

## Proposed resolution regarding A. the establishment of a long-term incentive plan (“LTIP 2026”) and related delivery measures, including B. (i) the issue of warrants and (ii) the transfer of warrants to ensure delivery to participants in LTIP 2026, and C. the transfer of treasury shares to participants in LTIP 2026

(item 14 of the proposed agenda)

The Board of Directors of Q-linea AB (publ) (“Q-linea”) proposes that the Annual General Meeting resolve to introduce a long-term incentive plan for senior executives and other key personnel at Q-linea (“LTIP 2026”) on the principal terms set out below. To ensure Q-linea’s obligations to deliver shares to participants in LTIP 2026, the Board further proposes that the Annual General Meeting resolve on delivery measures in the form of an issue and transfer of warrants, and/or transfer of treasury shares, to participants in LTIP 2026.

The Board’s proposed resolution regarding the establishment of LTIP 2026 is set out in item 14.A below, and the proposed resolutions regarding delivery measures are set out in items 14.B and 14.C below.

### **Background**

Q-linea has, at previous Annual General Meetings (for example, in 2021, 2022 and 2024), resolved to establish long-term incentive plans (LTIPs) for all employees of Q-linea. These have taken the form of employee share option schemes.

The Board of Directors proposes that the AGM resolve on a long-term incentive plan for a total of no more than ten (10) employees of Q-linea.

LTIP 2026 entails that, after three years, the participant receives so-called Matching Shares free of charge and, provided that certain performance conditions are met, so-called Performance Shares, provided that the participant has invested a certain portion of their fixed salary in shares in Q-linea and that the participant’s employment has not been terminated by either party at the time of allocation.

The LTIP 2026 aims to encourage Q-linea’s staff to increase their shareholdings and thereby further emphasise long-term shareholder value. The incentive plan is expected to enhance both Q-linea’s ability to retain and recruit skilled staff, and the participants’ interest in and commitment to Q-linea’s operations and development. The performance conditions, which are based on Q-linea’s total shareholder return (TSR) relative to the total return index Carnegie Small Cap Sweden Index (“CSRXSE”) and accumulated adjusted profit after tax during the Calculation Period, are expected to increase participants’ long-term commitment and align the interests of shareholders and Q-linea employees. The LTIP 2026 is intended to be a recurring plan and to constitute a form of long-term variable remuneration.

### **14.A Resolution on the establishment of LTIP 2026**

The Board of Directors proposes that the Annual General Meeting resolve on LTIP 2026 based on the terms set out below.

- a. The plan is aimed at key employees of Q-linea, including the Chief Executive Officer, but no more than ten (10) persons.
- b. Under the LTIP 2026, participants are offered the opportunity, provided they make a personal investment in shares in Q-linea (“Savings Shares”) during the Acquisition Period (defined in point c. below), to be allocated, free of charge, 0.5 shares in Q-linea (“Matching Shares”) per Savings Share at the end of the Vesting Period (defined in point d. below).

LTIP 2026 further entails that participants may, free of charge and in addition to allocated Matching Shares, be allocated further shares in Q-linea (“Performance Shares”), as follows:

- Provided that Q-linea's total shareholder return (TSR) during the calculation period 1 July 2026–30 June 2029 (the "Calculation Period") is equal to or exceeds that of the CSRXSE during the same period, participants may be allocated 0.5 Performance Share per Savings Share.
- The plan also provides that participants may, free of charge and in addition to the allocated Matching Shares, be allocated further shares in Q-linea based on whether the accumulated profit after tax, and any adjustments, is positive at the end of the Calculation Period, in which case participants may be allocated 1.5 Performance Shares per Savings Share. Adjustments refer to, for example, one-off items, M&A-related transaction and integration costs, significant IFRS adjustments, exchange rate effects on financial items, and social security contributions attributable to LTIP 2026. Adjustments must be symmetrical and consistent over the period.

In total, LTIP 2026 therefore means that participants may be allocated a maximum of 2.5 Matching Shares and Performance Shares per Savings Share.

Delivery of Matching Shares and Performance Shares shall take place in accordance with the delivery arrangements resolved by the general meeting pursuant to items 14.B and 14.C below or, if such delivery arrangements cannot be implemented in a cost-effective or practically feasible manner, through share swap agreements with third parties in accordance with the provisions under the heading 'Hedging Measures, etc.' below.

- The maximum number of Savings Shares that each participant may acquire is limited in such a way that Savings Shares may be acquired for an amount corresponding to no more than a certain percentage of the participant's fixed gross annual salary for 2026. For the Chief Executive Officer, this percentage is ten (10) per cent and for other participants five (5) per cent. The acquisition of Savings Shares shall take place during the period 28 May–30 June 2026 (the "Acquisition Period"). The minimum investment amounts to SEK 25,000 per participant. Participants who enter into an employment contract with Q-linea by 30 June 2026 shall be eligible to participate in LTIP 2026, regardless of their start date, provided that the acquisition of Savings Shares takes place within the Acquisition Period and in accordance with the trading rules and insider rules in force at the time.
- The allocation of Matching Shares and Performance Shares is expected to take place shortly after the publication of Q-linea's quarterly report for the second quarter of 2029. The period from 28 May 2026 up to and including the date of publication of Q-linea's quarterly report for the second quarter of 2029 is defined as the "Vesting Period". The Board of Directors reserves the right to extend the delivery period if participants are prevented from receiving shares due to applicable insider rules or similar regulations.
- A condition for plan participants to be eligible for the allocation of Matching Shares and Performance Shares is, with certain exceptions, that their employment with Q-linea has not been terminated during the Vesting Period and that the participant has retained their Savings Shares during the Vesting Period. Savings Shares sold prior to the end of the Vesting Period shall therefore not form the basis for the allocation of Matching Shares or Performance Shares. The Board shall be entitled to determine further conditions regarding the circumstances under which a participant whose employment ceases during the Vesting Period shall be entitled, in whole or in part, to the allocation of Matching Shares and Performance Shares, including, amongst other things, cases of retirement, long-term illness, death, dismissal due to redundancy or other circumstances deemed reasonable by the Board. In such circumstances, the right to receive an allocation of Matching Shares and Performance Shares may be reduced in proportion to the portion of the Vesting Period that has elapsed at the time of termination of employment.
- The LTIP 2026 shall comprise a maximum of 100,000 shares in Q-linea. In the event that Savings Shares are acquired at a share price that results in the total number of Matching Shares and Performance Shares exceeding 100,000 shares, the number of Matching Shares and Performance Shares that may be transferred to the participant shall be reduced proportionally.
- The Board of Directors shall be entitled to decide on the detailed terms and conditions of LTIP 2026, including the right to calculate and, on reasonable grounds, decide on any adjustments in determining the accumulated adjusted profit during the Calculation Period.

- h. If there are significant changes in Q-linea or in the market, or if the costs of the LTIP 2026 were to substantially exceed the estimated costs, and this, in the Board's assessment, would mean that the terms for the allocation of Matching Shares and Performance Shares under LTIP 2026 are no longer reasonable, the Board shall have the right to make adjustments to LTIP 2026, including, among other things, the right to decide on a reduced allocation of Matching Shares and Performance Shares, or that no allocation of Matching Shares or Performance Shares shall take place at all.
- i. The number of Matching Shares and Performance Shares shall be recalculated as a result of any interim bonus issue, share split, rights issue and/or other similar corporate events.
- j. In the event of a public takeover bid accepted by more than 90 per cent of the shares in Q-linea, or in the event of any other transaction resulting in Q-linea being delisted from Nasdaq Stockholm ("Change of Control"), the following shall apply: all service and holding conditions shall be deemed to have been met as at the date of the Change of Control and all performance criteria shall be deemed to have been met in full. Allocation shall be effected immediately following the Change of Control, through the delivery of ordinary shares, to the extent practicable, or through cash payment corresponding to the value of the allocated shares, calculated as the price in the takeover bid. The Board of Directors shall, within the framework of the above, be entitled to make such adjustments as it deems necessary.
- k. The Board, or a person appointed by the Board, is authorised to draw up and enter into agreements with the participants regarding the detailed terms and conditions of LTIP 2026 and to take such other measures as are necessary for the implementation of LTIP 2026. In addition, the Board shall be entitled to make such minor adjustments to the LTIP 2026 as may be required by applicable foreign or domestic laws and regulations, market practice or similar.

### **Preparation of the proposal**

The proposal regarding LTIP 2026 to the Annual General Meeting has been decided by the Board following preparation by the Remuneration Committee, which consists of certain members of the Board (including the Chairman of the Board).

### **Costs, dilution and impact on key performance indicators**

The LTIP 2026 will be accounted for in accordance with IFRS 2. It is proposed that the LTIP 2026 comprise a maximum of 100,000 shares in Q-linea, corresponding to approximately 0.5 per cent of all outstanding shares in Q-linea. Based on the scope described for LTIP 2026, the cost upon full allocation is estimated to amount to approximately SEK 2.5 million, assuming that all participants acquire the maximum number of Savings Shares. LTIP 2026 is expected to have only a marginal impact on Q-linea's key financial indicators.

To the extent that shares are delivered through the exercise of the 2026/2029 Warrants, LTIP 2026 may result in a dilution of no more than approximately 0.69 per cent of all outstanding shares in Q-linea. To the extent that delivery is made using treasury shares, the LTIP 2026 will not result in any dilution in terms of an increase in the number of outstanding shares. The sale of treasury shares on the market to cover social security contributions will also not result in any increase in the number of outstanding shares.

### **Hedging measures, etc.**

The Board has considered the following alternatives for delivering shares in Q-linea to participants in LTIP 2026.

As the main alternative, the Board proposes that Q-linea should ensure the delivery of shares to participants in the LTIP 2026 through the issue and subsequent transfer of warrants in accordance with item 14.B below (the "Warrant Arrangement").

In addition to the Warrant Arrangement, the Board proposes that the Annual General Meeting approve that Q-linea, in the event that Q-linea holds treasury shares at the relevant time, for example as a result of acquisitions pursuant to the authorisation in item 15, be permitted to use repurchased treasury shares to enable the delivery of shares to participants in the LTIP 2026 in accordance with item 14.C below.

Should the general meeting not resolve to approve (i) the Warrant Arrangement under item 14.B below, or (ii) the proposal regarding the transfer of own shares under item 14.C below, or (iii) if such delivery measures cannot be implemented for any other reason, the Board proposes that Q-linea, in order to hedge the financial exposure that the LTIP 2026 is expected to entail, enter into share swap agreements with third parties on arm's length terms, whereby the third party shall be able to acquire and transfer shares in Q-linea to participants in the LTIP 2026 in its own name. This alternative entails significantly higher costs for Q-linea and is therefore intended to be utilised only if none of the aforementioned delivery alternatives can be utilised.

In the event that the General Meeting resolves in accordance with items 14.B and 14.C, the Board of Directors shall be entitled, within the scope of these resolutions, to use the delivery method which the Board deems most appropriate, taking into account costs, practical implementation and administrative conditions.

**14.B Resolution regarding (i) the issue of warrants and (ii) the transfer of warrants to ensure delivery to participants in LTIP 2026**

The Board proposes that the Annual General Meeting resolve to approve (i) that Q-linea may transfer a maximum of 100,000 2026/2029 Warrants to participants in the LTIP 2026, or otherwise dispose of the 2026/2029 Warrants to ensure Q-linea's obligations under the LTIP 2026 in connection with participants in the LTIP 2026 receiving an allocation of Matching Shares and Performance Shares, and (ii) that Q-linea may dispose of a maximum of 31,420 2026/2029 Warrants to cover cash flow effects arising from any social security contributions in connection with the LTIP 2026.

The warrants issued to cover cash flow effects arising from social security contributions are intended to be used only to the extent that such costs are not instead covered by the transfer of own shares in accordance with item 14.C(ii). The number of warrants proposed to be issued is a maximum number. If treasury shares are used for delivery to participants in LTIP 2026, a lower number of warrants may be exercised or otherwise disposed of to fulfil Q-linea's obligations under LTIP 2026.

*(i) Issue of warrants of series 2026/2029*

The Board of Directors proposes that the Annual General Meeting resolve to issue warrants on the following terms:

- a. Q-linea shall issue a maximum of 131,420 warrants of series 2026/2029 ("the 2026/2029 Warrants"), of which a maximum of 31,420 warrants are proposed to be issued to cover any cash flow effects arising from social security contributions in connection with the LTIP 2026.
- b. The right to subscribe for the 2026/2029 Warrants shall, in deviation from shareholders' preferential rights, be granted to Q-linea. There is no provision for oversubscription.
- c. The reason for the deviation from shareholders' preferential rights is that the issue forms part of the introduction of the LTIP 2026 and is intended to cover cash flow effects arising from social security contributions in connection with the LTIP 2026.
- d. The warrants are issued free of charge.
- e. Subscription for the warrants must take place within three weeks of the date of the issue resolution. The Board of Directors is entitled to extend the subscription period.
- f. The increase in Q-linea's share capital may, upon full exercise of the warrants, amount to a maximum of SEK 13,142.
- g. The warrants may be exercised by submitting a subscription application for new ordinary shares during the period from the date of registration with the Swedish Companies Registration Office up to and including 31 December 2029.
- h. The subscription price per share upon exercise of the warrants is SEK 0.10. However, the subscription price may not be lower than the quota value of Q-linea's shares. If the subscription price exceeds the quota value of the existing shares, the excess amount shall be recognised in the free share premium reserve.

- i. The Board of Directors, or a person appointed by the Board, is authorised to make the minor adjustments necessary for the registration and implementation of this resolution.
- j. The full terms and conditions of the warrants are set out in the “*Terms and Conditions for Series (2026/2029) Warrants relating to the subscription for new shares in Q-linea AB (publ)*”. The terms and conditions state, among other things, that the subscription price and the number of shares to which each warrant entitles the holder may be recalculated in the event of a bonus issue, a new issue and in certain other cases.

*(ii) Transfer of warrants of series 2026/2029*

The Board of Directors proposes that the Annual General Meeting resolve to approve (i) that Q-linea may transfer a maximum of 100,000 2026/2029 Warrants or shares in Q-linea to participants in the LTIP 2026, or otherwise dispose of the 2026/2029 Warrants to secure Q-linea’s obligations under the LTIP 2026 in connection with the participants in the LTIP 2026 receiving an allocation of Matching Shares and Performance Shares, and (ii) that Q-linea may dispose of a maximum of 31,420 Warrants 2026/2029 to cover cash flow effects arising from any social security contributions in connection with the LTIP 2026.

The resolutions under items 14.B (i) and (ii) shall be adopted as a joint resolution and shall be conditional upon the Annual General Meeting resolving to establish the LTIP 2026 in accordance with the Board’s proposal under item 14.A on the proposed agenda.

**14.C Resolution on (i) the transfer of treasury shares to participants in LTIP 2026 and (ii) the transfer of treasury shares to cover social security contributions**

In the event that Q-linea holds treasury shares at the relevant time, for example as a result of acquisitions pursuant to the authorisation in item 15 of the proposed agenda, the Board proposes that the Annual General Meeting resolve as follows.

*(i) Transfer of own shares to participants in LTIP 2026*

The Board proposes that the Annual General Meeting resolve that treasury shares in Q-linea may be transferred to participants in LTIP 2026 on the following terms:

- a. Q-linea may transfer a maximum of 100,000 shares in Q-linea to participants in LTIP 2026.
- b. Each participant in LTIP 2026 shall be entitled to receive the number of shares specified in the terms and conditions of LTIP 2026.
- c. The transfer may take place during the period in which the participant is entitled to receive shares under LTIP 2026.
- d. The shares shall be transferred free of charge.
- e. The number of shares transferred may be recalculated in the event of, for example, a bonus issue, a share consolidation or split, a new issue, a reduction in share capital or similar measures.
- f. The reason for the deviation from shareholders’ pre-emptive rights in connection with the transfer of shares is to enable the delivery of shares in Q-linea under LTIP 2026.

*(ii) Authorisation to transfer own shares on Nasdaq Stockholm to cover social security contributions*

The Board of Directors further proposes that the Annual General Meeting authorise the Board of Directors to, on one or more occasions up to the next Annual General Meeting, resolve to transfer own shares on Nasdaq Stockholm to cover costs for social security contributions attributable to LTIP 2026. The transfer may take place at a price within the price range registered at any given time. The number of shares that may be transferred under this authorisation shall not exceed the number required to cover such costs. Payment for repurchased shares shall be made in cash.

**Majority requirements**

Resolutions of the Annual General Meeting under item 14.A require a majority of more than half of the votes cast. For a resolution under items 14.B and 14.C to be valid, it must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Uppsala, April 2026

Q-linea AB (publ)  
The Board of Directors