

# Notice of the 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 9 February 2024 at 10 a.m. in Wigge & Partners Advokat KB’s offices at Birger Jarlsgatan 25 in Stockholm, Sweden. Registration for the meeting starts at 9:30 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 1 February 2024 and vote by post in accordance with the instructions under the header “Postal voting” below or notify their attendance at the meeting by 5 February 2024.

The notification should be sent by post to Computershare AB (publ), “Qliro’s Extraordinary General Meeting 2024”, 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 1 February 2024. 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 5 February 2024 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 Extraordinary General Meeting 2024”, Box 5267, 102 46 Stockholm, or by e-mail to proxy@computershare.se, no later than on 5 February 2024. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 5 February 2024. 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). The 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 Extraordinary General Meeting 2024", Box 5267, 102 46 Stockholm, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), no later than on 5 February 2024.

### **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 regarding long term incentive programme 2024, including issue and transfer of warrants
8. Resolution regarding short term incentive programme for 2024
9. Conclusion of the meeting

### **Proposals for resolution**

#### ***2. Election of Chairman for the meeting***

The Board of Directors proposes that attorney Henrik Fritz is elected Chairman of the EGM, or in his absence, the person appointed by the Board of Directors.

#### ***7. Resolution regarding long term incentive programme 2024, including issue and transfer of warrants***

The board of directors proposes that the general meeting resolves to adopt a long term incentive programme 2024 ("**LTIP 2024**"), and to carry out a directed issue and transfer of not more than 500 000 warrants, entailing an increase in the share capital of not more than SEK 1,440,000 if all warrants are exercised. The resolution shall otherwise be governed by the following terms and conditions.

1. 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.

2. 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 7.
3. The warrants are issued without compensation.
4. Subscription for the warrants shall take place within one week of the date of the resolution to issue warrants.
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 1 April 2027–30 June 2027. The Subscription Price per share shall correspond to 200 percent of the volume weighted average price of the Company's share on Nasdaq Stockholm during the ten trading day period ending 1st of April 2024. Any share premium shall be transferred to the unrestricted premium reserve.
7. The purpose of the issue is to instil an ownership interest in the participants in the Company's long term incentive programme 2024. The warrants shall be transferred from QFS Incitament AB to those entitled to participate in LTIP 2024. The price of the warrants shall, in such transfer, correspond to the warrants' market price calculated using Black & Scholes' formula.
8. The warrants shall be allocated between the participants in LTIP 2024 in accordance with the following:

Category	Maximum no. of persons	Maximum no. of warrants- per person
Executive management team	3	100,000
Other key persons	19	60,000

Over- or undersubscription is not possible.

9. The board of directors has for each participant established financial and/or non-financial criteria for vesting of the warrants in LTIP 2024. The criteria are individual for each participant. Fulfilment 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.
10. The new issue corresponds to a dilution of 2.6 percent. LTIP 2024 entails costs of SEK 1,396,338 at the maximum outcome (including social security contributions). The costs consist of a cash subsidy for participation in the programme and are not expected to be affected by changes in the price of the Company's shares.
11. Other terms and conditions according to Appendix 7.
12. Qliro has the following outstanding incentive programmes:
  - The general meeting on July 19, 2023 resolved to establish a long term incentive programme for the board of directors, including issue and transfer of warrants. The incentive programme for the board of directors comprises an issue and transfer of up to 700,000 warrants. Each warrant gives the holder a right to subscribe for one new share in Qliro at a subscription price of SEK 32.00 during the third and fourth quarter of 2026. The share capital can, at the most, be increased by SEK 6,076,000 through the incentive programme.

- 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 programme. 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.

13. 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.

#### **8. Resolution regarding short term incentive programme for 2024**

The board of directors proposes that the general meeting resolves to adopt a short term incentive programme for 2024 (“**STIP 2024**”). The resolution shall be governed by the following terms and conditions.

1. STIP 2024 comprises a bonus to be paid out in relation to 2024. The payment will be made during the first half of 2025. The bonus is intended to be paid out 55 percent in cash and 45 percent in shares in the Company (“**Bonus Shares**”). The board of directors can choose to replace Bonus Shares with cash payment in part or in full if the board of directors deems it beneficial from a financial point of view or if the general meeting does not vote in favour of the issuance of the Bonus shares in accordance with item 2 below.
2. The potential issuance of the Bonus Shares must be resolved upon at the Company’s annual general meeting 2025 by a majority of shareholders representing nine tenths of the votes cast and the shares represented.
3. The purpose of STIP 2024 is to create an incentive for the participants in connection with the implementation of the Company’s new strategy.
4. The following categories of participators may be offered STIP 2024:

<b>Category</b>	<b>Maximum no. of persons</b>	<b>Maximum annual outcome</b>
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Executive management team and certain key persons	2	25 % of the annual salary
	5	50 % of the annual salary
	2	100 % of the annual salary inc. all other forms of variable remuneration

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Other key persons	13	25 % of the annual salary
	7	50 % of the annual salary
	3	100 % of the annual salary inc. all other forms of variable remuneration

5. The board of directors, or the person appointed by the board of directors, has for each participant established financial and/or non-financial criteria for payments under STIP 2024. One of these criteria is that the participant shall be employed by, or hold a position with, the Company. The other criteria are individual for each participant. Fulfilment of the criteria is measured when the Company's report for the fourth quarter of 2024 is made public and is paid out within STIP 2024 fully or partially depending on fulfilment of the criteria.
6. STIP 2024 entails costs for the Company of SEK 21,795,568 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.
7. The participants in STIP 2024 will, through an agreement, undertake to hold shares paid out as share bonus under STIP 2024 for a period of three years from when the share bonus is paid out.
8. Qliro has the following outstanding incentive programmes:
  - The general meeting on July 19, 2023 resolved to establish a long term incentive programme for the board of directors, including issue and transfer of warrants. The incentive programme for the board of directors comprises an issue and transfer of up to 700,000 warrants. Each warrant gives the holder a right to subscribe for one new share in Qliro at a subscription price of SEK 32.00 during the third and fourth quarter of 2026. The share capital can, at the most, be increased by SEK 6,076,000 through the incentive programme.
  - 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.
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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.

### Majority rules

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

### Further information

The Board of Directors' complete proposals for resolution 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 Extraordinary 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>.

\* \* \* \* \*

Stockholm in January 2024

**Qliro AB (publ)**

The Board of Directors

### For further information, please contact:

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

### About Qliro AB

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

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

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### Attachments

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