



Annual General Meeting of Shareholders in Loomis AB (publ)

The shareholders of Loomis AB are hereby invited to attend the Annual General Meeting ("AGM") to be held at 5 p.m. CET on Monday 6 May 2013 in Grönwaldsalen at Stockholm Concert Hall, entrance Kungsgatan 43, Stockholm. Registration for the AGM begins at 4 p.m. CET.

A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

(i) be recorded in the share register maintained by Euroclear Sweden AB, made as of Monday 29 April 2013, and

(ii) notify the company of their intent to participate in the AGM at the address Loomis AB, "AGM", P.O. Box 7839, 103 98 Stockholm, by telephone + 46 8 402 90 72 or via the company website www.loomis.com by Monday 29 April 2013, at the latest, preferably before 4 p.m. On giving notice of attendance, the shareholder shall state name, personal identity number (registration number), address and telephone number. Proxy forms are held available on the company website 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 authorization prior to the AGM. The proxy must not be older than one year, unless a longer period of validity is stated in the proxy (maximum five years). As confirmation of the notification, Loomis AB will send an entry card to be presented at registration for the AGM.

In order to participate in the proceedings of the AGM, owners with nominee-registered shares must request their bank or broker to have their shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be made as of Monday 29 April 2013 and the banker 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. Preparation 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. The President's report.
8. Presentation of
 - (a) the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report,
 - (b) the statement by the auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM, and
 - (c) the Board's proposal for appropriation of the company's profit and the Board's motivated statement thereon.
9. Resolutions regarding
 - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet as per 31 December 2012,
 - (b) appropriation of the company's profit according to the adopted Balance Sheet,
 - (c) record date for dividend, and

- (d) discharge of the Board of Directors and the President from liability for the financial year 2012.
- 10. Determination of the number of Board members.
- 11. Determination of fees to Board members.
- 12. Election of Board members.
- 13. Election of members of the Nomination Committee.
- 14. Determination of guidelines for remuneration to management.
- 15. Resolutions regarding
 - a) the implementation of an incentive scheme, including
 - b) hedging measures, either through
 - (i) the authorization of the Board to resolve on acquisition of treasury shares on the stock exchange, and
 - (ii) the transfer of treasury shares to participants of the incentive scheme and authorization of the Board to resolve on transfer of treasury shares as a result of the incentive scheme
 - or, alternatively,
 - (iii) the entering into of a share swap agreement
- 16. Closing of the Meeting.

Election of Chairman of the Meeting (item 2 on the agenda)

The Nomination Committee elected by the AGM 2012 consisting of Jan Svensson (Investment AB Latour etc.), Mikael Ek Dahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur fonder), Per-Erik Mohlin (SEB Fonder/SEB Trygg Liv) and Frank Larsson (Handelbanken fonder) has proposed that Alf Göransson, Chairman of the Board, be elected Chairman of the AGM 2013.

Proposal for Dividend (items 9 (b) and (c) on the agenda)

The Board proposes that a dividend of SEK 4.50 per share be declared. As record date for the dividend, the Board proposes 10 May 2013. If the AGM so resolves, the dividend is expected to be distributed by Euroclear Sweden AB starting 15 May 2013.

Proposals for Election of Board Members and resolution regarding Fees (items 10-12 on the agenda)

At the AGM 2013 the Nomination Committee will, in connection with the election of Board members and resolution regarding fees, present and motivate the below proposals and also report on its activities. In connection with the notice, the reasoned statement of the Nomination Committee will be held available at the company website, www.loomis.com.

The Nomination Committee has proposed the following.

The number of Board members shall be five, with no deputy members. The Nomination Committee proposes re-election of the Board members Alf Göransson, Jan Svensson and Ulrik Svensson and new election of Ingrid Bonde and Cecilia Daun Wennborg for the period up to and including the AGM 2014, with Alf Göransson as Chairman of the Board. Lars Blecko, Marie Ehrling and Signhild Arnegård Hansen have declined re-election.

Ingrid Bonde (born in 1959), Master of Business Administration from the Stockholm School of Economics, is Deputy Chief Executive Officer and Chief Financial Officer at Vattenfall. She is a board member in PostNord AB and the Centre for Business and Policy Studies (SNS). Ingrid Bonde has previously been a board member in inter alia Vattenfall and AMF Fonder and has inter alia been Chief Executive Officer of AMF Pension, Director-General of the Swedish Financial Supervisory Authority, worked at the Swedish National Debt Office and has been Vice President Finance at SAS.

Cecilia Daun Wennborg (born in 1963), Bachelor of Business Administration, is a board member in inter alia Ikano Bank AB, Eniro AB, Carnegie Fonder AB, Proffice AB, Getinge AB, Hakon Invest AB and Sophiahemmet. Cecilia Daun Wennborg has previously inter alia been Deputy Chief Executive Officer of Ambea AB, Chief Executive Officer of Carema Vård and Omsorg AB, Chief Financial Officer of Ambea AB and Carema Vård och Omsorg AB, Deputy Chief Executive Officer of Skandiabanken, Head of Swedish Operations at Skandia and Chief Executive Officer of Skandia Link.

Fees to the Board members for the period up to and including the AGM 2014 shall, amount to SEK 1,825,000 in total (including fees for committee work) to be distributed between the Board members as follows: the Chairman of the Board shall unchanged receive SEK 500,000 and each of the other Board members shall unchanged receive SEK 250,000. As consideration for committee work the Chairman of the Audit Committee shall receive SEK 150,000, the Chairman of the Remuneration Committee shall receive SEK 75,000, the members of the Audit Committee each SEK 75,000 and the members of the Remuneration Committee each SEK 25,000.

The AGM 2010 elected the accounting firm PricewaterhouseCoopers AB as auditor for a period of four years. Authorized public accountant Patrik Adolfson is the auditor in charge as of the financial year 2011.

Proposal for Election of Members of the Nomination Committee (item 13 on the agenda)

Shareholders jointly representing approximately 28.7 percent of the shares and approximately 49.4 percent of the votes in the company propose the AGM to adopt the following resolution:

The Nomination Committee in respect of the AGM 2014 shall have five members. Jan Svensson (Investment AB Latour etc.), Mikael Ekdahl (Melker Schörling AB) and Marianne Nilsson (Swedbank Robur fonder) shall be re-elected and new election of Johan Strandberg (SEB Fonder/SEB Trygg Liv) and Henrik Didner (Didner & Gerge Fonder). Jan Svensson shall be elected Chairman of the Nomination Committee. If a shareholder, represented by a member of the Nomination Committee, is no longer one of the major shareholders of Loomis or if a member of the Nomination Committee is no longer employed by such shareholder, or for any other reason leaves the Nomination Committee before the AGM 2014, the Nomination Committee shall have the right to appoint another representative of the major shareholders to replace such member.

Proposal for Guidelines for Remuneration to Management (item 14 on the agenda)

The Board's proposal for guidelines for remuneration to management principally entails that the total remuneration shall be competitive and in accordance with market conditions. The benefits shall consist of fixed salary, possible variable remuneration and other customary benefits and pension. The variable remuneration shall have an upper limit and be related to the fixed salary. The variable remuneration shall be based on the outcome in relation to set targets and be in line with the interests of the shareholders. Pension benefits shall be fee-based and pension rights shall be applicable as from the age of 65, at the earliest. For management that is not subject to collective agreement (ITP-plan), variable remuneration shall not be pension qualifying.

The Board shall have the right to deviate from the guidelines in individual cases if there are particular grounds for such deviation.

Proposal for Incentive Scheme (item 15 on the agenda)

Background and motives

In addition to the existing warrant program which is about to be concluded, Loomis AB has currently a recurring incentive scheme resolved by the AGMs 2011 and 2012. In the long run this incentive scheme will make it possible for approximately 300 of Loomis' executives to

become shareholders of Loomis which is important in order to further strengthen the employee ownership in Loomis' future success and development. It is the opinion of the Board that the incentive scheme (which has been applied since 2010) has been appropriate and contributed to the creation of joint goals for key-employees and the shareholders. The Board therefore proposes that the AGM 2013 resolve on a new incentive scheme in accordance with terms and conditions which in essence corresponds with the terms and conditions of the incentive schemes adopted by the AGMs 2010-2012.

The proposal principally entails that 1/3 of any annual bonus earned may be paid in the form of shares of series B in Loomis with delayed payment and subject to continued employment with Loomis. It is the assessment of the Board that the proposed incentive scheme will retain the group's attractiveness as an employer.

(a) Implementation of an incentive scheme

The Board proposes that the AGM resolves on a share and cash bonus incentive scheme (the "**Incentive Scheme**"), in accordance with the following main principles. Approximately 300 employees will participate in the Incentive Scheme and thereby be entitled to receive a part of the yearly bonus in the form of shares in Loomis, provided that certain predetermined and measurable performance criteria are met. The principles already applicable under the existing incentive scheme, within the scope of the principles on remuneration to senior executives adopted by the AGM, will continue to apply. The existing principles relates to result improvements and are set as close to the local business as possible and aim for long term profitability of the group. For parent company employees the performance based targets are relating to earnings per share ("**EPS**") for Loomis compared with previous year. For other participants in the Incentive Scheme, the performance based targets are relating to improvement of operating income of the applicable profit centre. The performance based targets varies depending on in which part of the business the employee works, but are principally based on an annual improvement of EPS or EBITA within the employee's area of responsibility. Provided that applicable performance criteria are met, the yearly bonus will be determined at the outset of 2014 and be payable by (i) 2/3 in cash at the outset of 2014 and (ii) 1/3 in shares of series B (the "**Bonus Shares**") at the outset of 2015. The number of Bonus Shares to which each participant will be entitled shall be determined by the ratio between the available bonus and the share price at the time of determination of the bonus. Distribution of Bonus Shares in accordance with (ii) is subject to the following two conditions, and to what is stated in (b) (ii) below: (1) if the total accrued bonus amounts to less EUR 4,200, the whole bonus will be paid out in cash in accordance with (i) above, and (2) the employee must remain employed by Loomis as of the last day of February 2015, except where an employee has left his/her employment due to retirement, death or long-term disability, in which case the employee shall have a continued right to receive Bonus Shares.

Prior to the distribution of Bonus Shares, the employee will not be awarded any shareholder rights (e.g. voting rights or rights to dividend) connected to the Bonus Shares. At distribution of the Bonus Shares, the employee shall however be entitled to additional shares up to a value corresponding to any dividend paid as regards the Bonus Shares (based on the value of the share at the time of distribution) during the period from payment of the cash bonus until distribution of the Bonus Shares. The Board shall be entitled to resolve on a reduction of the distribution of Bonus Shares if distribution in accordance with the above conditions – considering Loomis' result and financial position, other circumstances regarding the group's development and the conditions on the stock market – would be clearly unreasonable. Participation in the Incentive Scheme presumes that such participation is lawful and that such participation in Loomis' opinion can take place with reasonable administrative costs and economic efforts. The Board shall however be entitled to implement an alternative incentive solution for employees in such countries where participation in the Incentive Plan is not advisable, which alternative solution shall, as far as practically possible, correspond to the terms of the Incentive Scheme.

The Board shall be responsible for the particulars and the handling of the Incentive Scheme within the frame of the above principal guidelines and shall also be entitled to make such minor adjustments which may prove necessary due to legal or administrative circumstances

(b) Hedging Measures

(i) Authorization of the Board to resolve on acquisition of treasury shares on the stock exchange

In order to enable the delivery of Bonus Shares in accordance with the Incentive Scheme, the Board of Directors proposes that the AGM authorizes the Board to resolve, on one or several occasions, until the AGM 2014, on acquisition of treasury shares of series B. Acquisition of shares shall take place on the NASDAQ OMX Stockholm Exchange at a price within the price interval that may be registered at any given time, referring to the interval between the highest purchase price and the lowest selling price. A maximum of 350,000 shares (estimated based on historical actual bonus payments and adjusted to the present number of bonus eligible managers and an estimated share price of SEK 115) may be acquired to secure the delivery of Bonus Shares. The Board may resolve on acquisition of treasury shares within the scope of a repurchase program in accordance with the Regulation of the European Commission (EC) No. 2274/2003.

(ii) Transfer of acquired treasury shares to participants of the Incentive Scheme and authorization of the Board to resolve on transfer of treasury shares as a result of the Incentive Scheme

In order to enable the delivery of Bonus Shares in accordance with the Incentive Scheme, the Board of Directors proposes that the AGM resolves on transfer of a maximum of 350,000 Loomis shares of series B (acquired under (i) above or remaining in the possession of Loomis since previous incentive schemes). The right to receive shares shall accrue to participants in the Incentive Scheme, with a right to receive the maximum number of shares according to the terms of the Incentive Scheme. The transfer of shares shall take place free of charge and shall be executed as soon as reasonably possible following the entitlement of the participants to receive Bonus Shares under the Incentive Scheme. Loomis shall have the right to retain or, on behalf of the participant, sell the corresponding number of Bonus Shares that is required to cover the costs of withholding tax or similar taxes and fees. To cover such costs and to be able to dispose of treasury shares that remain unused in Loomis' possession after the allotment of Bonus Shares, the Board proposes that the AGM authorizes the Board to resolve on the transfer of such treasury shares on NASDAQ OMX Stockholm at a price within the price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price. The authorization may be used on one or several occasions, until the AGM 2014. In the event the maximum amount of treasury shares set forth in this item (b) is insufficient to cover the amount of shares required for delivery of Bonus Shares to participants of the Incentive Scheme, Loomis shall be entitled to either pay an amount corresponding to such failing number of shares in cash in connection with payment of the cash bonus in accordance with item (a) above, or take such further hedging measures as are necessary to enable the delivery of all Bonus Shares.

(iii) Entry into a share swap agreement

In case the requisite majority is not achieved as regards the resolution on items (i) - (ii) above, it is proposed that the financial exposure of the Incentive Scheme be hedged by the entry of Loomis into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer shares in the company to employees participating in the scheme. The cost in connection to the entering into the swap agreement will involve additional costs of approximately SEK 325,000 in comparison with the cost for the repurchase of treasury shares according to (b) (i)-(ii) above.

Resolutions and voting majority

The proposals according to (a) and (b) (i)-(ii) above shall be adopted as one resolution with observance of the majority rules stated in Chapter 16 of the Swedish Companies Act, meaning that the resolution shall be supported by shareholders representing at least nine tenths of both the number of votes cast and the shares represented at the AGM in order to be valid.

The alternative proposal according to (a) and (b) (iii) above shall be adopted as one resolution and must be supported by shareholders representing more than half of the votes cast, or, in case of equal voting, by the opinion supported by the Chairman of the AGM.

Effect on important key ratios

The number of shares in Loomis AB amounts to 75,231,259¹. The Incentive Scheme may lead to acquisition of a maximum of 350,000 shares as defined in (b) (i) above, which is equivalent to 0.5 per cent of the total number of outstanding shares and 0.3 of the total number of votes in Loomis. Such acquisition may have a positive impact on the earnings per share because of less outstanding shares. One year after the acquisition of the shares, those shares are to be transferred free of charge to the participants, which will have a negative impact on the earnings per share. The number of shares will consequently remain unchanged, but the earnings per share could be negatively impacted, to the extent the Incentive Scheme causes increased costs. The actual effect of the program is difficult to assess, as it is based on many variable factors. The existing warrant scheme which is about to be concluded may result in a total additional dilution of maximum approximately 0.08 % in proportion to the share capital and approximately 0.05 % in proportion 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.

If the AGM resolves on (b) (iii) as the method of transferring the shares, there will be no impact on the earnings per share, other than the increased costs that the Incentive Scheme could cause.

C. AVAILABLE DOCUMENTATION ETC.

The following documentation will be available at the company and on the company website www.loomis.com as from 15 April 2013, will be available at the AGM and copies of the documentation will also be sent to the shareholders who so request: (i) the accounting material and the Auditor's Report, including the Board's proposal for guidelines for remuneration to management, (ii) the statement of the auditor on the compliance of the guidelines for remuneration to management applicable since the last AGM, (iii) the complete proposal by the Board with respect to appropriation of profit and the Board's motivated statement thereon and (iv) the complete proposal of the Board with respect to the Incentive Scheme, including statement regarding acquisition of treasury shares.

D. NUMBER OF SHARES AND VOTES IN THE COMPANY

At the issue of this notice, the total number of shares in the company amounts to 75,231,259, of which 3,428,520 shares of series A and 71,802,739 shares of series B. A share of series A entitles to ten votes. A share of series B entitles to one vote. The total number of votes in the company amounts to 106,087,939. The company holds 117,813 own shares.

¹ Due to the existing warrant program which is about to be concluded, the number of shares may be increased with a maximum number of 56,744 shares.

E. INFORMATION AT THE AGM

The Board of Directors and the Managing Director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for the Company, give information on circumstances that can affect the judgement of an item on the agenda, circumstances that can affect the assessment of the financial situation of the Company or its subsidiaries and the Company's relationship with another group company.

Stockholm in March 2013

The Board

Loomis AB (publ)