

**Proposal of the Board of Directors of Addtech AB (publ) for resolution at the Annual General Meeting to be held 23 August 2011 regarding allocation of earnings, guidelines for compensation to members of senior management, resolution regarding issuing call options for bought-back shares and the transfer of bought-back shares to management personnel, and authorisation for purchase and conveyance of own shares**

**9b. Resolution with respect to disposition of the Company's earnings according to the adopted Balance Sheet**

The Board of Directors proposes a dividend to the shareholders of SEK 7.00 per share (SEK 5.00) and Friday, 26 August 2011, as the record date for receipt of the dividend. Subject to approval by the Annual General Meeting in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday, 31 August 2011, to shareholders of record on the record date.

A statement of motives for the proposal of the Board of Directors for allocation of earnings pursuant to Chapter 18, Section 4, of the Swedish Companies Act is set forth in [Appendix A](#).

**15. Resolution with respect to guidelines for remuneration to members of senior management**

The Board of Directors proposes that the Annual General Meeting passes a resolution on guidelines for remuneration to members of senior management, essentially as follows:

The guidelines shall apply to remuneration to the President and the other members of Addtech's Group management ("the Group Management").

Addtech strives to offer total remuneration which is reasonable and competitive, and which thereby serves to attract and retain qualified associates. The total remuneration, which varies in relation to the individual's and the Group's performance, may consist of the components set out below.

A fixed salary shall constitute the basis for the total remuneration. The salary shall be competitive and reflect the responsibility involved in the work. The fixed salary shall be reviewed on an annual basis.

Variable remuneration is primarily based on the Group's growth in earnings, profitability and cash flow. The annual variable portion may be for a maximum of 40 percent of the fixed salary.

The Board of Directors will evaluate on an annual basis whether or not a long-term incentive scheme shall be proposed to the Annual General Meeting and, if such is the case, whether or not the proposed long-term incentive scheme shall include conveyance of shares in the Company.

Retirement pension, health care benefits and medical benefits shall be designed in such a way as to reflect rules, regulations and established practice in the marketplace. Pension plans shall be defined-contribution pension plans to the greatest extent possible.

Other benefits may be provided to individual members or the entire Group Management and will be designed relative to established practice in the marketplace. These benefits shall not constitute a significant portion of total remuneration.

Members of Group Management are obliged to observe a 6-month period of notice in the event of termination at the initiative of the employee and shall have a right to a maximum of a 12-month period of notice in the event of termination at the initiative of the Company. In the event of termination at the initiative of the Company, members of the Group Management shall have the right to a severance payment equivalent to a maximum of 12 months' salary, in addition to salary and other employment benefits during the period of notice. No severance payment shall be payable in the event of termination at the initiative of the employee.

The Board of Directors shall have the right to deviate from the abovementioned guidelines in individual cases and where special reasons exist. In the event of any such deviation, information about this and the reasons for the deviation shall be reported at the next Annual General Meeting.

The Remuneration Committee appointed by the Board of Directors prepares and compiles proposals to the Board of Directors for remuneration to the President/CEO. Based on proposals by the President/CEO, the Remuneration Committee makes decisions regarding remuneration to the other members of the Group Management. The Board of Directors is informed of the decisions of the Remuneration Committee.

**16. Resolution regarding issuing call options for bought-back shares and the transfer of bought-back shares to management personnel ("the 2011 Share-Related Incentive Scheme")**

The Board of Directors proposes that the Annual General Meeting should pass a resolution to adopt a long-term incentive scheme, the 2011 Share-Related Incentive Scheme ("the Scheme"). The Scheme, which it is proposed will include 25 members of management personnel within the Addtech Group, involves the participants being given the opportunity to acquire, at market price, call options relating to class B shares in Addtech AB (publ) ("the Company") bought back by the Company, with the participants receiving a certain subsidy on premiums paid for the options after two years.

The proposal of the Board of Directors also involves the Annual General Meeting approving the Company transferring – in deviation from the shareholders' preferential rights – up to 200,000 of the Company's bought-back class B shares to the option holders at the agreed exercise price in connection with any exercise of the call options (subject to any recalculations). Finally, the proposal of the Board of Directors also involves the Annual General Meeting approving the possibility of class B shares which the Company has acquired in accordance with previous authorisation being transferred in order to guarantee the provision of shares in accordance with the proposed Scheme. The Company currently holds a total of 486,800 class B shares in the Company.

This proposal has been prepared by the Company's Remuneration Committee in consultation with the Company's Board of Directors. The decision to propose the Scheme to the Annual General Meeting has been taken by the Board of Directors.

The Scheme involves the following main terms and conditions:

- a) The number of call options to be issued shall not exceed 200,000, corresponding to 0.9% of the total number of shares and 0.6% of the total number of votes in the Company. Each call option entitles the holder to acquire one (1) repurchased class B share in the Company during the period from 15 September 2014 to 29 May 2015, inclusive. Shares may not, however, be purchased during any such period when trading in the Company's shares is forbidden in accordance with section 15 of the Swedish Reporting Duty for Certain Holdings of Financial Instruments Act (2000:1087) or any other equivalent legislation which applies at any given time.

- b) The purchase price for shares on exercising options shall correspond to 120% of the volume-weighted average of the price paid for the Company's B shares on the NASDAQ OMX Stockholm during the period from 26 August to 8 September 2011, inclusive.
- c) The right to acquire call options shall be granted to the Group Management and 19 members of management within the Addtech Group who are directly able to have an impact on the Group's profits. Members of the Group Management team shall be offered a maximum of 15,000 call options, and other management personnel will be divided into two different categories, in which individuals will be offered a maximum of 8,000 and a minimum of 5,000 call options.
- d) If persons who are entitled to an allocation refrain in full or in part from acquiring call options offered to them, such unacquired call options shall be divided on a pro rata basis between those persons who are entitled to an allocation and who have expressed their interest in acquiring additional call options in writing. Persons who are entitled to an allocation may not come to acquire more than an additional 30% of the original number of call options offered in this manner.
- e) The Board of Directors shall establish with final effect the distribution of call options according to the principles outlined in items c) and d) above, and the number of call options the employees within each category shall be offered for acquisition.
- f) Notice of acquiring call options must be given no later than 12 September 2011.
- g) The premium for the call options shall correspond to the market value of the call options as per an external independent valuation, applying the Black & Scholes model. The measuring period for underlying share prices on calculating the option premium shall be from 2 September 2011 until 8 September 2011 inclusive.
- h) Issuing call options to employees outside Sweden is dependent on tax effects, there being no legal impediment, and the Board of Directors deeming that such allocation can be carried out with reasonable administrative and financial resources. The Board of Directors shall be entitled to make such minor amendments to the Scheme as required by applicable foreign legislation and regulations.
- i) The call options are freely transferable.
- j) The number of shares which the call options bring entitlement to acquire and the exercise price may be recalculated as a result of e.g. bonus issues, share consolidations or splits, new issues, a reduction in the share capital or similar actions. The point in time at which shares are transferred may be brought forward as a result of any merger or similar actions.
- k) In order to encourage participation in the Scheme, a subsidy shall be paid corresponding to the premium paid for each call option. This subsidy shall be paid during September 2013, providing that the option holder's employment with the Group has not been terminated and that the call options have not been disposed of prior to this point.
- l) Within the constraints of the above terms, conditions and guidelines, the Board of Directors shall be responsible for the further formulation and administration of the Scheme.

The costs of the Scheme consist of the subsidy paid during September 2013 as detailed above and the social security charges payable on this subsidy. The total cost of the subsidy, including social security charges, has been estimated at approximately SEK 2.3 million after corporation tax (calculated based on the prevailing market conditions on 7 July 2011). Against this subsidy, the option premium corresponds to a total of approximately SEK 2.3 million which the Company will receive on transferring the call options, as a result of which the Scheme will not involve any net charge to the Company's equity.

The reason for allowing deviations from shareholders' preferential rights and the Board's reasons for carrying out this Scheme are that senior management in the Addtech Group should be able to benefit from and strive for, through their own investment, an increase in the price of the Company's shares, thus more closely aligning the interests of senior managers and shareholders in the Company.

The intention of the Scheme is also to contribute towards management personnel increasing their shareholdings in Addtech in the long term. The Scheme is also expected to create the right conditions for retaining and recruiting skilled personnel for the Addtech Group, to provide competitive remuneration and to align the interests of the shareholders and management. Those members of management included in the Scheme are the group who, in an otherwise heavily decentralised organisation, are able to have a positive impact on profits through cooperation between the Group's subsidiaries. On the basis of this, the Board of Directors believes that the introduction of the Scheme will have a positive effect on the continued development of the Addtech Group, and that the Scheme will benefit both the shareholders and the Company.

The Company has two long-term incentive schemes, the 2009 and the 2010 Share-Based Incentive Schemes. The 2009 Share-Based Incentive Scheme has been in effect by which 22 members of senior management have acquired a total of 236,000 call options entitling the holders to acquire an equal number of class B shares in the Company. The exercise price for these call options is set at SEK 127.70 per share, and the exercise period is from 3 September 2012 to 14 June 2013, inclusive. If all these options were to be exercised, the number of shares outstanding would increase by 236,000. The total of these 236,000 shares are represented by class B shares already repurchased by the Company.

The 2010 Share-Based Incentive Scheme, has been in effect by which 21 members of senior management have acquired a total of 221,700 call options entitling the holders to acquire an equal number of class B shares in the Company. The exercise price for these call options is set at SEK 164.70 per share, and the exercise period is from 16 September 2013 to 30 May 2014, inclusive. If all these options were to be exercised, the number of shares outstanding would increase by 221,700. The total of these 221,700 shares are represented by class B shares already repurchased by the Company.

The resolution proposed by the Board of Directors in accordance with point 16 must be seconded by shareholders representing not less than nine tenths of the votes cast and shares represented at the Annual General Meeting.

The issuing of the Scheme requires that the Annual General Meeting resolves in accordance with the proposal in item 17.

**17. Authorisation for the Board of Directors to decide on the purchase and conveyance of own shares**

**A**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to acquire the Company's own class B shares in accordance with the following terms and conditions:

- a) Purchases may be made via the NASDAQ OMX Stockholm and shall be made in accordance with the Company's listing agreement with the NASDAQ OMX Stockholm.
- b) Purchases may be made on one or more occasions before the next-following Annual General Meeting.

- c) The maximum number of class B shares that may be acquired shall be limited so that the Company's holding of shares in treasury never exceeds 10 percent of the total number of shares outstanding.
- d) Shares purchased shall be paid for at a price within the price range registered at any given time, which is the interval between the highest purchase price and the lowest sale price
- e) Payment for shares shall be made in cash.

A statement of motives for the proposal of the Board of Directors for purchase of own shares pursuant to Chapter 19, Section 22, of the Swedish Companies Act is set forth in Appendix C.

## **B**

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors – in deviation from the preferential rights of existing shareholders and with or without provisions for payment in kind or through set-off – to decide on conveyance of the Company's own class B shares outside of the NASDAQ OMX Stockholm in connection with acquisition of companies or businesses (which justifies the deviation from the preferential rights of existing shareholders). Compensation for shares sold shall be equivalent to the estimated market value. The following additional terms and conditions shall apply:

1. The authorisation may be utilised on one or more occasions before the next-following Annual General Meeting.
2. The authorisation applies to all shares held in treasury by the Company at the time of the decision of the Board of Directors.

The purpose of the authorisation is to enable the Group's capital structure to be adjusted as well as to enable companies or business operations to be acquired in future through payment of own shares. Holding its own shares also safeguards the Company's commitments in the Share-Based Incentive Scheme resolved by the 2009 and 2010 AGM and the Share-Based Incentive Scheme proposed in item 16 above.

The resolution of the Annual General Meeting under items A – B is valid only if seconded by at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting.

*Stockholm, July 2011*

**Addtech AB (publ)**

*The Board of Directors*