

## **Sub-appendix B**

### **Reasons for derogation from the shareholders' pre-emption rights, etc.**

#### 1. Reasons for derogation from the shareholders' pre-emption rights

The reason for derogation from the shareholders' pre-emption rights is to encourage senior officers of Odd Molly International AB (publ) (the "**Company**"), through their own investments, in addition to their annual fixed salaries, to participate in, and strive for, positive growth in the value of the Company's shares during the entire three-year period covered by the proposed program.

#### 2. Dilution

Upon full subscription pursuant to all of the warrants, 300,000 new shares may be issued corresponding to a dilution effect of approximately 4.88 per cent of the total number of shares in the Company and approximately 4.88 per cent of the total voting interests in the Company if all of the warrants issued in 2014 are exercised for subscription for shares in the Company and (ii) approximately 4.96 per cent of the total number of shares in the Company and approximately 4.96 per cent of the total voting interests of the Company if none of the warrants issued in 2014 are exercised for subscription for shares in the Company, subject however to the increase which may result from a recalculation of the subscription price and the number of shares to which each warrant entitles the holder to subscribe as a consequence of share issues, etc. The dilution effect is calculated as the total number of new shares divided by the total number of shares after the increase in the number of shares and the total number of new votes divided by the total number of votes after the increase in the number of votes.

#### 3. Effect on key ratios

The Company's earnings per share will not be affected by the issue of the warrants since the current value of the exercise price of the warrants exceeds the relevant transaction price on Nasdaq Stockholm at the time of the issue.

Upon subscription in respect of all warrants at a price corresponding to the calculated value in the example set forth below, the Company will receive a total option premium of SEK 420,000. Upon full exercise of the warrants and assuming a subscription price of SEK 46.6, the Company will also receive issue proceeds corresponding to SEK 13,980.

#### 4. Calculation of the market value

Using an estimated future volatility level during the term of the warrants of 30 per cent and assuming that the average value of the Company's shares during the period of the valuation of the warrants amounts to SEK 38.8, whereupon the subscription price for the warrants will amount to SEK 46.6, the value per warrant will be SEK 1.4 according to the Black & Scholes valuation model.

#### 5. Costs for the Company

Participants in the option programme will acquire the warrants at market value. This entails that the programme will not give rise to any personnel costs according to IFRS 2. The

estimated cost for setting up and implementing the option program are expected to be approximately SEK 150,000.

6. Preparation of the matter

The principles for the option programme were produced by the Board of Directors' Remuneration Committee in 2015 and presented to, and approved by, the Company's Board of Directors on 23 December 2015.

KPMG AB and Gernandt & Danielsson Advokatbyrå KB acted as advisers to the Company.

7. Other share-related incentive programs

The Company has an outstanding incentive programme based on warrants which was adopted at the annual general meeting held on 29 April 2014. The warrants programme entails that 100,000 warrants were issued to Odd Molly Sverige AB for further transfer to selected senior officers. A total of 75,000 warrants were transferred to senior management. Each warrant entitles the holder to subscribe for one (1) new share in the Company during the period commencing 1 May 2017 up to and including 31 May 2017. Recalculation of the number of new shares which each warrant entitles the holder to subscribe for may take place in accordance with the terms and conditions of the warrants. A description of the Company's incentive program is set forth in the 2014 annual report and on the Company's website at [www.oddmolly.com](http://www.oddmolly.com). There are no other applicable share or share price-related incentive programs in the Company other than the programmes described in the annual report and on the website.