

**Nederman Holding AB's Annual General Meeting 2019**

The AGM of Nederman Holding AB (publ) took place on 29 April 2019. A total of 26 177 787 shares were represented at the meeting, equivalent to 74,6 % of all shares outstanding.

**Dividend**

The income statement and balance sheets were adopted and the meeting resolved in accordance with the proposal of the Board and the CEO for a dividend for 2018 of SEK 2.30 per share.

**Fees to the Board of Directors and the auditor**

The meeting approved Board fees for 2019 to a total fee of SEK 1,580,000, of which SEK 540,000 to the Chairman of the Board and SEK 260,000 to each of the other AGM elected Board members, with the exception of the CEO.

The meeting approved a remuneration for the Audit Committee of SEK 75,000 to the Chairman and SEK 50,000 to the Board member.

Fee to the auditor shall be paid according to approved invoices.

**Election of the Board of Directors and auditor**

Johan Hjertonsson, Ylva op den Velde Hammargren, Johan Menckel, Gunilla Fransson and Sven Kristensson were re-elected as Board members. Sam Strömerstén was elected as new member of the board. Johan Hjertonsson was elected as the Chairman of the Board. Jan Svensson declined re-election.

Ernst & Young AB was re-elected as accounting firm, until the end of the AGM 2020 with authorised public accountant Staffan Landén as principal auditor.

**Guidelines for remuneration for senior executives**

The AGM resolved in accordance with the Board's proposal for guidelines for remuneration and other terms of employment for senior executives.

**Transfer of own shares under the LTI programme 2017-2018**

The AGM resolved in accordance with the Board's proposal for transfer of own shares under LTI programme 2017-2018. LTI Programme 2017-2018 were closed according to plan on 31 December 2018 and eight senior executives shall receive a bonus in accordance with the programme's terms and conditions. The Board's proposal entails that Nederman Holding AB shall transfer 4,883 own shares to the participants, free of charge, and the participants shall hold the shares for at least three years.

**Introduction of the LTI programme 2019-2020**

The AGM resolved in accordance with the Board's proposal for introduction of the LTI programme 2019-2020 for the CEO, senior executives and senior management positions within the Nederman Group, currently ten persons. Remuneration under the LTI programme shall be a maximum of 35 per cent of an annual salary for the CEO and 14-20 per cent of an annual salary for other senior executives and for the remuneration to be paid it is required that a minimum level of accumulated earnings per share for the financial years 2019 and 2020 is reached or exceeded. The remuneration which, in accordance with the terms and conditions, accrues to the senior executives shall be

invested in Nederman shares. The shareholding must be retained for at least three years. With full outcome, the cost for LTI 2019-2020 will amount to approximately MSEK 4.51.

### **Authorisation for the Board of Directors to acquire and transfer of the company's own shares**

The AGM resolved in accordance with the Board's proposal for authorisation for the Board to acquire and transfer of the company's own shares. The authorisation entails that the Board has the right to acquire and transfer of own shares, respectively, on one or more occasions during the period until the AGM 2020. Acquisition of own shares may take place on Nasdaq Stockholm at a price within the interval between the highest buying price and lowest selling price, respectively, and the company's holdings of own shares may amount to a maximum of ten per cent of all outstanding shares. Transfer of own shares may be made of a maximum number of shares that are held by the company at the time of the Board's decision and which are not required for the delivery of shares under the company's incentive programme. Transfer of own shares may take place on Nasdaq Stockholm and as payment of the purchase price for the acquisition of companies or businesses or in connection with a merger, whereby the payment shall correspond to the assessed market value and may be made in cash, in kind or by set-off of a receivable. Transfer may be made with deviation from the shareholders' preferential rights.

### **Instructions for the Nomination Committee**

The AGM resolved in accordance with the proposal for instruction for the Nomination Committee and shall apply until further notice.

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### **Facts about Nederman**

At Nederman we are dedicated to filtering, cleaning and recycling air to make industrial environments more efficient, safe and sustainable. We shape the future by delivering performance insight, process optimisation and emissions compliance based on an innovative IoT platform in combination with industry leading products and solutions. We have been doing business since 1944 and today we are represented by more than 2300 devoted employees in 50 countries worldwide, making us a leading global company. The Nederman Group is listed on Nasdaq Stockholm. Learn more at [nedermangroup.com](https://nedermangroup.com)

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Corporate registration number: 556576-4205