

The board of directors' statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act

The board of directors has proposed that the annual general meeting resolves on an appropriation of profits involving a cash dividend to the shareholders of SEK 2.00 per share. The sum of the dividend will total SEK 88,408,530, utilising the company's non-restricted equity.

Furthermore, the board of directors has proposed that the annual general meeting resolves to authorise the board of directors to resolve on acquisitions of own shares at the Nasdaq Stockholm on one or several occasions before the annual general meeting 2017. The authorization is proposed to cover such number of shares that the company's holdings of own shares in total amounts to no more than one tenth of all shares in the company. Acquisitions of own shares shall be made at a price within the applicable stock market share price range at the time of the acquisition. Acquisitions of own shares shall be made in cash, utilising the company's non-restricted equity.

In view of the board of directors' above proposals (together the **"Proposals"**), the board hereby issues the following statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22, of the Swedish Companies Act.

The annual general meeting has at its disposal profits carried forward of SEK 860,727,792 and a share premium reserve of SEK 378,276,231. In total, the annual general meeting therefore has a non-restricted equity of SEK 1,239,004,023 to dispose of. Had the financial instruments which have been valued at their market value pursuant to Chapter 4, Section 14a of the Swedish Annual Accounts Act instead been valued with the lower of cost or market principle, the company's non-restricted equity would have been SEK 46,857,657 lower.

If the annual general meeting resolves in accordance with the proposal for profit distribution, a total of SEK 1,150,595,493 will remain of the company's disposable non-restricted equity pursuant to Chapter 17, Section 3, of the Swedish Companies Act. There will be full coverage for the company's restricted shareholders' equity after execution of the Proposals.

The board of directors takes the view that, after the execution of the Proposals, the company's and the group's non-restricted equity will be sufficient in relation to the

nature, scope and risks of the business. In making this assessment, the board of directors has considered, among other things, the company's and the group's growth historically, its budgeted growth and the economic situation.

The board of directors has evaluated the company's and the group's financial position and the company's and the group's possibilities of fulfilling their obligations both in the short and in the long term. The company's solvency and the group's solvency is assessed to be good, also after the execution of the Proposals, with regard to the business in which the group is active.

The execution of the Proposals will not affect the company's or the group's ability to fulfil their payment obligations. The company and the group have access to both short and long-term credit facilities. The credits may be utilised at short notice, for which reason the board of directors assesses that the company's and the group's preparedness to handle both changes in the liquidity and unexpected events is good.

The board of directors takes the view that the company and the group have the resources to take future business risk and to bear potential losses. Execution of the Proposals will not negatively affect the company's and the group's ability to make further, businesswise justified investments in accordance with the board of directors' plans.

In addition to the above, the board of directors has considered other known circumstances which may be of importance for the company's and the group's financial position. In doing so, no circumstance has appeared that does not justify the Proposals.

Landskrona in March 2016
Haldex Aktiebolag (publ)
The board of directors

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