

Husqvarna AB (publ) Nomination Committee's motivated opinion regarding proposal of the Board of Directors at the Annual General Meeting on Thursday April 10, 2014

Background

In accordance with the decision by the Annual General Meeting in April 2013, Husqvarna shall have a Nomination Committee consisting of representatives of each of the four largest shareholders in terms of voting rights, who have expressed a wish to participate in the nomination committee work, and the Company's Chairman of the Board.

The four largest shareholders have appointed the following representatives who, together with Husqvarna's Chairman of the Board, will form the Nomination Committee.

The Nomination Committee's members are:

- Petra Hedengran, Investor AB, Chairman of the Nomination Committee
- Claes Boustedt, L E Lundbergföretagen AB
- Ramsay J. Brufer, Alecta
- Henrik Didner, Didner & Gerge Fonder (as of December 5, 2013, Henrik Didner decided at his own request to resign from Husqvarna's Nomination Committee)
- Lars Westerberg, Chairman of the Husqvarna Board

The Nomination Committee's proposal regarding the Board of Directors:

- Nine Board Members to be elected by the AGM, and no deputies.
- Re-election of Lars Westerberg, Magdalena Gerger, Tom Johnstone, Ulla Litzén, Katarina Martinson and Daniel Nodhäll.
- New election of Lars Pettersson, David Lumley and Kai Wärn.
- Re-election of Lars Westerberg as Chairman of the Board of Directors.

Hans Linnarson resigned as a Board Member on July 22, 2013. Ulf Lundahl and Anders Moberg have declined re-election.

Motivated opinion

The Nomination Committee's view is that – in accordance with existing regulations, i.a. the Swedish Code of Corporate Governance – the composition of the Board should exhibit diversity and breadth, and members elected by the AGM should reflect the various skills, experiences, and backgrounds needed for the Company's operations, growth, and other conditions.

The Nomination Committee has been presented with an evaluation of the Board and its work as well as the Chairman of the Board's report on the operations, objectives and strategies of the Company. To assess the degree to which the current Board of Directors meets the requirements that are placed on the Board following the Company's situation, strategic development and future direction, the Board's size and composition, as regards, for example, diversity, industry experience and skills, has been discussed. In order to strive to attain diversity, the Nomination Committee has taken into consideration inter alia the objective to achieve a more equal composition of the Board, as regards gender representativity.

The Nomination Committee proposes that the current Board Members Lars Westerberg, Magdalena Gerger, Tom Johnstone, Ulla Litzén, Katarina Martinson and Daniel Nodhäll are re-elected. The Nomination Committee proposes new election of Lars Pettersson, David Lumley and Kai Wärn to fill the vacancies after departing Board Members.

As a basis for its work related to the proposal of new Board Members, the Nomination Committee had inter alia an external evaluation of suitable candidates, where the background, skills and experience of each candidate have been analysed. The Nomination Committee believes that the proposed three new Board Members can bring broad and much valuable experience and skills from various relevant industries, as well as valuable and necessary international expertise.

It is the opinion of the Nomination Committee that the proposed nine Board Members are very well suited for carrying out Husqvarna's Board work over the coming term of office.

The Nomination Committee considers that the proposed Board of Directors has an appropriate composition to meet the Company's needs with respect to its operations and its competitive situation. The Nomination Committee has paid particular attention to the increasing international competition and the demands it places on the Board's skills, knowledge about the different operations and the ability to foresee the outcome and risks at different markets. The Nomination Committee has also paid attention to other criteria, i.e. Members' different backgrounds, experience and diversity.

The Nomination Committee has assessed if the Board Members fulfil the requirements of independency as set forth in the Swedish Code of Corporate Governance. The Nomination Committee has assessed that eight out of the nine proposed Board Members are independent in relation to the Company and management. Kai Wärn, the Company's President and CEO, constitutes an exception. The Nomination Committee has also assessed that five out of the nine proposed Board Members are independent in relation to the Company's major shareholders. Tom Johnstone, Lars Pettersson, Katarina Martinson and Daniel Nodhäll are assessed as non-independent by the Nomination Committee.

It is therefore the opinion of the Nomination Committee that the proposal for the composition of the Board meets the requirements of NASDAQ OMX Stockholm and the Swedish Code of Corporate Governance for independent Board Members.

Information about all individuals proposed as Members of Husqvarna AB's Board, and the Nomination Committee's evaluation of each Member's independence, can be found on the Company's website.

The Nomination Committee, March 2014