

Welcome to the Annual General meeting in Mycronic AB (publ)

The shareholders in Mycronic AB (publ) are hereby given notice to attend the annual general meeting, on Thursday 9 May 2019 at 5:00 p.m. in Industrisalen at Näringslivets Hus, Storgatan 19, Stockholm. Before the annual general meeting, from 4:00 p.m. participants are offered refreshments.

Participation

Shareholders, who wish to participate in the annual general meeting, must be listed in the share register kept by Euroclear Sweden AB by Friday 3 May 2019, and must make notification of their and any advisors' participation at the annual general meeting not later than Friday 3 May 2019, at 12:00 p.m. Notification of participation is made with Computershare AB and can be done:

- On the website www.mycronic.com
- By telephone +46 8 518 01 551
- By mail to Computershare AB, "Mycronic's Annual General Meeting", P.O. Box 610, SE-182 16 Danderyd, Sweden
- By e-mail to mycronic@computershare.se

The notification shall state name, personal ID number or corporate registration number, address and telephone number, number of shares held and names of any advisors. Shareholders whose shares are registered in the name of a nominee must, to be entitled to participate in the annual general meeting, request temporary registration of the shares in their own name. Shareholders must notify their nominee well before 3 May 2019, as the temporary registration must be done by this date.

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

The total number of shares and votes in the company amounts to 97,916,509. The company does not hold any of the shares. Shareholders are reminded of the right to, at the annual general meeting, ask questions to the Board of Directors and the Chief Executive Officer (CEO) in accordance with the Swedish Companies Act, Chapter 7, Section 32.

Proposed Agenda for the annual general meeting

1. Election of Chairman of the annual general meeting
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 in accordance with the adopted balance sheet
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

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13. Election of members of the Board of Directors and Chairman of the Board of Directors
14. Election of auditor
15. The Board of Directors' proposal regarding guidelines for remuneration for the executive management
16. Proposal regarding composition of nomination committee
17. The Board of Directors' proposal on authorization of the Board of Directors to resolve to issue new shares
18. The Board of Directors' proposal on authorization of the Board of Directors to resolve for the company to acquire the company's own shares
19. The Board of Directors' proposal regarding Long Term Incentive Program 2019 (LTIP 2019)

Proposals from the nomination committee

The nomination committee for the 2019 annual general meeting is composed of Henrik Blomquist (Bure Equity), Thomas Ehlin (Fjärde AP-fonden), Joachim Spetz (Swedbank Robur Fonder) and Patrik Tigerschiöld (Chairman of the Board).

At the time of publication of this notice, the work of the Nominating Committee was not fully completed and is continuing regarding the following proposals:

- Item 11 - Resolution regarding number of board members and deputy board members.
- Item 12 - Determination of fees for the members of the Board of Directors and the auditors.
- Item 13 - Election of members of the Board of Directors and Chairman of the Board of Directors.

According to the Board's knowledge, the Nomination Committee's proposals on these items will be submitted in good time before the AGM and they will be published on the company's website.

Item 1: Election of Chairman of the annual general meeting

The nomination committee proposes that Patrik Tigerschiöld is elected Chairman of the annual general meeting.

Item 9: Resolution regarding appropriation of the company's profit or loss in accordance with the adopted balance sheet

The Board of Directors proposes an ordinary dividend for the financial year 2018 of SEK 3 per share. Record date is proposed to be 13 May 2019 and disbursement day is estimated to be 16 May 2019.

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 annual general meeting. Ernst & Young has announced the 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 of Directors' proposal for guidelines for remuneration for the executive management, consisting of the incoming CEO and currently 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 annual general meeting. In the preparation of matters related to remuneration, external advice is sought when deemed 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 annual general meeting 2019. 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:

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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 100 percent of the basic salary.

Long term incentive program, LTI

The Company has previously had an annual share-related incentive program, long-term incentive program ("LTI"), where two previous years are still outstanding. LTI is described on the Company's website and summarized in section D.4 of item 19 of this notice.

The Board of Directors' proposal regarding a new long term incentive program 2019 (LTIP 2019) is described in item 19 of this notice.

Pension benefits

Retirement age for the CEO is 65 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 and that the company has 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.

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 nomination committee for the 2020 annual general meeting is appointed by the Chairman of the Board – at the latest by the end of the third quarter of 2019 – contacting the three largest or otherwise known shareholders per 31 August, 2019. The term of office shall run until a new nomination committee commences its service.

The composition of the Election Committee shall be published no later than six months before the company's annual general meeting.

The responsibility of the Election Committee regarding the 2020 annual general meeting 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 to Board members and the Chairman of the Board and remuneration to members of board committees, (iv) election of auditor and remuneration to auditor and (v) the process for appointment of a new nomination committee.

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

The Board of Directors proposes that the annual general meeting authorizes the Board of Directors up until the end of the 2020 annual general meeting, on one or several occasions, to resolve to issue new shares, 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, Section 5, first paragraph item 6 in the Swedish Companies Act. The Board of Directors may otherwise set the terms of such share issuance.

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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 determined on marketable grounds and the number of issued shares may not exceed ten percent of the total amount of outstanding shares in the company 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 Swedish Companies Act is to enable the company to issue shares in order to acquire shares, business or product rights.

Item 18: The Board of Directors' proposal on authorization of the Board of Directors to resolve for the company to acquire the company's own shares

The Board of Directors proposes that the annual general meeting authorizes the Board of Directors to resolve for the company to acquire the company's own shares in accordance with the following. Acquisition of shares in the company may only be made on Nasdaq Stockholm (the "Exchange"). Acquisition may only be made by a maximum of so many shares that, at any given time, the company's own holdings do not exceed five percent of all shares in the company. The authorization may be used on one or several occasions up until the end of the 2020 annual general meeting. Acquisition of shares on the Exchange may only take place at a price within the price range recorded on the Exchange at any given time.

The purpose of the above authorizations to acquire shares is to enable delivery of shares to participants in LTIP 2019 (the introduction of a new long term incentive program, LTIP 2019, is subject to a separate resolution in item 19 in the notice for the 2019 annual general meeting) and to be able to continuously adjust the company's capital structure to the company's capital requirements. Shares that have been acquired by the company and which have not been reserved in order to secure the company's delivery of shares under LTIP 2019 are intended to be canceled following a resolution thereof at the 2020 annual general meeting.

Item 19: The Board of Directors' proposal regarding Long Term Incentive Program 2019 (LTIP 2019)

Mycronic's Board of Directors proposes that the Annual General Meeting pass a resolution on the implementation of a Long Term Incentive Program 2019 (LTIP 2019). This proposal is divided into four items:

- A. Terms of LTIP 2019
- B. Transfer of the Company's own shares under LTIP 2019 and hedging activities
- C. If item B is not approved, the Board proposes that hedge of LTIP 2019 shall take place via an equity swap agreement with a third party
- D. Other matters related to LTIP 2019

A. Terms of LTIP 2019

A.1 Introduction

The Board wishes to establish a long-term incentive program for certain key employees in order to encourage personal long-term ownership of Mycronic shares as well as to increase and enhance its ability to recruit, retain and motivate employees. The Board therefore proposes that the Annual General Meeting (the "AGM") resolves to implement a long-term performance share program 2019 ("LTIP 2019"). The intention is also to use LTIP 2019 to unite the interest of the employees with the interests of shareholders.

Participants may, after a qualifying period, receive allotments of Mycronic ordinary shares without consideration. The number of allotted shares will depend on the fulfilment of certain performance targets. The term of LTIP 2019 is more than three years.

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A.2 Basic features of LTIP 2019

The LTIP 2019 will be directed towards certain key employees in the Mycronic Group. The participants are based in Sweden and other countries where the Mycronic Group is active. Each participant may be entitled, after a certain qualification period (defined below), provided continued employment during the entire period (except from "Good Leavers"), and depending on the fulfilment of certain performance targets linked to Mycronic's Earnings Per Share ("EPS"), to receive allotment of Mycronic shares ("Performance Shares"). The participant shall not pay any consideration for the allotted Performance Shares. Performance Shares are Mycronic ordinary shares.

A.3 Participation in LTIP 2019

LTIP 2019 is directed towards a maximum of 70 employees, divided in three categories of participants:

Category	Maximum number of shares per person
A) CEO (maximum 1 person)	13,700
B) Management Group (maximum 10 persons)	5,200
C) Other key employees (maximum 65 persons)	2,100

Any resolution on participation or implementation of LTIP 2019 shall be conditional on that it, in the Board's judgement, can be offered with reasonable administrative costs and financial effects.

A.4 Allotment of Performance Shares

Allotment of Performance Shares within LTIP 2019 will be made during a limited period of time following the Annual General Meeting 2022. The period up to this date is referred to as the qualification period (vesting period). A condition for the participant to receive allotment of Performance Shares is that the participant remains an employee of the Mycronic Group during the full qualification period up until allotment. Allotment of Performance Shares also requires that the EPS performance targets are fulfilled. The Board shall establish a customary definition of Good Leavers and determine whether any allocation shall be made to participants who are considered Good Leavers.

The performance targets are Mycronic's EPS and the performance targets shall be established by the Board. Partial fulfilment of the performance targets will result in partial allotment of Performance Shares. Performance under a certain level will result in no allotment. The EPS targets and the outcome will be communicated to the shareholders after the allotment of Performance Shares to participants.

Prior to the allotment of Performance Shares, the Board shall assess whether the allotment is reasonable in relation to the Company's financial results, position and performance, as well as other factors.

If significant changes take place within the Mycronic Group, or on the market, which, by the assessment of the Board, would mean that the terms for allocation/transfer of shares according to LTIP 2019 is no longer reasonable, the Board shall have the right to implement an adjustment to LTIP 2019, including, among others, the right to reduce the number of Performance Shares allocated/transferred, or not to allocate/transfer Performance Shares at all.

A.5 Implementation and administration etc.

The Board, with the assistance of the remuneration committee, shall in accordance with the resolutions by the Annual General Meeting set forth herein be responsible for the detailed design and implementation of LTIP 2019. The Board may also decide on the implementation of an alternative cash based incentive for participants in countries where the allotment of Performance Shares is not appropriate, as well as if otherwise considered appropriate. Such alternative incentive shall to the extent practically possible be designed to correspond to the terms of LTIP 2019.

The intention is that the Board shall launch LTIP 2019 as soon as practically possible after the Annual General Meeting.

B. Transfer of the Company's own shares under LTIP 2019 and hedging activities.

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B1. Number of shares

The Board proposes that the Annual General Meeting resolves that transfer of up to 183,400 Mycronic shares under LTIP 2019 may be made in accordance with the below. The numbers of shares is calculated on the basis of maximum participation and maximum fulfilment of performance requirements.

B2. Other conditions for transfer of Mycronic shares

Mycronic shares may be transferred to the participants in LTIP 2019.

Share transfers to participants in LTIP 2019 shall be made without the participants paying consideration and shall be carried out at the time and subject to the other conditions under which participants in LTIP 2019 have the right to be allotted shares.

The number of Mycronic shares that might be transferred under LTIP 2019 shall be subject to customary re-calculation principles and may, consequently, be subject to re-calculation due to a bonus issue, share split, dividends and/or other similar events. Resolutions resolved upon by the Annual General Meeting 2019 shall not be included in a re-calculation of the number of shares.

B.3 Grounds for the board's proposal and alternative hedging via an equity swap agreement with a third party etc.

Since the Board believes that the most cost efficient and flexible method to transfer Mycronic shares under LTIP 2019 is obtained through transfer of own shares, the Board proposes that transfers are secured as described above in this item B. Should the necessary majority not be obtained for the proposal in item B, the Board proposes that the Annual General Meeting resolves on a share swap agreement, in accordance with item C below.

Share swap agreement will be relevant should this be more appropriate, for example due to the fact that the acquisition of own shares cannot be made to the extent required to be able to transfer shares under LTIP 2019.

The reason for the deviation from the shareholders' pre-emption rights to acquire the own shares is that the Company shall be able to secure the delivery of shares under LTIP 2019.

C. Hedge of LTIP 2019 via an equity swap agreement with a third party

The Board proposes that the Annual General Meeting, should the necessary majority not be obtained for item B above, resolves to hedge the financial exposure of LTIP 2019, by the Company entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer shares in the Company in LTIP 2019. The relevant number of shares shall correspond to the number of shares proposed under item B above.

D. Other matters in relation to LTIP 2019

D.1 Majority requirements etc.

The resolution by the Annual General Meeting regarding the implementation of LTIP 2019 according to item A above shall be conditional on the Annual General Meeting resolving either in accordance with the Board's proposal under item B above or in accordance with the Board's proposal under item C above.

The resolution according to item A above shall require a majority of more than half of the votes cast at the Annual General Meeting. A valid resolution under item B above requires that shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution. A valid resolution under item C above shall require a majority of more than half of the votes cast at the Annual General Meeting.

D.2 Estimated costs, expenses and financial effects of LTIP 2019

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LTIP 2019 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the share awards should be expensed as personnel costs over the qualification period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Social security contributions will be recognized as an expense in the income statement through regular provisions in accordance with generally accepted accounting principles. The amount of these regular provisions will be revalued in line with the trend in the value of the right to Performance Shares, and the contributions payable on the allotment of Performance Shares.

Assuming a share price at the time of implementation of SEK 130, and that the performance targets are achieved so that 50 percent of the maximum number of Performance Shares vest, including a share price increase of 50 percent during the qualification period and an annual employee turnover of 5 percent, the total cost for LTIP 2019, including social security costs, is estimated to approximately SEK 15 million before tax, corresponding to an estimated annual cost of approximately SEK 5 million before tax.

Assuming that the performance targets are achieved so that 100 percent of the maximum number of Performance Shares vest, and otherwise the same assumptions as above, the total cost for LTIP 2019, including social security costs, is estimated to approximately SEK 30 million before tax, corresponding to an estimated annual cost of approximately SEK 10 million before tax.

LTIP 2019 will comprise maximum 183,400 shares in total, which corresponds to approximately 0.19 percent of the total outstanding shares and votes in the Company on a fully diluted basis.

The above calculations are based on a decision on hedging in accordance with item B.

In the view of the Board, the positive effects expected to arise from LTIP 2019, outweigh the costs associated with LTIP 2019.

D.3 The Board's explanatory statement

An individual long-term ownership commitment among the participants in LTIP 2019 is expected to stimulate greater interest and motivation in the Company's business operations, results and strategy. Moreover, the Board wishes to increase the ability of Mycronic to retain important key employees. The Board believes that the implementation of LTIP 2019 will benefit Mycronic and its shareholders. LTIP 2019 will provide a competitive and motivation-improving incentive for executives and other key employees within the Group.

LTIP 2019 has been designed to reward the participants for increased shareholder value by allotting shares, based on the fulfilment of conditions in respect of results and operations. By linking the employees' remuneration to the development of Mycronic's results and value, the long-term value growth of Mycronic is rewarded. Based on these circumstances, the Board considers that the implementation of LTIP 2019 will have a positive effect on the Mycronic Group's continued development, and will therefore be beneficial to the shareholders and Mycronic.

D.4 Other share-related incentive programs

The Company has previously had an annual share-related incentive program, long-term incentive program ("LTI"), where two previous years are still outstanding. LTI is described on the Company's website and summarized below.

LTI shall encourage the acquisition of shares in Mycronic. If a senior executive buys shares in Mycronic, the company matches the amount by cash payment of the same amount. The matching amount shall be used to acquire shares in the company. The shares must be kept for four years. LTI is maximized to SEK 100,000 after tax for the CEO and SEK 50,000 after tax for each of the other senior executives. If certain requirements after three years are met, the company shall make an additional payment corresponding up to 150 percent of the matching amount. The criteria means that the

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employee still must be employed and have retained their acquired shares. In addition, the Board's established goals for the company's earnings per share must be met. Also this matching amount shall be used to acquire shares in the company, which must be kept for at least one year.

D.5 Adjustment Authorization

The Board, or a person appointed by the Board, shall be authorized to make any minor adjustments to the above resolutions that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB respectively.

D.6 Preparation of the item

The basis for LTIP 2019 has been prepared by the Board of the Company. The work has been supported by external advisors and has been made in consultation with shareholders. The board has thereafter decided to present this proposal for the general meeting. Except for the staff that have prepared the matter upon instruction from the board, no employee that may be a participant of LTIP 2019 has participated in the preparations of the program's terms.

Majority requirements

Valid resolutions regarding items 17 and 18 in accordance with the proposals 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.

A valid resolution regarding item 19 A in accordance with the proposal above require support of shareholders representing more than half of the votes cast at the Annual General Meeting. A valid resolution regarding item 19 B above requires that shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the Annual General Meeting approve the resolution. A valid resolution regarding item 19 C above shall require a majority of more than half of the votes cast at the Annual General Meeting.

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The financial statements and the audit report regarding the financial year 2018, as well as the nomination committee's and the Board of Director's complete proposals including related documentation will be available at the company at Nytorpsvägen 9 in Täby not later than by 18 April 2019, on the company website and will also be sent by post to shareholders requesting so and stating their postal address.

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Täby in April 2019
Mycronic AB (publ)

The Board of Directors

N.B. This English version of the AGM notice is an unofficial translation. In case of any discrepancies in relation to the Swedish version of the notice, the Swedish version shall prevail.

For further information, please contact:

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The information was submitted for publication on 4 April, 2019, at 09:00 a.m. CET.

About Mycronic

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's headquarters are located in Täby, north of Stockholm and the Group has subsidiaries in France, Japan, China, the Netherlands, Singapore, the United Kingdom, South Korea, Germany and the USA. Mycronic (MYCR) is listed on Nasdaq Stockholm. www.mycronic.com

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