

*This is a translation of the Swedish original. In case of any discrepancies between this translation and the Swedish original, the latter shall prevail.*

*Addendum to Annual General Meeting  
in Addtech AB 29 August 2019*

**ADDTECH**

## **Report of results of evaluation pursuant to item 9 of the Swedish Code of Corporate Governance**

The Remuneration Committee, consisting of directors Anders Börjesson and Eva Elmstedt, convened on one occasion during the financial year 1 April 2018 – 31 March 2019, with Johan Sjö presenting the agenda. During the new financial year starting 1 April 2019 the Remuneration Committee has convened on one occasion, with Niklas Stenberg presenting the agenda. Inter alia, the Remuneration Committee has reviewed current and completed schemes for variable remuneration to members of group management.

The company has three long-term incentive schemes since earlier, the 2016, 2017 and 2018 Share Related Incentive Schemes.

In the Share-based Incentive Scheme of 2016, there are a total of 300,000 outstanding call options, which entitles the acquisition of 300,000 shares of class B in the Company. The exercise price for these call options was set at SEK 159.00 per share and the exercise period covers the time from 16 September 2019 to 5 June 2020.

In the Share-based Incentive Scheme of 2017, there are a total of 300,000 outstanding call options, which entitles the acquisition of 300,000 shares of class B in the Company. The exercise price for these call options was set at SEK 178,50 per share and the exercise period covers the time from 14 September 2020 to 4 June 2021.

In the Share-based Incentive Scheme of 2018, there are a total of 300,000 outstanding call options, which entitles the acquisition of 300,000 shares of class B in the Company. The exercise price for these call options was set at SEK 232,90 per share and the exercise period covers the time from 6 September 2021 to 3 June 2022.

All underlying 900,000 shares of class B in the Company of outstanding options correspond in their entirety to the already repurchased class B shares in the Company.

The reasons for these schemes are that senior management in the Addtech Group will be able to benefit from and strive for, through their own investment, an increase in the price of the Company's shares. The purpose of the schemes are also to contribute towards management personnel increasing their shareholdings in Addtech in the long term. The schemes are also expected to create conditions for retaining and recruiting skilled personnel for the Addtech Group, to provide competitive remuneration and to align the interests of the shareholders and management. The ambition of the Remuneration Committee is that the incentive schemes will contribute to that the members of corporate management, in the long-term, will increase their shareholding in Addtech. The members of management included in the scheme are the group that, in an otherwise heavily decentralised organisation, can have a positive impact on profits through cooperation between the Group's subsidiaries.

Since these schemes are directed to our most important management personnel within the Business Area- and Business Unit management, the schemes have created a more common agenda within the Group, which is very positive. It has become more engagement and will to discuss cooperation when it comes to i.e. customers, vendors and cost. The management personnel are very positive to a renewal scheme.

Neither the share-based incentive schemes resolved by previous Annual General Meetings, nor the share-based incentive schemes proposed to the 2019 Annual General Meeting, is expected to entail a net reduction of the Company's equity.

Regarding the variable remunerations based on the Group's earnings, to which the CEO and other members of senior management are entitled, MSEK 3.8 was expensed during the 2018/2019 financial year.

The Remuneration Committee has in its evaluation determined that the remuneration structures and levels in the Company enable a total remuneration that is fair and competitive and capable of attracting and retaining qualified employees. The Remuneration Committee has also dealt with how the guidelines for remuneration to members of senior management resolved by the Annual General Meeting 2018 have been applied. The Committee has come to the conclusion that the guidelines have been appropriate and have also been adhered to. There has thus been no need to deviate from the guidelines as permitted in the event special circumstances so dictate. This is also evident from the opinion of the auditor pursuant to Chapter 8, section 54 of the Swedish Companies Act.

*Stockholm, July 2019*

***Addtech AB (publ)***

*The Remuneration Committee*