

Protokoll fört vid årsstämma med aktieägarna i **Loomis AB (publ)**, 556620-8095, i Stockholm den 4 maj 2017.

*Minutes of Annual General Meeting of shareholders in **Loomis AB (publ)**, 556620-8095, held in Stockholm on 4 May 2017.*

## § 1

Stämman öppnades av styrelsens ordförande, Alf Göransson.

*The Meeting was opened by the Chairman of the Board, Alf Göransson.*

## § 2

Alf Göransson utsågs att såsom ordförande leda förhandlingarna vid stämman. Det antecknades att såsom sekreterare vid stämman tjänstgjorde Mikael Ekdahl.

*Alf Göransson was appointed Chairman of the Meeting. It was noted that Mikael Ekdahl was assigned to keep the minutes of the Meeting.*

## § 3

De i bilagda förteckningen, Bilaga 1, såsom närvarande upptagna aktieägarna hade inom föreskriven tid anmält sitt deltagande i stämman. Förteckningen godkändes såsom röstlängd vid stämman.

*The shareholders designated as being present in the attached list, Exhibit 1, had within the prescribed period of time notified the Company of their intention to participate in the Meeting. The list was approved as voting list for the Meeting.*

## § 4

Det i kallelsen intagna förslaget till dagordning godkändes av stämman.

*The proposed agenda in the convening notice was approved by the Meeting.*

## § 5

Johan Strandberg (representerande SEB Fonder) samt Oscar Norrfalk (representerande SEB Utländska fonder) utsågs att jämte ordföranden justera dagens protokoll.

*Johan Strandberg (representing SEB Fonder) and Oscar Norrfalk (representing SEB Utländska fonder), were appointed to approve the minutes of the Meeting together with the Chairman.*

## § 6

Det noterades att kallelse till stämman skett den 30 mars 2017 genom annonsering i Post- och Inrikes Tidningar och publicering på bolagets hemsida, samt att annons om att kallelse skett samma dag varit införd i Svenska Dagbladet. Stämman konstaterades vara i behörig ordning sammankallad.

*It was noted that on 30 March 2017 a convening notice in respect of the Meeting had been published in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website, and that an advertisement regarding the meeting being convened had been published in Svenska Dagbladet on the same day. The Meeting was declared to have been duly convened.*

## § 7

Lämnade ordföranden ordet till koncernchefen Patrik Andersson för föredragning avseende verksamhetsåret 2016 och den aktuella utvecklingen i koncernen. I anslutning därtill gavs aktieägarna möjlighet att ställa frågor, som koncernchefen besvarade.

*The President of the Company, Patrik Andersson, presented a report on the financial year 2016 and the current development of the group. In connection herewith, the shareholders were given the opportunity to ask questions, which the President answered.*

## § 8

Upplyste ordföranden att samtliga föreskrivna handlingar inför stämman, enligt punkt 8 på dagordningen, hade hållits tillgängliga hos bolaget och på bolagets hemsida från den 13 april 2017 och hade skickats till de aktieägare som begärt det. Dessutom fanns samtliga nämnda handlingar tillgängliga vid stämman. Konstaterades således att nämnda handlingar ansågs framlagda vid stämman.

Föredrog auktoriserade revisorn Patrik Adolfsson revisionsberättelsen och koncernrevisionsberättelsen för räkenskapsåret 2016.

*The Chairman informed that all prescribed documents before the general meeting, according to item 8 on the agenda, had been available at the company and on the company web site since 13 April 2017 and had been sent to all other shareholders who had requested copies. In addition, all the aforementioned documents were available at the Meeting. It was noted that the aforementioned documents were to be considered presented at the Meeting.*

*Patrik Adolfsson, authorised public accountant, presented the Auditor's Report and the Consolidated Auditor's Report for the financial year 2016.*

## § 9

Beslutade stämman här efter:

- (a) att fastställa den framlagda resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen,
- (b) att disponera till stämmans förfogande stående vinstmedel, nämligen:

Balanserad vinst	3 998 684 709 kronor
Aktierelaterad ersättning	427 919 kronor
Årets resultat	513 177 333 kronor
<u>Summa</u>	<u>4 512 289 961 kronor</u>
8,00 kr per aktie	601 808 256 kronor
<u>Att i ny räkning överföres</u>	<u>3 910 481 705 kronor</u>
<u>Summa</u>	<u>4 512 289 961 kronor</u>

Noterades att beloppen är beräknade på totalt antal utestående aktier och att för Loomis ABs innehav av egna aktier utgår ingen utdelning. Loomis ABs innehav av egna aktier per den 4 maj 2017 uppgår till 53 797 B-aktier.

- (c) att såsom avstämningsdag för rätt till utdelning fastställa den 8 maj 2017, samt
- (d) att bevilja styrelsens ledamöter och verkställande direktörerna Anders Haker och Patrik Andersson ansvarsfrihet för räkenskapsåret 2016.

*Thereafter the Meeting resolved:*

- (a) to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet;
- (b) that that the profit at the disposal of the Meeting, i.e.

Retained earnings	SEK 3,998,684,709
Change in treasury shares	SEK 427,919
<u>Net income for the year</u>	<u>SEK 513,177,333</u>
<u>Total</u>	<u>SEK 4,512,289,961</u>
SEK 7.00 per share	SEK 601,808,256
<u>To be carried forward</u>	<u>SEK 3,910,481,705</u>
<u>Total</u>	<u>SEK 4,512,289,961</u>

*It was noted that the amounts are calculated on the total number of outstanding shares and that for Loomis AB's holding of treasury shares, no dividend is paid. As per 4 May 2017 Loomis AB's holding of treasury shares amounted to 53,797 shares of Class B.*

- (c) that 8 May 2017 should be determined as record day for dividend; and
- (d) that the Board and the Managing Directors Anders Haker and Patrik Andersson should be discharged from liability for the financial year 2016.

## § 10

Beslutade stämman att antalet av stämman valda styrelseledamöter skulle vara sex, utan suppleanter.

*It was resolved that the number of Board members to be appointed by the Meeting should be six, without any deputies.*

## § 11

Beslutade stämman att arvode till styrelsen för perioden till och med utgången av årsstämman 2018 ska utgå med ett sammanlagt belopp om 2 750 000 kronor (inklusive ersättning för kommittéarbete) att fördelas mellan ledamöterna enligt följande: ordföranden 800 000 kronor och var och en av de övriga ledamöterna, förutom verkställande direktören, 350 000 kronor.

Ersättning för kommittéarbete ska vara oförändrad och ordföranden för revisionskommittén ska erhålla 200 000 kronor, ordföranden för ersättningskommittén ska erhålla 100 000 kronor, ledamot av revisionskommittén ska erhålla 100 000 kronor samt ledamot av ersättningskommittén ska erhålla 50 000 kronor.

Styrelseledamot som verkar i konsultbolag ska därvid ha rätt att fakturera arvodet på sedvanligt sätt.

Arvode till revisorn ska utgå enligt avtal.

*It was resolved that fees to the Board for the period up to and including the Annual General Meeting 2018 should amount to a total of SEK 2,750,000 (including fees for committee work), to be distributed among the Board members as follows: the Chairman SEK 800,000 and each of the other Board members, except for the Managing Director, SEK 350,000.*

*The remuneration for committee work was resolved to be unchanged and the Chairman of the Audit Committee shall receive SEK 200,000, the Chairman of the Remuneration Committee shall receive SEK 100,000, each member of the Audit Committee SEK 100,000 and each member of the Remuneration Committee SEK 50,000.*

*A Board member who acts in a consultancy company shall be entitled to invoice the fee in accordance with customary procedures.*

*The auditor's fees shall be paid as per agreement.*

## § 12

Upplyste ordföranden att de uppdrag som de för omval föreslagna styrelseledamöterna innehar i andra företag framgår av bolagets årsredovisning och att en presentation av Gun Nilssons uppdrag finns i kallelsen och valberedningens motiverade yttrande som hållits tillgänglig på bolagets hemsida.

Valde stämman för tiden intill dess nästa årsstämma hållits till styrelseledamöter:

Omval av Alf Göransson, Jan Svensson, Patrik Andersson, Ingrid Bonde och Cecilia Daun Wennborg. Nyval av Gun Nilsson. Omval av Alf Göransson till styrelsens ordförande.

Upplyste ordföranden att Jonas Karlsson kommer fortsätta som suppleant till arbetstagarledamot i styrelsen.

Valde stämman revisionsbolaget PricewaterhouseCoopers AB till bolagets revisorer för tiden intill slutet av årsstämman 2018. Det informerades om att Patrik Adolfsson fortsatt kommer att vara huvudansvarig revisor.

*The Chairman informed that the assignments in other companies of the Board members proposed for re-election were presented in the annual report of the company and that Gun Nilsson's assignments can be found in the notice convening the meeting and the Nomination Committee's reasoned statement, which had been available at the company's website.*

*For the period up to and including the next Annual General Meeting, the following Board members were elected:*

*Re-election of Alf Göransson, Jan Svensson, Patrik Andersson, Ingrid Bonde and Cecilia Daun Wennborg. New election of Gun Nilsson. Re-election of Alf Göransson as Chairman of the Board.*

*The chairman informed that Jonas Karlsson will continue as deputy member to Board member appointed by employee organisations.*

*The audit firm PricewaterhouseCoopers AB was elected auditors of the company for the period up to and including the Annual General Meeting in 2018. It was informed that Patrik Adolfsen will continue to be auditor in charge.*

### § 13

Beslutade stämman att valberedningen ska ha fem ledamöter. Omvaldes Jan Svensson (Investment AB Latour m fl), Mikael Ekdahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur fonder), Johan Strandberg (SEB Fonder) och Henrik Didner (Didner & Gerge Fonder) till ledamöter av valberedningen inför årsstämman 2018. Jan Svensson valdes till valberedningens ordförande. Beslutade stämman att för det fall en aktieägare som representeras av en av valberedningens ledamöter inte längre skulle tillhöra de röstmässigt största aktieägarna i Loomis, eller för det fall en ledamot av valberedningen inte längre är anställd av sådan aktieägare eller av något annat skäl lämnar valberedningen före årsstämman 2018, valberedningen ska ha rätt att utse en annan representant för de större aktieägarna att ersätta sådan ledamot.

*The Meeting resolved that the Nomination Committee shall have five members. Re-election of Jan Svensson (Investment AB Latour etc.), Mikael Ekdahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur fonder), Johan Strandberg (SEB Fonder) and Henrik Didner (Didner & Gerge Fonder) as members of the Nomination Committee before the Annual General Meeting 2018. Jan Svensson was elected Chairman of the Nomination Committee. The Meeting resolved that in case a shareholder, whom a member of the Nomination Committee represents, is no longer one of the major shareholders of Loomis (based on votes), 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 Annual General Meeting 2018, the Nomination Committee shall have the right to appoint another representative of the major shareholders to replace such member.*

### § 14

Upplyste ordföranden om att styrelsens förslag till riktlinjer för ersättning till ledande befattningshavare framgår av förvaltningsberättelsen och att det huvudsakliga innehållet i förslaget framgått av kallelsen.

Beslutade stämman härafter i enlighet med styrelsens förslag om riktlinjer för ersättning till ledande befattningshavare.

*The Chairman informed that the proposal by the Board for guidelines for remuneration to management is included in the Report of the Directors and that the main contents of the proposal was presented in the notice to attend the Meeting.*

*The Meeting resolved to adopt the guidelines for remuneration to management in accordance with the proposal by the Board.*

### § 15

Redogjorde ordföranden för det huvudsakliga innehållet i styrelsens förslag till (A) införande av incitamentsprogram innefattande (B) säkringsåtgärder genom ingående i ett aktieswapavtal. Gavs aktieägarna möjlighet att ställa frågor, som ordföranden besvarade.

Beslutade stämman i enlighet med styrelsens förslag med säkringsåtgärder enligt Bilaga 2.

*The Chairman informed on the principal contents of the Board's proposal for (A) the implementation of an incentive scheme including (B) hedging measures through the entering into of a share swap agreement. The shareholders were given the opportunity to put questions, which were answered by the Chairman.*

*The Meeting resolved in accordance with Board's proposal, with hedging measures, in accordance with Exhibit 2.*

### § 16

Härefter förklarade ordföranden förklarade stämman avslutad.

*Hereafter, the Chairman closed the Meeting.*

---

Vid protokollet:  
*At the minutes:*

---

Mikael Ek Dahl

Justeras:  
*Approved:*

---

Alf Göransson

---

Johan Strandberg

---

Oscar Norrfalk



## Proposal by the Board of Directors of Loomis AB (publ) for a resolution on the implementation of an Incentive Scheme

### Background and Motives

Loomis AB presently has a recurring incentive scheme resolved by the Annual General Meeting 2016. In the long run this incentive scheme will make it possible for approximately 350 of Loomis' key-employees 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 of Directors (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 2017 resolves on a new incentive scheme with terms and conditions which in essence correspond with the terms and conditions of the incentive schemes adopted by the AGMs 2010 - 2016.

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.

The detailed contents of the proposed incentive scheme follows below. In order to implement the scheme in an appropriate and cost effective way it is recommended that the Annual General Meeting ("**AGM**") resolves that Loomis enters into a share swap agreement with a bank/third party.

In the light of the proposed terms, the size of the allocation and other circumstances, the Board considers the proposed incentive scheme well balanced and advantageous to Loomis and its shareholders.

The Board intends to submit proposals for incentive schemes to annual general meetings also after 2017 in accordance with the principles now proposed.

### A. Incentive Scheme

The Board proposes that the AGM resolves on a new incentive scheme (the "**Incentive Scheme**"), in accordance with the previous incentive schemes. The main principles are described below.

1. Approximately 350 employees will participate in the Incentive Scheme.
2. Employees participating in the Incentive Scheme will be entitled to receive a part of the annual bonus in the form of shares in Loomis, provided that certain predetermined and measurable performance criteria are met.
3. The principles already applicable under the existing incentive scheme, within the scope of the principles on remuneration to Group Management adopted by the AGM, will continue to apply. The existing principles relate to result improvements and are set as close to the local business as possible and aim for long term profitability of the group.
4. 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 profits of the applicable profit centre. The performance based targets vary depending on in

which part of the business the employee works, but are principally based on an annual improvement of EPS or EBITA<sup>1</sup> within the employee's area of responsibility.

5. Provided that applicable performance criteria are met, the annual bonus will be determined at the outset of 2018 and, subject to what is stated under items A6 and A7 below, be payable as follows.
  - i. 2/3 of the bonus will be paid in cash at the outset of 2018; and
  - ii. 1/3 of the bonus will be paid in shares of series B (the "**Bonus Shares**") at the outset of 2019. 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.
6. Allotment of Bonus Shares in accordance with item 5 (ii) above will take place only if the total accrued bonus amounts to at least EUR 4,200. If the total accrued bonus is less than EUR 4,200 the whole bonus amount will instead be paid in cash at the outset of 2018 in accordance with item 5 (i) above.
7. Distribution of Bonus Shares according to item 5 (ii) above is subject to the employee still being employed by Loomis as of the last day of February 2019, except where an employee has left his/her employment due to retirement, death or long-term illness, in which case the employee shall have a continued right to receive Bonus Shares.
8. Prior to the distribution of Bonus Shares according to item 5 (ii) above, 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 according to item 5 (ii) above, 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 pursuant to item 5 (i) up to and including the date of distribution of the Bonus Shares.
9. The number of Bonus Shares to be obtained may be subject to recalculation due to new share issues, split, consolidation and similar measures.
10. 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.
11. 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 Scheme is not advisable, which alternative solution shall, as far as practically possible, correspond to the terms of the Incentive Scheme.
12. 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.

---

<sup>1</sup> Earnings Before Interest, Taxes, Amortization of acquisition-related intangible fixed assets, Acquisition-related costs and revenue and Items affecting comparability.



## B. Incentive Scheme Costs and Hedging Measures Based on a Share Swap Agreement

Except as stated below regarding the share swap agreement, the fact that a part of the bonus is made share related does not entail any material costs in addition to costs, such as payroll expenses and social security payments, which would follow if the Incentive Scheme would have been implemented as a completely cash-settled program.

The financial exposure of the Incentive Scheme is proposed to be hedged by Loomis entering 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 conclusion of a share swap agreement is estimated to amount to approximately SEK 350,000.

### Total Number of Shares and Effects on Important Key Ratios

The hedging measure above will have no effect on the profit per share except for the increased costs that the Incentive Scheme will entail. The Incentive Scheme is estimated to comprise maximum 165,000 shares (based on the maximum outcome adjusted to the present number of entitled employees and an estimated share price of SEK 280) corresponding to 0.22 percent of the total number of outstanding shares and 0.16 percent of the total number of votes in Loomis.

### Voting Majority

The resolutions according to A. and B. above shall be adopted as one resolution. In order to be valid, this resolution 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.

### Preparation

The above proposal for an Incentive Scheme has been prepared and processed by the Board and the Remuneration Committee in consultation with the major shareholders. None of the members of the Group Management, whom are a part of the Incentive Scheme, has participated in the framing of the scheme.

---

Stockholm in March 2017  
*The Board of Directors*  
Loomis AB (publ)