



Notice of Extraordinary General Meeting in Bravida Holding AB (publ)

The shareholders in Bravida Holding AB (publ), reg. no. 556891-5390, are summoned to the extraordinary general meeting to be held on Monday 3 June 2019, at 8.30 am at the company's offices on Mikrofonvägen 28, Hägersten, Sweden. Registration starts at 7.45 am.

Participation, etc.

Shareholders who wish to participate in the meeting must be recorded in the share register maintained by Euroclear Sweden AB on Monday 27 May 2019, and notify Bravida of their intention to attend the meeting no later than Monday 27 May 2019 by post to Bravida Holding AB (publ), 126 81 Stockholm, Sweden, by telephone +46 8 695 20 11 or by e-mail to bolagsstamma@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.

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 Monday 27 May 2019 and shareholders must, therefore, instruct their nominees well in advance thereof.

There are 203,316,598 shares and 202,694,600.8 votes outstanding in the company, of which 691,108 shares are class C shares entitled to one-tenth vote per share and 202,625,490 shares are ordinary shares entitled to one vote per share. As of 6 May 2019, the company holds all 691,108 class C shares as well as 495,974 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. Resolution regarding introduction of a long term incentive programme.
 - a. Adoption of an incentive programme.
 - b. (i) Authorisation for the board of directors to issue Class C shares.
(ii) Authorisation for the board of directors to resolve to repurchase own Class C shares.
(iii) Transfer of own ordinary shares.
 - c. Equity swap agreement with a third party.
8. Closing of the meeting.

Resolution regarding introduction of a long-term incentive programme (item 7)



The board of directors proposes that the 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 the below.

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 7(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 this extraordinary 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.

Delivery of Performance shares under LTIP 2019

In order to implement LTIP 2019 in a cost-efficient and flexible manner, the board of directors has considered different methods to ensure delivery of Performance Shares in accordance with LTIP 2019. The board of directors has found the most cost-efficient alternative to be, and thus proposes that the general meeting as a main alternative, resolves to authorise the board of directors to resolve on a directed issue of Class C shares to a bank in accordance with item 7(b)(i) and further to authorise the board of directors to subsequently resolve to repurchase the Class C shares from said bank in accordance with item 7(b)(ii). 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.

Should the majority requirement for item 7(b) below not be met, the board of directors proposes that Bravida shall be able to enter into an equity swap agreement with a third party in accordance with item 7(c) below.

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.

Hedging arrangements in respect of LTIP 2019

Authorisation for the board of directors to issue Class C shares, authorisation for the board of directors to repurchase own Class C shares, as well as, resolution to transfer own ordinary shares (items 7(b)(i)-(iii))

All resolutions under item 7(b)(i)-(iii) are proposed to be conditioned upon each other.

Authorisation for the board of directors to issue Class C shares (item 7(b)(i))

The board of directors proposes that the general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2020, 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 for the board of directors to resolve to repurchase own Class C shares (item 7(b)(ii))

The board of directors proposes that the general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2020, 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 7(b)(iii))

The board of directors proposes that the 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 7(b)(ii) 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 general meeting resolves that a maximum of 643,867 ordinary shares may be transferred to participants in accordance with the terms of LTIP 2019.

Equity swap agreement with a third party (item 7(c))

Should the majority requirement under item 7(b) above not be met, the board of directors proposes that the general meeting resolves that the expected financial exposure of LTIP 2019 shall be hedged so that Bravida can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares of Bravida to the participants in LTIP 2019.

A resolution in accordance with the board of directors' proposal in item 7(b)(i) and 7(b)(ii) shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the meeting. A resolution in accordance with the board of directors' proposals in item 7(b)(iii) 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. Documentation pursuant to Chapter 13, Section 6 of the Swedish Companies Act as well as Chapter 19, Section 22 of the Swedish Companies Act is available at the company's office at Mikrofonvägen 28, in Stockholm and at www.bravida.se no later than three 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, May 2019
Bravida Holding AB (publ)
The board of directors