



# Notice of extraordinary general meeting in Qlife Holding AB

*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 shareholders of Qlife Holding AB, Reg. No. 559224-8040, are hereby invited to attend the extraordinary general meeting to be held on Friday 24 March 2023, at 13.00 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 Thursday 16 March 2023;
- *partly* have given a notice of their intention to participate to the company no later than on Monday 20 March 2023, by mail to Qlife Holding AB, att: Stämman, Redaregatan 48, SE-252 36 Helsingborg, Sweden or by e-mail to [info@egoo.health](mailto: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 Monday 20 March 2023. 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

1. 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 amendment of the Articles of Association.
7. Resolution on approval of the board of directors' resolution on rights issue of units.
8. Resolution on authorization for the board of directors to resolve on issues.
9. Closing of the meeting.

### **Proposed resolutions**

#### *Item 1: Election of chairman of the meeting*

The board of directors proposes that the chairman of the board of directors Mette Gross is elected as chairman of the meeting.

#### *Item 6: Resolution on amendment of the Articles of Association*

In order to enable the rights issue of units that is proposed to be approved under item 7 at the meeting (the "**Rights Issue**"), the board of directors proposes that the meeting resolves to amend the company's Articles of Association by adopting new limits for the share capital and the number of shares. The board of directors has prepared three proposals for amendments to the Articles of Association, Alternative A, Alternative B and Alternative C. Only one of the alternatives is intended to be registered with the Swedish Companies Registration Office (Sw. Bolagsverket). Which alternative that is registered depends on how many shares and warrants that are subscribed for and paid in the Rights Issue.

The board of directors is proposed to be authorized to register the company's new Articles of Association in accordance with one of Alternative A, Alternative B or Alternative C, based on what the board of directors, considering the outcome of the Rights Issue, deems most appropriate. Therefore, the meeting is proposed to resolve on alternatives, but only one of the alternatives will ultimately be registered with the Swedish Companies Registration Office.

### **Amendments to the Articles of Association according to Alternative A**

#### **§4 Share capital**

##### *Current wording*

The share capital shall not be less than SEK 1,200,000 and shall not exceed SEK 4,800,000.

##### *Proposed wording*

The share capital shall not be less than SEK 28,000,000 and shall not exceed SEK 112,000,000.

#### **§5 Number of shares**

##### *Current wording*

The number of shares shall not be less than 15,000,000 and shall not exceed 60,000,000.

##### *Proposed wording*

The number of shares shall not be less than 350,000,000 and shall not exceed 1,400,000,000.

### **Amendments to the Articles of Association according to Alternative B**

#### **§4 Share capital**

##### *Current wording*

The share capital shall not be less than SEK 1,200,000 and shall not exceed SEK 4,800,000.

*Proposed wording*

The share capital shall not be less than SEK 32,000,000 and shall not exceed SEK 128,000,000.

#### **§5 Number of shares**

*Current wording*

The number of shares shall not be less than 15,000,000 and shall not exceed 60,000,000.

*Proposed wording*

The number of shares shall not be less than 400,000,000 and shall not exceed 1,600,000,000.

### **Amendments to the Articles of Association according to Alternative C**

#### **§4 Share capital**

*Current wording*

The share capital shall not be less than SEK 1,200,000 and shall not exceed SEK 4,800,000.

*Proposed wording*

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

#### **§5 Number of shares**

*Current wording*

The number of shares shall not be less than 15,000,000 and shall not exceed 60,000,000.

*Proposed wording*

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

The meeting's resolution in accordance with the board of directors' proposals under Alternative A-C shall be resolved upon as one joint resolution.

The resolution on amendment of the Articles of Association presupposes and is conditional on the meeting resolving to approve the board of directors' resolution on rights issue of units, as well as the board of directors' proposal on authorization for the board of directors to resolve on issues, in accordance with the board of directors' proposal to the meeting.

#### *Item 7: Resolution on approval of the board of directors' resolution on rights issue of units*

The board of directors proposes that the meeting resolves to approve the board of directors' resolution of 16 February 2023 on issue of a maximum of 576,813,400 units consisting of shares and warrants in accordance with the following conditions:

1. Each unit consists of one (1) new share and one (1) warrant series TO 3 ("**TO 3**"). In total, the issue comprises a maximum of 576,813,400 shares and a maximum of 576,813,400 TO 3.
2. The subscription price shall be SEK 0.1. 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 5 April 2023.
5. Each existing share entitles to twenty-five (25) unit rights and one (1) unit right entitles 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 11 April 2023 up to and including 25 April 2023. 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.

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

8. 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.
9. 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.
10. For TO 3 and the exercise of the subscription right, the following terms and conditions inter alia applies:
  - a. that one (1) TO 3 entitles the right to acquire one (1) new share in the company against cash consideration amounting to SEK 0.11 per share. Any amount exceeding the quotient value of the shares shall be added to the free share premium reserve.
  - b. that the subscription price and the number of shares that each TO 3 entitles right to subscribe for shall be subject to customary recalculation formulas upon split or consolidation of shares, rights issue and similar events;
  - c. that the warrants may be exercised during the period from and including 11 September 2023 up to and including 29 September 2023; and

- d. that a share issued pursuant to subscription confers 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.
11. Upon full subscription of all shares that are issued in the rights issue, the share capital will increase with a maximum of SEK 46,145,072.
12. Upon full subscription of all warrants series TO 3 that are issued in the rights issue, the share capital will increase with a maximum of SEK 46,145,072.
13. The resolution presupposes and is conditional on that the meeting resolves to approve the board of directors' resolution on authorization for the board of directors to resolve on issues, as well as the board of directors' proposal on resolution to amend the Articles of Association in accordance with the board of directors' proposal to the meeting.

*Item 8: Resolution on authorization for the board of directors to resolve on issues*

The board of directors proposes that the meeting resolves to authorize the board of directors in accordance with the following.

1. The board of directors shall be authorized, at one occasion, during the period up until the next annual general meeting, to resolve on a new issue of additional units consisting of shares and warrants in the event of over-subscription in the Rights Issue. The issue can be made with or without provisions regarding payment in cash, set-off or other provisions. The authorization can only be used to carry out a so called "over-allotment issue". The total number of shares and warrants that may be issued pursuant to the authorization under this item 1 shall not exceed 50,000,000 shares and 50,000,000 warrants. The right to subscribe for the new shares and warrants shall, with deviation from the shareholders' preferential rights, primarily vest with strategic and professional investors which have subscribed for units in the Rights Issue without receiving full allotment. An issue resolved upon in accordance with this item 1 shall be made on the same main terms as in the Rights Issue. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights under this item 1 is to be able to satisfy any over-subscription in the Rights Issue and thereby provide the company with additional capital contributions and strategic and professional investors and to provide the opportunity for increased distribution in the company's share.
2. In order to enable new issues of units consisting of shares and warrants as guarantee compensation to persons who have entered into guarantee commitments (the "**Guarantors**") to secure the Rights Issue, the board of directors shall, on one or more occasions, during the period up until the next annual general meeting, with deviation from the shareholders' preferential rights and with or without provisions regarding payment in cash, set-off or other provisions, be authorized to resolve on new issues of shares and warrants to the Guarantors. Upon exercise of the authorization under this item 2, the subscription price for units shall be the same as in the Rights Issue. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights under this item 2 is to be able to carry out an issue of units as guarantee compensation to the Guarantors. The number of shares and warrants that may be issued pursuant to the authorization may not exceed the total number of shares and warrants corresponding to the agreed guarantee compensation that the company shall pay to the Guarantors.

The remaining issue terms in accordance with the items above shall be determined by the board of directors.

The meeting's resolution in accordance with the board of directors' proposal under items 1 and 2 above shall be resolved upon as one joint resolution. The resolution presupposes and is conditional on the meeting resolving to approve the board of directors' resolution on rights issue of units, as well as the board of directors' proposal on amendment of the Articles of Association in accordance with the board of directors' proposal to the meeting.

**Particular majority requirements**

For valid resolutions on the proposals pursuant to items 6 and 8 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)) and other documents for the meeting, 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 three 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 <http://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 23,072,536. The company does not hold any own shares.

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Helsingborg in February 2023

Qlife Holding AB (publ)

The Board of Directors

*This information was submitted for publication, through the agency of the contact person set out above, at 16-02-2023 23:39 CET.*

### **For more information please contact:**

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### **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](mailto:ca@gwkapital.se)).

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