

## **Notification**

The shareholders of RNB RETAIL AND BRANDS AB (publ) are hereby summoned to the Annual General Meeting on Tuesday 22 December 2020.

With the support of Sections 20 and 22 of the Act (2020: 198) on temporary exemptions to facilitate the conduct of company general and association general meetings, the Company's Board has decided that the Annual General Meeting shall be conducted without the presence of shareholders, agents and third parties who are not shareholders. The Annual General Meeting shall be able to exercise its voting right by post in accordance with Chapter 7, Section 4 a, second paragraph of the Swedish Companies Act (2005: 551).

### **Registration**

Shareholders who wish to participate in the Annual General Meeting by postal vote must be entered in the share register kept by Euroclear Sweden AB ("Euroclear") on Monday 14 December 2020 and no later than Monday 21 December 2020 register by casting their postal vote in accordance with instructions under the heading Postal voting.

### **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](http://www.rnb.se) from 1 December 2020. Completed and signed postal voting form can be sent by post to RNB RETAIL AND BRANDS AB (publ), Box 161 42, 103 23 Stockholm or by e-mail to [info@retailandbrands.se](mailto:info@retailandbrands.se). The completed form must be received by the Company either by post or e-mail no later than 21 December 2020.

### **Powers of attorney**

If shareholders vote by post by agent, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Agent forms are available on the Company's website [www.rnb.se](http://www.rnb.se) from 1 December 2020. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the agent form.

### **Trustee-registered shares**

Shareholders who have trustee-registered shares must temporarily register the shares in their own name to be entitled to attend the meeting. Such registration must be effected at Euroclear Sweden AB on 16 December 2020 the latest. Shareholders must, in good time before this date request their trustee to make such re-registration.

### **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 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, 2019 – August 31, 2020 fiscal year.
- 8 Approval of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
- 9 Resolution concerning disposition of the Company's profits in accordance with the adopted balance sheet.
- 10 Resolution concerning discharge from liability of the Board of Directors and of the President.
- 11 Amendment of articles of association.
- 12 Reduction of share capital for provision for unrestricted equity.
- 13 Determination of the number of Board members and the number of auditors and deputy auditors.
- 14 Determination of the remuneration to be paid to the Board of Directors and auditors.
- 15 Election of the Board of Directors and Chairman of the Board.

16 Election of Auditors.

17 Proposal regarding guidelines for remuneration and other terms of employment for senior management.

18 Motion regarding resolution on the principles for appointing the Nomination Committee.

19 Closing of the Meeting.

## **Draft resolutions**

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

The Annual General Meeting on December 19, 2019 passed a resolution on the principles for the appointment of the Nomination Committee, etc. The Nomination Committee's proposal is supported by shareholders representing 52.87 percent of the share capital and votes in the company.

The Nomination Committee proposes that Per Thunell be elected Chairman of the Meeting.

### **Resolution concerning the disposition of the Company's profit/loss in accordance with the adopted balance sheet (Item 9)**

The Board of Directors proposes that no dividend be paid for the September 1, 2019 – August 31, 2020 fiscal year, and that the unappropriated earnings at the disposal of the Annual General Meeting be carried forward.

### **Amendment of articles of association (Item 11)**

The Board of Directors proposes that §1 (the company), §3 (the object of business), and §9 (notice) be amended due to remarks at the last Annual General Meeting (§1 and §3) and changed legislation (§9). Furthermore, an amendment to §4 (share capital limits) is proposed due to the proposal to reduce the share capital in item 12 below in such a way that the Company's share capital shall amount to a minimum of SEK 2,000,000 and a maximum of SEK 8,000,000.

### **Reduction of the share capital (Item 12)**

In order to better adjust the size of the share capital to the Company's operations, the Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital as follows: The Company's share capital, which currently amounts to SEK 30,520,959, shall be reduced by SEK 26,451,498 capital to be used in accordance with a resolution of the Annual General Meeting. The reduction shall take place without withdrawal of shares and without repayment to the shareholders. After the reduction of the share capital, the Company's share capital will amount to SEK 4,069,461, divided into a total of 101,736,528 shares. The reduction means a reduction in the quota value of the shares by 26 öre from 30 öre to 4 öre.

The reduction of the share capital presupposes that the Articles of Association are amended in accordance with item 11 above

### **Election of Board members, remuneration, etc (Items 13, 14 and 15)**

The Nomination Committee proposes:

- that the Board of Directors comprise three members,
- that the number of auditors be one without any deputy auditors,
- that fees totaling SEK 870,000 be paid to the Board of Directors as follows: SEK 426,000 to the Chairman of the Board, SEK 222,000 to each non-executive Board member,
- that Auditor's fees be paid in accordance with approved invoices,
- that Per Thunell, Michael Lemner and Joel Lindeman are re-elected as Board members.

### **Election of Auditor (Item 16)**

The Nomination Committee proposes that Ernst & Young AB be elected as the Company's auditor for the period ending at the close of the 2020/2021 fiscal year.

### **Proposal regarding guidelines for remuneration and other terms of employment for senior management (Item 17)**

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

### **Proposal concerning principles for appointing the Nomination Committee (Item 18)**

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

## **Other**

The resolution of the Annual General Meeting in accordance with items 11 and 12 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. The resolution of the Annual General Meeting in accordance with item 11 with regard to §4 of the Articles of Association and item 12 shall be adopted as a resolution.

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The Annual Report documentation according to Item 7 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 Drottninggatan 33, Stockholm and on the Company's website [www.rnb.se](http://www.rnb.se) no later than December 1, 2020 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, the proposal for amendment of the articles of association, and the Board's proposal to reduce the share capital are available on the Company's website as of December 1, 2020.

RNB RETAIL AND BRANDS AB (publ)

Stockholm, November 2020

Board of Directors