

## **NOTIFICATION EXTRAORDINARY GENERAL MEETING**

The shareholders of RNB RETAIL AND BRANDS AB (publ) are hereby summoned to an extraordinary general meeting on Monday August 12, 2019 at 10:00 a.m. in the company's premises at Drottninggatan 33, level 4 in Stockholm, Sweden.

### **Participation, etc.**

To be entitled to participate in the Meeting, the shareholders shall be recorded in the register of shareholders maintained by Euroclear Sweden AB no later than on Tuesday August 6, 2019, and

notify the Company of their intention to attend the Meeting no later than Wednesday August 7, 2019, to the address RNB RETAIL AND BRANDS AB (publ), P.O. Box 161 42, SE-103 23 Stockholm, Sweden or by calling +46 (0)8-410 520 00 or by emailing: maia.lidbeck@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.

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 Monday August 5, 2019 the latest. Shareholders must, in good time before this date request their trustee to make such a re-registration.

### **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 minute-checker to sign the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Resolution concerning
  - (a) amendment of the Articles of Association and
  - (b) reduction of the share capital for the provision of non-restricted equity.
8. Closing of the Meeting.

### **Draft resolutions**

Decision to amend the Articles of Association and to reduce the share capital (item 7)

(a) Amendment of the Articles of Association

The Board of Directors proposes that the extraordinary general meeting, in order to enable the reduction of the company's share capital for the provision of non-restricted equity as proposed in paragraph 7 (b) below, decides as follows.

The company's share capital limits shall be changed from the current minimum of SEK 150,000,000 and a maximum of SEK 600,000,000 to a minimum of SEK 10,000,000 and a maximum of SEK 40,000,000, whereby Section 4 of the Articles of Association shall read as follows:

*The Company's share capital shall amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.*

(b) Proposal for a decision to reduce the share capital for provision for non-restricted equity

In order to better adapt the size of the share capital to the company's operations, the Board proposes that the Annual General Meeting resolves on a reduction of the share capital as follows:

The company's share capital, which currently amounts to SEK 203,473,056, shall be reduced by SEK 193,299,403 for provision to a fund in unrestricted equity to be used in accordance with a resolution by the general meeting. The reduction shall take place without the cancellation of shares and without repayment to the shareholders.

After the reduction of the share capital, the company's share capital will amount to SEK 10,173,653, divided into a total of 33,912,176 shares. The decrease means a reduction in the quota value of the shares by SEK 5,70 from SEK 6,00 to about SEK 0,30.

The reduction of the share capital requires that the Articles of Association be amended in accordance with paragraph 7 (a) above.

**Other**

The resolution of the General Meeting in accordance with paragraphs 7 (a) and (b) shall be adopted as one decision. Such decision is valid only if it has been assisted by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

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The Board of Directors' proposal according to item 7 (a) - (b) above is available at the company at Drottninggatan 33, Stockholm, and on the company's website [www.rnb.se](http://www.rnb.se) as of no later than July 5, 2019 and sent to the shareholders requesting it and state their postal address.

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

RNB RETAIL AND BRANDS AB (publ)

Stockholm in July 2019

Board of Directors