

Unofficial translation of Minutes of the Annual General Meeting of shareholders of Qliro Group AB (publ), reg. no 556035-6940, 18 May 2015 at Hotel Rival in Stockholm.

Time: 14.00 pm.-15.20 pm.

Present: Shareholders and proxy holders, Appendix 1, stating the number of shares and votes.

Furthermore, noted as present were the Chairman of the Nomination Committee Cristina Stenbeck, the Chairman of the Board Lars-Johan Jarnheimer, the Board members Patrick Andersen, Lorenzo Grabau, David Kelly, Mia Brunell Livfors and Daniel Mytnik, the proposed new Board members Jens Grede and Peter Sjunnesson, the Chief Executive Officer Paul Fischbein, the Chief Financial Officer Nicolas Adlercreutz and the auditor-in-charge Cronie Wallquist.

§ 1

Opening of the Annual General Meeting (agenda item 1)

Lars-Johan Jarnheimer opened the Annual General Meeting and welcomed the shareholders and gave his brief remarks regarding Qliro Group's development over the last year.

§ 2

Election of Chairman of the Annual General Meeting (agenda item 2)

The Meeting elected the lawyer Wilhelm Lünig as Chairman of the Meeting, in accordance with the Nomination Committee's proposal.

The Chairman informed that Anatoliy Sakhatskiy had been appointed to act as minutes keeper at the Annual General Meeting, that the Meeting was simultaneously interpreted, that an audio recording for internal use was made in order to facilitate the preparation of the minutes and that other audio or video recording was not permitted.

The Meeting resolved that shareholders who had not given notice to attend, invited guests, employees in the Company, representatives of media and other persons who were not shareholders were entitled to attend the Meeting, but were not entitled to address the Meeting.

§ 3

Preparation and approval of the voting list (agenda item 3)

The Meeting approved the procedure for drawing up the voting list and that the list of shareholders who had given notice to attend and were present at the Meeting, Appendix 1, should be the voting list at the Meeting.

The Chairman informed that a number of foreign funds that were represented at the Meeting had given special voting instructions regarding certain of the items on the proposed agenda. Furthermore, the Chairman informed that the voting instructions were available for review, if any shareholder so requested, and that the voting instructions only should be recorded in the minutes in the event they would affect the Meeting's resolutions.

§ 4

Approval of the agenda (agenda item 4)

The Meeting approved the proposed agenda of the Meeting which had been included in the notice to attend the Meeting.

The Chairman informed that the complete proposals of the Board and the Nomination Committee had been included in the notice and in the press release announced on 5 May 2015 regarding the Nomination Committee's amended proposal.

The statements and reports of the Board and the Nomination Committee, as well as the other documents to the Annual General Meeting, which had been held available in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code, were presented.

§ 5

Election of one or two persons to check and verify the minutes (agenda item 5)

The Meeting elected Arne Lööv, representing Fjärde AP-fonden, and Annika Andersson, representing Swedbank Robur's funds, to check and verify the minutes jointly with the Chairman of the Meeting.

§ 6

Determination of whether the Annual General Meeting had been duly convened (agenda item 6)

Notice to attend the Annual General Meeting had been made by way of an announcement in the Swedish Official Gazette on 20 April 2015 and by having made the notice to attend available on the company's website since 16 April 2015, and by the company having announced information that the notice had been made in Svenska Dagbladet on 20 April 2015.

The Chairman found that notice had been made in accordance with the provisions in the Articles of Association.

The Meeting resolved to approve the notice procedure and declared the Meeting duly convened.

§ 7

Remarks by the Chairman of the Board (agenda item 7)

Lars-Johan Jarnheimer gave his remarks on the work of the Board during the year and commented on the Board's proposals to the Meeting.

§ 8

Presentation by the Chief Executive Officer (agenda item 8)

Paul Fischbein presented Qliro Group's and its subsidiaries business and development during 2014 and during the first quarter 2015.

§ 9

Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the auditor's report on the consolidated financial statements (agenda item 9)

The Annual Report of the parent company and Group Annual Report, with the incorporated income statements and balance sheets in respect of the financial year 2014, were presented.

Cronie Wallquist (KPMG AB), auditor-in-charge, reported on the audit work and thereafter commented on the Auditor's Report in respect of the parent company and the Group for the financial year 2014.

After the Chairman had opened for questions, Annika Andersson, representing Swedbank Robur, Arne Svahn and Göran Stark addressed the Meeting. The shareholders asked, among other things, questions about Qliro Group's target for profitability and growth, the size of Group's accrued deductions for loss and the work with implementing a corporate code of behaviour for the Group's suppliers. The questions were answered by Paul Fischbein and Nicolas Adlercreutz.

§ 10

Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet (agenda item 10)

The Meeting adopted the income statements and balance sheets included in the company's Annual Report for the parent company and the Group in respect of the financial year 2014.

§ 11

Resolution on the proposed treatment of the Company's result as stated in the adopted balance sheet (agenda item 11)

The Chairman presented the principal contents of the Board's proposal regarding distribution of profits pursuant to the Annual Report.

The Meeting resolved that the share premium reserve, retained earnings and the result for the year should be carried forward.

§ 12

Resolution on the discharge from liability for the Directors of the Board and the Chief Executive Officer (agenda item 12)

The Meeting discharged the Board and the Chief Executive Officer from liability for the management of the company and its affairs during the financial year 2014.

It was noted that the members of the Board and the Chief Executive Officer did not take part in the resolution and it was recorded that all shareholders attending the Meeting supported the resolution, except for those shareholders that had given special instructions for no and abstain votes.

§ 13

Determination of the number of Directors of the Board (agenda item 13)

The Chairman of the Nomination Committee, Cristina Stenbeck, gave an account of the Nomination Committee's work to the Meeting and presented the Nomination Committee's motivated proposals regarding the Board.

The Meeting resolved that, for the period until the close of the next Annual General Meeting, the Board shall consist of eight members.

§ 14

Determination of the remuneration to the Directors of the Board and the auditor (agenda item 14)

The Chairman presented the Nomination Committee's proposals regarding remuneration to the Board and the auditor which was that a remuneration of SEK 670,000 was proposed to be allocated to the Chairman of the Board, SEK 325,000 to each of the members of the Board and in total SEK 526,000 for the work in the committees of the Board. For work within the Audit Committee SEK 150,000 was proposed to be allocated to the Chairman and SEK 75,000 to each of the other three members. For work within the Remuneration Committee SEK 75,000 was proposed to be allocated to the Chairman and SEK 38,000 to each of the other two members. Remuneration to the auditor was proposed to be paid in accordance with approved invoices.

The Meeting resolved in accordance with the proposal.

§ 15

Election of the Directors of the Board and the Chairman of the Board (agenda item 15)

The Chairman informed the Meeting of the assignments the proposed members of the Board held in other companies.

In accordance with the Nomination Committee's proposal the Meeting re-elected Patrick Andersen, Mengmeng Du, Lorenzo Grabau, Lars-Johan Jarnheimer, David Kelly and Daniel Mytnik as Board members and elected Jens Grede and Peter Sjunnesson as new Board members for the period until the end of the next Annual General Meeting. The Meeting re-elected Lars-Johan Jarnheimer as Chairman of the Board.

§ 16

Approval of the procedure of the Nomination Committee (agenda item 16)

The Chairman presented the main terms of the Nomination Committee's proposal in respect of approval of the procedure of the Nomination Committee in accordance with Appendix 2.

The Meeting resolved in accordance with the proposal.

§ 17

Resolution regarding guidelines for remuneration to senior executives (agenda item 17)

The Chairman of the Remuneration Committee, Lorenzo Grabau, explained the background for, and presented the main terms and conditions of the Board's proposal to resolve on (i) guidelines for remuneration to senior executives, (ii) incentive plans, comprising resolution to (a) adopt a performance share plan for senior executives and key employees in Qliro Group, and (b) adopt a synthetic call option plan for senior executives and key employees in Qliro Group's subsidiaries, and (iii) hedging arrangements for the plans.

Gunnar Tjellström asked a question regarding the participation ratio in previous years share based incentive programmes. Nicolas Adlercreutz answered the question.

The Chairman noted that the auditor had left a report stating that the company has complied with the guidelines as adopted by the Annual General Meetings previous years.

The Meeting resolved in accordance with the proposal, Appendix 3, regarding guidelines for remuneration to senior executives.

§ 18

Resolution regarding long term incentive plans comprising resolutions to (a) adopt a performance share plan for senior executives and key employees in Qliro Group, and (b) adopt a synthetic call option plan for senior executives and key employees in Qliro Group subsidiaries (agenda items 18(a) and (b))

The Meeting resolved in accordance with the Board's proposal, Appendix 4, to (a) adopt a performance share plan for senior executives and key employees in Qliro Group, and (b) adopt a synthetic call option plan for senior executives and key employees in Qliro Group subsidiaries.

It was recorded that all shareholders attending the Meeting supported the resolution, except for those shareholders that had given special instructions for no and abstain votes.

§ 19

Resolutions regarding hedging arrangements for the plans comprising resolutions to (a) authorise the Board to resolve on issue of Class C-shares, (b) authorise the Board to resolve on repurchase of own Class C-shares, and (c) transfer of own ordinary shares for delivery under the incentive plans (agenda item 19 (a)-(c))

The Meeting resolved, with the required majority of at least nine-tenths of both the votes cast and the shares represented at the Meeting, in accordance with the proposal in Appendix 5, to (a) authorise the Board to resolve on issue of Class C-shares, (b) authorise the Board to resolve on repurchase of own Class C-shares, and (c) transfer of own ordinary shares for delivery under the incentive plans.

It was recorded that all shareholders attending the Meeting supported the resolution, except for those shareholders that had given special instructions for no and abstain votes.

§ 20

Resolution to authorise the Board to resolve on repurchase of own ordinary shares (agenda item 20)

The Chairman presented the main contents of the Board's proposal to resolve on authorisation for the Board to resolve on repurchase of own ordinary shares, Appendix 6.

The Meeting resolved, with the required majority of at least two-thirds of both the votes cast and the shares represented at the Meeting, in accordance with the proposal.

It was recorded that all shareholders attending the Meeting supported the resolution, except for those shareholders that had given special instructions for no and abstain votes.

§ 21

Closing of the Annual General Meeting (agenda item 21)

Lars-Johan Jarnheimer thanked the resigning Board members Lars Nilsson and Mia Brunell Livfors for their work in Qliro Group.

The Chairman declared the Annual General Meeting closed.

At the minutes:

Anatoliy Sakhatskiy

Minutes checkers:

Wilhelm Lüning

Arne Lööv

Annika Andersson

Procedure of the Nomination Committee (item 16 on the agenda)

The Nomination Committee proposes that the work of preparing proposals to the 2016 Annual General Meeting regarding the Board and auditor, in the case that an auditor should be elected, and their remuneration, Chairman of the Annual General Meeting and the procedure for the Nomination Committee shall be performed by a Nomination Committee.

The Nomination Committee will be formed during September 2015 in consultation with the largest shareholders of the company as per 31 August 2015. The Nomination Committee will consist of at least three members appointed by the largest shareholders of the company that have wished to appoint a member. The Chairman of the Board will be a member of the Committee and will also act as its convenor. The members of the Committee will appoint the Committee Chairman at their first meeting.

The Nomination Committee is appointed for a term of office commencing at the time of its formation in September 2015 and ending when a new Nomination Committee is formed. If a member resigns during the Committee term, the Nomination Committee can choose to appoint a new member. The shareholder that appointed the resigning member shall be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation on the Nomination Committee, the Committee can choose to ask the next largest qualified shareholder to participate. In the event of changes to the ownership structure of the company, the Committee can choose to change its composition in order to ensure that the Committee reflects the ownership of the company. However, unless there are special circumstances, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the 2016 Annual General Meeting. In all cases, the Nomination Committee shall consist of at least three members appointed by shareholders.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary.

Guidelines for remuneration to senior executives (item 17 on the agenda)

The Board proposes the following guidelines for remuneration to senior executives in the Qliro Group as well as Members of the Board (of the parent company), to the extent they are remunerated outside their directorship.

Remuneration guidelines

Qliro Group shall strive to offer a total remuneration which will enable the group to attract, motivate and retain senior executives in competition with Qliro Group's international peers, which primarily are Nordic companies operating within e-commerce and retailing with consumer brands and products, as well as consumer credit financing and payment solutions. The remuneration to the senior executives in Qliro Group shall both short-term and long-term reflect the individual's performance and responsibility and the results in Qliro Group, inclusive of its subsidiaries, and shall also be designed so that it aligns the senior executives' interest and rewards with the shareholders'. Therefore, the remuneration to the senior executives shall be based on the pay for performance principle and encourage them to build up a significant private ownership of Qliro Group shares (in relation to their personal financial conditions).

The remuneration to the senior executives shall consist of:

- fixed salary,
- short-term variable remuneration paid in cash,
- the possibility of participation in long-term share or share-price related incentive programs, and
- pensions and other customary benefits.

Fixed salary

The senior executives' fixed salary is revised each year and shall be competitive and based on the individual's competence, responsibilities and performance.

Variable remuneration

The senior executives' variable remuneration paid in cash shall be based on fulfillment of established targets for their areas of responsibility and for Qliro Group and its subsidiaries, respectively. The outcome shall be linked to measurable targets (qualitative, quantitative, general and individual). The targets within the senior executives' respective area of responsibility are defined to promote Qliro Group's development both in the short and long-term. The maximum payment of cash based variable remuneration shall generally not exceed a maximum of 100 percent of the senior executive's annual fixed salary. The Board may resolve that part of the variable remuneration paid in cash shall be invested in shares or share-related instruments in Qliro Group.

Share and share-price related incentive plans shall be linked to certain pre-determined financial and / or share or share-price related performance criteria and shall be designed to ensure a long-term commitment to the value growth of Qliro Group and its subsidiaries and align the senior executives' interests and rewards with the shareholders'.

Pension and other benefits

Pension commitments will be secured through premiums paid to insurance companies. Under normal circumstances the retirement age is 65 years.

Other benefits shall be customary and facilitate that the senior executives can carry-out their duties. Other benefits that may be offered are for example a company car, company health care and health care insurance.

Notice of termination and severance pay

The maximum notice period in any senior executive's contract is generally twelve months, and in exceptional cases, eighteen months, during which time salary payment will continue.

Compensation to Board members

Board members, elected at General Meetings, may in certain cases receive a fee for services performed within their respective areas of expertise, outside of their Board duties. Compensation for these services shall be paid at market terms and be approved by the Board.

Deviations from the guidelines

The Board may, if it considers that special circumstances are at hand, deviate from the guidelines. In such a case the Board shall explain the reason for the deviation at the following Annual General Meeting.

Evaluation of the guidelines and auditor's statement with respect to the compliance with the guidelines

In accordance with the Swedish Corporate Governance Code the Remuneration Committee of the Board monitors and evaluates the application of the guidelines for remuneration to the senior executives established by the Annual General Meeting. Also, the company's auditor, pursuant to Ch 8 Sec 54 of the Swedish Companies Act, has provided a statement with respect to whether there has been compliance with the guidelines for remuneration to the senior executives which have been applied during 2014. The evaluation and auditor's review have resulted in the conclusion that during 2014 the guidelines adopted by the Annual General Meeting have been followed by Qliro Group.

Incentive plans (items 18(a) and (b) on the agenda)

The Board proposes that the Annual General Meeting resolves to adopt new long-term share-related incentive plans (the "**LTIP 2015**"). The LTIP 2015 comprises:

- a) a long-term performance share plan (the "**PSP**") with a similar structure as the long-term incentive plans adopted in 2011-2014; and
- b) a synthetic call option plan based on the underlying value growth in Qliro Group's subsidiaries/business units (the "**Synthetic Call Option Plan**").

Furthermore, the Board proposes that the Annual General Meeting resolves on alternative hedging methods for delivering shares to the participants in accordance with item 19. The maximum dilution under LTIP 2015 is 1.5 per cent in terms of shares and votes outstanding in Qliro Group.

LTIP 2015 has been prepared by the Remuneration Committee together with external advisors and adopted by the Board. For a description of the company's other share or share-price related incentive plans, reference is made to the annual report for 2014, note 24, and the company's website, www.qlirogroup.com.

Adoption of a performance share plan for senior executives and key employees in Qliro Group (item 18(a))

The motives for the proposal

The objective of the proposed PSP is to create conditions to recruit and retain high performing employees in the Group. The PSP has been designed based on the view that it is desirable that senior executives and other key employees within the Qliro Group are shareholders. Against this background, the Board is of the opinion that the adoption of the PSP as set out above will have a positive effect on the Qliro Group's future development and thus be beneficial for both Qliro Group and its shareholders.

Participants

The PSP is proposed to in total include 51 senior executives and other key employees in the Qliro Group.

Personal investment

In order to participate in the PSP, the employees must make a personal investment in Qliro Group shares ("**Saving Shares**"). The Saving Shares can either be Qliro Group shares already held by the participant, which are not allocated to ongoing incentive plans, or shares purchased on the market in connection with the notification to participate in the PSP. If the employee has insider information which prevents him/her from purchasing Qliro Group shares in connection with the notification to participate in the PSP, the Saving Shares shall be purchased as soon as possible, but prior to the next Annual General Meeting.

Senior executives and other key persons in the parent company (8 persons) can allocate Saving Shares to the PSP that correspond to a value of up to 10 per cent of their annual base salary and the senior executives and key persons working in the subsidiaries of the group (43 persons) can allocate Saving Shares to the PSP that correspond to a value of up to 3 per cent of their annual base salary. Additionally, the key persons working in the subsidiaries of the Qliro Group will be invited to participate in the proposed Synthetic Call Option Plan with up to 7 per cent of their annual base salary, i.e. their personal investment in LTIP 2015 may, at the most, be 10 per cent of their annual base salary.

For each Saving Share, Qliro Group will allot retention and performance based rights to the participants free of charge, and, to the CEO and the senior executives, performance based employee stock options.

General terms

Subject to fulfilment of certain retention and performance based conditions during the period 1 April 2015 – 31 March 2018 (the "**Measurement Period**"), each retention right and performance right will entitle the participant to receive one ordinary share free of charge and each employee stock option will entitle the participant to purchase one ordinary share at a price corresponding to 120 per cent of the market value of the share at the time of the grant of the employee stock option. The right to finally be awarded shares is also dependant on the participant retaining the Saving Shares, and, with certain exceptions, continued his/her employment in Qliro Group during the vesting period ending at the release of the interim report for the period January-March 2018.

Performance conditions

The rights and the employee stock options are divided into Series A (retention rights) and Series B (performance rights and employee stock options). The number of shares that the participant will be allotted under the rights and will acquire under the employee stock options is depending both on which category the participant belongs to and on the fulfilment of the following defined retention and performance based conditions:

Series A The total shareholder return (TSR) of Qliro Group's ordinary share during the Measurement Period exceeding 0 per cent as entry level.

Series B The annual average total shareholder return (TSR) of Qliro Group's ordinary share during the Measurement Period reaching 10 per cent as entry level and reaching or exceeding 20 per cent as the stretch target.

For Series B a linear interpolation will be applied between entry level and stretch target as regards the number of rights and employee stock options that vests. The entry level constitutes the minimum level which must be reached in order to enable vesting of the rights and employee stock options in that series. If the entry level is reached, the number of rights and employee stock options (as applicable) that vest is proposed to be 100 per cent for Series A and 20 per cent for Series B. If a stretch target is met, all rights and employee stock options remain exercisable in Series B. If the entry level is not reached, all rights and employee stock options (as applicable) in that series lapse.

The Board intends to disclose the outcome of the PSP in the Annual Report 2018.

Retention rights and performance rights

In addition, the retention rights and performance rights shall be governed by the following terms and conditions:

- Allotted free of charge after the Annual General Meeting 2015.
- May not be transferred or pledged.
- Dividends paid on the Qliro Group share will increase the number of shares that each retention right and performance right entitles to in order to align the shareholders' and the participants' interests.
- Shares are allotted following the release of Qliro Group's interim report for the period January-March 2018.

Employee Stock Options

In addition, the employee stock options shall be governed by the following terms and conditions:

- Allotted free of charge after the Annual General Meeting 2015.
- May not be transferred or pledged.
- No entitlement to compensation for dividend on the Qliro Group share under the term of the employee stock option.
- Each employee stock option entitles the participant to acquire one ordinary share in the company. The exercise price shall be 120 per cent of the market value of the share at the time the employee stock option is allotted.

- May be exercised during April/May and August 2018.

Preparation and administration

The Board, or the Remuneration Committee, shall be responsible for preparing the detailed terms and conditions of the PSP, in accordance with the mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments to the PSP to meet foreign regulations or market conditions. The Board shall also be entitled to make other adjustments, including e.g. a right to resolve on a reduced allotment of shares/right to exercise employee stock options, if material changes would occur within the Qliro Group, or on the market that according to the Board's assessment would lead to that the resolved terms and conditions for allotment of shares and/or right to exercise employee stock options under the PSP no longer fulfil the main objectives.

New members of the senior management team and/or other key employees that have not yet commenced their employment at the time when notification to participate in the PSP at the latest shall be given, may, upon the condition that the employment commences during 2015, be offered to participate in the PSP, if the Board deems it to be in line with the motives for adopting the PSP.

Allocation

In total, the PSP is estimated to comprise up to 142,800 Saving Shares entitling to allotment of up to 1,220,800 rights and employee stock options, whereof 142,800 retention rights, 870,000 performance rights and 208,000 employee stock options. The PSP will comprise the following number of invested shares and the maximum number of rights and employee stock options:

- the Chief Executive Officer of Qliro Group can allocate up to 20,000 Saving Shares. Each Saving Share entitling to allotment of 1 Series A right, 8 Series B rights and 4 Series B employee stock options;
- the Chief Financial Officer of Qliro Group can allocate up to 14,000 Saving Shares. Each Saving Share entitling to allotment of 1 Series A right, 8 Series B rights and 4 Series B employee stock options;
- the chief executive officers in the group's subsidiaries (6 persons) can each allocate up to 3,000 Saving Shares. Each Saving Share entitling to allotment of 1 Series A right, 8 Series B rights and 4 Series B employee stock options;
- key persons in the parent company (6 persons) can each allocate up to 6,500 Saving Shares. Each Saving Share entitling to allotment of 1 Series A right and 5 Series B rights;
- key persons in the group's subsidiaries (37 persons) can each allocate up to 1,400 Saving Shares. Each Saving Share entitling to allotment of 1 Series A right and 5 Series B rights.

Scope and costs of the PSP

The PSP will be accounted for in accordance with IFRS 2 which stipulates that the rights and employee stock options shall be recorded as a personnel expense in the income statement during the vesting period. Based on the assumptions that the share price is SEK 16.30 (closing share price of the Qliro Group's ordinary share on 19 March 2015) at the time of allocation, a maximum participation, an annual employee turnover of 10 per cent and an average fulfilment of the performance conditions of 30 per cent, the total cost, exclusive of social security costs, for the PSP is estimated to approximately SEK 2.8 million. The cost will be allocated over the years 2015 – 2018.

Social security costs will also be recorded as a personnel expense in the income statement by current reservations. The social security costs are estimated to be around SEK 0.9 million with the assumptions above, an average social security tax rate of 31.42 per cent and an annual share price increase of 10 per cent on the Qliro Group share during the vesting period.

Recalculation of final allotments of shares to the participants shall take place in the event of an intervening bonus issue, reversed split, split, rights issue and/or other similar events.

The maximum profit for each right and each employee stock option in the PSP is SEK 50 for the CEO, CFO and the CEOs in the subsidiaries and SEK 82 for the other key persons in the parent company

and the subsidiaries. If the value of Qliro Group's share at vesting or the profit at exercise of the employee stock option exceeds SEK 50 and 82, respectively, the number of shares each right entitles the participant to receive and the number of shares allocated to the participant at exercise of the employee stock options will be reduced accordingly.

The maximum dilution is 1.0 per cent in terms of shares and votes outstanding and 0.1 per cent in terms of the estimated PSP cost as defined in IFRS 2 in relation to Qliro Group's market capitalisation.

Assuming that a maximum gain of SEK 50 and 82, respectively, per right and employee stock option is achieved, all the participators' allocated shares remain and a 100 per cent fulfilment of the performance conditions, the maximum cost for the PSP is approximately SEK 3.8 million in accordance with IFRS 2 and the maximum cost for social charges approximately SEK 13.8 million.

Effect on certain key ratios

The costs and dilution are expected to have marginal effect on key ratios of the Qliro Group.

The annual cost of the PSP including social charges is estimated to be approximately SEK 1.3 million based on the above assumptions. This cost can be related to the company's total personnel costs, including social charges, of SEK 408.8 million in 2014.

Hedging and delivery of shares under the PSP

The Board has considered two alternative hedging methods for delivering Qliro Group shares to the participants, subject to the terms and conditions of PSP; either (i) to transfer ordinary shares held by the company itself to participants, free of charge, or (ii) to enter into an agreement with a bank that will be able to, in its own name, acquire and transfer Qliro Group shares. The Board considers the first alternative as its preferred option. However, should the Annual General Meeting not approve the proposed transfer of own ordinary shares in accordance with the proposal in item 19(c), the Board may enter into a hedging arrangement with a third party to hedge the obligations of Qliro Group to deliver shares under the PSP as set out above.

Regardless of method of delivery, the costs of the PSP will be charged to the income statement during the vesting period.

Adoption of a synthetic call option plan for senior executives and key employees in Qliro Group subsidiaries (item 18(b))

The motives for the proposal

The Board proposes, based on, among other things, the evaluation carried out by the Remuneration Committee described in the "Report according to the Swedish Corporate Governance Code, 9.1 and 10.3", a synthetic call option plan related to the value-growth in Qliro Group's subsidiaries / segments; CDON.com, Gymgrossisten, Nelly, Lekmer, Tretti and Qliro Financial Services (collectively referred to as the "**Subsidiaries**" and each referred to as a "**Subsidiary**"), to certain senior executives and key persons working in the Subsidiaries.

The Synthetic Call Option Plan is expected to lead to greater commitment and increased motivation for the employees in the Subsidiaries by linking a part of their remuneration directly to the long-term value-growth of the Subsidiary in which the participant is working. The Board of Qliro Group considers that the Synthetic Call Option Plan will increase the shareholder value and benefit the opportunities to recruit, motivate and retain talented employees working in the Subsidiaries.

The Synthetic Call Option Plan; the plan in brief and structure

The chief executive officers (6 persons) and other key persons (37 persons) working in the Subsidiaries, in total 43 persons, will be invited to participate in the Synthetic Call Option Plan.

The invitation to acquire and the agreements regarding synthetic call options will be attributable to a specific underlying Subsidiary in which the participant is employed. The value of the issued synthetic

call options for each Subsidiary will amount to a maximum of approximately 1 per cent of the value of Qliro Group's shareholding in the underlying Subsidiary. The total value of the Subsidiaries may not exceed an amount corresponding to Qliro Group's market cap, i.e. the value of all outstanding shares in Qliro Group.

The value of the underlying Subsidiaries will be determined through a valuation carried out by Qliro Group at launch (May-June 2015) and at close (May-June 2018 or Qliro Group's potential exit in an underlying Subsidiary) by applying recognized valuation methodologies. The valuation will be verified both by independent valuation institutes and Qliro Group's auditor. In the event that the aggregate value of the Subsidiaries, in a valuation carried out at launch, the end of the exercise period or an exit in a Subsidiary, exceeds Qliro Group's market cap, the value of each of the Subsidiaries will be reduced pro rata in order for the total value of the Subsidiaries to be equal to Qliro Group's market cap (an adjusted sum-of-the-parts valuation).

In order to be able to carry out the Synthetic Call Option Plan, the Board proposes that the Annual General Meeting resolves on the following main conditions under this item 18(b).

Settlement of the amount the option holders have the right to receive, subject to the terms and conditions of the Synthetic Call Option Plan, is proposed to be made in Qliro Group ordinary shares. The Board has considered two alternative hedging methods for delivering Qliro Group shares to the participants; either (i) to transfer ordinary shares held by the company itself to participants or (ii) to enter into an agreement with a bank that will be able to, in its own name, acquire and transfer Qliro Group shares. The Board considers the first alternative as its preferred option. However, should the Annual General Meeting not approve the proposed transfer of own ordinary shares in accordance with the proposal in item 19(c), the Board may enter into a hedging arrangement with a third party to hedge the obligations of Qliro Group to deliver shares under the Synthetic Call Option Plan as set out in the agreement between Qliro Group and the employee, or cash settle the synthetic call options in accordance with the plan.

Main conditions for the synthetic call options

During May-June 2015 the participants in the Synthetic Call Option Plan shall give notice of their participation. Employees' acquisition of synthetic call options shall be made at market value during May-June 2015 (the "**Entry Date**"). The market value will be calculated by a reputable, independent, valuation institute applying a standard valuation model accepted by the market (Black-Scholes).

Allocation of synthetic call options will be made by the Board, or the Remuneration Committee, in accordance with the principles adopted by the Annual General Meeting and will be based on the employees' competence, area of responsibility and annual base salary, gross before taxes ("**Gross Salary**"). The participants can acquire synthetic call options for an amount that corresponds to a maximum of 7 per cent of the Gross Salary per person. The employees may, in total, invest a maximum of SEK 2.7 million in the Synthetic Call Option Plan.

The issue of synthetic call options will take place by entering into an agreement between Qliro Group and the employee, principally on the following terms:

- The synthetic call options may be exercised during May-June 2018 and also in case Qliro Group divests the underlying Subsidiary (the "**Closing Date**"). However in the event that Qliro Group divests a Subsidiary before the 2016 Annual General Meeting, Qliro Group will have a right to acquire the synthetic call options at market value calculated in accordance with Black-Scholes model.
- One (1) synthetic call option shall give the holder the right to receive, from Qliro Group, an amount calculated on the basis of the value-growth in Qliro Group's shareholding in the underlying Subsidiary, subject to the condition that the determined value of Qliro Group's shareholding in the underlying Subsidiary on the Closing Date is at least 120 per cent of the determined value of Qliro Group's shareholding in the underlying Subsidiary at the Entry Date.

- Payment to the participants of said amount will, in accordance with the detailed terms and conditions of the synthetic call options, with certain exceptions, be made by Qliro Group transferring own ordinary shares to the participants. The number of ordinary shares that will be transferred to the participants will be based on a calculated share price for the Qliro Group ordinary share (calculated as the average for each trading day calculated average volume-weighted price paid for Qliro Group's ordinary shares on Nasdaq Stockholm during 10 trading days from and including the first trading day after Qliro Group publishes its interim report for the first quarter year 2018).
- The synthetic call options that may be issued according to the Synthetic Call Option Plan shall be freely transferrable, but subject to a pre-emptive right for Qliro Group to acquire the synthetic call options at market value calculated in accordance with Black-Scholes.
- Qliro Group will subsidise the acquisition of the synthetic call options by granting the participants a cash compensation corresponding to 50 per cent of the synthetic call option premium, net after taxes. The subsidy will be paid out in three equal instalments over three (3) years (2016, 2017 and 2018) subject to that the holder is still employed by Qliro Group and has not sold the synthetic call options acquired under the Synthetic Call Option Plan.
- The Synthetic Call Option Plan will not increase the number of shares in the Subsidiaries, and accordingly Qliro Group's ownership stake will remain unchanged.

Scope and costs

The synthetic call options will be transferred to the participants at market price. Qliro Group's initial cost for the Synthetic Call Option Plan will therefore only correspond to the cost of the subsidy, including social security costs.

The future costs or revenues for Qliro Group attributable to issued synthetic call options will depend on the value growth of the underlying Subsidiaries. If the value of an underlying Subsidiary at the Closing Date is less than 120 per cent of the value at the Entry Date, the synthetic call options will be worthless and the paid option premiums, with deduction of paid subsidies, will become revenue for Qliro Group. If the value of an underlying Subsidiary at the Closing Date exceeds 120 per cent of the value at the Entry Date, the synthetic call options will have a value. The total value of the issued synthetic call options at the Closing Date will be a maximum of approximately one (1) per cent of the difference between the determined value for the underlying Subsidiaries at the Closing Date and 120 per cent of the value at the Entry Date, however, the total value of the Subsidiaries may never exceed Qliro Group's market cap at the time of valuation.

The administrative costs for hedging delivery of Qliro Group ordinary shares amounting to the difference between the determined value for each of the Subsidiaries at the Closing Date and 120 per cent of the value at the Entry Date, with deduction of the option premiums paid by the participants and taking into consideration the costs for the proposed subsidies, will be the total cost for Qliro Group.

Settlement in relation to the option holders will be made during 2018, or at Qliro Group's exit in the underlying Subsidiary. The cost for the subsidy is estimated to amount to approximately SEK 4.1 million (including social security costs), and the cost will be allocated over the years 2015–2018.

The maximum dilution under the Synthetic Call Option Plan is 0.5 per cent in terms of shares and votes outstanding in Qliro Group.

Administration of the Synthetic Call Option Plan and the detailed terms and conditions for the synthetic call options

The Board, or the Remuneration Committee, shall resolve upon the persons to be invited to acquire synthetic call options as well as the detailed terms of the option agreements to subsequently be entered into with the participants. Further, the Board, or the Remuneration Committee, will be responsible for the detailed design and management of the Synthetic Call Option Plan within the framework of the main terms and guidelines as resolved by the Annual General Meeting.

Hedging arrangements for the plans (items 19(a)-(c) on the agenda)

The Board proposes the following methods to secure delivery of Qliro Group shares to the participants under LTIP 2015:

Authorisation for the Board to resolve on a new issue of Class C shares (item 19(a))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to increase the company's share capital by not more than SEK 4,400,000 by a new issue of not more than 2,200,000 Class C shares. With deviation of the shareholders' preferential rights, Nordea Bank AB (publ) shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the quota value of the shares (SEK 2.00).

The purpose of the authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the new issue of shares is to ensure delivery of shares to participants under LTIP 2015.

Authorisation for the Board to resolve to repurchase Class C shares (item 19(b))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to repurchase its own Class C shares. The repurchase may only be effected through an offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. The repurchase may be effected at a purchase price corresponding to not less than SEK 2 and not more than SEK 2.10.

Payment for the repurchased Class C shares shall be made in cash. The purpose of the repurchase is to ensure the delivery of ordinary shares under LTIP 2015.

Transfer of ordinary shares for delivery under the incentive plans (item 19(c))

The Board proposes that the Annual General Meeting resolves that a maximum of 2,200,000 ordinary shares held by Qliro Group may be transferred to participants in accordance with the terms of the LTIP 2015, whereof 1,450,000 ordinary shares may be transferred to the participants in the PSP and 750,000 ordinary shares may be transferred to the participants in the Synthetic Call Option Plan, respectively).

The number of the shares that may be transferred to the participants under LTIP 2015 shall be subject to recalculation in the event of an intervening bonus issue, reversed split, split, rights issue and/or other similar events.

As set out above under items 18(a) and (b), LTIP 2015 may as an alternative be hedged by Qliro Group entering into an agreement with a bank that will be able to, in its own name, acquire and transfer Qliro Group shares to the participants LTIP 2015. Furthermore, in certain cases participants in the Synthetic Call Option Plan may be offered cash-settlement instead of Qliro Group shares. That said; the Board considers the transfer of ordinary shares as its preferred option.

Other information

Special majority requirements

Resolutions under items 19(a) and 19(b) are valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Resolution under item 19(c) is valid only if supported by shareholders holding not less than nine-tenth of both the votes cast and the shares represented at the Annual General Meeting.

Resolutions under item 19 are conditional on the Annual General Meeting having approved item 18(a) and (b), respectively.

Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the resolutions adopted by the Annual General Meeting as may be required in connection with registration at the Companies Registration Office and Euroclear Sweden.

Documentation

The reasoned statement of the Board pursuant to Ch 19 Sec 22 of the Swedish Companies is available at the company's website www.qlirogroup.com, at the company's premises at Sveavägen 151 in Stockholm and will be sent to shareholders who so request and state their postal or email address. The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Qliro Group AB, c/o Computershare AB, P.O. Box 610, SE-182 16 Danderyd, Sweden.

Authorisation for the Board to resolve on repurchase of own shares (item 20 on the agenda)

The Board proposes that the Board is authorised to pass a resolution on repurchasing the company's own ordinary shares, if the purpose is to retire shares through a decrease of the share capital in accordance with the following conditions:

- The repurchase of ordinary shares shall take place on the Nasdaq Stockholm following the rules set out by Nasdaq Stockholm regarding re-purchase of own shares.
- The repurchase of ordinary shares may take place on one or more occasions for the period up until the next Annual General Meeting.
- So many ordinary shares may, at the most, be repurchased so that the company's holding does not at any time exceed 10 percent of the total number of shares in the company.
- The repurchase of ordinary shares at the Nasdaq Stockholm may occur at a price per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- Payment for the shares shall be in cash.

The purpose of the authorisation is to give the Board flexibility to continuously decide on changes to the capital structure during the year and thereby contribute to increased shareholder value.

The Board shall be able to resolve that repurchase of own shares shall be made within a repurchase program in accordance with the Commission's Regulation (EC) no 2273/2003, if the purpose of the authorisation and the repurchase only is to decrease the company's share capital.

Other information

Special majority requirements

A valid resolution to authorise the Board to re-purchase own shares under item 20 requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Documentation

The reasoned statement of the Board pursuant to Ch 19 Sec 22 of the Swedish Companies is available at the company's website www.qlirogroup.com, at the company's premises at Sveavägen 151 in Stockholm and will be sent to shareholders who so request and state their postal or email address. The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Qliro Group AB, c/o Computershare AB, P.O. Box 610, SE-182 16 Danderyd, Sweden.