

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF SEMCON AB (PUBL).

Shareholders of Semcon AB [publ], corporate identity number 556539-9549, are hereby invited to attend the Annual General Meeting on Wednesday 24 April 2019 at 3.00 p.m. at the company's office on Lindholmsallén 2 in Göteborg, Sweden.

PARTICIPATION IN THE ANNUAL GENERAL MEETING AND REGISTRATION

Shareholders wishing to participate in the Annual General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB as of Tuesday, 16 April 2019 and have notified the company of their intention to attend by 4:00 p.m. on Tuesday, 16 April 2019. Shareholders may be accompanied by not more than two advisors, provided that the company is notified of this by the above date. Notification of attendance at the Annual General Meeting must be made in writing to Semcon AB, attn: Annika Tedenhag, 417 80 Göteborg, Sweden, by e-mail to annika.tedenhag@semcon.com or by telephone to +46 [0] 736 840 799. Notification should include the shareholder's name, personal identity number or corporate identity number, address, telephone number [business hours], shareholding and name[s] of any advisor[s].

SHARES REGISTERED TO TRUSTEES

Shareholders whose shares are registered in the name of a trustee and who would like to attend the Annual General Meeting must temporarily re-register their shares in their own name. Re-registration must be requested from the trustee and be executed at Euroclear Sweden AB not later than Tuesday, 16 April 2019. Shareholders who request such re-registration must notify their trustees well in advance of this date.

PROXY

If a shareholder is represented by a proxy, the proxy must bring a written, signed and dated proxy form [original] to the Annual General Meeting. The proxy form may not be more than one year old, unless a longer period of validation [no more than five years] is stated on the form. If the proxy form is issued by a legal entity, a certified copy of the registration certificate, or other document demonstrating the signatory's authority to sign for the legal entity, must be included. To facilitate entry to the meeting, copies of the proxy form and other necessary documents must have reached the company by 16 April 2019 at the latest via the above e-mail or postal addresses and be attached to the notification of attendance at the meeting. Proxy forms are available in Swedish and English on the company's website at www.semcon.com and may also be ordered from the

addresses and telephone number used for notification of attendance at the meeting.

NUMBER OF SHARES AND VOTES

There are 18,112,534 shares and votes in the company. All shares are ordinary shares. On the date of publication of the notice to attend, the company holds 694,199 own shares. The company may not vote using its own shares.

PROPOSED AGENDA

1. Opening of the Annual General Meeting
2. Election of Chairman of the Annual General Meeting
3. Drafting and approval of the voting list
4. Approval of the agenda
5. Election of two people to approve the minutes together with the Chairman
6. Review as to whether the Annual General Meeting has been duly convened
7. Presentation of the Annual Report, auditors' report and consolidated accounts and consolidated auditors' report, along with a presentation of the work of the Board during the year, presentation by the CEO and questions from the shareholders to the Board and management team
8. Decision regarding adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet
9. Decision regarding appropriation of the company's profits according to the adopted balance sheet and record date for dividend
10. Decision regarding discharge of liability for the Board members and the CEO
11. Presentation of the work and proposals of the Nominations Committee
12. Decision regarding the number of Board members and deputies
13. Decision regarding number of auditors and deputy auditors or registered public accounting firm
14. Determination of remuneration to the Board
15. Determination of remuneration to the auditors
16. Election of the Chairman of the Board, Board members and possible deputies
17. Election of auditors and any deputy auditors or registered public accounting firm
18. Decision regarding the Nominations Committee
19. Decision regarding guidelines for determining salaries and other remuneration to senior executives
20. Decision to authorise the Board to decide on new issues of shares
21. A) Decision to authorise the Board to decide on the acquisition of the company's own shares
B) Decision to authorise the Board to decide on the transfer of own shares
22. Other matters
23. Closing of the Annual General Meeting

PROPOSED RESOLUTIONS

Item 2 - Election of Chairman of the Annual General Meeting

The Nominations Committee, which was appointed in accordance with the procedure resolved on by the 2018 Annual General Meeting, comprises Ulf Gillberg [JCE Group Aktiebolag] Chairman of the Nominations Committee, Mats Andersson [Nordea Investment Funds], Faruk Tairi [Europea i Malmö] and the Chairman of the Board, Tore Bertilsson [co-opted member], who together represent about 37,9 per cent of the votes for all shares in the company as of 31 August 2018. The Nominations Committee proposes the Chairman of the Board, Tore Bertilsson, as Chairman of the Annual General Meeting.

Item 9 - Decision regarding appropriation of the company's profits according to the adopted balance sheet and record date for dividend

The Board proposes that a dividend of SEK 3.00 per share be paid out and that all remaining profits at the Annual General Meeting's disposal be carried forward. It is proposed that the record date for the dividend be 26 April 2019. If the Annual General Meeting votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on 2 May 2019.

Item 12 - Decision regarding the number of Board members and deputies

The Nominations Committee proposes that there be five Board members elected by the Annual General Meeting and no deputies.

Item 13 - Decision regarding number of auditors and deputy auditors or registered public accounting firm

The Nominations Committee proposes that a registered public accounting firm be appointed auditor of the company.

Item 14 - Determination of remuneration to the Board

The Nominations Committee proposes a total remuneration of SEK 1,785,000 [an increase of SEK 65,000 compared to 2018 when the total remuneration was SEK 1,720,000] be paid to Board members elected by the Annual General Meeting, of which SEK 625,000 [SEK 600,000 in 2018] to the Chairman and SEK 290,000 [SEK 280,000 in 2018] to each of the other members elected by the Annual General Meeting. Furthermore, the Nominations Committee proposes that no special fees be paid for work on Board committees.

Item 15 - Determination of remuneration to the auditors

The Nominations Committee proposes that the fee paid to the auditor be made on open account, approved by the company.

Item 16 - Election of Chairman of the Board, Board members and possible deputies

The Nominations Committee proposes the re-election of Tore Bertilsson, Jeanette Reuterskiöld and Karl Thedéen as Board members. The Nominations Committee proposes Eva Elmstedt and Carl Backman as new Board members.

The Nominations Committee proposes the re-election of Tore Bertilsson as Chairman of the Board.

The proposed Board members are considered independent in relation to the company, company management and major shareholders in the company, with the exception of Carl Backman who is deemed to be dependent in relation to a major shareholders in the company as he is CEO of a company that is a large shareholder in Semcon, and Tore Bertilsson who is deemed to be dependent in relation to a major shareholder in the company as he is Chairman of a company that is a large shareholder in Semcon. The Nominations Committee's reasoned statement regarding proposals to the Board and information about the proposed Board members are available on the company's website, www.semcon.com. The statement also contains a brief account of how the Nominations Committee's work was conducted.

Item 17 - Election of auditors and any deputy auditors or registered public accounting firm

The 2018 Annual General Meeting elected Ernst & Young Aktiebolag as auditor of the company until the close of 2019 Annual General Meeting. The Nominations Committee proposes that the registered auditing firm Ernst & Young Aktiebolag be elected as auditor until the close of the next Annual General Meeting, in accordance with the recommendation received by the Nominations Committee from the Board.

Item 18 - Decision regarding the Nominations Committee

The Nominations Committee proposes that the following principles regarding work and appointment of the Nominations Committee, which were adopted by the Annual General Meeting 2018, shall remain in force until a decision to amend the principles is taken by the Annual General Meeting, namely that the company shall have a Nominations Committee, that no remuneration should be paid to the members of Nominations Committee, although the company shall pay the costs of the Nominations Committee, and that there be a nominations process with the following content:

The Nominations Committee shall comprise three or, in some cases, four members. In addition, the Chairman of the Board shall be a co-opted member. Based on shareholder statistics on 31 August, the Chairman of the Board is to contact the three largest shareholders (based on number of votes) and ask each of them to appoint one member of the Nominations Committee. If a shareholder waives this right, the offer is to be made to the next largest shareholder. The member proposed by the shareholder holding the most votes will serve as Chairman of the Nominations Committee. If there are changes in the shareholder structure after 31

August and earlier than two months prior to the Annual General Meeting, and if a shareholder consequently becomes one of the three largest shareholders and requests to be represented on the Nominations Committee, then this shareholder shall have the right to either appoint an additional committee member or, if the Nominations Committee so decides, to appoint a representative to replace the representative of the shareholder who has the least number of votes after the ownership changes. If a member resigns or is unable to carry out his or her assignment, then the Chairman of the Nominations Committee shall, without undue delay, invite the shareholder that has appointed the member to appoint a new member within a reasonable period of time. If the shareholder does not exercise the right to appoint a new member then, and if the number of shareholder-appointed members of the Nominations Committee is thereby less than three, then other major shareholders are to be invited to appoint a member to the Nominations Committee. If such an offer is given, it is to be offered to the next largest shareholder in terms of voting rights who has not already appointed a representative or who has refrained from doing so. The proceedings shall continue until the Nominations Committee consists of three members and the Chairman of the Board as co-opted member. The Nominations Committee is to perform the duties that from time to time are required under the Swedish Corporate Governance Code. The duties of the Nominations Committee include making proposals for [i] Chairman of the Annual General Meeting, [ii] Chairman of the Board and other Board members, [iii] fees and other remuneration for Board assignments for each Board member, [iv] fees for auditors, [v] selection of auditors and [vi] fees for members of the Nominations Committee and proposals for the nomination process in general.

The Nominations Committee will provide the company with the information required for the company to meet its information disclosure requirements under the Swedish Corporate Governance Code.

Item 19 - Decision regarding guidelines for determining salaries and other remuneration to senior executives

The Board proposes that the Annual General Meeting establish guidelines for determining salaries and other remuneration to senior executives with the following main content. The company is to have remuneration levels and other terms of employment required to retain and recruit senior executives with the expertise and capacity to achieve established targets. Total remuneration - made up of various components such as fixed salary, bonus, participation in share-based incentive schemes, pension benefits and other remuneration and benefits - is to be reasonable, competitive and market-based, and be decided with consideration for, among other factors, performance, position and importance for the Group. A fixed salary will be paid for satisfactory work and normally be reviewed once a year. A bonus may be offered, but be primarily based on results and bonus targets, and be established once a year and amount to a maximum of nine months' salary. Senior executives are to be entitled to arrange individual pension solutions under certain provisions via salary or bonus waivers. Pension

solutions shall be premium based. Notice of resignation from senior executives is to be a minimum of six and maximum of 12 months.

Notice of dismissal by the company is to be a maximum of 12 months. Dismissal pay and severance pay combined must not exceed 18 months' salary. In addition, other remuneration and benefits may be offered to facilitate possibilities to complete work assignments. The Board has the right to deviate from these guidelines in individual cases if there is good reason.

Item 20 - Decision to authorise the Board to decide on new issues of shares

The reason for the proposal, and the reason for deviating from preferential rights for existing shareholders, is that the Board wishes to create cost-efficient and flexible opportunities for making payments for acquisitions of companies or businesses or parts thereof. The Board proposes that the Annual General Meeting authorise the Board, up to the time of the next Annual General Meeting, on one or more occasions, to decide on the new issue of ordinary shares in the company on the following conditions:

- 1) New shares may only be issued to enable use of ordinary shares as liquidity in the acquisition of companies or businesses or parts thereof.
- 2) New shares may be issued with deviation from existing shareholders' preferential rights.
- 3) The new share issue shall comprise a maximum of 1,811,253 ordinary shares.
- 4) The subscription price is to correspond to the ordinary share's assessed market value at the time of issue.
- 5) Payment for the subscribed ordinary shares in the company is to be in capital contributed in kind.
- 6) The Board has the right to set other conditions for new issues.

On full utilisation of the authorisation to issue new shares, the total number of shares and votes in the company can increase by 1,811,253, representing dilution of around ten per cent of current shares and votes.

The proposal is identical to the previous year's authorization from the Annual General Meeting.

Item 21 - Decision to authorise the Board to decide on the acquisition and transfer of the company's own shares

The reason for the proposal, and the reason for deviating from preferential rights for existing shareholders, is that the Board wishes to create cost-

efficient and flexible opportunities to: [i] improve the company's capital structure and thereby increase share value and [ii] to make payments for acquisitions of companies or businesses or parts thereof.

A. Decision to authorise the Board to decide on the acquisition of own shares

The Board proposes that the Annual General Meeting authorise the Board, up to the time of the next Annual General Meeting, on one or more occasions, to decide on the acquisition of ordinary shares in the company on the following conditions:

- 1] Purchases are only to be made to [i] improve the company's capital structure and [ii] to enable use of ordinary shares as liquidity in making payments for acquisition of companies or businesses or parts thereof.
- 2] Purchases may only be made on Nasdaq Stockholm or through purchase offers directed to all owners of ordinary shares in the company.
- 3] Purchases of ordinary shares in the company on each occasion are to represent a maximum of ten per cent of all shares in the company following the purchase.
- 4] Purchases on Nasdaq Stockholm shall be at a price per share within the current share price range for ordinary shares, or in the event that the Board assigns a stock exchange member to accumulate a specific amount of the company's shares in their own account for a specific period, at a price per share within a specified price range for the period or equivalent volume-weighted average share price, and purchases linked with an acquisition offer are to be made at a maximum price per share equivalent to the market price of the ordinary share in the company at the date of the offer plus an additional amount of not more than 20 per cent.
- 5] Payment for ordinary shares shall be made in cash.
- 6] The appropriate terms in the listing agreement with Nasdaq Stockholm shall be observed for purchases.
- 7] The Board has the right to set other conditions for purchases.

B. Decision to authorise the Board to decide on the transfer of own shares

The Board proposes that the Annual General Meeting authorises the Board, up to the time of the next Annual General Meeting, on one or more occasions, with deviation from shareholders' preferential rights, to decide on the transfer of ordinary shares in the company on the following conditions:

- 1) Transfers may only be made to use ordinary shares as liquidity for acquisition of companies and businesses or parts thereof.
- 2) Transfers on each occasion may be for the total number of ordinary shares owned by the company.
- 3) Transfers are to be made at a price corresponding to the ordinary share's assessed market value in connection with transfer.
- 4) Payment for ordinary shares is to be in capital contributed in kind.
- 5) The Board has the right to set other conditions for transferring shares.

SPECIAL MAJORITY REQUIREMENTS

For decisions to be valid in accordance with Items 20 and 21 A and B respectively, the proposal must be supported by at least two-thirds of voting rights represented at the meeting.

DISCLOSURE OF INFORMATION AT THE ANNUAL GENERAL MEETING

The Board and CEO shall, at the request of any shareholder at the Annual General Meeting, and if the Board deems that it can be done without inflicting material damage to the company, provide information on circumstances that can affect the assessment of matters on the agenda, conditions that can affect the assessment of the company's or subsidiaries' financial situation, or the company's relationship to other Group companies.

ACCOUNTS AND FULL PRESENTATIONS OF PROPOSALS, ETC.

The Annual Report containing the auditors' report for 2018, the auditors' statement in accordance with Chapter 8, Section 54 of the Companies Act, the Nominations Committee's complete proposals and the Board's statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Companies Act, are available on the company's website, www.semcon.com. They will also be available from the company at the above address and will be sent free of charge to shareholders who request a copy and provide their postal address.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

The Board for Semcon AB [publ]
Göteborg March 2019