



Proposal of the Board of Directors of Loomis AB (publ) for guidelines for remuneration to the Group Management

The Board of Directors of Loomis AB (publ) proposes that the Annual General Meeting 2015 (“**AGM**”) resolves on guidelines for remuneration to Group Management in accordance with the following.

1. Scope of the guidelines etc.

These guidelines concern remuneration and other employment benefits to persons who are part of the Loomis group management team, below referred to as the “Group Management”, as long as the guidelines are in force. The present members of the Group Management are Jan Dahlfors, Lars Blecko, Anders Haker, Johannes Bäckman, Kenneth Högman, Georges López Periago, Martti Ojanen, Patrik Högberg, Urs Rösli and Mårten Lundberg.

The guidelines shall apply to all agreements entered into after the adoption by the AGM and to 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 forms of remuneration

The fundamental principle is that remuneration and other terms of employment for the Group 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 Group Management shall consist of a fixed salary, a variable remuneration, pensions and other benefits.

The Board shall each year consider whether to propose that the general meeting should resolve upon a share or share price based incentive scheme. The AGM 2014 adopted a resolution on an incentive scheme.

3. Principles of different types of remuneration

Fixed salary

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

Variable remuneration

In addition to a fixed basic salary, the Group Management may also receive a variable remuneration, which shall be based on the outcome in relation to financial goals and growth targets within the individual area of responsibility (Group, region or subsidiary) 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 60 percent of the fixed annual salary of the President/CEO and a maximum of 80 percent of the fixed annual salary of other individuals of the Group Management. The variable remuneration within the scope of the company’s so-called LTIP (Long-Term Incentive Plan) shall amount to a maximum of 40 percent of the fixed salary of the President/CEO and a maximum of 50 percent of the fixed salary of other individuals of the Group Management.

The estimated cost of the company for variable remuneration according to the Board’s proposal appears from the Exhibit.

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

Pension

The pension rights of the Group Management shall be applicable as from the age of 65, at the earliest, and shall, to the extent the Group Management is not subject to pension benefits pursuant to collective agreements (ITP-plan), be provided pursuant to a defined contribution pension plan equivalent to maximum 30 percent of the fixed annual salary. For members of the Group Management who are not subject to collective agreements (ITP-plan), variable remuneration shall 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 Group Management shall amount to maximum 12 months with a right to redundancy payment after the end of the notice period, equivalent to a maximum of 100 percent of the fixed salary for a period not exceeding 12 months. At resignation, the notice period shall amount to maximum 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. Preparation by the Board and decision-making in connection with matters regarding salaries and other benefits for the Group Management

The Remuneration Committee appointed among the members of the Board prepares matters regarding salaries and other terms of employment for the Group Management. The Committee has no authority to decide but merely presents its proposal to the Board for adoption. Resolution on remuneration to the President/CEO is made by the entire Board. For other members of the Group Management, the decision is made by the President/CEO after consultation with the Remuneration Committee.

Stockholm in March 2015
The Board of Directors
Loomis AB (publ)

Appendix to the Proposal of the Board of Directors of Loomis AB (publ) for guidelines for remuneration to the Group Management

Estimated costs for variable remuneration

The cost for variable remuneration to the Group Management according to the proposal of the Board of Directors is based on the present remuneration rates and may, at maximum outcome, which presupposes that all targets which the variable remuneration is based on are met, amount to SEK 38 million. The estimate is based on the persons currently being part of the Group Management. The costs may change in case additional persons will become part of the Group Management.

Remuneration resolved upon that is not due for payment

In the annual report of 2014, note 11, the total remuneration to the Group Management during 2014 is reported, including commitments previously entered into, that are not yet due.