



Shareholders in
MICRO SYSTEMATION AB (publ)

are hereby given notice to attend the Annual General Meeting (AGM) on Wednesday, 13 May 2020, at 18.00 at MSAB's premises at Hornsbruksgatan 28 in Stockholm. Registration for the AGM will commence at 17:15.

Because of COVID-19 (the Corona virus), MSAB is prioritising health and safety and has thus decided to hold the AGM on Company premises, Hornsbruksgatan 28 in Stockholm rather than at Spårvagnshallarna, Stockholm as earlier planned, and to keep the meeting as brief as possible. No food will be served. The demonstration and display of the Company's products normally given in conjunction with the AGM are cancelled. The CEO's presentation will be filmed separately and published on the Company's website. Questions for Company management can be sent to info@msab.com. To the extent possible, questions will be addressed in the CEO's presentation on the website. Against the backdrop of recommendations issued by Swedish authorities, all shareholders are encouraged to consider utilising the possibility of voting by mail via a form which will be available on the Company's website (www.msab.com/investors) rather than physically attending the AGM. The Board has chosen to apply the temporary regulations which come into effect as of 15 April, 2020.

RIGHT TO PARTICIPATE

Shareholders in Micro Systemation AB (publ), 556244-3050, who wish to participate at the AGM must:

- be registered in Euroclear Sweden AB's shareholder register by Thursday, 7 May, 2020, and
- have given their notice to participate to the Company latest Thursday, 7 May, 2020.

Shareholders who have allowed their equity manager to register their shares must, to be entitled to participate at the AGM, temporarily re-register their shares in their own name with Euroclear Sweden AB so that they are registered as shareholders in Euroclear Sweden AB's shareholder register by Thursday, 7 May, 2020. Such registration can be temporary. Shareholders who wish to re-register their shares should advise their equity manager in good time and before Thursday, 7 May, 2020 for the registration to be finalized in time.

NOTICE TO PARTICIPATE

Notice to participate must have been received by the Company latest Thursday, 7 May 2020, at 24:00, through one of the following channels: via the form available at www.msab.com; by telephone +46 8 402 9075, weekdays 9:00-16:00; or by letter to the following address:



Micro Systemation AB, Annual General Meeting 2020 c/o Euroclear Sweden AB, Box 191,101 23 Stockholm. A notice to participate received in any other manner will not be accepted.

Notice of participation shall include name, personal ID or organisation number, address, and telephone number, and the name of any alternate who might attend. For treatment of personal data, please refer to the integrity policy available at the following link:
<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

AGENTS AND PROXY FORM

Anyone who is not personally present at the AGM may exercise their voting rights at the AGM through a written, signed and dated proxy.

If the proxy is issued by a legal entity, a copy of the registration certificate, or a corresponding authorisation document for the legal entity, shall be attached. To facilitate admission to the AGM, powers of attorney, registration certificates and other authorisation documents should be received by the Company at the above address latest Thursday, 7 May, 2020.

Please note that a separate registration concerning shareholder participation at the AGM must be submitted even if the shareholder wishes to exercise his or her right to vote at the AGM by proxy. A submitted proxy is not valid as a notice of attendance.

Proxy forms are available from the Company upon request and are also available at www.msab.com.

NUMBER OF SHARES AND VOTES

The total number of shares is 19,172,000, of which 1,000,000 are A shares, 17,550,000 are B shares, and 622,000 are C shares. The total number of votes is 28,172,000, of which 10,000,000 votes are ascribed to A shares, 17,550,000 votes are ascribed to B shares and 622,000 votes are ascribed to C shares. The Company holds in treasury 703,569 shares, of which 622,000 are C shares and 81,596 are B shares, corresponding to 703,569 votes.

PROPOSED AGENDA

1. Election of AGM chairman and appointment of AGM secretary
2. Preparation and approval of voting list
3. Approval of agenda
4. Election of at least one person to approve the AGM minutes
5. Determination of whether the AGM has been duly convened
6. Presentation of the annual report and audit report, the consolidated financial statements and the auditor's report for the Group
7. Resolutions regarding the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet



8. Resolution regarding appropriation of the Company's profit in accordance with the adopted balance sheet
9. Resolution regarding discharge from liability for Board members and the CEO
10. Determination of fees for Board members and the auditor
11. Election of Board members and auditor
12. Resolution on guidelines for remuneration of executive management
13. Resolution on authorisation for the Board to issue shares, warrants and convertibles
14. Resolution to authorise the Board to transfer shares held in treasury
15. Election of Nomination Committee members
16. Meeting adjournment

RESOLUTION PROPOSALS IN BRIEF

Item 1: Election of AGM Chairman

The Nomination Committee proposes Henrik Tjernberg be elected Chairman of the AGM.

Item 8: Resolution regarding appropriation of the Company's profit in accordance with the adopted balance sheet

The Board proposes that the AGM appropriates the Company's profits in accordance with the Board's proposals in the annual report. No distribution of dividends has been proposed.

Item 10: Determination of fees for Board members and auditor

The Nomination Committee has proposed a fee for Board members who are not employed by the Company in the amount of SEK 185,000, a fee for the Board chairman in the amount of SEK 500,000, and that auditors shall be paid as invoiced after approval.

Item 11: Election of Board members and auditor

The Nomination Committee proposes the re-election of Jan-Olof Backman, Ann Hellenius, Linda Nyberg and Henrik Tjernberg, and new election of Peter Gille for the period up to and including the next AGM. Carl Bildt has declined re-election.

The Nomination Committee proposes the re-election of Henrik Tjernberg as Board Chairman for the period up to and including the next AGM.

The Nomination Committee proposes the re-election of KPMG, with authorised public accountant Mattias Lötborn as Chief Auditor for the period up to and including the next AGM in accordance with the recommendation from the Board and the Audit Committee.

Item 12: Resolution on guidelines for remuneration of executive management

The Board proposes that the AGM approve the following guidelines for remuneration and other terms of employment for senior executives. These guidelines apply to the CEO and remuneration to Board members in addition to ordinary Board fees as decided by the AGM.

The Company shall offer remuneration and other terms of employment that enable the Company to recruit, motivate and retain senior executives with such expertise as the Company requires to implement its strategy and achieve its business goals.

Remuneration to senior executives shall be based on prevailing market conditions and shall consist of the following components: fixed salary, variable salary, pension benefits and other benefits. Fulfilment of criteria for payment of variable remuneration paid in cash shall be measurable and for a period of one year. Variable remuneration shall not exceed 150 percent of the fixed annual salary. Additional variable cash remuneration can be given under extraordinary circumstances, on the condition that such extraordinary arrangements are temporary, time-limited, and only on an individual basis for the purpose of retaining executives, or as compensation for extraordinary work efforts beyond the normal scope of duties. Such compensation shall never exceed an amount corresponding to 25 percent of the fixed annual salary, and never be issued more than once per year per individual. Decisions

on such remuneration shall be taken by the Board. Premiums for pension benefits for the CEO are decided in accordance with ITP 1. Variable remuneration is not included in pension calculations.

Pension benefits for other senior executives are decided in accordance with ITP 1. Variable remuneration is not included in pension calculations. Other benefits may include remuneration for dental care and healthcare (including medicine), health insurance and company car benefit. For the CEO, such benefits are granted to a limited extent as per usual practice.

The criteria for distribution of variable remuneration, shall be based on pre-determined and measurable criteria which can be financial or non-financial in nature. The criteria can comprise individualised quantitative or qualitative goals. Criteria shall be determined such that they promote the Company's business strategy and long-term interests. The Board is responsible for assessing variable remuneration for the CEO. The CEO is responsible for assessing variable remuneration for other senior executives.

Item 13: Resolution on authorisation for the Board to issue shares, warrants and convertibles

The Board proposes that the AGM authorises the Board to decide on one or more occasions on share issues and/or warrants and/or convertibles, with or without deviation from shareholders' preferential rights, within the framework of the current Articles of Association, until the next AGM. A rights issue may be made for the purpose of carrying out or financing acquisitions of whole or parts of other companies or businesses. A rights issue could also be used to adjust the Company's capital structure in accordance with the Company's capital needs from time to time. Rights issues may be done with cash consideration, offset, issue in kind or otherwise with stipulated conditions. Rights issues that deviate from shareholders' preferential rights shall be on market terms less any discount that may be required to achieve sufficient interest to participate in the subscription. The total number of new shares issued pursuant to the authorisation may not exceed a maximum of 10 percent of the total number of shares in the Company at the time of the AGM 2020. The Board of Directors hereby proposes to be entitled to make minor changes in the above decision that may be required as a result of registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

Requirement of majority

A valid resolution pursuant to this Item 14 requires the approval of shareholders representing at least two thirds of the votes and shares represented at the AGM.

Item 14: Resolution to authorise the Board to transfer shares held in treasury

The Board proposes that the AGM authorise the Board to, on one or more occasions up to the next AGM, decide on the transfer of B shares held in treasury in accordance with the following conditions:

- i. B shares held in treasury at the time of the Board's decision may be transferred.
- ii. Transfer shall be executed through (i) Nasdaq Stockholm or (ii) in some way other than through Nasdaq Stockholm, whereby the Board may decide on the transfer of shares for cash payment with deviation from shareholders' preferential rights, or as payment for the acquisition of companies or assets.
- iii. Transfer of shares on Nasdaq Stockholm may only occur at a price within the price range prevailing at any given time.
- iv. Transfer of shares in a way other than through Nasdaq Stockholm and where transfer is made with deviation from shareholders' preferential rights or as payment for acquisition of companies or assets, shall only be made at a per share price corresponding to the last independent trade of series B shares on Nasdaq Stockholm at the time of transfer.

The reason for the Board, in connection with the transfer of shares other than through the regulated market, to decide on the transfer of shares in deviation from the shareholders' preferential rights is that the Company can thus sell shares in a more time efficient manner in the event that the liquidity of the Company's shares on the regulated market is limited at the time of the transfer.

The purpose of the authorisation is to give the Board greater freedom of action and opportunity to continuously adapt its capital structure, as well as to finance future acquisitions.

Requirement of majority

A valid resolution pursuant to this Item 15 requires the approval of shareholders representing at least two thirds of the votes and shares represented at the AGM.

Item 15: Election of Nomination Committee members

The Nomination Committee is currently comprised of Chairman Erik Hermansson and committee members Leo Gillholm and Henrik Tjernberg.

The Nomination Committee proposes that the AGM elects new Nomination Committee members.

The Nomination Committee proposes that if a committee member leaves the committee before its work is completed that the remaining members, in consultation with the Board, shall appoint a new committee member taking into consideration that the Nomination Committee shall represent all of the Company's shareholders. In the event of possible recruitment of Board members, the Nomination Committee may be required to incur reasonable costs for external consultants if it considers this appropriate.



SHAREHOLDERS RIGHT TO ADDITIONAL INFORMATION

The Board and the CEO shall, if any shareholder so requests, and if the Board deems that this can be done without causing material harm to the Company, provide information regarding circumstances which may affect the assessment of a matter on the agenda, assessment of the Company's or its subsidiaries' financial situation, or the Company's relationship to other companies within the Group.

DOCUMENTS

The financial statements and the audit report for the Company and the Group and any other documentation which should be available at the AGM as per the Swedish Companies Act, as well as proxy forms and the Board's complete proposals for decisions, and the Board's statements pursuant to Chapter 18, paragraph 4 of the Swedish Companies Act, will be available at Company premises and on the Company's website (www.msab.com) latest three weeks prior to the AGM, and will be sent free of charge to shareholders who so request and who provide their postal address.

For additional information, contact: lotta.ferm@msab.com or henrik.tjernberg@msab.com

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Stockholm, April 2020
Micro Systemation AB (publ)
Members of the Board of Directors