

The nomination committee's reasoned statement to the 2016 Annual General Meeting

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

At the Annual General Meeting held on 25 April 2013 it was resolved to adopt an instruction for the nomination committee in Haldex AB (publ), valid until further notice, whereby the nomination committee shall consist of representatives from four of the company's largest shareholders in terms of votes. The names of these four representatives and the names of the shareholders they represent, shall be published no later than six months prior to the Annual General Meeting each year and shall be based on the shareholdings immediately prior to such announcement. Chairman of the nomination committee shall be the member representing the largest shareholder.

In accordance with this, a nomination committee with Göran Carlson (representing his own shares), Elisabet Jamal Bergström (appointed by Handelsbanken Fonder), Anders Algotsson (appointed by AFA Försäkring) and Nils Bolmstrand (appointed by Nordea Fonder) was formed in October 2015. Göran Carlson was appointed chairman of the nomination committee. Following the formation of the nomination committee, Carnegie increased its shareholdings to a higher ownership percentage than Nordea. However, the parties have agreed that the composition of the nomination committee will not change and Nordea will perform its office. No compensation has been paid to the members of the committee.

In addition to regular contacts, the nomination committee has held five meetings. In its work to propose new directors to be elected at the Annual General Meeting 2016, the nomination committee has examined the evaluation of the board's work.

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

Anders Nielsen, born in 1962, is currently Head of Business development at Volkswagen Truck & Bus including brands such as MAN and SCANIA. After

studies in Industrial Engineering and Management at Linköpings tekniska högskola, Anders was employed at Scania in 1987. During his first years at Scania he was Production manager for transmissions and cabins as well as Technical director for Latin America. In recent years, Anders has been globally responsible for operations and logistics within Scania before he in 2012 was appointed President for MAN Truck & Bus. Anders has no holdings of shares or other financial instruments in Haldex.

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

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.

The nomination committee of
Haldex Aktiebolag (publ)