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## **The nomination committee's reasoned statement to the 2015 Annual General Meeting**

### **Reasoned statement regarding the nomination committee's proposal for board of directors**

The nomination committee of Haldex AB (publ) provides the following reasoned statement with regard to its proposal for board of directors as follows:

The nomination committee proposes re-election of the following board members: Göran Carlson, Magnus Johansson, Staffan Jufors, Arne Karlsson and Annika Sten Pärson. The committee also proposes the election of Carina Olson. Göran Carlson is proposed to be elected as chairman of the board. Stefan Charette and Cecilia Löf have declined re-election.

Carina Olson, born 1965, is the CFO and Procurement Officer of Södra Skogsägarna ekonomisk förening in Växjö, Sweden. The Södra group has a turnover of SEK 17 billion and approx. 3,500 employees. Carina Olson holds a MBA and has been employed within Södra since 2001 and she has been CFO in both Södra Timber and Södra Cell. She assumed office as CFO for the group in 2011 and at the same time she was HR director. Between 1990 and 2001, Carina held positions as financial manager, accounting manager and controller in several companies within ABB Fläkt Industri AB in Växjö, Sweden.

Considering the company's business activities, financial position and conditions in general, it is the opinion of the nomination committee that the proposed board of directors is staffed appropriately to meet the demands imposed by the company's business activities. In this context, the nomination committee has taken the company's strategic development, management and control and the demands imposed by these factors on the board's size and composition of the board of directors in respect of industry experience, expertise and international experience.

The nomination committee has also identified a need for diversity and breadth with respect to experience and background. The nomination committee aims to equal the gender balance in the board, while also ascertaining necessary continuity for the board work. Following these considerations, the nomination committee concluded in its proposed composition of the board.

All proposed board members are deemed to be independent in relation to the company, its corporate management and to the company's major shareholders. Accordingly, the proposal concerning the Board's composition complies with the regulations of the Swedish Code on Corporate Governance with regard to independence.

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The nomination committee of  
Haldex Aktiebolag (publ)