



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, Friday 9 May 2014, at Operaterrassen, Karl XII's Torg, 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 Saturday 3 May 2014, 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", P.O. Box 3692, SE-103 59 Stockholm, Sweden or by e-mail to bolagsstamma@hexagon.com, on Monday 5 May 2014 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. Original proxy to act on behalf of a 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 registration certificate or similar documentation of authorisation.

In order to participate in the proceedings 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 3 May 2014, 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 2013,
 - (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 thereto.
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 2013,
 - (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 fee 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. Authorisation for the Board of Directors to resolve on the acquisition and transfer of the company's own shares.
16. Closing of the Meeting.

Proposals for resolutions

Election of Chairman of the Meeting (item 2)

The Nomination Committee for the Annual General Meeting 2014, consisting of Mikael Ekdahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder) Anders Oscarsson (AMF Fonder) and Bengt Belfrage (Nordea Fonder), has proposed that Melker Schörling, Chairman of the Board, shall be elected Chairman of the Annual General Meeting 2014.

Proposal for dividend (item 9 b)

The Board of Directors proposes that a dividend of EUR 0.31 per share be declared for the financial year 2013. As record day for right to receive dividend, the Board of Directors proposes Wednesday 14 May 2014. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB starting on Wednesday 21 May 2014. 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 six, without any deputy members.
- Fees to the board members shall be distributed as follows: SEK 1,000,000 to the Chairman of the Board and SEK 475,000 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 member of the Remuneration Committee and with SEK 175,000 to the Chairman of the Audit Committee and SEK 125,000 to member of the Audit Committee.
- Re-election of the board members Melker Schörling, Ola Rollén, Gun Nilsson, Ulrik Svensson, Ulrika Francke and Jill Smith as ordinary members of the board.
- Election of Melker Schörling 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 2015, whereby 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.

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 2015 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 Fonder) and Bengt Belfrage (Nordea Fonder), as members of the Nomination Committee in respect of the Annual General Meeting 2015.
- 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 2015, 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 the main meaning as follows: The remuneration shall consist of a basic remuneration, a 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 60 per cent in relation to the basic remuneration, related to the earnings trend on which the individual may have an impact and based on the outcome in proportion to targets set

up individually. However, in relation to two new senior executives employed in the US 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. In addition, for one senior executive the variable remuneration is maximised at 70 per cent in relation to the basic remuneration. 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 notice of termination by the company, the notice period and the period during which severance payment is paid, all in all, shall not exceed 24 months. Pension benefits shall either be benefit or fee based, or a combination of both, with an individual pension age, however, not lower than 60 years. The guidelines shall apply to employment agreements entered into after the resolution of 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.

Proposal for authorisation of the Board of Directors to resolve on the acquisition and transfer of the company's own shares (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, until the next annual general meeting, on one or several occasions, to resolve on 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 be made with deviation from the shareholders' preferential rights at NASDAQ OMX Stockholm as well as to a third party in connection with 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 an acquisition of a company may be made 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 according to this item shall be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the 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, the complete proposal for resolution of the Board of Directors with respect to item 15 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 to the shareholders at the company's headquarters in Stockholm as from Thursday 17 April 2014. 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 355,281,887, of which 15,750,000 shares are of series A (with 10 votes per share), and 339,531,887 shares are of series B (with 1 vote per share). The total number of votes in the company amounts to 497,031,887.

Stockholm in April 2014
The Board of Directors
Hexagon AB (publ)