

§ 1

Election of Chairman of the Extraordinary General Meeting (item 1 on the agenda)

The meeting resolved, in accordance with the Board's proposal, to appoint Tone Myhre-Jensen, member of the Swedish Bar Association, as Chairman of the meeting.

It was noted that Filip Gyulai had been asked to keep the minutes at the meeting.

Further, it was noted that the meeting was held in accordance with sections 20 and 22 in the Act on temporary exemptions in order to facilitate the conduction of general meetings (*Sw. lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*), meaning that it was only possible to participate in the Extraordinary General Meeting through postal voting.

The notice convening the meeting is enclosed as Appendix 1.

The postal voting form is enclosed as Appendix 2.

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is enclosed as Appendix 3, which includes the information prescribed in section 26 in the abovementioned Act (2020:198).

§ 2

Preparation and approval of the voting list (item 2 on the agenda)

The meeting resolved to approve the voting list which had been drawn up by Computershare AB on behalf of the company, Appendix 4, as voting list for the meeting.

§ 3

Approval of the agenda (item 3 on the agenda)

The meeting resolved to approve the agenda proposed by the Board, which had been included in the notice convening the meeting.

§ 4

Election of one or two persons to check and verify the minutes (item 4 on the agenda)

The meeting resolved that the minutes would be checked and verified by one person and appointed Sandra Backlund, representative for Rite Ventures, to check and verify the minutes together with the Chairman.

§ 5

Determination of whether the Extraordinary General Meeting has been duly convened (item 5 on the agenda)

It was noted that the notice convening the Extraordinary General Meeting had been made in accordance with the Swedish Companies Act and the provisions in the Articles of Association and that the meeting therefore had been duly convened.

The meeting resolved to approve the notice procedure and declared the Extraordinary General Meeting duly convened.

§ 6

Determination of the number of members of the Board (item 6 on the agenda)

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Board shall consist of six members until the close of the next Annual General Meeting.

§ 7

Election of new Board members (item 7 (a)-(c) on the agenda)

It was noted that the Nomination Committee's motivated opinion, which includes information of the assignments that the proposed new members of the Board hold in other companies, Appendix 5, had been available at the company and at the company's website since the notice to attend the meeting was made public.

The meeting resolved, in accordance with the Nomination Committee's proposal, to elect Louise Nylén, Maj-Louise Pizzelli and Stina Westerstad as new members of the Board until the close of the next Annual General Meeting.

It was noted that the Board now consists of Mathias Pedersen, Christoffer Häggblom, Josephine Salenstedt, Maj-Louise Pizzelli, Louise Nylén and Stina Westerstad.

§ 8

Election of Chairman of the Board (item 8 on the agenda)

The meeting resolved, in accordance with the Nomination Committee's proposal, to elect Mathias Pedersen as Chairman of the Board.

§ 9

Determination of the remuneration to the members of the Board (item 9 on the agenda)

The meeting resolved, in accordance with the Nomination Committee's proposal, on a reduction of the remuneration that was approved at the Annual General Meeting 2020 for the work in the Board and its Remuneration and Audit Committee, for the period until the close of the next Annual General Meeting. Accordingly, the remuneration shall be allocated as follows:

- SEK 450,000 shall be allocated to the Chairman of the Board,
- SEK 200,000 shall be allocated to each of the other five members of the Board,
- SEK 75,000 shall be allocated to the Chairman and SEK 30,000 shall be allocated to each of the other two members of the Audit Committee, and
- SEK 50,000 shall be allocated to the Chairman and SEK 20,000 shall be allocated to each of the other two members of the Remuneration Committee.

Thus, the total remuneration (on an annual basis) for the work in the Board and its Committees amounts to SEK 1,675,000, i.e. a reduction of the previously resolved total remuneration (SEK 2,571,000) for the work in the Board and its Committees.

§ 10

Resolution regarding adoption of new guidelines for remuneration to senior executives (item 10 on the agenda)

It was noted that the Board's proposal on new guidelines for remuneration to senior executives had been presented in the notice to attend the meeting.

The meeting resolved in accordance with the Board's proposal to adopt new guidelines for remuneration to senior executives, Appendix 6.

§ 11

Resolutions on long-term incentive plan for certain senior executives and approval of transfer of shares to the participants (item 11 (a)-(b) on the agenda)

It was noted that the Board's proposal on long-term incentive plan for certain senior executives and approval of transfer of shares to the participants had been presented in the notice to attend the meeting.

The meeting resolved in accordance with the Board's proposal, Appendix 7, to adopt a long-term incentive plan for certain senior executives and to approve transfer of shares to the participants.

It was noted that the resolution was supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

§ 12

Resolutions regarding amendment of the Articles of Association and reverse share split (item 12 (a)-(b) on the agenda)

It was noted that the Board's proposal regarding amendments to the Articles of Association and reserve share split had been presented in the notice to attend the meeting.

The meeting resolved on a reverse share split and to amend the Articles of Association in accordance with the Board's proposal, Appendix 8. It was noted that the Board was authorised to determine the record date for the reverse share split.

The new Articles of Association in full are enclosed as Appendix 9.

It was noted that the resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

At the minutes

Filip Gyulai

Minutes Checkers

Tone Myhre-Jensen

Sandra Backlund

Appendix 1

NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING

The shareholders of Nelly Group AB (publ), org. nr. 556035-6940, ("Nelly Group") are hereby invited to the Extraordinary General Meeting to be held on Wednesday, 16 December 2020. Due to the COVID-19 pandemic, the meeting will be carried out only through postal voting pursuant to temporary legislation. It will not be possible for shareholders to attend the general meeting in person or by proxy.

RIGHT TO ATTEND THE MEETING

Shareholders who wish to attend the Extraordinary General Meeting shall

- (i) be entered as shareholders in the share register maintained by Euroclear Sweden AB in relation to the circumstances on Tuesday, 8 December 2020 and
- (ii) give notice of their attendance at the general meeting no later than on Tuesday, 15 December 2020 by casting a postal vote in accordance with the instructions under the heading *Postal voting* below, so that the postal voting form is received by the company no later than on Tuesday, 15 December 2020.

In order to be entitled to participate in the Extraordinary General Meeting, shareholders who have their shares registered in the names of nominees must, apart from giving notice of their attendance at the general meeting, register their shares in their own name so that the shareholder is entered in the share register as per 8 December 2020. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day after 8 December 2020 will be considered in the preparation of the share register.

POSTAL VOTING

Shareholders may exercise their voting rights at the general meeting only by voting in advance, through so called postal voting, in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on Nelly Group's website, www.nellygroup.com. The postal voting form is considered as the notification of attendance at the general meeting.

The completed voting form must be received by Computershare AB (being the administrator of the forms for Nelly Group) no later than on Tuesday, 15 December 2020. The completed form shall be sent to Computershare AB, "Nelly Group EGM 2020", P.O. Box 5267, SE-102 46 Stockholm, Sweden. The completed form may alternatively be submitted electronically, either by signing using Bank ID as per instructions available on Nelly Group's website, www.nellygroup.com, or through sending the completed voting form by e-mail to info@computershare.se. If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. Power of attorney forms are available at the company's website, www.nellygroup.com. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the voting form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

For information regarding the processing of your personal data, please see the privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

PROPOSED AGENDA

1. Election of Chairman of the Extraordinary General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Extraordinary General Meeting has been duly convened.
6. Determination of the number of members of the Board.
7. Election of new Board members:
 - a. Louise Nylén
 - b. Maj-Louise Pizzelli
 - c. Stina Westerstad.
8. Election of Chairman of the Board.
9. Determination of the remuneration to the members of the Board.
10. Resolution regarding adoption of new guidelines for remuneration to senior executives.
11. Resolutions on:
 - a. long-term incentive plan for certain senior executives; and
 - b. approval of transfer of shares to the participants.
12. Resolutions regarding:
 - a. amendment of the Articles of Association and
 - b. reverse share split.

PROPOSED RESOLUTIONS

Election of Chairman of the Extraordinary General Meeting (item 1)

The Board proposes that Tone Myhre-Jensen, member of the Swedish Bar Association, is elected to be the Chairman of the Extraordinary General Meeting.

Preparation and approval of the voting list (item 2)

The voting list which is proposed to be approved under item 2 of the agenda shall be the voting list prepared by Computershare AB at the request of the company, based on the general meeting's share register and postal votes received. The list shall be controlled by the person verifying the minutes.

Election of one or two persons to check and verify the minutes (item 4)

The Board proposes Sandra Backlund, representative for Rite Ventures, or, if she is unable to attend the meeting, the person otherwise assigned by the Board. The person verifying the minutes shall also verify the voting list and that the received postal votes are correctly reflected in the minutes.

Determination of the number of members of the Board (item 6)

The Nomination Committee proposes that the Board shall consist of six members.

Election of new Board members (item 7 (a)-(c))

The Nomination Committee proposes that Louise Nylén, Maj-Louise Pizzelli, and Stina Westerstad shall be elected as new members of the Board until the close of the next Annual General Meeting, and thereby replace Daniel Mytnik and Lennart Jacobsen who have informed the Board that they intend to resign as Board members of Nelly Group as per 16 December 2020. If the general meeting resolves in accordance with the Nomination Committee's proposal, the Board will consist of Mathias Pedersen, Christoffer Häggblom, Josephine Salenstedt, Maj-Louise Pizzelli, Louise Nylén and Stina Westerstad.

Election of Chairman of the Board (item 8)

The Nomination Committee proposes that Mathias Pedersen shall be elected as Chairman of the Board.

Determination of the remuneration to the members of the Board (item 9)

The Nomination Committee proposes a reduction of the remuneration that was approved at the Annual General Meeting 2020 for the work in the Board and its Remuneration and Audit Committee, for the period until the close of the next Annual General Meeting. Accordingly, the Nomination Committee proposes that:

- SEK 450,000 shall be allocated to the Chairman of the Board,
- SEK 200,000 shall be allocated to each of the other five members of the Board,
- SEK 75,000 shall be allocated to the Chairman and SEK 30,000 shall be allocated to each of the other two members of the Audit Committee, and
- SEK 50,000 shall be allocated to the Chairman and SEK 20,000 shall be allocated to each of the other two members of the Remuneration Committee.

The total remuneration (on an annual basis) for the work in the Board and its Committees amounts to SEK 1,675,000, i.e. a reduction of the previously resolved total remuneration (SEK 2,571,000) for the work in the Board and its Committees.

Resolution regarding adoption of new guidelines for remuneration to senior executives (item 10)

The Board proposes, due to the changes that have occurred in the Group in the form of distribution of the former subsidiaries Qliro AB and CDON AB to Nelly Group's shareholders, that the Extraordinary General Meeting resolves to adopt the following guidelines for remuneration to Nelly Group's CEO and other members of the executive management (together the "Senior Executives"), and for Board members to the extent they receive remuneration outside of their assignments as Board members.

The guidelines shall apply to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Extraordinary General Meeting on 16 December 2020. These guidelines do not apply to any remuneration decided by the General Meeting, such as ordinary Board remuneration and long-term share and share price-related incentive plans.

The guidelines' promotion of the Nelly Group's business strategy, long-term interests and sustainability

Nelly Group's only operative subsidiary Nelly has one of the leading Nordic online fashion brands among young women. Nelly's business model is based on a core of its own designs and labels and a complementary range of selected clothing and beauty products from 300 brands. Nelly shall continue to strengthen its own brands and constantly be at the forefront of digital marketing and sales. The company shall continue to inspire with selected trends and clothing for its target group.

A prerequisite for the successful implementation of Nelly Group's business strategy and the safeguarding of the Group companies' long-term interests, including their sustainability, is that Nelly Group is able to attract, motivate and retain senior executives in competition with comparable Nordic companies, primarily Nordic companies which are operating within e-commerce and retailing with consumer brands and products. These guidelines shall therefore enable for the Senior Executives to be offered a competitive total remuneration. At the same time, Nelly Group's remuneration system shall be in line with and promote sound and effective risk management and counteract excessive risk-taking behavior.

The remuneration to the Senior Executives in Nelly Group shall both short-term and long-term reflect the individual's performance and responsibilities and the results in Nelly Group, including in its subsidiary, and shall also link the Senior Executives' interests and rewards with the shareholders'. Therefore, the remuneration to the Senior Executives shall be based on the pay for performance principle.

The Board considers that the possibility of variable remuneration and participation in any long-term incentive plans together with a well-balanced fixed remuneration provides the conditions for Nelly Group to be a competitive employer, while the design of and conditions for the variable remuneration support a responsible and sound risk management as well as the company's growth strategy, long-term interests and sustainability.

Types of remuneration

The remuneration shall be on market terms and may consist of the following components:

- fixed cash salary,
- variable cash remuneration,

- the possibility of participating in long-term (i) share- and share price related incentive plans resolved upon by the General Meeting and / or (ii) cash-based incentive plans,
- pension benefits, and
- other customary benefits.

Fixed cash salary

The Senior Executives' fixed cash salary is revised each year and shall be competitive and based on the individual's competence, responsibilities and performance.

Variable cash remuneration

The Senior Executives' variable cash remuneration shall be based on fulfilment of established targets relating to growth and value creation for their respective areas of responsibility and for Nelly Group. The outcome shall be linked to measurable targets (qualitative, quantitative, general and individual) which shall be measured over a year. The targets within the Senior Executives' respective area of responsibility are defined to promote Nelly Group's development both in the short-term and long-term, and thus promote Nelly Group's business strategy and long-term interests, including the company's sustainability. Variable cash remuneration may not exceed 100 per cent of the Senior Executive's fixed annual salary.

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual level and either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performances in addition to the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary. Any resolution on such remuneration shall be made by the Board based on a proposal from the Remuneration Committee.

The Board shall also consider to resolve that a part of the Senior Executives' variable cash remuneration shall be invested in shares or share-price related instruments in Nelly Group.

Long-term share-related and cash-based incentive plans

The Senior Executives may be offered to participate in incentive plans which shall generally be share or share price-related and shall therefore not be covered by these guidelines, but may also be cash-based. Long-term share or share price-related incentive plans shall be designed to ensure the participants' long-term commitment to the value growth in Nelly Group and align the Senior Executives' interests with the shareholders.

Establishment of criteria for payment of cash variable remuneration and long-term cash-based incentive plans and claw-back rights in certain cases

When the measurement period for fulfilling the criteria for payment of variable cash remuneration and long-term cash-based incentive plans ends, the extent to which the criteria have been met shall be assessed/determined. The Remuneration Committee is responsible for the evaluation. With regard to financial criteria, the assessment shall be based on Nelly Group's most recently published financial information. In the assessment, the Remuneration Committee shall ensure that there is a link between the remuneration and Nelly Group's results. When determining the remuneration, the Remuneration Committee shall also take into account relevant circumstances relating to the environment, social conditions as well as corporate governance and anti-corruption (so-called ESG). To ensure that performances on which the remuneration have been based are sustainable over time, Nelly Group shall have the right, pursuant to applicable law or contractual provisions, subject to any

restrictions that may apply under law or contract, to in whole or in part reclaim remuneration other than fixed cash salary, pension and other customary benefits which have been paid on incorrect grounds, as a result of information which turns out to be apparently incorrect ("claw-back").

Pensions and other customary benefits

Pension commitments are premium defined and are secured through premiums paid to insurance companies. The size of the pension premiums shall be in accordance with Nelly Group's pension plan and shall in all material respects correspond to the provision levels that apply pursuant to the ITP 1 plan and thus have the limitations in relation to the fixed annual salary as stated therein. No provisions are made for salary components exceeding 60 income base amounts calculated on an annual basis. Variable cash remuneration shall, in general, not qualify for pension benefits. Under normal circumstances the retirement age is 65 years.

Other benefits shall be customary and facilitate that the senior executives can carry out their duties, for example a company car, company health care and health care insurance. Such benefits shall in aggregate not exceed 30 per cent of the fixed annual cash salary.

Notice of termination and severance pay

Upon termination of employment the notice period may not exceed 12 months. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for 18 months for the CEO and 12 months for other senior executives. When the termination is initiated by the senior executive, the notice period may not exceed six months, without any right to severance pay.

Salary and employment conditions for employees

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for Nelly Group's employees have been taken into account. The guidelines do not differ from the remuneration systems which are generally applied in Nelly Group for other employees. In other respects, the remuneration, the types of remuneration and the salary development for Senior Executives are considered to be in line with the salaries and employment conditions of other employees in Nelly Group. The development of the gap between the remuneration to the Senior Executives and remuneration to other employees will be presented in subsequent remuneration reports.

Remuneration to Board members

Board members in the parent company, elected at General Meetings, may in certain cases receive compensation for services performed within their respective areas of expertise, but which are outside of their Board duties in the parent company. Compensation for such services shall be paid on market terms and be approved by the Board.

The decision-making process

The Board has established a Remuneration Committee. The Committee's tasks include preparing the Board's decision to propose guidelines for remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting.

The Remuneration Committee shall also monitor and evaluate plans for variable remuneration for the executive management, the application of these guidelines for remuneration to senior executives as well as the current remuneration structures and compensation levels in the company.

The members of the Remuneration Committee are independent of the company and its executive management. The Senior Executives do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviations from the guidelines

The Board may, if it considers that special circumstances are at hand and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial position, deviate from the guidelines. In such a case the Board shall explain the reason for the deviation at the following Annual General Meeting.

Further information regarding remuneration to senior executives is presented in Nelly Group's annual report for 2019.

Resolutions on long-term incentive plan for certain senior executives and approval of transfer of shares to the participants (item 11 (a)-(b))

Background and motive

The Board proposes that the Extraordinary General Meeting resolves to adopt a long-term incentive plan ("**Ownership Plan 2020**") for certain senior executives in Nelly Group, in accordance with what is set out in item A below.

The purpose of Ownership Plan 2020 is to enable Nelly Group to retain key personnel in the company's executive management who are expected to contribute to the company's continued development. The proposed remuneration shall promote sustainable decisions to achieve results that are aligned with the company's vision and overarching strategy.

The Board wants the participants to gain an increased ownership in the company through the incentive plan, for the purpose of aligning the interests of the participants and the shareholders, and has therefore proposed a share-related remuneration where a condition for receiving the remuneration is that the participants invest in the company's shares and remain within the company in the long term. The intention is to create increased incentives for the participants to contribute to a long-term development of Nelly Group's results and shareholder value. An increase in the shareholdings of the company's senior executives is also expected to lead to increased loyalty towards the company, which is beneficial for the company and its shareholders.

To ensure that the company can fulfil its commitments under Ownership Plan 2020, the Board proposes that the Extraordinary General Meeting resolves upon approval of transfer of shares in accordance with what is set out in item B below.

A. The Board's proposed resolution to adopt a long-term incentive plan for certain senior executives

1. Participants and terms and conditions in summary

The Board proposes that the general meeting resolves to adopt Ownership Plan 2020, which is intended for Kristina Lukes (CEO), John Afzelius (who has been appointed as Nelly Group's CFO as of 1 April 2021; John is currently the CFO of the subsidiary Nelly NLY AB) and Maria Segergren (CPO). In order to participate in Ownership Plan 2020, the participants must have made a personal

investment in the company by acquiring shares in Nelly Group ("**Investment Shares**"). The Investment Shares may either be shares in Nelly Group that the participant already owns (and which have not already been allocated to Nelly Group's ongoing incentive plans) or shares acquired on the market by the participant in connection with the notification to participate in Ownership Plan 2020. Following such investment, the participants will be entitled to be allotted shares in the company ("**Ownership Shares**") in accordance with the terms and conditions set out below.

2. Allocation

The Board proposes that Ownership Plan 2020 shall comprise up to 100,000 Ownership Shares. The number of Ownership Shares is based on the assumption that the general meeting resolves on a reverse share split in accordance with the Board's proposal under item 12. The number of Ownership Shares shall be subject to recalculation if the general meeting does not resolve to implement the proposed reverse share split. The maximum amount of Ownership Shares that can be allocated per person shall be as follows: Kristina Lukes, up to 61,538 Ownership Shares, John Afzelius, up to 25,641 Ownership Shares and Maria Segergren, up to 12,821 Ownership Shares.

3. Individual investment and maximum allocation of Investment Shares for Ownership Plan 2020

In order to participate in Ownership Plan 2020, the participant must make a personal investment by acquiring Investment Shares. Investment Shares may either be shares in Nelly Group that the participant already owns (and which have not already been allocated to Nelly Group's ongoing incentive plans) or shares acquired on the market by the participant in connection with the notification to participate in Ownership Plan 2020. If the participant has inside information in connection with the notification to participate in Ownership Plan 2020, the Investment Shares shall be acquired as soon as possible after the participant no longer has inside information, but no later than prior to the next Annual General Meeting.

The maximum amount of Investment Shares that all participants may allocate to Ownership Plan 2020 shall correspond to a total value of SEK 1,950,000. The outcome of Ownership Plan 2020 for each participant is limited to the number of Ownership Shares that may be allocated (including any dividends or similar that accrue for such shares during the Vesting Period (as defined below)).

The maximum number of Investment Shares that the participants may allocate for Ownership Plan 2020 shall be the following: Kristina Lukes may allocate a maximum amount of Investment Shares that correspond to a value of SEK 1,200,000, John Afzelius may allocate a maximum number of Investment Shares that correspond to a value of SEK 500,000 and Maria Segergren may allocate a maximum number of Investment Shares that correspond to a value of SEK 250,000.

The value of the Investment Shares shall be calculated based on the average volume weighted price for the Nelly Group share on Nasdaq Stockholm during a period of ten trading days before the date of the general meeting.

4. Conditions for retaining Ownership Shares

The participants may only retain the Ownership Shares pursuant to the terms and conditions set out in Ownership Plan 2020. Ownership Shares are vested during the period from and including 1 January 2021 up to and including 31 December 2027 (the "**Vesting Period**"). After the Vesting Period has expired, allocated Ownership Shares, and any related dividend or similar may be retained and freely disposed by the participants provided that the following condition have been fulfilled:

- The participant has acquired and, during the entire Vesting Period, retained the number of

Investment Shares corresponding to the number of Ownership Shares that has been allotted to the participant. If the participant has acquired a lower number of Investment Shares than the number of Ownership Shares that has been allotted to the participant, the number of Ownership Shares shall be adjusted accordingly.

5. *Vesting of Ownership Shares during the Vesting Period*

Vesting upon termination of employment

Ownership Shares are vested linearly during the Vesting Period, meaning that at the end of each year under Ownership Plan 2020, 1/7 (corresponding to approximately 14.3 percent) of the total number of Ownership Shares that the participant may be entitled to under the Ownership Plan 2020 will be vested. If the participant does not remain employed by the company during the entire the Vesting Period, the following terms and conditions shall apply for vesting of the Ownership Shares.

- If the participant's employment is terminated by the company during the period from and including 1 January 2021 up to and including 31 December 2021 (i.e. during year 0-1 of the plan), the participant shall not be entitled to any Ownership Shares.
- If the participant's employment is terminated by the company during the period from and including 1 January 2022 up to and including 31 December 2027 (i.e. during years 2-7 of the plan), the participant's entitlement to Ownership Shares shall be vested linearly up until the start of the year in which the employment ceased.
- If the participant terminates his/her employment during the period from and including 1 January 2021 up to and including 31 December 2023 (i.e. during years 0-3 of the plan), the participant shall not be entitled to any Ownership Shares.
- If the participant terminates his/her employment during the period from and including 1 January 2024 up to and including 31 December 2027 (i.e. during years 4-7 of the plan), the participant's entitlement to Ownership Shares shall be vested linearly during this period up until the start of the year in which the employment ceased.

If the number of shares in the company is changed as a result of a bonus issue, share split or reverse share split of existing shares in the company, or a similar corporate action, the vesting of Ownership Shares shall be recalculated in proportion to the change.

Notwithstanding the above, if the participant's employment is terminated by the company during the Vesting Period due to a criminal offence or serious irregularities from the participant, the participant shall not be entitled to retain any Ownership Shares.

Vesting upon public tender offer

If the company's shares are subject to a public tender offer (corresponding to or in accordance with the Takeover Act (*Sw. lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*), and such tender offer is completed, all Ownership Shares shall be vested.

Taxation

The receipt of Ownership Shares is a taxable benefit, subject to tax in the income year that the Ownership Shares are received by the participant. The relevant taxable benefit value is calculated as the final share price for the Nelly Group share on Nasdaq Stockholm on the day the shares are received. The taxable benefit value is taxed as income from employment, meaning that the employer

must pay social security contributions (*Sw. sociala avgifter*). The participant will be compensated with a payment of salary in cash that, after deduction of tax, entails that the Ownership Shares have been acquired free of charge for the participant.

Preparation and administration

Ownership Plan 2020 has been prepared by the Board together with external advisors.

The Board, or the person appointed by the Board, shall be responsible for preparing the detailed terms and conditions and for the administration of Ownership Plan 2020, in accordance with the mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments to meet market conditions and to comply with applicable regulations. The Board shall also be entitled to make other adjustments, including e.g. a right to resolve on a reduced allotment of shares, if material changes would occur within Nelly Group, or on the market that, according to the Board's assessment, would lead to that the resolved terms and conditions for allotment of shares under Ownership Plan 2020 no longer fulfil the main objectives.

Costs, effects on certain key ratios and dilution

The Board has made a preliminary estimation of the costs relating to Ownership Plan 2020. The costs, which primarily comprise of social security contributions for the value of the Ownership Shares, and costs for the payment of salary to cover the participants' costs in Ownership Plan 2020, are estimated to amount to approximately SEK 5.7 million. The costs correspond to approximately 5.4 percent of the company's personnel costs for 2020.

The preliminary estimation of the costs is based on the assumption that the maximum number of Ownership Shares that may be allocated under Ownership Plan 2020 shall correspond to the number of allocated Investment Shares. The value of the Investment Shares may amount to a maximum of SEK 1,950,000. The estimation is further based on the assumption that the value of the company's share is SEK 34.7 after the reverse share split (1:10) proposed under item 12 has been completed.

Based on the assumption that the value per share is SEK 34.7 (after the reverse share split), Ownership Plan 2020 entails a maximum dilution of approximately 0.3 percent of the share capital and votes in the company. Assuming maximum allotment of Ownership Shares under Ownership Plan 2020, whereby 100,000 Ownership Shares will be allotted to the participants, Ownership Plan 2020 entails a dilution of approximately 0.55 percent of the share capital and votes in the company. If the participant leaves the company during the Vesting Period, the participant may, in whole or in part, lose its entitlement to the Ownership Shares, which in such case are intended to be cancelled after a resolution on a reduction of the share capital. Such cancellation of shares would reduce the dilution.

Other incentive plans

At the time of this proposal, there are two ongoing share-based long-term incentive plans in Nelly Group, resolved upon by the Annual General Meetings of 2018 and 2019, respectively.

B. The Board's proposal on approval of transfer of shares to the participants

The Board proposes that the extraordinary general meeting resolves that a maximum of 100,000 C-shares held in treasury by Nelly Group are converted into ordinary shares and thereafter may be transferred to the participants in accordance with the terms and conditions of Ownership Plan 2020.

The participants' right to receive ordinary shares requires that the conditions of Ownership Plan 2020 are fulfilled, and the shares shall be transferred during the period of time that follows from the terms and conditions of Ownership Plan 2020. The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants under Ownership Plan 2020 is based on the assumption that the general meeting resolves upon a reverse share split in accordance with the Board's proposal under item 12. The number of shares shall be subject to recalculation in the event that the general meeting does not resolve to implement the proposed reverse share split.

Special majority requirements

The Board's proposal on adoption of a long-term incentive plan for certain senior executives in accordance with item A and approval of transfer of shares in accordance with item B is a joint proposal and shall be resolved upon as a joint resolution. In order for the resolution to be valid, it must be supported by shareholders holding no less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Resolutions regarding amendment of the Articles of Association and reverse share split (item 12 (a)-(b))

Resolution regarding amendment of the Articles of Association

The Board proposes to amend the limits of the number of shares in the Articles of Association in accordance with the below, to enable the reverse share split proposed in accordance with item 12 b below.

Current wording

Proposed wording

§ 4, second and third paragraph.

The number of shares in the Company shall be not less than 100,000,000 and not more than 400,000,000.

The number of shares in the Company shall be not less than 15,000,000 and not more than 60,000,000.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued up to a maximum amount of 400,000,000 and Class C shares up to a maximum amount of 4,000,000.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued up to a maximum amount of 60,000,000 and Class C shares up to a maximum amount of 60,000,000.

Resolution regarding reverse share split

The Board proposes that the Extraordinary General Meeting resolves on a reverse share split of the company's shares (ordinary shares as well as Class C shares), whereby ten (10) existing shares will be consolidated into one (1) new share (1:10). The purpose of the reverse share split is to obtain a number of shares that is appropriate for the company.

The Board proposes that the Extraordinary General Meeting authorises the Board to determine the record day for the reverse share split. The record day may not occur before the resolution on reverse share split has been registered with the Swedish Companies Registration Office.

If a shareholder's holding of a share of a certain class does not correspond to a full number of new shares of the same class, excess shares will be transferred to the company's ownership on the record day for the reverse share split. Excess shares will thereafter be sold, at the company's expense, by Hagberg & Aneborn Fondkommission AB, whereby affected shareholders will receive their share of the sales proceeds.

After the reverse share split the number of shares in the company will decrease from 184,949,730 to 18,494,973. The proposed reverse share split also means that the share's quota value will increase from SEK 1.00 to SEK 10.00.

Resolutions regarding amendment of the Articles of Association and reverse share split in accordance with this item 12 are made as a joint resolution. In order for the resolution to be valid, it must be supported by shareholders holding no less than two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

MISCELLANEOUS

Shares and votes

There are a total number of 184,949,730 shares in the company, whereof 179,729,730 ordinary shares and 5,220,000 Class C shares, corresponding to a total of 184,949,730 votes. As per the day of this notice, the company holds 5,220,000 of its own Class C shares corresponding to 5,220,000 votes which cannot be represented at the general meeting.

Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make such minor adjustments in the general meeting's resolutions as may be required in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

Shareholders' right to request information

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. Request for such information shall be made in writing to Nelly Group AB (publ), Att: The Board, P.O. Box 195 25, SE-104 32 Stockholm, Sweden or by email to ir@nelly.com no later than on 6 December 2020. Such information will be provided by being available at the company, and at the company's website, www.nellygroup.com, no later than on 11 December 2020. The information will also be sent, within the same period of time, to shareholders who so request and state their postal or email address.

Documentation

The Nomination Committee's motivated opinion explaining its proposal regarding Board members (including information on the proposed new members of the Board) and the proposed wording of the new Articles of Association will be available for the shareholders no later than on 25 November 2020 at the company's website, www.nellygroup.com, at the company's premises at Sveavägen 151 in Stockholm, Sweden and will be sent to shareholders who so request and state their postal or email

address.

The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Computershare AB "Nelly Group EGM 2020", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

Stockholm, November 2020
NELLY GROUP AB (PUBL)
THE BOARD OF DIRECTORS

About Nelly Group

Nelly is one of the Nordic region's strongest fashion brands for young women. The core is the own brand in combination with digital sales directly to our target group. Nelly has created a strong commitment through a distinct sense for fashion and digital marketing. The company has 2.1 million customers and sales of SEK 1.4 billion per year. Nelly Group was previously called Qliro Group. Nelly Group is listed on Nasdaq Stockholm in the mid-cap segment with the short name "NELLY".

**FORM FOR NOTIFICATION OF PARTICIPATION AND POSTAL VOTING
FOR EXTRAORDINARY GENERAL MEETING IN NELLY GROUP AB (PUBL)
ON 16 DECEMBER 2020**

The form must be received by Computershare AB (being the administrator of the forms for Nelly Group) **no later than on Tuesday 15 December 2020**.

Note that **shareholders whose shares are nominee-registered must register the shares in their own name in order to vote**. Shareholders should inform their nominees well in advance before Tuesday 8 December 2020. Instructions for this can be found in the notice of the Extraordinary General Meeting.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Nelly Group AB (publ), reg.no. 556035-6940, at the Extraordinary General Meeting on Wednesday, 16 December 2020. The voting right is exercised in accordance with the voting options marked below.

Name of the shareholder	Personal identity number/registration number
Telephone number	E-mail
Place and date	
Signature	
Clarification of signature	

Instructions:

- Complete all the requested information above.
- Select the preferred voting options below regarding how the shareholder wishes to vote.
- Print, fill in, sign and send the form in original to Computershare AB, "Nelly Group EGM 2020", Box 5267, SE-102 46 Stockholm, Sweden. The completed and signed form may also be submitted electronically. Shareholders can cast their postal votes electronically either through BankID verification according to instructions on Nelly Group's website, www.nellygroup.com, or by submitting the completed and signed form by e-mail to info@computershare.se.
- If the shareholder is a natural person who is personally voting in advance, it is the shareholder who should sign under *Signature* above. If the advance vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the advance vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- A power of attorney shall be enclosed if the shareholder votes in advance by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form.

Further information regarding postal voting

The Board of Nelly Group AB (publ) has resolved that the shareholders in Nelly Group AB (publ) at the Extraordinary General Meeting on Wednesday, 16 December 2020 shall only be able to exercise their voting rights by postal voting and voting by e-mail in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders cannot give any other instructions than selecting one of the options specified at each item in the form. A vote (i.e. the postal vote in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

The postal voting form, together with any enclosed authorisation documentation, must be received by Nelly Group AB (publ) no later than on Tuesday, 15 December 2020. A postal vote can be withdrawn up to and including Tuesday, 15 December 2020 by contacting Computershare AB by e-mail to info@computershare.se (with attention "Nelly Group EGM"), by post to Computershare AB, "Nelly Group EGM 2020", Box 5267, SE-102 46 Stockholm, Sweden or by phone to 0771-246 400 (Monday-Friday 9 a.m. – 4 p.m.).

For complete proposals for the items on the agenda, kindly refer to the notice convening the meeting on Nelly Group AB (publ)'s website. The proposed resolutions set out in the notice may be changed or withdrawn. Nelly Group AB (publ) will disclose such adjustments through a press release, whereafter shareholders have the right to submit a new form.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Extraordinary General Meeting in Nelly Group AB (publ) on 16 December 2020

The options below comprise the proposals submitted by the Board of Directors and the Nomination Committee which are included in the notice convening the Extraordinary General Meeting.

1. Election of Chairman of the Extraordinary General Meeting		
Tone Myhre-Jensen		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
2. Preparation and approval of the voting list		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
3. Approval of the agenda		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
4. Election of one or two persons to check and verify the minutes		
Sandra Backlund (representative for Rite Ventures)		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
5. Determination of whether the Extraordinary General Meeting has been duly convened		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
6. Determination of the number of members of the Board		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
7. Election of new Board members		
7 a. Louise Nylén		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
7 b. Maj-Louise Pizzelli		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
7 c. Stina Westerstad		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
8. Election of Chairman of the Board		
Mathias Pedersen		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
9. Determination of the remuneration to the members of the Board		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
10. Resolution regarding adoption of new guidelines for remuneration to senior executives		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
11. Resolutions on a. long-term incentive plan for certain senior executives; and b. approval of transfer of shares to the participants		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
12. Resolutions regarding a. amendment of the Articles of Association and b. reverse share split		
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>

The shareholder requests that one or more items in the above form shall be postponed to a Continued General Meeting.

(This section is to be filled in only if the shareholder has such request)

State item or items by using numbers:

Dagordningspunkt Agenda Item	Beslutspunkter på dagordningen Resolution Items on the agenda	Röster / Votes					Aktier / Shares				Andel av det totala antalet aktier i bolaget som de Angivna Representerar (%) Part of the total amount of shares in the company the Given shares represent (%)	
		(% nedan avser andel av de på stämman avgivna rösterna) (% below refers to part of cast votes at the meeting)					(% nedan avser andel av de på stämman företrädda aktierna) (% below refers to part of represented shares at the meeting)					
		Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)	Avstår (antal) Abstain (amount)	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)		Aktier för vilka röster har avgetts (antal) ("Angivna") Shares where votes have been cast (amount) ("Cast")
1.	Val av ordförande Appointment of chairman of the meeting	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
2.	Upprättande och godkännande av röstlistor Preparation and approval of the voting list	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
3.	Godkännande av dagordning Approval of the agenda	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
4.	Val av en eller två justeringsmän Election of one or two persons to verify the minutes	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
5.	Prövning av om stämman blivit behörigen sammankallad Determination that the meeting has been duly convened	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
6.	Bestämmande av antalet styrelseledamöter Determination of the number of members of the Board	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
7.A	Val av Louise Nyllén Election of Louise Nyllén	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
7.B	Val av Maj-Louise Pizzelli Election of Maj-Louise Pizzelli	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
7.C	Val av Stina Westerstad Election of Stina Westerstad	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
8.	Val av Styrelseordförande Election of Chairman of the Board	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
9.	Fastställande av arvoden åt styrelseledamöterna Determination of the remuneration to the members of the Board	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
10.	Beslut om antagande av nya riktlinjer för ersättning till ledande befattningshavare Resolution regarding adoption of new guidelines for remuneration to senior executives	64 014 473,0	100,000%	0,0	0,000%	0,0					64 014 473	35,617%
11.	Beslut om a. långsiktigt incitamentsprogram för vissa ledande befattningshavare; och b. godkännande av överföras av aktier till deltagarna Resolutions on a. long-term incentive plan for certain senior executives, and b. approval of transfer of shares to the participants	64 014 473,0	100,000%	0,0	0,000%	0,0	64 014 473,0	100,000%	0,0	0,000%	64 014 473	35,617%
12.	Beslut om a. Bolagsordningsändring och b. sammanläggning av aktier Resolutions regarding a. amendment of the Articles of Association and b. reverse share split	64 014 473,0	100,000%	0,0	0,000%	0,0	64 014 473,0	100,000%	0,0	0,000%	64 014 473	35,617%

The Nomination Committee's motivated opinion regarding its proposal for election of the Board (including information on the proposed members of the Board)

Nelly Group Nomination Committee

In accordance with the procedure of the Nomination Committee adopted at the Annual General Meeting 2018, a Nomination Committee consisting of members appointed by the largest shareholders of Nelly Group that wished to appoint a member has been convened. The Nomination Committee consists of Christoffer Häggblom, appointed by Rite Ventures, Alexander Antas, appointed by Mandatum and Martin Jonsson, appointed by Catella Fonder. At the Nomination Committee's first meeting, Christoffer Häggblom was appointed Chairman of the Nomination Committee by the members of the Nomination Committee, which constitutes a deviation from the Swedish Corporate Governance Code. The other members of the Nomination Committee have explained the appointment as being in the company's and its shareholders' best interests and a natural consequence of Christoffer Häggblom representing the company's largest shareholder.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes the following:

- That the Board shall consist of six members.
- That Maj-Louise Pizzelli, Louise Nylén and Stina Westerstad shall be elected as new members of the Board until the close of the next Annual General Meeting.
- That Mathias Pedersen shall be elected as Chairman of the Board.

The Nomination Committee's proposal is thus that the following persons shall be members of the Board of Nelly Group for a term of office until the end of the next Annual General Meeting:

- Mathias Pedersen, Chairman of the Board
- Christoffer Häggblom
- Josephine Salenstedt
- Maj-Louise Pizzelli
- Louise Nylén
- Stina Westerstad

Information on the proposed members of the Board

Maj-Louise Pizzelli was born 1963 and studied at the Swedish School of Textiles in Borås. Maj-Louise Pizzelli is currently a board member of Nelly Group's subsidiary Nelly NLY AB, co-founder, CEO and board member of ATP Atelier (All Tomorrows Parties AB) and HOW Fashion Industry Aktiebolag as well as board member of Swedish Fashion Association and was previously, inter alia, board member of Stutterheim Raincoats (2017-2019), Assortment Director at JC / Brothers (2012-2013), Director Axstores Far East at Åhlens AB (2009-2012) and Product Director at Filippa K (1995-2008).

Maj-Louise Pizzelli does not hold any shares in Nelly Group.

The Nomination Committee's assessment is that Maj-Louise Pizzelli is independent of the company and the executive management and independent of the company's major shareholders.

Louise Nylén was born 1976 and holds a MSc in Finance from Stockholm School of Economics. Louise Nylén is a board member of Nelly Group's subsidiary Nelly NLY AB and CEO of Dynamic Code AB

and was previously, inter alia, CMO of Trustly (2019-2020), deputy CEO and CMO of LeoVegas (2013-2019) and Senior Director at OSM Group AB (2005-2013).

Louise Nylén does not hold any shares in Nelly Group.

The Nomination Committee's assessment is that Louise Nylén is independent of the company and the executive management and independent of the company's major shareholders.

Stina Westerstad was born 1974 and holds an MSc in Economics from Lund University. Stina Westerstad is a board member of Nelly Group's subsidiary Nelly NLY AB, CEO of BabyBjörn AB and board member of SkinCity and was previously, inter alia, CEO of Afound and held several senior positions in the H&M Group between 1999-2018, most recently as Global Buying Director.

Stina Westerstad does not hold any shares in Nelly Group.

The Nomination Committee's assessment is that Stina Westerstad is independent of the company and the executive management and independent of the company's major shareholders.

The Nomination Committee's work

The Nomination Committee has held one meeting, and has held discussions before and after the meeting. In light of the fact that the shares in the former subsidiaries Qliro and CDON have now been distributed to Nelly Group's shareholders, meaning that Nelly is the only remaining business in the company, the Nomination Committee's work has primarily focused on achieving a composition of the Board that contains the experiences and competencies that will be relevant for Nelly Group going forward.

In its assessment of the degree to which the current Board meets the requirements placed on it, the Nomination Committee has reviewed the balance and diversity of contributions of experiences from different business sectors and geographies relevant to Nelly Group's strategic direction.

The Nomination Committee's motivated opinion regarding its proposal for election of the Board

The Nomination Committee is of the opinion that the proposed Board demonstrates the right skills and commitment needed to support Nelly Group's management in its delivery of value creation for the company's shareholders and possesses valuable insights and experiences from the fashion industry and technology-enabled consumer-facing sectors in the Nordics. The Nomination Committee believes that the proposed composition of individuals on the Board will be of great support to Nelly Group's execution of the company's strategic initiatives.

In its work, the Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Committee has given particular consideration to the importance of an increased diversity on the Board, including gender, age and nationality, as well as depth of experiences, professional backgrounds and business disciplines. The Committee believes the composition of the proposed Board is adequately diverse in respect of its set of experiences and solid mix of relevant skillsets matching the priorities of Nelly Group. As part of its efforts to find the most competent Board members the Committee will continue to pursue an increased gender balance.

The Nomination Committee's motivated opinion regarding its proposal for Chairman of the Board

Mathias Pedersen was the CEO of the company until November 2020, Chairman of the Board for the subsidiary Nelly, and carried out the division of the group into three separate companies. Mathias Pedersen is an important component of the Board with his competence and experience of the company's operations. In view of the changes that the group has undergone, the Nomination Committee considers it to be particularly important to maintain continuity in the Board's work, and Mathias Pedersen is therefore considered to be the most suitable candidate as Chairman of the Board.

Statement on independence

The Nomination Committee has evaluated each Board member's independence and has found that the proposed Board is in compliance with the Swedish Corporate Governance Code's requirements for independence.

November 2020

THE NOMINATION COMMITTEE OF
NELLY GROUP AB (PUBL)

The Board's proposal on resolution regarding adoption of new guidelines for remuneration to senior executives

The Board proposes, due to the changes that have occurred in the Group in the form of distribution of the former subsidiaries Qliro AB and CDON AB to Nelly Group's shareholders, that the Extraordinary General Meeting resolves to adopt the following guidelines for remuneration to Nelly Group's CEO and other members of the executive management (together the "Senior Executives"), and for Board members to the extent they receive remuneration outside of their assignments as Board members.

The guidelines shall apply to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Extraordinary General Meeting on 16 December 2020. These guidelines do not apply to any remuneration decided by the General Meeting, such as ordinary Board remuneration and long-term share and share price-related incentive plans.

The guidelines' promotion of the Nelly Group's business strategy, long-term interests and sustainability

Nelly Group's only operative subsidiary Nelly has one of the leading Nordic online fashion brands among young women. Nelly's business model is based on a core of its own designs and labels and a complementary range of selected clothing and beauty products from 300 brands. Nelly shall continue to strengthen its own brands and constantly be at the forefront of digital marketing and sales. The company shall continue to inspire with selected trends and clothing for its target group.

A prerequisite for the successful implementation of Nelly Group's business strategy and the safeguarding of the Group companies' long-term interests, including their sustainability, is that Nelly Group is able to attract, motivate and retain senior executives in competition with comparable Nordic companies, primarily Nordic companies which are operating within e-commerce and retailing with consumer brands and products. These guidelines shall therefore enable for the Senior Executives to be offered a competitive total remuneration. At the same time, Nelly Group's remuneration system shall be in line with and promote sound and effective risk management and counteract excessive risk-taking behavior.

The remuneration to the Senior Executives in Nelly Group shall both short-term and long-term reflect the individual's performance and responsibilities and the results in Nelly Group, including in its subsidiary, and shall also link the Senior Executives' interests and rewards with the shareholders'. Therefore, the remuneration to the Senior Executives shall be based on the pay for performance principle.

The Board considers that the possibility of variable remuneration and participation in any long-term incentive plans together with a well-balanced fixed remuneration provides the conditions for Nelly Group to be a competitive employer, while the design of and conditions for the variable remuneration support a responsible and sound risk management as well as the company's growth strategy, long-term interests and sustainability.

Types of remuneration

The remuneration shall be on market terms and may consist of the following components:

- fixed cash salary,
- variable cash remuneration,
- the possibility of participating in long-term (i) share- and share price related incentive plans

- resolved upon by the General Meeting and / or (ii) cash-based incentive plans,
- pension benefits, and
- other customary benefits.

Fixed cash salary

The Senior Executives' fixed cash salary is revised each year and shall be competitive and based on the individual's competence, responsibilities and performance.

Variable cash remuneration

The Senior Executives' variable cash remuneration shall be based on fulfilment of established targets relating to growth and value creation for their respective areas of responsibility and for Nelly Group. The outcome shall be linked to measurable targets (qualitative, quantitative, general and individual) which shall be measured over a year. The targets within the Senior Executives' respective area of responsibility are defined to promote Nelly Group's development both in the short-term and long-term, and thus promote Nelly Group's business strategy and long-term interests, including the company's sustainability. Variable cash remuneration may not exceed 100 per cent of the Senior Executive's fixed annual salary.

Additional variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual level and either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performances in addition to the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary. Any resolution on such remuneration shall be made by the Board based on a proposal from the Remuneration Committee.

The Board shall also consider to resolve that a part of the Senior Executives' variable cash remuneration shall be invested in shares or share-price related instruments in Nelly Group.

Long-term share-related and cash-based incentive plans

The Senior Executives may be offered to participate in incentive plans which shall generally be share or share price-related and shall therefore not be covered by these guidelines, but may also be cash-based. Long-term share or share price-related incentive plans shall be designed to ensure the participants' long-term commitment to the value growth in Nelly Group and align the Senior Executives' interests with the shareholders.

Establishment of criteria for payment of cash variable remuneration and long-term cash-based incentive plans and claw-back rights in certain cases

When the measurement period for fulfilling the criteria for payment of variable cash remuneration and long-term cash-based incentive plans ends, the extent to which the criteria have been met shall be assessed/determined. The Remuneration Committee is responsible for the evaluation. With regard to financial criteria, the assessment shall be based on Nelly Group's most recently published financial information. In the assessment, the Remuneration Committee shall ensure that there is a link between the remuneration and Nelly Group's results. When determining the remuneration, the Remuneration Committee shall also take into account relevant circumstances relating to the environment, social conditions as well as corporate governance and anti-corruption (so-called ESG).

To ensure that performances on which the remuneration have been based are sustainable over time, Nelly Group shall have the right, pursuant to applicable law or contractual provisions, subject to any restrictions that may apply under law or contract, to in whole or in part reclaim remuneration other than fixed cash salary, pension and other customary benefits which have been paid on incorrect grounds, as a result of information which turns out to be apparently incorrect ("claw-back").

Pensions and other customary benefits

Pension commitments are premium defined and are secured through premiums paid to insurance companies. The size of the pension premiums shall be in accordance with Nelly Group's pension plan and shall in all material respects correspond to the provision levels that apply pursuant to the ITP 1 plan and thus have the limitations in relation to the fixed annual salary as stated therein. No provisions are made for salary components exceeding 60 income base amounts calculated on an annual basis. Variable cash remuneration shall, in general, not qualify for pension benefits. Under normal circumstances the retirement age is 65 years.

Other benefits shall be customary and facilitate that the senior executives can carry out their duties, for example a company car, company health care and health care insurance. Such benefits shall in aggregate not exceed 30 per cent of the fixed annual cash salary.

Notice of termination and severance pay

Upon termination of employment the notice period may not exceed 12 months. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for 18 months for the CEO and 12 months for other senior executives. When the termination is initiated by the senior executive, the notice period may not exceed six months, without any right to severance pay.

Salary and employment conditions for employees

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for Nelly Group's employees have been taken into account. The guidelines do not differ from the remuneration systems which are generally applied in Nelly Group for other employees. In other respects, the remuneration, the types of remuneration and the salary development for Senior Executives are considered to be in line with the salaries and employment conditions of other employees in Nelly Group. The development of the gap between the remuneration to the Senior Executives and remuneration to other employees will be presented in subsequent remuneration reports.

Remuneration to Board members

Board members in the parent company, elected at General Meetings, may in certain cases receive compensation for services performed within their respective areas of expertise, but which are outside of their Board duties in the parent company. Compensation for such services shall be paid on market terms and be approved by the Board.

The decision-making process

The Board has established a Remuneration Committee. The Committee's tasks include preparing the Board's decision to propose guidelines for remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting.

The Remuneration Committee shall also monitor and evaluate plans for variable remuneration for the executive management, the application of these guidelines for remuneration to senior executives as well as the current remuneration structures and compensation levels in the company.

The members of the Remuneration Committee are independent of the company and its executive management. The Senior Executives do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviations from the guidelines

The Board may, if it considers that special circumstances are at hand and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial position, deviate from the guidelines. In such a case the Board shall explain the reason for the deviation at the following Annual General Meeting.

Further information regarding remuneration to senior executives is presented in Nelly Group's annual report for 2019.

The Board's proposal on long-term incentive plan for certain senior executives and approval of transfer of shares to the participants

Background and motive

The Board proposes that the Extraordinary General Meeting resolves to adopt a long-term incentive plan (“**Ownership Plan 2020**“) for certain senior executives in Nelly Group, in accordance with what is set out in item A below.

The purpose of Ownership Plan 2020 is to enable Nelly Group to retain key personnel in the company’s executive management who are expected to contribute to the company’s continued development. The proposed remuneration shall promote sustainable decisions to achieve results that are aligned with the company’s vision and overarching strategy.

The Board wants the participants to gain an increased ownership in the company through the incentive plan, for the purpose of aligning the interests of the participants and the shareholders, and has therefore proposed a share-related remuneration where a condition for receiving the remuneration is that the participants invest in the company’s shares and remain within the company in the long term. The intention is to create increased incentives for the participants to contribute to a long-term development of Nelly Group’s results and shareholder value. An increase in the shareholdings of the company’s senior executives is also expected to lead to increased loyalty towards the company, which is beneficial for the company and its shareholders.

To ensure that the company can fulfil its commitments under Ownership Plan 2020, the Board proposes that the Extraordinary General Meeting resolves upon approval of transfer of shares in accordance with what is set out in item B below.

A. The Board’s proposed resolution to adopt a long-term incentive plan for certain senior executives

1. Participants and terms and conditions in summary

The Board proposes that the general meeting resolves to adopt Ownership Plan 2020, which is intended for Kristina Lukes (CEO), John Afzelius (who has been appointed as Nelly Group’s CFO as of 1 April 2021; John is currently the CFO of the subsidiary Nelly NLY AB) and Maria Segergren (CPO). In order to participate in Ownership Plan 2020, the participants must have made a personal investment in the company by acquiring shares in Nelly Group (“**Investment Shares**“). The Investment Shares may either be shares in Nelly Group that the participant already owns (and which have not already been allocated to Nelly Group’s ongoing incentive plans) or shares acquired on the market by the participant in connection with the notification to participate in Ownership Plan 2020. Following such investment, the participants will be entitled to be allotted shares in the company (“**Ownership Shares**“) in accordance with the terms and conditions set out below.

2. Allocation

The Board proposes that Ownership Plan 2020 shall comprise up to 100,000 Ownership Shares. The number of Ownership Shares is based on the assumption that the general meeting resolves on a reverse share split in accordance with the Board’s proposal under item 12. The number of Ownership Shares shall be subject to recalculation if the general meeting does not resolve to implement the proposed reverse share split. The maximum amount of Ownership Shares that can be allocated per person shall

be as follows: Kristina Lukes, up to 61,538 Ownership Shares, John Afzelius, up to 25,641 Ownership Shares and Maria Segergren, up to 12,821 Ownership Shares.

3. Individual investment and maximum allocation of Investment Shares for Ownership Plan 2020

In order to participate in Ownership Plan 2020, the participant must make a personal investment by acquiring Investment Shares. Investment Shares may either be shares in Nelly Group that the participant already owns (and which have not already been allocated to Nelly Group's ongoing incentive plans) or shares acquired on the market by the participant in connection with the notification to participate in Ownership Plan 2020. If the participant has inside information in connection with the notification to participate in Ownership Plan 2020, the Investment Shares shall be acquired as soon as possible after the participant no longer has inside information, but no later than prior to the next Annual General Meeting.

The maximum amount of Investment Shares that all participants may allocate to Ownership Plan 2020 shall correspond to a total value of SEK 1,950,000. The outcome of Ownership Plan 2020 for each participant is limited to the number of Ownership Shares that may be allocated (including any dividends or similar that accrue for such shares during the Vesting Period (as defined below)).

The maximum number of Investment Shares that the participants may allocate for Ownership Plan 2020 shall be the following: Kristina Lukes may allocate a maximum amount of Investment Shares that correspond to a value of SEK 1,200,000, John Afzelius may allocate a maximum number of Investment Shares that correspond to a value of SEK 500,000 and Maria Segergren may allocate a maximum number of Investment Shares that correspond to a value of SEK 250,000.

The value of the Investment Shares shall be calculated based on the average volume weighted price for the Nelly Group share on Nasdaq Stockholm during a period of ten trading days before the date of the general meeting.

4. Conditions for retaining Ownership Shares

The participants may only retain the Ownership Shares pursuant to the terms and conditions set out in Ownership Plan 2020. Ownership Shares are vested during the period from and including 1 January 2021 up to and including 31 December 2027 (the "**Vesting Period**"). After the Vesting Period has expired, allocated Ownership Shares, and any related dividend or similar may be retained and freely disposed by the participants provided that the following condition have been fulfilled:

- The participant has acquired and, during the entire Vesting Period, retained the number of Investment Shares corresponding to the number of Ownership Shares that has been allotted to the participant. If the participant has acquired a lower number of Investment Shares than the number of Ownership Shares that has been allotted to the participant, the number of Ownership Shares shall be adjusted accordingly.

5. Vesting of Ownership Shares during the Vesting Period

Vesting upon termination of employment

Ownership Shares are vested linearly during the Vesting Period, meaning that at the end of each year under Ownership Plan 2020, 1/7 (corresponding to approximately 14.3 percent) of the total number of Ownership Shares that the participant may be entitled to under the Ownership Plan 2020 will be vested. If the participant does not remain employed by the company during the entire the Vesting Period, the following terms and conditions shall apply for vesting of the Ownership Shares.

- If the participant's employment is terminated by the company during the period from and including 1 January 2021 up to and including 31 December 2021 (i.e. during year 0-1 of the plan), the participant shall not be entitled to any Ownership Shares.
- If the participant's employment is terminated by the company during the period from and including 1 January 2022 up to and including 31 December 2027 (i.e. during years 2-7 of the plan), the participant's entitlement to Ownership Shares shall be vested linearly up until the start of the year in which the employment ceased.
- If the participant terminates his/her employment during the period from and including 1 January 2021 up to and including 31 December 2023 (i.e. during years 0-3 of the plan), the participant shall not be entitled to any Ownership Shares.
- If the participant terminates his/her employment during the period from and including 1 January 2024 up to and including 31 December 2027 (i.e. during years 4-7 of the plan), the participant's entitlement to Ownership Shares shall be vested linearly during this period up until the start of the year in which the employment ceased.

If the number of shares in the company is changed as a result of a bonus issue, share split or reverse share split of existing shares in the company, or a similar corporate action, the vesting of Ownership Shares shall be recalculated in proportion to the change.

Notwithstanding the above, if the participant's employment is terminated by the company during the Vesting Period due to a criminal offence or serious irregularities from the participant, the participant shall not be entitled to retain any Ownership Shares.

Vesting upon public tender offer

If the company's shares are subject to a public tender offer (corresponding to or in accordance with the Takeover Act (*Sw. lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*), and such tender offer is completed, all Ownership Shares shall be vested.

Taxation

The receipt of Ownership Shares is a taxable benefit, subject to tax in the income year that the Ownership Shares are received by the participant. The relevant taxable benefit value is calculated as the final share price for the Nelly Group share on Nasdaq Stockholm on the day the shares are received. The taxable benefit value is taxed as income from employment, meaning that the employer must pay social security contributions (*Sw. sociala avgifter*). The participant will be compensated with a payment of salary in cash that, after deduction of tax, entails that the Ownership Shares have been acquired free of charge for the participant.

Preparation and administration

Ownership Plan 2020 has been prepared by the Board together with external advisors.

The Board, or the person appointed by the Board, shall be responsible for preparing the detailed terms and conditions and for the administration of Ownership Plan 2020, in accordance with the mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments to meet market conditions and to comply with applicable regulations. The Board shall also be entitled to make other adjustments, including e.g. a right to resolve on a reduced allotment of shares, if material changes would occur within Nelly Group, or on the market that, according to the Board's assessment, would lead to that the resolved terms and conditions for allotment of shares under Ownership Plan 2020 no longer fulfil the main objectives.

Costs, effects on certain key ratios and dilution

The Board has made a preliminary estimation of the costs relating to Ownership Plan 2020. The costs, which primarily comprise of social security contributions for the value of the Ownership Shares, and costs for the payment of salary to cover the participants' costs in Ownership Plan 2020, are estimated to amount to approximately SEK 5.7 million. The costs correspond to approximately 5.4 percent of the company's personnel costs for 2020.

The preliminary estimation of the costs is based on the assumption that the maximum number of Ownership Shares that may be allocated under Ownership Plan 2020 shall correspond to the number of allocated Investment Shares. The value of the Investment Shares may amount to a maximum of SEK 1,950,000. The estimation is further based on the assumption that the value of the company's share is SEK 34.7 after the reverse share split (1:10) proposed under item 12 has been completed.

Based on the assumption that the value per share is SEK 34.7 (after the reverse share split), Ownership Plan 2020 entails a maximum dilution of approximately 0.3 percent of the share capital and votes in the company. Assuming maximum allotment of Ownership Shares under Ownership Plan 2020, whereby 100,000 Ownership Shares will be allotted to the participants, Ownership Plan 2020 entails a dilution of approximately 0.55 percent of the share capital and votes in the company. If the participant leaves the company during the Vesting Period, the participant may, in whole or in part, lose its entitlement to the Ownership Shares, which in such case are intended to be cancelled after a resolution on a reduction of the share capital. Such cancellation of shares would reduce the dilution.

Other incentive plans

At the time of this proposal, there are two ongoing share-based long-term incentive plans in Nelly Group, resolved upon by the Annual General Meetings of 2018 and 2019, respectively.

B. The Board's proposal on approval of transfer of shares to the participants

The Board proposes that the extraordinary general meeting resolves that a maximum of 100,000 C-shares held in treasury by Nelly Group are converted into ordinary shares and thereafter may be transferred to the participants in accordance with the terms and conditions of Ownership Plan 2020.

The participants' right to receive ordinary shares requires that the conditions of Ownership Plan 2020 are fulfilled, and the shares shall be transferred during the period of time that follows from the terms and conditions of Ownership Plan 2020. The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants under Ownership Plan 2020 is based on the assumption that the general meeting resolves upon a reverse share split in accordance with the Board's proposal under item 12. The number of shares shall be subject to recalculation in the event that the general meeting does not resolve to implement the proposed reverse share split.

Special majority requirements

The Board's proposal on adoption of a long-term incentive plan for certain senior executives in accordance with item A and approval of transfer of shares in accordance with item B is a joint proposal and shall be resolved upon as a joint resolution. In order for the resolution to be valid, it must be supported by shareholders holding no less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

The Board's proposal on resolution regarding reverse share split

The Board proposes that the Extraordinary General Meeting resolves on a reverse share split of the company's shares (ordinary shares as well as Class C shares), whereby ten (10) existing shares will be consolidated into one (1) new share (1:10). The purpose of the reverse share split is to obtain a number of shares that is appropriate for the company.

The Board proposes that the Extraordinary General Meeting authorises the Board to determine the record day for the reverse share split. The record day may not occur before the resolution on reverse share split has been registered with the Swedish Companies Registration Office.

If a shareholder's holding of a share of a certain class does not correspond to a full number of new shares of the same class, excess shares will be transferred to the company's ownership on the record day for the reverse share split. Excess shares will thereafter be sold, at the company's expense, by Hagberg & Aneborn Fondkommission AB, whereby affected shareholders will receive their share of the sales proceeds.

After the reverse share split the number of shares in the company will decrease from 184,949,730 to 18,494,973. The proposed reverse share split also means that the share's quota value will increase from SEK 1.00 to SEK 10.00.

Resolutions regarding amendment of the Articles of Association and reverse share split in accordance with this item 12 are made as a joint resolution. In order for the resolution to be valid, it must be supported by shareholders holding no less than two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Articles of Association

Nelly Group AB (publ), reg. no. 556035-6940

Adopted by the Extraordinary General Meeting on 16 December 2020

N.B. This is an in-house translation of the authorised Swedish Articles of Association and for convenience only.

§ 1

The Company's name is Nelly Group AB. The Company is public (publ).

§ 2

The board of directors shall have its registered office in Stockholm.

§ 3

The primary purpose of the Company's business shall be to generate profit for its shareholders.

The object of the Company's business shall be to own and manage real property and movables, primarily through investments in businesses within the areas internet, online, e-commerce and retailing primarily with consumer brands and products. Furthermore, the object of the Company's business shall be to conduct business operations compatible with the above mentioned businesses.

The Company shall have the right to guarantee or otherwise pledge security for obligations assumed by other companies within the group.

§ 4

The Company's share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000.

The number of shares in the Company shall be not less than 15,000,000 and not more than 60,000,000.

Shares may be issued in two classes, ordinary shares and Class C shares. Ordinary shares may be issued up to a maximum amount of 60,000,000 and Class C shares up to a maximum amount of 60,000,000.

Class C shares do not entitle to dividends. Upon the Company's liquidation, Class C shares carry an equivalent right to the Company's assets as the other classes of shares, however not to an amount exceeding up to the quota value of the share, annualised as per day of distribution with an interest rate of STIBOR 1M with an additional 1 percentage point calculated from the day of payment of the subscription price. STIBOR 1M is set on the first business day of each calendar month.

Should the Company resolve on an issue of new ordinary and Class C shares, against other payment than contribution in kind, each holder of ordinary and Class C shares has preferential rights to subscribe for new shares of the same class in proportion to the number of old shares held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights shall be offered for subscription to all shareholders in the Company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of already shares held, or, to the extent that this is not possible, by lot.

Should the Company resolve on an issue of new shares solely of ordinary shares or Class C shares, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.

The stipulations regarding preferential rights shall apply mutatis mutandis for new issues of warrants and convertible debt, and shall not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

If the share capital is increased by a bonus issue, where new shares are issued, new shares shall be issued in relation to the number of shares of the same classes already held. In such cases, old shares of a specific class shall entitle to new shares of the same class. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of the share capital, however not below the minimum share capital, may on request of holders of Class C shares or as resolved by the Company's Board of Directors or General Meeting, be made by redemption of Class C shares. A request from a shareholder shall be made in writing to the Company's Board of Directors and the Board of Directors shall promptly act on the matter. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the Company's equity reserves, if the required funds are available.

The redemption payment per Class C share shall correspond to the quota value of the share annualised per day with an interest rate of STIBOR 1M with additional 1 percentage point calculated from the day of payment of the subscription price. STIBOR 1M shall be initially set on the day of payment of the subscription price.

Following notice of the redemption resolution, holders having requested redemption shall promptly receive payment for the share, or, if authorisation from the Swedish Companies Registration Office or a court is required, following notice that the final decision has been registered.

Class C shares held by the Company, may upon decision by the Board of Directors be reclassified into ordinary shares, provided that the Class C shares are held by the Company. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered and the reclassification been noted in the Swedish Central Securities Depository.

§ 5

The board shall consist of no less than three and no more than nine directors.

§ 6

The Company shall as Auditor have no less than one and no more than three registered accounting firms. The Auditors term of office shall last until the end of the first Annual General Meeting which is held after the year the Auditor was appointed.

§ 7

Notice of a general meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

§ 8

To be entitled to participate in a general meeting, shareholders must give notice to the company no later than on the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall before the fifth business day prior to the meeting.

A shareholder attending a general meeting may be accompanied by an assistant, however only where the shareholder has provided notification hereof in accordance with the foregoing paragraph.

§ 9

The Board of Directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies Act (2005:551).

The Board of Directors has the right before a General Meeting to decide that shareholders shall be able to exercise their right to vote by post before the General Meeting.

§ 10

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 first paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

§ 11

The Company's financial year shall be the calendar year.
