

*This English text is an unofficial translation. In case of any discrepancy between the English version and the original Swedish text, the Swedish text shall prevail.*

## **ARTICLES OF ASSOCIATION**

### **Qliro AB**

**Registration number: 556962-2441**

#### **§ 1 Name of company**

The name of the company is Qliro AB. The company is a public company (publ).

#### **§ 2 Registered office of the board of directors**

The board of directors has its registered office in Stockholm municipality, Stockholm County.

#### **§ 3 Object of the company's business**

The object of the company's activities is to carry out such financial activities as are permitted for credit market companies in accordance with the Swedish Banking and Financing Business Act (2004:297) (or any successor to this act). This includes that the company shall acquire receivables, provide factoring and installment credits, conduct deposit operations from the public, and engage in activities compatible therewith. In addition, the company shall conduct administration of invoicing and accounts ledger services and carry out activities compatible therewith.

#### **§ 4 Share capital**

The share capital amounts to not less than SEK 50,000,000 and not more than SEK 200,000,000.

#### **§ 5 Number of shares**

The number of shares shall be not less than 15,000,000 and not more than 60,000,000.

#### **§ 6 Board of directors and auditors**

The board of directors shall consist of not less than three (3) and not more than nine (9) members with no deputy members. It is elected annually at the annual general meeting for the period until the end of the next annual general meeting.

For the audit of the company's annual report and the board of directors' and the managing director's administration, the annual general meeting shall elect an auditing company or one or two auditors.

## **§ 7 Notice to convene a general meeting**

Notice to convene a general meeting shall be issued through announcement in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) and by keeping the notice available on the company's website. Announcement to the effect that notice convening a general meeting has been issued shall be made in Svenska Dagbladet.

## **§ 8 Participation at a general meeting**

Shareholders who wish to participate at a general meeting shall notify the company of their intention to attend the meeting no later than on the date stipulated in the notice convening the general meeting. Such day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the meeting.

A shareholder may be accompanied by assistants only where the shareholder has given notice of assistance as specified in the previous paragraph.

## **§ 9 Opening of the shareholders' meeting**

The chairman of the board of directors or the person appointed by the board of directors opens the general meeting and leads the negotiations until the chairman of the meeting has been elected.

## **§ 10 Annual general meeting**

The annual meeting shall transact the following matters:

- 1) Election of a chairman of the meeting;
- 2) Preparation and approval of the voting list;
- 3) Approval of the agenda;
- 4) Election of one or two persons who shall approve the minutes;
- 5) Determination of whether the meeting has been duly convened;
- 6) Presentation of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
- 7) Resolution
  - a) on the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet,
  - b) on dispositions in respect of the profit or loss in accordance with the adopted balance sheet and, in the case of a dividend, determining the record date for this,
  - c) on the discharge of liability of the members of the board of directors and the managing director;
- 8) Determination of the number of members of the board of directors;
- 9) Determination of fees for members of the board of directors and auditors;
- 10) Election of the members of the board of directors and auditors;
- 11) Other matters incumbent on the meeting according to the Swedish Companies Act or the company's articles of association.

## **§ 11 Collection of power of attorney forms and postal voting**

The board of directors has the right to collect power of attorneys pursuant to the procedure in Chapter 7 section 4 second paragraph in the Swedish Companies Act (2005:551).

The board of directors has the right before a general meeting to decide that shareholders shall be able to vote by mail before the general meeting.

#### **§ 12 The right for persons not being shareholders to attend a shareholders' meeting**

The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a general meeting.

#### **§ 13 Financial year**

The company's financial year shall comprise the calendar year.

#### **§ 14 Record day provision**

The shares of the company shall be registered in a CSD register pursuant to the Central Securities Depositories and Financial Instrument Accounts Act (1998:1479).

The shareholder or nominee that on the record date are entered in the share register and listed in a CSD register as per Chapter 4 of the Central Securities Depositories and Financial Instrument Accounts Act (1998:1479) or anyone registered for a CSD account as per Chapter 4 section 18 first paragraph items 6–8 of the aforementioned act shall be assumed to be authorized to exercise rights pursuant to Chapter 4 section 39 of the Swedish Companies Act (2005:551).

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*Adopted at Qliro AB's Annual General Meeting on 19 May 2021*