



Shareholders in
MICRO SYSTEMATION AB (publ)

are hereby given notice to attend the Annual General Meeting (AGM) on Tuesday, 11 May 2021, at 18.00 at MSAB's premises at Hornsbruksgatan 28 in Stockholm. Registration for the AGM will commence at 17:15.

Because of COVID-19 (the Corona virus), MSAB is prioritising health and safety and has thus decided to hold the AGM on Company premises, Hornsbruksgatan 28 in Stockholm, and keep the meeting as brief as possible and to provide the opportunity for shareholders to also vote by post. No food will be served. The demonstration and display of the Company's products normally given in conjunction with the AGM are cancelled. Questions for Company management can be sent to info@msab.com. Against the backdrop of recommendations issued by Swedish authorities, all shareholders are encouraged to consider utilising the possibility of voting by mail via a form which will be available on the Company's website (www.msab.com/investors) rather than physically attending the AGM.

RIGHT TO PARTICIPATE

Shareholders in Micro Systemation AB (publ), 556244-3050, who wish to participate at the AGM must:

- be included in the shareholders' register maintained by Euroclear Sweden AB as of 3 May 2021; and
- either, if the shareholder chooses to participate and vote at the AGM in person, have given his/her notice to participate to the company in accordance with the instructions under the heading "Notice to participate" below no later than Wednesday 5 May 2021,
- or, if the shareholder chooses to participate through advance voting, notify the company of his/her participation in the AGM by casting the advance vote in accordance with the instructions under the heading "Advance voting" below, so that the advance voting form is received by Euroclear Sweden AB no later than Wednesday 5 May 2021.

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 so that they are registered as shareholders in Euroclear Sweden AB's shareholder register by Monday 3 May 2021. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday 5 May 2021, and the shareholders must therefore advise their nominees well in advance of this date.



NOTICE TO PARTICIPATE

Notice to participate must have been received by the Company latest Wednesday 5 May 2021, at 24:00, through one of the following channels: via the form available at www.msab.com; by telephone +46 8 402 90 75, weekdays 9:00–16:00; or by letter to the following address: Micro Systemation AB, Annual General Meeting 2021 c/o Euroclear Sweden AB, Box 191,101 23 Stockholm. A notice to participate received in any other manner will not be accepted.

Notice of participation shall include name, personal ID or organization number, address, and telephone number, and the name of any alternate who might attend.

ADVANCE VOTING

The shareholders may exercise their voting rights at the AGM by voting in advance, so-called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on www.msab.com. A shareholder who is exercising his/her voting right through advance voting does not need to give notice of his/her participation in the AGM separately. The advance voting form is considered as the notification of participation.

The completed voting form must be received by Euroclear Sweden AB no later than Wednesday 5 May 2021. The form may be submitted via e-mail to GeneralMeetingService@euroclear.com or by post to Euroclear Sweden AB, Micro Systemation AB, “Annual general meeting”, c/o Euroclear Sweden AB, Box 191,101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via MSAB’s website. If the shareholder is a legal entity or votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

Further instructions and conditions are included in the form for advance voting.

PROXIES AND PROXY FORM



Anyone who is not personally present at the AGM may exercise their voting rights at the AGM through a written, signed and dated proxy. The proxy form may not be sent by fax. The proxy form may not be more than one year old, unless a longer period of validity is stated, although maximum five years.

If the proxy is issued by a legal entity, a copy of the registration certificate, or a corresponding authorization document for the legal entity, shall be attached. To facilitate admission to the AGM, proxy forms, registration certificates and other authorization documents shall be received by the company at the above address latest Wednesday, 5 May, 2021.

Please note that a separate registration concerning shareholder participation at the AGM must be submitted even if the shareholder wishes to exercise his or her right to vote at the AGM by proxy. A submitted proxy is not valid as a notice of attendance.

Proxy forms are available from the company upon request and are also available at www.msab.com.

NUMBER OF SHARES AND VOTES

The total number of shares is 19,172,000, of which 1,000,000 are A shares, 17,550,000 are B shares, and 622,000 are C shares. The total number of votes is 28,172,000, of which 10,000,000 votes are ascribed to A shares, 17,550,000 votes are ascribed to B shares and 622,000 votes are ascribed to C shares. The Company holds in treasury 703,569 shares, of which 622,000 are C shares and 81,596 are B shares, corresponding to 703,569 votes.

PROPOSED AGENDA

1. Election of AGM chairman
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 on record date for resolved dividend.

10. Resolution regarding discharge from liability for board members and the CEO
11. Determination of fees for Board members and the auditor
12. Election of Board members and auditor
13. Resolution on guidelines for remuneration of executive management
14. Presentation of the Board of directors' remuneration report for approval
15. Resolution on authorization for the board to issue shares, warrants and convertibles
16. Resolution to authorize the Board to transfer own shares
17. Resolution on amendments to the Articles of Association
18. Election of Nomination Committee members
19. Meeting adjournment

RESOLUTION PROPOSALS IN BRIEF

Item 8: Resolution regarding appropriation of the Company's profit in accordance with the adopted balance sheet

The Board proposes that the AGM appropriates the Company's profits in accordance with the Board's proposals in the annual report. A dividend of SEK 2 per share is proposed. The proposal reflects the strong financial position of the company, the large interest for the company's products and services globally and the view of a continued strong development during the year, notwithstanding the ongoing pandemic.

Item 9: Resolution on record date for resolved dividend

The Board proposes that the AGM resolves that the record date for the proposed dividend according to item 8 shall be Friday 14 May 2021. If the AGM resolves in accordance with the proposal by the Board as stipulated in item 8 and 9, the payment of the dividend is expected to be performed through Euroclear Sweden AB on Wednesday 19 May 2021.

Item 13: Resolution on guidelines for remuneration of executive management

The Board proposes that the AGM approve the following guidelines for remuneration and other terms of employment for senior executives. These guidelines apply to the CEO and remuneration to Board members in addition to ordinary Board fees as decided by the AGM.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability



The company's business strategy is described on the company's website, www.msab.com. A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The Company shall offer remuneration and other terms of employment that enable the Company to recruit, motivate and retain senior executives with such expertise as the Company requires to implement its strategy and achieve its business goals.

Remuneration to senior executives shall be based on prevailing market conditions and shall consist of the following components: fixed salary, variable salary, pension benefits and other benefits. Fulfilment of criteria for payment of variable remuneration paid in cash shall be measurable and for a period of one year. Variable remuneration shall not exceed 150 percent of the fixed annual salary. Additional variable cash remuneration can be given under extraordinary circumstances, on the condition that such extraordinary arrangements are temporary, time-limited, and only on an individual basis for the purpose of retaining executives, or as compensation for extraordinary work efforts beyond the normal scope of duties. Such compensation shall never exceed an amount corresponding to 25 percent of the fixed annual salary, and never be issued more than once per year per individual. Decisions on such remuneration shall be taken by the Board. Premiums for pension benefits for the CEO are decided in accordance with ITP 1. Variable remuneration is not included in pension calculations.

Pension benefits for other senior executives are decided in accordance with ITP 1. Variable remuneration is not included in pension calculations. Other benefits may include remuneration for dental care and healthcare (including medicine), health insurance and company car benefit. For the CEO, such benefits are granted to a limited extent as per usual practice.

Criteria for awarding variable cash remuneration, etc.

The criteria for distribution of variable remuneration, shall be based on pre-determined and measurable criteria which can be financial or non-financial in nature. The criteria can comprise individualised quantitative or qualitative goals. Criteria shall be determined such that they promote the Company's business strategy and long-term interests. The Board is responsible for assessing variable remuneration for the CEO. The CEO is responsible for assessing variable remuneration for other senior executives.

Termination of employment

The notice period may not exceed twelve months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent fixed cash salary for one year for the CEO and other members of the management.

Salary and employment conditions for employees

In the preparation of the Board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase, in the Board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The board shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the executive management do not participate in the Board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration

The Board have for 2021 and onwards decided to propose a change to the guidelines by including information regarding the duration of a compensation agreement and the notice of termination period, how the criteria to be applied for payment of variable compensation contribute to the company's long-term interests and sustainability, an explanation as to how the salary and the terms and conditions of employment for the company's employees were taken into consideration, a description of the decision-making process used to determine, review, and implement the guidelines, and which actions are taken to avoid or manage conflicts of interest, as well as a description of the Board of directors' possibilities to temporarily deviate from the guidelines.

Item 15: Resolution on authorization for the Board to issue shares, warrants and convertibles

The Board proposes that the AGM authorizes the Board to decide on one or more occasions on share issues and/or warrants and/or convertibles, with or without deviation from shareholders' preferential rights, within the framework of the current Articles of Association, until the next AGM. Share issues may be made for the purpose of carrying out or financing acquisitions of whole or parts of other companies or businesses. Share issues could also be used to adjust the Company's capital structure in accordance with the Company's capital needs from time to time. Share issues may be done with cash consideration, offset, issue in kind or otherwise with stipulated conditions. Share issues that deviate from shareholders' preferential rights shall be on market terms less any discount that may be required to achieve sufficient interest to participate in the subscription. The total number of new shares issued pursuant to the authorization may not exceed a maximum of 10 percent of the total number of shares in the Company at the time of the notice to the AGM 2021. The Board of Directors hereby proposes to be entitled to make minor changes in the above decision that may be required as a result of registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

A valid resolution pursuant to this Item 15 requires the approval of shareholders representing at least two thirds of the votes and shares represented at the AGM.

Item 16: Resolution to authorize the Board to transfer own shares

The Board proposes that the AGM authorizes the Board to, on one or more occasions up to the next AGM, decide on the transfer of own B shares in accordance with the following conditions:

- i. Own B shares at the time of the Board's decision may be transferred.
- ii. Transfer shall be executed through (i) Nasdaq Stockholm or (ii) in some way other than through Nasdaq Stockholm, whereby the Board may decide on the transfer of shares for cash payment with deviation from shareholders' preferential rights, or as payment for the acquisition of companies or assets.
- iii. Transfer of shares on Nasdaq Stockholm may only occur at a price within the price range prevailing at any given time.
- iv. Transfer of shares in a way other than through Nasdaq Stockholm and where transfer is made with deviation from shareholders' preferential rights or as payment for acquisition of companies or assets, shall only be made at a per share price corresponding to the last independent trade of series B shares on Nasdaq Stockholm at the time of transfer.

The reason for the Board, in connection with the transfer of shares other than through the regulated market, to decide on the transfer of shares in deviation from the shareholders' preferential rights is that the company can thus sell shares in a more time efficient manner in the event that the liquidity of the company's shares on the regulated market is limited at the time of the transfer.

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The purpose of the authorization is to give the Board greater freedom of action and opportunity to continuously adapt its capital structure, as well as to finance future acquisitions.

A valid resolution pursuant to this Item 16 requires the approval of shareholders representing at least two thirds of the votes and shares represented at the AGM.

Item 17: Resolution on amendments to the Articles of Association

The Board proposes that the AGM resolves on amendments to the Articles of Association. A new 15 § of the Articles of Association is proposed to enable the Board of directors to collect powers of attorneys in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act and to authorize the Board of directors to decide that the shareholders shall be entitled to exercise their voting rights by post prior to a general meeting. As a result thereof, the numbering of the subsequent articles is adjusted. The Board also proposes additional adjustments to the Articles of Associations due to regulatory changes.

The CEO shall be authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration.

§ 1. The company's business name is Micro Systemation AB (publ)

§ 13. The Company's shares shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).

§ 15. The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, second paragraph 2 of the Swedish Companies Act (2005:551). The board of directors may resolve, ahead of a general meeting of shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting.

The CEO is authorized to make such minor adjustments to the resolution which may prove necessary in order to register the resolution with the Swedish Companies Registration Office.

A valid resolution pursuant to this Item 17 requires the approval of shareholders representing at least two thirds of the votes and shares represented at the AGM.

Item 18: Election of Nomination Committee members

The Nomination Committee is currently comprised of Chairman Kenneth Andersen and committee members Wilhelm Gruvberg and Henrik Tjernberg.

The Nomination Committee proposes that the AGM elects new Nomination Committee members.

The Nomination Committee proposes that if a committee member leaves the committee before its work is completed that the remaining members, in consultation with the Board, shall appoint a new committee member taking into consideration that the Nomination Committee shall represent all of the Company's shareholders. In the event of possible recruitment of Board members, the Nomination Committee may be required to incur reasonable costs for external consultants if it considers this appropriate.

SHAREHOLDERS RIGHT TO ADDITIONAL INFORMATION

The Board 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.

DOCUMENTS

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 the Board's complete proposals for decisions, and the Board's statement 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. Advance voting forms and proxy forms will be available at Company premises and on the Company's website (www.msab.com) latest one week prior to the AGM, and will be sent free of charge to shareholders who so request and who provide their postal address.

For additional information, contact: daniel.hilmgard@msab.com or henrik.tjernberg@msab.com

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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Stockholm, April 2021

Micro Systemation AB (publ)

Members of the Board of Directors