

Notice of the Annual General Meeting 2026 in Qliro AB

Shareholders in Qliro AB (publ) (the “Company”), reg. no. 556962-2441, are hereby invited to attend the Annual General Meeting on 25 May 2026 at 09:00 a.m. in Wigge & Partners Advokat KB’s offices at Birger Jarlsgatan 25, third floor, in Stockholm, Sweden. Registration for the meeting starts at 08:30 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 15 May 2026 and vote by post in accordance with the instructions under the header “Postal voting” below or notify their attendance at the meeting by 19 May 2026.

The notification should be sent by post to Wigge & Partners Law KB, “Qliro’s Annual General Meeting 2026”, Birger Jarlsgatan 25, 111 45 Stockholm, Sweden, or by e-mail to bolagsstamma@wiggepartners.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 15 May 2026. 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 19 May 2026 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 Wigge & Partners Law KB, “Qliro’s Annual General Meeting 2026”, Birger Jarlsgatan 25, 111 45 Stockholm, Sweden, or by e-mail to bolagsstamma@wiggepartners.se, no later than on 19 May 2026. 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 by post to Wigge & Partners Law KB, “Qliro’s Annual General Meeting 2026”, Birger Jarlsgatan 25, 111 45 Stockholm, Sweden, or by e-mail to bolagsstamma@wiggepartners.se, no later than on 19 May 2026.

Shares and votes

As of the date of this notice, there are 34,190,618 shares and votes in the Company, none of which are held by the Company. The number of shares includes the shares under issuance in the completed rights issue and the over-allotment issue.

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 2025
 - 7.2. remuneration report for the financial year 2025
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 2025
 - 9.2. approval of the remuneration report for the financial year 2025
 - 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 on approval of the board's proposal for a directed new issue of shares to participants in STIP 2025

15. Resolution regarding long term incentive programme 2026 (LTIP 2026), including issue and transfer of warrants

16. Resolution regarding delivery of shares within short term incentive program 2026 (STIP 2026)

16.1. Resolution on approval of the Board of Directors' proposal for a directed issue of warrants within STIP 2026

16.2. Resolution on delivery of shares to participants in STIP 2026

17. Resolution on a directed issue of warrants

18. 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 2025.

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) the Chairman of the Board of Directors and SEK 300,000 (300,000) 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. Lennart Francke; and
- d. Helena Nelson;

and new election of Francois Tornier. Mikael Kjellman has declined re-election.

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 on approval of the board's proposal for a directed new 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 53,455 new shares, entailing an increase in the share capital of SEK 149,674. 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 25 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 be SEK 18.20. The subscription price has been determined pursuant to the terms and conditions for STIP 2025 based on the marked value of the Qliro share during a measurement period. Any share premium shall be transferred to the unrestricted premium reserve.
4. Subscription of the new shares shall be made on a subscription list.
5. Payment for the new shares shall be made in cash. The board may approve payment by way of set off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.
6. Subscription and payment for the new shares shall take place during the period 25 May to 30 June 2026. The board may extend the period for subscription and payment.
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 dilution of 0.16 percent.

15. Resolution regarding long term incentive programme 2026 (LTIP 2026), including issue and transfer of warrants

The Board of Directors proposes that the General Meeting resolves to adopt a long term incentive programme 2026 ("LTIP 2026"), and to carry out a directed issue and transfer of not more than 450,000 warrants, entailing an increase in the share capital of not more than SEK 1,260,000 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 8.
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.
6. The warrant may be exercised to subscribe for new shares during the period 1 July 2029 – 30 September 2029. 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 the 22 May 2026. Any share premium shall be transferred to the unrestricted premium reserve.
7. Other terms and conditions according to Appendix 1A.
8. The purpose of the issue is to instil an ownership interest in the participants in the Company's long term incentive programme 2026. The warrants shall be transferred from QFS Incitament AB to those entitled to participate in LTIP 2026. The price of the warrants shall, in such transfer, correspond to the warrants' market price calculated using Black & Scholes' formula.
9. The warrants shall be allocated between the participants in LTIP 2026 in accordance with the following:

Category	Maximum no. of persons	Maximum no. of warrants per person
Executive management team	8	100,000
Other key persons	40	60,000

In total, 450,000 warrants may be allocated. Over- or under subscription is not possible.

10. The Board of Directors has for each participant established financial and/or non-financial criteria for vesting of the warrants in LTIP 2026. 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.
11. The new issue corresponds to a dilution of 1.30 percent if all warrants are exercised. LTIP 2026 entails estimated costs of SEK 1,732,773 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.
12. Qliro has the following outstanding incentive programmes, where the number of warrants, number of shares per warrant and the warrant subscription prices have been adjusted for the rights issue completed in April 2026:

- The General Meeting on May 28, 2025 resolved to establish a long term incentive programme for 2025 (“LTIP 2025”), including issue and transfer of warrants. LTIP 2025 includes up to 35 managers and other key persons and comprises an issue and transfer of up to 471,000 warrants. Each warrant gives the holder a right to subscribe for 1.09 new shares in Qliro at a subscription price of SEK 36.20 during the third quarter of 2028. The share capital can, at the most, be increased by SEK 1,562,584.80 through LTIP 2025.
- 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 1.09 new shares in Qliro at a subscription price of SEK 40.51 during the second quarter of 2027. The share capital can, at the most, be increased by SEK 1,658,795.60 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 1.09 new shares in Qliro at a subscription price of SEK 29.27 during the period August 1, 2026 to December 31, 2026. The share capital can, at the most, be increased by SEK 2,322,314.40 through the incentive programme.
- 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 1.09 Qliro shares for a subscription price of SEK 32.02 during the period August 1, 2025 to July 31, 2026. The share capital can, at the most, be increased by SEK 2,484,456.80 through the incentive programme.

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.

16. Resolution regarding delivery of shares within short term incentive program 2026 (STIP 2026)

16.1 Resolution on approval of the Board of Directors’ proposal for a directed issue of warrants within STIP 2026

The board of directors proposes that the general meeting resolve to carry out a directed issue of 200,000 warrants, entailing an increase in the share capital of SEK 560,000 the warrants are exercised in full. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the warrants shall vest in the wholly-owned subsidiary QFS Incitament AB. The reason for not applying the shareholders’ pre-emption rights are set out below under item 7.
2. The warrants shall be issued at no consideration.
3. Subscription for the warrants shall take place within three weeks of the date of the resolution to issue warrants.
4. The board of directors shall be entitled to extend the subscription period.
5. The warrant may be exercised to subscribe for new shares during the period commencing 1 March 2027 up to and including 30 April 2027. Any share premium shall be transferred to the unrestricted premium reserve.

6. Other terms and conditions according to Appendix 1B.

7. Qliro has a short-term bonus program regarding 2026, STIP 2026, under which participants shall receive payment in cash or in the form of Qliro shares. The purpose of the issue is to instil an ownership interest in the participants in the Company's short term incentive programme 2026 and that the warrants shall be used to ensure that Qliro can deliver shares to the participants who receive bonus under STIP 2026. This may be effected by QFS Incitament AB's transfer of warrants directly to the participant or through an intermediary in connection with the determination of the outcome under STIP 2026.

8. 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.

9. The new issue corresponds to a maximum dilution of 0.58 percent if all warrants are exercised.

16.2 Resolution on delivery of shares to participants in STIP 2026

The right to receive delivery of new shares shall be offered to up to 40 members of the management team and key persons in STIP 2026 ("STIP 2026 participants"). Each STIP 2026 participant is only entitled to receive delivery of the number of shares corresponding to up to 45 per cent of each respective STIP 2026 participant's outcome in STIP 2026.

17. Resolution on a directed issue of warrants

The Board of Directors proposes that the General Meeting resolves to carry out a directed issue of not more than 750,000 warrants, entailing an increase in the share capital of not more than SEK 2,100,000. The resolution shall otherwise be governed by the following terms and conditions.

1. For a valid resolution by the annual general meeting, shareholders representing nine tenths of the votes cast and the shares represented at the general meeting must support the resolution.
2. The right to subscribe for the warrants shall vest in the subsidiary QFS Incitament AB. The reasons for not applying the shareholders' pre-emption rights are set out below under item 9.
3. The warrants shall be subject to a three year vesting period, during which a third of the warrants are vested per year.
4. The Warrants are issued free of payment.
5. QFS Incitament AB shall transfer the warrants to Qliros CEO, Christoffer Rutgersson, directly or indirectly against payment corresponding to the warrants' market value. The market value of the warrants shall be calculated by a third party using the Black and Scholes formula, based on the volume-weighted share price for the company's shares on Nasdaq Stockholm during the ten trading day period preceding the transfer.
6. Subscription for the warrants shall take place within one week of the date of the resolution to issue warrants.
7. The board of directors shall be entitled to extend the subscription period.

8. The warrant may be exercised to subscribe for new shares during the period commencing 1 August 2029 up to and including 31 July 2030 at a subscription corresponding to 150 percent of the volume weighted average price of the Company's Share on Nasdaq Stockholm during the ten trading day period ending 22 May 2026. Any share premium shall be transferred to the unrestricted premium reserve.

9. The purpose of the new issue is to create a stronger ownership interest in the company's CEO. 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.

10. The new issue corresponds to a dilution of 2.15 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 according to Appendix 1C.

12. The program is not expected to imply any costs for the company, except for the limited costs already incurred to prepare this proposal and ancillary documentation.

13. The proposal has been prepared by the remuneration committee and the board of directors. 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.

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, 15, 16 and 17 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://wiggepartners.se/en/privacy-policy/> and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Press Release
22 April 2026 08:00:00 CEST



Stockholm in April 2026
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 fintech company and the strategic growth partner for modern commerce, helping merchants turn every payment experience into a driver of sales, loyalty, and long-term profitability. 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 2026 in Qliro AB](#)