

*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.*

## **Proposal for 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 of Qlife Holding AB, Reg. No. 559224-8040, proposes that the extraordinary general meeting on 16 January 2024 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.

Following the amendments, the Articles of Association will have the wording set out in **Schedule A**.

### **(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.

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Documents pursuant to Chap. 20, Sec. 13 of the Swedish Companies Act (Sw. aktiebolagslagen) (2005:551) have been prepared.

The board of directors' proposal in accordance with items A–B above constitutes an overall proposal which shall be resolved upon as one resolution. For a valid resolution, the proposal must be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the general meeting.

The resolution is conditional upon that the general 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).

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Helsingborg in December 2023

The Board of Directors of Qlife Holding AB (publ)

## ARTICLES OF ASSOCIATION

### §1 Company name

The name of the company is Qlife Holding AB. The company is a public company (publ).

### §2 Registered office of the board of directors

The registered office for the board of directors shall be Helsingborg.

### §3 Object of the company's business

The company shall, directly or indirectly, conduct research, development, manufacturing, marketing and sales of medical devices and conduct other activities compatible therewith.

### §4 Share capital

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

### §5 Number of shares

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

### §6 Board of directors

The board of directors shall, to the extent appointed by the general meeting, be composed of not less than 3 and not more than 8 members.

### §7 Auditor

The company shall have not less than 1 and not more than 2 auditors with not more than 2 deputy auditors. As auditor and, when applicable, deputy auditor, an authorized public accountant or a registered accounting firm shall be appointed.

### §8 Place of general meeting

General meetings shall be held in Helsingborg or in Malmö.

### §9 Notice

Notice convening 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 *Svenska Dagbladet* that a notice has been made.

Shareholders wishing to participate in the general meetings must notify participation to the company no later than on the date specified in the notice. This date may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday before the general meeting. A shareholder may be accompanied by advisors

at a general meeting only if the shareholder notifies the number of advisors to the company in accordance with the procedure prescribed for notification of shareholders' intention to participate in the general meeting.

## **§10 Annual general meeting**

The following matters shall be addressed at the annual general meeting:

1. Election of a 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. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the auditor's report on the consolidated annual report.
7. Resolution:
  - a) in respect of the adoption of the profit and loss statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet;
  - b) in respect of the allocation of the company's profits or losses as set forth in the adopted balance sheet; and
  - c) in respect of discharge from liability of the board members and the managing director.
8. Determination of the number of board members, auditors and deputy auditors.
9. Determination of fees for the board of directors and fees for the auditors.
10. Election of board of directors and auditors.
11. Any other matter which rests with the general meeting in accordance with the Swedish Companies Act or the company's articles of association.

## **§11 Financial year**

The financial year of the company shall be calendar year.

## **§12 Record day provision**

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

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