

Notice of Annual General Meeting in Mycronic

The shareholders in Mycronic AB (publ) are hereby given notice to attend the Annual General Meeting (AGM), on Thursday 4 May, 2017 at 5.00 pm in Stora Aulan at Norra Latin/Stockholm City Conference Centre, Drottninggatan 71 B, Stockholm. At 4.00 pm participants are offered refreshments.

Participation

Shareholders, who wish to participate in the AGM, must be listed in the share register kept by Euroclear Sweden AB by Thursday 27 April, 2017, and must notify the Company of their and any advisors' participation in the AGM not later than Thursday 27 April, 2017. This can be done:

- On the website www.mycronic.com
- By mail to Mycronic AB (publ.), "Annual General Meeting", P.O. Box 3141, SE-183 03 Täby, Sweden
- By telephone +46 8 638 52 23

In the notification, the name, personal ID or registration number, address and telephone number, the number of shares held and the names of any advisors shall be stated. To be entitled to participate in the AGM, shareholders whose shares are registered in the name of a nominee must request temporary registration of the shares in their own name. Shareholders must notify their nominee well before 27 April, 2017, as the temporary registration must be done by this date.

Shareholders who are represented by a proxy should include a written proxy and a copy of the registration certificate or an equivalent document which shows who is authorized to sign for the legal entity when notifying the Company. Proxy forms can be found on the website, www.mycronic.com.

There are a total amount of 97,916,509 shares and votes in the Company. The Company has no own shares. Shareholders are reminded of the right, at the AGM, to put questions to the Board of Directors and the Chief Executive Officer (CEO) in accordance with the Companies Act, chapter 7 § 32.

Agenda for the AGM

1. Election of Chairman of the AGM.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Consideration of whether the meeting has been duly convened.
6. Speech by the CEO.
7. Presentation of annual report and auditor's report as well as of the consolidated financial statements and the auditor's report for the group.
8. Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
9. Resolution regarding appropriation of the company's profit or loss.
10. Resolution regarding discharge from liability of members of the Board of Directors and the CEO.
11. Resolution regarding number of board members and deputy board members and auditors.
12. Determination of fees for the members of the Board of Directors and the auditors.
13. Election of board members and Chairman of the Board of Directors.
14. Election of auditor.
15. The Board's proposal regarding guidelines for remuneration for the executive management.
16. Proposal regarding composition of nomination committee.
17. The Board's proposal on authorization of the Board of Directors to resolve to issue new shares.

Mycronic AB

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Proposals from the Nomination Committee

The nomination committee for the AGM 2017 is composed of Henrik Blomquist (Bure Equity AB), Thomas Ehlin (Fjärde AP-fonden), Joachim Spetz (Swedbank Robur Fonder) and Patrik Tigerschiöld (Chairman of the Board).

Item 1: Chairman of the AGM

The nomination committee proposes that Patrik Tigerschiöld is elected Chairman of the AGM.

Item 9: Resolution regarding the allocation of the Company's result

The Board of Directors proposes an ordinary dividend for the financial year 2016 of SEK 2.00 per share. Record date is proposed to be 8 May, 2017 and disbursement day 11 May, 2017.

Item 11: Resolution regarding number of board members and deputy board members and auditors

The nomination committee proposes that the Board of Directors for the period running up until the end of the next AGM shall be composed of five members with no deputy members and that one registered accounting firm is elected as auditor.

Item 12: Determination of fees for the members of the Board of Directors and the auditors

The nomination committee proposes a total remuneration to the Board of Directors at the amount SEK 1,650,000 for the period running until the end of the next AGM, of which unchanged SEK 550,000 shall concern remuneration to the Chairman of the Board, and unchanged SEK 220,000 shall concern remuneration to each of the other four board members. The nomination committee proposes a raise of SEK 15,000 in remuneration to the Chairman of the audit committee to SEK 70,000. The nomination committee also proposes remuneration to each of the other members of the audit committee of SEK 30,000 and remuneration to the Chairman and to each of the other members of the remuneration committee of SEK 30,000.

The company may permit board members to invoice the remuneration from his or her own company if current tax legislation allows for invoicing and as long as it can be done cost neutral for Mycronic. If the board remuneration is being invoiced through a company, the remuneration shall be increased with an amount corresponding to social security costs under law.

The nomination committee also proposes that the auditors' fee for the period running until the end of the next AGM is taken on current account.

Item 13: Election of members and Chairman of the Board of Directors

The nomination committee proposes re-election of the Board members Katarina Bonde, Ulla-Britt Fräjdin-Hellqvist, Per Holmberg, Magnus Lindquist and Patrik Tigerschiöld, all for the period running up until the end of the next AGM. Patrik Tigerschiöld is proposed to be re-elected as Chairman of the Board. Stefan Skarin has declined re-election.

Item 14: Election of auditor

The nomination committee proposes re-election of Ernst & Young AB as auditor for the period running until the end of the next AGM. Ernst & Young has announced the assign Authorized Public Accountant Erik Sandström as responsible auditor.

Item 15: The Board of Directors' proposal regarding guidelines for remuneration for the executive management

The Board's proposal for guidelines for remuneration for the executive management, consisting of the CEO and eight persons (senior executives), is prepared by the remuneration committee after which the Board of Directors passes a decision on the proposed guidelines. The guidelines are established by the AGM. In handling matters related to remuneration, external advice is sought when necessary.

The main principle is to offer senior executives market based remuneration and terms of employment. Actual levels of remuneration are determined on the basis of factors such as expertise, experience and performance.

The guidelines regards the time period from the AGM 2017. The Board of Directors may deviate from these guidelines on an individual basis if there are particular reasons at hand. Total remuneration consists of the following:

Basic salary

Basic salary for the CEO and other senior executives is reviewed annually.

Short term incentive program, STI

Remuneration shall be paid in relation to the performance goals achieved by the company as a whole. The remuneration shall amount to not more than 80 percent of the basic salary.

Long term incentive program, LTI

For the purpose of linking the interests of the employees with the interests of the shareholders and in order to encourage the senior executives' ("Employee") acquisitions of shares in the Company, a long term incentive program shall, in addition to STI described above, be applied with the following main components:

- a. A general principle state that if an Employee buys shares, the Company shall match this by cash payment of the same amount, compensated for the Employee's marginal tax costs, in the form of a single payment ("Matching Amount"). Employees shall have the right to buy shares for a maximum amount of SEK 50,000, and CEO SEK 100,000 after tax. The Employee shall use the Matching Amount to acquire shares in the Company. These shares shall through means of agreement be kept for at least four years.
- b. If the Employee fulfills certain requirements after three years, the Company shall make an additional single payment corresponding up to 150 per cent of the Matching Amount with compensation for the Employee's marginal tax costs in accordance to the above. The Employee shall use the paid out amount to acquire shares in the Company. These shares shall through means of agreement be kept for at least one year.
- c. The criteria for payment in accordance with item b., is inter alia, that the Employee shall still be employed and that he or she has kept his or her acquired shares and that the performance goals regarding the Company's earnings per share for the financial year 2019 as established by the Board have been fulfilled. In case of partial goal fulfillment regarding earnings per share, part of the maximum amount will be paid out.

Pension benefits

Retirement age for the CEO is 62 years and for other senior executives 65 years. All pension benefits for senior executives are defined pension premiums. This means the Company pays an individually agreed defined pension premium for each senior executive. There are no other pension obligations.

Other benefits

Senior executives are entitled to a company car or cash benefit of equal value. In addition to this, all senior executives are entitled to conventional health insurance. The CEO also has housing benefit in Stockholm and travels between Stockholm and Göteborg paid by the Company.

Termination benefits

In the event of dismissal of the CEO by the Company, there is a notice period of twelve months and termination benefits corresponding to 12 months' salary. For other senior executives there is a notice period of six months in the event of dismissal by the company and termination benefits equal to six months' salary. During the notice period, existing employment agreements run with benefits according to the agreement. In cases where termination benefits are received, no other benefits are payable.

Item 16: Proposal regarding composition of nomination committee

The nomination committee proposes that a new Election Committee for the 2018 AGM is appointed by the Chairman of the Board – at the latest by the end of the third quarter of 2017 – contacting the

three largest or otherwise known shareholders per 31 August, 2017. The term of office shall run until a new Election Committee commences its service.

The composition of the Election Committee shall be published no later than six months before the Company's AGM.

The responsibility of the Election Committee regarding the 2018 AGM includes proposing (i) chairman of the meeting, (ii) the number of Board members, (iii) election of members of the Board and Chairman of the Board and remuneration of Board members and members of board committees, (iv) election of auditor and remuneration of auditor and (v) the process for appointment of a new Election Committee.

Item 17: The Board of Directors' proposal regarding authorization of the Board of Directors to resolve to issue new shares

The Board of Directors proposes that the AGM authorizes the Board of Directors up until the end of the 2018 AGM, on one or several occasions, to resolve on new shares issues, with deviation from the shareholders' preferential rights. Shares may be paid in kind, through set-off or with other conditions set forth in chapter 13 § 5 first section item 6 in the Companies Act. The Board of Directors may otherwise set the terms of such new share resolution. The authorization shall however not comprise a right for the Board to issue shares against cash payment and with deviation from the shareholders' preferential rights. The issue price shall be based on market practice and the number of issued shares may at the most correspond to ten per cent of the total amount of outstanding shares per the day of this notice.

The reason for the deviation from the shareholders' preferential rights and the right to decide on payment through set-off, in kind or other condition as set forth in the Companies Act is to enable the Company to issue shares in order to acquire shares, business or product rights.

Majority requirements

Valid resolutions regarding item 17 in accordance with the proposal above require support of shareholders representing at least two thirds (2/3) of both cast votes as well as the shares represented at the meeting.

The financial statements and the audit report the financial year 2016, as well as the nomination committee's and the Board of Directors' complete proposals including related documentation will be available at the Company at Nytorpsvägen 9 in Täby by no later than 13 April 2017, on the company website and will be sent by post to shareholders requesting so and stating their postal address.

Täby in March, 2017
Mycronic AB (publ)

Board of Directors

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About Mycronic AB

Mycronic AB is a Swedish high-tech company engaged in the development, manufacture and marketing of production equipment with high precision and flexibility requirements for the electronics industry. Mycronic headquarters are located in Täby, north of Stockholm and the Group has subsidiaries in China, France, Germany, Japan, Singapore, South Korea, the Netherlands, United Kingdom and the United States. For more information see our web site at: www.mycronic.com

Mycronic AB (publ) is listed on NASDAQ Stockholm, Mid Cap: MYCR.

The information is of the type that Mycronic is required to disclose in accordance with the EU Market Abuse Regulation. The information was submitted for publication, through the contact persons stated above, on 24 March, 2017, at 1 pm.