

NOT FOR RELEASE, DISTRIBUTION, OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, THE UNITED KINGDOM, AUSTRALIA, HONG KONG, JAPAN, CANADA, SWITZERLAND, SINGAPORE, SOUTH AFRICA, NEW ZEALAND, OR ANY OTHER JURISDICTION WHERE SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES PURSUANT TO APPLICABLE LAW. REFER TO THE SECTION "IMPORTANT INFORMATION" IN THE END OF THIS PRESS RELEASE FOR FURTHER INFORMATION.

## The Board of Directors of Qliro has resolved on a rights issue of approximately SEK 73 million, secured to 100%, with an over-allotment option of up to approximately SEK 44 million

**Qliro AB (publ) ("Qliro" or the "Company") has today, based on the authorization granted by the Annual General Meeting held on 28 May 2025, resolved on a rights issue of approximately SEK 73 million (the "Rights Issue"). If the Rights Issue is oversubscribed, the Board may resolve to increase the total issue amount by up to approximately SEK 44 million through an overallotment issue (the "Overallotment Issue") (The Rights Issue and the Overallotment Issue are together referred to as the "Equity Raise"). The subscription price has been set at SEK 17 per share. Shareholders who are registered in the share register of Qliro on the record date of 16 June 2025 will receive one (1) subscription right for each share held. Five (5) subscription rights entitle the holder to subscribe for one (1) new share. The Company has received subscription commitments from existing shareholders and new investors totaling approximately SEK 73 million, corresponding to 100 percent of the Rights Issue. The Rights Issue is thus fully secured.**

### **Christoffer Rutgersson, CEO, comments:**

"The capital raise aims to further strengthen our financial position and accelerate the execution of our growth strategy. In Q1 2025, we reported a 39% increase in contracted volume compared to 2024, with expected revenue growth of 15-30% during the second half of 2025. In May, we also announced the launch of the third generation of Qliro Checkout and a doubled growth rate in the SME segment – concrete progress that confirms our strategy and demonstrates that we are taking important steps toward our ambition of becoming the market leader in the Nordics within 3–5 years."

### **Summary**

- The Board of Directors of Qliro has today, based on the authorization granted by the Annual General Meeting held on 28 May 2025, resolved on the Rights Issue.
- The net proceeds from the capital raise are intended to support the Company's continued growth, including strengthening the Company's equity to maintain a solid capital base as transaction volumes and public lending increase, as well as for general corporate purposes.
- Upon full subscription in the Rights Issue, the Company will receive approximately SEK 73 million before deduction of transaction costs.

- In addition to the Rights Issue, and provided that the Rights Issue is oversubscribed, the Board of Directors is authorized to carry out the Overallotment Issue, which would raise up to approximately SEK 44 million for the Company before transaction costs.
- The subscription price has been set at SEK 17 per share. The subscription price will be the same in both the Rights Issue and the potential Overallotment Issue.
- Shareholders who, on the record date of 16 June 2025, are registered as shareholders in Qliro will receive one (1) subscription right for each share held. Five (5) subscription rights entitle the holder to subscribe for one (1) newly issued share.
- The subscription period in the Rights Issue will run from 18 June 2025 to 2 July 2025.
- Shareholders who choose not to participate in the Rights Issue will have their ownership diluted by up to approximately 17 percent but will have the opportunity to financially compensate for the dilution by selling their subscription rights.
- If the Company increases the issue amount by up to approximately SEK 44 million through the Overallotment Issue, shareholders who choose not to participate in the Rights Issue will instead have their ownership diluted by up to approximately 24 percent (calculated based on the total number of outstanding shares in the Company following the completion of the Equity Raise, assuming that the Rights Issue is fully subscribed).
- Subscription commitments from existing shareholders and new investors amount to approximately SEK 73 million, corresponding to approximately 100 percent of the Rights Issue. The Rights Issue is thus fully secured.
- No prospectus will be prepared in connection with the Equity Raise. The Company will prepare and publish an information document (the “**Information Document**”) in accordance with Article 1.4 (d b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”).

### Background and rationale for the Equity Raise

Qliro has started the year with strong commercial momentum, with a contracted expected volume growth of 39 percent compared to 2024 and sees continued solid opportunities for expansion. The Company believes that the proceeds from the Equity Raise will create value by providing growth capital, strengthening the balance sheet, and thereby further positioning Qliro as an attractive growth partner for merchants.

### The Rights Issue

Shareholders who are registered in the share register maintained by Euroclear Sweden on the record date 16 June 2025 will receive one (1) subscription right for each share held in Qliro. Five (5) subscription rights entitle the holder to subscribe for one (1) newly issued share. The subscription price is SEK 17 per share, which means that Qliro will receive gross proceeds of approximately SEK 73 million before deduction of transaction costs, provided that the Rights Issue is fully subscribed.

Provided that the Rights Issue is fully subscribed, the number of shares in Qliro will increase by 4,279,972, from 21,399,861 to 25,679,833, and the share capital will increase by up to SEK 11,983,921.60, from SEK 59,919,610.80 to SEK 71,903,532.40.

Shareholders who choose not to participate in the Rights Issue will have their ownership diluted by up to approximately 17 percent (calculated based on the total number of outstanding shares in the Company after completion of the Rights Issue). However, such shareholders have the opportunity to financially compensate for this dilution by selling their subscription rights.

The last day of trading in Qliro's shares including the right to receive subscription rights in the Rights Issue is 12 June 2025. The shares will be traded excluding the right to receive subscription rights from and including 13 June 2025. The subscription period, with or without the support of subscription rights, will run from 18 June 2025 to 2 July 2025. Trading in subscription rights will take place on Nasdaq Stockholm during the period from 18 June 2025 to 27 June 2025, and trading in BTA (paid subscribed shares) will take place on Nasdaq Stockholm from 18 June 2025 until the Rights Issue has been registered with the Swedish Companies Registration Office.

The complete terms and conditions of the Rights Issue, as well as information about the Company, will be set out in the Information Document, which is expected to be published on the Company's website on or around 16 June 2025.

### **The Overallotment Issue**

Through the Overallotment Issue, the Company may increase the total issue amount by up to an additional up to approximately SEK 44 million if the Rights Issue is oversubscribed, in order to meet stronger investor demand and thereby broaden Qliro's shareholder base.

The Overallotment Issue is, from a technical standpoint, a directed share issue carried out in connection with the outcome of the Rights Issue, based on the authorization granted by the Annual General Meeting held on 28 May 2025. The subscription price in the potential Overallotment Issue will correspond to the subscription price in the Rights Issue. In the event of oversubscription, allocation in the Overallotment Issue shall primarily be made to investors who have entered into subscription commitments exceeding their respective preferential rights to new shares in the Rights Issue. Secondly, allocation shall be made to other parties who have expressed an interest in subscribing for shares without primary or subsidiary preferential rights in the Rights Issue. If full allocation to these parties is not possible, allocation shall be made pro rata in relation to their expressed interest and, to the extent this is not feasible, by drawing of lots.

The reason for a potential deviation from the shareholders' preferential rights in the Overallotment Issue is to accommodate the demand from those investors whose pre-submitted subscription commitments have been a prerequisite for carrying out the Rights Issue on the current terms. The Board of Directors has carefully considered various alternatives for addressing investor interest and has concluded that it is beneficial to the shareholders, who are also given the opportunity to subscribe for new shares in the Rights Issue, that the Company completes the Rights Issue and, in the event of oversubscription, is able to meet the strong interest from investors who have entered into subscription commitments exceeding their preferential rights, as well as other investors who have registered to subscribe without preferential rights, by increasing the total issue amount through the Overallotment Issue at a valuation that is both attractive and market-based. In this context, the Board has particularly noted that the subscription price has been determined based on arm's length negotiations between the Company and the investors whose commitments may be met through the possibility to increase the issue amount via the Overallotment Issue.

If the Company carries out the Overallotment Issue, the number of shares in Qliro will increase by an additional 2,596,669, and the share capital will increase by approximately SEK 7,270,673.20. If the Company increases the total issue amount by up to approximately SEK 44 million, shareholders who choose not to participate in the Rights Issue will have their ownership diluted by up to approximately 24 percent (calculated based on the total number of outstanding shares in the Company following the completion of the Equity Raise, assuming that the Rights Issue is fully subscribed and that the Overallotment Issue is fully utilized).

### **Subscription undertakings in the Rights Issue and the potential Overallotment Issue**

The Company has received subscription commitments from existing shareholders to subscribe for their respective pro rata shares or more in the Rights Issue, amounting to approximately SEK 54 million, corresponding to approximately 74 percent of the Rights Issue. In addition, new investors have undertaken to subscribe for shares totaling SEK 19 million, corresponding to approximately 26 percent of the Rights Issue. Accordingly, the Rights Issue is covered by subscription commitments totaling SEK 73 million, corresponding to 100 percent of the Rights Issue (excluding the Overallotment Issue).

No compensation will be paid for the subscription undertakings. The subscription undertakings are not secured by bank guarantees, escrow funds, pledges, or similar arrangements.

### **Lock-up commitments**

In connection with the Rights Issue, the Company has undertaken, subject to customary exceptions (including exceptions for shares that may be issued to finance future acquisitions), not to issue any additional shares for a period of 180 calendar days following the announcement of the outcome of the Rights Issue. The Company's two largest shareholders, Rite Ventures and Mandatum, as well as all members of the Board of Directors and management team, have undertaken, subject to customary exceptions, not to sell any shares in Qliro for a period of 60 calendar days following the announcement of the outcome of the Rights Issue.

### **Information Document**

The Company will prepare and publish the Information Document in the format prescribed by Annex IX of the Prospectus Regulation. The Information Document will be made available on the Company's website prior to the commencement of the subscription period in the Rights Issue.

### **Indicative Timetable – The Rights Issue**

The timetable below for the Rights Issue is preliminary and may be subject to change.

Last day of trading in the share incl. subscription rights	12 June 2025
First day of trading in the share excl. subscription rights	13 June 2025
Estimated date for publication of the Information Document	16 June 2025
Record date for the Rights Issue	16 June 2025
Trading in subscription rights	18 June – 27 June 2025
Subscription period	18 June – 2 July 2025
Trading in paid subscribed shares (BTA)	18 juni – 18 juli 2025
Estimated date for announcement of the preliminary outcome of the Rights Issue	2 July 2025

## Advisors

Pareto Securities AB is acting as Sole Manager and Bookrunner to the Company in connection with the Equity Raise. Wigge & Partners Advokat KB is serving as legal advisor and Redgert Comms as strategic communications advisor to the Company in connection with the capital raise.

## Important Information

The release, distribution or publication of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Qliro in any jurisdiction, neither from Qliro nor from someone else.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, the United Kingdom, Australia, Hong Kong, Japan, Canada, Switzerland, Singapore, South Africa, New Zealand or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

In the United Kingdom this press release, including any other information regarding the securities described herein, is only distributed to and directed only at, and any investment or investment activity to which this document relates is only available to and will be engaged in only with "qualified investors" who are (i) persons who have professional experience in matters relating to investments and who fall within the definition of "professional investors" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), or (ii) high net worth entities falling within Article 49(2) (a) to (d) of the Order (all such persons under (a) and (b) above are jointly referred to as "relevant persons").

In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action based on this press release and should not act or rely on it.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. Qliro has not authorised any offer to the public of shares or other securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Rights Issue. In any member state of the EEA, this communication is only addressed to and is only directed at qualified investors in that member state within the meaning of the Prospectus Regulation. The Company will prepare and publish an information document in accordance with Article 1.4 db of the Prospectus Regulation.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in new shares. Any investment decision in connection with the Rights Issue must be made based on all publicly available information relating to Qliro and Qliro's shares. Such information has not been independently verified by Qliro or Pareto. Pareto is acting for Qliro in connection with the Rights Issue and no one else. Pareto will not be liable to anyone else for providing the protections afforded to Pareto's clients nor for giving advice in connection with the Rights Issue or any other matter referred to herein. The information in this press release is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this press release or its accuracy or completeness.

This press release does not constitute a recommendation for any investors' decision regarding the Rights Issue. Each investor or prospective investor should conduct their own assessment, analysis and evaluation of the business and information described in this press release and publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of Qliro's website nor any other website available through hyperlinks on Qliro's website are incorporated into or form part of this press release.

### **Forward-looking statements**

This press release contains certain forward-looking statements that reflect Qliro's current beliefs or expectations about future events and financial and operational performance, including statements about guidance, planning, prospects and strategies. Words like "intend", "estimate", "expect", "plan", "can" and similar expressions about indications or predictions about future development or trends which are not based on historical facts constitutes forward-looking information. The forward-looking statements in this press release are based on various assumptions, in several instances based on additional assumptions. Even if Qliro believes that the assumptions reflected in these forward-looking statements are reasonable, Qliro cannot give any warranties that any such forward-looking statements will be materialised. Since these forward-looking statements involve both known and unknown risks and uncertainties, the actual outcome can be essentially different compared to the forward-looking information. The Company does not provide any warranty that the assumptions which constitute the basis for the forward-looking statements in this press release are correct and each reader of the press release should not without reason trust the forward-looking statements in this press release. Forward-looking statements in this press release are only valid at the time of this press release and may be amended without notice. Neither Qliro nor anyone else undertakes any obligation to review, update or confirm or publicly announce any amendment of any forward-looking statement to reflect events that have occurred or circumstances occurring regarding the contents of this press release, unless required by law or the Nasdaq Stockholm rulebook.

## Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014 /65 /EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Qliro have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Qliro may decline and investors could lose all or part of their investment; the shares in Qliro offer no guaranteed income and no capital protection; and an investment in the shares in Qliro is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it should be noted that notwithstanding the Target Market Assessment, Pareto will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Qliro.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Qliro and determining appropriate distribution channels.

## For further information, please contact:

---

Christoffer Rutgersson  
E-mail: [ir@qliro.com](mailto:ir@qliro.com)

## About Qliro AB

---

Qliro is a leading fintech company offering safe and simple digital payment solutions, including a complete check-out to e-merchants. Qliro is a credit market company under supervision of the Swedish Financial Supervisory Authority and has its registered address in Stockholm. Qliro's shares are listed on Nasdaq Stockholm under the ticker "Qliro".

For more information, please visit <https://www.qliro.com/en-se/investor-relations>

Interested in news and financial information from Qliro? Subscribe [here](#).

This information is information that Qliro AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-06-05 21:34 CEST.

## Attachments

---

The Board of Directors of Qliro has resolved on a rights issue of approximately SEK 73 million, secured to 100%, with an over-allotment option of up to approximately SEK 44 million