

# Press Release

May 8, 2015



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## Decision at the Annual General Meeting of Securitas AB (publ) 2015

### **At today's Annual General Meeting of Securitas AB (publ) the following was resolved:**

The Annual General Meeting adopted the Statement of Income and the Balance Sheet as per 31 December, 2014. The Annual General Meeting discharged the Board of Directors and the President from liability for the financial year of 2014.

#### *Dividend*

In accordance with the proposal of the Board, the Meeting resolved to declare a dividend of SEK 3 per share. May 12, 2015 was determined as record date for dividend and payment from Euroclear Sweden AB is expected to commence on May 18, 2015.

#### *Authorization of the Board to resolve on acquisition of the company's shares*

The Annual General Meeting resolved to authorize the Board to resolve upon acquisition of the company's own shares of Series B, in accordance with the Board's proposal, according to the following terms: Acquisition of shares may take place on Nasdaq Stockholm, acquisition of shares may take place on one or several occasions during the time up to the AGM for 2016, acquisition of shares may only be made so that the shares held by the company at any point in time does not exceed ten (10) percent of all shares in the company, acquisition of shares shall be made at a price which falls within the prevailing price interval registered at each point in time, meaning the interval between the highest purchase price and the lowest selling price, payment for acquired shares shall be made in cash, and the Board should be authorized to decide upon any additional terms for the acquisition. The purpose of the proposed authorization to acquire shares is to allow the Board to adjust the company's capital structure, to contribute to shareholder value. If shares are repurchased, the Board intends to propose that the company's share capital shall be decreased through share reduction of the repurchased shares.

#### *Board of Directors*

The Annual General Meeting resolved that the number of Board members shall be eight with no deputy members. The Meeting re-elected Fredrik Cappelen, Carl Douglas, Marie Ehrling, Annika Falkengren, Alf Göransson, Fredrik Palmstierna, Melker Schörling and Sofia Schörling Högberg. Melker Schörling was re-elected Chairman of the Board. The fee to the Board members was determined to SEK 4,975,000 in total (including fees for committee work) apportioned so that the Chairman of the Board shall receive SEK 1,200,000, the deputy Chairman SEK 750,000 and the other Board members, except for the President, SEK 500,000 each. The Chairman of the Audit Committee shall receive SEK 250,000, the Chairman of the Remuneration Committee SEK 100,000, a member of the Audit Committee SEK 125,000 and a member of the Remuneration Committee SEK 50,000.

#### *Auditor*

As auditors, the Annual General Meeting decided to elect the auditing firm PricewaterhouseCoopers AB, Stockholm, with authorized accountant Patrik Adolfson as auditor in charge, for a period up to and including the Annual General Meeting for 2016. The auditor's fees are to be paid as per agreement.

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#### *Nomination Committee*

The Meeting re-elected Gustaf Douglas (Investment AB Latour, etc.), Mikael Ekdahl (Melker Schörling AB) Jan Andersson (Swedbank Robur Fonder), Johan Sidenmark (AMF) and Johan Strandberg (SEB Investment Management) as members of the Nomination Committee before the Annual General Meeting 2016. Gustaf Douglas was appointed Chairman of the Committee.

#### *Guidelines for remuneration to management*

The Annual General Meeting resolved on the adoption of guidelines for remuneration to management, principally entailing 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. The variable remuneration shall not be pension qualifying unless local regulations provide otherwise. The Board shall have the right to deviate from the guidelines in individual cases if there are particular grounds for such deviation. The complete guidelines are published on the company website [www.securitas.com/agm2015](http://www.securitas.com/agm2015)

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#### *Incentive scheme*

The Annual General Meeting resolved on a share and cash bonus scheme, a similar incentive scheme that has been decided for the past five Annual General Meetings. The Board notes that the program is now well established throughout the organization and is delivering the expected results. As per March 2015, a total of 1 779 employees have received shares through the program. The motive for the proposal is the Board's intention to continue with the redesigned bonus structure to enable the Group to gradually have approximately 2,500 of Securitas top managers as shareholders, thus strengthening the employee ownership in Securitas' future success and development to the benefit of all shareholders. The Board is of the opinion that these benefits may be achieved by continuing to provide a share related part in the existing performance-based cash bonus schemes. It is the assessment of the Board that the scheme will also increase the Group's attractiveness as an employer.

The proposal principally entails that 1/3 of any annual bonus earned under the performance based cash bonus schemes would be converted into a right to receive shares, with delayed allotment and subject to continued employment. Further information is published on the company website [www.securitas.com/agm2015](http://www.securitas.com/agm2015)

#### *CEO Comments*

President and CEO Alf Göransson reported on Securitas operations during 2014. The presentation is published at [www.securitas.com/agm2015](http://www.securitas.com/agm2015)

The quotas below refer to the strategy direction of the company:

"The security industry is undergoing an enormous transformation, a development that is moving faster than most people realize, and will move even faster in years to come. Securitas is at the forefront of this change."

"In 2014, organic sales growth continued to show a positive trend driven by successful sales efforts, our strategy of security solutions and technology offerings and an improved macroeconomic climate in the USA. All business segments improved compared to 2013. All in all, Securitas is well prepared to accelerate the security solutions process."

This press release is also available at: [www.securitas.com](http://www.securitas.com)

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Securitas is a global knowledge leader in security. From a broad range of services of specialized guarding, technology solutions and consulting and investigations, we customize offerings that are suited to the individual customer's needs, in order to deliver the most effective security solutions. Everywhere from small stores to airports, our 320,000 employees are making a difference.

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Securitas AB discloses the information provided herein pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 16.45 (CET) on May 8, 2015.