



HEXAGON

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

NOTICE TO THE ANNUAL GENERAL MEETING IN HEXAGON AB (publ)

The shareholders of Hexagon AB are hereby given notice of the Annual General Meeting to be held on Friday 29 April 2022.

Due to the coronavirus, the Board of Directors has, pursuant to temporary legislation, decided that the Annual General Meeting will be held without physical presence of shareholders, proxy holders and third parties and that the shareholders are able to exercise their voting rights only by postal voting before the Annual General Meeting. Information on the resolutions passed at the Annual General Meeting will be disclosed on 29 April 2022, as soon as the outcome of the postal voting has been finally confirmed.

A. CONDITIONS FOR ATTENDANCE

Shareholders who wish to participate in the Annual General Meeting by postal voting must firstly be registered in the share register maintained by Euroclear Sweden AB no later than Thursday 21 April 2022, and secondly give notice of their intention to participate no later than Thursday 28 April 2022, by casting their postal votes in accordance with the instructions under the heading "Postal voting" below so that the postal vote is received by Euroclear Sweden AB no later than that day. Please note that the notification to the Annual General Meeting can only be made by postal voting.

For shareholders who have their shares nominee-registered, the following applies in order to be entitled to participate in the Annual General Meeting. In addition to giving notice of participation by submitting a postal vote, such shareholder must request their bank or broker to temporarily re-register the shares in the shareholder's own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Thursday 21 April 2022. Voting rights registration requested by the shareholder at such time that the registration has been completed by the nominee no later than Monday 25 April 2022 will be taken into account in the preparation of the share register.

B. POSTAL VOTING

The Board of Directors has resolved that shareholders will be able to exercise their voting rights only by postal voting in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The postal voting form is available on the company's website www.hexagon.com. Completed and signed postal voting forms can be sent by mail to Hexagon AB, c/o Euroclear Sweden, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by e-mail to GeneralMeetingService@euroclear.com. Completed forms must be received by Euroclear Sweden AB no later than 28 April 2022. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via

Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be submitted no later than 28 April 2022.

Shareholders may not submit special instructions or conditions with the postal vote. In such case, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

For questions regarding the postal voting form, please contact Euroclear Sweden AB on + 46 (0)8 402 92 21.

C. POWERS OF ATTORNEY

If the shareholder submits the postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the company's website www.hexagon.com and will be sent on request to shareholders who state their postal address. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

D. AGENDA OF THE ANNUAL GENERAL MEETING

Proposal for agenda

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to check the minutes.
5. Determination of compliance with the rules of convocation.
6. Presentation of
 - (a) the annual report and the auditors' report, as well as the consolidated financial report and auditors' report on the consolidated financial report for the financial year 2021,
 - (b) statement from the company's auditor confirming compliance with the guidelines for the remuneration of senior executives that have applied since the preceding Annual General Meeting, and
 - (c) the proposal of the Board of Directors for dividend and statement thereon.
7. Resolutions concerning
 - (a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet, all as per 31 December 2021,
 - (b) disposition of the Company's profit as set forth in the balance sheet adopted by the Meeting and the record date for dividend distribution, and
 - (c) discharge of the Board of Directors and the Managing Director from personal liability.
8. Determination of the number of members and deputy members of the Board of Directors.
9. Determination of the fees to be paid to the board members and auditors.
10. Election of board members and auditors.
11. Election of members of the Nomination Committee.
12. Resolution on approval of remuneration report.
13. Resolution on a performance based long term incentive programme (Share Programme 2022/2025)

14. Authorization for the Board of Directors on acquisition and transfer of own shares.
15. Authorization for the Board of Directors to issue shares, convertibles and/or warrants.

Proposals for resolutions

Election of Chairman of the Meeting (item 1)

The Nomination Committee elected in anticipation of the 2022 Annual General Meeting, comprising Mikael Ekdahl (Melker Schörling AB), Jan Dworsky (Swedbank Robur fonder), Caroline Forsberg (SEB Investment Management) and Anders Oscarsson (AMF and AMF Fonder) has proposed that Gun Nilsson be elected Chairman of the 2022 Annual General Meeting.

Preparation and approval of the voting list (item 2)

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the general meeting share register and received postal votes, controlled and checked by the persons assigned to check the minutes.

Election of two persons to check the minutes (item 4)

The Board of Directors proposes Johannes Wingborg, representing Länsförsäkringar Fondförvaltning and Fredrik Skoglund, representing Spiltan Fonder, or if one or both of them are prevented from participating, the person(s) appointed by the Board of Directors, to check the minutes. The assignment to check the minutes also includes checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Proposal for resolution on dividend (item 7 b)

For the financial year 2021, the Board of Directors proposes that a dividend of EUR 0.11 per share be declared. Tuesday 3 May 2022 is proposed as the record date for the right to receive dividend. If the Annual General Meeting so resolves, the dividend is expected to be distributed by Euroclear Sweden AB starting on Tuesday 10 May 2022. Payment is made in EUR, provided that EUR can be received on the shareholder's yield account; if not, payment will be distributed in SEK, whereby currency exchange is made in accordance with Euroclear Sweden AB's applicable procedures.

Proposals regarding election of board members and auditor and fees (items 8-10)

The Nomination Committee proposes the following:

- The number of Board Members shall be ten, without deputies.
- Directors' fees shall be paid as follows: SEK 2,000,000 to the Chairman of the Board and SEK 670,000 to each of the other Board Members elected by the Annual General Meeting who are not employed by the company. As remuneration for committee work, the chairman of the Remuneration Committee shall receive SEK 85,000 and each member of the Remuneration Committee SEK 60,000 and the chairman of the Audit Committee shall receive SEK 275,000 and member of the Audit Committee SEK 225,000
- Re-election of Board Members 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.
- Re-election of Gun Nilsson as the Chairman of the Board.

- Re-election of auditing firm PricewaterhouseCoopers AB as the company's auditor for a period of one year, i.e., until the end of the Annual General Meeting 2023, in accordance with the recommendation from the Audit Committee, whereby it is noted that the auditing firm has notified that the authorised public accountant Bo Karlsson will be appointed principally responsible auditor.
- Fees to auditor shall be payable according to contract.

Proposal for election of members of the Nomination Committee (item 11)

Shareholders together representing approximately 49 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 2023 resolves as follows:

- The Nomination Committee shall have four members.
- Re-election of Mikael Ekdahl (Melker Schörling AB), Jan Dworsky (Swedbank Robur fonder) and Anders Oscarsson (AMF and AMF Fonder), and new election of Liselott Ledin (Alecta) as members of the Nomination Committee in respect of the Annual General Meeting 2023.
- Re-election of Mikael Ekdahl as Chairman of the Nomination Committee.
- In case a shareholder, whom a member of the Nomination Committee represents, 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 2023, the Committee shall be entitled to appoint another representative among the major shareholders to replace such member.

Resolution on approval of remuneration report (item 12)

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Director's report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Proposal for resolution on a performance based long term incentive programme (Share Programme 2022/2025) (item 13)

The Board of Directors proposes that the General Meeting resolves on implementation of 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 as follows.

The rationale for the proposal

The purpose of Share Programme 2022/2025 is to strengthen the Hexagon Group's ability to retain and recruit competent employees, provide competitive remuneration and to align the interests of the shareholders with the interests of the employees concerned. Through a share-based incentive programme, the employees' remuneration is tied to the company's earnings and value growth and creates long-term incentives for the programme participants. In light of the above, the Board of Directors believes that the implementation of Share Programme 2022/2025 may have a positive effect on the long-term value growth of the Group and, consequently, that Share Programme 2022/2025 is beneficial to both the shareholders and the company.

Participants in Share Programme 2022/2025 and allocation

Share Programme 2022/2025 is proposed to include a maximum of approximately 2,000 senior executives and key employees within the Hexagon Group, who are divided into

four groups: the President and CEO and group management (“Group 1”), division managers (“Group 2”) and other senior executives and key employees (“Group 3” and “Group 4”). Invitation to participate in the programme shall be provided by Hexagon no later than 30 June 2022. Participation in Share Programme 2022/2025 requires that the participant has been employed by the Hexagon Group for at least twelve (12) months prior to the date of the offer.

Participants are offered to be allocated performance awards that may entitle to Series B shares according to the conditions set out below. The performance awards shall be based on a maximum value for each participant category. The maximum value for the participants in Group 1 will be 50 per cent of the participant’s annual base salary for 2022, for participants in Group 2 and Group 3, 100 per cent of the participant’s annual base salary for 2022, and for participants in Group 4, 35 per cent of the participant’s annual base salary for 2022. The total sum of the maximum values of the performance awards thus defined for all participants will not exceed EUR 60 million, including social costs.

The share price used to calculate the number of shares to which the performance awards entitles will be the volume-weighted average of the market price of Hexagon Series B shares on Nasdaq Stockholm during a period of five (5) trading days before the day the participants are offered to participate in the programme.

Performance condition

Allocated performance awards entitle to the receipt of Series B shares in the company provided that the performance condition related to the development of Hexagon’s earnings per share¹ 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 fulfillment of the performance-based condition in the annual report for the financial year 2025.

Other conditions

In addition to the above conditions, the following shall apply for the performance awards.

- Performance awards shall be granted free of charge after the Annual General Meeting.
- Each performance award entitles the holder to receive one Series B share in the company free of charge approximately four (4) years after allotment of the award (vesting period), provided that the above performance condition has been met and that the holder, at the time of the release of the interim report for the first quarter 2026 still is employed by the Hexagon Group. Exemptions to the requirement of employment may be granted in specific cases, including a participant’s disability or retirement.

¹ Earnings per share is defined as the company’s earnings per share after tax and dilution, excluding non-recurring items.

- The Board of Directors shall have the opportunity to make adjustments as a result of extraordinary events such as bonus issue, share split, rights issue and/or other similar events.
- The performance awards are non-transferable and may not be pledged.
- The performance awards can be granted by the company or any other company within the Group.

Preparation and administration

The Board of Directors shall be responsible for preparing the detailed terms and conditions and administration of Share Programme 2022/2025, in accordance with the above mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments, including for example a right to resolve on a reduced allotment of shares, if significant changes in the Hexagon Group, or its operational environment, would, as assessed by the Board of Directors, result in a situation where the established terms and conditions for Share Programme 2022/2025 no longer are appropriate or reasonable.

In the event that the Board of Directors considers that the delivery of shares under Share Programme 2022/2025 cannot be achieved at a reasonable cost, with reasonable administrative efforts or due to specific market conditions, the Board of Directors shall have the right to make appropriate local adjustments to the programme or instead offer participants a cash settlement.

Scope and costs of the programme

Provided that the share price for the company's Series B share at the time of allotment of performance awards under Share Programme 2022/2025 is SEK 133.45, Share Programme 2022/2025 will, in accordance with the principles and assumptions set out above, comprise maximum 4,260,000 Series B shares in total, which corresponds to approximately 0.2 per cent of the total outstanding shares in the company.

Provided that the performance condition is fully met, the total costs for Share Programme 2022/2025, in accordance with the principles and assumptions set out above, is estimated to a maximum of approximately EUR 60 million, allocated over the vesting period. Estimated social costs and administration costs for the programme are included in the amount.

In the event that the total costs of Share Programme 2022/2025 would exceed EUR 60 million, the total number of allocated Series B shares in Hexagon will be reduced so that the total costs of Share Programme 2022/2025 will not exceed this amount. Such reduction will be made pro rata in relation to the highest value for each participant category in accordance with the above.

Delivery of shares under Share Programme 2022/2025

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.

Preparation of the proposal

Share Programme 2022/2025 has been initiated by the Board of Directors of Hexagon and has been structured in consultation with external advisers. Share Programme 2022/2025 has been prepared by the Remuneration Committee and reviewed at meetings with the Board of Directors. Ola Rollén, President and CEO and board member, who may participate in the proposed Share Programme 2022/2025, has not participated in the preparation of the matter.

Previous incentive programmes in Hexagon

For a description of Hexagon's other incentive programmes, Share Programme 2020/2023 and Share Programme 2021/2024, please see the company's Annual Report 2021, note 30, and the company's website www.hexagon.com. In addition to the programmes described therein, there are no other long term incentive programmes in Hexagon.

Resolution on authorization for the Board of Directors on acquisition and transfer of own shares (item 14)

Hexagon has previously, on the basis of authorization by the General Meeting, acquired own Series B shares for the purpose of using repurchased shares to give the Board of Directors the opportunity to adjust the company's capital structure, to finance potential company acquisitions, and as a hedge for the company's share-based incentive programmes. As of 1 January 2022, the company held 9,350,000 own Series B shares, corresponding to approximately 0.3 per cent of the total number of shares in the company. The Board of Directors makes the assessment that it remains advantageous for the company to continue to be able to use repurchased shares in order to adjust the company's capital structure, on account of potential company acquisitions and for the company's share-based incentive programmes.

In view of the above, the Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions for the period up until the next Annual General Meeting, 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 (10) 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, where share price interval means the difference between the highest buying price and the lowest selling price. Transfer of Series B shares may be made at a maximum of ten (10) 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 per share within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price. Transfer in connection with acquisitions may be made at a market value assessed by the Board of Directors.

The purpose of the authorizations is (i) to give the Board of Directors the opportunity to adjust the company's capital structure and thereby contribute to increased shareholder value, (ii) to enable acquisition opportunities by financing acquisitions with the company's own shares, and (iii) 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.

The resolution according to this item requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

Resolution on authorization for the Board of Directors to issue shares, convertibles and/or warrants (item 15)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors during the period up until the next annual general meeting 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 (10) 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.

The Board of Directors further proposes that the Managing Director, or anyone appointed by the Managing Director, shall have the right to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (*Sw: Bolagsverket*).

The resolution according to this item requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

E. AVAILABLE DOCUMENTS

The Annual Report and the auditor's statement as well as the auditors' statement regarding whether the guidelines for the remuneration of senior executives have been complied with, the Board of Director's remuneration report, the Board of Director's complete proposal concerning items 13-15 together with related documents, as well as the Board of Director's statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act will be kept available for the shareholders at the company's headquarters at Lilla Bantorget 15, SE-111 23 Stockholm, Sweden, and on the company's website www.hexagon.com no later than Friday 8 April 2022. The documents are considered presented by being kept available at the company's headquarters and on the company's website. Copies of the documents will be sent to those shareholders who request to receive such information and who have provided their address. The share ledger will be kept available at the company's headquarters at Lilla Bantorget 15, SE-111 23 Stockholm, Sweden.

F. SHAREHOLDERS' RIGHT TO RECEIVE INFORMATION

The Board of Directors and the Managing Director shall, if requested by a shareholder and the Board of Directors considers that it can be done without material damage to the company, provide information regarding issues that (i) may affect the assessment of an item on the agenda (ii) circumstances that may affect the assessment of the company's or its subsidiaries' financial position or information concerning (iii) the company's relation with other companies within the group. Such requests shall be made in writing to the company no later than 10 days prior to the Annual General Meeting, i.e. no later than 19 April 2022, to Hexagon AB (publ), Box 3692, SE-103 59 Stockholm, Sweden or by e-mail to bolagsstamma@hexagon.com. The information will be presented by the company by being kept available on the company's website www.hexagon.com, and at the company's headquarters no later than 24 April 2022. The information is also sent to the shareholders who requested it and stated their postal address.

G. NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares in the company amounts to 2,705,477,888 of which 110,250,000 are shares of Series A (with 10 votes per share), and 2,595,227,888 are shares of Series B (with 1 vote per share). The total number of votes in the company amounts to 3,697,727,888. Hexagon AB (publ) holds 10,200,000 of its own Series B shares, corresponding to an equal number of votes, for which the company cannot exercise voting rights.

H. PROCESSING OF PERSONAL DATA

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm in March 2022
The Board of Directors
Hexagon AB (publ)