

## **ITEM 15 - THE BOARD OF DIRECTORS' PROPOSAL TO RESOLVE ON AUTHORISATION TO THE BOARD OF DIRECTORS TO RESOLVE ON NEW SHARE ISSUE**

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The board of directors of Odd Molly International AB (publ) (the “**Company**”) proposes that the annual general meeting of 4 May 2018 resolves to authorise the board of directors to resolve, within the limits of the articles of association, with or without derogation from the shareholders pre-emption rights, on one or more occasions during the period until the next annual general meeting, to increase the Company’s share capital by issuance of new shares on the following terms:

1. The number of shares issued by virtue of the authorisation may correspond an increase of the Company’s share capital of not more than 10 per cent, based on the total share capital in the Company following registration of the resolutions adopted by the annual general meeting calculated as if the new share issue resolved by the board of directors (item 13 at the 2018 annual general meeting) is fully subscribed and that the authorisation to the board of directors in item 14 at the 2018 annual general meeting is fully utilized.
2. The issued shares may be subscribed in cash, in kind, by set-off or on terms as set out in Chapter 2, Section 5 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).
3. New share issues resolved by virtue of the authorisation, which is conducted with derogation from the shareholders’ pre-emption rights, shall be at market subscription price. In case of pre-emption share issues, market-based discount on subscription price shall be given.

### **Purpose of the authorisation**

The purpose of the authorisation is to increase the financial flexibility of the Company and the acting scope of the board of directors. Should the board of directors resolve on an issue with derogation from the shareholders’ pre-emption rights, the reason shall be to enable the external raising of capital for the financing of the Company’s business, commercialisation or development of the Company’s products and intellectual property rights and/or acquisitions of other companies or businesses.

### **Majority requirements**

A valid resolution on authorisation requires that the proposal be approved by shareholders representing at least two thirds of both the votes cast as well as the shares represented at the meeting.

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Stockholm in April 2018  
**Odd Molly International AB (publ)**  
*The board of directors*