

## **The nomination committee's proposal for Q-linea's annual general meeting 2020**

The nomination committee for Q-linea, org. no. 556729-0217 ("**Q-linea**" or the "**Company**"), has been appointed in accordance with the principles adopted by the 2019 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 Jannis Kitsakis (Fjärde AP-fonden). In accordance with the principles adopted by the annual general meeting 2019, the nomination committee presents the following proposals to Q-linea's annual general meeting on 26 May 2020.

### 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 seven members, without deputies.

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 and chairperson of the board of directors

The nomination committee proposes re-election of the board members Erika Kjellberg Eriksson, Mats Nilsson, Marianne Hansson, Marcus Storch, Per-Olof Wallström and Hans Johansson and election of Mario Gualano as a new member for a term of office extending until the end of the next annual general meeting. Furthermore, the nomination committee proposes re-election of Erika Kjellberg Eriksson as chairperson of the board.

Ulf Landegren has informed the nomination committee that he is not available for re-election.

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 Immuno-diagnostics and an MBA from Henley Management College.

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

The nomination committee has during its preparation evaluated previously decided remuneration levels for board members in relation to remuneration levels in comparable companies. Taking into account such review, the nomination committee has proposed that the remuneration level for the board members and the chairperson should be increased slightly in relation to the previous year. It is proposed that remuneration per member and assignments in committees remain unchanged.

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 states in brackets):

- The chairperson of the board: SEK 400,000 (320,000)
- The other members of the board: SEK 200,000 (160,000)
- The chairperson of the audit committee: SEK 60,000 (60,000)
- The other members of the audit committee: SEK 30,000 (30,000)
- The chairperson of the remuneration committee: SEK 40,000 (40,000)
- The other members of the remuneration committee: SEK 20,000 (20,000)

The nomination committee proposes that the remuneration according to the above should only be paid to members who are not employed by the Company or in the Nexttobe Group. This means that no remuneration will be paid to Erika Kjellberg Eriksson in case she is elected in accordance with the nomination committee's proposal.

The proposal entails a total remuneration to the board in the amount of SEK 1,300,000 (1,060,000) (i.e. no remuneration is to be paid to Erika Kjellberg Eriksson in accordance with the principles 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 against 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. Due to the rotation rules, Öhrlings PricewaterhouseCoopers AB has informed that Leonard Daun will be replaced by Lars Kylberg as auditor in charge. Lars Kylberg is an authorized accountant and member of FAR.

### Establishment of a nomination committee and nomination 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 2021 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 1 September 2020, 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 must 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. Should more than one director be appointed to the nomination committee, no more than one director may be dependent in relation to the Company's major shareholders.

The members of the nomination committee must be announced on the Company's website no later than six months prior to the 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 2021 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 the chairpersons and other members,
- d) Determination of audit fees,
- e) Election of directors and chairperson of the board,
- f) Election of auditors, and
- g) Principles for the nomination committee's composition and assignment for the 2022 annual general meeting.

When preparing the proposal of resolution on election of board members and the 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 2021 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.

*The work of the nomination committee*

The nomination committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not chair 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.

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Uppsala, April 2020

The nomination committee in Q-linea AB (publ)