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 Wednesday 22 May 2019, at 4 pm in Konferens Hubben (conference room 3+4) with address Dag Hammarskjölds väg 38, 752 37 Uppsala.

Right to attend the annual general meeting

Shareholders who wish to participate at the annual general meeting must on Thursday 16 May 2019 be registered in the share register kept by Euroclear Sweden AB, and notify his or her intention to attend the annual general meeting by email to q-linea@lindahl.se, by telephone to +46 (0)18 16 18 72 during weekdays between 09.00 am to 4.30 pm or by mail to Q-linea AB (publ), c/o Advokatfirman Lindahl KB, Att: Carolin Martinez, Box 1203, 751 42 Uppsala stating "Annual general meeting", on Thursday 16 May 2019 at the latest.

Such notification shall include the shareholder's name, personal identification number or company registration number (or similar), address and telephone number, number of shares, details on advisors (no more than two), if any, and where applicable, details of representatives or proxies.

Nominee-registered shares

To be entitled to participate in the annual general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register kept by Euroclear Sweden AB. Such registration must be duly effected in the share register on Thursday 16 May 2019, and the shareholders must therefore advise their nominees well in advance of such date.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period longer than five years from its issuance. The original power of attorney (together with any authorisation documents such as certificate of registration) should be submitted to the Company by post at the address mentioned above in due time prior to the annual general meeting. A proxy form is available at the Company's website, www.qlinea.com.

Proposed agenda

1. Opening of the general meeting and election of chairperson of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
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 managing director/CEO

8. CEO presentation
9. Determination of remuneration to the board of directors and the auditor
10. Election of members of the board of directors and chairperson of the board of directors
11. Election of auditor
12. Resolution on nomination committee for the next annual general meeting
13. Resolution on guidelines for remuneration for the senior executives
14. Resolutions regarding adoption of a long term-incentive programme
    a) Resolution on adoption of a long-term incentive programme LTIP 2019
    b) Resolution on authorisation for the board to issue shares
    c) Resolution on authorisation for the board to repurchase own shares
    d) Resolution on transfer of own ordinary shares
15. Closing of the annual general meeting

Proposals to resolutions

Item 1 – Election of chairperson of the general meeting

The nomination committee proposes Mikael Smedeby to be the chairperson of the general meeting.

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 2018 and that the Company's result is carried forward.

Item 9 – Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that an annual fee of SEK 320,000 should be paid to the board's chairperson, and SEK 160,000 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.

Furthermore, the nomination committee proposes that an additional annual fee of SEK 60,000 should be paid to the chairperson of the audit committee, and SEK 30,000 to each of the other directors.

Fees are however only payable to directors who are not employees of the Company or the Nexttobe Group.

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

Item 10 – Election of members of the board of directors and chairperson 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, Ulf Landegren, Marianne Hansson, Marcus Storch, Per-Olof Wallström and Hans Johansson. Re-election of Erika Kjellberg Eriksson as chairperson of the board is proposed. Erika Kjellberg Eriksson is employed by the Nexttobe Group.

Jon Heimer has declined re-election.

A presentation of the persons proposed for re-election is available at www.qlinea.com.

Item 11 – Election of auditor

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

Item 12 – Resolution on the nomination committee for the next annual general meeting

The nomination committee proposes that the procedure for appointing the nomination committee prior to the annual general meeting 2020 shall be carried out in accordance with the following principles.

The nomination committee is appointed, on behalf of the general meeting, by the board's chairperson contacting the three largest shareholders according to Euroclear's transcript of the share register on 1 September 2019, 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 Company 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 Company's management. 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.

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.

No fees shall be paid to the members for their work on the nomination committee.

The nomination committee is to propose a resolution on each of the following issues for the 2020 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 work prior to the 2021 annual general meeting.

Item 13 – Resolution on guidelines for remuneration for the senior executives

The board proposes the following main guidelines for remuneration for senior executives.

The Company shall offer its management competitive levels of compensation to ensure that senior executives can be recruited and retained. The compensation package paid to Company management shall be composed of base salary, customary employment benefits and pension. Variable pay may also be offered.

The base salary shall account for the individual's areas of responsibility and experience, and be reviewed annually. The division between base salary and any variable pay is to be proportionate to the executive's responsibilities and authorities. The variable pay is always to be limited to a maximum amount in advance, linked to predetermined and measurable criteria and designed to achieve greater alignment between the interests of the executive and the Company's shareholders. In employee share and share-price incentive programs, the vesting period or, alternatively, the period from when the agreement is concluded until a share may be acquired, should not be less than three years. The terms for any variable pay should be designed so that the board, in the event of particularly difficult financial conditions, is able to limit or refrain from making a variable payment should such payment be deemed unreasonable and inconsistent with the Company's responsibilities in general towards its shareholders. In regard to any annual bonuses, it should be possible to limit or refrain from making a variable payment, should the board consider this warranted for other reasons.

Pension terms shall be competitive with those paid to executives in similar organizations and be based on defined-contribution solutions.

Base salary during a notice period and any severance pay, in total, may not exceed an amount equivalent to the base salary for one year.

Executives who hold a position on the Company's board shall not be paid separate board remuneration.

The board may deviate from these guidelines in individual cases should there be special reasons for doing so.

Item 14 – Resolutions regarding adoption of a long term-incentive programme

The board proposes that the annual general meeting resolves to adopt a long-term incentive programme in the form of a performance-based share programme for certain employees in the Company in accordance with item 14a) below. The resolution shall be conditional upon that the annual general meeting resolves to authorize the board to issue and repurchase shares in accordance with item 14b) and 14c) below and to transfer shares in accordance with item 14d) below.

Thus, the board proposes that all resolutions under item 14 are conditional on each other and are therefore proposed to be adopted jointly.

The purpose of the incentive programme is to recruit and retain competent employees, raise motivation to achieve or exceed the Company's strategic and operational goals and to create a close community of interests between the employees and the shareholders.

Item 14a) – Resolution on adoption of a long-term incentive programme LTIP 2019

The board proposes that the annual general meeting resolves to adopt a long-term incentive programme ("**LTIP 2019**").

LTIP 2019 is proposed to include a maximum of 10 current or future employees who are not participating in any previous incentive programme in the Company. However, the board may allow participants to participate in more than one programme. The participants will be granted the opportunity to receive ordinary shares, free of charge, in accordance with LTIP 2019, so called "**Performance Shares**" in accordance with the terms and conditions set out below.

The Company will under LTIP 2019 grant participants the right to Performance Shares, meaning the right to obtain one Performance Share free of charge ("**Rights**"), provided that certain conditions are fulfilled. A Right may be exercised provided that the participant, with certain exceptions, from the date of the start of LTIP 2019 for each participant, up until and including the date three years thereafter (the "**Vesting Period**"), maintains its employment within the Company. The Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Rights are granted free of charge no later than 31 December 2019.
- Rights vest during the Vesting Period.
- Rights may not be transferred or pledged.
- Each Right entitles the participant to receive one Performance Share free of charge after the end of the Vesting Period (with certain exceptions where the Vesting Period may be accelerated), provided that (i) the participant, with certain exceptions, maintains its employment within the Company by the end of the Vesting Period and (ii) the stated strategic and operational goals for the period have been met. The goals will be determined 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 commercialization.

The participants are divided into different categories and LTIP 2019 will comprise the following Rights to be allocated to participants of the different categories:

- Management (up to 5 individuals): the participants within this category that are not participating in any previous incentive programme in the Company, may in total, be allocated a maximum of 63,100 Rights. However, each participant may, as a maximum, be allocated 12,620 Rights per person, entitling the holder to allotment of not more than one (1) Performance Share for each Right. The board may allow participants to participate in more than one programme.
- Other employees (up to 5 individuals): the participants within this category that are not participating in any previous incentive programme in the Company, may in total, be allocated a maximum of 26,250 Rights. However, each participant may, as a maximum, be allocated 5,250 Rights per person, entitling the holder to allotment of not more than one (1) Performance Share for each Right. The board may allow participants to participate in more than one programme.

The board has considered different methods for transfer of ordinary shares under LTIP 2019, in order to implement the programme in a cost-effective and flexible manner. The board has found the most cost-effective alternative, and thus proposes that the annual general meeting resolves in accordance with the resolution items below to authorise the board to resolve on a directed issue of not more than 117,424 Class C shares to Carnegie Investment Bank, of which not more than 28,074 Class C shares may be issued to secure social charges arising as a result of LTIP 2019, and to authorise the board to resolve on the repurchase of all issued Class C shares. Following conversion from Class C shares to ordinary shares, the shares are intended to be transferred to LTIP 2019 participants, as well as transferred in the market in order to cover the cash flow effects associated with LTIP 2019, primarily social charges. For this purpose, the board proposes that the annual general meeting resolves to transfer not more than 89,350 ordinary shares free of charge to LTIP 2019 participants in accordance with LTIP 2019 and that not more than 28,074 ordinary shares may be transferred to secure social charges arising as a result of LTIP 2019.

The board, or a committee specifically established by the board, shall be responsible for the detailed design and management of the terms of LTIP 2019, within the framework of the said conditions and guidelines including provisions on recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period. In connection therewith, the board shall have the right to make adjustments to meet specific foreign rules or market conditions.

Item 14b) – Resolution on authorisation for the board to issue shares

The board proposes that the annual general meeting resolves to authorise the board, during the period until the annual general meeting 2020, to increase the Company's share capital by not more than SEK 5,871:20 by the issue of not more than 117,424 Class C shares, each with a quota value of SEK 0,05. Carnegie Investment Bank shall, with deviation from the shareholders' preferential rights, be entitled to subscribe for the new Class C shares at a subscription price corresponding to the quota value of the shares.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to employees under the long-term incentive programme, as well as to secure potential social charges arising as a result of LTIP 2019.

Item 14c) – Resolution on authorisation for the board to repurchase own shares

The board proposes that the annual general meeting resolves to authorise the board, during the period until the annual general meeting 2020, to repurchase Class C shares. The repurchase may only be effected through an offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired Class C shares shall be made in cash.

The purpose of the proposed repurchase authorisation is to ensure delivery of Performance Shares under the long-term incentive programme, as well as to secure potential social charges arising as a result of LTIP 2019.

Item 14d) – Resolution on transfer of own ordinary shares

The board proposes that the annual general meeting resolves that Class C shares that the Company acquires based on the authorisation to repurchase Class C shares in accordance with item 14c) above, may, following the reclassification into ordinary shares, be transferred free of charge to participants of LTIP 2019 in accordance with the adopted terms and conditions and in order to secure possible social charges arising as a result of LTIP 2019.

The board therefore proposes that the annual general meeting resolves that not more than 89,350 ordinary shares may be transferred to participants in accordance with the terms and conditions of LTIP 2019, and that not more than 28,074 ordinary shares shall be transferred on to Nasdaq Stockholm at a price within the registered price range at the relevant time, to cover any social charges in accordance with the terms and conditions of LTIP 2019.

The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period.

Majority requirements

The general meeting's resolution under items 14a) – 14d) 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 23,117,963 shares, divided into 23,117,963 common shares and 0 C-shares, in the Company. The total number of votes are 23,117,963, of which 23,117,963 are represented by common shares and 0 of C-shares. The Company holds 211,048 shares, divided into 211,048 common shares and 0 C-shares. The Company may not vote for its own shares.

Information at the annual general meeting

The board and the president shall, upon request by any shareholder and where the board determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the Company's financial position. Anyone wishing to submit questions in advance may do so by mail addressed to: info@qlinea.com.

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 with address Dag Hammarskjölds väg 52 B in Uppsala and on Company's website (www.qlinea.com) on Wednesday 1 May 2019 at the latest. 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.

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Uppsala in April 2019
Q-linea AB (publ)
The board of directors

For more information, please contact:

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The information was submitted for publication, through the agency of the contact persons set out above, at 10.00 CET on April 18, 2019.

About Q-linea

Q-linea is an innovative research, development and manufacturing company that primarily develops instruments and disposables for rapid and reliable infection diagnostics. Q-linea's 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.