

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN QLEANAIR HOLDING AB (PUBL)**

The shareholders in QleanAir Holding AB (publ), reg. no. 556879-4548, are hereby given notice to attend the annual general meeting at 10:00 a.m. on Wednesday 12 May 2021. The meeting will be held through postal voting only (see below).

### **Special arrangements due to the risk for spread of the virus COVID-19 (coronavirus)**

The board of directors has, in light of continued spread of the coronavirus and in accordance with the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the annual general meeting.

QleanAir welcomes all shareholders to exercise their voting rights at the annual general meeting through postal voting as described below. Information on the resolutions passed at the annual general meeting will be published on Wednesday 12 May 2021, as soon as the result of the postal voting has been finally confirmed.

### **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Tuesday 4 May 2021; and
- (ii) notify the company of their attendance no later than Tuesday 11 May 2021 by casting their postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Setterwalls Advokatbyrå AB no later than that day. Please note that a notification to attend the general meeting can only be done by a postal vote.

A shareholder represented by proxy shall issue a power of attorney. Further instructions regarding this are available below under the heading "Proxy voting".

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting through postal voting. The shareholder must inform the nominee well in advance of Tuesday 4 May 2021, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday 6 May 2021, will, however, be taken into account in the preparation of the share register.

## Postal voting

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form will be available on the company's website, [www.qleanair.com](http://www.qleanair.com). The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Setterwalls Advokatbyrå AB no later than Tuesday 11 May 2021. The form may be submitted by post to Setterwalls Advokatbyrå AB, Attn: Magnus Melin, P.O. Box 1050, 101 39 Stockholm, Sweden or via e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

## Proxy voting

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the company's website [www.qleanair.com](http://www.qleanair.com).

## Processing of personal data

For information regarding how your personal data is processed in connection with the annual general meeting, please refer to the privacy policy on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## Proposed agenda

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;

6. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report on the group;
7. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
8. Resolution in respect of allocation of the company's profits according to the adopted balance sheet;
9. Resolution in respect of the members of the board of directors' and the CEO's discharge from liability;
10. Determination of the number of members of the board of directors as well as of the number of auditors;
11. Determination of the fees payable to the members of the board of directors and the auditors;
12. Election of members of the board of directors and auditors;
13. Resolution to implement of a long-term incentive programme for senior management and other key individuals by way of (i) a directed issue of warrants and (ii) approval of transfer of warrants;
14. Resolution on an authorisation for the board of directors to increase the share capital;
15. Resolution on changes to the articles of association regarding the company name;
16. Closing of the meeting.

### **The nomination committee's proposed resolutions**

The nomination committee is composed of the chairman of the board of directors of the company (*i.e.* Bengt Engström), Magnus Hardmeier (appointed by Qevirp 41 Ltd) and Oskar Börjesson (appointed by Livförsäkringsbolaget Skandia and Skandia Fonder). The nomination committee has presented the following proposed resolutions in relation to items 1 and 10-12 in the proposed agenda. The nomination committee has found no reason to present any proposal for the amendment of the principles for the appointment of and instructions concerning a nomination committee, adopted at the extraordinary general meeting held on 7 October 2019 and applicable until otherwise decided by the general meeting. The principles are available at the company's website.

#### *Item 1. Election of chairman*

Olof Reinholdsson (lawyer at Setterwalls Advokatbyrå) is proposed as chairman of the meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

#### *Items 10-12. Election of and remuneration to the board of directors and auditors*

The board of directors today consists of the following four (4) ordinary members without deputy members: Bengt Engström (chairman), Maria Perez Hultström, Mats Hjerpe and Johan Westman. It is proposed that the board of directors shall consist of five (5) ordinary members without deputy members for the period until the end of the next annual general meeting. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

It is proposed that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to a total of SEK 1,200,000 out of which SEK 400,000 shall be paid to the chairman and SEK 200,000 to each of the other ordinary members.

It is proposed that the company's auditor shall be paid in accordance with approved invoices.

It is proposed that Bengt Engström, Mats Hjerpe and Johan Westman be re-elected and Towe Resson and Johan Ryrberg be new-elected as board members for the period until the end of the next annual general meeting. Furthermore, Bengt Engström is proposed to be re-elected as chairman of the board of directors.

The accounting firm Grant Thornton (Grant Thornton Sweden AB) is proposed to be re-elected as auditor. The accounting firm has notified that Anders Meyer will remain as auditor in charge.

#### Information on the board members proposed to be new-elected:

Towe Resson, born 1966, MSc Industrial Design from Gothenburg University, provides the board with solid industrial design expertise. Towe is today VP Global Design at Husqvarna Group AB where she started her career in 2006. Towe has previously held positions as core team member of the Virtual Innovation Lab and the Digital Solutions Planning and Connectivity Hub at Husqvarna Group. She is independent in relation to the company and management and in relation to the company's major shareholders.

Johan Ryrberg, born 1959, BBA Stockholm School of Economics, provides the board with solid CFO and industrial expertise as Johan held several leading positions, including CFO, during his 20-year career at Camfil Group, a global manufacturer of air filtration systems. Johan has previously held positions as CFO Ovako, interim CFO Perstorp Group and Cabononline Group. He is independent in relation to the company and management and in relation to the company's major shareholder.

Further information regarding the proposed board members will be held available at the company's website [www.qleanair.com](http://www.qleanair.com).

#### **The board of directors' proposed resolutions**

The board of directors of the company has presented the following proposed resolutions in relation to items 2, 4, 8, and 13-15 in the proposed agenda.

##### *Item 2. Preparation and approval of the voting list*

The voting list that is proposed for approval is the voting list to be prepared by Setterwalls Advokatbyrå AB on behalf of the company, based on the shareholders' register for the general meeting kept by Euroclear Sweden AB, and postal votes received, and approved by the persons appointed to approve the minutes.

##### *Item 4. Election of one or two persons who shall approve the minutes of the meeting*

The board of directors' proposes that Oskar Börjesson, Livförsäkringsbolaget Skandia, is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he is prevented from doing so, the person the board of directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the general meeting.

*Item 8. Allocation of the company's profits*

The board of directors proposes that of the company's unappropriated earnings, a total of SEK 19,316,960 is distributed to the shareholders, corresponding to a dividend of SEK 1.30 per share. The board of directors further proposes that the record date for dividends shall be on 17 May 2021. The dividend is paid out through Euroclear Sweden AB, and is estimated to be paid out three business days after the record date (*i.e.* Thursday 20 May 2021).

*Item 13. Resolution to implement of a long-term incentive programme for senior management and other key individuals by way of (i) a directed issue of warrants and (ii) approval of transfer of warrants*

The board of directors proposes that the general meeting resolves on implementation of a long-term incentive programme (“**Warrant programme 2021/2024**”) for senior management and other key individuals by way of (i) a directed issue of warrants and (ii) approval of transfer of warrants on the terms and conditions set forth below. The warrants shall entitle to subscription of new shares in the company.

*Background and reason for proposal*

As of today, there is one share related incentive programme for senior management and other key individuals. Please refer to “Existing share related incentive programmes” below for more information.

The board of directors is of the opinion that the existing share related incentive programme strengthens the retention of those participating and motivates them create shareholder value. The board of directors assess that these objectives are in line with all shareholders' interests and annually evaluates whether to propose share related incentive programs at the annual general meeting.

This proposal has been presented in order to enable an increased commitment for senior management and other key individuals already participating in the existing incentive programme as well as to enable participation in a share related incentive programme for persons within the aforementioned categories (incl. new-recruitments) not participating in the existing incentive programme.

The incentive programme shall encompass existing and future senior management and other key individuals of the company group as set forth below (the “**Participants**”). Board members of the company will not be allowed to participate.

*Terms and conditions for the issue of warrants*

1. The company shall issue no more than 166,784 warrants of which no more than 145,936 warrants of series 2021/2024:A and no more than 20,848 warrants of series 2021/2024:B. Each warrant entitles to subscription of one (1) new share in the company, each with a quotient value of SEK 0.50. If all warrants are subscribed, transferred to and exercised by the Participants for subscription of new shares, the company's share capital will increase by SEK 83,392 of which SEK 72,968 in relation to warrants of series 2021/2024:A and SEK 10,424 in relation to warrants of series 2021/2024:B (subject to potential recalculations in accordance with customary terms and conditions to be applicable in relation to the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the company and/or its subsidiaries after which they are to be transferred to the Participants in accordance with the resolution adopted by the general meeting and instructions from the company's board of directors. The reason for the deviation from the shareholders' preferential rights is that the warrants are to be used within the proposed incentive programme.
3. Subscription of warrants shall be made on a subscription list on 31 May 2021 at the latest. The board of directors shall be entitled to prolong the subscription period.
4. The company is not to pay anything for the warrants. The subscription price to be paid by a subsidiary for each warrant shall correspond to the theoretical market value of the warrants, calculated by an independent valuation agent engaged by the company by use of the Black & Scholes valuation model. The period of measurement for such calculation shall correspond to the period of measurement of the Exercise Price (as defined below) in accordance with item 6 below. Payment is to be made in connection with subscription of warrants and not later than on 31 May 2021. The board of directors shall be entitled to prolong the time period for payment.
5. The warrants may be exercised for subscription of new shares during the period from and including 1 June 2024 until and including 31 December 2024. Subscription of new shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation, or otherwise in breach of relevant insider rules and regulations (including the company's internal guidelines in this respect). Warrants that have not been exercised for subscription of new shares by 31 December 2024 shall lapse.
6. Each warrant shall entitle the warrant holder to subscribe for one (1) new share in the company at a subscription price per share (the "**Exercise Price**") corresponding to 130 percent of the volume weighted average trading price for the company's share on Nasdaq First North Premier Growth Market during a period of ten (10) trading days immediately following the annual general meeting. If no trading price is recorded for a particular trading day within the specified period, such day shall not be taken into account, but the period shall instead be extended forwards in time with the number of succeeding trading days required for the period to comprise ten (10) trading days with a

recorded trading price. The Exercise Price thus calculated shall be rounded off to the nearest whole SEK 0.01, whereupon SEK 0.005 shall be rounded upwards.

7. Warrants of series 2021/2024:A shall also be subject to the terms and conditions set forth in Schedule A to the board's complete proposal and warrants of series 2021/2024:B shall also be subject to the terms and conditions set forth in Schedule B to the board's complete proposal.
8. The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

#### *Transfer of warrants to the Participants*

The warrants are to be transferred to the Participants against a premium payable by the Participants corresponding to the theoretical market value of the warrants as of the date of transfer, calculated by an independent valuation agent engaged by the company by use of the Black & Scholes valuation model. Warrants may be transferred to the Participants free-of-charge provided that it does not entail negative tax consequences for the company group (only applicable with respect to Participants in other jurisdictions than Sweden). The market value is preliminary estimated to SEK 5.42 per warrant, based on a market value of the underlying share corresponding to SEK 65, assuming an Exercise Price of SEK 84.50.

The board of directors of the company shall resolve upon allocation to Participants in accordance with the guidelines set forth in the board's complete proposal whereby the overall intention is that Participants within the first category shall be offered 200 percent of the number of warrants offered to Participants within the second category whilst Participants within the second category shall be offered 300 percent of the number of warrants offered to Participants within the third category (of a total of three categories). No Participant within the first category may be offered more than 31,272 warrants, no Participant within the second category may be offered more than 15,636 warrants and no Participant within the third category may be offered more than 5,212 warrants. The first category comprises the company's CEO and consists of one person, the second category comprises the management team and consists of approximately six persons, and the third category comprises other key individuals and consists of approximately eight persons. A Participant can choose to acquire a lower but not a higher number of warrants than offered to the Participant.

For participants in other jurisdictions in Sweden, it is implied that transfer of warrants is legally possible and that transfer, in the board of directors' opinion, can be carried out with reasonable administrative and financial efforts. The board of directors shall have the right to adjust the terms of Warrant Programme 2021/2024 to the extent required in order for allotment of warrants to participants in other jurisdictions, to the extent practically possible, to be made under the same conditions imposed by Warrant Programme 2021/2024.

#### *Existing share related incentive programmes*

Warrants giving right to subscribe for new shares in the company have been issued under one incentive programme for senior management and other key individuals pursuant to a

resolution adopted at an extraordinary general meeting held on 26 June 2020. 222,888 warrants (197,255 warrants of series 2020/2024:A and 25,633 warrants of series 2020/2024:B) were issued under the incentive programme. As of today, 206,172 warrants are held by participants in the incentive programme (the rest of the warrants issued under the incentive programme will not be possible to exercise for subscription of new shares). Each warrant entitles to subscription of one (1) new share at a subscription price of SEK 41.83 per share. The warrants may be exercised for subscription of new shares during the period from and including 1 July 2023 until and including 31 January 2024.

If all outstanding warrants were to be exercised, the company's share capital would increase with SEK 103,086 through the issuance of 206,172 new shares (subject to potential recalculations in accordance with the terms and conditions for the warrants), each with a quotient value of SEK 0.50. This would lead to a dilution corresponding to approximately 1.37 percent of the total share capital and number of shares and votes in the company (calculation based on the share capital (SEK 7,429,600) and number of shares and votes (14,859,200) in the company as of today).

Some of the issued warrants are held by Participants within all categories of the proposed incentive programme. Within category 1, the Participant has been allocated 16,716 warrants, within category 2, no Participant has more than 16,716 warrants and within category 3, no Participant has more than 8,916 warrants.

#### *Warrant agreement*

All warrants will be governed by warrant agreements to be entered into with each Participant. The warrant agreement will include a so-called vesting structure, certain transfer restrictions and other terms and conditions customary for such agreements with some potential differences due to requirements under local law.

#### *Costs, dilution, etc.*

The company's assessment is that the group will not incur any social security costs or similar in relation to the Warrant Programme 2021/2024, except for in relation to the part directed to Participants resident in the U.S. Costs in relation to Participants resident in the U.S. are appraised to a maximum of approximately TSEK 25 based on today's tax rates, an assumed Exercise Price of SEK 84.50 and assuming that the value of the company's shares at the time of exercise of the warrants is SEK 100 per share (the tax rate is currently approximately 7.65 per cent and tax costs are calculated on the difference between the Exercise Price and the value of the company's shares at the time of exercise of the warrants). The costs are appraised to a maximum of approximately TSEK 65 should the value of the company's shares at the time of exercise of the warrants instead be SEK 125 per share (the aforementioned examples are only intended to illustrate the costs in different scenarios and are not a reflection of any appraised development of the share price).

Other than the warrants described under "Existing share related incentive programmes" above, there are no share or share price related incentive programmes outstanding in the company as of today.



Upon full subscription, transfer and exercise of all 166,784 issued warrants, a total of 166,784 new shares will be issued in the company (subject to potential recalculations in accordance with customary terms and conditions applicable for the warrants). This would lead to a dilution corresponding to approximately 1.11 percent of the total share capital and number of shares and votes in the company (calculation based on the share capital (SEK 7,429,600) and number of shares and votes (14,859,200) in the company as of today).

Accounting for the new shares that may be issued under the proposed incentive programme, the key ratio earnings per share for the full year 2020 had then been changed in such way that the result per share had been changed from SEK 4.51 to SEK 4.46 (the calculation excludes the existing incentive programme and is based on the dilutive effect without taking costs associated with the programme into consideration).

In addition, there are costs associated with the incentive programme in respect of valuation, consultancy services and costs for registration and practical management of the programme.

The above calculations regarding dilution and impact on key ratios are subject to recalculations in accordance with the customary recalculation terms set out for the programmes.

#### *Approval of transfer of warrants from to the Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfer of warrants to the Participants.

#### *Preparation of the proposal*

This proposal has been prepared by the board of directors together with external consultants. The final proposal has been presented by the board of directors.

#### *Majority requirements*

The proposed implementation of a long-term incentive programme by way of a directed issue of warrants, and the approval of the transfer of warrants to the Participants, is governed by the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktieföretagslagen (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

#### *Item 14. Resolution on an authorisation for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorisation for the board of directors to – for the period up to the next annual general meeting, with or without deviation from the shareholders’ preferential rights and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The company’s share capital may by support of the authorisation be increased by an amount corresponding to not more than 10 per cent of the share capital after such issue(s). Deviation from the shareholders’ preferential rights shall be allowed in situations where a directed issue is deemed more

appropriate for the company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

*Item 15. Resolution on changes to the articles of association regarding the company name*

The board of directors proposes that the general meeting resolves to change the articles of association regarding the company name, whereby the articles of association's § 1 is changed to the following new wording: "The name of the company is QleanAir AB. The company is a public company (publ)".

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

### **Number of shares and votes in the company**

The total number of shares in the company at the time of issuance of this notice is 14,859,200. The company does not hold any of its own shares.

### **Shareholders' right to request information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence. A request for such information shall be made in writing no later than on Sunday 2 May 2021. The information will be made available at the company's office from Friday 7 May 2021, at the latest. The information will, from the same date, also be available on the company's website [www.qleanair.com](http://www.qleanair.com). The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later

than the aforementioned date on the company's website [www.qleanair.com](http://www.qleanair.com). All the above mentioned documents will also be presented at the general meeting.

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Stockholm, April 2021

*The board of directors*