

Qliro Group

ANNUAL GENERAL MEETING OF SHAREHOLDERS TUESDAY 22 MAY 2018

CONTENTS

1. The Nomination Committee's motivated opinion regarding the proposal for election of the Board.
2. Information on the proposed members of the Board.
3. The Board's reasoned statement pursuant to Ch 19 Sec 22 of the Swedish Companies Act.
4. Auditors' 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 have been complied with.
5. Evaluation of remuneration to the CEO and other Members of the Management Group (Report according to the Swedish Corporate Governance Code 9.1).

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 2017 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 Stefan Roos representing Origo Capital.

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 six members.
- The re-election of Christoffer Häggblom, Daniel Mytnik, Jessica Pedroni Thorell and Erika Söderberg Johnson. Lars-Johan Jarnheimer, Caren Genthner-Kappesz and Peter Sjunnesson have decided not to seek re-election.
- The election of Andreas Bernström and Lennart Jacobsen as new members of the Board.
- The election of Christoffer Häggblom as new 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:

- Christoffer Häggblom, Chairman of the Board
- Andreas Bernström
- Lennart Jacobsen
- Daniel Mytnik
- Jessica Pedroni Thorell
- Erika Söderberg Johnson

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 further align the mix of experiences and competencies present at Board level with Qliro Group's corporate structure focusing on three business areas.

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 and geographies 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 explanatory statement regarding the proposal

Having been informed by Lars-Johan Jarnheimer, Caren Genthner-Kappesz and Peter Sjunnesson of their decision not to seek re-election, the Nomination Committee resolved to propose the re-election of the remaining Board members and further identified and managed to attract two individuals who will bring experiences and skill-sets that greatly complement the Board members proposed for re-election – Andreas Bernström and Lennart Jacobsen.

Andreas Bernström is an Investment Director at Kinnevik, focusing on opportunities in the Nordic markets. Andreas is currently the Chairman of Trustly, one of Europe's fastest growing fintech companies, and has been an industrial advisor to EQT on digital and TMT issues for the past seven years. In 2014 Andreas founded and successfully launched Sinch, a communications platform for iOS and Android developers which was subsequently sold to CLX Communications. He has also been the Chief Executive Officer of Rebtel and worked eight years at TradeDoubler first as Managing Director in the United Kingdom and later as Chief Operating Officer. Andreas holds a BA from Manchester University in Economics and French, and an MA in Finance from Webster University.

Lennart Jacobsen is a senior advisor mainly within banking across Europe, and currently serves on the Board of Qliro Financial Services. Between 2013-2016, Lennart was EVP Head of Retail Banking at Nordea, serving more than 10 million customers across the Nordics. Prior to joining Nordea, Lennart spent 15 years with GE Capital, ending his tenure serving as Chief Executive Officer of GE Money Bank Nordics. Lennart holds an MSc in Electrical Engineering and Telecommunications from KTH Royal Institute of Technology.

The Nomination Committee is of the opinion that the proposed new Board members will bring valuable insights and experiences from technology-enabled consumer-facing finance sectors, as well as from building fast-growing digital business in the Nordics. 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 Qliro Group's sectors 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 continued oversight of Qliro Group's 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 an increased gender balance.

Statement on independence

The Nomination Committee has evaluated each Board member's independence in the work of preparing its proposals for the 2018 Annual General Meeting, and has found that the proposed Board is in compliance with the relevant requirements for independence.

Some members of the Board of Qliro Group also serve, or may come to serve, as Board members of the company's operating subsidiaries. By exception, these Board members may receive Board fees from these companies. It is the opinion of the Nomination Committee that such remuneration does not affect the assessment of these Board members' independence of Qliro Group. As Qliro Group is a digital commerce group comprised of three operating businesses, the Nomination Committee believe it is a fundamental advantage that Qliro Group's Board members are participating in the work of the operating subsidiaries' Boards.

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 2018

THE NOMINATION COMMITTEE
QLIRO GROUP AB (PUBL)

2. Information on the proposed members of the Board.

Christoffer Häggblom

Board member
Finnish citizen
Born 1981

Christoffer Häggblom has been a member of the Board of Qliro Group since May 2017. Christoffer is the founder and Managing Partner of Rite Ventures and has 20 years of experience with technology-focused growth companies, both as an entrepreneur and investor. Christoffer is chairman of Verkkokauppa.com, Finland's largest e-commerce company, which is listed on Nasdaq First North Helsinki, and is also a board member of SaaS-company Lemonsoft and Acervo, an investment company focused on listed shares and bonds.

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

Member of the Remuneration Committee.

Independent of the company, executive management and major shareholders.

Shareholding (including any related person's holding): Rite Ventures owns, directly and indirectly, 10,321,494 shares

Daniel Mytnik

Board member
Swedish citizen
Born 1971

Daniel Mytnik has been a member of the Board of Qliro Group since May 2014. Daniel co-founded Ventiga Capital Partners, a London-based private equity firm, in 2015 and has been a Managing Partner since inception. 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 of 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 in Philosophy, Politics & Economics and a M.Phil. in Economics from Oxford University.

Member of the Audit Committee and Chairman of the Remuneration Committee.

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

Shareholding (including any related person's holding): 131,513 shares

Jessica Pedroni Thorell

Board member
Swedish citizen
Born 1983

Jessica Pedroni Thorell has been a member of the Board of Qliro Group since May 2017. Jessica has been Investment Manager at Kinnevik since 2014, focusing on identifying and leading new investments in Europe and managing several consumer-focused investments in e-commerce and financial services. Prior to joining Kinnevik, Jessica spent four years as Senior Associate at the international risk capital company General Atlantic, where she managed the company's investment in Klarna. From 2008 to 2010, Jessica worked at Goldman Sachs' Nordic investment banking department.

Jessica holds an MSc in Economics and Business Administration from the Stockholm School of Economics and a CEMS master's in international management from the University of St. Gallen.

Member of the Remuneration Committee.

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

Shareholding (including any related person's holding): –

Erika Söderberg Johnson

Board member

Swedish citizen

Born 1970

Erika Söderberg Johnson has been a member of the Board of Qliro Group since May 2017. Erika is Chief Financial Officer at Biotage, a life science company listed on Nasdaq Stockholm. Prior to joining Biotage in 2012, Erika was Chief Financial Officer of Karo Bio from 2007 to 2011, for Affibody from 2005 to 2007, and for Global Genomics from 2002 to 2005, and she also worked with investment banking and corporate finance at SEB Enskilda from 1993 to 2002. Erika is a board member of Saab AB, which is listed on Nasdaq Stockholm.

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

Chairman of the Audit Committee.

Independent of the company, executive management and major shareholders.

Shareholding (including any related person's holding): 1,300 shares

Andreas Bernström

Proposed new Non-Executive Director

Swedish citizen

Born 1974

Andreas Bernström is an Investment Director at Kinnevik, focusing on opportunities in the Nordic markets. Andreas is currently the Chairman of Trustly, one of Europe's fastest growing fintech companies, and has been an industrial advisor to EQT on digital and TMT issues for the past seven years. In 2014 Andreas founded and successfully launched Sinch, a communications platform for iOS and Android developers which was subsequently sold to CLX Communications. He has also been the Chief Executive Officer of Rebtel and worked eight years at TradeDoubler first as Managing Director in the United Kingdom and later as Chief Operating Officer.

Andreas holds a BA from Manchester University in Economics and French, and an MA in Finance from Webster University.

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

Shareholding (including closely associated persons): -

Lennart Jacobsen

Proposed new Non-Executive Director

Swedish citizen

Born 1966

Lennart Jacobsen is a senior advisor mainly within banking across Europe, and currently serves on the Board of Qliro Financial Services. Between 2013-2016, Lennart was EVP Head of Retail Banking at Nordea, serving more than 10 million customers across the Nordics. Prior to joining Nordea, Lennart spent 15 years with GE Capital, ending his tenure serving as Chief Executive Officer of GE Money Bank Nordics.

Lennart holds an MSc in Electrical Engineering and Telecommunications from KTH Royal Institute of Technology.

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

Shareholding (including closely associated persons): 40,000 shares

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 authorisation to repurchase the Company's own ordinary 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 2017 is stated in the Annual Report for 2017. 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 2017 amounted to SEK 668.4 million and SEK -364.7 million respectively.

As of 31 December 2017 the Group's equity/assets ratio amounted to 31.1 per cent.

The proposed authorisation to repurchase the Company's own ordinary 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 ordinary shares to create flexibility in the work with the Company's capital structure 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 2018

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 AB (publ.), Corporate identity No 556035-6940

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Qliro Group AB (publ.) during the year 2017 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 23 May 2016 and the annual general meeting on 8 May 2017.

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.

We are independent of Qliro Group AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these 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 AB (publ.) during 2017 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 23 May 2016 and the annual general meeting on 8 May 2017.

Stockholm 16 April 2018

KPMG AB

Mårten Asplund

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) 2017/18 comprises the Board members Daniel Mytnik (Chairman), Christoffer Häggblom and Jessica Pedroni Thorell.

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 2017 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 ("QOP") for the management and other key employees in Qliro AB (the "QFS"), customary benefits and pension schemes. For senior executives employed by QFS, part of the variable remuneration during 2017 had been deferred and capped in accordance with applicable rules for credit institutions, and the Board had, in accordance with applicable rules, 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 2017 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 2017 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 2017 PSP has, in principle, the same structure as the long-term share programs in Qliro Group 2011-2016.

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 QFS only participated to a limited extent in the PSP in 2017. Instead these (and several other) employees in QFS 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 QFS.

Both the PSP and, especially the QOP, launched during 2017, 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 2018 with, in principle, the same structure as the 2017 PSP and QOP.

The terms for PSP to be launched in 2018 will however in relation to the CEO and CFO in Qliro Group, need to be adjusted as a result of the remuneration rules applicable to QFS, which will also be applicable in relation to Qliro Group AB (publ) as a consequence of that Qliro Group AB (publ) and QFS are expected to form a so called consolidated situation at a later date in 2018. Adjustments to the terms deemed necessary are, *inter alia*:

- Introduction of a maximum level of variable remuneration in relation to fixed salary amounting to 100 per cent of the fixed salary.
- Introduction of additional criteria for assessing variable remuneration related to, among other things the employee's performance.
- Deferral of between 40 and 60 per cent of the variable remuneration to between three to five years.
- Annual follow-up of compliance with variable remuneration criteria and possibility for Qliro Group AB (publ) to decide that variable remuneration will not be paid out in case the criteria have not been met.

Taking into consideration that the remuneration rules applicable to QFS will also be applicable in relation to Qliro Group AB (publ), the Remuneration Committee has made an assessment whether PSP launched in 2016 and 2017 are in compliance with the remuneration rules in relation to senior executives in Qliro Group. The Remuneration Committee's assessment, after consultations with external legal advisers, is that the programs are not in compliance with the remuneration rules in relation to the CEO and the CFO in Qliro Group AB (publ). Based on this, the board has decided that Qliro Group AB (publ) shall repurchase the share rights granted to the CEO and the CFO of Qliro Group AB (publ) within the framework of the programs. The share rights have been valued at fair market value by an independent valuer (PwC) applying a generally accepted valuation model. The consideration for the share rights will be paid by ordinary shares in Qliro Group. The ordinary shares will have certain restrictions regarding the ability for holders to transfer the ordinary shares.

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 2016 and 2017 Annual General Meetings have been applied on such remuneration in Qliro Group during 2017.

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 the credit market company QFS in particular. However, as stated above, the terms of the PSP launched in 2018 need to be adjusted in relation to the CEO and CFO in Qliro Group AB (publ) as a result of that the remuneration rules applicable to QFS will be applicable in relation to Qliro Group AB (publ).

Stockholm, April 2018

THE BOARD OF DIRECTORS
QLIRO GROUP AB (PUBL)