

## **Nomination Committee's statement of motivation regarding the proposal to the Board of Directors of RNB Retail and Brands AB (publ)**

The Nomination Committee proposes the reelection of Claes Hansson, Jan Carlzon, Mikael Solberg and Torsten Jansson as members of the Board until the 2010 Annual General Meeting and election of John Wallmark, Lilian Fossum and Nils Vinberg as new members of the Board for the same period. Eva Kempe Forsberg, Hans Risberg and Per Törnberg have declined reelection.

The Nomination Committee deems that the proposed Board comprises a composition appropriate in meeting the needs that the company's businesses will have regarding their operations, financial status and general condition. The Nomination Committee has thus taken the company's strategic development, governance and control, and the requirements these factors demand of the Board's competence and composition into particular consideration. The Nomination Committee has also taken into consideration the Board of Director's continuous need for renewal and diversity in terms of experience, gender and the continuity of core competence and addition of new competence.

[All proposed Board members except Mikael Solberg are deemed to be independent in relation to the company and its management. All proposed Board members except Lilian Fossum are deemed to be independent in relation to the company's major shareholders'.]

The Nomination Committee has collected the following information regarding the proposed candidates:

### **Board members proposed for reelection**

#### ***Claes Hansson***

Chairman of the Board, born: 1957

Board member since 2000

Shareholding: 16,000 shares

Education: degree in business administration

*Other Board assignments:*

President and CEO of Forshem Group AB. Board member of Forshem Group AB and all Forshem subsidiaries, Forwood AB, Skaraborgs Provinsbank and Farrocon AB.

#### ***Mikael Solberg***

Board member and President, born: 1962

Board member since 1996. President since 2003.

Shareholding, including family: 9,094,114 shares

Education: degree in economics

*Other Board assignments:*

President and CEO of RNB Retail and Brands AB. Chairman of the Board of Tryckeri AB Knappen and Douglas Invest AS.

***Jan Carlzon***

Board member, born: 1941

Board member since 2006

Shareholding, including family: 8,127,072 shares

Education: degree in business economics

*Other Board assignments:*

Chairman of the Board of HemOnline AB, ACR Aviation Capacity Resources AB and EKF Kapitalförvaltning AB. Board member of E. Öhman J:ör AB and Farmagon AS.

Board member of the Federation of Private Enterprises (Företagarna), Mentor Sverige and the International Tennis Federation.

***Torsten Jansson***

Board member, born: 1962

Board member since 2007

Shareholding: 3,745,764 shares

*Other Board assignments:*

Working Chairman of the Board of New Wave Group AB. Chairman of the Board of Porthouse Interior AB. Board member of a number of subsidiaries to the New Wave Group AB and of Barnleken AB.

**Board members proposed for new election**

***John Wallmark***

Board member, born: 1950

Shareholding: 3,692,721 shares

Education: degree in business administration.

*Other Board assignments:*

President of Spartoi AB. Chairman of the Board of Spartoi AB and its subsidiaries Spartoi Invest AB, Spartoi Förvaltning AB, Pars Pro Ed AB, Retail Invest in Scandinavia AB. Board member of Eatwell Solutions AB, SMA Maskin AB, SMA Nordic AB and Utveckling I Noresund AB.

***Lilian Fossum***

Board member, born: 1962.

Shareholding: 0 shares

Education: degree in business administration

*Other Board assignments:*

CFO and Executive Vice President of Axel Johnson AB. Board member of Axel Johnson International AB, Novax AB, Servera, Svensk Bevaknings Tjänst AB, Åhléns AB, Holmen AB and Oriflame Cosmetics S.A.

***Nils Vinberg***

Board member, born: 1957

Shareholding: 0 shares

Education: degree in business administration.

*Other Board assignments:*

Board member of CV Friskvård. Deputy Chairman of Björn Borg AB.