



## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN GREEN LANDSCAPING HOLDING AB (PUBL)**

The shareholders in Green Landscaping Holding AB (publ), reg. no. 556771-3465, are hereby given notice to attend the annual general meeting held on Monday, 14 May 2018 at 4:30 p.m. (CET) at World Trade Center (conference area on floor 1) with address Klarabergsviadukten 70 in Stockholm, Sweden. Registration for the meeting commences at 4:00 p.m. (CET).

### **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Monday 7 May 2018; and
- (ii) notify the company of their attendance and any assistant no later than Monday 14 May 2018. Notification can be made via letter to Green Landscaping Holding AB (publ), Attn: Annual general meeting, P.O. Box 70396, SE-107 24 Stockholm, Sweden or by e-mail to [agm@greenlandscaping.se](mailto:agm@greenlandscaping.se).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register kept by Euroclear Sweden AB, notices and attendance at the meeting and information on representatives, proxies and assistants will be used for registration, preparation of the voting list for the meeting and, where appropriate, the minutes of the meeting.

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Monday 7 May 2018, at which time the register entry must have been made.

### **Proxy**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent

documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy will be kept available as is stated under “Documents” below. The power of attorney shall also be presented in original at the meeting.

### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Submission of the annual report and the auditor’s report as well as of the consolidated financial statements and the auditor’s report on the group;
7. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
8. Resolution in respect of allocation of the company’s profits according to the adopted balance sheet;
9. Resolution in respect of the members of the board of directors’ and the managing director’s discharge from liability;
10. Determination of the number of members and deputy members of the board of directors as well as of the number of auditors and deputy auditors;
11. Determination of the fees payable to the members of the board of directors and the auditors;
12. Election of members of the board of directors and auditors;
13. Resolution regarding principles for the appointment of and instructions regarding a nomination committee and remuneration to its members;
14. Resolution regarding guidelines for remuneration to the senior management;
15. Resolution regarding authorisation for the board of directors to increase the share capital;
16. Closing of the meeting.

### **The nomination committee’s resolution proposals**

The nomination committee is composed of the chairman of the Company’s board of directors Per Sjöstrand, Michael Gentili (appointed by FSN Capital III<sup>1</sup>), Staffan Salén (appointed by Westindia Aktiebolag which is owned by the Salén-family) and Anders Thomasson (appointed by a group of shareholders consisting of Johan Nordstrom Invest AB and CapNorth AB which are owned by Johan Nordström). The nomination committee has presented the following proposed resolutions in relation to items 1 and 10-13 on the proposed agenda.

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<sup>1</sup> FSN Capital III refers FSN Capital Holding Jersey III Limited, in capacity as general partner for FSN Capital GP III L.P. in capacity as general partner for FSN Capital III Limited Partnership.

Item 1. Election of chairman

The chairman of the board of directors, Per Sjöstrand, is proposed as chairman of the annual general meeting.

Items 10-12. Election of and remuneration to the board of directors and auditors

The board of directors currently consists of the following five (5) ordinary members: Per Sjöstrand (chairman), Andreas Bruzelius, Curt Germundsson, Åsa Källenius and Monica Trolle. The board of directors has no deputy members. It is proposed that the board of directors shall consist of six (6) ordinary members without deputy members until the end of the next annual general meeting. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

The board members Per Sjöstrand, Andreas Bruzelius, Åsa Källenius and Monica Trolle are proposed to be re-elected and Johan Nordström and Staffan Salén are proposed to be elected as new board members for the period until the end of the next annual general meeting. Current board member Curt Germundsson has informed that he will not stand for re-election. Per Sjöstrand is proposed to be re-elected as chairman of the board of directors.

Information regarding the proposed board members' principal education and work experience, work performed for the company and any other significant professional commitments etc. will be kept available as is stated under "Documentation" below.

The accounting firm EY is proposed to be re-elected as auditor.

It is proposed that the fees payable to the board of directors for the period until the next annual general meeting shall amount to a total of SEK 625,000 out of which SEK 250,000 (unchanged) shall be paid to the chairman of the board of directors and SEK 125,000 (unchanged) to each of the other ordinary members except for the company's CEO Johan Nordström and Andreas Bruzelius who has waived his right to remuneration pursuant to his employment with FSN Capital Partners (investment advisor to FSN Capital III).

It is proposed that the company's auditor shall be paid in accordance with approved invoices.

It is proposed that fees of SEK 75,000 shall be paid to the chairman of the auditing committee during the period until the next annual general meeting. Other than that it is proposed that no fees shall be payable to the members of the committees of the board of directors.

Item 13. Resolution regarding principles for the appointment of and instructions regarding the nomination committee and remuneration to its members

The nomination committee proposes that new principles for appointment of and instructions regarding the nomination committee are adopted in accordance with the below (applicable until the general meeting decides otherwise).

The nomination committee shall consist of four members – one person appointed by each of the three largest shareholders (or known shareholder groups) as of the last banking day in September who wished to appoint a member of the nomination committee and the chairman of the board of directors. If one of the three largest shareholders by votes waives its right to appoint a member of the nomination committee, the right shall pass to the fourth largest shareholder by votes, and so on. However, no more than five additional shareholders need be contacted, unless the chairman of the board finds that there are special reasons for doing so.

At its first meeting the nomination committee shall appoint a chairman among its members. The chairman of the board of directors or other board member shall not be the chairman of the nomination committee.

If a change in ownership takes place among the three largest shareholders by votes and a shareholder who was not previously entitled to appoint a member of the nomination committee thereby passes one or more of the shareholders who has appointed a member of the nomination committee in voting power (“new major shareholder”), the nomination committee shall, if the new major shareholder requests to appoint a member of the nomination committee, resolve that the member of the nomination committee who represents the smallest shareholder by votes after the change in ownership shall be discharged and replaced by the member appointed by the new major shareholder. A shareholder who has appointed a member of the nomination has the right to dismiss the member and appoint a new member.

Should a member of the nomination committee who has been appointed by a shareholder resign from its position before the work of the nomination committee is concluded, the nomination committee should, without delay, request that the shareholder who appointed the shareholder appoints a new member. If such shareholder does not appoint a new member the nomination committee shall offer other major shareholders by votes to appoint a member of the nomination committee. Such offer shall pass in order to the largest shareholders by votes (i.e. first to the largest shareholder by votes who has not yet appointed a member of the nomination committee or who has already waived such right, thereafter to the next largest shareholder by votes who has not yet appointed a member of the nomination committee or who has already waived such right, and so on). The procedure shall go on until the nomination committee is plenary.

The nomination committee shall submit proposals regarding the chairman of the annual general meeting, the number of board members to be elected by the general meeting, the chairman of the board and the other board members to be elected by the general meeting, fees and other remuneration to each of the board members elected at the general meeting and to the members of the board committees, auditors, fees to auditors, election of nomination committee alternatively principles for the appointment

of the nomination committee and instructions for the nomination committee as well as remuneration to the members of the nomination committee.

The nomination committee's complete resolution proposal regarding principles for appointment of and instructions regarding the nomination committee will be kept available as set forth under "Documentation" below.

It is proposed that no fees shall be payable to the members of the nomination committee.

### **The board of directors' proposed resolutions**

The board of directors of the company has presented the following resolution proposals regarding items 8 and 14-15 on the proposed agenda.

#### **Item 8. Allocation of the company's profits**

The board of directors proposes that the company's accumulated profits of SEK 113,989,361 shall be carried forward in new account and that no dividends shall be paid for the financial year 2017.

#### **Item 14. Resolution regarding guidelines for remuneration to the senior management**

The board of directors proposes that the general meeting resolves on adoption of guidelines for remuneration and other employment conditions for the senior management the contents of which are substantially set forth below (the same guidelines that were adopted at the extraordinary general meeting held 11 March 2018).

The main principle is that remuneration and other employment conditions for members of the senior management shall be based on market terms and competitive in order to ensure that the group can attract and retain competent members of the senior management at a reasonable cost for the company. The total remuneration for the senior management shall consist of fixed salary, variable remuneration, pension and other benefits. Variable remuneration shall be paid in cash and based on the result in relation to performance goals within the respective area of responsibility (group or field of business) and be in line with the shareholders' interests. Variable remuneration shall correspond to a maximum of 50 percent of the fixed annual salary for the CEO and a maximum of 35 percent of the fixed annual salary for other members of the group's senior management. Variable remuneration shall entitle to pension, unless otherwise agreed upon. Other benefits such as a company car, additional health insurance and medical benefits shall be limited in value in relation to other remuneration and shall be paid only in so far as it is considered to be in accordance with the market for other members of senior managements holding corresponding positions on the employment market where the member in question is operating. The notice period upon notice given by the company shall be no longer than 12 months for all members of the senior management, with a right to redundancy payment after the expiration of the notice period corresponding to not more than 100 percent of the fixed salary for a maximum of 12 months, meaning that the fixed salary

and redundancy payment shall together not exceed 24 months' fixed salary. Any right to redundancy payment shall, as a main rule, decrease in situations where remuneration is received from another employer. Upon notice given by a member of the senior management, the notice period shall generally be 6 months for the CEO and 3-6 months for other members of the senior management. Members of the senior management shall, unless otherwise specifically agreed upon, be offered pension conditions in accordance with the company's ITP scheme or receive corresponding premium conditions which are in accordance with the market in the country where the members of the senior management are habitually resident. Variable remuneration shall, as a main rule, be pension qualifying. The board of directors shall be entitled to deviate from the guidelines in individual cases if there are special reasons for doing so.

The board of directors' complete proposal will be kept available as set forth under "Documentation" below.

*Item 15. Resolution regarding authorization for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorization for the board of directors to, on one or more occasions during the period until the next annual general meeting, resolve upon issuance of new shares and/or convertible bonds which entails issue of or conversion into a total of not more than 3,550,000 shares corresponding to approximately 10 percent of the shares capital and number of votes in the company as of today based on the current number of shares in the company.

The objective of the authorization and potential deviations from the shareholders' preferential rights is that new issues shall be made in a time effective manner in order to finance company acquisitions or investments in new or current operations. A new share issue or issue of convertible bonds by exercise of the authorization shall, upon deviation from the shareholders preferential rights, be made at a subscription price corresponding to the market price based on the market terms at the time of the new issue of shares and/or convertible bonds. Payment for subscribed shares and/or convertible bonds may be made in cash, in kind, through set-off of claims.

**Shareholders' right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) the board of directors and the managing director are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

**Specific majority requirements**

A valid resolution under item 15 requires support from shareholders representing at least two thirds of the votes cast as well as the shares represented at the annual general meeting.

**Number of shares and votes in the company**

The total number of shares and votes in the company as of 12 April 2018 amounts to 35,498,909. The company does not hold any of its own shares.

**Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the company's office with address Klarabergsviadukten 70 in Stockholm, Sweden not later than three weeks before the meeting and will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website [www.greenlandscapinggroup.se](http://www.greenlandscapinggroup.se). All the above mentioned documents will also be presented at the annual general meeting.

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Stockholm, April 2018

*The board of directors*

*The information was submitted for publication at 19.00 CET on 12 April 2018.*