

# Press Release

May 5, 2014



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## Decision at the Annual General Meeting of Securitas AB (publ) 2014

### **At today's Annual General Meeting of Securitas AB (publ) the following was resolved:**

The Annual General Meeting adopted the Statement of Income and the Balance Sheet as per 31 December, 2013. The Annual General Meeting discharged the Board of Directors and the President from liability for the financial year 2013.

#### *Dividend*

In accordance with the proposal of the Board, the Meeting resolved to declare a dividend of SEK 3.00 per share. May 8, 2014 was determined as record date for dividend and payment from Euroclear Sweden AB is expected to commence on May 13, 2014.

#### *Authorization of the Board to resolve on acquisition of the company's shares*

The Annual General Meeting resolved to authorize the Board to resolve upon acquisition of the company's own shares of Series B, in accordance with the Board's proposal, according the following terms: Acquisition of shares may take place on NASDAQ OMX Stockholm, acquisition of shares may take place on one or several occasions during the time up to the AGM for 2015, 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) percent of all shares in the company, 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, payment for acquired shares shall be made in cash, and 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.

#### *Board of Directors*

The Annual General Meeting resolved that the number of Board members shall be eight with no deputy members. The Meeting re-elected Fredrik Cappelen, Carl Douglas, Marie Ehrling, Annika Falkengren, Alf Göransson, Fredrik Palmstierna, Melker Schörling and Sofia Schörling-Högberg. Melker Schörling was re-elected Chairman of the Board. The fee to the Board members was determined to SEK 4,975,000 in total (including fees for committee work) apportioned so that the Chairman of the Board shall receive SEK 1,200,000, the deputy Chairman SEK 750,000 and the other Board members, except for the President, SEK 500,000 each. The Chairman of the Audit Committee shall receive SEK 250,000, the Chairman of the Remuneration Committee SEK 100,000, a member of the Audit Committee SEK 125,000 and a member of the Remuneration Committee SEK 50,000.

#### *Auditor*

As auditors, the Annual General Meeting decided to elect the auditing firm PricewaterhouseCoopers, Stockholm, with authorized accountant Peter Nyllinge as auditor in charge, for a period up to and including the Annual General Meeting for 2015. The auditor's fees are to be paid as per agreement.

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#### *Nomination Committee*

The Meeting re-elected Gustaf Douglas (Investment AB Latour, etc.), Mikael Ekdahl (Melker Schörling AB) Jan Andersson (Swedbank Robur Fonder), Henrik Didner (Didner & Gerge) and Johan Strandberg (SEB Fonder) as members of the Nomination Committee before the Annual General Meeting 2015. Gustaf Douglas was appointed Chairman of the Committee.

#### *Guidelines for remuneration to management*

The Annual General Meeting resolved on the adoption of guidelines for remuneration to management, principally entailing that entails that the total remuneration shall be competitive and in accordance with market conditions. The benefits shall consist of fixed salary, possible variable remuneration and 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 set targets and be in line with the interests of the shareholders. Pension benefits shall be fee-based and pension rights shall be applicable as from the age of 65, at the earliest. 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. The complete guidelines are published on the company website [www.securitas.com/remuneration-senior-management](http://www.securitas.com/remuneration-senior-management).

#### *Incentive scheme*

The Annual General Meeting resolved on a share and cash bonus scheme, a similar incentive scheme that has been decided for the past four Annual General Meetings. The Board notes that the program is now well established throughout the organization and is delivering the expected results. As per March 2014, a total of 1,524 employees have received shares through the program. In keeping with the Board's communicated intention when the previous programs were proposed, the Board therefore proposes that a similar incentive scheme be adopted by the AGM in 2014. The motive for the proposal is the Board's intention to continue with the redesigned bonus structure to enable the Group to gradually have approximately 2,500 of Securitas top managers as shareholders, thus strengthening the employee ownership in Securitas' future success and development to the benefit of all shareholders. The Board is of the opinion that these benefits may be achieved by continuing to provide a share related part in the existing performance-based cash bonus schemes. It is the assessment of the Board that the scheme will also increase the Group's attractiveness as an employer.

The proposal principally entails that 1/3 of any annual bonus earned under the performance based cash bonus schemes would be converted into a right to receive shares, with delayed allotment and subject to continued employment.

Further information is published on the company website [www.securitas.com/agm2014](http://www.securitas.com/agm2014).

#### *CEO Comments*

President and CEO Alf Göransson reported on Securitas operations during. The presentation is published at [www.securitas.com/agm2014](http://www.securitas.com/agm2014). The quotas below refer to the strategy direction of the company:

"The security industry is currently undergoing the most exciting change it has faced for a long time, as traditional guarding is gradually, but increasingly, being transformed. And what is even more exciting is that Securitas is leading this paradigm shift. Our strategy is clear: to integrate on-site, remote and mobile guarding services with technology solutions to achieve cost-efficiency, added value, longer customer relations, improved earnings and increased shareholder value.."

"Not only will the profitability of our existing portfolio improve, our strategy will also enable us to capture market shares, particularly from smaller and mid-sized competitors that are not strong enough to invest in competence and capital expenditure. In combination, we are confident that this strategy will help us achieve our annual earnings per share growth target of 10 percent."

This press release is also available at: [www.securitas.com](http://www.securitas.com)

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Securitas is a global knowledge leader in security. From a broad range of services of specialized guarding, technology solutions and consulting and investigations, we customize offerings that are suited to the individual customer's needs, in order to deliver the most effective security solutions. Everywhere from small stores to airports, our 310,000 employees are making a difference.

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Securitas AB discloses the information provided herein pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 18.00 (CET) on May 5, 2014.