

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 26 May 2020, 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 Tuesday 19 May 2020 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 and 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 Wednesday 20 May 2020 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 Tuesday 19 May 2020, and the shareholders must therefore advise their nominees well in advance of such date.

Proxy and information regarding covid-19

The Company takes the current covid-19 situation very seriously and therefore invites all shareholders to carefully consider whether personal/physical attendance at the general meeting is necessary. For this reason, the Company also asks the shareholders to consider issuing a proxy instead of attending in person.

Shareholders represented by proxy must submit a dated proxy. If the proxy is executed by a legal person, a copy of the certificate of registration or equivalent must be attached. The proxy may not be valid for a period longer than five years from its issuance. The original proxy (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 blank proxy form is available at the Company’s website, www.qlinea.com.

To reduce the spread of infection by covid-19, the Company offers its shareholders the opportunity to authorize a person appointed by the Company to represent the shareholder at the annual general meeting. A pre-printed power of attorney is available on the Company's website (www.qlinea.com). The pre-printed power of attorney also contains voting instructions that need to be completed by the shareholder. If the shareholder wishes to submit such power of attorney,

the completed and signed power of attorney and voting instructions in original (together with any authorization documents such as certificate of registration) must have been received by the Company (at the address stated above) by Friday 23 May 2020.

Precautionary measures of the annual general meeting as a result of the coronavirus (covid-19)

Due to the recent development of the spread of the coronavirus (covid-19), Q-linea has taken some precautionary measures before the annual general meeting on 26 May 2020. The measures are being taken to reduce the risk of spread of the coronavirus.

1. Shareholders should, as mentioned above, consider using the opportunity to participate through a proxy. Shareholders who show symptoms of infection, have been in contact with people who show symptoms, have been in a risk area or belong to a risk group, are especially encouraged to take advantage of this opportunity. A proxy form is available on the Company's website, www.qlinea.com.
2. No food or drink will be served before or after the annual general meeting.
3. A recorded speech by the CEO will be made available on the Company's website after the closing of the annual general meeting.
4. Shareholders may follow the annual general meeting on distance with electronic connection (not with a picture), but not formally attend the annual general meeting as a shareholder on distance. This means that shareholders who follow the annual general meeting on distance cannot vote for their shares at the annual general meeting. Note that electronic connection from the annual general meeting requires that at least half of the shares and votes present at the annual general meeting vote in favour of such a resolution.

Registration to attend the annual general meeting on distance can be made by e-mail to q-linea@lindahl.se, by telephone on 018-16 18 72 during weekdays between 9 am and 4.30 pm, or by mail to Q-linea AB (publ), c/o Advokatfirman Lindahl KB, Att: Carolin Martinez (Årsstämma), Box 1203, 751 42 Uppsala.

Information about the annual general meeting in connection with the coronavirus may be updated, please visit www.qlinea.com for updated information.

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. Resolution on that other than shareholders should be allowed to attend the meeting
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report
8. 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
9. CEO presentation
10. Determination of remuneration to the board of directors and the auditor

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11. Election of members of the board of directors and chairperson of the board of directors
12. Election of auditor
13. Resolution on nomination committee for the next annual general meeting
14. Resolution on guidelines for remuneration to senior executives
15. Resolution to amend the articles of association
16. Resolution on authorisation for the board of directors to decide on the issue of new shares, warrants and/or convertibles
17. Resolution on (A) employee stock option program 2020/2023, (B) directed issue of warrants, and (C) approval of transfer
18. Closing of the annual general meeting

Main proposals to resolutions

Item 1 – Election of chairperson of the general meeting

The nomination committee proposes Mattias Prage to be the chairperson of the general meeting.

Item 8b) – Allocation of the Company's result according to the adopted balance sheet

The board proposes that no dividend is paid for the financial year 2019 and that the Company's result is carried forward.

Item 10 – Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that an annual fee of SEK 400,000 should be paid to the board's chairperson, and SEK 200,000 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 60,000 should be paid to the chairperson of the audit committee, and SEK 30,000 to each of the other directors of the audit committee.

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 11 – 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, Marianne Hansson, Marcus Storch, Per-Olof Wallström and Hans Johansson and new election of Mario Gualano. Re-election of Erika Kjellberg Eriksson as chairperson of the board is proposed. Erika Kjellberg Eriksson is employed by the Nexttobe Group.

Ulf Landegren has declined re-election.

Mario Gualano is currently CEO of BBI Group Ltd., he has more than 25 years of commercial, technical and operational experience in the microbiology and diagnostics industry, including 15 years in international leadership roles with Thermo Fisher Scientific. During his time with Thermo Fisher Scientific, he led Thermo Fisher Scientific's Specialty Diagnostics Group in APAC and, most recently, was the president of the micro biology division responsible for 14 manufacturing sites and 30 commercial offices worldwide. Mario holds a PhD in Microbiology and Immunodiagnosics and an MBA from Henley Management College.

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

Item 12 – Election of auditor

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

Item 13 – Resolution on 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 2021 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 2020, 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 2021 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 2022 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 Code as a diversity policy. The nomination committee shall also in other respects, when preparing proposals for the 2021 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 14 – Resolution on guidelines for remuneration to senior executives

The board of directors of Q-linea proposes that the annual general meeting 2020 resolves that the following guidelines for remuneration to the senior executives should apply until the annual general meeting 2024, unless circumstances arise that require revision to be done earlier.

The scope and applicability of the guidelines

These guidelines apply to remuneration payable to the CEO and other members of Q-linea's senior management from time to time. The guidelines also apply to remuneration to the members of the board, to the extent that such remuneration is paid for work for or provided services to the Company outside the scope of their board assignment.

The guidelines apply to remuneration that is agreed, and to amendments to agreed remuneration that are made, after the guidelines have been adopted by the annual general meeting 2020. Transfers of securities and the right to acquire securities from the Company in the future is considered to be remuneration.

The guidelines do not apply to remuneration which is decided or approved by the annual general meeting, such as share-related incentive programs.

The guidelines' contribution to the Company's business strategy, long-term interests and sustainability

The remuneration that is paid shall motivate the senior executives to implement the Company's business strategy and thereby safeguard the Company's long-term interests in a sustainable way. The variable compensation criteria are designed in such a way that they can be linked to this.

The Company's business strategies are:

Regulatory strategy: conduct necessary regulatory preparations for launch of ASTar and consumables, including conducting clinical studies in Europe and USA. The first product focuses on sepsis diagnostics;

Commercial strategy: Q-linea has signed an agreement with Thermo Fisher Scientific, a worldwide sales partner, who already is established with local sales teams in the markets where Q-linea's products are to be launched. This is to achieve a broad and rapid market penetration. Both instruments and consumables are to be sold, but the sale of consumables is expected to account for the majority of the possible revenues. The companies will collaborate very close to each other and Q-linea will have access to all parts of the sales process and attend with application specialists as well. The purpose of the collaboration is to enable Q-linea to constantly monitor the development and feedback of customers in order to continue to develop customer-driven products in the best possible way. The collaboration in respect of service entails that Thermo Fisher Scientific will handle all first-hand service and Q-linea will be responsible for the expertise in more difficult issues;

Operational strategy: continued construction of the Company's infrastructure to ensure its development and production capacity;

Product development strategy: continued development of new applications;

Intellectual Property Strategy: continued development and maintenance of a broad and relevant IP portfolio; and

Service & Support Strategy: continue to build an independent service organization focused on expert service and continue to develop the Company's application specialists to attend and follow up customer visits.

For further information on the Company's business strategy, visit <https://www.qlinea.com/en/om-oss/business-concept-and-strategy/>.

The aim of the remuneration package to the senior executives is to motivate, retain and reward qualified personnel for their contribution to achieving the Company's business strategy, long-term interests and sustainability.

Incentive programs consisting of share- and share-price-related remuneration are resolved by the annual general meeting and these guidelines do not apply to such incentive programs. However, existing incentive programs are described below to give a complete picture of the Company's total remuneration package to the senior executives. The existing long-term share-related incentive programs (LTIP 2018 and 2019) contain performance requirements that are linked to the Company's business strategy.

Types of remuneration

The remuneration offered must be market-based and may consist of fixed salary, variable cash remuneration, pension benefits and other benefits.

Fixed salary shall be individual for each individual senior executive and be based on the executive's area of responsibility and experience and shall be reviewed annually. The distribution between fixed salary and any variable cash remuneration must be proportionate to the executive's responsibility and authority.

Variable cash remuneration shall require fulfilment of criteria measured over a period of one year. Variable cash remuneration shall not exceed 40 per cent of the CEO's and 30 per cent of the other senior executives' annual fixed salary during the period measured for the fulfilment of the criteria. The variable remuneration shall not qualify for pension benefits, unless otherwise required pursuant to mandatory collective bargaining agreements. The board of directors shall have the possibility to limit or omit to give variable cash remuneration if it is deemed unreasonable or incompatible with the Company's responsibilities towards the shareholders in the Company, if difficult financial circumstances would prevail. The board shall have the possibility to request, in accordance with law or agreement, that variable remuneration that has been paid on incorrect grounds be repaid to the Company.

Pension benefits shall be defined contribution pension plans after termination of employment. Q-linea shall pay contributions to public or privately administered pension insurance on a mandatory, contractual or voluntary basis for defined contribution pension plans. The Company has different pension levels for different categories of employees and ages. The pension premiums for defined contribution pensions may amount to a maximum of 25 per cent of the executive's annual fixed salary.

For the operating year 2020, the following pension levels shall apply:

Age and category	Premium
Up to 25 years	No premium
Between 25 – 30 years	6.5 %
Above 35 years	12.5 %
Member of OMG/SDG ¹	+2.5 %
Manager with more than 10 employees	+5 %
CEO and senior executives	22.5 – 25 %

Other benefits may consist of company healthcare benefits, company group life insurance and health care and health insurance and other similar benefits. These benefits shall correspond to a maximum of 3 per cent of the executive's annual fixed salary.

In the commercial organization (with main focus on sales), a remuneration structure will be applied with a fixed salary and a commission-based part. CEO shall determine the detailed design of the model/conditions for such remuneration. However, it shall be in accordance with industry standard and be optimized to create good incentives for the relevant employees.

Consultancy fees shall be payable on market terms. To the extent that a board member performs consultancy services for the Company, the board member in question will not be entitled to participate in the board's (or the remuneration committee's) handling of remuneration-related matters regarding such consultancy services.

Information on criteria and conditions for distribution of variable remuneration

Short-term incentive program (STI)

The selection of criteria (STI-criteria) for the coming year's STI, which is the basis of the payment of variable remuneration, shall be determined annually by the board in order to ensure that the criteria are in line with the Company's business plan. The STI-criteria can be set individually or collectively and shall be designed in such a way that they promote the Company's business plan. For example, the criteria may be linked to the Company achieving certain goals within the framework of its commercialisation plans, that the Company is initiating or completing a certain step or that the Company is entering into a certain agreement. The assessment of the extent to which the criteria have been met shall be made at the end of the measurement period. The outcome shall be discussed by the board and the CEO (after preparation in the remuneration committee) at the end of the year. The resolution on the outcome shall be taken by the board without the CEO or CFO being present.

¹ OMG – Operational Management Group, SDG – Strategic Development Group

Long-term incentive program (LTIP)

LTIP 2018

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

LTIP 2019

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

Termination and severance pay

The notice period for the CEO and other executives may not exceed six months if the employment is terminated by the Company. The fixed cash salary during the notice period and any severance pay may not, in aggregate, exceed an amount corresponding to the fixed cash salary for one year for the CEO or the executive. The notice period may not exceed six months, without the right to severance pay, in the event of termination by the executive.

In addition, remuneration may be paid for non-compete undertakings. Such compensation should compensate for any loss of income. However, the compensation paid by the Company shall not exceed 80%, for a maximum of six (6) months after termination of employment, of the previous monthly income at the time of termination of employment.

Salary and employment conditions for employees other than the Company's senior executives

To evaluate the fairness and reasonableness of the proposed remuneration guidelines, the board has as a part of the preparation of this proposal considered the salary and employment conditions for the employees of the Company. In this context, the board has taken into account information regarding the employees' total income, the components of the remuneration and the increase and growth rate of the remuneration over time. In the remuneration report that will be drafted regarding paid and outstanding remuneration covered by the guidelines, the development of the distance between the remuneration of the senior executives and the remuneration of other employees will be reported.

The decision-making process to determine, review and implement the guidelines

The board has established a remuneration committee and the committee's main tasks include preparing the board's decisions regarding remuneration principles, remuneration and other terms of employment for the senior executives, monitoring and evaluating ongoing and under the year completed programs for variable remuneration for the senior executives and monitoring and evaluating the application of the guidelines for senior executive remuneration which is to be decided by the general meeting, and remuneration structures and levels in the Company.

The board shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting.

The CEO and the senior executives will not participate in the board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviations of guidelines for remuneration

The board may decide to temporarily deviate from the guidelines only in individual cases if there are special and considerable reasons for doing so and the deviation is necessary to meet Q-linea's long-term interests and sustainability or to ensure the Company's financial viability.

Description of significant changes to the guidelines

These guidelines have been prepared by the board's remuneration committee in consultation with the Company's HR function and the proposal has been approved by the board for presentation to the annual general meeting 2020. The proposal is in all material respects corresponding with the guidelines approved at the annual general meeting 2019.

Item 15 –Resolution to amend the articles of association

The Board of Directors proposes that the Annual General Meeting resolves to adopt new articles of association, with the effect that paragraph 9 of the articles is amended as follows:

Current wording:

9. Pre-registration

A shareholder who wishes to participate at a general meeting shall be included in the transcript or other record of the share register as of five days before the meeting, and notify the company thereof not later than the date specified in the notice to attend the general meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

Shareholders or representatives may bring a maximum of two (2) advisors to the general meeting only if the shareholder notifies the number of advisors to the company in the manner specified in the preceding paragraph.

Proposed wording:

9. Pre-registration

A shareholder who wishes to participate at a general meeting shall in addition to the conditions for participation set forth in the Swedish Companies Act, notify the company thereof not later than the date specified in the notice to attend the general meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

Shareholders or representatives may bring a maximum of two (2) advisors to the general meeting only if the shareholder notifies the number of advisors to the company in the manner specified in the preceding paragraph.

Item 16 – 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 AB, 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 233,380. 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 authorization 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 managing director 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 17 - Resolution on (A) employee stock option program 2020/2023, (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 2020/2023 and to cover cash flow effects from potential social security costs arising from employee stock option program 2020/2023, 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 maximum dilution effect of employee stock option program 2020/2023 is estimated to 1.93 percent of the share capital and the votes in the Company (calculated based on the number of existing shares in the Company), 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.

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

A. Employee employee stock option program 2020/2023

The board proposes that the general meeting of shareholders resolves on the introduction of employee stock option program 2020/2023 essentially on the following terms:

1. The employee stock option program 2020/2023 shall include not more than 350,000 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 26 May 2020. 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 2020. Employees are divided into three categories and it is proposed that employee stock option program 2020/2023 entails that employee stock options should be able to be allotted to employees in the following categories:
 - CEO: The CEO may be allotted no more than 16,200 employee stock options.
 - Management group: participants in this category may be allotted no more than 69,600 employee stock options collectively. However, each participant may be allotted no more than 8,700 employee stock options.
 - Other employees: participants in this category may be allotted no more than 3,700 employee stock options.

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 2020/2023 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 2020/2023 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 2020/2023 and to cover potential social security costs arising from employee stock option program 2020/2023, the board of directors proposes that the annual general meeting of shareholders resolves on a directed issue of no more than 459,970 warrants, out of which 109,970 warrants are proposed to be issued to cover cash flow effects from potential social security costs arising from employee stock option program 2020/2023, 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 2020/2023, and to cover cash flow effects from potential social security costs arising from employee stock option program 2020/2023.
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 22,998.50.
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 2023.
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.
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 (2020/2023:1) 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 350,000 warrants or shares in the Company to participants in employee stock option program 2020/2023, or otherwise dispose of the warrants to secure the Company's commitments in connection with employee stock option program 2020/2023 in connection with that the warrants in employee stock option program 2020/2023 may be exercised for subscription of new shares by the participants, and (ii) that the Company may dispose of no more than 109,970 warrants to cover potential cash flow effects from social security costs in accordance with the terms of employee stock option program 2020/2023.

Costs for employee stock option program 2020/2023

The costs for employee stock option program 2020/2023, 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 57 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 3.1 million, excluding social security costs. The social security costs are estimated to amount to approximately SEK 0.5 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.

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

Majority requirements

The general meeting's resolution under items 15 and 16 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 17 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 23,337,947 shares, divided into 23,337,947 common shares and 0 C-shares, in the Company. The total number of votes are 23,337,947, of which 23,337,947 are represented by common shares and 0 of C-shares. The Company holds 328,472 shares, divided into 328,472 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.

Documents

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 Tuesday 5 May 2020 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.

Uppsala, April 2020
Q-linea AB (publ)
Board of directors