

NOTICE TO ATTEND ANNUAL GENERAL MEETING IN ODD MOLLY INTERNATIONAL AB (PUBL)

The shareholders of Odd Molly International AB (publ), reg.no 556627-6241 (the “**Company**”) are hereby summoned to the annual general meeting (the “**Meeting**”) on Tuesday 7 May 2019 at 14:00 CEST in the showroom of the Company on Karlavägen 73, Stockholm, Sweden. Registration starts at 13:00 CEST.

Notice of attendance to the Meeting

Shareholder wishing to attend the Meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Tuesday 30 April 2019, and
- give notice of attendance to the Company, to the address Odd Molly International AB, Att: Annual general meeting, Kornhamnstorg 6, 2 tr, 111 27 Stockholm, or by email to bolagsstamma@oddmolly.com, no later than on Tuesday 30 April 2019, preferably before 4.00 p.m. CEST.

When giving notice of attendance, please state name/company name and personal identification number/corporate registration number, address, telephone number and, where relevant, information on proxies and/or representatives. If the shareholder intends to bring one or two accompanying persons to the Meeting, such attendance must be notified. The notice of attendance should also include, where relevant, *e.g.* in respect of legal entities, complete documents of authority such as certificates of registration or similar.

Shareholders represented by proxy must issue a dated power of attorney. The power of attorney may be valid for up to five years if that is specifically set forth therein. If no period of validity is set out, the proxy is valid for a maximum of one year. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration or similar for the legal entity must be enclosed. Original power of attorney and any certificate of registration should be sent by mail to the Company at the above address well in advance of the Meeting. Proxy forms can be obtained from the Company and is also available on the Company’s website <https://corporate.oddmolly.com/en/section/investors/>.

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in order to be entitled to attend the Meeting. Such registration, which normally takes a few days, must be effected no later than on Tuesday 30 April 2019 and the nominees should therefore be instructed well in advance thereof.

Number of shares and votes

At issue of this notice, a total number of 8,419,333 shares and votes in the Company exist. The Company’s share capital amounts to SEK 841,933,3. 500,000 new shares have been issued but not yet registered.

Proposed agenda

The board of directors' proposed agenda for the Meeting:

1. Opening of the Meeting
2. Appointment of chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Submission of the annual accounts and the auditor's report and the consolidated accounts and the auditor's report on consolidated accounts and, in connection therewith, the managing director's statement
8. Resolution on
 - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet, and
 - b) appropriation of the Company's profit or loss in accordance with the adopted balance sheet and on discharge from liability for the members of the board of directors and the managing director
9. Determination of fees for the board of directors and auditors
10. Election of board of directors and auditor
11. Resolution regarding composition of the Nomination Committee
12. Resolution on guidelines for remuneration of executive management
13. Resolution to amend to company's articles of association
14. Resolution to approve the board of directors' proposed resolution regarding a new issue of shares with pre-emption rights for the shareholders
15. Resolution to authorise the board of directors to resolve on new issue of shares
16. Resolution to authorise the board of directors to make minor adjustments of the resolutions
17. Closing of the Meeting

Proposals for resolutions

Appointment of chairman of the Meeting (item 2)

The Nomination Committee proposes that the chairman of the board of directors, Patrik Tillman, is appointed as the chairman of the Meeting.

Appropriation of the Company's profit or loss (item 8 b)

The board of directors proposes no dividend for the financial year 2018.

Determination of fees for members of the board of directors and auditors and election of board of directors and auditor (items 9 and 10)

The Nomination Committee proposes that the remuneration to board of directors shall remain unchanged, entailing a fee of SEK 215,000 to the chairman of the board of directors and SEK 150,000 to the other board members respectively, in total SEK 815,000. No fees shall be paid for work in the Audit Committee and Remuneration Committee.

The board of directors is proposed to consist of five members, without deputies. The Nomination Committee proposes re-election of the board members Patrik Tillman, Mia Arnhult, Elin Ryer and Anna Frick as board members, for the period until the end of the next annual general meeting. The Nomination Committee notes that the current board members Kia Orback Pettersson and Jacob Wall are not available for re-election. The Nomination Committee proposes that Johan Mark is elected as new member of the board of directors. The Nomination Committee also proposes re-election of Patrik Tillman as chairman of the board of directors for the period until the end of the next annual general meeting.

Detailed information about the proposed board members is available on the Company's website, <https://corporate.oddmolly.com/en/section/investors/>.

The registered accounting firm Ernst & Young AB was appointed the Company's auditor at the annual general meeting 2018 until the end of the annual general meeting 2019. In accordance with the Audit Committee's recommendation, the Nomination Committee proposes re-election of the accounting firm Ernst & Young AB as the Company's auditor until the end of the next annual general meeting. Remuneration to the Company's auditors is proposed to be paid as per approved invoice. Ernst & Young AB has announced that, in the event that the accounting firm is selected, Andreas Troberg will be the auditor in charge.

Composition of the Nomination Committee (item 11)

To compose the Nomination Committee for the annual general meeting 2020, the Nomination Committee proposes that the Meeting resolves to adopt the procedure resolved by the annual general meeting 2018. The Nomination Committee should therefore be composed as follows.

The Company shall have a Nomination Committee to prepare and present proposals to the shareholders at the annual general meeting with respect to election of chairman of the annual general meeting, chairman of the board of directors, board members, auditor, fees to the members of the board of directors and auditors and principles for the Nomination Committee. No later than eight months before the annual general meeting, the chairman of the board of directors shall contact the three largest shareholders in the Company, in terms of votes, based on information provided by Euroclear Sweden AB, and request their respective representative to the Nomination Committee.

The Nomination Committee shall internally elect the chairman, who shall not be the chairman of the board of directors. Unless the members agree otherwise, the member representing the largest shareholder shall be appointed chairman of the Nomination Committee. The composition of the Nomination Committee shall be announced no later than six months before the annual general meeting. The mandate period of the Nomination Committee shall extend until the next Nomination Committee has been appointed.

In the event that a shareholder ceases to be one of the three largest shareholders, its representative shall resign from its assignment and the shareholder who has become one of the three largest shareholders shall be given the opportunity to be part of the Company's Nomination Committee. However, minor changes do not need to be considered. Shareholders who have appointed representatives to the Nomination Committee have the right to dismiss such member and appoint a new representative. In the event that one of the three largest shareholders choose not to participate in the work of the Nomination Committee, the subsequent largest shareholder, in terms of size of their holding, may be given the opportunity to be part of the Nomination Committee.

In the event that a member resigns from the Nomination Committee before its work is completed, the Nomination Committee shall request the shareholder who appointed such member to, within a reasonable time, not exceeding 30 days, appoint a new member of the Nomination Committee. Should the shareholder not appoint a new member, the right to appoint a new member shall be transferred to the subsequent largest shareholder, in terms of votes, who has not already appointed a member of the Nomination Committee or previously waived such right.

Amendments to the composition of the Nomination Committee shall immediately be disclosed. No remuneration shall be paid to the members for their work in the Nomination Committee.

However, the Company shall compensate the members of the Nomination Committee for reasonable costs and expenses deemed necessary to perform the work of the Nomination Committee.

Guidelines for remuneration of executive management (item 12)

Remuneration to the managing director and other member of the executive management shall consist of fixed salary, variable remuneration (where applicable), other benefits and pension. The overall remuneration shall correspond to the conditions on the market and be competitive, and reflect responsibility and authority. Variable remuneration, where applicable, shall be cash based, be based on predetermined and measurable targets and be limited to the determined target salary. The variable remuneration may never exceed the fixed salary. The total variable gross salary during 2019 before taxes and including additional social security contributions for all members of the executive management team, may as a maximum amount to 20 percent of the reported profit of the year, before taxes, depending on target achievement. In the event that the number of senior executives increases, the variable remuneration may not exceed this maximum amount.

During 2018, no variable remuneration was paid out to the members of the executive management team.

Upon termination of employment agreements by the Company, the notice period shall not exceed twelve months. Severance pay should not occur. Pension benefits shall be either of a defined benefit or a defined contribution nature or a combination of both, and shall grant the management the right to receive a pension from the age of 65.

The board of directors may deviate from these principles if there, in an individual case, are special circumstances justifying that.

The board of directors' proposal under this item 12 is complete.

Amendment of the company's articles of association (item 13)

To enable the new issue of shares proposed by the board of directors pursuant to item 14 the board proposes the following amendments to the articles of association.

The limits for the company's share capital is proposed to be changed from a minimum of SEK 500,000 and maximum of SEK 2,000,000 to a minimum of SEK 1,000,000 and maximum of SEK 4,000,000 (article 4 in the articles of association).

The limits for the company's number of shares is proposed to be changed from a minimum of SEK 5,000,000 and maximum of SEK 20,000,000 to a minimum of SEK 10,000,000 and maximum of SEK 40,000,000 (article 5 in the articles of association).

The proposal is conditional on the Meeting resolving to issue new shares according to item 14.

Approval of the board of directors' proposed resolution regarding a new issue of shares with pre-emption rights for the shareholders (item 14)

The board of directors proposes to increase the Company's share capital by an amount not exceeding SEK 594,622.2 through issuance of a maximum number of 5,946,222 shares in accordance with the terms as set out below. The board of directors proposes that the Meeting approves the board of directors' resolution. The new share issue is fully guaranteed through subscription commitments and guarantee undertakings by the Company's two largest shareholders.

1. The Company's shareholders shall have pre-emption rights to subscribe for the new shares in proportion to the shares previously owned, whereby one (1) existing share shall entitle to one (1) subscription right and three (3) subscription rights shall entitle to subscription of two (2) new shares.
2. The record date for entitlement to participate in the new share issue with pre-emption rights shall be 24 May 2019.
3. If not all of the shares are subscribed for by exercise of subscription rights, the board of directors shall, up to the maximum amount of the share issue, resolve on allotment of shares subscribed for without the exercise of subscription rights where in such case, allotment shall be made in the following order:
 - a. Those who have subscribed for new shares by the exercise of subscription rights (irrespective of whether or not they were shareholders on the record date) and have subscribed for additional shares without the exercise of subscription rights, pro rata in relation to the number of new shares subscribed for by exercise of subscription rights.
 - b. Others who subscribed for shares without the exercise of subscription rights, pro rata in relation to the number of new share subscribed for.

- c. Those who have made an underwriting guarantee regarding subscription of new shares.

To the extent allotment according to the above cannot be made pro rata, allotment shall be made by drawing of lots.

4. Subscription of shares shall be made during the period as from 28 May up to and including 11 June 2019. The board of directors shall be entitled to extend the period for subscription.
5. The subscription price shall be SEK 4.2 per share. Payment for subscribed shares shall be made in cash or by set-off against a claim on the company. The board of directors is authorised to determine the last day of payment.
6. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

The board of directors, or whomever the board of directors may appoint, shall be authorised to make such minor adjustments of the above resolution as may prove necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Authorisation for the board to resolve on new issue of shares (item 15)

The board of directors proposes that the Meeting authorises the board of directors to resolve, within the limits of the Company's articles of association, on one or more occasions, during the period until the next annual general meeting to resolve on new issue of shares, with or without derogation from the shareholders pre-emption rights. The number of shares issued pursuant to the authorisation shall correspond to an increase in the share capital of at most 10 per cent based on the total share capital in the company following registration of the resolutions adopted by the annual general meeting calculated as if the pre-emptions rights share issue in item 14 is fully subscribed. The issued shares may be subscribed in cash, in kind, by set-off or on terms as set out in Chapter 2, Section 5 of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)).

The purpose of the authorisation is to increase the financial flexibility of the Company and the acting scope of the board of directors. Should the board of directors resolve on an issue with derogation from the shareholders' pre-emption rights, the reason shall be to enable the external raising of capital for the financing of the Company's business, commercialisation or development of the Company's products and intellectual property rights and/or acquisitions of other companies or businesses.

Authorisation for the board of directors to make minor adjustments to the resolutions (item 16)

The board of directors proposes that the Meeting authorises the board of directors, the managing director or whomever the board of directors may appoint, to make minor adjustments and clarifications of the resolutions passed by the Meeting to the extent necessary for registration of the resolutions.

Documents and information

The shareholders have the right to request information from the board of directors and the managing director at the Meeting pursuant to Chapter 7, Section 32 of the Swedish Companies Act regarding circumstances which may affect the assessment of a matter on the agenda and circumstances which may affect the assessment of the Company's financial position. The board of directors and the managing director is obliged to provide such information provided that the board of directors believes that provision may take place without significant harm to the Company. This obligation also applies in relation to group companies, group accounts and such other circumstances mentioned above in respect of group companies.

A valid resolution in relation to items 13 and 15 require that the proposals are approved by shareholders representing at least two thirds of both the votes cast as well as the shares represented at the Meeting.

The complete proposals of the Nomination Committee in relation to item 2 and 9-11, including related documents, as well as information about the proposed board members and auditors are available at the Company's offices at Kornhamnstorg 6 in Stockholm and on the Company's website, <https://corporate.oddmolly.com/en/section/investors/>.

The annual report, group financial statements and the auditor's report are available at the Company's office, address set out above, and on the Company's website. The complete proposals of the board of directors, including related documents, the board of directors' reasoned opinions and report on the Remuneration Committee's evaluation of remuneration of executive management as well as the auditor's opinion pursuant to Chapter 8, Section 54 of the Swedish Companies Act will be available on the Company's office, address set out above, and the Company's website no later than three weeks before the Meeting. Copies of the aforementioned documents will also be sent to the shareholders who so request and who inform the Company of their mailing address and the documents will be available at the Meeting. The documents will be presented at the Meeting.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy that is available on Euroclear Sweden AB's website: https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf

Stockholm in April 2019

Odd Molly International AB (publ)

The board of directors

This is a translation of the original Swedish language notice to attend the general meeting. In the event of discrepancies, the original Swedish wording shall prevail.