

## **NOTICE OF ANNUAL GENERAL MEETING IN Q-LINEA AB (PUBL)**

The shareholders in Q-linea AB (publ) reg. no. 556729–0217 (the “**Company**”) are hereby convened to the annual general meeting on Tuesday 25 May 2021. In light of the risk of the spread of Covid-19 and the authorities’ regulations/advice regarding the avoidance of gatherings, the board of directors has decided that the general meeting will be conducted without physical presence, by shareholders exercising their voting rights by postal voting only. No physical gathering will be held.

### **Notice of participation**

Shareholders who wish to participate at the annual general meeting must:

- On Monday 17 May 2021, be registered in their own name (not nominee registered) in the share register kept by Euroclear Sweden AB, and
- register with the Company by submitting a postal voting form in accordance with the instructions below to be received by the company no later than Monday 24 May 2021.

### **Shares registered in the name of a nominee**

Shareholders whose shares are registered in the name of a nominee must, in order to exercise the right to vote and participate in the general meeting, register with the Company and temporarily re-register the shares in their own name (so called voting registration) with Euroclear Sweden so that the shareholder is included in the shareholders’ register kept by Euroclear Sweden on 17 May 2021. Shareholders are therefore advised to request such registration of the shares well in advance of this date. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Wednesday 19 May 2021 will be taken into account in the preparation of the shareholders’ register.

### **Postal voting owing to Covid-19**

Shareholders exercise their voting rights only by voting in advance, so called postal voting, in accordance with Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Executions of General Meetings in Companies and Associations (2020:198) and the Swedish Act on Continued Validity of the Act (2020:198) on Temporary Exemptions to Facilitate the Executions of General Meetings in Companies and Associations. A special form must be used for postal voting. The form is available on the Company’s website [www.qlinea.com](http://www.qlinea.com) and at the Company’s office. No separate registration is required; a completed and signed postal voting form is valid as registration to participate in the general meeting.

The completed form shall be sent to Advokatfirman Lindahl via e-mail to [q-linea@lindahl.se](mailto:q-linea@lindahl.se) or be posted to the address Q-linea AB (publ), c/o Advokatfirman Lindahl KB, Att: Carolin Martinez, Box 1203, 751 42 Uppsala; mark the envelope “**Annual general meeting 2021**”. In order to qualify as a valid registration, completed forms must be received by the Company no later than the last weekday before the general meeting, i.e. Monday 24 May 2021. If the shareholder is a legal entity or votes in advance by proxy the instructions under section “*Proxy*” must be adhered to.

Shareholders may not state instructions or conditions to voting in advance. Voting forms will be deemed invalid if this happens. Shareholders may, however, in the postal voting form request that decisions in one or more of the matters raised in the proposed agenda be postponed to a so-called continued general meeting, which may not be held solely by postal voting. Such a continued meeting for a decision in a specific matter shall take place if the meeting decides on it or if the owners of at least one tenth of all shares in the Company so request. Further instructions can be found in the postal voting form.

Information regarding the decisions adopted by the general meeting will be published on 25 May 2021 as soon as the outcome of the postal voting has been compiled.

### **Proxy**

Shareholders who wish to exercise their voting rights through proxies, i.e. that an authorized representative fills in and sends the postal voting form to the Company on behalf of the shareholder, must issue a dated proxy form. If a proxy is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The proxy must not be issued earlier than five years before the date of the general meeting. The proxy and any registration certificate must be submitted to the Company together with the postal voting form. The Company will send out proxy forms upon request and it is also available on the Company's website, [www.qlinea.com](http://www.qlinea.com).

### **Digital presentation by the CEO**

In the light of that the annual general meeting will be held without physical presence, a pre-recorded presentation by the Company's CEO Jonas Jarvius will be available on the Company's website, [www.qlinea.com](http://www.qlinea.com) no later than Tuesday, 11 May 2021.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination as to whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report
7. Resolutions on:
  - a) the adoption of the income statement and the balance sheet,
  - b) allocation of the Company's result according to the adopted balance sheet, and
  - c) discharge from liability for each of the members of the board of directors and the CEO
8. Determination of remuneration to the board of directors and the auditor
9. Election of members of the board of directors and chairman of the board of directors
10. Election of auditor
11. Resolution on the nomination committee for the next annual general meeting
12. Resolution on authorisation for the board of directors to decide on the issue of new shares, warrants and/or convertibles
13. Resolution on (A) employee stock option program 2021/2024, (B) directed issue of warrants, and (C) approval of transfer
14. Closing of the general meeting

## **Proposals to resolutions**

### *Item 1 – Election of chairman of the general meeting*

The nomination committee proposes Mattias Prage, or the person designated by the board of directors in the event Mattias Prage is prevented, to be elected chairman for the meeting.

### *Item 2 – Preparation and approval of the voting list*

Since shareholders exercise their right to vote through postal voting, it will not be possible to obtain the general meeting's approval of the voting list. Therefore, the board of directors proposes that the voting list is prepared and approved by the chairman of the general meeting.

### *Item 3 – Election of one or two persons to verify the minutes of the meeting*

The board of directors proposes that Kristin Ermanbriks, or the person designated by the board of directors in the event Kristin Ermanbriks is prevented, is elected to verify the minutes. The person verifying the minutes shall, in addition to approving the minutes, check the voting list and that the results of received votes are correctly reflected in the minutes.

### *Item 7a) Resolutions on the adoption of the income statement and the balance sheet*

The board proposes that the income statement and balance sheet be adopted.

### *Item 7b) – Allocation of the Company's result according to the adopted balance sheet*

The board proposes that no dividend is paid for the financial year 2020 and that the Company's result is carried forward.

### *Item 8 – Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that an annual fee of SEK 420,000 should be paid to the board's chairperson, and SEK 210,000 to each of the other directors.

The nomination committee also proposes that an additional annual fee of SEK 40,000 should be paid to the chairperson of the remuneration committee, and SEK 20,000 to each of the other directors of the remuneration committee.

Furthermore, the nomination committee proposes that an additional annual fee of SEK 80,000 should be paid to the chairperson of the audit committee, and SEK 40,000 to each of the other directors of the audit committee.

Erika Kjellberg Eriksson has announced that no fee will be paid to her in the event that she is elected in accordance with the nomination committee's proposal.

The auditor's fee is proposed to be paid as per approved invoice.

### *Item 9 – Election of members of the board of directors and chairman of the board of directors*

The nomination committee proposes that the board shall consist of seven (7) ordinary board directors and no deputy board directors.

The nomination committee proposes re-election of Erika Kjellberg Eriksson, Mats Nilsson, Marianne Hansson, Marcus Storch, Per-Olof Wallström, Hans Johansson and Mario Gualano. Re-election of Erika Kjellberg Eriksson as chairperson of the board is proposed.

A presentation of the persons proposed for re-election is available at [www.qlinea.com](http://www.qlinea.com).

#### *Item 10 – Election of auditor*

The nomination committee proposes re-election of the auditing firm Öhrlings PricewaterhouseCoopers AB as auditor.

#### *Item 11 – Resolution on the nomination committee for the next annual general meeting*

The nomination committee proposes that the annual general meeting resolves to establish a nomination committee and to adopt instructions for the work of the nomination committee for the 2022 annual general meeting in accordance with the principles as set out below.

#### *Principles for the appointment of the members of the nomination committee*

The board's chairperson is mandated by the general meeting to contact the three largest shareholders according to Euroclear's transcript of the share register as per 1 September 2021, each of whom has the right to appoint one member of the nomination committee. Should any of the three largest shareholders not wish to appoint a member of the nomination committee, the fourth-largest shareholder will be approached, and so forth, until the nomination committee consists of three members.

A majority of the nomination committee's members must be independent from the Company and its management. Neither the CEO nor other members of the Company's management may be members of the nomination committee. At least one of the nomination committee's members should be independent from the Company's largest shareholder in terms of votes, or from a group of shareholders that collaborates with regard to the management of the Company. Directors may be members of the nomination committee, but must not constitute a majority of the nomination committee's members. Should more than one director be appointed to the nomination committee, no more than one director may be dependent in relation to the Company's major shareholders.

The members of the nomination committee must be announced on the Company's website no later than six months prior to the annual general meeting.

The term of office for members appointed to the nomination committee continues until a new nomination committee is appointed following the mandate from the next annual general meeting.

The nomination committee shall appoint one of its own members to chair the committee. Neither the chairperson of the board nor any other director may chair the nomination committee.

If a member leaves the nomination committee before its work is completed, and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member according to the principles set out above, however based on Euroclear's transcript of the share register as soon as possible after the member has left its position. Changes in the composition of the nomination committee shall be made public immediately.

#### *The assignment of the nomination committee*

The nomination committee shall prepare and present proposals regarding the following items for the 2022 annual general meeting:

- a) Election of chairperson for the general meeting,

- b) Determination of the number of directors,
- c) Determination of fees and other remuneration payable to the board and its committees, divided between the chairpersons and other members,
- d) Determination of audit fees,
- e) Election of directors and chairperson of the board,
- f) Election of auditors, and
- g) Principles for the nomination committee's composition and assignment for the 2023 annual general meeting.

When preparing the proposal of resolution on election of board members and the chairperson of the board, the nomination committee shall apply paragraph 4.1 of the Swedish Code of Corporate Governance (the "**Code**") as a diversity policy. The nomination committee shall also in other respects, when preparing proposals for the 2022 annual general meeting adhere to the provisions of the Code.

The nomination committee shall in connection with its assignment fulfill its duties which falls on the nomination committee under the Code.

#### *The work of the nomination committee*

The nomination committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not chair the nomination committee.

The nomination committee shall meet as often as is necessary for the nomination committee to fulfil its tasks, however at least once per year. Notices convening meetings are issued by the chairperson of the nomination committee. If a member of the nomination committee requests that the nomination committee shall be convened for a meeting, the request shall be complied with.

The nomination committee is quorate if at least two members are present. Resolutions of the nomination committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairperson shall have the casting vote.

#### *Remuneration*

No remuneration shall be paid to the members for their work in the nomination committee. However, any necessary and reasonable expenses incurred in connection with the nomination committee's work shall be borne by the Company.

#### *Item 12 – Resolution on authorisation for the board of directors to decide on the issue of new shares, warrants and/or convertibles*

The board of directors of Q-linea, hereby proposes that the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the Company's share capital with not more than SEK 273,379.45. The board of directors shall be authorised to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act.

An issue in accordance with this authorisation shall be on market conditions. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorised to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares, warrants and/or convertible instruments in order to raise capital to the Company.

It is proposed that the CEO is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

*Item 13 – Resolution on (A) employee stock option program 2021/2024, (B) directed issue of warrants, and (C) approval of transfer*

The board proposes that the general meeting of shareholders resolves (A) on the introduction of an employee stock option program for the Company's employees, (B) on a directed issue of warrants to the Company, in order to ensure the Company's delivery of shares according to employee stock option program 2021/2024 and to cover cash flow effects from potential social security costs arising from employee stock option program 2021/2024, and (C) on approval of transfer of warrants or shares in the Company to the participants in the employee stock option program. Resolutions in accordance with A, B and C above are conditional on each other and are therefore proposed to be adopted jointly.

The board considers that it is essential and in all shareholders' interest that the Company's employees, who are considered to be important for the Company's further development, has a long-term interest in a good growth in value of the shares in the Company. A personal long-term ownership commitment can be expected to contribute to an increased interest in the Company's operations and development, as well as raise the participants' motivation to achieve or exceed the Company's strategic and operational goals, and to create a sense of community between the employees and the shareholders.

The employee stock option program is proposed to comprise a maximum of 160,650 employee stock options that can be granted to current and additional employees that are not covered by any of the Company's previous incentive programs. The board may allow exceptions for participants to be part of more than one program. In addition, it is proposed that a maximum of 50,476 warrants be issued to cover any cash flow effects as a result of the employee stock option program.

The maximum dilution effect of employee stock option program 2021/2024 is estimated to 0.77 percent of the share capital and the votes in the Company (calculated based on the number of existing shares in the Company at the time of the notice), provided full exercise of all employee stock options and warrants issued to cover potential cash flow effects from social security costs. The estimation does not take into account already outstanding performance share rights in the long-term incentive programs implemented in 2018 and 2019 nor to outstanding options in the employee stock option program decided in 2020.

This proposal was prepared by the remuneration committee and thereafter by the board in consultation with external counsel.

#### A. *Employee employee stock option program 2021/2024*

The board proposes that the general meeting of shareholders resolves on the introduction of employee stock option program 2021/2024 essentially on the following terms.

1. The employee stock option program 2021/2024 shall include not more than 160,650 employee stock options.
2. The employee stock options shall be assigned to program participants free of charge.
3. Each employee stock option shall entitle the holder to, at the achievement of certain goals after a three-year vesting period, acquire one (1) new common share in the Company at an exercise price corresponding to 125 percent of the volume-weighted average price of the Company's share according to Nasdaq Stockholm's price list during the period ten (10) trading days before 25 May 2021. The subscription price can, however, in no case be less than the quotient value.
4. Offering of employee stock options shall be decided by the Company's board of directors and offered to persons that are employed by the Company on 15 June 2021 which are not covered by any of the Company's previous share related incentive programs. Employees who are available for participation in the employee stock option program 2021/2024 are proposed to be granted a maximum of 3,570 employee stock options each.
5. The employee stock options may be exercised for the subscription of common shares in the Company, in accordance with the terms for the employee stock options, provided that certain strategic and operational goals, set out by the board, are achieved. The goals will be set by the board in advance and will be linked to important events in the Company's development such as progress in product development, product approvals and commercialisation.
6. The right to participate in employee stock option program 2021/2024 is subject to the participant entering into an option agreement with the Company.
7. Issued employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed by the holder.
8. The employee stock options are tied to the participant's employment in the Company. If the employment in the Company is terminated before the employee stock options are exercised for share subscription, all employee stock options which have not yet been exercised by the participant expire without right of exercise.
9. If a general meeting should resolve on e.g. an increase or decrease of the number of outstanding shares during the term of the employee stock options, recalculation can be performed to maintain the value of the employee stock options. Decisions on recalculation shall be made by the board of directors of the Company.

10. The board or a person designated by the board shall have the right to decide on minor deviations in the program that may be needed to fulfill the purpose of the program.
11. Participation in employee stock option program 2021/2024 requires, first, that such participation may lawfully be made, secondly, that such participation according to the Company's assessment can be made with reasonable administrative costs and financial efforts.

#### *B. Directed issue of warrants to the Company*

To enable the Company's delivery of shares under employee stock option program 2021/2024 and to cover potential social security costs arising from employee stock option program 2021/2024, the board of directors proposes that the annual general meeting of shareholders resolves on a directed issue of no more than 211,126 warrants, out of which 50,476 warrants are proposed to be issued to cover cash flow effects from potential social security costs arising from employee stock option program 2021/2024, according to the following terms.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, apply to the Company. Oversubscription cannot occur.
2. The reason for the deviation from the shareholders' preferential rights is that the issue is a step in the introduction of employee stock option program 2021/2024, and to cover cash flow effects from potential social security costs arising from employee stock option program 2021/2024.
3. The warrants are issued free of charge.
4. Subscription of warrants shall be made within three weeks from the date of the issue decision. The board has the right to extend the subscription period.
5. The increase of the Company's share capital may, upon full exercise of the warrants, amount to a maximum of SEK 10,556.30.
6. The warrants can be exercised through the application for subscription of new common shares during the period from registration at the Swedish Companies Registration Office up to and including 30 September 2024.
7. The subscription price for the share on exercise of the warrants is SEK 0.05. The subscription price may, however, not be less than the quotient value of the Company's share. If the subscription price exceeds the quota value of the previous shares, the excess amount must be reported in the unrestricted share premium fund.
8. The board of directors, or a person designated by the board, is authorized to make minor adjustments that are required for the registration and execution of the decision.

The complete terms and conditions for the warrants are set out in "Terms and conditions of warrants of series (2021/2024:1) to subscribe for new shares in Q-linea AB (publ)". In the terms and conditions, it is stated that the subscription price, as well as the number of new shares to which each warrant entitles the holder to subscribe, may be recalculated in the event of a bonus issue, issue of shares and certain other cases.



### *C. Approval of the transfer of warrants or shares in the Company*

The board of directors proposes that the general meeting of shareholders resolves to approve (i) that the Company may transfer no more than 160,650 warrants or shares in the Company to participants in employee stock option program 2021/2024, or otherwise dispose of the warrants to secure the Company's commitments in connection with employee stock option program 2021/2024 in connection with that the warrants in employee stock option program 2021/2024 may be exercised for subscription of new shares by the participants, and (ii) that the Company may dispose of no more than 50,476 warrants to cover potential cash flow effects from social security costs in accordance with the terms of employee stock option program 2021/2024.

#### Costs for employee stock option program 2021/2024

The costs for employee stock option program 2021/2024, which are recognized in the income statement, are calculated in accordance with the accounting standard IFRS 2 and are accrued on a straight-line basis over the three-year vesting period. The calculation has been performed with the following assumptions: (i) a share price for Q-linea's common share of SEK 155.00 at the start of the vesting period; (ii) an assessment of future volatility regarding Q-linea's common share; (iii) full exercise of the employee stock options; (iv) an annual staff turnover of 4.3 percent based on Q-linea's history. In total, this results in a maximum cost of the program of approximately SEK 4.1 million, excluding social security costs. The social security costs are estimated to amount to approximately SEK 0.7 million at an assumed annual increase of the share price of 10 percent until the warrants are expected to be exercised to subscribe for new shares.

#### Existing long-term incentive programs (LTIP) in the Company

##### *LTIP 2018*

At an extraordinary general meeting on 12 November 2018, a long-term incentive program (LTIP 2018) was resolved upon in the form of a performance share-based program. The rights to receive performance shares were granted free of charge in March 2019. The program measures performance over a three-year period starting in March 2019 and the performance goals are linked to various operational sub-goals during this period. The goals include product development, product approval and commercialisation being achieved, which is in line with the Company's business strategies. The performance share rights are earned if the performance goals are achieved.

##### *LTIP 2019*

At the annual general meeting on 22 May 2019, a long-term incentive program (LTIP 2019) was resolved upon in the form of a performance share-based program. The rights to receive performance shares were granted free of charge in December 2019. The program measures performance over a three-year period starting in December 2019 and the performance goals are linked to various operational sub-goals during this period. The goals include product development, product approval and commercialisation being achieved, which is in line with the Company's business strategies. The performance share rights are earned if the performance goals are achieved.

##### *Employee stock option program 2020/2023*

At the annual general meeting on 26 May 2020, a long-term incentive program was resolved upon in the form of an employee stock option program. The employee stock options were granted free of charge during June 2020. The employee stock options can be used to subscribe for ordinary shares in the Company provided that certain strategic

and operational goals set by the board are met and that the subscriber's employment in the Company remains at the time of exercising the employee stock option. The goals are linked to important events in the Company's development, such as progress in product development, product approvals and commercialization.

There are no other share-based incentive programs in the Company.

### **Majority requirements**

The general meeting's resolution under item 12 above requires that shareholders representing not less than two-thirds of both the votes cast and of the shares represented at the meeting approve the resolution. The general meeting's resolution under item 13 above requires that shareholders representing not less than nine-tenths of both the votes cast and of the shares represented at the meeting approve the resolution.

### **Number of shares and votes**

As of the date of this notice, there are a total of 27,337,947 shares, divided into 27,337,947 common shares and 0 C-shares, in the Company. The total number of votes are 27,337,947, of which 27,337,947 are represented by common shares and 0 are represented by C-shares. The Company holds 328,472 common shares. The Company may not vote for its own shares.

### **Questions to the board of directors and the CEO**

The board of directors and the CEO shall, up request by any shareholder, and where the board of directors believes that such may take place without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's financial position as well as the Company's relationship to other group companies. Requests for such information shall be made in writing no later than ten days before the general meeting, i.e. no later than Saturday 15 May 2021, to the address Dag Hammarskjölds väg 52 A i Uppsala or through e-mail to [contact@qlinea.com](mailto:contact@qlinea.com). The information is provided by the Company by making it available on the Company's website and at the Company's office no later than on Thursday 20 May 2021. The information will also be sent to shareholders who have requested it and stated their address.

### **Documentation**

The annual report and the auditor's report, the board's report on the remuneration committee's evaluation of remuneration to senior executives, the auditor's statement regarding compliance with the guidelines for remuneration to senior executives, and the board's complete proposals as well as other documents according to the Swedish Companies Act will be held available at the Company's office (Dag Hammarskjölds väg 52 B in Uppsala) and on the Company's website ([www.qlinea.com](http://www.qlinea.com)) no later than Tuesday 4 May 2021. The nomination committee's proposal and motivated statement will be available on the address stated above as well as on the website stated above no later than four weeks before the general meeting. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address.

In connection with the annual general meeting, the Company will process personal data in accordance with its privacy notice, available on the Company's website, [www.qlinea.com](http://www.qlinea.com).

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Uppsala in April 2021

**Q-linea AB (publ)**

*The board of directors*