

## **ITEM 11 - THE NOMINATION COMMITTEE'S PROPOSAL REGARDING COMPOSITION OF THE NOMINATION COMMITTEE**

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The Nomination Committee of Odd Molly International AB (publ), reg. no 556627-6241 (the "**Company**") proposes that the annual general meeting of 7 May 2019 resolves to adopt the following principles regarding the composition of the Nomination Committee.

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.

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Stockholm in April 2019  
**Odd Molly International AB (publ)**  
*The Nomination Committee*