

NOTICE TO ANNUAL GENERAL MEETING IN ODD MOLLY INTERNATIONAL AB (PUBL)

The shareholders of Odd Molly International AB (publ) (the “Company”) are hereby summoned to the annual general meeting (the “Meeting”) on 11 May 2017 at 2.00 p.m. CEST in the showroom of the Company on Karlavägen 73, Stockholm, Sweden.

Notice of attendance to the Meeting

Shareholder wishing to attend the Meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Friday, 5 May 2017, and
- give notice of attendance to the Company, to the address Odd Molly International AB, Att: Annual general meeting, Kornhamnstorg 6, 2 tr, 111 27 Stockholm, or by email to bolagsstamma@oddmolly.com, no later than on Friday, 5 May 2017 at 4.00 p.m. CEST.

When giving notice of attendance, please state name/company name and personal identification number/corporate registration number, address, telephone number and, where relevant, information on proxies and/or representatives. If the shareholder intends to bring one or two accompanying persons to the Meeting, such attendance must be notified. The notice of attendance should also include, where relevant, e.g. in respect of legal entities, complete documents of authority such as certificates of registration or similar.

Shareholders represented by proxy must issue a dated power of attorney. The power of attorney may be valid for up to five years if that is specifically set forth herein. If no period of validity is set out, the proxy is valid for a maximum of one year. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration or similar for the legal entity must be enclosed. Original power of attorney and any certificate of registration should be sent by mail to the Company at the above address well in advance of the Meeting. Proxy forms can be obtained from the Company and is also available on the Company’s website www.oddmolly.com.

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in order to be entitled to attend the Meeting. Such registration, which normally takes a few days, must be effected no later than on Friday, 5 May 2017 and the nominees should therefore be instructed well in advance thereof.

Proposed agenda

The board of directors’ proposed agenda for the Meeting.

1. Opening of the Meeting
2. Appointment of chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Submission of the annual accounts and the auditor's report and the consolidated accounts and the auditor's report on consolidated accounts and, in connection therewith, the managing director's statement
8. Resolution
 - a) on adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet, and
 - b) on appropriation of the Company's profit in accordance with the adopted balance sheet and on discharge from liability for the members of the board of directors and the managing director
9. Determination of fees for the board of directors and auditors
10. Election of board of directors and auditor
11. Resolution regarding Nomination Committee
12. Resolution on guidelines for remuneration to senior management
13. Closing of the Meeting

Proposal of chairman of the Meeting (item 2)

The Nomination Committee proposes that the chairman of the board of directors, Patrik Tillman, should be the chairman of the Meeting.

Proposal on appropriation of the Company's profit (item 8 b)

The board of directors proposes that dividend shall be paid for the financial year 2016 with SEK 1 per share.

The board of directors proposes the record date for the dividend to be Monday, 15 May 2017. If the Meeting approves the proposal, dividend payments will be distributed by Euroclear Sweden AB on Thursday, 18 May 2017.

Proposal on fees for members of the board of directors and auditors and election of board of directors and auditor (item 9 and 10)

The Nomination Committee proposes that the remuneration to the chairman of the board of directors shall be increased by SEK 20,000 to SEK 195,000 and that the remuneration to the other board members shall be increased by SEK 10,000 to SEK 135,000 (for each board member). No fees shall be paid for work in the Audit Committee and Compensation Committee.

The board of directors is proposed to consist of six members, without deputies. The Nomination Committee notes that the current board member Lennart Björk has declined re-election. The Nomination Committee

proposes re-election of the board members Mia Arnhult, Kia Orback Pettersson, Patrik Tillman, Nils Vinberg and Elin Ryer and new election of Jacob Wall as board member, for the period until the end of the annual general meeting 2018. The Nomination Committee also proposes re-election of Patrik Tillman as chairman of the board of directors for the period until the end of the annual general meeting 2018.

Detailed information about the proposed board members is available on the Company's website, www.oddmolly.com.

The registered accounting firm Ernst & Young AB was appointed the Company's auditor at the annual general meeting 2016 until the end of the annual general meeting 2017. The Nomination Committee proposes re-election of the accounting firm Ernst & Young AB as the Company's auditor until the end of the annual general meeting 2018. Remuneration to the Company's auditors is proposed to be paid as per approved invoice.

Resolution regarding Nomination Committee (item 11)

To compose the Nomination Committee for the annual general meeting 2018, the Nomination Committee proposes that the Meeting resolves to adopt the procedure resolved by the annual general meeting 2009. The Nomination Committee should therefore be composed as follows.

The Company shall have a Nomination Committee to prepare and present proposals to the shareholders at the annual general meeting with respect to election of chairman of the annual general meeting, chairman of the board of directors, board members, auditor, fees to the members of the board of directors and auditors and principles for the Nomination Committee. No later than eight months before the annual general meeting, the chairman of the board of directors shall contact the three largest shareholders in the Company, in terms of votes, based on information provided by Euroclear Sweden AB, and request their respective representative to the Nomination Committee.

The Nomination Committee shall internally elect the chairman, who shall not be the chairman of the board of directors. Unless the members agree otherwise, the member representing the largest shareholder shall be appointed chairman of the Nomination Committee. The composition of the Nomination Committee shall be announced no later than six months before the annual general meeting. The mandate period of the Nomination Committee shall extend until the next Nomination Committee has been appointed.

In the event that a shareholder ceases to be one of the three largest shareholders, its representative shall resign from its assignment and the shareholder who has become one of the three largest shareholders shall be given the opportunity to be part of the Company's Nomination Committee.

However, minor changes do not need to be considered. Shareholders who have appointed representatives to the Nomination Committee have the right to dismiss such member and appoint a new representative. In the event that one of the three largest shareholders choose not to participate in the work of the Nomination Committee, the subsequent largest shareholder, in terms of size of their holding, may be given the opportunity to be part of the Nomination Committee.

In the event that a member resigns from the Nomination Committee before its work is completed, the Nomination Committee shall request the shareholder who appointed such member to, within a reasonable time, not exceeding 30 days, appoint a new member of the Nomination Committee. Should the shareholder not appoint a new member, the right to appoint a new member shall be transferred to the subsequent largest shareholder, in terms of votes, who has not already appointed a member of the Nomination Committee or previously waived such right.

Amendments to the composition of the Nomination Committee shall immediately be disclosed. No remuneration shall be paid to the members for their work in the Nomination Committee.

However, the Company shall compensate the members of the Nomination Committee for reasonable costs and expenses deemed necessary to perform the work of the Nomination Committee.

Proposal on guidelines for remuneration to senior management (item 12)

Remuneration to the managing director and other senior executives shall consist of fixed salary, variable remuneration (where applicable), other benefits and pension. The overall remuneration shall correspond to the conditions on the market and be competitive, and reflect responsibility and authority. Variable remuneration, where applicable, shall be cash based, be based on predetermined and measurable targets and be limited to the determined target salary. The variable remuneration may never exceed the fixed salary. The total variable gross salary during 2017 before taxes and including additional social security contributions for all members of the management team, may as a maximum amount to 20 percent of the reported profit of the year, before taxes, depending on target achievement. In the event that the number of senior executives increase, the variable remuneration may not exceed this maximum amount. Upon termination of employment agreements by the Company, the notice period shall not exceed twelve months. Severance pay should not occur. Pension benefits shall be either of a defined benefit or a defined contribution nature or a combination of both, and shall grant the management the right to receive a pension from the age of 65.

The managing director and the deputy managing director of the Company has acquired warrants in the Company as part of a three-year warrant program, resolved upon by the extraordinary general meeting on 24 February 2016. Furthermore, certain other current and former senior executives of the Company have acquired warrants in the Company under a three-year warrant program, resolved upon by the annual general meeting of 2014. Since the warrants in both warrant programs are subscribed for/acquired at market value, such programs do not give rise to any personnel costs according to IFRS 2.

The board of directors may deviate from these principles if there, in an individual case, are special circumstances justifying that.

Documents and information

The annual report, the auditor's report and complete proposals, including related documents, will be made available at the Company's office, address set out above, and on the Company's website www.oddmolly.com. Copies of the aforementioned documents will also be sent to the shareholders who so request and who inform the Company of their mailing address.

The shareholders are reminded of their right to request information from the board of directors and the managing director at the Meeting, according to Chapter 7. Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)).

Other

The Company's share capital currently amounts to SEK 575,200 divided into 5,752,000 shares (one vote per share). The Company holds no treasury shares.

Shareholders are sincerely welcomed to the meeting!

Stockholm in April 2017

Odd Molly International AB (publ)

The board of directors