

Press release

Notice to attend the Annual General Meeting of Addtech AB (publ)

The shareholders of Addtech AB (publ), organisation number 556302-9726, are hereby given notice to attend the Annual General Meeting to be held at 4:00 p.m., Monday, 24 August 2009, at the IVA conference centre, Grev Turegatan 16, Stockholm.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the proceedings of the Annual General Meeting must:

- be entered in the shareholders' register maintained by Euroclear Sweden AB (formerly VPC AB) no later than Tuesday, 18 August 2009.
- notify the Company's head office at Addtech AB (publ.), Box 5112, SE-102 43 Stockholm, Sweden, or by telephone +46 (0)8 470 49 00, fax +46 (0)8 470 49 01 or via the Company's website, www.addtech.com, or by e-mailing info@addtech.com, no later than by 3:00 p.m., Thursday 20 August 2009. Such notice must contain the shareholder's name, personal registration number (organisation number), address, telephone number and the number of shares represented as well as any attending counsel. Details provided will be processed electronically, and will only be used for the purposes of the 2009 Annual General Meeting.

Shareholders whose shares are registered under a trustee must temporarily register their shares in their own name in order to exercise their voting rights at the Annual General Meeting. Such changes in registration must be completed no later than Tuesday, 18 August 2009 in order for due registration to take place.

Where participation will be by proxy, an original copy of the proxy documentation and any document evidencing authority must be submitted to the Company well in advance of the Annual General Meeting. Any such proxy authorisation must not have been issued earlier than one year before the date of the Annual General Meeting. Proxies for legal entities must also submit a certified copy of a certificate of incorporation or equivalent document evidencing authority. The Company provides a proxy form to the shareholders and this form is available at the Company's head office, or on the Company's website.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of Chairman to preside over the Meeting.
3. Compilation and approval of Electoral Register.
4. Approval of agenda.
5. Election of one or two persons to approve the Minutes to be taken at the Meeting.
6. Determination of whether or not the Meeting has been duly called.
7. Presentation of the Annual Accounts and the Audit Report and the Consolidated Financial Statements and the Consolidated Audit Report.
8. Address by the President and Chief Executive Officer.
9. Resolutions
 - a. regarding adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet,
 - b. regarding allocation of the Company's earnings in accordance with the duly adopted Balance Sheet, and
 - c. regarding discharge from liability for the members of the Board of Directors and the President.

10. Report on the work of the Election Committee.
11. Determination of the number of directors.
12. Ratification of fees for the Board of Directors and the auditors.
13. Election of directors and Chairman of the Board of Directors.
14. Election of auditor.
15. Resolution regarding the Election Committee, how members of the Election Committee are to be appointed and the assignment of the Election Committee.
16. Resolution regarding guidelines for compensation of members of senior management.
17. Resolution regarding issuing call options for bought-back shares and the transfer of bought-back shares to management personnel (“the 2009 Share-Related Incentive Scheme”).
18. Resolution regarding conditional amendment to the Articles of Association.
19. Resolution regarding authorisation for the Board of Directors to decide on the purchase and conveyance of own shares.
20. Other matters.
21. Adjournment.

PROPOSED RESOLUTION WITH RESPECT TO ITEMS 2 AND 11-15 ON THE AGENDA

The 2008 Annual General Meeting resolved to give the Chairman of the Board of Directors the assignment of contacting the five known largest shareholders by vote as at 31 December 2008, and to request that they appoint members who, together with Chairman of the Board of Directors, will constitute the Election Committee ahead of the 2009 Annual General Meeting. The Election Committee consists of Anders Börjesson (Chairman of the Board of Directors), Tom Hedelius, Arne Lööw (appointed by the Fourth Swedish National Pension Fund), Marianne Nilsson (appointed by Swedbank Robur) and Pär Stenberg. Anders Börjesson is the Chairman of the Election Committee. The Election Committee, the members of which represent more than 47 percent of the votes in the Company, has entered the following proposals:

2. Election of Chairman to preside over the Meeting

Anders Börjesson as Chairman to preside over the Meeting.

11. Determination of the number of directors

Five directors.

12. Determination of fees for the Board of Directors and the auditors

Total fees to the Board of Directors of SEK 1,250,000, to be distributed as follows: SEK 450,000 to the Chairman of the Board of Directors, SEK 350,000 to the Vice Chairman of the Board of Directors, and SEK 225,000 to each of the other directors appointed by the Annual General Meeting and not employed by the Company. No fees are payable for committee work.

Audit fees will be paid according to approved invoice.

13. Election of directors and Chairman of the Board of Directors

Re-election of directors Anders Börjesson, Eva Elmstedt, Tom Hedelius, Johan Sjö and Lars Spongberg. Urban Jansson has declined to be re-elected.

Anders Börjesson to be appointed to serve as Chairman of the Board.

Descriptions of the members of the Board of Directors can be found in the Company's Annual Report for 2008/2009 and at the Company's website.

14. Election of auditors

For the period up to and including the 2013 Annual General Meeting, the re-election of registered accountancy company KPMG AB is proposed. KPMG AB has announced that it intends to appoint Authorised Public Accountant Joakim Thilstedt as the auditor in charge.

15. Resolution regarding the Election Committee, how members of the Election Committee are to be appointed and the assignment of the Election Committee

It is proposed that the Election Committee shall consist of representatives of the five largest known shareholders by vote as at 31 December 2009 and the Chairman of the Board of Directors, who is also tasked with convening the first meeting of the Election Committee. The Election Committee will appoint a chairman among its members. The composition of the Election Committee shall be announced not later than six months before the 2010 Annual General Meeting.

The mandate period of the Election Committee shall extend until a new election committee has been appointed. The Election Committee shall have the right to receive reasonable compensation for out-of-pocket expenses incurred in the process of evaluation and recruitment. The members of the Election Committee receive no compensation from the Company for their work.

The assignment of the Election Committee shall include evaluating the composition and work of the Board of Directors and providing proposals to the Annual General Meeting in respect of:

- Chairman to preside over the Annual General Meeting;
- Directors and Chairman of the Board of Directors;
- Fees to directors not employed by the Company;
- Where appropriate, election of a registered audit firm and audit fees; and
- Principles for how members of the Election Committee are to be appointed.

In the event that a member of the Election Committee resigns or is prevented from fulfilling the assignment, the remaining members shall, among the shareholders of the Company, be able to appoint a suitable replacement to the Election Committee for the remainder of the mandate period.

PROPOSAL OF THE BOARD OF DIRECTORS WITH RESPECT TO RESOLUTIONS UNDER ITEMS 9b and 16-19**9b. Resolution with respect to disposition of the Company's earnings according to the adopted Balance Sheet**

The Board of Directors proposes a dividend to the shareholders of SEK 5.00 per share (SEK 7.00) and Thursday, 27 August 2009 as the record date for receipt of the dividend. Subject to approval by the Annual General Meeting in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Tuesday, 1 September 2009 to shareholders on record on the record date.

16. Resolution with respect to guidelines for compensation to members of senior management

The Board of Directors proposes that the Annual General Meeting passes a resolution on guidelines for compensation to members of senior management, essentially as follows:

The guidelines shall apply to compensation to the President and the other members of Addtech's Group management ("the Group Management").

Addtech strives to offer total compensation which is reasonable and competitive, and which thereby serves to attract and retain qualified associates. The total compensation, which varies in relation to the individual's and the Group's performance, may consist of the components set out below.

A fixed salary shall constitute the basis for the total compensation. The salary shall be competitive and reflect the responsibility involved in the work. The fixed salary shall be reviewed on an annual basis.

Variable compensation may be based, among other factors, on the Group's growth in earnings, profitability and cash flow. The annual variable portion may be for a maximum of 40 percent of the fixed salary.

The Board of Directors will evaluate on an annual basis whether or not a long-term incentive scheme shall be proposed to the Annual General Meeting and, if such is the case, whether or not the proposed long-term incentive scheme shall include conveyance of shares in the Company.

Retirement pension, health care benefits and medical benefits shall be designed in such a way as to reflect rules, regulations and established practice in the marketplace. Pension plans shall be defined-contribution pension plans to the greatest extent possible.

Other benefits may be provided to individual members or the entire Group Management, and will be designed relative to established practice in the marketplace. These benefits shall not constitute a significant portion of total compensation.

Members of Group Management are obliged to observe a 6-month period of notice in the event of termination at the initiative of the employee and shall have a right to a 12-month period of notice in the event of termination at the initiative of the Company. In the event of termination at the initiative of the Company, members of the Group Management shall have the right to a severance payment equivalent to a maximum of 12 months' salary, in addition to salary and other employment benefits during the period of notice. No severance payment shall be payable in the event of termination at the initiative of the employee.

The Board of Directors shall have the right to deviate from the above mentioned guidelines in individual cases and where special reasons exist. In the event of any such deviation, information about this and the reasons for the deviation shall be reported at the next Annual General Meeting.

The Compensation Committee appointed by the Board of Directors prepares and compiles proposals to the Board of Directors for compensation to the President. Based on proposals by the President, the Compensation Committee makes decisions regarding compensation to the other members of the Group Management. The Board of Directors is informed of the decisions of the Compensation Committee.

17. Resolution regarding issuing call options for bought-back shares and the transfer of bought-back shares to management personnel ("the 2009 Share-Related Incentive Scheme")

The Board of Directors proposes that the Annual General Meeting should pass a resolution to adopt a long-term incentive scheme, the 2009 Share-Related Incentive Scheme ("the Scheme"). The scheme, which it is proposed will include around 22 members of management personnel within the Addtech Group, involves the participants being given the opportunity to acquire, at market price, call options relating to class B shares in Addtech AB (publ) ("the Company") bought back by the Company, with the participants receiving a certain subsidy on premiums paid for the options after two years.

The proposal of the Board of Directors also involves the Annual General Meeting approving the Company – in deviation from the shareholders' preferential rights – transferring up to 236,000 of the Company's bought-back class B shares to the option holders at the agreed exercise price in connection with any exercise of the call options (subject to any recalculations). Finally, the proposal of the Board of Directors also involves the Annual General Meeting approving the possibility of class B shares which the Company has acquired in accordance with previous authorisation being transferred in order to guarantee the provision of shares in accordance with the proposed Scheme. The Company currently holds a total of 589,900 class B shares in the Company.

This proposal has been prepared by the Company's Compensation Committee in consultation with the Company's Board of Directors. The decision to propose the Scheme to the Annual General Meeting was taken by the Board of Directors.

The Scheme involves the following main terms and conditions:

- a) The number of call options to be issued shall not exceed 236,000, corresponding to approximately 1.0% of the total number of shares and approximately 0.7 of the total number of votes in the Company. Each call option entitles the holder to acquire one (1) bought-back class B share in the Company during the period from 3 September 2012 to 14 June 2013 inclusive. Shares may not, however, be purchased during any such period when trading in the Company's shares is forbidden in accordance with § 15 of

the Swedish Reporting Duty for Certain Holdings of Financial Instruments Act (2000:1087) or any other equivalent legislation which applies at any given time.

- b) The purchase price for shares on exercising options shall correspond to 120% of the volume-weighted average of the price paid for the Company's B shares on the NASDAQ OMX Exchange in Stockholm during the period from 31 August 2009 to 11 September 2009 inclusive.
- c) The right to acquire call options shall be granted to the Group Management and approximately 17 members of management personnel within the Addtech Group who are directly able to have an impact on the Group's profits. The President and Chief Executive Officer shall be offered a maximum of 25,000 call options, and other management personnel will be divided into five different categories, in which individuals will be offered a maximum of 18,000 and a minimum of 4,000 call options.
- d) If persons who are entitled to an allocation refrain in full or in part from acquiring call options offered to them, such unacquired call options shall be divided on a pro rata basis between those persons who are entitled to an allocation and who have expressed their interest in acquiring additional call options in writing. Persons who are entitled to an allocation may not come to acquire more than an additional 30% of the original number of call options offered in this manner.
- e) The Board of Directors shall establish with final effect the distribution of call options according to the principles outlined in points 17c) and d) above, and the number of call options the employees within each category shall be offered for acquisition.
- f) Notice of acquiring call options must be given no later than 16 September 2009.
- g) The premium for the call options shall correspond to the market value of the call options as per an external independent valuation, applying an accepted valuation method. The measuring period for underlying share prices on calculating the option premium shall be from 7 September 2009 until 11 September 2009 inclusive.
- h) Issuing call options to employees outside Sweden is dependent on tax effects, there being no legal impediment, and the Board of Directors deeming that such allocation can be carried out with reasonable administrative and financial resources. The Board of Directors shall be entitled to make such minor amendments to the Scheme as required by applicable foreign legislation and regulations.
- i) The call options are freely transferable.
- j) The number of shares which the call options bring entitlement to acquire and the exercise price may be recalculated as a result of e.g. bonus issues, share consolidations or splits, new issues, a reduction in the share capital or similar actions. The point in time at which shares are transferred may be brought forward as a result of any merger or similar actions.
- k) In order to encourage participation in the Scheme, a subsidy shall be paid corresponding to the premium paid for each call option. This subsidy shall be paid during August 2011, providing that the option holder's employment with the Group has not been terminated and that the call options have not been disposed of prior to this point.
- l) Within the constraints of the above terms, conditions and guidelines, the Board of Directors shall be responsible for the further formulation and administration of the Scheme.

The costs of the Scheme consist of the subsidy paid during August 2011 as detailed above and the social security charges payable on this subsidy. The total cost of the subsidy, including social security charges, has been estimated at approximately SEK 2.5 million after corporation tax (calculated based on the prevailing market conditions on the date of this notice). Against this subsidy, the option premium corresponds to a total of approximately SEK 2.6 million which the Company will receive on transferring the call options, as a result of which the Scheme will not involve any net charge to the Company's equity.

The reason for deviating from the shareholders' preferential rights and the Board of Directors' reason for implementing the Scheme is that management personnel within the Addtech Group will be able to take advantage of and work towards an increase in the value of the Company's shares through their own investment. The intention of the Scheme is also to contribute towards management personnel increasing their shareholdings in Addtech in the long term. The Scheme is also expected to create the right conditions for retaining and recruiting skilled personnel for the Addtech Group, to provide competitive remuneration and to unite the interests of the shareholders and the management personnel. Those members of management personnel included in the Scheme are the group who, in an otherwise heavily decentralised organisation, are able to have a positive impact on profits through cooperation between the Group's subsidiaries. On the basis of this, the Board of Directors believes that the introduction of the Scheme will

have a positive effect on the continued development of the Addtech Group, and that the Scheme will benefit both the shareholders and the Company.

There is already a long-term incentive scheme, the 2001/10 Employee Option Scheme, through which 56 members of senior management were issued a total of 700,000 employee options, entitling them to purchase an equal number of class B shares in the Company. The exercise price for these employee options was set at SEK 44.80, and the exercise period runs up until 18 February 2010. On full exercise of the employee options outstanding at the date of this notice, the number of shares would rise by 234,900, corresponding to approximately 1.0% of the total number of shares and approximately 0.7% of the total number of votes in the Company. These 234,900 shares correspond in their entirety to previously bought-back class B shares in the Company.

The resolution proposed by the Board of Directors in accordance with point 17 must be seconded by shareholders representing not less than nine tenths of the votes cast and shares represented at the Annual General Meeting.

18. Resolution regarding conditional amendment to the Articles of Association

The Board of Directors proposes that Article 13, paragraph 1 of the Company's Articles of Association should be amended as follows (amended wording shown in italics):

Current wording

Notice to attend Annual General Meetings and notice to attend Extraordinary General Meetings at which amendments to the Company's Articles of Association will be dealt with shall be issued no earlier than six weeks and no later than four weeks before the meeting. Notice to attend other Extraordinary General Meetings shall be issued no earlier than six weeks and no later than two weeks before the meeting. Notice to attend shall be given by advertising in the Swedish Official Gazette and in Svenska Dagbladet.

Proposed wording

Notice to attend Annual General Meetings and General Meetings shall be given by advertising in the Swedish Official Gazette *and on the Company's website. The fact that notice to attend has been given shall be advertised at the same time in Svenska Dagbladet.*

The Board of Directors also proposes that the resolution by the Annual General Meeting on amending the Company's Articles of Association should be conditional on an amendment to the manner of giving notice to attend General Meetings in the Swedish Companies Act (SFS 2005:551) having entered into force, meaning that the proposed wording of Article 13, paragraph 1 above is compatible with the Swedish Companies Act.

Finally, the Board of Directors proposes that the Annual General Meeting passes a resolution that the President and Chief Executive Officer should be authorised to make minor adjustments to the above resolution as may be necessary in connection with registering the resolution with the Swedish Companies Registration Office.

The resolution proposed by the Board of Directors in accordance with point 18 must be seconded by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

19. Authorisation for the Board of Directors to decide on the purchase and conveyance of own shares

The Board of Directors proposes that the Annual General Meeting passes a resolution authorising the Board of Directors to decide – during the period until the next following Annual General Meeting – to repurchase up to the maximum number of class B shares so that the Company's holding of own shares at any given time does not exceed 10 percent of the total number of shares outstanding in the Company. Purchases shall be made on the NASDAQ OMX Exchange in Stockholm at a price within the price range registered at any given time, which is the interval between the highest purchase price and the lowest sale price.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors – during the period until the next Annual General Meeting – to sell its own shares held in treasury in conjunction with acquisitions of companies or businesses in ways other than on the NASDAQ OMX Exchange in Stockholm. The authorisation may be exercised on one or more occasions and includes all

shares held in treasury by the Company at the time of the decision of the Board of Directors. The authorisation includes a right to decide to deviate from shareholders' preferential rights and that payment may be effected in forms other than money.

The purpose of repurchasing own shares is to allow for adaptation of the Company's capital structure, and also to enable the Company to pay for future acquisitions using the Company's own shares. The holding of own shares also secures the Company's obligations under the option scheme for members of senior management resolved in December 2001 and under the share-related incentive scheme proposed in accordance with point 17 above.

The resolution proposed by the Board of Directors in accordance with point 19 must be seconded by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

SHARES AND VOTES

The Company has issued a total of 22,732,832 shares. 1,102,470 of these are class A shares and 21,630,362 are class B shares, of which 589,900 are held by the Company. The total number of votes, after deducting the shares held by the Company, is 32,065,162. This information relates to the situation at the time of issuing this notice.

DOCUMENTATION

The reporting documents, the auditor's report and the Board of Directors' full proposals in accordance with points 9b (including the Board of Directors' statement in accordance with chapter 18, § 4 of the Swedish Companies Act), 16 (including the auditor's statement in accordance with chapter 8, § 54 of the Swedish Companies Act), 17, 18 and 19 (including the Board of Directors' statement in accordance with chapter 19, § 22 of the Swedish Companies Act) on the agenda will be available from the Company from Monday 10 August 2009 onwards, and will be sent to those shareholders who request this and provide their postal addresses. These documents will also be available on the Company's website from the same time. The Election Committee's proposals and details of all proposed members of the Board of Directors will be available on the Company's website from the date of issue of this notice.

Stockholm, July 2009

The Board of Directors

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Addtech is a technology trading group that develops and sells hi-tech components and systems to industrial companies and the service industry in selected niche areas. The Group has an annual revenue of approximately SEK 4.2 billion and about 1,400 employees. Its customers are mainly manufacturing companies in the engineering, vehicle, telecoms and electronics industries and laboratories in the fields of health care and research in the Nordic region. Addtech provides its customers with technological and financial added value.
Addtech is listed on NASDAQ OMX Stockholm.

Addtech AB (publ) is required to disclose the information provided herein pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. The information was submitted for publication at 9:00 AM (CET) on 17 July 2009.