

Translation

Minutes from the Annual General Meeting of the shareholders of Atlas Copco Aktiebolag, Reg. No. 556014-2720, held on April 26, 2007

§ 1

The Annual General Meeting was opened by the Chairman of the Board, Mr Sune Carlsson, who was elected Chairman of the Meeting. The company secretary, General Counsel Hans Sandberg, had been appointed to keep the minutes from the Meeting.

The Meeting approved that invited guests, market representatives, journalists and functionaries were present at the Meeting.

§ 2

A list of the shareholders who had been registered for participation at the Meeting prior to the end of the registration period had been presented to the shareholders at the Meeting. The Secretary informed that the secretariat, at the entrance, had registered all pre-announced shareholder who were absent, either personally or through a representative, and that the list of participating shareholders, following adjustments for those absent, showed that 166,631,610 Series A shares and 59,791,482 Series B shares, representing 172,610,758.2 votes, corresponding to 39.3 percent of the total number of votes in the company, were represented at the Meeting.

The Meeting approved that the names of the absent shareholders and its representatives did not have to be recited at the Meeting.

The adjusted list of shareholders was approved as the voting list for the Meeting, Appendix 1.

§ 3

The agenda that had been presented in the notice to the Meeting and also given to the shareholders at the Meeting was approved.

§ 4

Göran Villner, Swedbank Robur Fonder and Siv Berlin, Aktiespararna (the Swedish Shareholders' Association) were appointed to check and approve the minutes from the Meeting together with the Chairman.

§ 5

The Secretary informed the Meeting that, according to the Articles of Association, notice shall be published in Post- och Inrikes Tidningar and Dagens Nyheter not earlier than six weeks prior to the Meeting and not later than four weeks before the Meeting. It was further noted that the notice of this Meeting had been published in Post- och Inrikes Tidningar and Dagens Nyheter on March 27, 2007 and also announced the same day in Svenska Dagbladet. The notice was published on the company's website on the same date. Copies of Post- och Inrikes Tidningar and Dagens Nyheter in which the notice had been published were attached to these minutes, Appendix 2.

The Meeting declared itself to be properly convened.

§ 6

The Secretary informed that the annual report of the Board and the President for the company's and the group's operations during 2006 as well as the corresponding audit reports had been printed and sent on March 27, 2007 to the shareholders who had stated that they wanted to receive the annual report. The annual report was also published on the company's website on the same date. It was noted that the annual report was available at the Meeting.

The annual report for the company and the group were noted to have been presented and were made part of the minutes, Appendix 3.

§ 7

The President gave a speech in which he informed the Meeting of his views on the development of the group and commented on the group's operations during 2006 as well as during the first quarter of 2007.

The Group President responded to two questions from Björn Lundgren, concerning the adjustment of the company's financial targets, that have been unchanged during a number of years.

The Group President also responded to two questions from Siv Berlin, Aktiespararna regarding the risk for non-approval of the Dynapac acquisition and how the company will be affected by a weakened US dollar.

Finally, the Group President responded to a question regarding the long term effect on the sale of the Rental Service business and another question regarding how the company will be affected during a business cycle – a questions which also was commented on by the Chairman.

§ 8

The Chairman made a presentation of the work of the Board during 2006 and informed the Meeting of some of the major issues that had been dealt with during the year.

The Chairman also informed the Meeting of the composition of the audit committee, the work performed by the committee and the contacts with the main responsible auditor.

§ 9

9 a) The main responsible auditor, Thomas Thiel, referred to the audit report in the annual

report regarding the company and the group and presented the process that is followed during the audit. Thomas Thiel supported that the presented Profit and Loss Statements and the Balance Sheets be adopted, that the Board Members and the Group President be discharged from liability and that the recommended profit distribution be accepted.

The Profit and Loss Statements and the Balance Sheets in respect of the company and the group as per 31 December 2006, being part of the Annual Report, were adopted by the Meeting in accordance with the recommendation of the auditor.

The Audit Report constitutes a part of Appendix 3.

9 b) The Board members and the President were discharged from liability for the administration of the company's operations during the financial year 2006 in accordance with the proposal from the auditor.

9 c) The Board had presented a proposal in accordance to which available unrestricted earnings, amounting to SEK 55,979,172,616, were to be allocated as follows:

To the shareholders,	
a dividend of SEK 4.75 per share	SEK 2,899,363,672
and earnings to be carried forward	SEK 53,079,808,944

The Meeting decided in accordance with the proposal of the Board.

9 d) The Meeting decided further that the record date for determining the right to receive the dividend from (the Swedish Central Security Depository) Värdepapperscentralen VPC AB should be May 2, 2007. The Chairman informed that the dividend is expected to be distributed on May 7, 2007.

§ 10

The Meeting decided that the number of Board members appointed by the Annual General Meeting for the period until the next Annual General Meeting should be seven (7) and that no deputies should be appointed.

The chairman of the Nomination Committee, Lennart Johansson, Investor, responded on a question from Siv Berlin, Aktiespararna concerning the decrease of the number of board members, by reporting on the work performed to find a new Board Member and that a new suitable Board Member had declined in the last minute.

§ 11

The Chairman presented the evaluation and nomination process that had taken place within the framework of the work by the Nomination Committee.

The Meeting thereafter elected the following persons to serve on the Board for the period until the end of the next Annual General Meeting:

As board members

Staffan Bohman	(re-election)
Gunnar Brock	(re-election)
Sune Carlsson	(re-election)
Ulla Litzén	(re-election)
Grace Reksten Skaugen	(re-election)
Anders Ullberg	(re-election)
Jacob Wallenberg	(re-election)

The Meeting appointed Sune Carlsson to be the Chairman of the Board and Jacob Wallenberg to be the Deputy Chairman for the same period.

The Secretary informed that the representatives appointed by the unions until the Annual General Meeting 2008 were the following persons: Mikael Bergstedt, Ledarna and Bengt Lindgren, IF Metall with Kristina Kanestad as Bergstedt's personal deputy and Ulf Ström, IF Metall as Lindgren's personal deputy.

The Meeting expressed its appreciation to the resigning board member, Thomas Leysen, (not present at the Meeting) for his big contributions to the company during the six years he has served on the Board.

§ 12

The Secretary presented the decision of the Annual General Meeting 2006 regarding the directors' fees and the frame of the compensation for Board Committee work.

The Meeting resolved that to directors not employed by the group, the fees shall be unchanged and be allocated as follows: SEK 1,350,000 to the Chairman of the Board, SEK 500,000 to the Deputy Chairman of the Board, SEK 400,000 to each director, and that the compensation for Board Committee work shall be allocated as follows:

- SEK 150,000 to the chairman of the Audit Committee and SEK 100,000 to the other two members of this committee;
- SEK 50,000 to each of the three members of the Remuneration Committee; and
- SEK 50,000 to each director, not employed by the group, who participates in other work performed by committees decided upon by the Board.

It was noted that the Chairman of the Nomination Committee, Lennart Johansson, Investor, made a recommendation regarding a policy for shareownership by the Board Members.

§ 13

The Chairman presented a report on the Remuneration Committee's assignment, composition and work performed during 2006.

- a) The Meeting approved the following guidelines regarding remuneration and benefits to the management of the company:

The Group Management consists of the President and the other seven members of the Management Committee.

The compensation to the Group Management shall consist of base salary, variable compensation, possible long term incentive (personnel options), pension premium and other benefits. Base salary is determined by position, qualification and individual performance.

The size of the variable compensation is dependent upon how certain quantitative and qualitative goals set in advance are achieved. The variable compensation is maximized to 70% of the base salary for the Group President, 50% for Business Area Presidents and 40% for other members of the Management Committee.

The Board proposes a performance related personnel option program for 2007 presented below in item b).

Pension premiums are paid in accordance with a contribution based plan with premiums ranging between 25-35% of base salary depending on age. In addition, the Group President is entitled to a health pension amounting to 50% of his base salary.

Other benefits consist of company car and private health insurance.

A mutual notice of termination of six months shall apply. Compensation for termination is maximised to an amount corresponding to 24 months base salary.

The Board has the right to deviate from the principles above stated if special circumstances exist in a certain case.

- b) The Chairman presented the background and the rationale behind a proposed performance related personnel option program for 2007.

The Meeting decided on the following scope and main principles for a performance related personnel option program concerning Atlas Copco Series A-shares:

Granting

The Board is given the right to decide on the granting of personnel options that can entitle a maximum of 220 key persons in the Group the possibility to acquire a total of 1,600,000 Atlas Copco Series A shares.

The granting of options is dependent on the development of the value growth within the Group, expressed as Economic Value Added (EVA), during 2007. Within an interval of MSEK 700 the granting varies linearly from 0% to 100% of the maximum grant. The size and span of the interval will be determined by the Board and shall reflect the targets in the Group's long range plan.

The granting of personnel options is maximized to the following number per person within the different key categories:

Category 1 - the Group President – 50,000 personnel options

Category 2 – Business Area Presidents (3) – 25,000 personnel options

Category 3 – other members of the Management Committee and Division Presidents (approx 25) – 12,500 personnel options

Category 4 – other key persons (approx 175) – 6,250 personnel options

The Board will decide which persons that shall be included in the above stated categories based upon position, qualification and individual performance. The granting of personnel options will take place not later than during March 2008.

The Board has the right to decide to implement an alternative incentive solution for key persons in such countries where the granting of personnel options is not feasible. Such alternative incentive solution shall, to the extent practically possible, be established on terms corresponding to those of the personnel option programme.

Term of the personnel options

The term of the personnel options shall be five years from the date of granting. The personnel options will not be transferable.

Exercise periods

The personnel options may be exercised and utilised to acquire shares as follows:

- an aggregate of one third may be exercised one year from granting
- an aggregate of two third may be exercised two years from granting
- the total number may be exercised three years from granting

Exercise price

The exercise price shall be an amount corresponding to 110% of the average of the closing prices at the Stockholm stock exchange for series A shares during a period of 10 trading days next following the date of the publishing of the year end communiqué for the business year 2007.

Re-calculation

Should a General Meeting during the term of the personnel options decide on an increase or reduction of the outstanding number of shares or a distribution of dividend over and above the company's policy, a re-calculation may be made in order to main-

tain the value of the personnel options. The decision regarding a re-calculation shall be made by the Board.

The following was noted:

Theoretical value

A theoretical value on the personnel option has been calculated based on the Black & Scholes valuation formula. The calculation has been based on a share price of SEK 220 and an expected volatility of 25 percent. The theoretical option value according to the Black & Scholes formula has been estimated to SEK 34.3 per personnel option, equivalent to an aggregate maximum value of SEK 54,900,000 for the whole personnel option program.

Delivery of shares and costs

The personnel options shall carry a right to acquire already issued shares.

In order to hedge the economic risk in connection with an increase of the share value during the term of the personnel options and in order to secure the delivery of shares in accordance with the personnel option agreements to be entered into, the company intends to transfer and repurchase its own shares, provided that the Annual General Meeting approves hereto.

In addition to costs relating to the company's undertaking set out above, the personnel options will trigger effects on the audit according to IFRS 2. Personnel options shall be entered in the books as a personnel cost (excluding social fees) during its term and shall be accounted for in the equity of the company. The accounted amount will continuously be re-assessed during the term of the personnel options.

It was recorded that Siv Berlin, Aktiespararna registered a dissenting opinion against the decision and stated that the exercises price should be 150 percent, rather than the proposed 110 percent.

c) The Chairman presented the background and the rationale behind the proposed proposition to retroactively abolish the requirement regarding continued employment for the right to exercise granted personnel options.

In order to gain similarity between the 2006 and 2007 personnel option programs, the Meeting resolved, acknowledging the reservation below, that the 2006 personnel option program should be amended meaning that the exercise of the personnel options do not require continued employment after the granting thereof.

It was recorded that Ossian Ekdahl, Första AP-Fonden and Peter Lundkvist, Tredje AP-Fonden voted in favour of the proposition in item 13 b) and voted against the proposition in item 13 c) based on the argumentation presented in Appendix 4 and 5. Peter Lundkvist requested that the Board, when proposing future personnel option programmes, should re-introduce the requirement regarding continued employment. Ossian Ekdahl stressed the need of an evaluation of all personnel option programs from a shareholder perspective to the next Annual General Meeting.

§ 14

The Meeting resolved in accordance with the Board's proposal regarding a) re-purchase of shares in the company and b) transfer of own shares as set out below: (It was recorded that the number of shares set out below represents the situation prior to the proposed share split 3:1 and the proposed redemption.)

a) Acquisition of own Series A shares

The Meeting resolved to authorize the Board to, during the period up until the next Annual General Meeting, to decide on acquisition of shares in the company, on one or more occasions, in order to be able to fulfil the obligation to deliver shares under the company's personnel option program 2006 as well as the proposed personnel option program 2007 in accordance with the following.

1. The company may repurchase a maximum of 3,200,00 shares of Series A, corresponding to a maximum of 0.5 per cent of the total number of shares in the company.
2. The shares may only be acquired on the Stockholm Stock Exchange.
3. A repurchase of shares on the Stockholm Stock Exchange may only be made at a price per share that falls within the registered price interval for the share at each given time.

It was recorded that the Meeting resolved in favour of item a) unanimously.

b) Transfer of re-purchased and owned shares of Series A and B

(i) The Meeting resolved to authorize the Board to, during the period up until the next Annual General Meeting, decide to transfer shares in the company, on one or several occasions, with the object to cover costs for acquiring own shares of Series A according to item a) above, to cover cash set-offs for the case no delivery of shares of Series A can be made according to the terms and conditions of the company's personnel option programs or in order to fulfil alternative incentive solutions in countries where allocation of personnel options is not possible, and to cover costs, primarily social security charges, according to the following.

1. Transfer may be made of a maximum of 4,414,200 shares of Series B, corresponding to a maximum of 0.7 per cent of the total number of shares in the company.
2. The shares may only be transferred on the Stockholm Stock Exchange.
3. A transfer of shares on the Stockholm Stock Exchange may only be made at a price per share that falls within the registered price interval for the share at each given time.

(ii) The Meeting resolved to transfer shares in the company in relation to the company's personnel option program 2006 according to the following.

1. A maximum of 1,600,000 shares of Series A may be transferred.

2. Right to acquire shares is to be granted to the persons participating in the company's personnel option program 2006, with a right for each participant to acquire the maximum number of shares stipulated in the terms and conditions of the company's personnel option program 2006.
3. The participants' right to receive shares is conditional upon all terms and conditions of the company's personnel option program 2006 being fulfilled.
4. Shares are to be transferred on the terms and conditions stipulated by the company's personnel option program 2006, meaning inter alia, that what is there stated regarding price and time during which the participants are to be entitled to use their right to acquire shares is also applicable to the transfer. Participants are to pay for the shares within the time and on the terms stipulated in the personnel option program 2006.
5. With respect to the number of shares that may be transferred under the company's personnel option program 2006, customary terms for recalculation as a result of bonus issue, share split, rights issues and similar measures in accordance with the terms and conditions of the personnel option program apply.

(iii) The Meeting resolved to transfer shares in the company in relation to the company's personnel option program 2007 according to the following.

1. A maximum of 1,600,000 shares of Series A may be transferred.
2. Right to acquire shares shall be granted to the persons participating in the company's proposed personnel option program 2007, with a right for each participant to acquire the maximum number of shares stipulated in the terms and conditions of the company's personnel option program 2007.
3. The participants' right to receive shares is conditional upon all terms and conditions of the company's proposed personnel option program 2007 being fulfilled.
4. Shares are to be transferred on the terms and conditions stipulated in the company's proposed personnel option program 2007, meaning inter alia, that what is there stated regarding price and time during which the participants are to be entitled to use their right to acquire shares is also applicable to the transfer. Participants are to pay for the shares within the time and on the terms stipulated in the personnel option program 2007.
5. With respect to the number of shares that may be transferred under the company's personnel option program 2007, customary terms for recalculation as a result of bonus issue, share split, rights issues and similar measures in accordance with the terms and conditions of the personnel option program apply.

It was recorded that the Meeting resolved in favour of item b) unanimously.

The Meeting resolved to authorise the company's managing director to make the minor adjustments in the resolutions under items a) – d) above, which may be required in connection with registration of the resolutions with the Swedish Companies Registration Office or VPC AB.

§ 15

The Meeting resolved in accordance with the Board's complete proposal for a resolution on an automatic redemption procedure, including a) an amendment of the Articles of Association, b) a share split, c) a reduction of the share capital for repayment to the shareholders by redemption of shares of Series A and B and d) an increase of the share capital by way of a bonus issue as set out below.

a) Amendment of the Articles of Association

Amendment of the Articles of Association, to the principal effect that

- the number of shares that may be issued by the company is increased from a minimum of 240,000,000 and a maximum of 960,000,000 to a minimum of 500,000,000 and a maximum of 2,000,000,000, and that
- the number of shares that may be issued of Series A be changed from a maximum of 960,000,000 to a maximum of 2,000,000,000 and that the number of shares that may be issued of Series B be changed from a maximum of 960,000,000 to a maximum of 2,000,000,000 (§ 4).

The new Articles of Association is attached hereto as Appendix 6.

b) Share split

The quota value of the share (the share capital divided by the number of shares) is changed by way of a so called share split, so that each share (irrespective of the Series of shares) is divided into three shares, of which one is to be named redemption share in the VPC system and be redeemed in the manner described under Section c) below. The record day at VPC AB for implementation of the share split is to be May 22, 2007. After implementation of the share split, the number of shares in the company will increase from 628,806,552 to 1,886,419,656, of which 1,259,091,144 are shares of Series A and 627,328,512 are shares of Series B, each share with a quota value of approximately SEK 0.4167.

c) Reduction of the share capital for repayment to the shareholders by redemption of shares of Series A and B

That the company's share capital be reduced for repayment to the shareholders by SEK 262,002,730 (the reduction amount) by way of redemption of 628,806,552 shares, of which 419,697,048 are shares of Series A and 209,109,504 are shares of Series B. The shares that are to be redeemed are the shares which, after implementation of the share split in accordance with Section b) above, are named redemption shares in the VPC system, whereby the record day for the right to receive redemption shares according to Section b) above is to be May 22, 2007.

For each redeemed share (irrespective of the Series of shares) a redemption cash amount of SEK 40 will be paid, of which approximately SEK 39.58 exceeds the quota value of the share. However, no payment is to be made in respect of redeemed shares held by the company. The aggregate redemption amount is estimated to an amount of SEK 24,415,694,080 (the amount is calculated on the number of shares in the company per February 1, 2007, at which time the company held 18,414,200 own shares). In addition to the reduction amount, a total amount of SEK 24,161,363,930 will be distributed, by use of the company's non-restricted equity. The redemption amount is to be paid as soon as possible, however not later than ten banking days after the day of registration of all resolutions under Sections a) – d) with the Swedish Companies Registration Office.

It was recorded that following the reduction of the share capital, the company's share capital will amount to SEK 524,005,460, divided into, a total of 1,257,613,104 shares, of which 839,394,096 are shares of Series A and 418,219,008 are shares of Series B, each share with a quota value of approximately SEK 0.4167. Except for the reduction of the share capital, the company's restricted shareholders' equity will not be affected.

d) Increase of the share capital by way of a bonus issue

To increase the share capital by way of a bonus issue by SEK 262,002,730 to SEK 786,008,190 by a transfer of SEK 262,002,730 from the non-restricted equity. No new shares are to be issued in connection with the bonus issue.

It was recorded that the number of shares of the company will, after implementation of the increase of the share capital, be 1,257,613,104, of which 839,394,096 are shares of Series A and 418,219,008 are shares of Series B, each share with a quota value of SEK 0.625.

It was further recorded that the resolutions by the Meeting in accordance with items a) – d) above were adopted as one single resolution and such decision was taken unanimously.

The Meeting resolved to authorise the company's managing director to make the minor adjustments in the resolutions under items a) – d) above, which may be required in connection with registration of the resolutions with the Swedish Companies Registration Office or VPC AB.

§ 16

The Meeting resolved in accordance with the Boards' complete proposal for a resolution on a) a reduction of the share capital by redemption of the company's own shares of Series B and b) an increase of the share capital by way of a bonus as set forth below.

(It was recorded that the Board's proposal of an automatic redemption procedure has been taken in account when listing the numbers of shares and the amounts below.)

a) Reduction of the share capital by redemption of the company's own shares of Series B

To reduce the company's share capital by SEK 17,500,000 (the reduction amount) by way of redemption of 28,000,000 shares of Series B. The shares that are to be redeemed are the shares that are held by the company after repurchase in accordance with authorisation from the Meeting.

It was recorded that following the implemented reduction of the share capital, the company's share capital will amount to SEK 768,508,190, divided into, a total of 1,229,613,104 shares, of which 839,394,096 are shares of Series A and 390,219,008 are shares of Series B, each share with a quota value of SEK 0.625. Except for the reduction of the share capital, the company's restricted shareholders' equity will not be affected.

b) Increase of the share capital by way of a bonus issue

To increase the company's share capital by way of a bonus issue of SEK 17,500,000 to SEK 786,008,190, by a transfer of SEK 17,500,000 from the company's non-restricted equity. No new shares are to be issued in connection with the bonus issue.

It was recorded that the number of shares of the company will, after implementation of the increase of the share capital, be 1,229,613,104, of which 839,394,096 are shares of Series A and 390,219,008 are shares of Series B, each share with a quota value of approx. SEK 0.631.

It was further recorded that the resolutions by the Meeting in accordance with items a) – b) above were adopted as one single resolution and that such decision was taken unanimously.

The Meeting resolved to authorise the company's managing director to make the minor adjustments in the resolutions under this item, which may be required in connection with registration of the resolutions with the Swedish Companies Registration Office or VPC AB.

§ 17

The Meeting resolved in accordance with the complete proposal from the Nomination Committee:

a) That the company shall have a Nomination Committee consisting of the chairman of the Board and a representative from each of the four largest shareholders in terms of voting rights. During the third quarter of 2007 the chairman of the Board shall contact the four largest by VPC directly registered or ownership grouped shareholders for the appointing of an owner representative. The names of the four owner representatives and the names of the shareholders they represent shall be made public latest six months prior to the Annual General Meeting 2008 and be based upon the known number of votes immediately prior to the publishing. The term of office of the Nomination Committee lasts until a new Nomination Committee has been appointed. The chairman of the Nomination Committee shall, unless the members otherwise agree, be the member who represents the shareholder with the largest number of votes.

b) That representatives who have been appointed by such shareholders who, during the term of the Nomination Committee, no longer belong to the group of four largest shareholders in terms of voting rights, shall cease to be members of the committee and the one, or those, shareholder(s) who has been added among the four shareholders with the largest voting rights shall appoint its/their representative(s). Unless there are special circumstances to the contrary, there shall be no change in the composition of the Nomination Committee if there are only marginal changes in the number of votes, or if a change occurs later than three months prior to the Annual General Meeting. A shareholder who has appointed a representative as member of the Nomination Committee can replace such representative with a new representative to be a member of the Nomination Committee. Every change in the Composition of the Nomination Committee shall be made public as soon as it has taken place.

c) That the Nomination Committee shall prepare proposals to the Annual General Meeting 2008 regarding the following matters for decision:
Proposal for chairman for the Annual General Meeting, number of Board Members, composition of the Board of Directors, chairman and vice chairman of the Board of Directors, remuneration to the chairman, vice chairman and other Board members not employed by the company, compensation for committee work and criterion for the selection of the nomination committee and decision points for the Annual General Meeting 2009.

d) That, in connection with its assignment, the Nomination Committee shall fulfil those tasks that, according to the Swedish Code of Corporate Governance, are allocated to a Nomination Committee and that the company, upon request from the Nomination Committee, shall provide resources like for example the secretary function in the Nomination Committee in order to facilitate the work of the committee. Upon request, the company shall also carry such reasonable costs for external consultants who the Nomination Committee deems necessary to in order for the Nomination Committee to carry out its assignment.

Siv Berlin, representing Aktiespararna, proposed that for the future, the Nomination Committee should be appointed by the Annual General Meeting and handed over a written proposal that was attached to this minutes, Appendix 7.

§ 18

The Chairman presented his gratitude to management and employees, to a superior result for 2006 and wished the company continued success and declared the Annual General Meeting 2007 in Atlas Copco Aktiebolag closed.

It was recorded that, following the end of the Meeting, the Honorary Chairman Peter Wallenberg, presented “The Peter Wallenberg Marketing and Sales Award”.

In fidem

Hans Sandberg

Approved

Sune Carlsson

Göran Villner

Siv Berlin