

Proposals by the Nomination Committee to be presented at the Annual General Meeting of shareholders of Husqvarna AB (publ) on Tuesday April 21, 2015

The below proposals correspond with the numbering set forth in the agenda proposed by the Board of Directors.

Election of Chairman of the Meeting (item 2)

The Nomination Committee proposes that Lars Westerberg is elected chairman of the Annual General Meeting.

Determination of the number of Directors to be elected (item 9)

The Nomination Committee proposes that the Board of Directors shall comprise eight Directors to be elected by the Annual General Meeting, and no deputies.

Determination of remuneration to the Directors and the Auditors (item 10)

The Nomination Committee proposes a Board remuneration of SEK 5,260,000 in total (previously SEK 5,595,000), whereof SEK 1,725,000 (previously SEK 1,675,000) to the Chairman of the Board and SEK 500,000 (previously SEK 485,000) to each of the other Directors elected by the Annual General Meeting and not employed by the Company. For work within the Remuneration Committee, it is proposed that the Chairman shall receive an unchanged remuneration of SEK 100,000 and the two members an unchanged remuneration of SEK 50,000 each. For work within the Audit Committee, it is proposed that the Chairman shall receive an unchanged remuneration of SEK 175,000 and the two members shall receive a remuneration of SEK 80,000 (previously SEK 75,000) each.

The Nomination Committee's proposal implies an increase of the remuneration equal to approximately 3% compared to the prior total remuneration for the Directors' work in relation to the Board of Directors related work, and an increase of the total remuneration for the Audit Committee members of approximately 7% compared to the remuneration for the Audit Committee, as resolved by the AGM 2014.

A separate remuneration for attending meetings is proposed to be paid in addition to the basic remuneration and compensation for travel related costs in accordance with the following principle: For attendance at a physical Board meeting in Sweden a remuneration per meeting in accordance with the below:

- a) For a Director with residence within the Nordic countries; no extra meeting remuneration;
- b) For a Director with residence outside the Nordic countries but within Europe; SEK 10,000;
- c) For a Director with residence outside Europe; SEK 20,000.

The Nomination Committee declares that it expects the Directors to 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.

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

Election of Directors and Chairman of the Board (item 11)

The Nomination Committee proposes re-election of Magdalena Gerger, Tom Johnstone, Ulla Litzén, David Lumley, Katarina Martinson, Daniel Nodhäll, Lars Pettersson and Kai Wörn.

Lars Westerberg has declined re-election.

The Nomination Committee proposes that Tom Johnstone is appointed Chairman of the Board.

Presentation of all proposed Directors including evaluation of the Directors' independence is set forth in **Appendix 1**.

The Nomination Committee of Husqvarna AB (publ)
March 2015

Annual General Meeting 2015

Proposal on the Board of Directors by the Nomination Committee



Magdalena Gerger, born 1964

M.Econ. and MBA, Stockholm School of Economics, Sweden, and has been a member of the Board since 2010.

President of Systembolaget AB.

Other important board engagements: Board member of Investor AB and IFN (the Research Institute of Industrial Economics). Member of IVA (Royal Swedish Academy of Engineering Sciences) and of the Swedish Trade Federation (*Svensk Handel*).

Previous positions: Senior Vice President and responsible for Marketing & Innovation in the Nordic region, Arla Foods 2005–2009, Management consultant Futoria AB 2004, Category Director (UK and Ireland), Nestlé UK Ltd 2000–2003, ICI Paints 1998–2000 and in Procter & Gamble 1996–1997.

Shareholding in Husqvarna: 3,100 A-shares.



Tom Johnstone, born 1955

M.A., University of Glasgow, Scotland, Hon. Doc. in B.A., University of South Carolina, USA, Hon. Doc. in Science, Cranfield University, UK, and has been a member of the Board since 2006. Chairman of the Remuneration Committee.

Other important board engagements: Board member of AB SKF and Investor AB.

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

Shareholding in Husqvarna: 990 A-shares and 4,800 B-shares.



Ulla Litzén, born 1956

M. Sc. in Econ., Stockholm School of Economics, Sweden and MBA, Massachusetts Institute of Technology, USA, and has been a member of the Board since 2010. Chairman of the Audit Committee.

Other important board engagements: Board member of Atlas Copco AB, AB SKF, Boliden AB, Alfa Laval AB and NCC 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.



David Lumley, born 1954

B.A in Communications/Marketing, Western Illinois University, Macomb, Illinois, USA; MSJ Journalism, Northwestern University Medill School of Journalism, Evanston, Illinois, USA and MBA, Northwestern University Kellogg School of Management, Evanston, Illinois, USA, and has been a member of the Board since 2014. Proposed to be member of Remuneration Committee.

President and CEO and Board member of Spectrum Brands, Middleton, Wisconsin, USA.

Previous positions: President Rubbermaid Home Products, Newell-Rubbermaid Inc., Atlanta, Georgia, USA. President and CEO, EAS Inc., Golden, Colorado, USA. President Brunswick Bicycles, Brunswick Corp., Lake Forest, Illinois, USA. President OMC International and Senior Vice President Marine Power Group, Outboard Marine Corp., Waukegan, Illinois, USA. General Manager Wilson Sporting Goods Co., Chicago, Illinois, USA.

Shareholding in Husqvarna: 6,252 ADR, B-shares.



Katarina Martinson, born 1981

M. Sc. in Econ., Stockholm School of Economics, Sweden and has been a member of the Board since 2012. Member of the Audit Committee.

Portfolio management for the Lundberg Family.

Other important board engagements: Board member of L E Lundbergföretagen AB, Fastighets AB L E Lundberg, Karlsson & Wingsjö, L E Lundberg Kapitalförvaltning, Fidelio Capital AB, AniCura AB, Bellbox/Lyko AB and Picadeli AB.

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

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



Daniel Nodhäll, born 1978

M. Sc. in Econ., Stockholm School of Economics, Sweden and has been a member of the Board since 2013. Member of the Audit Committee.

Investment Manager and Head of Capital Goods at Investor AB.

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

Shareholding in Husqvarna: 5,000 B-shares.



Lars Pettersson, born 1954

M. Sc. in Technical Physics, Material Sciences, Uppsala University, Sweden and has been a member of the Board since 2014.

Member of Remuneration Committee.

Other important board engagements: Chairman of the Board of KP-Komponenter A/S. Board member of Indutrade AB, LKAB, L E Lundbergföretagen AB, Uppsala University, PMC Group AB and the Swedish Corporate Governance Board.

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

Shareholding in Husqvarna: 5,000 B-shares.



Kai Wärn, born 1959

M. Sc. in Mechanical Engineering, the Royal Institute of Technology, Stockholm, Sweden, and has been a member of the Board since 2014.

President and CEO of Husqvarna AB.

Previous positions: Operations partner at IK Investment Partners Norden AB 2011-2013. President and CEO of Seco Tools AB 2004-2010. Various positions within ABB 1985-2004.

Shareholding in Husqvarna: 30,570 B-shares, 100,000 B-shares by legal entity.

Requirements for independence

According to the Swedish Code of Corporate Governance, 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 the directors that are independent in relation to the Company 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 Code.

Name	Committee membership	Nationality	Independence in relation to the company and management	Independence in relation to major shareholders
Magdalena Gerger		SE	Yes	No
Tom Johnstone	Chairman of the Remuneration Committee	UK	Yes	No
Ulla Litzén	Chairman of the Audit Committee	SE	Yes	Yes
David Lumley	Proposed Member of the Remuneration Committee	US	Yes	Yes
Katarina Martinson	Member of the Audit Committee	SE	Yes	No
Daniel Nodhäll	Member of the Audit Committee	SE	Yes	No
Lars Pettersson	Member of the Remuneration Committee	SE	Yes	No
Kai Wörn		SE	No	Yes