



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.

Notice of extraordinary general meeting in Qlife Holding AB

The shareholders of Qlife Holding AB, Reg. No. 559224-8040, are hereby invited to attend the extraordinary general meeting to be held on Tuesday 16 January 2024, at 9.00 a.m. CET at Hetch's premises at Redaregatan 48 in Helsingborg.

Right to participate and notification

Shareholders wishing to participate in the meeting must:

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Monday 8 January 2024;
- *partly* have given a notice of their intention to participate to the company no later than on Wednesday 10 January 2024, by mail to Qlife Holding AB, att: Extra bolagsstämma, Redaregatan 48, SE-252 36 Helsingborg, Sweden or by e-mail to info@egoo.health. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

Trustee registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Wednesday 10 January 2024. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Proxy etc.

In case the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting. A template power of attorney is available at the company's website (www.qlifeholding.com) and will be sent to shareholders who request it and state their address.

Proposed agenda

0. Opening of the meeting.
1. Election of chairman of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination as to whether the meeting has been duly convened.



6. Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital without redemption of shares.
7. Resolution on amendment of the Articles of Association.
8. Resolution on approval of the board of directors' resolution on rights issue of units.
9. Resolution on (A) amendment of the Articles of Association; and (B) increase of the share capital through a bonus issue without issuing new shares.
10. Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital without redemption of shares.
11. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

The board of directors proposes that chairman of the board Lars Bangsgaard is elected as chairman of the meeting.

Item 6: Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital without redemption of shares

In order to enable the implementation of the board of directors' resolution on an issue of units consisting of shares and warrants in accordance with item 8 in the notice, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in the Articles of Association as well as to reduce the share capital in accordance with items A–B below.

(A) Amendment of the Articles of Association

In order to enable the reduction of the share capital according to item B below, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in § 4 of the Articles of Association as follows.

§ 4 Share capital

Current wording

The share capital shall not be less than SEK 40,000,000 and shall not exceed SEK 160,000,000.

Proposed wording

The share capital shall not be less than SEK 3,000,000 and shall not exceed SEK 12,000,000.

(B) Reduction of the share capital without redemption of shares

The board of directors proposes that the general meeting resolves to reduce the company's share capital by SEK 48,417,131.175. The reduction shall be carried out without redemption of shares by changing the quota value of the share from SEK 0.08 to SEK 0.005 per share. The reduction amount shall be used for allocation to non-restricted equity.

The reduction is carried out to reduce the quota value of the shares to enable adjustment of the subscription price in the issue of units that is proposed to be approved under item 8 in the notice. After the reduction, the company's share capital will amount to SEK 3,227,808.745 divided into 645,561,749 shares (before the new issue), each share with a quota value of SEK 0.005. By carrying out an issue of units and a bonus issue at the same time as the reduction of the share capital, which increases the share capital by at least the reduction amount, the company is able to implement the reduction resolution without authorization from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court of general jurisdiction, since the measures taken together do not result in a reduction of either the company's restricted equity or its share capital.



The meeting's resolution in accordance with the board of directors' proposals under items A–B above shall be resolved upon as one resolution.

The resolution is conditional upon that the meeting also adopts resolutions in accordance with items 7–10 in the notice.

The company's CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

Item 7: Resolution on amendment of the Articles of Association

In order to enable the implementation of the board of directors' resolution on an issue of units consisting of shares and warrants in accordance with item 8 in the notice, the board of directors proposes that the general meeting resolves to amend the Articles of Association as follows.

§ 4 Share capital

Current wording

The share capital shall not be less than SEK 3,000,000 and shall not exceed SEK 12,000,000.

Proposed wording

The share capital shall not be less than SEK 15,000,000 and shall not exceed SEK 60,000,000.

§ 5 Number of shares

Current wording

The number of shares shall not be less than 500,000,000 and shall not exceed 2 000,000,000.

Proposed wording

The number of shares shall not be less than 3,000,000,000 and shall not exceed 12,000,000,000.

The resolution is conditional upon that the meeting also adopts resolutions in accordance with items 6 and 8–10 in the notice.

The company's CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

Item 8: Resolution on approval of the board of directors' resolution on rights issue of units

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution of 12 December 2023 regarding issue of a maximum of 215,187,249 units consisting of shares and warrants in accordance with the following conditions:

1. Each unit consists of twenty-three (23) new shares, eight (8) warrants series TO 4 ("**TO 4**") and eight (8) warrants series TO 5 ("**TO 5**"). In total, the issue comprises a maximum of 4,949,306,727 shares, a maximum of 1,721,497,992 TO 4 and a maximum of 1,721,497,992 TO 5.
2. The subscription price per unit shall be SEK 0.23, which corresponds to a subscription price per share of SEK 0.01. Any amount exceeding the quotient value of the shares shall be added to the free share premium reserve. The warrants are issued without consideration.
3. Subscription of units with preferential rights shall be made by exercise of unit rights. The right to receive unit rights for subscription of units with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted unit rights in relation to their shareholding as of the record date.



4. The record date for receipt of unit rights and the right to participate in the issue with preferential rights shall be 8 February 2024.
5. Each existing share entitles to one (1) unit right and three (3) unit rights entitle to subscription of one (1) unit.
6. If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the issue:
 - (i) *firstly*, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units;
 - (ii) *secondly*, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for subscription of units; and
 - (iii) *thirdly*, to those who have provided underwriting commitments regarding subscription of units, in proportion to such underwriting commitments.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

7. Subscription of units by exercise of unit rights shall be made through cash payment during the time period from and including 12 February 2024 up to and including 26 February 2024. Subscription of units through payment means that the subscriber authorizes an issuing agent engaged by the company to execute subscription on a subscription list regarding the number of free-of-charge warrants that the subscribed units consist of.

Subscription of units without exercise of unit rights shall be made on a separate subscription list during the same time period as subscription by exercise of unit rights shall be made. Payment for units subscribed for without exercise of unit rights is to be made no later than the third banking day after notice on the allotment has been sent to the subscriber through promissory note.

To the extent that any guarantor's subscription and allotment requires an examination in accordance with the Swedish Screening of Foreign Direct Investments Act (*Sw. lagen (2023:560) om granskning av utländska direktinvesteringar*), subscription and payment for units subscribed for without unit rights shall, however, take place on the later of (i) the third banking day after notice of allotment has been sent to the subscriber by means of a promissory note; and (ii) one banking day after the notification of approval of the transaction has been left without action or approval has been received from the Inspectorate of Strategic Products (*Sw. Inspektionen för strategiska produkter*).

The board of directors shall have the right to prolong the time period for subscription and payment.



8. To the extent that units are allotted to Formue Nord Markedsneutral A/S or holders of the convertibles issued by the company in August 2023, the board of directors has the right, pursuant to Chap. 13. Sec. 41 of the Swedish Companies Act (*Sw. aktiebolagslagen* (2005:551)), to allow payment for units, in whole or in part, to be made by set-off against the claims that (1) Formue Nord Markedsneutral A/S has under the bridge financing that the company has entered into with Formue Nord Markedsneutral A/S in December 2023, and (2) the holders of convertibles have according to the convertibles. In connection with such subscription, subscription shall be made on a subscription list during the subscription period and payment shall be made by set-off in connection with subscription.
9. Subscription can only be made in units and thus not by shares or warrants individually. Allotment may only be made in units. However, after the issue, the shares and warrants will be separated.
10. The shares issued in connection with the rights issue convey right to dividends as from the first record date for dividends occurring after the issue resolution.
11. For TO 4 and the exercise of the subscription right, the following terms and conditions *inter alia* applies:
 - (a) One (1) TO 4 entitles the right to acquire one (1) new share in the company against cash consideration amounting to SEK 0.02 per share. Any amount exceeding the quotient value of the shares shall be added to the free share premium reserve.
 - (b) The subscription price and the number of shares that each TO 4 entitles right to subscribe for shall be subject to customary recalculation formulas upon split or consolidation of shares, rights issue and similar events.
 - (c) The warrants may be exercised during the period from and including 7 June 2024 up to and including 21 June 2024.
 - (d) The shares issued upon exercise of warrants shall confer right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the company's share ledger.
12. For TO 5 and the exercise of the subscription right, the following terms and conditions *inter alia* applies:
 - (a) One (1) TO 5 entitles the right to acquire one (1) new share in the company against cash consideration amounting to SEK 0.0225 per share. Any amount exceeding the quotient value of the shares shall be added to the free share premium reserve.
 - (b) The subscription price and the number of shares that each TO 5 entitles right to subscribe for shall be subject to customary recalculation formulas upon split or consolidation of shares, rights issue and similar events.
 - (c) The warrants may be exercised during the period from and including 21 November 2024 up to and including 5 December 2024.
 - (d) The shares issued upon exercise of warrants shall confer right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the company's share ledger.



13. Upon full subscription of all shares that are issued in the rights issue, the share capital will increase with a maximum of SEK 24,746,533.635 (based on the share's quota value after the reduction of the share capital proposed by the general meeting and as set out in item 6 in the notice).
14. Upon full subscription of all warrants series TO 4 that are issued in the rights issue, the share capital will increase with a maximum of SEK 8,607,489.96 (based on the share's quota value after the reduction of the share capital proposed by the general meeting and as set out in item 6 in the notice).
15. Upon full subscription of all warrants series TO 5 that are issued in the rights issue, the share capital will increase with a maximum of SEK 8,607,489.96 (based on the share's quota value after the reduction of the share capital proposed by the general meeting and as set out in item 6 in the notice).

The resolution is conditional upon that the meeting also adopts resolutions in accordance with items 6–7 and 9-10 in the notice.

The company's CEO shall be authorized to make such minor formal adjustments of the issue resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB

Item 9: Resolution on (A) amendment of the Articles of Association; and (B) increase of the share capital through a bonus issue without issuing new shares

In order to enable the registration of the board of directors' proposal for resolution on reduction of the share capital and an issue of units consisting of shares and warrants in accordance with items 6 and 8 in the notice, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in the Articles of Association and to increase the share capital by way of a bonus issue without issuing new shares in accordance with items A–B below.

(A) Amendment of the Articles of Association

In order to enable the increase of the share capital through a bonus issue according to item B below, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in § 4 of the Articles of Association as follows.

§ 4 Share capital

Current wording

The share capital shall not be less than SEK 15,000,000 and shall not exceed SEK 60,000,000.

Proposed wording

The share capital shall not be less than SEK 60,000,000 and shall not exceed SEK 240,000,000.

(B) Increase of the share capital through a bonus issue without issuing new shares

In order to restore the company's share capital to the amount that the share capital amounted to prior to the reduction of the share capital in accordance with item 6 in the notice, the board of directors proposes that the general meeting resolves on a bonus issue whereby the company's share capital is increased by SEK 48,417,131.175 by transferring a corresponding amount from non-restricted equity. The bonus issue shall be carried out without issuing new shares.

The meeting's resolution in accordance with the board of directors' proposals under items A–B above shall be resolved upon as one resolution.

The resolution is conditional upon that the meeting also adopts resolutions in accordance with items 6–8 and 10 in the notice.



The company's CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

Item 10: Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital without redemption of shares

In order to enable a more appropriate capital structure in the company, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in the Articles of Association as well as to reduce the share capital in accordance with items A–B below.

(A) Amendment of the Articles of Association

In order to enable the reduction of the share capital according to item B below, the board of directors proposes that the general meeting resolves to amend the limits for the share capital in § 4 of the Articles of Association as follows.

§ 4 Share capital

Current wording

The share capital shall not be less than SEK 60,000,000 and shall not exceed SEK 240,000,000.

Proposed wording

The share capital shall not be less than SEK 51,000,000 and shall not exceed SEK 204,000,000.

(B) Reduction of the share capital without redemption of shares

The board of directors proposes that the general meeting resolves to reduce the company's share capital with an amount in SEK that corresponds to the increase of the share capital attributable to the new shares issued pursuant to the resolution on the issue of units consisting of shares and warrants in accordance with item 8 in the notice (i.e. excluding any increase in the share capital that may arise as a result of the warrants issued in the rights issue being exercised for subscription of new shares) minus the minimum amount required to achieve an appropriate quota value for the company's share. The reduction shall be carried out without redemption of shares by changing the quota value of the share. The reduction amount shall be used for allocation to non-restricted equity.

The reduction is carried out so that the resolution on the reduction of the share capital, the resolution on the issue of units and the resolution on the bonus issue as set out in items 6 and 8–9 in the notice will not, taken together, result in a reduction of the company's share capital. The reduction of the share capital can therefore be carried out without authorization from the Swedish Companies Registration Office (*Sw. Bolagsverket*) or a court of general jurisdiction.

The meeting's resolution in accordance with the board of directors' proposals under items A–B above shall be resolved upon as one resolution.

The resolution is conditional upon that the meeting also adopts resolutions in accordance with items 6–9 in the notice.

The company's CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

Particular majority requirements

For valid resolutions on the proposals pursuant to items 6–7 and 9–10, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

Information at the meeting

Shareholders present at the meeting have the right to request information regarding circumstances that may affect the assessment of items on the agenda pursuant to Chapter 7, Section 32 Item 1 of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*).



Meeting documents

The complete proposals and relating documents according to the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) will be available at the company's office at Redaregatan 48, SE-252 36 Helsingborg, Sweden and at the company's website ([www.qlifeholding.com](http://www qlifeholding.com)) as from no later than two weeks prior to the meeting, and will also be sent to shareholders who request it and state their address. Copies of the documents will also be available at the meeting.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Number of shares and votes in the company

As of the date of this notice to attend the meeting, the total number of shares and votes in the company amounts to 645,561,749. The company does not hold any own shares.

Helsingborg in December 2023

Qlife Holding AB (publ)

The Board of Directors

For more information please contact:

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This information was submitted for publication, through the agency of the contact person set out above, at 23:15 CET on December 12, 2023.

About Qlife

Qlife is a medical device company that seeks to revolutionize the clinical biomarker market for whole blood testing by taking it out of the lab and into the homes. This will facilitate easy access to blood sample results and in turn facilitate increased monitoring of parameters that enables care improvement. Shares for Qlife are being traded on Nasdaq First North Growth Market in Stockholm with G&W Fondkommission as certified advisor (phone: +46 (0) 8-503 000 50, e-mail: ca@qwkapital.se).

Read more on Egoo.health, Qlifeholding.com or follow us on [LinkedIn](https://www.linkedin.com/company/qlife).