



Notice of annual general meeting in Haldex Aktiebolag (publ)

The shareholders of Haldex Aktiebolag (publ) are hereby invited to attend the annual general meeting to be held at 14.00 CET on Tuesday 23 June 2020, at Strandvägen 7A, Strandvägen 7, Stockholm, Sweden.

A. RIGHT TO ATTEND THE GENERAL MEETING

Shareholders who wish to attend the general meeting must

- i. be included in its own name in the share register maintained by Euroclear Sweden AB, as of Tuesday 16 June 2020, and
- ii. notify the company of its intention to participate in the general meeting at the address: Haldex AB, Notice AGM, P.O. 507, SE-261 24 Landskrona, Sweden, by telephone +46 418-47 62 62 or by e-mail to anmalan.stamma@haldex.com, by Tuesday 16 June 2020 at the latest. On giving notice of the attendance, the shareholder must state the shareholder's name, address, telephone number and personal identity number (or corporate identity number) and where applicable, the representative or advisors (not more than 2).

Powers of attorney, certificates of registration and other authorization documents must be available at the general meeting and are preferably provided to the company no later than Tuesday 16 June 2020 to facilitate the entry at the general meeting. A power of attorney must be presented in its original form. The power of attorney must not be older than one year, unless it is stated in the power of attorney that it is issued for a longer period of time (not more than five years). A proxy form is available on the company's website, <http://www.corporate.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 owner-registered with Euroclear Sweden AB. Such registration must be made as of Tuesday 16 June 2020, and the bank or broker should therefore be notified in good time before this date. The registration can be temporary.

B. AGENDA

Proposal for agenda

1. Opening of the general meeting and election of chairman of the general meeting.
2. Drawing up and approval of the voting list.
3. Election of two persons to attest the minutes.
4. Determination of whether the general meeting has been properly convened.
5. Approval of the agenda.
6. The managing director's report.

7. Presentation of the annual report and the audit report and the consolidated financial statements and the audit report on the consolidated financial statements.
8. Resolutions on
 - a. adoption of the profit and loss account and the balance sheet and the consolidated profit and loss account and the consolidated balance sheet,
 - b. discharge of liability for members of the board of directors and the managing director the financial year 2019, and
 - c. allocation of the company's profit according to the adopted balance sheet and determination of the record date for receipt of dividend.

9. Determination of the number of directors and auditors.
10. Determination of fees to the directors.
11. Determination of fees to the auditors.
12. Election of chairman, directors and auditor.
13. Resolution on the board of directors' proposal to guidelines for remuneration to members of the executive management.
14. Resolution on the board of directors' proposal to amend the Articles of Association.
15. Resolution on the board of directors' proposal to authorize the board of directors to decide on a new share issue.
16. Closing of the general meeting.

Proposal for allocation of the company's profit according to the adopted balance sheet (item 8c)

The board of directors proposes that no dividend will be paid and that the general meeting resolves that the accrued profits will be

carried forward.

Proposal for election of the board of directors and the auditor and resolution on fees for the directors and the auditor (items 9-12)

Complete proposals regarding election of directors (including chairman), auditor and determination of fees to the directors and the auditor will be presented at the general meeting at the latest.

The board of directors' proposal regarding guidelines for remuneration to members of the executive management (item 13)

The board of directors proposes the general meeting to adopt the following guidelines for remuneration to the members of executive management in the company.

The guidelines are largely in line with the guidelines adopted by the general meeting 2019. However, the guidelines have been supplemented with additional information in accordance with newly added requirements in the Swedish Companies Act.

Scope

The guidelines below apply to remuneration to members of the board of directors, the CEO and other senior executives i.e. members of the company's executive management team. The guidelines apply to remuneration that is agreed upon after the meeting's decision to adopt the guidelines and in the event of changes being made to existing agreements after this date. However, the guidelines do not include remuneration decided by the general meeting e.g. board of directors' fee.

The guideline's promotion of the group's business strategy, long-term interests and sustainability

Remuneration and other terms of employment for members of the executive management within the group shall be balanced, in accordance with market practice and competitive on the geographical market where the member of the executive management operates, with respect to structure, scope and compensation levels. The reason for this is to both in a short- and long-term perspective enable the group to attract and retain competent members of the executive management and other employees, which is a prerequisite to be able to implement the group's business strategy, safeguard its long-term interests and achieve the group's sustainability goals.

Remuneration

The fixed salary should be based on the level of responsibility in relation to finance, decision making, strategy, global or local organization. The salary level must be comparative to the external market median for equivalent positions to ensure adjustment to the market.

Each separate incentive programme shall never exceed 50 per cent of the fixed salary upon full goal achievement.

Pension benefits shall be based on defined contribution plans and as main principle be paid in accordance with pension rules in each country. As a main principle, pension premiums are based solely on fixed salary. Members of the executive management who are employed in Sweden shall have a defined benefit retirement pension (ITP 2) if they are born in 1978 or earlier of up to 30 income base amounts. For parts of the salary above such amount, pension premiums shall be paid with a fixed percentage of 30 % in accordance with the same principles as applicable to the defined contribution retirement pension plan (ITP 1). Members of the executive management born in 1979 or later, shall have a defined contribution retirement pension (ITP 1). The pension premium shall, in total, not exceed 35 % of the pensionable salary. Certain adjustments may occur in individual cases in accordance with local market practice.

Other customary benefits may include, among other things, health insurance and car benefits and must be paid in accordance with current policy.

Criteria for payment of variable remuneration

Executive management members should be able to have a variable remuneration divided into a short-term incentive programme of one year and a long-term incentive programme over three years. Both programmes should be based on individual performance and be connected to pre-determined and measurable criteria, which also should contribute to the company's strategy and goals, such as sales, operating margin and return on capital employed (ROCE). The criteria shall be adopted, followed up and reviewed on an annual basis by the board.

The purpose of the variable remuneration is to motivate the executive management to achieve the set goals and thereby contribute to meeting the company's business strategy, long-term interests and sustainability goals.

Termination of employment

Employment agreements between the company and the executive management shall generally be for an indefinite period. Executive management members receive remuneration throughout the duration of their employment and during the notice period. The notice period can vary between 6-12 months. In addition, members of the executive management shall be entitled to severance pay upon termination by the company. The fixed salary during the notice period and the severance pay shall, in total, not

exceed an amount corresponding to the fixed salary over two years.

Consideration of salaries and terms of employment in preparation of the guidelines

In preparing the board of directors' proposal for these guidelines, salaries and terms of employment for the company's employees have been considered by evaluating the employee's median salary, salary development and terms of employment in relation to these guidelines. Haldex evaluate the salaries and remuneration for all white-collar employees annually based on their responsibility, width of their role and staff responsibilities etc.

Consulting fees

In special cases, and during a limited period, board members can be remunerated for services within their respective area of expertise, which do not constitute of work for the board. A market-based fee shall be paid for these services.

Decision making

The board of directors have established a remuneration committee, which among other things, is responsible for preparing the board of director's proposal for guidelines regarding remuneration to the executive management submitted for resolution at the annual meeting, at least every fourth year. The guidelines shall remain in force until new guidelines are adopted by the general meeting. The compensation committee is also responsible for implementing the guidelines within the company (including to decide on potential deviations from the guidelines), to follow up and review the application of the guidelines in the company and evaluate and propose new forms of remuneration for the executive management and other key personnel. To the extent that a share-based compensation is proposed, the proposal shall be submitted for a resolution at the general meeting.

In order to avoid conflicts of interest, the CEO or other members of the executive management should not attend at the board's decision regarding remuneration issues insofar as they are affected by the matter.

Deviation from the guidelines

The board may deviate from above guidelines, in whole or partly, if there are special reasons in an individual case and a departure is necessary to meet the company's long-term interests and sustainability or to ensure the company's financial viability.

The board of director's proposal to amend the articles of association (item 14) The board of directors proposes that the general meeting decides to amend § 1, § 9 and § 12 of the articles of association, as follows (proposed wording in bold). The purpose of amending § 1 and § 12 is to update the articles of association in accordance with the current terminology. In § 9 it is suggested that information on record date is removed from the articles of association. The purpose of the amendment is to adapt the articles of association to the proposed amendments to the Swedish Companies Act, which are expected to come into effect in September 2020.

*§ 1 **The Company name** ~~registered name of the Company~~ is Haldex Aktiebolag. The Company is a public company (publ).*

§ 9 Notice convening a General Meeting shall be published in the Swedish Official Gazette and on the company's website. It shall be advertised in Dagens Nyheter that notice convening a General Meeting has been made. To be entitled to participate in the business of a General Meeting, shareholders shall ~~be included in the transcript or other reproduction of the entire share register five weekdays prior to the Meeting~~ and provide notification of their intention to attend the Meeting on the day stipulated in the notice convening the General Meeting. This day must not be a Sunday, any other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays prior to the Meeting.

§ 12 The Company's shares shall be registered in a central securities depository register pursuant to ~~the Financial Instruments Accounts Act.lag 1998:1479~~ om värdepapperscentraler och kontoföring av finansiella instrument.

The board of directors' proposal to authorize the board of directors to decide on a new share issue (item15)

The board of directors proposes that the general meeting authorizes the board of directors to, on one or more occasions until the annual general meeting 2021, decide on issue of shares corresponding to maximum twenty per cent of the total amount of outstanding shares in the company at the time of the general meeting.

Share issues may be made with preferential rights for the shareholders and/or as a directed issue with deviation from the shareholders' preferential rights, and against payment in cash, with provision stating payment with non-cash consideration or by way of set-off.

The purpose of the authorization, and the reason for the possible deviation from the shareholders' preferential rights, is to enable the company to procure capital in accordance with an accelerated time schedule to complete potential acquisitions and other strategic options as they occur and according to the company's strategy.

Upon issues of shares with deviation from the shareholders' preferential rights, the share issues shall be made on market terms and conditions.

The managing director or such other person appointed by the managing director shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

C. MISCELLANEOUS

Documents

The financial statement and the auditor's report, the complete proposals for resolutions, the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act, as well as other documents, will be available at the company's office in Landskrona and on the company's website <http://www.corporate.haldex.com> no later than three weeks prior to the general meeting and will be sent upon request to shareholders stating their address. The documents will also be available at the general meeting.

Right to request information

Shareholders attending the general meeting have the right to request information according to Chapter 7, Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may send them to Katarina Rönne, Haldex AB, P.O 507, SE-261 24 Landskrona, Sweden.

Shares and votes

As per the day of this notice, the total number of shares and votes in Haldex amounts to 48,637,567. Haldex holds 11,705 shares in treasury as per the day of this notice.

Processing of personal data

For information on how personal data is processed in connection with the general meeting, please see the integrity policy available on Euroclear Sweden AB:s website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Landskrona in May 2020
Haldex Aktiebolag (publ)
The board of directors

For further information, please visit, <http://www.corporate.haldex.com>, or contact

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This document is an unofficial translation of the Swedish original thereof. In the event of any discrepancies between the versions, the Swedish version shall prevail.