

## Atlas Copco AB

Translation

### Item 17 – The proposal from the Board regarding changes of the Articles of Association

After the proposed changes, the wording of the Articles of Association will be as follows:

#### ARTICLES OF ASSOCIATION OF ATLAS COPCO AKTIEBOLAG

##### § 1

The name of the Company is Atlas Copco Aktiebolag. The Company is a public company "publikt" (publ).

##### § 2

The Board of the Company shall have its registered office in the municipality of Nacka.

##### § 3

The object of the Company is to carry out, directly or through wholly or partly owned enterprises, mechanical engineering business and equipment rental business as well as other activities consistent therewith.

##### § 4

The share capital shall amount to not less than 300.000.000 SEK and not more than 1.200.000.000 SEK.

The number of shares in the Company shall be not less than 240.000.000 and not more than 960.000.000.

The shares can be issued in two series called Series A and Series B shares. Shares of Series A can be issued to a number of not more than 960.000.000 and shares of Series B to a number of not more than 960.000.000.

Each share of Series A is entitled to one vote and each share of Series B to one tenth of a vote. Each share of Series A and Series B carries equal rights to a part of the Company's assets and profit.

If the company decides to make a cash issue or an issue by set-off of new shares of Series A and Series B, each shareholder of Series A shares and Series B shares shall have the preferential right to subscribe for new shares of the same class in relation to the number of shares held by the shareholder prior to the new issue (primary priority). Shares that are not subscribed for with primary priority shall be offered for subscription by all shareholders (subsidiary priority). If the number of shares thus offered is not sufficient for the subscription made with subsidiary

priority, the shares shall be allocated among the subscribers in relation to the number of shares owned prior to the new issue, irrespective of their shares being of Series A or Series B and, to the extent this cannot be effected, the shares shall be allocated by way of lottery.

If the Company decides to make a cash issue or an issue by set-off of shares of Series A or Series B only, all shareholders shall have the preferential right to subscribe for new shares in relation to the number of shares owned prior to the new issue, irrespective of their shares being of Series A or Series B.

If the Company decides to issue subscription options or convertibles through a cash issue or an issue by set-off the shareholders shall have the preferential right to subscribe for the subscription options as if the scope of the issue was the shares that may be subscribed for based on the option rights or preferential right to sign for the convertibles as if the scope of the issue was the shares the convertibles may be exchanged to, respectively.

The above stipulations do not constitute any limitation of the possibility to decide on a new cash issue or an issue by set-off, which excludes preferential rights of the shareholders.

In case the share capital is increased through a bonus issue, new shares shall be issued of each class in relation to the number of shares of each such class issued prior to the bonus issue. Old shares of a certain class shall thereby give a right to new shares of the same class. The above stipulations do not constitute any limitation of the possibility to issue shares of a new class through a bonus issue, after a required change of the Articles of Association.

## § 5

In addition to the Board members who by law are appointed by someone other than the General Meeting of Shareholders, the Board of Directors shall consist of not less than six and not more than twelve members. These members and not more than four deputy members shall be elected by the Annual General Meeting of Shareholders for the period until the next Annual General Meeting of Shareholders has been held.

At Board meetings, only a proposal supported by more than a half of the total number of Board members qualify as a Board decision.

## § 6

The Board of Directors authorizes the person or persons, inside or outside the Board, to sign for the Company.

## § 7

The Company shall have one or two auditors and a corresponding number of deputies or one or two registered auditing companies.

## § 8

The calendar year shall be the financial year of the Company.

## § 9

Notice of a Meeting of Shareholders shall be announced in the Official Swedish Gazette (Post- och Inrikes Tidningar) and in Dagens Nyheter.

In order to be entitled to participate in a Shareholders' Meeting, a shareholder shall be listed in a transcript or other presentation of the whole book of shares reflecting the situation five business days prior to the Meeting as well as register with the Company not later than 4 p.m. the day indicated in the notice of the Meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth business day before the Meeting

## § 10

Meeting of Shareholders shall be held in Stockholm or Nacka. The Chairman of the Board or the person appointed by the Board shall open a Meeting of Shareholders and shall preside until a Chairman is elected.

## § 11

A shareholder may vote for the full number of shares that he owns or represents.

## § 12

The following matters shall be considered at an Annual General Meeting of Shareholders:

1. election of Chairman to preside at the Meeting;
2. preparation and approval of voting list;
3. approval of agenda;
4. election of one or two persons to approve the minutes;
5. determination whether the Meeting has been properly convened or not;
6. presentation of the Annual Report and the Auditors' Report and the Consolidated Annual Report and the Consolidated Auditors' Report;
7. the President's speech;

8. decision
  - a) regarding approval of the Profit and Loss Account and the Balance Sheet as well as the Consolidated Profit and Loss Account and the Consolidated Balance Sheet,
  - b) regarding discharge from liability of the Board members and the President,
  - c) regarding allocation of the Company's profit or loss according to the approved Balance Sheet,
  - d) regarding registration date for receiving dividend;
9. determination of the number of Board members and deputy members and, if applicable, auditors and deputy auditors or registered auditing company to be elected at the Meeting
10. election of Board members and deputy members and, if applicable, of auditors and deputy auditors or registered auditing company ;
11. determination of remuneration to the Board of Directors and auditors or registered auditing company;
12. other matters properly submitted to the Meeting for consideration.

### § 13

The shares of the company shall be registered in a reconciliation register in compliance with the law (1998:1479) regarding accounting of financial instruments. The one who is recorded in the reconciliation register on the registration date shall be considered authorized to receive dividends and, in a bonus issue, the new share(s) allocated to a shareholder and to exercise the preferential rights of a shareholder to participate in a new issue.