

# Qliro Group

## NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING

**The shareholders of Qliro Group AB (publ) are hereby invited to the Extraordinary General Meeting on Monday 28 September 2020 at 10.00 a.m. at the company's premises on Sveavägen 151 in Stockholm. The doors open for shareholders at 09.45 a.m. CET**

### *Special arrangements in view of the spread of the corona virus*

*The continued development of the spread of the corona virus (COVID-19) remains difficult to assess with any certainty. Qliro Group is carefully monitoring developments. As a precautionary and risk-minimising measure for its shareholders and employees etc. Qliro Group has decided to implement special arrangements at the Extraordinary General Meeting, among other things, the following measures will be taken:*

- *The doors will not open for shareholders until 9.45 a.m. CET.*
- *No food or drinks will be served.*
- *There will be a limited participation by the Executive Management and the Board.*

*Qliro Group is closely monitoring the impact of the corona outbreak in Sweden and may, in case of updated instructions or recommendations from the government or other relevant authorities, decide on additional precautionary measures in connection with the meeting. Additional information and updates regarding the special arrangements in view of the spread of the corona virus are available at the company's website [www.qlirogroup.com](http://www.qlirogroup.com).*

## NOTICE ETC.

Shareholders who wish to attend the Extraordinary General Meeting shall:

- be entered in the share register maintained by Euroclear Sweden on Friday 18 September 2020, and
- give notice of their attendance no later than Tuesday 22 September 2020. Notice to attend is to be made on the company's website at [www.qlirogroup.com](http://www.qlirogroup.com), by telephone to +46 (0) 771 246 400 or by mail to Computershare AB, "Qliro Group's EGM", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must, in order to be entitled to use its right to vote and participate at the general meeting, temporarily re-register such shares in their own name (so called voting right registration) so that the shareholder is entered in the share register kept by Euroclear Sweden on Friday 18 September 2020. This means that shareholders should inform their nominees well before that day.

For information regarding the processing of your personal data, please see the privacy notice available at Euroclear Sweden's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## IMPORTANT INFORMATION REGARDING THE POSSIBILITY TO NOT ATTEND THE GENERAL MEETING IN PERSON

In light of the authorities' regulations, and for the shareholders feeling worried about the spread of infection due to the corona virus, Qliro Group encourages all shareholders to carefully consider the possibility to, instead of personally attending the Extraordinary General Meeting, attend by the help of a proxy holder. A template proxy form and information regarding proxy services available for the 2020 Extraordinary General Meeting can be found on the company's website at [www.qlirogroup.com](http://www.qlirogroup.com).

Shareholders attending by a proxy or a representative should send, in addition to the proxy, documents of authorisation to Computershare AB "Qliro Group's EGM", P.O. Box 5267, SE-102 46 Stockholm, Sweden, well before the Extraordinary General Meeting.

**PROPOSED AGENDA**

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Election of members of the Board of Directors.
8. Resolution on distribution of all shares in Qliro AB to the ordinary shareholders in Qliro Group.
9. Closing of the Extraordinary General Meeting.

## **PROPOSED RESOLUTIONS**

### **Election of members of the Board of Directors (item 7)**

Qliro Group announced on 11 June 2020 that the company had been informed that Rite Ventures had entered into an agreement to acquire 36,021,945 shares in Qliro Group from Kinnevik. The transaction is subject to approval by the Swedish Financial Supervisory Authority, which is expected to be obtained during the third quarter of 2020. Following the completion of the transaction, Rite Ventures will become the largest shareholder of Qliro Group and own 25.06 percent of the shares in Qliro Group, calculated following the directed share issue that Qliro Group announced on 26 August 2020. Due to the acquisition, Rite Ventures proposes that the Extraordinary General Meeting shall elect Mathias Pedersen and Josephine Salenstedt as new Board members in Qliro Group. The current board members Andreas Bernström and Jessica Pedroni Thorell are expected to resign from their Board assignments in Qliro Group after the completion of Kinnevik's sale of the shares in Qliro Group. If the transaction has not been completed in connection with the Extraordinary General Meeting at the latest, the General Meeting's resolution on the new election of Mathias Pedersen and Josephine Salenstedt shall be conditional upon, and come into force once, Qliro Group announces that the transaction has been completed.

### **Resolution on distribution of all shares in Qliro AB to the ordinary shareholders in Qliro Group (item 8)**

Qliro Group's strategy has since June 2018 been to operate Qliro AB ("Qliro") and the other companies in the group as three separate companies, in order to create the best conditions for the company's continued growth and thereby an increased value for the shareholders. Qliro is a fintech and credit market company which offers payment solutions online in the Nordic and digital banking services to consumers in Sweden. The Board believes that it is now a suitable time to strengthen Qliro's profile by distributing all shares in Qliro to Qliro Group's ordinary shareholders and to have Qliro's shares listed on Nasdaq Stockholm. A listing of Qliro will give the best platform for future possibilities, including access to the capital market.

The Board of Directors proposes the Extraordinary General Meeting to resolve on the distribution of all shares in the wholly-owned subsidiary Qliro. Ten (10) ordinary shares in Qliro Group shall entitle to one (1) share in Qliro. Class C shares in Qliro Group or any ordinary shares held by Qliro Group on the record date do not entitle to any shares in Qliro.

The value of the distribution of the shares in Qliro is determined based on the book value of the shares at the time of the distribution of the shares to Qliro Group's ordinary shareholders with the application of applicable accounting rules. The Board of Directors' proposed dividend corresponds to a total amount of SEK 583.7 million, based on the book value at the time of this proposal, but the book value will be increased by an amount corresponding to the shareholder contribution which Qliro Group intends to give to Qliro prior to the distribution. The value of the dividend will be finally decided when the shares are distributed to Qliro Group's ordinary shareholders.

The Board of Directors proposes that the Board of Directors is authorised to resolve on the record date for the distribution, which is expected to be on 30 September 2020. The distribution of shares is expected to occur two trading days after the record date. The shares in Qliro are intended to be admitted to trading on Nasdaq Stockholm. If the current shareholding cannot be distributed evenly, fractions of shares will be distributed. Such fractions of shares in Qliro will be combined into entire shares which, after Qliro's shares have been admitted to trading on Nasdaq Stockholm, will be sold through the care of a securities institution. No commission will be paid in connection with such a sale and the payment will be paid to the shareholders via Euroclear Sweden.

As of 31 December 2019, Qliro Group's non-restricted equity amounted to SEK 953.2 million. The Annual General Meeting on 12 May 2020 resolved to not distribute any dividend and that retained earnings and share premium reserve as well as the result of the year would be carried forward. Following the Extraordinary General Meeting's resolution regarding the distribution of shares in Qliro, in accordance with the Board of Directors' proposal, the available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act will amount to SEK 369.5 million

based on the current book value of the shares in Qliro.

## MISCELLANEOUS

### Shares and votes

There are a total number of 154,994,779 shares in the company, whereof 149,774,779 ordinary shares and 5,220,000 Class C shares, corresponding to a total of 154,994,779 votes.<sup>1</sup> The company currently holds 5,220,000 of its own Class C shares corresponding to 5,220,000 votes which cannot be represented at the Extraordinary General Meeting.

### Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the Extraordinary General Meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office.

### Documentation

The Board of Directors' complete proposal for resolution on distribution including the documentation pursuant to Chapter 18 Sections 4 and 6 of the Swedish Companies Act, the information brochure regarding the Board of Directors' proposed distribution of shares in Qliro and information about the Board members proposed for election will as of 7 September 2020, at the latest, be available for shareholders at the company's website, [www.qlirogroup.com](http://www.qlirogroup.com), at the company's premises at the address Sveavägen 151 in Stockholm, Sweden, and will be sent to those shareholders who so request and state their address.

The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Computershare AB "Qliro Group's EGM", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

### Shareholders' right to request information

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

Stockholm, August 2020

QLIRO GROUP AB (PUBL)  
THE BOARD OF DIRECTORS

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### Other information

Schedule for the Extraordinary General Meeting:

The doors open for shareholders at 9.45 a.m. CET.

The Extraordinary General Meeting commences at 10.00 a.m. CET.

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### About Qliro Group

*Qliro Group is a leading Nordic e-commerce group in consumer goods, lifestyle products and related financial services. Qliro Group operates the leading Nordic marketplace CDON, the online fashion brand Nelly.com and Qliro AB that offers financial services to merchants and consumers. In 2019 the Group had sales of SEK 2.9 billion. Qliro Group's shares are listed on the Nasdaq Stockholm Mid-Cap segment under the ticker symbol QLRO.*

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<sup>1</sup> The Board of Directors resolved on 26 August 2020 upon a directed new issue of 29,954,951 ordinary shares which are expected to be entered into the share register of Qliro Group in connection with the payment day on 31 August 2020.