

*Adopted by the Annual General Meeting in Clas Ohlson AB (publ) 11 September 2010.*

## **Nomination procedure for Clas Ohlson ABs (the “Company”) Nomination Committee**

1. The Chairman of the Board is assigned the task of contacting the four largest registered shareholders or otherwise known shareholders and requesting that they each appoint a member to the Nomination Committee. If any of these shareholders abstains from appointing a representative, the next largest registered shareholder or otherwise known shareholder is asked, etc. The record date for the shareholding is 30 September. The Nomination Committee also includes the Chairman of the Board.
  2. The appointed members shall constitute the Nomination Committee and fulfil the tasks set by the Swedish Code of Corporate Governance and submit proposals on the nomination procedure regarding the Nomination Committee. The Nomination Committee elects a Chairman from within its ranks who, according to the Swedish Code of Corporate Governance, shall not be the Chairman of the Board or another Board Member.
  3. The two largest shareholder groups, the Haid and Tidstrand families, each intend to appoint a member to the Nomination Committee. The two next largest shareholders shall each appoint a member to the Nomination Committee. The names of all of the Nomination Committee members shall be announced as soon as the Nomination Committee has been appointed, although not later than six months prior to the Annual General Meeting.
  4. If any of the shareholders who have appointed a member of the Nomination Committee divests a significant portion of their shares in Clas Ohlson AB before the Nomination Committee’s assignment has been completed, the member appointed by this shareholder shall – if so decided by the Nomination Committee – step down from his/her position on the Nomination Committee and be replaced by a new member appointed by the shareholder who, at that time, is the largest registered shareholders or otherwise known shareholder that is not already represented on the Nomination Committee. If, before the Nomination Committee’s assignment has been completed, any of the members of the Nomination Committee were to cease to represent the shareholder who has appointed the member, such a member can be replaced by a new member appointed by the shareholder if this has been decided by the Nomination Committee.
  5. No remuneration is paid to members of the Nomination Committee. On request of the Nomination Committee, the Company shall provide staff resources, such as secretarial assistance, to the Nomination Committee to facilitate its work. Where necessary, the company shall also reimburse reasonable expenses, such as external consultants, which the Nomination Committee considers necessary in order for it to carry out its assignment.
-