

NOTICE OF EXTRAORDINARY GENERAL MEETING IN Q-LINEA AB (PUBL)

The shareholders in Q-linea AB (publ), reg. no. 556729-0217 (the “Company”) are hereby convened to an extraordinary general meeting on Monday 3 July 2023, at 3 pm in Konferens Hubben room 3+4 with address Dag Hammarskjölds väg 38, 752 37 Uppsala, Sweden.

Right to attend the general meeting

Shareholders who wish to participate in the meeting shall, in order to have the right to participate:

- be registered in your own name (not nominee-registered) in the share register kept by Euroclear Sweden AB on the record day for the meeting, that is Thursday 22 June 2023,
- notify his or her intention to attend the general meeting on Wednesday 28 June 2023 at the latest by email to q-linea@lindahl.se or by mail to Q-linea AB (publ), c/o Advokatfirman Lindahl KB, Att: Elsa Malmqvist, Box 1203, 751 42 Uppsala.

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 general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name (so-called voting rights registration) in the share register kept by Euroclear Sweden AB so that the shareholder is entered in the share register as of the record date on Thursday 22 June 2023. The shareholders must therefore advise their bank/nominee well in advance of such date. Voting rights registration requested by shareholders at such a time that the registration has been made by the relevant nominee no later than Tuesday 27 June 2023 will be taken into account in the share register.

Proxy

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 general meeting. A blank proxy form is available at the Company’s website, www.qlinea.com.

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. • Resolutions on a) approval of the board’s proposal for a resolution to amend the articles of association and b) the subsequent approval by the general meeting of the board’s resolution on 1 June 2023 regarding the new issue of common shares with preferential rights for existing shareholders

7. • Closing of the general meeting

Proposals to resolutions

Item 1 – Election of chairman of the general meeting

The nomination committee proposes Mattias Prage to be elected chairman for the meeting.

Item 6 – Resolutions on a) approval of the board's proposal for a resolution to amend the articles of association and b) the subsequent approval by the general meeting of the board's resolution on 1 June 2023 regarding the new issue of common shares with preferential rights for existing shareholders.

a) The board's proposal for a resolution to amend the articles of association

The board proposes that the extraordinary general meeting resolves to amend the Company's articles of association amending the limits for the number of shares and the share capital as follows (other parts are proposed to remain unchanged).

As of the date of this notice, there are a total of 29,537,947 shares in the Company and the share capital amounts to SEK 1,476,897.35. Under item 6b on the agenda for the extraordinary general meeting, the board proposes that the general meeting approves the board's decision of 1 June 2023 on the new issue of common shares with preferential rights for existing shareholders. In order to enable the issue of shares, the limits of the articles of association regarding the number of shares and share capital must be changed.

Current wording	Proposed wording
§ 4 Share capital	§ 4 Share capital
The share capital shall be a minimum of SEK 700,000 and a maximum of SEK 2,800,000.	The share capital shall be a minimum of SEK 5,750,000 and a maximum of SEK 23,000,000.
§ 5 Number of shares	§ 5 Number of shares
The number of shares shall be a minimum of 14,000,000 and a maximum of 56 000 000.	The number of shares shall be a minimum of 115,000,000 and a maximum of 460,000,000.

The CEO, or the person the board appoints, shall have the right to make the minor adjustments that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

b) The subsequent approval by the general meeting of the board's resolution on 1 June 2023 regarding an issue of common shares with preferential rights for existing shareholders

The board of directors has on 1 June 2023 resolved, subject to approval by the general meeting, to increase the Company's share capital with not more than SEK 4,381,421.25 by an issue of not more than 87,628,425 new common shares on the terms and conditions set out below. The board proposes that the general meeting approve of the resolution.

- The right to subscribe for new common shares shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the Company, where one (1) existing share shall entitle to three (3) new common shares (i.e. a subscription ration of 3:1).

2. • Should all new shares not be subscribed based on subscription rights, the board shall resolve on the allocation of new shares without subscription rights. Allocation will then be made in accordance with the following:
 - i. • firstly, allocation shall be made to those who have subscribed for new shares with subscription rights, regardless if the subscriber was a shareholder on the record date or not, and in case of oversubscription, pro rata in relation to the number of new shares subscribed for with subscription rights;
 - ii. • secondly, allocation shall be made to those who have subscribed for new shares without subscription rights, and in the case of oversubscription, pro rata to the number of new shares subscribed for in the respective application, and insofar allocation cannot be done pro rata, allocation will be done by lottery; and
 - iii. • thirdly and lastly, allocation shall be made to those who have entered into guarantee undertakings in accordance with the terms of the guarantee undertakings.
3. • The record date for participation in the new issue shall be 5 July 2023.
4. • Subscription of new shares based on subscription rights shall be made by simultaneous cash payment during the period from and including 7 July 2023 to and including 21 July 2023. Subscription of new shares without subscription rights shall be made during the same period on a separate subscription list. Payment for new shares that are subscribed without subscription rights shall be made by cash payment according to instruction on contract note, however not later than three (3) banking days from receipt of the contract note. The board shall have the right to extend the subscription and payment period.
5. • Subscription, as concerns possible subscription by guarantors, shall be made on a certain subscription list no later than three (3) banking days after the period stated in article 4 above. Payment for such shares that are subscribed for and allotted shall be made in cash no later than three (3) banking days after the contract note has been sent, on which the allotted shares are disclosed. The board of directors shall have the right to extend the subscription and payment period.
6. • The new shares are issued at a subscription price of SEK 3 per share. The part of the subscription price that exceeds the quota value of the shares shall be added to the free premium fund.
7. • The new shares shall entail the right to dividend for the first time on the dividend record date that occurs closest after the new issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register kept by Euroclear Sweden AB.
8. • The resolution on the share issue requires an amendment of the articles of association.
9. • The CEO, or the person the board appoints, shall have the right to make the minor adjustments that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

The general meeting's approval of the board's resolution to issue new shares requires that the articles of association are changed in accordance with item a). The resolution of the general meeting in accordance with item 6 a) and b) above shall therefore be adopted as one resolution. Such a resolution is valid only if it has been supported by shareholders representing not less than two-thirds of both the votes cast and of the shares represented at the general meeting.

Number of shares and votes

As of the date of this notice, there are a total of 29,537,947 shares in the Company, all common shares. The total number of votes are 29,537,947. Further, the Company holds 328,472 common shares in itself, corresponding to a total of 328,472 votes. The Company may not vote for its own shares.

Shareholders' right to information at the general meeting

The board of directors and the CEO shall, upon 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. Anyone who wants to send in questions in advance can send them to Q-linea AB (publ), att: Christer Samuelsson, c/o Uppsala Science Park, 751 83 Uppsala, Sweden.

Documentation

The board's proposals for decisions as well as other documents according to the Swedish Companies Act chapter 13 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). 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 general meeting, the Company will process personal data in accordance with its privacy notice, available on the Company's website, www.qlinea.com.

Uppsala in June 2023

Q-linea AB (publ)

The board of directors

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.

Attachments

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