



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, Wednesday 29 April 2020, at City Conference Center Stockholm (Norra Latin), Drottninggatan 71 B, Stockholm. Due to the uncertainty regarding the spread of the coronavirus (Covid-19), precautions will be taken. The AGM will be held as short as possible and registration will commence at 16:30 CET. No food will be served.

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 Thursday 23 April 2020, 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 Thursday 23 April 2020 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 23 April 2020, 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 2019,
 - 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 disposition of the company's results.
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 2019,
 - b) appropriation of the company's profit according to the adopted Balance Sheet, 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. Proposal for resolution regarding amendment of the Articles of Association.
16. Closing of the Meeting.

Proposals for resolutions

Election of Chairman of the Meeting (item 2)

The Nomination Committee ahead of the Annual General Meeting 2020, consisting of Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder), Johan Strandberg (SEB Investment Management) and Ossian Ekdahl (Första AP-fonden) has proposed that Gun Nilsson shall be elected Chairman of the Annual General Meeting 2020.

Proposal for appropriation of the company's profit (item 9 b)

Due to current market conditions the Board of Directors proposes the AGM to resolve that no dividend is distributed for the financial year 2019.

However, it is the ambition of the Board of Directors to convene an extraordinary general meeting during the autumn 2020 to resolve on a dividend according to the previously communicated proposal for dividend provided that the market conditions have stabilised. Hexagon has a solid financial position, both in terms of funds and liquidity. The Board of Directors therefore makes the assessment that the level of

dividend will not risk the company's operations or expansion opportunities despite the challenging circumstances. The current market conditions caused by the ongoing spread of the coronavirus (Covid-19) has caused the Board of Directors to take precautionary measures, and the Board of Directors therefore proposes this adjustment compared to the previously communicated dividend.

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 eight, without any deputy members.
- Fees to the board members shall remain unchanged and be distributed as follows: SEK 1,850,000 to the Chairman of the Board and SEK 615,000 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 250,000 to the Chairman of the Audit Committee and SEK 200,000 to the members of the Audit Committee.
- Re-election of the board members Ola Rollén, Gun Nilsson, Ulrika Francke, John Brandon, Henrik Henriksson, Sofia Schörling Höglberg and Märta Schörling Andreen and new election of Patrick Söderlund as ordinary members of the board.
- Re-election of Gun Nilsson as 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 2021, in accordance with the Audit Committee's recommendation, and it is noted that the accounting company has stated that authorised public accountant Andreas Troberg will be appointed auditor in charge.
- The auditor shall be remunerated according to agreement.

Patrick Söderlund (born 1973) is CEO and Chairman of the Board of Embark Studios AB since 2018. Patrick has many years of experience in various senior positions within the American game publisher Electronic Arts and as CEO for the gaming studio DICE. Patrick is also a board member of BIMobjects AB, Peltarion AB, FDGI Holding AB and Nexon Co., Ltd.

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

Shareholders together representing approximately 49 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 2021 resolves as follows:

- The Nomination Committee shall have four members.
- Re-election of Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder) and Johan Strandberg (SEB Investment Management), and new election of Anders Oscarsson (AMF och AMF Fonder) as members of the Nomination Committee in respect of the Annual General Meeting 2021.
- 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 2021, 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 President and CEO and other senior executives as follows. Other senior executives are defined as members of the group management. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

For information regarding the company's business strategy, see www.hexagon.com.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to attract and retain qualified senior executives. To this end, it is necessary that the company offers competitive remuneration on market terms. These guidelines enable the company to offer the executive management a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and consist of fixed cash salary, variable remuneration, other benefits and pension. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related incentive programmes.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration is capped and shall be maximised at up to 150 per cent of the fixed annual cash salary.

For senior executives, pension benefits shall be paid not earlier than from the age of 60 years. As a general guideline, pension benefits for the CEO, including health insurance (*Sw: sjukförsäkring*), shall be fee based. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 20 per cent of the fixed annual cash salary. As a general guideline, pension benefits for other executives, including health insurance, shall be fee based. Deviations from this general guideline may be made when appointing new senior executives whose employment agreements already comprise benefit based pension plans or if the executive is covered by benefit pensions in accordance with mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits only to the extent required by mandatory collective agreement provisions applicable to the executive. The pension premiums for premium defined pension shall amount to not more than 25 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (Sw: *sjukvårdsförsäkring*) and company cars. Premiums and other costs relating to such benefits may amount to not more than two per cent of the fixed annual cash salary.

For employments governed by rules other than Swedish, duly adjustments may be made for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Termination of employment

The notice period for the President and CEO is six months. Upon termination by the company or in case of change of principal ownership the President and CEO is entitled to severance pay equal to 18 months of salary. The period of notice for senior executives is a maximum of 24 months. During the notice period, basic salary is the only severance pay.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to individualised predetermined and measurable criteria. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. The variable cash remuneration is based on results. The design of the criteria for variable cash remuneration contributes to the company's business strategy, long-term interests and sustainability.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable cash remuneration to the President and CEO. For variable cash remuneration to other executives, the President and CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration 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 of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a remuneration committee. Remuneration to the President and CEO and other senior executives shall be prepared by the remuneration committee and resolved by the Board of Directors based on the proposal of the remuneration committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and

submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the remuneration committee are independent in relation to the company and the company management. The President and CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

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

Proposal for resolution regarding amendment of the Articles of Association (item 15)

The Board of Directors proposes that the Annual General Meeting 2020 resolves on amendments of the Articles of Association in accordance with the below in order to adapt the Articles of Association to changes in legislation made since the latest amendment of the Articles of Association and upcoming changes due to the implementation of the EU Shareholder Rights Directive.

§ 1

The term "corporate name" (*Sw. firma*) has been replaced by the term "company name" by the new Swedish Companies Name Act (*Sw. lag om företagsnamn*). The Board of Directors proposes that the wording in § 1 of the Articles of Association is amended so that the term "corporate name" is replaced with "company name".

§ 12

An expected change of legislation during 2020 will entail that the wording in the current Articles of Association regarding the right to participate at general meetings will be in conflict with applicable law. The Board of Directors therefore proposes that the wording in § 12 of the Articles of Association is amended in accordance with the below so that the reference to the obligation for shareholders who wish to participate at general meetings to be included in the share register five working days prior to the general meeting is removed.

<i>Current wording</i>	<i>Proposed wording</i>
<p>To attend a General Meeting the shareholder must be recorded in a transcript or other presentation of the complete share register relating to facts recorded five (5) weekdays prior to the General Meeting and must notify the company of his/her intention to attend the Meeting not later than 12.00 hrs on the date stated in the convening notice. This day must never be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may this day fall earlier than five weekdays before the General Meeting.</p>	<p>To attend a General Meeting the shareholder must be recorded in a transcript or other presentation of the complete share register relating to facts recorded five (5) weekdays prior to the General Meeting and must notify the company of his/her intention to attend the Meeting not later than 12.00 hrs on the date stated in the convening notice. This day must never be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may this day fall earlier than five weekdays before the General Meeting.</p>

§ 13

The Board of Directors proposes that the wording in § 13 of the Articles of Association is amended so that reference is made to the current wording of the title of the statute, that is the Swedish *Central Securities Depositories and Financial Instruments Accounts Act* (1998:1479).

The Board of Directors further proposes that the general meeting authorises the Managing Director or anyone appointed by the Managing Director to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

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 and the complete proposal for resolution of the Board of Directors with respect to items 14-15 together with relevant documentation will be available for the shareholders at the company's headquarters in Stockholm as from Wednesday 8 April 2020. 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 367,550,802 of which 15,750,000 are shares of series A (with 10 votes per share), and 351,800,802 series B shares (with 1 vote per share). The total number of votes in the company amounts to 509,300,802.

F. PROCESSING OF PERSONAL DATA

For information about the processing of your personal data, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>

Stockholm in March 2020

The Board of Directors

Hexagon AB (publ)