

SECTRA

Documentation to be presented at the
Annual General Meeting of

Sectra AB (publ)

Thursday, September 5, 2019

Agenda

for the Annual General Meeting of shareholders in Sectra AB (publ) Thursday, September 5, 2019 at 3:30 p.m. (CET) at Collegium, Teknikringen 7, Linköping, Sweden.

Proposed Agenda

1. Opening of the AGM.
2. Election of Chairman of the AGM.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to certify the minutes.
6. Determination of whether the AGM has been duly convened.
7. Presentation of the Annual Report and the Auditor's Report and the Consolidated Annual Report and Consolidated Auditor's Report.
8. Resolutions regarding
 - (a) Adoption of the Profit and Loss Statement and the Balance Sheet and the Consolidated Profit and Loss Statement and Consolidated Balance Sheet.
 - (b) Allocation of the Company's profit according to the adopted Balance Sheet.
 - (c) Discharge from liability towards the company for the members of the Board of Directors and the Managing Director.
9. Resolution regarding the number of members of the Board of Directors, auditors and deputies.
10. Resolution regarding the fees for the Board of Directors and the auditors.
11. Election of the members of the Board of Directors and the Chairman of the Board, and election of the auditor.
12. Resolution regarding Nomination Committee.
13. Resolution concerning the principles for remuneration and other terms of employment for senior executives of the company.
14. Share split and automatic redemption procedure, to include
 - (a) resolution to implement a share split,
 - (b) resolution to reduce share capital through an automatic redemption of shares, and
 - (c) resolution to increase share capital through a bonus issue.
15. Resolution regarding authorization for the Board of Directors to issue shares.
16. Resolution regarding authorization for the Board of Directors to acquire and dispose of the Company's own shares.
17. Other matters.
18. Closing of the AGM.

The Board of Directors' proposals to be presented at the Annual General Meeting in Sectra AB (publ) on Thursday, September 5, 2019

The following proposals have the same numbering as set forth in the Board of Directors' proposed agenda.

Election of Chairman of the AGM (item 2)

The Nomination Committee, consisting of the Chairman of the Board of Directors Jan-Olof Brüer, Carl-Erik Ridderstråle, Torbjörn Kronander and Jan Särllvik representing Nordea Investment Funds, proposes that Per Nyberg, is elected Chairman of the AGM.

Dividend (item 8b)

The Board of Directors and the Managing Director propose that no dividend is distributed for the financial year 2018/2019. The Board of Directors instead proposes an automatic redemption procedure as set out in item 14 below.

Board of Directors (items 9-11)

The Nomination Committee proposes that the Board of Directors shall comprise of eight members without any deputy directors. Anders Persson, Christer Nilsson, Torbjörn Kronander, Tomas Puusepp, Birgitta Hagenfeldt and Jan Olof Brüer are proposed to be re-elected as members of the Board of Directors and Jonas Yngvesson elected as new member of the Board of Directors. Ulrika Hagdahl has declined re-election.

It is proposed that Jan-Olof Brüer is re-elected as the new Chairman of the Board of Directors.

Jonas Yngvesson, born in 1965, has a Master of Computer Science and Engineering and a Licentiate of Science in Information theory. He works as Senior software engineer at Google in Zürich and was previously Chief software architect at Sectra. For further information about Jonas Yngvesson reference is made to the motivated statement of the Nomination Committee.

The Nomination Committee's motivated statement in respect of their proposal and other information regarding the proposed members of the Board of Directors is available at investor.sectra.com/agm2019.

The Nomination Committee proposes that Grant Thornton Sweden AB is appointed as auditor until the close of the next AGM.

It is proposed that director fees (same as previous year) amount to SEK 225,000 for each of the external members of the Board and to SEK 450,000 for the Chairman of the Board. For the Audit Committee it is proposed that fees amount to SEK 50,000 (previously SEK 40,000) for each of the external members of the Board and SEK 100,000 (previously SEK 80,000) to the Chairman of the Audit Committee. No separate fees are paid for Remuneration Committee work. Furthermore, the Nomination Committee proposes that the audit fee shall be paid pursuant to approved account.

The Nomination Committee's proposal is supported by shareholders representing more than 65% of the votes in the Company.

Resolution regarding Nomination Committee (item 12)

The Nomination Committee proposes that the AGM decide on the composition of the Nomination Committee in accordance with the following principles. The Chairman of the Board shall, not later than November 30, 2019, contact the three largest shareholders in the company (based on the number of votes), each of which is then entitled to appoint a member to the Nomination Committee. Should any of the three largest shareholders waive the right to appoint a member to the Nomination Committee, the next shareholder in terms of the largest number of votes shall be offered the

opportunity to appoint a member to the Nomination Committee. In addition, the Chairman of the Board is a member of the Nomination Committee. The Chairman of the Board convenes the Nomination Committee to the first meeting.

The member who represents the shareholder with the largest number of votes shall be appointed Chairman of the Nomination Committee. The Nomination Committee's mandate period extends until a new Nomination Committee is appointed. Should a member resign from the Nomination Committee in advance, an alternate shall be appointed in accordance with the principles above. The composition of the Nomination Committee shall be announced not later than six months prior to the AGM.

The Nomination Committee is composed based on the known shareholding of the company as per October 31, 2019. If significant changes occur in ownership after the Nomination Committee is formed, the composition of the Nomination Committee can also be changed in accordance with the principles above. Changes in the Nomination Committee shall be disclosed immediately.

The Nomination Committee shall prepare and to the AGM propose:

- Election of the Chairman of the Board and other members to the company's Board,
- Board fees divided between the Chairman of the Board and other members as well as possible remuneration for committee work,
- Election of and fees to the auditors and deputy auditors (if applicable),
- Resolution regarding principles for composition of the Nomination Committee, and
- Chairman of the AGM.

No fees are paid to members of the Nomination Committee.

Principles for remuneration and other terms of employment for senior executives of the company (item 13)

The Board proposes that the principles for remuneration and other conditions of employment for senior executives of the company which was adopted at the AGM 2018 shall continue to apply.

Senior executives of the company include the Managing Director/CEO and other members of the senior management.

The remuneration to senior executives of the company shall be based on market terms and should support the interests of the company's owners. Remuneration shall mainly consist of a fixed salary element, a variable salary element, pension benefits and other benefits; for example, use of a company car. The pension benefits shall be in the form of premium.

The fixed salary shall be determined taking into account the executive's experience, responsibility and performance and shall be based on market conditions.

The variable remuneration shall be in proportion to the executive's responsibility and authority. In addition, it shall have a maximum limit and be based on fulfillment of goals that comply with the company's long-term interests. The variable portion shall, when applicable, be based on quantitative and qualitative goals, and may be comprised by share related instruments. The company's costs for the variable portion for the Managing Director and other persons in company management shall amount to not more than 50% of the fixed salary costs.

The period of notice shall be not more than 12 months on the employee's side. In the event that notice is issued by the company, the period of notice and the time during which severance pay is paid out shall not together exceed a total of 24 months.

The normal retirement age shall be 65. Pensions shall be on market terms and based on defined-contribution pension solutions. The pension premium shall be maximized at 30% of the fixed and variable salary.

Members of the Board of Directors with special competence shall receive remuneration on market terms for performed services outside his or her management assignment. Resolutions regarding such remuneration shall be dealt with by the Board of Directors, in which case the party concerned may not take part in the discussions or the related decision.

Issues related to remuneration to company management are handled by the Managing Director. Remuneration to the President is determined by the Board of Directors.

The Board of Directors shall be able to deviate from the guidelines for remuneration drawn up by the AGM, if there are special reasons for so doing in individual instances.

Share split and automatic redemption of shares (item 14)

The Board of Directors proposes that the AGM resolves on a procedure for the automatic redemption of shares, in accordance with items 14 a – 14 c below. All resolutions are proposed to be conditional upon each other and to be adopted as one single resolution. A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Resolution to implement a share split (item 14 a)

The Board of Directors proposes that the AGM resolves to implement a share split, whereby one share in Sectra is converted into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the record date for the share split shall be October 3, 2019.

Resolution to reduce the share capital through an automatic redemption of shares (item 14 b)

The Board of Directors proposes that the share capital is reduced by SEK 19,176,435.50 through the redemption of 2,620,692 Series A shares and 35,732,179 Series B shares for repayment to the shareholders.

The shares to be redeemed are those shares which are referred to as redemption shares after shares have been split as described above. The price to be paid for each redemption share shall be SEK 4.50. The maximum redemption amount will thus be SEK 172,587,919.50. The Board of Directors proposes that trading in redemption shares shall take place during the period October 4–15, 2019 and that the record date for the redemption of the redemption shares shall be October 17, 2019. Payment is expected to be made through Euroclear Sweden AB around October 22, 2019.

Resolution to increase the share capital through a bonus issue (item 14 c)

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 19,176,435.50 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the bonus issue. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

The Board of Directors' explanatory statement and the auditor's opinions thereon in accordance with Chapter 20, Section 8 of the Swedish Companies Act (2005:551) (the "Act") are set out in **Appendix 1** and **Appendix 2** respectively. The Board of Directors' statement in accordance with

Chapter 20, Section 13 of the Act and the auditors' statement in accordance with Chapter 20, Section 14 of the Act are set out in **Appendix 3** and **Appendix 4** respectively.

Resolution regarding authorization for the Board of Directors to issue new shares (item 15)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to issue, on one or several occasions during the period until the next AGM, not more than 3,700,000 Class B shares for payment in cash, payment by set-off of claims or payment in kind, and that for issues where payment is made by set-off of claims or in kind, the Board of Directors shall be able to disregard the shareholders' preferential rights. The subscription price of the new shares shall be determined on the basis of the prevailing market price of the Class B shares at the time of the issue. The purpose of the authorization is to facilitate the use of newly issued shares in connection with the implementation of or for the financing of acquisitions of companies or businesses or parts thereof and in connection with market investments.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Resolution regarding authorization for the Board of Directors to acquire and dispose of the company's own shares (item 16)

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or several occasions during the period until the next AGM, resolve on the acquisition of shares of the company. Such shares may be acquired up to a maximum amount not at any time exceeding 10% of the total number of shares issued by the company. Acquisitions of shares shall be made either on Nasdaq Stockholm at a purchase price within the range of share prices registered at any given time for the Class B shares, meaning the spread between the maximum buying rate and the minimum selling rate, or by way of an offer to all shareholders, whereby the purchase shall be made at a price which at the time of the decision corresponds at a minimum to the prevailing market price for the Class B shares and at a maximum to 150% of the prevailing market price for the Class B shares. The same price shall apply for Class A shares and Class B shares.

The Board of Directors also proposes that the Board of Directors shall be authorized to resolve, on one or several occasions during the period until the next AGM, to dispose all shares held by the company in connection with the acquisition of companies or businesses or parts thereof, in connection with market investments, for hedging costs that may arise relating to the company's incentive programs and for a continuous adaptation of the company's capital structure and thereby contributing to increased shareholders' value. The shareholders shall have a preferential right to acquire the shares in accordance with the provisions in the articles of association regarding the preferential right to subscribe for new shares, provided that the board of directors shall be entitled to deviate from the preferential right if the shares are paid for by way of set-off or non-cash consideration or if the purpose with the disposal is to secure the costs that arise as a result of the company's incentive program. A disposal of shares via Nasdaq Stockholm may only be made at a price within the range of share prices registered at any given time.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

The Board of Directors' motivated statement in accordance with Chapter 19, § 22 of the Act is set forth in **Appendix 5**.

The Board of Directors' statement in accordance with Chapter 20, Section 8 of the Swedish Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby presents the following statement in accordance with Chapter 20, Section 8 the Swedish Companies Act (2005:551), regarding the proposed resolution to decide on a reduction of the share capital with repayment to the shareholders.

The Board of Directors reasons that the proposed resolution to decide on the reduction of the share capital is in accordance with the provisions of Chapter 17, Section 3, para. 2 and 3 of the Swedish Companies Act (2005:551) are the following:

The objects, scope and risks of business

The company's objects and scope of business are set out in the articles of association and the annual reports provided. The business operated by the company does not entail risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the company and the group

The financial position of the company and the group as at April 30, 2019 is stated in the most recent annual report. The annual report also states which accounting principles have been applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the parent company and the Group's retained profits amounted to SEK 252.1 million and SEK 263.3 million respectively at the end of the 2018/2019 financial year.

The proposed resolution to decide on the reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 19,176,435.50 through the redemption of 2,620,692 Series A shares and 35,732,179 Series B shares for repayment to the shareholders. The proposed price to be paid for each redemption share is SEK 4.50, which equals a maximum redemption amount of SEK 172,587,919.50, which is 32.6 per cent of the company's shareholder equity and 23.7 per cent of the group's shareholder equity at the end of the financial year. The Board of Directors proposes that the company's share capital is restored to its original amount by increasing the company's share capital by SEK 19,176,435.50 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the bonus issue. After the bonus issue has been completed the company's restricted equity and share capital will be restored to its original amount.

The annual report sets out, among other things, that the company's equity debt ratio as at 30 April 2019 amounted to 55.4 per cent. The proposed reduction of the share capital does not jeopardise the completion of investments which are deemed to be necessary.

The company's and group's financial position does not give rise to any other conclusion than that the company can continue its business and that the company can be expected to fulfil its obligations on both a short and long-term basis.

The Board of Directors is of the opinion that the size of shareholder equity as stated in the most recently delivered annual report is in reasonable proportion to the scope of the company's business

and the risks connected with the running of the company, after taking into account the proposed resolution on reduction of the share capital.

The justification of the proposed resolution regarding the reduction of the share capital

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the company, the reduction of the share capital is justified having regard to the provisions of Chapter 17, Section 3, para. 2 and 3 of the Swedish Companies Act (2005:551), i.e. with reference to the demands that the objects of the business, its scope and risks place on the size of the company's and group's equity and the company's and the group's consolidating requirements, liquidity and financing needs in general

Linköping, June 28, 2019

Sectra AB (publ)

The Board of Directors

Jan-Olof Br er
Chairman of the Board

Torbj rn Kronander
Member of the Board and CEO
and President Sectra AB

Christer Nilsson
Member of the Board

Bengt Hellman
Member of the Board,
Employee Representative

Anders Persson
Member of the Board

Deborah Capello
Member of the Board,
Employee Representative

Tomas Puusepp
Member of the Board

Ulrika Hagdahl
Member of the Board

Birgitta Hagenfeldt
Member of the Board

Auditor's statement in accordance with Swedish Companies Act Chapter 20 Section 8, 2nd paragraph (2005:551) regarding if the shareholders meeting should decide in accordance with proposal to reduce the share capital

To the Annual General Meeting of shareholders in Sectra AB (publ), corporate identity number 556064-8304

We have reviewed the board of directors proposal to reduce the share capital dated June 28, 2019.

The board of directors responsibility for the proposal

The board of directors is responsible for the preparation of the proposal to reduce the share capital in accordance with the Companies Act and for such internal control as the board of directors determines is necessary for preparing the proposal without material misstatements, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to issue a statement about the reduction of the share capital based on our review. We conducted our review in accordance with FAR's recommendation RevR 9 *The auditors other statements pursuant to the Companies Act and other ordinance*. This recommendation requires that we follow ethical guidelines and plan and perform the review in order to obtain reasonable assurance that the proposal from the board of directors is free from material misstatements.

The review involves, performing procedures to obtain evidence about financial and other information in the board of director's proposal. The procedures selected depend on the auditor's judgement, including the assessment of the risks for material misstatements in the proposal, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the board's preparation and fair presentation of the proposal in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the internal control. The review also includes evaluating the appropriateness and the reasonableness of assumptions made by the board of directors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our statement.

Statement

We recommend that the shareholders meeting approve the board of director's proposal to reduce the share capital for repayment to the shareholders.

Other disclosures

This statement has as its only purpose to fulfil the requirements in the Swedish Companies Act Chapter 20 Section 8, 2nd paragraph and may not be used for any other purpose.

Stockholm, June 28, 2019

Grant Thornton Sweden AB

Mia Rutenius
Authorised Public Accountant

This is a translation of the original document in Swedish. In the event of any difference between this translation and the original Swedish version, the latter shall take precedence.

The Board of Directors' statement in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby makes the following statement regarding the proposal on reduction of the share capital, in accordance with Chapter 20, Section 13 paragraph 4 of the Swedish Companies Act (2005:551).

The proposed resolution to decide on the reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 19,176,435.50 through the redemption of 2,620,692 Series A shares and 35,732,179 Series B shares, for repayment to the shareholders. The proposed repayment amounts to SEK 4.50 per share, representing a total amount of SEK 172,587,919.50, representing 32.6 per cent of the company's equity and 23.7 per cent of consolidated shareholders' equity of the group at the end of the financial year 2018/2019. Distributable funds in the company at the end of the financial year 2018/2019 were SEK 252,139,588. The annual report shows that the equity debt ratio of the group was 55.4 per cent as at April 30, 2019.

The Board of Directors' proposal entails a reduction of Sectra's share capital by SEK 19,176,435.50 from SEK 38,352,871 to SEK 19,176,435.50. In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 19,176,435.50 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the bonus issue.

Overall, the Board of Directors' proposal as described above means that distributable equity in Sectra, amounting to SEK 252,139,588 at the end of the financial year 2018/2019, decreases by SEK 172,587,920 to SEK 79,551,668. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

Linköping, June 28, 2019

Sectra AB (publ)

The Board of Directors

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Chairman of the Board

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Member of the Board and CEO
and President Sectra AB

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Member of the Board

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Member of the Board,
Employee Representative

Anders Persson
Member of the Board

Deborah Capello
Member of the Board,
Employee Representative

Tomas Puusepp
Member of the Board

Ulrika Hagdahl
Member of the Board

Birgitta Hagenfeldt
Member of the Board

Auditor's statement in accordance with Swedish Companies Act, Chapter 20, Section 14 (2005:551), regarding the board of directors report of redemption terms

To the Annual General Meeting of shareholders in Sectra AB (publ), corporate identity number 556064-8304

We have reviewed the board of directors report including information of redemption terms dated June 28, 2019.

The board of directors responsibility for the report

The board of directors is responsible for the preparation of the report of redemption terms in accordance with the Companies Act and for such internal control as the board of directors determines is necessary for preparing the report without material misstatements, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to issue a statement about the redemption terms based on our review. We conducted our review in accordance with FAR's recommendation RevR 9 *The auditors other statements pursuant to the Companies Act and other ordinance*. This recommendation requires that we follow ethical guidelines and plan and perform the review in order to obtain reasonable assurance that the report from the board of directors is free from material misstatements.

The review involves, performing procedures to obtain evidence about financial and other information in the board of director's report. The procedures selected depend on the auditor's judgement, including the assessment of the risks for material misstatements in the report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the board's preparation and fair presentation of the report in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the internal control. The review also includes evaluating the appropriateness and the reasonableness of assumptions made by the board of directors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our statement.

Statement

In our opinion

- the report by the board of directors regarding the assets parted from the company tis true and fair, and
- the measures taken, meaning that neither the company's restricted shareholders' equity nor the share capital is reduced, are appropriate and the assessments made of the effects of these measures are accurate.

Other disclosures

This statement has the only purpose to fulfil the requirements in the Companies Act Chapter 20 Section 14 and may not be used for any other purpose.

Stockholm, June 28, 2019

Grant Thornton Sweden AB

Mia Rutenius
Authorised Public Accountant

This is a translation of the original document in Swedish. In the event of any difference between this translation and the original Swedish version, the latter shall take precedence.

The Board of Directors' statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act (2005:551)

The Board of Directors hereby presents the following statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act (2005:551).

The Board of Directors' reasons for the proposed authorization to repurchase and transfer the Company's own shares being in accordance with the provisions of Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act are as follows:

The Company's objects, scope, and risks

The Company's objects and scope of business are set out in the Articles of Association and the annual reports provided. The business conducted by the Company does not entail any risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the Company and the Group

The financial position of the Company and the Group as at April 30, 2019 is stated in the latest annual report. The annual report also states which accounting principles are applied in the valuation of assets, allocations and liabilities.

The non-restricted equity in the parent company and the Group's retained profits amounted to SEK 252.1 million and SEK 263.3 million respectively at the end of the 2018/2019 financial year.

The annual report states that the debt/equity ratio is 55.4 per cent. Authorization to purchase and transfer the Company's own shares does not endanger the completion of any necessary investments.

The company's financial position does not give rise to any other conclusion than that the Company can continue its business and that the Company can be expected to fulfil its obligations on both a short and long-term basis.

In the opinion of the Board of Directors, the amount of shareholders' equity as reported in the latest annual report is in reasonable proportion to the scope of the company's operations and the risks associated with conducting operations in consideration of the authorization to repurchase the company's own shares now proposed.

Justification for repurchase

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the Company and of the Group it follows that the proposed authorization to repurchase and transfer the Company's own shares is justified according to the provisions of Chapter 17, Section 3, paragraph 2 and 3 of the Swedish Companies Act, i.e. with reference to the requirements that the objects of the business, its scope and risks place on the size of the Company's and Group's equity and the Company's and the Group's consolidating requirements, liquidity and financing needs in general.

Linköping, June 28, 2019

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Tomas Puusepp
Member of the Board

Ulrika Hagdahl
Member of the Board

Birgitta Hagenfeldt
Member of the Board