

## Notice of Annual General Meeting in Bravida Holding AB (publ)

The shareholders in Bravida Holding AB (publ) are summoned to the annual general meeting, to be held on Tuesday 3 May 2016, at 3.00 pm at 7A Conference Odenplan, Odengatan 65, Stockholm. Registration starts at 2.00 pm and before the meeting, Bravida's areas of operation will be presented by Bravida employees.

### *Participation, etc*

Shareholders who wish to participate in the meeting must be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 27 April 2016, and notify Bravida of their intention to attend the meeting not later than on Wednesday April 2016 by post to Bravida Holding AB (publ), 126 81 Stockholm, Sweden, by telephone +46 8 695 20 11 or by e-mail to [arsstamma@bravida.se](mailto:arsstamma@bravida.se).

The notification shall set forth the name, personal/corporate identity number, the number of shares held, telephone number (daytime) and, where applicable, number of assistants (not more than two) that the shareholder intends to bring to the meeting. Shareholders to be represented by proxy should submit a power of attorney (original document) and a certificate of registration or equivalent together with the notification of attendance. A proxy form is available at [www.bravidagroup.com](http://www.bravidagroup.com).

Shareholders whose shares are registered in the name of a nominee/custodian must temporarily re-register their shares in their own names to be entitled to participate in the meeting. Shareholders must inform their nominee/custodian of such re-registration well before Wednesday 27 April 2016 by which date such re-registration must have been executed.

There are 202,766,598 shares and 201,686,598 votes outstanding in the company, of which 1,200,000 shares are class C shares entitled to one-tenth vote per share and 201,566,598 shares are ordinary shares entitled to one vote per share. The company is the owner of all 1,200,000 class C shares.

### *Proposed agenda*

1. Opening of the meeting.
2. Election of 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 of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Presentation by the managing director.
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements.
9. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
10. Resolution regarding allocation of the company's result pursuant to the adopted balance sheet.
11. Resolution regarding discharge from liability of the board members and the chief executive officer.
12. Determination of the number of board members and deputy board members and auditors and deputy auditors.
13. Determination of fees for the board members and the auditor.
14. Election of board members, chairman of the board and auditor.
15. Resolution on guidelines for remuneration to the management.
16. Resolution regarding nomination committee.
17. Resolution regarding authorization for the board of directors to resolve to repurchase and transfer of own shares.

18. Resolution regarding introduction of new long term incentive programme.
19. Closing of the meeting.

### **Proposals regarding chairman of the meeting, the board of directors and auditors (items 2, 12, 13 and 14)**

The nomination committee of Bravida, which consists of Monica Caneman (chairman of the board), Jeff Scherer (representing Bain Capital, chairman of the nomination committee), Peter Lagerlöf (representing Lannebo Fonder) and Håkan Berg (representing Swedbank Robur), proposes:

- that the chairman of the board, Monica Caneman, is elected chairman of the meeting (item 2),
- that the board of directors shall consist of seven board members with no deputy members (item 12),
- that the number of auditors shall be one with no deputy auditors (item 12),
- that the fees to the board of directors shall amount to maximum SEK 4,850,000 to be allocated as follows: SEK 1,500,000 to the chairman and SEK 450,000 to each of the other board members, SEK 180,000 to the chairman of the audit committee and SEK 100,000 to each of the other two members of the audit committee and SEK 110,000 to the chairman of the remuneration committee and SEK 80,000 to each of the other two members of the remuneration committee. It is proposed that members connected to Bain Capital shall not be entitled to any fee. Fees to the board members may, if agreed with Bravida, be invoiced by a company, in which case the invoiced fee shall be determined so that it is cost neutral. (item 13)
- that fees to the auditor shall be paid against approved accounts (item 13),
- that the board members Monica Caneman, Michael Siefke, Ivano Sessa och Jan Johansson are re-elected and that Staffan Pahlsson, Cecilia Daun Wennborg and Mikael Norman are elected as new board members, all for the period up until the end of the next annual general meeting (item 14),
- that Monica Caneman is re-elected as chairman of the board (item 14), and
- that KPMG AB is re-elected as auditor for the period up until the end of the next annual general meeting (item 14).

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at [www.bravidagroup.com](http://www.bravidagroup.com) and a presentation of the persons proposed for election is included in the nomination committee's complete proposal to the annual general meeting 2016.

### **Allocation of the company's result (item 10)**

The board of directors proposes that the distributable assets, SEK 4,594,742,067, shall be distributed so that SEK one (1) per share, SEK 201,566,598 in total, are distributed to the shareholders and that the rest of the non-restricted equity of the company, SEK 875,418,441, shall be carried forward. The record date for dividend is proposed to be on Friday 6 May 2016. If the annual general meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Wednesday 11 May 2016.

### **Resolution on guidelines for remuneration to the management (item 15)**

The board of directors proposes that the annual general meeting resolve to approve the board of directors' proposal concerning guidelines for the remuneration and other terms of employment for the company's management in accordance with what is stated below. The board's proposal principally conforms to guidelines previously applied.

#### *Terms of employment and remuneration for the management and general principles for remuneration*

Bravida offers remuneration that is in line with market practice and is based on one fixed and one variable part. Remuneration to the chief executive officer and other members of the management

comprises fixed salary, variable remuneration and pension. "Management" refers to the individuals who together with the chief executive officer constitute the group management. The division between fixed salary and variable remuneration is proportionate to the individual's level of responsibility and degree of influence. The variable remuneration is based on a combination of the result of the business and the group's M&A activity.

The chief executive officer's annual variable remuneration based on the results of the business is capped at 10 months' salary, excluding social security contributions, and the chief executive officer's annual variable remuneration based on the group's M&A activity is capped at SEK 2.3 million, including social security contributions. Department managers in the management group may receive an annual variable remuneration based on the results of the business up to a maximum of 9 months' salary, including social security contributions, whereas the chief financial officer and division managers may receive an annual variable remuneration based on the results of the business up to a maximum of 20 months' salary, including social security contributions. In addition hereto, the annual variable remuneration based on the group's M&A activity is capped at SEK 1.8 million, including social security contributions, for each person entitled to compensation.

Provision is made in the accounts for all variable remuneration, including social security contributions.

From time to time, the board of directors proposes share-based long term incentive programs, which are then considered separately by the general meeting.

Members of the management may receive other customary benefits, such as company car, occupational healthcare, etc.

#### *Pension obligations*

The members of the management domiciled in Sweden are entitled to pension benefits in the range of 28-35 per cent of the respective salary, or in accordance with the applicable ITP pension plan. For members of the management domiciled outside Sweden, the company shall endeavor to apply equivalent pension benefits, although variations that are justified due to local conditions may apply.

Agreements concerning pensions shall, where possible, be based on fixed premiums and must be in accordance with the levels, practice, individual agreements and collective bargaining agreements applicable to the group.

#### *Severance pay*

Members of the management are entitled to a notice period ranging from 6 to 12 months, if the employment is terminated by the employer, and 4 to 6 months, if the employment is terminated by the employee. Upon termination by the employer, members of the management are, in addition to their fixed monthly salary, entitled to severance pay in an amount ranging from 6 to 12 months' salary during the notice period.

Under special circumstances, the board of directors may deviate from the above guidelines.

#### **Resolution regarding nomination committee (item 16)**

The nomination committee proposes that the annual general meeting resolves that the company's nomination committee also ahead of the annual general meeting in 2017 shall consist of a representative of each of the three largest shareholders, based on the number of votes held, together with the chairman of the board. If any of the three largest shareholders declines to appoint a member to the nomination committee, additional shareholders are, by order of size, to be offered appointment until three members are appointed. The names of the members of the nomination committee and the names of the shareholders they represent shall be made public not later than six months before the annual general meeting and be based on shareholding statistics provided by Euroclear Sweden AB per

the last banking day in September 2016. Unless the members of the nomination committee agree otherwise, the member representing the largest shareholder, based on the number of votes held, shall be appointed chairman of the nomination committee. If a shareholder representative no longer represents the owner or leaves the nomination committee before its work is completed, the shareholder shall be entitled to appoint a new member of the nomination committee. A shareholder who has appointed a member of the nomination committee has the right to remove such member and appoint a new member of the nomination committee. In the event a shareholder that has appointed a member is no longer one of the three largest shareholders, based on the number of votes held, the appointed member shall resign and be replaced by a new member in accordance with the above procedure. Unless special circumstances apply, no changes should be made in the composition of the nomination committee as a result of minor changes in voting rights or changes in voting rights which occur later than three months before the annual general meeting. Changes in the composition of the nomination committee shall be made public as soon as possible.

The nomination committee shall prepare and submit proposals to the general meeting on: chairman of the meeting, board members, chairman of the board, board fees to each of the board members and the chairman as well as remuneration for committee work, if any, fees to the company's auditor, and, when applicable, proposal regarding election of new auditor. Further, the nomination committee shall prepare and propose principles for the composition of the nomination committee to the annual general meeting 2017. The nomination committee shall be entitled to charge the company with costs for consultants and other expenses necessary for the nomination committee to carry out its duties. Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur within the framework of its work.

The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

#### **Resolution regarding authorization for the board of directors to resolve to repurchase and transfer of own shares (item 17)**

The board of directors proposes that the annual general meeting authorizes the board of directors to resolve to repurchase, on one or several occasions until the next annual general meeting, as many own shares as may be purchased without the company's holding at any time exceeding 10 per cent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm and only at a price per share within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price.

The board of directors also proposes that the meeting authorizes the board of directors to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. Upon such transfers, the price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice. Transfers of own shares may be made of up to such number of shares as is held by the Company at the time of the board of director's resolution regarding the transfer.

The purpose of the authorization to repurchase own shares is to promote efficient capital usage in the company and to enable the board to finance acquisitions with own shares. The purpose of the authorization to transfer own shares is to enable the board to finance acquisitions with own shares.

#### **Resolution regarding introduction of new long term incentive programme (item 18)**

The board proposes that the annual general meeting resolves to introduce a new long term incentive programme for senior executives and other key employees within the Bravida group ("LTIP 2016") in

accordance with items 18 (a)-(d) below. All resolutions are proposed to be conditional upon one another and are therefore proposed to be adopted in connection with each other.

LTIP 2016 is a three year performance based incentive program, primarily in line with the incentive program adopted in connection with the company's listing.

### **Adoption of an incentive programme (item 18(a))**

#### *Summary of the programme*

The board proposes that the general meeting resolves to adopt LTIP 2016. LTIP 2016 is proposed to include in total 227 senior executives and other key employees within the Bravida group. The participants in LTIP 2016 are required to invest in the group by acquiring shares in Bravida Holding AB (publ) ("**Saving Shares**"). These Saving Shares are received by way of purchase of ordinary shares in Bravida at market value in accordance with the terms set out under "Personal investment" below or transfer of ordinary shares that such participant already holds. The participants will thereafter be granted the opportunity to receive ordinary shares free of charge in accordance with LTIP 2016, so called "**Performance Shares**" in accordance with the terms set out below.

In the event that delivery of Performance Shares cannot be achieved at reasonable costs, with reasonable administrative efforts or due to market conditions, participants may instead be offered a cash-based settlement.

#### *Personal investment*

In order to participate in LTIP 2016, the participant must have made a private investment by acquiring Saving Shares at market value and for a value of not less than SEK 30,000 and up to SEK 300,000 depending on the participants' position in the group and in accordance with what is further described below. For each Saving Share held under LTIP 2016, the company will grant the participants a certain amount of rights to Performance Shares, meaning rights to receive Performance Shares free of charge ("**Rights**"). The number of Rights each participant's Saving Shares entitles to depends on (i) which category each participant belongs to and (ii) the company's fulfilment of the performance conditions. A participant cannot receive more than five Performance Shares per Saving Share.

#### *General terms and conditions*

Subject to the fulfilment of certain performance based conditions for the financial year 2018 and provided that the participant has kept its investment in Saving Shares during the period from the day of allocation of the Rights until the day of the release of the interim report for the period 1 January to 31 March 2019 (the vesting period) and, with certain exceptions, kept its employment within the Bravida group and not given notice of termination at such point in time, each Right entitles the participant to receive one Performance Share free of charge in the company.

#### *Retention and performance conditions*

The number of Rights each of the participant's Saving Share entitles to depends on how the company has fulfilled the performance conditions during the measurement period. The performance conditions are based on the company's normalised accumulated EBITA ("**Group EBITA**"). EBITA is the result before interest, and amortisations, also called operating profit.

The determined levels of the conditions include a "minimum" level and a "maximum" level with a linear interpolation applied between those levels as regards the number of Rights that vest. The minimum level constitutes the minimum level which must be exceeded in order to enable vesting of Rights. Even if the minimum level is not exceeded, each participant will receive one Performance per Saving Share. If the maximum level is reached, all Performance Shares will be allotted. Should the

degree of fulfilment exceed the minimum level but still be between the minimum level and the maximum target, a linear proportional number of Performance Shares will be allotted.

The board intends to disclose the outcome of the performance based conditions in the annual report for the financial year 2018.

### *The Rights*

The Rights shall be governed by the following terms and conditions:

- Rights are granted free of charge as soon as possible after the annual general meeting 2016 and not later than 30 June 2016.
- Vest following the publication of the company's interim report for the period 1 January – 31 March 2019 (the vesting period).
- May not be transferred or pledged.
- Each Right entitles the participant to receive one Performance Share after the end of the vesting period, if the participant, at the time of the release of the interim report for the period 1 January – 31 March 2019, maintains its employment within the Bravida group, has not given notice of termination and maintains the invested Saving Shares.

### *Preparation and administration*

The board, or a committee established by the board for these purposes, shall be responsible for preparing the detailed terms and conditions of LTIP 2016, in accordance with the mentioned terms and guidelines. To this end, the board shall be entitled to make adjustments to meet foreign regulations or market conditions. The board may also make other adjustments if significant changes in the Bravida group or its operating environment would result in a situation where the decided terms and conditions of LTIP 2016 no longer serve their purpose. The board's possibility to make such adjustments does not include the grant of continued participation for senior executives in the company's long-term incentive programmes after the termination of their respective employments.

### *Allocation*

The participants are divided into different categories and in accordance with the above, LTIP 2016 will comprise the following number of Saving Shares and maximum number of Rights for the different categories:

- the CEO: may acquire SEK 300,000 worth of Saving Shares within LTIP 2016, entitling the holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;
- the CFO: may acquire SEK 240,000 worth of Saving Shares within LTIP 2016, entitling the holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;
- other members of the management (ten individuals): may acquire SEK 200,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;
- regional managers (approximately 25 individuals): may acquire up to SEK 50,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;

- department managers and branch managers, whose departments or branches have earned more than 7% Group EBITA and have had a turnover over SEK 50 million over the last three years (approximately 50 individuals): may acquire up to SEK 50,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;
- department managers and branch managers, whose departments or branches have earned more than 4% Group EBITA (but less than 7%) and have had a turnover over SEK 30 million (but less than SEK 50 million) over the last three years (approximately 100 individuals): may acquire up to SEK 30,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than one (1) and up to three (3) Rights per Saving Share;
- certain other managers on group, division or regional level (approximately 30 individuals): may acquire up to SEK 30,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than (1) and up to three (3) Rights per Saving Share; and
- certain other identified key persons (for example in connection with acquisitions): may acquire up to SEK 200,000 worth of Saving Shares within LTIP 2016, entitling each holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share. The maximum worth of Saving Shares allocated to this category is SEK 2,000,000.

#### *Scope and costs of LTIP 2016*

LTIP 2016 will be accounted for in accordance with IFRS 2 which stipulates that the Rights should be recorded as a personnel expense in the income statement during the vesting period. The costs for LTIP 2016 is estimated to amount to approximately SEK 27.6 million, excluding social security costs, calculated in accordance with IFRS 2.

The costs for social security charges are calculated to approximately SEK 8.7 million, based on the above assumptions.

In addition to what is set forth above, the costs for LTIP 2016 have been based on that LTIP 2016 comprises 227 and that each participant makes a maximum investment.

If the maximum result is reached, and all invested Saving Shares are retained under LTIP 2016 and a fulfilment of the performance conditions of 100 per cent, the maximum cost of LTIP 2016 as defined in IFRS 2 is approximately SEK 53.2 million and the maximum social security cost is estimated to approximately SEK 16.7 million.

The costs are expected to have marginal effect on key ratios of the Bravida group.

Upon maximum allotment of Performance Shares, 1,000,000 ordinary shares may be allotted within the framework of LTIP 2016, which would mean a dilution effect of approximately 0.5 per cent of the share capital and the votes in the company in respect of the company's ordinary shares. The dilution effect including existing long-term incentive programs equals maximum approximately 1.1 per cent.

Information on Bravida's existing incentive programs can be found in the Annual Report 2015 and on the company's website, [www.bravidagroup.com](http://www.bravidagroup.com).

#### *Delivery of Performance shares under LTIP 2016*

To ensure the delivery of Performance Shares under LTIP 2016, the board proposes that the general meeting resolves to authorise the board to resolve on a directed issue of Class C shares to a bank in accordance with item 18(b) and further to authorise the board to subsequently resolve to repurchase

the Class C shares from said bank in accordance with item 18(c). The Class C shares will then be held by the company, whereafter the appropriate number of Class C shares will be reclassified into ordinary shares and subsequently be delivered to the participants under LTIP 2016.

The board further proposes that the general meeting resolves that a maximum of 1 000 000 ordinary shares may be transferred to the participants in accordance with the terms of LTIP 2016.

#### *The rationale for the proposal*

The objective of LTIP 2016 is to create conditions for retaining competent employees in the Bravida group. LTIP 2016 has been designed based on the view that it is desirable that senior executives and other key employees within the group are shareholders in the company and that they see that working with a long term horizon pays off. Participation in LTIP 2016 requires a personal investment in Saving Shares.

By offering an allotment of Rights which are based performance based conditions, the participants are rewarded for increased shareholder value. Further, LTIP 2016 rewards employees' loyalty and long-term value growth in the company. Against this background, the board is of the opinion that the adoption of LTIP 2016 will have a positive effect on the Bravida group's future development and thus be beneficial for both the company and its shareholders.

#### *Preparation*

The company's board has prepared LTIP 2016 in consultation with external advisors.

#### ***Authorisation for the board of directors to issue Class C shares (item 18(b))***

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 20 000 by the issue of not more than 1 000 000 Class C shares, each with a ratio value of SEK 0.02. With disapplication of the shareholders' preferential rights, a bank shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to employees under the long term performance based incentive programme.

#### ***Authorisation to resolve to repurchase own Class C shares (item 18©)***

The board proposes that the annual general meeting resolves to authorise the board, during the period until the next annual general meeting, to repurchase its own Class C shares. The repurchase may only be effected through a public offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. The number of shares purchased may not result in the company holding at any time more than 10 per cent of the total number of shares in the company. The purchase may be affected at a purchase price corresponding to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under LTIP 2016.

#### ***Transfer of own ordinary shares (item 18(d))***

The board proposes that the annual general meeting resolves that Class C shares that the company purchases by virtue of the authorisation to repurchase its own Class C shares in accordance with item 18(c) above, following reclassification into ordinary shares, may be transferred to participants in LTIP 2016 in accordance with the approved terms.

The board further proposes that the annual general meeting resolves that a maximum of 1 000 000 ordinary shares may be transferred to participants in accordance with the terms of LTIP 2016.

The board of directors' statements pursuant to Chapter 19, Section 22 of the Swedish Companies Act have been made available together with the proposal.

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A resolution in accordance with the board of directors' proposal in item 16 and 17 shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the meeting and resolutions in accordance with the board of directors' proposal in item 18 shall only be valid where supported by not less than nine-tenths of both the votes cast and the shares represented at the meeting.

The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and all other documents, including the nomination committees' motivated statement, are available at the company's office at Mikrofonvägen 28, in Stockholm and at [www.bravidagroup.com](http://www.bravidagroup.com) no later than three weeks before the meeting and will be sent to shareholders who so request and who inform the company of their postal address.

This notice is a translation of a Swedish notice and in case of any deviations between the both language versions, the Swedish version shall prevail.

Stockholm, April 2016  
**Bravida Holding AB (publ)**  
*The board of directors*