

## Press Release

Stockholm, Sweden, 13 May 2013

### **Annual General Meeting in Hexagon AB**

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

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

The AGM re-elected the Directors Melker Schörling, Ola Rollén, Gun Nilsson, Ulrik Svensson and Ulrika Francke and elected Jill Smith as ordinary board members. Melker Schörling was re-elected Chairman of the Board.

Remuneration to the Directors shall be allocated with SEK 900,000 to the Chairman and SEK 450,000 to each of the other Directors elected by the AGM and not employed by the company. The Chairman of the Remuneration Committee shall receive SEK 85,000 and a member thereof SEK 60,000, and the Chairman of the Audit Committee SEK 175,000 and a member thereof SEK 125,000. 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 EUR 0.28 per share. Record day for the dividend was determined to 16 May 2013. Dividend settlements will be handled by Euroclear Sweden AB and the estimated settlement day is 23 May 2013.

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

Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder), Anders Oscarsson (AMF Fonder) and Tomas Ehlin (Nordea Fonder) were re-elected as members of the Nomination Committee in respect of the AGM 2014, and Mikael Ekdahl was appointed Chairman of the Nomination Committee.

At the Statutory Board Meeting following the AGM, Melker Schörling and Gun Nilsson were re-elected as members of the Remuneration Committee for the time period until the next Statutory Meeting. For the same term, Gun Nilsson and Ulrik Svensson 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 remuneration, 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 to 60 per cent in relation to the basic remuneration, related to the earnings trend which the relevant individual may influence and based on the outcome in relation to individual targets. However, in relation to two new senior executives employed in the USA a cap of 200 per cent in relation to the basic remuneration currently applies for the variable part of the salary, and will apply going forward. 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.

#### **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. Acquisition shall be made of a maximum of so many shares that the shareholding of the company from time to time does not exceed ten (10) per cent

of all the shares in the company. Acquisitions may be made on NASDAQ OMX Stockholm at the stock-exchange quotation applicable at the time of acquisition. Transfer may be made of a maximum of so many shares which from time to time correspond to ten (10) per cent of all the shares in the company. Transfer may take place with deviation from the shareholders' preferential rights at NASDAQ OMX Stockholm as well as to a third party in connection with the acquisition of a company or business. Payment for shares transferred shall be made in cash, by contribution in kind or by set-off. 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.

#### **Resolution on transfer of own shares**

An Extraordinary General Meeting held on 15 December 2011 resolved that the company, in connection with any request for exercise of the subscription warrants in accordance with the Warrants Programme 2011/2015, with deviation from the shareholders' preferential rights, may transfer repurchased own shares of series B in the company in order to secure the supply of shares to the warrant holders. At the Statutory Board Meeting the Board resolved, on the basis of the authorization by the General Meeting, to utilize the authorization to transfer own shares for this purpose. According to the resolution by the Board, a maximum of 861,090 own shares of series B shall be transferred against payment in the amount of SEK 124 per share, equivalent of the rate for subscription for new shares established in connection with the allotment of the subscription warrants in accordance with the Warrants Programme 2011/2015. Transfer of own shares to warrant holders may take place until the next Annual General Meeting. Currently, Hexagon holds a total of 861,090 own shares of series B of the total number of 353,642,177 issued shares, of which 15,750,000 are shares of series A and 337,892,177 shares of series B. The company's own shares represent 0.24 percent of the total number of shares in the company. Hexagon continually presents the current number of own shares held in the company's quarterly reports.

For further information please contact:

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This press release consists of such information that Hexagon AB (publ) may be obliged to disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 13 May 2013 at 19:00 CET.