

Notice of the extraordinary general meeting of Qliro AB

Shareholders in Qliro AB, reg. no. 556962-2441, ("Qliro" or the "Company") are hereby invited to attend the extraordinary general meeting on 1 July 2022. The board of directors has decided for the extraordinary 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 1 July 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 extra 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 22 June 2022, and
- give notice of participation no later than on 30 June 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 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 22 June 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 27 June 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 30 June 2022. The form shall be sent by mail to Computershare AB, Qliro AB's extraordinary general meeting 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 21 June 2022, to Qliro AB, Extraordinary general meeting 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 26 June 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 extraordinary general meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the meeting has been duly convened.
6. Approval of the board's resolution regarding issue of new shares.
7. Approval of the board's resolution regarding issue of warrants.

Proposals on resolutions

Item 1 – The board's proposal regarding chairman for the extraordinary general meeting

The board proposes attorney-at-law Henrik Fritz as chairman for the extraordinary general meeting.

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

The board 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 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 extraordinary general meeting's share register and received postal votes, verified by the person approving the minutes of the general meeting.

Item 6 – Approval of the board's resolution regarding issue of new shares

Subject to the approval of the extraordinary general meeting, the board of directors resolved on 8 June 2022 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 extraordinary 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 extraordinary general meeting's approval is that subscription has taken place in advance of the extraordinary general meeting. The new issue is, in addition, conditional upon that the Swedish Financial Regulatory Authority approves the management assessment in relation to Christoffer Rutgersson.
3. The right to subscribe for the new shares shall vest in Christoffer Rutgersson 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 9.
4. A subscription price of SEK 16.47, corresponding to the volume-weighted average price of the company's shares on Nasdaq Stockholm on 7 June 2022, shall be paid for each share.
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, who is incoming CEO of the company. This will create a community of interests between the shareholders and the subscriber that will be of 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 authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Item 7 – Approval of the board's resolution regarding issue of warrants

Subject to the approval of the extraordinary general meeting, the board of directors resolved on 8 June 2022 to carry out a private placement in respect of not more than 748,874 warrants, entailing an increase in the share capital of not more than SEK 2,095,847.20 if the private placement is fully taken up. The resolution shall otherwise be governed by the following terms and conditions.

1. The board of director's resolution must be approved at the extraordinary 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 extraordinary general meeting's approval is that subscription has taken place in advance of the extraordinary general meeting. The new issue is, in addition, conditional upon that the Swedish Financial Regulatory Authority approves the management assessment in relation to Christoffer Rutgersson.
3. The right to subscribe for the warrants shall vest in Christoffer Rutgersson 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 9.
4. A subscription price of SEK 1.42 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 volume-weighted share price for the company's shares on Nasdaq Stockholm on 7 June 2022.
5. Subscription for the warrants shall take place within one week of the date of the resolution to issue warrants.
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 subscription period and the time for payment.
8. The warrant may be exercised to subscribe for new shares during the period commencing 1 August 2025 up to and including 31 July 2026. The subscription price is SEK 35 per share. Any share premium shall be transferred to the unrestricted premium reserve.
9. The purpose of the new issue is to instill an ownership interest in the incoming CEO. This will create a community of interests between the shareholders and the subscriber that will be of 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.
10. The new issue corresponds to a dilution of 4.00 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. Other terms and conditions are available on the website.
12. The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Majority rules

The resolution under item 6 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

The complete proposals on resolutions to the general meeting 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, Extraordinary general meeting 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, Extraordinary general meeting 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, June 2022

Qliro AB

The board of directors

For further information, please contact:

Erik Kronqvist, 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 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 extraordinary general meeting of Qliro AB](#)