



Press release 2 August 2023

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

The shareholders of Clas Ohlson AB (publ), reg. no. 556035-8672, are hereby notified of the Annual General Meeting (the “AGM” or the “Meeting”) to be held at 11.00 a.m. CEST on Friday, 8 September 2023 at Tegera Arena in Leksand, Sweden. Registration will begin at 9.45 a.m. CEST. We will be offering refreshments in conjunction with the AGM.

The Board of Directors has resolved that shareholders may exercise their right to vote at the AGM through advanced voting (postal voting) in accordance with the provisions in the company’s Articles of Association.

Right to participate and notification

Participation in the meeting venue

A shareholder who intends to participate in the AGM in person or by proxy must:

- be listed as a shareholder in the share register maintained by Euroclear Sweden AB as of Thursday, 31 August 2023, and
- give notice of participation no later than Monday, 4 September 2023, by mail to Clas Ohlson AB (publ), “AGM”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, by phone at +46 247 446 00, on the website <http://about.clasohlson.com>, or by e-mail to GeneralMeetingService@euroclear.com.

Notice of participation must include the shareholder’s name, personal identity number or corporate registration number, address, telephone number, the number of shares represented, information on any advisers (no more than two) and, if applicable, the name of any legal representative or proxy.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued to the proxy. A power of attorney issued by a legal entity must be accompanied by the entity’s certificate of registration (or a corresponding document of authority). In order to facilitate the registration at the AGM, the power of attorney, certificate of registration and other documents of authority should be sent to the above address no later than Friday, 1 September 2023. Forms of power of attorney are available in Swedish and English on the company’s website, <http://about.clasohlson.com>, and will be sent to shareholders who so request and provide their postal address.

Participation through advance voting

A shareholder who intends to participate in the AGM through advance voting, in person or by proxy, must:

- be listed as a shareholder in the share register maintained by Euroclear Sweden AB as of Thursday, 31 August 2023, and
- give notice of participation by casting an advance vote according to the instructions below so that the advance voting form is received by Euroclear Sweden AB no later than Monday, 4 September 2023.

A specific form is used for advance voting. The advance voting form is available on the company's website, <https://about.clasohlson.com>. A completed and signed form may be submitted by mail to Clas Ohlson AB (publ), "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingServices@euroclear.com. Shareholders may also cast their advance votes electronically on the company's website, <https://about.clasohlson.com>, using verification with Bank-ID. For general questions regarding the AGM or requests to receive the advance voting form and/or form of power of attorney by mail, please contact the company by phone at +46 247 444 00, Monday–Friday from 8.00 a.m. to 5.00 p.m. CEST.

A shareholder may not include specific instructions or terms in the advance voting form. In this case, the vote (in its entirety) is invalid. Further instructions and terms are provided in the advance voting form.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A power of attorney issued by a legal entity must be accompanied by the entity's certificate of registration (or a corresponding document of authority). Forms of power of attorney are available in Swedish and English on the company's website, <http://about.clasohlson.com>, and will be sent to shareholders who so request and provide their postal address.

A shareholder who has voted in advance may also attend the meeting venue, provided that a notification of participation according to the instructions above under the heading *Participation in the meeting venue* has been made.

Nominee-registered shares

In order to be entitled to participate in the AGM, shareholders whose shares are registered in the name of a nominee must re-register their shares in their own name in the share register maintained by Euroclear Sweden AB. Such re-registration may be temporary (so-called voting rights registration) and must be completed no later than on Monday, 4 September 2023, which means that shareholders well in advance prior to this date must instruct the nominee to carry out such action.

Number of shares and votes

The number of shares of series A in the company totals 5,760,000, carrying ten votes per share, corresponding to 57,600,000 votes, and the number of shares of series B in the company 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 2,242,711 own shares of series B, which may not be represented at the AGM.

Proposed agenda

1. Opening of the AGM
2. Election of Chair of the AGM
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination as to whether the AGM has been duly convened
7. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditors' Report on the Consolidated Financial Statements for 2022/23, the Board's remuneration report and the auditor's statement on whether the applicable guidelines for remuneration of senior management have been followed
8. Statement by the CEO
9. Chair of the Board's report on the work of the Board and the People and Audit Committees
10. Question time
11. Resolution concerning the adoption of the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet for 2022/23
12. Resolution concerning the disposition of the company's profits in accordance with the Balance Sheet adopted for 2022/23 and determination of the record date for payment of the dividend
13. Resolution concerning the discharge of Board Members and the CEO from liability for 2022/23
14. Determination of:
 - a) the number of Board Members to be elected by the AGM
 - b) the number of auditors and deputy auditors to be elected by the AGM
15. Resolution concerning:
 - a) fees to be paid to the Board Members and fees for committee work
 - b) fees to be paid to the auditor
16. Election of Board Members and Chair of the Board as well as auditor and any deputy auditors
- 16.1 Election of Board Members
 - a) Kenneth Bengtsson (re-election)
 - b) Mengmeng Du (re-election)
 - c) Mathias Haid (re-election)
 - d) Patrik Hofbauer (re-election)
 - e) Håkan Lundstedt (re-election)
 - f) Charlotte Strömberg (re-election)
 - g) Göran Sundström (re-election)
 - h) Anne Thorstvedt Sjöberg (re-election)
- 16.2 Election of Chair of the Board
 - a) Kenneth Bengtsson (re-election)
- 16.3 Election of auditor and any deputy auditors
 - a) Deloitte AB (re-election)
17. Resolution on approval of the remuneration report
18. Resolution on the implementation of a new long-term incentive programme (LTI 2023) in accordance with A and hedging arrangements in respect thereof in accordance with B or C
19. Resolution on authorisation for the Board to resolve on transfer of own shares
20. Resolution on authorisation for the Board to resolve on issues of shares
21. Closing of the AGM

Item 2, Election of Chair of the AGM

The Nomination Committee proposes that Kenneth Bengtsson be elected Chair of the AGM.

Item 12, Resolution concerning the disposition of the company's profits in accordance with the balance sheet adopted for 2022/2023 and determination of the record date for payment of the dividend

The Board proposes a dividend of SEK 1.50 per share, corresponding to a total of SEK 98,400,000. The proposed record date for payment of the dividend is 12 September 2023. If the AGM resolves in accordance with the proposal, the dividend is expected to be distributed from Euroclear Sweden AB on 15 September 2023.

It is proposed that the remaining profits be carried forward.

Items 14–16, Resolutions concerning the number of Board Members, auditors and deputy auditors to be elected by the AGM, fees to the Board Members and auditor, and election of Board Members, Chair of the Board, auditor 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 Malin Persson (Chair of the Nomination Committee), Johan Ståhl, Ricard Wennerklint, Richard Torgerson 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. (Items 14.a–14.b)

The Nomination Committee proposes that that the total fees to Board Members, including fees for committee work, be paid in the amount of SEK 4,320,000 (SEK 4,200,000) to be allocated as follows: SEK 900,000 per year to the Chair of the Board (SEK 850,000) and SEK 400,000 per year to each of the other AGM-elected Board Members (SEK 390,000). Further, the Nomination Committee proposes that SEK 170,000 is paid out to the Chair of the Audit Committee (SEK 170,000) and SEK 90,000 to the other (currently two) members of the Audit Committee (SEK 90,000), and that SEK 135,000 is paid out to the Chair of the People Committee (SEK 135,000) and SEK 67,500 to each of the other (currently two) members of the People Committee (SEK 67,500). The Nomination Committee thus proposes an increase of 2.9 per cent in Board fees compared with the preceding year (level for 2022/23 in brackets). Any decisions by the Board to adjust the number of committee members will also affect the total Board fees. Board fees are paid as salary. (Item 15.a)

It is proposed that the auditor's fees be paid on a current-account basis in return for company-approved invoices. (Item 15.b)

The Nomination Committee proposes the re-election of Board Members Kenneth Bengtsson, Mengmeng Du, Mathias Haid, Patrik Hofbauer, Håkan Lundstedt, Charlotte Strömberg, Göran Sundström, and Anne Thorstvedt Sjöberg. (Items 16.1a–16.1h)

The Nomination Committee proposes that Kenneth Bengtsson be re-elected as Chair of the Board. (Item 16.2)

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation,

the re-election of Deloitte AB as the company's auditor for the period until the close of the 2024 AGM. (Item 16.3)

Item 17, Resolution regarding approval of the remuneration report

The Board proposes that the AGM approve the Board's remuneration report, prepared pursuant to Chapter 8, section 53a of the Swedish Companies Act.

Item 18, Resolution regarding the introduction of a new long-term incentive programme ("LTI 2023") in accordance with A and hedging arrangements in respect thereof, in accordance with B or C

The Board of Directors proposes that the AGM resolves on the implementation of a long-term incentive programme ("**LTI 2023**"), giving members of the senior management and key employees the opportunity of becoming shareholders in Clas Ohlson.

The overall purpose of LTI 2023 is to closely align the participants' interests with those of the shareholders and to create a long-term commitment as well as value creation for Clas Ohlson. LTI 2023 is also a key part of an overall competitive remuneration package for Clas Ohlson, intended to attract and retain senior management and key employees who are critical for Clas Ohlson's long-term success.

The Board of Directors considers that having recurring long-term incentive programmes is vital and an important part of Clas Ohlson's total remuneration package, and the Board of Directors, therefore, intends to annually propose incentive programmes for approval by the Annual General Meeting.

A. Implementation of LTI 2023

The Board of Directors proposes that the AGM resolves on implementation of LTI 2023 in accordance with the principal terms and conditions set out below:

- (a) It is proposed that LTI 2023 be open to no more than 50 employees of senior management and other key employees of the Clas Ohlson Group.
- (b) Each participant will free of charge receive a performance share award under LTI 2023 ("**LTIP Award**") entitling the participant to receive an allocation of a number of Clas Ohlson series B shares free of charge from Clas Ohlson or from a designated third party, subject to the satisfaction of the performance conditions set out in section (e) as well as the condition in section (i) below ("**Performance Shares**").
- (c) Any Performance Shares will be allocated after the expiration of the three-year vesting period, which begins on the date decided by Clas Ohlson and notified to the participant in LTI 2023 and continues until the day of publication of the interim report for Q1 the 2026/2027 financial year (the "**Vesting Period**"). Offer of participation in LTI 2023 can be offered up to and including 31 December 2023.
- (d) The value of the underlying shares at the time of grant in respect of each LTIP Award will amount to 45 per cent of the gross annual fixed salary in 2023 (as per 1 May 2023) for each participant, on an individual basis. The share price used to calculate the value of the underlying shares in respect of each LTIP Award, and hence the number of shares to which each LTIP Award entitles, shall be the volume-weighted average price paid for the Clas Ohlson series B share on Nasdaq Stockholm during the period between 9 June 2023 and 22 June 2023 (ten trading days immediately after the publication of the interim report for Q4 the 2022/2023 financial year), i.e. SEK 76.44

(the “**Input Value**”).

- (e) The portion (if any) of an LTIP Award that will vest at the end of the Vesting Period is based on and subject to the satisfaction of the performance conditions set out below during the 2023/2024, 2024/2025, and 2025/2026 financial years, i.e. during the period 1 May 2023 up to and including 30 April 2026 (“**Performance Period**”). The percentage weighting between the different performance conditions is stated below and the outcome for each performance condition will be determined individually. This means, inter alia, that all performance conditions do not have to be fulfilled for allocation of Performance Shares to take place. Furthermore, the achievement of the financial performance targets will also be measured on a financial year basis, whereby the final allocation will be based on the higher of the achievement of individual financial year targets and the fulfillment throughout the Performance Period.

Net sales

30 per cent of the allocation under an LTIP Award will depend on the average net sales (“**Net Sales**”) during the Performance Period. The Board of Directors will determine a minimum and maximum level, which will be disclosed after expiry of LTI 2023. If the minimum level is reached, an allocation of 30 per cent related to Net Sales will occur. If the maximum level is reached or exceeded, a full allocation related to Net Sales will occur. If the outcome is between the minimum level and the maximum level, a linear allocation related to Net Sales will take place. If the minimum level is not reached, no allocation related to Net Sales will occur.

Earnings per share

40 per cent of the allocation under an LTIP Award will depend on the average earnings per Clas Ohlson share (“**EPS**”) during the Performance Period. The Board of Directors will determine a minimum and maximum level, which will be disclosed after expiry of LTI 2023. If the minimum level is reached, an allocation of 30 per cent related to EPS will occur. If the maximum level is reached or exceeded, a full allocation related to EPS will occur. If the outcome is between the minimum level and the maximum level, a linear allocation related to EPS will occur. If the minimum level is not reached, no allocation related to the EPS will occur.

Sustainability

30 per cent of the allocation under an LTIP Award will be subject to whether the Clas Ohlson Group has achieved certain ESG targets according to the Group’s sustainability strategy during the last financial year of the Performance Period. The ESG targets consist of three sub-targets: (i) the portion of the Group’s suppliers that comply with Clas Ohlson’s Code of Conduct without any material deviations, (ii) achievement of Clas Ohlson’s target with respect to the reduction of CO2 emissions, and (iii) perceived inclusion among Clas Ohlson’s employees (the “**ESG Targets**”). For each sub-target, a minimum and maximum level have been determined in accordance with the table below. Each sub-target is weighted by one third (i.e. corresponding to 10 per cent of the total possible allocation according to LTI 2023). If the outcome of a sub-target is less than the minimum level, no allocation is made related to that sub-target. If the outcome of a sub-target is between the minimum and the maximum level, a linear allocation is made related to that sub-target. If the outcome of a sub-target reaches or exceeds the maximum level, a 100 per cent allocation is made related to that sub-target.

Sub-targets	Minimum level (30% allocation)	Maximum level (100% allocation)
The portion of the Group's suppliers that comply with Clas Ohlson's Code of Conduct without any material deviations	98%	99.5%
Achievement of Clas Ohlson's target with respect to the reduction of CO2 emissions scope 1+2	95%	100%
Perceived inclusion among Clas Ohlson's employees	85% of the employees are of the opinion that everyone has equal opportunities for career and development within Clas Ohlson	87% of the employees are of the opinion that everyone has equal opportunities for career and development within Clas Ohlson

- (f) The number of Performance Shares that can be allocated per each LTIP Award shall be adjusted for any dividend payments during the period from the determination of the Input Value and up to and including the date of allocation of Performance Shares after the expiry of the Vesting Period ("**Dividend Compensation Shares**").
- (g) The value of each Performance Share at allocation (inclusive compensation for dividend according to section (f) above) shall be capped to three times the Input Value. If so, the number of Performance Shares allocated will be reduced.
- (h) Performance Shares may be allocated only after the expiration of the Vesting Period, unless the Board of Directors of Clas Ohlson in an individual case resolves otherwise in case of any special reasons.
- (i) In order for an LTI 2023 participant to be allocated Performance Shares it is a condition that, with certain specific exemptions, the participant has been permanently employed within the Clas Ohlson Group for the duration of the whole Vesting Period.
- (j) If significant changes in the Clas Ohlson Group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable, the Board of Directors shall be entitled to make adjustments to LTI 2023, including, among other things, be entitled to resolve on a reduced allocation of Performance Shares or that no Performance Shares shall be allocated at all.
- (k) The Board of Directors shall be authorised to establish the detailed terms and conditions for LTI 2023. The Board of Directors may, in that regard, make necessary adjustments to satisfy certain regulations or market conditions outside Sweden, including, inter alia, offering cash remuneration instead of Performance Shares to

employees in countries where Performance Shares may not be allocated in accordance with applicable rules or where this cannot be done at reasonable costs or administrative efforts.

- (l) Participation in LTI 2023 presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.
- (m) LTI 2023 shall comprise a maximum of 570,000 Clas Ohlson series B shares, of which 440,000 constitute Performance Shares and Dividend Compensation Shares. The remaining 130,000 Clas Ohlson series B shares are such shares that may be transferred by Clas Ohlson or a third party in order to cover the cash flow effects associated with LTI 2023, primarily social security contributions. Such cash flow effects may also relate to a cash settlement of part of the participant's share allocation to finance the participant's benefits tax, including any contractual pension payment that such cash settlement may entail.
- (n) The number of Performance Shares will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

Costs

The costs for LTI 2023, which are charged in the profit and loss account, are calculated according to the accounting standard IFRS 2 and UFR 7 and distributed over the Vesting Period. The calculation has been made based on the following assumptions: (i) a market price of the Clas Ohlson series B shares of SEK 80.05 (closing price on 29 June 2023), (ii) the Board's assumptions regarding annual dividend, (iii) an assessment of future volatility in respect of the Clas Ohlson series B share, (iv) the assumed allocation of Performance Shares stated in the following paragraph, and (v) that LTI 2023 comprises 50 participants.

In total, this can lead to, at an assumed average target fulfilment of 50 per cent and based on an employee turnover of 10 per cent, a cost for LTI 2023 of approximately SEK 13.1 million, excluding social security contributions. The costs for social security contributions are calculated to approximately SEK 6.5 million assuming an annual share price increase of 10 per cent during the Vesting Period and average social security contributions of 29.70 per cent.

Based on the assumptions above the annual costs for LTI 2023, including social security contributions, corresponds to approximately 0.33 per cent of Clas Ohlson's total annual personnel costs.

If LTI 2023 had been implemented in 2022/2023, if Clas Ohlson had had costs in accordance with the example above, and LTI 2023 had been allocated in 2022/2023 in accordance with the assumptions in the sample calculation above, the earnings per share for the 2022/2023 financial year would have decreased by SEK 0.08 to SEK 2.77.

In the event of a maximum allocation of Performance Shares and that all participants remain in LTI 2023 and that the value of each Performance Share upon allocation (including compensation for dividends) according to above amounts to three times the Input Value, the maximum cost for LTI 2023 is estimated at approximately SEK 51.3 million including social security contributions. In such a scenario, the value for Clas Ohlson's shareholders has increased by SEK 9.1 billion.

Hedging arrangements and dilution

The Board of Directors has considered different methods for transfer of shares to participants as well as to cover the cash-flow effects associated with LTI 2023 (primarily social security contributions), in order to implement LTI 2023 in a cost-effective and flexible manner. The Board

of Directors has found the most cost-effective alternative to be, and thus proposes that the Annual General Meeting as a main alternative resolve on, repurchase and transfer of own shares (see item B below). If the assessment is subsequently made that additional shares may need to be repurchased, the Board of Directors may propose that future general meetings resolve on authorisations to repurchase shares to further secure the company's obligations under LTI 2023.

Prior to expiry of LTI 2023, the Board of Directors intends to propose to the 2025 Annual General Meeting that transfers be made of own shares on a regulated market in order to cover the cash-flow effects associated with LTI 2023.

Should the majority required under item B below not be reached, the Board of Directors proposes that Clas Ohlson shall be able to enter into an equity swap agreement with a third party, in accordance with item C below.

Neither of the hedging alternatives give rise to an increase of the number of shares in the company and, accordingly, no dilutive effect in terms of shares issued will occur for existing shareholders.

B. Repurchase and transfer of own shares

(a) The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board of Directors to resolve on repurchase of shares in the company in relation to LTI 2023 according to the following:

- Acquisitions may be made of no more than 570,000 series B shares in order to secure the delivery obligations of shares to participants in LTI 2023 and for subsequent transfers on a regulated market to cover cash-flow effects associated with LTI 2023, primarily social security contributions and potential cash settlement of part of the participant's share allocation to finance the participant's benefits tax.
- The shares may only be acquired on Nasdaq Stockholm.
- The authorisation may be exercised on one or more occasions, until the 2024 Annual General Meeting.
- The shares may only be acquired at a price per share within the from time to time registered trading interval.

(b) The Board of Directors proposes that the Annual General Meeting resolve to transfer shares in the company in relation to LTI 2023 according to the following:

- No more than 440,000 series B shares may be transferred.
- Right to acquire series B shares shall, with deviation from the shareholders' preferential rights, be granted the persons participating LTI 2023, with a right for each participant to acquire the maximum number of shares as set out in the terms and conditions of LTI 2023.
- Transfer of series B shares to the participants of LTI 2023 shall be made free of charge at a time and on the other terms and conditions of LTI 2023 at which participants of LTI 2023 are entitled to be allocated shares.
- The number of shares that may be transferred shall be re-calculated in the

event of intervening bonus issues, splits, rights issues or other similar corporate events.

The transfer of own shares is a part of the proposed LTI 2023 and the Board of Directors considers it to be of benefit for the company and its shareholders that the participants of LTI 2023 are offered the opportunity to become shareholders in the company on the terms and conditions of LTI 2023.

C. Equity swap agreement with a third party

Should the majority required under item B above not be reached, the Board of Directors proposes that the Annual General Meeting resolve that the expected financial exposure of LTI 2023 shall be hedged by Clas Ohlson 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.

Conditions

The Annual General Meeting's resolution on the implementation of LTI 2023 according to item A above, is conditional upon Annual General Meeting either resolving in accordance with the Board of Directors' proposal under item B above or in accordance with the Board of Directors' proposal under item C above.

Majority requirements

The Annual General Meeting's resolution according to item A above requires a simple majority of the votes cast. A valid resolution under item B above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the Annual General Meeting approve the resolution. A valid resolution under item C above requires a simple majority of the votes cast.

Previous incentive programmes

For a description of the company's other long-term incentive programmes, reference is made to the company's 2022/2023 Annual Report, Note 6, and the Board's remuneration report, prepared pursuant to Chapter 8, section 53a of the Swedish Companies Act. No other long-term incentive programmes than those described therein have been implemented in the company.

Preparation of the proposal

The company's People Committee has prepared the proposal for LTI 2023, and the proposal has subsequently been presented to and adopted by the Board of Directors. The Board of Directors has subsequently decided that LTI 2023 shall be proposed to the Annual General Meeting.

Item 19, Resolution regarding authorisation for the Board to resolve on transfer of own shares

The Board proposes that the AGM authorise the Board, on one or more occasions during the period until the 2024 AGM, to resolve on the transfer of the company's own series B shares. Transfer under the authorisation may comprise all own series B shares held by the company from time to time and shall be made through trading on Nasdaq Stockholm at a price within the from time to time registered trading interval.

The purpose of the authorisation to transfer own shares is to cover certain expenses, mainly social security contributions, that may arise as a result of outstanding incentive programmes, and to enable the company to transfer such shares that have been repurchased under previous incentive programmes but have not been required for delivery of shares to participants in the incentive programmes.

A valid resolution requires that shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM approve the resolution.

Item 20, Resolution regarding authorisation for the Board to resolve on issues of shares

The Board proposes that the AGM authorise the Board, on one or more occasions until the 2024 AGM, to 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.

The Board shall be able to resolve on an issue in accordance with the authorisation with deviation from the shareholders' preferential rights and/or an issue in kind or an issue by way of set-off. The reason to propose that the Board shall be able to resolve on an issue with deviation from the shareholders' preferential rights and/or an issue in kind or an issue by way of set-off is that the company shall be able to issue shares in connection with acquisitions of companies or businesses or in order to raise capital to the company in a time and cost-effective manner.

An issue with deviation from the shareholders' preferential rights in accordance with this authorisation shall be made on market terms, subject to a market-based issue discount where applicable. The Board shall have the right to determine the terms and conditions for issues under this authorisation and what persons shall be entitled to subscribe for the shares.

The CEO, or any other person appointed by the Board, shall have the right to make such minor adjustments as may be required in order to register the authorisation with the Swedish Companies Registration Office.

A valid resolution requires that shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM approve the resolution.

Shareholders' right to request information

At the AGM, if requested by a shareholder and deemed possible without causing significant harm to the company, the Board of Directors and the CEO shall provide information on any circumstances which may affect the assessment of a matter on the agenda, or any circumstances which may affect the assessment of the company's (or its subsidiaries') financial position or the company's relationship to other Group companies.

Provision of documents

The Nomination Committee's complete proposals concerning resolutions under items 2 and 14–16 and the Board of Directors' complete proposals concerning resolutions under items 12 and 17–20 are presented in the notice.

Information about the individuals proposed for election to the Clas Ohlson Board of Directors and the Nomination Committee's reasoned statement is available on the company's website, <https://about.clasohlson.com>.

Accounting documentation and auditor's report pertaining to the 2022/23 financial year and other documents pursuant the Swedish Companies Act will be made available at the company and on the company's website (<https://about.clasohlson.com>) no later than three weeks prior to the AGM. Documents will also be sent by mail to those shareholders who so request and provide their postal address.

Processing of personal data

For information on how your personal data is processed in connection with the AGM, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Leksand, August 2023

Clas Ohlson AB (publ)

Board of Directors

For further information, please contact:

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