

# Press Release

April 6, 2009



## Annual General Meeting of Shareholders in Securitas AB

Page 1 of 4

**The shareholders of Securitas AB are hereby invited to attend the Annual General Meeting ("AGM") to be held at 4.00 p.m. CET on Thursday 7 May 2009 in "Vinterträdgården" at the Grand Hôtel, Stockholm, entry via "Royal Entré", Stallgatan 6. Registration for the AGM begins at 3.00 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 (previously VPC AB), made as of Thursday 30 April 2009;

*and*

(ii) notify Securitas AB of their intent to participate in the AGM at the address: Securitas AB, "AGM", P.O. Box 7842, SE-103 98 Stockholm, Sweden, by telephone +46 10 470 31 30, by telefax +46 10 470 31 31 marked "Securitas AGM" or via the company website [www.securitas.com/agm2009](http://www.securitas.com/agm2009), by 4.00 p.m. Thursday 30 April 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. A proxy form is available on the company website [www.securitas.com/agm2009](http://www.securitas.com/agm2009) and will be sent by mail to shareholders informing the company of their address. Proxy and representative of a legal person shall submit papers of authorisation prior to the AGM. As confirmation of the notification, Securitas 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 Thursday 30 April 2009 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.

**Securitas AB (publ.)**  
P.O. Box 12307  
S-102 28 Stockholm  
Sweden

Visiting address /  
Besöksadress  
Lindhagensplan 70  
Telephone / Telefon  
+46 (0) 10 470 30 00  
Facsimile / Telefax  
+46 (0) 10 470 31 22  
[www.securitas.com](http://www.securitas.com)

Corp. ID no / Org.nr  
556302-7241

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 December 31, 2008,
  - (b) appropriation of the company's profit according to the adopted Balance Sheet,
  - (c) record date for dividend,
  - (d) discharge of the Board of Directors and the President from liability for the financial year 2008.
10. Determination of the number of Board members and deputy members.
11. Determination of fees to Board members and auditors.
12. Election of Board members
13. Election of members of the Nomination Committee.
14. Determination of guidelines for remuneration to management.
15. Resolution regarding amendment of section 7, second paragraph of the Articles of Association
16. Resolution regarding amendment of section 7 of the Articles of Association, conditioned upon the enactment of new legislation
17. Closing of the Meeting.

Page 2 of 4

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

The Nomination Committee elected by the AGM 2008 consisting of Gustaf Douglas (Investment AB Latour, etc.), Mikael Ekdahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur), Mats Tunér (SEB Fonder) and Staffan Grefbäck (Alecta) has proposed that Melker Schörling, Chairman of the Board, shall be elected Chairman of the AGM 2009.

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

The Board proposes that a dividend of SEK 2.90 per share be declared. As record date for the dividend, the Board proposes 12 May 2009. If the AGM so resolves, the dividend is expected to be distributed by Euroclear Sweden AB starting 15 May 2009.

#### **Proposals for Election of Board Members and Resolution regarding Fees to the Board Members and the auditor (items 10-12 on the agenda)**

The Nomination Committee will at the AGM 2009, in connection with the election of Board members and resolution regarding fees to the Board Members and the auditor, 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.securitas.com](http://www.securitas.com).

The Nomination Committee has proposed the following:

The number of Board members shall be ten, with no deputy members. The Nomination Committee proposes re-election of the Board members Fredrik Cappelen, Carl Douglas, Marie Ehrling, Annika Falkengren, Stuart E. Graham, Alf Göransson, Berthold Lindqvist, Fredrik Palmstierna, Melker Schörling and Sofia Schörling-Högberg, for the period up to and including the AGM 2010, with Melker Schörling as Chairman of the Board.



Fees to the Board members for the period up to and including the AGM 2010 shall amount to SEK 5,425,000 in total (including fees for committee work) to be distributed between the Board members as follows: the Chairman of the Board shall receive SEK 1,000,000, the Deputy Chairman shall receive SEK 725,000 and each of the other Board members, except the President, shall receive SEK 450,000. As consideration for the committee work, the Chairman of the Audit Committee shall receive SEK 200,000, the Chairman of the Remuneration Committee shall receive SEK 100,000, the members of the Audit Committee each SEK 100,000 and the members of the Remuneration Committee each SEK 50,000.

The AGM 2008 appointed the accounting firm PricewaterhouseCoopers AB, Stockholm as auditor, with authorised public accountant Peter Nyllinge as auditor in charge, for a period of four years. The auditor's fees are proposed to be paid as per agreement.

Page 3 of 4

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

Shareholders jointly representing approximately 28 percent of the shares and approximately 50 percent of the votes in the company propose the AGM to adopt the following resolution:

The Nomination Committee in respect of the AGM 2010 shall have five members. Gustaf Douglas (Investment AB Latour, etc.), Marianne Nilsson (Swedbank Robur), Mats Tunér (SEB Fonder) and Mikael Ekdahl (Melker Schörling AB) shall be re-elected and Magnus Landare (Alecta) shall be elected new member. Gustaf Douglas 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 Securitas, or if a member of the Nomination Committee is no longer employed by such shareholder, or for any other reason leaves the Committee before the AGM 2010, the 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 be maximized and 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. The variable remuneration shall principally 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 to change the second paragraph of section 7 in the Articles of Association (item 15 on the agenda)**

The Board proposes that the AGM resolves to change the Articles of Association entailing that the section regarding notice to General Meetings, second paragraph of section 7, is amended so that the number of newspapers in which notice shall be published is reduced to include Post- och Inrikes Tidningar (the Swedish Official Gazette) and Svenska Dagbladet.

The validity of a resolution in accordance with the aforementioned is conditional upon the support of shareholders with at least two thirds of both the votes cast and the shares represented at the AGM.



**Proposal to change section 7 in the Articles of Association, conditioned upon the enactment of new legislation (item 16 on the agenda)**

In order to prepare for a future simplified notice procedure, the Board proposes that section 7 in the Articles of Association regarding notice of General Meetings is amended to have the following wording: *Notice to General Meetings shall be published in Post- och Inrikes Tidningar and on the Company's webpage. It shall be announced in Svenska Dagbladet that notice of a General Meeting has been given.*

The Board further proposes that the resolution by the General Meeting, to change the Articles of Association as aforementioned, shall be conditioned upon the entering into force of a change in the Swedish Companies Act (SFS 2005:551) regarding notice of General Meetings, making the proposed change of section 7 in the Articles of Association compliant with the Swedish Companies Act.

The validity of a resolution in accordance with the aforementioned is conditional upon the support of shareholders with at least two thirds of both the votes cast and the shares represented at the AGM.

**C. AVAILABLE DOCUMENTATION ETC.**

The accounting material and the Auditor's Report, including the Board's proposal for guidelines for remuneration to management, will be available at the company and on the company website [www.securitas.com](http://www.securitas.com) as from 23 April 2009 and will be sent to the shareholders who so request and will be available at the AGM. The complete proposal by the Board with respect to appropriation of profit and the Board's motivated statement thereon, the complete proposals of the Board with respect to changes in the Articles of Association and the statement of the auditor on the compliance of the guidelines for remuneration to management applicable since the last AGM will be available at the company and on the company website [www.securitas.com](http://www.securitas.com) as from 23 April 2009 and a copy thereof will be sent to the shareholders who so request. Copies will also be available at the AGM.

The total number of shares in the company amounts to 365,058,897, of which 17,142,600 are shares of series A and 347,916,297 shares of series B. The total number of votes in the company amounts to 519,342,297.

Stockholm in April 2009  
*the Board*  
SECURITAS AB (publ)

Securitas is a knowledge leader in security. By focusing on providing security solutions to fit each customer's needs, Securitas has achieved sustainable growth and profitability in more than 30 countries in North America, Latin America, Europe and Asia. Everywhere from small stores to airports, our 250,000 employees are making a difference.