



**CSG  
report  
2019**

**Klarna.**

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# About Klarna

Klarna Bank AB (publ) (corporate registration no. 556737-0431) ("Klarna") is a Swedish public limited liability company (publikt bankaktiebolag) under the supervision of the Swedish Financial Supervisory Authority (SFSA). You can find more information on our license to provide financial services in the SFSA's register.

Klarna provides its financial services in other EEA countries through passporting its license in accordance with EU directive 2013/36/EU. You can find more information on Klarna's local website regarding our registration with the respective supervisory authority.

In the SFSA annual categorisation of supervision, which is done according to the European Banking Authority (EBA) Guidelines on common procedures and methodologies for the supervisory review and evaluation process, Klarna was for 2019 assessed to belong to category 3. Category 1 entails the highest level of supervision and category 4 the lowest with the purpose to show how the SFSA applies proportionality in its supervision of credit institutions.

Klarna has listed corporate bonds on Nasdaq Stockholm.

## **About the Corporate Governance Report**

Klarna has produced this Corporate Governance Report according to the Swedish Annual Accounts Act, and has decided to produce a report which is separated from the Annual Report.

Klarna's shares are not admitted to trading on a regulated market and is therefore not obliged to comply with the Swedish Corporate Governance Code.

The Corporate Governance Report also includes a separate section containing the Board's description of internal control and risk management regarding financial reporting.

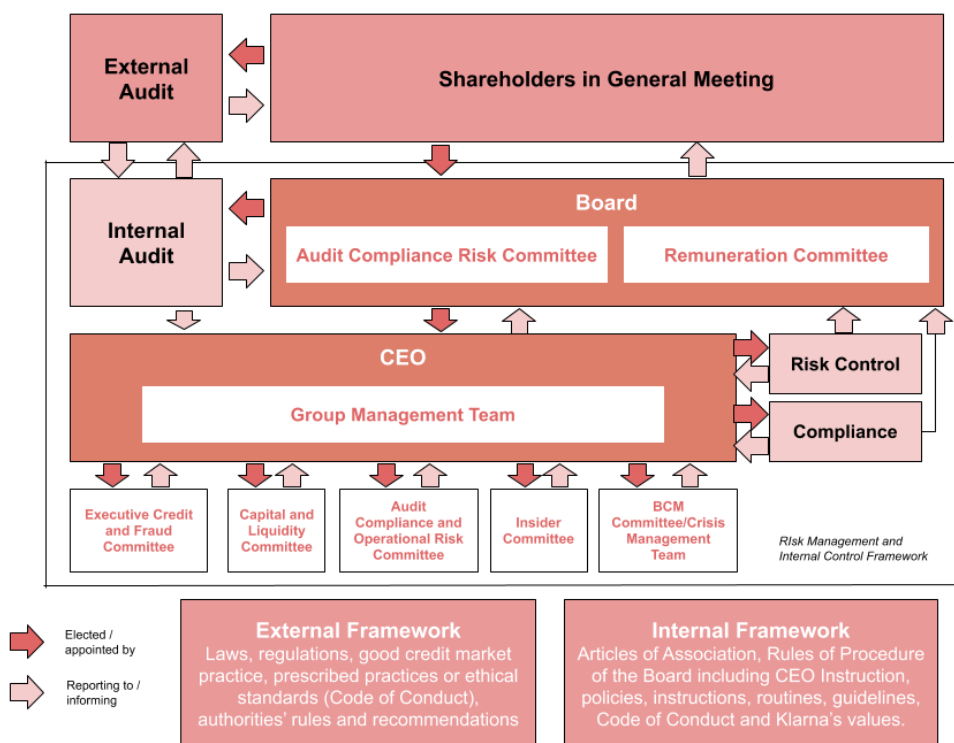
This Corporate Governance Report has been reviewed by the auditors.

# Governance

Good corporate governance means ensuring that companies are run sustainably, responsibly and as efficiently as possible. Maintaining the confidence and trust of all our stakeholders are vitally important for Klarna.

## Corporate Governance Structure

The corporate governance structure distributes rights and responsibilities between the shareholders, the Board and the CEO according to applicable laws, rules and processes. Well defined reporting lines and distribution of distinct responsibilities are essential. High ethical and professional standards and a sound risk culture is vital. The image below provides a summary of how governance and control are organised at Klarna.



## Framework for Corporate Governance

The licensed activity of Klarna, needs to, in addition to general laws, rules and industry practices, also comply with the detailed regulations specific to banks and credit market companies, for instance the Swedish Banking and Financing Business Act and rules and recommendations issued by the Swedish Financial Supervisory Authority with regard to, among other things, solvency and capital adequacy, including solvency ratios and liquidity rules as well as rules on internal

governance and control, as well as guidelines issued by the European Banking Authority. As Klarna has corporate bonds listed at Nasdaq Stockholm, Klarna also complies with the Rulebook for Issuers. This is usually called the external framework.

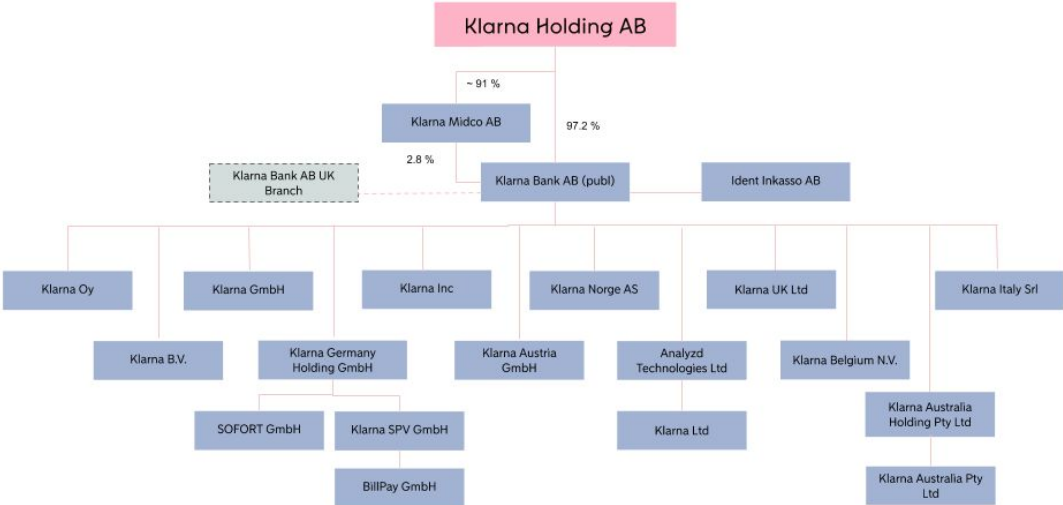
The internal framework includes, among other things, the Articles of Association, which have been adopted by the General Meeting. Policies and instructions that have been drawn up to define the division of responsibility within the Klarna Group are important tools for the Board and the CEO in their governing and controlling roles. Of special importance are the Rules of Procedure for the Board also addressing how to handle conflicts of interest for Board members, the Instructions for the CEO, the Risk Policy, the Credit Policy, the Conflicts of Interest Policy, the Code of Business Conduct, the Anti-Money Laundering and Counter Terrorist Financing Policy, the Remuneration Policy and the Suitability, Training and Diversity Policy.

**Klarna’s organisation**

Klarna’s organisation is divided into domains, which are constructed to own a subset of the overall offering Klarna provides to our consumers. All domains are led by a domain lead who reports to a CXO. Each CXO reports to the CEO and the CEO reports to the Board. There are also three independent control functions outside of the domains: Risk Control, Compliance and Internal Audit. Risk Control and Compliance are both directly subordinated to the CEO and also report directly to the Board. Internal audit, which reports directly to the Board, has been outsourced to an external party.

**Legal Structure**

Klarna Bank AB (publ) is held to 97.2% by Klarna Holding AB, the ultimate holding company of the Klarna Group. The remaining 2.8% are held by Klarna Midco AB, a company held to more than 90% by Klarna Holding AB with the remaining shares held by employees and former employees of the Klarna group.



All shareholdings are 100 % if not indicated otherwise.  
 ~9 % in Klarna Midco AB are held by various shareholders.



### **General meeting**

The General Meeting is Klarna's highest decision-making body, at which shareholders exercise their voting rights. At the General Meeting, decisions are taken regarding matters such as the annual report, the income statement and balance sheet, dividend, election of the Board of Directors and auditors, and remuneration for Board members and auditors.

The annual general meeting 2020 will be held on May 20.

### **Voting rights**

All shareholders, registered in the Shareholders' Register and having notified their attendance properly, have the right to participate in the Meeting and to vote for the full number of their respective shares.

### **Articles of Association**

The articles of association are the overall set of rules for the company which are decided by the shareholders at the General Meeting. The Swedish Companies Act sets certain minimum demands on what information they should contain. The Articles of Association are available at the Swedish Companies Registration Office. Amendments to the Articles of Association are resolved by the General Meeting pursuant to Swedish law and are subject to the approval of the Swedish Financial Supervisory Authority.

### **Klarna's qualified shareholders**

Shareholders with a direct or indirect holding of 10% or more in Klarna are presented in the table below.

<b>Name of shareholder</b>	<b>Percentage of votes and share capital (rounded)</b>
Funds advised by Sequoia Capital	22%
Brightfolk A/S	12%
Kool Investment LP	12%
Victor Jacobsson	11%

However, since Klarna is a bank, a direct or indirect acquisition of shares in Klarna, which causes the acquirer's total holding to comprise a qualifying holding (represents 10 % or more of the equity capital or of the voting capital) or an increase of qualified holdings, may only take place following consent by the Swedish Financial Supervisory Authority according to the Swedish Banking and Financing Business Act.

### **Mandate to repurchase and convey own shares**

The annual general meeting 2019 neither decided on authorisation to acquire nor convey own shares in Klarna. Consequently, the Board of Directors did not have such authorisations in 2019.

# The Board

The Board is the highest decision-making body in Klarna's structure for management and control. The Board is responsible for the company's organisation and for the management of the company's operations.

The Board members are elected by the shareholders at the annual general meeting (AGM) for a one-year term of office extending through the next AGM. The external framework does not require Klarna Bank AB (publ) to have a nomination committee. The Board has not adopted a recruitment policy, and in practice Board members are proposed and appointed by the shareholders holding a majority of the votes as well as the capital of the company. The Board has adopted Rules of Procedure that regulate the Board's role and ways of working as well as special instructions for the Board's committees. The Board has overall responsibility for the activities carried out within Klarna and has the following duties, among others:

- deciding on the nature, direction and strategy of the business as well as the framework and objectives of the activities,
- regularly following up and evaluating the operations in relation to the objectives and guidelines established by the Board,
- ensuring that the business is organised in such a way that the accounting, treasury management and financial conditions in all other respects are controlled in a satisfactory manner and that the risks inherent in the business are identified, defined, measured, monitored and controlled in accordance with external and internal framework, including the Articles of Association,
- deciding on major acquisitions and divestments as well as other major investments,
- selecting, monitoring and planning the succession of the Board members,
- appointment or dismissal of the CEO and the Chief Risk Officer,
- deciding which external party will perform the Internal Audit, and
- deciding on remuneration to the CEO, members of the CXO-team as well as to the heads of the control functions Risk Control and Compliance.

## **Board members**

The Board consists of the following members elected by the annual general meeting 2019.

- Jon Kamaluddin, chairman of the Board
- Sebastian Siemiatkowski, CEO and Board member
- Sarah McPhee
- Sir Michael Moritz
- Mikael Walther

- Andrew Young
- Niklas Savander (Resigned from the Board 2019-09-06).

If you would like to learn more about the Board members you find more detailed information on our website [www.klarna.com/international/corporate-governance/the-board/](http://www.klarna.com/international/corporate-governance/the-board/)

The composition of the Board and its committees in 2019 as well as the number of meetings held and the attendance is shown in the table found below under the heading Meetings and attendance.

### **The Chairman**

The Chairman of the Board organises and leads the work of the Board. According to the Rules of Procedure, the Chairman shall through contact with the CEO follow Klarna's development, ensure that the CEO provides the Board members with the information necessary to be able to assess Klarna's current position, financial plans and future development, and deliberate with the CEO on strategic issues.

Klarna's CEO is also a Board member and participates thereby in all board meetings, except on matters in which the CEO has an interest that may be in conflict with the interests of Klarna, such as when the CEO's work is evaluated. Other members of the CXO-team participate whenever required for purposes of informing the Board or upon request by the Board or the CEO.

### **The reputation, experience and assignments of the Board and the CEO**

The Board members have many years of professional experience from various capacities but for Klarna they are all relevant areas. The Board comprises of solid knowledge and experience e.g. within banking and finance, e-commerce, IT- and technology business, payment cards, capital procurement, risk control, accounting, international sales activities, small and medium sized business, venture capital, entrepreneurship and leadership. The Board composition also meets the need for knowledge and insight regarding the conditions and prerequisites for business in the various geographic markets where Klarna operates. A detailed presentation of the Board members' background and other assignments are found on [www.klarna.com/international/corporate-governance/the-board/](http://www.klarna.com/international/corporate-governance/the-board/)

**Suitability assessment** - In order to ensure that the Board, the Board members and the CEO meet the requirements for sufficient knowledge, insight, experience and suitability, Klarna has established a policy for suitability assessment and diversity. The suitability is assessed according to criteria for the person's experience and reputation. The ability of each of the Board members to dedicate the commitment, diligence and time required is also evaluated. The Chief Operating Officer is responsible for the assessment. When a new Board member or a new CEO assumes their duties, they are also externally assessed by the SFSA.

**Diversity** - The Suitability, Training and Diversity Policy also serves to promote diversity of the Board. According to the policy all board assignments in Klarna are based on merit with the prime consideration being to maintain and enhance the Board's overall effectiveness. Within this, a broad set of qualities and competences is sought for and it is recognised that diversity, including age, gender, geographical provenance and educational and professional background, is a factor to take into consideration. The ambition is to ensure diversity and that the Board members complement



each other to cover expertise that is vital for Klarna. It is Klarna's assessment that these objectives and targets have been achieved.

**Number of assignments** - There are regulatory limitations on the number of directorships a Board member of a bank may hold. As Klarna is not a significant institution a general assessment of reasonableness of the numbers of positions held by the Board members and the CEO shall be made, taking into consideration the circumstances in the individual cases as well as the nature, scale and complexity of Klarna's business activities. Klarna has concluded that all Board members assignments are compliant with the new rules. A detailed presentation of the members' background and other assignments can be found on [www.klarna.com/international/corporate-governance/the-board/](http://www.klarna.com/international/corporate-governance/the-board/).

**Training** - The Board annually adopts a Board training plan and has assigned it to the Compliance Function to plan and carry through the training activities. These shall consist of an introductory program for new Board members; on-going training of individual members and the Board as a whole in matters that have been considered important by the Board itself; and the Board is also provided access to all e-learnings launched by Klarna.

#### **Board Committees**

The overall responsibility of the Board cannot be delegated. The Board has established separate working committees to assist the Board in preparing matters, belonging to the competence of the Board. The duties of the Board Committees, as well as working procedures, are defined in an internal policy. Each committee regularly reports on its work to the Board. Committee members are appointed by the Board for a period of one year at a time. Klarna has two Board committees: the Remuneration Committee and the Audit, Compliance & Risk Committee.

**Remuneration Committee** - The Remuneration Committee (Rem Co) is responsible for preparing and presenting proposals to the Board on remuneration issues. This duty includes proposals regarding the Remuneration Policy and on remuneration to members of the CXO-team and employees who head any of the control functions.

The Rem Co shall make a competent and independent evaluation of the Remuneration Policy and Klarna's remuneration system, together with the suitable control function(s) if necessary.

It has handled matters within its responsibility on an ongoing basis through correspondence between the committee members with the formal decisions not covered by its delegation authority being reported to and documented by the Board at the closest following Board meeting.

Members during 2019: Jonathan Kamaluddin (Chair) and Sir Michael Moritz.

**Audit, Compliance & Risk Committee** - The Audit, Compliance & Risk Committee (ACRC) is responsible for all risk and capital related issues as well as matters regarding internal audit and compliance.

ACRC has had six meetings in 2019. More information about the number of meetings and attendance can be found below.

Members during 2019: Sarah McPhee (Chair), Jonathan Kamaluddin, Andrew Young and Mikael Walther.

### Meetings and attendance

The table shows the number of meetings held in 2019 by the Board of Directors and its committees as well as the attendance of the individual Board members:

Year 2019	Board	Audit, Compliance and Risk Committee
<b>Number of meetings</b>	7	6
(of which per capsulam)	(1)	(0)
<b>Meetings attended</b>		
Jonathan Kamaluddin	7	6
Sebastian Siemiatkowski <sup>1</sup>	7	-
Sarah McPhee	7	5
Michael Moritz	7	-
Mikael Walther	7	6
Andrew Young	7	4
Niklas Savander <sup>2</sup>	5	-

### Chief Executive Officer

Klarna's Chief Executive Officer (CEO) is responsible for the day-to-day management of the Group's activities in accordance with the external and internal frameworks. The CEO reports to the Board and submits at each board meeting a report on the performance of the business in relation to decisions made by the Board, among other things. The Board has adopted an instruction for the CEO's work and duties which also regulates the division of responsibilities and the interaction between the CEO and the Board.

The CEO appoints the heads of divisions (CXOs) and the heads of the control functions. The Chief Risk Officer appointment and replacement is also approved and decided on by the Board.

<sup>1</sup> CEO and Board member

<sup>2</sup> Niklas Savander resigned from the Board 2019-09-06

The CEO is Sebastian Siemiatkowski. If you want to know more about him you find more information on our website:  
[www.klarna.com/international/corporate-governance/the-board/sebastian-siemiatkowski/](http://www.klarna.com/international/corporate-governance/the-board/sebastian-siemiatkowski/).

### **CXO Team**

The CEO works together with the CXOs in Klarna's Group Management Team. The CXOs discuss matters of common concern to several divisions, strategic issues, business plans, financial forecasts and reports.

The CXOs usually meet weekly or when the CEO convenes a meeting.

### **The CXO Team consists of:**

Sebastian Siemiatkowski, CEO  
Knut Frångsmyr, deputy CEO and Chief Operating Officer  
David Fock, Chief Product Officer  
Koen Köppen, Chief Technology Officer  
Camilla Giesecke, Chief Financial Officer  
David Sandström, Chief Marketing Officer

### **Management committees**

The CEO has, besides the CXO-team, five separate committees at his disposal for the purpose of managing the operations:

**Executive Credit and Fraud Committee**, which is responsible for reviewing credit risk results and trends as well as steering the company's overall generation of credit risk.

**Capital and Liquidity Committee**, which is responsible for assessment and decision within the internal capital assessment process.

**Business Continuity Management Committee/Crisis Management Team**, which is responsible for planning and management of significant deviating events in the business and to ensure continued business in the event of a crisis.

**Insider Committee**, which is responsible for providing the CEO with support on issues concerning Klarna's day-to-day handling of Inside Information.

**Audit Compliance and Operational Risk Committee**, should serve as an internal gatekeeper for all Audit, Compliance and Operational Risk related matters.

### **Risk management, risk reporting and control functions**

Risk is defined as the possibility of a negative deviation from an expected financial outcome. Klarna is through its business activities subject to a number of different risks, the main ones being credit risk, market risk, liquidity risk and operational risk. Other risks include concentration risk, business risk, strategic risk, reputational risk and remuneration risk.

Klarna has a risk appetite framework in place, set by the Board, and supported by limits for specific risk areas.

The purpose of risk management is to safeguard Klarna's long term survival, manage volatility in financial performance, and increase value for the owners by ensuring efficient capital management.

# Risk management, risk reporting and control functions

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## **Risk management**

The external framework requires good internal control, identification and management of risks and requirements for internal control functions (Risk Control Function, Compliance Function and Internal Audit Function). The Board has the ultimate responsibility for Klarna's risk organisation and for ensuring satisfactory internal control.

The Board and the CEO adopts policies and instructions for controlling all perceived risks and these are supplemented by detailed routines and guidelines within the organisation.

Audit, Risk and Compliance Committee (ACRC) supports the Board in this work by discussing, steering and monitoring these issues and prepare for decisions by the Board.

The CEO has the overall responsibility for managing all of the Group's risks in accordance with the Board's policies and instructions. The CEO shall ensure that Klarna's organisation and administration are appropriate and that the Group's operations are in compliance with the external and internal framework. In particular, the CEO shall ensure that the Board has all necessary information to make risk related decisions.

Like at all financial institutions, the basis for the risk management and internal control framework in Klarna is the three lines of defense model. This is laid down in Klarna's Risk Policy.

The first line of defense refers to all risk management activities carried out by line management and staff. All accountable leads are fully responsible for the risks, and the management of these, within their respective area of responsibility.

The second line of defense refers to Klarna’s independent Risk Control and Compliance Functions, which report directly to the CEO and the Board. To ensure independence, these functions are not involved in business operations. These functions set the framework and principles for the work on risk management and compliance, and carry out independent follow-up. The second line of defense should also promote a sound culture of risk management and compliance by supporting and training leads and employees in different areas of the business.

Third line of defense refers to the Internal Audit Function which performs independent periodic reviews of the governance structure and the system of internal controls.

*Model for risk management and internal control with three lines of defense*

<b>Board &amp; Senior management overall responsible</b>		
<b>Business line management</b>	<b>Risk Control &amp; Compliance</b>	<b>Internal Audit</b>
“Risk Ownership” 1st line of defence  Owns risk and risk management activities, performs necessary controls to secure acceptable risk exposure	“Risk Control” 2nd line of defence  Establishes policies and framework, provides advice, facilitates risk assessment and follow-up	“Risk assurance” 3rd line of defence  Tests, validates and assesses efficiency in governance, risk management and internal control processes and activities

**Risk reporting**

In the Risk Policy the Board has established how and when it shall receive information about Klarna’s risks and risk management. The periodic recurring risk reporting in Klarna is designed to provide reliable, current, complete and timely information to the recipients, reflecting the nature of different risk types as well as market developments. The Board, the ACRC, the CEO and the CXOs, as well as other functions that require such information, receive regular reports on the status of risks and risk management. Klarna’s Risk Control Function shall provide a risk report quarterly, which among other things include a comprehensive and objective presentation of the major risks Klarna faces as well as a follow-up of risk appetite and the level of risk management in order to enable the Board to ensure that Klarna's risk management and control is satisfactory. The Compliance Function shall also provide a report quarterly to the Board which among other things includes Klarna’s compliance risks. Any breach of the appetite limits requiring immediate escalation according to the Risk Policy or the Credit Policy shall be reported directly to the CEO, ACRC and the Chairman of the Board or the CEO and the Board, dependent on the defined escalation process.

If you would like to read more about Klarna’s capital adequacy and risk management you can find it on [www.klarna.com/international/corporate-governance/investor-relations/](http://www.klarna.com/international/corporate-governance/investor-relations/)

## **Risk Control**

The Risk Control team is independent from the business. The Board has adopted a Policy on Risk Control.

The Risk Control team has the responsibility to monitor, control, analyse and report risks in Klarna's business. This includes facilitating assessment of risks, performing testing of internal controls that have been implemented to reduce Klarna's operational risk, and an evaluation of the appropriateness of the controls. Furthermore, the function is responsible for analysing the different risk measures that are being used, and to propose changes to these if deemed necessary.

The Chief Risk Officer (head of Risk Control), who is appointed by the CEO after approval of the Board, reports on the risks on an ongoing basis to the CEO, CXOs, ACRC and the Board.

## **Compliance**

The Compliance team is independent from the business. The Board has adopted a Compliance Policy.

The Compliance team is responsible for supporting the business and management in compliance matters and for assisting in identifying, for following-up and reporting on compliance risks, which refers to the risk of Klarna not complying with external and internal rules. Furthermore, Compliance is responsible for promoting a sound compliance culture across the business by helping to ensure quality, integrity and ethical practices within the business.

The Accountable Lead of Compliance (head of the Compliance), who is appointed by the CEO after approval of the Board, reports on an ongoing basis to the CEO, CXOs, ACRC and the Board regarding compliance risks and compliance matters.

## **Internal Audit**

Klarna's Internal Audit Function is independent from the business, directly reporting to the Board. The Board has adopted a Policy on Internal Audit.

The responsibility of Internal Audit is to provide reliable and objective assurance to the Board and the CEO regarding the effectiveness of controls, risk management and governance processes by performing independent periodic reviews of the governance structure and the system of internal controls.

The Board has decided to outsource Klarna's Internal Audit Function to an external party and has appointed Deloitte as Internal Auditor. The Risk Control Function is internal coordinator for the internal audit activities.

The Internal Audit Function reports regularly to the Board and ACRC of the results of its audits, including identified risks and suggestions for improvements. Internal Audit also informs the CEO, the CXO-team and the relevant departments on internal audit matters. The Board annually establishes a plan for the internal audit work.

**External Audit**

According to the Articles of Association, Klarna shall have one authorised auditor with no deputies. An authorised accounting firm may also be appointed auditor. The auditor is elected by the General Meeting for a term of one year according to Swedish law.

At the AGM 2019, Ernst & Young AB was re-elected as auditor for a period up to the end of the AGM 2020. Jesper Nilsson is the auditor-in-charge.



# Report on internal control and risk management regarding financial reporting

Klarna has a framework for operational risk management including a process for risk assessment and internal control. Operational risks are assessed at least yearly and controls are put in place to mitigate the risk exposure. These controls are then continuously performed during the year. A risk based testing is performed annually by Risk Control and Compliance. When issues are identified in the risk assessment or in the control testing these are reported to management and the Board and mitigating actions are implemented. The above framework is reviewed yearly by the Internal Audit Function.

The internal control and risk management regarding financial reporting is integrated in the framework for operational risk management.

## **Remuneration**

Klarna has clear remuneration policies, instructions and processes, securing sound remuneration structures throughout the organisation.

### **Klarna's remuneration structure**

Klarna has a remuneration structure that recognises the importance of well-balanced but differentiated remuneration structures, based on business and local market needs, as well as the importance of being consistent with and promote sound and efficient risk management not encouraging excessive risk-taking and short-term profits or counteracting Klarna's long term interests.

The aim with the remuneration structure is to both support the ability to attract and retain talents in every position as well as support equal and fair treatment, but also to ensure that remuneration in Klarna is aligned with efficient risk management and compliant with existing regulations.

Klarna's Board has confirmed this in the adopted Remuneration Policy, which is revised when it is necessary, at least annually.

**Statement of remuneration in Klarna in accordance with the Swedish Financial Supervisory Authority's regulatory framework**

You can find Klarna's annual statements for the Klarna Group according to the Swedish Financial Supervisory Authority's regulatory framework on our website

[www.klarna.com/international/corporate-governance/investor-relations/](http://www.klarna.com/international/corporate-governance/investor-relations/).

**Remuneration to the Board of Directors, the CEO and the CXO team**

The Annual General Meeting decides on the Board member's fees in accordance with Swedish law.

It is Klarna's Remuneration Committee that prepares proposals for the Annual General Meeting regarding these remunerations.


Klarna's Board of Directors decides on remuneration to the CEO and other members of the CXO team, following proposals from the Remuneration Committee.

You can find more detailed information in the annual report for Klarna Bank AB 2019, note 11 or in the Klarna Group's Annual Information about the Remuneration System 2019 on our website

[www.klarna.com/international/corporate-governance/investor-relations/](http://www.klarna.com/international/corporate-governance/investor-relations/).

Stockholm, March 25 2020

Jonathan Kamaluddin  
Chairman of the Board

The background features large, bold, black letters 'K' and 'L' on a light blue background. The 'K' is on the left and the 'L' is on the right, both partially cut off by the edges of the page.

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**Klarna.**