

**HUSQVARNA AB (publ)**  
**Proposals of the Nomination Committee**  
**to the 2017 Annual General Meeting (“AGM”) (April 4, 2017)**

*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 2017 AGM. The rationale behind these proposals, together with an explanation of the Nomination Committee’s work, can be found in a separate document (“Nomination Committee’s Explanatory Statement”) that has been published in connection with the Notice of Annual General Meeting.*

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The below proposals correspond with the numbering set forth in the agenda for the 2017 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 to be elected (item 9)***

The Nomination Committee proposes that the Board of Directors shall be comprised of eight Directors to be elected by the AGM, and no deputies.

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

The Nomination Committee proposes that Directors receive the following basic compensation for their Board work (including the indicated additional remuneration for committee work):

	Proposal	Previous	Percentage Increase
Chair of the Board	SEK 1,825,000	SEK 1,775,000	3%
Director	SEK 525,000	SEK 515,000	2%
Remuneration Committee Chair	SEK 120,000	SEK 110,000	9%
Remuneration Committee Member	SEK 60,000	SEK 55,000	9%
Audit Committee Chair	SEK 190,000	SEK 180,000	6%
Audit Committee Member	SEK 100,000	SEK 85,000	18%

In addition to the basic 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:

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

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’ practice.

***Election of Directors and Chair of the Board (item 11)***

The Nomination Committee proposes re-election of Tom Johnstone, Ulla Litzén, Katarina Martinson, Bertrand Neuschwander, Daniel Nodhäll, Lars Pettersson and Kai Wörn. In addition, the Nomination Committee proposes the election of Christine Robins as a new Director.

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**.

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The Nomination Committee of Husqvarna AB (publ)  
March 2017

## Annual General Meeting 2017

### Proposal on the Board of Directors by the Nomination Committee



**Tom Johnstone**, 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. Chair of the Remuneration Committee.

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

*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.



**Ulla Litzén**, born 1956

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

*Other important board engagements:* Board member of Alfa Laval AB, Boliden AB, AB Electrolux, NCC 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 member of L E Lundbergföretagen AB, Fastighets AB L E Lundberg, Byggnads AB Karlsson & Wingsjö, L E Lundberg Kapitalförvaltning AB, Indutrade AB, Fidelio Capital AB, AniCura AB and Lyko 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 2005-2006.

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



**Bertrand Neuschwander**, born 1962

Graduate engineer, Institut National Agronomique de Paris-Grignon, France, with an MBA from INSEAD. Elected 2016.

Chief Operating Officer, Groupe SEB, France.

*Other important board engagements:* Board Chair of SEB Alliance (Groupe SEB Corporate Venture). Board member of OBH Nordica AB, Serge Ferrari Group SA and Zhejiang Supor Co., Ltd.

*Previous positions:* 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:* 0



**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.

*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. Elected 2014. Member of the Remuneration 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 MBA at Marquette University, Milwaukee, WI, US.

President & CEO of Char-Broil LLC, Columbus, GA, US.

*Previous positions:* 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:* 0



**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 & CEO of Husqvarna AB.

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

*Shareholding in Husqvarna:* 115,888 B-shares (own), 100,000 B-shares (Legal person).

## 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 Chair of the Remuneration 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		FR	Yes	Yes
Daniel Nodhäll	Member of the Audit Committee	SE	Yes	No
Lars Pettersson	Member of the Remuneration Committee	SE	Yes	No
Christine Robins		US	Yes	Yes
Kai Wörn		SE	No	Yes