# MSΛB

## Shareholders in MICRO SYSTEMATION AB (publ)

are hereby given notice to attend the Annual General Meeting (AGM) on Tuesday, 10 May, 2016 at 18.00 in Gällöfsta City's premises at Biblioteksgatan 29 in Stockholm. Registration for the AGM will commence at 17:15.

### **RIGHT TO PARTIPATE**

Shareholders in Micro Systemation AB (publ), organisation number 556244-3050, who wish to participate at the AGM must be registered in Euroclear Sweden AB's shareholder register by 3 May 2016 as per the following instructions.

Shareholders who have allowed their equity manager to register their shares must, to be entitled to participate at the AGM, temporarily re-register their shares in their own name with Euroclear Sweden AB. Shareholders who wish to re-register their shares must advise their equity manager in good time and before 3 May 2016 for the re-registration to be finalised in time.

### NOTICE TO PARTICIPATE

Notice to participate must have been received by the company latest 3 May 2016, at 24:00, through one of the following channels:

- via the form available at <u>www.msab.com</u>
- by telephone 08-402 90 75, weekdays 9.00 16.00
- or by letter to the following address:

Micro Systemation AB, Årsstämman, Box 7835, 103 98 Stockholm

A notice to participate received in any other manner will not be accepted. Notification of participation shall include name, personal ID or organisation number, address, and telephone number, as well as the name of any possible alternate who may attend. Proxy forms are available from the company upon request and are also available from the company's website www.msab.com. Proxy forms, certificates of registration and any other authorisation documentation should be provided to the company at the address provided above latest 3 May, 2016 to facilitate entry to the AGM.

### NUMBER OF SHARES AND VOTES

The total number of shares is 19,082,000 of which 1,000,000 are A-shares, 17,460,000 are B-shares, and 622,000 are C-shares. The total number of votes is 28,082,000 of which 10,000,000 votes are ascribed to A-shares, 17,460,000 votes are ascribed to B-shares, and 622,000 votes are ascribed to C-shares. All C-shares and 81,596 B-shares are held by the company.

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#### PROPOSED AGENDA

- 1. Election of AGM chairman and appointment of meeting secretary
- 2. Preparation and approval of voting list
- 3. Approval of agenda
- 4. Election of at least one person to approve the AGM minutes
- 5. Determination of whether the AGM has been duly convened
- 6. Presentation of the annual report and audit report, the consolidated financial statements, and the auditor's report for the Group
- 7. Resolutions regarding the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
- 8. Resolution regarding appropriation of the company's profit in accordance with the adopted balance sheet
- 9. Resolution regarding discharge from liability for members of the Board of Directors and the CEO
- 10. Determination of fees for members of the Board of Directors and the auditor
- 11. Election of members of the Board of Directors and auditor
- 12. Consideration of the Board's proposal concerning adoption of guidelines for remuneration for the executive management
- 13. Election of Nomination Committee members
- 14. Other matters which fall under the auspices of the AGM in accordance with the Swedish Companies Act or the Articles of Association
- 15. Meeting Adjournment

#### **RESOLUTION PROPOSALS IN BRIEF**

### AGM Chairman (Item 1)

The Nomination Committee proposes Henrik Tjernberg be elected Chairman of the AGM.

#### Appropriation of company's profit (Item 8)

The Board proposes that the AGM appropriates the company's profits in accordance with the board's proposals in the annual report. Further, the board proposes an ordinary dividend of SEK 2,2 per share and that the record date for this dividend shall be 12 May, 2016. If the AGM adopts this proposal, payment of the dividend from Euroclear Sweden AB will take place on 17 May, 2016.

## Determination of fees for members of the Board of Directors and the auditor, as well as election of the Chairman of the Board and board members (Items 10 and 11)

The Nomination Committee has proposed a fee for board members who are not employed by the company in the amount of SEK 175,000, a fee for the board chairman in the mount of SEK 475,000, and that the auditors shall be paid as invoiced. Further, the Nomination Committee proposes the re-election of board members Robert Ahldin, Jan-Olof Backman, Katarina Bonde and Örjan Gatu and re-election of Chairman of the Board Henrik Tjernberg.

# MSAB

The Nomination Committee proposes new-election of board member Carl Bildt. The Nomination Committee proposes the re-election of auditor Deloitte AB, with authorised public accountant Erik Olin as Chief Auditor for the period up to and including the next AGM.

# Consideration of the board's proposal for a decision on adoption of guidelines for remuneration of executive management (Item 12)

Overall principles for remuneration of executive management position holders shall be determined by the position, individual performance, and the consolidated profit. Remuneration shall also be competitive. Total remuneration for senior executives shall consist of a fixed salary, and variable salary in the form of incentives based on performance goals. Additionally, conditions are in place to cover termination of employment and severance pay.

### Election of Nomination Committee members (Item 13)

The Nomination Committee is currently comprised of Chairman Erik Hermansson, and committee members Joakim Dal and Henrik Tjernberg. The Nomination Committee proposes that the AGM re-elect Erik Hermansson as chairman, and Henrik Tjernberg and Joakim Dal as committee members. The Nomination Committee proposes that if a committee member leaves the committee before its work is completed that the remaining committee members, in consultation with the Board of Directors, shall appoint a new committee member taking into consideration that the Nomination Committee shall represent all of the company's shareholders.

#### Additional information

The financial statements and the audit report for the company and the Group and any other documentation which should be available at the AGM as per the Swedish Companies Act, as well as proxy forms and the board's complete proposals for decisions, and the board's statements pursuant to chapter 18, paragraph 4 of the Swedish Companies Act, will be available at company premises and on the company's website (www.msab.com) latest three weeks prior to the AGM, and will be sent free of charge to shareholders who so request and who provide their postal address. The Board of Directors and the CEO shall, if any shareholder so requests, and if the board deems that this can be done without causing material harm to the company, provide information regarding circumstances which may affect the assessment of a matter on the agenda, assessment of the company's or its subsidiaries' financial situation, or the company's relationship to other companies within the Group.

For more information, please contact: <u>kristina.mackintosh@msab.com</u> or <u>henrik.tjernberg@msab.com</u>

Stockholm, April 2016

#### Micro Systemation AB (publ)

Members of the Board of Directors