

## Notice of the Annual General Meeting 2023 in Qliro AB

Shareholders in Qliro AB (publ) (the "Company"), reg. no. 556962-2441, are hereby invited to attend the Annual General Meeting on 17 May 2023 at 9 a.m. in the Company's offices at Sveavägen 151 in Stockholm, Sweden. Registration for the meeting starts at 8:30 a.m. The Board of Directors has decided that shareholders may also be able to exercise their voting rights by post prior to the meeting in accordance with the Company's articles of association.

### Notification

Shareholders who wish to attend the meeting must be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on 9 May 2023 and vote by post in accordance with the instructions under the header "Postal voting" below or notify their attendance at the meeting by 11 May 2023.

The notification should be sent by post to Computershare AB (publ), "Qliro's Annual General Meeting 2023", Box 5267, 102 46 Stockholm, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). The notification must state the name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

### Nominee registered shares

Shareholders who have their shares registered by a nominee must, to attend the meeting, in addition to voting by post or notify their attendance to the meeting, have the shares registered in their own name so that the shareholders are included in the prepared share register as of 9 May 2023. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than on 11 May 2023 will be taken into account in the preparation of the register of shareholders.

### Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website, <https://www.qliro.com/en-se/investor-relations-2>. The completed and signed form for postal voting must be sent by post to Computershare AB (publ), "Qliro's Annual General Meeting 2023", Box 5267, 102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), no later than on 9 May 2023. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 9 May 2023. The shareholder may not provide the postal vote with special instructions or conditions. If this is done, the entire postal vote is invalid. Additional instructions and conditions are provided in the form for postal voting.

### Power of attorney

Shareholders represented by proxy must issue a written and dated power of attorney signed by the shareholder on behalf of the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). The power of attorney is available on the Company's website, <https://www.qliro.com/en-se/investor-relations-2>. If the power of attorney is issued by a legal entity, the certificate of registration or an equivalent document must be attached. The power of attorney and any authorisation document must be sent to Computershare AB (publ), "Qliro's Annual General Meeting 2023", Box 5267, 102 46 Stockholm, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), no later than on 9 May 2023.

### Shares and votes

As of the date of this notice, there are 19,072,973 shares and votes in the Company, none of which are held by the Company.

### Information to shareholders

The Board of Directors and the Chief Executive Officer shall, if requested by a shareholder and if the Board of Directors considers that this can be done without material damage to the Company, provide information on circumstances which may affect the assessment of an item on the agenda and on circumstances which may affect the financial situation of the Company or its subsidiaries.

## Proposed agenda

1. Opening of the meeting
2. Election of Chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of
  - 7.1 the annual accounts and auditor's report as well as the consolidated accounts and consolidated auditor's report for the financial year 2022
  - 7.2 remuneration report for the financial year 2022
8. Presentation of the Chief Executive Officer
9. Resolution on
  - 9.1 approval of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2022
  - 9.2 approval of the remuneration report for the financial year 2022
  - 9.3 distribution of the Company's profit or loss in accordance with the approved balance sheet
  - 9.4 discharge from liability for the Board of Directors and the Chief Executive Officer
10. Resolution on
  - 10.1 number of members of the Board of Directors
  - 10.2 number of auditors
11. Resolution on
  - 11.1 remuneration to the Board of Directors
  - 11.2 remuneration to the auditors
12. Election of
  - 12.1 members of the Board of Directors
  - 12.2 the Chairman of the Board of Directors
  - 12.3 auditors
13. Resolution on authorization for the Board of Directors to resolve on new issue of shares
14. Conclusion of the meeting

## Proposals for resolution

### ***2. Election of Chairman for the meeting***

The Nomination Committee proposes attorney Henrik Fritz as Chairman of the meeting.

### ***9.3 Resolution on the distribution of the Company's profit or loss in accordance with the approved balance sheet***

The Board of Directors proposes that no dividend shall be paid for the financial year 2022.

### ***10.1 Resolution on number of members of the Board of Directors***

The Nomination Committee proposes that the Board of Directors shall consist of five members without any deputy members.

### ***10.2 Resolution on number of auditors***

The Nomination Committee proposes that one audit firm shall be elected without any deputy auditors.

### ***11.1 Resolution on remuneration to the Board of Directors***

The Nomination Committee proposes the following remuneration and other compensation for board assignments to board members who are elected by the Annual General Meeting and not employed by the Company:

- a. SEK 600,000 (600,000) the Chairman of the Board of Directors and SEK 300,000 (300,000) each of the other members of the Board of Directors

- b. SEK 125,000 (125,000) to the Chairman and SEK 75,000 (75,000) to each of the other members of the risk-, capital-, audit- and compliance committee
- c. SEK 50,000 (50,000) to the Chairman and SEK 25,000 (25,000) to each of the other members of the remuneration committee.

### ***11.2 Resolution on remuneration to auditors***

The Nomination Committee proposes that the auditor's fees are paid against approved invoice.

### ***12.1 Election of members of the Board of Directors***

The Nomination Committee proposes re-election of the following board members:

- a. Patrik Enblad
- b. Alexander Antas
- c. Mikael Kjellman
- d. Lennart Francke
- e. Helena Nelson

Monika Caneman has declined re-election.

### ***12.2 Election of the Chairman of the Board of Directors***

The Nomination Committee proposes re-election of Patrik Enblad as Chairman of the Board of Directors.

### ***12.3 Election of auditors***

The Nomination Committee proposes in accordance with the risk-, capital-, audit- and compliance committee's recommendation re-election of the registered public accounting firm KPMG AB as auditor. KPMG AB has announced that authorized public accountant Mårten Asplund will be the auditor in charge if KPMG AB is elected.

### ***13. Resolution on authorization for the Board of Directors to resolve on new issue of shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorize the board of directors to, on one or several occasions, until the next Annual General Meeting resolve on new issues of shares, with or without preferential rights for the shareholders.

The number of shares that may be issued pursuant to the authorization may correspond to an increase of the share capital of twenty (20) percent based on the number of shares in the company at the time of the Annual General Meeting's resolution.

Payment may be made with cash, by way of contribution or set off or with other conditions as referred to in Chapter 13, section 5, first paragraph, item 6 of the Companies Act. The purpose of the authorization is to provide flexibility for acquisition of companies, businesses, or parts thereof.

The Board of Directors or the person appointed by the Board of Directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution in accordance with the board of directors' proposal requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

### **The Nomination Committee**

The Nomination Committee consists of the Chairman Christoffer Häggblom (Rite Ventures), Alexander Antas (Mandatum Private Equity), Thomas Krishan, Anders Böös and Patrik Enblad (Chairman of the Board of Directors of the Company).

### **Majority rules**

A resolution in accordance with the Board of Directors' proposal in item 13 requires approval from at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **Further information**

The Board of Directors' complete proposals for resolution and remuneration report, the auditor's opinion regarding guidelines for remuneration to senior executives, the Nomination Committee's complete proposal for resolutions and reasoned opinion, as well as the annual accounts and the auditor's report are presented by making them available on the Company's website <https://www.qliro.com/en-se/investor-relations-2>, and at the Company's office at Sveavägen 151 in Stockholm, Sweden. Copies of the above-mentioned documents will be sent immediately and free of charge, to shareholders who request it and provide their postal address. The Annual General Meeting share register is also available at the Company's office.

#### **Processing of personal data**

For information on how your personal data is processed, see <https://www.computershare.com/se/gm-gdpr#English> and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in April 2023

**Qliro AB (publ)**

*The Board of Directors*