

Annual General Meeting of Shareholders in Securitas AB

The shareholders of Securitas AB are hereby invited to attend the Annual General Meeting (“AGM”) to be held at 4 p.m. CET on Wednesday May 2, 2018 at Hilton Stockholm Slussen Hotel, Guldgränd 8, Stockholm. Registration for the AGM begins at 3 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 on Wednesday April 25, 2018; and
- (ii) notify Securitas AB of their intent to participate in the AGM at the address: Securitas AB, “AGM”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by telephone +46 10 470 31 30 or via the company website www.securitas.com/agm2018, by Wednesday April 25, 2018, at the latest. On giving notice of attendance, the shareholder shall state name, personal or corporate identity number or equivalent, address and telephone number. A proxy form is available on the company website www.securitas.com/agm2018 and will be sent by mail to shareholders informing the company of their address and their wish to receive a copy of the proxy form. Proxy holders and representatives of legal persons shall submit papers of authorization 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 Wednesday April 25, 2018 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.
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 senior 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 31 December 2017,
 - b. appropriation of the company's profit according to the adopted Balance Sheet,
 - c. record date for dividend, and
 - d. discharge of the Board of Directors and the President from liability for the financial year 2017.
10. Determination of the number of Board members.
11. Determination of fees to Board members and auditors.

12. Election of Board members.
13. Election of auditors.
14. Resolution on instructions for appointment of the Nomination Committee and its assignment.
15. Determination of guidelines for remuneration to senior management.
16. Resolution regarding a proposal for authorization of the Board to resolve on acquisition of the company's own shares.
17. Resolutions regarding the implementation of an incentive scheme, including hedging measures by way of a share swap agreement.
18. Closing of the Meeting.

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

The Nomination Committee ahead of the AGM 2018 has consisted of Carl Douglas (Investment AB Latour, etc.), Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur Fonder), Johan Sidenmark (AMF) and Johan Strandberg (SEB Investment Management), and has proposed that Marie Ehrling, Chairman of the Board, is elected Chairman of the AGM 2018.

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

The Board proposes that a dividend of SEK 4,00 per share be declared. As record date for the dividend, the Board proposes May 4, 2018. If the AGM so resolves, the dividend is expected to be distributed by Euroclear Sweden AB starting May 9, 2018.

Proposals for Election of Board Members and Auditors and Resolution regarding Fees to the Board Members and the Auditors (items 10-13 on the agenda)

At the AGM 2018, the Nomination Committee will, in connection with the election of Board members and auditors and the resolutions regarding fees to the Board members and the auditors, 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/agm2018.

The Nomination Committee has proposed the following:

The number of Board members shall be eight, with no deputy members. The Nomination Committee proposes re-election of the Board members Ingrid Bonde, John Brandon, Anders Böös, Fredrik Cappelen, Carl Douglas, Marie Ehrling, Sofia Schörling Högberg and Dick Seger. Marie Ehrling is proposed to be reelected as Chairman of the Board.

Information about the proposed Board members is available on the company website www.securitas.com.

As auditors, the Nomination Committee proposes, in accordance with the Audit Committee's recommendation, re-election of the auditing firm PricewaterhouseCoopers AB, with authorized public accountant Patrik Adolfson as auditor in charge, for a period up to and including the AGM for 2019. The auditor's fees are proposed to be paid as per agreement.

Fees to the Board members for the period up to and including the AGM 2019 shall amount to SEK 7,300,000 in total (including fees for committee work) to be distributed between the Board members as follows: the Chairman of the Board shall receive SEK 2,000,000, the Deputy Chairman shall receive SEK 845,000 and each of the other Board members shall receive SEK 580,000. As consideration for the committee work, the Chairman of the Audit Committee shall receive SEK 285,000 the Chairman of the Remuneration Committee shall receive SEK 100,000, the members of the Audit Committee each SEK 180,000 and the members of the Remuneration Committee each SEK 50,000.

Proposal for instructions for appointment of the Nomination Committee and its assignment (item 14 on the agenda)

The Nomination Committee proposes that essentially the following instructions for appointment of Nomination Committee and the Nomination Committee's assignment are resolved by the Annual General Meeting in 2018.

The Nomination Committee shall be composed of representatives of the five largest shareholders in terms of voting rights registered in the shareholders' register maintained by Euroclear Sweden AB as of August 31 the year before the Annual General Meeting. The Chairman of the Board shall convene the Nomination Committee to its first meeting and shall also be co-opted to the Nomination Committee. Should a shareholder decline to participate in the Nomination Committee, a representative from the largest shareholder in turn shall be appointed. The composition of the Nomination Committee for the Annual General Meeting shall be publicly announced no later than six months prior to each Annual General Meeting.

In the event one or more shareholders who appointed members of the Nomination Committee, earlier than three months prior to the Annual General Meeting, no longer are among the five largest shareholders in terms of voting rights, the members appointed by such shareholders shall resign and the shareholder or shareholders who has become one of the five largest shareholders in terms of voting rights shall be entitled to appoint their representatives. If there are only marginal changes in the number of votes held or if the change occurs later than three months prior to the Annual General Meeting, no changes shall be made in the composition of the Nomination Committee unless there are special circumstances. If a member resigns from the Nomination Committee before the work is completed and the Nomination Committee finds it suitable, a substitute shall be appointed. Such a substitute shall be appointed from the same shareholder or, if that shareholder no longer is among the largest shareholders in terms of voting rights, from the largest shareholder next in line. A change in the composition of the Nomination Committee shall immediately be publicly announced.

The term of office for the Nomination Committee runs until the next composition of the Nomination Committee has been announced. No remuneration shall be paid out to the members of the Nomination Committee. Potential necessary expenses for the work of the Nomination Committee shall be paid by the company.

The Nomination Committee shall prepare proposals regarding the election of Chairman of the General Meeting, members of the Board of Directors, Chairman of the Board, vice Chairman of the Board, auditor, fees for the members of the Board including division between the Chairman and the other Board members, as well as fees for committee work, fees to the company's auditor and changes of the instructions for the Nomination Committee.

This instruction shall apply until further notice.

Proposal for Guidelines for Remuneration to Senior Management (item 15 on the agenda)

The Board's proposal for guidelines for remuneration to senior 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, 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 financial goals and be aligned with the interests of the shareholders. Generally, pension benefits shall be fee-based. 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.

Proposal for Authorization of the Board to Resolve on Acquisition of the Company's Own Shares (item 16 on the agenda)

The Board proposes that the AGM 2018 authorizes the Board to resolve upon acquisition of the company's own shares of Series B according to the following terms: (i) acquisition of shares may take place on Nasdaq Stockholm, (ii) acquisition of shares may take place on one or several occasions during the time up to the AGM for 2019, (iii) 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) per cent of all shares in the company, (iv) 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, (v) payment for acquired shares shall be made in cash, and (vi) 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.

A decision by the AGM on the proposal according to this item 16 must be supported by shareholders representing at least two thirds of the votes cast as well as the shares present at the AGM in order for the proposal to be adopted.

Proposal for Incentive Scheme (item 17 on the agenda)

Consistent with the last eight years, the Board proposes a share related incentive program (the "Incentive Scheme") for the Group shall be resolved by the AGM 2018, in accordance with the following main principles.

a. Implementation of an Incentive Scheme

Approximately 2,500 Securitas employees who participate in Securitas' cash bonus schemes will be comprised by the Incentive Scheme and thereby be entitled to receive a part of the yearly bonus in the form of shares in Securitas, provided that certain predetermined and measurable performance targets, which apply also under the cash bonus schemes, are met. These vary depending on the employee's position, but are in principle based on a year-on-year improvement of operating income or, for employees of the parent company, earnings per share.

Provided that the applicable performance criteria are met, the yearly bonus will be determined at the outset of 2019 and be payable by (i) 2/3 in cash at the outset of 2019 and (ii) 1/3 in shares of series B (the "Bonus Shares") at the outset of 2020. The number of shares to which each participant will be entitled shall be determined by the ratio between the available bonus and the average share price at which the shares are purchased (such purchase to be made during Q1 2019 in accordance with applicable regulations). Distribution of Bonus Shares in accordance with (ii) is subject to the following two conditions: (1) if the total accrued bonus amounts to less than EUR 3,900, the whole bonus will be paid out in cash in accordance with (i) above, and (2) the employee must remain employed by Securitas as of the last day of February 2020 except where an employee has left his/her employment due to retirement, death or long-term disability, in which case the employee shall have a continued right to receive Bonus Shares.

At distribution of the Bonus Shares, the employee shall be entitled to additional shares up to a value corresponding to any dividend decided per share corresponding to the total number of Bonus Shares during the period from payment of the cash bonus until distribution of the Bonus Shares, adjusted to the closest number of whole shares that can be purchased for the dividend for each participant.

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.

b. Hedging Measures

In order to enable the delivery of Bonus Shares in accordance with the Incentive Scheme, the Board of Directors proposes that the AGM, similar to previous years, approves the hedging of the delivery of the shares to the employees by Securitas 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 cost for the swap is estimated at SEK 700,000 assuming the same bonus amount as last year.

Resolutions and Voting Majority

The proposals according to (a) and (b) above shall be adopted as one single resolution and 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.

Effect on Important Key Ratios

The number of shares in Securitas AB amounts to 365,058,897. The Incentive Scheme may lead to acquisition of a maximum of 2,000,000 shares, which is equivalent to 0.55 per cent of the total number of outstanding shares and 0.39 per cent of the total number of votes in Securitas. In view of the proposed swap agreement, there will be no impact on the earnings per share, other than the increased costs that the Incentive Scheme could cause.

C. Available Documentation etc.

The following documentation will be available at the company and on the company website www.securitas.com/agm2018 at the latest as from April 11, 2018 and will also be available at the AGM:

(i) the Annual Report and the Auditor's Report, including the Board's proposal for guidelines for remuneration to senior management, (ii) the statement by the auditor on the compliance with the guidelines for remuneration to senior management applicable since the last AGM, (iii) the Board's complete proposal for dividends, including the Board's motivated statement regarding the proposed dividends and the proposed authorization to acquire the company's own shares, (iv) the Nomination Committee's reasoned statement and the complete proposal for instructions for appointment of the Nomination Committee and its assignment, (v) the proposal by the Board on authorization to resolve upon acquisition of the company's own shares, and (vi) the complete proposal of the Board with respect to the Incentive Scheme. In addition hereto, copies of the documentation will be sent to the shareholders who so request, indicating their mailing address.

D. Information at the AGM

The Board and the President shall, if a shareholder so requests and the Board considers that this can be done without significant harm to the company, give information on such circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the financial situation of the company or its subsidiaries and the company's relationship with another Group company. Anyone who wishes to present a question in advance may do so to Securitas AB at the same mail address which has been stated above for the notifications to attend the AGM.

E. Number of shares and votes in the company

At the date of this notice, 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 are shares of series B. Each series A share entitles the holder to ten votes and each series B share entitles the holder to one vote. The total number of votes in the company amounts to 519,342,297.

The company holds no shares in the company.

Stockholm in March 2018
The Board of Directors
SECURITAS AB (publ)