

*N.B. The English text in an in-house translation. In case of any discrepancy between the English version and the Swedish version, the Swedish version shall prevail.*

## **Notice Extraordinary General Meeting in RNB RETAIL AND BRANDS AB (publ)**

The shareholders of RNB RETAIL AND BRANDS AB (publ), reg. no. 556495-4682 (the “**Company**”) are hereby summoned to an Extraordinary General Meeting on 30 October 2019 at 10: a.m. at the Company’s premises at Drottninggatan 33, in Stockholm, Sweden.

### **Notification of attendance**

Shareholders who wish to attend the Extraordinary General Meeting must be registered in the shareholders’ register maintained by Euroclear Sweden AB on 24 October 2019. Shareholders with nominee-registered shares must temporarily register the shares in their own names at Euroclear Sweden AB. Such registration must be effected by 24 October 2019. Shareholders should contact their nominee with a request for re-registration well in advance of said date.

Furthermore, shareholders who wish to attend the Extraordinary General Meeting must notify the Company not later than 24 October 2019 of their attendance. Notification of attendance shall be made

- by mail: RNB RETAIL AND BRANDS AB (publ), Box 161 42, 103 23 Stockholm,
- by telephone: +46 (0)8-410 520 00, or
- by e-mail: [maia.lidbeck@rnb.se](mailto:maia.lidbeck@rnb.se).

The notification of attendance must state name, personal identification number or corporate registration number, address, a daytime telephone number, shareholding and, where appropriate, information about any proxy or shareholder assistants. Shareholders may bring a maximum of two assistants, provided that their attendance is notified as above.

Shareholders represented by proxy must issue a written, signed and dated power of attorney for the proxy. The power of attorney must not have been issued more than one year before the date of the Extraordinary General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as certificate of incorporation and other relevant documents, evidencing the authorised representative, should reach the Company at the address above not later than 24 October 2019.

A proxy form is available on the Company’s website, [www.rnb.se](http://www.rnb.se).

### **Proposed agenda**

- 1 Opening of the general meeting.
- 2 Election of chairman of the general meeting.
- 3 Preparation and approval of the voting list.
- 4 Approval of the agenda.
- 5 Election of one or two persons who shall attest the minutes of the general meeting.
- 6 Determination of whether the general meeting was duly convened.
- 7 Resolution on approval of the Board of Directors’ resolution on a rights issue with preferential right for existing shareholders.
- 8 Closing of the general meeting.

## Proposals to resolution

### Item 2 – Election of chairman of the general meeting

It is proposed that Thomas Dahlin, attorney at law at Advokatfirman Allians, is elected chairman of the general meeting.

### Item 7 – Resolution on approval of the Board of Directors' resolution on a rights issue with preferential right for existing shareholders

The Board of Directors propose that the general meeting resolves to approve the Board of Directors' resolution on 30 September 2019 on a rights issue with preferential right for existing shareholders (the "**Rights Issue**") on the following terms:

- (a) The maximum increase in share capital is SEK 20,347,306.
- (b) The maximum increase of shares is 67,824,352.
- (c) The subscription price is SEK 1.25 per share.
- (d) The rights issue shall be made with preference to those registered as shareholders in the Company's shareholders' register maintained by Euroclear Sweden AB on the record date. Each shareholder receives two (2) subscription rights per each share held. One (1) subscription right entitles the holder to subscribe for one (1) new share.
- (e) Allotment of subscription rights shall be made in accordance with the shareholding of Euroclear Sweden AB for each shareholder as of 6 November 2019 (record date). The last day of trading in the Company's share, including the right to receive subscription rights, is 4 November 2019. The first day of trading in the Company's share excluding the right to receive subscription rights is 5 November 2019.
- (f) Application for subscription of shares based on the preferential rights shall be made during the period from 11 November to 25 November 2019. Subscription of shares without support of preferential rights shall be made during the period from 11 November 2019 to 27 November 2019. Subscription of shares, in respect of those who have guaranteed the issue, shall take place during the period from 11 November 2019 to 29 November 2019. The Board of Directors shall be entitled to extend the subscription period.
- (g) Subscription of shares based on the preferential rights shall be made by simultaneous cash payment. Subscription of shares without support of preferential rights shall be made on a separate subscription list, and allotted shares shall be paid in cash no later than three banking days after notification of allotment has been sent to the subscriber. The Board of Directors shall have the right to extend the payment period.
- (h) The new shares shall entail the right to receive a dividend for the first time on the record date for the dividend that falls closest after the Rights Issue has been registered with the Swedish Companies Registration Office.
- (i) In the event that not all shares have been subscribed for with exercise of subscription rights, the Board of Directors shall, within the maximum amount of the Rights Issue, decide on the allotment of shares subscribed for without exercise of subscription rights. Allotment will then take place in the following order of priority:
  - (i) First, allotment shall be granted to those who also subscribe for shares on the basis of subscription rights, irrespective of whether they were shareholders on the record date

or not, pro rata in relation to the number of subscription rights exercised for subscription and, insofar this cannot be done, by lottery.

- (ii) Secondly, allotment shall be made to others who have subscribed for shares without subscription rights. In the event that allotment to these subscribers cannot be fully effected, allotment shall be made pro rata in relation to the number of shares each has subscribed for and, insofar this cannot be done, by lottery.
- (iii) Third and last, allotment shall be made to the parties that have guaranteed the rights issue, in relation to pledged guarantee commitments.

The Board of Directors, or the person appointed by the Board, shall have the right to make the minor adjustments to the above decisions which may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Documents in accordance with Chapter 13 Section 6 of the Companies Act has been drafted.

## **Special Majority Requirements**

According to a ruling by the Swedish Securities Council, on 28 September 2019, KfS has been granted an exemption from the mandatory offer that may arise as a result of the commitments KfS has made in connection to the capital raising. According to the ruling, the exemption presupposes that the resolution approving the Board of Directors' resolution on the Rights Issue in accordance with item 7 shall be assisted by shareholders representing at least two thirds of the votes cast and the shares represented at the Extraordinary General Meeting, where the shares held and represented by KfS at the general meeting must be disregarded, and that the shareholders are informed that KfS, as a result of the subscription undertaking and guarantee commitment, can receive a portion of maximum 49.9 percent of all shares and votes in the Company.

## **Number of shares and votes in the Company**

At the time of this notice the number of shares in the Company, and the number of votes, amounts to 33,912,176. The Company holds no treasury shares.

## **Information at the Extraordinary General Meeting**

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

## **Available documents**

Complete proposals to resolutions, proxies and statements from the Board of Directors and the auditor will be available at the Company. Copies of the said documents are also sent to the shareholders who request it and state their address. The documents will also be available on the Company's website, [www.rnb.se](http://www.rnb.se).

## **Processing of personal data**

For information on how your personal data is processed, it is referred to the privacy policy available on the Euroclear website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

**RNB RETAIL AND BRANDS AB (publ)**

Stockholm, 30 September 2019

*The Board of Directors*