

Atlas Copco AB Annual General Meeting 28 April 2010

Agenda points 15 and 16

Item 15 – The proposal from the Board of Directors regarding the sale of own shares in connection with the performance stock option plans 2006, 2007 and 2008

The Board proposes that the Board is granted the mandate until the next Annual General Meeting to sell, at one or more occasions, maximum 1,600,000 series A shares and maximum 2,400,000 series B shares, in connection with the exercise of rights under the 2006 and 2007 performance stock option plans and maximum 925,00 series A shares in connection with the exercise of rights under the 2008 performance stock option plan in order to cover costs, primarily alternative plans and social costs as well as cash settlements (plan 2008). The sale shall take place on NASDAQ OMX Stockholm at a price within the registered price interval at any given time.

As reason for the deviation from the shareholders right of first refusal and as the base for the transfer price in connection with the transfer of own shares, the Board states that the transfer of own shares is a part of the previously adopted performance stock option plans for 2006, 2007 and 2008.

For a decision by the Board in accordance with the proposal, 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.

Item 16 – The proposal from the Board regarding acquisition of own outstanding shares

The Board proposes that the Board is given the mandate until the next AGM and, considering the proposals above under items 12 and 14 regarding mandate for the Board to acquire shares as well as to the number of shares held by the Company, to decide on the acquisition of shares, at one or more occasions, in accordance with the following:

1. Acquisition, of shares is allowed up to maximum 5% of all issued shares, excluding those shares that are held by the Company at the time of the AGM 2010, but including the shares the Company will acquire based on mandates granted at that AGM
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 purpose with the acquisition of the shares is to be able to continuously adapt the capital structure of the Company and, by doing this, contribute to an increased shareholder value.

For a decision by the Board in accordance with the proposal, 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.