

ATLAS COPCO AB Annual General Meeting 28 April 2010

The Board of Directors proposal regarding agenda point 12

Point 12 – Board proposal in connection with the proposal from the Nomination Committee regarding synthetic shares

The Board proposes that the obligation of the Company to pay an amount corresponding to the synthetic shares shall be hedged through the purchase of own series A shares that later will be sold on the market in connection with the payment to the Board member in compliance with a request for mandate that will be presented at that point in time. The economic difference for the Company if all Board members choose to receive a part of their fee in the form of synthetic shares compared to get the whole fee in cash is assessed to be very limited due to the hedging.

The Board proposes that the Board is granted the mandate until the next Annual General Meeting to decide on the acquisition of shares in the Company at one or more occasions in accordance with the following:

1. Acquisition of not more than 70,000 series A shares
2. The shares may only be acquired on NASDAQ OMX Stockholm
3. The shares may only be acquired at a price per share within the registered trading interval
at any given point in time

The intention with the acquisition is to hedge the obligations of the Company, including social charges, towards Board members who have chosen to receive a part of the Board fee in the form of synthetic shares.

For a decision in accordance with the proposal from the Board the resolution must be supported by shareholders holding at least two-thirds of the votes cast as well as of the shares represented at the Meeting.