

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

The shareholders of Nederman Holding AB (publ) are hereby summoned to the Annual General Meeting on Thursday, 19 April 2018 at 16.00 at the Radisson Blu Hotel, Carl Krooks gata 16, 252 25 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, 12 April 2018.
- and notify their participation in the Meeting no later than 16.00 on Thursday, 12 April 2018.

Registration must be made in one of the following ways:

- by email: 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.

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, 12 April 2018, 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. 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.
16. Decision on share split.

17. Conclusion of the meeting.

Dividend (item 9 b)

For the 2017 financial year, the Board proposes a dividend to shareholders of SEK 6.00 (5.50) per share. The payment date is Thursday, April 26 2018 and the record date for the dividend is Monday, April 23 2018.

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

The Nomination Committee has the following proposals:

- The Chairman of the Board, Jan Svensson, be elected as Chairman of the 2017 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 be SEK 1,500,000 (1,575,000) to be allocated with SEK 500,000 (450,000) to the Chairman and SEK 250,000 (225,000) to each of the other members of the Board, except the CEO. The figures in brackets refer to the previous level.
- It is proposed a remuneration for the Audit Committee of SEK 75,000 to the Chairman and SEK 50,000 to the Board member.
- 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 Ylva op den Velde Hammargren, Johan Menckel, Gunilla Fransson and Sven Kristensson as members of the Board. Election of Johan Hjertonsson as new member of the board. Gunnar Gremlin and Per Borgvall have declined re-election.
- Re-election of the registered accounting firm Ernst & Young AB for the period until the end of the 2019 AGM in accordance with the Board's recommendation. Ernst & Young AB has notified that the current authorized public accountant Staffan Landen will be the auditor in charge if the AGM elects Ernst & Young AB as auditor.

Information on proposed new board member:

Johan Hjertonsson (1968), B.Sc. (Econ.) is the elected CEO of Latour starting September 1, 2019. He is today CEO of AB Fagerhult. Previously he has been the CEO of Lammhults Design Group AB, and has had a number of different leading positions in the Electrolux Group within marketing and product development. Johan is today a board member of AB Fagerhult, Sweco AB and Nord-Lock International AB.

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

The Board proposes that essentially the same principles that were adopted at the 2017 Annual General Meeting are also applied to 2018. 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 seven 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.

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 15)

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 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. For instance, this may arise in the context of industrial acquisitions and other structural developments of the operations of the Nederman Group.

(A) The Board's proposal for a decision to authorise the Board to decide on the 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 2019 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 authorise the Board to decide, on one or more occasions during the period until the 2019 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 proposed decision under items 15 requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

Proposed decision on share split (item 16)

The Board of Nederman Holding Aktiebolag proposes, with the purpose to facilitate the trade in the company's shares at Nasdaq Stockholm, that the Annual General Meeting 2018 resolves on a share split as follows:

- (i) to increase the number of shares in the company by dividing every share into three (3) shares (Sw. aktiesplit 3:1),

- (ii) to authorise the Board to determine the record date for the share split, however not later than 31 May 2018, and
- (iii) to authorise the Board, or any person appointed by the Board, to make necessary adjustments to the resolution in order to enable registration of the share split with the Swedish Companies Registration Office (Sw: Bolagsverket) or Euroclear Sweden AB's administration.

The share split will result in an increase of shares in the company from 11,715,340 to 35,146,020. The proposed share split will result in a change of the share's par value from SEK 0.1 to SEK 0.03.

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 opinion 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. 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 29 March 2018 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 11,715,340. 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.

Programme

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

Helsingborg, March 2018

The Board of Directors
Nederman Holding AB (publ)

Facts about Nederman

Nederman is a world-leading supplier of products and services 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 while at the same time boosting production efficiency. Nederman's offering encompasses everything from the design stage through to installation, commissioning, training and service. Sales are carried out via 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 Nasdaq Stockholm and has around 1,800 employees.

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