



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, and the first meeting for liquidation purposes, in Qlife Holding AB

The shareholders of Qlife Holding AB, Reg. No. 559224-8040, are hereby invited to attend the extraordinary general meeting, and the first meeting for liquidation purposes, to be held on Tuesday 23 April 2024, at 09.00 CEST 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 15 April 2024;
- *partly* have given a notice of their intention to participate to the company no later than on Wednesday 17 April 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 17 April 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](http://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. Presentation of the first balance sheet for liquidation purposes and the auditor's statement on the balance sheet for liquidation purposes as well as documents according to Chapter 25 Section 4 of the Swedish Companies Act.
7. Resolution on whether the company shall enter into liquidation or continue its operations.
8. Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital to cover loss.
9. Resolution on authorization regarding issues of shares, warrants and/or convertibles.
10. Closing of the meeting.

Proposed resolutions

Item 7: Resolution on whether the company shall enter into liquidation or continue its operations

The board of directors has prepared a balance sheet for liquidation purposes (Sw. kontrollbalansräkning) (the "**Liquidation Balance Sheet**") as per 31 January 2024 according to Chapter 25 Section 13 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) and had it reviewed by the company's auditor, who has issued a statement over the same.

The Liquidation Balance Sheet outlines that the company's equity is less than half of the registered share capital. For this reason, the board of directors of the company is obliged to convene a general meeting (the first meeting for liquidation purposes). If the company's equity at the time of the meeting does not amount to at least the registered share capital, the meeting shall consider whether the company should enter into liquidation or continue to run the business, which is why the board of directors proposes the following.

The board of directors' primary proposal – continued operations

In connection with the rights issue, which was completed in February 2024, the company issued shares and free of charge warrants in two series. Upon full exercise of all warrants of the first series issued within the framework of the rights issue, the company may in June 2024 receive additional capital contributions of a total of approximately SEK 21 million before issue costs. In addition, the board of directors has proposed that the company's share capital shall be reduced by SEK 38,252,899.474350 to cover losses in accordance with item 8 on the agenda. The board of directors is hopeful that the above measures, potentially in combination with additional measures, will enable the company's equity to be restored and against this background, the board of directors primarily proposes that the company shall not enter into liquidation, but that the company shall continue its operations. It is the opinion of the board of directors that the shareholders and the company are best served by the meeting resolving to continue the company's operations in order to safeguard the company's interests in the best possible way.

A decision to continue the business means that the general meeting shall be convened within eight months of this first meeting for liquidation purposes in order to re-examine the question of whether the company should enter into liquidation (second meeting for liquidation purposes). Prior to the second meeting for liquidation purposes, the board of directors shall prepare a new Liquidation Balance Sheet and have it reviewed by the company's auditor. If this Liquidation Balance Sheet does not show that the equity has been restored and amounts to at least the registered share capital, the company is obliged to enter into liquidation.

The board of directors' secondary proposal – liquidation

Notwithstanding its primary proposal to continue the business operations, the board of directors is required pursuant to the Swedish Companies Act to also prepare a proposal for resolution on liquidation to be presented at the meeting. The board of directors therefore secondarily proposes, provided that the meeting does not resolve that the company shall continue its operations in accordance with the above, that the meeting resolves that the company shall enter into liquidation.

The reason for the board of directors' secondary proposal is that the company's equity, according to the Liquidation Balance Sheet prepared by the board of directors, is less than half of the registered share



capital. A resolution on liquidation is proposed to apply from the date on which the Swedish Companies Registration Office (Sw. Bolagsverket) has appointed a liquidator. The board of directors' primary assessment is that the distribution is expected to take place within seven to twelve months of the Swedish Companies Registration Office's decision on appointment of a liquidator. A distribution of proceeds is precautionarily not to be expected. The board of directors has no proposal for a liquidator.

Item 8: Resolution on (A) amendment of the Articles of Association; and (B) reduction of the share capital to cover loss

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 to cover loss in accordance with items A–B below.

(A) Amendment of the Articles of Association

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 51,000,000 and shall not exceed SEK 204,000,000.

Proposed wording

The share capital shall not be less than SEK 13,700,000 and shall not exceed SEK 54,800,000.

(B) Reduction of the share capital to cover loss

The board of directors proposes that the general meeting resolves to reduce the company's share capital by SEK 38,252,899.474350 to cover loss and without redemption of shares. Through the reduction, the share capital decreases from SEK 51,980,016.5106 (after registration of the rights issue which was completed in February 2024) to SEK 13,727,117.03625, whereby the share's quota value decreases from SEK 0.0142 to SEK 0.00375 per share.

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

Item 9: Resolution on authorization regarding issues of shares, warrants and/or convertibles

The board of directors proposes that the general meeting resolves to authorize the board of directors, within the limits of the company's Articles of Association, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, to resolve to issue new shares, warrants and/or convertibles. Issues may be made with or without provisions regarding payment in kind or through set-off or other provisions.

The purpose of the authorization is to enable the company to raise working capital and to provide the company with financial freedom of action. To the extent an issue is made with deviation from the shareholders' preferential rights, the issue should be made on market terms (subject to customary new issue discount, as applicable).

Particular majority requirements

For valid resolutions on the proposals pursuant to items 8–9, 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. After registration of the rights issue which was completed in February 2024, the total number of shares and votes will amount to 3,660,564,543. The company does not hold any own shares.

Helsingborg in March 2024

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 18.25 CET on 21 March 2024.

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@gwkapital.se).

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