

PROPOSAL OF THE BOARD OF DIRECTORS OF LOOMIS AB (PUBL) FOR A RESOLUTION ON THE IMPLEMENTATION OF INCENTIVE PROGRAMME 2009/2013 AND A DIRECTED ISSUE OF SUBSCRIPTION WARRANTS AND THE APPROVAL OF TRANSFER OF SUBSCRIPTION WARRANTS AND SHARES (INCENTIVE PROGRAMME 2009/2013)

The Board of Directors of Loomis AB proposes that the general meeting resolves to implement an incentive programme for senior executives and key employees in the Loomis Group ("Incentive Programme 2009/2013") through the issue of subscription warrants entitling to subscription for new shares of class B in Loomis AB as further set out below.

1. Issue of subscription warrants

The Board of Directors proposes that the general meeting resolves

- that the company shall issue at a maximum two million five hundred fifty-five thousand (2,555,000) subscription warrants entitling to subscription for new shares of class B in Loomis AB by which the share capital may be increased by a total of maximum SEK twelve million seven hundred seventy-five thousand (12,775,000);
- that the issue is carried out with a deviation from the shareholders' preferential rights and the right to subscribe for the subscription warrants shall be granted to Loomis Sverige AB, a wholly-owned subsidiary of Loomis AB;
- that the issue rate shall be set to eight (8) kronor and fifty (50) öre for each subscription warrant;
- that 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;
- that each subscription warrant shall entitle the holder to subscribe for one (1) new share of class B in Loomis AB with a quota value of SEK five (5);
- that 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;
- that the subscription price per share shall be based on a marketable valuation of the subscription warrants, including the issue rate per subscription warrant as set forth above, which shall 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;
- that a share issued by the exercise of a subscription warrant, shall entitle to participation in the distribution of profits for the first time on the record day following the execution of subscription of shares through exercise of the subscription warrants;
- that applicable terms of recalculation and other terms and conditions for the subscription warrants are set out in the "*Terms and Conditions for Subscription Warrants 2009/2013 for Subscription for New Shares in Loomis AB (publ)*" according to Sub-Appendix A; and

that the Board of Directors or anyone appointed by the Board of Directors is authorised to make such minor adjustments that may be necessary in connection with the registration of the above resolution with the Swedish Companies Registration Office (*Sw. Bolagsverket*) and the Swedish Central Securities Depository (*Sw. VPC AB*).

The reasons for the deviation from the shareholders' preferential rights are 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.

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.

2. The Incentive Programme

The Incentive Programme will principally be implemented in accordance with what is set forth below.

Loomis Sverige AB shall, on one or several occasions, against payment transfer the subscription warrants to senior executives and key employees within the Group and otherwise in accordance with the terms and guidelines set forth below and otherwise dispose of the subscription warrants for the fulfilment of the obligations under the Incentive Programme 2009/2013.

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 maximum 250,000 subscription the Group Management (totally 6 warrants per person persons)

- 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) 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.

Right to participate in the incentive programme presumes that the employee holds his or her position or has entered into an agreement thereof by the end of the subscription period, at the latest, and has not, at said time, notified or been notified that the employment is intended to be terminated. Regarding employees in other countries than Sweden, it is implied that transfer legally can take place and that, in the opinion of the Board of Directors, the transfer can take place at the established market value with reasonable administrative and financial efforts. The Board of Directors shall be entitled to adjust the terms of the Incentive Programme 2009/2013 to the extent required in order to carry out the allotment of subscription warrants to persons in other countries on, as far as practically possible, conditions corresponding to the conditions applicable under the Incentive Programme 2009/2013.

3. Miscellaneous

The subscription warrant programme is not expected to lead to any considerable costs. Therefore, no measures to secure the programme are planned to take place.

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 general meeting supported by shareholders representing at least nine tenths of both the number of votes cast and the shares represented at the general meeting in order to be valid.

Stockholm in January 2009
The Board of Directors