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## Press Release

Stockholm, Sweden, 6 May 2015

### **Annual General Meeting in Hexagon AB**

At the Annual General Meeting in Hexagon AB (publ) today, the following was resolved.

#### **Election of Board of Directors**

The AGM re-elected the Directors Melker Schörling, Ola Rollén, Gun Nilsson, Ulrik Svensson, Ulrika Francke and Jill Smith as ordinary board members. Melker Schörling was re-elected Chairman of the Board.

Remuneration to the Directors shall be allocated with SEK 1,100,000 to the Chairman and SEK 500,000 to each of the other Directors elected by the AGM and not employed by the company. The Chairman of the Remuneration Committee shall receive SEK 85,000 and a member thereof SEK 60,000, and the Chairman of the Audit Committee SEK 200,000 and a member thereof SEK 150,000. The auditor shall be remunerated according to agreement.

#### **Cash dividend**

In accordance with the proposal of the Board of Directors, the AGM resolved to declare a dividend of EUR 0.35 per share. Record day for the dividend was determined to 8 May 2015. Dividend settlements will be handled by Euroclear Sweden AB and the estimated settlement day is 18 May 2015.

#### **Nomination-, Remuneration- and Audit Committee**

The AGM re-elected Mikael Ek Dahl (Melker Schörling AB), Jan Andersson (Swedbank Robur fonder), Anders Oscarsson (AMF Fonder) and new elected Henrik Didner (Didner & Gerge Fonder) as members of the Nomination Committee in respect of the AGM 2015, Mikael Ek Dahl was appointed Chairman of the Nomination Committee.

At the Statutory Board Meeting following the AGM, Melker Schörling and Gun Nilsson were re-elected as members of the Remuneration Committee for the time period until the next Statutory Meeting. For the same term, Gun Nilsson, Jill Smith and Ulrik Svensson were re-elected members of the Audit Committee.

#### **Guidelines for remuneration to senior executives**

The AGM resolved on the adoption of guidelines for remuneration to senior executives principally entailing that the remuneration shall consist of a basic remuneration, a variable remuneration, other benefits and pension and all in all be competitive and in accordance with market practice. The variable remuneration shall be maximized to 60 per cent in relation to the basic remuneration, related to the earnings trend which the relevant individual may influence and based on the outcome in relation to individual targets. However, in relation to six senior executives, the variable remuneration shall be maximized to between 70 and 200 per cent of the basic remuneration in accordance with previously concluded agreements. The variable remuneration shall not qualify for pension. The Board shall annually consider whether a share or share price related incentive program shall be proposed to the Annual General Meeting.

The notice period shall normally be six months on the part of the employee. In case of notice of termination by the company, the notice period and the period during which severance payment is paid shall, all in all, not exceed 24 months. As a general guideline, pension rights shall be fee based, with an individual pension age, however, not lower than 60 years.

#### **Amendment of the articles of association**

In order to enable future issues of series B shares at exercise of the subscription warrants in accordance with the subscription warrants programme 2015/2019, the AGM resolved to make a minor amendment of the Articles of Association. The limits of series B shares, set forth in Section 4, fourth paragraph of the Articles of Association, in relation



to issued shares in in the Company, shall be amended from 95.6 per cent of the shares issued at each time to 96 per cent of the shares issued.

### **Warrants Programme 2015/2019**

The Annual General meeting resolved to implement a warrants programme for the CEO, group management, division management, senior executives and key employees in the Hexagon Group through a directed issue of maximum ten million (10,000,000) subscription warrants.

The right to subscribe for the subscription warrants shall be granted to Hexagon Förvaltning AB, a wholly-owned subsidiary of Hexagon AB for subsequent transfers to around 200 participants identified by the Board of Directors to the issue rate of SEK 25 per subscription warrant. The issue rate may be adjusted in case of material changes in the price of Hexagon AB's share from the time of this notice until subscription is made by Hexagon Förvaltning AB.

Each subscription warrants entitles to subscribe for one series B share in Hexagon AB during the period commencing on 1 June 2018 up to and including 31 December 2019. The subscription rate for one new share shall be based on a market valuation of the subscription warrants including the issue rate per subscription warrant, which shall be established by an independent valuation institute in accordance with an established valuation method (Black & Scholes) in connection with the allotment of the warrants to Hexagon Förvaltning AB. The proposed issue of subscription warrants entails a dilution of maximum approximately 2.7% in relation to the number of shares in the company.

The reasons for deviation from the shareholders' preferential rights are that Hexagon AB wishes to introduce a warrants programme intended for allotment to senior executives and key employees within the Hexagon Group, whereby they will be offered the opportunity to take part in a value increase of the company's share. This is expected to increase the interest in the company's development – as well as in the company's share price development – and to stimulate a continued company loyalty over the forthcoming years.

### **Authorisation of the Board to resolve on acquisition and transfer of the company's shares**

The AGM resolved to authorise the Board of Directors to, on one or several occasions during the time period until the next Annual General Meeting, resolve on the 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 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 take place with deviation from the shareholders' preferential rights at Nasdaq Stockholm as well as to a third party in connection with the 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 the acquisition of a company may take place 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.

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*Hexagon's solutions integrate sensors, software, domain knowledge and customer workflows into intelligent information ecosystems that deliver actionable information. They are used in a broad range of vital industries.*



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*Hexagon (Nasdaq Stockholm: HEXA B) has more than 15,000 employees in 46 countries and net sales of approximately 2.6bn EUR. Learn more at [www.hexagon.com](http://www.hexagon.com).*

This press release consists of such information that Hexagon AB (publ) may be obliged to disclose in accordance with the Swedish Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 6 May 2015 at 19.00 CET.