



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 Thursday 15 April 2010, in Summit's conference facilities, Grev Turegatan 30, Stockholm.

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 Friday 9 April 2010,

(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, by Friday 9 April 2010 at the latest (preferably before noon). 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 documents of authorization prior to the General Meeting. A proxy form will be available on the company's website, 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 Friday 9 April 2010, and the bank or broker should therefore be notified in due time before said date.

As per the record day of the Annual General Meeting, the number of shares and votes in Haldex will total 44 215 970. Haldex holds 376 470 own shares as per 12 March 2010. Shares held by Haldex may not be voted for at the Annual General Meeting.

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 2009;

Fees to the Directors for the period up to and including the Annual General Meeting 2011 shall be paid to and distributed between the Directors as follows: The Chairman of the Board of Directors shall receive SEK 450 000 and each of the other Directors shall receive SEK 175 000. In addition, 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. Fees to the auditors in respect of the audit and for other services are proposed to be paid on approved current account.

It was noted that the company's auditors Liselott Stenudd and Michael Bengtsson and the deputy auditors Christine Rankin Johansson and Ceasar Moré were elected for the period up to and including the Annual General Meeting 2010. The nomination committee proposes, for the period up to and including the Annual General Meeting 2014, re-election of Michael Bengtsson and new election of Ann-Christine Hägglund as auditors and re-election of Christine Rankin Johansson and Ceasar Moré as deputy auditors (all from PricewaterhouseCoopers).

Proposal for the composition of the nomination committee, etc. (item 14 on the agenda)

The nomination committee proposes that the General Meeting resolves in accordance with the following:

1. The nomination committee 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 2011 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 2011. 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, other Directors of the Board and the auditors, as well as other matters in connection thereto.

Proposal for resolution on approval of guidelines for remuneration to senior executives (item 15 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 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 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 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.

Proposal for resolution on the implementation of a long-term incentive program (LTI 2010) (item 16 on the agenda)

The Board of Directors believes that an incentive program that is connected to the company's profits and at the same time its increase in value will award and foster the long-term growth of the company. Further, a program will contribute to the ability of Haldex to retain and recruit key employees within the group. Considering that the third and final time of allocation of options under LTI 2010 has occurred, the Board proposes a long-term performance based incentive program ("LTI 2010") under which senior executives and key employees will be allocated employee stock options as set out below. In order to ensure and maximize the management's engagement in Haldex, allocation of employee stock options under LTI 2010 will be conditional upon the participants becoming shareholders in Haldex by own investments in the Haldex share in the stock market. Allocation of options shall be based on the company's operating margin, excluding restructuring costs and one-off costs/income from acquisitions or disposals, during the financial year 2010.

LTI 2010 entails certain financial risks for Haldex relating to potential changes in the Haldex share price during the term of the program. To be able to implement LTI 2010 in a cost-efficient and flexible manner, the Board of Directors has considered various methods for transferring Haldex shares under the program, such as a share swap agreement with a third party, repurchase and transfer of own shares and an issue of warrants entitling to subscription of new shares. The Board of Directors has also considered that delivery of shares under the program will be made no earlier than 2013. Based on these considerations, it is the Board's intention to hedge the financial risk and the obligation to deliver shares to the participants in the program by proposing that the Board of Directors is authorized to repurchase own shares in accordance with item 17(a) on the agenda for the Annual General Meeting 2010 and that the Annual General Meeting resolves on transfer of shares to the participants in LTI 2010 according to item 17(e) of the agenda. Considering that LTI 2010 is not expected to cause Haldex any initial costs for social security contributions, the Board has at present decided not to propose that the Annual General Meeting resolves on transfer of own shares to cover costs of the program, including social security contributions. However, in connection with the delivery of shares under the program, the Board intends to propose that the Annual General Meeting(s) 2012 and/or 2013 resolves that transfer of own shares may take place for the purpose of covering costs of the program, including social security contributions.

The Board proposes that the Annual General Meeting resolves on the implementation of a long-term incentive program, LTI 2010, principally based on the following conditions and principles.

1. LTI 2010 shall comprise approximately 25 senior executives and key employees within the Haldex group.
2. One series of employee stock options shall be allocated at no consideration by resolution of the Board of Directors in connection to the announcement of the year-end report for the financial year 2010.

3. Allocation of employee stock options requires that the participant, no later than 60 calendar days after the publication of Haldex' interim report for the first calendar quarter 2010, has acquired in the market such number of Haldex shares that corresponds to 1/10 of the maximum number of employee stock options that the participant may be allocated, and that the participant, at the time of allocation, has not violated the undertaking not to dispose of these shares during a three-year period.
4. Allocation of employee stock options shall be based on the company's operating margin, excluding restructuring costs and one-off costs/income from acquisitions or disposals during the financial year 2010.
5. In all a maximum of 350,000 employee stock options may be allocated under the program. The Managing Director shall be allocated a maximum of 60,000 employee stock options, senior executives a total maximum of 100,000 employee stock options, and other key employees a total maximum of 190,000 employee stock options. The Board of Directors shall be authorized to reallocate the number of options between the various employee categories (with exception for the Managing Director).
6. Employee stock options can be exercised to acquire shares during a time period that begins 24 months after the Time of Allocation and expires 36 months after the Time of Allocation. To be entitled to exercise an employee stock option it is required that the participant (with certain exceptions), at the time of exercise, is an employee of the Haldex group and has not violated the undertaking not to, during a three-year period, dispose of the shares that entitled to allocation of the options being exercised.
7. Each employee stock option entitles to acquisition of one Haldex share at an exercise price corresponding to 110 per cent of the average volume weighted price for the Haldex share paid on NASDAQ OMX Stockholm during a period of 10 trading days. This period occurs after the announcement of Haldex' interim report for the first calendar quarter 2010.
8. The Board of Directors shall be authorized to resolve on a premature exercise of the employee stock options (i) if a person, alone or together with related parties, acquires such number of shares in Haldex that, in accordance with applicable rules, gives rise to an obligation to announce a mandatory offer to acquire all outstanding shares in the company or (ii) for individual participants based on individual circumstances, or (iii) if premature exercise is otherwise deemed to be suitable or appropriate.
9. The number of Haldex shares that may be transferred to participants in LTI 2010 may be recalculated due to a bonus issue, share split, rights issue and/or any similar event.
10. The Board of Directors shall decide on the detailed terms and conditions of LTI 2010. The Board shall be entitled to deviate from or adjust the terms and conditions as a result of local regulations and practice.

The Board's proposal for a resolution on the implementation of the program requires that shareholders representing a majority of the votes cast at the General Meeting vote in favor of the resolution.

Proposal for resolution on authorization for the Board of Directors to resolve on acquisition of own shares (item 17 (a) on the agenda)

The Board of Directors proposes that the Annual General Meeting 2010 authorizes the Board to resolve on repurchase of own shares on one or several occasions during the period up to the Annual General Meeting 2011 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 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) – (e) below and, hence, to increase the

flexibility of the Board in connection to potential future corporate acquisitions, as well as to cover costs and secure delivery of shares in accordance with LTI 2007 and LTI 2010.

Proposal for resolution on authorization for the Board of Directors to resolve on transfer of own shares in connection to corporate acquisitions (item 17 (b) on the agenda)

The Board of Directors proposes that the Annual General Meeting 2010 authorizes the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2011 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 is 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 2007 (item 17 (c) on the agenda)

The Board of Directors proposes that the Annual General Meeting 2010 authorizes the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2011 in accordance with the following:

- transfer of own shares may be made on NASDAQ OMX Stockholm;
- no more than 310 000 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 2007. The authorization to transfer own shares for this reason is proposed to include the 376 470 own shares held by the company on 12 March 2010, 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 summarized above.

Proposal for resolution on transfer of shares to participants in LTI 2007 (item 17 (d) on the agenda)

The Board of Directors proposes that the Annual General Meeting 2010 resolves on transfer of own shares in accordance with the following:

- no more than 240 000 shares may be transferred;
- entitled to acquire the shares shall, with deviation from the shareholders' preferential rights, be the persons covered by LTI 2007 (the "**Participants**"), with right for each of the Participants to acquire no more than the maximum number of shares allowed under the terms and conditions for LTI 2007;
- the Participants' right to acquire shares is conditional upon the fulfillment of all of the conditions set up in LTI 2007;

- the shares shall be transferred within the time period and at the price set out in the terms and conditions of LTI 2007;
- payment for the shares shall be made within ten banking days from the Participants' exercise of the employee stock options that entitle to acquisition of the shares;
- the number of shares that may be transferred to the Participants in LTI 2007 and the price at which these shall be transferred may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions for LTI 2007.

The reason for the proposed transfer and for a potential deviation from the shareholders' preferential rights, is to enable delivery of shares under 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 12 March 2010, 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 summarized above.

Proposal for resolution on transfer of shares to participants in LTI 2010 (item 17 (e) on the agenda)

The Board of Directors proposes that the Annual General Meeting 2010 resolves on transfer of own shares in accordance with the following:

- no more than 350 000 shares may be transferred;
- entitled to acquire the shares shall, with deviation from the shareholders' preferential rights, be the persons covered by LTI 2010 (the "**New Participants**"), with right for each of the New Participants to acquire no more than the maximum number of shares allowed under the terms and conditions for LTI 2010;
- the New Participants' right to acquire shares is conditional upon the fulfillment of all of the conditions set up in LTI 2010;
- the shares shall be transferred within the time period and at the price set out in the terms and conditions of LTI 2010;
- payment for the shares shall be made within ten banking days from the New Participants' exercise of the employee stock options that entitle to acquisition of the shares;
- the number of shares that may be transferred to the New Participants in LTI 2010 and the price at which these shall be transferred may be recalculated due to bonus issue, share split, rights issue and similar events in accordance with the terms and conditions for LTI 2010.

The reason for the proposed transfer and for a potential deviation from the shareholders' preferential rights, is to enable delivery of shares under LTI 2010. The authorization to transfer own shares for this reason is proposed to include the 376 470 own shares held by the company on 12 March 2010, 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 summarized above.

Resolutions passed by the General Meeting in accordance with the Board's proposal under the items 17 (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. Resolutions passed by the General Meeting in accordance with the Board's proposal under the items 17 (d) – (e) above is valid only when supported by shareholders holding at least nine tenths of the votes cast as well as of the shares represented at the meeting.

C. AVAILABLE 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 as from Thursday 1 April 2010 and will be sent to all shareholders. A copy of the complete proposal of the Board of Directors with respect to items 15, 16 and 17 (a) – (e) on the agenda will be available at the company and on the company's website www.haldex.com as from Thursday 1 April 2010 and will be sent to the shareholders upon request. A copy of the Board's complete proposals with respect to items 16 and 17 (a) – (e) will also be sent to all shareholders having notified the company of their intent to attend the General Meeting. 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 General Meeting.

Stockholm in March 2010
The Board of Directors
HALDEX AB (publ)