

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

The shareholders of Nederman Holding AB (publ), Reg. No. 556576-4205, are hereby summoned to the Annual General Meeting on Monday, 29 April 2019 at 17.00 at the Marina Plaza Hotel, Kungstorget 6, Helsingborg.

### Registration and participation

Shareholders who wish to attend this Meeting must:

- be registered in the Euroclear Sweden's share register no later than Tuesday, 23 April 2019.
- and notify their participation in the Meeting no later than 16.00 on Tuesday, 23 April 2019.

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

- by email: [stamma@nedermangroup.com](mailto:stamma@nedermangroup.com)
- by phone: 042-18 87 00
- by post: Nederman Holding AB (publ), "Årsstämma", Box 602, 251 06 Helsingborg.

Registration should 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 authorisation documents showing the authorised signatory of the entity.

The Company will provide proxy forms to shareholders who so wish. The form is also available for downloading on Nederman's website [www.nedermangroup.com](http://www.nedermangroup.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 Tuesday, 23 April 2019, 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 the chair of the meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of persons to verify and sign the minutes
6. Determination of whether the meeting has been duly convened.
7. CEO's address
8. Presentation of the annual accounts and audit report, the consolidated accounts and consolidated audit report.
9. Resolutions concerning:
  - a. adoption of the income statement and balance sheet and 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.
11. Determination of remuneration to the Board and auditors.
12. Election of Chairman of the Board and Board members.
13. Election of auditors.
14. Decision on guidelines for remuneration and other terms of employment for senior executives.
15. Decision on transfer of the Company's own shares under the LTI programme 2017-2018.
16. Decision on introduction of the LTI programme 2019-2020
17. Decisions on (A) authorisation for the Board to decide on the acquisition of the Company's own shares and (B) transfer of the Company's own shares.
18. Decision on instruction for the Nomination Committee.
19. Conclusion of the meeting.

## **Dividend (item 9 b)**

For the 2018 financial year, the Board proposes a dividend to shareholders of SEK 2.30 (2.00) per share. The payment date is Tuesday, May 7 2019 and the record date for the dividend is Tuesday, May 2 2019.

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

The Nomination Committee has the following proposals:

- The Chairman of the Board, Jan Svensson, shall be elected as Chairman of the 2019 Annual General Meeting.
- The number of Board members shall be six and there shall be no deputy members.
- It is proposed that the total fees to the Board of Directors shall be SEK 1,580,000 (1,500,000) to be allocated with SEK 540,000 (500,000) to the Chairman and SEK 260,000 (250,000) to each of the other members of the Board, except the CEO. The figures in brackets refer to the previous level.
- It is proposed an unchanged remuneration for the Audit Committee of SEK 75,000 to the Chairman and SEK 50,000 to the member of the Audit Committee.
- The auditor shall be paid for the work carried out according to approved invoices.
- Election of Johan Hjertonsson as Chairman of the Board.
- Re-election of Ylva op den Velde Hammargren, Johan Menckel, Gunilla Fransson, Johan Hjertonsson and Sven Kristensson as members of the Board. Election of Sam Strömerstén as a new member of the Board. Jan Svensson has declined re-election.
- Re-election of the registered accounting firm Ernst & Young AB for the period until the end of the 2020 AGM in accordance with the Audit Committee's recommendation. Ernst & Young AB has notified that the current authorised public accountant Staffan Landén will be the auditor in charge if the AGM elects Ernst & Young AB as auditor.

## **Information on proposed new board member:**

Sam Strömerstén, born 1955, is the CEO of the global packaging company Sidel, one of three industrial groups within Tetra Laval. He has a M.Sc. in Mechanical Engineering from Lund's University 1980. Sam has a well-documented experience of senior positions within the Tetra Laval Group. During his career, Sam has since 1999 had leading positions in strategy and organizational development, efficiency programs and acquisitions, as well as responsibility for system deals with high technology and service content. Sam holds no shares in Nederman.

## **Proposed guidelines for remuneration and other terms of employment for senior executives (item 14)**

The Board proposes that the same principles that were adopted at the 2018 Annual General Meeting are also applied in 2019. 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.

The CEO's pension plan is a defined contribution 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 at 8 x the base amount 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 terminate 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 maximum period of notice of twelve months applies 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 or positions of employment. Nederman's corporate management currently consists of ten persons (including the CEO).

The guidelines do not cover remuneration under such incentive programs as from time to time may be specifically determined by the General Meeting of Shareholders.

## **Decision on transfer of the Company's own shares under the LTI programme 2017-2018 (item 15)**

The Company's programme for long-term incentives for the CEO, senior executives and senior management presented at the 2017 Annual General Meeting ("LTI 2017-2018") has been closed according to plan on 31

December 2018. The targets for the programme were set to SEK 32-36 per share. The result per share for 2017 and 2018 combined was SEK 33.30 and the programme has given a result of 33% of the maximum result and eight executives receive a bonus in accordance with the programme's terms and conditions (the "Participants").

The terms of the programme mean that the net amount shall be reinvested by the Participants in Nederman shares, which shall be held for at least three years. Nederman holds 57,267 treasury shares, which have been repurchased under mandates from previous General Meetings. The Board therefore proposes that the bonus be paid in shares and that the AGM resolves to transfer the Company's own shares in Nederman to participants in LTI 2017-2018 on the following conditions.

1. A total of 4,883 own shares shall be transferred.
2. The right to receive shares shall accrue to the Participants (eight executives) who according to the conditions of LTI 2017-2018 are entitled to receive the bonus, each Participant with the number of shares according to the terms of the programme.
3. Transfer of the shares is free of charge.
4. Transfer of the shares shall be made as soon as possible after the 2019 AGM.

The reason for deviation from the shareholders' preferential rights in connection with the transfer of the Company's own shares is to give Nederman the opportunity to transfer its own shares to employees who participate in LTI 2017-2018.

The Board's proposal according to item 15 above requires approval of shareholders representing at least nine tenths of both the votes cast and of the shares represented at the meeting.

#### **Decision on introduction of the LTI 2019-2020 programme (item 16)**

The Board proposes that the AGM resolves to adopt an LTI programme for the CEO, senior executives and senior management positions within the Nederman Group, currently comprising ten people. The programme covers the two financial years of 2019 and 2020 ("LTI 2019-2020") and targets shall be set in such a way that means that there has been a particularly favourable development for the Company's shareholders. The LTI programme shall be able to be a maximum of 35 per cent of an annual salary for the CEO, and 14-20 per cent of an annual salary for other senior executives. To achieve the result, it requires that a Board-approved minimum level of accumulated earnings per share for the financial years 2019 and 2020 is reached or exceeded. The remuneration which under the terms falls to the senior executive (net of income tax), shall be invested in Nederman shares. The shareholding must be retained by the senior executive for at least 3 years. Investment in shares may take place via the stock exchange or through the transfer of shares, whereby the Board of Directors in the latter case intends to come back with a proposal for adoption at the 2020 Annual General Meeting for the transfer of the Company's own shares. With full outcome, the cost for LTI 2019-2020 will amount to approximately SEK 4.51 million.

#### **Proposed decision for (A) authorisation for the Board to decide on the acquisition of the Company's own shares and (B) the transfer of the Company's own shares (item 17)**

The Board of Directors proposes that the Annual General Meeting decides to acquire and transfer respectively the Company's own shares in accordance with that stated below.

#### **Background**

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

#### **(A) The Board's proposal for decision to authorise the Board to decide on acquisition of the Company's own shares**

The Board proposes that the AGM authorise the Board to decide, on one or more occasions during the period until the 2020 AGM, to acquire the Company's own shares as follows:

- (i) Acquisition of the Company's own shares can take place on 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.

## **(B) The Board's proposal for authorisation to transfer the Company's own shares**

The Board proposes that the AGM authorises the Board to decide, on one or more occasions during the period until the 2020 AGM, to transfer 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 incentive programme.
- (ii) Transfer of the Company's own shares can take place on 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 payment 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 authorisations 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 development of the operations of the Nederman Group.

The Board's proposal for resolution under item 17 requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

## **Proposed new instruction for the Nomination Committee (item 18)**

Appointment of the Nomination Committee: The Nomination Committee proposes essentially the same instruction for the Nomination Committee, with the adjustment that the Nomination Committee shall consist of the four (previously three) largest shareholders in the Company in terms of votes and that the Chairman of the Board shall be co-opted to the Nomination Committee. Otherwise, the instruction for the Nomination Committee shall be as follows. The Chairman of the Board shall contact the four largest shareholders in the Company in terms of votes 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 to the Nomination Committee until a new Nomination Committee is appointed. None of these four officials should be a member of the board. The Chairman shall be co-opted to the Nomination Committee. If any of the four largest shareholders waive their right to appoint a representative to the Nomination Committee, then the 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 four largest shareholders in terms of votes, by the shareholder who now belongs to this group. If the ownership structure 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.

The Nomination Committee shall prepare the following to the Annual General Meeting:

- o proposal for the Chairman of the Annual General Meeting,
- o proposal for number of Board members,
- o proposals for Board members and Chairman of the Board,

- proposal for fees and other remuneration to each of the Board members and, where appropriate, compensation for committee work,
- proposal for auditors,
- proposal for remuneration to the auditor,
- proposal for changes to the instruction for the Nomination Committee, if necessary.

This instruction shall apply indefinitely until the General Meeting resolves otherwise.

### **Information at the Annual General Meeting**

Shareholders have the right to certain information at the Annual General Meeting. The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or subsidiaries' financial situation, and the Company's relationship to other group companies.

### **Documents**

The Nomination Committee's proposal and reasoned statement along with information about all Board members who are proposed to the Board of Directors of the Company will be available on the Company's website [www.nedermangroup.com](http://www.nedermangroup.com). The Board of Directors' complete proposal for decision, annual report and audit report and the auditor's opinion on whether the AGM's guidelines for remuneration to senior executives have been complied with will be available from the Company and on the Company's website no later than 8 April 2019 and sent to shareholders who so request.

### **Number of shares and voting rights**

At the time of this notice, the total number of shares and votes in the Company amounted to 35,146,020. The Company's holding of its own shares totals 19,089, which does not give any entitlement to vote as long as the Company holds the shares.

### **Processing of personal data**

For information about the processing of your personal data, see [https://www.euroclear.com/dam/ESw/Legal/Privacy\\_notice\\_BOSS\\_20181023.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf)

### **Programme**

16.00 Registration opens  
16.30 The AGM venue opens  
17.00 The AGM begins

Helsingborg, March 2019

The Board of Directors  
Nederman Holding AB (publ)