

## **Notification**

The shareholders of RNB RETAIL AND BRANDS AB are hereby summoned to the Annual General Meeting on Thursday, January 17, 2013 at 5:00 p.m. at the Company's offices at Regeringsgatan 29 in Stockholm.

## **Participation, etc**

To be entitled to participate in the Meeting, shareholders must

- be recorded in the register of shareholders maintained by Euroclear Sweden AB no later than on Friday, January 11, 2013
- notify the Company of their intention to attend the Meeting no later than Monday January 14, 2013, under the address RNB RETAIL AND BRANDS AB, Box 161 42, SE-103 23 Stockholm, or by calling +46 (0)8-410 520 00 or by fax to +46 (0)8-410 522 90 or by emailing: [ann-charlotte.rudels@rnb.se](mailto:ann-charlotte.rudels@rnb.se). When notifying the Company, information concerning the number of shares, name, personal registration number, address, telephone number and any attending advisors must be included.

## **Trustee-registered shares**

To be eligible to participate in the Annual General Meeting, shareholders whose shares are registered in the name of a trustee must request that their shares be temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Shareholders desiring such re-registration must inform their trustees of this well in advance of January 11, 2013, the date at which such re-registration must be completed.

## **Number of shares and votes**

The Company has a total of 165,425,251 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 Address by the President.
- 8 Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts for the September 1, 2011 – August 31, 2012 fiscal year.
- 9 Adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
- 10 Resolution concerning disposition of the Company's profits in accordance with the adopted balance sheet.

- 11 Resolution concerning discharge from liability of the Board of Directors and of the President.
- 12 Determination of the number of Board members and the number of auditors and deputy auditors.
- 13 Determination of the remuneration to be paid to the Board of Directors and auditors.
- 14 Election of the Board of Directors and Chairman of the Board.
- 15 Election of Auditors.
- 16 Proposal regarding principles for remuneration and other conditions of employment for company management.
- 17 Motion regarding resolution on the principles for appointing the Nomination Committee.
- 18 Closing of the Meeting.

### **Draft resolutions**

#### **Election of Chairman of the Meeting (item 2)**

The Annual General Meeting on January 20, 2011 passed a resolution on the principles for the appointment of the Nomination Committee, etc. The Nomination Committee's proposal below is supported by shareholders representing approximately 36 percent of the share capital and votes in the company.

The Nomination Committee proposes that Laszlo Kriss be elected Chairman of the Meeting.

#### **Resolution concerning the disposition of the Company's profit/loss in accordance with the adopted balance sheet (item 10)**

The Board of Directors proposes that no dividend be paid for the September 1, 2011 – August 31, 2012 fiscal year, and that the unappropriated earnings at the disposal of the Annual General Meeting be carried forward.

#### **Election of Board members, remuneration, etc (Items 12, 13 and 14)**

The Nomination Committee proposes:

- that the Board of Directors comprise seven members,
- that the number of auditors be one without any deputy auditors,
- that fees totaling SEK 1,250,000 be paid to the Board of Directors as follows: SEK 300,000 to the Chairman of the Board, SEK 137,500 to each non-executive Board member, with a special fee of SEK 75,000 to be paid to the Chairman of the Audit Committee and SEK 25,000 to each of the other two members of the Audit Committee,
- that Auditor's fees be paid in accordance with approved invoices,
- that Laszlo Kriss, Jan Carlzon, Mikael Solberg, Per Thunell and Ivar Fransson be re-elected as Board members, and that Ann-Sofie Danielsson and Michael Lemner be elected as new members.

#### **Election of Auditor (Item 15)**

The Nomination Committee proposes that Ernst & Young be elected as the Company's auditor for the period ending at the close of the 2014. The auditing firm intends to appoint Authorized Public Accountant Bertel Enlund as the Auditor in Charge.

#### **Proposal regarding principles for remuneration and other conditions of employment for company management (Item 16)**

The board proposes that the AGM resolves to follow the guidelines for remuneration and other conditions of employment for company management stipulated in the appended proposal.

### **Proposal concerning principles for remuneration of senior executives (Item 17)**

The Board proposes that the AGM resolve to comply with the principles for appointing the Nomination Committee stipulated in the appended proposal.

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The Board's complete motions pertaining to Item 16 and 17 and the Annual Report documentation according to Item 8 above, including the Auditors' Report pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be available at the company's offices at Regeringsgatan 29, Stockholm and on the Company's website [www.rnb.se](http://www.rnb.se) no later than December 27, 2012 and will be sent to shareholders who so request and who submit their postal address. Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request information from the Board of Directors and President. Information on all the members nominated to RNB's Board of Directors and the Nomination Committee's statement supporting the proposal concerning the election of Board members is available on the Company's website as of December 20, 2012.

The form for power of attorney is available for downloading at: [www.rnb.se](http://www.rnb.se).

RNB RETAIL AND BRANDS AB (publ)

Stockholm, December 2012

Board of Directors