

Proposal by the Board of Directors of Addtech AB (publ) for resolution at the Annual General Meeting to be held 28 August 2013.

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

The Board of Directors proposes that the funds available for distribution are allocated as follows: 175 MSEK (174) to be paid as dividend to the shareholders and the remaining, 732 MSEK (717), to be carried forward.

This means that the Board of Directors proposes a dividend to the shareholders of SEK 8.00 per share (SEK 8.00) and Monday, 2 September 2013, as the record day 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 Thursday, 5 September 2013, to shareholders of record on the record day.

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/CEO 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

This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.



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.

This statements of the proposal for resolution is complete.

16. Resolution regarding issuing call options for repurchased shares and the transfer of repurchased shares to management personnel ("the 2013 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 2013 Share-Related Incentive Scheme ("the Scheme"). The Scheme is proposed to include 25 members of management personnel within the Addtech Group in which the participants is being given the opportunity to acquire, at market price, call options relating to class B shares in Addtech AB (publ) ("the Company") repurchased 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 180,000 of the Company's repurchased 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 750,800 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 180,000, corresponding to approximately 0.8% of the total number of shares and approximately 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 19 September 2016 to 2 June 2017, 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 30 August to 12 September 2013, 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 17 September 2013.
- 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 6 September 2013 until 12 September 2013 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 2015, 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 2015 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 3,1 million after corporation tax (calculated based on the prevailing market conditions on 27 June 2013). Against this subsidy, the option premium corresponds to a total of approximately SEK 3,1 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 three long-term incentive schemes, the 2010, 2011 and the 2012 Share-Based Incentive Schemes.

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 2011 Share-Based Incentive Scheme, has been in effect by which 25 members of senior management have acquired a total of 200,000 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 179.40 per share, and the exercise period is from 15 September 2014 to 29 May 2015, inclusive. If all these options were to be exercised, the number of shares outstanding would increase by 200,000. The total of these 200,000 shares are represented by class B shares already repurchased by the Company.

The 2012 Share-Based Incentive Scheme has been in effect by which 25 members of senior management have acquired a total of 200,000 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 214.50 per share, and the exercise period is from 14 September 2015 to 3 June 2016, inclusive. If all these options were to be exercised, the number of shares outstanding would increase by 200,000. The total of these 200,000 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.

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

The Board of Directors proposes that the Annual General Meeting passes a resolution authorising the Board of Directors to decide – during the period until the next following Annual General Meeting – to repurchase up to the maximum number of class B shares so that the Company’s holding of own shares at any given time does not exceed 10 percent of the total number of shares outstanding in the Company. Purchases shall be made on the NASDAQ OMX Stockholm 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. Purchase may be done at one or several occasions.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors – during the period until the next Annual General Meeting – to sell its own shares held in treasury in conjunction with acquisitions of companies or businesses in ways other than on the NASDAQ OMX Stockholm. The authorisation may be exercised on one or more occasions and includes allshares held in treasury by the Company at the time of the decision of the Board of Directors. The authorisation includes a right to decide to deviate from shareholders’ preferential rights and that payment may be effected in forms other than money.

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 Schemes resolved by the 2010, 2011 and the 2012 AGM and the Share-Based Incentive Scheme proposed in item 16 above.

The resolution proposed by the Board of Directors in accordance with item 17 must be seconded by shareholders representing not less than two thirds of the votes cast and shares represented at the Annual General Meeting.

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Stockholm, July 2013

Addtech AB (publ)

The Board of Directors