

## **The Nomination Committee's reasoned statement on its proposal for members of the Board of Directors of Securitas AB**

The Nomination Committee proposes re-election of the Board members Carl Douglas, Fredrik Cappelen, Marie Ehrling, Alf Göransson and Sofia Schörling Högberg, and election of Anders Böös as new Board member. Marie Ehrling is proposed as new Chairman of the Board. Melker Schörling, Annika Falkengren and Fredrik Palmstierna have declined re-election.

Ahead of the Annual General Meeting 2016, the Nomination Committee has held five meetings and has had continuous contacts in between. As basis for its proposal, the Nomination Committee has taken into account the complete outcome of the performed evaluation of the Board and its work. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that can be asked from the Board of Securitas AB considering, among other things, the strategic development, management and control of the company. Matters relating to independence have been considered, as well as the requirement of diversity and breadth within the Board. In addition, a special focus has been given to the question of gender balance.

Anders Böös is proposed as a new member of the Board. Anders Böös is a Board member of Investment AB Latour (publ), Stronghold AB, Newsec AB and Tundra Fonder AB. He has previous experience as CEO of H&Q AB and Drott AB, as Chairman of the Board of IFS AB (publ) and Cision AB (publ), and as member of the Board of among others Haldex AB and Niscayah AB. It is the assessment of the Nomination Committee that the proposed Board member with his experience and expertise would contribute to the continued development of Securitas AB and thereby be a valuable member of the company's Board.

It is the ambition of the Nomination Committee (assuming re-election) to propose an additional female Board member before the Annual General Meeting 2017.

Marie Ehrling has been a member of the Board of Securitas AB since 2006 och she is also Chairman of the Board of TeliaSonera AB (publ), Vice Chairman of the Board of Nordea Bank AB (publ) and a member of the Board of Axel Johnson AB (publ). In addition she has extensive experience from leading positions in large companies, including as CEO of TeliaSonera Sverige and Vice President of SAS AB. It is the assessment of the Nomination Committee that Marie Ehrling has the experience and expertise required to lead the work of the Board of Securitas AB, wherefore she is proposed as new Chairman of the Board.

It is the opinion of the Nomination Committee that the proposed Board would have a suitable composition considering the company's operations, phase of development and other relevant circumstances. The percentage of women in the Board of Securitas would with the current proposal be 33%, alternatively 40% with the CEO not included, in accordance with EU standards.

When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of Securitas AB meets the requirements regarding independence set forth in the Swedish Code of Corporate Governance.

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Stockholm in April 2016  
The Nomination Committee