

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION. THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER OF OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN ANY JURISDICTION.

# Q&A regarding the Securitas' Rights Issue 2022

## *For persons holding Securitas' shares through Computershare/EquatePlus*

*Please note that the following questions and answers provide general answers to frequently asked questions for employees as well as former employees holding Securitas shares via Computershare, Equate Plus or holding shares via Securitas STI and/or LTI Programmes.*

*Investing in shares is associated with risk. When making an investment decision, you must rely on your own analysis of Securitas and the rights issue in accordance with the prospectus prepared for the rights issue, including applicable facts and risks. The prospectus is available on Securitas' website, [www.securitas.com](http://www.securitas.com), SEB's website, [www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses) and on [www.fi.se](http://www.fi.se).*

*Shareholders who have a custodian, i.e. have holdings that are nominee-registered, refer to their respective nominees for specific information and instructions.*

## Questions related to the nature of the transaction

### **Why has the share price dropped on September 19?**

On Monday, September 19, the subscription rights were separated from the Securitas shares which means that the Securitas share price has been rebased, to around SEK 70-75/shares.

This is how it is supposed to be, and the reduction in the share price corresponds to the value of the subscription rights that will be traded independently. So do not be alarmed when you see the share price drop. For more information see below under heading *What is the theoretical share price after separation of subscription rights?*

### **Why has Securitas decided to carry out a rights issue?**

The acquisition of STANLEY Security closed on July 22, 2022. Temporary bridge loan facilities were used to finance the acquisition of STANLEY Security. The net proceeds from the rights issue of approximately MSEK 9,511 will be used to repay a corresponding amount of the bridge facilities. The remaining debt of approximately MSEK 24,191 will be refinanced through the issuance of bonds and/or raising other debt financings.

### **What is a rights issue?**

A rights issue is a new issue of shares with preferential right for existing shareholders, and entail an offer to existing and eligible shareholders to, during a set period, subscribe for new shares in the company at a predetermined subscription price. Anyone who owns shares in Securitas on the record date September 20, 2022, and is not legally restricted from participating, has the right to participate in the rights issue. The last day of trading in Securitas' shares inclusive of the right to participate in the rights issue is September 16, 2022.

### **What is a subscription right?**

A subscription right is a security that gives the holder a right to, during a set period, subscribe for new shares in a company at a predetermined subscription price. The subscription right has an economic value if the subscription price is lower than the share price.

### **How much money does the company receive through the issue, and what will the money be used for?**

If the rights issue is fully subscribed for, Securitas will receive issue proceeds of approximately MSEK 9,583 (before deduction of issue costs estimated to amount to approximately MSEK 72). The net proceeds from the rights issue will be used to repay a corresponding amount of the bridge facilities.

### **What does it mean that Investment AB Latour and subsidiaries, Melker Schörling AB and EQT have undertaken subscription commitments?**

Investment AB Latour and subsidiaries, Melker Schörling AB and EQT, together holding shares representing 18.4 percent of the outstanding share capital and 42.6 percent of the votes in the company<sup>1</sup>, have committed to exercise their preferential rights in the share issue and thereby subscribe for new shares corresponding to their respective holding in the company, i.e., a total of 18.4 percent of the rights issue.

In addition to the subscription undertakings, Investment AB Latour and subsidiaries, Melker Schörling AB and EQT have entered into guarantee commitments to subscribe for additional shares corresponding to 21.9 percent of the rights issue, corresponding to a total amount of MSEK 2,099.

Altogether, said shareholders have provided subscription and guarantee undertakings to subscribe for in total 40.3 percent of the rights issue.

## **Computershare and subscription related questions**

*Please note that the following questions and answers provide answers to frequently asked questions for employees as well as former employees holding Securitas vested and unvested shares via Computershare/Equate Plus.*

*If you also are holding shares in Securitas outside of Computershare, please see <https://www.securitas.com/en/investors/rights-issue-2022> for a separate Q&A. Shareholders who have a custodian, i.e. have holdings that are nominee-registered, refer to their respective nominees for specific information and instructions.*

---

<sup>1</sup> Excluding Securitas' holdings of treasury shares. As of August 31, 2022, Securitas held 475,000 treasury shares of class B.

**How many shares am I entitled to subscribe for in the rights issue?**

Any eligible shareholder who is registered as a shareholder on the record date of September 20, 2022, will receive four (4) subscription rights for each share held in Securitas. Seven (7) subscription rights entitle the holder to subscribe for one (1) new share, provided that the holder is not legally restricted from participating in the rights issue.

**What is the subscription price in the rights issue?**

The subscription price is set to SEK 46 per new share.

**What is the discount?**

The subscription price corresponds to an implicit discount to the theoretical share price after separating subscription rights ("TERP" or "theoretical ex-rights price") of approximately 39 percent calculated on the closing price on Nasdaq Stockholm on 12 September 2022.

**What is the theoretical share price after separation of subscription rights?**

TERP is the theoretical price per share after the subscription rights have been separated from the Securitas traded shares, assuming that all rights are subscribed for in the rights issue. The TERP based on Securitas closing price on Nasdaq Stockholm on 12 September 2022 of SEK 92 amounted to approximately SEK 75.

**What is the value of a subscription right?**

The value of the subscription rights is determined by Securitas share price and may fluctuate during the subscription period. The value is calculated in relation to the TERP. At the time of the announcement of the rights issue terms, the TERP amounted to approximately SEK 75. The difference between the TERP and the subscription price in relation to the number of rights required to convert to one new share in Securitas determines the value of the subscription rights. Based on the above, the value of the subscription rights amounted to SEK 4.1 as per September 12, 2022.

**As a shareholder, do I need to do anything to obtain subscription rights in Securitas' rights issue?**

No, the objective is that everyone registered as a shareholder in Securitas on the record date of September 20, 2022, automatically receive subscription rights (except for holders who are legally restricted from participating in the rights issue).

**How do I participate in the rights issue?**

If you wish to participate in Securitas' rights issue and would like to subscribe for additional shares from your own funds, Computershare will subscribe for some or all the ordinary shares offered to you on your behalf. Through its dedicated website for the rights issue, Computershare will tell you how many ordinary shares you can ask them to subscribe for on your behalf along with the amount you need to pay. The selection window on Computershare's website will open on September 22 and close on October 4, 2022.

If you wish to participate in Securitas rights issue, but you would like to fund the subscription of more Securitas shares by selling some of your subscription rights ("Cashless Exercise"), Computershare will arrange to sell some subscription rights and use the proceeds from the sale to subscribe for ordinary shares on your behalf. Any residue will be returned to you through EquatePlus, to the bank details held on record. The selection window on Computershare's website will open on September 22 and close on October 4, 2022.

Further information will be sent by Computershare on September 22, 2022.

### **What do I do if I want to buy or sell subscription rights?**

If you want to subscribe for more shares than you have a preferential right to, it must be made outside Computershare. It can be done in the following ways:

1. You may buy subscription rights on the Nasdaq Stockholm between September 22, 2022, and October 6, 2022 and use these to subscribe for new shares. You then take over the preferential right to subscribe for new shares and subscribe in accordance with the instructions in the application form "Subscription for shares WITH subscription rights". The application form can be ordered from SEB during office hours by telephone: +46 (0)8 639 27 50. For shares subscribed for with subscription rights, the last day for payment is October 11, 2022. Shareholders whose holdings are nominee-registered and who wish to subscribe for new shares with subscription rights shall apply for subscription in accordance with instructions from their nominee or nominees.
2. You can also apply to subscribe for shares without preferential right. In this case, you must use the application form "Subscription for shares WITHOUT subscription rights". The form is available on the company's website, [www.securitas.com](http://www.securitas.com), and via SEB's website, [www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses). For shares subscribed for without subscription rights, the last day for payment is October 11, 2022. Subscription for new shares without subscription rights shall be made to the respective nominee and in accordance with instructions from the nominee, or if the holding is registered with several nominees, from each of these.

If you want to sell the subscription rights you will receive, Computershare will arrange this and the proceeds will be paid to your bank account which you have registered on your EquatePlus account. You will be able to sell your subscription rights from September 22 until October 6, 2022. Further information will be sent by Computershare on September 22, 2022.

### **What happens if I, as an existing shareholder, do not participate or cannot afford to participate in the rights issue?**

If you do not participate, your shareholding will be diluted by up to approximately 36 percent of the capital and the votes in Securitas. However, you have the opportunity to sell your subscription rights to be financially compensated for the dilution. The subscription rights can be sold through Computershare/EquatePlus between September 22, 2022, and October 6, 2022. Please note that non-exercised subscription rights become invalid and lose their value after the end of the subscription period on October 11, 2022.

### **Is there more information available regarding the rights issue?**

For more information, see the prospectus available on the Securitas website, [www.securitas.com](http://www.securitas.com), via SEB's website, [www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses), and on [www.fi.se](http://www.fi.se).

For any questions regarding your shareholdings through Computershare/EquatePlus the offering in connection with the rights issue, or regarding queries relating to the employee share plans, please contact Securitas' employee call center on +1 (732) 491 0544 (the US), +61 3 9946 4432 (Australia) or +34 93 800 2687 (Spain).

## Unvested shares

### If I have unvested shares as part of STI and/or LTI Programme, what can I do?

For you who participates in the STI 2021 programme and the LTI programs, you are not entitled to participate as the bonus shares are unvested.

### How will I be compensated?

You will be compensated by recalculation of the number of bonus shares you may receive, in accordance with the terms, to ensure that your financial position with regard to the incentive scheme remains the same after the Rights Issue.

## LTI related questions

### What should I do with subscription rights received based on my Personally Invested Shares in the LTI programs?

You can choose any of the options available in Equate Plus (Computershare). Your participation in the LTI programs is *not* affected by what you choose to do with the subscription rights.

## Indicative timetable for the rights issue in brief

Last day of trading in Securitas' shares of class B inclusive of the right to participate in the rights issue	September 16, 2022
Estimated date for publication of the prospectus	September 16, 2022
First day of trading in Securitas' shares of class B exclusive of the right to participate in the rights issue	September 19, 2022
Record date for participation in the rights issue	September 20, 2022
Trading in subscription rights	September 22–October 6, 2022
Subscription period	September 22–October 11, 2022
Announcement of the preliminary outcome of the rights issue	October 13, 2022
Announcement of the final outcome of the rights issue	October 14, 2022

### **Important information**

*This document and the information herein is not for publication, release or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan, India, South Africa, Hong Kong, Singapore or any other state or jurisdiction in which publication, release or distribution would be unlawful or where such action would require additional prospectuses, filings or other measures in addition to those required under Swedish law.*

*The document is for informational purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy or acquire, or subscribe for, any of the securities mentioned herein (collectively, the "Securities") or any other financial instruments in Securitas AB (publ). Any offer in respect of any of the Securities will only be made through the prospectus that Securitas AB (publ) has published. Offers will not be made to, and application forms will not be approved from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where applications for such subscription would contravene applicable laws or regulations, or would require additional prospectuses, filings, or other measures in addition*

to those required under Swedish law. Measures in violation of the restrictions may constitute a breach of relevant securities laws.

The Securities mentioned in this document have not been registered and will not be registered under any applicable securities law in the United States, Australia, Canada, Japan, India, South Africa, Hong Kong or Singapore and may, with certain exceptions, not be offered or sold within, or on behalf of a person or for the benefit of a person who is registered in, these countries. The company has not made an offer to the public to subscribe for or acquire the Securities mentioned in this document other than in Sweden, Denmark, Finland and Norway.

None of the Securities have been or will be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction in the United States, and may not be offered, pledged, sold, delivered or otherwise transferred, directly or indirectly, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with other applicable securities laws. There will not be any public offering of any of the Securities in the United States.

In the EEA Member States, with the exception of Sweden, Denmark, Finland and Norway, (each such EEA Member State, a “**Relevant State**”), this document and the information contained herein are intended only for and directed to qualified investors as defined in the Prospectus Regulation. The Securities mentioned in this document are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this document, nor rely on it.

In the United Kingdom, this document is directed only at, and communicated only to, persons who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation (2017/1129) who are (i) persons who fall within the definition of “investment professional” in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) persons who fall within article 49(2)(a) to (d) of the Order, or (iii) persons who are existing members or creditors of Securitas AB (publ) or other persons falling within Article 43 of the Order, or (iv) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (i), (ii), (iii) and (iv) above together being referred to as “**Relevant Persons**”). This document must not be acted on or relied on by persons in the UK who are not Relevant Persons.

This announcement does not constitute an investment recommendation. The price and value of securities and any income from them can go down as well as up and you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance.

This document contains forward-looking statements that reflect Securitas AB (publ) ’ s current view of future events as well as financial and operational development. Words such as “intend”, “assess”, “expect”, “may”, “plan”, “estimate” and other expressions involving indications or predictions regarding future development or trends, not based on historical facts, identify forward-looking statements and reflect Securitas AB (publ) ’ s beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual events and performance to differ materially from any expected future events or performance expressed or implied by the forward-looking statement. The information contained in this document is subject to change without notice and, except as required by applicable law, Securitas AB (publ) does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor does it intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this document. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.