

## 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, 27 April 2020 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, 21 April 2020.
- and notify their participation in the Meeting on Tuesday, 21 April 2020.

### 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 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, 21 April 2020, 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 amendment of the Articles of Association.
17. Conclusion of the meeting.

## **Appropriation of earnings according to the adopted balance sheet. (item 9 b)**

With amendment of the Board's proposal according to the Directors' Report, the Board has proposed that no dividend is paid for the financial year 2019 and that the company's available funds of in total SEK 591,238,221 including the year's profit of SEK 96,372,679 is carried forward.

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

The Nomination Committee has the following proposals:

- The Chairman of the Board, Johan Hjertonsson, shall be elected as Chairman of the 2020 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 1,740,000 (1,580,000) to be allocated with SEK 620,000 (540,000) to the Chairman and SEK 280,000 (260,000) 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 remuneration for the Audit Committee of SEK 90,000 (75,000) to the Chairman and SEK 60,000 (50,000) to the member of the Audit Committee.
- It is proposed an remuneration for the Remuneration Committee of SEK 50,000 (-) to the Chairman and SEK 25,000 (-) to the member of the Remuneration 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 Johan Hjertonsson, Ylva op den Velde Hammargren, Johan Menckel, Gunilla Fransson, Sam Strömerstén and Sven Kristensson as members of the Board.
- Re-election of the registered accounting firm Ernst & Young AB for the period until the end of the 2021 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.

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

The board of directors of Nederman Holding Aktiebolag ("**Nederman**" or the "**company**") proposes that the annual general meeting 2020 resolves on the following guidelines for executive remuneration.

Nederman's group management fall within the provisions of these guidelines. The guidelines are forward-looking and as such are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

## **The guidelines' promotion of Nederman's business strategy, long-term interests and sustainability**

In short, the company's business strategy is to be "the Clean Air Company", and to use Nederman's industrial air filtration expertise and solutions and services to protect people, planet and production from the harmful effects of industrial processes. In this way, Nederman helps to create safer workplaces, efficient production and provide significant environmental benefits. A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. The objective of Nederman's guidelines for executive remuneration is therefore to offer competitive remuneration on market terms, so that competent and skillful personnel can be attracted, motivated and retained. These guidelines enable the company to offer the executive management competitive total remuneration. For more information regarding the company's business strategy, please see [www.nedermangroup.com](http://www.nedermangroup.com).

A long-term share-related incentive plan has been implemented in the company. The plan has been proposed to and resolved by the general meeting every other year, and was last resolved by the 2019 general meeting and is therefore excluded from these guidelines. The plan incorporates group management members. The performance criteria used to assess the outcome of the plan is total earnings per share and is thereby distinctly linked to the business strategy and the company's long-term value creation, including its sustainability. The plan is further conditional upon a holding period of at least three years.

## **Types of remuneration, etc.**

The remuneration shall be on market terms and may consist of the following components: fixed salary, variable remuneration, pension benefits and other benefits. Additionally, the general

meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. The remuneration committee shall monitor and evaluate remuneration for the executive management however all remuneration for the CEO is approved by the Board of Directors.

#### *Fixed salary*

Fixed salary is paid for satisfactory work.

#### *Variable remuneration*

The variable remuneration shall be linked to predetermined, well-defined and measurable financial criteria. The satisfaction of criteria for awarding variable remuneration shall be measured over a period of one year. The variable remuneration may amount to not more than 50 per cent of the total fixed salary under the measurement period for the CEO and not more than 30 per cent of the total fixed salary under the measurement period for other senior executives. The criteria for variable remuneration shall mainly relate to the group's profitability and working capital development. In addition, individual criteria may be established. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability and since Nederman's business strategy is to be "the Clean Air Company" by protecting people, planet and production from the harmful effects of industrial processes, the criteria for variable remuneration, which are connected to the sale of the company's solutions and services within industrial air filtration, will inevitably contribute to the company's long-term interest and sustainability.

#### *Other variable remuneration*

Further variable remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 per cent of the fixed annual salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors based on a proposal from the remuneration committee.

#### *Pension benefits*

For the CEO, pension benefits shall be premium defined. The pension premiums for premium defined pension shall amount to not more than 35 per cent of the pension based salary. For other executives, pension benefits shall be based on a contractual ITP plan or be premium defined, unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits. Pension premiums that follow from the contractual ITP plan or are premium defined, shall amount to not more than 35 per cent of the pension based salary, unless other premium levels apply according to applicable ITP plan.

For employment governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### *Other benefits*

Other benefits may include, for example, life insurance, health and medical insurance and company cars. Such benefits may amount to not more than 20 per cent of the fixed annual salary.

#### **Criteria for awarding variable remuneration, etc.**

The remuneration committee shall monitor and evaluate programs for variable remuneration for the executive management. To which extent the criteria for awarding variable remuneration has been satisfied shall be evaluated when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable remuneration to other executives, the CEO is responsible for the evaluation. For financial criteria, the evaluation shall be based on the latest financial information made public by the company. Variable cash remuneration can be paid after the completion of a measurement period or be subject to deferred payment. The board of directors shall have the possibility, under applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds (claw-back).

#### **Termination of employment**

The notice period may not exceed twenty four months if notice of termination of employment is made by the company for the CEO and twelve months for other executives. Fixed salary during the period of notice and

severance pay may together not exceed an amount equivalent to the CEO's fixed salary for two years, and one year for other executives. When termination is made by the executive, the notice period may not exceed six months, without any right to severance pay.

### **Salary and employment conditions for employees**

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review and implement the guidelines**

The board of directors has previously established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Derogation from the guidelines**

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

### **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 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 2021 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 2021 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.

#### *Voting majority*

The Board's proposal for resolution under item 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 amendment of the Articles of Association (item 16)**

In order to adapt the Articles of Association to implemented and expected changes in the Swedish Companies Act and the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act, the Board of Directors proposes that the Annual General Meeting resolves to amend § 1, § 6 and § 11 of the Articles of Association as follows.

#### **Current wording**

##### **1 § Company name**

The name of the Company is Nederman Holding Aktiebolag. The Company is a public company (publ).

##### **6 § VPC-registered company**

The Company's shares shall be registered in a CSD register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).

##### **11 § Right to participate in Annual General Meeting**

Shareholders who wish to participate in proceedings at the Annual General Meeting must be included in the transcript of the entire share register pertaining to the situation no later than five (5) weekdays before the annual general meeting, and they must register with the Company no later than 4 p.m. of the day specified in the notice of the annual general meeting. This day may not be a Sunday, other general holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year's Eve, nor may it fall earlier than the fifth weekday before the annual general meeting. Shareholders or representatives may be accompanied by a maximum of two assistants at an annual general meeting, but only if the shareholder has notified the Company of the number of assistants in accordance with the preceding paragraph.

#### **Proposed wording**

##### **1§ Company name**

The *business* name of the Company is Nederman Holding Aktiebolag. The Company is a public company (publ).

##### **6 § VPC-registered company**

The Company's shares shall be registered in a CSD register in accordance with *the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act* (1998:1479).

##### **11 § Right to participate in Annual General Meeting**

Shareholders who wish to participate in proceedings at the Annual General Meeting must be *registered in a transcription or other presentation of the entire share register on the record date for the Annual General Meeting, which is determined in accordance with the Swedish Companies Act*, and secondly register with the Company no later than the day specified in the notice of the Annual General Meeting. This day may not be a Sunday, other general holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year's Eve, nor may it fall earlier than the fifth weekday before the Annual General Meeting. Shareholders or representatives may be accompanied by a maximum of two assistants at an Annual General Meeting, but only if the shareholder has notified the Company of the number of assistants in accordance with the preceding paragraph.

## *Authorization*

The Board of Directors proposes to authorize the CEO to make a few editorial adjustments in the above proposal which are required for registration with the Swedish Companies Registration Office.

## *Voting majority*

The Board's proposal for resolution under item 16 requires approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

## **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 April 6, 2020 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 52,924, 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-bolagsstammor-engelska.pdf>.

## **Programme**

16.45 Registration opens  
17.00 The AGM begins

Due to the Corona virus, the company will take measures at the AGM in order to limit the risk of the virus being spread. This is expected to entail, among other things, that there will not be served any food and drink in connection with the AGM. Shareholders are asked to keep themselves updated through the company's website and shareholders who give notice of attendance will receive relevant information.

Helsingborg, March 2020

The Board of Directors  
Nederman Holding AB (publ)

### **About Nederman**

Nederman is a global leader in industrial air filtration dedicated to capturing, measuring, controlling and cleaning air to make industrial production more efficient, safe and sustainable. Based on industry leading products, solutions and services in combination with an innovative IoT platform we deliver knowledge and facts needed to optimise performance and guarantee emissions compliance.

The Nederman Group is listed on Nasdaq Stockholm. The Group has approximately 2600 employees and presence in more than 50 countries. Learn more at [nedermangroup.com](http://nedermangroup.com)

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