

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

**Shareholders of Nederman Holding AB (publ) are hereby notified of the Annual General Meeting to be held at 4 p.m. on Monday 29 April 2013, at Marina Plaza, Kungstorget 6, 251 10 Helsingborg, Sweden.**

### **Right to participate at the meeting**

Shareholders wishing to participate at the meeting must be:

- Recorded in the shareholders' register kept by Euroclear Sweden by Tuesday 23 April 2013.
- And must notify the company of their intention to attend the meeting no later than 4 p.m. on Tuesday 23 April 2013.

### **Notification of attendance:**

- on Nederman's website: [www.nederman.com/about-us/investerare/arstamma](http://www.nederman.com/about-us/investerare/arstamma)
- by email: [arsstamma@nederman.se](mailto:arsstamma@nederman.se)
- by telephone: +46 (0)42 18 87 00
- by letter to: Nederman Holding AB (publ), "Årsstämma" Box 602, 251 06 HELSINGBORG, SWEDEN.

Notification should include details of name, civic registration number/corporate registration number, address, telephone, registered shareholding and advisors, if any. The information is solely used for the requisite registration and drawing up of the voting list. Where representation is made by proxy, the original proxy form must be sent to the company along with the notification to attend the meeting. Individuals representing a legal entity must have a copy of the registration form or equivalent documentation indicating the authorized signatory.

The company will provide proxy forms for shareholders who so wish. The form is also available for downloading on Nederman's website. Shareholders whose shares are registered in the name of a trustee must have their shares temporarily registered in their own name in the Euroclear Sweden shareholders' register in order to take part in the meeting. This registration, known as voting right registration, must take place by Tuesday 23 April 2013, meaning that the shareholder should give notice of his/her intention of taking part at the meeting in due time before that date.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation by the Chief Executive Officer
8. Presentation of the annual report and the auditors' report, and the consolidated accounts and the auditors' report on the consolidated accounts
9. Resolution to:
  - a. adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  - b. appropriation of the Company's profit or loss according to the adopted balance sheet
  - c. discharge members of the Board of Directors and the Chief Executive Officer from liability
10. Determination of the number of board members and deputies
11. Determination of remuneration to the Board of Directors, remuneration committee and auditors
12. Election of Chairman of the Board and Board members
13. Election of auditors
14. Resolution on principles for remuneration and other employment terms for senior executives
15. Resolution concerning introduction of share savings scheme
16. Resolution to:
  - a. authorize the Board of Directors to decide on acquisition of the company's own shares

b. transfer of the company's own shares to participants of the share savings scheme

17. Resolution concerning nominations committee

18. Closure of the meeting

### **Dividend (item 9b on the agenda)**

For the 2012 financial year, the Board proposes that a dividend of SEK 4.00 per share be paid to shareholders. The settlement date will be Wednesday 8 May 2013 and the record day for the right to receive the dividend is Friday 3 May 2013.

### **The Board, etc. (items 2 and 10-13 on the agenda)**

The nominations committee proposes as follows:

- Chairman of the Board Jan Svensson to be elected chairman of the 2013 AGM
- The number of Board members to be seven
- Fees for Board members to total SEK 1,600,000 to be divided as follows: SEK 400,000 to the chairman, and SEK 200,000 to each of the other Board members elected by the AGM, with the exception of the CEO
- Payment to the auditors for work completed, as per current account
- Re-election of Jan Svensson as chairman of the Board
- Re-election of Board members Gunnar Gremlin, Per Borgvall, Ylva Hammargren and Sven Kristensson
- Election of Fabian Hielte and Susanne Pahlén Åklundh.
- Re-election of authorized auditing firm KPMG AB for the period to the end of the 2014 AGM (with registered public accountant Dan Kjellqvist as lead auditor until further notice)

### **Proposal for guidelines concerning senior executives (item 14)**

The Board proposes that the same principles, adopted at the 2012 AGM be applied again in 2013, i.e. a fixed salary paid for full-time work. In addition a variable bonus may be earned that is linked to the company's tied-up capital and earnings.

This variable bonus can be a maximum of 30-50% of annual salary depending on the individual's position within the company. The CEO's pension plan is premium-based and the annual premium corresponds to 35 per cent of the annual salary. Pension plans for other senior executives follow the ITP collective agreement, except for two executives for whom pension payments amount to 8 times the basic index amount per year and a maximum of 30% of basic salary respectively.

The CEO must give six months' notice of his intention to resign. If dismissed by the company, the CEO has the right to receive an amount corresponding to 18-24 months' salary (the final six months are dependent on new employment). For other executives, notification is 12 months for the company and six months for the individual. There are no agreements between Board members or senior executives and Nederman or any of its subsidiaries concerning benefits after the end of their employment. At present there are no share or share price-related incentive schemes involving Board members or senior executives. A share saving scheme is however proposed for senior executives and other members of Nederman's senior executive team according to item 15 below. Nederman's senior executive team comprises seven individuals (including the CEO).

### **Introduction of share savings scheme (item 15)**

#### **Participation in the share savings scheme 2013**

The 2013 share scheme will initially include 7 individuals consisting of senior executives and other members of the senior executive team, split into two categories. The first category is for the company's CEO and the second category for the other 6 individuals in Nederman's senior executive team.

#### **Private investment and allocation of share rights**

To participate in the scheme the individual must acquire Nederman shares at market value ("savings shares") to a value equivalent to a minimum of one month's salary and a maximum of two months' salary of the individual's current basic salary.

For category 1, i.e., the company's CEO, each "savings share" entitles him to one "matching share" and a maximum of four "performance shares", jointly known as "share rights". For category 2, i.e., the remainder of the senior executive team, each "savings share" entitles the holder to one "matching share" and a maximum of two "performance shares", jointly known as "share rights". Allocation of Nederman shares will be no sooner than the day after publication of Nederman's Q1 report 2016 and no later than 30 days after that (allocation period).

### **Conditions for all share rights**

The following conditions shall apply for all share rights:

- The shares are issued free of charge
- Each share entitles the holder to one Nederman share as long as they remain employed by the Nederman Group and have sold any other original Savings shares over the qualification period. In addition, for performance shares to be issued requires for the financial performance objectives to be met.
- Participants do not have the right to transfer, pledge or sell the share rights, or carry out any shareholder rights concerning the share rights over the qualification period.
- Nederman will not recompense participants of the scheme for dividends issued concerning the shares that the respective share rights entitle to.

### **Performance shares**

The number of performance shares that entitle the holder to dividends depends on the degree of target fulfilment set by the Board at intervals, depending on Nederman's accumulated profit per share over the 2013-2015 financial years. The result will be measured linearly over the interval, whereby, if the minimum level has been achieved over the interval then it will entitle the holder to a performance share, and if the maximum level is achieved it will entitle the holder to four or two performance shares. If the minimum level is not achieved over the interval then it will not entitle the holder to any performance shares.

### **Scope, security measures and costs**

The number of savings shares depends on the amount the participant invests and the price of Nederman's shares at the time of acquisition. The maximum number of shares in Nederman that can be awarded according to the scheme will however be limited to 75,000, equivalent to around 0.6 per cent of the outstanding shares and voting rights.

The Board's proposed introduction of the 2013 share savings scheme is based on shares for completing the Company's liability to provide shares to participants of the scheme, being secured through buy-back on the market and this therefore requires a decision by the AGM 2013 concerning the buy-back and transfer of shares.

Costs are recorded as staff costs in the income statement over the qualification period, in accordance with IFRS 2 "Share-based payment". Social security contributions will be recorded in the income statement, in accordance with UFR 7 over the qualification period. Based on an annual share price increase of 10% over the term of the scheme and a qualification period of around 3 years, the costs of the 2013 share savings scheme, including social security contributions, is expected to be around SEK 10 million, which was around 0.5% of Nederman's overall staff costs for the 2012 financial year. The scheme will have no ceiling per share right, meaning that no maximum social security contributions can be calculated.

### **The Board's proposal for decision**

With reference to the abovementioned description, the Board proposes that the AGM decide on the introduction of a 2013 Share Savings Scheme.

### **Majority requirement**

The Board's proposal for a decision about introducing a 2013 Share Savings Scheme requires that the decision is supported by shareholders representing more than half of the given votes at the AGM. Because the introduction of the 2013 Share Savings Scheme includes buying back the company's own shares and transferring them to participants, the Board's proposal is conditional on the AGM deciding on the acquisition and transfer of the company's own shares according to item 16.

**Proposed resolution to (i) authorize the Board of Directors to decide on the acquisition of the company's own shares and (ii) transfer of the company's own shares (item 16)**

The Board of Directors proposes that the AGM decides on the acquisition and transfer of the company's own shares respectively (according to item 16 below).

**Background**

To introduce the 2013 Share Savings Scheme cost-effectively and flexibly, the Board of Directors considered various methods of transferring shares in the scheme. Against the background of these considerations the Board of Directors firstly intends to safeguard the provision of Nederman's shares in the 2013 Share Savings Scheme by acquiring and transferring the company's own shares to participants.

**1) The Board's proposal to decide to authorize the Board to decide on acquisition of the company's own shares**

The Board proposes that the AGM authorizes the Board, on one or more occasions until the time of the AGM 2014, to decide on the acquisition of the company's own shares as follows:

- (i) Acquisition of the company's own shares on the NASDAQ OMX Stockholm exchange, or in accordance with acquisition offers to all Nederman shareholders.
- (ii) Acquisition of the company's own shares so that the Company's holding in the company's own shares amounts to no more than 75,000 Nederman shares.
- (iii) Acquisition of the company's own shares on the NASDAQ OMX Stockholm exchange only takes place at a price in each of the registered exchange rate intervals, whereby the interval is considered to be between the highest purchase price and lowest sale price.
- (iv) Acquisition in accordance with the acquisition offer according to item (i) above will be at a price equivalent to the lowest exchange rate at the time of the offer, with a maximum deviation of twenty (20) per cent upwards.

The aim of the proposed authorization to acquire the company's own shares is to allow the transfer of shares in accordance with the Board's proposal under item 15 of the agenda and thereby allow the supply of shares within the framework of the 2013 Share Savings Scheme.

**1) The Board's proposal to decide on the transfer of the company's own shares to participants of the Share Savings Scheme**

The Board proposes that the AGM decides on the transfer of the company's own shares under the following conditions:

- (i) Transfer of no more than 75,000 Nederman shares (or the highest amount as a result of recalculating due to Nederman carrying out a bonus issue, reverse split or split of shares, new share issue or similar measures, according to common practice in Sweden for comparable incentive schemes) which, deviating from shareholders' preferential rights, will be transferred to participants of the 2013 Shares Savings Scheme within the framework for the completion of Nederman's liabilities to participants of the scheme.
- (ii) The transfer of shares will be free of charge at that time and under the conditions that apply for participants of the 2013 Share Savings Scheme to be entitled to receive an allocation of Share rights. The reason for the deviation from the shareholders' preferential rights is that the transfer of shares is part of the 2013 Share Savings Scheme. Therefore, and against the background of the abovementioned, the Board considers it beneficial for Nederman to transfer the shares as proposed.

**Majority requirement**

The Board's proposal for a decision according to item 1) above requires that the decision is supported by shareholders representing a minimum of two thirds of the votes and shares represented at the AGM. The Board's proposal for a decision according to item 2) above requires that the decision is

supported by shareholders representing at least nine tenths of the votes and shares represented at the AGM.

The Board's decision according to item 16 is conditional on the Board's proposal for the introduction of the 2013 Share Savings Scheme being approved by the AGM (item 15 above).

### **Proposal for instructions for the Nominations Committee (item 17)**

Appointment of the Nominations Committee: the chairman of the Board shall contact the three largest shareholders in the company based on the ownership details in Euroclear Sweden's register on the last business day of August each year. Each of these owners shall be entitled to appoint one representative, who together with the chairman of the Board shall comprise the Nomination Committee until a new committee is appointed. None of these three individuals should be a Board member. If any of the three largest shareholders waive their right to appoint a representative to the committee, the right to make an appointment shall go to the next shareholder in order of size of shareholding. If a member leaves the Committee before its work is completed, a new member shall be appointed, if the Committee so decides, by the same shareholder who appointed the departing member, or, if that shareholder is no longer one of the three largest shareholders, by the shareholder who is now entitled to make the appointment. If ownership of the company changes before the committee has completed its work, the Nominations Committee shall be entitled to change its composition in the manner it sees fit.

One of the shareholder representatives of the Nominations Committee shall be its chairman. The chairman of the Board shall thus not be chairman of the Nominations Committee.

### **The Nominations Committee's assignments, etc.**

The Nomination Committee's assignment shall be to establish proposals, prior to the AGM, for the election of chairman of the Board and other members of the Board, chairman of the AGM, and fees and related matters, and where appropriate, the election of auditors. Details of the composition of the Committee shall be published no later than six months before the AGM. Committee Members shall receive no remuneration, but any costs associated with the work of the committee shall be borne by the Company at the discretion of the committee.

### **Documents**

The Annual Report and audit report are available at the company's premises and on the company's website, and will be sent to shareholders upon request.

The total number of shares and voting rights in the company is 11,715,340.

### **Schedule**

3 p.m. Registration starts  
3.30 p.m. Meeting room opens  
4 p.m. Meeting starts

### **Welcome!**

Helsingborg, March 2013  
Board of Directors  
Nederman Holding AB (publ)

### **Facts about Nederman**

Nederman is one of the world's leading companies supplying products and solutions in the environmental technology sector focusing on industrial air filtration. The company's products and systems contribute to reducing the environmental effects from industrial production, to creating safe and clean working environments and to boosting production efficiency. Nederman's offering encompasses everything from the design stage through to installation, commissioning and servicing. Sales are carried out via subsidiaries in 30 countries and distributors in over 30 countries. Nederman develops and produces in its own manufacturing and assembly units in Europe, North America and Asia. The Group is listed on Nasdaq OMX, Stockholm and has around 1,950 employees.

Nederman Holding AB (publ), P.O. Box 602, SE-251 06 Helsingborg, Sweden. Corporate registration number: 556576-4205

