

## **The nomination committee's proposal for Q-linea's annual general meeting 2024**

The nomination committee for Q-linea, reg. no. 556729-0217 ("**Q-linea**" or the "**Company**"), has been appointed in accordance with the principles adopted by the 2023 annual general meeting and consists of Öystein Engebretsen (Investment AB Öresund, chairperson of the nomination committee), Erika Kjellberg Eriksson (Nexttobe AB, chairperson of the board of directors) and Ulf Landegren (Landegren Gene Technology AB). In accordance with the principles adopted by the annual general meeting 2023, the nomination committee presents the following proposals to Q-linea's annual general meeting of 2024.

### Chairperson of the annual general meeting

The nomination committee proposes that attorney (Sw. advokat) Mattias Prage shall be elected chairperson of the annual general meeting.

### Number of board members and auditors

The nomination committee proposes that the number of board members elected by the annual general meeting shall be six (6) members, and no deputy directors.

The nomination committee proposes that a registered accounting firm be elected as auditor in the Company, and that no deputy auditor is appointed.

### Election of board members, chairperson and vice chairperson of the board of directors

The nomination committee proposes re-election of board members Erika Kjellberg Eriksson, Hans Johansson, Mario Gualano, Finn Sander Albrechtsen and Karin Fischer, and to elect Jonas Jarvius for a term of office until the end of the next annual general meeting.

Furthermore, the nomination committee proposes Erika Kjellberg Eriksson to be re-elected as chairperson of the board of directors, and Mario Gualano to be re-elected as vice chairperson of the board of directors.

Board member Nina Korfu-Pedersen and Mats Nilsson has informed the nomination committee that they are not available for re-election to the board of directors.

Jonas Jarvius, born in 1971, was involved in the founding of Q-linea and served as the company's CEO until spring 2024. Today, Jonas is the CEO of an American life science company. Jonas has over 17 years of experience in the life science and diagnostic industries, holding leadership positions responsible for, among else, product development, financing, IPOs, as well as commercial development and marketing. Jonas is a founder or co-founder of companies such as Qlink, Q-linea, Umbrella Science and Sigolis. He is the inventor of more than 15 patent families and an equal number of registered designs. Jonas holds a doctoral degree in molecular medicine from Uppsala University and has published articles in reputable scientific journals. Jonas Jarvius owns 485,857 shares in Q-linea, either directly or indirectly through a company.

The nomination committee's assessment is that the board's composition complies with the independency requirements in the Swedish Corporate Governance Code (the "**Code**", Sw. Svensk kod för bolagsstyrning). The nomination committee's reasoned statement and information regarding the proposed board members can be read in a separate document which is available on the Company's website [www.qlinea.com](http://www.qlinea.com).

### Remuneration to the board

During its preparation of the proposals, the nomination committee has evaluated previously decided remuneration levels for board members in relation to remuneration levels in comparable companies. Taking such review and the overall financial situation in consideration,

the nomination committee has proposed that the remuneration level for board members and the chairman of the board should not be increased compared the previous year. All remuneration levels are proposed to remain unchanged.

Thus, the nomination committee proposes that board's remuneration for the time until the next annual general meeting should amount to the following (the remuneration for the current year is stated in brackets):

- The chairperson of the board: SEK 450,000 (450,000)
- The vice chairperson of the board: SEK 337 500 (337 500)
- The other members of the board: SEK 225,000 (225,000)
- The chairperson of the audit committee: SEK 90,000 (90,000)
- The other members of the audit committee: SEK 45,000 (45,000)
- The chairperson of the remuneration committee: SEK 40,000 (40,000)
- The other members of the remuneration committee: SEK 20,000 (20,000)

Erika Kjellberg Eriksson announces that no remuneration will be paid to her in case she is elected in accordance with the nomination committee's proposal.

The total remuneration to the persons proposed for election by the nomination committee is thus proposed to amount to SEK 1,367,500 (1,592,500) (i.e. provided that no remuneration is to be paid to Erika Kjellberg Eriksson in accordance with above). This also means that additional remuneration may be paid if other persons are elected.

#### Remuneration to auditors

The nomination committee proposes that the remuneration to the auditor shall be paid in accordance with approved invoice.

#### Election of auditor

The nomination committee proposes, in accordance with the recommendation from the audit committee, that the accounting firm Öhrlings PricewaterhouseCoopers AB be re-elected as the Company's auditor for a term of office that extends until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has informed that the authorized accountant Lars Kylberg remains as auditor in charge.

#### Establishment of a nomination committee and nomination committee instructions

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 2025 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 the stock exchange opening on 1 September 2024, 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 shall 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.

The members of the nomination committee must be announced on the Company's website no later than six months prior to the next 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 2025 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 chairperson, vice chairperson, and other members,
- d) Determination of audit fees,
- e) Election of directors and chairperson and vice chairperson of the board,
- f) Election of auditors, and
- g) Principles for the nomination committee's composition and assignment for the 2026 annual general meeting.

When preparing the proposal of resolution on election of board members, the chairperson and the vice 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 2025 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.

#### *Working order of the nomination committee*

The election committee appoints a chairman within the group. The chairman of the board or another board member shall not be chairman of 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.

Shareholders have had the opportunity to submit proposals and views to the nomination committee ahead of the 2024 annual general meeting.

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Uppsala in May 2024

The nomination committee for Q-linea AB (publ)