



*N.B. The below is an unofficial translation of the Swedish original, in case of any discrepancies between the Swedish original and the English translation the Swedish text shall prevail.*

## Annual General Meeting of shareholders in Loomis AB

The shareholders of Loomis AB, Reg. No 556620-8095 ("**Loomis**" or the "**company**"), are hereby invited to participate in the Annual General Meeting (the "**AGM**") to be held on Thursday May 6, 2021.

In light of the ongoing corona pandemic and in order to minimize any risk of spreading of the corona virus, the Board of Directors has decided that the AGM is to be conducted without the physical presence of shareholders, representatives or external parties and that shareholders will only be able to exercise their voting rights by postal voting in advance of the AGM. Information about the resolutions passed by the AGM will be announced on Thursday May 6, 2021, as soon as the outcome of the postal voting is finally compiled.

A speech by Loomis' CEO Patrik Andersson will be available on the company's website, [www.loomis.com](http://www.loomis.com), as from May 6, 2021.

### A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the AGM must:

be recorded in the share register maintained by Euroclear Sweden AB, made as of Wednesday April 28, 2021; and

notify the company of their intention to attend the AGM no later than Wednesday May 5, 2021, by submitting their postal votes in accordance with the instructions set out in the section "*Postal voting*" below, so that the postal vote is received by Euroclear Sweden AB no later than that day.

### Nominee registered shares

Shareholders whose shares are nominee registered through a bank or other nominee must, in addition to giving notice of participation by submitting a postal vote, request that their shares be temporarily registered in their own name in the share register kept by Euroclear Sweden AB (so called voting right registration) in order to be entitled to participate at the AGM. The shareholders' register for the AGM, as of the record date Wednesday April 28, 2021, will take into account voting right registrations completed no later than Friday April 30, 2021. Shareholders concerned must, in accordance with each nominee's routines, request that the nominee makes such voting right registration well in advance of that date.

### Postal voting

Shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The postal voting form is available on the company's website, [www.loomis.com](http://www.loomis.com). The form is considered as the notification of participation at the AGM.

The completed and signed postal voting form must be received by Euroclear Sweden AB (administering the forms on behalf of Loomis) no later than Wednesday May 5, 2021. The forms can be sent by e-mail to [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or by post to Loomis AB, "AGM 2021", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

Shareholders who are natural persons may also submit their postal votes electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>.

A shareholder may not provide special instructions or conditions in the postal voting form. If so, the vote (*i.e.* the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

If a shareholder postal votes by proxy, a power of attorney shall be enclosed with the postal voting form. A proxy form is available upon request and is also available on the company's website, [www.loomis.com](http://www.loomis.com). If a shareholder is a legal entity, a certificate of incorporation or a corresponding document for the legal entity shall be enclosed with the postal voting form.

For any questions about the postal voting, please contact Euroclear Sweden AB, telephone +46 8 402 90 72 (Monday–Friday 9.00 am–4.00 pm (CET)).

For shareholders' right to request information prior to the AGM, please refer to the section "*Shareholders' right to request information*" below.

## B. AGENDA

### Proposal for agenda

1. Election of Chairman of the meeting.
2. Election of one or two person(s) to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of compliance with the rules of convocation.
6. 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 statement by the auditor on the compliance with the guidelines for remuneration to group management applicable since the last annual general meeting.
7. Resolutions on
  - (a) adoption of the statement of income and the balance sheet and the consolidated statement of income and the consolidated balance sheet, in each case as per December 31, 2020,
  - (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 CEO from liability for the financial year 2020.
8. Determination of the number of Board members.
9. Determination of fees to Board members and auditor.
10. Election of Board members and Chairman of the Board.
11. Election of auditor.
12. Resolution on approval of the remuneration report.
13. Resolution on guidelines for remuneration to group management.
14. Resolution on the implementation of a long-term share-based incentive program, including hedging measures through the conclusion of a share swap agreement.
15. Resolution on authorization of the Board of Directors to resolve on repurchase and transfer of own shares.
16. Resolution on amendments of the articles of association.

### Nomination Committee

At the annual general meeting 2020, principles for the appointment of the Nomination Committee were adopted, entailing that the Nomination Committee shall be composed of representatives of the five largest shareholders in terms of voting rights registered in the

shareholders' register maintained by Euroclear Sweden AB as of August 31 the year before the annual general meeting.

The Nomination Committee for the AGM has consisted of the Chairman Elisabet Jamal Bergström (SEB Investment Management), Helen Fasth Gillstedt (Handelsbanken Fonder), Bernard Horn (Polaris Capital Management), Marianne Nilsson (Swedbank Robur Fonder) and Jacob Lundgren (Second Swedish National Pension Fund). The Chairman of the Board, Alf Göransson, has been co-opted to the Nomination Committee.

### Election of Chairman of the meeting (item 1 on the agenda)

The Nomination Committee has proposed that the Chairman of the Board of Directors, Alf Göransson, or, in the event he is prevented from attending, the person instead designated by the Board of Directors, is elected as Chairman of the AGM.

### Election of one or two persons to check the minutes (item 2 on the agenda)

The Board of Directors proposes that Elisabet Jamal Bergström (SEB Investment Management) and Jacob Lundgren (Second Swedish National Pension Fund), or if one or both of them are prevented from attending, the person(s) instead designated by the Board of Directors, are assigned to approve the minutes of the AGM together with the Chairman.

The assignment to approve the minutes also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the AGM.

### Preparation and approval of the voting list (item 3 on the agenda)

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the shareholders' register for the AGM and the postal votes received, as verified and recommended by the persons elected to approve the minutes.

### Resolutions on dividend and record date (items 7(b) and (c), respectively, on the agenda)

The Board of Directors proposes a dividend of SEK 6 per share.

As record date for the dividend, the Board of Directors proposes Monday May 10, 2021. Should the AGM resolve in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Friday May 14, 2021.

### Proposals for election of Board members, Chairman of the Board and auditor and resolution regarding fees (items 8–11 on the agenda)

The Nomination Committee has proposed the following.

The number of Board members shall continue to be six, with no deputy members.

The Nomination Committee proposes re-election of the Board members Alf Göransson, Jeanette Almberg, Lars Blecko, Cecilia Daun Wennborg and Johan Lundberg, and new election of Liv Forhaug, all for the period up to and including the annual general meeting 2022, with Alf Göransson as Chairman of the Board. Jan Svensson has declined re-election.

The reasoned statement of the Nomination Committee is available on the company website, [www.loomis.com](http://www.loomis.com).

Fees to the Board members for the period up to and including the annual general meeting 2022 shall amount to SEK 3,875,000 in total (based on an unchanged number of committee members) to be distributed among the Board members as follows: the Chairman of the Board shall according to the proposal receive SEK 1,050,000 (1,000,000) and each of the other Board

members shall receive SEK 445,000 (425,000). The remuneration for committee work shall be unchanged and thus amount to SEK 250,000 for the Chairman of the Audit Committee, SEK 100,000 for the Chairman of the Remuneration Committee, SEK 100,000 for the members of the Audit Committee and SEK 50,000 for the members of the Remuneration Committee.

The accounting firm Deloitte AB is proposed for re-election for a period of mandate of one year, in accordance with the recommendation of the Audit Committee. In the event that Deloitte AB is elected, the accounting firm has informed that the authorized public accountant Peter Ekberg will continue as auditor in charge.

The auditor's fee is proposed to be paid according to approved invoice.

### Resolution on approval of the remuneration report (item 12 on the agenda)

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### Proposal for guidelines for remuneration to group management (item 13 on the agenda)

The Board of Directors proposes that the AGM resolves on guidelines for remuneration to group management in accordance with the following.

#### 1. Scope of the guidelines

These guidelines concern remuneration and other employment benefits to individuals who, during the time that the guidelines apply, are part of the Loomis group management team, below referred to as the "group management". Furthermore, these guidelines only apply to agreements entered into after the adoption by the AGM and to any changes in existing agreements after the AGM.

If a Board member performs work for Loomis in addition to the assignment as Board member, the Board member shall receive cash remuneration on market terms, with consideration given to the nature of the assignment and the work effort. Such remuneration is resolved by the Board of Directors (or, if provided by law, by the general meeting).

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### 2. Basic principles and forms of remuneration

The overall strategy of Loomis is to lead the transition of cash management in society. One aspect of this strategy is that Loomis shall maintain and evolve the Loomis way of working by developing and stimulating new capabilities and skills. This, in turn, requires that Loomis is able to attract and keep competent management employees. For that reason, Loomis is working on the basis of the fundamental principle that remuneration and other terms of employment to group management are to be competitive and on market terms, which is made possible by these guidelines. Thus, these guidelines are expected to contribute to fulfilling Loomis' business strategy, long-term interests and sustainability. Further information regarding Loomis' business strategy is available on Loomis' website, [www.loomis.com](http://www.loomis.com).

The total remuneration to members of group management shall consist of fixed salary, variable remuneration, pensions and other benefits, as further elaborated in the section "*Principles of different types of remuneration*" below. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

As per the time of this proposal for guidelines, Loomis has a two-year incentive program, resolved by the annual general meeting 2020, through which approximately 350 of Loomis key-employees, including the group management, have the opportunity to receive a certain part of the bonus in shares. Such shares will be finally allocated to participants in 2022. Loomis also has an incentive program for long-term variable share-based remuneration for the group management and certain key-employees, resolved by the extraordinary general meeting 2018. Furthermore, the Board of Directors has proposed for the AGM to resolve on a new incentive program for long-term variable share-based remuneration for the group management and certain key-employees, and has also announced its intention to propose corresponding incentive programs at future AGMs.

Since the incentive programs mentioned above are subject to approval by the general meeting, they are excluded from these guidelines. The performance criteria used to assess the outcome are distinctly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability. For the two-year program, this includes earnings per share, specific profit targets for different profit units and individual performance targets. For the long-term share save based incentive programs, the performance criteria includes earnings per share and it is also conditional upon the participant's own investment and a holding period of several years. For more information regarding the above-mentioned programs, please refer to Loomis' website [www.loomis.com](http://www.loomis.com).

### 3. Principles of different types of remuneration

#### *Fixed salary*

The fixed salary for the group management is to be competitive and on market terms and based on the individual executive's area of responsibility, powers, competence and experience.

#### *Variable remuneration*

In addition to a fixed basic salary, the group management may also receive a variable remuneration, which is to be based on the outcome in relation to financial goals and growth targets within the individual area of responsibility (group, region or subsidiary). Variable remuneration may also be linked to individual performance targets. All variable remuneration shall be in accordance with the interests of the shareholders and is thereby expected to contribute to Loomis' business strategy, long-term interests and sustainability. For the CEO, the variable remuneration shall amount to a maximum of 100 percent of the total fixed cash salary during the measurement period for the criteria for awarding variable cash remuneration. For other individuals of the group management, the variable remuneration shall amount to a maximum of 112 percent of the total fixed cash salary during the measurement period for the criteria for awarding variable cash remuneration.

The Remuneration Committee shall, for the Board of Directors, prepare, monitor and evaluate matters regarding variable cash remuneration to the group management. Ahead of each measurement period for the criteria for awarding variable cash remuneration, which can be one or several years, the Board of Directors shall, based on the work of the Remuneration Committee, establish which criteria that are deemed to be relevant for the upcoming measurement period. After a measurement period has ended, it shall be determined to which extent the criteria have been satisfied. The Remuneration Committee is responsible for the assessment regarding variable remuneration to the CEO. With respect to variable remuneration to other members of group management, the CEO is responsible for the assessment, after consulting the Remuneration Committee. Evaluations regarding fulfilment of financial targets shall be based on established financial information for the relevant period.

Variable cash remuneration can be paid after the measurement period has ended or be subject to deferred payment. The Board of Directors shall have the possibility, under applicable law or contractual provisions, subject to the restrictions that may apply under law or contract, to in

whole or in part reclaim variable remuneration, for example when it has been paid on incorrect grounds.

#### *Pension*

The pension rights of the group management shall be applicable as from the age of 65, at the earliest, and shall, to the extent the group management is not subject to pension benefits pursuant to collective agreements (ITP-plan), be provided pursuant to a defined contribution pension plan equivalent to maximum 30 percent of the fixed annual salary. For members of the group management who are not subject to collective agreements (ITP-plan), variable remuneration shall not be pension qualifying.

#### *Other benefits*

Other benefits, such as company car, life insurance, supplementary health insurance or occupational health service are to be provided to the extent this is considered to be on market terms in the market concerned for each member of the group management. Premiums and other costs relating to such benefits may amount to not more than 10 percent of the fixed cash salary. Furthermore, housing allowance benefit may be added in line with Loomis' policy. Costs relating to housing allowance benefit may amount to not more than 25 percent of the fixed cash salary. Premiums and other costs relating to other benefits and housing allowance benefit may, however, amount to not more than 30 percent of the fixed cash salary.

#### 4. Terms at dismissal/resignation

Members of the group management are to be employed until further notice. At dismissal, the notice period for the group management is to amount to a maximum of 12 months with a right to redundancy payment after the end of the notice period, equivalent to a maximum of 100 percent of the fixed salary for a period not exceeding 12 months. At resignation, the notice period shall amount to maximum 6 months, without a right to redundancy pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to redundancy pay. The remuneration shall amount to not more than 60 percent of the monthly income at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

#### 5. Preparation by the Board of Directors and decision-making in connection with matters regarding salaries and other benefits for the group management

The Remuneration Committee prepares matters regarding salaries and other terms of employment for the group management, which includes preparing the Board of Directors' resolution on proposal for guidelines for remuneration to group management. The Committee has no authority to decide but merely presents its proposal to the Board of Directors for adoption. Resolution on remuneration to the CEO is made by the entire Board of Directors. For other members of the group management, the decision is made by the CEO after consultation with the Remuneration Committee.

The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting for resolution. The guidelines shall be in force until new guidelines are adopted by the general meeting.

#### 6. Salaries and employment conditions for employees

In the preparation of the Board of Directors' proposal for these guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and

increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to the group management and remuneration to other employees will be disclosed in the remuneration report.

#### 7. Derogation from the guidelines

The Board of Directors may resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

#### Resolution on implementation of a long-term share-based incentive program, including hedging measures through conclusion of a share swap agreement (item 14 on the agenda)

The Board of Directors proposes that the AGM resolves on implementing a new long-term incentive program ("**LTIP 2021**") for group management and certain key employees within the Loomis group on the following terms:

##### 1. Background and reasons

The proposal is presented in light of the Board of Directors' assessment that the performance target for the long-term incentive program adopted by the extraordinary general meeting 2018 ("**LTIP 2018-2021**") will not be fulfilled due to the yet ongoing corona pandemic and that there will, consequently, be no award under that program. The Board of Directors does also note that two of Loomis' financial targets for the period 2018–2021 has been removed since the program was implemented, also this as a consequence of the effects from the pandemic.

The Board of Directors proposes that LTIP 2021 shall be based on the same principal terms and principles as LTIP 2018-2021, entailing that: (i) the participants must invest in Loomis shares or allocate certain shares already allotted, (ii) the participants must remain in their respective employment in the group during the term of the program, and (iii) the outcome of LTIP 2021, in the form of so called performance shares, is linked to the achievement of a fixed performance target relating to earnings per share. The further terms and principles of LTIP 2021 are set out below.

The purpose of LTIP 2021 is to align the interests of the group management and other key employees, a total of approximately 70 persons, with those of the shareholders and thereby ensure maximum long-term value creation. The program furthermore aims to create a long-term focus on the group's increase in earnings among the participants and is deemed to facilitate for Loomis to recruit and retain members of the group management and other key employees.

The Board of Directors' intention is to come back with proposals on corresponding incentive programs at future AGMs.

##### 2. Terms and conditions for participation and acquisition of Saving Shares

Participation in LTIP 2021 is conditional upon the respective participant undertaking, no later than May 21, 2021, (i) to make an own investment in Loomis shares on the stock market and allocate such shares to LTIP 2021, or (ii) to allocate, to LTIP 2021, shares allotted to the participant under the incentive program resolved upon by the annual general meeting 2021 ("**AIP 2020**") ("**Saving Shares**").

The value of a participant's Saving Shares, which is to be based on the market price of the Loomis share at the time of the participants' investment, shall correspond to (i) a minimum of 2.5 percent of the respective participants' gross salary, and (ii) a maximum of 15 percent for senior executives and for the other participants 10 percent, of the respective participant's gross salary.

The Board of Directors may extend or postpone the period for undertaking to acquire Saving Shares if the participant is in possession of inside information and thus prohibited from making such undertaking within the prescribed time, however not later than to December 31, 2021. The value of such participant's Saving Shares shall be calculated as if the participant's undertaking was made during the ordinary acceptance period.

### 3. Terms and conditions for the Performance Shares

Provided that (i) the participant, with certain exceptions, has remained in his or her employment in the group without intermission until the expiration of the vesting period, which expires on February 28, 2024 (the "**Vesting Period**"), (ii) the participant has not sold any Saving Shares before the expiration of the Vesting Period and (iii) the performance target (please see below) has been met, the participant shall, after the expiration of the Vesting Period and free of charge, be entitled to allotment of Loomis shares ("**Performance Shares**").

The performance target that has to be met for allotment of Performance Shares is related to the accumulated performance of earnings per share (EPS) (the "**Performance Target**") during the period January 1, 2021–December 31, 2023 (the "**Performance Period**").

The achievement of the Performance Target will be determined in connection with the publication of the year-end report for the financial year 2023 and allotment of Performance Shares will take place after the expiration of the Vesting Period.

The allotment of Performance Shares is based on the minimum and maximum target level of the accumulated performance of earnings per share during the Performance Period, as determined by the Board of Directors. The Board of Directors believes that the determined minimum and maximum target levels are well adjusted and do not entail a non-substantial increase of earnings per share. The Board of Directors intends to present the established Performance Target in the annual report for the financial year 2023.

If the minimum target level is not met, no allotment of Performance Shares will be made.

If the maximum target level is met or exceeded, full allotment of Performance Shares shall be made, corresponding to: (i) five Performance Shares for each Saving Share to the CEO, the Regional President Europe, the Regional President USA and the CFO, (ii) four Performance Shares for each Saving Share to the other members of the group management and (iii) three Performance Shares for each Saving Share for the other participants.

If the minimum target level is exceeded but the maximum target level is not met, a linear proportioned allotment of Performance Shares shall be made. The final number of Performance Shares to be allotted to each participant shall be rounded to the nearest whole number.

LTIP 2021 has a maximum limit in terms of profit for the participants, entailing that if the volume-weighted average price paid for the Loomis share on Nasdaq Stockholm during a period of five trading days immediately preceding the day of allotment of Performance Shares exceeds SEK 800 per share, the number of Performance Shares that each participant is entitled to will be reduced taking the maximum limit into account.

The participant is not entitled to transfer, pledge or sell the right to obtain Performance Shares or to exercise any shareholders' rights in respect of the Performance Shares during the Vesting Period.



#### 4. Form and operation

The Board of Directors shall be responsible for the design and administration of LTIP 2021 and for the detailed terms to be applied between Loomis and the participants in the program in accordance with the terms set out in this proposal.

The Board of Directors shall be entitled to make such minor adjustments of these terms that may be necessary due to legal or administrative conditions. In some cases, the Board of Directors shall furthermore be entitled to reduce the maximum number of Performance Shares to be allotted or, fully or partly, prematurely terminate LTIP 2021 as well as make local adaptations of the program that may be required in order to implement the program in countries concerned at reasonable administrative costs and contributions, including, among other things, to offer cash settlement.

The Board of Directors shall be entitled to resolve on adjusted or changed allotment of Performance Shares (i) for individual participants based on individual circumstances, (ii) if it is otherwise deemed to be suitable or appropriate due to significant changes in Loomis, on the stock market or in the legislation (for example regarding tax) or (iii) if the outcome otherwise is considered unreasonable.

The Board of Directors shall be entitled to resolve on adjusted or changed allotment of Performance Shares or to terminate LTIP 2021 should anyone, alone or together with related persons, acquire such number of shares in Loomis, which, pursuant to applicable regulations, would result in an obligation to make a public offer to acquire the remaining shares in Loomis.

#### 5. Scope

A total of approximately 70 persons will be offered to participate in LTIP 2021. The maximum number of Saving Shares that each participant is entitled to acquire depends on the market price of the Loomis share at the time of the participants' investments. Assuming that the market price of the Loomis share is SEK 260, LTIP 2021 is, in accordance with the above principles and assumptions, expected to comprise a maximum of 300,000 shares in total, which corresponds to approximately 0.4 percent of the total number of outstanding shares and votes in Loomis. The number of shares that may be transferred under LTIP 2021 shall be subject to customary recalculation due to any split or reverse share split, bonus issue, preferential issue and/or other similar corporate actions.

#### 6. Entering into a share swap agreement

In order to hedge delivery of Performance Shares, the Board of Directors proposes that Loomis enters into a share swap agreement with a third party. The share swap agreement entails that the third party in its own name shall acquire and transfer Loomis shares to participants in the program.

#### 7. Costs of LTIP 2021

LTIP 2021 will give rise to personnel costs during the Vesting Period, partly in terms of wages and salaries in the accounts, partly in terms of social security contributions. Based on the current market price of the Loomis' share of approximately SEK 260, and assuming an annual increase of the share price of 10 percent as well as maximum allotment of Performance Shares, these costs are estimated to approximately MSEK 65 before tax.

The cost for the share swap agreement in accordance with section 6 above is estimated to approximately MSEK 1.

The costs of LTIP 2021 are expected to have a marginal effect on the Loomis group's key performance indicators.

The Board of Directors deems that the positive effects on the result that are expected as a result of the participants' increased share ownership through acquisitions of Saving Shares, which may be further increased through LTIP 2021, outweighs the costs related to the program.

#### 8. Preparation of the proposal

LTIP 2021 has been initiated by the Board of Directors of Loomis and has been prepared in consultation with external advisors. LTIP 2021 has been processed in the Remuneration Committee and discussed at Board meetings during 2021. The Board of Directors has prepared the parameters of the program.

The Board of Directors has strived to achieve a distinct connection between the Vesting Period and the three year long Performance Period, which entails that the Vesting Period will be slightly shorter than three years since allocation to LTIP 2021 cannot be made before the annual general meeting 2021.

#### 9. Other incentive programs in Loomis

At the time of this proposal, Loomis has two share related incentive programs: LTIP 2018–2021 and AIP 2020.

LTIP 2018–2021 is aimed towards the group management and a number of key employees within Loomis and entails, in the same way as the proposed LTIP 2021, that the respective participant has invested in Loomis shares (saving shares). The participants are thereby entitled to receive so called performance shares provided, among other things, that the performance target is met. The performance target that needs to be met relates to the accumulated earnings per share during the period January 1, 2018–December 31, 2021. The Board of Directors has established a minimum target level and a maximum target level relating to the accumulated development of the earnings per share. The achievement of the performance target is to be determined in connection with the release of the full-year report for the financial year 2021.

AIP 2020 is aimed towards approximately 350 key employees in Loomis, including the group management, and entails that the participants in the program have the opportunity to receive a bonus of which two thirds are paid in cash after the vesting year (*i.e.* 2021) and for the remaining third shares are acquired at market price which are finally allotted to the employees one year after acquisition if they remain in their employments in the group (*i.e.* 2022). For employees in the parent company, the performance targets relate to improvement of the earnings per share compared with the previous year. For the other participants, the performance targets relate to improvement of profits of the applicable profit centre. In the latter case, the performance targets vary depending on in which part of the business the employee works, but are principally based on an annual improvement of earnings per share or EBITA within the respective employee's area of responsibility.

For additional information on LTIP 2018–2021 and AIP 2020, please refer to the annual report for the financial year 2020, note 7.

#### Proposal for resolution on authorization for the Board of Directors to resolve on repurchase and transfer of own shares (item 15 on the agenda)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on acquisition of own shares, on the following terms and conditions:

- (i) acquisition may take place on Nasdaq Stockholm, on one or more occasions prior to the next annual general meeting;
- (ii) acquisition may be made of such number of shares that Loomis' holding of own shares does not at any time exceed one tenth of the total number of shares in the company;

(iii) acquisition may be made at a price which falls within the prevailing price interval registered at each point in time (i.e. in the interval between the highest purchase price and the lowest selling price); and

(iv) payment of acquired shares shall be made in cash.

Furthermore, the Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on transfer of own shares, with or without deviation from the shareholders' preferential rights, on the following terms and conditions:

- (i) transfer may take place on Nasdaq Stockholm and/or outside of Nasdaq Stockholm in connection with acquisition of companies or businesses, on one or more occasions prior to the next annual general meeting;
- (ii) transfer may be made up to such number of shares that are held by Loomis at the time of the Board of Directors' resolution on the transfer; and
- (iii) transfer of shares on Nasdaq Stockholm shall be made at a price which falls within the prevailing price interval registered at each point in time. For transfers outside of Nasdaq Stockholm, payment may be made in cash, non-cash consideration or through set-off and the price is to be determined so that the transfer takes place on market terms.

The purpose of the proposed authorization, and the reason for the deviation from the shareholders' preferential rights as regards the transfer of own shares, is to enable the Board of Directors to continuously adapt Loomis' capital structure to the company's capital requirements and to enable financing of acquisitions by using own shares.

The Board of Directors has presented a reasoned statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

The Board of Directors shall be entitled to resolve on other terms and conditions for repurchase and transfer of own shares. The Chairman of the Board, or the person appointed by the Chairman of the Board, is authorized to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors' resolution on repurchase and transfer of own shares.

### Proposal for resolution on amendments of the articles of association (item 16 on the agenda)

The Board of Directors proposes that the AGM resolves on the following amendments of the articles of association:

A new § 11, with the wording below, shall be included in the articles of association:

#### § 11

*The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act. The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

As a result of a new § 11 being included, the articles of association shall also be re-numbered so that the current § 11 becomes § 12 and the current § 12 becomes § 13.

Although it is proposed that the wording in the formal Swedish version of the articles of association shall be changed from "skall" to "ska", the English translation is still in

line with the proposed new formal Swedish version, why no corresponding changes are called for in the English translation.

#### **C. AVAILABLE DOCUMENTATION ETC.**

The Board of Directors' complete proposal regarding item 16 above and the Nomination Committee's reasoned statement ahead of the AGM is available on the company's website, [www.loomis.com](http://www.loomis.com). The documents are also sent to shareholders who request it and state their postal address. Otherwise, complete proposals are set out under the respective items in the notice.

The annual report and the auditor's report, the remuneration report, the Board of Directors' statement according to Chapter 18, Section 4 and Chapter 19, Section 22, respectively, of the Swedish Companies Act and the statement by the auditor on the compliance of the guidelines for remuneration to group management applicable since the last annual general meeting will be available at the company (Drottninggatan 82, 4th floor, SE-111 36 Stockholm, Sweden) and on the company's website, [www.loomis.com](http://www.loomis.com), no later than as from Thursday April 15, 2021, and copies of the documentation will also be sent to the shareholders who so request and state their postal address.

#### **D. NUMBER OF SHARES AND VOTES IN THE COMPANY**

At the time of issue of this notice, the total number of shares and votes in the company amounts to 75,279,829. The company holds 53,797 treasury shares.

#### **E. SPECIAL MAJORITY REQUIREMENTS**

Resolutions in accordance with the Board of Directors' proposal under items 15 and 16 above require the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

#### **F. SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The Board of Directors and the CEO shall, if any shareholder so requests and if the Board of Directors considers that this can be done without significant harm for the company, give information on circumstances that can affect the judgement of an item on the agenda and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation, the consolidated financial statements and the company's relation to other companies within the group. Requests for such information shall be made in writing to Loomis AB, "AGM 2021", P.O. Box 702, SE-101 33 Stockholm, Sweden or by e-mail to [carina.cederblad@loomis.com](mailto:carina.cederblad@loomis.com), no later than ten days before the AGM, *i.e.* no later than Monday April 26, 2021. The information will be disclosed by being held available at the company (Drottninggatan 82, 4th floor, SE-111 36 Stockholm, Sweden) and on the company's website, [www.loomis.com](http://www.loomis.com), no later than five days before the AGM, *i.e.* no later than Friday April 30, 2021. The information will also be sent to the shareholders who so requests and state their postal address or e-mail address.

#### **G. PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

\* \* \*

Stockholm in March 2021  
*The Board of Directors*  
Loomis AB (publ)