

Notice of the annual general meeting of Qliro AB

Shareholders in Qliro AB, reg. no. 556962-2441, ("Qliro" or the "Company") are hereby invited to attend the annual general meeting on 17 May 2022. Due to the coronavirus and in order to reduce the risk of spreading the virus, the board of directors has decided for the annual 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 advance voting (postal voting). Information on the resolutions passed at the general meeting will be disclosed on 17 May 2022, as soon as the result of the postal voting has been finally confirmed.

Registration and notice of attendance

Shareholders who wish to participate in the annual general meeting through postal voting shall:

- be registered as a shareholder in the Company's register of shareholders kept by Euroclear Sweden AB concerning the circumstances on 9 May 2022, and
- give notice of participation no later than on 16 May 2022, by sending in a postal vote in accordance with the instructions under the heading Postal voting below so that the postal voting form is received by Qliro, through Computershare AB, no later than that day.

To be entitled to participate in the annual general meeting, a shareholder whose shares are nominee registered must, in addition to giving notice of participation in the general meeting by sending in a postal vote, register its shares in its own name so that the shareholder is registered in the share register as of 9 May 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 nominee's routines. Voting rights registrations that have been made by the nominee no later than 11 May 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 at www.qliro.com/en/investor-relations/general-meeting-2022.

Completed and signed forms for postal voting must be received by Computershare AB no later than 16 May 2022. The form shall be sent by mail to Computershare AB, "Qliro AB's AGM 2022", Box 5267, SE-102 46 Stockholm or via e-mail to proxy@computershare.se. Shareholders who are natural persons may also, by verifying with BankID in accordance with instructions on the Company's website www.qliro.com/en/investor-relations/general-meeting-2022, cast their postal votes electronically.

The shareholder may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at www.qliro.com/en/investor-relations/general-meeting-2022. For having the postal voting form sent to you by mail, please contact Computershare AB on telephone +46 77 124 64 00.

Powers of attorney

If shareholders submit their postal votes by proxy, a written and dated power of attorney signed by the shareholder shall be attached to the postal voting form. Power of attorney forms are available at the Company's website www.qliro.com/en/investor-relations/general-meeting-2022 and will also be sent by e-mail to all registered shareholders who have notified their e-mail address to the Company. If the shareholder is a legal person, it shall also attach a registration certificate or equivalent authorizing documentation to the power of attorney.

Shareholders' right to receive information

If a shareholder so requests, and if the board of directors determines it can be made without significant harm to the Company, the board of directors and the CEO shall provide information on circumstances that may affect the assessment of an agenda item, circumstances that may affect the assessment of the Company's or its subsidiaries' financial situation and the company's relation to another company within the group. A request for such information shall be made in writing to the Company no later than on 7 May 2022, to Qliro AB, AGM 2022, Box 195 25, SE-104 32 Stockholm, or by e-mail to generalmeeting@qliro.com. The information provided by the Company by such request will be made available at the Company's website www.qliro.com/en/investor-relations/general-meeting-2022 and at the Company's head office, Sveavägen 151 in Stockholm, no later than 12 May 2022. The information will also be sent to the shareholder who has requested the information and has provided its address.

Number of shares and votes in the Company

As of the date of publication of this notice, the Company has a total of 17,972,973 shares and votes. At the same date, the Company has no holdings of its own shares.

Proposed agenda

1. Election of chairman for the annual general meeting
2. Election of one or two persons to approve the minute
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual accounts and auditors' report as well as the consolidated accounts and consolidated auditors' report
7. Resolutions on:
 - a) approval of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b) distribution of the Company's profit or loss in accordance with the approved balance sheet and in the case of a dividend, determination of the record date for this, and
 - c) discharge from liability for the board of directors and the CEO

8. Resolution on the number of board of directors and auditors
9. Resolution on remuneration for board of directors and the auditor.
10. Election of board of directors and auditors
11. Resolution on approval of the remuneration report
12. Resolution on authorization for the board of directors to resolve on issue of shares
13. Approval of the board's resolution regarding directed issue

Nomination committee

The nomination committee of Qliro has consisted of chairman Christoffer Häggblom, Rite Ventures, the members Alexander Antas, Mandatum, Thomas Krishan and Lennart Jacobsen (chairman of the board of directors for Qliro). The proposals in full and a presentation of the work of the nomination committee can be found on Qliro's website www.qliro.com/en/investor-relations/general-meeting-2022.

Proposals on resolutions

Item 1 – The nomination committee's proposal regarding chairman for the annual general meeting

The nomination committee proposes attorney-at-law Henrik Fritz as chairman for the annual general meeting.

Item 2 – The board of director's proposal of election of one or two persons to approve the minutes

The board of directors proposes Thomas Krishan, to be elected to approve the minutes. The task of approving the minutes also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the annual general meeting.

Item 3 – 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 Qliro, based on the annual general meeting's share register and received postal votes, verified by the person approving the minutes of the annual general meeting.

Item 7 b – The board of director's proposal for dividend and record date for dividend

The board of directors proposes that no dividend will be paid for the financial year 2021 and profits available for distribution of [•] shall be carried forward.

The nomination committee's proposal on decision regarding board of directors, auditor, remuneration, nomination committee, etc. (items 8–10)

The nomination committee proposes the following:

Proposal on the number of board of directors and auditors

The nomination committee propose that the board of directors shall consist of six (6) members without any deputy members of the board of directors and that the number of auditors shall consist of one (1) auditor and no deputy auditor.

Proposal on remuneration for board of directors and the auditor

- SEK 600,000 to the chairman of the board of directors.
- SEK 300,000 to each of the other members of the board of directors.
- SEK 125,000 to the chairman and SEK 75,000 to each of the other members of the risk, capital, audit and compliance committee.
- SEK 50,000 to the chairman and SEK 25,000 to each of the other members of the remuneration committee.
- The auditor's fees are proposed to be paid against approved invoice.

Proposal on election of board of directors and auditors

The nomination committee proposes re-election of Alexander Antas, Monica Caneman, Lennart Francke and Helena Nelson, and new election of Patrik Enblad and Mikael Kjellman, all for the period until the end of the next annual general meeting. The nomination committee further proposes election of Patrik Enblad as chairman of the board of directors for the period until the end of the next annual general meeting.

The nomination committee proposes re-election of the auditing company KPMG AB, with the authorized public accountant Mårten Asplund in charge of the audit, for the period until the end of the next annual general meeting, in accordance with the audit committee's recommendation.

Item 11 – The board of director's proposal of approval of the remuneration report

The board of directors proposes that the annual general meeting resolves to approve the remuneration report on remunerations according to Chapter 8, section 53 a of the Swedish Companies Act (2005:551) (the “Companies Act”).

Item 12 – The board of director's proposal of resolution to authorize the board of directors to resolve on a new issue of shares

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to, on one or more occasions, during the period until the next annual general meeting resolve upon issuances of new shares, with or without preferential rights for the shareholders. New issues may be made with or without regulations concerning issues in kind, offset rights or other terms.

The number of shares issued pursuant to the authorization may not exceed an increase of twenty (20) percent of the number of shares in the company at the time of the annual general meeting 2022.

Payment may, in addition to cash payment, be made by way of contribution or set-off, or with other conditions as referred to in Chapter 13, section 5, first paragraph, item 6 of the Companies Act. The purpose of the authorization is to provide flexibility for acquisitions of companies, businesses, or parts thereof. Any issue of new shares resolved upon pursuant to this authorization shall be made at standard market terms and conditions.

The board of directors or 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 13 – Approval of the board's resolution regarding directed issue

The board has resolved, subject to the approval of the general meeting, to carry out a new issue of not more than 550,000 shares, entailing an increase in the share capital of not more than SEK 1,540,000. The following terms and conditions shall otherwise apply to the resolution.

1. The board of director's resolution must be approved at the annual general meeting by a majority of shareholders representing nine tenths of the votes cast and the shares represented at the general meeting.
2. A prerequisite for the annual general meeting's approval is that: (i) the annual general meeting has resolved to appoint Patrik Enblad as chairman of the board of directors; and (ii) that subscription has taken place in advance of the annual general meeting. The new issue is, in addition, conditional upon that the Swedish Financial Regulatory Authority approves the management assessment in relation to Patrik Enblad.
3. The right to subscribe for the new shares shall vest in Patrik Enblad. The reasons for not applying the shareholders' pre-emption rights are set out below under item 9.
4. A subscription price of SEK 17.59 shall be paid for each share subscribed for. The basis for the subscription price is the market value of the share and the subscription price corresponds to the volume-weighted average price of the company's shares on Nasdaq Stockholm during the ten trading days directly preceding the resolution to issue new shares.
5. Subscription shall take place within one week of the date of the resolution to issue new shares.
6. Payment shall be made within one week from the fulfillment of the condition in item 2 above.
7. The board of directors shall be entitled to extend the period for subscription and payment, respectively.
8. The new shares shall entitle the holder to a first dividend on the record date for dividend falling closest after the date on which the shares are entered in the share register.
9. The purpose of the new issue is to instill an ownership interest in the subscriber suggested as chair of the board of directors. This will create a community of interests between the shareholders and the subscriber that will be of long-term advantage for the company. The board of directors has not established any pre-determined and quantifiable criteria for the allocation and does not deem it necessary. The new issue is made on market terms and conditions.
10. The new issue corresponds to a dilution of 2.97 percent and 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.
11. The board of directors or 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

The resolution under item 12 on the agenda is subject to the approval at the general meeting with at least 2/3 of both the votes cast and of the shares represented at the general meeting and the resolution under item 13 on the agenda is subject to the approval at the general meeting with at least 9/10 of both the votes cast and of the shares represented at the general meeting.

Documents

Information about the persons proposed as board of directors and of the proposed auditor and the reasoned statement of the nomination committee etc. are available on the Company's website, www.qliro.com/en/investor-relations/general-meeting-2022.

The Company's annual accounts, auditor's report, consolidated accounts and consolidated auditor's report, the complete proposals on resolutions to the general meeting, the board of director's report over paid and outstanding remuneration for senior executives in accordance with Chapter 8, section 53 a of the Companies Act and the auditor's statement on these guidelines in accordance with Chapter 8, section 54 of the Companies Act, are available at the Company and on the Company's website, www.qliro.com/en/investor-relations/general-meeting-2022. The documents will be sent to shareholders who so request at the Company's address Qliro AB, AGM 2022, Box 195 25, SE-104 32 Stockholm, stating their address. The general meeting share register will be available at the head office of the Company, Sveavägen 151 in Stockholm.

The notice will also be held available at the Company's website, www.qliro.com/en/investor-relations/general-meeting-2022. The notice will further be sent by regular mail free of charge to shareholders who so request at the Company's address Qliro AB, AGM 2022, Box 195 25, SE-104 32 Stockholm, stating their address.

Processing of personal data

For information on how personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

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, April 2022

Qliro AB

The board of directors

For further information, please contact:

Qliro IR

E-mail: 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 7.1 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 annual general meeting of Qliro AB](#)