

Notice of the Annual General Meeting 2025 in Qliro AB

Shareholders in Qliro AB (publ) (the “Company”), reg. no. 556962-2441, are hereby invited to attend the Annual General Meeting on 28 May 2025 at 2 p.m. in Wigge & Partners Advokat KB’s offices at Birger Jarlsgatan 25, third floor, in Stockholm, Sweden. Registration for the meeting starts at 1:30 p.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 20 May 2025 and vote by post in accordance with the instructions under the header “Postal voting” below or notify their attendance at the meeting by 22 May 2025.

The notification should be sent by post to Computershare AB (publ), “Qliro’s Annual General Meeting 2025”, Gustav III:s Boulevard 34, 169 73 Solna, 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 20 May 2025. 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 22 May 2025 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 Annual General Meeting 2025”, Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se, no later than on 22 May 2025. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 22 May 2025. 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 Annual General Meeting 2025", Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se, no later than on 22 May 2025.

Shares and votes

As of the date of this notice, there are 21,294,193 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. Presentation of
 - 7.1. the annual accounts and auditor's report as well as the consolidated accounts and consolidated auditor's report for the financial year 2023
 - 7.2. remuneration report for the financial year 2023
8. Presentation of the Chief Executive Officer
9. Resolution on
 - 9.1. approval of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2023
 - 9.2. approval of the remuneration report for the financial year 2023
 - 9.3. distribution of the Company's profit or loss in accordance with the approved balance sheet
 - 9.4. discharge from liability for the Board of Directors and the Chief Executive Officer
10. Resolution on

10.1. number of members of the Board of Directors

10.2. number of auditors

11. Resolution on

11.1. remuneration to the Board of Directors

11.2. remuneration to the auditors

12. Election of

12.1. members of the Board of Directors

12.2. the Chairman of the Board of Directors

12.3. auditors

13. Resolution on authorization for the Board of Directors to resolve on new issue of shares etc.

14. Resolution regarding long term incentive programme 2025, including issue and transfer of warrants

15. Resolution regarding short term incentive program 2025

15.1. Resolution on approval of the Board of Directors' proposal for a directed issue of shares to participants in STIP 2025

15.2. Resolution on allocation between participants in STIP 2025

16. Conclusion of the meeting

Proposals for resolution

2. Election of Chairman for the meeting

The Nomination Committee proposes attorney Henrik Fritz as Chairman of the meeting.

9.3 Resolution on the distribution of the Company's profit or loss in accordance with the approved balance sheet

The Board of Directors proposes that no dividend shall be paid for the financial year 2024.

10.1 Resolution on number of members of the Board of Directors

The Nomination Committee proposes that the Board of Directors shall consist of five members without any deputy members.

10.2 Resolution on number of auditors

The Nomination Committee proposes that one audit firm shall be elected without any deputy auditors.

11.1 Resolution on remuneration to the Board of Directors

The Nomination Committee proposes the following remuneration and other compensation for board assignments to board members who are elected by the Annual General Meeting and not employed by the Company:

- a. SEK 600,000 (600,000) to the Chairman of the Board of Directors and SEK 300,000 (300,000) to each of the other members of the Board of Directors
- b. SEK 125,000 (125,000) to the Chairman and SEK 75,000 (75,000) to each of the other members of the risk-, capital-, audit- and compliance committee
- c. SEK 50,000 (50,000) to the Chairman and SEK 25,000 (25,000) to each of the other members of the remuneration committee.

11.2 Resolution on remuneration to auditors

The Nomination Committee proposes that the auditor's fees are paid against approved invoice.

12.1 Election of members of the Board of Directors

The Nomination Committee proposes re-election of the following board members:

- a. Patrik Enblad
- b. Alexander Antas
- c. Mikael Kjellman
- d. Lennart Francke
- e. Helena Nelson

12.2 Election of the Chairman of the Board of Directors

The Nomination Committee proposes re-election of Patrik Enblad as Chairman of the Board of Directors.

12.3 Election of auditors

The Nomination Committee proposes in accordance with the risk-, capital-, audit- and compliance committee's recommendation re-election of the registered public accounting firm KPMG AB as auditor. KPMG AB has announced that authorized public accountant Magnus Ripa will be the auditor in charge if KPMG AB is elected.

13. Resolution on authorization for the Board of Directors to resolve on new issue of shares etc.

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or several occasions, until the next Annual General Meeting resolve on new issues of shares and/or issue convertibles convertible into shares and/or issue warrants entitling to subscription of shares, with or without preferential rights for the shareholders.

The number of shares, convertibles or warrants that may be issued by way of an issue with deviation from the shareholders' preferential rights (i.e. through directed issue) pursuant to the authorization may correspond to an increase of the share capital of twenty percent based on the number of shares in the company at the time of the Annual General Meeting's resolution.

The number of shares, convertibles or warrants that may be issued without deviation from the shareholders' preferential rights (i.e. rights issue) pursuant to the authorization may correspond to an increase in the share capital up to the limits of the number of shares and the share capital set out in the company's articles of association at the time of the issue.

Payment may be made with cash, 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 bring in new owners of strategic importance to the Company, to raise capital and to provide flexibility for acquisition of companies, businesses, or parts thereof.

The Board of Directors or the 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.

A resolution in accordance with the Board of Directors' proposal requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

14. Resolution regarding long term incentive programme 2025, including issue and transfer of warrants

The Board of Directors proposes that the General Meeting resolves to adopt a long term incentive programme 2025 ("LTIP 2025"), and to carry out a directed issue and transfer of not more than 471,000 warrants, entailing an increase in the share capital of not more than SEK 1,318,000 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 July 2028–30 September 2028. 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 (10) trading day period ending 1st of June 2025. 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 2025. The warrants shall be transferred from QFS Incitament AB to those entitled to participate in LTIP 2025. 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 2025 in accordance with the following:

Category	Maximum no. of persons	Maximum no. of warrants- per person
Executive management team	5	100,000
Other key persons	30	60,000

Over- or under subscription 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 2025. 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 2.21 percent. LTIP 2025 entails costs of SEK 1,268,926 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. Qliro has the following outstanding incentive programmes:

- The General Meeting on May 28, 2024 resolved to issue and transfer up to 107,600 shares within STIP 2023 which at the most increase the share capital by SEK 301,280. The General Meeting also resolved to establish a short term incentive programme for 2024 ("STIP 2024"). STIP 2024 includes up to 39 managers and other key persons, who can receive up to 100 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. The General Meeting decided to issue and transfer up to 370,000 shares within STIP 2024 which at the most increase the share capital by SEK 1,036,000. The participants in STIP 2024 will undertake to hold shares paid out as share bonus under STIP 2024 for a period of three years.
- The General Meeting on February 9, 2024 resolved to establish a long term incentive programme for 2024 ("LTIP 2024"), including issue and transfer of warrants. LTIP 2024 includes up to 22 managers and other key persons and comprises an issue and transfer of up to 500,000 warrants. Each warrant gives the holder a right to subscribe for one new share in Qliro at a subscription price of SEK 44.28 during the second quarter of 2027. The share capital can, at the most, be increased by SEK 1,440,000 through LTIP 2024.
- 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.

12. 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.

15. Resolution regarding short term incentive programme 2025

15.1 Resolution on approval of the Board of Directors' proposal for a directed issue of shares to participants in STIP 2025

The Board of Directors proposes that the Annual General Meeting resolves to carry out a directed issue of not more than 560,000 new shares, entailing an increase in the share capital of not more than SEK 1,568,000.00. The issue is proposed in order to pay out part of the outcome of the Company's bonus program STIP 2025 in the form of shares. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for new shares shall be offered to participants in STIP 2025 ("STIP 2025 participants"). Each STIP 2025 participant is only entitled to subscribe for the number of shares corresponding to 45 percent of each individual's outcome under STIP 2025.
2. The reason for the deviation from the shareholders' preferential rights is to fulfil the company's obligations under STIP 2025 in a cost and capital efficient manner.
3. The subscription price per share shall correspond to the volume-weighted average price of the Qliro share on Nasdaq Stockholm during the 10-trading day period that end one week prior to the first day of subscription.
4. Subscription of the new shares shall be made on a subscription list.
5. Payment for the new shares shall be made by way of set-off against claims for bonus arising from STIP 2025.

6. Subscription and payment for the new shares shall take place during the seven-day period immediately following the determination of the subscription price in accordance with item 3 above.

7. The new shares shall entitle to dividends for the first time on the record date for dividends that occurs after the new shares have been entered into the Company's share register.

8. The issue entails a maximum dilution of 2.63 percent.

15.2 Resolution on allocation between participants in STIP 2025

The Board of Directors proposes that the Annual General Meeting resolves the categories and number of participants that can be offered STIP 2025 according to the following:

Category	Maximum no. of persons	Maximum annual outcome
The management team and certain key persons	5	50 % of an annual salary
	3	100 % of an annual salary incl. all other variable remuneration
Other key persons	20	25 % of an annual salary
	8	50 % of an annual salary
	8	100 % of an annual salary incl. all other variable remuneration

The Nomination Committee

The Nomination Committee consists of the Chairman Christoffer Häggblom (Rite Ventures), Alexander Antas (Mandatum Private Equity), Thomas Krishan and Patrik Enblad (Chairman of the Board of Directors of the Company).

Majority rules

A resolution in accordance with the Board of Directors' proposal in item 13 requires approval from at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting. A resolution in accordance with the Board of Directors' proposal in items 14 and 15 requires approval from at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

Further information

The Board of Directors' complete proposals for resolution and remuneration report, the auditor's opinion regarding guidelines for remuneration to senior executives, the Nomination Committee's complete proposal for resolutions and reasoned opinion, as well as the annual accounts and the auditor's report 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 Annual 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>.

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Press Release
25 April 2025 08:50:00 CEST



Stockholm in April 2025

Qliro AB (publ)

The Board of Directors

For further information, please contact:

Christoffer Rutgersson

E-mail: 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>

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Attachments

[Notice of the Annual General Meeting 2025 in Qliro AB](#)