

Press release, Stockholm, Sweden, 6 May 2009

## **Annual General Meeting of Hexagon AB**

At the Annual General Meeting of Hexagon AB (publ) today, the following was resolved.

### **Election of Board of Directors**

The AGM re-elected the Directors Melker Schörling, Ola Rollén, Mario Fontana, Ulf Henriksson and Gun Nilsson. Melker Schörling was re-elected Chairman of the Board.

Remuneration to the Directors shall be in total 2 075 000 SEK (including remuneration for committee work) to be allocated with 650 000 SEK to the Chairman and 350 000 SEK to each of the other Directors elected by the AGM but not employed by the company. The Chairman of the Remuneration Committee shall receive 75 000 SEK and a member thereof 50 000 SEK, and the Chairman of the Audit Committee 150 000 SEK and a member thereof 100 000 SEK. The auditor shall be remunerated according to agreement.

### **Cash dividend**

In accordance with the proposal of the Board of Directors, the AGM resolved to declare a dividend of 0.50 SEK per share. Record day for the dividend was determined to 11 May 2009. Dividend settlements will be handled by Euroclear Sweden AB (the Swedish Securities Register Centre) and the estimated settlement day will be 14 May 2009.

### **Nomination-, Remuneration- and Audit Committee**

Mikael Ekdahl (Melker Schörling AB), Anders Algotsson (AFA Försäkring), Fredrik Nordström (AMF) and Carl Rosén (Andra AP Fonden) were re-elected and Jan Andersson (Swedbank Robur fonder) was elected as new member of the Nomination Committee in respect of the AGM 2010, whereby Mikael Ekdahl was appointed Chairman of the Nomination Committee.

At the Statutory Board Meeting following the AGM, Melker Schörling was re-elected and Gun Nilsson was elected as members of the Remuneration Committee for the time period until the next Statutory Meeting. For the same term, Gun Nilsson and Mario Fontana were re-elected members of the Audit Committee.

### **Guidelines for remuneration to senior executives**

The AGM resolved on the adoption of guidelines for remuneration to senior executives principally entailing that the remuneration shall consist of a basic salary, a variable remuneration, other benefits and pension and all in all be competitive and in accordance with market practice. The variable remuneration shall be maximized in relation to the basic salary, tied to such performance that the relevant individual may influence and based on the outcome in relation to individual targets. The Board shall annually consider

whether a share- or share price related incentive program shall be proposed to the Annual General Meeting.

The notice period shall normally be six months on the part of the employee. In case of notice of termination by the company, the notice period and the period during which severance payment is paid shall, all in all, not exceed 24 months. The pension rights shall be either benefit or fee-based, or a combination of both, with an individual pension age, however, not lower than 60 years.

#### **Issue in kind**

The AGM resolved on an issue in kind, whereby the company's share capital shall be increased by a maximum of 408 000 SEK by a new issue of not more than 204 000 B-shares. The reason for the issue in kind is that, in connection with Hexagon's acquisition of Leica Geosystems Holdings AG ("Leica") in October 2005, there were approximately 90 000 outstanding options which had been awarded employees within the former Leica Group. Following a merger between Leica and its former wholly-owned subsidiary Leica Geosystems AG, the options relate to shares in latter company. At present there are approximately 13 600 outstanding options.

The right to subscribe for the new Hexagon-shares in the issue in kind is granted to the option holders in Leica Geosystems AG or a bank engaged by Leica Geosystems AG in order to secure an appropriate handling and transfer of B-shares in Hexagon to the option holders. The option holders shall thereby make a contribution in kind of one (1) share in Leica Geosystems AG for each fifteen (15) B shares in Hexagon subscribed for and in addition be entitled to a cash consideration of CHF 473.80 less a pre-determined subscription price according to the option terms. Subscription and payment for the new shares shall take place no later than 20 May 2009, or such later date as decided by the Board of Directors. The new shares shall entitle to dividend resolved upon from the financial year 2010, i.e. also in respect of the financial year 2009.

#### **Transfer of the company's own shares**

The AGM resolved on the transfer of the company's own shares of series B, in order to, as a supplementary alternative to the issue in kind resolved by the AGM, enable the provision of shares to the option holders in Leica Geosystems AG.

The option holders in Leica Geosystems AG shall have the preferential right to acquire the shares, with the entitlement for each and every one of them to receive a cash consideration of CHF 473.80 and acquire a maximum of fifteen (15) shares of series B per option held, meaning that a maximum of 204,000 shares of series B may be transferred. The option holders shall be entitled to acquire shares until 20 May 2009 at the latest. Payment shall be made not later than by 20 May 2009 through transfer of shares in Leica Geosystems AG issued on the basis of outstanding options.

#### **Authorisation of the Board to resolve on acquisition and transfer of the company's shares**

The AGM resolved to authorise the Board of Directors to, on one or several occasions during the time period until the next annual general meeting, resolve on the acquisition and transfer of the company's own shares. Acquisitions and transfers may thereby be made of no more than such number of shares which from time to time represent 10 per cent of the total number of shares in the company. Acquisitions may be made on the NASDAQ OMX Stockholm at the stock-exchange quotation applicable at the time of

acquisition. Transfer may take place with deviation from the shareholders' preferential rights to a third party in connection with the acquisition of a company or business. Payment for shares transferred shall be made by contribution in kind. Transfer in connection with the acquisition of a company may take place at a market value appraised by the Board of Directors. The purpose of the authorisation is to give the Board of Directors the opportunity to adjust the company's capital structure and to finance acquisitions by utilisation of the company's own shares. The authorisation for repurchase also aims at making it possible for the company to utilise repurchased own shares in order to cover the company's future undertakings to deliver shares in accordance with the warrants programme resolved upon by the Extraordinary General Meeting held on 14 December 2007.

### **Conditional amendment of the Articles of Association**

The AGM approved the Board of Directors' proposal regarding amendment of the Articles of Association in respect of notice of General Meetings of shareholders, entailing that notices shall be published in The Official Swedish Gazette (Sw. Post- och Inrikes Tidningar) as well as on the Company's website, and an announcement with information that the notice has been issued shall be published in Dagens Industri. The amendment is conditional upon that the provisions of the Companies Act (Sw. Aktiebolagslagen) regarding notice of General Meetings will be amended and also entails that the provision regarding the time for publishing notices convening General Meetings is removed.

For further information please contact:

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