

## Press Release

Stockholm, Sweden, 29 April 2022

### **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 and auditor**

The AGM re-elected the Directors Ola Rollén, Gun Nilsson, Ulrika Francke, John Brandon, Henrik Henriksson, Sofia Schörling Högberg, Märta Schörling Andreen, Patrick Söderlund, Brett Watson and Erik Huggers as ordinary board members. Gun Nilsson was re-elected Chairman of the Board.

Remuneration to the Directors shall be allocated with SEK 2,000,000 to the Chairman and SEK 670,000 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 275,000 and a member thereof SEK 225,000.

The AGM re-elected the accounting firm PricewaterhouseCoopers AB, for a period of one year, i.e. until the end of the AGM 2023, in accordance with the Audit Committee's recommendation, whereby the accounting firm has informed that the authorised public accountant Bo Karlsson will be appointed as auditor in charge. The auditor shall be remunerated according to agreement.

#### **Allocation of the company's profit**

In accordance with the proposal of the Board of Directors, the AGM resolved to declare a dividend of EUR 0.11 per share. Record day for the dividend was determined to 3 May 2022. Dividend settlements will be handled by Euroclear Sweden AB and the estimated settlement day is 10 May 2022.

#### **Nomination, Remuneration and Audit Committees**

The AGM re-elected Mikael Ek Dahl (Melker Schörling AB), Jan Dworsky (Swedbank Robur fonder) and Anders Oscarsson (AMF and AMF Fonder) and elected Liselott Ledin (Alecta) as members of the Nomination Committee in respect of the AGM 2023. Mikael Ek Dahl was appointed Chairman of the Nomination Committee.

At the Statutory Board Meeting following the AGM, Gun Nilsson and Sofia Schörling Högberg were elected as members of the Remuneration Committee for the time period until the next Statutory Meeting. For the same term, Ulrika Francke, Gun Nilsson and Sofia Schörling Högberg were elected members of the Audit Committee.

#### **Remuneration report**

The AGM resolved to approve the Board's report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act for the financial year 2021.

#### **Performance based long term incentive programme (Share Programme 2022/2025)**

The AGM resolved, in accordance with the proposal of the Board of Directors, to implement a performance based long term share programme for 2022 ("Share Programme 2022/2025") for the group management, division managers, senior executives and key employees within the Hexagon Group. Share Programme 2022/2025 includes a maximum of approximately 2,000 senior executives and key employees within the Hexagon Group.

Participants are offered to be allocated performance awards free of charge that may entitle to Series B shares in the company provided that the performance condition related to the development of Hexagon's earnings per share compared to the target level set by the Board of Directors during the measurement period 1 January 2022 until 31 December 2025 are fulfilled, where the last financial year during the measurement period is compared with the financial year preceding the measurement period, with reservation for any reduction in the number of shares in accordance with the terms of Share Programme 2022/2025. The Board of Directors intends to present the fulfilment of the performance-based condition in the annual report for the financial year 2025.

The Share Programme 2022/2025 is estimated to comprise maximum 4,260,000 Series B shares in total, which corresponds to approximately 0.2 per cent of the total number of outstanding shares in the company. To ensure the delivery of Series B shares under Share Programme 2022/2025, the company intends to enter into an agreement with a third party on terms in accordance with market practice, under which the third party shall, in its own name, acquire and transfer Series B shares in the company to the participants in accordance with Share Programme 2022/2025. Provided that the performance condition is fully met, the total costs for Share Programme 2022/2025 is estimated to a maximum of approximately EUR 60 million, allocated over the vesting period.

#### **Authorization for the Board of Directors to resolve on acquisitions and transfers of own shares**

The AGM resolved to authorize the Board of Directors to, on one or more occasions for the period up until the next Annual General Meeting, resolve on acquisition and transfer of Series B shares in the company. Acquisition of shares may be made at a maximum of so many Series B shares that the company's holding does not exceed ten per cent of all shares in the company at that time. Acquisitions of shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time. Transfer of shares may be made at a maximum of ten per cent of the total number of shares in the company. A transfer may be made with deviation from the shareholders' preferential rights on Nasdaq Stockholm as well as to third parties in connection with acquisition of a company or a business. Compensation for transferred shares can be paid in cash, through an issue in kind or a set-off. Transfers of shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time. Transfer in connection with acquisitions may be made at a market value assessed by the Board of Directors. The purpose of the authorizations is to give the Board of Directors the opportunity to adjust the company's capital structure and thereby contribute to increased shareholder value, to enable acquisition opportunities by financing acquisitions with the company's own shares, and to ensure the company's undertakings, due to share-related or share-based incentive programs (other than delivery of shares to participants in incentive programs), including social security costs.

#### **Authorization for the Board of Directors to resolve on issues of shares, convertibles and/or warrants**

The AGM resolved to authorize the Board of Directors during the period up until the next AGM to, on one or more occasions, with or without deviation from the shareholders' preferential rights, and with or without provisions for contribution in kind, set-off or other conditions, resolve to issue Series B shares, convertibles and/or warrants (with rights to subscribe for or convert into Series B shares). By resolutions in accordance with the authorization, the number of shares may be increased by a number corresponding to a maximum of ten percent of the number of outstanding shares in the company at the time when the Board of Directors first uses the authorization. The purpose of the authorization and the reasons for a potential deviation from the shareholders' preferential rights as set out above, is to ensure financing of acquisitions of companies, part of companies or businesses or to strengthen the company's capital base and equity/assets ratio. Such issues may not require amendment of the Articles of Association applicable from time to time. In case of deviation from the shareholders' preferential rights, issues by virtue of the authorisation shall be made on market conditions. In accordance with the conditions set out above, the Board of Directors shall also be authorized to resolve on other terms as considered necessary by the Board of Directors to carry out the issues.

Due to the risk of the spread of Covid-19, the AGM was carried out solely through advance voting (so-called postal voting) pursuant to temporary legislation.

Minutes with complete resolutions from the AGM will be made available on the company's website [www.hexagon.com](http://www.hexagon.com) no later than 13 May 2022.

For further information, please contact  
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The information was submitted for publication at 18.00 CET on 29 April 2022.

*Hexagon is a global leader in digital reality solutions, combining sensor, software and autonomous technologies. We are putting data to work to boost efficiency, productivity, quality and safety across industrial, manufacturing, infrastructure, public sector, and mobility applications.*

*Our technologies are shaping production and people-related ecosystems to become increasingly connected and autonomous – ensuring a scalable, sustainable future.*

*Hexagon (Nasdaq Stockholm: HEXA B) has approximately 22,000 employees in 50 countries and net sales of approximately 4.3bn EUR. Learn more at [hexagon.com](http://hexagon.com) and follow us @HexagonAB.*