

The Nomination Committee's proposals to the Annual General Meeting 2024

The Nomination Committee of Qliro AB (publ) (the "Company") presents the following proposal for resolutions at the Annual General Meeting on 28 May 2024.

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

The Nomination Committee has not received proposals from shareholders.

Proposals for resolutions

Election of Chairman for the meeting

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

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.

Resolution on number of auditors

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

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) to the Chairman of the Board of Directors and SEK 300,000 (300,000) to 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

Resolution on remuneration to auditors

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

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

Information about the proposed board members is presented in [Appendix 1](#).

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.

Information about the proposed Chairman of the Board is presented in [Appendix 1](#).

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 Magnus Ripa will be the auditor in charge if KPMG AB is elected.

Determination on instructions for the Nomination Committee

The Nomination Committee proposes no changes to the instruction for the Nomination Committee as adopted at the Annual General Meeting 2019.

Motivated statement

The Nomination Committee has as the basis for its proposal regarding election of board members received the Chairman's report on the Company's operations, objectives and strategies as well as of an external evaluation of the Board's work, competence and education. Information on relevant rules and guidelines regarding corporate governance has been obtained from the Company. Data has also been gathered from board members with regard to their other assignments and their independence in accordance with the Swedish Corporate Governance Code (the "Code").

Based on the information provided, the Nomination Committee has assessed whether the current Board meets the requirements arising from the Company's business, position and future direction as well as the rules and guidelines applicable to the Company's activities. In addition, the diversity and breadth of the Board in terms of the skills, experience and background of the Directors as well as the importance of an equal gender balance on the Board have been considered. In this regard, rule 4.1 of the Code has been used as a diversity policy. The Directors' ability to devote sufficient time and commitment to the Board to safeguard the interests of the Company and its shareholders has also been evaluated.

In light of the above, the Nomination Committee's assessment is that the Board's competence, experience and background well meet the requirements which follow from the Company's operations, position and future direction. A Board of Directors consisting of five members is well adapted to the Company's size and activity. The Board also complies with the rules and guidelines applicable to the Company's operations. The Directors of the Board possess the diversity and breadth required by the above-mentioned diversity policy. One in five Directors of the Board is a woman. The individual members of the Board also have both the time, commitment and independence required by the Code. Overall, the Directors are well suited, both individually and as a group, to serve on the Board of the Company.

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Stockholm in April 2024

Qliro AB (publ)

The Nomination Committee