



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 16 April 2009, in IVA's Conference Centre, Grev Turegatan 16, 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 (previously VPC AB), as of Wednesday 8 April 2009,

(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 12.00 Wednesday 8 April 2009 at the latest. 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 papers 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 proceedings of the Annual General Meeting, owners 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 Wednesday 8 April 2009, and the bank or broker should therefore be notified in due time before the said date.

As per the record day of the Annual General Meeting, the number of shares and votes in Haldex will total 22,296,220. Haldex holds 376,470 own shares as per 11 March 2009. Shares held by Haldex may not be voted for on 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 group Auditor's Report.
8. Resolutions on

- (a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet;
 - (b) discharge of the Board of Directors and the Managing Director from personal liability for the financial year 2008;
 - (c) appropriation of the company's profit according to the adopted Balance Sheet.
9. Determination of the number of Directors and deputy Directors.
 10. Determination of fees to the Directors (and, if applicable, deputy Directors).
 11. Determination of fees to the Auditors.
 12. Election of Chairman and Directors of the Board (and, if applicable, deputy Directors).
 13. Election of deputy Auditor.
 14. Resolution on the composition of the Nomination Committee, etc.
 15. Resolution on approval of guidelines for remuneration to senior executives.
 16. Resolution on authorization for the Board of Directors to resolve on transfer of own shares in connection to corporate acquisitions.
 17. Closing of the Meeting.

Proposal for Election of Chairman of the Meeting (item 1 on the agenda)

The Nomination Committee, which has been appointed in accordance with the resolution of the Annual General Meeting 2008, proposes that Lars-Göran Moberg, Chairman of the Board of Directors, shall be elected Chairman of the Annual General Meeting 2009.

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 that no dividend is distributed for the financial year 2008 and that unappropriated profits available for the General Meeting are carried forward.

Proposal for Election of the Board of Directors and deputy Auditor and resolution on Fees for the Directors and Auditors (items 9-13 on the agenda)

In accordance with the resolution of the Annual General Meeting 2008, Peter Lindell (AMF Pension), Tomas Ramsälv (Odin Fonder), Carl Rosén (Second Swedish National Pension Fund), and Björn Cederlund (Unionen) were in October 2008 appointed members of the Nomination Committee in respect of the Annual General Meeting 2009. Peter Lindell has thereafter been replaced by Stefan Dahlbo (Investment Öresund). The Nomination Committee, which by the end of January 2009 represented 20.74 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 seven, with no deputy Directors. The committee proposes re-election of the Directors Lars-Göran Moberg, Anders Böös, Arne Karlsson, Caroline Sundewall, Anders Thelin and Cecilia Vieweg and new election of Stefan Charette, all for the period up to and including the next Annual General Meeting. The committee further proposes re-election of Lars-Göran Moberg as Chairman of the Board.

Dr Reiner Beutel has declined re-election.

Stefan Charette (born 1972) is vice President of the Investment AB Öresund since 2007. He has previously been President in AB Custos (2006-2007) and in Brokk Group (2003-2006) and has served as director of the board of Custos AB and as chairman of the board in several private companies. Stefan Charette has broad experience of leadership in international companies and has advised multinational groups as a consultant at Lehman Brothers and Salomon Smith

Barney. Stefan Charette holds a Bachelor of Science in Electrical Engineering and a Master's degree in Mathematical Finance.

Fees to the Directors for the period up to and including the Annual General Meeting 2010 shall be paid 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. Consideration for committee work shall be allocated as follows: Chairman of the Audit Committee SEK 100,000, member of the Audit Committee SEK 50,000, Chairman of the Compensation Committee SEK 50,000 and member of the Compensation Committee SEK 25,000. Fees to the Auditors are proposed to be paid in accordance with their submitted offer, in respect of the audit, and for other services on approved account.

Ronnie Ekman has resigned from his position as deputy Auditor in the Company. The Nomination Committee has not had the possibility to prepare election of a new deputy Auditor in replacement of Ronnie Ekman. Proposal will be presented later.

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 before the Annual General Meeting 2010 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 2010 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 2010. 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 and other Directors of the Board of Directors and the Auditors and 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 competitive and 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 between 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 places 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 citizens) 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.

Proposal for resolution on authorization for the Board of Directors to resolve on transfer of own shares in connection to corporate acquisitions (item 16 on the agenda)

Haldex holds 376,470 own shares as per 11 March 2009, corresponding to approximately 1.7 per cent of all outstanding shares.

The Board of Directors proposes that the Annual General Meeting 2009 authorizes the Board to resolve on transfer of own shares on one or several occasions during the period up to the Annual General Meeting 2010 in accordance with the following:

- transfer of own shares shall be made either on the 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.

In order for the resolution by the Annual General Meeting in accordance with Board's proposal above to be valid, no less than two thirds of the votes cast as well as the shares represented at the Annual General Meeting must be in favour of the proposal.

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 that have applied since the last Annual General Meeting, will be available at the company and on the company's website www.haldex.com as from Thursday 2 April 2009 and will be sent to all shareholders. The complete proposal by the Board of Directors with respect to item 15 on the

agenda will be available at the company as from Thursday 2 April 2009 and a copy thereof will be sent to the shareholders who so request. Copies of the complete proposal of the Board of Directors with respect to item 16 on the agenda will be available at the company and on the company's website www.haldex.com as from Thursday 2 April 2009 and will be sent to all shareholders who have notified the company of their intention to participate in 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 2009
The Board of Directors
HALDEX AB (publ)