

Notice of the Extraordinary General Meeting in Qliro AB

Shareholders in Qliro AB (the “Company”), reg. no. 556962-2441, are hereby invited to attend the Extraordinary General Meeting on 16 October 2024 at 9 a.m. in Wigge & Partners Advokat KB’s offices at Birger Jarlsgatan 25 in Stockholm, Sweden. Registration for the meeting starts at 8:30 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 8 October 2024 and vote by post in accordance with the instructions under the header “Postal voting” below or notify their attendance at the meeting by 10 October 2024.

The notification should be sent by post to Computershare AB (publ), “Qliro’s Extraordinary General Meeting 2024”, Gustav III:s Boulevard 34, 169 73 Solna, 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 8 October 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 10 October 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”, Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se, no later than on 10 October 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 10 October 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", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by e-mail to proxy@computershare.se, no later than on 10 October 2024.

Shares and votes

As of the date of this notice, there are 19,145,965 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.

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. Approval of a directed share issue to certain investors
8. Resolution on a directed share issue to certain members of management and board members
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 Extraordinary General Meeting, or in his absence, the person appointed by the Board of Directors.

7. Approval of a directed share issue to certain investors

The Board of Directors has, subject to subsequent approval by the general meeting, resolved on a on a directed issue of not more than 1,829,346 new shares, entailing an increase of the share capital by not more than SEK 5,122,168.80. The resolution is otherwise subject to the following conditions.

1. The right to subscribe for new shares shall be granted to Carnegie Investment Bank AB for the limited number of institutional investors and strategic market actors allocated in the accelerated book-building procedure (see item 3. below).
2. The reasons for the deviation from the shareholders' preferential rights are as follows. The Board of Directors of the Company has made an overall assessment and carefully considered the possibility of raising capital through a rights issue. In doing so, the Board of Directors has concluded that a rights issue compared to a directed issue would:
 - a. involve costs which, taking into account the size of the issue, would not be justifiable, inter alia because a rights issue would require the preparation of a prospectus and because a rights issue would entail significantly higher advisory costs;
 - b. risk not being fully subscribed, in which case a guarantee consortium would have to be procured;
 - c. not be able to be carried out on a corresponding timetable as a directed issue, as the execution of a rights issue entails a much more time-consuming process. The directed issue is expected to be carried out at a lower cost and with less complexity, while providing the Company with significant capital, enabling the Board of Directors and management to focus on the implementation of the Company's growth agenda and geographical expansion;
 - d. take significantly longer to complete and thus entail an increased general market exposure; and
 - e. not broaden the shareholder base to some extent and provide the Company with new reputable institutional owners and strategic investors.

In view of the above, the Board of Directors of the Company has made the assessment that a directed share issue with deviation from the shareholders' preferential rights is the most favourable alternative for the Company and is in the best interest of all shareholders. The Board of Directors therefore makes the assessment that the reasons stated above for deviating from the shareholders' preferential rights outweigh the main rule that new issues shall be carried out with preferential rights for the shareholders.

3. The subscription price shall be SEK 23.275 per new share. The subscription price has been determined through an accelerated book-building procedure and corresponds to the closing price of the Company's share on Nasdaq Stockholm immediately prior to the commencement of the book-building procedure on 19 September 2024 with a deduction of a discount of 5.00 per cent.
4. Subscription for the new shares shall be made on a subscription list.
5. Subscription and payment for the new shares shall be made no later than 27 September 2024. The premium shall be added to the unrestricted premium reserve. The Board of Directors is authorised to extend the time for subscription and payment.
6. The new shares entitle to dividends for the first time on the record date for dividends that occurs immediately after the new issue has been registered by the Swedish Companies Registration Office and the shares have been entered in the share register maintained by Euroclear Sweden AB.
7. Resolution in accordance with the proposal in this item 7 is conditional upon the general meeting resolving in accordance with Rite Venture's issue proposal in item 8 below.

The Board of Directors or a person appointed by the Board of Directors shall be authorised to make any minor adjustments and clarifications to the resolution, to the extent necessary for the registration and execution of the resolution.

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on an issue of shares.

8. Resolution on a directed share issue to certain members of management and board members

1. Rite Ventures SPV AB, which owns approximately 25.5 per cent of the shares in the Company, proposes that the Extraordinary General Meeting resolves on a directed issue of not more than 318 882 new shares, entailing an increase of the share capital by not more than SEK 892,869.60. The resolution is otherwise subject to the following conditions. The right to subscribe for new shares shall be granted to Carnegie Investment Bank AB for the persons in the Company's management and Board of Directors who have been allocated shares in the issue in accordance with the distribution set out below.

Namn / Name	Antal aktier / Number of shares
Christoffer Rutgersson (VD / CEO), genom sitt bolag / through his company PurpleLion Capital AB	15 910
Patrik Enblad (styrelseordförande / Chairman of the Board)	74 060
Mikael Kjellman (styrelseledamot / Board member), genom sitt bolag / through his company Tradecity AB	31 772
Mandatum Private Equity Partnership Ky (närliggande till Alexander Antas, styrelseledamot / Board member)	197 140

2. The reasons for the deviation from the shareholders' preferential rights are as follows. The proposer has made an overall assessment and carefully considered the possibility of raising capital through a rights issue. In doing so, the proposer has concluded that a rights issue compared to a directed issue would:

- involve costs which, taking into account the size of the issue, would not be justifiable, inter alia because a rights issue would require the preparation of a prospectus and because a rights issue would entail significantly higher advisory costs;
- risk not being fully subscribed, in which case a guarantee consortium would have to be procured;
- not be able to be carried out on a corresponding timetable as a directed issue, as the execution of a rights issue entails a much more time-consuming process. The directed issue is expected to be carried out at a lower cost and with less complexity, while providing the Company with significant capital, enabling the Board of Directors and management to focus on the implementation of the Company's growth agenda and geographical expansion; and
- take significantly longer to complete and thus entail an increased general market exposure.

A directed share issue to the Company's Board of Directors is further motivated by aligning the interest of the Board members in the Company with those of the shareholders and strengthening their commitment to the Company, which is considered to contribute to stability for both the Company and its other shareholders.

In view of the above, the proposer has made the assessment that a directed share issue with deviation from the shareholders' preferential rights is the most favourable alternative for the Company and is in the best interest of all shareholders. The proposer therefore makes the assessment that the reasons stated above for deviating from the shareholders' preferential rights outweigh the main rule that new issues shall be carried out with preferential rights for the shareholders.

3. The subscription price shall be SEK 23.275 per new share. The subscription price has been determined through an accelerated book-building procedure and corresponds to the closing price of the Company's share on Nasdaq Stockholm immediately prior to the commencement of the book-building procedure on 19 September 2024 with a deduction of a discount of 5.00 per cent.

4. Subscription for the new shares shall be made on a subscription list.

5. Subscription and payment for the new shares shall be made no later than 18 October 2024. The premium shall be added to the unrestricted premium reserve. The Board of Directors is authorised to extend the time for subscription and payment.

6. The new shares entitle to dividends for the first time on the record date for dividends that occurs immediately after the new issue has been registered by the Swedish Companies Registration Office and the shares have been entered in the share register maintained by Euroclear Sweden AB.

The Board of Directors or a person appointed by the Board of Directors shall be authorised to make any minor adjustments and clarifications to the resolution, to the extent necessary for the registration and execution of the resolution.

Majority rules

A resolution in accordance with the Board of Directors' proposal in item 7 requires approval from at least two thirds of the votes cast and the shares represented. A resolution under item 8 requires that the resolution is approved by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the meeting.

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 free of charge to shareholders who request them by post to Qliro AB, "Qliro's Extraordinary General Meeting 2024", Box 195 25, SE-104 32 Stockholm, Sweden, or by e-mail to ir@qliro.com, 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>.

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Press Release
19 September 2024 22:45:00 CEST



Stockholm in September 2024

Qliro AB

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

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