

## **The Board's statement on the evaluation performed by the Remuneration Committee on the remuneration of senior management**

The Board of Securitas AB has established a Remuneration Committee, which since the Annual General Meeting ("AGM") in 2010 consists of Melker Schörling, Chairman of the Committee, and Annika Falkengren. One of the tasks of the Remuneration Committee is to monitor and evaluate all programs for variable remuneration to senior management, the application of the guidelines for remuneration to senior management adopted by the AGM as well as existing compensation levels and structures in the company.

As per Article 10.3 of the Swedish Code of Corporate Governance, the Board hereby submits its statement on the results of the evaluation completed by the Remuneration Committee.

The Remuneration Committee has continuously reviewed and evaluated the company's programs for variable remuneration to senior management as well as the guidelines for remuneration to senior management. The outcome of the programs for variable remuneration was presented at the meeting of the Remuneration Committee on 13 January 2016, whereby it was concluded that the programs were well suited for their purposes and that this remuneration, as well as all other remuneration to senior management during 2015, were in compliance with the guidelines for remuneration adopted by the AGM. Taking this into account, it was also noted that the guidelines have fulfilled their intended purposes and have had the desired effects. The Committee therefore concludes that the application of the guidelines has been correct. The Committee has also reviewed and evaluated the compensation structures and levels in place within the company and has concluded that these levels are in line with market practice and well balanced.

The Securitas Incentive Scheme was adopted for the first time by the AGM in 2010. In 2011, 2012, 2013, 2014 and 2015, almost identical programs were adopted. The programs have been well received and the participants in the 2014 Incentive Scheme received their shares in early March 2016. All in all, a total of approximately 1 142 employees will share a total of approximately 814 453 shares (prior to the sale of certain shares to cover applicable taxes in each jurisdiction). Adjustment has been made for the employees who have left Securitas at the time of allotment. The Committee notes that Incentive Scheme shares were purchased at SEK 74 per share (2011), SEK 61 (2012), SEK 62 (2013), SEK 70 (2014) and SEK 117 (2015) and that the shares are currently trading at around SEK 131 (on 29 March 2016). In addition, dividends have been paid either in cash or in additional shares which increases the return on investment.

The Committee concludes that the outcome of the Incentive Schemes is in line with expectations. The existing programs will be continuously monitored during 2016 and onwards.

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Stockholm in April 2016  
The Board of Directors