

## **NOTICE TO ATTEND THE EXTRAORDINARY 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 extraordinary general meeting at 10:00 a.m. on Friday 26 June 2020 at the company's offices at Torggatan 13 in Solna, 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 Friday 19 June 2020; and
- (ii) notify the company of their attendance and any assistant no later than Friday 19 June 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 extraordinary general meeting. 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. The board of directors has decided to apply the possibility of proxy collection in conjunction with the extraordinary general meeting (*i.e.* the same procedure as applied in connection with the annual general meeting held on 13 May 2020). More information regarding this procedure, as well as power of attorney forms, 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 Friday 19 June 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 extraordinary 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. Resolution on a replacement of the incentive programme adopted at the annual general meeting held on 13 May 2020 with a new 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;
7. Closing of the meeting.

### The board of directors' proposed resolutions

*Item 6. Resolution on a replacement of the incentive programme adopted at the annual general meeting held on 13 May 2020 with a new 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*

At the annual general meeting of QleanAir Holding AB held on 13 May 2020, it was resolved on a long-term incentive programme for senior management and other key individuals by way of a directed issue of warrants and approval of transfer of warrants.

No warrants have been subscribed for or transferred to the participants in the programme. As a result of the development of the share price after the annual general meeting, the board of directors has deemed it appropriate to convene an extraordinary general meeting in order to change the terms and conditions of the incentive programme through a decision to replace the incentive programme adopted at the annual general meeting with a new long-term incentive programme ("**Warrants programme 2020/2024**") 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.

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 previous board member, who left the board of directors in connection with the annual general meeting held on 13 May 2020 and who today is part of the company management, 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 2020/2024:A and no more than 25,633 warrants of series 2020/2024: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 111,444 of which SEK 98,627.50 in relation to warrants of series 2020/2024:A and SEK 12,816.50 in relation to warrants of series 2020/2024: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 July 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 July 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 July 2023 until and including 31 January 2024. Warrants that have not been exercised for subscription of new shares by 31 January 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 preceding the extraordinary 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 2020/2024: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 2020/2024B 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.

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 the Warrants Programme 2020/2024 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 the Warrants Programme 2020/2024.

#### *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 2020/2024, 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 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 percent 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.

#### *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.

#### **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.

#### **Documentation**

The board of directors' complete proposal to item 6 in the proposed agenda and documents pursuant to Chapter 14 section 8 of the Swedish Companies Act (*Sw.* aktiebolagslagen (2005:551)) will be kept available at the company's office not later than two 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).

---

Stockholm, June 2020

*The board of directors*