



Notice of annual general meeting in Qlife Holding AB

The shareholders of Qlife Holding AB, Reg. No. 559224-8040, are hereby invited to attend the annual general meeting to be held on Thursday 4 May 2023, at 10.00 a.m. at Hetch's premises at Redaregatan 48 in Helsingborg.

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.

Right to participate and notification

Shareholders wishing to participate in the annual general meeting must:

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Tuesday 25 April 2023;
- *partly* have given a notice of their intention to participate to the company no later than on Thursday 27 April 2023, by mail to Qlife Holding AB, Årsstämma, 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 annual general 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 Thursday 27 April 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 annual general 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 general 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

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. 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 remuneration for the board of directors and the auditors.
10. Election of board of directors and auditor.
11. Resolution on authorization regarding issues of shares, warrants and/or convertibles.
12. Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants.
13. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

The Nomination Committee for the annual general meeting has consisted of Anita Otterheim Hjalmarsson (chairman), appointed by Thomas Warthoe, John Moll, appointed by Lars Bangsgaard, Peter Warthoe, representing own holding, and Mette Gross, chairman of the board of directors. The Nomination Committee proposes 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 available funds of in total SEK 89,303,548 are carried forward to a new account.

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

The Nomination Committee proposes that five ordinary board members should be elected for the period until the end of the next annual general meeting. The Nomination Committee further proposes that a registered public accounting firm without deputy is appointed as auditor.

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

The Nomination Committee proposes that remuneration to the board of directors shall be paid with SEK 200,000 to the chairman of the board of directors (unchanged since previous year) and with SEK 100,000 to each of the other board members that are not employed by the company (unchanged since previous year).

The Nomination Committee further 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 auditor

The Nomination Committee proposes that Thomas Warthoe, Mette-Marie Harild and Mikael Persson are re-elected as ordinary board members, that Lars Staal Wegner and Lars Bangsgaard are elected

as new ordinary board members, and that Lars Bangsgaard is elected as new chairman of the board of directors. The present board members and chairman of the board of directors Mette Gross, John Moll and Ulrik Harrysson has declined re-election.

Further information about the candidates who are proposed as new board member can be found in the Nomination Committee's reasoned statement. Information on the board members who are proposed for re-election can be found at the company's website (www qlifeholding.com).

The Nomination Committee further proposes that BDO Sweden AB is re-elected as auditor. BDO Sweden AB has informed that the authorized public accountant Jörgen Lövgren will continue as the responsible auditor.

Item 11: Resolution on authorization regarding issues of shares, warrants and/or convertibles

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, 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 authorization shall be limited so that the board of directors may resolve on issues of shares, convertibles and/or warrants that entails the issuance of or conversion into shares, corresponding to a maximum of 15 percent of the total number of shares in the company at the time of the first issue resolution. 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).

Item 12: Resolution on (A) employee option program; and (B) directed issue of warrants and approval of transfer of warrants

The board of directors proposes that the annual general meeting resolves to adopt an employee option program for senior executives and key employees in the company and the group in accordance with Section A below.

The purpose of the proposed employee option program (the "**Employee Option Program 2023**") is to secure a long-term commitment for senior executives and key employees in the company through a compensation system linked to the company's future value growth. Through the implementation of an employee option program, the future value growth in the company is encouraged, which implies common interests and goals for the shareholders of the company and the company's senior executives and key employees. Such incentive program is also expected to increase the company's possibilities of retaining competent persons. The details of the Employee Option Program 2023 are set out under Section A below.

In order to secure the company's undertakings under the Employee Option Program 2023, the board of directors also proposes that the annual general meeting resolves on a directed issue of warrants and approval of transfer of warrants in accordance with Section B below.

A. The board of directors' proposal to resolution on Employee Option Program 2023

The board of directors proposes that the annual general meeting resolves to adopt the Employee Option Program 2023 in accordance with the following substantial guidelines:

1. The Employee Option Program 2023 shall comprise a maximum of 40,630,656 employee options.
2. Each employee option entitles the holder a right to acquire one new share in the company at an exercise price amounting to SEK 0.13. The exercise price and the number of shares that each employee option entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue and similar events whereby the recalculation terms in the complete terms and conditions of the warrants shall be applied.
3. The board of directors of the company resolves on the allotment to the participants in Employee Option Program 2023, whereby the participants may be offered the maximum number of employee options as specified below:

Participant
CEO and CSO

Number of employee options
A maximum of 12,697,080 each

4. Allotment shall take place at the latest on 15 June 2023.
5. The allotted employee options are vested by 1/3 each on 31 May 2024, on 31 May 2025 and on 31 May 2026.
6. Vesting requires that the participant remains in employment or performs assignments on a consultancy basis for the company or another company in the company's group (the "**Group**") and has not terminated the employment/assignment as of each of the dates when the respective vesting occurs. If the participant ceases to be employed/performs assignments or gives notice of the employment/consultancy agreement in the Group before a vesting date, the already vested employee options may be exercised on the ordinary dates of exercise in accordance with the below, but further vesting will not take place. If the participant's employment/consulting assignment is ended due to termination or notice due to personal reasons/breach of contract, then the already vested employee options shall also expire.
7. In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting the company, the employee options will vest in their entirety and be exercisable in connection with the relevant transaction.
8. The employee options shall not constitute as securities and shall not be transferable or pledged. However, the rights according to the employee options do transfer to the estate in the event of the death of the participant.
9. The employee options shall be allotted without consideration.
10. Issued and vested employee options can only be utilized during the period as from 1 June 2026 up to and including 30 June 2026.
11. Participation in the Employee Option Program 2023 requires that such participation is in accordance with applicable laws, as well as that such participation can take place with reasonable administrative costs and financial efforts according to the company's opinion.
12. The employee options shall be governed by separate agreements with the participants. The board of directors shall be responsible for the preparation and management of the Employee Option Program 2023 within the above-mentioned substantial terms and guidelines.

B. The board of directors' proposal to resolution on a directed issue of warrants and approval of transfer of warrants

In order to enable the company's delivery of shares under the Employee Option Program 2023, the board of directors proposes that the annual general meeting resolves on a directed issue of warrants and approval of transfer of warrants. The board of directors thus proposes that the annual general meeting resolves on a directed issue of warrants in accordance with the following terms and conditions:

1. A maximum of 40,630,656 warrants will be issued.
2. The warrants may only, with deviation from the shareholders' preferential rights, be subscribed for by the company's wholly owned subsidiary Qlife ApS (the "**Subsidiary**"). The reason for the deviation from the shareholders' preferential rights is due to that the warrants are issued as part of the implementation of the Employee Option Program 2023. In light of what has been stated above, the board of directors considers that it is for the benefit of the company and its shareholders that senior executives and key employees in the company are offered to participate in the Employee Option Program 2023.
3. Subscription shall be made no later than as of 31 May 2023. The board of directors shall be entitled to postpone the last day for subscription.
4. Over subscription cannot occur.
5. The warrants shall be issued without consideration. The reason hereof is due to that the warrants shall be issued to the Subsidiary as part of the implementation of the Employee

Option Program 2023.

6. Each warrant entitles the holder a right to acquire one new share in the company against cash consideration at a subscription price amounting to SEK 0.13, whereby the subscription price that exceeds the quota value of the share shall be allocated to the free share premium reserve. The subscription price and the number of shares that each warrant entitles right to may be subject to recalculation in the event of a bonus issue, split, rights issue and similar events.
7. The warrants may be exercised during the time period from and including the registration of the warrants at the Swedish Companies Registration Office (Sw. Bolagsverket) to and including 30 June 2026.
8. The shares issued upon exercise of a warrant confer the right to dividends as from the first time on the record date for dividends that occurs immediately following effectuation of subscription to such extent that the share has been recorded as interim share in the company's share ledger.
9. If all warrants are exercised for subscription of new shares, the share capital will increase with SEK 3,250,452.48.

Further, the board of directors proposes that the annual general meeting shall resolve to approve that the Subsidiary may transfer warrants to the participants in the Employee Option Program 2023 without consideration in connection with the exercise of employee options in accordance with the terms and conditions under Section A above or otherwise dispose over the warrants to secure the company's commitments in relation to the Employee Option Program 2023.

Other information regarding the Employee Option Program 2023

The proposal of the Employee Option Program 2023 has been prepared by the board of directors of the company together with external consultants. The Company's board member and CEO, Thomas Warthoe, is covered by the proposal on Employee Option Program 2023 and has thus not participated in the board of directors' preparation of the proposal.

The board of directors estimates that the Employee Option Program 2023 will entail costs in the form of accounting related personnel costs. Applicable accounting regulations stipulate that the options shall be expensed as personnel costs over the vesting period and accounted for directly against equity. The accounting related personnel costs do not affect the company's cash flow. Since the participants in the Employee Option Program 2023 are employed in Denmark, the board of directors assesses that the Employee Option Program 2023 will not trigger any social costs.

The employee options do not have a market value since they are not transferable. However, the board of directors has calculated a theoretical value of the employee options using the Black Scholes formula. According to a preliminary valuation, the market value of the warrants corresponds to approximately SEK 0.034 per warrant (assuming a share price of SEK 0.10, a subscription price of SEK 0.13 per share, a risk-free interest of 2.82 per cent and a volatility of 60 per cent), calculated in accordance with the Black Scholes formula. Based on the above assumptions, the total accountable cost for the Employee Option Program 2023, calculated using the Black Scholes formula, is estimated to be approximately SEK 1,400,000 before tax during the period 2023-2026.

It shall be noted that the calculations above are based on preliminary assumptions and are only intended to provide an illustration of the outcome.

As per the date of this notice the total amount of shares in the company amounts to 23,072,536 shares. Currently, there are incentive programs in the company in the form of one warrant program and two employee option programs. For further information regarding the existing incentive programs, please see "Incentive programs" on page 8 in the year-end report for the period January-December 2022. Upon full exercise of all warrants issued in relation to existing incentive programs, in the aggregate 351,900 new shares may be issued.

In the event all warrants that are issued in relation to the Employee Option Program 2023 are exercised for subscription of shares, a total of 40,630,656 shares will be issued, which corresponds to a dilution of approximately 8.0 per cent of the company's share capital and votes based on the number of shares that will be added upon full exercise of all 40,630,656 warrants proposed to be issued in relation to the Employee Option Program 2023, and the number of shares that are initially expected to be issued in connection with the rights issue of a maximum of 576,813,400 units resolved upon by the board of directors of the company on 16 February 2023 and approved by the

extraordinary general meeting on 24 March 2023 (the "**Rights Issue**"). As the outcome of the Rights Issue is uncertain at the time of the notice to the annual general meeting, the dilution calculation has been based on the number of shares that may initially be issued if the Rights Issue is subscribed for at the secured level covered by subscription undertakings and guarantee commitments, as well as the number of shares that may initially be issued upon payment of guarantee compensation in units. The dilution is estimated to only have a moderate impact on relevant key ratios for the full year 2022.

In case all warrants outstanding in relation to existing incentive programs as well as the warrants proposed to be issued according to the Employee Option Program 2023 are exercised for subscription of shares, a total of 40,982,556 new shares will be issued, which corresponds to a dilution of approximately 8.06 per cent of the company's share capital and votes based on the number of shares that will be added upon full exercise of all outstanding and proposed incentive programs, as well as the number of shares that may initially be issued in connection with the Rights Issue in accordance with the description above.

The above calculations regarding dilution and impact on key ratios are subject to re-calculation of the warrants in accordance with the customary recalculation terms included in the applicable warrant terms.

Particular majority requirements

For valid resolution on the proposal pursuant to item 11, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting. For valid resolution on the proposal pursuant to item 12, the proposal has to be supported by shareholders representing at least nine tenths of the votes cast as well as of all shares represented at the annual general meeting.

Duty of disclosure at the annual general meeting

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

Meeting documents

Accounting documents as well as the complete proposals for resolutions and other documents for the annual general 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) as from no later than three weeks before the annual general 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 general 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 annual general meeting, the total number of shares and votes in the company amounts to 23,072,536. The company does not hold any own shares.

Helsingborg in April 2023

Qlife Holding AB (publ)

The Board of Directors

For more information please contact:

Mette Gross, Chairman Qlife Holding AB

E-mail: mette.gross@lehdab.com

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

This information was submitted for publication, through the agency of the contact person set out above, at 16:00 CEST on April 3, 2023.

About Qlife Holding AB

Qlife is a Swedish company based in Helsingborg, which develops and markets an innovative medical technology platform, Egoo.Health ("**Egoo**"), with the goal of giving people access to clinical biomarker data when testing at home. The company is listed on the Nasdaq First North Growth Market (ticker: QLIFE). G&W Fondkommission is the Company's Certified Adviser. For additional information, please visit www.qlife.com.