

Press release, Stockholm, Sweden, 2 April 2009

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 5 p.m., Wednesday 6 May 2009, at Kungl. Ingenjörsvetenskapsakademien (IVA), Grev Turegatan 16, 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 (previously VPC AB) on Wednesday 29 April 2009, and
- (ii) notify the company of their intention to attend the Annual General Meeting at the address: Hexagon AB, "Annual General Meeting", P.O. Box 3692, SE-103 59 Stockholm, Sweden or by e-mail to bolagsstamma@hexagon.se, at 12.00 hrs, Thursday 30 April 2009 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. The original proxy to act on behalf of a shareholder shall be attached to the notice of attendance. A proxy form will be available on the company's website www.hexagon.se and will be sent by mail to shareholders that contact the company and state their address. A representative of a legal entity shall also send a copy of the legal entity's registration certificate or similar papers 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 temporarily owner-registered with Euroclear Sweden AB. Such re-registration must be made by Wednesday 29 April 2009, which means that the nominee should be notified of this in due time before such 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 one or 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 2008,
 - 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 a related statement.
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, all as per 31 December 2008,
 - 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 remuneration to the board members and auditors.
 12. Election of board members.
 13. Election of members of the Nomination Committee.
 14. Guidelines for remuneration to senior executives.
 15. Issue in kind.
 16. Transfer of the company's own shares
 17. Authorisation for the Board of Directors to resolve on the acquisition and transfer of the company's own shares.
 18. Conditional amendment of the Articles of Association
 19. Closing of the Meeting.

Proposal for decisions

Election of Chairman of the Meeting (item 2)

The Nomination Committee for this year's Annual General Meeting, consisting of Mikael Ekdahl (Melker Schörling AB), Anders Algotsson (AFA Försäkring), Marianne Nilsson (Swedbank Robur fonder), Fredrik Nordström (AMF) and Carl Rosén (Andra AP Fonden), has proposed that Melker Schörling, Chairman of the Board, shall be elected Chairman of the Annual General Meeting 2009.

Proposal for dividend (item 9 b)

The Board of Directors proposes that a dividend of SEK 0.50 per share be declared for the financial year 2008. As record day for the right to the cash dividend, the Board of Directors proposes Monday 11 May 2009. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting on Thursday 14 May 2009.

Proposal for election of the Board of Directors and resolution regarding fees (items 10-12)

The Nomination Committee will at the Annual General Meeting, in connection with the election of the Board of Directors and the resolution regarding remuneration, present and make a statement regarding the proposal below and give an account of its work.

The Nomination Committee has proposed the following:

- The number of board members shall be five, without any deputy members.

- Fees to the board members shall unchanged be distributed as follows: SEK 650 000 to the Chairman of the Board and SEK 350 000 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 75 000 to the Chairman of the Remuneration Committee and SEK 50 000 to members of the Remuneration Committee and with SEK 150 000 to the Chairman of the Audit Committee and SEK 100 000 to members of the Audit Committee.
- Re-election of the board members Melker Schörling, Ola Rollén, Mario Fontana, Ulf Henriksson and Gun Nilsson.
- Election of Melker Schörling as Chairman of the Board.
- The auditor shall be remunerated according to agreement.

At the Annual General Meeting 2008 the accounting firm Ernst & Young AB was re-elected auditor, with the authorised public accountant Hamish Mabon as chief auditor, for a term of office of four years.

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

Shareholders that together represent approximately 63 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 2010, resolves as follows.

- The Nomination Committee shall have five members.
- Re-election of Mikael Ekdahl (Melker Schörling AB), Anders Algotsson (AFA Försäkring), Fredrik Nordström (AMF) and Carl Rosén (Andra AP Fonden), and new election of Jan Andersson (Swedbank Robur fonder), as members of the Nomination Committee in respect of the Annual General Meeting 2010.
- Election of Mikael Ekdahl as Chairman of the Nomination Committee.
- In case a shareholder, who is represented by a member of the Nomination Committee, 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 2010, 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 which are summarised 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, business area Presidents, the Vice President of Strategy and the CFO. The total remuneration shall be in accordance with the market practice and competitive. The variable part of the salary shall be maximised 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. 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, in the aggregate, 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 an issue in kind (item 15)

When Hexagon acquired Leica Geosystems Holding AG ("Leica") in October 2005 there were approximately 90 000 outstanding options awarded to employees within the former Leica Group under to incentive programs. Each option entitled the holder to subscribe for an equal number of new shares in Leica at a pre-determined subscription price. After Hexagon's acquisition of Leica, the incentive programs have been modified so that one option entitles the holder to the same consideration per share as applied in the bid for Leica. Thereafter, Leica was merged with its previously wholly-owned subsidiary Leica Geosystems AG, whereupon the option terms were again modified in a way that one option entitled the holder to the same consideration per share as in the bid for Leica, i.e. CHF 440 plus five (5) B shares in Hexagon, against a transfer to Hexagon of the share in Leica Geosystems AG issued on exercise of the option, and a cash consideration as compensation for the dilution arising as a consequence of the new Hexagon share bonus issue in the spring of 2006. After this 2006 bonus issue, the 3:1 split of the company's shares resolved at the Annual General Meeting 2007 and last year's distribution of shares in Hexpol AB, an option now entitles the holder to an adjusted cash payment of CHF 473.80 plus fifteen (15) Series B shares in Hexagon. Hexagon has reserved the right to pay a cash consideration corresponding to the established value of fifteen (15) Series B shares in Hexagon at the respective time of the exercise of the options. At present there are approximately 13 600 outstanding options.

The essence of the Board's proposal is:

that the share capital of the company shall be increased by a maximum of SEK 408 000 by a new issue of not more than 204 000 Series B shares;

that the right to subscribe for the new shares shall be granted to holders of options in Leica Geosystems AG or a bank engaged by Leica Geosystems AG in order to secure an appropriate handling and transfer of Series B shares in Hexagon to the option holders;

that subscription for the new shares shall take place no later than 20 May 2009, or such later date as decided by the Board of Directors;

that payment for the new shares shall be made no later than 20 May 2009, or such later date as decided by the Board of Directors, by transfer of shares in Leica Geosystems AG issued on the basis of outstanding options (contribution in kind); and

that the new shares shall entitle the holder to dividends decided during the financial year 2010, i.e. also for the dividend decided in 2010 in respect of financial year 2009.

Considering that the option holders are employed in the Hexagon Group, the proposal of the Board of Directors is subject to the resolution of the Annual General Meeting being supported by shareholders representing at least nine-tenths of the votes cast as well as the

number of shares represented at the Meeting in accordance with the provisions in Chapter 16, Section 8 of the Companies Act (2005:551).

Proposal for transfer of the company's own shares (item 16)

The Board of Directors proposes that the Annual General Meeting resolves on the transfer of the company's own Series B shares, in order to, as an alternative to the issue in kind pursuant to item 15, enable the providing of shares to the option holders in Leica Geosystems AG as referred to above. The transfer shall take place pursuant to the following principal conditions. The option holders in Leica Geosystems AG, as referred to above, shall have the preferential right to acquire a maximum of fifteen (15) Series B shares per owned option. As a consequence hereof, the maximum number of shares that are allowed to be transferred is 204,000 shares of series B. The option holders shall be entitled to acquire shares until 20 May 2009 at the latest. Payment shall be made not later than by 20 May 2009 through transfer of shares in Leica Geosystems AG issued on the basis of outstanding options.

Considering that the option holders are employed in the Hexagon Group, the proposal of the Board of Directors is subject to the resolution of the Annual General Meeting being supported by shareholders representing at least nine-tenths of the votes cast as well as the number of shares represented at the Meeting in accordance with the provisions in Chapter 16, Section 8 of the Companies Act (2005:551).

Proposal for authorisation of the Board of Directors to resolve on the acquisition and transfer of the company's own shares (item 17)

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 the acquisition and transfer of the company's own shares. Acquisition by the company 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 by the company may be made on the NASDAQ OMX Stockholm at the stock-exchange quotation applicable at the time of acquisition. Transfers by the company 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 by the company may take place with deviation from the shareholders' preferential rights at the NASDAQ OMX 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 determined 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.

The authorisation for repurchase also aims at making it possible for the company to utilise repurchased shares in order to cover the company's future undertakings to deliver shares in accordance with the warrants programme resolved upon by the Extraordinary General Meeting held on 14 December 2007, whereby the Extraordinary General Meeting also resolved that the company, in connection with a possible demand for redemption of the warrants, with deviation from the shareholders' preferential rights, may transfer a total maximum of 2 500 000 repurchased own shares in the company for a price corresponding to the exercise price for new shares determined in connection with the

allotment of the warrants or according to applicable terms and conditions for recalculation.

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.

Proposal regarding conditional amendment of the Articles of Association (item 18)

The Board of Directors proposes that the Annual General Meeting resolves that § 11 of the Articles of Association shall have the following amended wording.

Current wording

Section 11

Convening notice of General Meetings shall be published in Dagens Industri and the Swedish Official Gazette.

Convening notice of Annual General Meetings as well as of Extraordinary Shareholders Meetings the agenda of which comprises proposed changes in the company's Articles of Association shall be published not earlier than six (6) weeks but not later than four (4) weeks before such Shareholders Meeting. The convening notice of other Extraordinary Shareholders Meetings shall be published not earlier than six (6) weeks but not later than two (2) weeks before such Shareholders Meeting.

Other messages to the shareholders shall be published as stated above or delivered to the shareholders by mail at the address recorded in the share register.

Furthermore, the Board of Directors proposes that the resolution on amendment of the Articles of Association shall be conditional upon that an amendment regarding the manner for convening a General Meeting in the Swedish Companies Act (2005:551) has entered into force, entailing that the proposed wording of § 11 will be in accordance with the Companies Act.

A resolution according to this item 18 requires representation by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting in order to be valid.

Proposed wording

Section 11

Convening notice of General Meeting shall be published in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's web site. It shall be announced in Dagens Industri that notice of a General Meeting has been given.

Other messages to the shareholders shall be published as stated above or delivered to the shareholders by mail at the address recorded in the share register.

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 proposals for decisions of the Board of Directors with respect to items 14-18 together with relevant documents as well as the statement of the Board of Directors for the resolution on dividend according to item 9 b) will be available to the shareholders at the company's headquarters in Stockholm as from Wednesday 22 April 2009. 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.se and at the Annual General Meeting. The annual report is expected to be available on the company's website from Monday 6 April 2009. The distribution of the Annual Report to all shareholders, who have not expressly disclaimed this service, will commence on Thursday 16 April 2009.

D. Number of shares and votes in the company

The total number of shares in the company amounts to 265 519 770, whereof 11 812 500 shares are Series A (with 10 votes per share), and 253 707 270 shares are Series B (with 1 vote per share). The total number of votes in the company amounts to 371 832 270. At the time of this notice, the company owns 1 311 442 of its own Series B shares representing 1 311 442 votes.

Stockholm, Sweden, in April 2009
The Board of Directors
Hexagon AB (publ)

Hexagon AB is a global measurement technologies company with strong market positions. Hexagon's mission is to develop and market leading technologies and services to measure in one, two or three dimensions, to position and update objects and to time processes. The group has about 8 000 employees in 35 countries and net sales of about 13 000 MSEK. Read more at www.hexagon.se.