



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 5 May 2022, at 11.00 a.m. at Hetch's premises at Redaregatan 48 in Helsingborg.

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 Wednesday 27 April 2022;
- *partly* have given a notice of their intention to participate to the company no later than on Friday 29 April 2022, by mail to Qlife Holding AB, Årsstämma, Redaregatan 48, SE-252 21 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 (2 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 Friday 29 April 2022. 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 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 Søren Skjærbæk (chairman), appointed by Thomas Warthoe, Anita Otterheim Hjalmarsson, appointed by Peter Warthoe, Lars Bangsgaard, 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 144,932,675 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 six 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 Mette Gross, John Moll, Thomas Warthoe, Mette-Marie Harild, Ulrik Harrysson and Mikael Persson are re-elected as ordinary board members and that Mette Gross is re-elected 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](http://www qlifeholding.com)).

The Nomination Committee further proposes that BDO Sweden AB is elected as new auditor. BDO Sweden AB has informed that the authorized public accountant Jörgen Lövgren will be 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 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 3,871,232 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 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 the company's CFO Kasper Damgaard Rousøe in accordance with Section A below.

The purpose of the proposed employee option program (the "**Employee Option Program 2022**") is to secure a long-term commitment for the company's CFO 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 employees. Such incentive program is also expected to increase the company's possibilities of retaining a competent person. The details of the Employee Option Program 2022 are set out under Section A below.

In order to secure the company's undertakings under the Employee Option Program 2022, 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 2022

The board of directors proposes that the annual general meeting resolves to adopt the Employee Option Program 2022 in accordance with the following substantial guidelines:

1. The Employee Option Program 2022 shall comprise a maximum of 120,000 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 42. 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 Employee Option Program 2022 shall comprise the company's CFO.
4. Allotment shall take place at the latest on 31 May 2022.

5. The allotted employee options are vested by 1/3 each on 31 May 2023, on 31 May 2024 and on 31 May 2025.
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 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 och pledged. However, the rights according to the employee options does 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 2025 up to and including 30 June 2025.
11. Participation in the Employee Option Program 2022 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 participant. The board of directors shall be responsible for the preparation and management of the Employee Option Program 2022 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 2022, 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 120,000 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 2022. In light of what has been stated in the background above, the board of directors considers that it is for the benefit of the company and its shareholders that the company's CFO is offered to participate in the Employee Option Program 2022.
3. Subscription shall be made no later than as of 31 May 2022. 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 as part of the implementation of the Employee Option Program 2022.

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 42, 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 or 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 2025.
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 9,600.

Further, the board of directors proposes that the annual general meeting shall resolve to approve that the Subsidiary may transfer warrants to the participant in the Employee Option Program 2022 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 2022.

Other information regarding the Employee Option Program 2022

The board of directors estimates that the Employee Option Program 2022 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 participant in the Employee Option Program 2022 is employed in Denmark the board of directors assesses that the Employee Option Program 2022 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. Assuming a share price at the time of allocation of the options of SEK 21.40 and that 100 per cent of the options are vested, the total accountable cost for the Employee Option Program 2022 is estimated to be approximately SEK 210,000 before tax during the period 2022-2025 calculated in accordance with the Black Scholes formula (assuming a volatility of 40 per cent).

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 amount to 15,484,927 shares. Currently, there are incentive programs in the form of two warrant programs 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 2021. Upon full exercise of all warrants issued in relation to existing incentive programs, in the aggregate 711,108 new shares may be issued.

In the event all warrants that are issued in relation to the Employee Option Program 2022 are exercised for subscription of shares, a total of 120,000 shares will be issued, which corresponds to a dilution of approximately 0.77 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 120,000 warrants proposed to be issued in relation to the Employee Option Program 2022. The dilution is estimated to only have a marginal impact on relevant key ratios for the full year 2021.

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 2022 are exercised for subscription of shares, a total of 831,108 new shares will be issued, which corresponds to a dilution of approximately 5.09 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 incentive programs.

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

The annual report and the audit report 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 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 <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 15,484,927. The company does not hold any own shares.

Mette Gross, Chair Qlife Holding AB

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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).