

Press release 12 September 2015

Press release from the Annual General Meeting of Clas Ohlson AB (publ) on 12 September 2015

On Saturday, 12 September 2015, Clas Ohlson AB held its Annual General Meeting (AGM) for the 2014/15 financial year in Insjön, whereby the following primary resolutions were adopted. For more detailed information on the content of the resolutions, please refer to the press release published on 5 August 2015 and the complete Notification of the AGM. The Notification of the AGM and the complete motions pertaining to the AGM resolutions listed below are available on Clas Ohlson AB's website, <http://om.clasohlson.com>.

Adoption of the balance sheet and income statement

The AGM adopted the balance sheet and income statement for the Parent Company and the Group for the 2014/15 financial year.

Dividend

At the AGM, the proposed dividend to shareholders of SEK 5.25 per share was approved. The record date for the dividend was set as 15 September 2015. The dividend is scheduled to be paid from Euroclear Sweden AB on 18 September 2015.

Board of Directors

The AGM discharged the Board members and the CEO from liability for the 2014/2015 financial year.

The AGM resolved that the Board of Directors would comprise eight Board members. The AGM re-elected Board members Klas Balkow, Kenneth Bengtsson, Sanna Suvanto-Harsaae, Cecilia Marlow, Katarina Sjögren Petrini and Göran Sundström. Göran Näsholm and Mathias Haid was newly elected as Board members. Kenneth Bengtsson was re-elected Chairman of the Board.

The AGM resolved to appoint one auditor with no deputies. The AGM elected Deloitte as auditor for the period until the next Annual General Meeting.

Board fees

The AGM resolved that Board fees (including remuneration for committee work) be paid in a total amount of SEK 3,107,500 of which SEK 630,000 per year to the Chairman and SEK 315,000 per year to each non-executive Board member elected by the AGM. The AGM also resolved that remuneration be paid to the members of the Audit Committee in the amount of SEK 137,500 for the Chairman of the Committee and SEK 68,750 to each of the other two Committee members. Finally, the Meeting resolved that remuneration be paid to the members of the Remuneration Committee in the amount of SEK 125,000 to the Chairman of the Committee and SEK 62,500 to each of the three other Committee members. A fee may be paid as salary or by invoice. If the fee is invoiced, it must be adjusted for social security

contributions and value-added tax with the purpose of achieving complete cost neutrality for the company.

Guidelines for remuneration of senior executives

The AGM approved the guidelines proposed by the Board of Directors for remuneration of senior executives.

Long-term incentive plan (LTI 2016)

In addition, the AGM resolved, in accordance with the Board's motion, to adopt a performance-based long-term incentive plan (LTI 2016).

Acquisition and transfer of treasury shares

The AGM resolved, in accordance with the Board's motion, to authorise the Board, during the period until the next AGM, to make decisions pertaining to

A. Acquisition of treasury shares according to the following:

- A maximum of 860,000 Series B shares may be acquired.
- The shares may be acquired on Nasdaq OMX Stockholm AB.
- Acquisition of shares may only take place at a price per share that at every point in time is within the registered span of share prices at that particular time.
- Payment for the shares must be made in cash.

Shares may be acquired to safeguard the company's commitments (including cost for social security fees) resulting from the proposed incentive program (LTI 2016) and implemented incentive plans.

B. Transfer of treasury shares according to the following:

- A maximum of the number of Series B treasury shares held at the time of the Board of Directors' decision may be transferred.
- The shares may be transferred via Nasdaq OMX Stockholm AB.
- Transfer of shares may only occur at a price per share that at every point in time is within the registered span of share prices.
- Payment for the shares must be made in cash.

The reason is to provide the company with an opportunity to continuously adapt the number of shares acquired to safeguard commitments (including social security fees) within the framework for LTI 2016 and earlier implemented incentive plans.

The AGM resolved, in accordance with the Board's motion, as follows

C. Transfer of treasury shares according to the following:

- A maximum of 656,000 Series B shares may be transferred.



- Entitlement to receive shares is to accrue to the participants in LTI 2016.
- Shares may be acquired between 30 April (regarding share awards) and 14 June 2019 (regarding employee stock options) and at the latest 21 April 2023. Payment for the shares must be made no earlier than 14 June 2019 and not later than 11 May 2023.
- Shares transferred based on share awards issued in accordance with LTI 2016 will be transferred free of charge.
- Shares based on employee stock options issued in accordance with LTI 2016 will be transferred at a price corresponding to 100% of the volume-weighted average price paid for the company's Series B share as established on Nasdaq OMX Stockholm AB over a period of ten trading days prior to the start of the acquisition period.

The transfer of treasury shares and the reason for disapplying the shareholders' pre-emptive rights are a feature of LTI 2016.

Board of Directors of Clas Ohlson AB (publ)

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Clas Ohlson was founded in 1918 as a mail order business based in Insjön, Dalarna, Sweden. Today, the company is trading in five countries offering outstanding service via its approx. 200 stores, web shop, catalogue and telephone sales channels. Clas Ohlson helps its customers solve every day practical problems with a wide range of affordable products in five product areas: Hardware, Electrical, Home, Multimedia and Leisure. The company is listed on the Nasdaq Stockholm, has sales of over 7 billion SEK and over 4,700 employees. Visit Clas Ohlson at www.clasohlson.com.