



For more information, contact: Jacob Palmstierna, Chairman of the Board +46 70 848 98 68

Stockholm 2009-03-20

# Annual General Meeting of Shareholders in Loomis AB (publ)

The shareholders of Loomis AB are hereby invited to attend the Annual General Meeting ("AGM") to be held at 3 p.m. CET on Tuesday 21 April 2009 in the Grünewald Hall at Stockholm Concert Hall, Kungsgatan 43, Stockholm. Registration for the AGM begins at 2 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 (previously VPC AB), made as of Wednesday 15 April 2009, and
- (ii) notify the company of their intent to participate in the AGM at the address Loomis AB, "AGM", P.O. Box 7839, 103 98 Stockholm, by telephone + 46 8 402 90 72, by telefax + 46 8 20 56 85 marked "Loomis AGM" or via the company website <u>www.loomis.com</u>, by 4 p.m. Wednesday 15 April 2009, at the latest. On giving notice of attendance, the shareholder shall state name, personal identity number (registration number), address and telephone number. Proxy forms are held available on the company website <u>www.loomis.com</u> and will be sent to shareholders who contact the company and submit their address. Proxy and representative of a legal person shall submit papers of authorization prior to the AGM. As confirmation of the notification, Loomis 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 15 April 2009 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, and
  - (b) 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 2008,
- (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 2008.

- 10. Determination of the number of Board members.
- 11. Determination of fees to Board members.
- 12. Election of Board members.
- 13. Election of members of the Nomination Committee.
- 14. Determination of guidelines for remuneration to management.
- 15. Resolution on amendment of the Articles of Association.
- 16. Closing of the Meeting.

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

The Nomination Committee elected by the Extraordinary General Meeting on 30 August 2008 consisting of Gustaf Douglas (Investment AB Latour, etc), Mikael Ekdahl (Melker Schörling AB), Staffan Grefbäck (Alecta), Marianne Nilsson (Swedbank Robur) and Mats Tunér (SEB Fonder) has proposed that Jacob Palmstierna, Chairman of the Board, shall be elected Chairman of the AGM 2009.

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

The Board proposes that a dividend of SEK 2.25 per share be declared. As record date for the dividend, the Board proposes 24 April 2009. If the AGM so resolves, the dividend is expected to be distributed by Euroclear Sweden AB starting 29 April 2009.

# Proposals for Election of Board Members and Resolution regarding Fees (items 10-12 on the agenda)

The Nomination Committee will at the AGM 2009, in connection with the election of Board members and resolution regarding fees, present and motivate the below proposals. In connection with the notice, the reasoned statement of the Nomination Committee will be held available at the company website, <u>www.loomis.com</u>.

The Nomination Committee has proposed the following:

The number of Board members shall be six, with no deputy members. The Nomination Committee proposes re-election of the Board members Jacob Palmstierna, Lars Blecko, Alf Göransson, Ulrik Svensson and Jan Svensson and new election of Marie Ehrling, for the period up to and including the AGM 2010, with Alf Göransson as Chairman of the Board. Håkan Winberg has declined re-election.

Marie Ehrling (born in 1955), BSc in Economics and Business Administration, was President of Telia Sonera Sweden AB 2003 - 2006 and has previously worked within SAS (inter alia as Deputy CEO of SAS AB and Head of SAS Airlines), as Information Officer at the Swedish Ministry of Finance and the Swedish Ministry of Education and Research, and as Financial Analyst at Fjärde AP-fonden.

Fees to the Board members for the period up to and including the AGM 2010 shall amount to SEK 1,450,000 in total (including fees for committee work) to be distributed between the Board members as follows: the Chairman of the Board shall receive SEK 400,000 and each of the other Board members, except the President, shall receive SEK 200,000. As consideration for the committee work, the Chairman of the Audit and Risk Committee shall receive SEK 100,000, the Chairman of the Remuneration Committee shall receive SEK 75,000, the members of the Audit and Risk Committee each SEK 50,000 and the members of the Remuneration Committee each SEK 25,000.

## Proposal for Election of Members of the Nomination Committee (item 13 on the agenda)

Shareholders jointly representing approximately 26.9 percent of the shares and approximately 48.63 percent of the votes in the company propose the AGM to adopt the following resolution:

The Nomination Committee shall have five members. Re-election of Gustaf Douglas (Investment AB Latour etc), Marianne Nilsson (Swedbank Robur), Mats Tunér (SEB Fonder) and Mikael Ekdahl (Melker Schörling AB) and new election of Magnus Landare (Alecta) in respect of the AGM 2010. Gustaf Douglas shall be elected Chairman of the Nomination Committee. If a shareholder, represented by a member of the Nomination Committee, is no longer one of the major shareholders of Loomis or if a member of the Nomination Committee is no longer employed by such shareholder, or

for any other reason leaves the Nomination Committee before the AGM 2010, the Nomination Committee shall have the right to appoint another representative of the major shareholders to replace such member.

### Proposal for Guidelines for Remuneration to Management (item 14 on the agenda)

The Board's proposal for guidelines for remuneration to 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 and other customary benefits and pension. The variable remuneration shall be maximized and 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 principally not be pension qualifying.

The Board shall have the right to deviate from the guidelines in individual cases if there are particular grounds for such deviation.

### Proposal for amendment of the Articles of Association (item 15 on the agenda)

In order to prepare for a future simplified notice procedure, the Board proposes that the second section of paragraph 7 in the Articles of Association regarding the means of convening General Meetings be amended in accordance with the following: Notices convening General Meetings shall be given by announcement in the newspaper Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. It shall be announced in Svenska Dagbladet that notice of a General Meeting has been given.

The Board further proposes that the resolution of the AGM to amend the second section of paragraph 7 in the Articles of Association shall be subject to the entering into force of an amendment regarding the means of convening a general meeting in the Swedish Companies Act (SFS 2005:551), to the effect that the proposed wording of the second section of paragraph 7 set forth above is consistent with the Swedish Companies Act.

The validity of a resolution in accordance with the aforementioned is conditional upon the support of shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

# C. AVAILABLE DOCUMENTATION ETC.

The account material and the Auditor's Report, including the Board's proposal for guideless for remuneration to management, will be held available at the company and on the company website <u>www.loomis.com</u> as from 7 April 2009 at the latest and will in connection with the AGM be sent to all shareholders resident in Sweden. The complete proposal by the Board with respect to appropriation of profit and the Board's motivated statement thereon and the complete proposal by the Board with respect to amendment of the Articles of Association will be available at the company and on the company website <u>www.loomis.com</u> as from 7 April 2009 and a copy thereof will be sent to the shareholders who so request. Copies will also be held available a the AGM.

The total number of shares in the company amounts to 73,011,780, of which 3,428,520 shares of series A and 69,583,260 shares of series B. The total number of votes in the company amounts to 103,868,460.

Stockholm in March 2009 the Board Loomis AB (publ)

**Loomis** offers safe and effective solutions for the distribution, handling and recycling of cash for banks, retailers and other commercial companies via an international network consisting of more than 370 centres of operation in 12 European countries and in the US. **Loomis** has 20 000 employees and a turnover of 11 billion Swedish kronor. **Loomis** is a mid-cap listed company on NASDAQ OMX Stockholm.