

# Press Release

May 7, 2013



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## Decision at the Annual General Meeting of Securitas AB (publ) 2013

### **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, 2012. The Annual General Meeting discharged the Board of Directors and the President from liability for the financial year 2012.

#### *Dividend*

In accordance with the proposal of the Board, the Meeting resolved to declare a dividend of SEK 3.00 per share. May 13, 2013 was determined as record date for dividend and payment from Euroclear Sweden AB is expected to commence on May 16, 2013.

#### *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, up to a maximum of ten per cent of the outstanding shares and for a period up to the Annual General Meeting in 2014. The purpose of the 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 4,700,000 in total (including fees for committee work) apportioned so that the Chairman of the Board shall receive SEK 1,000,000, 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 200,000, the Chairman of the Remuneration Committee SEK 100,000, a member of the Audit Committee SEK 100,000 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 2014. The auditor's fees are to be paid as per agreement.

#### *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 elected Thomas Ehlin (Nordea Fonder) as members of the Nomination Committee before the Annual General Meeting 2014. Gustaf Douglas was appointed Chairman of the Committee.

Securitas AB (publ.)  
P.O. Box 12307  
S-102 28 Stockholm  
Sweden

Visiting address /  
Besöksadress  
Lindhagensplan 70  
Telephone / Telefon  
+46 (0) 10 470 30 00  
Facsimile / Telefax  
+46 (0) 10 470 31 22  
www.securitas.com

Corp. ID no / Org.nr  
556302-7241



#### *Guidelines for remuneration to management*

The Annual General Meeting resolved on the adoption of guidelines for remuneration to management, principally entailing 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 three Annual General Meetings. Approximately 2,500 Securitas employees previously participating in the Securitas cash bonus schemes will participate in the Incentive Scheme and thereby be entitled to receive a part of the yearly cash bonus in the form of shares in Securitas, provided that certain predetermined and measurable performance criteria, which apply under the cash bonus schemes, are met.

The Annual General meeting decided that the Incentive Scheme will be hedged by the entry of Securitas into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer shares in the company to employees participating in the scheme. Further information is published on the company website [www.securitas.com/agm-2013](http://www.securitas.com/agm-2013).

#### *CEO Comments*

President and CEO Alf Göransson reported on Securitas operations during the year 2012. The presentation is published at [www.securitas.com/agm-2013](http://www.securitas.com/agm-2013). The quotas below refer to the operations:

“2012 was a difficult year. We entered the year with confident strides, but we faced a difficult first six months of the year, largely due to weak development in certain areas of the U.S. operations and deteriorating market conditions, particularly in Spain. During the second half of the year we implemented an extensive restructuring program and we are now facing the future as a much stronger company.”

“The course of events in the problematic markets demonstrates how important it is that we together with our customers develop optimal, cost-effective security solutions that are suited to their budgets. The key is finding the right balance between what should be done by security officers on site and that can be done by specially trained security officers from a monitoring center, and to what extent security officers or technological solutions should be used.”

“In 2012, technological security solutions constituted 6 percent of Securitas’ total sales. We have set a target to triple this share of sales, which I consider achievable by the end of 2015. The technology is there, as is the knowledge and the market, and we know that more technology decreases the customers’ total cost for a satisfactory security solution. We are now ramping up our efforts, realizing the hurry and setting even higher ambitions.”

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

#### **Information:**

Gisela Lindstrand, Senior Vice President Corporate Communications and Public Affairs, Securitas AB, mobile +46 70 287 8662

Micaela Sjökvist, Head of Investor Relations, Securitas AB, mobile +46 76 116 7443

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 300,000 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 7, 2013.