

Notice of the Extraordinary General Meeting of Qliro AB

Shareholders in Qliro AB (publ), reg. no. 556962-2441, (“Qliro” or the “Company”) are hereby invited to attend the Extraordinary General Meeting on 21 December 2022. The Board of Directors has decided for the general meeting to be held without any physical presence of shareholders, representatives and third parties, and that shareholders shall have the possibility to exercise their voting rights only through postal voting in advance of the general meeting. Information on the resolutions passed at the general meeting will be disclosed on 21 December 2022, as soon as the result of the postal voting has been finally confirmed.

Notification etc.

Shareholders who wish to participate in the general meeting must:

- both** be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB on 13 December 2022,
- and** give notice of participation by casting its postal vote according to the instructions under the heading Postal voting below so that the postal vote is received by Computershare AB no later than on 20 December 2022.

Shares registered in the name of a nominee

In order to be entitled to participate in the general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting by casting its postal vote, register shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the presentation of the share register as of 13 December 2022. Such registration may be temporary (so-called voting rights registration), and a request for such voting rights registration shall be made to the nominee in advance and in accordance with the routines of the nominee. Voting rights registrations that have been made by the nominee no later than on 15 December 2022 will be taken into account in the presentation of the share register.

Postal voting

The Board of Directors has decided that the shareholders shall be able to exercise their voting rights only by postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on the Company’s website, www.qliro.com/en-se/investor-relations, and at the Company’s head office, Sveavägen 151, 113 46 Stockholm, Sweden. Completed and signed forms for postal voting can be sent by post to Computershare AB, Qliro AB’s Extraordinary General Meeting 2022, Box 5267, SE-102 46 Stockholm, Sweden, or by e-mail to proxy@computershare.se no later than on 20 December 2022. Shareholders who are natural persons may

also cast their postal votes electronically through verification with BankID via the Company's website, www.qliro.com/en-se/investor-relations. Shareholders may not provide special instructions or conditions in the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions may be found in the form for postal voting.

Powers of attorney etc.

If the shareholder cast its postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the form for postal voting. Forms for power of attorney are available on the Company's website, www.qliro.com/en-se/investor-relations, and at the Company's head office, Sveavägen 151, 113 46 Stockholm, Sweden. Forms for power of attorney will also be sent to shareholders who request it and state their address. If the shareholder is a legal person, a registration certificate or other corresponding authorization document must be attached to the form for power of attorney.

Shareholders' right to receive information

The Board of Directors and the CEO must, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, for the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda. The duty to disclose information also includes circumstances that may affect any subsidiaries of the Company. A request for such information must be made in writing by post to Qliro AB, Qliro AB's Extraordinary General Meeting 2022, Box 195 25, SE-104 32 Stockholm, Sweden, or by e-mail to generalmeeting@qliro.com no later than on 11 December 2022. The information will be made available at the Company's website, www.qliro.com/en-se/investor-relations, and at the Company's head office, Sveavägen 151, 113 46 Stockholm, Sweden, no later than on 16 December 2022. The information will also at the same time be sent to shareholders who request the information and state their address.

Shares and votes

At the time of issuing this notice, the circumstances are as follows:

The Company has a share capital of SEK 53,404,324.4.

There are a total of 19,072,973 shares and votes in the Company.

The Company holds no own shares.

Proposed agenda

1. Election of Chair of the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to check the minutes of the general meeting
5. Determination of whether the general meeting has been duly convened
6. Resolution regarding long term incentive programme for 2023 ("LTIP 2023"), including issue and transfer of warrants

7. Resolution regarding short term incentive programme for 2023 (“**STIP 2023**”)

8. Closing of the general meeting.

Proposed resolutions etc.

Item 1 – Election of Chair of the general meeting

The Board of Directors proposes Henrik Fritz, member of the Swedish Bar of Association, as Chair of the general meeting, or in the event of absence of him, the person appointed by the Board of Directors.

Item 2 – Preparation and approval of the voting list

The voting list proposed to be approved is the voting list prepared by Computershare AB on behalf of the Company, based on the presentation of the share register and received postal votes, controlled and checked by the person assigned to check the minutes of the general meeting.

Item 3 – Election of one or two persons to check the minutes of the general meeting

The Board of Directors proposes Thomas Krishan to check the minutes of the general meeting together with the Chair of the general meeting, or in the event of absence of him, the person appointed by the Board of Directors. The assignment to check the minutes of the general meeting also includes checking the presentation of the voting list and that the received postal votes are correctly stated in the minutes of the general meeting.

Item 6 – Resolution regarding long term incentive programme for 2023 (“LTIP 2023”), including issue and transfer of warrants

The Board of Directors proposes that the general meeting resolves to adopt LTIP 2023 and to carry out a directed issue and transfer of not more than 945,946 warrants, entailing an increase in the share capital of not more than SEK 2,648,648.80 if all warrants are exercised. The resolution shall otherwise be governed by the following terms and conditions:

A. The resolution must be approved at the general meeting by a majority of shareholders representing nine tenths of the votes cast and the shares represented.

B. The right to subscribe for the warrants shall vest in QFS Incitament AB. The reasons for not applying the shareholders’ pre-emption rights are set out below under item G.

C. The warrants are issued without compensation.

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

E. The Board of Directors shall be entitled to extend the subscription period and the time for payment.

F. The warrant may be exercised to subscribe for new shares during the period 2026-01-01 – 2026-03-31. The exercise price per new share is SEK 30.00. Any share premium shall be transferred to the unrestricted premium reserve.

G. The purpose of the issue is to instill an ownership interest in the participants in the Company's long term incentive program 2023. The warrants shall be transferred from QFS Incitament AB to the employees entitled to participate in LTIP 2023. The price of the warrants shall, in such transfer, correspond to the warrants' market price calculated using Black & Scholes' formula.

H. The warrants shall be allocated between the participants in LTIP 2023 in accordance with the following:

Category	Maximum no of persons	Maximum no of warrants- per person
Executive management team	10	150,000
Other key persons	45	40,000

Over- and undersubscription is not possible.

I. The Board of Directors has for each participant established financial and/or non-financial criteria for vesting of the warrants in LTIP 2022. The criteria are individual for each participant. Fulfillment of the criteria is measured at the end of the programme. Warrants that are not vested may be repurchased by Qliro. The Board of Directors' remuneration committee may adjust the criteria annually.

J. The new issue corresponds to a dilution of 5.00 percent. LTIP 2023 entails costs of SEK 3 million (including social security contributions). The costs consist of a cash subsidy of participation in the programme, and are not affected by changes in the share price.

K. The Board of Directors has also proposed the general meeting to resolve on a short term incentive program comprising a bonus to be paid 55 percent in cash and 45 percent in shares. The Company has an outstanding incentive program comprising warrants as resolved by the Extraordinary General Meeting on 23 November 2020. A total of 23 employees signed up for 834,920 warrants. Each warrant entitles the owner to subscribe for one share in Qliro during two different periods, either during the fourth quarter of 2023 or during the first quarter of 2024. The subscription price when subscribing for shares in Qliro using the warrants was set at SEK 43.27 and the value limit per warrant at SEK 80.13. The Company intends to acquire all outstanding warrants at market value in accordance with the terms of the program.

L. 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.

Item 7 – Resolution regarding short term incentive programme for 2023 (“STIP 2023”)

The Board of Directors proposes that the general meeting resolves to adopt STIP 2023. The resolution shall be governed by the following terms and conditions:

A. STIP 2023 comprises a bonus to be paid out in relation to 2023. The payment will be made during the first half of 2024. The bonus will be paid out 55 percent in cash and 45 percent in shares in the Company (“**Bonus Shares**”). The Company may choose to replace all or part of the Bonus Shares with a cash bonus.

B. A resolution to adopt STIP 2023 shall be passed by a simple majority. The issuance of the Bonus Shares must be resolved upon at the Company's Annual General Meeting 2024 by a majority of shareholders representing nine tenths of the votes cast and the shares represented.

M. The purpose of STIP 2023 is to create an incentive for the participants in connection with the implementation of the Company's new strategy.

N. The following categories of employees may be offered to participate in STIP 2022:

Category	Maximum no of persons	Maximum annual outcome
Executive management team	8	50% of the annual salary
Other key persons	13	25% of the annual salary

O. The Board of Directors has, for each participant, established financial and/or non-financial criteria for payments under STIP 2023. One of these criteria is that the participant shall be employed by the Company. The other criteria are individual for each participant. Fulfillment of the criteria is measured when the Company's report for the fourth quarter of 2023 is made public and is paid out within STIP 2023 fully or partially depending on fulfillment of the criteria.

P. STIP 2023 entails costs for the Company of SEK 13 million at the maximum outcome (including social security contributions). The costs are not expected to be affected by changes in the price of the Company's shares. Payment of Bonus Shares may lead to dilution. Payment of Bonus Shares will require an additional resolution(s) by the general meeting. Information regarding any dilution will be provided in such proposal regarding payment of Bonus Shares.

Q. The participants in STIP 2023 will, through an agreement, undertake to hold shares paid out as share bonus under STIP 2023 for a period of three years from when the share bonus is paid out.

R. The Board of Directors has also proposed the general meeting to resolve on a long term incentive program consisting of warrants. The Company has an outstanding incentive program comprising warrants as resolved by the Extraordinary General Meeting on 23 November 2020. A total of 23 employees signed up for 834,920 warrants. Each warrant entitles the owner to subscribe for one share in Qliro during two different periods, either during the fourth quarter of 2023 or during the first quarter of 2024. The subscription price when subscribing for shares in Qliro using the warrants was set at SEK 43.27 and the value limit per warrant at SEK 80.13. The Company intends to acquire all outstanding warrants at market value in accordance with the terms of the program.

Majority rules

A decision in accordance with the Board of Director's proposal under item 6 requires that the decision of the general meeting is approved by a majority of shareholders representing at least nine tenths of the votes cast and of the shares represented at the general meeting.

Complete proposals etc.

The Board of Directors' complete proposed resolutions, the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts for the financial year 2021, the Board of Directors' Report according to Chapter 14, Section 8 of the Swedish Companies Act and the Auditors' Report according to Chapter 14, Section 8 of the Swedish Companies Act are available on the Company's website, www.qliro.com/en-se/investor-relations, and at the Company's head office, Sveavägen 151, 113 46 Stockholm, Sweden. The documents, including this notice, will be sent to shareholders who

request it and state their address. Such a request can be made in writing by post to Qliro AB, Qliro AB's Extraordinary General Meeting 2022, Box 195 25, SE-104 32 Stockholm, Sweden, or by e-mail to generalmeeting@qliro.com. The documents are presented by keeping them available on the Company's website and at the Company's head office. The presented share register of the general meeting will also be available at the Company's head office.

Processing of personal data

Qliro, registered in Stockholm, is the controller of the processing of personal data performed by the Company or its service providers in connection with the general meeting. For information on how personal data is processed, see the integrity policy available at Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf, and on Computershare AB's website, www.computershare.com/uk/privacy-policy.

Further information

This document is a translation of a Swedish notice and in case of any deviations between both language versions, the Swedish version shall prevail.

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Stockholm in November 2022

Qliro AB (publ)

The Board of Directors

For further information, please contact:

Adam Makkonen, Investor Relations, ir@qliro.com

About Qliro AB

Founded in 2014, Qliro is a tech company offering flexible payment solutions for e-commerce merchants in the Nordics and digital financial services to consumers in Sweden. Since inception 2014, Qliro has grown quickly and in the last year 2.5 million customers have used Qliros services and business volumes with Qliros payment products exceeded SEK 6.8 billion. The largest owners are Rite Ventures with 26% ownership and Mandatum Private Equity (Sampo owned company) with 10 % ownership.

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 the Extraordinary General Meeting of Qliro AB](#)