



Innovative Vehicle Solutions

## PRESS RELEASE

### Annual General Meeting in Haldex Aktiebolag (publ)

*Landskrona, Sweden, March 14, 2012*

The shareholders of Haldex Aktiebolag are hereby invited to attend the Annual General Meeting to be held at 4 p.m. CET on Wednesday 18 April 2012, at the Citadel, Landskrona castle, Landskrona. Prior to the annual general meeting a business presentation and a tour of the factory will be offered, starting at 1 p.m. For further information and notice of attendance to the presentation and tour, please visit [www.haldex.com](http://www.haldex.com).

#### A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the General Meeting must

- (i) be recorded in the share register maintained by Euroclear Sweden AB, as of Thursday 12 April 2012; and
- (ii) notify Haldex of their intention to participate in the General Meeting at the address: Haldex AB, Marianne Ahrens, P.O. Box 507, SE-261 24 Landskrona, Sweden, by telephone 0418-47 60 00 or by e-mail to [anmalan.stamma@haldex.com](mailto:anmalan.stamma@haldex.com), by Thursday 12 April 2012 at the latest. On giving notice of attendance, the shareholder shall state the shareholder's name, address, telephone number, personal identity number or equivalent (corporate identity number) and shareholdings. Proxies and representatives of a legal person shall submit documents of authorisation 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 Annual General Meeting, shareholders with nominee registered shares must request their bank or broker to have their shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be made as of Thursday 12 April 2012, and the bank or broker should therefore be notified in due time before said date.

#### 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 consolidated auditor's report.
8. Resolutions on
  - (a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - (b) discharge of the Board of Directors and the Managing Director from personal liability for the financial year 2011;
  - (c) appropriation of the company's profit according to the adopted balance sheet;
  - (d) determination of the record day for the decided distribution of profits.
9. Determination of the number of directors and deputy directors.
10. Determination of fees to the directors and deputy directors.
11. Determination of fees to the auditors.
12. Election of chairman and directors of the board and deputy directors and auditors and deputy auditors.
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) authorisation for the board of directors to resolve on acquisitions of own shares;
  - (b) authorisation for the board of directors to resolve on transfers of own shares in connection to corporate acquisitions; and
  - (c) authorisation for the board of directors to resolve on transfer of shares of own shares on the stock exchange due to the previously implemented incentive program LTI 2010.
16. Closing of the meeting.

**Proposal for election of chairman of the meeting (item 1 on the agenda)**

The nomination committee proposes that Göran Carlson shall be elected chairman of the Annual General Meeting 2012.

**Proposal for appropriation of the company's profit according to the adopted balance sheet (item 8 (c) on the agenda)**

The board of directors proposes a cash dividend for the financial year 2011 of SEK 2 per share.

**Proposal for record date for dividend (item 8 (d) on the agenda)**

As record date for the cash dividend the board of directors proposes Monday, 23 April 2012. Subject to the resolution by the General Meeting in accordance with this proposal, the cash dividend is expected to be distributed by Euroclear Sweden AB on Thursday, 26 April 2012.

**Proposal for election of the board of directors and resolution on fees for the directors and auditors (items 9 – 12 on the agenda)**

In October 2011 Stefan Charette (Creades AB), Anders Algotsson (Afa Försäkring), Göran Carlson (Göran Carlson through companies) and Björn Cederlund (Unionen) were appointed members of the nomination committee before the Annual General Meeting 2012. The nomination committee, which by the end of September 2011 represented 26,1% 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 five, with no deputy directors. The nomination committee proposes re-election of Göran Carlson, Stefan Charette, Magnus Johansson and Arne Karlsson. Further, new election of Annika Sten Pärson is proposed. Göran Carlson is proposed to be re-elected chairman of the board of directors.

Annika Sten Pärson is Chief Sales & Marketing Officer of Com Hem AB and has previously worked as Head of COOP Forum. Further, Annika Sten Pärson has been involved in the business development of Swedbank and served as Marketing Director of Candelia.

Fees to the directors for the period up to and including the Annual General Meeting 2013 shall be paid as follows: The chairman of the board of directors shall receive SEK 500 000 (450 000) and each of the other Directors shall receive SEK 200 000 (175 000). In addition, consideration for committee work shall be allocated as follows: the chairman of the audit committee SEK 100 000 (100 000), each member of the audit committee SEK 50 000 (50 000), the chairman of the compensation committee SEK 50 000 (50 000) and each member of the compensation committee SEK 25 000 (25 000). Fees to the auditors in respect of services performed are proposed to be paid on current 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:

The nomination committee shall have four members and consist of one representative each of the four largest shareholders by votes wishing to appoint such representative. 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 2013 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.

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 2013. 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.

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 auditor (if applicable) and resolution on fees to the Chairman, other Directors of the Board and the auditor, as well as 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 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 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 locations 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 employees) 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 up to 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. The Board of Directors shall be entitled to deviate from the guidelines if there are specific reasons or needs in an individual case.

### **Proposals concerning authorisations to acquire and transfer own shares (items 15 (a) – (c) on the agenda)**

#### Proposal for resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares (item 15 (a) on the agenda)

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 2013 in accordance with the following:

- acquisition of own shares shall be made on NASDAQ OMX 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 15 (b)-(c) below and, hence, to increase the flexibility of the board in connection to potential future corporate acquisitions, as well as to in the future be able to cover costs and secure delivery of shares in accordance with LTI 2010, and to increase the board's possibilities to continuously be able to adapt the company's capital structure, thereby contributing to increased shareholder value.

#### Proposal for resolution on authorisation for the Board of Directors to resolve on transfers of own shares in connection to corporate acquisitions (item 15 (b) on the agenda)

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 2013 in accordance with the following:

- transfer of own shares shall be made either on NASDAQ OMX 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.

Proposal for resolution on authorization for the board of directors to resolve on transfer of own shares on the stock exchange due to the previously implemented incentive program LTI 2010 (item 15 (c) on the agenda)

The board of directors proposes that the Annual General Meeting authorizes the board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2013 in accordance with the following:

- transfer of own shares may be made on NASDAQ OMX Stockholm;
- no more than 380,000 shares may be transferred;
- transfer of own shares shall be made for cash payment 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 2010. The basis for the determination of the transfer price is set forth in the above proposal by the board.

Resolutions passed by the Annual General Meeting in accordance with the board's proposal under the items 15 (a) – (c) 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.

## **C. MISCELLANEOUS**

### **Documents**

The accounts and the auditor's report, together with the auditor's statement regarding whether the company has complied with the guidelines for remuneration to senior executives in force since the last Annual General Meeting, will be available at the company and on the company's website [www.haldex.com](http://www.haldex.com) at the latest as from Wednesday 28 March 2012 and will be sent to shareholders upon request. Copies of the complete proposals of the board of directors will be available at the company and on the company's website [www.haldex.com](http://www.haldex.com) at the latest as from Wednesday 28 March 2012 and will be sent to the shareholders upon request. The accounts and the auditor's report together with the auditor's statement as set out above, as well as the Board's complete proposals, will also be available at the Annual General Meeting.

### **Information at the Annual General Meeting**

The board of directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group. Shareholders requiring to submit questions in advance may send them to Marianne Ahrens, Haldex AB, P.O. Box 507, SE-261 24 Landskrona, Sweden.

## Shares and votes

As per the day of this notice, the number of shares and votes in Haldex totals 44,215,970. Haldex does not hold any own shares.

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Landskrona in March 2012  
Haldex Aktiebolag (publ)  
*The Board of Directors*

For further information, please contact:

Kristina Brink, Corporate Communications Manager: +46 705 90 91 40

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*Haldex (www.haldex.com), headquartered in Landskrona, Sweden, is a provider of proprietary and innovative solutions to the global commercial vehicle industry, with focus on products in vehicles that enhance safety, environment and vehicle dynamics. Haldex is listed on the Nasdaq OMX Stockholm Stock Exchange and had net sales of approx 4 billion SEK in 2011. The number of employees amounts to about 2,350.*

*Haldex AB (publ) is required to publish the above information under the Swedish Financial Instruments Trading Act. The information was submitted for publication on March 14, 2012 at 11:00 am CET.*