



Notice of annual shareholders' meeting in Qlife Holding AB

The shareholders of Qlife Holding AB, Reg. No. 559224-8040, are hereby invited to attend the annual shareholders' meeting to be held on Wednesday 20 May 2020, at 1.00 p.m. at the company's premises at Hamntorget 3 in Helsingborg.

Information regarding the coronavirus

As a precautionary measure to reduce the risk of spreading the coronavirus, the board of directors of Qlife Holding AB ("Qlife") has decided to keep planned speeches at the annual shareholders' meeting to a minimum and that no refreshments will be served. Participation at the annual shareholders' meeting by members of the board of directors and management as well as the number of non-shareholders present at the annual shareholders' meeting will be limited in an effort to keep the annual shareholders' meeting brief and efficient, and thereby minimizing the risk of spreading the coronavirus. For shareholders who are worried about the spread of infection due to the coronavirus, we want to emphasize the possibility of not attending in person at Qlife's annual shareholders' meeting and instead appoint a proxy who can vote on their behalf. Qlife also encourages such solution for anyone displaying symptoms of illness, who has been in an area of infection, or who is considered to be part of a risk group. Shareholders who want to authorize a proxy can find relevant documents at the company website (www.qlifeholding.com).

Right to participate and notification

Shareholders wishing to participate in the annual shareholders' meeting must:

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Thursday 14 May 2020;
- *partly* have given a notice of their intention to participate to the company no later than on Thursday 14 May 2020, by mail to Qlife Holding AB, Årsstämma, Hamntorget 3, SE-252 21 Helsingborg, Sweden, by e-mail to info@egoo.health or by telephone to +46 (0)73-517 85 25. 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 (2 at the most).

Trustee registered shares

Shareholders who have their holdings nominee-registered, through bank or other nominee, must, to be entitled to attend the annual shareholders' meeting, temporarily register the shares in their own name at Euroclear Sweden AB. Such temporary re-registration of ownership must be implemented no later than Thursday 14 May 2020. Accordingly, shareholders must inform their nominees or banks of their wish of re-registration well in advance before this date.

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 annual shareholders' 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 annual shareholders' meeting. A template power of attorney is available at the company website (www.qlifeholding.com), and will be sent to shareholders who request it and state their address.

Proposed agenda

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 Annual Report and Audit Report and the Consolidated Annual Report and the Consolidated Audit Report.
7. Resolution on:
 - a. adoption of the profit and loss statement and balance sheet and the consolidated profit and loss statement and the consolidated balance sheet;
 - b. distribution of the company's profit according to the adopted balance sheet; and
 - c. discharge from liability for 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. Resolution on instruction and charter for the Nomination Committee.
12. Resolution on amendment of the Articles of Association.

13. Resolution on authorization for issues of shares, warrants and/or convertibles.

14. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

Shareholders that together represent approximately 38.3 per cent of all of the shares and votes in the company (the "**Proposers**") propose that the chairman of the board of directors, Mette Gross, is elected as chairman of the meeting.

Item 7 (b): Resolution on distribution of the company's profit according to the adopted balance sheet

The board of directors proposes that no dividends are paid and that total available funds of SEK 66,696,853 are carried forward to a new account.

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

The Proposers propose that four ordinary board members should be elected for the period until the end of the next annual shareholders' meeting. The board of directors proposes that two auditors without deputy auditors should be elected for the period until the end of the next annual shareholders' meeting.

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

The Proposers propose that remuneration to the board of directors shall be paid with SEK 200,400 to the chairman of the board of directors and with SEK 66,800 to each of the other board members that are not employed by the company. The board of directors 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 auditors

The Proposers propose that Mette Gross, John Moll, Niklas Marschall and Thomas Warthoe are re-elected as ordinary board members. Finally, it is proposed to re-elect Mette Gross as chairman of the board of directors.

Information on the board members who are proposed for re-election can be found at the company website (www.qlifeholding.com).

The board of directors proposes that Olof Andersson and Jörgen Lövgren are re-elected as the company's auditors.

Item 11: Resolution on instruction and charter for the Nomination Committee

The board of directors proposes that the annual shareholders' meeting resolves to appoint a Nomination Committee before coming election and remuneration and that an instruction and charter shall be adopted in accordance with the following substantial terms.

The Nomination Committee shall comprise four members, one representative for each of the three largest shareholders on the last banking day in September who wish to appoint a member and the Chairman of the board. The three largest shareholders in these instructions are the ownership grouped registered shareholders or in another way known shareholders as per the last banking day in September.

As soon as possible after the details of the largest shareholders on the final banking day in September are known, the Chairman of the board shall contact the three largest shareholders to find out whether they wish to appoint members of the Nomination Committee. If one or more of the three largest shareholders declines to appoint a member of the Nomination Committee, the Chairman of the board shall offer other major shareholders the opportunity to appoint a member of the Nomination Committee. If such an offer is made, it should be made to the largest shareholders in order (i.e. first to the fourth largest shareholder, then the fifth largest shareholder, and so on). This procedure shall continue until the Nomination Committee comprises four members including the Chairman of the board.

At its first meeting, the Nomination Committee shall appoint a Chairman among its members.

Information regarding the appointed Nomination Committee shall include the names of the three appointed members, together with the names of the shareholders who have appointed the members, and the information shall be announced no later than six months before the proposed annual shareholders' meeting.

The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected.

If there is a change in ownership among the largest shareholders and a shareholder not previously entitled to appoint a member of the Nomination Committee thereby becomes a larger shareholder than one or more of the shareholders who have already appointed a Nomination Committee member, ("**a new major owner**"), the Nomination Committee shall, if the new major owner makes a request to appoint a member of the Nomination Committee, decide that the Nomination Committee member who represents the smallest shareholding after the shift should be dismissed and replaced by the member appointed by the new major owner. Should a new major owner wish to appoint a member of the Nomination Committee, the new major owner should notify the Chairman of the Nomination Committee. The notification should contain the name of the person the new major owner appoints as a member of the Nomination Committee. Notwithstanding what has been stated in the foregoing, unless special reasons exists, no changes of the composition of the Nomination Committee shall be made if only marginal changes in voting power has occurred or if the change occurs later than two months before the annual shareholders' meeting.

If a member who represents a shareholder in the Nomination Committee should leave its assignment prematurely, the Nomination Committee shall without delay request that the shareholder who appointed the member appoint a new member. If no new member is appointed by the shareholder, the Nomination Committee shall offer other major shareholders the opportunity to appoint a member of the Nomination Committee. Such an offer shall be made to the largest shareholders in order (i.e. first to the largest shareholder who has not already appointed a member of the Nomination Committee or who has previously foregone that right, and then to the next largest shareholder who has not already appointed a member of the Nomination Committee or who has previously foregone that right, and so on). This procedure shall continue until the Nomination Committee is complete.

The Nomination Committee's main responsibility is to submit proposals regarding election of Chairman at the annual shareholders' meeting, election of and remuneration for the members of the board, election of and remuneration for the auditor, as well as principles for the appointment of the Nomination Committee and instructions for the Nomination Committee.

These principles for the Nomination Committee's appointment and instructions for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a shareholders' meeting.

Item 12: Resolution on amendment of the Articles of Association

The board of directors proposes that the annual shareholders' meeting resolves to amend the company's Articles of Association as follows:

§9 Notice

Current wording

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 be listed as shareholder in a printout or other transcript of the entire share register reflecting the circumstances five weekdays before the general meeting and notify participation to the company no later than on the date specified in the notice. The last mentioned day 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.

Proposed wording

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Item 13: Resolution on authorization for issues of shares, warrants and/or convertibles

The board of directors proposes that the annual shareholders' meeting resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual shareholders' 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 total number of shares that that may be issued pursuant to the authorization (alternatively be issued through exercise of warrants and/or conversion of convertibles) shall not exceed 2,793,610 shares, which corresponds to an aggregate dilution of approximately 20 per cent calculated on the current number of shares in the company. The purpose of the authorization is to enable the company to raise working capital, to execute acquisitions of companies or operating assets as well as to enable issues to industrial partners within the framework of partnerships and alliances. 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).

The company's managing director shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

Particular majority requirements

For valid resolutions on the proposals pursuant to items 12 and 13, 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 annual shareholders' meeting.

Duty of disclosure at the annual shareholders' meeting

Shareholders present at the annual shareholders' meeting have the right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*).

Accounting documents and complete proposals

Accounting documents and audit report as well as the complete proposals pursuant to items 11-13 will be available at the company's office at Hamntorget 3, SE-252 21 Helsingborg, Sweden and at the company website (www.qlifeholding.com) as from no later than three weeks before the annual shareholders' 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 annual shareholders' 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 annual shareholders' meeting, the total number of shares and votes in the company amounts to 11,174,438. The company does not hold any own shares.

Helsingborg in April 2020

Qlife Holding AB (publ)

The Board of Directors

For more information please contact:

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Tel. No.: +46 (0)73-517 85 25

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).