



## Press release, 28 March 2017, at 09:30 CET

*The English text is a translation of the Swedish original version. In the event of a conflict between the English and the Swedish texts the Swedish text shall prevail.*

## Notice of the Annual General Meeting of Coor Service Management Holding AB

**The shareholders of Coor Service Management Holding AB are invited to participate in the annual general meeting to be held on Thursday, May 4, 2017 at 3 p.m. at Kista Entré, Knarrarnäsgatan 7, Kista, Stockholm, Sweden. Registration commences at 2.15 p.m. and refreshments will be served.**

### Registration and notification

Shareholders who wish to participate in the annual general meeting must

- be recorded in the share register kept by Euroclear Sweden AB on Thursday, April 27, 2017, and
- give notice of intent to participate to the company not later than on Thursday, April 27, 2017.

Shareholders who are private individuals may register on the Company's website [www.coor.com](http://www.coor.com), by phone +46 (0) 771-24 64 00, or in writing to the following address: Computershare AB, "Coor Service Management Holding AB:s Annual General Meeting", P.O. Box 610, SE-182 16 Danderyd, Sweden.

Representatives for legal entities shall give notice to attend by phone at +46 (0) 771-24 64 00, or in writing to the following address: Computershare AB, "Coor Service Management Holding AB:s Annual General Meeting", P.O. Box 610, SE-182 16 Danderyd, Sweden.

The notice of attendance should state the shareholder's name, personal or organization identification number, address, telephone number and the number of assistants attending (if any). Shareholders represented by proxy should submit a copy of the proxy and other documents of authority to the company prior to the annual general meeting. The proxy shall be presented in the original at the meeting. Proxy forms in Swedish and English are available on the group's website, [www.coor.com](http://www.coor.com).

Shareholders that have their shares registered in the name of a nominee must, in addition to giving notice of participation in the meeting, temporarily be recorded in the share register in their own names (so called voting-rights registration) to be able to participate in the annual general meeting. In order for such registration to be effectuated on Thursday, April 27, 2017, shareholders should contact their bank or trustee well in advance of that date.



## **Proposed agenda**

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Presentation of the annual report and the audit report as well as the consolidated accounts and the audit report for the group.
8. Speech by the president and CEO, Mikael Stöhr.
9. Presentation of the work of the board of directors and the work within the remuneration, audit and project committees.
10. Resolutions regarding:
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the company's profits in accordance with the adopted balance sheet,
  - c. discharge from liability for the members of the board of directors and the president and CEO,
11. Presentation by the chairman of the nomination committee.
12. Determination of fees for members of the board of directors and auditors.
13. Determination of the number of members of the board of directors and the number of auditors and deputy auditors.
14. Election of the members of the board of directors, chairman of the board of directors as well as auditors and deputy auditors.
15. Resolution on remuneration guidelines for group executive management.
16. Closing of the meeting.

### **Proposals by the nomination committee (items 2 and 12-14)**

The nomination committee in respect of the 2017 annual general meeting has consisted of Jan Andersson (Swedbank Robur Funds), Ulrika Danielson (the Second AP Fund), Jan Särlvik (Nordea Funds), Malin Björkmo (Handelsbanken Funds) and the chairman of the board Anders Narvinger.

The nomination committee has proposed the following.

**Item 2**      Anders Narvinger as chairman of the annual general meeting.

**Item 12**

Fees to the board of directors elected by the annual general meeting and not employed by the company as well as fees for committee work in accordance with the following:

- Board member: SEK 250,000
- Chairman of the board of directors: SEK 700,000
- Board member who is a member of the audit committee: SEK 100,000
- Chairman of the audit committee: SEK 150,000
- Board member who is a member of the remuneration committee: SEK 50,000
- Chairman of the remuneration committee: SEK 50,000
- Board member who is a member of the project committee: SEK 75,000
- Chairman of the project committee: SEK 100,000

It is proposed that the fee for board members who are members of the project committee be increased from SEK 50,000 to SEK 75,000 and that the fee for the chairman of the project committee be increased from SEK 50,000 to SEK 100,000. The remaining proposed fees are unchanged in comparison with the fees decided at the previous annual general meeting.

Fees to the auditor shall be paid in accordance with approved invoices.

**Item 13**

Seven board directors and no deputies. One auditor and no deputies.

**Item 14**

Election of Anders Ehrling as board member (new election). Re-election of Mats Granryd, Mats Jönsson, Monica Lindstedt, Kristina Schauman, Heidi Skaaret and Mikael Stöhr as board members. New election of Mats Granryd as chairman of the board of directors. Anders Narvinger and Sören Christensen, who have been chairman of the board of directors since 2008 and member of the board of directors since 2011, respectively, have declined re-election.

In accordance with the recommendation by the audit committee, re-election of Öhrlings PricewaterhouseCoopers AB as auditor.

**Anders Ehrling**, born 1959, has recent previous experience as CEO and President of Braathens Regional Airlines (BRA). Previous positions include CEO and President of Scandic Hotels and several senior positions within SAS, including President of SAS Sverige. Anders Ehrling is chairman of the board of directors of Nordic Cinema Group and board member of Parks & Resorts Scandinavia AB.

Information regarding the proposed board members is available at the company's website, [www.coor.com](http://www.coor.com).

**The board's proposal on dividend and record date (item 10b)**

The board of directors proposes a dividend for 2016 of SEK 3.00 (whereof SEK 1.55 is ordinary and SEK 1.45 extra dividend) per share and Monday, May 8, 2017, as record date for the dividend. Subject to resolution by the annual general meeting in accordance with this proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Thursday, May 11, 2017.



## **The board's proposal on remuneration guidelines for the Coor group executive management (item 15)**

The board of directors proposes that the annual general meeting resolves to adopt the following guidelines for the remuneration of senior executives for the period until the 2018 annual general meeting.

The remuneration of group executive management is to comprise fixed salary, possible variable salary, pension and other benefits. The total remuneration package should be based on market terms, be competitive and reflect the individual's performance and responsibilities, and as regards a possible long-term variable remuneration, the value growth of the Coor share benefitting the shareholders.

The variable salary may comprise yearly incentives in cash and long-term incentives in cash, shares and/or share-based instruments in Coor. Variable salary in cash is conditional upon the fulfillment of defined and measurable goals and should be maximized to 50 per cent of the annual fixed salary. Terms and conditions for variable salary should be designed so that the board, if exceptional economic circumstances prevail, has the option of limiting or refraining from payment of variable salary if such a measure is considered reasonable.

In specific cases, agreements may be reached regarding one-off remuneration amounts provided that such remuneration does not exceed an amount corresponding to three months of the individual's fixed salary, and is not paid more than once per year and individual.

Pension benefits should be defined contribution.

Normally, severance payment is made when employment is terminated by the company. Members of group executive management may have a period of notice of not more than six (6) months, in combination with severance pay corresponding to at maximum eighteen (18) months fixed salary. No severance payment will be made when employment is terminated by the employee.

The board is entitled to depart from the guidelines resolved on by the annual general meeting if, in an individual case, there are special reasons for this.

The group of senior executives encompassed by the guidelines comprises the President and CEO and other members of group executive management.

### **Shares and votes**

There are in total 95,812,022 shares in the company. The company has only one series of shares and the total number of votes in the company thus amounts to 95,812,022. The company does not hold any treasury shares.

### **Information at the AGM**

The board of directors and the President and CEO shall, if any shareholder so requests and the board of directors believes that it may be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group.



Shareholders wishing to submit questions in advance may send them to Coor Service Management Holding AB, Attn: General Counsel Erik Strümpel, Knarrarnäsgatan 7, SE-164 99 Kista, Sweden.

## Documents

The annual report, the auditor's report, the board of directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act relating to the proposal under item 10b above, and the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding the remuneration guidelines for the group management will be available at the company, Coor Service Management Holding AB, Knarrarnäsgatan 7, SE-164 99 Kista, Sweden and on the website [www.coor.com](http://www.coor.com), as from April 11, 2017. The documents will also be sent to shareholders who so request and state their address.

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Stockholm in March 2017  
**Coor Service Management Holding AB (publ)**  
*The board of directors*