

Press release

Helsingborg, March 14, 2016

## Notice of the 2016 Annual General Meeting of Nederman Holding AB (publ)

The shareholders of Nederman Holding AB (publ) are hereby summoned to the Annual General Meeting on Wednesday, April 20, 2016 at 16.00 at the Marina Plaza, Kungstorget 6, 251 10 Helsingborg.

### Registration and participation

Shareholders who wish to attend this Meeting must:

- be registered in the Euroclear Sweden's share register no later than Thursday, April 14, 2016.
- notify their participation in the Meeting no later than Thursday, April 14, 2016, by 16.00

### Registration must be made in one of the following ways:

- on Nederman's website [www.nederman.com](http://www.nederman.com)
- by email: [arsstamma@nederman.se](mailto:arsstamma@nederman.se)
- by phone: 042-18 87 00
- by post: Nederman Holding AB (publ), "AGM", Box 602, 251 06 Helsingborg.

Registration must include name, personal/corporate identity number, address, telephone number, number of shares and any advisers. This information will only be used for registering and preparing the voting list. Shareholders who wish to be represented by proxy must submit a power of attorney in original form with their registration. Representatives of a legal entity must present a copy of the authenticated registration certificate or equivalent authorization documents showing the authorized signatory of the entity.

The company will provide proxy forms to shareholders who so wish. The form can also be found on Nederman's website [www.nederman.com](http://www.nederman.com).

Shareholders whose shares are nominee registered must, in order to be entitled to participate in the Meeting, request a temporary entry in their own name in the share register at Euroclear Sweden. Such registration, so-called voting right registration, must be completed by Thursday April 14, 2016, which means that shareholders must notify the trustee of this in good time before this date.

### Proposed agenda

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting has been duly convened.
7. Presentation by the Chief Executive Officer
8. Presentation of the annual report and audit report, the consolidated accounts and consolidated audit report.
9. Resolutions concerning:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
  - b. appropriation of earnings according to the adopted balance sheet.
  - c. discharge from liability for the Board and CEO.
10. Determination of the number of board members and deputy board members.
11. Determination of remuneration to the Board and auditors.
12. Election of Chairman and board members.
13. Election of auditors.
14. Resolution on principles for remuneration and other terms of employment for senior executives.
15. Resolution concerning:
  - a. authorization for the Board to decide on the acquisition of own shares.
  - b. transfer of own shares.
16. Resolution regarding the Nomination Committee.
17. Conclusion of the meeting.

## **Dividend (item 9 b on the agenda)**

For the 2015 financial year, the board proposes a dividend to shareholders of SEK 5.00 per share. The payment date is Wednesday, April 27 2016 and the record date for the dividend is Friday, April 22 2016.

## **The Board of Directors etc. (items 2 and 10-13)**

The Nomination Committee has the following proposals:

- The Chairman of the Board, Jan Svensson, to be elected as Chairman of the 2016 Annual General Meeting.
- The number of board members shall be seven and there shall be no deputy members.
- The fees to the Board shall be a total of SEK 1,575,000 (1,400,000) to be distributed with SEK 450,000 (400,000) to the Chairman and SEK 225,000 (200,000) each to the other members of the Board except the CEO. The figures in brackets refer to the previous level.
- The auditor shall be paid for the work carried out according to approved invoices.
- Re-election of Jan Svensson as Chairman of the Board.
- Re-election of Gunnar Gremlin, Per Borgvall, Ylva Hammargren, Fabian Hielte and Sven Kristensson as members of the Board.
- Election of Johan Menckel as a new member of the Board.
- Re-election of the registered accounting firm Ernst & Young AB for the period until the end of the 2017 AGM (with authorized public accountant Staffan Landén as chief auditor until further notice).

## **Proposed guidelines for senior management (item 14)**

The Board proposes that the same principles that were adopted at the 2015 Annual General Meeting are also applied to 2016. The guidelines entail that a fixed salary is paid for satisfactory work. In addition, there is the opportunity for variable compensation linked to the Company's earnings and capital tied up. The variable compensation can amount to a maximum of 30-50 per cent of the annual salary depending on the individual's position of employment with the Company. In accordance with the decision of the 2015 Annual General Meeting, there is a long-term bonus program (LTI) for senior executives. The program is determined for a minimum period of two years, and objectives shall be set in such a way that means that there has been a particularly favorable development for the company's shareholders. The result of the LTI program which accrues to the senior executive (net of income tax), shall be reinvested in options in Nederman (options will only be possible on condition of approval by the Annual General Meeting of Nederman 2017) or in Nederman shares bought on the stock exchange. The shareholding and options held which are reinvested must be retained by the senior executive for at least 3 years. An LTI program covering two years shall be able to be a maximum of 35 per cent of annual salary for the CEO and 20 per cent of annual salary for other senior executives.

The CEO's pension plan is a premium-based pension plan with an annual premium equivalent to 35 per cent of the annual basic salary. For other senior executives, pension payments are in accordance with the contractual collective ITP plan, except for two executives for whom pension contributions are made for 8 income base amounts per year, and a maximum of 30% of basic salary respectively.

If the CEO tenders his resignation, a 6-month period of notice will apply. If the Company terminates the CEO's employment, the CEO will be entitled to a sum equivalent to 18-24 monthly salaries (the last six months with reservation for new employment). For other senior executives, a 12-month period of notice will apply for termination by the company, and six-months for resignation by executives. No agreements exist between board members or senior executives and Nederman or any of its subsidiaries in regard to benefits after the end of their terms of office or positions of employment. In accordance with the decision of the 2013 Annual General Meeting, a share savings scheme was introduced for senior officers of the company and senior executives in the corporate management team, which was concluded according to plan on December 31, 2015. Nederman's corporate management consists of eight persons (including the CEO).

## **Proposed resolution for (I) authorization for the Board to decide on acquisition of the Company's own shares and (II) the transfer of the Company's own shares (item 15)**

The Board proposes that the Annual General Meeting decides to acquire and transfer respectively the Company's own shares (in accordance with item 15) below.

### **Background**

The Board believes that situation may arise during the period until the next Annual General Meeting when there will be a need to repurchase shares and to transfer them. This may for instance arise in the context of industrial acquisitions and other structural developments of the operations of the Nederman Group.

### **1) The Board's proposed resolution 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 during the period until the 2017 AGM, to decide on acquisition of the company's own shares as follows:

- (i) Acquisition of the Company's own shares can take place on the Nasdaq Stockholm at a price within the registered share price interval at any time, the interval being defined as the range between the highest buying price and lowest selling price.
- (ii) Acquisition of the Company's own shares may be made so that the Company's holding of its own shares amounts to a maximum of ten (10) per cent of all shares in Nederman.

### **2) The Board's proposed resolution for authorization to transfer the Company's own shares**

The Board proposes that the AGM authorizes the Board, on one or more occasions during the period until the 2017 AGM to decide on the transfer of the Company's own shares as follows:

- (i) Transfer may be made of a maximum of the number of shares that are held by the Company at the time of the Board's decision and which are not required for the delivery of shares under the Company's share saving plan.
- (ii) Acquisition of the Company's own shares can take place on the Nasdaq Stockholm at a price within the registered share price interval at any time, the interval being defined as the range between the highest buying price and lowest selling price.
- (iii) Transfer of shares may take place as payment in full or in part of the purchase price for the acquisition of companies or business or in connection with a merger, whereby the compensation shall correspond to the assessed market value.
- (iv) Payment for transferred shares may be made in cash, in kind or by set-off of a receivable.
- (v) Transfer may be made with deviation from the shareholders' preferential rights.

The purpose of the authorizations and the reason for the deviation from shareholders' preferential rights is to create a readiness for the Board to fully or partially finance industrial acquisitions with the Company's own shares and to allow other structural developments of the operations of the Nederman Group.

### **Majority requirement**

The Board's proposed decision under items 1) and 2) above requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

### **Proposed resolution for instructions for the Nomination Committee (item 16)**

Appointment of the Nomination Committee: The Chairman of the Board shall contact the three largest shareholders in the Company based on ownership-grouped data in Euroclear Sweden's register as per the last banking day in August each year. Each of these owners is entitled to appoint one representative who, together with the Chairman, will make up the Nomination Committee until a new Nomination Committee is appointed. None of the three officials should be a member of the Board. If any of the three largest shareholders waive their right to appoint a representative to the Nomination Committee, then this right will pass on to the next largest shareholder. If a member leaves the Nomination Committee before its work is completed, if the Committee so decides, a replacement shall be appointed by the same shareholder who appointed the departing member or, if this shareholder is

no longer one of the three largest shareholders in terms of votes, by the shareholder who now belongs to this group. If ownership of the Company changes before the Nomination Committee has completed its work, the Nomination Committee shall be entitled to change its composition in the manner it deems appropriate.

One of the shareholder representatives on the Nomination Committee shall be its chairman, though not the Chairman of the Board.

### **Tasks etc. of the Nomination Committee**

The tasks of the Nomination Committee shall be, ahead of the Annual General Meeting, to prepare the election of Chairman and other members of the Board, the election of the Chairman of the Annual General Meeting, the issue of fees and matters pertaining thereto, and, when applicable, the election of auditors. Information regarding the composition of the Nomination Committee shall be announced no later than six months before the AGM. Nomination Committee members shall not receive any fees, but any costs associated with the work of the Nomination Committee shall be borne by the Company at the discretion of the Nomination Committee.

### **Documents**

The annual report and audit report will be available from the Company and on the company's website and will be sent to shareholders who so request end of March.

At the time of this notice, the total number of shares and votes in the Company amounted to 11,715,340. The Company's holding of its own shares amounts to 34,000, which does not entail any entitlement to vote as long as the Company holds shares.

### **Program**

15.00 Registration opens  
15.30 The AGM venue opens  
16.00 The AGM begins

Welcome  
Helsingborg, March 2016  
The 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 and recycling. Our solutions help reduce the environmental impact of industrial production, creating safe and clean working environments and improve production efficiency. Nederman's offering encompasses everything from the planning and design stage through to installation, commissioning, training and service. Sales are managed through subsidiaries and distributors in 50 countries. Nederman develops and manufactures at its own production and assembly units in 12 countries on 5 continents. The Group is listed on the Nasdaq Stockholm and has around 1,900 employees.

Nederman Holding AB (publ), Box 602, 251 06 Helsingborg. Swedish corporate identity no. 556576-4205