

# ARTICLES OF ASSOCIATION

## §1 Company name

The name of the company is Qlife Holding AB. The company is a public company (publ).

## §2 Registered office of the board of directors

The registered office for the board of directors shall be Helsingborg.

## §3 Object of the company's business

The company shall, directly or indirectly, conduct research, development, manufacturing, marketing and sales of medical devices and conduct other activities compatible therewith.

## §4 Share capital

The share capital shall not be less than SEK 536,000 and shall not exceed SEK 2,144,000.

## §5 Number of shares

The number of shares shall not be less than 6,700,000 and shall not exceed 26,800,000.

## §6 Board of directors

The board of directors shall, to the extent appointed by the general meeting, be composed of not less than 3 and not more than 8 members.

## §7 Auditor

The company shall have not less than 1 and not more than 2 auditors with not more than 2 deputy auditors. As auditor and, when applicable, deputy auditor, an authorized public accountant or a registered accounting firm shall be appointed.

## §8 Place of general meeting

General meetings shall be held in Helsingborg or in Malmö.

## §9 Notice

Notice convening a general meeting shall be made by announcement in the Swedish Official Gazette (*Sw. Post och Inrikes Tidningar*) and by making the notice available on the company's website. It shall further be announced in Svenska Dagbladet that a notice has been made.

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes Tidningar och genom att kallelsen hålls tillgänglig på bolagets webbplats. Att kallelse har skett ska vidare annonseras i Svenska Dagbladet.

Shareholders wishing to participate in the general meetings must be listed as shareholder in a printout or other transcript of the entire share register reflecting the circumstances five weekdays before the general meeting and notify participation to the company no later than on the date specified in the notice. The last mentioned day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday before the general meeting. A shareholder may be accompanied by advisors at a general meeting only if the shareholder notifies the number of advisors to the company in accordance with the procedure prescribed for notification of shareholders' intention to participate in the general meeting.

## **§10 Annual general meeting**

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

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the auditor's report on the consolidated annual report.
7. Resolution:
  - (a) in respect of the adoption of the profit and loss statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet;
  - (b) in respect of the allocation of the company's profits or losses as set forth in the adopted balance sheet; and
  - (c) in respect of discharge from liability of the board members and the managing director.
8. Determination of the number of board members, auditors and deputy auditors.
9. Determination of fees for the board of directors and fees for the auditors.
10. Election of board of directors and auditors.

11. Any other matter which rests with the general meeting in accordance with the Swedish Companies Act or the company's articles of association.

## **§11 Financial year**

The financial year of the company shall be calendar year.

## **§12 Record day provision**

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

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