

Qliro Group

ANNUAL GENERAL MEETING OF SHAREHOLDERS MONDAY 8 MAY 2017

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1. The Nomination Committee's motivated opinion regarding the proposal for election of the Board.

Qliro Group Nomination Committee

In accordance with the procedure of the Nomination Committee adopted at the 2016 Annual General Meeting Lars-Johan Jarnheimer, Chairman of the Board of Directors, convened a Nomination Committee. The Nomination Committee is comprised of Lars-Johan Jarnheimer as Chairman of the Board of Qliro Group, Cristina Stenbeck representing Kinnevik AB, Christoffer Häggblom representing Rite Ventures, and Tomas Meerits representing Lancelot Asset Management.

The members of the Nomination Committee appointed Cristina Stenbeck as Chairman of the Nomination Committee at their first meeting.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes the following:

- The Board shall consist of seven members.
- The re-election of Lars-Johan Jarnheimer, Caren Genthner-Kappesz, Daniel Mytnik and Peter Sjunnesson. Patrick Andersen, Lorenzo Grabau and David Kelly have decided not to seek re-election.
- The election of Christoffer Häggblom, Erika Söderberg Johnson and Jessica Thorell as new members of the Board.
- The re-election of Lars-Johan Jarnheimer as Chairman of the Board.

The Nomination Committee's proposal is thus that the following persons are elected to the Board of Qliro Group for a term of office until the end of the next Annual General Meeting:

- Lars-Johan Jarnheimer, Chairman of the Board
- Caren Genthner-Kappesz
- Christoffer Häggblom
- Daniel Mytnik
- Peter Sjunnesson
- Erika Söderberg Johnson
- Jessica Thorell

The Nomination Committee's work

The Nomination Committee has held three meetings, with additional candidate interviews and Committee discussions between meetings. The Nomination Committee's work has primarily focused on the continued development of the Board's overall composition with the aim to strengthen the mix of experiences and competencies present at Board level in order to increasingly match the strategic direction of Qliro Group as it continues to focus its operations on select core areas in order to strengthen the company's competitiveness.

In its assessment of the degree to which the current Board meets the requirements placed on it, the Nomination Committee has reviewed the current Board members' ability to devote the necessary time and commitment required, as well as the balance and diversity of contributions of experiences from different business sectors relevant to Qliro Group. The Committee has also had the benefit of a formal evaluation of the Board and its individual members.

The Nomination Committee's motivated opinion regarding the proposal

Having been informed by Patrick Andersen, Lorenzo Grabau and David Kelly of their decision not to seek re-election, the Nomination Committee resolved to propose the re-election of the remaining Board members. The Nomination Committee further identified and managed to attract three individuals who will bring experiences and skill-sets that are greatly diverse and complementary both in relation to each other as well as to the proposed Board as a whole – Christoffer Häggblom, Erika Söderberg Johnson and Jessica Thorell.

Christoffer Häggblom is a Founder and Managing Partner of Rite Ventures, and has twenty years of experience from technology growth companies both as an entrepreneur and investor. Christoffer currently serves as Chairman of the Board of Verkkokauppa.com, Finland's largest e-commerce company listed on Nasdaq First North Helsinki, and is also a Board member of cloud capacity provider Nebula, SaaS company Lemonsoft, and Acervo, an investment company focusing on public equities and bonds. Christoffer holds an MSc in Finance from Hanken School of Economics in Helsinki.

Erika Söderberg Johnson is the Chief Financial Officer of Biotage, a life science company listed on Nasdaq Stockholm. Prior to joining Biotage in 2012, Erika was the Chief Financial Officer of Karo Bio between 2007 and 2011, of Affibody between 2005 and 2007, and of Global Genomics between 2002 to 2005, and also previously worked in investment banking and corporate finance at SEB Enskilda between 1993 and 2002. Erika is currently a Board member of MedCap and Sectra, both listed on Nasdaq Stockholm, and is nominated for election as Board member of Saab AB at the company's 2017 Annual General Meeting. Erika holds an MSc in Economics from the Stockholm School of Economics.

Jessica Thorell is an Investment Manager at Kinnevik since 2014, where she focuses on sourcing and driving new investments in Europe and manages a number of consumer focused investments in the e-commerce and financial services sectors. Prior to joining Kinnevik, Jessica spent four years at global growth equity investment firm General Atlantic as a Senior Associate where she managed the firm's investment in Klarna. Between 2008 and 2010, Jessica worked at Goldman Sachs' Nordic investment banking desk. Jessica holds an MSc in Economics and Business Administration from the Stockholm School of Economics and a CEMS Master in International Management from the University of St. Gallen.

The Nomination Committee is of the opinion that the proposed new Board members will bring valuable insights and experiences from Nordic e-commerce and technology-enabled consumer-facing finance sectors, as well as public board and audit committee experience. Together with the Board members proposed for re-election, the proposed Board as a whole is well-balanced with a diverse mix of experiences from a broad range of relevant business sectors, and has valuable insights into the global internet industry and the role of digital platforms in driving profitable growth. The Nomination Committee believes the proposed composition of individuals on the Board will be of great support in the positioning of Qliro Group for its execution on the company's key strategic initiatives.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Committee gives particular consideration to the importance of an increased diversity on the Board, including gender, age and nationality, as well as depth of experiences, professional backgrounds and business disciplines. The Committee believes the composition of the proposed Board is adequately diverse in respect of its set of experiences and solid mix of relevant skill-sets matching the priorities of Qliro Group. As part of its efforts to find the most competent Board members the Committee will also continue to pursue gender balance.

Finally, it is noted that the Nomination Committee has evaluated each Board member's independence in the work of preparing its proposals for the 2017 Annual General Meeting, and has found that the proposed Board is in compliance with the relevant requirements for independence.

Information about the proposed members of the Board

Information about the proposed members of the Board, including the Nomination Committee's assessment of each member's independence, may be found on the Company's website at www.qlirogroup.com.

April 2017

THE NOMINATION COMMITTEE
QLIRO GROUP AB (PUBL)

2. Information on the proposed members of the Board.

Lars-Johan Jarnheimer

Chairman of the Board

Swedish citizen

Born 1960

Lars-Johan has been a member of the Board of Qliro Group since August 2010 (Chairman of the Board since May 2012). He is currently Chairman of the Board of Directors of INGKA Holding B.V. (the parent company of the IKEA Group of Companies) and Arvid Nordquist Handelsaktiebolag and a member of the Boards of SAS AB, Egmont International Holding A/S and Elite Hotels (SSRS Holding Aktiebolag). Lars-Johan served as Chief Executive Officer of Tele2 AB from 1999 to 2008, and previously held various positions at IKEA, Hennes & Mauritz and Comviq AB. Lars-Johan was a Board member of Modern Times Group MTG AB between 1997 and 2008 and of Millicom International Cellular S.A. between 2001 and 2007.

Lars-Johan graduated with a Degree in Economics and Business Administration from Växjö and Lund universities in Sweden.

Independent of the company and executive management and independent of major shareholders.

Shareholding (including closely associated persons): 100,000 shares.

Caren Genthner-Kappesz

Non-Executive Director

German citizen

Born 1970

Caren Genthner-Kappesz has been a member of the Board of Qliro Group since May 2016. Caren is the CEO of Glossybox since December 2015. Caren started her career as a consultant at Boston Consulting Group in 1998. After establishing and selling her own consultancy business, she moved on to eBay in 2003, where among other roles she was responsible for the German advertising business and the subsidiary shopping.com. In 2013 she started working for Naspers in South Africa, where she was initially CEO of the e-commerce market leader kalahari.com (today takealot.com) and subsequently CEO of MIH Internet Africa.

Caren holds a PhD in Mathematics from the University of Würzburg.

Member of the Remuneration Committee

Independent of the company and executive management and independent of major shareholders.

Shareholding (including closely associated persons): -

Christoffer Häggblom

Proposed new Non-Executive Director

Finnish citizen

Born 1981

Christoffer Häggblom is a Founder and Managing Partner of Rite Ventures, and has twenty years of experience from technology growth companies both as an entrepreneur and investor. Christoffer currently serves as Chairman of the Board of Verkkokauppa.com, Finland's largest e-commerce company listed on Nasdaq First North Helsinki, and is also a Board member of cloud capacity provider Nebula, SaaS company Lemonsoft, and Acervo, an investment company focusing on public equities and bonds.

Christoffer holds an MSc in Finance from Hanken School of Economics in Helsinki.

Independent of the company and executive management and independent of major shareholders.

Shareholding (including closely associated persons): Rite Ventures owns, directly and indirectly, 7,620,000 ordinary shares in Qliro Group

Daniel Mytnik

Non-Executive Director

Swedish citizen

Born 1971

Daniel Mytnik has been a member of the Board of Qliro Group since May 2014. Daniel has been a partner at Ventiga Capital Partners in London since 2015. Daniel was previously a partner at Palamon Capital Partners in London until 2013. During his seven years at Palamon, Daniel identified and managed a significant number of investments in rapid-growth service-oriented businesses, primarily in the Nordic countries and the United Kingdom. Before joining Palamon Capital Partners, Daniel spent four years as Managing Director at investment bank Altium Capital, prior to which he worked in Morgan Stanley's Private Equity and Investment Banking department in London for five years.

Daniel has a BA (Hons) in Philosophy, Politics and Economics and an M.Phil. in Economics from Oxford University.

Member of the Audit Committee. Member and Chairman of the Remuneration Committee since January 2017.

Independent of the company and executive management, not independent of major shareholders.

Shareholding (including closely associated persons): 131,513 shares.

Peter Sjunnesson

Non-Executive Director

Swedish citizen

Born 1959

Peter Sjunnesson has been a member of the Board of Qliro Group since May 2015. Peter has been active as a consultant since 2002. He advises financial and service companies on growth and operational efficiency projects. Peter is a Board member of Lindorff Group, one of Europe's largest credit management companies, and was the Group's interim CEO between October 2014 and April 2015. Peter serves on the Boards of the Qliro Group's payment solutions company Qliro AB and of a number of start-up ventures, and has previously served on the Boards of Dibs Payment Services and Klarna, the latter as Chairman of the Board between 2006 and 2010. Prior to starting his consulting business in 2002, Peter was Group Chief Executive Officer of Intrum Justitia for four years up until the company's listing on the Stockholm Stock Exchange in 2002.

Peter holds a Bachelor of Science in Finance and International Business from the Stockholm School of Economics.

Chairman of the Audit Committee.

Independent of the company and executive management and independent of major shareholders.

Shareholding (including closely associated persons): 55,000 shares.

Erika Söderberg Johnson

Proposed new Non-Executive Director

Swedish citizen

Born 1970

Erika Söderberg Johnson is the Chief Financial Officer of Biotage, a life science company listed on Nasdaq Stockholm. Prior to joining Biotage in 2012, Erika was the Chief Financial Officer of Karo Bio between 2007 and 2011, of Affibody between 2005 and 2007, and of Global Genomics between 2002 to 2005, and also previously worked in investment banking and corporate finance at SEB Enskilda between 1993 and 2002. Erika is currently a Board member of MedCap and Sectra, both listed on Nasdaq Stockholm, and is nominated for election as Board member of Saab AB at the company's 2017 Annual General Meeting.

Erika holds an MSc in Economics from the Stockholm School of Economics.

Independent of the company and executive management and independent of major shareholders.

Shareholding (including closely associated persons): -

Jessica Thorell

Proposed new Non-Executive Director

Swedish citizen

Born 1983

Jessica Thorell is an Investment Manager at Kinnevik since 2014, where she focuses on sourcing and driving new investments in Europe and manages a number of consumer focused investments in the e-commerce and financial services sectors. Prior to joining Kinnevik, Jessica spent four years at global growth equity investment firm General Atlantic as a Senior Associate where she managed the firm's investment in Klarna. Between 2008 and 2010, Jessica worked at Goldman Sachs' Nordic investment banking desk.

Jessica holds an MSc in Economics and Business Administration from the Stockholm School of Economics and a CEMS Master in International Management from the University of St. Gallen.

Independent of the company and executive management, not independent of major shareholders.

Shareholding (including closely associated persons): -

3. The Board's reasoned statement pursuant to Ch 19 Sec 22 of the Swedish Companies Act

The Board hereby presents the following statement in accordance with Ch 19 Sec 22 of the Swedish Companies Act. The Board's statement for the authorisations to repurchase the Company's own shares being in accordance with the provisions of Ch 17 Sec 3 paragraph 2 and 3 of the Swedish Companies Act is as follows.

The Company's objects, scope and risks

The Company's objects and scope of business are set out in the Articles of Association and the submitted Annual Reports. The business run by the Company does not entail any risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the Parent Company and the Group

The financial position of the Parent Company and the Group as per 31 December 2016 is stated in the Annual Report for 2016. The Annual Report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the Parent Company and the Group's retained profits as of 31 December 2016 amounted to SEK 709.6 million and SEK -394.4 million respectively.

As of 31 December 2016 the Group's equity/assets ratio amounted to 40.5 per cent.

The proposed authorisations to repurchase the Company's own shares do not limit the Company's possibilities to complete ongoing, and further make value-creating, investments.

The Company's financial position does not give rise to any other conclusion than that the Company can continue its business and that the Company can be expected to fulfil its obligations on both a short and long-term basis.

Justification for repurchase

With reference to the above and to what has otherwise come to the knowledge of the Board, the Board is of the opinion that from the financial position of the Parent Company and of the Group it follows that the authorisation to the Board to resolve to repurchase the Company's own shares to create flexibility in the work with the Company's capital structure and to secure the delivery of the ordinary shares under the proposed incentive programmes is justified according to the provisions of Ch 17 Sec 3 paragraph 2 and 3 of the Swedish Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the Parent Company's and the Group's equity and the Parent Company's and the Group's consolidating requirements, liquidity and financing needs in general.

Stockholm, April 2017

THE BOARD OF DIRECTORS
QLIRO GROUP AB (PUBL)

4. Auditor's report in accordance with Ch 8, Sec 54 of the Swedish Companies Act whether the guidelines for remuneration to Executive Management as approved by the Annual General Meeting has been complied with.



Translation from the Swedish original

Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Qliro Group (publ.), Corporate identity No 666036-6940

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Qliro Group (publ.) during the year 2016 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 18 May 2016 and the annual general meeting on 23 May 2016.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The audit firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Qliro Group (publ.) during 2016 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 18 May 2016 and the annual general meeting on 23 May 2016.

Stockholm 3 April 2017

KPMG AB

Cronie Wallquist
Authorized Public Accountant

5. Evaluation of remuneration to the CEO and other members of the management group (Report according to the Swedish Corporate Governance Code 9.1).

Introduction

The Remuneration Committee of the Board of Qliro Group AB (publ) 2016/17 comprises the Board members Patrick Andersen, Caren Genthner-Kappesz, Lorenzo Grabau and, since January 2017, Daniel Mytnik. Lorenzo Grabau was the Chairman of the Remuneration Committee until January 2017, when Daniel Mytnik was appointed the Chairman of the Remuneration Committee in January 2017.

In accordance with the Swedish Corporate Governance Code 9.1, the Remuneration Committee has monitored and evaluated programs for variable remuneration (both ongoing and those that have ended during the year), the application of the guidelines for remuneration to the CEO and other members in the management group (the senior executives) adopted by the Annual General Meeting as well as the current remuneration structure and levels of remuneration in Qliro Group.

The following is the Board's report of the results of the evaluation.

General information with respect to the remuneration to senior executives in Qliro Group

The remuneration to the senior executives has during 2016 consisted of a fixed salary, variable remuneration paid in cash, as well as the possibility to participate in the Group's long-term incentive programs, (i) a performance share plan for senior executives and other key employees in Qliro Group (the "PSP") and (ii) synthetic call option plan for the CEO and other key employees in Qliro Financial Services (the "QOP"), customary benefits and pension schemes. For senior executives employed by Qliro Financial Services, part of the variable remuneration during 2016 had been deferred and capped in accordance with applicable rules for credit institutions, and the Board had, in accordance with applicable rules and regulations, imposed restrictions for pay out of their variable remuneration.

The maximum, agreed, potential outcome for short-term variable remuneration to senior executives paid in cash during 2016 was 50 per cent of the annual fixed salary (please note that the maximum potential outcome according to the remuneration guidelines was 100 per cent of the fixed annual salary), and such remuneration was based on a combination of outcome in relation to established targets and individual performance. Information regarding the outcome etc. of the short-term variable remuneration, the PSP and the QOP can be found in the 2016 Annual Report, note 24.

Evaluation of programs for variable remuneration

The Remuneration Committee follows and evaluates both the short-term and long-term variable remuneration as well as the expected outcome of such remuneration, and has during its work reported to the Board and the remuneration has also been discussed at Board meetings. Also, the Remuneration Committee monitors to which extent the senior executives and other key employees participate in the ongoing long-term programs and how the aforesaid programs align the participants' potential rewards with the interests of the shareholders.

The 2016 PSP has the same structure as the long-term share programs in Qliro Group 2011-2015 (however, participants in the 2016 PSP were not awarded employee stock options, which had been the case in the 2011-2015 years' PSPs).

Due to applicable rules governing among other things, the maximum level of variable remuneration in relation to the employee's in credit institutions fixed salary, the employees in Qliro Financial Services in 2016 only participated to a limited extent in the PSP. As compensation they were offered to participate in the QOP by making an own investment, on market terms, in synthetic call options directly linked to the long-term value-growth of Qliro Financial Services.

Both the PSP and, especially the QOP, launched during 2016, have had a relatively high participation ratio amongst those employees that were offered to participate in the program.

The Board assesses that both the PSP and the QOP are attractive long-term incentives and investments for employees in Qliro Group. In the light of the results of the evaluation, the Board has resolved to propose two long-term incentive programs for 2017 with, in principle, the same structure as the 2016 PSP and QOP.

Evaluation of the guidelines for remuneration to the senior executives

The Remuneration Committee's evaluation of the application of the guidelines, and the review carried out by the auditor, has resulted in the conclusion that the guidelines for remuneration for senior executives established at the 2015 and 2016 Annual General Meetings have been applied on such remuneration in Qliro Group during 2016.

Evaluation of remuneration structure and levels of remuneration in Qliro Group

The Remuneration Committee's evaluation has resulted in that the Board has made the assessment that the remuneration structure and levels of remuneration to the senior executives including variable remuneration paid in cash and the PSP and QOP are appropriate, considering Qliro Group's development stage, and offer a competitive compensation to key personnel both in the Group as a whole, and in Qliro Financial Services in particular - following that Qliro Financial Services now has become a credit market company.

Stockholm, April 2017

THE BOARD OF DIRECTORS
QLIRO GROUP AB (PUBL)