

Notice of Extraordinary General Meeting in Qliro AB

Shareholders in Qliro AB (publ) (the “Company”), reg. no. 556962-2441, are hereby invited to attend the Extraordinary General Meeting on 19 July 2023 at 8:30 a.m. in Wigge & Partners Advokat KB’s offices at Birger Jarlsgatan 25, third floor, in Stockholm, Sweden. Registration for the meeting starts at 8 a.m. The Board of Directors has decided that shareholders may also be able to exercise their voting rights by post prior to the meeting in accordance with the Company’s articles of association.

Notification

Shareholders who wish to attend the meeting must be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on 11 July 2023 and vote by post in accordance with the instructions under the header “Postal voting” below or notify their attendance at the meeting by 13 July 2023.

The notification should be sent by post to Computershare AB (publ), “Qliro’s General Meeting”, Box 5267, 102 46 Stockholm, Sweden, or by e-mail to proxy@computershare.se. The notification must state the name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

Nominee registered shares

Shareholders who have their shares registered by a nominee must, to attend the meeting, in addition to voting by post or notify their attendance to the meeting, have the shares registered in their own name so that the shareholders are included in the prepared share register as of 11 July 2023. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than on 13 July 2023 will be taken into account in the preparation of the register of shareholders.

Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website, <https://www.qliro.com/en-se/investor-relations-2>. The completed and signed form for postal voting must be sent by post to Computershare AB (publ), “Qliro's General Meeting”, Box 5267, 102 46 Stockholm, or by e-mail to proxy@computershare.se, no later than on 13 July 2023. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 13 July 2023. The shareholder may not provide the postal vote with special instructions or conditions. If this is done, the entire postal vote is invalid. Additional instructions and conditions are provided in the form for postal voting.

Power of attorney

Shareholders represented by proxy must issue a written and dated power of attorney signed by the shareholder on behalf of the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). A power of attorney is available on the Company's website, <https://www.qliro.com/en-se/investor-relations-2>. If the power of attorney is issued by a legal entity, the certificate of registration or an equivalent document must be attached. The power of

attorney and any authorisation document must be sent to Computershare AB (publ), "Qliro's General Meeting", Box 5267, 102 46 Stockholm, Sweden, or by e-mail to proxy@computershare.se, no later than on 13 July 2023.

Shares and votes

As of the date of this notice, there are 19,072,973 shares and votes in the Company, none of which are held by the Company.

Information to shareholders

The Board of Directors and the Chief Executive Officer shall, if requested by a shareholder and if the Board of Directors considers that this can be done without material damage to the Company, provide information on circumstances which may affect the assessment of an item on the agenda and on circumstances which may affect the financial situation of the Company or its subsidiaries.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution on Rite Ventures proposal for resolution on the issue of warrants
8. Conclusion of the meeting

Proposals for resolution

7. Resolution on Rite Ventures proposal for resolution on the issue of warrants

Issue of warrants

Rite Ventures SPV AB ("Rite Ventures") proposes that the extraordinary general meeting of Qliro AB resolves to carry out a directed new issue in respect of not more than 700,000 warrants, entailing an increase in the share capital of not more than SEK 6,076,000 if the issue of the warrants is fully subscribed and the warrants are fully exercised to subscribe for new shares in Qliro. The proposal has been prepared by Rite Ventures together with external advisors. The participants in the proposed incentive programme were not involved in the drafting of the resolution.

The members of the Company's board of directors are entitled to subscribe for warrants in accordance with the table below.

Board member	Maximum number of warrants
Patrik Enblad	300,000
Mikael Kjellman	150,000
Lennart Francke	150,000
Helena Nelson	100,000

The general meeting's resolution requires approval from at least nine-tenths of both the votes cast and the shares represented at the general meeting.

The Company's other incentive programmes

The general meeting on December 31, 2022 resolved to establish a long term incentive programme for 2023 ("LTIP 2023"), including issue and transfer of warrants. LTIP 2023 includes up to 55 managers and other key persons and comprises an issue and transfer of up to 945,946 warrants. Each warrant gives the holder a right to subscribe for one new share in Qliro at a subscription price of SEK 25.00 during the first quarter of 2026. The share capital can, at the most, be increased by SEK 2,648,648.80 through LTIP 2023.

The general meeting on December 31, 2022 also resolved to establish a short term incentive programme for 2023 ("STIP 2023"). STIP 2023 includes up to 23 managers and other key persons, who can receive up to 50 percent of an annual salary as bonus under the program. 55 percent of the bonus is intended to be paid in cash and 45 percent in the form of Qliro shares. Issuance of bonus shares requires an additional resolution by the general meeting. Qliro may, however, decide to pay out the whole bonus in cash. The participants in STIP 2023 will undertake to hold shares paid out as share bonus under STIP 2023 for a period of three years.

The general meeting on July 1, 2022 approved the board of directors resolution to issue 748.847 warrants to CEO Christoffer Rutgersson. The warrants were issued at market value and each warrant entitles to subscription for one Qliro share for a subscription price of SEK 35.00 during the period August 1, 2025 to July 31, 2026. The issue corresponds to a dilution of 4.00 per cent and entails no costs for the Company other than costs for the preparation of issue documentation and registration of the issue.

The general meeting on November 23, 2020 resolved to establish an incentive programme for members of the executive management team and key employees in Qliro. In total, 23 employees subscribed for 834,920 warrants entitling the holder to subscribe for one share in Qliro during two periods, during the fourth quarter of 2023 or the first quarter of 2024.

Terms and conditions, etc.

The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the warrants shall vest in the members of the Company's board of directors, directly or indirectly through a wholly owned company and/or endowment insurance. The reasons for not applying the shareholders' pre-emption rights are set out below under item 7.

2. A subscription price of SEK 3,10 shall be paid for each warrant. The basis for the subscription price is the market value of the warrant and has been calculated in accordance with the Black and Scholes formula based on the closing price for the Company's shares on Nasdaq Stockholm on June 16, 2023. The calculation is based on the following parameters:

- Risk free interest rate: 3,10 per cent.
- Volatility: 40.00 per cent.
- Market value of the share: SEK 22,00.
- Illiquidity discount: 20 per cent.

3. Subscription for the warrants shall take place within one week of the date of the resolution to issue warrants.

4. Payment for the warrants subscribed for shall be made within four weeks of the time of subscription.

5. The board of directors shall be entitled to extend the subscription period and the time for payment.

6. The warrant may be exercised to subscribe for new shares during the period commencing August 1, 2026 up to and including December 31, 2026. The subscription price is SEK 32,00. Any share premium shall be transferred to the unrestricted premium reserve.

7. The purpose of the new issue is to instill an ownership interest in the subscribers, who are the members of the board of directors of the Company. This will create a community of interests between the shareholders and the board of directors that Rite Ventures deems to be beneficial to the Company in the long term. Rite Ventures has not established any pre-determined and quantifiable criteria for the allocation and does not deem it necessary.

8. Rite Ventures deems the price of the Company's share to be the best measurable criteria to assess the board of directors' work in the long term. Rite Ventures therefore deems the warrants to be structured in order to benefit the Company's long term value creation and has therefore not set forth any other criteria for allocation and outcome.

9. The warrants correspond to a dilution of 3.5 per cent if the issue of the warrants is fully subscribed and the warrants are fully exercised to subscribe for new shares in Qliro. The new issue does not entail any expenses for the Company in excess of the costs for preparing the new issue documentation and for registering the new issue.

10. Other terms and conditions apply according to Appendix 1A, which are available on Qliro's web page.

11. The board of directors 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.

Majority rules

A resolution in accordance with the Board of Directors' proposal in item 7 requires approval from at least nine-tenths of both the votes cast and the shares represented at the General Meeting.

Further information

The Board of Directors' complete proposal, the annual accounts and the auditor's report are presented by making them available on the Company's website <https://www.qliro.com/en-se/investor-relations-2>, and at the Company's office at Sveavägen 151 in Stockholm, Sweden. Copies of the above-mentioned documents will be sent immediately and free of charge, to shareholders who request it and provide their postal address. The General Meeting share register is also available at the Company's office.

Processing of personal data

For information on how your personal data is processed, see <https://www.computershare.com/se/gm-gdpr#English> and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in June 2023

Qliro AB (publ)

The Board of Directors

For further information, please contact:

Christoffer Rutgersson, CEO of Qliro
ir@qliro.com

About Qliro AB

Qliro, founded in 2014, is a fast-growing tech company offering safe and simple digital payment solutions, including a complete check-out to large, small, and medium-sized e-retailers and their customers globally. Qliro also offer digital financial services to consumers in the Nordics. In total, 5.6 million unique consumers have used Qliro's checkout at the company's merchants during the last twelve months.

Qliro is listed on Nasdaq Stockholm since October 2020 with the ticker "Qliro". Qliro has its registered address in Stockholm and is a credit market company under supervision of the Swedish Financial Supervisory Authority (FI). For more information see <https://www.qliro.com/en/investor-relations>

Attachments

[Notice of Extraordinary General Meeting in Qliro AB](#)