

Notice of 2015 Annual General Meeting for Nederman Holding AB (publ)

Shareholders of Nederman Holding AB (publ) are hereby notified of the Annual General Meeting to be held at 4 p.m. on Wednesday 22 April 2015, at Marina Plaza, Kungstorget 6, 251 10 Helsingborg, Sweden.

Right to participate at the meeting

Shareholders wishing to participate at the meeting must be:

- Recorded in the shareholders' register kept by Euroclear Sweden by Thursday 16 April 2015 at the latest.
- And must notify the company of their intention to attend the meeting no later than 4 p.m. on Thursday 16 April 2015.

Notification of attendance:

- on Nederman's website: www.nederman.com
- by email: arsstamma@nederman.se
- by telephone: +46 (0)42 18 87 00
- by letter to: Nederman Holding AB (publ), "Årsstämma" Box 602, 251 06 HELSINGBORG, SWEDEN.

Notification should include details of name, civic registration number/corporate registration number, address, telephone, registered shareholding and advisors, if any. The information is solely used for the requisite registration and drawing up of the voting list. Where representation is made by proxy, the original proxy form must be sent to the company along with the notification to attend the meeting. Individuals representing a legal entity must have a copy of the registration form or equivalent documentation indicating the authorized signatory.

The company will provide proxy forms for shareholders who so wish. The form is also available for downloading on Nederman's website:

www.nederman.com

Shareholders whose shares are registered in the name of a trustee must have their shares temporarily registered in their own name in the Euroclear Sweden shareholders' register in order to take part in the meeting. This registration, known as voting right registration, must take place by Thursday 16 April 2015, meaning that the shareholder should give notice of his/her intention of taking part at the meeting in due time before that date.

Proposed agenda

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation by the Chief Executive Officer
8. Presentation of the annual report and the auditors' report, and the consolidated accounts and the auditors' report on the consolidated accounts
9. Resolution to:
 - a. adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

- b. appropriation of the Company's profit or loss according to the adopted balance sheet
 - c. discharge members of the Board of Directors and the Chief Executive Officer from liability
- 10. Determination of the number of board members and deputies
- 11. Determination of remuneration to the Board of Directors, remuneration committee and auditors
- 12. Election of Chairman of the Board and Board members
- 13. Election of auditors
- 14. Resolution on principles for remuneration and other employment terms for senior executives
- 15. Resolution to:
 - a. authorize the Board of Directors to decide on acquisition of the company's own shares
 - b. transfer of the company's own shares
- 16. Resolution concerning nominations committee
- 17. Closure of the meeting

Dividend (item 9b on the agenda)

For the 2014 financial year, the Board proposes that a dividend of SEK 4.00 per share be paid to shareholders. The settlement date will be Wednesday 29 April 2015 and the record day for the right to receive the dividend is Friday 24 April 2015.

The Board, etc. (items 2 and 10-13 on the agenda)

The nominations committee proposes as follows:

- Chairman of the Board Jan Svensson to be elected Chairman of the 2015 AGM
- The number of Board members to be seven with no deputies
- Fees for Board members to total SEK 1,400,000 to be divided as follows: SEK 400,000 to the Chairman, and SEK 200,000 to each of the other Board members elected by the AGM, with the exception of the CEO
- Payment to the auditors for work completed, as per current account
- Re-election of Jan Svensson as Chairman of the Board
- Re-election of Board members Gunnar Gremlin, Per Borgvall, Ylva Hammargren, Fabian Hielte, Susanne Pahlén Åklundh and Sven Kristensson
- New election of authorized auditing firm Ernst & Young AB for the period to the end of the 2016 AGM (with registered public accountant Staffan Landén as lead auditor until further notice)

Proposal for guidelines concerning senior executives (item 14)

The Board proposes that the same principles, adopted at the 2014 AGM be applied again in 2015 with the addition of a possibility to introduce a Long-Term Incentive scheme (LTI) as below. The guidelines establish that a fixed salary be paid for full-time work. In addition a variable bonus may be earned that is linked to the company's tied-up capital and earnings.

This variable bonus can be a maximum of 30-50% of annual salary depending on the individual's position within the company. The CEO's pension plan is premium-based and the annual premium corresponds to 35 per cent of the annual salary. Pension plans for other senior executives follow the ITP collective agreement, except for two executives for whom pension payments amount to 8 times the basic index amount per year and a maximum of 30% of basic salary respectively.

The annual schemes for variable remuneration may be complemented with a Long-term Incentive scheme (LTI). An LTI scheme may be determined for a minimum period of two years and targets shall be set in a way that there will be an especially favourable development for the company's shareholders. The outcome of an LTI scheme that benefits senior executives (net after income tax) shall be reinvested in options in Nederman (such options to be conditional on the approval of relevant future AGMs of Nederman shareholders) or in Nederman shares on the stock exchange. The share and option holdings that are reinvested shall be retained by the senior executive for at least three years. An LTI scheme lasting two years shall amount at most to 35% of annual salary for the CEO and 20% of annual salary for other senior executive.

The CEO must give six months' notice of his intention to resign. If dismissed by the company, the CEO has the right to receive an amount corresponding to 18-24 months' salary (the final six months are dependent on new employment). For other executives, notification is 12 months for the company and six months for the individual. There are no agreements between Board members or senior executives and Nederman or any of its subsidiaries concerning benefits after the end of their employment. According to a resolution from the 2013 Annual General Meeting, a share saving scheme was introduced for senior executives and other members of Nederman's senior executive team. Nederman's senior executive team comprises eight individuals (including the CEO).

Proposed resolution to (i) authorize the Board of Directors to decide on the acquisition of the company's own shares and (ii) transfer of the company's own shares (item 15)

The Board of Directors proposes that the AGM decides on the acquisition and transfer of the company's own shares respectively (according to item 15 below).

Background

The Board of Directors considers that during the period up to the next Annual General Meeting, situations may arise when there is a need to buy back the company's own shares and transfer them. This could happen in relation to an industrial acquisition or other structural development of the business of the Nederman Group.

1) The Board's proposal to decide to authorize the Board to decide on acquisition of the company's own shares

The Board proposes that the AGM authorizes the Board, on one or more occasions until the time of the AGM 2016, to decide on the acquisition of the company's own shares as follows:

- (i) Acquisition of the company's own shares on the NASDAQ OMX Stockholm exchange may only take place at a price in each of the registered exchange rate intervals, whereby the interval is considered to be between the highest purchase price and lowest sale price.
- (ii) Acquisition of the company's own shares so that the Company's holding in the Company's own shares amounts to at most ten (10) per cent of all Nederman shares.

2) The Board's proposal to decide on the transfer of the company's own shares

The Board proposes that the AGM authorizes the Board, on one or more occasions until the time of the AGM 2015, to decide on the acquisition of the company's own shares as follows:

- (i) Transfer shall at most be the amount of shares owned by the Company at the time of the Board's decision and that shall not be needed for transfer of shares in accordance with the Company's share savings scheme.
- (ii) Acquisition of the company's own shares on the NASDAQ OMX Stockholm exchange may only take place at a price in each of the registered exchange rate intervals, whereby the interval is considered to be between the highest purchase price and lowest sale price.
- (ii) Transfer of shares shall be as payment, wholly or in part, of the purchase price upon acquisition of a company or operations or upon merger, whereupon payment shall correspond to the estimated market value of the shares.
- (iv) Payment for transferred shares may be made in cash, in kind or by set-off of a receivable.
- (v) Transfer may be made in deviation from shareholders' preferential rights.

The purpose of this authorisation and the reason for deviation from shareholders' preferential rights is to create a readiness for the Board to fully or partially fund industrial acquisitions using the Company's own shares and enable other structural development of the business of the Nederman Group.

Majority requirement

The Board's proposal for a decision according to item 1) and item 2) above requires that the decision is supported by shareholders representing a minimum of two thirds of the votes and shares represented at the AGM.

Proposal for instructions for the Nominations Committee (item 16)

Appointment of the Nominations Committee: the Chairman of the Board shall contact the three largest shareholders in the company based on the ownership details in Euroclear Sweden's register on the last business day of August each year. Each of these owners shall be entitled to appoint one representative, who together with the Chairman of the Board shall comprise the Nomination Committee until a new committee is appointed. None of these three individuals should be a Board member. If any of the three largest shareholders waive their right to appoint a representative to the committee, the right to make an appointment shall go to the next shareholder in order of size of shareholding. If a member leaves the Committee before its work is completed, a new member shall be appointed, if the Committee so decides, by the same shareholder who appointed the departing member, or, if that shareholder is no longer one of the three largest shareholders, by the shareholder who is now entitled to make the appointment. If ownership of the company changes before the committee has completed its work, the Nominations Committee shall be entitled to change its composition in the manner it sees fit.

One of the shareholder representatives of the Nominations Committee shall be its Chairman. The Chairman of the Board shall thus not be Chairman of the Nominations Committee.

The Nominations Committee's assignments, etc.

The Nomination Committee's assignment shall be to establish proposals, prior to the AGM, for the election of Chairman of the Board and other members of the Board, Chairman of the AGM, and fees and related matters, and where appropriate, the election of auditors. Details of the composition of the Committee shall be published no later than six months before the AGM. Committee Members shall receive no remuneration, but any costs associated with the work of the committee shall be borne by the Company at the discretion of the committee.

Documents

The Annual Report and audit report are available at the company's premises and on the company's website, and will be sent to shareholders upon request.

The total number of shares and voting rights in the company is 11,715,340. The company owns 34,000 of its own shares, which do not permit voting rights while held by the company.

Schedule

3 p.m. Registration starts
3.30 p.m. Meeting room opens
4 p.m. Meeting starts

Helsingborg, March 2015
Board of Directors
Nederman Holding AB (publ)

Facts about Nederman

Nederman is one of the world's leading companies supplying products and solutions in the environmental technology sector focusing on industrial air filtration. The company's products and solutions contribute to reducing the environmental impact, create safe and clean working environments and improve production efficiency. Nederman offers complete solutions, including engineering and design, commissioning, installation, training and aftermarket. Sales are managed through the Group's own sales offices and distributors in over 50 countries. Production is performed in 12 countries on five continents. The Group is listed on Nasdaq OMX, Stockholm and has around 1,900 employees.

Nederman Holding AB (publ), P.O. Box 602, SE-251 06 Helsingborg, Sweden.
Corporate registration number: 556576-4205