

# Qliro Group

## NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING

*N.B. This notice is a translation of a Swedish notice, and in case of any conflict between the two language versions, the Swedish version shall prevail.*

**The shareholders of Qliro Group AB (publ), org. no. 556035-6940, ("Qliro Group") are hereby invited to the Extraordinary General Meeting on Monday 26 October 2020 at 10.00 a.m. at the company's premises on Sveavägen 151 in Stockholm, Sweden. The doors open for shareholders at 09.45 a.m. CET**

### *Special arrangements in view of the spread of the corona virus*

*The continued development of the spread of the corona virus (COVID-19) remains difficult to assess with any certainty. Qliro Group is carefully monitoring developments. As a precautionary and risk-minimising measure for its shareholders and employees etc. Qliro Group has decided to implement the following measures at the Extraordinary General Meeting:*

- *The doors will not open for shareholders until 9.45 a.m. CET.*
- *No food or drinks will be served.*
- *There will be a limited participation by the Executive Management and the Board.*

*Qliro Group is closely monitoring the impact of the corona outbreak in Sweden and may, in case of updated instructions or recommendations from the government or other relevant authorities, decide on additional precautionary measures in connection with the meeting. Additional information and updates regarding the special arrangements in view of the spread of the corona virus are available at the company's website [www.qlirogroup.com](http://www.qlirogroup.com).*

## NOTICE ETC.

Shareholders who wish to attend the Extraordinary General Meeting shall

- (i) be entered as shareholders in the share register maintained by Euroclear Sweden AB in relation to the circumstances on Friday 16 October 2020, and
- (ii) give notice of their attendance at the general meeting no later than Tuesday 20 October 2020.

In order to be entitled to participate at the general meeting, shareholders who have their shares registered in the names of nominees must, apart from giving notice of their attendance, have their shares registered in their own name so that the shareholder is entered in the share register. Such registration can be temporary (so called voting right registration), and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected by the nominee no later than the second banking day after 16 October 2020 shall be considered in the presentation of the share register.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, phone number and advisors, if applicable. Notice to attend is to be made on the company's website at [www.qlirogroup.com](http://www.qlirogroup.com), by telephone to +46 (0) 771 246 400 or by mail to Computershare AB, P.O. Box 5267, SE-102 46 Stockholm, Sweden (please mark the envelope "Qliro Group's EGM 2020").

For information regarding the processing of your personal data, please see the privacy notice available at Euroclear Sweden AB's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## IMPORTANT INFORMATION REGARDING THE POSSIBILITY TO NOT ATTEND THE GENERAL MEETING IN PERSON

In light of the authorities' regulations, and for the shareholders feeling worried about the spread of infection due to the corona virus, Qliro Group encourages all shareholders to carefully consider the possibility to, instead of personally attending the Extraordinary General Meeting, attend by the help of a proxy holder. A template proxy form and information regarding proxy services available for the Extraordinary General Meeting can be found on the company's website at [www.qlirogroup.com](http://www.qlirogroup.com).

Shareholders attending by a proxy or a representative should send, in addition to the proxy, documents of authorisation to Computershare AB, P.O. Box 5267, SE-102 46 Stockholm, Sweden (please mark the envelope “Qliro Group’s EGM 2020”), well before the Extraordinary General Meeting.

### **PROPOSED AGENDA**

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution on distribution of all shares in CDON AB to the ordinary shareholders in Qliro Group.
8. Closing of the Extraordinary General Meeting.

## PROPOSED RESOLUTIONS

### **Resolution on distribution of all shares in CDON AB to the ordinary shareholders in Qliro Group (item 7)**

Qliro Group's strategy has since June 2018 been to operate CDON AB ("CDON") and the other companies in the group as three separate companies, in order to create the best conditions for the company's continued growth and thereby an increased value for the shareholders. CDON has been a Nordic e-commerce pioneer since 1999. Today CDON is the leading local Nordic marketplace, with over 1,300 connected merchants and two million customers. The model is attractive and scalable. In addition, CDON conducts some sales itself in order to complement the marketplace. The Board of Directors believes that it is now a suitable time to strengthen CDON's profile by distributing all shares in CDON to Qliro Group's ordinary shareholders and to have CDON's shares listed on Nasdaq First North Growth Market. A listing of CDON will give the best platform for future possibilities, including access to the capital market.

The Board of Directors proposes the Extraordinary General Meeting to resolve on a distribution to the ordinary shareholders in Qliro Group comprising all shares in the wholly-owned subsidiary CDON. Thirty (30) ordinary shares in Qliro Group shall entitle to one (1) share in CDON (this distribution ratio presupposes that the new number of shares in CDON, 5,990,991 shares, that has not yet been registered by the Swedish Companies Registration Office ("SCRO") (Sw. *Bolagsverket*), is registered by the SCRO at the distribution date). Class C shares in Qliro Group or any ordinary shares held by Qliro Group on the record date do not entitle to any shares in CDON.

The value of the distribution of the shares in CDON is determined based on the book value of the shares at the time of the distribution of the shares to Qliro Group's ordinary shareholders with the application of applicable accounting rules. The Board of Directors' proposed dividend corresponds to a total amount of SEK 230.145 million, based on the book value at the time of this proposal. This corresponds to a dividend of approximately SEK 1.28 per ordinary share in Qliro Group. The value of the dividend will be finally decided when the shares are distributed to Qliro Group's ordinary shareholders.

The Board of Directors proposes that the Board of Directors is authorised to resolve on the record date for the distribution. The distribution of shares is expected to occur two trading days after the record date. The record date is going to be set to a day after the new number of shares in CDON, 5,990,991 shares, has been registered with the SCRO. The shares in CDON are intended to be admitted to trading on Nasdaq First North Growth Market. If the current shareholding in Qliro Group is not evenly divisible by thirty (30) it will be rounded down to the nearest number of whole shares. Fractions of shares will not be distributed but such fractions of shares in CDON will be combined into entire shares which, after CDON's shares have been admitted to trading on Nasdaq First North Growth Market, will be sold through the care of a securities institution. No commission will be paid in connection with such a sale and the payment, i.e. the compensation for the fractions, will be paid to the shareholders via Euroclear Sweden.

As of 31 December 2019, Qliro Group's non-restricted equity amounted to SEK 953.2 million. The Annual General Meeting on 12 May 2020 resolved to not distribute any dividend and that retained earnings and share premium reserve as well as the result of the year would be carried forward. Qliro Group's extraordinary general meeting that will be held on 28 September 2020 is expected to resolve on distribution of all shares in the wholly-owned subsidiary Qliro AB to Qliro Group's ordinary shareholders. The value of the distribution of the shares in Qliro AB is going to amount to SEK 708.7 million, based on the book value of the shares in Qliro AB at the time of this proposal. Following this Extraordinary General Meeting's resolution regarding the distribution of shares in CDON, in accordance with the Board of Directors' proposal, the remaining available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act will amount to approximately SEK 14.355 million, based on the current book value of the shares in CDON and Qliro AB.

The above proposal for the distribution of all shares in CDON is conditional upon that the Extraordinary General Meeting on 28 September 2020 resolves to distribute all shares in Qliro AB.

## MISCELLANEOUS

### Shares and votes

There are a total number of 184,949,730 shares in the company, whereof 179,729,730 ordinary shares and 5,220,000 Class C shares, corresponding to a total of 184,949,730 votes. The company currently holds 5,220,000 of its own Class C shares corresponding to 5,220,000 votes which cannot be represented at the Extraordinary General Meeting.

### Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the Extraordinary General Meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office.

### Documentation

The Board of Directors' complete proposal for resolution on distribution including the documentation pursuant to Chapter 18, Sections 4 and 6 of the Swedish Companies Act and an information brochure regarding the Board of Directors' proposed distribution of shares in CDON will as of 5 October 2020, at the latest, be available for shareholders at the company's website, [www.qlirogroup.com](http://www.qlirogroup.com), at the company's premises at the address Sveavägen 151 in Stockholm, Sweden, and will be sent to those shareholders who so request and state their postal or e-mail address.

The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Computershare AB "Qliro Group's EGM 2020", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

The documentation is also going to be held available at the Extraordinary General Meeting.

### Shareholders' right to request information

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

Stockholm, September 2020  
QLIRO GROUP AB (PUBL)  
THE BOARD OF DIRECTORS

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### Other information

Schedule for the Extraordinary General Meeting:

The doors open for shareholders at 9.45 a.m. CET.

The Extraordinary General Meeting commences at 10.00 a.m. CET.

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### About Qliro Group

*Qliro Group is a leading Nordic e-commerce group in consumer goods, lifestyle products and related financial services. Qliro Group operates the leading local Nordic marketplace CDON, the online fashion brand Nelly.com and Qliro AB that offers financial services to merchants and consumers. In 2019 the Group had sales of SEK 2.9 billion. Qliro Group's shares are listed on the Nasdaq Stockholm Mid-Cap segment under the ticker symbol QLRO.*