

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

Today on 13 June 2023, Q-linea AB (publ) (the “Company”) held its annual general meeting for the financial year 2022 in Uppsala, whereby the resolutions below were adopted.

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](http://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.

### **Adoption of the income statement and the balance sheet**

The annual general meeting adopted the Company’s income statement and the balance sheet for the financial year 2022.

### **Allocation of result**

In accordance with the board’s proposal, the annual general meeting resolved that no dividend will be distributed for the financial year 2022 and that the Company’s result is carried forward.

### **Discharge from liability**

The annual general meeting resolved to discharge the board members and the chief executive officer from liability for the financial year 2022.

### **Remuneration to the board of directors and the auditor**

In accordance with the nomination committee’s proposal, the annual general meeting resolved that an annual fee of SEK 450,000 should be paid to the board’s chairperson, SEK 337 500 to the vice chairperson of the board and SEK 225,000 to each of the other directors.

Further, the annual general meeting resolved 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.

The annual general meeting also resolved that an additional annual fee of SEK 90,000 should be paid to the chairperson of the audit committee, and SEK 45,000 to each of the other directors.

The annual general meeting resolved that the auditor’s fee is to be paid as per approved invoice.

Erika Kjellberg Eriksson announced that no fee will be paid to her.

### **Election of board of directors and auditor**

In accordance with the nomination committee's proposal, the annual general meeting resolved that the board shall consist of seven (7) ordinary board members and no deputy board members. The general meeting re-elected the board members Erika Kjellberg Eriksson, Hans Johansson, Mats Nilsson, Mario Gualano and Nina Korfu-Pedersen and elected Karin Fischer and Finn Albrechtsen for a term of office that extends until the end of the next annual general meeting. Erika Kjellberg Eriksson was re-elected as chairperson of the board and the annual general meeting elected Mario Gualano as vice chairperson.

In accordance with the nomination committee's proposal, the annual general meeting resolved to appoint the auditing firm PricewaterhouseCoopers AB as the Company's auditor.

### **Nomination Committee**

In accordance with the nomination committee's proposal, the annual general meeting resolved that the Company shall have a nomination committee. The nomination committee shall be comprised of one representative of each of the three largest shareholders in terms of votes according to Euroclear's transcript of the share register as per the stock markets opening on 1 September 2023.

### **Employee stock option program 2023/2026**

The annual general meeting resolved in accordance with the board's proposal to introduce an employee stock option program for the Company's employees.

Employee stock options shall be offered to persons that are employed by the Company on 15 September 2023. The employee stock options shall be assigned to participants free of charge. Each employee stock option shall entitle the holder to, at the achievement of certain strategic and operational goals which will be set by the board in advance, 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 13 June 2023. The subscription price can, however, in no case be less than the quota value. 7. The right to participate in the employee stock option program 2023/2026 is conditional on the participant entering into an option agreement with the Company. The employee stock options may be granted to people within each category that follows: The total number of employee stock options that can be offered to people within each category follows (i) CEO: maximum 60,000 (ii) management team: maximum 42,000 per person (ii) other employees: maximum 7,200 per person.

To enable the Company's delivery of shares under the program and to cover potential social security costs arising from it, the annual general meeting resolved on a directed issue of no more than 1,804,134 warrants, out of which no more than 431,334 warrants are proposed to be issued to cover cash flow effects from potential social security costs arising from employee stock option program 2023/2026.

The maximum dilution effect of employee stock option program 2023/2026 is estimated to 5.76 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 contribution costs.

Employee stock option program 2020/2023, Employee stock option program 2021/2024 and Employee stock option program 2022/2025 have all been terminated and replaced by the new Employee stock option program 2023/2026.

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

The annual general meeting resolved in accordance with the board's proposal to authorize 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 by an amount corresponding to a maximum of twenty (20) percent of the Company's registered share capital at the time the authorization is invoked first time. 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 the authorization shall be on market conditions.

### **On approval of related party transaction**

The annual general meeting approved a related party transaction between the Company's shareholder Nexttobe AB and the Company. The background is that Nexttobe AB earlier has approved of a loan facility of SEK 200,000,000 in relation to the Company. Within this framework the Company has been granted a short-term interest-free loan of a total of SEK 57,000,000.

According to the loan facility agreement Nexttobe AB has the right to charge fair market interest for loans that are granted within the framework. Thus, the meeting approved the following conditions for the earlier loan of a total of SEK 57,000,000. The interest is variable and starts with Swestr 3M + 4% units. However, interest must never be paid at a rate lower than 6%. The interest is calculated and paid quarterly in arrears. Loans run until 30 June 2024 and 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 must also be paid by the Company.

Moreover, the meeting decided to approve the above-mentioned conditions for any future loans disbursed within the framework of the loan facility.

### **Remuneration report 2022**

The annual general meeting resolved to approve the remuneration report 2022 which had been submitted by the board.

All resolutions were adopted by the required majority.

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**For more information, please contact:**

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**About Q-linea**

Q-linea is an innovative infection diagnostics company that primarily develops instruments and disposables for rapid and reliable infection diagnostics. Our vision is to help save lives by ensuring antibiotics continue to be an effective treatment for future generations. Q-linea develops and delivers preferred solutions for healthcare providers, enabling them to accurately diagnose and treat infectious disease in the shortest possible time. The company's lead product ASTar® is a fully automated instrument for antibiotic susceptibility testing (AST), giving a susceptibility profile within six hours directly from a positive blood culture. For more information, please visit [www.qlinea.com](http://www.qlinea.com).

**Attachments**

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