

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

*Addendum to Annual General Meeting  
in Addtech AB 31 August 2016*

**ADDTECH**

## **Report of results of evaluation pursuant to item 9 of the Swedish Code of Corporate Governance**

The Remuneration Committee, consisting of directors Anders Börjesson and Tom Hedelius, with Johan Sjö presenting the agenda, convened on one occasion during the financial year 1 April 2015 – 31 March 2016. During the new financial year, beginning 1 April 2016, the Remuneration Committee has convened on one occasion. Inter alia, the Remuneration Committee has dealt with current and completed schemes for variable remuneration to members of corporate management.

The company has three long-term incentive schemes since earlier, the 2013, 2014 and 2015 Share Related Incentive Scheme.

With respect to the outstanding option scheme, Share-based Incentive Scheme of 2013, there is a total of 102,432 outstanding call options, which entitles the acquisition of 378,998 shares of class B in the Company. The exercise price for these call options was set at SEK 85.90 per share and the exercise period covers the time from 19 September 2016 to 2 June 2017.

With respect to the outstanding option scheme, Share-based Incentive Scheme of 2014, there is a total of 350,000 outstanding call options, which entitles the acquisition of 430,500 shares of class B in the Company. The exercise price for these call options was set at SEK 94.50 per share and the exercise period covers the time from 17 September 2017 to 1 June 2018.

With respect to the outstanding option scheme, Share-based Incentive Scheme of 2015, there is a total of 350,000 outstanding call options, which entitles the acquisition of 430,500 shares of class B in the Company. The exercise price for these call options was set at SEK 125.10 per share and the exercise period covers the time from 17 September 2018 to 3 June 2019.

All underlying 1,239,998 shares of class B in the Company of outstanding options correspond in their entirety to the already repurchased class B shares in the Company.

The reasons for these schemes are that senior management in the Addtech Group will be able to benefit from and strive for, through their own investment, an increase in the price of the Company's shares. The purpose of the schemes are also to contribute towards management personnel increasing their shareholdings in Addtech in the long term. The schemes are also expected to create 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. The ambition of the Remuneration Committee is that the incentive schemes will contribute to that the members of corporate management, in the long-term, will increase their shareholding in Addtech. The members of management included in the scheme are the group that, in an otherwise heavily decentralised organisation, can have a positive impact on profits through cooperation between the Group's subsidiaries.

Since these schemes are directed to our most important management personnel within the Business Area- and Business Unit management, the schemes have created a more common agenda within the Group, which is very positive. It has become more engagement and will to discuss cooperation when it comes to i.e. customers, vendors and cost. The management personnel are very positive to a renewal scheme.

Neither the share-based incentive schemes resolved by previous Annual General Meetings, nor the share-based incentive schemes proposed to the 2016 Annual General Meeting, is expected to entail a net reduction of the Company's equity.

Regarding the variable remunerations based on the Group's earnings, to which the CEO and other members of senior management are entitled, KSEK 3,827 was expensed during the 2015/2016 financial year.

The Remuneration Committee has in its evaluation determined that the remuneration structures and levels in the Company enable a total remuneration that is fair and competitive and capable of attracting and retaining qualified employees. The Remuneration Committee has also dealt with how the guidelines for remuneration to members of senior management resolved by the Annual General Meeting 2015 have been applied. The Committee has come to the conclusion that the guidelines have been appropriate and have also been adhered to. There has thus been no need to deviate from the guidelines as permitted in the event special circumstances so dictate. This is also evident from the opinion of the auditor pursuant to Chapter 8, section 54 of the Swedish Companies Act

*Stockholm, July 2016*

***Addtech AB (publ)***

*The Remuneration Committee*