



*Press release, 5 August 2015*

## **Notification of Annual General Meeting of Clas Ohlson AB (publ)**

The shareholders of Clas Ohlson AB (publ) are hereby notified of the Annual General Meeting ("AGM") to be held on Saturday, 12 September 2015 at 11:00 a.m. at the company's distribution centre in Insjön, Sweden. Registration will begin at 9:45 a.m. After the AGM refreshments will be served.

### **Registration and notification**

Shareholders who intend to participate in the AGM must:

- be listed in Euroclear Sweden AB's printed shareholder register by Monday, 7 September 2015,
- notify Clas Ohlson AB (publ) of their intention to participate in the AGM not later than Monday, 7 September 2015; by post: Clas Ohlson AB (publ), SE-793 85 Insjön, Sweden; by fax: +46 247-444 25; by telephone: +46 247-444 00; by e-mail: [ir@clasohlson.se](mailto:ir@clasohlson.se) or via the company's website [about.clasohlson.com](http://about.clasohlson.com).

Registration must include the shareholder's (or shareholder proxy's) name, civil registration number/corporate registration number, address, telephone number, the number of shares represented and the number of advisors. Shareholders or their proxy are entitled to be accompanied by not more than two advisors. The number of advisors must be registered in advance in the same manner as the shareholder. Information submitted in connection with registration will be computerised and used exclusively for the AGM.

### **Trustee-registered shares**

Shareholders who, through a bank or another trustee, have trustee-registered shares must re-register the shares in their own names to be entitled to participate in the AGM. To ensure that this registration is entered in the shareholder register on Monday, 7 September 2015, shareholders must request well in advance of this date that their trustees conduct such registration. The re-registration may be temporary.

### **Proxies**

Shareholders who wish to exercise their voting rights at the AGM by proxy must issue a dated power of attorney for the proxy in writing. Prior to the AGM, the power of attorney should be sent to the above-stated address. A power-of-attorney form is available for downloading at [about.clasohlson.com](http://about.clasohlson.com) or alternatively, will be sent to those shareholders who so request and who provide their postal address. Representatives for legal entities are to provide a copy of the registration certificate or corresponding authorisation documents showing authorised signatories.

### **Number of shares and voting**

The number of Series A shares in the company totals 5,760,000 carrying 10 votes per share, corresponding to 57,600,000 votes, and the number of Series B shares totals 59,840,000 carrying one vote per share, corresponding to 59,840,000 votes.

Accordingly, there are a total of 65,600,000 shares and 117,440,000 voting rights in the company. The company holds 2 505 425 Series B treasury shares, which may not be represented at the AGM.

### **Proposed agenda**

1. Opening of the AGM
2. Election of Chairman of the AGM (see below)
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two minutes checkers
6. Determination that the Meeting has been duly convened
7. Presentation of the Annual Report and Auditors' Report and the Consolidated Financial Statements and the Auditors' Report on the Consolidated Financial Statements for 2014/2015
8. Statement by the CEO
9. Chairman of the Board's report on the work of the Board and the Remuneration and Audit Committees
10. Question time
11. Resolution concerning the adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet for 2014/2015
12. Resolution concerning the disposition of the company's profits in accordance with the balance sheet adopted for 2014/2015 and determination of the record date for the dividend (see below)
13. Resolution concerning the discharge of Board Members and the CEO from liability for the 2014/2015 financial year.
14. Determination of the number of Board Members, auditors and deputy auditors to be elected by the AGM (see below)
15. Determination of the fees to be paid to Board Members and the auditors, and remuneration for committee work (see below)
16. Election of Board Members, Chairman of the Board, auditors and any deputy auditors (see below)
17. The Board of Directors' motion concerning adoption of guidelines for remuneration and other terms of employment for senior management (see below)
18. The Board of Directors' motion concerning adoption of a long-term incentive programme ("LTI 2016") (see below)
19. The Board of Directors' motion concerning authorising the Board of Directors to make decisions on the company's acquisition and transfer of treasury shares and motion concerning the transfer of treasury shares (see below)
20. Closing of the AGM

### **Item 2, Election of Chairman of the AGM**

The Nomination Committee proposes that Elisabet Salander Björklund be elected Chairman of the Annual General Meeting.

### **Item 12, Resolution concerning the disposition of the company's profits in accordance with the balance sheet adopted for 2014/2015 and determination of the record date for payment of the dividend**

The Board of Directors proposes that the retained earnings at the disposal of the AGM, in an amount of SEK 708,450,000, be allocated so that SEK 344,400,000 be paid as a dividend (SEK 5.25 per share) and that SEK 364,050,000 be carried forward. The record date for payment of the dividend is proposed as 15 September 2015. If the AGM votes in accordance with this motion, it is estimated that the dividend will be distributed by Euroclear Sweden AB on 18 September 2015.

**Items 14-16, Resolutions concerning the number of Board Members, auditors and deputy auditors to be elected by the AGM, the fees to be paid to Board Members and the auditors, and remuneration for committee work and election of Board Members, Chairman of the Board, auditors and any deputy auditors**

The company's Nomination Committee, which was formed in accordance with a resolution on the nomination procedure passed at the AGM of 11 September 2010 and which comprises Jonas Bergh, Erik Durhan, Göran Sundström and Kenneth Bengtsson, proposes the following resolutions concerning Items 14-16.

The Nomination Committee proposes that the number of Board Members be eight and that one auditor and no deputy auditor be appointed (Item 14).

The Nomination Committee proposes that director fees, including fees for committee work, be paid in an amount of SEK 3,107,500 and be distributed as follows: SEK 630,000 per year to the Chairman of the Board and SEK 315,000 per year to each of AGM-elected non-executive Board members. The Nomination Committee also proposes that remuneration of members of the Audit Committee be paid in an amount of SEK 137,500 to the Chairman of the Audit Committee and SEK 68,750 to each of the two other members of the Committee, and that remuneration of the Remuneration Committee be paid in an amount of SEK 125,000 to the Chairman of the Remuneration Committee and SEK 62,500 to each of the three other members of the Committee. The proposed director fees and fees for committee work remain unchanged compared with the preceding year. Any decisions by the Board to adjust the number of committee members will also affect the total director fees. 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. It is proposed that audit fees during the auditors' period in office be paid on a current-account basis in return for company-approved invoices (Item 15).

The Nomination Committee proposes re-election of the Board members Klas Balkow, Kenneth Bengtsson, Sanna Suvanto-Harsaae, Cecilia Marlow, Katarina Sjögren Petrini and Göran Sundström.

Björn Haid has stated that, after 25 years as a Member of the Board, he will not be standing for re-election. Edgar Rosenberger has announced that after six years as a Member of the Board, he will not be standing for re-election. Mathias Haid and Göran Näsholm are proposed as new Board members. The Nomination Committee proposes that Kenneth Bengtsson be re-elected as Chairman of the Board. The Nomination Committee proposes that Deloitte be appointed the company's auditor for the period from the close of the 2015 AGM until the close of the 2016 AGM (Item 16).

Mathias Haid, born 1970, is a Lufthansa pilot, and held several senior positions in Lufthansa's airline operations from 1998 to 2015. Mathias Haid served as a Member of the Board of Clas Ohlson AS and Clas Ohlson Oy between 2002 and 2005. Dependent in relation to major shareholders according to the Swedish Corporate Governance Code. Independent in relation to the company and executive management. Shareholding in Clas Ohlson AB: 0.

Göran Näsholm, born 1955, has served as the CEO of Ahlsell AB since 1999. Göran Näsholm previously worked as the Executive Vice President of Ahlsell AB, Division Manager of Ahlsell AB, President of Jirva AB, a subsidiary of the Ahlsell Group, Purchasing Director at Calor Celsius AB and held various purchasing-related positions in the Alfa Laval Group. Independent in relation to the company, executive management and major shareholders according to the Swedish Code of Corporate Governance. Shareholding in Clas Ohlson AB: 0.

Information regarding the Board members proposed for re-election is available in the Annual Report and on Clas Ohlson's website.

### **Item 17, The Board of Directors' motion concerning adoption of guidelines for remuneration and other terms of employment for senior management**

The Board of Directors proposes that the Annual General Meeting approve the principles detailed in this item that will apply to remuneration and other employment terms for the CEO and Clas Ohlson's Group Management (Senior Management).

The guidelines for remuneration and other employment terms for Senior Management at Clas Ohlson have been established, with the overall objective to support Clas Ohlson's business strategy and the company's financial goals. Clas Ohlson intends to offer remuneration levels that will attract, retain and motivate key individuals whose roles are to achieve our overall objectives. Guidelines for remuneration of Senior Management cover the CEO, as well as other members of Group Management.

#### Total remuneration

Total remuneration is to be based on position and be attractive and competitive in the country of employment.

The company believes that a balanced remuneration structure will provide Senior Management with the incentive to focus on creating long-term shareholder value, while the company will have the opportunity to offer cash incentives for the achievement of short-term performance objectives. The total remuneration comprises:

- fixed annual basic salary
- variable performance-based remuneration
  - annual cash remuneration based on annual performance targets
  - long-term share-related remuneration based on three-year performance targets or longer
- pension and health benefits
- other benefits that are common in the country of employment

Clas Ohlson aims to offer a competitive total level of remuneration, focusing on payments based on performance. The objective is that the fixed annual basic salary will be on par with or around that of the competitive market's median. When Clas Ohlson achieves or exceeds the established performance objectives, the total remuneration is to be on par with or around the upper quartile of the competitive market. This means that the variable remuneration may comprise a significant portion of the total remuneration.

The market is defined mainly by the companies with which Clas Ohlson competes in order to attract and retain Senior Management.

Total remuneration of the CEO is resolved by the Board of Directors following recommendation by the Remuneration Committee. For other Senior Management, remuneration is determined by the Remuneration Committee based on proposals from the CEO, within the framework of the decisions by the Board of Directors.

#### Remuneration of Board members

Should a Board member perform work for Clas Ohlson, in addition to the Board work, and if there are special reasons, a consultant's fee and other remuneration could be approved for such work following decisions by the Board of Directors. The fees are paid in the form of salary or by invoice.

### Fixed annual basic salary

The fixed annual basic salary is to constitute the basis for total remuneration. The salary is to be related to the relevant competitive market and reflect the extent of the responsibilities included in the position.

Adjustment of the fixed basic salary is to be based on the general wage negotiation in the competing market and the performance level of the member of Senior Management.

Fixed basic salary is reviewed annually to reward individual performances and ensure continued competitiveness.

### Variable performance-based remuneration

Variable performance-based remuneration may comprise a significant portion of the total remuneration for members of Senior Management. Common for this type of remuneration is that it is to be measured against set and predetermined goals. The goals are to be based on operating financial or individual objectives and are to support long-term shareholder value.

The company's two variable incentive programmes for Senior Management take into account both short and long-term performance.

### Short-term incentives, STI

Short-term incentive, STI, is paid annually for efforts that fulfil or surpass predetermined performance levels during a financial year. Performance objectives are established annually by the Board of Directors or by senior executives appointed by the Board. The measurable performances are to be financial, operative or individual and related to the business plan. Remuneration paid from the STI plan has a ceiling, normally expressed in percentage (max 50 per cent) of the fixed annual basic salary. Insofar as performance does not match the lowest acceptable performance level, no STI remuneration will be paid.

The Board is entitled to reclaim such remuneration approved or disbursed on the basis of information that later proves to be obviously incorrect or on performance that proved to be unsustainable over time.

The cost of the STI paid to Senior Management is estimated to range from between SEK 0 to a maximum of MSEK 13.7. This amount includes the anticipated cost of social security contributions.

### Long-term incentives, LTI

At Clas Ohlson, share-based long-term incentive programmes are an integral part of the total remuneration, which aims to reward the successful implementation of the company's strategy and the creation of long-term shareholder value.

The objective is to unite the long-term interests of shareholders and Senior Management, while the opportunity for share-related remuneration also creates the potential to attract and retain members of Senior Management.

The Board of Directors nominates participants for the LTI programme. The Board of Directors will annually evaluate whether or not long-term incentive programmes will be proposed at future AGMs.

### Pension plan and health insurance

Pension agreements will, as a rule, be defined-contribution schemes and formulated in accordance with levels and practice applicable in the country in which the member of Senior Management is employed.

Other benefits may occur in accordance with the terms applicable in the country in which the member of Senior Management is employed. However, such benefits may not constitute a major proportion of the total remuneration. Health insurance is to be offered to Senior Management.

#### Period of notice and severance pay

In the event employment is terminated on the initiative of the company, fixed salary and severance pay during the period of notice may not exceed an amount corresponding to the fixed annual basic salary for two years. During the period of notice, the objective is that the member of Senior Management must be prevented from working in a competing business.

In certain cases, prohibition of competition in return for continued remuneration may be applied for a maximum period of 24 months following expiry of the period of notice.

#### Other

The Board is entitled to disregard the guidelines if warranted in specific cases. In such instances, the Board is obligated to report the reason for disregarding the guidelines at the next AGM.

#### Previously approved but as yet unpaid remuneration

The main terms and conditions for remuneration of Senior Management in the current employment contracts are presented in Note 6 of the Annual Report for 2014/2015.

### **Item 18, The Board of Directors' motion concerning adoption of a long-term incentive programme (LTI 2016)**

Resolutions pursuant to this item, Item 18, are contingent on the AGM passing resolutions in accordance with the Board's proposals under Item 19 below.

#### Summary of the program

The Board of Directors proposes that the AGM resolve to adopt a long-term incentive programme (LTI 2016).

It is proposed that LTI 2016 encompass a maximum of 100 participants (Participants), comprising two groups, (1) a maximum of 20 members of senior management including the CEO, Group Management and country managers or corresponding positions elected by the Board, regarded as having considerable potential in their present position to influence Clas Ohlson's long-term development (Senior Management) and (2) up to 80 other employees who could develop into members of senior management or assume other key positions within the Group and thus influence Clas Ohlson AB's long-term development (Key Individuals).

#### 1. Senior management

Under LTI 2016, members of Senior Management will acquire during the period of 2–10 May 2016 (the Acquisition Period) Series B shares in Clas Ohlson at market price on Nasdaq OMX Stockholm AB at a value corresponding to at least 5 and a maximum of 10 per cent of their annual fixed salaries.

The private investment will subsequently be matched by the company allotting free of charge restricted share awards and conditional performance-based employee stock options subject to the following principles. Employee stock options and share awards are allotted five days after the end of the Acquisition Period (the Start Date). After which, a portion of the remuneration of the members of senior management will be dependent on Clas Ohlson AB's long-term share price performance. A condition for the exercise of the share awards and employee stock options is that the member of Senior Management retains his/her invested shares and, with certain exceptions, remains employed from the

Start Date up to and including 30 April 2019 (the Qualification Period). For each Series B share acquired within the framework of LTI 2016, the company will allot a share award plus a number of preliminary employee stock options. Matching will be based on the number of shares invested in by the member of Senior Management at the ordinary stock-market price prevailing at the time of purchase. Each share award entitles the holder to receive one Series B share in the company free of charge and each exercisable employee stock option entitles the holder to acquire one Series B share in the company (read more below under the heading "Employee stock options"). The number of shares may be subject to recalculation due to such events as bonus issues, share splits, rights issues and similar measures.

#### Share awards

The following terms are to apply to share awards:

- Entitlement to Series B shares in the company is conditional, subject to certain exceptions, on the member of Senior Management having been continuously employed by the Clas Ohlson Group throughout the Qualification Period and having retained his/her private investment in the shares (see above).
- Allotted free of charge.
- The share awards may be exercised as of 30 April 2019.
- The share awards do not provide entitlement to receive dividends on the underlying shares during the Qualification Period.
- Non-transferrable.
- May be issued by the company or other Group companies.

#### Employee stock options

The following terms will apply to employee stock options:

- Exercise of the options is conditional, with certain exceptions, on the member of Senior Management's continued employment by the Clas Ohlson Group at the time of exercise, and having retained his/her private investment in the shares throughout the Qualification Period (see above).
- Allotted free of charge.
- Each exercisable employee stock option entitles the holder to acquire one Series B share in the company. The acquisition price of the shares when the options are exercised is to correspond to 100 per cent of the volume-weighted average of the most recent price paid for Series B Clas Ohlson shares on Nasdaq OMX Stockholm AB during a period of ten trading days prior to the first day of the Acquisition Period.
- The employee stock options will be exercisable at the earliest on 14 June 2019 up to 21 April 2023. When exercising the employee stock options, any rules concerning bans on trading must be observed, where applicable.
- The share awards do not provide entitlement to receive dividends on the underlying shares.
- Non-transferrable.
- May be issued by the company or other Group companies.

The number of employee stock options that may be exercised for acquiring shares depends on the number of Series B shares acquired by the member of Senior Management and the fulfilment of certain target levels established by the Board regarding the company's performance, growth and results during the Qualification Period.

The performance levels established are Entry, Target, Stretch and Max. The following number of qualified performance-based employee stock options could be exercised by members of Senior Management depending on the degree of fulfilment of the performance levels.

- Entry: five employee stock options/acquired Series B shares
- Target: ten employee stock options/acquired Series B shares
- Stretch: 15 employee stock options/acquired Series B shares

– Max: 25 employee stock options/acquired series B shares (this level is conditional upon the existence of a specific situation and a single member of Senior Management fulfilling the exceptional tasks resolved by the Board).

Should the threshold level, Entry, not be attained, no employee stock options will be allotted.

The number of performance-based employee stock options that may be exercised is thus limited to 25 options per invested Series B share (Max).

The total scope of LTI 2016 may never exceed the number of shares indicated under the heading "Distribution" below.

## 2. Key Individuals

LTI 2016 entails that Key Individuals on the Start Date (see definition under Item 1 above) receive an allocation of conditional performance-based employee stock options free of charge. The number of allocated employee stock options corresponds to the number of shares, which, at the prevailing market price on the Start Date, correspond to a value of a minimum of 5 per cent and a maximum of 10 per cent of the Key Individual's annual fixed salary. The following terms will apply to employee stock options:

- Exercise of the options is conditional, with certain exceptions, on the Key Individual's continued employment by the Clas Ohlson Group at the time of exercise, and throughout the Qualification Period (see definition under Item 1 above).
- Allotted free of charge.
- Each exercisable employee stock option entitles the holder to acquire one Series B share in the company. The acquisition price of the shares when the options are exercised is to correspond to 100 per cent of the volume-weighted average of the most recent price set for Series B Clas Ohlson shares on Nasdaq OMX Stockholm AB during a period of ten trading days prior to the first day of the Acquisition Period (see definition under Item 1 above).
- The employee stock options will be exercisable at the earliest on 14 June 2019 up to 21 April 2023. When exercising the employee stock options, any rules concerning bans on trading must be observed, where applicable.
- The share awards do not provide entitlement to receive dividends on the underlying shares.
- Non-transferrable.
- May be issued by the company or other Group companies.

The number of employee stock options that may be exercised for acquiring shares depends on the number of Series B shares allotted to the Key Individual on the Start Date and the fulfilment of certain target levels established by the Board regarding the company's performance, growth and results during the Qualification Period. The three performance levels that were established are Entry, Target and Stretch. The following number of qualified performance-based employee stock options could be exercised by Key Individuals depending on the degree of fulfilment of the performance levels.

– Entry: Five employee stock options/allocated conditional upon performance-based employee stock options on the Start Date

– Target: Ten employee stock options/allocated conditional upon performance-based employee stock options on the Start Date

– Stretch: 15 employee stock options/allocated conditional upon performance-based employee stock options on the Start Date

Should the threshold level, Entry, not be attained, no employee stock options will be allotted.



The number of performance-based employee stock options that may be exercised is thus limited to 15 options per allocated conditional performance-based employee stock option on the Start Date (Stretch).

The total scope of LTI 2016 may never exceed the number of shares indicated under the header "Distribution" below.

#### Design and management

The Board of Directors, or a special committee appointed by the Board, is to be responsible for the detailed design and management of the incentive programme, within the framework of the conditions and guidelines stipulated. In this connection, the Board is to be entitled to make adjustments to fulfil specific rules or market conditions abroad. The Board of Directors is also to be entitled to make other adjustments should significant changes take place in the Clas Ohlson Group or its business environment that would entail that the approved conditions for matching and the opportunity to exercise share awards and employee stock options under the incentive programme are no longer practicable.

The Board is also entitled to adjust the interval for the Acquisition Period, for individual Participants, to the extent the Participant is covered by trade embargo regulations when the Acquisition Period occurs.

#### Allocation

It is proposed that LTI 2016 consist of not more than 656,000 Series B shares (see the heading "Programme's scope and costs" below). Under LTI 2016, members of Senior Management will acquire during the Acquisition Period Series B shares in Clas Ohlson AB at market price on Nasdaq OMX Stockholm AB at a value corresponding to at least 5 and a maximum of 10 per cent of their annual fixed salaries. Following this, the investment will be matched by the company through the allocation of restricted share awards, free of charge, and conditional performance-based employee stock options, and Key Individuals will be allocated conditional performance-based employee stock options at an allocation value of up to 10 per cent of their annual fixed salaries (according to the principles in Items 1-2 above). Vesting of employee stock options between the Entry and Stretch performance levels occurs straight line. Should the threshold level, Entry, not be attained, no employee stock options will be allotted.

Should the share price decline to such an extent that Series B shares are acquired by members of Senior Management at a price resulting in LTI 2016 encompassing more shares than the proposed scope, allotment will be reduced proportionately in accordance with principles determined by the Board of Directors.

#### Scope and cost of the programme

Assuming a price of SEK 150 per Series B share that is acquired by members of Senior Management as a private investment within the framework of LTI 2016, it is estimated that the number of shares - at a maximum investment rate of 10 per cent, attainment of the highest performance level (Max and Stretch, respectively, see above concerning Senior Management and Key Individuals), and full exercise of share awards and employee stock options of all Participants - will not exceed 1 per cent of the total number of shares in the company.

The corresponding figure at a 5 per cent investment is a maximum of 0.76 per cent of the total number of shares in the company. In the event of an investment of 10 per cent and attainment of the threshold level (Entry), it is estimated that the number of shares will not exceed 0.35 per cent of the total number of shares. The corresponding figure at a 5 per cent investment is a maximum of 0.26 per cent of the total number of shares.

The LTI 2016 will be recognised in accordance with IFRS 2 Share-based Payment. IFRS 2 prescribes that share awards and employee stock options have to be expensed as a personnel cost across the Qualification Period. Based on prevailing market conditions and

assuming that the dividend is unchanged (5.25) and that personnel turnover among nominated members of Senior Management and Key Individuals is 5 per cent, the accounting cost as specified in IFRS 2 is estimated to amount to MSEK 10.9 on condition that members of Senior Management have acquired shares in Clas Ohlson AB corresponding to 7.5 per cent of basic salary, that the share price at the date of acquisition is SEK 150 and that the performance targets Max and Stretch, respectively, have been achieved. If all members of Senior Management acquire shares for 10 per cent of their basic salary and the performance ceilings Max and Stretch are achieved, the accounting cost as specified by IFRS 2 is expected to amount to MSEK 13.7. The costs will be allocated across the three-year Qualification Period. Social security contributions will be added and will depend on the share price trend and the attainment of performance targets.

The market value of performance-based employee stock options at the starting date was calculated at SEK 21 per option by Towers Watson AB in June 2015 using the binomial method. The present value of the options has been discounted using a five-year government bond yield of 0.27 per cent. The calculation has also taken into consideration the estimated time of use and anticipated dividends during the duration of the plan. The target price is set at 100 per cent of the volume-weighted average price paid for the company's Series B share as established on the Nasdaq OMX Stockholm AB over a period of ten trading days prior to the start of the Acquisition Period.

The acquisition price of the shares when the options are exercised is to correspond to 100 per cent of the volume-weighted average of the most recent price paid for Series B Clas Ohlson shares on Nasdaq OMX Stockholm AB during a period of ten trading days prior to the first day of the Acquisition Period.

A starting price of SEK 150 was used in the calculation. The final value will be calculated at the starting date of LTI 2016. In addition, the market value of the share awards has been estimated by Towers Watson AB, based on a share price corresponding to SEK 150 at the date of allocation and an annual dividend of SEK 5.25, to amount to SEK 136, in which the fact that the present-value calculated dividend is not to be paid to members of Senior Management and Key Individuals has been taken into account.

LTI 2016 extends over a period of seven years in total. Assuming that the share price rises by 4 per cent per year, the future share price will amount to SEK 197, equal to a value increase of SEK 47 per share. If all members of Senior Management invest 10 per cent of their fixed annual salary and acquire Clas Ohlson shares at a market value corresponding to SEK 150 each and Key Individuals are allocated employee stock options corresponding to 10 per cent of their fixed salaries, and that the performance ceiling is achieved (Max and Stretch, respectively), the value of the LTI 2016 plan is estimated to be MSEK 33. Social security contributions are estimated at MSEK 11. Payment of future social security contributions is covered by the proposed buyback programme (Item 19). During the same period, it is estimated that the market value of the company will have increased by SEK 3.1 billion (share price increase of SEK 47 per share \* 65.6 million shares).

The Board proposes a buyback programme (Item 19 on the Notification of the AGM) in order to provide the company with the opportunity to transfer treasury shares to members of Senior Management and Key Individuals, as described above, and to also use repurchased shares to ensure sufficient liquidity for the payment of future social security contributions associated with proposed and implemented incentive programmes. The administrative work required for handling the plan must be reasonable in relation to the programme's design and scope and be subject to approval by the Board of Directors. Since it is not intended to issue any new shares as a result of the plan, the company's registered share capital and voting rights will not be subject to dilution.

### Reasons for the motion

The purpose of the proposed incentive programme is to create potential to retain and recruit competent personnel to the Group. LTI 2016 has been designed because it is considered desirable that in future, members of Senior Management and Key Individuals will become shareholders of Clas Ohlson to a greater extent than today, which is expected to have a positive impact on their long-term work performance and harmonise interests from Participants and shareholders. Connecting remuneration of members of Senior Management and Key Individuals for work performed and rewards to the company's profit and value development will continue to promote company loyalty and thus sustainable value growth in the company. LTI 2016 has also been designed to ensure that the remuneration paid to the Participants will be competitive in comparison with other comparable companies in the industry. Against this background, the Board believes that the introduction of LTI 2016 will have a positive effect on the Clas Ohlson Group's continued development and that LTI 2016 is thus beneficial to both shareholders and the company.

### Drafting of the matter

Pursuant to guidelines set out by the Remuneration Committee, the incentive programme has been drafted by the management of Clas Ohlson AB in consultation with external advisors. The incentive programme was addressed at Board meetings during the spring and summer of 2015.

### Other outstanding incentive programmes

A summary of the company's other incentive programmes is presented in Note 6 of the 2014/15 Annual Report and on the company's website. Apart from the described plans, there are no other incentive programmes in the company.

### Majority requirements

To be valid, AGM resolutions in accordance with Item 18 must be supported by shareholders representing at least half of the votes cast at the AGM.

## **Item 19, The Board of Directors' motion concerning authorising the Board to make decisions on the company's acquisition and transfer of treasury shares and motion concerning the transfer of treasury shares**

The Board of Directors' motion in accordance with this Item 19 is conditional upon the AGM first passing resolutions in accordance with Item 18 above.

### *A. Acquisition of treasury shares*

The Board of Directors proposes that the AGM resolve to authorise the Board, during the period up to the next AGM, to make decisions concerning the company's acquisition of shares in the company as follows.

1. A maximum of 860,000 Series B shares may be acquired.
2. The shares may be acquired on Nasdaq OMX Stockholm AB.
3. Shares obtained through trading on Nasdaq OMX Stockholm AB may only be acquired at a price per share that at every point of time is within the registered span of share prices.
4. Payment for the shares must be made in cash.

Acquisitions may occur to safeguard the company's commitments (including social security contributions) resulting from LTI 2016 and earlier implemented incentive programmes.

### *B. Transfer of treasury shares*

The Board of Directors proposes that the AGM resolve to authorise the Board, during the period up to the next AGM, to make decisions concerning the transfer of shares in the company as follows.

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

The reason underlying the Board of Directors' motion is to provide the company with an opportunity to continuously adapt the number of shares acquired to safeguard commitments (including social security contributions) within the framework for LTI 2016 and earlier implemented incentive programmes.

### *C. Transfer of treasury shares*

The Board of Directors proposes that the AGM resolve upon a transfer of shares in the company as follows.

1. A maximum of 656,000 Series B shares may be transferred.
2. Entitlement to receive shares is to accrue to the Participants, with each Participant entitled to receive at most the number of shares that result from the conditions for LTI 2016.
3. The Participants will be entitled to exercise their right to acquire shares no earlier than 30 April (regarding share awards) and 14 June 2019 (regarding employee stock options) and no later than 21 April 2023.
4. The Participants' entitlement to receive shares is subject to fulfilment of all of the conditions established for the plan.
5. Transfer of share awards issued in accordance with LTI 2016 will occur free of charge.
6. Transfer of shares based on employee stock options issued in accordance with LTI 2016 will occur at a price corresponding to 100 per cent 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.
7. In accordance with the terms and conditions for the plan, the number of shares that may be subject to transfer under LTI 2016 may become subject to recalculation due to such events as bonus issues, splits, rights issues and similar measures.
8. Payment for the acquired shares must be made no earlier than 14 June 2019 and no later than 11 May 2023.

The transfer of treasury shares and the reason for disapplying the shareholders' pre-emptive rights are a feature of LTI 2016 proposed by the Board under Item 18.

### **Shareholders' right to request information**

At the AGM, if requested by a shareholder and deemed possible without occasioning material damage to the company, the Board of Directors and President are to provide information conditions that could impact an item on the agenda, or conditions that could impact the assessment of the financial situation of the company (or subsidiaries) or the company's relationship to other Group companies (meaning, the right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act).

### **Majority requirements**

To be valid, resolutions by the AGM in accordance with Items 19 A and 19 B above must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM. To be valid, resolutions by the AGM in accordance

with Item 19 C above must be supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the AGM.

### **Complete proposals**

The Nomination Committee's complete proposals concerning resolutions under Items 2 and 14-16 and the Board of Directors' complete motions concerning resolutions under Items 12 and 17-19 are presented above.

The accounting documentation and audit report pertaining to the 2014/2015 financial year, the Board of Directors' statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act concerning the distribution of profits and in accordance with Chapter 19, Section 22 of the Swedish Companies Act concerning authorisation for the acquisition of treasury shares, as well as the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act concerning compliance with the guidelines for remuneration of senior management will be made available at the company no later than 21 August 2015 and will also be sent by post to shareholders who provide their postal address.

All of the documents specified under the above heading will be made available in an electronic format on the company's website, [about.clasohlson.com](http://about.clasohlson.com), as of 7 August 2015.

Clas Ohlson AB (publ)  
*Board of Directors*

For further information, please contact:

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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 OMX Nordic Exchange, has sales of over 7 billion SEK and over 4,700 employees. Visit Clas Ohlson at [www.clasohlson.com](http://www.clasohlson.com).*