

Notice

The shareholders of RNB RETAIL AND BRANDS AB ("RNB") are hereby summoned to the extra general meeting to be held on Monday 25 August, 2008, at 10:00 a.m. at the Company's premises at Regeringsgatan 29 in Stockholm.

Participation etc.

To be entitled to participate at the Meeting, shareholders must be recorded in the register of shareholders maintained by VPC AB on Tuesday 19 August 2008 at the latest; and must notify the Company of their intention to attend the Meeting no later than on Tuesday 19 August, 2008, at 4:00 p.m. under address P.O. Box 16142, 103 23 Stockholm, or by calling +46 8 410 520 00 or via e-mail: info@rnb.se. When notifying the Company, information on the number of shares, name, personal registration number, address, telephone number and any assistants shall be included.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by VPC AB. Such registration must be effected on Tuesday 19 August 2008. Shareholders are requested to inform their nominees well in advance of this date.

Number of shares and votes

As of the date of this notice, the Company has issued totally 57,078,832 shares with one vote each.

Proposed Agenda

- 1 Opening of the Meeting.
- 2 Election of Chairman of the Meeting.
- 3 Drawing up and approval of the voting list.
- 4 Approval of the agenda.
- 5 Election of one or two persons to attest the accuracy of the minutes.
- 6 Decision on whether proper notice of the Meeting has been made.
- 7 Proposal for amendments of the articles for association.
- 8 Approval of the board of directors' resolution on a preferential rights issue.
- 9 Conclusion of the Meeting.

Proposal – item 7

The board of directors proposes that the Company's articles of association (§4 and §5) are amended so that the minimum and maximum share capital and number of shares respectively is amended from minimum 20,000,000 and maximum 80,000,000, to minimum 60,000,000 and maximum 240,000,000. The amendment is conditional upon completion of the below rights issue.

Proposal – item 8

Approval of the resolution by the board of directors on a preferential rights issue including authorization for the board of directors, or any director appointed by the board, to, no later than on 21 August 2008, resolve on the amount with which the share capital shall be increased, the number of shares to be issued and the amount to be paid for each new share. The shareholders shall be entitled to subscribe for the new shares with preferential rights. The record date for participation in the preferential rights issue shall be 28 August 2008. Subscription of new shares may take place from 2 September to 18 September 2008. The issue resolution is conditional upon amendment of the articles of association as set forth in item 7 above.

Certain large shareholders and members of the RNB Board of Directors and management team, together representing approximately 39 percent of the shares in the Company, support the rights issue and have expressed their intention to, in addition to vote in favour of the rights issue, use the subscription rights received due to their current ownership and subscribe for new shares. Moreover, certain shareholders, among others, have expressed their intentions to guarantee subscription for shares at a total value of SEK 213 million, corresponding to approximately 61 percent of the rights issue. Consequently, declarations of intentions to subscribe to 100 percent of the rights issue have been received. The above mentioned declarations of intentions have been received on the condition that the final terms and conditions for the rights issue are deemed to be satisfactory.

Approval by the Meeting of the amendments to the articles of association under item 7 above requires support from shareholders representing at least two thirds of the votes cast and shares represented at the Meeting.

The Board of Directors' complete proposal under items 7 and 8 above, including documents according to Chapter 13, Section 6, of the Companies Act, will be available at the Company and on the Company's website, www.rnb.se, as of 11 August 2008 and will, without charge, be sent to the shareholders that so request and inform about their address.

A form for power of attorney is available at www.rnb.se/poa.

RNB RETAIL AND BRANDS AB (publ)

Stockholm in July 2008
The Board of Directors