



*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.*

## **NOTICE TO THE EXTRAORDINARY GENERAL MEETING IN HEXAGON AB (publ)**

**The shareholders of Hexagon AB are hereby given notice of the Extraordinary General Meeting to be held on Wednesday 17 November 2021.**

In light of the risk of the spread of the coronavirus, the Board of Directors has decided that the Extraordinary General Meeting shall be conducted without physical presence of shareholders, representatives or third parties and that the shareholders before the Meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the Meeting will be disclosed on 17 November 2021, as soon as the outcome of the postal voting has been finally confirmed.

### **A. CONDITIONS FOR ATTENDANCE**

Shareholders who wish to participate in the Extraordinary General Meeting by postal voting must be recorded in the shareholders' register maintained by Euroclear Sweden AB on Tuesday 9 November 2021 and must also give notice of their intention to participate no later than on Tuesday 16 November 2021 by casting their postal votes in accordance with the instructions under the heading "Postal voting" below so that the postal vote is received by Euroclear Sweden AB no later than that day. Please note that the notification to the Extraordinary General Meeting can only be made by postal voting.

For shareholders who have their shares nominee-registered, the following applies in order to be entitled to participate in the Meeting. In addition to giving notice of participation by submitting a postal vote, such shareholder must request their bank or broker to temporarily re-register the shares in the shareholder's own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on Tuesday 9 November 2021. Voting rights registration requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday 11 November 2021 will be taken into account in the preparation of the share register.

### **B. POSTAL VOTING**

The Board of Directors has resolved that shareholders will be able to exercise their voting rights only by postal voting in accordance with Section 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on the company's website [www.hexagon.com](http://www.hexagon.com). Completed and signed forms for postal voting can be sent by mail to Hexagon AB, c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Completed forms must be received by

Euroclear Sweden AB no later than 16 November 2021. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than 16 November 2021.

Shareholders may not submit special instructions or conditions with the postal vote. In such case, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

For questions regarding the postal voting form, please contact Euroclear Sweden AB on + 46 (0)8 402 92 21.

### **C. POWERS OF ATTORNEY**

If the shareholder submits the postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the company's website [www.hexagon.com](http://www.hexagon.com) and will be sent on request to shareholders who state their postal address. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

### **D. AGENDA**

Proposal for agenda

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to check the minutes.
5. Determination of compliance with the rules of convocation.
6. Resolution regarding amendment of the Articles of Association.
7. Establishment of the number of members of the Board of Directors.
8. Election of board members.
9. Establishment of fees to the board members.

#### **Proposals for resolutions**

##### **Election of Chairman of the Meeting (item 1)**

The Nomination Committee, consisting of Mikael Ekdahl (Melker Schörling AB), Jan Dworsky (Swedbank Robur fonder), Caroline Forsberg (SEB Investment Management) and Anders Oscarsson (AMF and AMF Fonder) has proposed that the Chairman of the Board of Directors, Gun Nilsson, or, if she is prevented from fulfilling this role, the person appointed by the Board of Directors, shall be elected Chairman of the Meeting.

##### **Preparation and approval of the voting list (item 2)**

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the general meeting share register and received postal votes, controlled and checked by the persons assigned to check the minutes.

**Election of two persons to check the minutes (item 4)**

The Board of Directors proposes Johannes Wingborg, representing Länsförsäkringar Fondförvaltning and Fredrik Skoglund, representing Spiltan Fonder, or if one or both of them are prevented from participating, the person(s) appointed by the Board of Directors, to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the Meeting.

**Proposal for resolution regarding amendment of the Articles of Association (item 6)**

The Board of Directors proposes that the Meeting resolves on amendment of the Articles of Association in accordance with the below.

Current wording of Section 6, first paragraph of the Articles of Association:

*The Board of Directors shall consist of at least three (3) but not more than nine (9) Directors.*

Proposed wording of Section 6, first paragraph of the Articles of Association:

*The Board of Directors shall consist of at least three (3) but not more than ten (10) Directors.*

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

**Proposal for election of board members and resolution regarding fees (items 7-9)**

The Nomination Committee has proposed the following:

- The number of board members shall be ten, without any deputy members.
- New election of Brett Watson and Erik Huggers as ordinary members of the Board of Directors until the end of the next Annual General Meeting. It is noted that the Board of Directors after the election thereby will consist of Gun Nilsson (Chairman), Ola Rollén, Ulrika Francke, John Brandon, Henrik Henriksson, Sofia Schörling Högberg, Märta Schörling Andreen, Patrick Söderlund, Brett Watson and Erik Huggers.
- The annual fees per board member, as resolved at the Annual General Meeting on 29 April 2021, shall continue to apply entailing a certain increase of the total fees since the number of board members is increased by two. Fees are to be paid to incoming board members pro rata in relation to the board member's actual duty period compared to the whole period from the Annual General Meeting 2021 until the end of the next Annual General Meeting.

**Brett Watson** (born 1980), holding B.S. and M.B.A. degrees from Binghamton University, is the president of Koch Equity Development, an acquisition and investment subsidiary of Koch Industries. Prior to that, Brett led Koch Equity Development's Principal Investment team as its Senior Managing Director. Brett currently serves on the boards of directors of the parent companies of Infor, Getty Images, Transaction

Network Services, MI Windows and Doors, and the Flint Group. Prior to joining Koch in 2010, Brett worked with investment banking, principal investment and private equity. Brett Watson is independent in relation to the company's major shareholders, the company and company management. Brett Watson does not currently hold any shares or other financial instruments in the company.

**Erik Huggers** (born 1974), holding a B.Sc. (Business Economics & Marketing) from Avans University, is a member of WeTransfer's and ProSiebenSat.1 Media's respective supervisory board of directors. Erik previously served as CEO of Vevo and held key executive positions at Verizon Communications, Intel Corporation, BBC and Microsoft Corporation. Erik Huggers is independent in relation to the company's major shareholders, the company and company management. Erik Huggers does not currently hold any shares or other financial instruments in the company.

The Nomination Committee's reasoned statement is available on the company's website, [www.hexagon.com](http://www.hexagon.com).

The Nomination Committee's proposal for new election of board members is conditioned upon the resolution by the General Meeting regarding amendment of the Articles of Association in accordance with item 6 above.

#### **E. AVAILABLE DOCUMENTS**

The proposal of the Board of Directors concerning Item 6 will be available for the shareholders at the company's headquarters at the address Lilla Bantorget 15, SE-111 23 Stockholm, Sweden, and on the company's website [www.hexagon.com](http://www.hexagon.com) as from 27 October 2021. The documents are presented by being available at the company's headquarters and on the company's website. Copies of the documents will be sent on request to shareholders who state their postal address. The general meeting share register will be available at the company's headquarters at the address Lilla Bantorget 15, SE-111 23 Stockholm, Sweden.

#### **F. SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION**

The Board of Directors and the CEO shall, 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. A request for such information shall be made in writing to the company ten days prior to the General Meeting at the latest, i.e. no later than 7 November 2021, at the address Hexagon AB (publ), Box 3692, SE-103 59 Stockholm, Sweden or by e-mail to [agm@hexagon.com](mailto:agm@hexagon.com). The information will be held available on the company's website [www.hexagon.com](http://www.hexagon.com) and on the company's headquarters no later than 12 November 2021. The information is also sent to the shareholders who requested it and stated their postal address.

## **G. NUMBER OF SHARES AND VOTES IN THE COMPANY**

The total number of shares in the company amounts to 2,705,477,888 of which 110,250,000 are shares of series A (with 10 votes per share), and 2,595,227,888 series B shares (with 1 vote per share). The total number of votes in the company amounts to 3,697,727,888. Hexagon AB (publ) holds 7,350,000 of its own Series B shares, corresponding to an equal number of votes, for which the company cannot exercise voting rights.

## **H. PROCESSING OF PERSONAL DATA**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Stockholm in October 2021  
*The Board of Directors*  
**Hexagon AB (publ)**

For further information, please contact:  
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