

Notice convening the Extraordinary General Meeting of Klarna Holding AB (publ)

The shareholders of Klarna Holding AB (publ), reg. no. 556676-2356 (“**Klarna**” or the “**Company**”), are hereby given notice of the Extraordinary General Meeting (the “**EGM**”) to be held on Monday, December 23, 2024 at 4pm CET at Sveavägen 46, 111 34 Stockholm, Sweden. Registration starts at 3:30pm CET.

The Board has decided that the shareholders shall be able to exercise their voting rights at the EGM also by postal voting in accordance with the Company’s articles of association.

Right to participate and notification

- A) Shareholders who wish to participate in the EGM at the venue in person or by proxy must
- be listed as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday, December 13, 2024, and
 - give notice of participation to the Company no later than on Tuesday, December 17, 2024. Such notification can be made in writing to Klarna Holding AB (publ), “EGM 2024”, Sveavägen 46, SE-111 34 Stockholm, Sweden or by email to egm@klarna.com. The notification shall set forth the name, address, telephone number, personal/corporate identity number and, when applicable, information about any potential assistants (no more than two).
- B) Shareholders who wish to participate in the EGM by postal voting must
- be listed as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday, December 13, 2024, and
 - give notice of the intent to participate no later than on Tuesday, December 17, 2024, by casting its postal votes in accordance with the instructions under the heading *Postal voting* below so that the postal voting form is received by Klarna no later than that day.

In order to be entitled to participate in the EGM, a shareholder whose shares are registered in the name of a nominee must register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Friday, December 13, 2024, in addition to giving notice of participation in the EGM. Such re-registration may be temporary (voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than Tuesday, December 17, 2024, will be taken into account in the presentation of the share register.

Physical participation

Shareholders who wish to participate at the meeting venue in person or by proxy are entitled to be accompanied by one or two assistants. If a shareholder wishes to be accompanied by assistants, it must be stated in the notice of participation. If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. If the power of attorney has been issued by a legal entity, registration certificate or corresponding document must be enclosed. In order to facilitate the registration at the meeting, the power of attorney, registration

certificate and other authorization documents shall be received by the Company at the address stated above well in advance of the meeting and no later than on Tuesday, December 17, 2024. Proxy forms are available on the Company's website www.klarna.com.

Postal voting

A special form must be used for the postal vote. The form for postal voting is available on the Company's website www.klarna.com and will be sent upon request to egm@klarna.com. Completed and signed forms for postal voting must be sent by e-mail to egm@klarna.com or by post to Klarna Holding AB (publ), "EGM 2024", Sveavägen 46, SE-111 34 Stockholm, Sweden. Completed forms must be received by Klarna no later than on Tuesday, December 17, 2024. If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the form. If the shareholder is a legal entity, a registration certificate or corresponding document shall also be enclosed with the form. Proxy forms are available on the Company's website www.klarna.com.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who wish to participate at the meeting venue in person or by proxy must provide a notification of attendance in accordance with item A) under the heading *Right to participate and notification* above. A notification by postal voting only is not sufficient for shareholders wishing to participate at the meeting venue.

Proposed agenda

1. Opening of the meeting
2. Election of Chair of the EGM
3. Preparation and approval of voting list
4. Election of person(s) to approve the minutes
5. Approval of the agenda
6. Determination of whether the meeting has been duly convened
7. Resolution regarding the reduction of share capital
8. Resolution regarding the increase of the share capital through a bonus issue
9. Resolution regarding authorization for the Board to resolve to issue new shares
10. Closing of the meeting

Item 2. Election of Chair of the EGM

The Board proposes lawyer Christoffer Benninge, or if he is prevented from participating, the person appointed by the Board, as Chair of the meeting.

Item 3. Preparation and approval of voting list

The voting list proposed to be approved is the voting list prepared by the Company, based on the general meeting share register, shareholders having given notice of participation and being present at the meeting venue, and postal votes received, controlled by the persons assigned to approve the minutes.

Item 4. Election of person(s) to approve the minutes

The Board proposes Adis Kalakovic, or if he is prevented from participating, the person(s) appointed by the Board, to check the minutes. The assignment to check the minutes also includes checking the voting list.

Item 7. Resolution regarding the reduction of share capital

The Board proposes that the extra general meeting resolves to reduce the Company's share capital by an amount of not more than SEK 249,984.10, corresponding to an amount of SEK 0.10 per share. The purpose of the reduction is for repayment to shareholders. The reduction shall take place through a voluntary redemption of not more than 2,499,841 shares. The total amount repaid to the shareholders amounts to not more than SEK 10,337,967,463.45.

All shareholders in the Company shall be entitled to redeem shares. In the event that the number of shares notified for redemption exceeds 2,499,841 shares, the redemption shall be made pro rata in

relation to the number of shares held in Klarna on the record date, and to the extent that this cannot be done, by drawing lots. The record date for the redemption is 27 December, 2024.

Notification for redemption shall be made from 30 December, 2024 up to and including 16 January, 2025. In order to notify for redemption, an application form will need to be completed and sent to the issuing institute as set out on the application form. The application form will be sent to directly registered shareholders before the notice period begins.

Shareholders may choose to receive the repayment consideration either (i) in the form of SEK amount in cash per Klarna Holding share (the "**Cash Consideration**"), or (ii) in the form of, per Klarna Holding share, shares in all of the following subsidiaries, amounting to 0.02001889783956060 shares in Larkan III AB, reg.no. 559405-6060, 0.30028346759340800 shares in Larkan IV AB, reg.no. 559405-6177, 0.10009448919780300 shares in Larkan V AB, reg.no. 559405-5138, 0.10009448919780300 shares in Larkan VI AB, reg.no. 559419-2618, 0.04003779567912110 shares in Larkan VII AB, reg.no. 559433-3030, 0.01000944891978030 shares in Larkan VIII AB, reg.no. 559433-3022, 0.01000944891978030 shares in Larkan IX AB, reg.no. 559443-0448, 0.04003779567912110 shares in Larkan X AB, reg.no. 559456-1556, and 0.03002834675934080 shares in Larkan XI AB, reg.no. 559456-1564 (together the "**Larkan entities**") (the "**Subsidiary Share Consideration**"). The Larkan entities do not conduct any operations, and their shares are not freely transferable.

The total Subsidiary Share Consideration, corresponding to a total of 1,625,000 shares in the Larkan entities, is recognised at a book value of SEK 1,570,000. Payment for each redeemed share exceeds the quota value of the share with approximately SEK 0.528593.

Due to the limited number of shares in the Larkan entities in the Subsidiary Share Consideration, only a total of up to 2,497,640 Klarna shares may be redeemed under the Subsidiary Share Consideration. In the event that the number of Klarna shares shareholders have notified for redemption under the Subsidiary Share Consideration are more than 2,497,640, such shareholders shall be allocated their pro rata share of the Subsidiary Share Consideration in relation to the number of shares held in Klarna on the record date. Further, if there are not enough shares to allocate under the Subsidiary Share Consideration, the deficit will be compensated by the corresponding Cash Consideration per Klarna share notified for but not redeemed under the Subsidiary Share Consideration. In order for shareholders to be eligible for the Subsidiary Share Consideration, shareholders will have to provide their name and contact details, as well as provide certain representation and warranties, as further set out on the application form.

Shareholders may only be allocated integer numbers of shares in each of the Larkan entities. The number of shares allocated in each of the Larkan entities under the Subsidiary Share Consideration will thus be rounded down to the nearest integer. The number of Klarna shares (or fraction of such shares) corresponding to the excess fraction of any or all of the Larkan entities shares, will instead be settled under the Cash Consideration based on the same exchange ratio for the relevant Larkan entity as in the Subsidiary Share Consideration.

The Subsidiary Share Consideration is limited to not more than ten (10) shareholders. In case more than ten (10) shareholders choose the Subsidiary Share Consideration, the Subsidiary Share Consideration will be cancelled and all shareholders that have notified for a redemption of their shares under the Subsidiary Share Consideration will instead be considered to have chosen the Cash Consideration.

The amount by which the share capital is to be reduced and repaid to the shareholders is expected to take place no later than the end of January 2025 after the Swedish Companies Registration Office (Sw. *Bolagsverket*) has registered the reduction of the share capital in accordance with this item and the increase of share capital through a bonus issue according to item 8.

The resolution to reduce the share capital under this item may be carried out without obtaining an authorisation from the Swedish Companies Registration Office as the Company simultaneously carries out a bonus issue, as set out under item 8, with the corresponding amount as the share capital at most can be reduced with, as set out above. Combined, these measures entail that neither the Company's

restricted equity nor its share capital is reduced.

The Board or a person appointed by the Board shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. Further, the Board shall be authorised to, at its own discretion and at any time before the filing with the Swedish Companies Registration Office of the reduction of share capital and redemption of shares contemplated in this resolution, resolve to not proceed with and not to execute this resolution and the reduction of share capital and redemption of shares contemplated herein.

Item 8. Resolution regarding the increase of the share capital through a bonus issue

With the purpose of restoring the share capital following the proposed reduction of the share capital, as set out under item 7, the Board proposes that the extra general meeting simultaneously resolves to increase the share capital by way of a bonus issue with an amount of SEK 249,984.10, which corresponds to the largest amount that the share capital can be reduced with by way of cancellation of shares, as set out under item 7. The bonus issue shall be carried out without the issuance of new shares, through the amount being transferred from unrestricted equity.

The Board also proposes that the shareholders adopt a resolution at the extra general meeting granting the Board or a person appointed by the Board to be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or due to any other statutory or regulatory requirements. This item 8 is conditional upon the board proceeding with item 7 as set out under that item. Accordingly, the Board shall not execute and not register this resolution with the Swedish Companies Registration Office in case the Board resolves to not proceed with and not to execute the resolution to reduce the share capital under item 7.

Item 9. Resolution regarding authorization for the Board to resolve to issue new shares

The Board proposes that the shareholders adopt a resolution at the extra general meeting to authorize the Board to resolve to issue shares on one or more occasions until the Annual General Meeting 2025 at the latest. The total number of shares under such new issues may correspond to a maximum of 20 percent of the shares of the Company as of the first time of exercise of the authorization.

The following principal terms shall apply for the new issues.

1. The new shares shall be subscribed for with or without deviation from the existing shareholders' preferential rights.
2. The reason for a potential deviation from the existing shareholders' preferential right should be motivated by the Board deeming there to be good business cause for such deviation, including to facilitate a restructuring of the group and its incentive programs.
3. Payment for the new shares may be made in cash, in-kind or through set-off.
4. The Board, or any person appointed by the Board, shall be entitled to make such minor changes of the resolution above that might prove necessary in connection with registration with the Swedish Companies Registration Office.

Other information

As per 5 December, 2024, there are 30,468,092 shares and votes in the Company.

Majority requirements

The resolution of the EGM in accordance with the Board's proposal under item 7 and 9 above, requires that shareholders representing at least two thirds of the votes cast and shares represented at the EGM approve the proposal.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Documents

Complete proposals, together with ancillary documentation, will be made available at the Company's

head office Sveavägen 46, SE-111 34 Stockholm, Sweden. They will also be sent to shareholders who so request and state their address.

Shareholders' right to receive information

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the Company, at the EGM provide information regarding circumstances that may affect the assessment of an item on the agenda or the Company's relation to another company within the Klarna group.

Stockholm in December 2024
Klarna Holding AB (publ)
THE Board