

NOTICE OF EXTRAORDINARY GENERAL MEETING OF RNB RETAIL AND BRANDS AB

The shareholders of RNB Retail and Brands AB (the "Company") are hereby summoned to an Extraordinary General Meeting on Tuesday, August 10, 2021.

With the support of Sections 20 and 22 of the Act (2020:198) on temporary exemptions to facilitate the conduct of general and association meetings, the Company's Board has decided that the meeting shall be held only by postal ballot. This means that the meeting is conducted without the physical presence of shareholders, proxies and third parties who are not shareholders. Shareholders' exercise of voting rights at the Extraordinary General Meeting can therefore only take place by shareholders voting by mail in the order prescribed below.

Information about the decisions made by the general meeting will be published on August 10, 2021 as soon as the outcome of the postal vote is finally compiled.

Registration

Shareholders who wish to participate in the meeting by postal ballot must be entered in the share register kept by Euroclear Sweden AB ("Euroclear") on Monday 2 August 2021 and no later than Monday 9 August 2021 register by casting their postal vote in accordance with the instructions under the heading "Postal voting" below.

Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website www.rnb.se. Completed and signed postal voting form can be sent by post to RNB Retail and Brands AB, Box 161 42, SE-103 23 Stockholm, Sweden or by e-mail to info@retailandbrands.se. The completed and signed form must be received by the Company either by post or e-mail no later than 9 August 2021. Further instructions and conditions appear from the postal voting form.

Powers of attorney

If shareholders vote by post by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the Company's website www.rnb.se. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the proxy form.

Trustee-registered shares

In order to be entitled to participate at the meeting, a shareholder who has had his or her shares registered with a nominee must, in addition to notifying to the meeting by casting their postal vote, have the shares registered in their own name so that the shareholder is admitted to the share register as of Monday, August 2, 2021. Such registration may be temporary (so-called voting rights registration) and requested from the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting rights registrations made no later than Wednesday, August 4, 2021 are taken into account in the presentation of the share register.

Numbers of shares and votes

The Company has a total of 101 736 528 shares carrying one vote each.

Proposed agenda:

- 1 Opening of the Meeting.
- 2 Election of Chairman of the Meeting.
- 3 Preparation and approval of the voting list.
- 4 Approval of the agenda.
- 5 Election of one or two minute-checkers to sign the minutes.
- 6 Determination of whether the Meeting has been duly convened.
- 7 Resolution on change of the Company's financial year and related amendment of the Articles of Association.
- 8 Resolution on adjustment of remuneration to the Board members due to the extended financial year.
- 9 Closing of the Meeting.

Draft resolutions

Election of Chairman of the Meeting (Item 2)

It is proposed that lawyer Johan Wigh from TM & Partners or the person appointed by the board in his absence, be elected chairman of the meeting.

Establishment of ballot papers (paragraph 3)

The ballot paper proposed for approval under item 3 on the agenda is the ballot paper drawn up by the chairman, based on the general meeting share register and received postal votes, and controlled by the adjusters.

Election of one or two adjusters to sign the minutes (paragraph 5)

The Board proposes that Henrik Forzelius or, in the event of an impediment to him, the person appointed by the Board instead, be elected as an adjustment person. The adjustment persons' assignments also include checking the voting list and that incoming mail votes are correctly reproduced in the minutes of the meeting.

Resolution on change of the Company's financial year and related amendment of the Articles of Association (item 7)

The Board of Directors proposes that the Annual General Meeting resolves to change the Company's financial year from a split financial year, 1 September-31 August, to a calendar year. In connection with this, the Board proposes that the current financial year 2020/21 is extended to cover a period of 16 months, i.e. up to and including 31 December 2021.

Due to the above, the Board of Directors proposes that the Annual General Meeting resolves to amend §13 of the Company's Articles of Association, whereby this is worded as follows:

"The Company's financial year shall be January 1 - December 31."

Resolution on adjustment of remuneration to the Board members due to the extended financial year (item 8)

Subject to the general meeting resolve to change the Company's financial year to calendar year and related amendment of the Articles of Association in accordance with item 7 above, shareholders representing approximately 55 percent of the shares and votes in the Company propose that the general meeting resolves to adjust the fees to the Board members who are not employees of the Company, through an increase of SEK 142,000 for the Chairman of the Board and SEK 74,000 each for other Board members. The change does not mean an increase in the fee on an annual basis, but only takes place because the extended financial year entails an extended term of office until and including the 2022 Annual General Meeting.

Other

The resolution of the general meeting in accordance with item 7 is valid only if it has been supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Available documents

Proposed resolutions in accordance with items 7 and 8 above, are kept available at the Company at the address Drottninggatan 33, Stockholm, Sweden, and on the Company's website www.rnb.se and are sent to the shareholders who request it and state their postal address.

Shareholders' right to ask questions

The Board of Directors and the President shall, if any shareholder so requests, and the Board of Directors considers that this can be done without significant damage to the Company, provide information at the meeting on circumstances that may affect the assessment of a matter on the agenda.

Due to the fact that the meeting will be held without a physical meeting, requests for information must be submitted in writing by post to the address Drottninggatan 33, Stockholm, Sweden or by e-mail to info@retailandbrands.se no later than 31 July 2021. Such information is provided by keeping it available at the Company at the address Drottninggatan 33, Stockholm and on the Company's website, www.rnb.se, no later than 5 August 2021. The information is also sent within the same time to the shareholders who so request and state their postal or e-mail address.

Handling of personal data

For information on how personal data is processed in connection with the meeting, please refer to the privacy policy available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.