

Articles of Association

§ 1 Company name

The company name is Q-linea AB. The company is a public company (publ).

§ 2 Registered office

The registered head office of the company is in Uppsala municipality. General meetings of the shareholders can also be held in Stockholm municipality.

§ 3 Business

The company objective is to, directly or indirectly, develop instruments (including hardware and software) for analysis of biomolecules and other business compatible therewith.

§ 4 Share capital

The share capital shall be not less than SEK 700,000 and not more than SEK 2,800,000.

§ 5 Number of shares

The number of shares shall be not less than 14,000,000 and not more than 56,000,000.

Two classes of shares may be issued, ordinary shares and Class C shares. The ordinary shares shall carry one vote each and the Class C shares shall carry one tenth of a vote each. Ordinary shares class may be issued up to an amount corresponding to the entire share capital. Class C shares may be issued up to an amount corresponding to one tenth (1/10) of the entire share capital.

Class C shares do not entitle to dividends. Upon the company's liquidation, Class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and Class C shares, against payment other than contribution in kind, owners of ordinary shares and Class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary preferential rights). Shares which are not subscribed for under the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or Class C shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or Class C shares, shall have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to preferential rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures, and shall not limit the right to resolve upon an issue with deviation from the shareholders' preferential rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the articles of association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, after resolution by the company's board of directors, take place through redemption of all Class C shares. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per Class C share shall be the quota value of such shares.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office or a court is required, following the receipt of notice that the final and effected decision has been registered.

Class C shares held by the company may, upon decision of the board of directors be converted into ordinary shares. Immediately thereafter, the board of directors shall register the conversion to the Swedish Companies Registration Office. The conversion is effected when it has been registered and the conversion been reflected in the central securities depository register.

§ 6 Board of directors

The board of directors shall consist of not less than 3 and not more than 10 directors, with no deputy directors.

§ 7 Auditors

For audit of the company's annual report, the accounts and the administration of the board of directors and managing director, 1–2 auditors, with or without deputy auditors, shall be appointed.

§ 8 Notice to general meeting

Notice to attend a general meeting shall be advertised in Post-och Inrikes Tidningar (The Official Swedish Gazette) and on the company website. At the time of notice, information about the notice shall be advertised in Svenska Dagbladet. The notice shall immediately, and at no cost for the recipient, be sent by post to those shareholders who so request and state their address.

§ 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.

§ 10 Items at annual general meeting

The following matters shall be addressed at the annual general meeting:

1. Election of a chairman at the meeting;
2. Preparation and approval of the voting list;
3. Election of one or two persons to verify the minutes of the meeting;
4. Determination of whether the meeting was duly convened;
5. Approval of the agenda;
6. Submission of the annual report and the auditor's report;
7. Resolutions
 - regarding the adoption of the income statement and balance sheet
 - regarding allocation of profit or loss in accordance with the adopted balance sheet
 - regarding the discharge from liability of the board members and, where applicable, of the managing director;
8. Determination of fees for the board of directors and, where applicable, for the auditors;
9. Election of the board of directors and, where applicable, auditors; and
10. Other matters which rest upon the meeting according to the Swedish Companies Act or the company's articles of association.

§ 11 Financial year

The company's financial year shall be January 1st – December 31st.

§ 12 CSD clause

The company's shares shall be registered in a CSD (central securities depository) register in accordance with the Financial Instruments Accounts Act (1998:1479).
