

BULLETIN FROM ANNUAL GENERAL MEETING IN Q-LINEA AB (PUBL)

The annual general meeting of Q-linea AB (publ) (the “Company”), org.nr. 556729-0217, was held on 28 June 2024 in Uppsala, Sweden, at which the shareholders mainly passed the following resolutions. All decisions were made with the majority necessary.

The general meeting was held at Hubben on Dag Hammarskjölds väg 38 in Uppsala. For more detailed information on the content of the resolutions, please see the complete notice of the annual general meeting that is available on the Company's website, www.qlinea.com. Minutes from the annual general meeting will be provided on the said website within two weeks from the day of the meeting.

Annual report and results

The annual general meeting adopted the income statements and the balance sheets and resolved, in accordance with the board of director's proposal, that the result according to the approved income statement should be transferred to a new account. No dividends are to be paid.

Discharge from liability

The annual general meeting granted the members of the board of directors and the previous chief executive officer Jonas Jarvius discharge from liability for the management of the Company's business for the financial year of 2023.

Remuneration to the board of directors and the auditor

The annual general meeting resolved that remuneration to the board of directors shall remain unchanged with SEK 450,000 to the chairman, SEK 337,500 to the vice chairman and SEK 225,000 to each of the other board members.

Furthermore, the annual general meeting resolved that remuneration of SEK 40,000 per year shall be paid to the chairman of the remuneration committee and SEK 20,000 per year to each of the other members of the board's remuneration committee.

The annual general meeting also resolved that remuneration of SEK 90,000 per year shall be paid to the chairman of the audit committee and SEK 45,000 per year to each of the other members of the board's audit committee.

The annual general meeting resolved that fees to the auditor shall be paid in accordance with approved invoices.

Election of board of directors and auditor

The annual general meeting resolved that the board of directors should consist of six (6) directors without any deputy directors.

The annual general meeting resolved to re-elect Erika Kjellberg Eriksson, Hans Johansson, Mario Gualano, Karin Fischer and Finn Sander Albrechtsen, and to elect Jonas Jarvius, as members of the board of directors for the period until the end of the next annual general meeting. The annual general meeting also resolved to appoint Erika Kjellberg Eriksson as Chairman of the board and Mario Gualano as vice chairman of the board.

It was resolved to re-elect PricewaterhouseCoopers AB as auditor for the time until the end of the next annual general meeting.

Nomination Committee for the 2025 annual general meeting

The annual general meeting resolved that the Company, in advance of the annual general meeting in 2025, shall establish a nomination committee. The nomination committee shall be appointed by instruction from the chairman of the board of directors to the three largest shareholders in the Company on 1 September 2024 to appoint a representative each.

Remuneration report 2023

The annual general meeting resolved to approve the remuneration report for 2023 presented by the board of directors.

Adoption of guidelines for remuneration to senior executives

The annual general meeting resolved in accordance with the board of directors' proposal to adopt new guidelines for remuneration to senior executives.

Cancellation of warrants

The annual general meeting resolved to discontinue existing long-term incentive programs in the Company and instructed the board of directors to cancel the underlying warrants in these programs.

Adoption of employee stock option program 2024/2027

The annual general meeting resolved, in accordance with the board of directors' proposal, to implement the employee stock option program 2024/2027 through a directed issue of a total of 8,587,000 warrants. 6,534,000 warrants may be allotted to participants in the program, and the remaining 2,053,000 warrants may be used to cover any cash flow effects resulting from the employee stock option program.

Options are vested over a three-year period and can thereafter be exercised during the period from 1 September 2027 to 31 December 2027. Provided that the set targets are met, each option entitles the holder to acquire one (1) new share in the Company at a price corresponding to 110 percent of the volume-weighted average price of the Company's share on Nasdaq Stockholm during a period of ten (10) trading days prior to 28 June 2024. The increase in the Company's share capital may, upon full exercise of the options, amount to a maximum of SEK 429,350. The detailed terms and conditions of the program are set out in the notice of the annual general meeting and in the minutes from said meeting that will be published on the Company's website.

Authorisation for the board to decide on the issue of new shares, warrants and/or convertibles

The annual general meeting authorised the board of directors to, on one or more occasions during the period until the next annual general meeting, resolve to increase the Company's share capital by an amount corresponding to a maximum of twenty (20) percent of the Company's registered share capital at the time when the authorisation is exercised for the first time. The board of directors may, in accordance with the authorisation, resolve on the issue of shares, warrants and/or convertible loans with deviation from the shareholders' preferential rights. New issues may be made with or without provisions on non-cash issue or an issue by way of set-off or otherwise on such terms and conditions in accordance with the Swedish Companies Act.

The board of directors shall have the right to determine the terms and conditions for issues under this authorisation and who shall have the right to subscribe for issued securities. The terms and conditions must be in line with market conditions.

Approval of related party transaction

The annual general meeting resolved to approve a related party transaction between the majority shareholder Nexttobe AB and the Company. The background is that Nexttobe AB has offered the Company a loan facility of SEK 60,000,000 and that the Company intends to sign a loan facility agreement with the Nexttobe AB.

Description of terms

Nexttobe has the right to charge reasonable market interest rates for loans taken out within the facility. It is intended that the following conditions will apply to all loans disbursed under the facility:

- The loan facility amounts to maximum SEK 60,000,000, plus the loans that have been taken and are outstanding under the Existing Facility as of the date of the annual general meeting (see description and definition below).
- The interest is variable and charged with Swestr 3M + 4% units. However, interest will not in any case be lower than 6 %. The interest is calculated and paid quarterly in arrears.
- The facility shall be used as secondary financing where priority will be given, for example, to share issues, investments, asset sales, etc.
- Loan draw-downs can be made until 31 March 2025.
- Loans run until 30 June 2026, when they shall be repaid. The loans are amortization-free during the loan period. However, the Company has the right to amortize any amount during the term. If the loan is repaid early, accrued interest at the time of repayment shall also be paid by the Company.

The chairperson of the Company, Erika Kjellberg Eriksson, who is also chairperson of the board of Nexttobe AB, has not participated in the board's handling and decisions on matters relating to the loan facility.

Previously approved loan facility and its relation to the currently proposed facility

At the annual general meeting on 13 June 2023, a loan facility from Nexttobe AB of SEK 200,000,000 was approved, which expires on 30 June 2024 (the “**Existing Facility**”). At the beginning of the financial year, SEK 41,500,000 remained to be used from the Existing Facility. As of the date of this notice, a loan of SEK 15,000,000 is outstanding under the Existing Facility (in case additional loans are paid out during the notice period, this will be reported at the annual general meeting at the latest). The loans that are outstanding on the day of the annual general meeting within the scope of the Existing Facility are proposed to be transferred into the now proposed facility, which thus means that the now proposed facility may exceed SEK 60,000,000.

The extended facility, together with the existing facility of SEK 41,500,000, can amount to a maximum of SEK 101,500,000 when fully utilized.

For more information, please contact:

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Attachments

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