

Minutes kept at the annual general meeting
of **Haldex Aktiebolag (publ)**, Reg. No.
556010-1155, held on 28 April 2015 at
4 p.m. in Landskrona, Sweden.

1. Opening of the meeting and election of chairman of the meeting

The annual general meeting (the AGM) was opened by the chairman of the board, Göran Carlson, who was appointed chairman of the AGM in accordance with the nomination committee's proposal. It was noted that Emma Sandberg Thomsen was assigned to keep the minutes.

The presence of certain persons not being shareholders was approved.

2. Drawing up and approval of the voting list

The shareholders listed as present in Appendix 1 had within the prescribed time period notified the company of their intention to participate in the AGM. The list was approved as the AGM's voting list.

3. Election of two persons to approve the minutes

Per-Ove Kamlund (Handelsbanken Kapitalförvaltning) and Nils Bolmstrand (Nordea Investment funds) were appointed to approve the minutes together with the chairman of the AGM.

4. Determination of compliance with the rules of convocation

It was noted that the notice convening the AGM had been published in the Official Swedish Gazette on 26 March 2015 and had been available on the company's website as from 23 March 2015, and that an announcement that notice had been given had been published in Dagens Nyheter on 26 March 2015. The AGM was declared to have been duly convened.

5. Approval of the agenda

The proposed agenda in the notice of the AGM was approved.

6. The managing director's report

The managing director Bo Annvik presented a report on the financial year 2014. The shareholders were invited to ask questions, which the managing director answered.

7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report

The chairman declared that the annual report together with consolidated financial statements, the auditor's report and the consolidated auditor's report for the financial year 2014 had been available at the company and its website since 31 March 2015 and that the auditor's statement on the company's compliance of the remuneration guidelines for senior executives had been available at the company and its website since 26 March 2015 and that the documents were also available at the AGM.

Bror Frid and Ann-Christine Hägglund, authorized public accountants, presented the auditor's report and the consolidated auditor's report for the financial year 2014, and the auditor's statement on the company's compliance of the remuneration guidelines for senior executives adopted by the 2014 AGM.

The financial statements and the auditor's reports were deemed presented at the AGM.

8. Income statement and balance sheet, discharge from personal liability and dividend

(a) Adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet

The AGM resolved to adopt the presented income statement and balance sheet and the consolidated income statement and consolidated balance sheet.

(b) Discharge of the board of directors and the managing director from personal liability for the financial year 2014

In accordance with the auditor's recommendation, the AGM resolved that the members of the board of directors and the managing director should be discharged from liability for the financial year 2014.

It was noted that the board members and the managing director did not participate in this resolution.

(c) Appropriation of the company's profit according to the adopted balance sheet

The AGM resolved that the profits available for distribution, SEK 966,419,476, should be disposed in accordance with the board's proposal. Thus, SEK 3 per share (totaling SEK 132,612,795) were to be distributed as a cash dividend to the shareholders and the remaining profits available for distribution, SEK 833,806,681, were to be carried forward.

It was noted that the board's proposal and statement pursuant to chapter 18, section 4 of the Swedish Companies Act had been available at the company and on its website since 26 March 2015, and that the documents were available at the AGM. The documents were thus deemed presented at the AGM.

(d) Determination of the record day for the resolved distribution of profits

The AGM resolved that the record date for the dividend shall be 30 April 2015.

9. Determination of the number of directors and deputy directors

Anders Algotsson (AFA Försäkring), representative of the nomination committee, presented the work of the committee before the 2015 AGM and the committee's proposals.

The AGM resolved that the number of board members to be appointed by the AGM shall be six, without any deputy members.

10. Determination of fees to the board members

The AGM resolved that fees to the board of directors for the period up to and including the 2016 AGM should be SEK 540,000 to the chairman and SEK 215,000 to each other member. Fees for committee work shall be unchanged and distributed as follows: the chairman of the audit committee SEK 100,000, members of the audit committee SEK 50,000, the chairman of the compensation committee SEK 50,000 and members of the compensation committee SEK 25,000.

It was noted that the fees may be paid as salary or, alternatively under certain conditions, be invoiced from a board member's company. It was further noted that the board fees and fees for committee work are paid with the addition of customary social security charges, or to the extent that the assignment is carried out through a company, such fee adjusted with an amount equivalent to the social security charges that the company would thus not be required to pay.

11. Determination of fees to the auditors

The AGM resolved that fees to the auditors in respect of services performed are to be paid on current account.

12. Election of chairman, members of the board and auditor

It was noted that the proposed board members' assignments in other companies had been presented.

For the period up to and including the next AGM, Göran Carlson, Magnus Johansson, Staffan Jufors, Arne Karlsson and Annika Sten Pärson were re-elected members of the board, and Carina Olson was elected new member of the board.

Göran Carlson was re-elected chairman of the board.

For the period up to and including the next AGM, the audit company Öhrlings PricewaterhouseCoopers AB was as the company's auditor. It was noted that Bror Frid will continue to be the company's auditor in charge.

13. Resolution on approval of guidelines for remuneration to senior executives

Magnus Johansson, chairman of the compensation committee, presented the board's proposal on guidelines for remuneration to senior executives, Appendix 2.

The AGM approved the board's proposal on guidelines for remuneration to senior executives.

14. Resolution on the implementation of a long-term incentive program LTI 2015, and hedging arrangements in respect thereof

It was noted that the board's proposal had been available at the company and on its website since 23 March 2015 and that the statement pursuant to chapter 19, section 22 of the Swedish Companies Act had been available at the company and on its website since 26 March 2015, and that the documents were available at the AGM. Thus, the proposal was deemed presented at the AGM.

Magnus Johansson presented the board's proposals on the implementation of a long-term incentive program LTI 2015, and hedging arrangements in respect thereof, Appendix 3.

(a) Resolution on implementation of LTI 2015

The AGM approved the board's proposal.

(b) Resolution on hedging arrangements in respect of LTI 2015

The chairman declared that owners to more than ten percent of the represented shares and votes at the AGM had expressed their intention to vote against the board's main proposal in accordance with alternative 1. Therefore, the chairman declared that it was not possible to achieve the necessary majority in favor of the proposal under alternative 1. Instead, the board's proposal in accordance with alternative 2 was subject to decision by the AGM.

The AGM approved the board's proposal in accordance with alternative 2.

15. Resolution on authorization for the board to resolve on acquisitions and transfers of own shares

It was noted that the board's proposal and the statement pursuant to chapter 19, section 22 of the Swedish Companies Act had been available at the company and on its website since 26 March 2015, and that the documents were available at the AGM. Thus, the proposal was deemed presented at the AGM.

The chairman presented the board's proposal on acquisitions and transfers of own shares, Appendix 4.

(a) Authorization for the board to resolve on acquisitions of own shares

The AGM approved the board's proposal.

It was noted that the resolution was passed with a majority of more than two thirds of the votes cast and the shares represented at the meeting.

(b) Authorization for the board to resolve on transfers of own shares in connection with corporate acquisitions

The AGM approved the board's proposal.

It was noted that the resolution was passed with a majority of more than two thirds of the votes cast and the shares represented at the meeting.

16. Closing of the meeting

The chairman declared the AGM closed.

Minutes kept by

Emma Sandberg Thomsen

Approved

Göran Carlson

Per-Ove Kamlund

Nils Bolmstrand



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The board of directors' proposal for approval of guidelines for remuneration to senior executives

Haldex Aktiebolag has since several years established principles and forms for remuneration to senior executives. The board of directors and its compensation committee resolve on the structures of remuneration systems, as well as levels and forms of remuneration to senior executives. The board of directors proposes that the annual general meeting adopt the following guidelines for the establishment of remuneration to the managing director and other senior executives. These guidelines will be valid for employment agreements entered into after the annual general meeting's resolution and for changes made to existing agreements thereafter.

The board of directors is entitled to deviate from the below guidelines if there are specific reasons or needs in an individual case.

1. General

It is of fundamental importance to the company and its shareholders that the guidelines for remuneration to senior executives within the group, in both a short and long term perspective, enable the group to attract and retain senior executives and other employees with excellent competence. To obtain this it is important to sustain fair and internally balanced terms that are at the same time competitive on the market with respect to structure, scope and compensation levels.

The terms of employment for senior executives shall consist of a balanced combination of fixed salary, annual bonus, long-term incentive program, pension and other benefits and terms for dismissal/severance payment.

The total annual monetary remuneration, i.e. fixed salary, bonus and other long-term monetary remuneration, shall be in accordance with market practice on the geographical market where the senior executive operates. The total level of the compensation will be evaluated annually to ensure that it is in line with market practice for corresponding positions within the relevant geographical market.

The remuneration should be based on performance. It should therefore consist of a combination of fixed salary and bonus, where the variable remuneration forms a rather substantial part of the total remuneration.

The annual report 2014 sets out details on the total remuneration and other benefits awarded to the senior executives during 2014.

2. Remuneration and remuneration forms

The remuneration system of the group consists of various forms of remuneration in order to create a well-balanced compensation that fosters and supports management and achievement of goals in both a short and long-term perspective.

2.1 Fixed remuneration

The fixed remuneration shall be individually determined and shall be based on each individual's responsibility and role as well as the individual's competence and experience in the relevant position.

2.2 Annual bonus

Senior executives have an annual bonus that is payable on an annual basis. The annual bonus is structured as a variable part of the fixed salary. Bonus goals shall primarily be based on the outcomes of financial objectives for the entire group, financial goals for the business unit for which the senior executive is responsible, as well as clearly defined individual goals with respect to specific assignments. The latter is to ensure that the senior executive also focuses on non-financial targets of specific interest.

Bonus related financial objectives for the group shall be established by the board of directors annually in order to ensure that they are in line with the group's business strategy and profit targets. On behalf of the board of directors, the compensation committee establishes the financial objectives for individual units proposed by the managing director.

The part of the total remuneration consisting of annual bonus varies depending on position and may amount up to 50 per cent of the fixed annual salary at full goal achievement. The bonus goals are constructed so that no bonus will be paid if a certain minimum performance level is not achieved.

2.3 Long term incentive program

In order to foster a long-term perspective in the decision-making and to ensure long-term achievement of goals, the board of directors may propose the general meeting to resolve on other types of long-term incentive programs.

The board of directors uses long term incentives in order to ensure that senior executives within the group have a long-term interest in a stable value increase of the Haldex share. By implementing an incentive program that is connected to the company's profits and at the same time its increase in value, the long-term growth of the company is awarded and fostered. Further, long term incentive programs also aims at making the company a more attractive employer, which contributes to the company's ability to retain key employees within the group as well as to recruit new key employees.

Potential remuneration in form of long-term incentive programs shall be in accordance with market practice on each relevant market.

2.4 Pension

When entering into new pension agreements with senior executives who are entitled to pension, the pension shall be based on defined contribution plans. Senior executives who are employed in Sweden retire by the age of 65 and other senior executives in accordance with local regulations on pension. As a main principle, pension premiums are based solely on fixed salary. Certain adjustments may occur in individual cases in accordance with local market practice.

2.5 Other benefits

Other benefits, such as company car, compensation for healthcare and health and medical insurance etc., shall form a minor part of the total compensation and shall correspond to what may be deemed common market practise in each geographical market.

2.6 Special remuneration

In addition to the above described remunerations, agreements on additional remunerations may be made in exceptional situations, for example when considered necessary to attract and retain key personnel or induce individuals to move to new places of service or accept new positions. Such special remunerations shall be limited in time and may not exceed 36 months. Further, the total remuneration must not exceed an amount equivalent to two times the remuneration the individual would have received in the absence of an agreement on special remuneration.

3. Terms for dismissal and severance payment

Terms for dismissal and severance pay shall correspond to what may be deemed common market practise on each geographical market. The managing director has a notice period of 12 months. Other senior executives have a notice period up to 6 months. In addition hereto, when entering into new employment contracts, agreement may be made with senior executives on severance pay upon termination of the employment by the company, corresponding to a maximum of 12 months' fixed salary. Upon termination of the employment, local practice on the geographical market where the senior executive operates shall be complied with.

Appendix to board of directors' proposal for approval of guidelines for remuneration to senior executives

Estimated costs for variable remuneration

The costs for variable remuneration to senior executives according to the proposal of the board of directors will, based on the present level of remuneration and at full outcome, which is subject to all targets qualifying for remuneration being fulfilled, amount to a total of SEK 12.9 million (exclusive of social security payments), of which the costs related to the CEO amount to SEK 3.1 million. The calculation is based on the present members of the group management. The costs may change if the number of members of the management group is increased.

Remunerations previously decided but not yet due

At the time of the annual general meeting on 28 April 2015, Haldex will not have any unsettled obligations of remuneration, except running obligations to senior executives in accordance with the principles of remuneration described in the annual report.

Landskrona in March 2015
Haldex Aktiebolag (publ)
The board of directors



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The board of directors' proposal regarding (A) a long-term incentive program and (B) hedging arrangements in respect thereof (items 15 A – B on the agenda)

A. Implementing the Program

The board of directors of Haldex Aktiebolag (publ) ("Haldex" or the "Company") proposes that the annual general meeting 2015 resolves on the implementation of an incentive program ("LTI 2015" or the "Program"), essentially on the same principles as the incentive program LTI 2014 which was implemented in accordance with a resolution by the annual general meeting 2014.

The board of directors' overall assessment is that LTI 2015 creates a uniform and sustainable system for variable remuneration within the Haldex group (the "Group") and will motivate long-term creation of value by aligning the interests of the employees with those of the shareholders.

Purpose and main features

LTI 2015 aims to:

- create a program for variable pay that will contribute to the ability of Haldex to retain and recruit key employees and that will ensure that Haldex's remuneration levels are competitive in the relevant market;
- stimulate and motivate the employees to make efforts which will strengthen the Company in a long-term perspective; and
- create a long-term engagement in the Company by the employees and to align their interests with those of the shareholders through deferred variable remuneration in the form of shares.

In brief, LTI 2015 means that if certain performance targets (the "Performance Targets") are achieved during the financial year 2015 (the "Performance Year") the participants in LTI 2015 (the "Participants") are awarded a variable remuneration in the beginning of 2016 (the "Performance Amount"), of which 60 per cent (the "Cash Amount") will be awarded in cash and 40 per cent (the "Share Amount") will be

awarded in the form of employee stock options which are conditional, non-transferable deferred rights (the “**Performance Rights**”) to receive one ordinary share in Haldex for each Performance Right, automatically during 2019 and free of charge (a “**Performance Share**”).

The term of LTI 2015 is four years, with vesting during the Performance Year. After the expiry of the Performance Year, allotment of any Performance Amount will occur. Settlement of any Cash Amount is expected to occur during the spring 2016.

Subsequent to the allotment of any Share Amount, Performance Rights will be awarded the Participant followed by a deferral period of three years (the “**Lock-up Period**”), before final transfer of Performance Shares to the Participant is expected to occur during 2019, after the annual general meeting 2019 and before the end of June 2019.

Deferred variable remuneration under the LTI 2015 will not be pensionable income.

Participants

The Program will be open to approximately 25 Participants employed within the Group, including the CEO.

Participants that during the term of LTI 2015 give or receive notice to leave or leave the Group due to any other reason will not, as a general rule, have the right to receive Performance Shares. Participants who enter leave of absence, parental leave, sick leave or similar during the Performance Year and remain employed have the right to receive Performance Shares, subject to individual adjustments of the terms and conditions. Participants who have received allotment of Performance Rights and after the allotment enter leave of absence, parental leave, sick leave or similar and remain employed or retire have the right to receive Performance Shares. The board of directors may decide to deviate from the distinctions above both in general or in individual cases.

The board of directors shall be authorised to establish the detailed terms and conditions for the Program. The board of directors may, in that regard, make necessary adjustments to satisfy certain regulations or market conditions.

Participation in the Program presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the board of directors.

Performance Targets and Performance Amount

The allotment of any Performance Amount is subject to the fulfilment of the Performance Targets during the Performance Year. The Performance Targets consists of the following key figures of the Group;

- 50 per cent weighting: the Operating Income Margin; calculated as Operating Income divided by Net Sales, as reported in Haldex’s year-end report for 2015. The Operating Income Margin should be adjusted for any abnormal business procedures, capital gains or losses from structural changes such as divestitures and acquisitions; and

- 50 per cent weighting: the Operating Cash Flow; calculated excluding financial items and taxes as in Haldex internal cash flow statement, except any abnormal business procedures.

In order for any allotment of the Performance Amount to occur, the starting point for the at least one of the two Performance Target (the “**Starting Point**”) must be exceeded and for maximum allotment of the Performance Amount to occur, the outperform target for both Performance Targets (the “**Outperform Target**”) must be satisfied. The Starting Point and the Outperform Target (creating the “**Target Range**”) for each Performance Target will be set by the board of directors and will be disclosed by Haldex no later than in the annual report for the financial year 2018. Should the outcome fall within the Target Range, a proportional allotment of the Performance Amount will be made.

The maximum Performance Amount is dependent on the Participant’s gross annual fixed salary during 2015 (the “**Base Salary**”). The maximum Performance Amount at Outperform Target is limited to 70 per cent of the Base Salary for the CEO and other senior executives, 60-50 per cent of the Base Salary for other Participants.

The total Share Amount for Participants in LTI 2015 is limited to not more than SEK 10.6 million.

Performance Rights

The Share Amount is converted into a number of Performance Rights, rounded off to the nearest whole number, by dividing of the Share Amount with the volume-weighted average price paid per ordinary share in Haldex at Nasdaq Stockholm during six months – from the first trading day of September 2015 to the last trading day of February 2016 – (the “**Translation Rate**”), however, not lower than SEK 39.00 per share (the “**Floor Price**”). The board of directors has the right to, in connection with certain corporate events, *inter alia* in case of a share split or a reverse share split, resolve on an adjustment of the Floor Price in accordance with general principles on the equity market for recalculation in such events.

A Performance Right does not constitute a security or a financial instrument and will not be registered on any securities account with any central securities depository. Participants do not have the right to pledge, sell, transfer or in any other way dispose of the Performance Rights.

A Performance Right does not carry any right to dividends or other shareholders’ rights during the duration of the Performance Right. However, holders of Performance Rights shall receive dividend compensation on the underlying Performance Share during the Lock-up Period in the form of a cash amount.

The number of Performance Rights can be recalculated in case of a bonus issue, new issue of shares, conversion of convertible instruments, share split or reverse share split and in certain other cases in accordance with general principles on the equity market for recalculation in such events.

Allotment of Performance Shares

Each Performance Right held by a Participant bestows a conditional right to automatically and free of charge receive allotment of one Performance Share in 2019.

The total number of Performance Shares that may be allotted to the Participants shall not exceed 272,253, which equals the quotient of (a) the highest aggregate Share Amount for all Participants divided by (b) the Floor Price.

Delivery of any Performance Shares shall be conditional on the fulfilment of the Performance Targets and the Participant being employed within the Group throughout the Lock-up Period. In addition, in order for any allotment of Performance Shares to occur, the Participants' outcome of LTI 2015 shall be reasonable in the opinion of the board of directors with regard to the financial situation of the Company, the employer and/or the Group. The board of directors shall prior to and in close proximity to each allotment of Performance Shares evaluate whether and to which extent the stated conditions are fulfilled.

If not all the conditions are fulfilled, the board of directors has the right, at its own discretion, to unilaterally change the terms and conditions for LTI 2015 as the board of directors deems appropriate and in this context for example in whole or in part declare outstanding Performance Rights forfeited, meaning that fewer or no Performance Shares at all will be transferred to the Participant. A decision of such change shall be publicly announced no later than in connection with Haldex's first financial report following the decision.

Hedging

The board of directors proposes that the annual general meeting, as the main alternative (item B.1 below) resolves (i) to authorise the board of directors to resolve on acquisitions of own shares on a regulated market, and (ii) to transfer own shares free of charge to Participants.

Since the Program, in principle, is not expected to give rise to any initial social security payments for the Group, the board of directors has decided not to propose to the annual general meeting 2015 to resolve on transfers of own common shares on a regulated market in order to cover such costs. Prior to the transfers of shares to Participants, the board of directors intends to propose to the annual general meeting 2018 and/or 2019 that transfers be made of own shares on a regulated market in order to cover above mentioned costs.

Should the majority required under item B.1 below not be reached, the board of directors proposes that Haldex shall be able to enter into an equity swap agreement with a third party (item B.2 below).

Estimated costs

The estimated maximum costs of LTI 2015 amounts to SEK 13.7 million.

The calculation of the estimated costs has been made based on the following assumptions: (i) an average market price of the Haldex common share of SEK 78.10, (ii) dividend of SEK 0 is paid by Haldex each year during the Program and (iii) an assessment of future volatility in respect of the Haldex common share. In total, this can lead to maximum costs for the Program of approximately SEK 10.6 million, excluding social security costs. The costs for social security charges are calculated to approximately SEK 3.1 million assuming an annual share price increase of 10 per cent during the Lock-up Period. If the average share price increases from SEK 78.10 with 10 per cent until the implementation of the Program the effect on costs would only be marginal as the number of Performance Rights would be reduced correspondingly. Also in case of a decrease in the average share price the effect on costs would be marginal. The expected annual costs, including social security charges, correspond to approximately 1 per cent of Haldex's total employee costs.

Preparation of the Program

The proposal for LTI 2015 has been prepared by the board of directors and discussed with major shareholders.

Previous incentive programs in Haldex

The annual general meeting 2013 resolved to implement the long term incentive program LTI 2013, essentially on the same principles as the above proposed LTI 2015. At the end of December 2014, 15 participants of LTI 2013 are entitled to receive not more than 65,209 performance shares during the first half of 2017.

The annual general meeting 2014 resolved to implement the long term incentive program LTI 2014, essentially on the same principles as the above proposed LTI 2015. In LTI 2014, 24 participants are entitled to receive not more than 35,021 performance shares during the first half of 2018.

Besides LTI 2013 and LTI 2014, there are currently no other outstanding share-related incentive programs in Haldex.

B. Hedging arrangements in respect of the Program

B.I Acquisitions and transfers of own shares

(i) Authorisation for the board of directors to resolve on acquisitions of own shares

The board of directors proposes that the annual general meeting authorises the board to resolve on acquisitions of own shares on one or several occasions during the period up to the annual general meeting 2016 in accordance with the following:

- acquisitions of own shares shall be made on Nasdaq Stockholm;

- no more than 350,000 own shares may be acquired; and
- acquisitions of own shares shall be made in cash and at a price within the applicable stock market share price range at the time of the acquisition.

The reasons for the proposed authorisation to acquire own shares is to secure delivery to Participants of shares in accordance with LTI 2015 and to enable transfers of shares on a regulated market to cover costs associated with the Program.

(ii) Resolution on transfers of own shares to Participants in LTI 2015

The board of directors proposes that the annual general meeting resolves on transfers of own shares in accordance with the following.

- the maximum number of shares that may be transferred shall be 272,253;
- entitled to receive the shares shall, with deviation from the shareholders' preferential rights, be the Participants in LTI 2015, with right for each of the Participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTI 2015;
- the Participants' right to receive shares are conditional upon the fulfilment of all of the conditions set up in LTI 2015;
- the shares shall be transferred within the time period set out in the terms and conditions of LTI 2015;
- the shares shall be transferred free of charge; and
- the number of shares that may be transferred to the Participants in LTI 2015 may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions of LTI 2015.

The reason for the proposed transfers and for the deviation from the shareholders' preferential rights is to enable delivery of shares to Participants in LTI 2015.

B.2 Equity swap agreement with a third party

Should the majority required under item B.1 above not be reached, the board of directors proposes that the annual general meeting resolves that the expected financial exposure of the Program shall be hedged by Haldex being able to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares in Haldex to the Participants.

Conditions

The annual general meeting's resolution on the implementation of the Program according to item A above is conditional upon the meeting either resolving in accordance with the board of directors' proposal under item B.1 above or in accordance with the board of directors' proposal under item B.2 above.

Statement by the board of directors

Consistent with the proposal to authorise the board of directors to resolve on acquisitions of own shares under item B.1 above, the board of directors has issued a statement pursuant to chapter 19, section 22 of the Swedish Companies Act, which is to be part of this proposal.

Majority requirements

The annual general meeting's resolution regarding the Program according to item A. above requires a simple majority among the votes cast. A valid resolution under item B.1 above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the meeting approve the resolution. A valid resolution under item B.2 above requires a simple majority among the votes cast.

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The board of directors



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The board of directors' proposal to resolve on (A) authorisation for the board to resolve on acquisitions of own shares and (B) authorisation for the board to resolve on transfers of own shares in connection to corporate acquisitions

Haldex holds 11,705 own shares as per 25 March 2015.

A. Authorisation for the board of directors to resolve on acquisitions of own shares

The board of directors proposes that the annual general meeting authorises the board to resolve on repurchase of own shares on one or several occasions during the period up to the annual general meeting 2016 in accordance with the following:

- acquisition of own shares shall be made on Nasdaq Stockholm;
- own shares may be acquired to the extent the company's holdings of own shares in total amounts to no more than one tenth of all shares in the company;
- acquisition of own shares shall be made in cash and at a price within the applicable stock market share price range at the time of the acquisition.

The reasons for the proposed authorisation to repurchase own shares are to enable share transfers in accordance with the board's proposals under item B below and, hence, to increase the flexibility of the board in connection to potential future corporate acquisitions, and to increase the board's possibilities to continuously be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

B. Authorisation for the board of directors to resolve on transfers of own shares in connection to corporate acquisitions

The board of directors proposes that the annual general meeting authorises the board to resolve on transfer of own shares on one or several occasions during the period up to the annual general meeting 2016 in accordance with the following:

- transfer of own shares shall be made either on Nasdaq Stockholm or in another manner;

- transfer of own shares may be made with deviation from the shareholders' preferential rights;
- the maximum number of shares that may be transferred shall be the total number of own shares held by the company at the time of the board's resolution to transfer the shares;
- transfer of shares shall be made at a price that shall be determined in close connection with the shares' quoted price at the time of the board's resolution to transfer the shares;
- payment for the transferred shares may be made in cash, by contribution in kind or by set-off.

The reasons for the proposed transfer and for a potential deviation from the shareholders' preferential rights are to increase the flexibility of the board in connection to potential future corporate acquisitions, by facilitating a fast and cost efficient financing thereof.

Statement by the board of directors

The board of directors has issued a statement pursuant to chapter 19, section 22 of the Swedish Companies Act, which is to be part of this proposal.

Majority requirements

Resolutions passed by the annual general meeting in accordance with the board of director's proposal under the items A–B above are valid only when supported by shareholders holding at least two thirds of the votes cast as well as of the shares represented at the meeting.

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The board of directors