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PRESENTATION OF THE WORK OF THE NOMINATION COMMITTEE FOR THE ANNUAL GENERAL MEETING IN 2015

The previous Annual General Meeting has decided that the Nomination Committee for the 2015 Annual General Meeting shall consist of four ordinary members, which shall be nominated by the four largest owners of the company as of 30 April 2015. The composition of the Nomination Committee for the Annual General Meeting on 2 December, 2015 was announced on the company's website before 2 June, 2015. Rune Andersson (appointed by Mellby Gård AB), Marianne Nilsson (appointed by Swedbank Robur Fonder AB) Elisabet Jamal Bergström (appointed by Handelsbanken Fonder AB) and Göran Espelund (appointed by Lannebo Fonder AB) are members of the Nomination Committee. Anders Bülow, Chairman of the Board, was co-opted to the committee. The Nomination Committee held its constituent meeting on 26 June 2015, and Rune Andersson was appointed Chairman of the Committee.

The Committee has had three meetings and one interview session in total, with contacts in between. The Committee has followed the rules of procedure for the Committee which the Annual General Meeting established and thus had the task to work out proposals to be presented at the 2015 Annual General Meeting with regard to:

- Chairman of the Annual General Meeting,
- Board of Directors,
- Chairman of the Board of Directors,
- Auditor or Accounting firm,
- Directors' remuneration (divided on the Chairman of the Board of Directors, other members of the Board of Directors and committee work), and
- Instructions and Rules of Procedures for the next Nomination Committee.

The aim of the Committee's work has primarily been to create an appropriate composition of the Board of Directors, through which the members' combined expertise and experience creates a broad base that conforms well to KappAhl's activity, stage of development and other conditions in general. The Board of Directors shall be characterized by diversity and width with reference to the members' skills, experience and background.

The Nomination Committee has noted the evaluation of the Board of Directors and considered what competence and qualities the members' of the Board of Directors should have. The Nomination Committee has strived for a continued good gender balance among the elected members.

The Nomination Committee proposes re-election of Anders Bülow, Christian W. Jansson, Pia Rudengren and Susanne Holmberg. Amelia Adamo has declined re-election. The Nomination Committee proposes that Anders Bülow is elected Chairman of the Board of Directors. Furthermore, the Nomination Committee proposes election of Gustaf Öhrn and Kicki Olivensjö as new ordinary board members.

Anders Bülow (born 1953), has been Chairman of the Board of KappAhl since December 2012. Anders is also a member of KappAhl's Remuneration Committee and Audit Committee. Anders is Chairman of the Board of Duni AB and is Charman of the Board and Board member of Mellby Gård

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AB:s subsidiaries and affiliated companies. Anders Bülow has a bachelor degree in Business Administration from the University of Stockholm. Anders Bülow holds 35,000 shares in KappAhl.

Christian W. Jansson (born 1949), has been a member of the board of KappAhl since 2011 and is chairman of the board's Remuneration Committee and member of the Audit Committee. Before that, Christian was chairman of the board up until November 2012 and President of KappAhl from 2002. He is also chairman of the boards of Apoteket AB and Vivoline Medical AB, and is a member of the board of Europris AS, Christian W. Jansson holds a B.Sc. in Business Administration and an honorary doctorate in economics from the University of Lund. Neither Christian W. Jansson nor any of his relatives holds shares or other securities in KappAhl.

Pia Rudengren (born 1965), holds an MBA from Stockholm School of Economics. Pia Rudengren has been a member of the board of KappAhl since 2013 and is the Chairman of the Audit Committee. She is currently board member and chairman of Social Initiative Norden AB and Board member of Duni AB, Swedbank AB and Tikkurila Oyj. Pia Rudengren has previously held senior management positions including Investor AB and W Capital Management AB. Pia Rudengren holds 4,000 shares in KappAhl.

Susanne Holmberg (born 1961) has been Head of Dry & Frozen Food at Coop Sverige AB since June, 2013. Susanne Holmberg has previously worked at Axstores AB (former Åhlénsgruppen AB) as, among other things, Purchasing Director within the areas Fashion, Beauty, Home, Media, Pharmacy and Foreign Purchasing Offices. Susanne Holmberg also has experience as Board member in Åhléns AB, Kicks Kosmetikkedjan AB and Lagerhaus AB. Neither Susanne Holmgren nor any of her relatives hold shares or other securities in KappAhl.

Gustaf Öhrn (born 1967) was group CEO of Stadium AB from 2008 until October, 2015. Gustaf Öhrn has previously been CEO of Fotoquick AB, Amago Capital AB, J. Lindeberg AB and Speed Ventures AB. In addition, he has been head of the youth division and the women's wear division at Hennes & Mauritz AB. Gustaf Öhrn is a board member of Acne Studios Holding AB and a graduate economist. Neither Gustaf Öhrn nor any of his relatives hold shares or other securities in KappAhl.

Kicki Olivensjö (born 1958) assumed the position of head of product range and purchasing at Venue Retail Group on October 1, 2015 and has previously been business area manager and head of design and purchasing at Åhléns. Prior to this she has worked as head of design and purchasing at Lindex and head of design and production at Peak Performance. In addition, Kicki Olivensjö has worked at Hennes & Mauritz AB on various positions in Sweden and Hong Kong. Neither Kicki Olivensjö nor any of her relatives hold shares or other securities in KappAhl.

It is the opinion of the Nomination Committee that Gustaf Öhrn and Kicki Olivensjö possess the competence, experience and background that is required and appropriate for KappAhl's business operations, development stage and otherwise.

The Nomination Committee has also discussed the issue of the members' of the Board of Directors independence, and found that out of the elected members whom the Nomination Committee proposes for re-election all, except for Christian W. Jansson, are independent of the company and its management, and all, except for Anders Bülow, are independent in relation to the company's major shareholders. The Nomination Committee has assessed that Gustaf Öhrn and Kicki Olivensjö, who are proposed for new election, are both independent in relation to the company and in relation to the

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company's major shareholders. The proposal of the composition of the Board of Directors therefore meets existing requirements of independent members.

In conclusion, it is the Committee's opinion that the proposed Board of Directors has the competence and qualities required and which are appropriated to KappAhl's business, stage of development and otherwise. A good gender balance has been strived for among the Board members.

The Nomination Committee proposes re-election of Ernst & Young AB as accounting firm for KappAhl, with requests that Stefan Kylebäck is re-appointed as principally responsible auditor, for the period until the next Annual General Meeting.

Regarding the Board of Directors' remunerations and remunerations for committee work the Committee has suggested unchanged remunerations per ordinary board member since previous year. The auditor's fee is proposed to be unchanged according to customary standards and approved invoice.

Finally, regarding Instruction and Rules of Procedure for next year's Nomination Committee, the Committee has proposed that the Instruction and Rules of Procedure shall remain substantially unchanged.

Möln dal, November 2015

Nomination Committee of KappAhl AB (publ)