

Notification

The shareholders of RNB RETAIL AND BRANDS AB (publ) are hereby summoned to the Annual General Meeting on Thursday, December 20, 2018 at 5:00 p.m. at Drottninggatan 33 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 Friday, December 14, 2018, and

notify the Company of their intention to attend the Meeting no later than Monday December 17, 2018, to the address RNB RETAIL AND BRANDS AB, 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.

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 Friday, December 14, 2018 the latest. Shareholders must, in good time before this date request their trustee to make such a re-registration.

Number of shares and votes

The Company has a total of 33 912 176 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, 2017 – August 31, 2018 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 guidelines for remuneration and other terms of employment for senior management.
- 17 Motion regarding resolution on the principles for appointing the Nomination Committee.
18. Resolution on assignment to the Board to restructure the Group.
19. Closing of the Meeting.

Draft resolutions

Election of Chairman of the Meeting (Item 2)

The Annual General Meeting on December 21, 2017 passed a resolution on the principles for the appointment of the Nomination Committee, etc. The Nomination Committee's proposal is supported by shareholders representing 48.9 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, 2017 – August 31, 2018 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 six members,
- that the number of auditors be one without any deputy auditors,
- that fees totaling SEK 1,361,250 be paid to the Board of Directors as follows: SEK 376,250 to the Chairman of the Board, SEK 172,000 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, Monika Elling, Michael Lemner, Joel Lindeman, Per Thunell and Sara Wimmercranz, be re-elected as Board 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 2018/2019 fiscal year.

Proposal regarding guidelines for remuneration and other terms of employment for senior management (Item 16)

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 17)

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

Resolution on assignment to the Board to restructure the Group (Item 18)

The Board proposes that the Annual General Meeting instruct the Board to create independent operating subsidiaries through the separation and transfer of Group-wide functions to the subsidiaries. The proposal does not imply any limitation for the Board to decide otherwise on matters relating to the company's organization or the management of the company's affairs.

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 Drottninggatan 33, Stockholm and on the Company's website www.rnb.se no later than November 29, 2018 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 November 22, 2018.

The form for power of attorney is available at: www.rnb.se.

RNB RETAIL AND BRANDS AB (publ)

Stockholm, November 2018

Board of Directors