

## **The nomination committee's reasoned statement on its proposal for members of the board of directors in Q-linea AB (publ) and report on how the nomination committee has conducted its work**

### **Nomination committee composition**

The nomination committee ahead of the annual general meeting 2020 in Q-linea AB (publ) was established by the chairperson of the board contacting the three largest shareholders as per 1 September 2019 and offering them the opportunity to appoint one member each to the nomination committee.

The nomination committee has consisted of representatives of the three largest shareholders. Nexttobe AB appointed Erika Kjellberg Eriksson, the Fourth Swedish National Pension Fund (Sw. Fjärde AP-fonden) appointed Jannis Kitsakis and Investment AB Öresund appointed Öystein Engebretsen. At the first meeting of the nomination committee, Öystein Engebretsen was appointed chairperson of the nomination committee.

### **Report on the nomination committee's work ahead of the annual general meeting 2020**

The nomination committee has held two minuted meetings. Its members have also had regular contact and additional dialogues by telephone between the meetings.

The nomination committee has reviewed the board's evaluation of its work through interviews with the chairperson and the majority of the board members, and the evaluation shows a good result. The result of the evaluation has been presented in its entirety for the nomination committee and has thus been accounted for in a satisfactory manner.

The chairperson of the board has informed the nomination committee of the diversity policy that applies to the company which corresponds with the Swedish Corporate Governance Code, rule 4.1.

The nomination committee has dealt with all the issues that the committee shall examine according to the Swedish Corporate Governance Code as outlined in below motivation.

Furthermore, the nomination committee has, in order to enable the company to fulfil its information obligations towards shareholders, informed the company about how the nomination committee's work has been conducted and about the proposals that the nomination committee has decided to put forward.

### **Motivation of proposal to board of directors**

The nomination committee motivates its proposal to board of directors as follows.

The nomination committee has in the assessment of appropriate size and appropriate composition of the board considered the competence and experience of individual members and especially valued how the members complement each other and that the board jointly possesses the required width in terms of both background and competence.

The nomination committee has especially considered the demands that will be placed on the board given the company's operations, development and other conditions and also taken into account the value of both continuity and renewal among the board members. Independence matters have been considered as well as the pursuit of gender balance.

Based on the information regarding the board of directors' work that the nomination committee has taken part of, the nomination committee deems that the board is functioning well and as a whole possesses broad competence and experience relevant to the company's operations and the different geographical markets in which the company operates.

Unfortunately, the board member Ulf Landegren has informed the nomination committee that he is not available for re-election. The other directors have declared themselves available for re-election to the board and the nomination committee has deemed that it is important to value continuity in the board. The nomination committee has considered the appropriate size of the board and deemed that seven members is an appropriate size in relation to the company's operations and strategy. Since Q-linea, in the partner agreement with Thermo Fischer, has retained the rights to commercialize and sell AStar™® in Sweden, the nomination committee has been looking for candidates with experience in sales and marketing in the diagnostics area and, after an overall assessment, the nomination committee has decided to propose Mario Gualano as a new board member at the upcoming annual general meeting. 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.

In light of the above, the nomination committee has proposed that the number of board members shall be seven and proposed re-election of Erika Kjellberg Eriksson, Mats Nilsson Marianne Hansson, Marcus Storch, Per-Olof Wallström and Hans Johansson new election of Mario Gualano, and they possess, according to the nomination committee's assessment, a solid competence and experience. Erika Kjellberg Eriksson has been proposed to chair the board.

To summarize, the proposed board is deemed to have the size, versatility and diversity of competence, experience and background that is required and appropriate with respect to the company's operations, development stage and other conditions. The nomination committee has considered that gender balance shall be sought on the board and that the board in general should be characterized by diversity and a wide range of skills, experience and background. The nomination committee has applied the diversity policy applicable to the company in preparing its proposal.

In order to assess whether the proposed directors are considered independent of the company and its management and major shareholders of Q-linea AB (publ), the nomination committee has obtained information about the proposed board members. The nomination committee has deemed that Erika Kjellberg Eriksson and Per-Olof Wallström

shall be considered as independent of the company and its management but not independent of the company's major shareholders. Furthermore, the nomination committee has deemed that Mats Nilsson shall be considered as dependent of the company and its management but independent of the company's major shareholders. The other proposed directors are considered independent in relation to the company, its management and major shareholders.

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Uppsala, April 2020

Nomination committee for Q-linea AB (publ)