

## PRESS RELEASE

03 February 2023 08:30:00 CET

## Notice of Extraordinary General Meeting

The shareholders of Nelly Group AB (publ), reg. no. 556035-6940, ("Nelly") are hereby given notice of an Extraordinary General Meeting to be held on Tuesday 14 March 2023 at 10:00 CET at Advokatfirman Cederquist's premises, Hovslagargatan 3, in Stockholm. Registration for the Extraordinary General Meeting will commence at 9:30 CET. Shareholders may also exercise their voting rights at the Extraordinary General Meeting by postal voting in advance in accordance with the provisions of the Articles of Association.

The notice, including the Board's complete proposals, is attached to this press release. The notice is also available on Nelly's website [www.nellygroup.com](http://www.nellygroup.com).

### Participation

Shareholders who wish to participate in the Extraordinary General Meeting must be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of Monday 6 March 2023, and give notice of participation no later than by Wednesday 8 March 2023.

To be entitled to participate in the Extraordinary General 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 presentation of the share register as of Monday 6 March 2023. Such re-registration may be temporary (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 by the nominee no later than by Wednesday 8 March 2023 will be considered in the presentation of the share register.

### *Participation by attending the meeting venue*

Shareholders who wish to attend the meeting venue in person or by proxy shall give notice of participation no later than by Wednesday 8 March 2023. Notification can be made on Nelly's website [www.nellygroup.com](http://www.nellygroup.com), by email to [info@computershare.se](mailto:info@computershare.se), by telephone to +46 771-246 400 or by post to Computershare AB, "Nelly's EGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders shall in their notice to participate state their name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send documents of authorization to the address above well before the Extraordinary General Meeting. A template proxy form is available on Nelly's website [www.nellygroup.com](http://www.nellygroup.com).

### **Nelly Group AB**

Corporate Domicile Borås  
Corp. Reg. No. 556035-6940

[www.nelly.com](http://www.nelly.com)

### **Visiting address**

Lundbygatan 1, 506 30 Borås

### **Postal address**

Box 690, 501 13 Borås

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### *Participation by postal voting*

Shareholders who wish to participate in the Extraordinary General Meeting by postal voting must give notice to participate by casting their postal vote so that the postal vote is received by Computershare AB (administering the forms on behalf of Nelly) no later than by Wednesday 8 March 2023. A special form shall be used for postal voting. The form is available on Nelly's website [www.nellygroup.com](http://www.nellygroup.com). The postal voting form can be submitted either by email to [info@computershare.se](mailto:info@computershare.se) or by post to Computershare AB, "Nelly's EGM 2023", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their postal votes digitally through BankID verification. Link to digital postal voting can be found on Nelly's website [www.nellygroup.com](http://www.nellygroup.com). If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. A template proxy form is available on Nelly's website [www.nellygroup.com](http://www.nellygroup.com). If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed with the form. Further instructions can be found on the form.

### **Proposed agenda**

1. Opening of the Extraordinary General Meeting.
2. Election of Chair of the Extraordinary General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Extraordinary General Meeting has been duly convened.
7. Resolution regarding a new issue of ordinary shares with preferential rights for the shareholders, including resolutions regarding:
  - a. amendments to the Articles of Association in order to facilitate reduction of share capital without cancellation of shares,
  - b. reduction of share capital without cancellation of shares in order to facilitate a new issue of ordinary shares with preferential rights for the shareholders,
  - c. approval of the Board's resolution on a new issue of ordinary shares with preferential rights for the shareholders,
  - d. amendments to the Articles of Association in order to facilitate increase of share capital by way of a bonus issue without issuance of new shares, and
  - e. increase of share capital by way of a bonus issue without issuance of new shares.
8. Resolutions regarding:
  - a. amendments to the Articles of Association in order to facilitate reduction of share capital, and
  - b. reduction of share capital without cancellation of shares.

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9. Closing of the Extraordinary General Meeting.

### **For more information, please contact:**

Helena Karlinder-Östlundh, acting CEO  
+ 46 70 300 92 11  
ir@nelly.com

### **About Nelly Group**

Nelly Group operates nelly.com which is one of the Nordic region's strongest fashion brands for young women and nlyman.com. The core of the business is our own brand in combination with digital sales directly to our target group. Nelly creates a strong sense of commitment through a high degree of fashion and digital marketing. The company has 1.1 million customers with sales of SEK 1.3 billion per year. The group was previously called Qliro Group. Nelly Group's shares are listed on Nasdaq Stockholm in the small-cap segment with the ticker "NELLY".

### **Attachments**

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