



Notice of annual general meeting in Qlife Holding AB

The shareholders of Qlife Holding AB, Reg. No. 559224-8040 ("Qlife"), are invited to attend the annual general meeting to be held on Wednesday 5 May 2021.

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.

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the board of directors has decided that the annual general meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the annual general meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the annual general meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the annual general meeting will be published on Wednesday 5 May 2021, as soon as the outcome of the advance voting is finally compiled.

Right to participate and notification

Shareholders wishing to participate in the annual general meeting by advance voting must:

- *partly* be registered in the company's share register kept by Euroclear Sweden AB as of Tuesday 27 April 2021;
- *partly* have notified their participation no later than Tuesday 4 May 2021 by casting their advance vote to the company in accordance with the instructions under the heading "Voting in advance" below so that the advance vote is received by the company no later than that day.

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 by advance voting, 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 29 April 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Voting in advance

Shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website (www.qlifeholding.com). The advance voting form is considered as the notification of attendance to the annual general meeting. The completed voting form must be submitted to Qlife no later than on Tuesday 4 May 2021. The completed and signed form shall be sent to Qlife Holding AB, att: Annual General Meeting, Hamntorget 3, SE-252 21 Helsingborg, Sweden. A completed form may also be submitted electronically and is to be sent to info@egoo.health. If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A power of attorney form is available on the company's website (www.qlifeholding.com). If the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

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 CEO.
8. Determination of:
 - a. the number of board members.
 - b. the number of auditors and deputy auditors.
9. Determination of:
 - a. remuneration for the board of directors.
 - b. remuneration for the auditors.
10. Election of board of directors:
 - a. Mette Gross (re-election).
 - b. John Moll (re-election).
 - c. Niklas Marschall (re-election).
 - d. Thomas Warthoe (re-election).
 - e. Mette-Marie Harild (new election).
 - f. Ulrik Harrysson (new election).
 - g. Mikael Persson (new election).
 - h. Chairman of the board of directors: Mette Gross (re-election).
11. Election of auditors.
12. Resolution on authorization for issues of shares, warrants and/or convertibles.
13. Resolution on implementation of a long-term incentive program for proposed new board members.
14. 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 Søren Skjærbæk (chairman), appointed by PKV Consult IVS, Søren Amund Henriksen, appointed by KMD Ventures A/S, Christian Månsson, appointed by Jimmie Landerman, 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 or, in her absence, the person appointed by the Nomination Committee instead.

Item 2: Preparation and approval of the voting register

The voting register that is proposed to be approved is the voting register prepared by the company, based on the share register of the meeting and received advance votes, controlled by the person verifying the minutes of the meeting.

Item 4: Election of one or two persons to verify the minutes

Henrik Ljung is proposed to, together with the chairman, verify the minutes of the meeting, or, in his absence, the person appointed by the board of directors instead. The assignment to verify the minutes also includes controlling the voting register and that received advance votes are correctly reproduced in the minutes.

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 are carried forward to a new account.

Item 8 (a): Determination of the number of board members

The Nomination Committee proposes that seven ordinary board members should be elected for the period until the end of the next annual general meeting.

Item 8 (b): Determination of the number of auditors and deputy auditors

The Nomination Committee proposes that two auditors without deputy auditors should be elected for the period until the end of the next annual general meeting.

Item 9 (a): Determination of remuneration for the board of directors

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 (SEK 200,400 previous year) and with SEK 100,000 to each of the other board members that are not employed by the company (SEK 66,800 previous year).

Item 9 (b): Determination of remuneration for the auditors

The Nomination Committee proposes that remuneration for the auditors shall be paid in accordance with customary norms and approved invoice.

Item 10: Election of board of directors

The Nomination Committee proposes that Mette Gross, John Moll, Niklas Marschall and Thomas Warthoe are re-elected as board members and that Mette-Marie Harild, Ulrik Harrysson and Mikael Persson are elected as new 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) and information on the persons proposed for new elections can be found in the Nomination Committee's complete proposal.

Item 11: Election of auditors

The Nomination Committee proposes that Olof Andersson and Jörgen Lövgren are re-elected as the company's auditors.

Item 12: Resolution on authorization for 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 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 CEO 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).

Item 13: Resolution on implementation of a long-term incentive program for proposed new board members

The Nomination Committee proposes that the annual general resolves to implement a long-term incentive program for the proposed new board members based on issue of warrants (the "**Warrants Program 2021/2024**").

To implement the Warrants Program 2021/2024, the Nomination Committee proposes that the annual general meeting resolves on a directed issue of warrants, on the following terms and conditions:

1. A maximum of 150,000 warrants shall be issued within the framework of the Warrants Program 2021/2024.
2. With deviation from the shareholders' preferential rights, the right to subscribe for the warrants shall only vest in the proposed new board members Mette-Marie Harild, Ulrik Harrysson and Mikael Persson, who shall have the right to subscribe for 50,000 warrants each.
3. The Nomination Committee considers that a share-based incentive program is an important part of a competitive remuneration package in order to attract, retain and motivate internationally qualified board members of the company and to stimulate the board members to perform their utmost in order to maximize value creation for all shareholders. Therefore, the Nomination Committee considers that the proposed Warrants Program 2021/2024 will increase the proposed new board members commitment to the company's operations, strengthen the loyalty to the company and be beneficial for the company as well as its shareholders.
4. Subscription of the warrants shall be made on a separate subscription list on 31 May 2021 at the latest, with a right for the board of directors to prolong this period.
5. Right to subscribe for warrants under the Warrants Program 2021/2024 requires that the participant, at the time of subscription, is a board member of the company.
6. The participants can subscribe for a lower number of warrants compared to what the participants have been offered. Over-subscription cannot occur.
7. The warrants shall be issued to the fair market value of the warrants at the time of subscription, which shall be determined by an independent valuation institute in accordance with the Black & Scholes valuation formula.
8. Payment for the warrants shall be made against cash consideration no later than one week from the time of subscription, with a right for the board of directors to prolong this period.
9. Each warrant entitles the right to subscribe for one new share in the company for a subscription price per share corresponding to 150 per cent of the volume weighted average price according to Nasdaq First North Growth Market's official price list for shares in the company during the period from and including 6 May 2021 to and including 12 May 2021. The subscription price shall be rounded to the nearest whole öre, whereupon 0.5 öre shall be rounded upwards. The amount of the subscription price that exceeds the quotient value of the share shall be added to the free share premium reserve.
10. Subscription of shares by virtue of the warrants may be effected from and including 1 May 2024 to and including 31 May 2024.
11. A share that has been issued by virtue of a warrant confers the right to dividend 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 in the company's share ledger as interim share.
12. Applicable terms for re-calculation and other terms and conditions for the warrants are set out in the complete terms and conditions for the warrants.
13. In case all warrants are exercised for subscription of new shares, the share capital will increase with SEK 12,000.

Other information regarding the Warrants Program 2021/2024

As the warrants in the Warrants Program 2021/2024 will be issued to the participants at their fair market value, it is the Nomination Committee's assessment that no social costs will occur for the company as a result of the Warrants Program 2021/2024. The costs related to the Warrants Program 2021/2024 will hence only be composed of limited costs for implementation and administration of the program.

As per the date of the notice, the number of shares in the company amounts to 11,174,438. In addition, there are in the aggregate 4,472,600 outstanding warrants series TO1 that were issued in the unit issue which was resolved in connection with the initial public offering of the company in the beginning of 2020 and upon full exercise of these warrants, in the aggregate 4,472,600 new shares will be issued resulting in a new total number of shares of 15,647,038.

Currently, there are outstanding incentive programs in the company in the form of one warrant program for certain members of the board of directors and two employee option programs for employees and key persons, in relation to which warrants have been issued. For further information regarding the existing incentive programs, please see "Incentive programs" on page 10 in the year-end report for 2020. Upon full exercise of all warrants issued in relation to existing incentive programs, in the aggregate 671,108 new shares will be issued.

In case all warrants that are issued in relation to the proposed Warrants Program 2021/2024 are exercised for subscription of shares, a total of 150,000 shares will be issued, which corresponds to a dilution of approximately 0.91 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all warrants proposed to be issued in relation to Warrants Program 2021/2024, all 671,108 warrants issued in relation to existing incentive programs, as well as the exercise of all 4,472,600 warrants series TO1. The dilution would only have had a marginal impact on relevant key figures for the full year 2020.

In case all warrants outstanding in relation to incentive programs as well as the warrants proposed to be issued upon resolution by the annual general meeting are exercised for subscription of shares, a total of 821,108 new shares will be issued, which corresponds to a dilution of approximately 4.99 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be added upon full exercise of all outstanding and proposed warrants related to incentive programs as well as all warrants series TO1.

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 set out in the complete terms and conditions for the warrants.

The proposal for the Warrants Program 2021/2024 has been prepared by the Nomination Committee in consultation with external consultants.

The company's chairman of the board of directors, or anyone appointed by her, shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office or Euroclear Sweden AB

Particular majority requirements

For a valid resolution on the proposal pursuant to item 12, 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 a valid resolution on the proposal pursuant to item 13, 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.

Shareholders' right to information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries financial position and the company's relation to other companies within the group. Requests for such information must be submitted via e-mail to info@egoo.health or by post to Qlife Holding AB, att: Annual General Meeting, Hamntorget 3, SE-252 21 Helsingborg, Sweden, no later than Sunday 25 April 2021. The information is provided by keeping it available at the company's office and website, no later than Friday 30 April 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

Meeting documents

Financial statements, the audit report, complete proposals for resolutions and other documents for the annual general meeting, are presented by keeping them available at the company's office at Hamntorget 3, SE-252 21 Helsingborg, Sweden and at the company website ([www.qlifeholding.com](http://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. The share register of the annual general meeting will also be available at the company's office.

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 general 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 March 2021

Qlife Holding AB (publ)

The Board of Directors

Mette Gross, Chair Qlife Holding AB

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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).

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