

# NELLY.COM

## NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

**The shareholders of Nelly Group AB (publ), reg. no. 556035-6940, ("Nelly Group"), are hereby invited to attend the Annual General Meeting to be held on Wednesday 12 May 2021. Due to the coronavirus, the Board of Directors has decided that the Annual General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on 12 May 2021, as soon as the outcome of the postal voting has been finally confirmed.**

## PARTICIPATION

Shareholders who wish to participate in the meeting shall

- (i) be recorded as a shareholder in the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday 4 May 2021, and
- (ii) give notice to the company of participation no later than Tuesday 11 May 2021 by casting their postal vote as instructed under the heading *Postal voting* below, so that the postal vote is received by Computershare AB no later than that day.

To be entitled to participate in the meeting, shareholders whose shares are registered in the names of nominees must, in addition to giving notice of participation, re-register such shares in their own name so that the shareholder is recorded in the share register as of 4 May 2021. Such re-registration may be temporary (so called voting rights registration) and can be requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations effected no later than 6 May 2021 will be considered in the presentation of the share register.

## POSTAL VOTING

Shareholders may only exercise their voting rights at the Annual General Meeting through postal voting in advance pursuant to 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](http://www.nellygroup.com). A correctly completed postal voting form is considered as the notification of participation at the general meeting.

The completed form must be received by Computershare AB (being the administrator of the forms for Nelly Group), no later than Tuesday 11 May 2021. The completed form shall be sent to Computershare AB, "Nelly Group AGM 2021", 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](http://www.nellygroup.com), or through sending the completed voting form by e-mail to [info@computershare.se](mailto: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](http://www.nellygroup.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document for the legal entity 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 at Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The Board and the Chief Executive Officer 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 and circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group. A request for such information shall be made in writing to Nelly Group AB (publ), Att: Styrelsen, P.O. Box 690, SE-501 13 Borås, Sweden or by e-mail to [ir@nelly.com](mailto:ir@nelly.com) no later than 3 May 2021. The information is provided by being kept available at the company and on the Company's website, [www.nellygroup.com](http://www.nellygroup.com), no later than 7 May 2021. The information is also sent to the shareholders who requested it and stated their address.

## **PROPOSED AGENDA**

1. Election of Chairman of the Annual 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 Annual General Meeting has been duly convened.
6. Presentation of the Annual Report, the Auditors' Report and the consolidated financial statements and the Auditors' Report on the consolidated financial statements.
7. Resolution on the adoption of the income statement and the balance sheet and of the consolidated income statement and the consolidated balance sheet.
8. Resolution regarding approval of the remuneration report.
9. Resolution on the proposed treatment of the company's result as stated in the adopted balance sheet.
10. Resolution on the discharge of liability of the members of the Board and the Chief Executive Officer.
11. Determination of the number of members of the Board.
12. Determination of the remuneration to the members of the Board and the Auditor
13. Election of Board members:
  - (a) Christoffer Häggblom (re-election, proposed by the Nomination Committee).
  - (b) Mathias Pedersen (re-election, proposed by the Nomination Committee).
  - (c) Maj-Louise Pizzelli (re-election, proposed by the Nomination Committee).
  - (d) Josephine Salenstedt (re-election, proposed by the Nomination Committee).
  - (e) Stina Westerstad (re-election, proposed by the Nomination Committee).
14. Election of Chairman of the Board.

15. Determination of the number of Auditors and election of Auditor.
16. Approval of the instruction for the Nomination Committee.
17. Resolution regarding amendment of the Articles of Association.
18. Resolution regarding authorisation for the Board to resolve on new issues of ordinary shares.

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

### **Election of Chairman of the Annual General Meeting (item 1)**

The Nomination Committee proposes that Tone Myhre-Jensen, member of the Swedish Bar Association, is elected to be the Chairman of the Annual General Meeting, or in the event she is prevented from participating, the person appointed by the Board.

### **Determination of the number of members of the Board and election of the members of the Board and the Chairman of the Board (items 11, 13 (a)-(e) and 14)**

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

The Nomination Committee proposes that Christoffer Häggblom, Mathias Pedersen, Maj-Louise Pizzelli, Josephine Salenstedt and Stina Westerstad shall be re-elected as members of the Board until the close of the next Annual General Meeting.

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

### **Determination of the remuneration to the members of the Board and the Auditor (item 12)**

The Nomination Committee proposes that the remuneration for the work in the Board and its Remuneration and Audit Committees, for the period until the close of the next Annual General Meeting, shall be unchanged.

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 four 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,
- 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 for the work in the Board and its Committees amounts to SEK 1,475,000.

The Nomination Committee proposes that remuneration to the Auditor shall be paid in accordance with approved invoices.

### **Determination of the number of Auditors and election of Auditor (item 15)**

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that Nelly Group shall have one registered accounting firm as Auditor, and that the registered accounting firm KPMG AB shall be re-elected as Auditor for the period until the close of the Annual General Meeting 2022. KPMG AB has informed Nelly Group that the authorised public accountant Mathias Arvidsson will be appointed as new auditor-in-charge if KPMG AB is re-elected as Auditor.

### **Approval of the instruction for the Nomination Committee (item 16)**

The Nomination Committee proposes that the work of preparing proposals to the Annual General Meetings regarding the Board and auditor, in the case that an auditor should be elected, and their remuneration, Chairman of the Annual General Meeting and the instruction for the Nomination Committee shall be performed by a Nomination Committee.

This procedure shall apply until a resolution regarding a change of the procedure for appointing the

Nomination Committee is resolved by the general meeting.

The Nomination Committee will be formed in consultation with the (of Euroclear Sweden AB registered, and sorted into groups of owners) largest shareholders of the company as of the last business day the month the Annual General Meeting is held.

The Committee shall consist of at least three members appointed by the largest shareholders of the company who have wished to appoint a member. The largest shareholder shall convene the Committee, and – within 10 trading days after that information about the largest shareholders as of the last business day that the Annual General Meeting was held has become known – contact the three largest shareholders to find out if they wish to appoint members to the Nomination Committee. If someone of the three largest shareholders, in terms of voting power, does not exercise the right to appoint a member, the convenor shall, in the order of up to and including the tenth largest shareholder, ask the next shareholder (i.e. firstly the fourth largest shareholder, and so on), to within one week appoint a member. In case only two shareholders wish to appoint a member to the Nomination Committee, after the tenth largest shareholder has been contacted, these two shareholders may also jointly appoint the third member of the Nomination Committee. A Committee member appointed according to such procedure cannot be a Board member or executive of the company.

The members of the Committee will appoint the Committee's Chairman at their first (constituent) meeting. The Chairman of the Board shall be invited to the Committee's meetings as deemed appropriate by the Committee.

The Nomination Committee is appointed for a term of office commencing at the time of its formation and ending when a new Committee is formed. If a member resigns during the Committee term, the Committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines to appoint a member, the Committee may choose to ask the next largest shareholder who has not appointed a Committee member to participate.

In the event of changes to the ownership structure of the company, the Committee may choose to amend its composition in order to ensure that the Committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the Annual General Meeting.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruitment consultants and related travel if deemed necessary

## RESOLUTIONS PROPOSED BY THE BOARD

### 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 drawn up by Computershare AB at the request of the company, based on the meeting's share register and postal votes received. The list shall be controlled by the persons verifying the minutes.

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

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

### Approval of the remuneration report (item 8)

The Board proposes that the Annual General Meeting resolves to approve the Board's report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### Treatment of the company's result (item 9)

The Board proposes that the retained earnings, the share premium reserve and the result for the year, a total of SEK 155,805,615 is to be carried forward.

### Amendment of the Articles of Association (item 17)

The Board proposes that the Annual General Meeting resolves to amend the company's registered office in the Articles of Association in accordance with the below.

*Current wording*

*Proposed wording*

#### § 2

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

The board of directors shall have its registered office in *Borås*.

#### § 11

*General meetings shall be held in Borås or Stockholm.*

As a consequence of the proposal to insert a new § 11, a renumbering is proposed, whereby the old § 11 becomes § 12.

### The Board's proposal for a resolution regarding authorisation for the Board to resolve on new issues of ordinary shares (item 18)

The Board proposes that the Annual General Meeting authorises the Board to, on one or more occasions up until the 2022 Annual General Meeting, resolve upon the issue of ordinary shares representing no more than 20 per cent of the total number of ordinary shares in Nelly Group at the time of this Annual General Meeting.

Any new issue of shares may be effected with preferential rights to all shareholders and/or as a directed issue to one or more investors with deviation from the shareholders' preferential rights, and against payment in cash, in kind or through set-off.

The purpose of the authorisation, and the reason for the potential deviation from the shareholders' preferential rights, is to enable the company to raise capital on an accelerated basis from potential investors, which could also bring operational advantages and synergies, including accelerated access to new markets.

To the extent that a new issue of shares shall be made with deviation from shareholders' preferential rights, such new issue shall be made on market terms and conditions.

## MISCELLANEOUS

### Number of shares and votes

There are a total number of 18,494,973 shares in the company, whereof 18,026,222 ordinary shares and 468,707 Class C shares, corresponding to a total of 18,494,973 votes. The company currently holds 468,707 of its own Class C shares, corresponding to 468,707 votes, which cannot be represented at the Annual General Meeting.

### Authorisation

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

### Majority requirements

The resolutions under item 17 regarding amendment of the Articles of Association and item 18 regarding authorisation for the Board to resolve on issues of ordinary shares are valid only if supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the Annual General Meeting.

### Documentation

The Board's and the Nomination Committee's complete proposals are set out above. The Annual Report, the complete wording of the proposed Articles of Association, the Nomination Committee's motivated opinion explaining its proposals regarding the Board and information on the proposed members of the Board is available at the company's website [www.nellygroup.com](http://www.nellygroup.com), and at Advokatfirman Cederquist at the address Hovslagargatan 3 in Stockholm, Sweden. From and including 21 April 2021 the Auditor's statement pursuant to Ch 8 Sec 54 of the Swedish Companies Act and the remuneration report pursuant to Ch 8 Sec 53a of the Swedish Companies Act will be available at the company's website [www.nellygroup.com](http://www.nellygroup.com), and at Advokatfirman Cederquist at the address Hovslagargatan 3 in Stockholm, Sweden.

The documents are presented by being available at Advokatfirman Cederquist and on the company's website. The documents will also be sent to shareholders who so request and state their postal or e-mail address. The documentation can be ordered by telephone at +46 (0) 771-246 400 or in writing at the address Computershare AB "Nelly Group AGM 2021", P.O. Box 5267, SE-102 46 Stockholm, Sweden.

The general meeting share register will be available at Advokatfirman Cederquist at the address Hovslagargatan 3 in Stockholm, Sweden.

Stockholm in April 2021  
Nelly Group AB (PUBL)  
THE BOARD OF DIRECTORS

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### 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 1.1 million customers in the Nordic region 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 small-cap segment with the short name "NELLY".*