



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

**The shareholders in Bravida Holding AB (publ), reg. no. 556891-5390, are summoned to the annual general meeting to be held on Friday 26 April 2019, at 1.00 pm at the company's offices on Mikrofönvägen 28, Hägersten, Sweden. Registration starts at 12.00 am.**

### ***Participation, etc.***

Shareholders who wish to participate in the meeting must be recorded in the share register maintained by Euroclear Sweden AB on Thursday 18 April 2019, and notify Bravida of their intention to attend the meeting no later than Thursday 18 April 2019 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.bravida.se](http://www.bravida.se).

Shareholders whose shares are registered in the name of a nominee/custodian must temporarily register their shares in their own names to be entitled to participate in the meeting. Such registration must have been effected at Euroclear Sweden AB on Thursday 18 April 2019 and shareholders must, therefore, instruct their nominees well in advance thereof.

There are 203,316,598 shares and 202,281,598 votes outstanding in the company, of which 1,150,000 shares are class C shares entitled to one-tenth vote per share and 202,166,598 shares are ordinary shares entitled to one vote per share. The company currently holds all 1,150,000 class C shares as well as 39,114 ordinary 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 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 a 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 Fredrik Arp (chairman of the board), Marianne Flink (the chairman of the nomination committee, appointed by Swedbank Robur), John Wilson (appointed by Mawer Investment Management) and Peter Lagerlöf (appointed by Lannebo Fonder), proposes:

- that Fredrik Arp, chairman of the board, is elected chairman of the meeting (item 2),
- that the board of directors shall consist of six board members, as appointed by the annual general meeting, 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, including compensation for committee work, shall amount to maximum SEK 4,050,000 to be allocated as follows: SEK 1,150,000 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. The fee to the chairman of the board is raised by SEK 50,000 from last year and the fee to the other members of the board of directors as well as the fee for committee related work remains unchanged from last year (item 13),
- that fees to the auditor shall be paid against approved accounts (item 13),
- that Fredrik Arp, Cecilia Daun Wennborg, Jan Johansson, Mikael Norman, Marie Nygren and Staffan Pålsson are re-elected, all for the period up until the end of the next annual general meeting (item 14),
- that Fredrik Arp is re-elected as chairman of the board (item 14), and
- that KPMG AB is re-elected as auditor, in accordance with the recommendation from the audit committee, for the period up until the end of the next annual general meeting (item 14), whereby it is noted that KPMG intends to appoint Anders Malmby as responsible auditor.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at [www.bravida.se](http://www.bravida.se).

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

The board of directors proposes a dividend of SEK 2.00 per ordinary share. The record date is proposed to be on Tuesday 30 April 2019. If the annual general meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Monday 6 May 2019.



The proposed dividend amounts to a total of SEK 404,254,968. The amount indicated is calculated on the total number of ordinary shares in the company less the company's holding of treasury shares. The board of directors proposes that the remaining profits are distributed so that SEK 3,517,757,028 are transferred to the share premium reserve and that the remaining SEK 882,457,715 are carried forward.

### **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 ten months' salary and the chief executive officer's annual variable remuneration based on the group's M&A activity is capped at SEK 2.8 million. Other senior executives may receive an annual variable remuneration based on the results of the business up to a maximum of between eight and 15 months' salary per person and the annual variable remuneration based on the group's M&A activity is capped at between SEK 1.5 million and SEK 1.6 million per person.

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, health examination, 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 six to twelve months, if the employment is terminated by the employer, and four to six 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 six to twelve 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 on principles for the appointment of a nomination committee in accordance with the following. The company shall have a nomination committee consisting of four members. One of the members shall be the chairman of the board. The three largest shareholders, based on the number of votes held based on shareholding statistics provided by Euroclear Sweden AB per the last banking day in July each year, shall each appoint a member of the nomination committee. 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 right until three members are appointed. The names of the members of the nomination committee and the names of the shareholders who have appointed them shall be made public not later than six months before the annual general meeting. Unless the members of the nomination committee agree otherwise, the member appointed by the largest shareholder, based on the number of votes held, shall be appointed chairman of the nomination committee. If a member leaves the nomination committee before its work is completed, the shareholder who appointed this leaving member 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 above principles for the appointment of a nomination committee are proposed to be applied until further notice.

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. 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 a long-term incentive programme (item 18)**

The board of directors proposes that the annual general meeting resolves to introduce a long-term incentive programme for senior executives and other key employees within the Bravida group ("LTIP 2019") 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 2019 is a three year performance based incentive program, primarily in line with the incentive programmes adopted in connection with the annual general meetings 2016, 2017 and 2018.

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

##### *The programme in summary*

The board of directors proposes that the general meeting resolves to adopt LTIP 2019. LTIP 2019 is proposed to include not more than 200 senior executives and other key employees within the Bravida group. The participants in LTIP 2019 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 2019, 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 2019, 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 2019, 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 2021 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 2022 (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, under the condition that the total share return (Earnings per share, "EPS") at the end of LTIP 2019 amounts to at least the EPS that Bravida had at the start of LTIP 2019 according to the adopted annual account for the fiscal year 2018. 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 of directors intends to disclose the outcome of the performance based conditions in the annual report for the financial year 2021.

### *The Rights*

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

- Rights are granted free of charge as soon as possible after the annual general meeting 2019 and not later than 30 June 2019.
- May not be transferred or pledged.
- Each Right entitles the participant to receive one Performance Share after the three-year vesting period, if the participant, at the time of the release of the interim report for the period 1 January – 31 March 2022, maintains its employment within the Bravida group, has not given notice of termination and maintains the invested Saving Shares.

### *Preparation and administration*

The board of directors, or a committee established by the board of directors for these purposes, shall be responsible for preparing the detailed terms and conditions of LTIP 2019, in accordance with the mentioned terms and guidelines. To this end, the board of directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The board of directors 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 2019 no longer serve their purpose. The board of directors' 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 2019 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 2019, 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 2019, 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 (11 individuals): may acquire SEK 200,000 worth of Saving Shares within LTIP 2019, entitling each holder to allotment of not less than one (1) and up to five (5) Rights per Saving Share;
- regional managers (approximately 35 individuals): may acquire up to SEK 50,000 worth of Saving Shares within LTIP 2019, 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 per cent Group EBITA and have had a turnover over SEK 50 million over the last three years (approximately 60 individuals): may acquire up to SEK 50,000 worth of Saving Shares within LTIP 2019, 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 per cent Group EBITA (but less than 7 per cent) and have had a turnover over SEK 30 million (but less than SEK 50 million) over the last three years (approximately 60 individuals): may acquire up to SEK 30,000 worth of Saving Shares within LTIP 2019, entitling each holder to allotment of not less than one (1) and up to three (3) Rights per Saving Share; and
- certain other managers on group, division or regional level as well as certain key persons (for example in connection with acquisitions) (approximately 32 individuals in total): may acquire either up to SEK 30,000 or up to SEK 50,000 worth of Saving Shares each within LTIP 2019, entitling each holder to allotment of not less than one (1) and up to three (3), alternatively five (5) Rights per Saving Share. The maximum worth of Saving Shares allocated to this category is SEK 1,280,000.

#### *Scope and costs of LTIP 2019*

LTIP 2019 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 2019 is estimated to amount to approximately SEK 24 million, excluding social security costs, calculated in accordance with IFRS 2. The costs for social security charges are calculated to approximately SEK 5,4 million, based on the above assumptions. In addition to what is set forth above, the costs for LTIP 2019 have been based on that LTIP 2019 comprises 200 participants and that each participant makes a maximum investment.

If the maximum result is reached, and all invested Saving Shares are retained under LTIP 2019 and a fulfilment of the performance conditions of 100 per cent, the maximum cost of LTIP 2019 as defined in IFRS 2 is approximately SEK 41.5 million and the maximum social security cost is estimated to approximately SEK 9.1 million.

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

Upon maximum allotment of Performance Shares, 643,867 ordinary shares may be allotted within the framework of LTIP 2019, which would mean a dilution effect of approximately 0.2 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 per cent.

Information on Bravida's existing incentive programs can be found in the Annual Report 2018 and on the company's website, [www.bravida.se](http://www.bravida.se).

#### *Delivery of Performance shares under LTIP 2019*

To ensure the delivery of Performance Shares under LTIP 2019, the board of directors proposes that the general meeting resolves to authorise the board of directors 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 of directors 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 2019.

The board of directors further proposes that the general meeting resolves that a maximum of 643,867 ordinary shares may be transferred to the participants in accordance with the terms of LTIP 2019.

#### *The rationale for the proposal*

The objective of LTIP 2019 is to create conditions for retaining competent employees in the Bravida group. LTIP 2019 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 2019 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 2019 rewards employees' loyalty and long-term value growth in the company. Against this background, the board of directors is of the opinion that the adoption of LTIP 2019 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 of directors has prepared LTIP 2019 in consultation with external advisors.



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

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, during the period until the next annual general meeting, to increase the company's share capital by not more than SEK 12,877.34 by the issue of not more than 643,867 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 LTIP 2019.

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

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, 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 2019.

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

The board of directors 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 2019 in accordance with the approved terms. The board of directors further proposes that the annual general meeting resolves that a maximum of 643,867 ordinary shares may be transferred to participants in accordance with the terms of LTIP 2019.

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

---

A resolution in accordance with the board of directors' proposal in item 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. 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 documentation for resolutions are available at the company's office at Mikrofönvägen 28, in Stockholm and at [www.bravida.se](http://www.bravida.se) no later than three weeks before the meeting. Moreover, the nomination committee's motivated statement is available at the company's above address, as well as at [www.bravida.se](http://www.bravida.se), no later than four weeks before the meeting. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

Bravida Holding AB (publ) has its registered office in Stockholm.



### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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, March 2019  
**Bravida Holding AB (publ)**  
*The board of directors*