Affairs). Lars Staal Wegner is a Medical Doctor from University of Southern Denmark and holds leadership and strategy education from IMD Lausanne and Harvard Business School. Lars Staal Wegner is currently deputy chairman in Gain & Co Holding ApS, Gain & Co ApS, How-ToRobot.com ApS, board member in gMendel ApS and director in Steels Holding 2 ApS and Steels Holding S.M.B.A. Lars Staal Wegner does not hold any shares in Qlife Holding AB.

Information on the board members who are proposed for re-election can be found at the Company's website ([www.qlifeholding.com](http://www qlifeholding.com)).

The Nomination Committee further proposes that BDO Sweden AB is re-elected as auditor. BDO Sweden AB has informed that the authorized public accountant Jörgen Lövgren will continue to be the responsible auditor.

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 five board members is adequate in order to meet the needs which the Company's operations are facing and will be facing.

April 2023

The Nomination Committee of Qlife Holding AB (publ)