

*N.B. The English text is an unofficial translation.*

## **Rite Ventures proposal for resolution on the issue of warrants**

### ***Issue of warrants***

Rite Ventures SPV AB (“**Rite Ventures**”) proposes that the extraordinary general meeting of Qliro AB (the “**Company**”) resolves to carry out a directed new issue in respect of not more than 700,000 warrants, entailing an increase in the share capital of not more than SEK 6,076,000 if the issue of the warrants is fully subscribed and the warrants are fully exercised to subscribe for new shares in Qliro. The proposal has been prepared by Rite Ventures together with external advisors. The participants in the proposed incentive programme were not involved in the drafting of the resolution.

The members of the Company’s board of directors are entitled to subscribe for warrants in accordance the table below.

<b>Board member</b>	<b>Maximum number of warrants</b>
Patrik Enblad	300,000
Mikael Kjellman	150,000
Lennart Francke	150,000
Helena Nelson	100,000

The general meeting’s resolution requires approval from at least nine-tenths of both the votes cast and the shares represented at the general meeting.

### ***The Company’s other incentive programmes***

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 program. 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.

The general meeting on November 23, 2020 resolved to establish an incentive programme for members of the executive management team and key employees in Qliro. In total, 23 employees

subscribed for 834,920 warrants entitling the holder to subscribe for one share in Qliro during two periods, during the fourth quarter of 2023 or the first quarter of 2024.

***Terms and conditions, etc.***

The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the warrants shall vest in the members of the Company's board of directors, directly or indirectly through a wholly owned company and/or endowment insurance. The reasons for not applying the shareholders' pre-emption rights are set out below under item 7.
2. A subscription price of SEK 3,10 shall be paid for each warrant. The basis for the subscription price is the market value of the warrant and has been calculated in accordance with the Black and Scholes formula based on the closing price for the Company's shares on Nasdaq Stockholm on June 16, 2023. The calculation is based on the following parameters:
  - Risk free interest rate: 3,10 per cent.
  - Volatility: 40.00 per cent.
  - Market value of the share: SEK 22,00.
  - Illiquidity discount: 20 per cent.
3. Subscription for the warrants shall take place within one week of the date of the resolution to issue warrants.
4. Payment for the warrants subscribed for shall be made within four weeks of the time of subscription.
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 commencing August 1, 2026 up to and including December 31, 2026. The subscription price is SEK 32,00. Any share premium shall be transferred to the unrestricted premium reserve.
7. The purpose of the new issue is to instil an ownership interest in the subscribers, who are the members of the board of directors of the Company. This will create a community of interests between the shareholders and the board of directors that Rite Ventures deems to be beneficial to the Company in the long term. Rite Ventures has not established any pre-determined and quantifiable criteria for the allocation and does not deem it necessary.
8. Rite Ventures deems the price of the Company's share to be the best measurable criteria to assess the board of directors' work in the long term. Rite Ventures therefore deems the warrants to be structured in order to benefit the Company's long term value creation and has therefore not set forth any other criteria for allocation and outcome.
9. The warrants correspond to a dilution of 3.5 per cent if the issue of the warrants is fully subscribed and the warrants are fully exercised to subscribe for new shares in Qliro. The

new issue 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.

10. Other terms and conditions apply according to Appendix 1A.
11. 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.

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