



## Extraordinary General Meeting in Loomis AB (publ)

The shareholders of Loomis AB are hereby invited to attend an Extraordinary General Meeting ("EGM") to be held at 4 pm CET on Monday 16 February 2009 in Sverigesalen, Securitas AB, Lindhagensplan 70 in Stockholm. Registration at the EGM begins at 3 pm CET.

### A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the EGM must:

(i) be recorded in the share register maintained by the Swedish Central Securities Depository ("VPC"), made as of Tuesday 10 February 2009,

*and*

(ii) notify the company of their intention to attend the EGM at the address Loomis AB, "Extraordinary General Meeting", P.O. Box 7839, SE-103 98 Stockholm, Sweden, by telephone +46 8 402 90 72, by telefax +46 8 20 56 85 marked "Loomis Extraordinary General Meeting" or via the company website [www.loomis.com](http://www.loomis.com), by 4 pm CET on Tuesday 10 February 2009, at the latest. On giving notice of attendance, the shareholder shall state name, personal registration number or equivalent (corporate identity number), address and telephone number. Proxy forms are held available on the company's website [www.loomis.com](http://www.loomis.com) and will be sent to shareholders who contact the company and submit their address. Proxy and representative of a legal person shall submit papers of authorisation prior to the EGM. As confirmation of the notification, Loomis AB will send an entry card to be presented at registration for the EGM.

In order to participate in the proceedings of the EGM, owners with nominee-registered shares must request their bank or broker to have their shares temporarily owner-registered with VPC. Such registration must be made as of Tuesday 10 February 2009 and the bank or broker should therefore be notified in due time before said date.

### B. AGENDA

#### Proposal for 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 two person(s) to approve the minutes.
6. Determination of compliance with the rules of convocation.
7. Resolution regarding incentive programme for senior executives and key employees by way of an issue of subscription warrants.
8. Closing of the Meeting.

### **Election of Chairman of the EGM (paragraph 2 on the agenda)**

The Nomination Committee elected by the Extraordinary General Meeting on 30 August 2008 has proposed that Jacob Palmstierna, Chairman of the Board, shall be elected Chairman of the EGM.

### **Proposal regarding incentive programme for senior executives and key employees by way of an issue of subscription warrants (paragraph 7 on the agenda)**

The proposal of the Board of Directors principally entails that the EGM resolves on an issue of maximum two million five hundred fifty five thousand (2,555,000) subscription warrants entitling to subscription for the equivalent number of new shares of class B in Loomis AB. The issue shall be directed to the wholly-owned subsidiary Loomis Sverige AB for the purpose of transferring them onwards to senior executives and key employees. The subscription warrants shall be issued to the subsidiary at a price of eight (8) kronor and fifty (50) öre per subscription warrant. Subscription and payment for the subscription warrants shall be made on 24 February, 2009, at the latest, with a right for the Board of Directors to prolong these time limits.

The reason for the deviation from the shareholders' preferential rights is that the Board of Directors is of the opinion that an incentive programme which offers senior executives and key employees the opportunity to take part of an increase in value of the company will lead to an enhanced interest in the company's development – as well as the company's share price development – and stimulate a continued loyalty towards the company over the forthcoming years. An incentive programme is expected to contribute to the possibilities to recruit and retain competent employees.

Loomis Sverige AB shall, on one or several occasions, against payment transfer the subscription warrants to senior executives and key employees within the Group. Transfer in accordance with the above that takes place in connection with the allotment of subscription warrants to Loomis Sverige AB, shall be made at a market value of eight (8) kronor and fifty (50) öre per subscription warrant. On subsequent transfer, the price per subscription warrant shall correspond to the market value of the subscription warrant at the time of transfer.

The Board of Directors of Loomis AB shall be entitled to decide on the allotment of subscription warrants to approximately 90 senior executives and key employees within the Group in accordance with the following guidelines:

- |   |  |   |
|---|--|---|
| - | CEO in Loomis AB   | maximum 350,000 subscription warrants           |
| - | Country Manager in US  | maximum 300,000 subscription warrants           |
| - | CFO in Loomis AB and other persons in the Group Management (totally 6 persons)   | maximum 250,000 subscription warrants           |
| - | Country Managers in other countries, senior executives in US, UK, France and Spain and key employees on Group level (totally 56 persons) | maximum 50,000 subscription warrants per person |
| - | Senior executives in other countries (totally 28 persons) employees  | maximum 15,000 subscription warrants per person |

If the total number of subscription warrants that the entitled senior executives and key employees wishes to acquire exceeds the maximum number of subscription warrants that can be issued, haven taken into account the subscription warrants that shall be reserved according to what is set forth below, reduction shall be made proportionally to each persons quantity in relation to the guidelines set forth above. There will be no guaranteed allotment. If the total number of subscription warrants that the entitled senior executives and key employees wishes

to acquire falls short of the maximum number of subscription warrants that may be issued, additional allotment may take place provided, however, that such allotment may never exceed fifty (50) per cent of what is set out in the above guidelines.

The first allotment is expected to take place in connection with the establishment of the subscription price per new share.

250,000 subscription warrants and any further remaining subscription warrants, which have not been allotted in accordance with the above, shall be reserved for future recruitment of senior executives and key employees to the Group, whereby the above guidelines for allotment shall be applicable, provided however that no additional allotment may take place.

Subscription for shares in Loomis AB by virtue of the subscription warrants may take place during the period from 1 Mars 2013 up to and including 31 May 2013. The subscription price per share shall be equivalent to a marketable valuation of the subscription warrant, including the issue rate per subscription warrant as set forth above to be established by an independent valuation institute in accordance with established valuation methods (Black & Scholes) in connection with the allotment of the subscription warrants to Loomis Sverige AB.

At full subscription of the proposed issue, and full exercise of the subscription warrants, the share capital may be increased by a total of maximum SEK 12,775,000, which is equivalent to approximately 3.50 % of the company's present share capital and approximately 2.46 % of the number of votes. All in all, the programme may at full exercise result in a total dilution of maximum approximately 3.38 % in relation to the share capital and approximately 2.40 % in relation to the number of votes on a fully diluted basis, calculated as the number of new shares in proportion to the number of existing and new shares. The key ratio of equity capital per share will increase by approximately SEK 1.01 from SEK 34.35 to SEK 35.36 (based on an assumed new subscription price of SEK 56 and the interim report for the third quarter 2008). The above is subject to re-calculations of the subscription warrants in accordance with the customary terms of re-calculation in the complete terms and conditions.

The incentive programme is not expected to lead to any considerable costs. Therefore, no measures to secure the programme are planned to be taken.

The proposal of the Board of Directors has been prepared by the Board of Directors. Lars Blecko, CEO and board member, who may be allotted subscription warrants in accordance with the proposed subscription warrant programme, has not taken part in the preparation of this matter.

The proposal of the Board of Directors requires a resolution by the EGM supported by shareholders representing at least nine tenths of both the number of votes cast and the shares represented at the EGM in order to be valid.

### **C. AVAILABLE DOCUMENTATION ETC.**

The complete proposal by the Board of Directors with respect to paragraph 7 on the agenda, as well as documentation in accordance with Chapter 14, Section 8 of the Swedish Companies Act, are available at the company and on the company's website [www.loomis.com](http://www.loomis.com) two weeks before the EGM, at the latest, and copies thereof will be sent to the shareholders who so request and submit their address. Said documentation will also be available at the EGM.

The total number of shares in the company amounts to 73,011,780, of which 3,428,520 are shares of class A and 69,583,260 are shares of class B. The total number of votes in the company amounts to 103,868,460.

Stockholm in January 2009  
*the Board of Directors*  
LOOMIS AB (publ)