

PROPOSED AGENDA

1. Election of Chairman of the Extraordinary General Meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or more persons to verify the minutes
5. Determination as to whether the Extraordinary General Meeting has been duly convened
6. Resolution on a warrant plan including issue and transfer of warrants
7. Resolution on amendments to the articles of association
8. Election of new board member

PROPOSALS

Item 1 – Election of Chairman of the Extraordinary General Meeting

The Board of Directors proposes that Fredrik Lundén, member of the Swedish Bar Association, from Advokatfirman Cederquist is elected Chairman of the Extraordinary General Meeting.

Item 2 – Drawing up and approval of the voting list

The voting list which is proposed to be approved under item 2 of the agenda shall be the voting list drawn up by Euroclear Sweden AB at the request of the company based on the general meeting's share register and postal votes received. The list shall be controlled by the persons verifying the minutes.

Item 4 – Election of one or more persons to verify the minutes

The Board of Directors proposes Christoffer Häggblom, Rite Ventures, and Fredrik Ahlin, Mandatum Life, or, if any or both of them are unable to attend the meeting, the person or persons otherwise assigned by the Board of Directors. The persons verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

Item 6 – Resolution on a warrant plan including issue and transfer of warrants

The Board of Directors proposes that the Extraordinary General Meeting resolves to introduce a warrant plan (the "**Warrant Plan**") for members of the executive management team and key employees in Qliro, including issue and transfer of warrants. The objective of the Warrant Plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of the executive management team and key employees and created shareholder value. By that means, it is considered that there will be an increased alignment of interests between the participants and shareholders in Qliro.

1. ISSUE OF WARRANTS

- 1.1 Qliro shall issue up to 945,946 warrants under the Warrant Plan. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to the wholly-owned subsidiary of Qliro, QFS Incitament AB, reg. no. 559232-4452, (the "**Subsidiary**"), with the right and obligation to transfer the warrants to the members of

the executive management team and key employees in Qliro, in accordance with section 2 below. Over-subscription may not take place. The warrants shall be issued free of charge to the Subsidiary.

- 1.2 Subscription of the warrants shall take place within four weeks from the date of the resolution to issue warrants. The board shall have right to extend the subscription period.

2. TRANSFER OF WARRANTS

- 2.1 The Subsidiary shall, pursuant to the board's instructions, transfer the warrants to the members of the executive management team and key employees in Qliro in accordance with the following:

CATEGORY	GUARANTEED NUMBER OF WARRANTS	MAXIMUM NUMBER OF WARRANTS
A. CEO <i>(1 person)</i>	126,127 warrants	154,154 warrants
B. Members of the executive management team with strategy responsibility <i>(maximum 4 persons)</i>	70,070 warrants per person <i>(entire category B: 280,280)</i>	84,084 warrants per person <i>(entire category B: 336,336)</i>
C. Other members of the executive management team <i>(maximum 5 persons)</i>	49,049 warrants per person <i>(entire category C: 245,245)</i>	70,070 warrants per person <i>(entire category C: 350,350)</i>
D. Other key employees <i>(maximum 14 persons)</i>	21,021 warrants per person <i>(entire category D: 294,294)</i>	35,035 warrants per person <i>(entire category D: 490,490)</i>
<i>In total: 24 participants</i>	<i>In total: 945,946 warrants</i>	

- 2.2 Should warrants remain within a certain category after all applications have been satisfied up to the guaranteed level as set out in section 2.1, the remaining warrants shall be available for allotment to other participants within that same category. Such distribution shall however at the most result in the maximum number of warrants per person within a certain category amounting to the maximum number as set out in the table in section 2.1. Should not the remaining warrants be sufficient to satisfy all applications within that category, the warrants shall be allotted pro rata in relation to the number of warrants acquired by each participant. If any warrants remain thereafter, such remaining warrants may be allotted to other participants regardless of category, in accordance with the same principles. The board of the company shall determine the allotment.
- 2.3 The Subsidiary shall transfer the warrants to the participants at market value. The market value of the warrants is SEK 3.4 per warrant, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of SEK 36.5, which corresponds to the closing price of the Qliro share on 20 October 2020, an assumed exercise price of SEK 49.3 per share and the value limitation set out below under section 3.1. The Black & Scholes pricing model has been used for the valuation.

3. TERMS FOR SUBSCRIPTION OF SHARES

- 3.1 Each warrant shall entitle to subscription of one (1) share in Qliro at an exercise price of 135 per cent of the average volume-weighted price paid for the Qliro share on Nasdaq Stockholm during the period 16 - 30 November 2020 (the "**Measurement Period**"). If Qliro has inside information during the aforementioned period, the board shall be entitled to postpone the Measurement Period. If the average share price of the Qliro share, calculated in accordance with the complete terms and conditions for the warrants, upon subscription of new shares by exercising the warrants, exceeds 250 per cent of the calculated average volume-weighted price paid for the Qliro share on Nasdaq Stockholm during the Measurement Period, a recalculated lower number of shares to which each warrant entitles shall apply.
- 3.2 The warrants may be exercised to subscribe for shares in Qliro in accordance with the terms and conditions for the warrants during the following subscription periods:
- (i) from and including the day following the publication of the interim report for the period 1 January - 30 September 2023 and for a period of two weeks thereafter, but not earlier than 16 October 2023 and not later than 15 December 2023, and
 - (ii) from and including the day following the publication of the year-end report for the period 1 January - 31 December 2023 and for a period of two weeks thereafter, but not earlier than 15 January 2024 and not later than 15 February 2024.
- 3.3 Subscription of shares may not take place during such period when trading with the shares in Qliro is prohibited pursuant to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation), or any corresponding legislation applicable at the relevant point in time.

- 3.4 The number of shares that the warrants entitle to and the exercise price may be recalculated on the basis of, among other things, payment of dividend, rights issues, bonus issues, share splits or reverse share splits, and certain reductions of the share capital or similar actions (whereby the value limitation set out in section 3.1 above may be adjusted accordingly). Complete terms and conditions for the warrants are available on the company's website, www.qliro.com. The new shares that may be issued if the warrants are exercised are not subject to any restrictions.

4. DILUTION AND COSTS

- 4.1 If all the proposed warrants are subscribed for and exercised, the increase of Qliro's share capital would amount to SEK 2,648,648.8. The maximum number of warrants that may be acquired by the participants of the Warrant Plan would lead to a maximum of 945,946 shares being issued, corresponding to a dilution of approximately 5 per cent of the total number of shares and votes in the company after full exercise of all warrants, subject to any recalculation.
- 4.2 Qliro has no other costs for the Warrant Plan than administrative costs regarding advisors etc. in connection with the preparation of the proposal documentation and the resolution to issue the warrants.

5. TRANSFERABILITY

The transfer of warrants to the participant is conditional upon that the participant has entered into an agreement regarding repurchases etc. pursuant to which Qliro or a purchaser designated by Qliro has the right, but is not obligated, to repurchase the warrants at market value if the participant ceases to be employed by Qliro or if the participant wishes to transfer the warrants to a third party.

6. PREPARATION OF THE PROPOSAL ETC.

The Warrant Plan has been prepared by the board of Qliro and has been discussed at board meetings during the fall of 2020. Apart from the proposed Warrant Plan, there are currently no outstanding share-based incentive plans in Qliro.

7. SPECIAL AUTHORIZATION FOR THE BOARD

The board of Qliro is authorized to make such minor adjustments to the resolution by the Extraordinary General Meeting that may be required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

8. THE BOARD'S PROPOSED RESOLUTION

Referring to the description above, the board proposes that the Extraordinary General Meeting resolves to establish the Warrant Plan, including issue and transfer of warrants.

9. MAJORITY REQUIREMENTS

A resolution on the Warrant Plan in accordance with the board's proposal is valid if supported by shareholders holding more than nine-tenths of the votes cast and the shares represented at the Extraordinary General Meeting.

Item 7 – Resolution on amendments to the articles of association

The Board proposes that the articles of association are amended in accordance with the below. A new section is proposed to be inserted in the articles of association which allows the Board to, prior to general meetings, (i) collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4 of the Companies Act and (ii) resolve that the shareholders shall be able to exercise their right to vote by post prior to general meetings. The Board further proposes amendments to the articles of association due to changes in legislation.

Current wording

Shareholders wishing to participate in the general meeting must be a registered shareholder in a transcript or some other presentation of the entire share register pertaining to the conditions prevailing five weekdays prior to the meeting, and notify the Company of their intention to participate not later than the day stated in the notice to attend the meeting. The latter-mentioned day may not fall on a Sunday, any other public holiday, Saturday, Midsummer’s Eve, Christmas Eve or New Year’ Eve, nor may it fall earlier than the fifth weekday prior to the meeting.

Proposed wording

§ 8, first paragraph

To be entitled to participate in a general meeting, shareholders must give notice to the company no later than on the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve, and may not fall before the fifth business day prior to the meeting.

**§ 11
Collection of powers of attorney and postal voting**

The board may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Companies Act (2005:551).