



Press release  
Stockholm 4 May 2006

## **Annual General Meeting of Hexagon AB**

At the Annual General Meeting of Hexagon AB (publ) today, it was resolved in accordance with the following.

### **Board of Directors**

The AGM re-elected the Directors Melker Schörling, Maths O. Sundqvist, Ola Rollén, Marianne Arosenius and Carl-Henric Svanberg and elected Mario Fontana as new Director of the Board. Melker Schörling was re-elected Chairman of the Board.

The Directors' fees shall be SEK 1,950,000 in total, to be allocated with SEK 600,000 to the Chairman, SEK 450,000 to the Vice Chairman and SEK 300,000 to each of the other Directors elected by the AGM but not employed by the Company.

At the Statutory Meeting following the AGM, Maths O. Sundqvist was re-elected Vice Chairman of the Board.

### **Dividend**

The AGM approved the proposal submitted by the Board of Directors, thereby confirming the dividend of SEK 3.00 per share. Record day for the dividend will be Tuesday 9 May 2006. Dividend settlements will be handled by VPC AB (the Swedish Securities Register Centre) and the estimated settlement day will be Friday 12 May 2006.

### **Nomination-, Remuneration- and Auditing Committee**

Re-election of Melker Schörling, Maths O. Sundqvist, Henrik Didner (Didner & Gerge Fonder) and Anders Algotsson (AFA Försäkring) and new election of Magnus Bakke (Robur) as members of the Nomination Committee for the AGM 2007, whereby Melker Schörling was appointed Chairman of the Nomination Committee.

At the Statutory Meeting following the AGM, Melker Schörling and Maths O. Sundqvist were re-elected members of the Remuneration Committee and Marianne Arosenius and Mario Fontana were elected new members of the Auditing Committee for the time until the next Statutory Meeting.

### **Amendments of the Articles of Association**

The AGM resolved to amend the Articles of Association in accordance with the proposal of the Board of Directors in order to adapt them to the new Swedish Companies Act, which entered into force on 1 January 2006.

### **Authorisation of the Board of Directors to resolve on an issue in kind**

Due to the present compulsory redemption of the remaining outstanding shares in the Swiss company Leica Geosystems Holdings AG ("Leica") acquired by Hexagon, the AGM resolved to authorise the Board of Directors to increase the company's share capital, on one or several occasions during the period until the next AGM, by a maximum of SEK 800,000 through a new issue of not more than



200,000 shares of class B. The issue shall be made with decision on capital contributed in kind due to the possible acquisition of the remaining outstanding shares in Leica. The right to subscribe for the new B-shares shall only be granted to holders of such Leica shares affected by the compulsory redemption procedure with the right and obligation for these subscribers to pay for the new shares in Hexagon by transfer of their respective shares in Leica to Hexagon in accordance with the terms and conditions for such acquisitions.

**Issue in kind**

The AGM resolved on an issue in kind, whereas the company's share capital shall be increased by a maximum of SEK 800,000 by a new issue of not more than 200,000 B-shares. The reason for the issue in kind is that when Hexagon acquired Leica there were approx. 90,000 outstanding options awarded employees within the former Leica Group due to incentive programs. The right to subscribe for the new shares shall be granted to holders of options in Leica or bank engaged by Leica in order to secure an appropriate handling and transfer of B-shares in Hexagon to the option holders. Payment for the new shares shall be made by transfer of Leica shares issued on the basis of outstanding options in Leica. The subscribers of the new shares shall contribute as capital in kind one (1) Leica share for every five (5) B-shares subscribed in Hexagon and in addition thereto receive a cash consideration of CHF 440 deducting the pre-determined redemption price in accordance with the incentive programs. The new shares shall entitle to dividend as from the financial year 2007, i.e. also for the financial year 2006.

**Authorisation of the Board of Directors to take up financing**

The AGM resolved to authorise the Board of Directors to raise necessary credit facilities and to utilize present credit facilities where the interest or the amount to be repaid, in whole or in part, is dependent on dividends to shareholders, share price development, results or financial status of the company, on one or several occasions during the period until the next AGM. The reason for the authorisation is that the company shall have the possibility to raise loans and continue to utilize present financing, on attractive terms for the company, where for instance the interest is dependent on the results or financial status of the company.

For further information please contact:

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*Hexagon is a global technology group with strong market positions within measurement technologies, polymers and key components. The group has 7 691 employees in 30 countries and net sales year 2005 totalled 9 637 MSEK.*