



**Innovative Vehicle Solutions**

## **PRESS RELEASE**

Landskrona, Sweden, April 28, 2015

# **Report from Annual general meeting in Haldex**

### **Dividend**

The AGM resolved, in accordance with the board's proposal, on a dividend of 3 SEK per share. The record date was set to 30 April 2015, and the dividend is expected to be distributed by Euroclear Sweden AB on 6 May 2015.

### **Board of directors and auditors**

The AGM re-elected Göran Carlson, Magnus Johansson, Staffan Jufors, Arne Karlsson and Annika Sten Pärson and elected Carina Olson as director. The AGM re-appointed Göran Carlson as chairman of the board.

The AGM elected Öhrlings PricewaterhouseCoopers AB as the company's auditor for the period until the end of the annual general meeting 2016. The auditor-in-charge is Bror Frid.

It was resolved that the fees to the board of directors should be slightly raised in relation to the previous year. The chairman of the board of directors shall receive SEK 540,000 (525,000) and each of the other directors shall receive SEK 215,000 (210,000). In addition, unchanged consideration for committee work shall be allocated as follows: the chairman of the audit committee SEK 100,000, each member of the audit committee SEK 50,000, the chairman of the compensation committee SEK 50,000 and each member of the compensation committee SEK 25,000.

### **Guidelines for remuneration of senior executives**

The AGM resolved to adopt the guidelines for remuneration of senior executives as proposed by the board of directors.

### **Implementation of a new long-term incentive program**

The AGM approved the board's proposal regarding the implementation of a new long-term incentive program, LTI 2015, and hedging arrangements in respect thereof by authorizing the board to enter into an equity swap agreement with a third party.

The program will be open to approximately 25 participants employed within the group, including the CEO. In brief, LTI 2015 means that if certain performance targets are achieved during the financial year 2015, the participants are awarded a variable remuneration, of which 60 % will be awarded in cash and 40 % will be awarded in the form of employee stock options. Each employee stock option carries a right to automatically and free of charge receive one ordinary share in Haldex during 2019. The performance targets are linked to the following key figures of the Haldex group; Operating Income Margin and Operating Cash Flow.

The term of LTI 2015 is four years, with vesting during 2015 and a succeeding three year lock-in period, after which allotment of any shares to the participants can occur. Settlement of any cash amount is expected to occur during the spring 2016.

Under the program, no more than 272,253 shares can be allotted to the participants. The estimated maximum costs of LTI 2015 amounts to SEK 13.7 million.

As the required majority of more than nine tenths of the votes cast was not reached for the board's main alternative to authorize the board to repurchase and transfer own shares to the participants in LTI 2015, the AGM resolved in accordance with the board's second alternative to authorize the board of directors to enter into a swap agreement with third party to enable delivery of shares under the LTI 2015.

### **Acquisitions and transfers of own shares**

In accordance with the board's proposal, the AGM resolved to authorize the board to acquire and/or transfer own shares on one or more occasions until the AGM 2016.

Acquisition of the company's own shares can be made on NASDAQ OMX Stockholm at a price within the applicable stock market share price range at the time of the acquisition, for the purpose of increasing the flexibility of the board in connection with potential future corporate acquisitions and to increase the board's possibilities to continuously be able to adapt the company's capital structure, thereby contributing to increased shareholder value. The company's total holdings of own shares must not at any time exceed 10 per cent of the total number of shares in the company.

Transfer of own shares can be made either on NASDAQ OMX Stockholm or in any other manner, for the purpose of financing possible future corporate acquisitions, up to the number of own shares held by the company at the time of transfer. Transfer of own shares may be made with deviation from the shareholders' preferential rights and shall be made at a price determined in close connection to the shares' quoted price at the time of the board's resolution on transfer.

**Further information:**

Full details of each decision proposal can be downloaded from [www.haldex.com](http://www.haldex.com)

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**About Haldex**

With more than 100 years of intensely focused innovation, Haldex holds unrivaled expertise in brake systems and air suspension systems for heavy trucks, trailers and buses. We live and breathe our business delivering robust, technically superior solutions born from deep insight into our customers' reality. By concentrating on our core competencies and following our strengths and passions, we combine both the operating speed and flexibility required by the market. Collaborative innovation is not only the essence of our products – it is also our philosophy. Our 2,235 employees, spread on four continents, are constantly challenging the conventional and strive to ensure that the products we deliver create unique value for our customers and all end-users. We are listed on the Nasdaq Stockholm Stock Exchange and have net sales of approximately 4 billion SEK.