



This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

ANNUAL GENERAL MEETING IN HEXAGON AB (publ)

The shareholders of Hexagon AB are hereby invited to attend the Annual General Meeting to be held at 17:00 CET, Tuesday 2 May 2017, at City Conference Center Stockholm (Norra Latin), Drottninggatan 71 B, Stockholm.

A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the Annual General Meeting must:

- (i) be recorded in the share register maintained by Euroclear Sweden AB on Tuesday 25 April 2017, and
- (ii) notify the company of their intention to attend the Annual General Meeting by filling out a form at Hexagon's website, www.hexagon.com, or by post to: Hexagon AB, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by phone +46 8-402 92 21, on Tuesday 25 April 2017 at the latest.

When giving notice of attendance, the shareholder shall state name, personal identity number/corporate identity number, address, telephone number (daytime) and shareholding. For shareholders that will be represented by a proxy, an original proxy to act on behalf of the shareholder shall be attached to the notice of attendance. A proxy form will be held available on the company's website www.hexagon.com and will be sent by post to shareholders that contact the company and state their address. Representative of a legal entity shall also send a copy of the registration certificate or similar documentation of authorisation.

In order to participate at the Annual General Meeting, shareholders with nominee-registered shares should request their bank or broker to have the shares owner-registered with Euroclear Sweden AB. Such re-registration must be made by 25 April 2017, which entails that the nominee should be notified of this in due time before the said 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 two persons to check the minutes.
- 6. Determination of compliance with the rules of convocation.
- 7. The Managing Director's report.

8. Presentation of
 - (a) the Annual Report, the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report for the financial year 2016,
 - (b) statement by the auditor regarding whether the guidelines for remuneration to senior executives, which have been in effect since the last annual general meeting, have been observed, and
 - (c) the proposal of the Board of Directors for dividend and statement thereon.
9. Resolutions regarding
 - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet, as per 31 December 2016,
 - (b) appropriation of the company's profit according to the adopted Balance Sheet and resolution regarding record day, and
 - (c) discharge from liability of the Board of Directors and the Managing Director.
10. Establishment of the number of members and deputy members of the Board of Directors.
11. Establishment of fees to the board members and auditors.
12. Election of board members and auditors.
13. Election of members of the Nomination Committee.
14. Guidelines for remuneration to senior executives.
15. Closing of the Meeting.

Proposals for resolutions

Election of Chairman of the Meeting (item 2)

The Nomination Committee ahead of the Annual General Meeting 2017, consisting of Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder) Anders Oscarsson (AMF and AMF Fonder) and Ossian Ekdahl (Första AP-fonden) has proposed that Mikael Ekdahl shall be elected Chairman of the Annual General Meeting 2017.

Proposal for dividend (item 9 b)

The Board of Directors proposes that a dividend of EUR 0.48 per share be declared for the financial year 2016. As record day for right to receive dividend, the Board of Directors proposes Thursday 4 May 2017. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB starting on Thursday 11 May 2017. Payment is made in EUR, provided that EUR can be received on the shareholder's yield account; if not, payment will be distributed in SEK, whereby currency exchange is made in accordance with Euroclear Sweden AB's applicable procedures.

Proposal for election of the Board of Directors and auditors and resolution regarding fees (items 10-12)

The Nomination Committee has proposed the following:

- The number of board members shall be nine, without any deputy members.

- Fees to the board members shall be distributed as follows: SEK 1,400,000 to the Chairman of the Board, SEK 850,000 to the Vice Chairman of the Board and SEK 550,000 to each of the other members elected at a general meeting and not employed by the company. Remuneration for committee work shall be distributed with SEK 85,000 to the Chairman of the Remuneration Committee and SEK 60,000 to the members of the Remuneration Committee and with SEK 225,000 to the Chairman of the Audit Committee and SEK 175,000 to the members of the Audit Committee.
- Re-election of the board members Ola Rollén, Gun Nilsson, Ulrika Francke and Jill Smith and new election of John Brandon, Henrik Henriksson, Hans Vestberg, Sofia Schörling Högberg and Märta Schörling Andreen as ordinary members of the board. Melker Schörling has declined re-election.
- New election of Gun Nilsson as Chairman of the Board and Hans Vestberg as Vice Chairman of the Board.
- Re-election of the accounting company Ernst & Young AB as auditors of the company, for a one year period of mandate, consequently up to and including the AGM 2018, in accordance with the Audit Committee's recommendation, and it is noted that the accounting company has stated that authorised public accountant Rickard Andersson will be appointed auditor in charge.
- The auditor shall be remunerated according to agreement.

John Brandon (born 1956), spent the last 15 years at Apple, reporting directly to the current President and CEO, Tim Cook, for a number of years. He held various leading roles at Apple including Vice President of the Americas and Asia and more recently, Vice President of International, where he managed Apple's largest revenue stream. John has also held leading roles at many large IT organizations, including President and CEO of Academic Systems. John currently resides in California, USA.

Henrik Henriksson (born 1970), BSc in Economics and Business Administration, currently serves as President and CEO of Scania. Prior to stepping in as President and CEO in 2016, Henrik held various positions within Scania over the last 20 years, including Head of Trucks and Head of Sales and Marketing.

Hans Vestberg (born 1965), BSc in Economics and Business Administration, has extensive experience with Telefonaktiebolaget LM Ericsson, where he held the position of President and CEO between 2010 and 2016. Before he was appointed President and CEO, Hans held several other leading roles at Ericsson including Group CFO, CEO of Ericsson in Mexico and CFO of Ericsson in both Brazil and North America.

Sofia Schörling Högberg (born 1978), BSc in Economics and Business Administration, serves on the Board of Melker Schörling AB (since 2006) and Securitas (since 2005). Sofia has previously served on the Board of Attendo and has also worked as a trademark consultant within Essen International.

Märta Schörling Andreen, (born 1984), BSc in Economics and Business Administration, serves on the Board of Melker Schörling AB (since 2010), AAK (since 2013) and HEXPOL (since 2014). Märta previously worked as a trademark and innovation consultant at Pond Innovation & Design.

Proposal for election of members of the Nomination Committee (item 13)

Shareholders together representing approximately 52 per cent of the number of votes in the company recommend that the Annual General Meeting as regards the Nomination Committee in respect of the Annual General Meeting 2018 resolves as follows.

- The Nomination Committee shall have four members.
- Re-election of Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder), Anders Oscarsson (AMF and AMF Fonder) and Ossian Ekdahl (Första AP-fonden) as members of the Nomination Committee in respect of the Annual General Meeting 2018.
- Election of Mikael Ekdahl as Chairman of the Nomination Committee.
- In case a shareholder, whom a member of the Nomination Committee represents, is no longer one of the major shareholders of Hexagon, or if a member of the Nomination Committee is no longer employed by such shareholder, or for any other reason leaves the Committee before the Annual General Meeting 2018, the Committee shall be entitled to appoint another representative among the major shareholders to replace such member.

Proposal for guidelines for remuneration to senior executives (item 14)

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to the managing director and other senior executives in principle as follows: The remuneration shall consist of basic remuneration, variable remuneration, other benefits and pension. By other senior executives is meant members of the group management. The total remuneration shall be in accordance with market practice and competitive. The variable part of the salary shall be maximised at up to 150 per cent of the basic remuneration, related to the earnings performance on which the individual may have an impact on and based on the outcome in relation to individual targets. The variable remuneration shall not qualify for pension. Each year the Board of Directors shall consider to recommend the Annual General Meeting to resolve on a share or share rate related incentive program. The notice period shall normally be six months on the part of the employee. At dismissal by the company, the notice period and the period during which severance payment is paid, all in all, shall not exceed 24 months. As a general guideline, pension benefits shall be fee based. At present, all senior executives have fee based pension plans. Deviations from this general guideline may be made when appointing new senior executives whose employment agreements already comprise benefit based pension plans. The pension age for senior executives is individual, however, not lower than 60 years. The guidelines shall apply to employment agreements entered into after the resolution by the Annual General Meeting, and to any amendments of existing agreements. The Board of Directors shall have the right to deviate from the guidelines if, in an individual case, there are particular reasons for this.

C. AVAILABLE DOCUMENTS

The accounts, the auditor's report, including the proposal of the Board of Directors regarding guidelines for remuneration to senior executives, as well as the statement by the auditor regarding whether the guidelines for remuneration to senior executives have been observed, the complete proposal for resolution of the Board of Directors with respect to item 14 together with relevant documentation as well as the statement of the Board of Directors for resolution on dividend according to item 9 b) will be available for the shareholders at the company's headquarters in Stockholm as from Tuesday 11 April 2017. Copies of the documents will be sent on request to shareholders who state their address, and will also be available on the company's website www.hexagon.com and at the Annual General Meeting.

D. INFORMATION AT THE ANNUAL GENERAL MEETING

The Board of Directors and the CEO shall at the Annual General Meeting, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or any of its subsidiaries' financial position, and the company's relations to other Group companies.

E. NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares in the company amounts to 360,443,142, of which 15,750,000 are shares of series A (with 10 votes per share), and 344,693,142 series B shares (with 1 vote per share). The total number of votes in the company amounts to 502,193,142.

Stockholm in March 2017
The Board of Directors
Hexagon AB (publ)