

# 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 13 May 2020 at Setterwalls Advokatbyrå's offices at Sturegatan 10 in Stockholm, Sweden. Registration for the meeting commences 30 minutes before the opening of the meeting.**

## 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 Thursday 7 May 2020; and
- (ii) notify the company of their attendance and any assistant no later than Thursday 7 May 2020. Notification can be made via letter to Setterwalls Advokatbyrå AB, Attn: Magnus Melin, P.O. Box 1050, SE-101 39 Stockholm, Sweden or by e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

## Special arrangements because of the risk for spread of the virus COVID-19 (coronavirus)

The board of directors has, in light of continued spread of the coronavirus, resolved to implement certain precautionary measures for the annual general meeting.

Due to the board of directors' resolution, no food or beverage will be served in connection with the annual general meeting, no statement will be made by the CEO, the number of non-shareholders present at the meeting will be limited, and the timeframe for the annual general meeting will be kept a minimum, without restricting the shareholders' rights. As supported by the special application of rules issued by the Swedish Corporate Governance Board, the board members and CEO will also consider not to attend the annual general meeting in person.

In light of the authorities' recommendations and for shareholders who are concerned about the coronavirus outbreak, the shareholders are asked to carefully consider the possibility not to attend the meeting in person and instead attend by proxy. A temporary change of law enables the company to collect proxies from shareholders and to allow postal voting. The board of directors intends to apply the possibility of proxy collection. More information regarding this procedure will be held available on the company's website, [www.qleanair.com](http://www.qleanair.com).

## 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 in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Thursday 7 May 2020, at which time the register entry must have been made.

### **Proxy**

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

### **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 on guidelines for remuneration to the senior management;
14. 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;
15. Resolution on an authorisation for the board of directors to increase the share capital;
16. Resolution on changes to the articles of association regarding the prerequisites for participating in shareholders' meetings;
17. Resolution on changes to the articles of association by introducing a provision on the collection of proxy forms and postal voting;
18. Resolution on changes to the articles of association regarding the board of directors' registered office;
19. 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.* Rolf Classon), Magnus Hardmeier (appointed by Qevirp 41 Ltd), Oskar Börjesson (appointed by Skandia Fonder) and Malin Björkmo (appointed by Handelsbanken 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.

*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: Rolf Classon (chairman), Christina Lindstedt, Maria Perez Hultström and Mats Hjerpe. It is proposed that the board of directors shall consist of four (4) 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 1,000,000 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 Maria Perez Hultström and Mats Hjerpe be re-elected and Bengt Engström and Johan Westman be new-elected for the period until the end of the next annual general meeting. Furthermore, Bengt Engström is proposed to be elected as new chairman of the board of directors.

The present board member Rolf Classon has declined re-election due to other commitments, and as published by the company through press release on 3 April 2020, Christina Lindstedt will be part of the company management as from and including 1 May 2020, and has therefore also declined re-election.

Information regarding the proposed board members' principal education and work experience, any work performed for the company and any other significant professional commitments etc. will be kept available on the company's website at [www.qleanair.com](http://www.qleanair.com).

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.

**The board of directors' proposed resolutions**

The board of directors of the company has presented the following proposed resolutions in relation to items 8, and 13-18 in the proposed agenda.

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

The board of directors proposes that the company's accumulated profits shall be carried forward in new account and that no dividend shall be paid for the financial year 2019.

*Item 13. Resolution on guidelines for remuneration to the senior management*

The board of directors proposes that the general meeting resolves on the adoption of guidelines for remuneration and other employment conditions for the senior management, as set forth below, which shall apply for the time being, but at the latest until the annual general meeting to be held in 2024. The guidelines are applicable on agreements entered into after the general meeting held in 2020, and as far as changes are made to existing agreements, thereafter.

These guidelines encompass the company's CEO and board members (in so far as they receive remuneration for services provided to the group outside of the scope of the board assignment) and any deputy CEO appointed in the company. To the extent it should follow from good practice on the Swedish stock market, the guidelines shall also be applicable in relation to additional persons. The guidelines do not include remuneration decided by the general meeting. The board of directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to

ensure the company's financial viability. If such deviation occurs, this shall be disclosed for the next annual general meeting. Terms of employments governed by rules other than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

*The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

The company's overall business strategy is to be a niche premium provider of clean indoor environment solutions. The company's business model is based on lease contracts for modular solutions with a full-service offer. The company's solutions are developed using filter technology that traps, filters and recycles indoor air. For further information, please refer to the company's website [www.qleanair.com](http://www.qleanair.com).

The board of directors assesses that the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, builds on the company being able to recruit and retain highly qualified and capable management to achieve set goals. In order to achieve this, the company must be able to offer competitive total remuneration which these guidelines enable.

*Types of remuneration, etc.*

The main principle is that remuneration and other employment conditions for members of the senior management shall be based on market terms and competitive in order to ensure that the group can attract and retain competent members of the senior management at a reasonable cost for the company. The total remuneration to senior management may consist of fixed cash remuneration, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share or share price-related remuneration.

*Fixed cash remuneration*

Each member of the senior management shall be offered a fixed remuneration to be paid in cash and on market terms based on the degree of difficulty of the work performed, as well as experience, responsibilities, competence and performances. The fixed remuneration shall be adjusted annually. In order to avoid that the senior management is encouraged to take inappropriate risks, there shall be a fundamental balance between fixed and variable remuneration. The fixed remuneration shall thus be large enough in relation to the total remuneration paid to the senior management in order to render it possible to reduce the variable remuneration to zero.

*Variable cash remuneration*

In addition to the fixed remuneration, the members of the group's senior management may be offered variable remuneration to be paid in cash and based on the result in relation to performance goals within the respective area of responsibility and in line with the shareholders' interests. Variable remuneration shall amount to a maximum of 75 per cent of the fixed remuneration for the CEO and a maximum of 50 per cent of the fixed remuneration for other members of the senior management. Should variable remuneration paid have been based on information that later shows to have been evidently incorrect, the company shall have the possibility to request repayment. Variable remuneration shall not be pension qualifying.

Variable remuneration shall be based on clear, predetermined and measurable criteria and financial results and predefined individual and operational goals, which can be financial, such as the company's or part of the company's growth, profitability, and cash flows, or non-financial, such as organizational development, and be designed with the objective to promote the company's long-term value creation. By setting criteria for variable remuneration for the senior management linked to the company's earnings as well as sustainability, the company's business strategy, long-term interests and competitiveness are promoted. The fulfilment of these criteria shall be measured over a period of one or more years, and shall be determined based on the latest published financial information.

A cap for total variable remuneration to the senior management shall be set annually in connection with the establishment of goals for the coming financial year.

Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior management, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash remuneration and may not be paid more than once each year per individual.

#### *Long-term share or share-price related incentive programmes*

No share-related incentive programmes have been implemented in the company. As set forth in item 14 in the proposed agenda, the board of directors has proposed that the annual general meeting shall resolve to implement a long-term share-related incentive programme for senior management and other key individuals. Share-related incentive programmes are resolved upon by the general meeting and are therefore excluded from these guidelines. The proposed incentive programme comprises the issue of warrants entitling the holder to subscribe for new shares in the company. The possibility to subscribe for new shares in the company through the exercise of warrants shall according to the board of directors' proposal occur during the period from and including 1 June 2023 until and including 31 December 2023. Maximum allocation under the programme is conditional upon continued employment during a vesting period of three years. For more information regarding the proposed programme, please refer to item 14 in the proposed agenda and to the company's website under "Investors"/"Corporate Governance"/"AGM".

#### *Pension*

Pension benefits, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective bargaining agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the pension qualifying income.

#### *Other benefits*

Other benefits may include, inter alia, life insurance, health insurance, medical benefits and company car, and shall be limited in value in relation to other remuneration and shall be paid only in so far as it is considered to be in accordance with the market for other members of senior managements holding corresponding positions on the employment market where the member in question is operating. Premiums and other costs relating to such benefits may amount to not more than 8 per cent of the fixed remuneration.

#### *Termination of employment*

The notice period upon notice given by the company shall be no longer than 6 months for all members of the senior management, with a right to redundancy payment after the expiration of the notice period corresponding to not more than 100 per cent of the fixed cash remuneration for a maximum of 6 months, meaning that the fixed remuneration and redundancy payment shall together not exceed 12 months' fixed salary. Any right to redundancy payment shall, as a main rule, decrease in situations where remuneration is received from another employer. Upon notice given by a member of the senior management, the notice period shall generally be 6 months for the CEO and for any deputy CEO, and 3-6 months for other members of the senior management.

#### *Consideration given to existing salaries and employment conditions for employees*

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

*The decision-making process to determine, review and implement the guidelines*

The board of directors has not established a remuneration committee. Given the scope of the business and the current size of the group, the board of directors finds it more appropriate that the entire board fulfils the remuneration committee's tasks. The board of directors' tasks include proposing guidelines for remuneration to the senior management. The board of directors shall prepare a proposal for new guidelines when there is need for significant changes and at least every fourth year, and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The board of directors shall also monitor and evaluate programmes for variable remuneration to the senior management, the application of the guidelines for remuneration to senior management, as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the senior management of the group do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

*Information in regards to previously decided remuneration*

Except for recurring commitments, there are no remuneration commitments in relation to members of the senior management that have not become due.

*Item 14. 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 ("**Warrants programme 2020/2023**") 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.

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, however; one of the existing board members, who has turned down re-election ahead of the annual general meeting because she will be part of the company management as from and including 1 May 2020, is proposed to be allowed to participate.

*Terms and conditions for the issue of warrants*

1. The company shall issue no more than 222,888 warrants of which no more than 197,255 warrants of series 2020/2023:A and no more than 25,633 warrants of series 2020/2023: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 111,444 of which SEK 98,627.50 in relation to warrants of series 2020/2023:A and SEK 12,816.50 in relation to warrants of series 2020/2023: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 30 May 2020 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 2020. 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 2023 until and including 31 December 2023. Warrants that have not been exercised for subscription of new shares by 31 December 2023 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 preceding 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 backwards in time with the number of previous 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 2020/2023: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 2020/2023B 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 (with respect to Participants in other jurisdictions than Sweden).

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 150 percent of the number of warrants offered to participants within the second category (of a total of two categories). No Participant within the first category may be offered more than 16,717 warrants and no Participant within the second category may be offered more than 8,916 warrants. The first category comprises senior management and key individuals and consists of approximately eight persons, and the second category comprises key individuals and consists of approximately 10 persons. A Participant can choose to acquire a lower but not a higher number of warrants than offered to the Participant.

#### *Reasons for the deviation from the shareholders' preferential rights*

This proposal is presented in order to strengthen the retention of senior executives and other key individuals and to motivate key individuals to create shareholder value. The board of directors assess that these objectives are in line with all shareholders' interests. The warrants are proposed to be issued to the company and/or its subsidiaries for transfer to Participants in the incentive programme.

#### *Existing share related incentive programmes*

There are no share or share price related incentive programmes outstanding in the company as of today.

#### *Warrant agreement*

All warrants will be governed by warrant agreements to be entered into with each Participant. The warrant agreement will include a 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 Warrants Programme 2020/2023 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 74 based on today's tax rates and the assumption that the value of the company's shares at the time of exercise of the warrants is SEK 75 per share. The costs are appraised to a maximum of approximately TSEK 123 should the value of the company's shares at the time of exercise of the warrants be SEK 100 per share. Other costs of the company are expected to only be composed of costs for implementation and practical management of the programme.

Upon full subscription, transfer and exercise of all 222,888 issued warrants, a total of 222,888 new shares will be issued in the company (subject to potential recalculations in accordance with customary terms and conditions applicable to the warrants). This would lead to a dilution corresponding to approximately 1.48 per cent of the total share capital and number of shares/votes in the company (based on the share capital and number of shares/votes in the company as of today and calculated as the maximum amount of share capital and number of shares/votes that may be issued, divided by the total share capital and the total number of shares/votes in the company after all warrants have been exercised). The key ratio earnings per share for the full year 2019 had then been changed in such way that the result per share had been changed from SEK -0.56 to SEK -0.55 (the calculation only takes the dilutive effect into consideration and not the costs associated with 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. Christina Lindstedt is proposed to be offered the opportunity to acquire warrants and has therefore not participated in the preparations or in the board of directors' resolution to present the proposal.

#### *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. Aktiebolagslagen (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 15. 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 20 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. The resolution under item 15 is valid only if supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the general meeting.

*Item 16. Resolution on changes to the articles of association regarding the prerequisites for participating in shareholders' meetings*

The board of directors proposes that the general meeting resolves to change the articles of association and the prerequisites for participating in shareholders' meetings, whereby the following wording in § 8, second paragraph is changed: "Shareholders wishing to participate in shareholders' meetings must be listed as shareholder in a printout or other presentation of the entire share register reflecting the circumstances five weekdays before the shareholders' meeting and notify the company no later than the date specified in the notice of the shareholders' meeting. The last mentioned date 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 shareholders' meeting". It is proposed that said provision is changed to the following new wording: "Shareholders wishing to participate in shareholders' meetings must notify the company no later than the date specified in the notice of the shareholders' meeting". The change to § 8 of the articles of association is proposed by reason of the right to participate at the general meeting being regulated by the Swedish Companies Act (2005: 551) and therefore does not need to be part of the articles of association, and that an expected legislative change in 2020 will lead to the current wording being contrary to law.

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. The resolution under item 16 is valid only if supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the general meeting.

*Item 17. Resolution on changes to the articles of association by introducing a provision on the collection of proxy forms and postal voting*

The board of directors proposes that the general meeting resolves on changes to the articles of association by introducing a new provision (a new section 10, whereby the current sections 10 and 11 become sections 11 and 12) allowing the board of directors to collect proxy forms at the company's expense and, prior to a general meeting, resolve that shareholders shall have the option to exercise their voting rights by means of postal voting, pursuant to the procedure stated in the Swedish Companies Act, with the heading "Collection of proxy forms and postal voting", and with the following wording: "The board of directors may collect proxies at the company's expense pursuant to the procedure stated in Chapter 7, section 4, second paragraph of the Swedish Companies Act. The board of directors may also, prior to a general meeting, resolve that shareholders shall have the option to exercise their voting rights by means of postal voting pursuant to the procedure stated in Chapter 7, section 4 a, second paragraph of the Swedish Companies Act".

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. The resolution under item 17 is valid only if supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the general meeting.

*Item 18. Resolution on changes to the articles of association regarding the board of directors' registered office*

The board of directors proposes that the general meeting resolves on changes to the articles of association section 2, from "The board of directors' registered office is in Stockholm" to "The board of directors' registered office is in Solna municipality in Stockholm county". 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. The resolution under item 18 is valid only if supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the general 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**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter 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.

### **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.

---

Stockholm, April 2020

**The board of directors**

**For more information, please contact:**

---

Andreas Göth, CEO

E-mail: [andreas.goth@qleanair.com](mailto:andreas.goth@qleanair.com)

Phone: +46 (0)70-410 85 33

### **About QleanAir**

---

QleanAir is a niche premium provider of clean indoor environment solutions. The company's business model is based on lease contracts for modular solutions with a full-service offer. QleanAir solutions are developed using filter technology that traps, filters and recycles indoor air. The company has approximately 8,100 installed units at more than 2,500 customers on the markets for EMEA, APAC and the Americas. For full year 2019, net sales amounted to SEKm 457 and adjusted operating margin was 18 percent. QleanAir's head office is in Solna in Sweden, and the share is traded on Nasdaq First North Premier Growth Market, ticker QAIR. FNCA Sweden is Certified Adviser +46 8 528 00 399. For more information go to [qleanair.com](http://qleanair.com).

### **Attachments**

---

[NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN QLEANAIR HOLDING AB \(PUBL\)](#)