Convenience translation, Swedish version shall prevail

Minutes of Annual General Meeting of shareholders in Haldex AB, 556010-1155, in Summit's conference premises, Stockholm, 15 April 2010

§ 1 The General Meeting was opened by the Chairman of the Board, Lars-Göran Moberg.

Lars-Göran Moberg was appointed Chairman of the General Meeting. It was noted that Nina Svensson, Mannheimer Swartling Advokatbyrå, was assigned to keep the minutes of the General Meeting. In connection herewith, the General Meeting approved the presence at the meeting of certain persons not being shareholders.

§ 2 The shareholders designated as being present in the attached list, Exhibit 1, had within the prescribed period of time notified the company of their intention to participate in the General Meeting. The list was approved as voting list for the General Meeting.

§ 3 Anders Algotsson (AFA Försäkring) and Lennart Johansson (the Swedish Shareholders' Association) were appointed to approve the minutes of the General Meeting together with the chairman of the meeting.

§ 4 It was noted that a convening notice in respect of the General Meeting had been published on 16 March 2010 in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and Dagens Nyheter. The General Meeting was declared to have been duly convened.

§ 5 The proposed agenda in the convening notice was approved by the General Meeting.

§ 6 The Managing Director of the Company, Joakim Olsson, presented a report on the financial year 2009. In relation thereto, the shareholders were given the possibility to ask questions, which the chairman and the Managing Director answered.

§ 7 The chairman informed that the annual report together with the balance sheet and income statement and the consolidated balance sheet and consolidated income statement for the financial year 2009 had been available at the company and its website two weeks prior to the general meeting and that the documents also were available at the General Meeting.

The meeting resolved that the above-mentioned documents had been duly presented at the General Meeting.

Michael Bengtsson, authorised public accountant, presented the auditor's report and the consolidated auditor's report for the financial year 2009, as well as the auditor's report regarding the company's compliance with the guidelines for remuneration to senior executives adopted by the annual general meeting 2009.

§ 8 Thereafter the General Meeting resolved:

(a) to adopt the presented income statement and balance sheet and the consolidated income statement and consolidated balance sheet,

(b) that the members of the Board of Directors and the Managing Director should be discharged from liability for the financial year 2009 (the Directors and the Managing Director did not participate in this resolution),

(c) that the complete proposal by the Board of Directors on dividend to the shareholders had been duly presented at the meeting and that the profits at the disposal of the General Meeting should be disposed in accordance with the proposal, to the effect that no dividend is distributed for the financial year 2009 and that the profits at the disposal of the General Meeting are carried forward.

§ 9 Stefan Dahlbo (Investment AB Öresund), chairman of the nomination committee, presented the work of the nomination committee before the Annual General Meeting 2010, as well as the nomination committee's proposals.

It was resolved that the number of Directors to be appointed by the General Meeting should be eight (8), without any deputy Directors (i.e. an increase by one director compared to previous year).

§ 10 It was resolved that fees to the Board of Directors for the period up to and including the Annual General Meeting 2011 should amount to a total of SEK 1,975,000 (including fees for committee work), to be distributed among the Board members as follows: the Chairman SEK 450,000, and each of the other Directors SEK 175,000. Fees for committee work shall be distributed as follows: chairman of the audit committee SEK 100,000, members of the audit committee SEK 50,000, chairman of the compensation committee SEK 50,000 and members of the compensation committee SEK 25,000.

§ 11 It was resolved that fees to the auditors in respect of the audit and for other services are to be paid on approved current account.

§ 12 The chairman of the meeting presented the proposed Board members' assignments in other companies.

For the period up to and including the next Annual General Meeting, the following Directors were elected: re-election of Lars-Göran Moberg, Anders Böös, Stefan Charette, Arne Karlsson, Caroline Sundewall, Anders Thelin and Cecilia Vieweg, and new election of Göran Carlson.

Lars-Göran Moberg was re-elected Chairman of the Board.

§ 13 For the period up to and including the Annual General Meeting 2014, the General Meeting elected Michael Bengtsson (re-election) and Ann-Christine Hägglund (new election) auditors and Christine Rankin Johansson (re-election) and Ceasar Moré (re-election) deputy auditors.

§ 14 The chairman of the nomination committee presented the nomination committee's proposal for a resolution on the nomination committee in respect of the Annual General Meeting 2011. The representative of the Swedish Shareholders' Association expressed an opinion that the members of the nomination committee should henceforth be appointed by the general meeting.

The General Meeting resolved in accordance with the nomination committee's proposal, that the nomination committee in respect of the Annual General Meeting 2011 shall have four members and shall consist of one representative each of the four largest shareholders by votes. The names of theses 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 shall 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 who 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 have occurred later than two months prior to the Annual General Meeting 2011. A shareholder that has appointed a representative for the nomination committee shall during the term of office be entitled to replace such representative by a new member of the nomination committee.

The tasks of the nomination committee before the upcoming 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 (where applicable) and resolution on fees to the Chairman, to the other Directors of the Board and to the auditors, as well as other matters in connection thereto.

§ 15 Cecilia Vieweg, chairman of the compensation committee, presented the proposal of the Board of Directors for guidelines for remuneration to senior executives. In relation thereto, the shareholders were given the possibility to ask questions, which the chairman of the compensation committee answered. The General Meeting resolved to adopt the guidelines for remuneration to senior executives in accordance with the proposal of the Board of Directors, Exhibit 2.

§ 16 Cecilia Vieweg, chairman of the compensation committee, presented the proposal of the Board of Directors for a long-term incentive program (LTI 2010). In relation thereto, the shareholders were given the possibility to ask questions. The General Meeting resolved to implement a long-term incentive program (LTI 2010) in accordance with the proposal of the Board of Directors, Exhibit 3.

§ 17 The Chairman of the Board presented the Board's proposal for resolutions regarding acquisitions and transfers of own shares, Exhibit 4. In relation thereto, the shareholders were given the possibility to ask questions. The representative of

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the Swedish Shareholders' Association expressed an opinion that share issues in kind would be preferable to acquisitions/transfers of own shares in connection with corporate resolutions.

The General Meeting resolved, by the majority required for valid resolutions: (a) to authorise the Board of Directors to resolve on acquisition of own shares; (b) to authorise the Board of Directors to resolve on transfer of own shares in connection with corporate acquisitions; (c) to authorise the Board of Directors to resolve on transfer of own shares on the stock exchange due to LTI 2007; (d) on transfer of shares to participants in LTI 2007; and (e) on transfer of shares to participants in LTI 2010; all in accordance with the proposal of the Board of Directors.

§ 18 The chairman closed the General Meeting.

Secretary:

Nina Svensson

Approved:

Lars-Göran Moberg	*Anders Algotsson*	*Lennart Johansson*

THE BOARD OF DIRECTORS' PROPOSAL FOR APPROVAL OF GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES

Haldex AB has since several years established principles and forms for remuneration to senior executives. The Board of Directors and its Compensation Committee resolve on the structures of remuneration systems, as well as levels and forms of remuneration to senior executives. The Board of Directors proposes that the Annual General Meeting adopt the following guidelines for the establishment of remuneration to the Managing Director and other senior executives, including division managers and group staff managers. These guidelines will be valid for employment agreements entered into after the Annual General Meeting's resolution and for changes made to existing agreements thereafter.

The Board of Directors is entitled to deviate from the below guidelines if there are specific reasons or needs in an individual case.

1. General

It is of fundamental importance to the company and its shareholders that the guidelines for remuneration to senior executives within the group, in both a short and long term perspective, enable the group to attract and retain senior executives and other employees with excellent competence. To obtain this it is important to sustain fair and internally balanced terms that are at the same time competitive on the market with respect to structure, scope and compensation levels.

The terms of employment for senior executives shall consist of a balanced combination of fixed salary, annual bonus, long-term incentive program, pension and other benefits and terms for dismissal/severance payment.

The total annual monetary remuneration, i.e. fixed salary, bonus and other long-term monetary remuneration, shall be in accordance with market practice on the geographical market where the senior executive operates. The total level of the compensation will be evaluated annually to ensure that it is in line with market practice for corresponding positions within the relevant geographical market.

The remuneration should be based on performance. It should therefore consist of a combination of fixed salary and bonus, where the variable remuneration forms a rather substantial part of the total remuneration.

The annual report 2009 sets out details on the total remuneration and other benefits awarded to the senior executives during 2009.

2. Remuneration and remuneration forms

The remuneration system of the group consists of various forms of remuneration in order to create a well balanced compensation that fosters and supports management and achievement of goals in both a short and long-term perspective.

2.1 Fixed remuneration

The fixed remuneration shall be individually determined and shall be based on each individual's responsibility and role as well as the individual's competence and experience in the relevant position.

2.2 Annual bonus

Senior executives have an annual bonus that is payable on an annual basis. The annual bonus is structured as a variable part of the fixed salary. Bonus goals shall primarily be based on the outcomes of financial objectives for the entire group, financial goals for the business unit or division for which the senior executive is responsible, as well as clearly defined individual goals with respect to specific assignments. The latter is to ensure that the senior executive also focuses on non-financial targets of specific interest.

Bonus related financial objectives for the group shall be established by the Board of Directors annually in order to ensure that they are in line with the group's business strategy and profit targets. On behalf of the Board of Directors, the Compensation Committee establishes the financial objectives for individual divisions/units proposed by the Managing Director.

The part of the total remuneration consisting of annual bonus varies depending on position and may amount to between 30 and 50 per cent of the fixed annual salary at full goal achievement. The bonus goals are constructed so that no bonus will be paid if a certain minimum performance level is not achieved.

2.3 Long Term Incentive Program

In order to foster a long-term perspective in the decision-making and to ensure long-term achievement of goals, the Board of Directors may propose the General Meeting to resolve on other types of long-term incentive programs.

The Board of Directors uses long term incentives in order to ensure that senior executives within the group have a long-term interest in a stable value increase of the Haldex share. By implementing an incentive program that is connected to the company's profits and at the same time its increase in value, the long-term growth of the company is awarded and fostered. Further, long term incentive programs also aims at making the company a more attractive employer, which contributes to the company's ability to retain key employees within the group as well as to recruit new key employees.

Potential remuneration in form of long-term incentive programs shall be in accordance with market practice on each relevant market.

2.4 Pension
When entering into new pension agreements with senior executives who are entitled to pension, the pension shall be based on defined contribution plans. Senior executives who are employed in Sweden retire by the age of 65 and other senior executives in accordance with local regulations on pension. As a main principle, pension premiums are based solely on fixed salary. Certain adjustments may occur in individual cases in accordance with local market practice.

2.5 Other benefits
Other benefits, such as company car, compensation for healthcare and health and medical insurance etc, shall form a minor part of the total compensation and shall correspond to what may be deemed common market practise in each geographical market.

2.6 Special remuneration
In addition to the above described remunerations, agreements on additional remunerations may be made in exceptional situations, for example when considered necessary to attract and retain key personnel or induce individuals to move to new places of service or accept new positions. Such special remunerations shall be limited in time and may not exceed 36 months. Further, the total remuneration must not exceed an amount equivalent to two times the remuneration the individual would have received in the absence of an agreement on special remuneration.

3. Terms for dismissal and severance payment
Terms for dismissal and severance pay shall correspond to what may be deemed common market practise on each geographical market. The Managing Director has a notice period of 12 months. Other senior executives have a notice period of 6 months. In addition hereto, when entering into new employment contracts, agreement may be made with senior executives on severance pay upon termination of the employment by the company, corresponding to a maximum of 12 months’ fixed salary. Upon termination of the employment, local practice on the geographical market where the senior executive operates shall be complied with.

Stockholm in February 2010
Haldex
The Board of Directors

The Board of Directors’ of Haldex AB (“Haldex”) proposal for a resolution on the implementation of a long-term incentive program

Background

The Board of Directors considers it important and in all shareholders’ interest that senior executives and other key employees within the Haldex group have a long-term interest in a value increase of the company and its shares. By implementing an incentive program that is connected to the company’s profits and at the same time its increase in value, the long-term growth of the company will be awarded and fostered. Further, the Board deems that the proposed program will increase Haldex’ attractiveness as an employer, which will contribute to the ability to retain key employees within the group and to recruit new key employees. In order to ensure and maximize the management’s engagement in Haldex, the participation in the incentive program will be subject to investments by the participants in a predetermined number of Haldex shares.

Haldex’ existing long-term incentive program, LTI 2007, was implemented in 2007 following a resolution by the Annual General Meeting the same year. LTI 2007 allows for allocation of employee stock options in three series, with possible allocation in connection with the publication of the year-end reports for the financial years 2007, 2008 and 2009. The term of the employee stock options is three years with an exercise price corresponding to 110 per cent of the share price during a certain predefined period. No allocations of employee stock options of series 1 or 2 have been made. Employee stock options of series 3 were allocated in February 2010.

Considering that the third and final time of allocation of options under LTI 2007 has occurred, the Board of Directors proposes that Haldex also going forward shall have a long-term performance based incentive program (a Long Term Incentive Program, ”**LTI 2010**”), as set out below. In accordance with the below, the Board proposes that allocation under LTI 2010 shall be made at one single occasion in 2011. This is due to last year’s, and the still prevailing, volatile and unpredictable market situation. The Board of Directors however considers it important and in all shareholders’ interest that long-term performance based incentive programs are a continuous part of the remuneration to senior executives of the group, in a well balanced combination with fixed salary, annual bonus, pension and other benefits.

LTI 2010 in short

LTI 2010 will require that the participants become shareholders by own investments in Haldex shares on the stock market. The participants undertake not to dispose of these shares during a three-year period. The employee stock options are issued in one series, with allocation at one occasion in 2011. The allocation of employee stock options is dependent on the company’s operating margin, excluding restructuring costs and one-off costs/income from acquisitions or disposals, in 2010, i.e. the financial year preceding the allocation. Each employee stock option entitles to acquisition of one share in Haldex. The final remuneration to the participant will therefore be dependent on the increase in value of the Haldex share.

LTI 2010 is based on the same principles as LTI 2007. The main differences between LTI 2007 and LTI 2010 are:

- LTI 2010 shall comprise only one series of employee stock options (while LTI 2007 comprises three series of employee stock options),
- The performance requirement under LTI 2010 is related to the operating margin (instead of an increase in profit per share under LTI 2007), and
- The exercise period for the employee stock options has been reduced to 12 months (instead of the 24 months under LTI 2007).

Allocation and performance requirements

LTI 2010 is proposed to comprise a total of approximately 25 senior executives and key employees within the Haldex group. Allocation of employee stock options shall be made free of consideration by decision of the Board in connection to the announcement of the year-end report for the financial year 2010 (**the “Time of Allocation**”). 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, however, be authorized to reallocate the number of options between the various employee categories (with exception for the Managing Director) by resolving on a reduction of the maximum number of options that may be allocated to a certain category and a thereto corresponding increase of the number of options that may be allocated another category. In the following description, all details are based on the assumption that no reallocation between the employee categories has been decided.

The allocation 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. Allocation requires that the company’s operating margin exceeds 1.00 per cent. The number of employee stock options to be allocated shall be calculated in linear proportion to the increase in operating margin. Maximum allocation is obtained at an operating margin of at least 4.00 per cent. The table below sets out a few examples of the portion of employee stock options that may be allocated at different levels of the operating margin, excluding restructuring costs and one-off costs/income from acquisitions or disposals.

Operating margin, excluding restructuring costs and one-off costs/income from acquisitions or disposals (%)	Percentage of the maximum number of employee stock options that may be allocated (%)
• 1.00	0.00
2.50	50.00
4.00	100.00
>4.00	100.00

Allocation of employee stock options requires that the participant, no later than 60 calendar days after the announcement of Haldex’ interim report for the first calendar quarter 2010, has acquired in the market a number of Haldex shares equivalent to 1/10 of the maximum number of employee stock options that the participant may be allocated under LTI 2010, and that the participant has not violated the undertaking not to dispose of these shares within a three-year period.

Each participant in LTI 2010 shall undertake not to dispose of the shares acquired in the market during a three-year period counted from the last day when the shares must be acquired in order to entitle to allocation of employee stock options. However, if less than 100 per cent allocation of employee stock options has been made, each participant is entitled to sell Haldex shares to such an extent that the participant after such sale holds at least a number of shares that amounts to one tenth of the number of employee stock options that has been allocated to the participant.

Exercise

The term of the employee stock options is three years. Employee stock options may be exercised for acquisition of shares during a period (**the “Exercise Period”**) starting 24 months after the Time of Allocation and ending 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) is employed within the Haldex group at the time of the exercise and that the participant has not, during a three-year period, violated the undertaking not to dispose of the shares that entitled to allocation of the options being exercised.

Exercise price
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. Such period occurs after the announcement of Haldex' interim report for the first calendar quarter 2010.

Time table
The following is an approximate time table for allocation and exercise of the employee stock options.

Earning year	Acquisition of shares in the market	Determination of exercise price	Time of Allocation	Exercise Period
2010	April – June 2010	April/May 2010	Feb/March 2011	Feb/March 2013 – Feb/March 2014

Hedge arrangements
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. Where the Board of Directors does not during the period until the Annual General Meeting 2011, based on the authorization, acquire such number of shares that is necessary to hedge the financial risk and the obligation to deliver shares to the participants in the program, the Board may during the term of the program propose that the Board is authorized to resolve on additional acquisitions of own shares.

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.

Dilution
LTI 2010 does not involve any issuance of new shares and will, hence, not entail any dilution. The program may result in a total allocation of 350,000 employee stock options to senior executives, which entitle to acquisition of a total of 350,000 shares. If the maximum number of options is allocated, the participants of LTI 2010 may acquire approximately 0.8 per cent of the total number of outstanding shares in Haldex, in addition to the shares that the participants acquire in the market.

The value and estimated costs of LTI 2010
The value of the employee stock options

Employee stock options that are allocated under LTI 2010 are not securities and may not be pledged or transferred to others. However, an estimated value of each employee stock option may be calculated. At present, the Board has estimated the value of each employee stock option to SEK 9.68. The employee stock options will be valued again in connection with the Time of Allocation. The estimate is based on generally accepted valuation models, using the Black & Scholes formula for valuation of options.

Costs that effect the income statement but not the cash-flow
According to IFRS 2, the costs of the program will be treated as personnel costs in the income statement and will be distributed over the term of the options. Social security contribution costs will be debited in the income statement in accordance with generally accepted accounting principles. These costs will be calculated based on the difference between the exercise price and the market price for the share at the time of the exercise of the option. Given a value of SEK 9.68 for each employee stock option, an assumption of a certain constant share price development and subject to maximum allocation of options, the accounted payroll expense for LTI 2010, including social security contributions, is estimated to approximately SEK 6.4 million during the three-year period, or to an annual average of approximately SEK 2 million, which per year during the term of the program corresponds to approximately 0.15 per cent of Haldex' total personnel costs (continuing operations) during the financial year 2009. These costs do not effect cash-flow and part of these costs are intended, if deemed appropriate by the Board, to be covered by future transfers of repurchased own shares, subject to future General Meetings resolving to authorize the Board to adopt such resolutions.

Costs that effect the income statement and the cash-flow
In case Haldex would choose a cash-flow hedge arrangement by, for example, repurchasing own shares in connection to the allocation of employee stock options and at the time of delivery fulfil its obligation to deliver shares to the participants in the program through transfer of the repurchased shares, the financing costs for the maximum number of shares that Haldex may transfer to the participants is estimated to amount to approximately SEK 2.7 million for the whole period, or, in average approximately SEK 0.9 million per year. The calculation is based on assumptions of acquisition of shares in close connection to the implementation of the program, a financing cost of 5 per cent, and that the employee stock options are exercised at the end of the Exercise Period. If Haldex hedges its obligation by any alternative means the costs may deviate from the stated amount.

Effects on key figures
If LTI 2010 had been implemented during 2009, Haldex' profit per share would have decreased by SEK 0.06, given a value of each employee stock option of SEK 9.68 and subject to maximum allocation under the program.

Preparation of the proposal
The Board of Director's remuneration committee has prepared the proposal on LTI 2010. The Board resolved on 11 February 2010 to propose that the Annual General Meeting resolves on this proposal for LTI 2010.

The Board of Directors' proposal for resolution
In light of the above description, the Board of Directors 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.

Majority requirements
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 favour of the resolution.

Other
For a description of Haldex' other share related incentive programs reference is made to note 8 of the annual report for the financial year 2009.

Stockholm in February 2010
The Board of Directors

This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.

Exhibit 4

The Board of Directors' 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;

(c) 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;

(d) transfer of shares to participants in LTI 2007; and

(e) transfer of shares to participants in LTI 2010.

Haldex holds 376 470 own shares as per 12 March 2010, corresponding to approximately 0.85 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 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.

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

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.

(c) 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

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 above proposal by the Board.

(d) Transfer of shares to participants in LTI 2007

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 fulfilment 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 above proposal by the Board.

(e) Transfer of shares to participants in LTI 2010

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 fulfilment 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 above proposal by the Board.

Majority requirements

Resolutions passed by the General Meeting in accordance with the Board's proposal under the items (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 (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.

Stockholm, March 2010
The Board of Directors