

# Notice convening the Annual General Meeting of Larkan AB

The shareholders of Larkan AB, reg. no. 559263-8315 ("**Larkan**" or the "**Company**"), are hereby given notice of the Annual General Meeting at Hotell Kristina, Rektor Cullbergs väg 1, 193 35 Sigtuna, on June 26, 2024 at 10:30 CEST.

## **Registration and notification**

Any shareholder who is registered in the share register of the Company on the day of the meeting, provided that the shareholder notifies LarkanAGM@klarna.com no later than June 19, 2024. Feel free to use English when registering.

Shareholders who are represented by an attorney shall issue a proxy for the attorney. The proxy must be dated and sent to the Company at LarkanAGM@klarna.com no later than June 19, 2024. A template proxy is available at the Company's website [www.klarna.com](http://www.klarna.com).

## **Proposed agenda**

1. Opening of the meeting
2. Election of Chair of the Annual General Meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of person(s) to approve the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report
8. Resolutions on:
  - a) adoption of the income statement and balance sheet;
  - b) appropriations of the Company's earnings under the adopted balance sheet; and
  - c) discharge from personal liability of the board members and the CEO
9. Resolution on remuneration to the Board and the auditor
10. Resolution on the number of directors and deputy directors
11. Election of Board of Directors and auditor
12. Resolution to issue new shares
13. Resolution regarding authorization for the Board to resolve to issue new shares
14. Closing of the meeting

## **Item 2. Election of Chair of the meeting**

David Stephens, or in the event he is prevented from participating, a person appointed by resolution at the meeting, is proposed as Chair of the meeting.

## **Item 5. Election of person(s) to approve the minutes**

Sanara Thotawatte or in the event she is prevented from participating, a person appointed by resolution at the meeting, is proposed to approve the minutes. The assignment to approve the minutes also includes reviewing the voting list.

**Item 8.b). Appropriations of the Company's earnings**

The Board proposes that the financial results at the disposal of the Annual General Meeting be carried forward to a new account.

**Item 9. Resolution on remuneration to the Board and the auditor**

Shareholders representing more than 99 percent of the number of votes in the Company propose that no remuneration shall be paid to the member of the Board.

The Board proposes that remuneration to the auditor is to be paid according to the approved invoice.

**Item 10. Resolution on the number of directors and deputy directors**

Shareholders representing more than 99 percent of the number of votes in the Company propose that the number of board members shall be three, without deputies.

**Item 11. Election of Board of Directors and auditor**

Shareholders representing more than 99 percent of the number of votes in the Company propose re-election of Sebastian Siemiatkowski, Camilla Giesecke and David Sykes as board members for the time until the next annual general meeting.

Ernst & Young Aktiebolag, with Jesper Nilsson as auditor in charge, is proposed to be elected as auditor for the time until the next annual general meeting.

**Item 12. Resolution to issue new shares**

The board of directors of Larkan proposes that the general meeting resolves to issue not more than 26,000,000 ordinary shares, entailing an increase in the share capital of not more than SEK 520. The resolution shall otherwise be governed by the following terms and conditions.

1. The right to subscribe for the new shares shall vest in Larkan Holding AB. The reason for not applying the shareholders' pre-emption rights is to implement an ongoing incentive program of the Klarna group, as agreed by the shareholders.
2. A subscription price of SEK 44.92 shall be paid for each share subscribed for. The basis for the subscription price is the market value of the share.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. Subscription through payment for the newly-issued shares shall take place within three weeks of the date of the resolution to issue new shares.
5. The board of directors shall be entitled to extend the subscription period and the time for payment.
6. The new shares entitle the holder to a dividend as from the date on which the shares are entered in the share register.
7. The new shares are subject to the following provisions: post-transfer purchase right and redemption.
8. David Stephens, or a person appointed by the board of directors, shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

9. It is noted that the board of directors has the right to approve subsequent set-off.

**Item 13. Resolution regarding authorization for the Board to resolve to issue new shares**

The Board proposes that the Annual General Meeting authorizes the Board to resolve to issue shares on one or more occasions, within the limits of the Articles of Association of the Company, until the Annual General Meeting 2025 at the latest.

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 shall be motivated by the Board deeming there to be good business cause for such deviation.
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.

**Majority requirements**

Approval of the Board's proposals according to item 12 and item 13 requires that the Annual General Meeting's resolution is supported by shareholders representing at least two thirds of the votes cast and shares represented at the general meeting.

**Other information**

As of May 8, 2024, there are 24,997,647,850 preference shares, representing 249,976,478,500 votes, as well as 19,495,450 ordinary shares, representing 19,495,450 votes, in the Company. In total, there are 25,017,143,300 shares in the Company, representing 249,995,973,950 votes.

**Documents**

The annual report and the audit report will be available on the company's website, [www.klarna.com](http://www.klarna.com), no later than three weeks prior the annual general meeting and will be sent to shareholders who so request and state their address.

**Shareholders' right to receive information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to Larkan, provide information regarding circumstances that may affect the assessment of an item on the agenda and Larkan's relation to other companies within the group.

Stockholm in May 2024  
Larkan AB (publ)  
THE BOARD OF DIRECTORS