



## **Annual General Meeting in Haldex AB (publ)**

The shareholders of Haldex AB are hereby invited to attend the Annual General Meeting to be held at 4.00 p.m. CET on Tuesday 15 April 2008, in IVA's Conference Centre, Grev Turegatan 6, Stockholm.

### **A. NOTICE OF ATTENDANCE**

Shareholders who wish to attend the General Meeting must

(i) be recorded in the share register maintained by the Swedish Central Securities Depository ("VPC"), as of Wednesday 9 April 2008,

(ii) notify Haldex of their intention to participate in the General Meeting at the address: Haldex AB, P.O. Box 7200, SE-103 88 Stockholm, Sweden, by telephone +46 8 545 049 50 or by e-mail to [info@haldex.com](mailto:info@haldex.com), by 12.00 Thursday 10 April 2008 at the latest. On giving notice of attendance, the shareholder shall state name, address, telephone number, personal identity number or equivalent (corporate identity number) and shareholdings. Proxy and representative of a legal person shall submit papers of authorization prior to the General Meeting. A proxy form will be available on the company's website, [www.haldex.com](http://www.haldex.com).

In order to participate in the proceedings of the Annual General Meeting, owners with nominee registered shares must request their bank or broker to have their shares temporarily owner-registered with VPC. Such registration must be made as of Wednesday 9 April 2008, and the bank or broker should therefore be notified in due time before the said date.

As per the record day of the Annual General Meeting, the number of shares and votes in Haldex will total 22,296,220. Haldex holds 376,470 own shares as per 14 March 2008.

### **B. AGENDA**

#### **Proposal for agenda**

1. Opening of the Meeting and election of Chairman of the Meeting.
2. Drawing up and approval of the voting list.
3. Election of two persons to approve the minutes.
4. Determination of compliance with the rules of convocation.
5. Approval of the agenda.
6. The Managing Director's report.
7. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the group Auditor's Report.
8. Resolutions on
  - (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet;

- (b) discharge of the Board of Directors and the Managing Director from personal liability for the financial year 2007;
- (c) appropriation of the company's profit according to the adopted Balance Sheet and determination of record date for dividend;
- 9. Determination of the number of Directors and deputy Directors.
- 10. Determination of fees to the Directors (and, if applicable, deputy Directors).
- 11. Determination of fees to the Auditors.
- 12. Election of Chairman and Directors of the Board (and, if applicable, deputy Directors).
- 13. Resolution on the composition of the Nomination Committee, etc.
- 14. Resolution on approval of guidelines for remuneration to senior executives.
- 15. Resolution on:
  - (a) authorization for the Board of Directors to resolve on acquisition of own shares;
  - (b) authorization for the Board of Directors to resolve on transfer of own shares in connection to corporate acquisitions; and
  - (c) authorization for the Board of Directors to resolve on transfer of own shares in connection to the previously implemented incentive programme LTI 2007.
- 16. Closing of the Meeting.

**Proposal for Election of Chairman of the Meeting (item 1 on the agenda)**

The Nomination Committee, which has been appointed in accordance with the resolution of the Annual General Meeting 2007, proposes that Sune Karlsson, Chairman of the Board of Directors, shall be elected Chairman of the Annual General Meeting 2008.

**Proposal for Dividend (item 8 (c) on the agenda)**

The Board of Directors proposes that a dividend of SEK 4.50 per share be declared. As record date for the dividend, the Board of Directors proposes 18 April 2007. If the General Meeting so resolves, payment of the dividend is expected to be made by VPC starting 23 April 2008.

**Proposal for Election of the Board of Directors and Resolution on Fees for the Directors and Auditors (items 9-12 on the agenda)**

In accordance with the resolution of the Annual General Meeting 2007, Peter Lindell (AMF Pension), Julia Prestia (Audley Capital), Carl Rosén (Second Swedish National Pension Fund), and Nils Petter Hollekim (Odin Funds) were in September 2007 appointed members of the Nomination Committee in respect of the Annual General Meeting 2008. The Nomination Committee, which by the end of February 2008 represented approximately 28.5 per cent of the shares and votes in the company, proposes that the General Meeting resolves in accordance with the following:

The number of Directors is proposed to be seven, with no deputy Directors. The committee proposes re-election of the Directors Lars-Göran Moberg, Arne Karlsson, Caroline Sundewall, Cecilia Vieweg, Anders Thelin and Anders Böös and new election of Dr. Reiner Beutel, all for the period up to and including the next Annual General Meeting. The committee further proposes new election of Lars-Göran Moberg as Chairman of the Board and of Dr. Reiner Beutel as deputy Chairman of the Board.

Sune Karlsson has declined re-election.

Dr. Beutel (born 1959) is a consultant for a number of private equity companies. He is Chairman of the Board of Mirror Controls Int and Member of the Board of Kuka AG. He is also former CFO and CEO of Scheffenacker AG and has had a long career within Bosch GmbH, i.a. as

responsible for corporate planning, CEO of Bosch Power Tool in the US, and CFO of Bosch Telecom and Communication Division.

Fees to the Directors for the period up to and including the Annual General Meeting 2009 shall amount to a total of SEK 1,925,000 (including fees for committee work) to be distributed between the Directors as follows: The Chairman of the Board of Directors shall receive SEK 450,000, the deputy Chairman of the Board of Directors shall receive SEK 300,000 and each of the other Directors shall receive SEK 175,000. Consideration for committee work shall be allocated as follows: Chairman of the Audit Committee SEK 100,000, member of the Audit Committee SEK 50,000, Chairman of the Compensation Committee SEK 50,000 and member of the Compensation Committee SEK 25,000. Fees to the Auditors are proposed to be paid in accordance with their submitted offer, in respect of the audit, and for other services on approved account.

**Proposal for the Composition of the Nomination Committee, etc. (item 13 on the agenda)**

The Nomination Committee proposes that the General Meeting resolves in accordance with the following:

1. The Nomination Committee before the Annual General Meeting 2009 shall have four members and consist of one representative each of the four largest shareholders by votes. The names of these four representatives and the names of the shareholders they represent, shall be announced no later than six months before the Annual General Meeting 2009 and be based on the shareholdings immediately prior to such announcement. The members' term of office shall end when a new Nomination Committee has been appointed. Provided that the members of the Nomination Committee do not agree otherwise, the member representing the largest shareholder by votes shall be appointed Chairman of the Nomination Committee.
2. Should a shareholder that has appointed a member of the Nomination Committee, during the term of office of the Nomination Committee, no longer be one of the four largest shareholders by votes, the member that has been appointed by said shareholder shall resign from its assignment and the shareholder that at such time has become one of the four largest shareholders shall appoint its representative for the Nomination Committee. However, the composition of the Nomination Committee shall not be changed should the change in ownership only be marginal or should the change in ownership occur later than two months prior to the Annual General Meeting 2009. A shareholder that has appointed a member of the Nomination Committee shall during the term of office be entitled to replace such representative by a new member of the Nomination Committee.
3. The task of the Nomination Committee before the next Annual General Meeting shall include the preparation and establishment of proposals for election of the Chairman and other Directors of the Board, election of the Chairman of the Annual General Meeting, election of Auditors (if applicable) and resolution on fees to the Chairman and other Directors of the Board of Directors and the Auditors and other matters in connection thereto.

**Proposal for resolution on approval of guidelines for remuneration to senior executives (item 14 on the agenda)**

The remuneration to the Managing Director and other senior executives shall consist of a balanced combination of fixed remuneration, annual bonus, long-term incentive program, pension and other benefits and conditions of termination of employment/severance payment. The total remuneration shall be competitive and in accordance with market practice and shall be based on performance. The fixed remuneration shall be individually determined and be based on each individual's responsibility, role, competence and position. The annual bonus shall be based on outcomes of predetermined financial and individual objectives and amount to a maximum of

between 30–50 per cent of the fixed annual salary. In extraordinary situations a special compensation may be paid out to attract and retain key competence or to induce individuals to move to new places of service or accept new positions. Such compensation may not be paid out for a period longer than 36 months and may not exceed a total maximum of two times the compensation the executive would otherwise have received. The Board of Directors may propose the General Meeting to resolve on long-term incentive programs. Pension benefits shall be based on defined contribution plans and shall (for Swedish citizens) entitle to pension by the age of 65. Upon termination by the company, the notice period for the Managing Director is 12 months and for other senior executives 6 months. In addition hereto, when entering into new employment contracts, agreement may be made on severance pay up to a maximum amount corresponding to 12 months' fixed salary.

**Proposal for resolution on: (a) authorization for the Board of Directors to resolve on acquisition of own shares; (b) authorization for the Board of Directors to resolve on transfer of own shares in connection to corporate acquisitions; and (c) authorization for the Board of Directors to resolve on transfer of own shares on the stock exchange in connection to the previously implemented incentive programme LTI 2007 (item 15 on the agenda)**

Haldex holds 376,470 own shares as per 14 March 2008, corresponding to approximately 2 per cent of all outstanding shares.

**(a) Authorization for the Board of Directors to resolve on acquisition of own shares**

The Board of Directors proposes that the Annual General Meeting 2008 authorizes the Board to resolve on repurchase of own shares on one or several occasions during the period up to the Annual General Meeting 2009 in accordance with the following:

- acquisition of own shares shall be made on the OMX Nordic Exchange 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 registered share price range at the time of the acquisition.

The reasons for the proposed authorization to repurchase own shares is to enable share transfers in accordance with the Board's proposals under (b) and (c) below and, hence, to increase the flexibility of the Board in connection to potential future corporate acquisitions, as well as to cover costs related to LTI 2007.

**(b) Authorization for the Board of Directors to resolve on transfer of own shares in connection to company acquisitions**

The Board of Directors proposes that the Annual General Meeting 2008 authorizes the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2009 in accordance with the following:

- transfer of own shares shall be made either on the OMX Nordic Exchange 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 is to increase the flexibility of the Board in connection to potential future corporate acquisitions, by facilitating a fast and cost efficient financing thereof.

**(c) Authorization for the Board of Directors to resolve on transfer of own shares on the stock exchange in connection to the previously implemented incentive programme LTI 2007**

The Board of Directors proposes that the Annual General Meeting 2008 authorizes the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2009 in accordance with the following:

- transfer of own shares may be made on the OMX Nordic Exchange Stockholm;
- 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 own shares shall be made in cash 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.

The reason for the proposed transfer is to cover costs, including social security contributions, that may occur in relation to LTI 2007. The authorization to transfer own shares for this reason is proposed to include the 376,470 own shares held by the company on 14 March 2008, as well as shares that may be acquired following the Annual General Meeting's resolution under (a) above. The basis for the determination of the transfer price is set forth in the proposal by the Board set out above.

In order for the resolutions by the Annual General Meeting in accordance with Board's proposals under paragraphs (a) – (c) above to be valid, no less than two thirds of the votes cast as well as the shares represented at the Annual General Meeting must be in favour of the proposals.

**C. AVAILABLE DOCUMENTS**

The Accounts and the Auditor's Report will be available at the company and on the company's website [www.haldex.com](http://www.haldex.com) as from Tuesday 1 April 2008 and will be sent to all shareholders. The complete proposals by the Board of Directors with respect to items 8 (c) and 14 on the agenda will be available at the company as from Tuesday 1 April 2008 and a copy thereof will be sent to the shareholders who so request. Copies of the complete proposals of the Board of Directors with respect to item 15 will be available at the company and on the company's website [www.haldex.com](http://www.haldex.com) as from Tuesday 1 April 2008 and will be sent to all shareholders who have notified the company of their intention to participate in the General Meeting. The Accounts and the Auditor's Report, as well as the Board's complete proposals, will also be available at the General Meeting.

Stockholm in March 2008  
*The Board of Directors*  
HALDEX AB (publ)