

The board of directors' of Securitas AB proposal for resolution to approve of the takeover offer resolved upon by the board of directors to the shareholders of Niscayah Group AB, and approve of authorization of the board of directors to resolve to issue new shares to use as consideration in the transaction.

Securitas AB's (the "**Company**" or "**Securitas**") board of directors decided on 15 May 2011 to make a takeover offer to the shareholders of Niscayah Group AB (org. no. 556436-6267) ("**Niscayah**") to acquire all shares in Niscayah (the "**Offer**"). Under the Offer, holders of shares of Niscayah will be offered a total of maximum 4,091,313 newly issued shares of class A and 83,034,916 newly issued shares of class B in the company. For every 4.19 Niscayah shares of class A tendered, each shareholder will receive one (1) new class A share in Securitas and for every 4.19 Niscayah shares of class B tendered, each shareholder will receive one (1) new class B share in Securitas, in accordance with the terms of the Offer as set out in the press release regarding the Offer which Securitas announced on 16 May 2011.

The board of directors proposes that the meeting resolves to approve the Offer, and, in order to make completion of the Offer possible, authorize the board of directors to issue shares in accordance with the following:

The board of directors shall be authorized to until 31 December 2011, on one or more occasions, resolve upon issuance of new shares to constitute consideration for acquisition of shares in Niscayah. The authorization is limited to issuing shares in exchange for contribution in kind consisting of shares in Niscayah.

The board of directors makes the following statement in connection with the Offer and the acquisition.

Securitas has distributed a number of divisions to shareholders listed as separate companies on the NASDAQ OMX Stockholm. These are Assa Abloy (1994), Securitas Direct (2006), Securitas Systems (2006) (now Niscayah) and Loomis (2008).

Niscayah was distributed in order to enhance transparency, specialization and shareholder value. Securitas today estimates that there are clear advantages of combining the businesses of Niscayah and Securitas, in particular given that the companies since the separation have maintained a strong commercial relationship where Securitas is one of Niscayah's largest customers.

The acquisition of Niscayah is an important strategic step for Securitas to improve the ability to offer their customers comprehensive security in the form of specialized physical security in guarding, technical security solutions, consulting and crisis management services. Securitas believes that the acquisition will create cost synergies of approximately SEK 200 million annually which is expected to take full effect from 2013 onwards.

Based on the closing price of Securitas B-share on 13 May 2011, the Offer represents a value of approximately SEK 16.00 per share in Niscayah, or a total of approximately SEK 5.8 billion for all shares in Niscayah.

Among Niscayah's shareholders are Säkl AB, Melker Schörling AB and Investment AB Latour, which are also major shareholders in Securitas. The Offer and the acquisition therefore means that Securitas acquires Niscayah shares from these shareholders, among others.

The board of directors of Securitas has obtained a fairness opinion from the independent expert Deloitte AB, which concludes that Deloitte AB considers the Offer to be fair to Securitas' shareholders from a financial perspective.