



## PROPOSAL OF THE BOARD OF DIRECTORS OF LOOMIS AB (PUBL) FOR GUIDELINES FOR REMUNERATION TO MANAGEMENT

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The Board of Loomis AB (publ) proposes that the Annual General Meeting 2009 ("AGM") resolves on guidelines for remuneration to management in accordance with the following.

### 1. Scope of the guidelines etc.

These guidelines concern remuneration and other employment benefits to persons that are part of the Loomis group management team, below referred to as the "management", during the time period for which the guidelines are in force. The persons within the Group management are currently Lars Blecko, Jarl Dahlfors, Kenneth Högman, Christian Lerognon, Georges López Periago, Cal Murri and Ashley Bailey.

The guidelines shall apply to all agreements entered into after the adoption by the AGM and any changes in existing agreements after this date. The Board shall have the right to deviate from the guidelines if there are particular grounds for such deviation in the individual case. The guidelines shall be subject to a yearly review.

### 2. Basic principles and the forms for remuneration

The fundamental principle is that remuneration and other terms of employment for the management shall be competitive and in accordance with market conditions, in order to ensure that the Loomis Group will be able attract and keep competent management employees.

The total remuneration to management shall consist of a fixed basic salary, bonus, pensions and other benefits.

The Board shall each year consider whether to propose that the general meeting resolves upon a share or share price based incentive program. At the Extraordinary General Meeting on 16 February 2009, it was resolved to implement a long term incentive program by means of subscription warrants offered to the management and other key employees within the Loomis Group.

### 3. Principles regarding different types of remuneration

#### ***Fixed basic salary***

The fixed basic salary for the management within the Loomis Group shall be competitive and in accordance with market conditions and based on the individual person's area of responsibility, powers, competence and experience.

#### ***Variable remuneration***

In addition to a fixed basic salary, the management may also receive variable remuneration, which shall be based on the outcome in relation to financial goals and growth targets within the individual area of responsibility (group or division) and in line with the interests of the shareholders. The variable remuneration within the scope of the company's so called AIP (Annual Incentive Plan) shall amount to a maximum of 50 per cent of the fixed basic salary of the President/CEO and a maximum of 60 per cent of the fixed basic salary for other individuals of the management. The variable remuneration within the scope of the company's so called LTIP (Long-Term Incentive Plan) shall amount to a maximum of 50 per cent of the fixed basic salary.

The estimated cost of the company as regards variable remuneration according to the Board's proposal follow from the [Exhibit](#).

In addition to the variable remuneration above, there may be long term incentive programs resolved upon from time to time in accordance with item 2 above.

***Pensions***

The pension rights of the management shall be applicable as from the age of 65, at the earliest, and the entire management shall be subject to fee-based pension plans equivalent to maximum 30 per cent of the fixed basic annual salary of the President/CEO and a maximum of 25 per cent of the fixed basic salary for other individuals of the management. The variable remuneration shall principally not be pension qualifying. Management employees resident outside Sweden may be offered pension programs which are competitive in the country where the employees are resident.

***Terms at dismissal/resignation***

At dismissal, the notice period for the management shall amount to a maximum of 12 months with a right to redundancy payment after the end of the notice period, equivalent to a maximum of 100 per cent of the fixed basic salary for a period not exceeding 12 months. At resignation, the notice period shall amount to a maximum of 6 months.

***Other benefits***

Other benefits, such as company car, special health insurance or occupational health service shall be provided to the extent this is considered customary for management employees holding equivalent positions on the employment market where the management employee is active. The total value of such other benefits shall, however, constitute a minor part of the total remuneration received.

**4. The preparation within the Board and decision-making in connection with matters regarding salaries and other benefits for the management**

The Remuneration Committee within the Board prepares matters regarding salaries and other terms of employment for the management. The Committee has no decision-making authority but merely presents its proposal to the Board for adoption. Resolution regarding remuneration to the President/CEO is made by the entire Board. For other management employees, the decision is made by the President/CEO after consultation with the Remuneration Committee.

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Stockholm in March 2009  
THE BOARD OF DIRECTORS

**Appendix to the proposal of the board of directors of Loomis AB (publ) for guidelines for remuneration to the management**

**Estimated costs for variable remuneration**

The cost for variable remuneration to the management according to the proposal of the Board is calculated based on the present remuneration rates and may, at maximum outcome, which presupposes that all targets on which the variable remuneration is based are reached, amount to maximum SEK 27 million. The estimate is based on the persons currently part of the management. The costs may change in case additional persons would become part of the management.

***Remuneration resolved upon that are not due for payment***

Loomis AB has, at the time for the Annual General Meeting, no outstanding remuneration commitments apart from running commitments to the management, including previous commitments under the company's LTIP (Long-Term Incentive Plan).