

*Nacka Strand 2005-09-15*

## **Press Release from Hexagon AB (publ)**

### **Extraordinary Shareholders' Meeting in Hexagon AB (publ)**

Hexagon has made a public offer to all shareholders in Leica Geosystems Holdings AG, Switzerland ("Leica") to purchase all shares in Leica. According to the public offer, a cash consideration of CHF 440 as well as five new B-shares in Hexagon is offered for each share in Leica. In view of that the offer partly consists of consideration in the form of new Hexagon shares, the Board had submitted certain proposals for resolutions to an Extraordinary Shareholders' Meeting in Hexagon, which were required to complete the offer.

At today's Extraordinary Shareholders' Meeting, it was resolved *inter alia* to amend the articles of association and issue new shares as required to complete the public offer.

The resolutions of the Meeting are subject to the condition that the Board of Hexagon makes public a resolution to complete the public offer.

#### ***Amendment of the Articles of Association***

The Meeting resolved to amend the Articles of Association to the effect that the share capital in the Company shall be not less than SEK 230,000,000 and not more than SEK 920,000,000 and that, if shares are issued in two series, shares of Series A may not exceed 50 per cent and shares of Series B may not exceed 95.6 per cent of all outstanding shares.

#### ***Issue in Kind***

The Meeting resolved that Hexagon's share capital shall be increased with not more than SEK 52,963,940 by a new issue of not more than 13,240,985 B-shares each with a nominal value of SEK four (4). The right to subscribe for the new shares shall only be granted to shareholders in Leica who in accordance with the terms and conditions of the public offer have accepted the same, with the right and the obligation for the subscribers to pay for the new shares in Hexagon by transfer of their shares in Leica to Hexagon, whereby the subscribers for each share in Leica shall be entitled to subscribe for five (5) new B-shares in Hexagon and in addition thereto receive a cash consideration in accordance with the terms and conditions of the offer.

Subscription of the new shares in Hexagon shall be made on a subscription list no later than 20 October 2005, with a right for the Board to extend the subscription period. Payment for the new shares in Hexagon shall be made no later than 28 October 2005 by transfer to Hexagon of the Leica shares used for subscription in accordance with the above, as capital contributed in kind, with a right for the Board to extend the payment period.

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***Authorization to resolve on new issue***

The Meeting resolved to authorize the Board to, on one or several occasions, not longer than until the next annual general meeting of shareholders resolve on an increase of the Company's share capital by not more than in total SEK 26,481,968, by way of a new issue of not more than in total 6,620,492 B-shares, each with a nominal value of SEK four (4).

The issue shall be an issue in kind in connection with acquisitions which may be made with respect to shares in Leica which are outstanding after that payment has been made in accordance with the terms and conditions of the public offer, whereby the right to subscribe for the new shares shall only be granted to holders of shares in Leica with the right and the obligation for the subscribers to pay for the new shares by transfer of their shares in Leica to Hexagon in accordance with the terms and conditions for such acquisitions.

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The Board of Hexagon has, following the Meeting's resolutions set forth above, resolved as follows:

- to approve of an issue prospectus prepared in accordance with the relevant regulations in the Swedish Companies Act to be held available for the shareholders in Leica as from the 19 September 2005;
- that an announcement of the Meeting's resolution on new issue of shares shall be published in Post- och Inrikes Tidningar (*The Swedish Official Gazette*) and Svenska Dagbladet on 19 September 2005;
- that the subscription period for the new issue of shares resolved on by the Meeting, shall commence on 22 September 2005.

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