

Minutes of the Annual General Meeting
in HEXPOL AB (publ), Corporate
Identity No. 556108-9631, on Friday
26 April 2019 in Malmö.

§ 1 Opening of the Meeting

The Annual General Meeting was opened by Georg Brunstam, entrusted by the Board of Directors to open the Meeting, who welcomed the present shareholders to the General Meeting.

§ 2 Election of Chairman of the Meeting

Georg Brunstam was appointed Chairman of the Meeting.

At the Board's request, the minutes of the Meeting were kept by the undersigned, Mikael Ekdahl, attorney-at-law.

§ 3 Preparation and Approval of the Voting List

The shareholders designated as being present in the attached list, Appendix 1, had within the prescribed period of time notified the company of their intention to be present at the Meeting. The list was approved as voting list for the Meeting.

§ 4 Approval of Agenda

The Meeting resolved to approve the Board of Directors' proposal for agenda for the Meeting.

§ 5 Nomination of Persons to Verify the Minutes

Åsa Nisell, representing Swedbank Robur fonder, and Carina Lundberg Markow, representing Folksam and KPA, were appointed to verify the minutes together with the Chairman.

§ 6 Determination of whether the Meeting was Properly Convened

It was noted that a notice convening today's Meeting had been published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) on Friday 22 March 2019 and had been held available on the Company's website. An advertisement regarding the Meeting being

convened had been placed in Dagens Industri on the same date. The Meeting was thereby declared properly convened.

§ 7 Report by the Managing Director , etc.

Managing Director Mikael Fryklund reported on the past financial year. In relation hereto, the shareholders were given the opportunity to ask questions.

§ 8 Presentation of the Annual Report, the Auditor's Report etc.

It was noted that the Annual Report with the related Balance Sheet and Income Statement of the parent company and the Consolidated Balance Sheet and Consolidated Income Statement for the financial year 2018 as well as the auditor's statement on whether or not the guidelines previously adopted by the Annual General Meeting regarding compensation to the Management have been complied with, had been available to the shareholders at the company's head office and at the company's website as from 4 April 2019, and that the documents were available at the Meeting. It was noted that the Annual Report had been distributed to the shareholders who have requested to receive it. The Meeting resolved that the abovementioned documents thereby should be considered to have been duly presented at the Meeting.

Mr. Johan Thuresson, authorised public accountant, presented the Auditor's Report and Consolidated Auditor's Report. In relation hereto, the shareholders were given the opportunity to ask questions.

§ 9 a Resolution on Adoption of the Income Statement and the Balance Sheet of the Parent Company and the Consolidated Income Statement and the Consolidated Balance Sheet

The Meeting resolved to adopt the presented Income Statement and Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet, all as per 31 December 2018.

§ 9 b Resolution on Appropriation of the Company's Profit according to the Adopted Balance Sheet and Resolution regarding Record Date

The Board of Directors' proposal that a cash dividend of SEK 2.25 per share be declared to the shareholders for the financial year 2018 and that 30 April 2019 should be the record date for right to cash dividend was presented.

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

§ 9 c Resolution on Discharge of the Board of Directors and the Managing Director from Liability.

The Meeting resolved to discharge the members of the Board of Directors and the Managing Director from liability for the preceding financial year. It was noted that the members of the Board and the Managing Director did not participate in the resolution on discharge from liability in respect of themselves.

§ 10 Establishment of the Number of Board Members and Deputy Board Members

It was informed that the Nomination Committee had proposed that the Board shall consist of seven members without any deputy members.

The Meeting resolved in accordance with the proposal.

§ 11 Establishment of Remuneration to the Board Members and the Auditors

It was informed that the Nomination Committee had proposed that remuneration to the Board shall be apportioned as follows: SEK 900,000 to the Chairman of the Board and SEK 390,000 to each of the other members elected at a general meeting and not employed by the company. Remuneration for committee work shall be paid as follows: SEK 250,000 to the Chairman of the Audit Committee and SEK 125,000 to member of the Audit Committee; SEK 100,000 to the Chairman of the Remuneration Committee and SEK 50,000 to member of the Remuneration Committee.

In addition hereto, the Meeting was informed that the Nomination Committee had proposed that the auditor shall be remunerated according to agreement.

The Meeting resolved in accordance with the proposals.

§ 12 Election of Board Members

It was noted that the Nomination Committee for the period up to the end of the next annual general meeting had proposed re-election of the Board Members Georg Brunstam, Alf Göransson, Kerstin Lindell, Jan-Anders Månson, Gun Nilsson, Malin Persson and Märta Schörling Andreen as ordinary Board Members. Furthermore, it was noted that the Nomination Committee had proposed re-election of Georg Brunstam as Chairman of the Board.

The Chairman informed that the assignments which the Board Members proposed for re-election have in other companies are accounted for in the company's Annual Report. The Meeting resolved that the assignments which the Board Members proposed for election have in other companies should be considered to have been duly presented at the Meeting.

The Meeting resolved in accordance with the proposal of the Nomination Committee.

§ 13 Election of Auditors

It was informed that the Nomination Committee had proposed, in accordance with the Audit Committee's recommendation, re-election of the accounting firm Ernst & Young as auditors of the company, for a one year mandate period, consequently up to and including the Annual General Meeting 2020, and it was noted that the accounting firm has informed that the authorised public accountant Johan Thuresson will be auditor in charge.

The Meeting resolved in accordance with the proposal of the Nomination Committee.

§ 14 Appointment of Members of the Nomination Committee

The Meeting resolved that the Nomination Committee shall have four members whereby re-election shall be made of Mikael Ekdahl (Melker Schörling AB), Åsa Nisell (Swedbank Robur fonder), Henrik Didner (Didner & Gerge Fonder) and Marcus Lüttgen (Alecta Pensionsförsäkring), as members of the Nomination Committee in respect of the Annual General Meeting 2020. Mikael Ekdahl was elected Chairman of the Nomination Committee. The resolution also included the possibility for the Nomination Committee to change composition under certain circumstances, as stated in the notice convening the Meeting.

§ 15 Resolution on Guidelines for Remuneration to Senior Executives

The Board's proposal for guidelines for remuneration to senior executives according to Appendix 2 was presented.

The Meeting resolved to adopt the guidelines in accordance with the proposal.

§ 16 Closing of the Annual General Meeting

The Chairman hereafter closed the Meeting.

As above:

/Mikael Ekdahl/

Approved:

/Georg Brunstam/

/Åsa Nisell/

/Carina Lundberg Markow/