

**Proposals by the Board of Directors to be presented at the
Annual General Meeting ("AGM") of Shareholders
of Husqvarna AB (publ) on Tuesday, April 9, 2019**

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 8 b)

The Board of Directors proposes a dividend for financial year 2018 of SEK 2.25 per share, to be paid in two installments, firstly SEK 0.75 per share with Thursday, April 11, 2019 as the first record day, and secondly SEK 1.50 per share with Friday, October 11, 2019 as the second record day. Assuming the AGM resolves in accordance with the Board of Directors' proposal, the estimated (i) last day for trading in Husqvarna AB shares with right to the applicable part of the dividend payment (ii) applicable record day, and (iii) date for payment from Euroclear Sweden AB for each of the installments are as follows:

	First Installment (SEK 0.75 per share)	Second Installment (SEK 1.50 per share)
Last day for trading	April 9, 2019 (Tuesday)	October 9, 2019 (Wednesday)
Record Day	April 11, 2019 (Thursday)	October 11, 2019 (Friday)
Payment Date	April 16, 2019 (Tuesday)	October 16, 2019 (Wednesday)

Resolution on principles for remuneration for Group Management (item 13)

For the President & CEO (hereinafter "CEO") and other members of Group Management, the principles for remuneration as set out below and approved by the 2018 AGM currently apply. The Board of Directors proposes that the corresponding principles should be approved by the 2019 AGM for the period up to and including the 2020 AGM.

The principles set forth in this item shall apply to remuneration and other employment conditions of Group Management. The principles shall apply to contracts of employment entered into after the 2019 AGM and also to amendments made thereafter to contracts of employment which are in force. Remuneration to Group Management is determined by the Board of Directors based on proposals from the Remuneration Committee.

Principles

In general, remuneration to members of Group Management shall be 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 salary, variable salary 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.

Husqvarna Group shall aim to offer a competitive total remuneration level with a primary focus on "pay for performance".

Fixed salary

Fixed salary shall constitute the basis for total remuneration. The salary shall be related to the relevant market and shall reflect the degree of responsibility involved in the position. The salary levels shall be reviewed regularly (normally through an annual evaluation of salaries) in order to ensure continued competitiveness and in order to correctly reward performance.

Variable salary (Short-term Incentive, "STI")

Members of Group Management shall be entitled to STI in addition to the fixed salary. The STI shall be based on the financial result for the Group and/or for the business unit for which the member of Group Management is responsible. In addition, performance indicators can be used in order to focus on matters of special interest to the Company. Clearly defined objectives for "target" and "stretch" levels of performance shall be stated in the beginning of the year and reflect the plans approved by the Board of Directors. STI shall be dependent on the position and may amount to a maximum of 50% of the fixed salary on attainment of the "target" level and a maximum of 100% of the fixed salary on attainment of "stretch" level, which also is the maximum STI. In the US, the STI component is normally higher and may amount to a maximum of 100% on attainment of the "target" level and a maximum of 150% of the

fixed salary on attainment of the "stretch" level. The Board of Directors decides whether the maximum levels, 50/100/150%, shall be utilized or if a lower level shall be used.

Long-term incentive

The Board of Directors will annually evaluate if a long-term incentive program (e.g. share or share price based) should be proposed to the AGM.

Pensions and insurance

Pension and disability benefits shall be designed to reflect regulations and practice in the country of employment and the value of the benefits shall match normally accepted levels in the country. If possible, pension plans shall be defined contribution plans in accordance with the Pension and other Benefits Policy.

Other benefits

Other benefits can be provided in accordance with normal practice in the country where the member of Group Management is employed. However, these benefits shall not constitute a significant part of the total remuneration.

Notice of termination and severance pay

Members of Group Management shall be offered notice periods and levels of severance pay which are in line with accepted practice in the country where the member is employed. 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 payment may be applied also after the end of the notice period. Such non-compete obligation shall not apply for more than 24 months from the end of the notice period.

Authority for the Board to deviate from the principles

Under special circumstances, the Board of Directors may deviate from these principles. In case of such deviation, the next AGM shall be informed of the reasons.

The main conditions for remuneration to Group Management in the current employment agreements are stated in note 4 in the Annual Report for 2018.

Estimated remuneration to the CEO and other members of Group Management for the business year 2019

The total remuneration to members of Group Management for 2019 is estimated to amount to between SEK 56m and SEK 105m depending on the degree to which the targets (entry-target-stretch) of the variable remuneration (variable salary and long term incentive cost) will be reached.

Group Management shareholding requirement

The CEO and other members of Group Management are expected, during the first five years in the position, to build up a personal holding of Husqvarna B-shares corresponding to a value of one annual salary (fixed gross salary) which is applicable for a particular year and then maintain such value throughout his/her time as a Group Management member.

Resolution regarding the adoption of a long term incentive program (LTI 2019) (item 14)

Summary of the program

The Board of Directors proposes that the 2019 AGM resolves to adopt a performance-based long term incentive program ("**LTI 2019**"). The program is based on the same principles as the incentive program granted in 2018 (LTI 2018).

LTI 2019 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 2019 will vest and give right to Husqvarna B-shares in accordance with the following.

Participants in LTI 2019 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 2019.

The number of performance share awards that vest and give rights to receive B-shares further depends on the fulfilment of the Company's long term financial objectives specified as certain levels of increase of the Company's operating margin (weight 40%), net sales (weight 30%) and decrease of operating working capital in relation to net sales (weight 30%), 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 price¹
- Target: 33% of annual target income / the share price¹
- Stretch: 66% of annual target income / the share price¹

Regarding the CEO, such levels are increased to 40% of annual target income at Target, and 80% for Stretch.

If the price for the B-shares would increase more than 100% during the three year vesting period, the number of performance share awards that vest and give right to B-shares will be reduced, whereby the maximum value to be received by each participant under LTI 2019 will be limited to the value of the maximum allocation at Stretch level at a share price increase of 100% during the 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 2019, 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 2019 no longer being appropriate to apply.

Allotment

In accordance with the above principles and assumptions, LTI 2019 will comprise the following number of B-shares for the different categories of participants: the CEO, approximately 183,000 B-shares, other members of Group Management, each approximately an average of 39,000 B-shares, corresponding to a total of approximately 390,000 B-shares, and other participants, each approximately an average of 19,000 B-shares, corresponding to a total of approximately 1,691,000 B-shares. The above stated numbers are calculated assuming the attainment of performance level Stretch as described above.

Scope and costs of LTI 2019

LTI 2019 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 2016, LTI 2017 and LTI 2018) 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 2016, LTI 2017 and LTI 2018 can be found in the Annual Report for 2018, note 4, and on the Company's website, www.husqvarnagroup.com.

¹ Corresponding to the average closing price of Husqvarna's B-share at Nasdaq Stockholm during February 2019.

LTI 2019 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 2019 is estimated to amount to SEK 79m before tax, if the performance level Target is reached, and is allocated over the years 2019-2022. The corresponding cost at performance level Stretch is estimated to SEK 158m. Financing costs and social security charges are included in the estimated amounts. The estimation of cost above is based on the assumptions that the share price is SEK 70 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 2019.

In order to ensure delivery of Husqvarna B-shares under LTI 2019 and to limit the costs, including social security charges, for LTI 2019, 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 2019 provided that the AGM resolves in accordance with Item 14 on the agenda. The hedging options are described below under Item 15 of the agenda. The intention is to not issue new shares as a result of LTI 2019.

The rationale for the proposal

The purpose of LTI 2019 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 2019 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 2019 is based on the same principles as LTI 2018 and has in accordance with guidelines set out by the Remuneration Committee been prepared by Group Management in consultation with external advisors, taking into consideration evaluations of previous incentive programs. LTI 2019 has been reviewed at meetings of the Board of Directors in 2018 and 2019.

Resolution on authorization to enter into equity swap arrangements to cover obligations under LTI 2019 and any previously resolved programs (item 15)

The Board of Directors proposes that the 2019 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 2019 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 16)

The Board of Directors proposes that the 2019 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.

The Board of Directors' reasoned statement is set forth in **Appendix A**.

The Board of Directors' statement in accordance with Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act (2005:551)

Background

The Board of Directors hereby presents the following statement in accordance with Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act.

The reasons for the Board of Directors view that the proposed dividend is compliant with the provisions of Chapter 17 Section 3 Paragraphs 2 and 3 of the Swedish Companies Act are the following.

The assets and liabilities have been valued at actual value pursuant to Chapter 4 Section 14a of the Annual Reports Act (1995:1554). If the valuation had not been made at actual value, the equity would have been SEK 18,000t higher.

The nature, scope and risks of the business

The nature and scope of the Company's and the Group's business are set out in the Articles of Association and previous annual reports. The business carried out by the Company and the Group does not entail greater risks than risks that exist or is likely to exist in the industry or such risks which are generally associated with running business operations. As regards material events, reference is made to the Report by the Board of Directors in the Annual Report for 2018. The Company's and the Group's dependence on business cycles does not deviate from what is otherwise common in the industry.

The financial position of the Company and the Group

The financial position of the Company and the Group as of 31 December 2018 is described in the most recent Annual Report. The Annual Report also states the accounting principles that have been applied for valuation of assets, reserves and liabilities.

From the Board of Directors' dividend proposal, it follows that the Board of Directors proposes a dividend of SEK 2.25 per share, to be paid in two installments, firstly SEK 0.75 per share with Thursday, April 11, 2019 as the first record day, and secondly SEK 1.50 per share with Friday, October 11, 2019 as the second record day. The total proposed dividend represents 5.7% of the Company's equity and 8.0% of the Group's equity.

The Annual Report shows that the Parent Company's equity/assets ratio amounts to 51% and the Group's equity/assets ratio is 41%. The Company's and the Group's equity/assets ratio does not differ from what is common within the industry. The proposed dividend does not jeopardize the investments which are deemed necessary for the business.

The proposed dividend does not affect the Company's and the Group's ability to fulfil its current and future payment obligations in a timely manner. The Company's and the Group's liquidity forecast comprises a readiness to handle variations in the ordinary payment obligations of the Company.

The Company's and the Group's financial position does not give rise to any other conclusion than that the Company will be able to continue its business and that the Company and the Group can be expected to fulfil its obligations on both a short and long-term basis.

The Board of Directors makes the assessment that the size of the Company's and the Group's equity is reasonable in relation to the scope of the Company's and the Group's business and the risks tied to the Company's business when taking into account the proposed dividend.

Conclusion

With reference to the above, and to what otherwise has been brought to the attention of the Board of Directors, the Board of Directors is of the opinion that the dividend is justifiable in light of the provisions of Chapter 17 Section 3 Paragraph 2 and 3 of the Swedish Companies Act.

Stockholm in March 2019
Husqvarna AB (publ)
The Board of Directors