

THE NOMINATION COMMITTEE'S REASONED OPINION REGARDING THE PROPOSED BOARD MEMBERS

Background

By resolution of the 2018 annual general meeting in Odd Molly International AB (publ) (the "Company"), the Nomination Committee shall be appointed by the three largest shareholders. The Nomination Committee for the 2019 annual general meeting 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 2019 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

During the year, the Nomination Committee has held three 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.

It is the task of the Nomination Committee to take into consideration, the matters as set out in the Swedish Corporate Governance Code. In preparation for the annual general meeting 2019, the Nomination Committee has paid particular attention to requirement for diversity and breadth as well as the requirement to strive for gender balance on the board of directors. When preparing its proposals regarding the composition of the board of directors, the Nomination Committee has taken into consideration, in particular, the Company's diversity policy. The Company applies section 4.1 of the Swedish Corporate Governance Code. The purpose of the diversity policy is to provide sufficient diversity in the board of directors with respect to gender, age and nationality as well as experience, professional background and lines of business.

In addition to the above, the Nomination Committee has discussed what will be required of the board of directors as a result of the Company's operations, phase of development and other circumstances. The shareholders' demand for governance has been an important factor when considering the appropriate number of board members, the composition of board of directors as well as the competence, experience and background of the individual members of the board of directors. Furthermore, 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 and reasoned opinion

The board of directors is proposed to consist of five members, without deputies. The Nomination Committee proposes re-election of the board members Patrik Tillman, Mia Arnhult, Elin Ryer and Anna Frick as board members, for the period until the end of the next annual general meeting. The Nomination Committee notes that the current board members Kia Orback Pettersson and Jacob Wall are not available for re-election. The Nomination Committee proposes that Johan Mark is elected as new member of the board of directors. 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 next annual general meeting.

It is the Nomination Committee's assessment that the proposed board of directors, in consideration of the Company's operations, phase of development and other circumstances, provides an appropriate composition. The Company's strategic development, governance and control as well as the requirements that these factors impose on the members of the board of directors, have been considered in particular. Furthermore, the Nomination Committee is of the opinion that there is sufficient diversity in the proposed composition of the board of directors with respect to gender, age and nationality as well as experience, professional background and lines of business in line with the Company's diversity policy. The Nomination Committee does, however, emphasize the importance of each board member's individual qualifications for a well-functioning board of directors. The proposed members of the board of directors are deemed to be well-suited, both individually and as a group, and it is the Nomination Committee's assessment that they have the ability to carry out the work of the board of directors with sufficient care and dedication.

Below is the Nomination Committee's statement regarding each board member's independence in relation to the Company and in relation to the Company's major shareholders, pursuant to the Swedish Corporate Governance Code.

Patrik Tillman	Chairman since 2013 Board member since 2004	Independent in relation to the Company and its management. Not independent in relation to the Company's major shareholders.
Mia Arnhult	Board member since 2008	Independent in relation to the Company and its management. Not independent in relation to the Company's major shareholders.
Elin Ryer	Board member since 2015	Independent in relation to the Company and its management. Not independent in relation to the Company's major shareholders.
Anna Frick	Board member since 2018	Independent in relation to the Company and its management. Independent in relation to the Company's major shareholders.

Johan Mark

New election

Independent in relation to the Company and its management. Independent in relation to the Company's major shareholders.

Accordingly, the Nomination Committee's proposed composition of the board of directors does comply with the requirements for the directors' independence pursuant to the Swedish Corporate Governance Code.

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

Stockholm in April 2019

Odd Molly International AB (publ)

The Nomination Committee