

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Minutes of the Annual General Meeting of Shareholders of Husqvarna AB (publ), Reg. No. 556000-5331, held on June 26, 2020. The Annual General Meeting was held solely by advance voting pursuant to Section 20 of the Temporary Act on General Meetings (2020:198)

§ 1

The Chair of the Board, Tom Johnstone, opened the meeting. For every resolution it is stated in Appendix 1:

1. the number of votes for and against such resolution
2. the number of votes which shareholders, registered in the voting list, had abstained from casting
3. the number of shares for which votes were casted, and
4. the percentage of the share capital which these votes represents.

§ 2

It was resolved to approve the Nomination Committee's proposal to elect Björn Kristiansson as Chair of the meeting and that he open the meeting on behalf of the Board.

It was noted that Husqvarna's General Counsel Brian Belanger would act as secretary and keep the minutes of the meeting.

§ 3

It was resolved to approve Appendix 2 as the voting list for the meeting.

§ 4

It was resolved to approve the agenda, as proposed in the notice to the meeting.

§ 5

Ricard Wennerklint from *If Skadeförsäkring AB* and Henrik Didner from *Didner & Gerge Fonder AB* were appointed, together with the Chair, to act as minute checkers and to approve the minutes of meeting.

§ 6

It was noted that the notice of Annual General Meeting had been made via publication in the Post- och Inrikes Tidningar (the Official Gazette) on May 25, 2020, and on the Company's website on May 19, 2020, and that an announcement that such notice had been published was made in Svenska Dagbladet on May 25, 2020.

It was determined that the meeting was properly convened.

§ 7 a

It was resolved to adopt the Profit and Loss Statements and the Balance Sheets as well as the Consolidated Profit and Loss Statements and the Consolidated Balance Sheets for the financial year 2019.

§ 7 b

It was resolved to approve the Board of Directors' revised proposal regarding distribution of the Company's earnings according to the press release of April 28, 2020, Appendix 3a, meaning no dividend was declared for the financial year 2019, which is a deviation from the Board's original proposal, as stated in the Annual Report.

§ 7 c

It was resolved, in accordance with the auditors' recommendation, to discharge the Directors and the CEO from liability for the administration of the Company's affairs during financial year 2019. It was noted that Directors representing their own and others' shares at the meeting, as well as the CEO, did not participate in such resolution.

§ 8

It was resolved, in accordance with the Nomination Committee's proposal, Appendix 3 b-c, that the Board of Directors should consist of eight Directors without deputies, as well as one audit firm for the period until the end of the next Annual General Meeting.

§ 9

It was resolved, in accordance with the Nomination Committee's revised proposal, to approve an unchanged remuneration to the Board of SEK 6,290,000 in total, whereof SEK 2,000,000 would be paid to the Chair of the Board, and SEK 580,000 to each of the Directors elected by the Annual General Meeting and not employed by the Company. In addition, it was resolved that, for work within the People & Sustainability Committee (formerly the Remuneration Committee), the Chair of such Committee shall receive an unchanged remuneration of SEK 140,000 and the two other members of the Committee shall receive an unchanged remuneration of SEK 80,000 each and that for work within the Audit Committee, the Chair of such Committee shall receive an unchanged remuneration of SEK 240,000 and the two other members of the Committee shall receive an unchanged remuneration of SEK 135,000 each.

It was resolved, in accordance with the Nomination Committee's proposal, to approve a separate remuneration to be paid for attending meetings in addition to the basic remuneration and compensation for travel related costs in accordance with the following:

For attendance at a physical Board meeting in Sweden an unchanged remuneration per meeting in accordance with the below will be paid:

- a) For a Director who is a resident in the Nordic countries: no extra meeting remuneration;
- b) For a Director who is a resident outside the Nordic countries but within Europe: SEK 10,000;
- c) For a Director who is a resident outside Europe: USD 3,500.

It was noted that the Nomination Committee declared its expectation that each elected Board Member engage themselves financially in the Company by acquiring Husqvarna shares within a period of five years, corresponding to approximately one year's remuneration, calculated before tax.

§ 10

It was noted that information regarding the proposed Directors' other assignments in other companies can be found in the presentation that has been available on the Company's website as from May 19, 2020.

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect Tom Johnstone, Ulla Litzén, Katarina Martinson, Bertrand Neuschwander, Daniel Nodhäll, Lars Pettersson, Christine Robins as Directors of the Board, and to elect Henric Andersson as a new Director of the Board, in each case for the period until the end of the next Annual General Meeting.

It was resolved to re-elect Tom Johnstone as Chair of the Board.

§ 11a

It was resolved, in accordance with the Nomination Committee's proposal, to elect Ernst & Young as external Auditor for the period up until the end of the 2021 AGM.

§ 11b

It was resolved, in accordance with the Nomination Committee's proposal, that the auditors' fees shall be paid in accordance with approved invoices, as per the prior years' practice.

§ 12

It was noted that the auditors' revised statement in accordance with Chapter 8, Section 54 of the Companies Act has been available on the Company's website as from May 19, 2020. It was resolved to approve the Board's proposal for principles for remuneration and other terms of employment for senior managers, as per [Appendix 4](#).

It was noted that the results and targets of resolved long-term incentive programs are explained in the Annual Report after completion of the performance period.

§ 13

It was resolved to approve the Board of Directors' proposal regarding the adoption of a long-term incentive program (LTI 2020), as per [Appendix 4](#).

§ 14

It was resolved to approve the Board of Directors' proposal regarding authority of the Board to decide to allow the Company enter one or more equity swap agreements in order to hedge the obligations of the Company under the LTI 2020 and previously resolved incentive programs, as per [Appendix 4](#).

§ 15

It was resolved to approve the Board of Directors' proposal regarding authority to issue new shares "in kind", as per [Appendix 4](#).

§ 17

The Chair closed the meeting.

As above

/Brian Belanger/
Brian Belanger

Approved:

/Björn Kristiansson/
Björn Kristiansson

/Ricard Wennerklint/
Ricard Wennerklint

/Henrik Didner/
Henrik Didner

Appendix 1 Information regarding respective resolution

Husqvarna AB (publ) (556000-5331)

Advance voting - final votes

| | Shares | | | Votes | | | | | | | | |
|---|-------------|---------|------------|-----------|-----------|---------------|---------------|-------------|-------------|-----------|-----------|-------|
| | For | Against | Abstain | For | Against | Abstain | | | | | | |
| 2 -Election of Chair of the Meeting | 336 311 562 | 99,21% | | 2 688 497 | 0,79% | 118 330 801,5 | 99,36% | 760 691,6 | 0,64% | | | |
| 3 - Preparation and approval of the voting list | 338 990 698 | 100,00% | | 9 361 | 0,00% | 119 084 167,0 | 99,99% | 7 326,1 | 0,01% | | | |
| 4 - Approval of the agenda | 336 311 562 | 99,21% | | 2 688 497 | 0,79% | 118 330 801,5 | 99,36% | 760 691,6 | 0,64% | | | |
| 5a - Election of minute-checkers - Ricard Wennerklint, If Skadeförsäkring AB | 336 311 562 | 99,21% | | 2 688 497 | 0,79% | 118 330 801,5 | 99,36% | 760 691,6 | 0,64% | | | |
| 5b - Election of minute-checkers - Henrik Didner, Didner & Gerge Fonder AB | 336 311 562 | 99,21% | | 2 688 497 | 0,79% | 118 330 801,5 | 99,36% | 760 691,6 | 0,64% | | | |
| 6 - Determination as to whether the Meeting has been duly convened | 336 311 562 | 99,21% | | 2 688 497 | 0,79% | 118 330 801,5 | 99,36% | 760 691,6 | 0,64% | | | |
| 7a - Resolution concerning adoption of the Profit and Loss Statement and the Balance | 338 836 515 | 99,95% | | 163 544 | 0,05% | | 99,98% | | 0,02% | | | |
| 7b - Resolution concerning proposed distribution of earnings (allocation of the Company's | 338 990 698 | 100,00% | | 9 361 | 0,00% | 119 084 167,0 | 99,99% | 7 326,1 | 0,01% | | | |
| 7c.1 - Resolution concerning discharge from liability for - Tom Johnstone (Board memb | 338 276 442 | 99,79% | 283 222 | 0,08% | 440 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.2 - Resolution concerning discharge from liability for - Ulla Litzén (Board member) | 338 276 265 | 99,79% | 283 222 | 0,08% | 440 572 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.3 - Resolution concerning discharge from liability for - Katarina Martinson (Board me | 337 784 227 | 99,64% | 283 222 | 0,08% | 932 610 | 0,28% | 99,81% | 0,02% | 0,17% | | | |
| 7c.4 - Resolution concerning discharge from liability for - Bertrand Neuschwander (Boa | 338 276 442 | 99,79% | 283 222 | 0,08% | 440 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.5 - Resolution concerning discharge from liability for - Daniel Nodhäll (Board membe | 338 276 442 | 99,79% | 283 222 | 0,08% | 440 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.6 - Resolution concerning discharge from liability for - Lars Pettersson (Board memb | 338 271 442 | 99,79% | 283 222 | 0,08% | 445 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.7 - Resolution concerning discharge from liability for - Christine Robins (Board mem | 338 276 442 | 99,79% | 283 222 | 0,08% | 440 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 7c.8 - Resolution concerning discharge from liability for - Kai Wärm (CEO) (resigned Ap | 338 276 442 | 99,79% | 283 222 | 0,08% | 440 395 | 0,13% | 99,93% | 0,02% | 0,04% | | | |
| 8a - Determination of the number of Directors to be elected | 338 990 698 | 100,00% | | 9 361 | 0,00% | 119 084 167,0 | 99,99% | 7 326,1 | 0,01% | | | |
| 8b - Determination of the number of Auditors to be elected | 338 990 698 | 100,00% | | 9 361 | 0,00% | 119 084 167,0 | 99,99% | 7 326,1 | 0,01% | | | |
| 9 - Determination of remuneration to the Directors | 338 990 698 | 100,00% | | 9 361 | 0,00% | 119 084 167,0 | 99,99% | 7 326,1 | 0,01% | | | |
| 10a.1 - Election of Directors - Tom Johnstone | 296 542 295 | 87,48% | 39 577 973 | 11,67% | 2 879 791 | 0,85% | 95,98% | 4 495 477,1 | 3,77% | 294 369,1 | 0,25% | |
| 10a.2 - Election of Directors - Ulla Litzén | 318 028 617 | 93,81% | 20 431 264 | 6,03% | 540 178 | 0,16% | 96,70% | 3,25% | 0,05% | | | |
| 10a.3 - Election of Directors - Katarina Martinson | 300 892 939 | 88,76% | 37 447 772 | 11,05% | 659 348 | 0,19% | 96,75% | 3 797 005,1 | 3,19% | 72 324,8 | 0,06% | |
| 10a.4 - Election of Directors - Bertrand Neuschwander | 335 643 473 | 99,01% | 3 199 709 | 0,94% | 156 877 | 0,05% | 99,71% | 0,27% | 0,02% | | | |
| 10a.5 - Election of Directors - Daniel Nodhäll | 293 093 677 | 86,46% | 44 780 524 | 13,21% | 1 125 858 | 0,33% | 112 654 839,7 | 94,60% | 6 317 677,6 | 5,30% | 118 975,8 | 0,10% |
| 10a.6 - Election of Directors - Lars Pettersson | 296 175 735 | 87,37% | 39 939 533 | 11,78% | 2 884 791 | 0,85% | 114 264 990,9 | 95,95% | 4 531 633,1 | 3,81% | 294 869,1 | 0,25% |
| 10a.7 - Election of Directors - Christine Robins | 337 603 265 | 99,59% | 1 387 256 | 0,41% | 9 538 | 0,00% | 118 945 363,4 | 99,88% | 138 725,6 | 0,12% | 7 404,1 | 0,01% |
| 10a.8 - Election of Directors - Henric Andersson (nyval) | 332 015 959 | 97,94% | 6 909 421 | 2,04% | 74 679 | 0,02% | 118 386 693,1 | 99,41% | 690 942,1 | 0,58% | 13 857,9 | 0,01% |
| 10b - Election of Chair of the Board - Tom Johnstone | 300 460 233 | 88,63% | 35 594 717 | 10,50% | 2 945 109 | 0,87% | 115 178 892,6 | 96,71% | 3 611 699,6 | 3,03% | 300 900,9 | 0,25% |
| 11a - Election of external Auditors | 338 458 570 | 99,84% | 256 259 | 0,08% | 285 230 | 0,08% | 99,92% | 0,02% | 0,06% | | | |
| 11b - Determination of remuneration to external Auditors | 338 669 121 | 99,90% | 256 259 | 0,08% | 74 679 | 0,02% | 99,97% | 0,02% | 0,01% | | | |
| 12 - Resolution on remuneration guidelines for Group Management | 330 500 727 | 97,49% | 8 172 036 | 2,41% | 327 296 | 0,10% | 117 709 159,5 | 98,84% | 1 343 214,0 | 1,13% | 39 119,6 | 0,03% |
| 13 - Resolution regarding the adoption of a long term incentive program (LTI 2020) | 307 737 435 | 90,78% | 27 631 343 | 8,15% | 3 631 281 | 1,07% | 115 421 100,6 | 96,92% | 3 300 874,4 | 2,77% | 369 518,1 | 0,31% |
| 14 - Resolution on authorization to enter into equity swap arrangements to cover obliga | 307 737 435 | 90,78% | 27 631 343 | 8,15% | 3 631 281 | 1,07% | 115 421 100,6 | 96,92% | 3 300 874,4 | 2,77% | 369 518,1 | 0,31% |
| 15 - Resolution on authorization to resolve on the issuance of new shares | 338 417 928 | 99,83% | 507 452 | 0,15% | 74 679 | 0,02% | 99,95% | 0,04% | 0,01% | | | |

Appendix 2

Voting List

Appendix 3

Press release

Press release

Stockholm April 28, 2020

Husqvarna AB's Annual General Meeting – new meeting date and withdrawal of dividend proposal

The previously postponed 2020 Annual General Meeting (AGM) of Husqvarna AB is now rescheduled for June 26, 2020. The meeting will be held via mail-in voting to the extent permitted under currently pending rules. Otherwise, the AGM will be held physically in Stockholm, in a very scaled-back format. Due to the COVID-19 situation, the Board of Husqvarna AB has also decided to withdraw its prior proposal that the AGM approve a reduced dividend for fiscal year 2019, and instead proposes that no dividend be paid. A revised formal Notice of AGM for the new date, will be issued no later than May 27, 2020.

Changes to Dividend Proposal

Previously, in the Notice of AGM published on February 28, 2020, the Board of Directors proposed a dividend for financial year 2019 of SEK 2.25 per share. On March 19, 2020, the Board adopted a new proposal that the dividend for financial year 2019 be initially set at SEK 0.75 per share. Given the ongoing market instability and uncertainties regarding mid-term economic impacts of COVID-19, the Board no longer considers it prudent for the AGM to resolve on any dividend at the current time. Accordingly, the Board withdraws its proposal for prior AGM item 8b in its entirety.

The Chair of the Board, Tom Johnstone notes: “The decision to withdraw the dividend proposal is consistent with a number of measures the Company and Board are taking to reduce the impacts of COVID-19 on the Company. The Board will continuously re-evaluate the situation and may call an Extra General Meeting later this year to resolve on a potential dividend, if, at such time, the market is stabilized, and visibility of earnings is normalized”.

New Date and Potential Changes in Format of AGM

The AGM was originally scheduled to be held on April 2, 2020. In light of health concerns surrounding COVID-19, the Board decided to postpone the AGM to a later date. The Board has now resolved that the new date for the AGM shall be June 26, 2020 in Stockholm. In lieu of a physical meeting, it is the desire of the Company to hold such AGM pursuant to new rules which, if finally adopted, will permit annual meetings to be conducted in a manner where votes (and questions) are mailed-in to the Company in advance of the meeting. Should such “mail-in” option not be practical or possible (e.g., if the new rules are not finally approved), then the AGM will be physically held, but in a significantly scaled-back fashion to safeguard health.

More details, including a final decision on whether the AGM will be held physically or by mail-in process, will be included in a new formal notice of AGM which will be issued no later than May 27, 2020.

For additional information, please contact

Johan Andersson, Director, Corporate Communications and Investor Relations
+46 702 100 451 or ir@husqvarnagroup.com

This press release contains insider information that Husqvarna AB is required to disclose under the EU Market Abuse Regulation and the Securities Markets Act. The information was submitted for publication, through the contact person set out above, at 19.00 CET on April 28, 2020.

Appendix 3b

HUSQVARNA AB (publ) Proposals of the Nomination Committee to the 2020 Annual General Meeting (June 26, 2020)

This document is provided in accordance with Section 4.1 of the Swedish Code of Corporate Governance (the “**Swedish Code**”), and sets forth each proposal made by the Nomination Committee to the 2020 Annual General Meeting (“**AGM**”).¹ The rationale behind these proposals, together with an explanation of the Nomination Committee’s work, can be found in a separate document (the “**Nomination Committee’s Explanatory Statement**”) that has been published in connection with the Notice of AGM.

The below proposals correspond with the numbering (items) set forth in the agenda for the 2020 AGM proposed by the Board of Directors.

Election of Chair of the Meeting (item 2)

The Nomination Committee proposes that Björn Kristiansson be elected Chair of the AGM.

Determination of the number of Directors and Auditors to be elected (item 8)

The Nomination Committee proposes that the Board of Directors shall be comprised of eight Directors to be elected by the AGM and one audit firm.

Determination of remuneration to the Directors (item 9)

In light of the COVID-19 situation, the Nomination Committee proposes that there be no increase in Directors compensation for 2020. Instead, it proposes that Directors receive the same basic compensation for their board work (plus the same additional remuneration for committee work), as was approved at the 2019 AGM, as shown in the below table:

| | Proposal 2020 | 2019 | Percentage Increase |
|---|--------------------------|---------------|--------------------------------|
| Chair of the Board | SEK 2,000,000 | SEK 2,000,000 | 0% |
| Director | SEK 580,000 | SEK 580,000 | 0% |
| Audit Committee Chair | SEK 240,000 | SEK 240,000 | 0% |
| Audit Committee Member | SEK 135,000 | SEK 135,000 | 0% |
| People & Sustainability Committee* Chair | SEK 140,000 | SEK 140,000 | 0% |
| People & Sustainability Committee* Member | SEK 80,000 | SEK 80,000 | 0% |

* Formerly, the “Remuneration Committee”

In addition to the compensation described above, and reimbursement for travel expenses, the Nomination Committee proposes that the following compensation be paid to Directors for each physical meeting attended in Sweden (no change from prior year):

| Residence of Director | Per Meeting Compensation |
|-----------------------|--------------------------|
| Nordic Countries | None |
| Europe (non-Nordic) | SEK 10,000 |
| Outside of Europe | USD 3,500 |

¹ The AGM was originally scheduled to take place on April 2, 2020 and in connection therewith the Company issued a Notice of Meeting and other documents required by applicable law. Due to the COVID-19 situation, the AGM was postponed and then rescheduled for June 26, 2020. This document replaces and supersedes the corresponding document issued in connection with the original meeting date.

The Nomination Committee declares its expectation that each elected Director engage themselves financially in Husqvarna by acquiring Husqvarna shares within a period of five years, corresponding to approximately one year's remuneration, calculated before tax.

Election of Directors and Chair of the Board (item 10)

The Nomination Committee proposes re-election of Tom Johnstone, Ulla Litzén, Katarina Martinson, Bertrand Neuschwander, Daniel Nodhäll, Lars Pettersson and Christine Robins.

On April 2, 2020, Kai Wörn retired from his role as President & CEO and Board Member, and Henric Andersson became the new President & CEO. In light of this change, the Nomination Committee proposes that Henric Andersson be elected as a new member of the Board of Directors.

The Nomination Committee proposes that Tom Johnstone be appointed Chair of the Board.

Presentation of all proposed Directors, along with an evaluation of such proposed Directors' independence is set forth in **Appendix 1**.

Election of, and remuneration to, external Auditors (item 11)

a) Election of external Auditors

The Nomination Committee proposes the election of Ernst & Young as external Auditors for the period from the 2020 AGM up until the end of the 2021 AGM.

Ernst & Young AB has informed that, provided that the AGM adopts the Nomination Committee's proposal regarding election of Auditors (item 11), the registered auditor-in-charge will be authorized public accountant Hamish Mabon.

b) Determination of remuneration to external Auditors

The Nomination Committee proposes that the Auditors' fee shall be paid on the basis of approved invoice, in accordance with previous years' practice.

The Nomination Committee of Husqvarna AB (publ)
May 2020

Proposal on the Board of Directors by the Nomination Committee



Tom Johnstone, CBE, born 1955

Chair of the Board

M.A., University of Glasgow, Scotland, Hon. Doc. in B.A., University of South Carolina, US. Hon. Doc. in Science, Cranfield University, UK. Elected 2006. Member of the People & Sustainability Committee.

Other important board engagements: Board Chair of Combient AB and of the British-Swedish Chamber of Commerce. Vice Board Chair of Wärtsilä Corporation. Board member of Investor AB, Northvolt AB and Volvo Cars.

Previous positions: President & CEO of AB SKF 2003–2014. Executive Vice President of AB SKF 1999–2003. President Automotive Division, AB SKF 1995–2003.

Shareholding in Husqvarna: 990 A-shares, 14,800 B-shares, and 384,024 call options².



Ulla Litzén, born 1956

B. Sc., Stockholm School of Economics, Sweden and an MBA, Massachusetts Institute of Technology, US. Elected 2010. Chair of the Audit Committee.

Other important board engagements: Board member of AB Electrolux, Epiroc AB and Ratos AB.

Previous positions: President of W Capital Management AB, 2001–2005. Senior management positions and member of the Management Group, Investor AB 1996–2001. Managing Director, responsible for Core Holdings 1999–2000. President of Investor Scandinavia AB 1996–1998.

Shareholding in Husqvarna: 10,000 B-shares.



Katarina Martinson, born 1981

M. Sc., Stockholm School of Economics, Sweden. Elected 2012. Member of the Audit Committee.

Portfolio management for the Lundberg Family.

Other important board engagements: Board Chair of Indutrade AB. Board member of L E Lundbergföretagen AB, Fastighets AB L E Lundberg, Förvaltnings AB Lunden, L E Lundberg Kapitalförvaltning AB, Fidelio AB and AniCura AB.

Previous positions: Analyst at Handelsbanken Capital Markets 2008. Vice President at Strategas Research Partners LLC, New York, US 2006–2008. Investment research at ISI, International Strategy & Investment Group, New York, US 2005–2006.

Shareholding in Husqvarna: 113,478 A-shares, 378,737 B-shares.

² Consisting of (A) 192,012 call options issued by Investor AB entitling to purchase Husqvarna B-shares, and (B) 192,012 call options issued by L E Lundbergföretagen AB entitling to purchase Husqvarna B-shares.



Bertrand Neuschwander, born 1962

Graduate engineer, Institut National Agronomique de Paris-Grignon, France, with an MBA from INSEAD. Elected 2016. Member of the People & Sustainability Committee.

Other important board engagements: Board member of Serge Ferrari Group SA.

Previous positions: Chief Operating Officer, Groupe SEB, France 2014–2019. Senior Executive Vice President for Business Units Brands, Innovation & Strategy, Groupe SEB 2012–2014. Senior Executive Vice President for Business Units Brands & Innovation, Groupe SEB 2010–2012. CEO, Devanlay/Lacoste 2004–2009. Chair and Chief Executive Officer, Aubert Group 2001–2004.

Shareholding in Husqvarna: 7,500 B-shares.



Daniel Nodhäll, born 1978

M. Sc., Stockholm School of Economics, Sweden. Elected 2013. Member of the Audit Committee.

Managing Director, Head of Listed Core Investments at Investor AB.

Other important board engagements: Board member of Electrolux Professional AB (publ) and SAAB AB.

Previous positions: Analyst focused on the engineering sector at Investor AB since 2002.

Shareholding in Husqvarna: 10,000 B-shares.



Lars Pettersson, born 1954

M. Sc. in Applied Physics, Material Sciences, Uppsala University, Sweden. Hon. Doc. at Uppsala University, Sweden. Elected 2014. Chair of the People & Sustainability Committee.

Other important board engagements: Board Chair of KP-Komponenter A/S. Board member of Festo AG, AB Industrivärden, Indutrade AB and L E Lundbergföretagen AB.

Previous positions: President & CEO of AB Sandvik 2002–2011 and various positions within AB Sandvik 1978–2002.

Shareholding in Husqvarna: 5,000 B-shares.



Christine Robins, born 1966

BBA in Marketing and Finance, University of Wisconsin, Madison, US and an MBA at Marquette University, Milwaukee, WI, US. Elected 2017.

Previous positions: President & CEO of Char-Broil LLC, Columbus, GA, US 2014–2019. President & CEO of BodyMedia, Pittsburgh, PA, US 2009–2014. President & CEO of Philips Oral Healthcare, Seattle, WA, US 2005–2009. Marketing and Finance positions within S.C. Johnson company 1988–2005.

Shareholding in Husqvarna: American Depositary Receipts (ADR) B 1,866



Henric Andersson, born 1973

M. Sc. in Industrial Engineering & Management, Linköping Institute of Technology, Sweden.

President & CEO of Husqvarna AB as from April 2, 2020.

Previous positions: President Construction Division, Husqvarna 2015–2020. Various positions in Husqvarna Group; Senior Vice President, Technology Office, 2014–2015. Executive Vice President, Head of Product Management & Development, 2012–2015. Vice President Construction Equipment, 2008–2011. Vice President Commercial Lawn & Garden and President, Husqvarna Turf Care 2004–2008. Various positions in product and business management, Husqvarna 1997–2004.

Shareholding in Husqvarna: 56,065 B-shares

Requirements for independence

According to the Swedish Code, a majority of the directors of the Board elected at the general meeting should be independent in relation to the Company and the Company's management, and at least two of those Directors who are independent in relation to the Company and the Company's management should also be independent in relation to the Company's major shareholders.

The Nomination Committee is of the opinion that the proposed Board of Directors fulfils the requirements of the Swedish Code.

| Name | | Nationality | Independence in relation to the company and management | Independence in relation to major shareholders |
|-----------------------|--|-------------|--|--|
| Tom Johnstone | Chair of the Board and Member of the People & Sustainability Committee | UK | Yes | No |
| Ulla Litzén | Chair of the Audit Committee | SE | Yes | Yes |
| Katarina Martinson | Member of the Audit Committee | SE | Yes | No |
| Bertrand Neuschwander | Member of the People & Sustainability Committee | FR | Yes | Yes |
| Daniel Nodhäll | Member of the Audit Committee | SE | Yes | No |
| Lars Pettersson | Chair of the People & Sustainability Committee | SE | Yes | No |
| Christine Robins | | US | Yes | Yes |
| Henric Andersson | | SE | No | Yes |

Appendix 3c

HUSQVARNA AB (publ) Explanatory Statement of the Nomination Committee to the 2020 Annual General Meeting (“AGM”) (June 26, 2020)

*This document is provided in accordance with Section 2.6 of the Swedish Code of Corporate Governance (the “**Swedish Code**”), and explains how the Nomination Committee has conducted its work and the reasoning behind certain of the Nomination Committee’s proposals to the AGM³. The full list of such proposals is contained in a separate document (the “**Nomination Committee Proposals**”) that has been published in connection with the Notice of AGM.*

A. Establishment and Work of the Nomination Committee

According to the process first established at its 2013 AGM, Husqvarna AB has a five-member Nomination Committee that is established each year, and which consists of (A) one representative from each of the four largest shareholders in terms of voting rights, and (B) the Company’s Chair of the Board. The Nomination Committee for the 2020 AGM was formed in September 2019, and consists of the following persons (with nominating shareholder shown in parenthesis):

- Petra Hedengran (Investor AB), Chair of the Nomination Committee
- Claes Boustedt (L E Lundbergföretagen AB)
- Ricard Wennerklint (If Skadeförsäkring AB)
- Henrik Didner (Didner & Gerge Fonder AB)
- Tom Johnstone, Chair of the Husqvarna AB Board

The Nomination Committee has held two formal meetings and has had ongoing communication in between and following such formal meetings. The main work of the Nomination Committee has been to assess, and make proposals with respect to, the composition of, and compensation to, the Board of Directors. To assist the Nomination Committee in its work, the Chair of the Board has presented to the Committee (A) an evaluation of the current Board and its work, and (B) a report on the Company’s operations, objectives and strategies. The Nomination Committee has also been active in evaluating benchmarking information on Board compensation and in making a recommendation on the Company’s external auditor.

B. Explanation of Proposals regarding the Board of Directors

Actual Proposals

The Nomination Committee has proposed that the following eight persons be elected as Directors by the 2020 AGM:

1. **Tom Johnstone**
2. **Ulla Litzén**
3. **Katarina Martinson**
4. **Bertrand Neuschwander**
5. **Daniel Nodhäll**
6. **Lars Pettersson**
7. **Christine Robins**
8. **Henric Andersson (new election)**

Further information about all individuals proposed for election can be found in the separate “Nomination Committee Proposals” document.

The Nomination Committee has proposed that **Tom Johnstone** be re-elected as Chair of the Board of Directors.

³ The AGM was originally scheduled to take place on April 2, 2020 and in connection therewith the Company issued a Notice of Meeting and other documents required by applicable law. Due to the COVID-19 situation, the AGM was postponed and then rescheduled for June 26, 2020. This document replaces and supersedes the corresponding document issued in connection with the original meeting date.

Diversity & Breadth of Competence

The Nomination Committee's view, consistent with the Swedish Code, is that the composition of the Board should exhibit diversity and breadth, and that the Directors elected by the AGM should reflect those skills, experiences, and backgrounds needed for the Company's operations, growth, and other conditions. The Nomination Committee has applied Section 4.1 of the Swedish Code as its diversity policy.

In carrying out its work, the Nomination Committee paid particular attention to the following factors:

- The extent to which the current Board of Directors meets the requirements that are placed on the Board in light of the Company's situation, strategic development and future direction.
- The goal of having a diverse, gender-balanced Board of Directors.

The Nomination Committee believes that the current Directors are very well suited for carrying out Husqvarna AB's board work over the coming term of office. The Nomination Committee considers that the eight proposed Directors, together, have an appropriate composition to meet the Company's needs with respect to its operations and its competitive situation over the coming term.

Regarding diversity, the Nomination Committee noted that, of the non-management Board members proposed to be elected by the 2020 AGM (i.e., excluding the President & CEO):

- three of seven (43%) are women, and
- three of seven (43%) have a non-Swedish nationality.

Independence Requirements

Under the Swedish Code, a majority of the Directors to be elected by shareholders must be independent from the Company and its executive management (herein, "**Company Independent**"). Furthermore, at least two of those Directors deemed Company Independent must also be independent in relation to the Company's major shareholders (herein "**Shareholder Independent**"). The Nomination Committee has assessed each proposed Director and concluded that the Swedish Code's independence requirements are satisfied, as shown in the below chart:

| Proposed Director | Company Independent | Shareholder Independent |
|--------------------------|----------------------------|--------------------------------|
| Henric Andersson | NO | YES |
| Tom Johnstone | YES | NO |
| Katarina Martinson | YES | NO |
| Daniel Nodhäll | YES | NO |
| Lars Pettersson | YES | NO |
| Ulla Litzén | YES | YES |
| Bertrand Neuschwander | YES | YES |
| Christine Robins | YES | YES |

C. No Changes to "Criteria and Duties of the Nomination Committee"

The Nomination Committee has also reviewed the Criteria and Duties of the Nomination Committee, as last revised in 2013, and determined that no changes are needed at this time.

D. Statement re Election of Auditor

In accordance with Section 2.1 of the Swedish Code, the Nomination Committee is required to present proposals on the election and remuneration of the Company's external (statutory) auditor. Such proposals are normally based on a recommendation received from the Company's Audit Committee. In the case of the 2020 AGM, the Nomination Committee has adopted, in full, the Audit Committee's proposal and rationale, as more fully described below.

The term of appointment for the Company's current external auditor, Ernst & Young, will expire at the end of 2020 AGM. The Audit Committee is of the view that, during the current term of appointment, Ernst & Young has carried out its responsibilities well and at a reasonable cost. Accordingly, the Audit Committee has recommended that Ernst & Young be reappointed by the 2020 AGM as the Company's

external auditor, with authorized public accountant, Hamish Mabon, continuing to act as auditor-in-charge.

Based on such recommendation, the Nomination Committee is proposing that Ernst & Young be appointed as the Company's external auditor, for a one-year term, i.e. until the end of the 2021 AGM.

The Nomination Committee further proposes (in accordance with the proposal received from the Audit Committee) that the external Auditors' fee shall be paid on the basis of approved invoice, in accordance with previous years' practice.

The Nomination Committee, May 2020

Appendix 4

Proposals by the Board of Directors to be presented at the Annual General Meeting ("AGM") of Shareholders of Husqvarna AB (publ) on Friday, June 26, 2020

The below proposals correspond with the numbering set forth in the agenda proposed by the Board of Directors, as set forth in the separate Notice of AGM.

Proposed distribution of earnings (item 7 b)

The Board of Directors proposes no dividend for financial year 2019 (a deviation from the proposal presented in the Annual Report).

Resolution on remuneration guidelines for Group Management (item 12)

The Board of Directors proposes that the following remuneration guidelines, for the CEO and other members of Group Management, should be approved by the 2020 AGM.

These guidelines do not apply to any remuneration otherwise decided or directly approved by the AGM or other general meeting.

The overarching ambition of the Company's strategy is market leadership, of which long-term profitable growth and being an innovation leader are important aspects. Built on a strategy for market leadership, the Company's business model is designed for profitable growth, bringing the best forestry, lawn and garden and construction solutions to the market by maximizing assets and minimizing waste and carbon dioxide from operations. Further information on the Company's strategy and financial targets can be found on the Company's website <http://www.husqvarnagroup.com/en/financial-targets>.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration.

The guidelines set forth in this item shall apply to remuneration and other employment conditions of Group Management, as defined in the Company's Annual Report. The guidelines shall apply to contracts of employment entered into after the 2020 AGM and also to amendments made thereafter to contracts of employment which are in force.

Remuneration to members of Group Management shall be on market terms and based on the position held, individual performance and Group performance, and shall be on a competitive basis in the country of employment. The overall remuneration package for Group Management is comprised of fixed cash salary, variable cash remuneration in the form of short-term incentives based on annual performance targets, long-term incentives, pension and other benefits. In addition, there are conditions on notice of termination and severance pay.

Additionally, the general meeting may – irrespective of the guidelines – resolve on, among other things, share-related or share price-related remuneration.

The Company shall aim to offer a competitive total remuneration (i.e., all remuneration elements described below) level with a primary focus on "pay for performance".

Fixed cash salary

Fixed salary shall constitute the basis for total remuneration and may amount to not more than 70% of the total remuneration. The salary shall be related to the relevant market and shall reflect the degree of impact, contribution and knowledge involved in the position. The salary levels shall be reviewed regularly (normally annually) in order to ensure continued competitiveness and reward performance.

Variable cash remuneration (Short-term Incentive, "STI")

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 150% of the fixed salary and

not more than 50% of the total remuneration. The Board of Directors decides whether the maximum levels shall be utilized or if a lower level shall be used. The level of STI is set by the Board of Directors based on size of position, taking into account degree of impact, contribution and knowledge involved in the position but also country of employment.

The STI shall be based on the financial result for the Company and/or for the business unit for which the member of Group Management is responsible. The variable remuneration shall be based on predetermined and measurable criteria, such as operating income, net sales growth, operating working capital and cost efficiency programs. Each criteria/target has a defined minimum/entry level, which must be exceeded for variable remuneration to be paid, and a maximum/stretch level. The criteria are designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability. The extent to which the criteria for awarding variable remuneration has been satisfied shall be evaluated/determined when the applicable one-year measurement period has ended. The People & Sustainability Committee (formerly the Remuneration Committee)⁴ is responsible for the evaluation and it shall be based on the latest financial information made public by the Company.

Long-term incentive

The Board of Directors will annually evaluate if a long-term incentive program should be offered and be proposed to the AGM. The award level of such long-term incentive program may amount to not more than 120% of the fixed salary when the program is launched and not more than 50% of the total remuneration.

Pension and other benefits

Pension and disability benefits shall be designed to reflect regulations and practice in the country of employment. Pension plans shall be defined contribution plans and the employer contribution, including contributions for disability pension/insurance, may amount to not more than 40% of the fixed cash salary and not more than 30% of the total remuneration.

Other benefits may include, for example, life and health care insurance, housing allowance and company cars. Costs relating to such benefits may amount to not more than 20% of the fixed cash salary and not more than 15% of the total remuneration. For employments governed by mandatory rules, pension and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Group Management members who are expatriates may receive additional remuneration and benefits to the extent reasonable in light of the special circumstances associated with the expatriate arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such remuneration and benefits may not in total exceed 80% of the fixed cash salary.

Termination of employment

The notice period may not exceed twelve months if notice of termination of employment is made by the Company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to fixed salary for two years. The period of notice may not exceed six months when termination is made by the Group Management member, unless there is a right to severance pay to compensate for a longer notice period. Members of Group Management shall be obliged not to compete with the Company during the notice period. Based on the circumstances in each case, a non-compete obligation with continued severance pay may be applied also after the end of the notice period. Non-compete obligation shall not apply for more than 24 months from the end of the notice period and the severance pay during such non-compete period may not exceed an amount equivalent to the fixed salary.

Additionally, remuneration may be paid for non-compete undertakings to compensate for loss of income and shall only be paid in so far as the previously employed Group Management member is not entitled to severance pay. The remuneration shall amount to not more than 60% of the fixed salary at the time of termination of employment, unless otherwise provided by mandatory collective agreement provisions,

⁴ This Committee is intended to be a "remuneration committee", within the meaning of Section 9 of the Swedish Code of Corporate Governance.

and be paid during the time the non-compete undertaking applies, however not for more than 24 months following termination of employment.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the People & Sustainability Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report to be published in accordance with the EU Shareholder Rights Directive.

The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a People & Sustainability Committee, which qualifies as a "remuneration committee" within the meaning of the Swedish Code of Corporate Governance (the "Committee"). The Committee's tasks include preparing the Board of Directors' decision to propose guidelines for Group Management remuneration. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The People & Sustainability Committee shall also monitor and evaluate programs for variable remuneration for Group Management, the application of the guidelines for Group Management remuneration as well as the current remuneration structures and compensation levels in the Company.

The members of the People & Sustainability Committee are independent of the Company and its Group Management. The CEO and other members of Group Management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of Directors may resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the People & Sustainability Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines. Any derogation from the guidelines must not cause any of the remuneration elements to exceed two times the maximum level specified in these guidelines.

Resolution regarding the adoption of a long term incentive program (LTI 2020) (item 13)

Summary of the program

The Board of Directors proposes that the 2020 AGM resolves to adopt a performance based long term incentive program ("**LTI 2020**") in line with the following description. The program is based on the same principles as the incentive program granted in 2019 (LTI 2019).

LTI 2020 is proposed to be offered to a maximum of 100 senior managers within the Husqvarna Group and offers participants the opportunity to receive "performance share awards". Subject to the fulfilment of certain performance targets and conditions during a three year vesting period, performance share awards to be granted in 2020 will vest and give right to Husqvarna B-shares in accordance with the following.

Participants in LTI 2020 will be granted a number of performance share awards based on such participant's annual target income (fixed salary plus variable salary at a target level) in 2020.

The number of performance share awards that vest and give rights to receive B-shares further depends on the fulfilment of certain levels of increase of the Company's value creation (defined as Earnings Before Interest and Tax – Average Net Assets x Weighted Average Cost of Capital), during the calendar years 2020-2022, as determined by the Board of Directors. These levels are "Entry", "Target" and "Stretch". Entry constitutes a minimum level which must be exceeded in order for the performance

share awards to vest and give right to B-shares. The levels correspond to the following number of B-shares, with a linear progression between each level:

- Entry: 10% of annual target income / the share price SEK 74.66⁵
- Target: 33% of annual target income / the share price SEK 74.66²
- Stretch: 66% of annual target income / the share price SEK 74.66²

If the price for the B-shares would increase more than 200% during the three year vesting period, the number of performance share awards that vest and give right to B-shares will be limited to the value of the maximum allocation at Stretch level at a share price increase of 200% from grant of share awards to vesting (vesting period). This limitation enables control and predictability over the maximum scope and cost of the program.

Additional terms & conditions

The performance share awards shall be governed by the following terms and conditions:

- Shares are allotted free of charge
- Are vested three years after grant (vesting period)
- Vesting of performance share awards and allotment of B-shares in Husqvarna requires that the participant is then, with certain exceptions, still employed by the Husqvarna Group
- Carry no right to compensation for dividends on underlying shares
- Are non-transferable

Design and administration

The Board of Directors, or a committee established by the Board, shall be responsible for the detailed design and administration of LTI 2020, in accordance with the presented terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet domestic or foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the Husqvarna Group, or its environment, would result in the resolved terms and conditions for LTI 2020 no longer being appropriate to apply.

Allotment

In accordance with the above principles and assumptions, LTI 2020 will comprise the following number of B-shares for the different categories of participants: the CEO, approximately 119,000 B-shares, other members of Group Management, each approximately an average of 42,000 B-shares, corresponding to a total of approximately 378,000 B-shares, and other participants, each approximately an average of 19,000 B-shares, corresponding to a total of approximately 1,710,000 B-shares. The above stated numbers are calculated assuming the attainment of performance level Stretch as described above.

Scope and costs of LTI 2020

LTI 2020 is estimated to comprise a maximum of 2.3 million B-shares, which corresponds to less than 0.4% of the total number of outstanding shares. The Company has approximately 576 million shares outstanding. The issued and outstanding rights to shares in accordance with the Company's previous outstanding incentive programs (LTI 2017, LTI 2018 and LTI 2019) correspond to approximately 0.8% of the total number of outstanding shares. The Company's incentive programs' effect on important key figures is only marginal. Information on LTI 2017, LTI 2018 and LTI 2019 can be found in the Annual Report for 2019, note 4, and on the Company's website, www.husqvarnagroup.com.

LTI 2020 will be accounted for in accordance with IFRS 2 – Share-based Payment. IFRS 2 stipulates that the performance share awards should be expensed as personnel costs over the vesting period and will be reported directly against equity. Estimated social security charges will be recorded as a personnel expense in the income statement by current reservations. The cost for LTI 2020 is estimated to amount to SEK 82m before tax, if the performance level Target is reached, and is allocated over the years 2020-2023. The corresponding cost at performance level Stretch is estimated to SEK 164m. Financing costs and social security charges are included in the estimated amounts. The estimation of

⁵ Corresponding to the average closing price of Husqvarna's B-share at Nasdaq Stockholm during December 2019, January 2020 and February 2020.

cost above is based on the assumptions that the share price is SEK 75 at the time of grant of the performance share awards, that the annual share price increase for the Company's B-shares is 5%, that social security charges amount to 25% and that the annual employee turnover is 5% among the participants of LTI 2020.

In order to ensure delivery of Husqvarna B-shares under LTI 2020 and to limit the costs, including social security charges, for LTI 2020, the Board of Directors will adopt hedging measures, such as equity swap agreements with third parties, under which the third party would in its own name buy and transfer Husqvarna B-shares to the participants in accordance with LTI 2020 provided that the AGM resolves in accordance with Item 13 on the agenda. The hedging options are described below under Item 14 of the agenda. The intention is to not issue new shares as a result of LTI 2020.

The rationale for the proposal

The purpose of LTI 2020 is to influence and award long term performance, align shareholders' and managements' interest, attract and retain key employees and provide variable remuneration instead of fixed salary. In light of the above, the Board of Directors believes that adopting LTI 2020 will have a positive effect on the development of the Husqvarna Group and consequently that it will be beneficial to both the shareholders and the Company.

Preparation

LTI 2020 is based on the same principles as LTI 2019 and has in accordance with guidelines set out by the People & Sustainability Committee been prepared by Group Management in consultation with external advisors, taking into consideration evaluations of previous incentive programs. LTI 2020 has been reviewed at meetings of the Board of Directors in 2019 and 2020.

Resolution on authorization to enter into equity swap arrangements to cover obligations under LTI 2020 and any previously resolved LTI programs (item 14)

The Board of Directors proposes that the 2020 AGM authorizes the Board of Directors to pass a resolution, on one or more occasions, for the period up until the next AGM, to direct the Company to enter one or more equity swap agreements with a third party (e.g., a bank), on terms and conditions in accordance with market practice, to hedge the obligations of the Company under LTI 2020 and any previously resolved incentive programs (the "**Covered Programs**"). Under such equity swap arrangements, in exchange for certain fees paid by the Company, the third party acquires (in its own name) such number of Husqvarna B-shares as are necessary to cover the Company's obligations under the Covered Programs and then, transfer (in its own name) such shares to the participants per the terms of the Covered Programs.

Resolution on authorization to resolve on the issuance of new shares (item 15)

The Board of Directors proposes that the 2020 AGM authorizes the Board to resolve to issue not more than 57,634,377 B-shares, which represents 10% of the total number of shares in the Company, against payment in kind, on one or several occasions, during the period until the next AGM.

The price for the new shares shall be based on the market price of the Company's B-shares. The purpose of the authorization is to facilitate acquisitions where the consideration will be paid with own shares.

Majority Requirements

For a valid resolution of all agenda items above, a shareholder majority of half of the votes cast at the AGM is required.

Stockholm in May 2020
Husqvarna AB (publ)
The Board of Directors