

## **ATLAS COPCO AB**

### **Proposal for the AGM 2013 regarding acquisition and sale of shares in connection with the synthetic shares**

The Board proposes:

a) 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.

b) that the Board is granted the mandate for the period until the next AGM, to resolve on the sale, at one or more occasions, of a maximum of 55,000 series A shares in order to cover the costs for the value of the synthetic shares and to cover, primarily, the costs for social charges.

The shares subject to the proposed sale were acquired in compliance with a mandate from respective AGM to be purchased for the stated purpose. The sales are to be made in cash over the Nasdaq OMX Stockholm stock exchange at a price within the registered price interval from time to time.

The reason for a deviation from the shareholders' preferential rights and the basis for determination of transfer prices for transfers of own shares is that the sale of the shares is an integrated part of a previous decision regarding hedging of such synthetic shares that are part of the board fee.

A resolution by the AGM regarding the sale of these shares 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 AGM to be valid.