

INSTRUCTION FOR THE NOMINATION COMMITTEE

The following principles for the composition and work of the nomination committee in Qliro AB, reg. no 556962-2441, (the "**Company**") shall apply until the annual general meeting decides otherwise.

1. THE COMPOSITION OF THE NOMINATION COMMITTEE

The nomination committee shall consist of four members – a representative of each of the four majority shareholders as of the last banking day in August, who wishes to appoint a member of the nomination committee, as well as the chairman of the board. In this instruction, the four majority shareholders refer to the four largest shareholders/shareholder groups registered by Euroclear Sweden AB as per the last banking day in August.

The chairman of the board of directors shall, as soon as possible, but in no event later than 10 banking days after the information on the majority shareholders as of the last banking day in August has become known, contact the four largest shareholders to find out if they wish to appoint members to the nomination committee. If any of the four shareholders with the largest voting rights does not exercise the right to appoint a member, the chairman of the board of directors shall, up to and including the tenth largest owner, request the next owner (i.e., first the fifth largest owner and so on) to appoint an owner-representative within a week. If only three owner-representatives wish to appoint representatives after the tenth largest owner has been contacted, the nomination committee may constitute itself with three ordinary members.

The chairman of the nomination committee shall be the director who represents the largest shareholder in terms of voting rights, unless the nomination committee decides otherwise. However, the chairman of the board of directors shall never be the chairman of the nomination committee.

The names of the members of the nomination committee shall be published as soon as the nomination committee has been appointed but in no event later than six months ahead of the upcoming annual general meeting. The nomination committee is appointed for a mandate period commencing at the time its composition is published until a new nomination committee is appointed.

If there is a change in the Company's ownership-structure after the last banking day in August, but before the nomination committee's complete proposals are published, and if a shareholder which after this change becomes one of the four shareholders holding the highest percentage of voting rights in the Company, requests to the chairman of the nomination committee to join the nomination committee, such shareholder shall have the right to, subject to the nomination committee's approval, appoint an additional director of the nomination committee.

If a member appointed by a shareholder resign from the nomination committee during the mandate period, or if such member is unable to fulfil his or her assignment, the nomination committee shall request the shareholder who has appointed the member to appoint a new member within a reasonable time. If the shareholder does not exercise the right to appoint such new member, the right to appoint such new member passes to the shareholder holding the following highest percentage of voting rights, who has not already appointed or refrained from appointing a member of the nomination committee. Changes in the composition of the nomination committee shall be published as soon as they occur.

2. THE NOMINATION COMMITTEE'S ASSIGNMENTS

The nomination committee shall carry out its assignment as set out in these instructions and applicable rules. In its assignment it is included that the nomination committee shall prepare proposals regarding the following matters, to be put forward to the annual general meeting for decision:

- proposal for number of board of directors and auditors and, where applicable, deputy auditors,

- proposal regarding chairman for the general meeting,
- proposal for board of directors,
- proposal for chairman of the board of directors,
- proposal for fees for the board of directors, distinguishing between the chairman and other board members as well as remuneration for committee work,
- proposal for auditors and, where applicable, deputy auditors,
- proposal for fees to auditors, and
- to the extent considered necessary, proposed amendments to the existing instruction for the nomination committee.

At a general meeting other than the annual general meeting, the nomination committee's proposals shall include the election or elections that shall be taken place at such general meeting.

The nomination committee's proposals shall be submitted to the Company through its chairman well in advance before the Company's notice to attend the annual general meeting and in such a way that the Company will be able to comply with item 4.1 of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) regarding the election of the board of directors.

3. MEETINGS

The nomination committee shall meet as frequently as required for the nomination committee to be able to fulfil its assignments, however, at least once a year. Notice to meetings shall be issued by the chairman of the nomination committee. If a member requests that the nomination committee shall be convened for a meeting, such request shall be complied with.

The nomination committee has a quorum if at least two members are present. The decisions of the nomination committee are passed by a simple majority of votes cast by members present at the meeting. In the event of tied votes, the chairman has the casting vote.

4. FEES

No fees shall be paid to the members of the nomination committee. However, the Company shall pay for reasonable costs associated with the nomination committee's assignment.

5. ATTENDANCE OF THE NOMINATION COMMITTEE AT THE GENERAL MEETING

Representatives of the nomination committee should always attend the annual general meeting.

6. AMENDMENTS ON THE INSTRUCTION

The nomination committee shall continuously evaluate these instructions and its work and submit proposals to such amendments to this instruction to the annual general meeting as deemed appropriate by the nomination committee.

Adopted at the ordinary general meeting on 19 May, 2021