



# Press release

Stockholm, Sweden,  
March 28, 2025

*N.B. The below is an unofficial translation of the Swedish original, in case of any discrepancies between the Swedish original and the English translation the Swedish text shall prevail.*

## Notice to Annual General Meeting of shareholders in Loomis AB

The shareholders of Loomis AB, Reg. No 556620-8095 ("Loomis" or the "company"), are hereby invited to participate in the annual general meeting (the "AGM") to be held on Tuesday May 6, 2025 at 5 p.m. CEST, in Grünewaldsalen at Stockholm Concert Hall, entrance Kungsgatan 43, Stockholm. Registration for the AGM begins at 4.30 p.m. CEST. Please note that, for security reasons, it is not permitted to bring bags into the meeting room.

The Board of Directors has resolved, in accordance with the provisions of the company's Articles of Association, that shareholders may also exercise their voting rights by postal voting.

### A. RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

#### A) Participation at the meeting venue

A person who wishes to attend the meeting room in person or through a proxy must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB, concerning the circumstances on Friday April 25, 2025; and
- notify the company of their intention to participate in the AGM by post to Loomis AB, "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, by telephone + 46 8 402 90 72 or via the company website [www.loomis.com](http://www.loomis.com), by Tuesday April 29, 2025, at the latest, preferably before 4 p.m. When registering to attend, the shareholder must provide name, personal identity number (corporate identity number), address, telephone number and the number of any representative (no more than two).

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued to the proxy. A proxy form is available on the company website, [www.loomis.com](http://www.loomis.com). If the shareholder is a legal entity, a certificate of registration or a corresponding document for the legal entity shall be attached. In order to facilitate registration at the AGM, the power of attorney as well as the certificate of registration and other authorization documents should be received by the company prior to the AGM.

#### B) Participation by postal voting

A person who wishes to participate in the meeting by postal voting must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB, concerning the circumstances on Friday April 25, 2025; and
- notify their intention to participate in the AGM by submitting its postal vote in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than Tuesday April 29, 2025.

A shareholder who wishes to attend the meeting venue in person or by proxy, must give notice of this in accordance with A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for postal voting. The form is available on the company's website, [www.loomis.com](http://www.loomis.com). The completed and signed postal voting form may be sent by post to Loomis AB, "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, or by email to [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com). The completed form shall be received by Euroclear Sweden AB no later than Tuesday April 29, 2025. Shareholders may also submit their postal votes electronically by verification with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be cast no later than Tuesday April 29, 2025.

The shareholder may not provide special instructions or conditions in the voting form. If so, the postal vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Forms of power of attorney are available on the company's website, [www.loomis.com](http://www.loomis.com). If the shareholder is a legal entity, a certificate of registration or a corresponding document for the legal entity shall be attached to the form.

## Nominee registered shares

A shareholder whose shares are nominee registered through a bank or other nominee must, in addition to giving notice of participation at the AGM, request that their shares be temporarily registered in their own name in the share register kept by Euroclear Sweden AB (so called voting right registration) in order to be entitled to participate at the AGM. The shareholders' register for the AGM, as of the record date Friday April 25, 2025, will take into account voting right registrations completed no later than Tuesday April 29, 2025. Shareholders concerned must, in accordance with each nominee's routines, request that the nominee makes such voting right registration well in advance of that date.

## B. AGENDA

### Proposal for 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 person(s) to approve the minutes.
6. Determination of compliance with the rules of convocation.
7. The President and CEO's report.
8. Presentation of
  - (a) the annual report and the auditor's report and the consolidated financial statements and the group auditor's report, and
  - (b) the statement by the auditor on the compliance with the guidelines for remuneration to group management applicable since the last AGM.
9. Resolutions on
  - (a) adoption of the statement of income and the balance sheet and the consolidated statement of income and the consolidated balance sheet, in each case as per December 31, 2024,
  - (b) appropriation of the company's profit according to the adopted balance sheet,
  - (c) record date for dividend, and

- (d) discharge of the Board members and the President and CEO from liability for the financial year 2024.
- 10. Determination of the number of Board members.
- 11. Determination of fees to Board members and auditor.
- 12. Election of Board members and Chairman of the Board of Directors.
- 13. Election of auditor.
- 14. Resolution on guidelines for remuneration to group management.
- 15. Resolution on approval of the remuneration report.
- 16. Resolution on implementation of a long-term share-based incentive program, including hedging measures through conclusion of a share swap agreement.
- 17. Resolution on authorization of the Board of Directors to resolve on repurchase and transfer of own shares.
- 18. Resolutions on (A) reduction of the share capital by way of cancellation of repurchased shares and (B) increase of the share capital through a bonus issue without issuance of new shares.
- 19. Closing of the Meeting.

## Nomination Committee

At the AGM 2022, principles for the appointment of the Nomination Committee were adopted, entailing that the Nomination Committee shall be composed of representatives of the four largest shareholders in terms of voting rights registered in the shareholders' register maintained by Euroclear Sweden AB as of August 31 the year before the AGM. In certain cases, the composition of the Nomination Committee shall be changed upon ownership changes that takes place after that date.

The Nomination Committee for the AGM consists of the Chairman Elisabet Jamal Bergström (SEB Investment Management), Bernard Horn (Polaris Capital Management), Malin Björkmo (Handelsbanken Fonder) and Robin Nestor (Lannebo Kapitalförvaltning). The Chairman of the Board of Directors, Alf Göransson, has been co-opted to the Nomination Committee.

## Election of Chairman of the Meeting (item 2 on the agenda)

The Nomination Committee has proposed that the Chairman of the Board of Directors, Alf Göransson, is elected as Chairman of the AGM.

## Resolutions on dividend and record date (items 9 (b) and (c) on the agenda)

The Board of Directors proposes a dividend of SEK 14.00 per share.

As record date for the dividend, the Board of Directors proposes Thursday May 8, 2025. Should the AGM resolve in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Tuesday May 13, 2025.

## Proposals for election of Board members, Chairman of the Board of Directors and auditor and resolution regarding fees (items 10–13 on the agenda)

The Nomination Committee has proposed that the AGM resolves on the following:

The number of Board members elected by the AGM shall be seven, with no deputy members. The Nomination Committee proposes re-election of the Board members Alf Göransson, Lars Blecko, Cecilia Daun Wennborg, Liv Forhaug, Johan Lundberg, Santiago Galaz, and Marita Odélius, all for the period up to and including the AGM 2026, with new election of Lars Blecko as Chairman of the Board of Directors.

The reasoned statement of the Nomination Committee is available on the company website, [www.loomis.com](http://www.loomis.com).

Fees to the Board members for the period up to and including the AGM 2026 shall amount to SEK 6,065,000 (5,755,000) in total (based on an unchanged number of committee members) to be distributed among the Board members as follows: the Chairman of the Board of Directors shall according to the proposal receive SEK 1,450,000 (1,400,000) and each of the other Board members shall receive SEK 615,000 (585,000).

The remuneration for committee work shall amount to SEK 350,000 (320,000) for the Chairman of the Audit Committee, amount to SEK 150,000 (150,000) for the Chairman of the Remuneration Committee, amount to SEK 175,000 (150,000) for the members of the Audit Committee and amount to SEK 75,000 (75,000) for the members of the Remuneration Committee.

The accounting firm Deloitte AB is proposed for re-election for a term of one year, in accordance with the recommendation of the Audit Committee. In the event Deloitte AB is elected, the accounting firm has informed that the authorized public accountant Didrik Roos will be the auditor in charge.

The auditor's fee is proposed to be paid according to approved invoice.

## Proposal for resolution on guidelines for remuneration to group management (item 14 on the agenda)

The Board of Directors proposes that the AGM resolves on guidelines for remuneration to group management in accordance with the following.

### 1. Scope of the guidelines

These guidelines concern remuneration and other employment benefits to individuals who, during the time that the guidelines apply, are part of the Loomis group management team, below referred to as the "group management". Furthermore, these guidelines only apply to agreements entered into after the adoption by the AGM and to any changes in existing agreements after the AGM.

If a Board member performs work for Loomis in addition to the assignment as Board member, the Board member shall receive cash remuneration on market terms, with consideration given to the nature of the assignment and the work effort. Such remuneration is resolved by the Board (or, if provided by law, by the general meeting).

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

### 2. Basic principles and forms of remuneration

One aspect of Loomis' strategy is to maintain and evolve the Loomis way of working by developing and stimulating new capabilities and skills. This, in turn, requires that Loomis is able to attract and keep competent management employees. For that reason, Loomis is working on the basis of the fundamental principle that remuneration and other terms of employment to group management are to be competitive and on market terms, which is made possible by these guidelines. Thus, these guidelines are expected to contribute to fulfilling Loomis' business strategy, long-term interests and sustainability. Further information regarding Loomis' business strategy is available on Loomis' website, [www.loomis.com](http://www.loomis.com).

The total remuneration to members of group management may consist of fixed salary, variable remuneration, pensions and other benefits, as further elaborated in the section "*Principles of different types of remuneration*" below. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

As per the time of this proposal, Loomis has a three-year variable share-based incentive program LTIP 2023-2025 (LTIP 2023), resolved by the annual general meeting 2023, in which approximately 70 of Loomis key-employees, including the group management, participate. Furthermore, the Board has proposed to the AGM to resolve on a new three-year variable share-based incentive program, and has also announced its intention to propose corresponding incentive programs at future AGMs. The performance criteria used to assess the outcome are distinctly linked to the business strategy and thereby to the company's long-term value creation, including its sustainability. Participation is also conditional upon the participant's own investment and a holding period of three years.

Since the incentive programs mentioned above are subject to approval by the general meeting, they are excluded from these guidelines.

For more information regarding the above-mentioned programs, please refer to Loomis' website [www.loomis.com](http://www.loomis.com).

### 3. Principles of different types of remuneration

#### *Fixed salary*

The fixed salary for the group management is to be competitive and on market terms and based on the individual executive's area of responsibility, powers, competence and experience.

#### *Variable remuneration*

In addition to a fixed basic salary, the group management may also receive a variable remuneration, which is to be based on the outcome in relation to financial goals and growth targets within the individual area of responsibility (group, region or subsidiary). Variable remuneration may also be linked to individual performance targets. All variable remuneration shall be in accordance with the interests of the shareholders and is thereby expected to contribute to Loomis' business strategy, long-term interests and sustainability. The variable remuneration shall amount to a maximum of 100 percent of the total fixed cash salary during the measurement period for the criteria for awarding variable cash remuneration.

The Remuneration Committee shall, for the Board, prepare, monitor and evaluate matters regarding variable cash remuneration to the group management. Ahead of each measurement period for the criteria for awarding variable cash remuneration, which can be one or several years, the Board shall, based on the work of the Remuneration Committee, establish which criteria that are deemed to be relevant for the upcoming measurement period. After a measurement period has ended, it shall be determined to which extent the criteria have been satisfied. The Remuneration Committee is responsible for the assessment regarding variable remuneration to the CEO. With respect to variable remuneration to other members of group management, the CEO is responsible for the assessment, after consulting the Remuneration Committee. Evaluations regarding fulfilment of financial targets shall be based on established financial information for the relevant period.

Variable cash remuneration can be paid after the measurement period has ended or be subject to deferred payment. The Board shall have the possibility, under applicable law or contractual provisions, subject to the restrictions that may apply under law or contract, to in whole or in part reclaim variable remuneration, for example when it has been paid on incorrect grounds.

#### *Pension*

The pension rights of the group management shall be applicable as from the age of 65, at the earliest. Members of the group management employed in Sweden who are subject to collective agreements (ITP-plan) may, in addition to pension premium contributions according to the applicable ITP-plan, be subject to pension premium contributions up to 30 percent of the pension qualifying income on any amount that

exceeds the salary cap in applicable ITP-plan. To the extent the members of the group management are not subject to an ITP-plan, pension benefits shall be provided pursuant to a defined contribution pension plan equivalent to maximum 30 percent of the fixed annual salary. For members of the group management who are not subject to an ITP-plan, variable remuneration shall not be pension qualifying.

#### *Other benefits*

Other benefits, such as housing allowance, company car, life insurance, supplementary health insurance or occupational health service are to be provided to the extent this is considered to be on market terms in the market concerned for each member of the group management. Premiums and other costs relating to such benefits may amount to not more than 10 percent of the fixed cash salary.

#### 4. Terms at dismissal/resignation

Members of the group management are to be employed until further notice. At dismissal, the notice period for the group management is to amount to a maximum of 12 months with a right to redundancy payment after the end of the notice period, equivalent to a maximum of 100 percent of the fixed salary for a period not exceeding 12 months. At resignation, the notice period shall amount to maximum 6 months, without a right to redundancy pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to redundancy pay. The remuneration shall amount to not more than 60 percent of the monthly income at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

#### 5. Preparation by the Board and decision-making in connection with matters regarding salaries and other benefits for the group management

The Remuneration Committee prepares matters regarding salaries and other terms of employment for the group management, which includes preparing the Board's resolution on proposal for guidelines for remuneration to group management. The Committee has no authority to decide but merely presents its proposal to the Board for adoption. Resolution on remuneration to the CEO is made by the entire Board. For other members of the group management, the decision is made by the CEO after consultation with the Remuneration Committee.

The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the annual general meeting for resolution. The guidelines shall be in force until new guidelines are adopted by the general meeting.

#### 6. Salaries and employment conditions for employees

In the preparation of the Board's proposal for these 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's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to the group management and remuneration to other employees will be disclosed in the remuneration report.

#### 7. Derogation from the guidelines

The Board may 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's resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

8. Significant changes to the guidelines and how shareholders' opinions have been taken into consideration

The proposed amendments principally consist of an alignment of the variable remuneration cap for all individuals of group management (i.e., a maximum of 100 percent of the fixed cash salary) as well as a change which entails that any housing allowance benefit shall be included in the cap that is generally applied for other benefits (i.e., a total of maximum 10 percent of the fixed cash salary).

Loomis has not received any comments from shareholders on the guidelines.

### Proposal for resolution on implementation of a long-term share-based incentive program, including hedging measures through conclusion of a share swap agreement (item 16 on the agenda)

The Board of Directors proposes that the AGM resolves on implementing a new long-term incentive program on the following terms:

1. Background and reasons

The proposal to implement a new long-term incentive program ("**LTIP 2025**") for the group management and other key employees, in total approximately 80 persons, is made in light of the Board of Directors' conviction that the proposed program is beneficial to the company's shareholders as it will strengthen the group's ability to retain and recruit top executives and is expected to further increase alignment between the interests of the participants with those of the shareholders and thereby ensure maximum long-term value creation.

As with the previously resolved long-term incentive programs LTIP 2018, LTIP 2021 and LTIP 2023, the Board of Directors proposes that also LTIP 2025 shall be based on the principles that the participants must invest in Loomis shares, or allocate shares already held to the program, and remain in their respective employment in the group during the term of the program. Further, it is proposed that LTIP 2025, as previous programs, shall consist of a performance share plan as well as a share matching plan. For the performance share plan, it is proposed that LTIP 2025, as in LTIP 2023, shall include a second performance target relating to CO2 emissions reduction in addition to the target relating to earnings per share. The latter is proposed to be determined yearly during the term of the program.

To hedge any delivery of shares to the participants under LTIP 2025, the Board of Directors proposes that Loomis enters into a share swap agreement with a third party.

The Board of Directors' intention is to come back with proposals on corresponding incentive programs at future AGMs.

2. Terms and conditions for participation and acquisition of Saving Shares

Participation in LTIP 2025 is conditional upon the respective participant undertaking, not later than May 21, 2025, to (i) make an own investment in Loomis shares on the stock market and allocate such shares to LTIP 2025, or (ii) allocate shares already held by the participant to LTIP 2025 (provided that such shares have not already been allocated to LTIP 2023) ("**Saving Shares**").

The value of a participant's Saving Shares, which is to be based on the market price of the Loomis share at the time of the participants' investment, shall correspond to (i) a minimum of 2.5 per cent of the

respective participants' gross salary, and (ii) a maximum of 15 per cent for group management and for the other participants 10 per cent of the respective participant's gross salary.

The Board of Directors may extend or postpone the period for undertaking to acquire Saving Shares if the participant is in possession of inside information and thus prohibited from making such undertaking within the prescribed time, however not later than to December 31, 2025.

### 3. Terms and conditions for Matching Shares and Performance Shares

Provided that (i) the participant, with certain exceptions, has remained in his or her employment in the group without intermission until the expiration of the vesting period, which expires on February 28, 2028 (the "**Vesting Period**") and (ii) the participant has not sold or otherwise transferred any Saving Shares before the expiration of the Vesting Period, the participant shall, after the expiration of the Vesting Period and free of charge (except for tax liabilities), be entitled to allotment of (i) one Loomis share for each Saving Share held ("**Matching Share**") and (ii) provided that the Performance Targets (as defined below) have been met additional Loomis shares ("**Performance Shares**").

The Performance Targets that have to be met for allotment of Performance Shares are connected to (i) annual development of earnings per share (the "**EPS Target**"), where one third of the maximum right to allotment of Performance Shares is measured against the outcome for 2025, one third is measured against the outcome for 2026 and one third is measured against the outcome for 2027, and (ii) accumulated CO2 emissions reduction (scope 1 and 2 CO2 emissions combined, with 2019 as the baseline year) (the "**CO2 Target**") (each a "**Performance Target**" and together the "**Performance Targets**"), in both cases during the period January 1, 2025–December 31, 2027 (the "**Performance Period**").

The relative weight between the EPS Target and the CO2 Target being 84 per cent and 16 per cent, respectively, of the maximum right to allotment of Performance Shares.

The Performance Targets, as determined by the Board of Directors, will stipulate minimum and maximum levels with respect to each Performance Target. Due to stock market and competition reasons, the minimum and maximum level for the EPS Target will not be disclosed prior to the end of LTIP 2025. The achievement of the EPS Target shall be determined yearly during the Performance Period, where each year during the Performance Period is compared to the previous year. The Board of Directors considers that the one-year measurement periods for the EPS Target provides a stronger incentive for participants. The achievement of the CO2 Target is determined at one time after the end of the Performance Period for the full Performance Period.

If the minimum target level is not met for any of the Performance Targets, no allotment of Performance Shares shall be made.

If the maximum target level is met or exceeded for both of the Performance Targets, full allotment of Performance Shares shall be made, corresponding to: (i) five Performance Shares for each Saving Share held to the CEO, the Regional President Europe, the Regional President USA and the Group CFO, (ii) four Performance Shares for each Saving Share held to the other members of the group management and (iii) three Performance Shares for each Saving Share held for the other participants.

If the outcome for any Performance Target falls between the minimum target level and the maximum target level, a linear proportioned allotment of Performance Shares shall be made according to the weighting of the Performance Targets set out above.

Allotment of any Matching Shares and Performance Shares, respectively, will take place after the expiration of the Vesting Period. The final total number of Matching Shares and Performance Shares to



be allotted to each participant shall be rounded to the nearest whole number. The Board of Directors intends to present the established Performance Targets in the annual report for the financial year 2027.

LTIP 2025 has a maximum limit in terms of profit for the participants, entailing that if the volume-weighted average price paid for the Loomis share on Nasdaq Stockholm during a period of five trading days immediately preceding the day of allotment of any Matching Shares and Performance Shares, respectively, exceeds SEK 800 per share, the number of Matching Shares and Performance Shares, respectively, that each participant is entitled to will be reduced taking the maximum limit into account.

The participant is not entitled to transfer, pledge or sell the right to obtain Matching Shares and Performance Shares, respectively, or to exercise any shareholders' rights in respect of such shares during the Vesting Period.

#### 4. Form and operation

The Board of Directors shall be responsible for the design and administration of LTIP 2025 and for the detailed terms to be applied between Loomis and the participants in the program in accordance with the terms set out in this proposal.

The Board of Directors shall be entitled to make such minor adjustments of these terms that may be necessary due to legal or administrative conditions. In some cases, the Board of Directors shall furthermore be entitled to reduce the maximum number of Matching Shares and Performance Shares, respectively, to be allotted or, fully or partly, prematurely terminate LTIP 2025 as well as make local adaptations of the program that may be required in order to implement the program in countries concerned at reasonable administrative costs and contributions, including, among other things, to offer cash settlement.

The Board of Directors shall be entitled to resolve on adjusted or changed allotment of Matching Shares and Performance Shares, respectively, (i) for individual participants based on individual circumstances, (ii) if it is otherwise deemed to be suitable or appropriate due to significant changes in Loomis, on the stock market or in the legislation (for example regarding tax) or (iii) if the outcome otherwise is considered unreasonable.

The Board of Directors shall be entitled to resolve on adjusted or changed allotment of Matching Shares and Performance Shares, respectively, or to terminate LTIP 2025 should anyone, alone or together with related persons, acquire such number of shares in Loomis, which, pursuant to applicable regulations, would result in an obligation to make a public offer to acquire the remaining shares in Loomis.

#### 5. Scope

A total of approximately 80 persons will be offered to participate in LTIP 2025. The maximum number of Saving Shares that each participant is entitled to acquire depends on the market price of the Loomis share at the time of the participants' investments. Assuming that the market price of the Loomis share is SEK 400, LTIP 2025 is, in accordance with the above principles and assumptions, expected to comprise a maximum of 300,000 shares in total, which corresponds to approximately 0.44 per cent of the total number of outstanding shares and votes in Loomis. The number of shares that may be transferred under LTIP 2025 shall be subject to customary recalculation due to any split or reverse share split, bonus issue, preferential issue and/or other similar corporate actions.

#### 6. Entering into a share swap agreement

In order to hedge any delivery of Matching Shares and Performance Shares, respectively, the Board of Directors proposes that Loomis enters into a share swap agreement with a third party. The share swap

agreement entails that the third party in its own name shall acquire and transfer Loomis shares to participants in the program.

#### 7. Costs of LTIP 2025

LTIP 2025 will give rise to personnel costs during the Vesting Period, partly in terms of wages and salaries in the accounts, partly in terms of social security contributions. Based on the current market price of the Loomis' share of approximately SEK 400, and assuming an annual increase of the share price of 10 per cent as well as maximum allotment of Matching Shares and Performance Shares, respectively, these costs are estimated to approximately SEK 97m before tax.

The cost for the share swap agreement in accordance with section 6 above is estimated to approximately SEK 4m annually.

The costs of LTIP 2025 are expected to have a marginal effect on the Loomis group's key performance indicators.

The Board of Directors deems that the positive effects on the result that are expected as a result of the participants' increased share ownership through acquisitions of Saving Shares, which may be further increased through LTIP 2025, outweighs the costs related to the program.

#### 8. Preparation of the proposal

LTIP 2025 has been initiated by the Board of Directors of Loomis and has been prepared in consultation with external advisors. LTIP 2025 has been processed in the Remuneration Committee and discussed at Board meetings. The Board of Directors has prepared the parameters of the program.

The Board of Directors has strived to achieve a distinct connection between the Vesting Period and the three year long Performance Period, which entails that the Vesting Period will be slightly shorter than three years since allocation to LTIP 2025 cannot be made before the AGM.

#### 9. Other incentive programs in Loomis

At the time of this proposal, Loomis has one outstanding share related incentive program LTIP 2023, which is mainly based on the same conditions as the above proposed LTIP 2025. For additional information on LTIP 2023, please refer to the annual report for the financial year 2024, note 7.

### Proposal for resolution on authorization for the Board of Directors to resolve on repurchase and transfer of own shares (item 17 on the agenda)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on acquisition of own shares, on the following terms and conditions:

- (i) acquisition may take place on Nasdaq Stockholm, on one or more occasions prior to the next AGM;
- (ii) acquisition may be made of such number of shares that Loomis' holding of own shares does not at any time exceed one tenth of the total number of shares in the company;
- (iii) acquisition may be made at a price which falls within the prevailing price interval registered at each point in time (*i.e.* in the interval between the highest purchase price and the lowest selling price); and
- (iv) payment of acquired shares shall be made in cash.

Furthermore, the Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on transfer of own shares, with or without deviation from the shareholders' preferential rights, on the following terms and conditions:

- (i) transfer may take place on Nasdaq Stockholm and/or outside of Nasdaq Stockholm in connection with acquisition of companies or businesses, on one or more occasions prior to the next AGM;
- (ii) transfer may be made up to such number of shares that are held by Loomis at the time of the Board of Directors' resolution on the transfer; and
- (iii) transfer of shares on Nasdaq Stockholm shall be made at a price which falls within the prevailing price interval registered at each point in time. For transfers outside of Nasdaq Stockholm, payment may be made in cash, non-cash consideration or through set-off and the price is to be determined so that the transfer takes place on market terms.

The purpose of the proposed authorization, and the reason for the deviation from the shareholders' preferential rights as regards the transfer of own shares, is to enable the Board of Directors to continuously adapt Loomis' capital structure to the company's capital requirements and to enable financing of acquisitions by using own shares.

The Board of Directors has presented a reasoned statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

The Board of Directors shall be entitled to resolve on the other terms and conditions for repurchase and transfer of own shares. The Chairman of the Board of Directors, or the person appointed by the Chairman of the Board of Directors, is authorized to make such minor adjustments in the above proposal that may prove to be necessary in connection with execution of the Board of Directors' resolution on repurchase and transfer of own shares.

**Proposal for resolutions on (A) reduction of the share capital by way of cancellation of repurchased shares and (B) increase of the share capital through a bonus issue without issuance of new shares (item 18 on the agenda)**

Loomis has, on the basis of authorizations by previous annual general meetings, acquired own shares. At the time of issue of this notice, Loomis holds 2,514,653 own shares, corresponding to approximately 3.54 per cent of the total number of outstanding shares in the company.

The Board of Directors proposes that the AGM resolves to reduce the share capital by way of cancellation of own shares, and to increase the share capital by way of a bonus issue in accordance with items (A) and (B) below. The resolutions are contingent of each other and are therefore proposed to be adopted as one joint resolution as follows.

#### **(A) Reduction of share capital by cancellation of own shares**

The Board of Directors proposes that the AGM resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity.

The reduction of the share capital shall be made by cancellation of 2,500,000 own shares that are held by the company. The reduction of the share capital will be SEK 13,253,491.02 by way of cancellation of 2,500,000 shares.

The resolution to reduce the share capital under this item (A) may be effectuated without obtaining permission from the Swedish Companies Registration Office or, in the event of a dispute, a general court, as the company simultaneously effectuates a bonus issue, as set out under item (B) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital is reduced.

## **(B) Bonus issue**

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (A) above, the Board of Directors proposes that the AGM simultaneously resolves on a bonus issue to increase the company's share capital by SEK 13,253,491.02 through a transfer of SEK 13,253,491.02 from the company's unrestricted equity. The bonus issue shall be carried out without the issuance of new shares.

## **Statement by the Board of Directors**

In view of the Board of Directors' proposal for resolution on reduction of the share capital through cancellation of shares, the Board of Directors hereby issues the following statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act (2005:551).

It follows from the proposal on reduction of the share capital that the Board of Directors proposes that the company's share capital shall be reduced by SEK 13,253,491.02 through cancellation of 2,500,000 shares for allocation to unrestricted equity.

In order to achieve a quick and efficient cancellation procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the Board of Directors has also proposed that the AGM resolves on restoring the company's share capital to its current amount by increasing the share capital with SEK 13,253,491.02 by way of a bonus issue without issuance of new shares. The amount is to be transferred from the company's unrestricted equity to the company's share capital.

Through the reduction of the share capital due to the cancellation of shares, the company's share capital is reduced by SEK 13,253,491.02 and through the bonus issue the company's share capital is increased by the same amount. The company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue.

Following completion of the reduction of the share capital and the bonus issue, the total number of outstanding shares in the company will amount to 68,500,000.

## **Authorization**

The Board of Directors proposes that the AGM authorize the Board of Directors, or the person appointed by the Board of Directors, to make such minor adjustments to the resolutions according to item (A) and (B) above as may be required for registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

## C. AVAILABLE DOCUMENTATION ETC.

Complete proposals, including the Board of Directors' statement pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act, are set out under the respective items in the notice. The form of power of attorney, the postal voting form and the Nomination Committee's reasoned statement ahead of the AGM is available on the company's website, [www.loomis.com](http://www.loomis.com). The annual report and the auditor's report, the remuneration report, the Board of Directors' statement according to Chapter 18, Section 4 and Chapter 19, Section 22, respectively, of the Swedish Companies Act and the statement by the auditor on the compliance of the guidelines for remuneration to group management, and the auditor's statement pursuant to Chapter 20, Section 14 of the Swedish Companies Act, will be available at the company (Drottninggatan 82, 4th floor, SE-111 36 Stockholm, Sweden) and on the company's website, [www.loomis.com](http://www.loomis.com), no later than as from Tuesday April 15, 2025. Copies of the documentation will also be sent to the shareholders who so request and state their postal address.

## D. NUMBER OF SHARES AND VOTES IN THE COMPANY

At the time of issue of this notice, the total number of shares and votes in the company amounts to 71,000,000. As per the same date, Loomis holds 2,514,653 treasury shares.

## E. SPECIAL MAJORITY REQUIREMENTS

Resolutions in accordance with the Board of Directors' proposal under items 17 and 18 above require the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

## F. SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The Board of Directors and the President and CEO shall, if any shareholder so requests and if the Board of Directors considers that it can be done without significant harm for the company, give information on circumstances that can affect the judgement of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the consolidated financial statements, as well as the company's relation to other companies within the group.

## G. PROCESSING OF PERSONAL DATA

For information about the processing of your personal data, see the privacy policy available on the company's website, [www.loomis.com](http://www.loomis.com).

\* \* \*

Stockholm in March 2025  
*The Board of Directors*  
Loomis AB (publ)

This press release is also available on the company's website, [www.loomis.com](http://www.loomis.com).

For more information, please contact:

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Loomis offers secure and effective comprehensive solutions for managing payments, including the distribution, handling, storage and recycling of cash and other valuables. Loomis' customers are mainly financial institutions and retailers. Loomis operates through an international network of around 400 branches in 27 countries. Loomis employs around 24,500 people and had revenue in 2024 of more than SEK 30 billion. Loomis is listed on Nasdaq Stockholm Large-Cap list.