

## **Presentation of Nomination Committee's of Odd Molly International AB (publ) work and its complete proposals and reasoned statement for the annual general meeting 2017**

### *Background*

By resolution of the annual general meeting 2016 in Odd Molly International AB (publ) (the "Company"), the Nomination Committee shall be appointed by the three largest shareholders. The Nomination Committee for the annual general meeting 2017 consists of Tom Wikström (chairman of the Nomination Committee) (appointed by Kattvik Financial Services AB), Christer Andersson (appointed by A.T.V. Holding AB) and Rutger Arnhult (appointed by M2 Capital Management AB).

The Nomination Committee is responsible for preparing proposals to be presented at the 2017 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 composing the Nomination Committee

### *The work of the Nomination Committee*

The Nomination Committee has held two meetings, at which minutes were kept, and additional contacts between these meetings. The Nomination Committee has interviewed each member of the board of directors and also taken note of an assessment of the board of directors and its work in order to thorough inform itself of the work of the board of directors and each board member.

The Nomination Committee has discussed whether the members of the board of directors meet applicable requirements regarding independence in relation to the Company and its senior executives and major shareholders, as set out in Nasdaq Stockholm's Rulebook for Issuers and the Swedish Code of Corporate Governance.

The Nomination Committee has not received any proposals from any shareholder.

*The Nomination Committee's proposals for the 2017 annual general meeting*

- The Nomination Committee proposes that the chairman of the board of directors, Patrik Tillman, should be the chairman of the Meeting.
- 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.
- Jacob Wall has studied finance, economic history and political science at Stockholm University and Uppsala University. Jacob Wall has very extensive experience of analysis and advisory services to companies within retail and e-commerce and he has also been named best equity analyst in Sweden. Jacob Wall started working as Chief Strategy Officer at Axel Johnson AB in 2015 and is, as of January 2017, part of Axel Johnson AB's management team, in charge of business development. Jacob was previously partner and advisor in connection with corporate transactions at ABG Sundal Collier and before that he was vice president and co-founder of the hedge fund Alcur. In addition, he has 9 years of experience from being an equity analyst at ABG Sundal Collier and Alfred Berg. Jacob Wall is currently a board member of Novax AB, Electra Gruppen AB and New Moon AB.
- 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.

- 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.
- To compose the Nomination Committee for the annual general meeting 2018, the Nomination Committee proposes that the annual general meeting resolves to adopt the procedure resolved by the annual general meeting 2009, Appendix 1.

Detailed information about the proposed board members is available on the Company's website, [www.oddmolly.com](http://www.oddmolly.com).

*Resoned statement regarding the Nomination Committee's proposal of board of directors*

As basis for its proposal to the 2017 annual general meeting, the Nomination Committee has assessed whether the proposed board of directors, with regard to its competence, experience and background is appropriately composed and characterized by diversity and breadth, and whether it meets the requirements on the board due to the Company's operations, stage of development, current situation, future alignment and other circumstances. The Nomination Committee is of the opinion that the proposed board of directors is well suited for the board work in the Company during the forthcoming mandate period and that the gender diversity is even.

Furthermore, the Nomination Committee has concluded that the proposed board of directors meets applicable requirements in the Swedish Code of Corporate Governance regarding independence in relation to the Company and its senior executives and major shareholders. Against this background, the Nomination Committee proposes that the above proposed persons are elected/re-elected as members of the board of directors of the Company.

*Independency of the board members*

With regard to the applicable Swedish independent rules mentioned above, the Nomination Committee has made the below assessment. The following

board members are independent in relation to the Company and its senior executives:

- Mia Arnhult
- Elin Ryer
- Patrik Tillman
- Nils Vinberg
- Jacob Wall

The following board members are independent in relation to the Company's major shareholders:

- Kia Orback Pettersson
- Nils Vinberg
- Jacob Wall

The following board members are independent according to all independent rules:

- Nils Vinberg
- Jacob Wall

\* \* \*

Stockholm April 2017

*The Nomination Committee of Odd Molly International AB (publ)*

**Bilaga 1**

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.