

The nomination committee's proposals for decision and motivated statement regarding the proposals for the annual general meeting 2022 and a report on the nomination committee's work

The extraordinary general meeting on 19 May 2021 in Qliro AB ("Qliro" or the "Company") decided on the applicable principles for the appointment of the nomination committee. According to the principles, the four largest shareholders in terms of votes who wish to participate in the nomination committee have the right to appoint one member each. The member who represents the largest shareholder in terms of number of votes shall be appointed chairman of the nomination committee.

Qliro's nomination committee ahead of the annual general meeting 2022 was constituted based on the ownership in the company as of 30 October 2021. The nomination committee has consisted of Christoffer Häggblom (representing Rite Ventures), Alexander Antas (representing Mandatum), Thomas Krishan and Lennart Jacobsen (chairman of the Company). Christoffer Häggblom has been appointed chairman of the nomination committee.

The nomination committee has before the annual general meeting 2022 held 3 minuted meetings. In between, the committee members have also had ongoing discussions.

The nomination committee has, in accordance with the principles adopted by the general meeting, been assigned to prepare proposals in the following matters to be presented at the annual general meeting 2022:

- proposal for the number of board of directors and auditors and, where applicable, deputy auditors,
- proposal for chairman of the general meeting,
- proposal for board of directors,
- proposal for chairman of the board of directors,
- proposal for board fees with the division between chairman and other members of the board of directors and remuneration for committee work,
- proposal for auditors and, where applicable, deputy auditors,
- proposal for remuneration of auditor, and
- to the extent deemed necessary, proposals for amendments of the current instruction for the nomination committee.

Shareholders have had the opportunity to submit proposals to the nomination committee by post and e-mail.

The nomination committee's proposal

Election of chairman for the annual general meeting (item 1)

The nomination committee proposes attorney-at-law Henrik Fritz as chairman for the annual general meeting.

Resolution on the number of board of directors and auditors (item 8)

The nomination committee propose that the board of directors shall consist of six (6) members without any deputy members of the board of directors and that the number of auditors shall consist of one (1) auditor and no deputy auditor.

Resolution on remuneration for board of directors and the auditor (item 9)

The nomination committee proposes that fees to the board of directors and remuneration for work in the committees (for members elected by the general meeting), to be allocated as follows:

- SEK 600,000 to the chairman of the board of directors.
- SEK 300,000 to each of the other members of the board of directors.

- SEK 125,000 SEK to the chairman and SEK 75,000 to each of the other members of the risk, capital, audit and compliance committee.
- SEK 50,000 to the chairman and SEK 25,000 to each of the other members of the remuneration committee.
- The auditor's fees are proposed to be paid against approved invoice.

Election of board of directors and auditors (item 10)

The nomination committee proposes re-election of Alexander Antas, Monica Caneman, Lennart Francke and Helena Nelson, and new election of Patrik Enblad and Mikael Kjellman, all for the period until the end of the next annual general meeting. The nomination committee further proposes new election of Patrik Enblad as chairman of the board of directors for the period until the end of the next annual general meeting.

The nomination committee proposes re-election of the auditing company KPMG AB, with the authorized public accountant Mårten Asplund in charge of the audit, for the period until the end of the next annual general meeting, in accordance with the audit committee's recommendation.

Instruction for the nomination committee

The nomination committee proposes no changes to the instruction for the appointment of the nomination committee.

The nomination committee's reasoned statement for the proposal of board of directors

The nomination committee has received material from the chairman of the board of directors on the evaluation of the board's work and the board's competence, as well as a plan for further education. The nomination committee has further, as a basis for its proposal, taken note of the chairman of the board of director's report on the Company's operations, financial position, goals and strategies, as well as how the board's work has functioned during the past year. The nomination committee has received information from the company about the rules and guidelines regarding corporate governance which, among other things, affects the assignment of nominating members to the company's board.

The nomination committee has also had access to information about the proposed members' other assignments provided by the members and compiled by the company.

The nomination committee has, based on the work carried out and the information obtained as described above, assessed to what extent the current board fulfils the requirements that will be imposed on the board due to the company's operations and organization, situation and future direction, as well as the requirements and criteria that follow from and are stated in rules and guidelines applicable to the business, including with regard to relevant experience and competence with regard to the company's operations, current situation and future development. The requirement in the Swedish Corporate Governance Code 4.1 on versatility and breadth of the board regarding the board members' competence, experience and background, which can be exemplified by a diversity and breadth in terms of gender distribution, age and geographical origin have also been considered and the nomination committee has strived for gender balance. An assessment has also been made regarding each member's ability to devote sufficient time, care and commitment to the board assignment in order to safeguard the company's and its owners' interests.

It is the nomination committee's continued assessment that a board with six members is well adapted to the company's size and operations.

It is also the nomination committee's opinion that the proposed board of directors meets the requirements that the company's operations and organization as well as situation and future direction require, also the requirements and criteria that follow from and are stated in rules and guidelines, e.g. with regard to other assignments and that the proposed board of directors together possesses the breadth, overall competence and

experience required with regard to the company's operations, development stage and other relevant conditions. The nomination committee assesses that the proposed persons are well suited for the assignment both individually and as a group and that they can set aside the time required and devote the assignment in the company's board to the care and commitment required.

The nomination committee thus proposes re-election of Alexander Antas, Monica Caneman, Lennart Francke and Helena Nelson, and new election of Patrik Enblad and Mikael Kjellman as well as new election of Patrik Enblad as chairman of the board of directors.

The nomination committee notes that two out of six proposed members of the board of directors are women and both of the nominees for new election proposed to the annual general meeting are men. However, the nomination committee emphasizes that in its work it will continue to seek to strive for gender balance.

The proposed composition of the board of directors complies with the rules in the Swedish Corporate Governance Code regarding independence. All members of the board of directors are considered independent in relation to the company's major shareholders.

The Nomination Committee has discussed the level and structure of the board compensation. When assessing the level of fees, a comparison has been made in relation to board fees in other companies of similar size and complexity, as well as with similar activities. Against this background, the nomination committee has concluded that the current fee levels are competitive and therefore proposes no increase of these to the annual general meeting.

The nomination committee proposes, in accordance with the recommendation by the audit committee, re-election of the registered audit firm KPMG AB as auditor for the period until the end of the annual general meeting 2022 and that the auditor's fees shall be paid against approved invoice.

The nomination committee has reviewed the current nomination committee instruction, which were adopted on 19 May 2021 and has decided not to propose any changes thereto.

Further information on the proposed members can be found at www.qliro.com.

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Stockholm, April 2022

The nomination committee of Qliro AB