

## **Press release from the Annual General Meeting of Clas Ohlson AB (publ) on 12 September 2025**

On Friday, 12 September 2025, Clas Ohlson AB held a physical Annual General Meeting (AGM) for the 2024/25 financial year with the option of advance voting (postal voting) in accordance with the provisions of Clas Ohlson AB's Articles of Association, at which the main resolutions below were made.

For more detailed information on the proposals addressed by the AGM, please refer to the notification of the AGM which was published on 6 August 2025. The notification of the AGM and the complete proposals pertaining to the AGM resolutions listed below are available on Clas Ohlson AB's website, <https://about.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 2024/25 financial year.

### **Disposition of profits**

The Board's proposal for the disposition of the profits was approved by the AGM and the proposed dividend to shareholders of SEK 7 per share was approved. It was resolved that the dividend would be paid in two separate payments, of which the first payment amounts to SEK 3.5 per share and the second amounts to SEK 3.5 per share. The record date for the first payment was set as 16 September 2025 and the record date for the second payment was set as 13 January 2026. Payment of the dividend is expected to be distributed from Euroclear Sweden AB on 19 September 2025 and 16 January 2026 respectively.

### **Discharge from liability**

The AGM discharged the Board members and the CEO from liability for the 2024/25 financial year.

### **Board of Directors and auditor**

The AGM resolved that the Board of Directors shall consist of nine Board members.

The AGM re-elected Board members Kenneth Bengtsson, Mengmeng Du, Mathias Haid, Patrik Hofbauer, Håkan Lundstedt, Charlotte Strömberg, Göran Sundström and Stefan Sjöstrand. Susanne Ehnåge was newly elected as Board member.

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Kenneth Bengtsson was re-elected Chair of the Board.

The AGM resolved to appoint one auditor with no deputies. The AGM re-elected Deloitte AB as auditor for the period until the end of the next Annual General Meeting. The company has been informed that Johan Telander will serve as auditor-in-charge.

### **Board, committee and auditor fees**

The AGM resolved, in accordance with the Nomination Committee's proposal, that Board fees, including fees for committee work, shall be paid as follows: SEK 985,000 per year to the Chair of the Board and SEK 440,000 per year to each of the other AGM-elected Board members. Fees shall be paid to members of the Audit Committee in the amount of SEK 190,000 to the Chair of the Audit Committee and SEK 95,000 to each of the other Committee members (currently two). Finally, fees shall be paid to members of the People Committee in the amount of SEK 140,000 to the Chair of the People Committee and SEK 70,000 to each of the other Committee members (currently two). Fees are paid as salary.

The AGM resolved, in accordance with the Nomination Committee's proposal, that auditor fees be paid on a current-account basis in return for company-approved invoices.

### **Remuneration report**

The AGM approved the Board's remuneration report, prepared pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

### **Adoption of instruction for the Nomination Committee**

The AGM resolved, in accordance with the Board's proposal, to adopt instructions for the Nomination Committee to apply until further notice.

### **Long-term incentive program (LTI 2025)**

#### Implementation of LTI 2025

In addition, the AGM resolved, in accordance with the Board's proposal, to adopt a performance-based long-term incentive programme ("**LTI 2025**") comprising a maximum of 145,000 Clas Ohlson series B shares. LTI 2025 is open to no more than 50 employees of senior management and other key employees of the Clas Ohlson Group, and entitles the participant to receive an allotment of Clas Ohlson series B shares after a vesting period that runs until the publication date for the first interim report of the 2028/2029 financial year, on the condition that the performance conditions concerning net sales, earnings per share and sustainability are met. LTI 2025 aims to, inter alia, attract and retain senior management in a cost-efficient and competitive manner.

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### Repurchase and transfer of own shares in connection with LTI 2025

The Board's proposal regarding the repurchase and transfer of own shares in connection with LTI 2025 was not approved by the AGM with the required majority.

### Equity swap agreement with a third party

As the AGM resolved not to approve the Board's proposal on repurchase and transfer of own shares in connection with LTI, the AGM resolved, in accordance with the Board's proposal, that the expected financial exposure of LTI 2025 shall be hedged by Clas Ohlson AB being able to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares in Clas Ohlson to the participants.

### **Authorisation to repurchase and transfer own shares**

The AGM resolved, in accordance with the Board's proposal, to authorise the Board to, on one or more occasions during the period until the 2026 Annual General Meeting, to resolve on the repurchase and transfer of the company's own series B shares. Under the authorisation, the maximum number of series B shares may be repurchased so the company following each acquisition holds no more than 5 per cent of the total number of shares in the company. The shares may only be acquired on Nasdaq Stockholm at a price within the from time to time registered trading interval.

Transfer under the authorisation may comprise all own series B shares held by the company from time to time and may be made through trading on Nasdaq Stockholm or by other means with deviation from the shareholders' preferential rights. The shares may only be transferred on Nasdaq Stockholm at a price within trading interval for the share applicable at any time. The price used in transfers by other means must be decided so it does not fall below what is market-based, subject to market-based discounts where applicable.

The purpose of the authorisation to repurchase and transfer own shares is to offer the Board of Directors greater flexibility in work with the company's capital structure and thereby contribute to shareholder value, to enable the company to finance acquisitions using own shares, to cover certain expenses, primarily social security contributions, that may arise due to the incentive programmes outstanding and so that the company can transfer such shares repurchased within the framework of previous incentive programmes but have not been required for delivery of shares to participants in the incentive programmes.

The company currently holds 2,147,196 own series B shares.

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**Authorisation to issue new shares**

The AGM resolved, in accordance with the Board's proposal, to authorise the Board to, with or without deviation from the shareholders' preferential rights and on one or more occasions during the period until the 2026 Annual General Meeting, resolve to increase the company's share capital through the issue of series B shares. Issue resolutions based on the authorisation may not entail that the total number of series B shares that may be issued corresponds to more than ten percent of the share capital in the company at the time of the AGM's resolution on authorisation.

**For further information, please contact:**

Niklas Carlsson, Head of External Communications and IR, +46 247 444 29,  
[niklas.carlsson@clasohlson.se](mailto:niklas.carlsson@clasohlson.se)

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