

## Notice of Annual General Meeting in Micronic Mydata

The shareholders in Micronic Mydata AB (publ) are hereby given notice to attend the Annual General Meeting (AGM), to be held on Tuesday, 6 May 2014 at 5.00 pm at the Company's premises at Nytorpsvägen 9, 183 03 Täby. A guided tour of the Company's premises will be held prior to the AGM, starting at 4.00 pm.

### Participation

Shareholders, who wish to participate in the AGM, must be listed in the share register kept by Euroclear Sweden AB by Tuesday 29 April, 2014, and must notify the Company of their and any advisors' participation in the AGM not later than 12 am, Friday 2 May, 2014. This can be done:

- In writing to Micronic Mydata AB (publ.), "Annual General Meeting", P.O. Box 3141, SE-183 03 Täby, Sweden.
- By telephone +46 (0)8 638 35 32
- By e-mail: [bolagsstamma@micronic-mydata.com](mailto:bolagsstamma@micronic-mydata.com)
- Notice to attend the guided tour shall be done when notifying attendance for the AGM

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 hereof well before Tuesday 29 April, 2014 as the temporary registration must be effected by this date.

Shareholders who are represented by a proxy should include a written proxy when notifying the Company. Proxy forms can be found on the Company's website, [www.micronic-mydata.com](http://www.micronic-mydata.com). Representatives of legal entities shall enclose a copy of the registration certificate or an equivalent document which shows who is authorized to sign for the legal entity.

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 annual general meeting, 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 (resolution regarding dividend).
10. Resolution regarding discharge from liability of the members of the Board of Directors and the CEO.
11. Resolution regarding number of board members and deputy board members to be elected by the AGM 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 of Directors' proposal regarding guidelines for remuneration for the executive management.
16. Proposal regarding composition of nomination committee.
17. The Board of Directors' proposal regarding reduction of the statutory reserve.
18. The Board of Directors' proposal on authorization of the Board of Directors to resolve to issue new shares.
19. The Board of Directors' proposal on authorization of the Board of Directors to resolve to acquire the Company's own shares.
20. The Board of Directors' proposal regarding change of the articles of association (change of company name and business description).

**Item 1: Chairman of the AGM**

The nomination committee, which is composed of Henrik Blomquist (appointed by Bure Equity), Ulf Strömsten (appointed by Catella Fonder), Annelie Enquist (appointed by Skandia Fonder) and Patrik Tigerschiöld (Chairman of the Board of Directors), proposes that Patrik Tigerschiöld is elected Chairman of the AGM.

**Item 9: Resolution regarding the allocation of the Company's result (resolution on dividend)**

The Board of Directors proposes no ordinary dividend for the financial year 2013 but SEK 2,50 per share as extraordinary dividend. 31 July 2014 is proposed as preliminary record date. Assuming this date will be the record date, disbursement of dividend is expected on 5 August 2014. The Board of Directors is proposed to be authorized to establish another record date when necessary due to the time needed for the fulfillment of the conditions of dividend set out below.

The dividend is subject to:

- i.) the resolution of the AGM to reduce the statutory reserve in accordance with item 17 below, and
- ii.) the permit from the Swedish Companies' Registration Office (or if disputed - a courts') to reduce the statutory reserve is obtained, and
- iii.) the reduction of the statutory reserve is carried out and by doing so the Company having made a change in the Company's restricted equity that enables the fulfillment of the requirements in chapter 17 § 3 2<sup>nd</sup> sentence of the Companies Act, and
- iv.) that other conditions for dividend payment according to the Companies Act are present at each point of dividend disbursement.

**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 six 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 that the total remuneration to the Board of Directors shall remain unchanged at the amount to SEK 1,550,000 for the period running until the end of the next AGM, of which SEK 500,000 shall concern remuneration to the Chairman of the Board, SEK 200,000 shall concern remuneration to each of the other board members and SEK 50,000 shall concern remuneration to the Chairman of the audit committee. The Board of Directors may 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 Micronic Mydata. If 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 Anders Jonsson, Magnus Lindquist, Eva Lindqvist 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.

**Item 14: Election of auditor**

The nomination committee proposes election of Ernst&Young as auditor for the period running until the end of the next AGM with the Authorized Public Accountant Heléne Siberg Wendin as responsible auditor.

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

The Board of Directors' proposal regarding guidelines for remuneration for the management, consisting of the CEO and seven persons (senior executives), is prepared by the Board of Directors' 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 2014. 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 as well as the achieved specific operational goals for each business area. Variable remuneration shall amount to not more than 70 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 for all or parts of the outcome of his or her STI, 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 100,000 of the STI 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. Apart from the outcome of STI for 2013, the Employee can buy shares during 2014 for a maximum amount of SEK 50,000, and CEO 100,000, and the Company shall match this by cash payment of the Matching Amount according to item a.
- c. 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.
- d. The criteria for payment in accordance with item c., is inter alia, that the Employee shall still be employed and that he or she has kept his or her acquired shares according to item b., and that the performance goals regarding the Company's revenue per share for the financial year 2016 as established by the Board of Directors have been fulfilled. In case of partial goal fulfillment regarding revenue 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 by the Company of the CEO, there is a notice period of twelve months and termination benefits corresponding to 12 months' salary after the notice period. For other senior executives there is a notice period of six months in the event of dismissal by the company with termination benefits equal to six months' salary after the notice period. 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 for the AGM 2015 shall consist of at least three members, including the Chairman of the Board of Directors, representing the three largest or otherwise known shareholders per 31 August 2014.

**Item 17: The Board of Directors' proposal regarding reduction of the statutory reserve**

The Board of Directors proposes that the AGM resolves to reduce the statutory reserve with a total of SEK 1,141,706,551 of which SEK 358,551,063 shall be used for off-set of accumulated losses, SEK 244,791,272 to enable dividend payment in accordance with item 9 and SEK 538,364,216 to be transferred to the Company's non-restricted equity, i.e. fund to be used in accordance with resolution passed at a general meeting. After the reduction has been carried out, the statutory reserve is fully dissolved. The purpose of the reduction is to achieve greater financial flexibility in the Company's balance sheet as well as to enable set-off of losses and enable proposed dividend payment. The execution of the resolution is subject to the Swedish Companies' Registration Office, or in case of dispute a court, granting the Company permit to reduce the statutory reserve.

**Item 18: 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 next 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 marked 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 or business (including acquisition of product rights).

**Item 19: 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 own shares according to the following. Acquisitions of shares may only be made on Nasdaq OMX Stockholm (the "Marketplace") or in accordance with an offer to all shareholders in the Company. Acquisition may only be made of such amount of shares that the Company's holding of own shares at each time does not supersede ten 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 2015. 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 2015.

**Item 20: The Board of Directors' proposal to change the articles of association (change of company name and business description)**

The Board of Directors proposes that the AGM resolves to change the company name and update the business description through a change in §§ 1 and 3 of the company's articles of association in accordance with the below:

**§ 1 COMPANY NAME**

Current wording (proposed changes marked):

The company's name is ~~Micronic Mydata~~ AB (publ.)

Proposed new wording (proposed changes marked):

The company's name is Mycronic AB (publ.)

**3§ BUSINESS**

Current wording (proposed changes marked):

The object of the company's business is to, directly or indirectly, conduct development, marketing and sales of ~~products~~ within the optical and electronics industry and to conduct any other business compatible therewith.

Proposed new wording (proposed changes marked):

The object of the company's business is to, directly or indirectly, conduct development, marketing and sales of production equipment and services within the optical and electronics industry and to conduct any other business compatible therewith.

The reason for the proposal is that the new shorter company name clearly conveys the one company approach with a unified culture. The updated business description is related to the change of the company name.



**Authorization**

The CEO, with full right of substitution, is proposed to be authorized to make necessary and small adjustments in order to enable registration of the resolutions at the Swedish Companies' Registration Office.

**Majority requirements**

Valid resolutions regarding items 18, 19 and 20 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 2013, as well as the nomination committee's and the Board of Directors' complete proposals including related documentation for items 9, 13, 15-19 will be available at the Company at Nytorpsvägen 9 i Täby by no later than 15 April 2014, on the company website and will be sent by post to shareholders requesting so and stating their postal address.

Täby in March 2014  
Micronic Mydata AB (publ)  
*Board of Directors*

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**About Micronic Mydata AB**

Micronic Mydata AB is a Swedish high-tech company engaged in the development, manufacture and marketing of production equipment to the electronics industry. Micronic Mydata 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.micronic-mydata.com](http://www.micronic-mydata.com)