

Möln dal / 5 November, 2013



## KAPPAHL INVITES TO ANNUAL GENERAL MEETING

*KappAhl AB's (publ) Annual General Meeting will be held at 10.00 am on Wednesday 4 December 2013 at KappAhl's head office, Idrottsvägen 14, Möln dal, Sweden. Notification to participate should be made, preferably by 12 o'clock noon, on Thursday 28 November 2013.*

At the Annual General Meeting the following matters, inter alia, are proposed to be dealt with:

- The Board of Directors' proposal about the resolution regarding the adoption of the income statement and balance sheet, distribution of the Company's result and an unchanged remuneration policy for the company management,
- The Nominations Committee's proposal that Anders Bülow is appointed chairman of the Annual General Meeting, that five board members are appointed, that remuneration to the Board of Directors and the committees are unchanged, that Amelia Adamo, Anders Bülow, Paul Frankenius and Christian W Jansson are re-elected as ordinary members of the Board of Directors, that Pia Rudengren is elected as new ordinary member of the Board of Directors and that Anders Bülow through re-election is elected as chairman and that Ernst & Young AB through re- election is elected as accounting firm.

The full version of the notice follows below.

### **Notification**

Shareholders wishing to participate in the Meeting must be registered in the share register kept by Euroclear Sweden AB no later than Thursday November 28, 2013, and have given notice of their attendance and potential advisers on the same date, preferably by 12 o'clock noon, via email to [stamma@kappahl.com](mailto:stamma@kappahl.com). Notification of attendance can also be given by telephone on +46 31 771 55 00, fax +46 31 771 58 15, or by post to KappAhl AB, Årsstämma, P.O. Box 303, 431 24 Möln dal, Sweden.

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The notification must state the name, address, telephone number, corporate or personal identity number and registered shareholding. Any powers of attorney must be in writing and be submitted no later than, but preferably before, the Annual General Meeting. A physical person representing a legal person shall also submit a certified copy of the certificate of registration. The term of a power of attorney may not exceed five years from the issue. KappAhl provides power of attorney forms upon request, and these are also available at the KappAhl's website [www.kappahl.com/ir](http://www.kappahl.com/ir).

Shareholders whose shares are registered in the name of a nominee through a bank's trust department or a private securities dealer must temporarily register the shares in their own name to be entitled to participate in the Meeting. Such temporary registration of ownership must be effected no later than Thursday November 28, 2013. This means that the shareholder must notify the nominee of this well in advance of that date.

### **Accounts and complete proposals**

The accounts and audit report will be available at the latest on Wednesday November 13, 2013, and will thereafter be sent to shareholders upon request, and are also available at [www.kappahl.com/ir](http://www.kappahl.com/ir) and at KappAhl's head office in Mölndal, Idrottsvägen 14. Complete proposals are included in this notice or will be available at the latest by Wednesday November 13, 2013 at [www.kappahl.com/ir](http://www.kappahl.com/ir) and at KappAhl's head office. Copies will be sent to shareholders upon request.

### **Agenda**

1. Opening of the Meeting
2. Election of chairman of the Meeting
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of one or more people to verify the minutes and check the votes
6. Consideration whether the Meeting has been duly convened
7. Presentation of the work of the Board of Directors and its committees
8. Presentation of the annual accounts and the Auditor's report for 2012/2013 and the consolidated accounts and auditor's report for the Group for 2012/2013. Business report by the Chief Executive Officer
9. Resolution regarding the adoption of the income statement and balance sheet and the Group income statement and Group balance sheet
10. Resolution regarding the distribution of the Company's result according to the adopted balance sheet
11. Resolution regarding discharge from liability of the members of the Board of Directors and the Chief Executive Officer
12. Determination of the number of Board members and deputy board members and number of auditors, deputy auditors or accounting firm
13. Determination of fees to the Board of Directors and the Auditor
14. Election of the Board of Directors
15. Election of auditor or accounting firm
16. Instructions and charter for the Nomination Committee
17. Remuneration policy for the company management
18. Any other matters
19. Closing of the Meeting

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### **Proposed resolutions**

*Item 2:* The Nominations Committee proposes that the Chairman of the Board of Directors Anders Bülow is appointed as chairman of the Meeting.

*Item 10:* The Board of Directors proposes that no cash dividend is to be distributed for 2012/2013, and that the available means of profit of SEK 2,102,388,287 is carried forward.

*Item 12:* Five ordinary members and one accounting firm are proposed by the Nominations Committee.

*Item 13:* The Nominations Committee proposes that the fees to the Board of Directors and its committees shall be SEK 1,360,000 (unchanged since previous year). The proposal means that the Chairman of the Board is awarded SEK 360,000 and each other elected member of the Board is awarded SEK 180,000, that the chairman of the Audit Committee is awarded SEK 145,000 and that a member of the Committee is awarded SEK 95,000, that the chairman of the Remuneration Committee is awarded SEK 30,000 and that a member of the Committee is awarded SEK 10,000. The fees to the accounting firm shall be unchanged in accordance with customary standards and approved invoice.

*Item 14:* The Nominations Committee proposes re-election of Amelia Adamo, Anders Bülow, Paul Frankenius and Christian W. Jansson. Sonat Burman-Olsson has declined re-election. The Nominations Committee proposes new election of Pia Rudengren as ordinary member of the Board of Directors and appointment of Anders Bülow as Chairman of the Board of Directors. Pia Rudengren, born 1965, holds an MBA. She is currently board member and chairman of Social Initiative AB and Board member of Duni AB, Swedbank AB, Wemind AB, Metso Oyj and Tikkurila Oyj. Pia Rudengren has previously held senior management positions including Investor AB and W Capital Management AB. Pia Rudengren is independent both in relation to KappAhl and its management, as well as in relation to major shareholders in KappAhl. Neither Pia Rudengren nor any of her relatives hold shares or other securities in KappAhl.

*Item 15:* The Nominations Committee proposes re-election of Ernst & Young AB as accounting firm. The engagement will run until the next Annual General Meeting.

*Item 16:* It is proposed that the Nominations Committee will be comprised of four ordinary members, who shall be appointed by the four largest shareholders as of April 30. The term largest shareholders refers here to shareholders registered with Euroclear and grouped by ownership as of April 30.

*Item 17:* A substantially unchanged Remuneration policy for the management is proposed with the following main contents:

1. *Fixed salary.* Management persons will be offered a market level fixed salary and based on the employee's responsibility and performance. Salary shall be established for calendar year periods.
2. *Bonus.* Management persons may, from time to time, be offered a bonus of a maximum of fifty percent of the fixed salary. Management persons may, on their own initiative, before the bonus is disposable, convert the bonus into extra pension payments through a so called salary reduction plan. The bonus is to be primarily based on the operating profit (EBIT) for the KappAhl group and shall be established for the financial year.

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3. *Pension.* In addition to the terms of collective agreements or other contracts, management persons can arrange individual pension solutions. Salary or bonus waivers can be used to increase allocation to a pension plan provided that the cost to KappAhl is unchanged over the period.
4. *Notice of termination etc.* Management persons and KappAhl must mutually observe a period of six months' notice of termination. At termination of employment for the Chief Executive Officer from the employer, an unchanged salary for six months and severance payment equal to eighteen months is paid, less wages in other employment.

### **Duty of disclosure of the Annual General Meeting**

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material injury to the Company, disclose conditions that may affect the assessment of an item on the agenda. Anyone wishing to submit questions in advance can do so to KappAhl AB, Annual General Meeting, PO Box 303, SE 431 24 Mölndal, Sweden.

### **Number of shares and votes in KappAhl AB (publ)**

The total number of registered shares and votes in the Company amounts this day to 75,040,000. The Company holds no own shares.

Mölndal, November 2013  
KappAhl AB (publ)  
The Board of Directors

### **For further information, please contact:**

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*KappAhl is one of the leading fashion chains in the Nordic region with approximately 400 stores in Sweden, Norway, Finland, Poland and Shop Online. The company offers its own line of attractive and affordable fashion for women, men and children. Its core target market is women in mid-life. The company generates a turnover of SEK 4.8 billion and has about 4,500 employees. In 1999, KappAhl was the first fashion chain in the world to gain accredited certification for its environmental management system. The company's shares are listed on the NASDAQ OMX Stockholm exchange. For more information, please visit [www.kappahl.com](http://www.kappahl.com)*

KappAhl AB (publ) discloses the information provided here pursuant to the Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 5 November, 2013 at 4.00 pm.