

## 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 Tuesday 3 May, 2016 at 5.00 pm in Stora Aulan at Norra Latin/Stockholm City Conference Centre, Drottninggatan 71 B, Stockholm. Before the AGM, at 4.00 pm refreshments are served.

### Participation

Shareholders, who wish to participate in the AGM, must be listed in the share register kept by Euroclear Sweden AB by Wednesday 27 April, 2016, and must notify the Company of their and any advisors' participation in the AGM not later than Wednesday 27 April, 2016. This can be done:

- On the website, under Investor/Corporate Governance
- By e-mail: [bolagsstamma@mycronic.com](mailto:bolagsstamma@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, 2016, as the temporary registration must be effected 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](http://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.
18. The Board's proposal on authorization of the Board of Directors to resolve to acquire the company's own shares.

#### Mycronic AB

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## **Proposals from the Nomination Committee**

The nomination committee for the AGM 2016 is composed of Henrik Blomquist (Bure Equity AB), Elisabet Jamal Bergström (Handelsbanken Fonder), Thomas Ehlin (Fjärde AP-fonden), Ulf Strömsten (Catella 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 board members and Chairman of the Board of Directors.
- Item 16. Proposal regarding composition of nomination committee.

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

### **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 a dividend for the financial year 2015 of SEK 1.50 per share. Also, the Board of Directors proposes an extraordinary dividend of SEK 2.50 per share, resulting in total dividends of SEK 4 per share. Record date is proposed to be 6 May, 2016 and disbursement day 11 May, 2016.

### **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 with 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's proposal regarding 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 2016. 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 2018 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 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 2017 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.

**Item 18: The Board of Directors' proposal regarding authorization of the Board of Directors to resolve to acquire the Company's own shares**

The Board of Directors proposes that the AGM authorizes the Board of Directors to acquire the company's own shares according to the following. Acquisitions of shares may only be made on Nasdaq Stockholm (Marketplace). Acquisition may only be made of such amount of shares that the Company's holding of own shares at each time does not supersede three per cent of all shares in the Company. The authorization stated above may be utilized on one or several occasions up until the annual general meeting 2017. Acquisitions of shares on the Marketplace may only be made at a price within the, at each time registered, price interval at the Marketplace.

The purpose of the authorization above to acquire shares is to continuously be able to adjust the capital structure of the Company to the capital needs of the Company. Repurchased shares are intended to be cancelled after the AGM 2017.

**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.

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The financial statements and the audit report the financial year 2015, 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 12 April 2016, on the company website and will be sent by post to shareholders requesting so and stating their postal address.

Täby in March, 2016  
Mycronic AB (publ)

*Board of Directors*

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**About Mycronic AB**

Mycronic AB is a Swedish high-tech company engaged in the developing, manufacturing and marketing of production equipment to the electronics industry. Mycronic headquarters is located in Täby, north of Stockholm and the Group has subsidiaries in France, Japan, China, the Netherlands, Singapore, United Kingdom, South Korea, Taiwan, Germany and the United States. For more information, see our web site at [www.mycronic.com](http://www.mycronic.com)

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

*Mycronic publish this information according to the Financial Instruments trading Act and/or the Swedish Securities Markets Act. The information was submitted for publication on 31 March 2016.*