

# SAF-HOLLAND'S OFFER TO THE SHAREHOLDERS OF HALDEX AKTIEBOLAG (PUBL)



On 8 June 2022, SAF-HOLLAND SE, a European stock corporation, registered with the commercial register (Ge. *Handelsregister*) of the local court (Ge. *Amtsgericht*) Aschaffenburg under registration number HRB 15646 (“SAF-HOLLAND”) announced a recommended cash tender offer to the shareholders of Haldex Aktiebolag (publ), Reg. No. 556010-1155 (“Haldex” or the “Company”), to acquire all shares in Haldex on the terms and conditions set out in this offer document (the “Offer”).

A Swedish version of this offer document has been approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the “SFS”) in accordance with Chapter 2 Section 3 of the Swedish Takeover Act (Sw. *lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) and Chapter 2 (a) Section 9 of the Swedish Financial Instruments Trading Act (Sw. *lagen (1991:980) om handel med finansiella instrument*). The approval and registration by the SFS does not imply that SFS guarantees that the information in the offer document is correct or complete.

This offer document is available both in Swedish and English. In the event of any discrepancy between the English and Swedish language versions, the Swedish language version shall prevail.

The information in this offer document purports to be accurate, although not complete, only as of the date of the announcement of this offer document. No representation is made that it was or will remain accurate on any other date. The information in this offer document is furnished solely for the purpose of the Offer and may not be relied upon for any other purposes.

The information regarding Haldex on pages 17–46 is based on information made public by Haldex and has been reviewed by the board of directors of Haldex. SAF-HOLLAND does not represent that the information included herein with respect to Haldex is accurate or complete and does not take any responsibility for such information being accurate or complete. Except where this is explicitly stated, no information in this offer document has been audited or reviewed by auditors.

The figures in this offer document have been rounded off as appropriate. As a result, certain tables appear to not summarize correctly.

J.P. Morgan Securities plc (“J.P. Morgan”) is acting as financial adviser, exclusively for SAF-HOLLAND and no one else in connection with the Offer and will not regard any other person as their client in relation to the Offer and will not be responsible to anyone other than SAF-HOLLAND for providing the protections afforded to its clients or its affiliates’ clients, nor for providing advice in relation to the Offer or any other matter or arrangement referred to herein. J.P. Morgan is authorized in the United Kingdom by the Prudential Regulation Authority (the “PRA”) and regulated by the PRA and the Financial Conduct Authority.

#### Applicable law and disputes

The Offer shall be governed by and construed in accordance with the laws of Sweden. The Takeover Rules issued by Nasdaq Stockholm, and the Swedish Takeover Panel (Sw. *Aktiemarknadsnämnden*) rulings regarding the interpretation and application of the Takeover Rules, apply in relation to the Offer. In accordance with the Swedish Takeover Act, SAF-HOLLAND has, on 3 June 2022, undertaken to Nasdaq Stockholm to comply with the Takeover Rules and to submit to any sanctions imposed by Nasdaq Stockholm upon breach of the Takeover Rules. SAF-HOLLAND informed the SFS about the Offer and the undertaking to Nasdaq Stockholm on 8 June 2022. The courts of Sweden shall have exclusive jurisdiction over any dispute arising out of or in connection with the Offer and the City Court of Stockholm shall be the court of first instance.

#### Forward-looking statements

Statements in this offer document relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “expects”, “believes”, or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of SAF-HOLLAND and Haldex. Any such forward-looking statements speak only as of the date on which they are made, and SAF-HOLLAND has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except as required by applicable laws and regulations.

#### Offer restrictions

The distribution of this offer document and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this offer document are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any such jurisdiction. Therefore, persons who receive this offer document (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, SAF-HOLLAND disclaims any responsibility or liability for the violations of any such restrictions by any person.

The Offer is not being made, and this offer document may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or any other jurisdiction in which the making of the Offer, the distribution of this offer document or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

The Offer, the information and documents contained in this offer document are not being made and have not been approved by an authorized person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the information and documents contained in this offer document are not being distributed to, and must not be passed on to, the general public in the United Kingdom, unless an exemption applies. The communication of the information and documents contained in this offer document is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire day to day control of the affairs of a body corporate; or to acquire 50% or more of the voting shares in a body corporate, within article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

#### Special notice to shareholders in the United States of America

The Offer described in this offer document is made for the issued and outstanding shares of Haldex, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States. The Offer is made in the United States pursuant to Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the “U.S. Exchange Act”) and Regulation 14E thereunder (“Regulation 14E”), subject to the exemptions from certain U.S. tender offer rules provided by Rule 14d-1(d) of the U.S. Exchange Act, and otherwise in compliance with the disclosure and procedural requirements of Swedish law, including with respect to withdrawal rights, the Offer timetable, notices of extensions, announcements of results, settlement procedures (including as regards to the time when payment of the consideration is rendered) and waivers of conditions, which may be different from requirements or customary practices in relation to U.S. domestic tender offers. The offeror’s ability to waive the conditions to the Offer (both during and after the end of the acceptance period) and the shareholders’ ability to withdraw their acceptances, may not be the same under a tender offer governed by Swedish law as under a tender offer governed by U.S. law. Holders of the shares of Haldex domiciled or resident in the United States (the “U.S. Holders”) are encouraged to consult with their own advisors regarding the Offer.

Haldex’s financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to the financial statements or financial information of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The Offer is made to the U.S. Holders on the same terms and conditions as those made to all other shareholders of Haldex to whom the offer is being made. Any information documents, including the offer document, are being disseminated to U.S. Holders on a basis comparable to the method pursuant to which such documents are provided to Haldex’s other shareholders.

The U.S. Holders should consider that the price for the Offer is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.

It may be difficult for U.S. Holders to enforce their rights and any claims they may have arising under the U.S. federal or state securities laws in connection with the Offer, since Haldex is located in another country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States. U.S. Holders may not be able to sue Haldex or SAF-HOLLAND or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Haldex or SAF-HOLLAND and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

To the extent permissible under applicable law or regulations, SAF-HOLLAND and its affiliates or its brokers and its brokers' affiliates (acting as agents for SAF-HOLLAND or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase shares of Haldex outside the United States in reliance on applicable exemptions from the requirements of Regulation 14E (or any securities that are convertible into, exchangeable for or exercisable for such shares). These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, but in any event, at a price per share not more than the Offer Price, and information about such purchases will be disclosed by means of a press release or other means reasonably calculated to inform U.S. Holders of such information. In addition, affiliates to the financial advisors to SAF-HOLLAND may also engage in ordinary course trading activities in securities of Haldex, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with applicable law and regulation. Any information about such purchases will be announced in Swedish and in a non-binding English translation available to the U.S. Holders through relevant electronic media if, and to the extent, such announcement is required under applicable Swedish or U.S. law, rules or regulations.

The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional advisor regarding the tax consequences of accepting the Offer. Neither SAF-HOLLAND nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS OFFER DOCUMENT OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THIS OFFER DOCUMENT IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

J.P. Morgan is not responsible to anyone other than SAF-HOLLAND for advice in connection with the Offer.

# TABLE OF CONTENTS

Offer to the shareholders of Haldex	5
Background to and reasons for the Offer	7
Recommendation from the board of directors of Haldex	8
Fairness opinion from Lenner & Partners	11
Terms and conditions	13
Information on SAF-HOLLAND	16
Information on Haldex	17
Summary of historical financial information	19
Share capital and ownership structure	22
Haldex's board of directors, management and auditor	23
Articles of association of Haldex	26
Haldex's interim report for the period January – March 2022	27
Statement from the board of directors of Haldex	47
Tax issues in Sweden	48
Addresses	49

## The Offer in brief

Price per share	SEK 66 in cash
Acceptance period	4 July 2022 – 16 August 2022
Preliminary settlement date	24 August 2022

# OFFER TO THE SHAREHOLDERS OF HALDEX

On 8 June 2022, SAF-HOLLAND announced a recommended cash tender offer to the shareholders of Haldex, to acquire all shares in Haldex. The shares of Haldex are admitted to trading on Nasdaq Stockholm, Mid Cap.

SAF-HOLLAND offers SEK 66 in cash per share in Haldex.<sup>1)</sup> This is the best and final Offer price and it will not be increased.

The Offer represents a premium of:

- 46.5% to the closing price of SEK 45.05 of the Haldex shares on Nasdaq Stockholm on 7 June 2022, the last trading day before the announcement of the Offer;
- 66.0% to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last month prior to 8 June 2022; and
- 64.8% to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last three months prior to 8 June 2022.

The total offer value for all outstanding shares in Haldex amounts to approximately SEK 3,209 million.<sup>2)</sup>

No commission will be charged in connection with the Offer.

The acceptance period for the Offer commences on 4 July 2022 and ends on 16 August 2022. Settlement will begin as soon as SAF-HOLLAND has announced that the conditions for the Offer have been satisfied or that SAF-HOLLAND has otherwise resolved to complete the Offer. Assuming that such an announcement is made no later than around 18 August 2022, settlement is expected to begin around 24 August 2022.

## Recommendation from the board of directors of Haldex

The board of directors of Haldex unanimously<sup>3)</sup> recommends that the shareholders of Haldex accept the Offer. The Board of Directors of Haldex has received a fairness opinion from Lenner & Partners Corporate Finance AB ("**Lenner & Partners**") concluding that, in their opinion and subject to the qualifications and assumptions set out therein, the price in the Offer is fair from a financial point of view to the shareholders of Haldex.

## SAF-HOLLAND's shareholding in Haldex

As of the date of this offer document, SAF-HOLLAND has acquired 9,932,661 shares in Haldex (representing 20.4% of the outstanding shares in Haldex). The shares have been acquired

in the six-month period prior to announcement of the Offer and during the period up to the date of this offer document, at prices not exceeding the price in the Offer (the "**Existing SAF-HOLLAND Stake**"). 9.2% of the outstanding shares have been acquired from Knorr-Bremse AG. Under the terms of the acquisition of shares from Knorr-Bremse AG, which is expected to be completed on 31 July 2022, the following applies. If a third party announces a takeover bid for Haldex within six months from 31 July 2022 and SAF-HOLLAND sells its acquired shares at a higher price in that takeover bid or otherwise sells its shares to that bidder within six months from settlement of that takeover bid, then SAF-HOLLAND must pay Knorr-Bremse AG an additional purchase price per acquired share corresponding to the difference between the higher price and the price (SEK 66) that Knorr-Bremse AG originally received. In such event, in accordance with the Swedish Takeover Rules, those shareholders who have sold their shares to SAF-HOLLAND by accepting the Offer will also get a corresponding additional payment per share sold.

In addition, Athanase Industrial Partners (2,690,292 shares, 5.5% of the outstanding shares), Fjärde AP-fonden (3,105,224 shares, 6.4% of the outstanding shares), Afa Försäkring (3,281,834 shares, 6.7% of the outstanding shares), and Nordea Asset Management (1,856,493 shares, 3.8% of the outstanding shares), have undertaken to accept the Offer (the "**Irrevocable Undertakings**"). A total of 10,933,843 shares in Haldex, corresponding to 22.5% of the outstanding shares, are thus subject to the Irrevocable Undertakings. The Irrevocable Undertakings will terminate if (i) prior to the end of the initial acceptance period for the Offer, a competing public offer for all outstanding Haldex shares is announced at an offer price exceeding SEK 66 per share or (ii) the Offer is not declared unconditional on or before 30 September 2022.

Apart from the Existing SAF-HOLLAND Stake and the Irrevocable Undertakings, SAF-HOLLAND currently does not hold or control any shares in Haldex or other financial instruments which give SAF-HOLLAND a financial exposure equivalent to a shareholding in Haldex. Apart from the Existing SAF-HOLLAND Stake and the Irrevocable Undertakings, SAF-HOLLAND has neither acquired nor entered into any agreements on the acquisition of any shares in Haldex during the last six months prior to the announcement of the Offer or up to the date of this offer document.

1) SEK 66 equals EUR 6.30, based on an exchange rate SEK/EUR of 0.09551. Settlement will only be made in SEK. If Haldex pays dividends or makes any other distributions to its shareholders with a record date occurring prior to the settlement of the Offer, or issues new shares (or takes any similar corporate action) resulting in a reduction of the value per share in Haldex prior to the settlement of the Offer, the Offer consideration will be reduced correspondingly. SAF-HOLLAND reserves the right to determine whether this price adjustment mechanism or condition 7 to the completion of the Offer shall be invoked.

2) Based on 48,625,862 outstanding shares, which is the total number of shares in Haldex reduced by the 11,705 shares that, according to Haldex, are held in treasury by Haldex.

3) The board member Detlef Borghardt has not participated in the Board's handling of or resolutions in respect of the Offer as a result of his shareholding in SAF-HOLLAND. Furthermore, as a result of Athanase Industrial Partners having undertaken to accept the Offer subject to certain conditions, the board member Stefan Charette has not participated in the Board's resolution in respect of the Board's recommendation.

SAF-HOLLAND may acquire, or enter into agreements to acquire, shares in Haldex (or any securities that are convertible into, exchangeable for or exercisable for such shares) outside the Offer, but in any event, at a price per share not more than the price in the Offer. Any purchases made or agreed will be in accordance with Swedish law and the Swedish Takeover Rules and will be disclosed in accordance with applicable rules.

### Conditions for the Offer

Completion of the Offer is conditional upon the fulfillment of the conditions set out on page 13 in this offer document.

### Financing of the Offer

The Offer is not subject to any financing condition. The Offer is fully financed by cash available to SAF-HOLLAND as well as credit facilities secured for the intended transaction. The conditions to drawdown under such credit facilities are customary for facilities of this type. SAF-HOLLAND remains committed to a strong balance sheet and deleveraging post closing of the transaction. Hence, SAF-HOLLAND intends to also raise equity to support deleveraging. The equity component may be raised using existing authorizations, which may include a capital increase without subscription rights, subject to market conditions.

### Due diligence

SAF-HOLLAND has, in connection with the preparations for the Offer, conducted a limited due diligence review of confirmatory nature of Haldex. Haldex has advised SAF-HOLLAND that SAF-HOLLAND has not received any inside information in connection with the due diligence review.

### Clearance from competition authorities

The merger control clearance process has been initiated. Relevant clearances are expected to be obtained prior to the end of the acceptance period in the Offer.

### Compulsory acquisition and delisting

In the event that SAF-HOLLAND, whether in connection with the Offer or otherwise, becomes the owner of shares representing more than 90% of the outstanding shares in Haldex, SAF-HOLLAND intends to commence a compulsory acquisition procedure under the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) to acquire all remaining shares in Haldex. In connection therewith, SAF-HOLLAND intends to promote a delisting of the shares of Haldex from Nasdaq Stockholm.

### Advisers

SAF-HOLLAND has retained J.P. Morgan as exclusive financial adviser and Noerr Partnerschaftsgesellschaft mbB and Vinge as legal advisers.

# BACKGROUND TO AND REASONS FOR THE OFFER

SAF-HOLLAND is a leading international manufacturer of chassis-related assemblies and components for trailers, trucks and buses with sales of approximately EUR 1,247 million in 2021. The product range consists in particular of axle and suspension systems for trailers, fifth wheels and coupling systems for trucks, trailers and semi-trailers. In addition, SAF-HOLLAND develops innovative products to increase the efficiency, safety and environmental friendliness of commercial vehicles. The focus here is on the digitalisation and networking of trailers as well as the electrification of axles. SAF-HOLLAND is headquartered in Bessenbach, Germany and runs 22 production sites on six continents.

Haldex is a leading manufacturer of brake systems such as Air Disc Brakes (ADB) and Automatic Brake Adjusters (ABA) as well as air suspensions for heavy trucks, buses and trailers that enhance the safety, dynamics and durability of these vehicles. Haldex's customers are large manufacturers of trucks, buses and trailers in North America, Europe and Asia. On the aftermarket Haldex offers spare parts and services to distributors, workshops and large logistics companies. In 2021, sales amounted to SEK 4,612 million (EUR 455 million).

Combining SAF-HOLLAND and Haldex will create value for customers, employees and shareholders of SAF-HOLLAND and Haldex. Both groups have been cooperating in research & development (R&D) and on various products for more than 15 years. The combined activities will establish a major system supplier globally, with a highly complementary regional presence and product portfolio. The combined group would hold global top 3 positions across key products with potential to unlock additional sales and earnings.

In addition, the transaction will form the first system supplier globally to provide customers with integrated solutions for Air Disc Brakes, Electrical Vehicles (EV) and complete wheel ends from a single source, helping customers to reduce the scope of supply chains and the dependence on external suppliers. Customers will furthermore benefit from simplified configuration, e.g. through pre-integrated systems, service and maintenance from a single source, as well as cost advantages. Through combining the respective companies' regional sales networks, the combined group is expected to also benefit from increased cross selling opportunities leading to increased sales. SAF-HOLLAND recognizes the strong Haldex brand with its long-established industry reputation and intends to maintain it as a key brand of the combined group.

The increased scale will further enhance resilience against supply chain issues and further improve penetration of the global aftermarket businesses. With around 12,000 aftermarket and service stations, SAF-HOLLAND features a unique worldwide distribution network for spare parts already. Following the combination of the aftermarket activities of both companies, the combined group will form a powerhouse in the highly attractive and low-cyclical aftermarket business.

Long-term, the combined product portfolio would be very well positioned to advance the digitalisation of trailers and trucks. The combined group will be able to drive the industry transformation and address megatrends such as electrification, digitalisation, and automated driving via smart solution systems. This includes integrated mechatronic offerings and new technologies like E-axes with intelligent brake recuperation and automated driving programs. Significant customer benefits include the harmonization and integration of mechatronics and axles / suspensions, predictive maintenance functions as well as the combination of telematics and trailer EBS. Together, the companies can unlock this additional growth potential by combining their know-how and further extending their R&D capabilities.

SAF-HOLLAND highly values strength of the Haldex brand and the competence of Haldex management and employees, and intends to continue to safeguard the excellent relationship that Haldex has to its employees. It is the current intention of SAF-HOLLAND to retain the operations of Haldex intact, without significant changes to Haldex's or SAF-HOLLAND's employees and management or to the existing organization and operations of Haldex or SAF-HOLLAND, including the terms of employment and locations of the business. Any specific initiatives to be implemented pursuant to the integration will be determined following completion of a detailed review of the combined business of SAF-HOLLAND and Haldex in the period following the completion of the Offer. Before completion of the Offer, it is too early to say which initiatives will be taken and the impact these would have.

SAF-HOLLAND expects that the combination will unlock significant synergy potential of more than EUR 10 million p.a. on a run-rate basis. The transaction is expected to be EPS accretive from year 1 post closing of the transaction.

*Reference is made to the information in this offer document, which has been prepared by SAF-HOLLAND for the purpose of the Offer. The information regarding Haldex on pages 17–46 in this offer document has been prepared by SAF-HOLLAND and based on information made public by Haldex. The board of directors of SAF-HOLLAND assures that, to the best knowledge of the management board (Ge. Vorstand), the information regarding SAF-HOLLAND in this offer document conforms with the actual conditions.*

Bessenbach-Keilberg, Germany 30 June 2022

**SAF-HOLLAND SE**  
Management Board



# RECOMMENDATION FROM THE BOARD OF DIRECTORS OF HALDEX



## PRESS RELEASE

Landskrona, Sweden, June 8, 2022

### Statement by the Board of Directors of Haldex in relation to the public cash offer by SAF-HOLLAND

#### Background

This statement is made by the Board of Directors (the "**Board**") of Haldex Aktiebolag ("**Haldex**" or the "**Company**") pursuant to Section II.19 of Nasdaq Stockholm's Takeover Rules (the "**Takeover Rules**").

SAF-HOLLAND SE ("**SAF-HOLLAND**") has today announced a public cash offer to Haldex's shareholders to transfer their shares in Haldex to SAF-HOLLAND (the "**Offer**"). Under the terms of the Offer, SAF-HOLLAND is offering SEK 66 per Haldex share in cash (the "**Offer Price**"), which values the issued share capital of Haldex at approximately SEK 3.2 billion. SAF-HOLLAND has stated that the Offer Price is the best and final and it will not be increased. The Offer Price represents a premium of approximately:

- 46.5 per cent to the closing price of SEK 45.05 of the Haldex shares on Nasdaq Stockholm on 7 June 2022, the last trading day before the announcement of the Offer;
- 66.0 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last month prior to 8 June 2022; and
- 64.8 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last three months prior to 8 June 2022.

The acceptance period of the Offer is expected to commence around 4 July 2022 and expire around 16 August 2022, subject to any extensions.

Completion of the Offer is conditional upon, among other things, SAF-HOLLAND becoming the owner of more than 90 per cent of the total number of shares in Haldex and the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in SAF-HOLLAND's opinion, are acceptable. SAF-HOLLAND has reserved the right to waive these and other conditions for completion of the Offer.

SAF-HOLLAND has acquired 14.1 per cent of the outstanding shares in Haldex of which 9.2 per cent of the outstanding shares have been acquired from Knorr-Bremse AG.

Athanase Industrial Partners (2,690,292 shares, 5.5 per cent of the outstanding shares), Fjärde AP-fonden (3,105,224 shares, 6.4 per cent of the outstanding shares), Afa Försäkring (3,281,834 shares, 6.7 per cent of the outstanding shares), and Nordea Asset Management (1,856,493 shares, 3.8 per cent of the outstanding shares), have undertaken to accept the Offer, subject to certain conditions. A total of 10,933,843 shares in Haldex, corresponding to 22.5 per cent of the outstanding shares, are thus subject to the irrevocable undertakings. Please refer to the announcement of the Offer for more information about these acceptance undertakings and SAF-HOLLAND's shareholding in Haldex.

At the written request of SAF-HOLLAND, the Board has permitted SAF-HOLLAND to conduct a customary confirmatory due diligence review of Haldex in connection with the preparation of the Offer. SAF-HOLLAND has not received any inside information in connection with such review.

Haldex has retained Lazard as financial adviser and Mannheimer Swartling as legal adviser in relation to the Offer.



Lenner & Partners Corporate Finance AB ("**Lenner & Partners**") has, at the request of the Board, provided an opinion according to which the Offer is fair to Haldex's shareholders from a financial point of view (subject to the assumptions and considerations set out in the opinion) (the "**Opinion**"). The Opinion is attached to this statement. Lenner & Partners will receive a fixed fee for providing the Opinion, which is not contingent on the size of the Offer consideration, the acceptance level of the Offer or whether it is completed.

The board member Detlef Borghardt has not participated in the Board's handling of or resolutions in respect of the Offer as a result of his shareholding in SAF-HOLLAND. Furthermore, as a result of Athanase Industrial Partners having undertaken to accept the Offer subject to certain conditions, the board member Stefan Charette has not participated in the Board's resolution in respect of this statement.

#### **The Board's evaluation of the Offer**

In assessing the merits of the Offer, the Board has taken a number of factors into account, including the Company's current financial position, prevailing market conditions and challenges in the markets where the Company operates, the Company's growth prospects as well as risks and challenges related thereto. The Board has also considered valuation methods normally used in evaluating public takeover offers for listed companies, including the value of the Offer relative to comparable listed companies and comparable transactions, premiums in previous public takeover offers for listed companies, the stock market's expectations in respect of Haldex and the Board's view on Haldex's long-term value based on expected future cash flows.

In 2021 Haldex announced a renewed strategy for 2025. In connection with the renewed strategy, the Board decided to update the financial growth target to *organically grow faster than the company's end markets*. The Board is of the opinion that Haldex, being an independent partner in the value chain and in the forefront of new technology, is well underway to positioning itself for future profitable growth. In arriving at its recommendation, the Board has also assessed the risks in different scenarios for Haldex as an independent listed company, including the risks associated with executing against the renewed strategy. In particular, the market where Haldex is active has undergone consolidation over the past years and Haldex's business is of smaller scale compared to its major competitors. The Board believes that this poses risks to the Company and its ability to realize the full potential of its growth prospects.

Furthermore, the Board has also taken into consideration that a combination between SAF-HOLLAND and Haldex, being two companies of equal strengths, has a compelling strategic rationale and will create value for our customers and employees. The combined activities, which is highly complementary from a regional presence and product portfolio perspective, will establish a strong global player in the commercial vehicle industry. A combination of two strong brands and capabilities will enable Haldex to strengthen its business.

The Board notes in this context that SAF-HOLLAND has acquired Knorr-Bremse AG's shares in Haldex, representing approximately 9.2 per cent of shares in the Company, and that shareholders representing in aggregate 22.5 per cent of shares in the Company have undertaken to accept the Offer.

Under the Takeover Rules the Board is required, on the basis of SAF-HOLLAND's statements in the announcement of the Offer, to make public its opinion of the effects the implementation of the Offer may have on Haldex, specifically employment, and its views on SAF-HOLLAND's strategic plans for Haldex and the effect these may be expected to have on employment and the places where Haldex carries on its business. SAF-HOLLAND has in this respect stated that:

*"SAF-HOLLAND highly values the strength of the Haldex brand and competence of the Haldex management and employees, and intends to continue to safeguard the excellent relationship that Haldex has to its employees. It is the current intention of SAF-HOLLAND to retain the operations of Haldex intact, without significant changes to Haldex's or SAF-HOLLAND's employees and management or to the existing organization and operations of Haldex or SAF-HOLLAND, including the*

*terms of employment and locations of the business. Any specific initiatives to be implemented pursuant to the integration will be determined following completion of a detailed review of the combined business of SAF-HOLLAND and Haldex in the period following the completion of the Offer. Before completion of the Offer, it is too early to say which initiatives will be taken and the impact these would have."*

The Board assumes that this description is accurate and has in relevant aspects no reason to take a different view.

In its overall assessment, the Board believes that the Offer provides an opportunity for shareholders to monetise their shareholdings today at a fair cash price, free of the risks and challenges associated with executing against the Board's medium and long-term strategy set out above. Based on the above, the Board unanimously recommends that Haldex's shareholders accept the Offer.

This statement shall in all respects be governed by and construed in accordance with substantive Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts.

---

Landskrona, 8 June 2022  
Haldex Aktiebolag (publ)  
The Board of Directors

**For further information, please contact:**

Håkan Karlsson, Chairman  
Jenny Boström, Investor Relations Manager  
Phone: +46 768 85 1508  
E-mail: [ir@haldex.com](mailto:ir@haldex.com)

*This is information that Haldex is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 7.15 a.m. CEST on 8 June 2022.*

**About Haldex**

Over 100 years of powerful innovation gives Haldex unsurpassed expertise when it comes to braking systems and air suspension systems for heavy trucks, trailers, and buses. We live and breathe our business with the goal to deliver robust and technically superior solutions which is founded in a deep insight in our customer's reality. Through focusing on our core competences and the passion we all share, we achieve the agility and flexibility that the market demands. Innovative collaborations aren't only the core of our products, but our philosophy. Our 2 000 employees, spread out across four continents, challenge the conventional on a daily basis in order to secure that the products we deliver create a unique value to our customers and the end users. We are listed on Nasdaq Stockholm and have a turnover of approx. 4.6 billion SEK.

---

# FAIRNESS OPINION FROM LENNER & PARTNERS

**Lenner & Partners' Fairness Opinion, dated 7 June 2022**

**To the of the Board of Directors of Haldex AB (publ)**

SAF-Holland (1) intends to announce a public cash offer to the shareholders of Haldex AB ("Haldex") to acquire all outstanding shares.

The consideration to be offered to the shareholders in Haldex values each Haldex share at SEK 66.0 and the total cash offer value amounts to approximately SEK 3,209 million (2) (the "Offer").

The Board of Directors of Haldex has engaged Lenner & Partners Corporate Finance AB ("Lenner & Partners") to provide an opinion, as to the fairness, from a financial point of view, of the Offer proposed to be received by the shareholders of Haldex.

In the analysis of the Offer, Lenner & Partners has reviewed the following (but not exclusively):

- publicly available information, such as annual reports, interim reports and broker reports regarding Haldex;
- trading statistics, financial and stock market related information concerning Haldex and similar information for certain other comparable companies;
- selected mergers and acquisitions deemed comparable to the Offer;
- limited internal information and forward-looking information;
- discussions with the management of Haldex;
- the Offer and a draft of the press release from SAF-Holland.

Lenner & Partners' fairness opinion is based on several generally accepted valuation methods that are typically used in this type of analysis. The analyses have been produced solely to enable Lenner & Partners to provide the Board of Directors of Haldex with a fairness opinion whether or not the Offer is fair from a financial point of view.

Lenner & Partners' assignment does not include expressing an opinion on the relative merits of the Offer as compared to any alternative business strategies that might exist for Haldex, including whether any other transaction would potentially be more favourable for the shareholders of Haldex, or the effect of any other transaction in which Haldex might engage.

Lenner & Partners has not conducted a due diligence in order to control or verify the received information. Lenner & Partners has relied on the information received from Haldex. The information is assumed to be true, fair and complete.

Lenner & Partners' opinion is based on current market, economic, financial and other conditions as in effect on, and upon the information made available as of the date hereof. Any change in such conditions or information may require a revaluation of this opinion. Although subsequent developments may affect this opinion, Lenner & Partners assumes no obligation to update, revise or reaffirm this opinion.

Lenner & Partners' fairness opinion has been provided as information and documentation to the Board of Directors of Haldex. This fairness opinion is not a recommendation whether or not shareholders in Haldex should tender their shares in the Offer.

Lenner & Partners will be paid a fixed fee for this fairness opinion and the fee is not dependent on the outcome of the public Offer.

Based on above and other circumstances, that Lenner & Partners considers being relevant, Lenner & Partners' opinion, as per the date hereof, is that the Offer is fair from a financial point of view for the shareholders in Haldex.

Swedish law is applicable on this fairness opinion.

*This is a translation of the fairness opinion written in Swedish. It is for information purposes only and does not constitute a part of the opinion. For the avoidance of doubt, in the case of any inconsistency or ambiguity between the Swedish language version and the English translation, the Swedish language version shall prevail.*

Lenner & Partners Corporate Finance AB

Lars Lenner

Tom Wikström

(1) SAF-HOLLAND SE ("SAF-Holland"), a European stock corporation incorporated under German Law, serving as the principal holding entity of the various subsidiaries and the worldwide business of SAF-HOLLAND group.

(2) Based on approximately 48.6 million shares in Haldex (excluding 11,705 held in treasury).

# TERMS AND CONDITIONS

## The Offer

SAF-HOLLAND offers SEK 66 in cash per share in Haldex.<sup>4)</sup> This is the best and final Offer price and it will not be increased.

The Offer represents a premium of:

- 46.5% to the closing price of SEK 45.05 of the Haldex shares on Nasdaq Stockholm on 7 June 2022, the last trading day before the announcement of the Offer;
- 66.0% to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last month prior to 8 June 2022; and
- 64.8% to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last three months prior to 8 June 2022.

The total Offer value for all outstanding shares in Haldex amounts to approximately SEK 3,209 million.<sup>5)</sup>

No commission will be charged in connection with the Offer.

## Conditions for the Offer

Completion of the Offer is conditional upon:

1. the Offer being accepted to such an extent that SAF-HOLLAND becomes the owner of shares representing more than 90% of the outstanding shares in Haldex on a fully diluted basis;
2. no other party announcing an offer to acquire shares in Haldex on terms that are more favorable to the shareholders of Haldex than the Offer;
3. with respect to the Offer and the acquisition of Haldex, receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions, including from competition authorities, in each case on terms which, in SAF-HOLLAND's opinion, are acceptable;
4. neither the Offer nor the acquisition of Haldex being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance;
5. no circumstances having occurred which have a material adverse effect or could reasonably be expected to have a material adverse effect on Haldex's financial position or operation, including Haldex's sales, results, liquidity, equity ratio, equity or assets;
6. no information made public by Haldex or disclosed by Haldex to SAF-HOLLAND being inaccurate, incomplete or misleading, and Haldex having made public all information which should have been made public; and

7. Haldex not taking any action that is likely to impair the prerequisites for making or completing the Offer.

SAF-HOLLAND reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions is not satisfied or cannot be satisfied. However, with regard to conditions 2–7, the Offer may only be withdrawn where the non-satisfaction of such condition is of material importance to SAF-HOLLAND's acquisition of Haldex or with the permission of the Swedish Takeover Panel.

SAF-HOLLAND reserves the right to waive, in whole or in part, one, several or all of the conditions set out above, including, with respect to condition 1, to complete the Offer at a lower level of acceptance.

## Offer document and acceptance form

The offer document will be available on [www.safh-offer.com](http://www.safh-offer.com).

Acceptance forms for directly registered holdings of shares in Haldex can be ordered from Handelsbanken Issue department via e-mail: [submit@handelsbanken.se](mailto:submit@handelsbanken.se).

## Acceptance

Shareholders in Haldex whose holdings are directly registered with Euroclear Sweden AB ("**Euroclear**") (the Swedish Central Securities Depository and Clearing Organization) and who wish to accept the Offer must during the period beginning 4 July 2022 up to and including 16 August 2022, at 5 p.m. CEST, sign and submit a duly completed acceptance form to Handelsbanken Capital Markets, Offerings & Issue Services ("**Handelsbanken Issue department**"), either by post or to the e-mail address stated on the acceptance form.

The acceptance form sent by post must be mailed, preferably using the enclosed return envelope, in sufficient time prior to the final day of the acceptance period so as to be received by Handelsbanken Issue department, no later than 5 p.m. CEST on 16 August 2022.

The securities account number and details of current number of shares held in Haldex as of 1 July 2022 will be provided on the pre-printed acceptance form. All shareholders should verify that the pre-printed information on the acceptance form is correct. Shareholders who are included on the list of pledgees and trustees will not receive an acceptance form, but will be notified separately.

Please note that incomplete or improperly completed acceptance forms may be disregarded.

Shareholders of Haldex accepting the Offer authorise and direct Handelsbanken Issue department, to deliver their shares in Haldex to SAF-HOLLAND in accordance with the terms and conditions for the Offer.

4) SEK 66 equals EUR 6.30, based on an exchange rate SEK/EUR of 0.09551. Settlement will only be made in SEK. If Haldex pays dividends or makes any other distributions to its shareholders with a record date occurring prior to the settlement of the Offer, or issues new shares (or takes any similar corporate action) resulting in a reduction of the value per share in Haldex prior to the settlement of the Offer, the Offer consideration will be reduced correspondingly. SAF-HOLLAND reserves the right to determine whether this price adjustment mechanism or condition 7 to the completion of the Offer shall be invoked.

5) Based on 48,625,862 outstanding shares, which is the total number of shares in Haldex reduced by the 11,705 shares that, according to Haldex, are held in treasury by Haldex. There is only one class of shares in Haldex. Each share carries one vote.

## Nominee registered holdings

Shareholders of Haldex whose holdings are registered in the name of a nominee will not receive the offer document or a pre-printed acceptance form. Acceptance must be made in accordance with instructions from the nominee.

## Pledged shares

If shares to be tendered in the Offer are pledged in the Euroclear system, the shareholder as well as the pledgee must complete and sign the acceptance form and confirm that the pledge will cease to exist should the Offer be completed.

## Acknowledgement of acceptance

After the duly completed acceptance form has been received and registered, the shares will be transferred to a newly opened, blocked securities account (a non-cash transfer account) in the owner's name. In connection therewith, Euroclear will send a statement ("VP-avi") showing the withdrawal of shares in Haldex from the original securities account and a statement showing the number of shares in Haldex that have been entered in the blocked securities account.

## Settlement

Settlement will begin as soon as SAF-HOLLAND has announced that the conditions for the Offer have been satisfied or that SAF-HOLLAND has otherwise resolved to complete the Offer. Assuming that such an announcement is made no later than around 18 August 2022, settlement is expected to begin around 24 August 2022.

Settlement of the Offer will be arranged by distribution of settlement notes to those who have accepted the Offer. If the shares are registered in the name of a nominee, the settlement note will be sent to the nominee. The consideration under the Offer will be credited to the deposit account linked to the shareholder's securities account in which the shares in Haldex were registered. Where shareholders of Haldex do not have a deposit account linked to their securities account or if the account is defective, the payment may be delayed. In conjunction with the settlement of the Offer, the shares in Haldex will be withdrawn from the blocked securities account, which is then closed. No statement will be sent out in conjunction hereto.

Please note that even if the shares in Haldex are pledged, the payment will be made according to what is set out above.

## Right to extend the Offer, etc.

SAF-HOLLAND reserves the right to extend the acceptance period for the Offer and to postpone the settlement date.

## Right to withdraw acceptances

Shareholders of Haldex have the right to withdraw their acceptance of the Offer. To be valid, such withdrawal must have been received in writing by Handelsbanken Issue department (address: Handelsbanken Capital Markets, Offerings & Issue Services, SE-106 70 Stockholm ) before SAF-HOLLAND has announced that the conditions for the Offer have been satisfied, or if such

announcement has not been made during the acceptance period, not later than 5 p.m. CEST on the last day of the acceptance period. Shareholders of Haldex holding nominee registered shares wishing to withdraw acceptance shall do so in accordance with instructions from the nominee. If any conditions for the Offer which SAF-HOLLAND may waive remain during an extension of the Offer, the right to withdraw acceptances will apply in the same manner throughout such extension of the Offer.

## Important information regarding NID and LEI at acceptance

### NID code requirement for natural persons

A National ID or National Client Identifier ("NID code") is a global identification code for natural persons. According to Directive 2014/65/EU of the European Parliament and of the Council ("MiFID II"), all investors must, as of 3 January 2018, have a NID code in order to execute a securities transaction. For natural persons who only have Swedish citizenship, the NID code consists of the designation "SE" followed by the individual's personal identity number. If the person in question has more than one citizenship or is a citizen of a country other than Sweden, the NID code will be a different type of number. The NID code must be provided on the acceptance form if the relevant Haldex shareholder holds other citizenship than Swedish. If the NID code is not provided, Handelsbanken may not be able to execute the transaction for the natural person concerned. For more information on how to obtain a NID code, shareholders should contact their bank.

### LEI code requirement for legal entities

The Legal Entity Identifier ("LEI") is a global identification code for legal entities. Under MiFID II, with effect from 3 January 2018, legal entities must have a LEI code in order to execute a securities transaction. If an active LEI code is missing, Handelsbanken may not be able to execute the transaction. Registration of LEI codes can be done by any of the providers in the market. It is important to register a LEI code well in advance as it must be confirmed on the acceptance form.

## Information about processing of personal data

Svenska Handelsbanken AB (publ) is the party responsible (data controller) for processing the personal data that shareholders provide on their acceptance forms or that is otherwise registered in connection with this acceptance. Detailed information of Svenska Handelsbanken AB (publ)'s processing of personal data and shareholders' rights in connection with this process is available at [www.handelsbanken.se](http://www.handelsbanken.se).

## Questions regarding the Offer

For questions regarding the Offer, please contact Handelsbanken Issue department, e-mail: [issuedept@handelsbanken.se](mailto:issuedept@handelsbanken.se).

If shareholders hold their shares in a custody account and have questions regarding the administration of their shares in the Offer, they should contact their custodian.

## Miscellaneous

Handelsbanken Issue department is receiving and processing the acceptance forms for the Offer on behalf of SAF-HOLLAND. This means that there will be no customer/bank relationship between any shareholder who accepts the Offer and Svenska Handelsbanken AB (publ) other than Handelsbanken Issue department receiving and processing acceptance forms.



# INFORMATION ON SAF-HOLLAND

## SAF-HOLLAND

SAF-HOLLAND is a European stock corporation incorporated under German law, with its registered office in Bessenbach, with address Hauptstraße 26, 63856 Bessenbach, Federal Republic of Germany. The shares in SAF HOLLAND are admitted to trading on the Regulated Market (Regulierter Markt) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse), with simultaneous admission to the sub-segment of the Regulated Market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange under ISIN DE000SAFH001 and are part of the SDAX selection index.

The products and solutions are marketed under the brands SAF (founded in 1881), Holland (established in 1910), V.Orlandi, TrailerMaster, Neway, KLL and York. SAF-HOLLAND supplies original equipment to vehicle manufacturers on six continents. In the aftermarket business, the company supplies spare parts to the manufacturers' service networks as well as to wholesalers and, through an extensive global distribution network, to end customers and service centers. Around 3,600 dedicated employees worldwide are already working on the future of the transport industry. For further information on SAF-HOLLAND, please refer [www.safholland.com](http://www.safholland.com).

# INFORMATION ON HALDEX

The following is a summary description of Haldex. The information regarding Haldex on pages 17–46 in this offer document is based on Haldex’s annual report for the financial year 2021 and the interim report for the period January – March 2022, and information from Haldex’s website, unless otherwise stated.

## Business in brief

Haldex is a leading manufacturer of reliable and innovative brake systems and air suspension solutions for heavy trucks, buses and trailers. Haldex was founded in Landskrona in 1887 and has since been notable for innovative research and development work that has created ground-breaking technological vehicle solutions. Development today is focused on safety and the future of electrified, autonomous, and connected heavy vehicles. Haldex’s operations are global, with more than 2,000 employees spread across 18 countries. In 2021, sales amounted to SEK 4,612 million (EUR 455 million). For further information on Haldex, please refer to [www.haldex.com](http://www.haldex.com).

## Major manufacturers as customers

Haldex has been developing technically advanced products for more than 100 years. The foundation for today’s Haldex was laid in the 1960s when the business was focused on brake products. In recent years, the focus has been further sharpened, and today Haldex develops and sells Haldex brake and air suspension products for heavy vehicles. The majority of the major truck and trailer manufacturers in North America and Europe are Haldex customers, which is one of Haldex’s foremost strengths. Haldex’s larger customers around the world include Daimler, Freightliner, Hendrikson, Krone, SAF Holland, Schmitz Cargobull, Volvo and

Yutong as well as a number of distributors in the aftermarket such as Europart, Winkler, Fleet Pride and Napa.

## Global market leader

Haldex are market leaders in several product categories, including brake adjusters for drum brakes. Haldex products are rapidly winning market share in other emerging areas, such as Haldex’s disc brakes, which are recognized for their innovative design. These and other wheel-end components comprise the Foundation Brake product group, while air suspension components, such as ABS, EBS and air dryers, comprise the Air Controls product group.

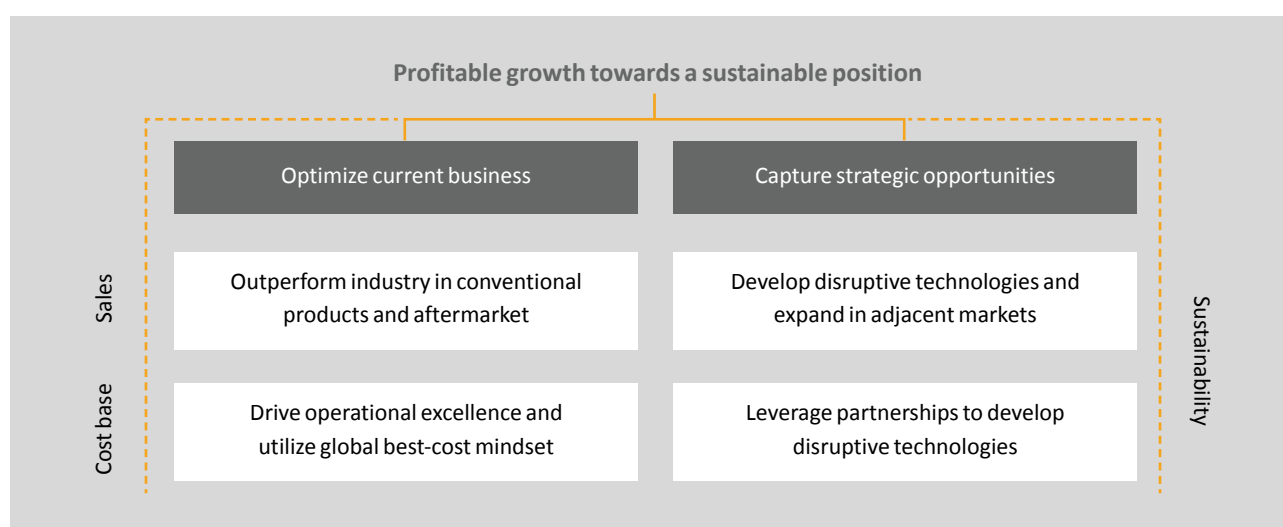
## Vision

Haldex is guided by its long-term vision of *driving innovation for a safer and greener world*.

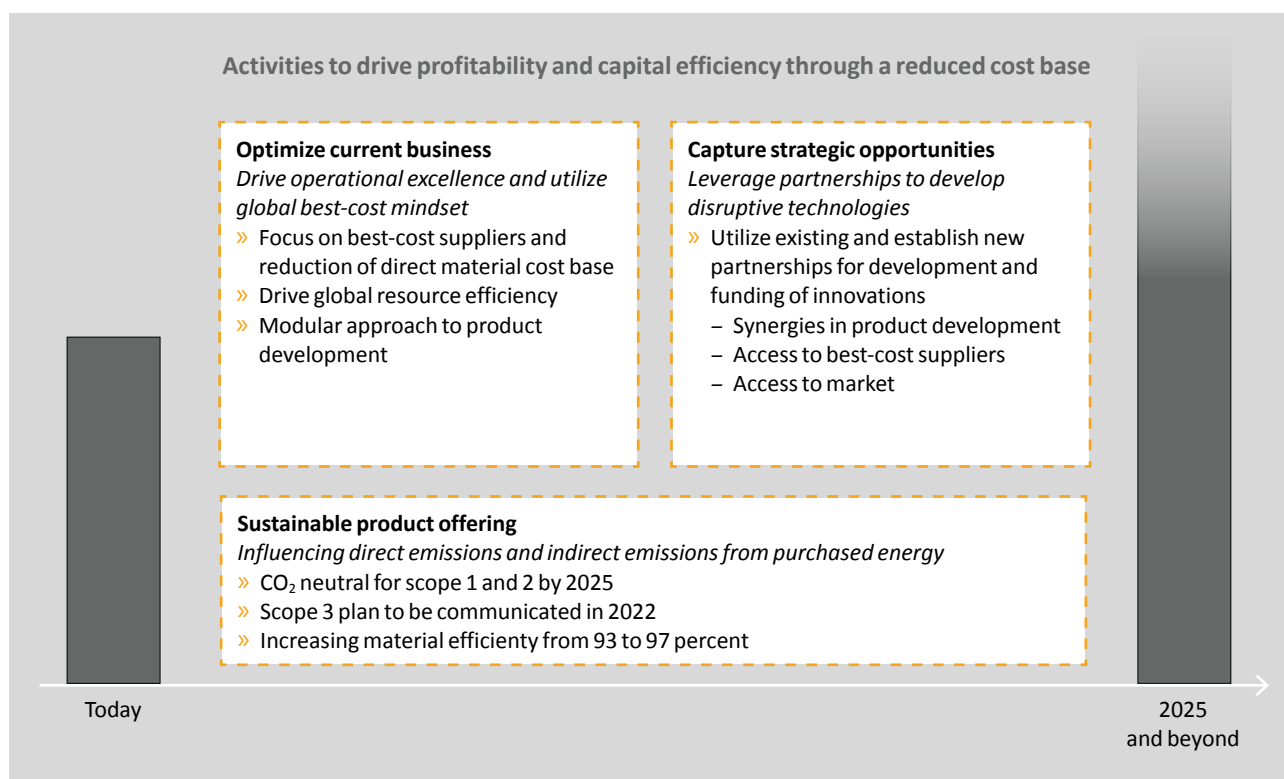
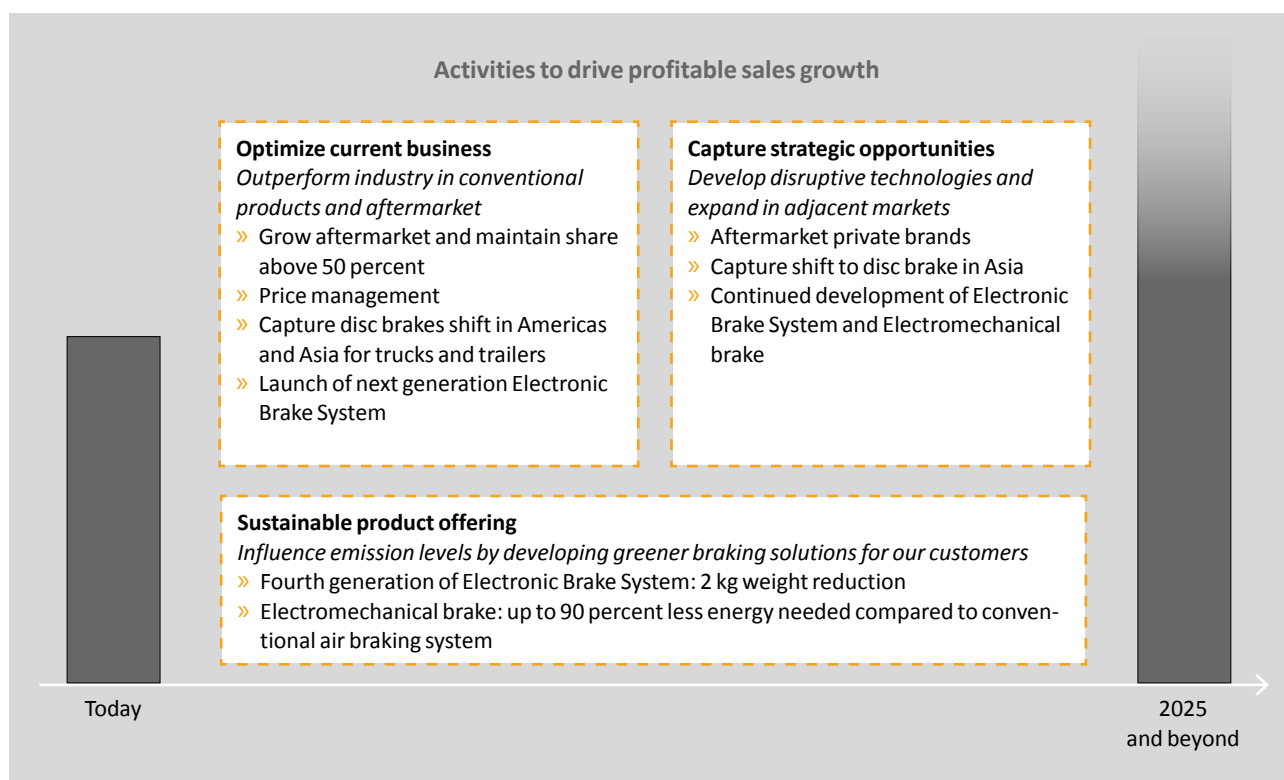
Haldex is driving innovation within braking systems, actively moving ahead of the industry. The solutions are safer in terms of braking stability, and greener in terms of energy efficiency. Through strategic partnerships, Haldex challenges existing technology, while remaining an independent partner in the value chain.

## Strategy

Haldex’s strategic plan for 2025 consist of three pillars—optimizing the current business, capturing the strategic opportunities, and integrating sustainability into the business model. Each strategic pillar consists of activities that can be categorized into drivers for sales growth and drivers for profitability and capital efficiency through a reduced cost base.



By delivering on these strategic activities, Haldex objective is to achieve *profitable growth towards a sustainable position*, meaning a sustainable market position and a sustainable profitability level while contributing to a sustainable environment.



# SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The financial information regarding Haldex provided below has been derived from the audited annual reports for the financial years 2021 and 2020<sup>6)</sup>, and the interim report for the period January – March 2022<sup>7)</sup>. The interim report for the period January – March 2022, which is fully recited on pages 27–46, has not been audited by Haldex's auditor.

Haldex's consolidated financial statements for the financial years 2021, 2020 and 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS), including the International Accounting Standards (IAS) and the interpretations issued by the IFRS Interpretations Committee which have been approved by the European Commission for application within the EU. The Swedish Financial Reporting Board's recommendation RFR 1, Supplementary accounting rules for Groups, has been applied. Haldex's interim report for the period January – March 2022 has been prepared in accordance with IAS 34 (Interim Financial Reporting), the Annual Accounts Act and the Swedish Securities Market Act. Haldex applies the Annual Accounts Act and recommendation RFR 2, Reporting for legal entities, of the Swedish Financial Reporting Board. The accounting principles applied comply with those in the latest annual report.

## Consolidated income statement, condensed

SEKm	Jan–Mar 2022	Jan–Mar 2021	2021	2020	2019
Net sales	1,272	1,080	4,612	4,007	5,151
Costs of goods sold	–920	–744	–3,352	–2,914	–3,812
<b>Gross profit</b>	<b>352</b>	<b>336</b>	<b>1,260</b>	<b>1,093</b>	<b>1,339</b>
<i>Gross margin</i>	<i>27.7%</i>	<i>31.1%</i>	<i>27.3%</i>	<i>27.3%</i>	<i>26.0%</i>
Product development expenses	–49	–30	–120	–131	–158
Selling and administrative expenses	–222	–191	–801	–805	–894
Share of profit from joint venture	–5	–4	–20	–24	–21
Other operating income and expenses	–1	1	22	–233	–161
<b>Operating income</b>	<b>75</b>	<b>112</b>	<b>341</b>	<b>–100</b>	<b>105</b>
Financial items	–4	–16	–55	–89	–44
<b>Profit before tax</b>	<b>71</b>	<b>96</b>	<b>286</b>	<b>–189</b>	<b>61</b>
Tax	–19	–26	–58	–111	–56
<b>Net profit for the period</b>	<b>52</b>	<b>71</b>	<b>228</b>	<b>–300</b>	<b>5</b>
<i>Net profit, of which attributable to:</i>					
Parent Company shareholders	50	70	226	–304	1
Non-controlling interests	2	1	2	4	4

6) The annual report for the financial year 2020 includes comparative figures for the financial year 2019.

7) The interim report includes comparative figures for the period January – March 2021.

## Consolidated statement of financial position, condensed

SEKm	31 Mar 2022	31 Mar 2021	31 Dec 2021	31 Dec 2020	31 Dec 2019
<b>ASSETS</b>					
Total non-current assets	2,087	1,988	2,067	1,901	2,227
Total current assets	2,786	2,288	2,565	2,117	2,186
<b>Total assets</b>	<b>4,873</b>	<b>4,277</b>	<b>4,632</b>	<b>4,018</b>	<b>4,413</b>
<b>EQUITY AND LIABILITIES</b>					
Total equity	1,930	1,343	1,630	1,158	1,537
Total non-current liabilities	1,608	1,803	1,829	1,809	1,346
Total current liabilities	1,335	1,130	1,173	1,051	1,530
<b>Total equity and liabilities</b>	<b>4,873</b>	<b>4,277</b>	<b>4,632</b>	<b>4,018</b>	<b>4,413</b>

## Share data

	Jan–Mar 2022	Jan–Mar 2021	2021	2020	2019
Profit after tax, basic, SEK	1.04	1.44	4.65	-6.44	0.12
Profit after tax, diluted, SEK	1.04	1.44	4.65	-6.44	0.12
Equity per share, SEK	38.97	27.00	32.84	23.17	34.78
Cash flow, operating activities, per share, SEK	-1.23	-0.62	6.09	4.56	7.42
Share price, SEK	41.20	46.25	53.00	43.75	51.00
Average total number of shares, thousands	48,638	48,638	48,638	47,152	44,216
Total number of shares at end of period, thousands	48,638	48,638	48,638	48,638	44,216
of which number of shares in own custody, thousands	12	12	12	12	12

## Key ratios

	Jan–Mar 2022	Jan–Mar 2021	2021	2020	2019
Gross margin, %	27.7%	31.1%	27.3%	27.3%	26.0%
Operating margin excluding items affecting comparability, %	6.3%	10.6%	7.7%	4.1%	6.1%
Operating margin, %	5.9%	10.4%	7.4%	-2.5%	2.0%
Cash flow, operating activities, SEKm	-60	-30	296	215	328
Cash flow after investments, SEKm	-123	-41	123	-30	-53
Return on capital employed % <sup>1,2</sup>	9.6%	0.0%	12.6%	-3.9%	3.1%
Return on capital employed excl. items affecting comparability, %	10.2%	7.7%	13.2%	5.1%	9.4%
Investments, SEKm	52	39	136	197	273
R&D, %	4.0%	4.5%	4.0%	5.4%	4.6%
Number of employees	2,045	2,021	2,003	1,990	2,172
Return on equity, % <sup>1</sup>	11.9%	-17.9%	16.3%	-22.7%	0.1%
Interest coverage ratio, multiple	7.0	12.1	13.7	3.9	7.5
Equity/assets ratio, %	40%	32%	35%	30%	35%
Net debt/equity ratio, % <sup>2</sup>	53%	74%	53%	85%	66%

1 Rolling twelve months.

2 The effect of IFRS16 Leases has been excluded.

## Financial definitions

Return on equity	Share of net profit for the year attributable to the shareholders in the parent company as a percentage of the average equity attributable to the shareholders in the parent company.
Return on capital employed	Operating income plus interest income as a percentage of the average capital employed.
Gross margin	Gross profit, i.e. net sales less cost of goods sold, divided by net sales.
Equity per share	Equity attributable to the parent company shareholders divided by average number of shares.
Items affecting comparability	Profit and loss items that are of a non-recurring nature in normal business operations. Items affecting comparability may, for example, include restructuring costs, impairments and product-related warranties attributable to specific customer commitments. The purpose of specifying these is to be able to demonstrate the trend in the underlying business.
External investments	Investments done at external suppliers that are booked directly against the balance sheet. Capitalization of product development costs are not included.
R&D, %	Total research and development expenditure excl. depreciation divided by net sales.
Cash flow per share	Cash flow from operating activities divided by average number of shares.
Net debt	Cash and cash equivalents plus interest-bearing receivables minus interest-bearing liabilities and provisions.
Net debt/equity ratio	Interest-bearing liabilities and provisions minus cash and cash equivalents and interest-bearing receivables divided by equity including non-controlling interests.
Earnings per share	Share of net profit for the year attributable to the parent company shareholders divided by weighted average number of shares.
Net interest income/expense	The economic difference in absolute terms between recognized interest income for financial assets and interest expenses for interest-bearing liabilities and provisions.
Interest coverage ratio	Operating profit excluding n items affecting comparability plus interest income divided by interest expense.
Operating margin	Operating profit as percentage of net sales for the period.
Adjusted operating margin	Operating profit excluding items affecting comparability as percentage of net sales for the period.
Operating profit	Profit from operations before financial items and tax.
Adjusted operating profit	Profit from operations before financial items and tax, adjusted for items affecting comparability.
Equity/assets ratio	Equity including non-controlling interests as a percentage of total capital.
Capital employed	Total assets less non-interest-bearing liabilities and non-interest-bearing provisions.
Currency-adjusted information	Financial figure converted to the same exchange rate as in the comparative period. The purpose is to show how the business operation would have developed without the impact of changes in exchange rates when consolidating foreign units.

# SHARE CAPITAL AND OWNERSHIP STRUCTURE

## The share

Haldex's shares are listed on Nasdaq Stockholm, Mid Cap, under the symbol HLDX, with ISIN code SE0000105199. As of the date of this offer document, there are no outstanding warrants or convertibles which give the holder right to shares in Haldex.

## Share capital development

As of the date of this offer document, the registered share capital of Haldex amounts to SEK 243,187,835, distributed over 48,637,567 shares, each with a quota value of SEK 5 and carry equal rights to the Haldex's assets and profits. Each share carries one (1) vote.

According to Haldex's annual report for the financial year 2021, Haldex holds 11,705 own shares in treasury, representing approximately 0.0002 % of total shares in Haldex.

## Haldex's ten largest shareholders as of 30 April 2022

As of 30 April 2022, the number of shareholders in Haldex amounted to approximately 13,700. The ten largest shareholders as of 30 April 2022 are set out below.

Shareholder	% of shares and votes
BNP PARIBAS SEC SERVICES PARIS, W8IMY (GCS)	9.25
THE FOURTH SWEDISH NATIONAL PENSION FUND	6.38
UBS AG LONDON BRANCH, W8IMY	5.94
ATHANASE INDUSTRIAL PARTNERS II	4.96
AFA SJUKFÖRSÄKRINGS AB	4.35
BANK OF AMERICA, NATIONAL ASSOCIATI, ON W9	4.19
CACEIS BANK, GERMANY BRANCH, W8IMY	4.03
CLEARSTREAM BANKING S.A., W8IMY	3.88
NORDEA NORDIC SMALL CAP FUND	3.21
FÖRSÄKRINGSAKTIEBOLAGET, AVANZA PENS-ION	2.05
Others	48.24
<b>Total</b>	<b>100</b>

Source: Cision/Euroclear

## Dividend policy

According to Haldex's dividend policy the shareholder returns shall be stable and predictable. The dividend shall correspond to 1/3 of the annual net profit taking into account the company's long-term investment needs and financial position.

## Incentive program

The annual general meeting held on 24 May 2022 resolved to implement a long-term bonus program for up to 26 key employees, including members of the executive management, in Haldex, as selected by the board of directors (the "LTI Bonus"). The LTI Bonus is vested during the calendar years 2022 and 2023. The main objective of the LTI is to, by promoting a common interest between the participants and Haldex as well as creating conditions to retain key competences, strengthen Haldex's financial development.

The participants in the LTI Bonus will receive a cash bonus that they will use to purchase shares in Haldex. The maximum bonus amount payable to each participant corresponds to 60% of the relevant participant's annual, gross base salary. The bonus amount will be determined by the level of fulfilment of the performance criteria. The participants must in general be employed by the Haldex group during the entire vesting period and the participants may not dispose of the shares until, at the earliest, 1 January 2026.

## Shareholder agreements

As far as the board of directors of Haldex is aware, there are no agreements between larger shareholders of Haldex or between larger shareholders and Haldex.

## Material agreements

Haldex's annual report for the financial year 2021 does not mention any material agreements that Haldex is a party to, which could be affected, amended or terminated if the control of Haldex would change as a result of a public takeover.



# HALDEX'S BOARD OF DIRECTORS, MANAGEMENT AND AUDITOR

## Board of Directors

### HÅKAN KARLSSON

*Chairman of the Board since 2021, elected board member 2020. Chairman of the Remuneration Committee, member of the Audit Committee.*

**Born:** 1961.

**Education:** M.Sc. Engineering.

**Current occupation:** Business Advisor.

**Other assignments:** Chairman of the Board of Directors of Gunnebo AB, board member of TitanX and Safetyrespect AB.

**Previous experience:** Member of Volvo Group's Group Management for 17 years, heading several business areas: CEO Volvo Buses, EVP Non truck Business (Volvo CE, Volvo Bus, Volvo Penta and Group military business), President Group Trucks Asia & JVs, Chairman Volvo-Eicher Trucks & Buses, Vice Chairman Dongfeng Trucks.

**Dependent:** No.

**Shareholding in Haldex:** 0 shares.

### CATHARINA MODAHL-NILSSON

*Board member, elected in 2020. Member of Remuneration Committee.*

**Born:** 1963.

**Education:** M.Sc. in Vehicle Engineering from KTH.

**Current occupation:** CTO at Traton Group.

**Other assignments:** Board member of Mohdalen Group AB, Knightec, Chairman of the Royal Swedish Academy of Engineering Sciences, Department of Mechanical Engineering.

**Previous experience:** Former EVP R&D at Permobil. Approximately 30 years of experience in the commercial vehicle industry, a large portion of this time in several different managerial positions at Scania and Traton. Head of Chassis, Cabs, Complete Vehicle & Buses at Traton and Engineering Director Project Mgmt, Engineering Director Cab Development, Head of Product Planning and Head of Strategy & Brand Development at Scania.

**Dependent:** No.

**Shareholding in Haldex:** 0 shares.

### DZEKI MACKINOVSKI

*Board member, elected in 2020. Member of Remuneration Committee.*

**Born:** 1965.

**Education:** Secondary High School, Business Administration.

**Current occupation:** Executive Vice President Global Purchasing Kongsberg Automotive Zürich, Switzerland.

**Other assignments:** Chairman of the Board of Kongsberg Automotive, Mullsjö site, Sweden.

**Previous experience:** More than 25 years of experience in purchasing in the commercial vehicle industry, much of this time

in various managerial positions, most recently as Senior Vice President Global Purchasing at Knorr-Bremse AG in Germany and before that Vice President Purchasing Projects & Operations Asia Pacific at Volvo GTT, Shanghai. Prior to that, several different management positions in Volvo Trucks in both Sweden and the United States.

**Dependent:** No.

**Shareholding in Haldex:** 0 shares.

### STEFAN CHARETTE

*Board member, elected in 2020. Member of the Audit Committee.*

**Born:** 1972.

**Education:** M.Sc. Finance, B.Sc. Electrical Engineering.

**Current occupation:** Chairman of the Board of Athanase Industrial Partner Ltd.

**Other assignments:** Chairman of the Board of DistIT AB, BuildData Group, Athanase Innovation AB and Celina Fondförvaltning AB.

**Previous experience:** Board member of 16 public companies of which six as chairman. CEO of Creades AB, Investment AB Öresund, AB Custos and Brokk AB.

**Dependent:** No in relation to company management / Yes in relation to major shareholders.

**Shareholding in Haldex:** 2,690,292 shares through Athanase Industrial Partner.

### VIVEKA EKBERG

*Board member, elected in 2020. Chair of the Audit Committee.*

**Born:** 1962.

**Education:** M.Sc. in Business and Economics, Stockholm School of Economics.

**Current occupation:** Non-Executive Director & Chairman in public and private companies.

**Other assignments:** Board member of e.g. Lindab, Dellner, Autostore, Apotea and SPP Pension & Försäkring. Chairman of the board of directors in CAAM Fund Services.

**Previous experience:** Has previously been CEO of PP Pension, Head of Nordics at Morgan Stanley Investment Management, Associate Partner at Brummer & Partners, Head of SEB Institutional Management and equity analyst at Alfred Berg Fondkommission and Affärsvärlden.

**Dependent:** No.

**Shareholding in Haldex:** 25,000 shares.

## DETLEF BORGHARDT

*Board member, elected in 2020.*

**Born:** 1963.

**Education:** Graduated Engineer, University of Hamburg of Automotive Engineering.

**Current occupation:** Independent Consultant.

**Other assignments:** Board member of the Supervisory Board of TIP Europe BV.

**Previous experience:** 30 years of experience in the global commercial vehicle industry. Most recently as CEO and member of the Board of SAF-HOLLAND between 2011 and 2019 and before that in several different managerial positions within SAF-HOLLAND since 2000. Prior to that, 10 years of experience in the aluminum industry in the Alusuisse Group.

**Dependent:** No.

**Shareholding in Haldex:** 0 shares.

## PER-OLOF BJÄLLSTÅL

*Employee representative for PTK-klubbarna, deputy member. Elected in 2019.*

**Born:** 1971.

**Education:** Automation technology.

**Current occupation:** Project Manager.

**Shareholding in Haldex:** 0 shares.

## JAHAD SHAKO

*Employee representative for IF Metall, elected in 2019.*

**Born:** 1960.

**Education:** Technical upper secondary school.

**Current occupation:** Deputy chair of the local IF Metall union branch and works in spare parts production.

**Shareholding in Haldex:** 0 shares.

## PER HOLMQVIST

*Employee representative for PTK-klubbarna, elected in 2014.*

**Born:** 1961.

**Education:** Technical upper secondary school.

**Current occupation:** Global responsibility for production engineering issues.

**Shareholding in Haldex:** 1,500 shares.

## JIMMY EMILSSON

*Employee representative for IF Metall, deputy member. Elected in 2019.*

**Born:** 1973.

**Education:** Social sciences specialization, upper secondary school.

**Current occupation:** Chair of the local IF Metall union branch.

**Shareholding in Haldex:** 0 shares.

## Management

### JEAN-LUC DESIRE

*President and CEO, acting EVP Global Sales & Product Management since June 2021.*

**Born:** 1970.

**Education:** M.Sc. in physics of transfer of energy (Ecole Centrale Paris) and Executive Master of Business Administration (HEC Paris).

**Other assignments:** –

**Previous experience:** Among other positions: Vice President General Manager ride control EMEA at TENNECO, Vice President CAR business at WABCO, vehicle project director at Peugeot Citroën.

**Shareholding in Haldex:** 16,000 shares.

### LOTTIE SAKS

*CFO since 2020.*

**Born:** 1967.

**Education:** M.Sc. in Business and Economics, Uppsala University.

**Other assignments:** Board member and Chairman of the Audit Committee of Silvers Semiconductors AB.

**Previous experience:** CFO of Cint, CFO OneMed, CFO Telenor Connexion, Head of Business Control OMX Technology Financial Markets, Finance Director Johnson & Johnson Nordics.

**Shareholding in Haldex:** 0 shares.

### FREDRIK SEGLÖ

*Executive Vice President Product & Technology since 2020.*

**Born:** 1969.

**Education:** B.Sc. Mechanical Engineering.

**Other assignments:** –

**Previous experience:** Acting EVP APAC and various roles in Research and Development and Product Management within Haldex.

**Shareholding in Haldex:** 2,000 shares.

### NICOLA GREGORY

*Executive Vice President Supply Chain & Operations since 2020.*

**Born:** 1976.

**Education:** Master of Business Administration.

**Other assignments:** –

**Previous experience:** Plant Manager Haldex Hungary, Change Agent Haldex Global, Sourcing Director, Global Purchasing Manager, Supply Chain Manager, Buyer Haldex.

**Shareholding in Haldex:** 0 shares.

### MATHIAS CARLSSON

*Executive Vice President Purchasing since October 2021.*

**Born:** 1975.

**Education:** M.Sc. in Mechanical Engineering.

**Other assignments:** –

**Previous experience:** Sourcing Director at Haldex, VP Global Sourcing Manager at Haldex, Nordic Purchasing Manager at Zumtobel, Global Commodity Manager at Scania.

**Shareholding in Haldex:** 0 shares.

**WALTER FRANKIEWICZ***Executive Vice President Americas since 2019.***Born:** 1959.**Education:** B.Sc. Electrical Engineering.**Other assignments:** –**Previous experience:** Extensive experience of leading international roles in the automotive and manufacturing industries. He has been President of Bendix Spicer Foundation Brake LLC and Vice President and GM, Strategy and Business Planning and Global Chassis Systems for Meritor, to name some of the roles directly related to the industry in which Haldex operates.**Shareholding in Haldex:** 0 shares.**STEPHAN KULLE***Executive Vice President EMEA since 2020.***Born:** 1967.**Education:** Master of Business Administration, University of Dortmund.**Other assignments:** –**Previous experience:** Extensive leadership experience in leading international innovation-driven companies in the automotive industry. Head of Automotive Division at Con-Pearl GmbH, light commercial vehicles (LCV) 2017–2019, Head of Sales for various global OEM & Tier 1/Truck customers (Benteler Automobiltechnik GmbH 2011–2016, Knorr-Bremse für Nutzfahrzeuge GmbH: Lead Account Executive Manager 2006–2011, Account & Project Manager Commercial Vehicles at Hella KGaA Hueck & Co 2000–2006, Mannesmann VDO, Account Manager Commercial Vehicles 1996–2000.**Shareholding in Haldex:** 0 shares.**FENG YIN***Executive Vice President APAC since 2020.***Born:** 1972.**Education:** Master of Business Administration, SDA Bocconi.**Other assignments:** –**Previous experience:** Various management positions in the automotive and energy industries. 2013–2019 General Manager for automotive lubricant business sector at Shell in China. 2012–2013 Vice President Sales and Project Management Chassis Division at Bosch In China.**Shareholding in Haldex:** 0 shares.**BEA LEGRADI***Executive Vice President Human Resources since 2022.***Born:** 1975.**Education:** Master of Business Administration in Human Resources Management and MA in English and American Studies.**Other assignments:** –**Previous experience:** Sr HR Director CEE Region, HR Director Corporate Functions EMEA, HR Manager for Global Operations at Honeywell, HR Manager at Group Delhaize, HR Manager at Danone.**Shareholding in Haldex:** 0 shares.**Auditor**

On 24 May 2022, the annual general meeting elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor for the period until the next annual general meeting. Authorised public accountant Eric Salander is the auditor in charge.

**Miscellaneous**

The annual report for the financial year 2021 do not mention any agreements between Haldex and its board members or employees providing for remuneration if such individuals' employments are terminated as a result of a public takeover. The CEO is, in the event of termination by the company, entitled to severance pay equivalent to 12 months' salary. The other members of the group management have a mutual notice period of up to 6 months and, in the event of termination by the company, severance pay. The fixed salary during the period of notice and the severance pay must not in total exceed an amount equal to the fixed salary for two years.

# ARTICLES OF ASSOCIATION OF HALDEX

THIS DOCUMENT IS AN UNOFFICIAL TRANSLATION OF THE SWEDISH VERSION. IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE VERSIONS, THE SWEDISH SHALL PREVAIL.

Haldex Aktiebolag  
Reg. No. 556010-1155

## § 1.

The Company name is Haldex Aktiebolag. The Company is a public company (publ).

## § 2.

The object of the company's operations is to directly or through holdings of shares and participations in other companies conduct manufacturing and sales of products, preferable to the vehicle and transportation industries, and to conduct other activities related to those stipulated above, and to manage securities, real estate and chattels.

## § 3.

The registered office of the Board of Directors shall be in Landskrona, Skåne County.

## § 4.

The Company's share capital shall amount to not less than SEK 110,539,925 and not more than SEK 442,159,700.

## § 5.

The number of shares in the Company shall be not less than 22,107,985 and not more than 88,431,940 shares.

## § 6.

In addition to those persons who pursuant to Swedish law may be appointed in a manner other than by the General Meeting, the Board of Directors shall consist of not fewer than three and not more than eight members plus not more than three deputy members.

## § 7.

For the purpose of examining the Company's annual report, financial statements and the administration of the Board of Directors and President, one registered accounting firm or two auditors plus two deputies shall be elected. 2(3)

## § 8.

The Company's fiscal year shall be the calendar year.

## § 9.

Notice convening a General Meeting shall be published in the Swedish Official Gazette and on the company's website. It shall be advertised in Dagens Nyheter that notice convening a General Meeting has been made. To be entitled to participate in the business of a General Meeting, shareholders shall provide notification of their intention to attend the Meeting on the day stipulated in the notice convening the General Meeting. This day must not be a Sunday, any other public

holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays prior to the Meeting..

## § 10.

The Annual General Meeting shall be held in Stockholm or Landskrona.

## § 11.

The Annual General Meeting shall be held annually prior to the end of June. The following items of business shall be addressed at the Meeting:

1. Opening of the Meeting and election of Chairman of the Meeting;
2. Preparation and approval of the list of shareholders entitled to vote at the Meeting;
3. Election of minute-checkers;
4. Determination of whether the Meeting has been duly convened;
5. Approval of the Agenda;
6. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report on the consolidated financial statements;
7. Motions concerning
  - a. adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. the discharge of the members of the Board of Directors and the President from liability,
  - c. the disposition to be made of the Company's profits or losses as shown in the balance sheet adopted by the Meeting,
  - d. determination of record day for decided dividend;
8. Determination of the number of Board members and deputy Board members to be appointed by the General Meeting;
9. Determination of the fees to be paid to the Board members elected by the Meeting;
10. Determination of the fees to be paid to the auditors;
11. Election of the Board members and deputy Board members and auditors and deputy auditors;
12. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act.

## § 12.

The Board may collect proxies in accordance with the procedure specified in Chapter 7. Section 4, second paragraph, of the Swedish Companies Act.

The Board of Directors may decide before an Annual General Meeting that the shareholders shall be able to exercise their voting rights by post before the Annual General Meeting.

## § 13.

The Company's shares shall be registered in a central securities depository register pursuant to lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument.

These Articles of Association have been adopted by the Annual General Meeting on 26 May 2021.

# HALDEX'S INTERIM REPORT FOR THE PERIOD JANUARY – MARCH 2022



## Implemented price increases led to sales growth and an improved gross margin

### FIRST QUARTER 2022

- Sales increased to SEK 1,272m (1,080), corresponding to an organic growth of 9 percent, largely driven by the price increases introduced during the previous year to mitigate the increased costs within the supply chain.
- The gross margin amounted to 27.7 percent (31.1). The gross margin increased by 2.9 percentage points compared to the fourth quarter 2021.
- The reported operating profit amounted to SEK 75m (112), which corresponds to a margin of 5.9 percent (10.4). Items affecting comparability of net SEK -5m (-3) affected earnings.
- Adjusted operating profit amounted to SEK 80m (115), corresponding to an adjusted operating margin of 6.3 percent (10.6).
- Earnings per share, basic and diluted, amounted to SEK 1.04 (1.44).
- Cash flow from operating activities amounted to SEK -60m (-30).
- The supply chain continues to be strained due to increased raw material and shipping costs as well as component and semiconductor shortages.
- In March, a long-term agreement was signed with KRONE Commercial Vehicle Group for the supply of the fourth generation Electronic Brake System (EBS) platform for trailers, which is a strategically important contract for Haldex.
- Haldex has stopped trade with Russia and Belarus following the military attack on Ukraine. As Haldex's sales in Russia and Belarus are limited, the direct effect is minimal.

### EVENTS AFTER THE END OF THE QUARTER

- Haldex has refinanced its debt with until April 2024. See page 5.

	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021	Δ	Apr 2021 - Mar 2022	2021
<b>Group overview, SEKm</b>					
Net sales, SEKm	1,272	1,080	18%	4,804	4,612
Organic growth, %	9	-6		-	21
Operating income, SEKm	75	112	-33%	304	341
Operating margin, %	5.9	10.4	-4.5	6.3	7.4
Adjusted operating income, SEKm	80	115	-30%	322	357
Adjusted operating margin, %	6.3	10.6	-4.3	6.7	7.7
Return on capital employed, % <sup>1</sup>	9.6	0.0	9.6	9.6	12.6
Return on capital employed, excl. one-off items, % <sup>1</sup>	10.2	7.7	2.5	10.2	13.2
Net income, SEK m	52	71	-27%	209	228
Earnings per share, basic and diluted, SEK	1.04	1.44	-27%	4.24	4.65
Cash flow, operating activities, SEKm	-60	-30	-30	266	296

<sup>1</sup>Rolling twelve months, excluding the effects of IFRS16 - leasing



## CEO STATEMENT



Net sales in the first quarter amounted to SEK 1,272m (1,080), equivalent to an organic growth of 9 percent. Region Americas and region EMEA reported an organic growth of 16 and 7 percent respectively, largely driven by the price increases introduced during the previous year to handle the increased costs in the supply chain. Region APAC had an organic sales decline of 20 percent, where sales were negatively affected by the continued market downturn in China and the logistics challenges after the new Covid-19 outbreaks in the country. Both the Aftermarket and Trailer segments increased compared to the previous year, with an organic growth of 7 and 19 percent, respectively. Sales in the Truck segment were at approximately the same level as the previous year, with an organic decrease of 1 percent. According to our assessment of external market data, we continue to take market shares globally. Compared with the previous quarter, net sales increased by 7 percent.

The adjusted operating profit amounted to SEK 80m (115), corresponding to margin of 6.3 percent (10.6) in the first quarter. Compared with the previous quarter, the adjusted operating margin increased by 1.3 percentage points. This shows that we have been successful in raising prices to mitigate the increased costs for raw materials, semiconductors and freight, however, it has a dilutive effect of the margin. Ongoing management of pricing towards customers compared to increases in supplier costs will remain a key focus going forward. The reported operating margin amounted to 5.9 percent (10.4). The increased sales and constraints in supply chain tied up working capital which led to a weakened cash flow. The cash flow from operating activities in the first quarter amounted to SEK -60m (-30).

We are pleased that we have both signed and extended several long-term agreements during the quarter. A long-term agreement was signed with KRONE Commercial Vehicle Group, a leading trailer manufacturer, for the supply of the

fourth generation Electronic Brake System (EBS) platform. This agreement extends a long existing partnership with KRONE and is an important step to expand Haldex's market share within this segment and further strengthen our position in the trailer market. During the quarter we announced that we have signed a renewed long-term supply agreement for the supply of our Automatic Brake Adjuster (ABA) with Daimler Truck. By the end of the new contract period, Haldex will have supplied this customer the same product for 60 years. Being able to maintain the business for such a long time shows the strength in Haldex's product offering. Haldex has also signed two agreements for ABA in China and Southeast Asia, which strengthens our already strong position for this product offering in Asia.

With our size, we have an advantage of being flexible which allows us to react quickly to change. We want to maximize this potential and are reviewing what changes to implement to become even more agile. We aim to continue to optimize our business and we see further opportunities within our operations. Through several initiatives, for example improved inventory management processes, we are taking steps to improve our operational efficiency.

Following the ongoing military attack on Ukraine, Haldex has suspended trade with Russia and Belarus. Haldex's sales in Russia are limited and therefore the direct impact is minimal. Haldex has increased the focus on trade and sanction compliance to ensure that we handle this increased risk in a good way. The war in Ukraine may affect the future prospects of both us and our customers and lead to further raw material and electricity price increases and continued challenges in the already constraint supply chain. Furthermore, there is uncertainty as to how the situation with covid-19 in China will affect both us and our customers going forward. We are closely monitoring developments and the impact on both our business and employees and will continue to take necessary measures.

In summary, the first quarter of 2022 was a step in the right direction with several milestones reached, despite the continued impact of the challenges in the supply chain and the geopolitical situation. We are continuing with our strategic plan to fine-tune and optimize the current business model while capturing the strategic opportunities for the future. Our strategy has been well received, where customer feedback confirms that we are on the right track. We are hopeful to share more exciting news in the upcoming months. We are well-positioned to continue to take the lead and develop braking solutions that meet customer challenges and exceed their expectations.

Jean-Luc Desire  
President and CEO

## FINANCIAL SUMMARY OF THE FIRST QUARTER

### Net sales

Net sales during the first quarter amounted to SEK 1,272m (1080), equivalent to an organic growth of 9 percent compared with the corresponding period in the previous year. Sales in both region Americas and region EMEA showed organic growth of 16 and 7 percent, respectively, while region APAC reported an organic decline of 20 percent during the first quarter. Sales for region Americas amounted to SEK 697m (538) and notably sales in the Trailer segment showed a high organic growth of 38 percent, but the Truck segment and the Aftermarket also grew compared with the previous year. Sales in region EMEA amounted to SEK 494m (451). The increase from the previous year is driven by increased sales to the Aftermarket and Trailer segments, while sales in the Trucks segment decreased. Sales in region APAC amounted to SEK 81m (91) where the negative development is mainly explained by a decline in China.

The Aftermarket segment showed organic growth of 7 percent, with sales increasing to SEK 636m (547). For the Trailer segment, sales amounted to SEK 435m (348), which corresponds to organic growth of 19 percent. The strong growth is largely driven by an increased focus on this segment and price increases to customers. Sales for the Truck segment amounted to SEK 201m (185), which corresponds to an organic decline of 1 percent. Sales in the Truck segment increased in the Americas region but decreased in both region EMEA and region APAC compared with the previous year.

	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021	Δ <sup>1</sup>	Apr 2021 - Mar 2022	2021
<b>Net sales per region, SEKm</b>					
Americas	697	538	16%	2,535	2,376
EMEA <sup>2</sup>	494	451	7%	1,963	1,920
APAC <sup>2</sup>	81	91	-20%	306	316
<b>Total</b>	<b>1,272</b>	<b>1,080</b>	<b>9%</b>	<b>4,804</b>	<b>4,612</b>

<sup>1</sup>Organic

<sup>2</sup> Comparison figures from 2021 have been restated following the transfer of sales in the Middle East from region APAC to region EMEA.

	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021	Δ <sup>1</sup>	Apr 2021 - Mar 2022	2021
<b>Net sales per customer segment, SEKm</b>					
Aftermarket	636	547	7%	2,444	2,354
Trailer	435	348	19%	1,632	1,545
Truck	201	185	-1%	729	713
<b>Total</b>	<b>1,272</b>	<b>1,080</b>	<b>9%</b>	<b>4,804</b>	<b>4,612</b>

<sup>1</sup>Organic

	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021	Δ <sup>1</sup>	Apr 2021 - Mar 2022	2021
<b>Net sales per product area, SEKm</b>					
Foundation Brake	736	588	17%	2,696	2,548
Air Controls	536	492	1%	2,109	2,064
<b>Total</b>	<b>1,272</b>	<b>1,080</b>	<b>9%</b>	<b>4,804</b>	<b>4,612</b>

<sup>1</sup>Organic



### Operating profit

The reported operating profit amounted to SEK 75m (112) during the first quarter, corresponding to an operating margin of 5.9 percent (10.4). Operating profit has been impacted by items affecting comparability of net SEK -5m (-3) related to restructuring costs. The adjusted operating profit for the first quarter amounted to SEK 80m (115), corresponding to an adjusted operating margin of 6.3 (10.6) percent.

The gross margin amounted to 27.7 percent (31.1) in the quarter and is negatively affected by higher purchase prices of raw materials and components in combination with increased costs for freight. Compared with the previous quarter, the gross margin increased by 2.9 percentage points.

Changes in exchange rates, including the outcome of currency hedging and currency translation effects, had a positive impact on the Group's operating income of SEK 15m (-17). The currency effect in net financial income/expense was SEK 4m (-6).

### Product development

Investments in new technology and product development are progressing. Haldex' business operations is associated with regular maintenance expenses, but also expenses incurred in examining commercial and technical opportunities to launch new products (i.e. research expenditure). Costs of maintenance of existing products and research for the development of new products are continuously recognized in the income statement. Haldex estimates that, based on historic average, these normally account for 3–5 percent of sales. Development expenses cannot be capitalized, i.e., recognized as an asset, until a number of conditions have been met. See accounting policies in the 2021 Annual Report.

In addition to expenditures that are reported as expenses in the income statement, SEK 8m (24) was capitalized as an

asset in the income statement during the quarter, which mainly relates to the development of the electromechanical brake (EMB). Total development expenditures, including development expenses, amounted to SEK 51m (48) during the quarter, corresponding to 4.0 (4.5) percent of sales.

### Tax

The tax expense for the first quarter amounted to SEK 19m (26), equivalent to a tax rate of 27 (27) percent. The tax rate for the quarter is in line with the average tax rate for the Group based on the profit and the local tax rate in each Group company.

Deferred tax assets for tax loss carryforwards are capitalized to the extent that it is probable that they can be offset against future surplus.

### Profit for the period and earnings per share

Profit after tax in the quarter was SEK 52m (71). Basic and diluted earnings per share were SEK 1.04 (-1.44).

### Cash flow

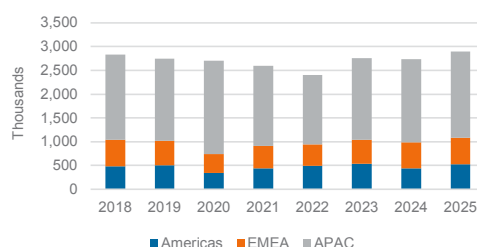
Cash flow from operating activities amounted to SEK -60m (-30) during the first quarter. Cash flow from operating activities was negatively affected by the lower operating profit compared with the previous year and also by increased working capital. The increased working capital is largely due to increased accounts receivable and inventories.

Investments, including capitalized development expenditures, amounted to SEK -63m (-64). The large part of investments relates to machinery and equipment needed in the ongoing operations. Investments also include capitalized development expenses of SEK 8m (24).

## MARKET DEVELOPMENT AND FORECAST FOR NEW PRODUCTION – EXTERNAL MARKET DATA

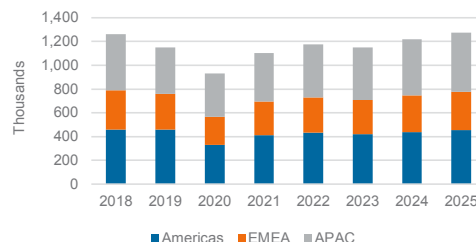
The number of newly produced trucks and trailers is an indicator of Haldex's market; however, a large part of sales and profit comes from the significantly less volatile aftermarket. The degree to which Haldex is affected depends on the share of the company's sales in each customer category and geographical region, see pages 6 – 8.

New production: Trucks and buses



Source: LMC Automotive

New production: Trailers



Source: CLEAR International Consulting Ltd.

**NET DEBT AND NET INTEREST INCOME/EXPENSE**

<b>Net debt and net interest income/expense, SEKm</b>	<b>Mar 31 2022</b>	<b>Mar 31 2021</b>	<b>Dec 31 2021</b>
Asset items in net debt:			
Cash and cash equivalents	496	396	597
Liability items in net debt:			
Interest-bearing liabilities including derivative instruments	-1,069	-925	-1,032
Pension liabilities	-263	-524	-463
<b>Total net debt, excl. IFRS16 – leasing</b>	<b>-836</b>	<b>-1,053</b>	<b>-898</b>
Debt attributable to IFRS16	-342	-388	-359
<b>Total net debt, incl. IFRS 16 – leasing</b>	<b>-1,178</b>	<b>-1,441</b>	<b>-1,257</b>
<b>Net interest income/expense for current year</b>	<b>-7</b>	<b>-6</b>	<b>-28</b>

Group net debt at March 31 2022 amounted to SEK 1,178m (1,441), of which SEK 1,069m (925) is attributable to interest-bearing liabilities, SEK 342m (388) is attributable to leasing commitments in accordance with IFRS 16 and SEK 263m (524) to pension liabilities.

Net debt was positively affected by the company's earnings but negatively by the cash flow. A remeasurement of pension liabilities, in large due to higher interest, reduced net debt by SEK 200m, while lease commitments through IFRS 16 increased net debt by SEK 17m compared to December 31, 2021.

Financial items amounted to SEK -4m (-16) during the first quarter, of which net interest including IFRS 16 was SEK -7m (-6). The equity/assets ratio was 40 percent (32) at the end of the first quarter.

Haldex's debt financing consists primarily of:

- A bilateral loan maturing in April 2023 of SEK 270m.
- A syndicated credit facility of EUR 90m (SEK 930m), also maturing in April 2023. EUR 73m (SEK 750m) of this facility had been utilized at the end of the quarter.

After quarter end, Haldex has refinanced its debt, which now consists primarily of:

- A bilateral loan maturing in April 2024 of SEK 270m.
- A bilateral loan maturing in October 2023 of SEK 700m, with possible extension to April 2024.
- A syndicated credit facility of EUR 30m (SEK 310m), maturing in October 2023, with possible extension to April 2024.

**Pledged assets and contingent liabilities**

There were no changes to the Group's pledged assets or contingent liabilities during the quarter. The Group, from time to time, has product warranties and customer commitments which cannot be reliably estimated. For more information, see 'Significant risks and uncertainties' on page 9.

## REGION AMERICAS

Net Sales, SEKm	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021	Δ <sup>1</sup>	Apr 2021 - Mar 2022	2021
Aftermarket	424	348	9%	1,563	1,497
Trailer	160	104	38%	564	508
Truck	113	86	17%	395	371
<b>Total</b>	<b>697</b>	<b>538</b>	<b>16%</b>	<b>2,522</b>	<b>2,376</b>

<sup>1</sup>Organic

## Net sales development

Net sales for Region Americas amounted to SEK 697m (538) in the first quarter, corresponding to an organic growth of 16 percent compared to the previous year. The Aftermarket grew organically by 9 percent, positively impacted by the overall industry growth and also as a result of price increases to customers. The Trailer and Truck segments had high growth, with an organic increase of 38 percent and 17 percent respectively.

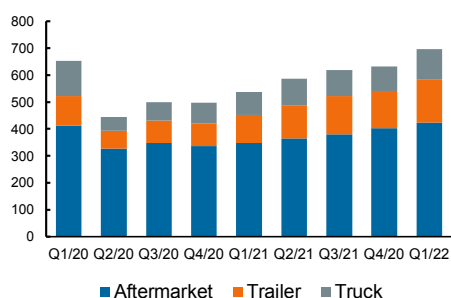
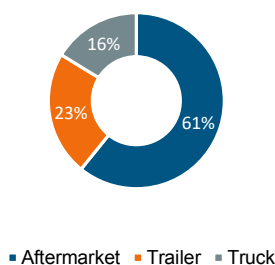
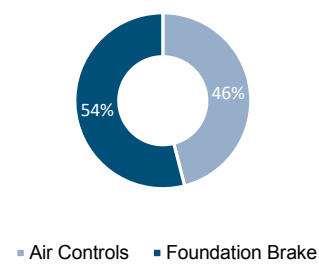
Haldex added a surcharge on delivered orders in the fourth quarter 2021 to mitigate the higher cost level from the supply chain challenges, which remains in effect during 2022. Certain customers, particularly truck OEMs, are continuing to experience a lack of supply of semiconductors and other components, which slightly impacted sales negatively. Overall, Haldex has successfully managed to deliver products to OEM customers. However, due to supply shortages and a slow ramp-up for certain chip suppliers, there is a backlog in the supply of Antilock Brake System controllers that will likely continue into the second half of 2022. The aftermarket was also slightly impacted.

## Market development and outlook

The Americas market continues to show solid growth into 2022 despite the general industry supply chain issues experienced. New production of trucks and trailers is expected to recover during the second half of 2022 as the challenges in the supply chain ease.

External market data shows that the new production of trucks increased by 4 percent and the new production of trailers decreased by 17 percent in the first quarter compared to the same period in the previous year. Full-year production volume for 2022 is expected to increase by 11 percent for trucks and by 5 percent for trailers compared to 2021. Haldex has the ambition to grow faster than OEM new production and take market share, while at the same time continuing to grow the aftermarket sales. Ongoing management of pricing towards customers compared to supplier costs will remain a key focus going forward.

Sales per customer segment, SEKm

Sales per customer segment, %  
Jan – Mar 2022Sales per product area, %  
Jan – Mar 2022

## REGION EMEA

Net Sales, SEKm	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021 <sup>2</sup>	Δ <sup>1</sup>	Apr 2021 - Mar 2022 <sup>2</sup>	2021 <sup>2</sup>
Aftermarket	198	184	5%	815	801
Trailer	257	221	15%	1,006	970
Truck	39	46	-17%	142	149
<b>Total</b>	<b>494</b>	<b>451</b>	<b>7%</b>	<b>1,963</b>	<b>1,920</b>

<sup>1</sup> Organic<sup>2</sup> Restated sales for 2021 following transfer of sales in Middle East from region APAC to region EMEA

## Net sales development

Net sales in region EMEA amounted to SEK 494m (451) in the quarter, corresponding to an organic growth of 7 percent. The growth is due to a stable high demand from Haldex customers, despite continued high constraints in the supply chain which have been further impacted by the war in Ukraine. As of 2022, the Middle East is part of the region, which is now referred to as region EMEA, with a restatement of comparative figures for 2021.

The Trailer segment increased organically by 15 percent, thanks to increased market share and further price adjustments to a higher cost base. Aftermarket sales were stable with an organic increase of 5 percent. Sales in the Truck segment were impacted by some customers temporarily stopping their production due to a lack of semiconductors and cables in March, and sales decreased organically by 17 percent in the first quarter compared to the previous year.

In March, Haldex signed a long-term agreement with KRONE Commercial Vehicle Group, a leading trailer manufacturer, for the supply of the fourth generation Electronic Brake System platform (EBS) for trailers, EB+4.0. Production for the EB+4.0 has begun with first deliveries to customers in the quarter. Many customers have expressed interest to extend the cooperation and relationship with Haldex with this product.

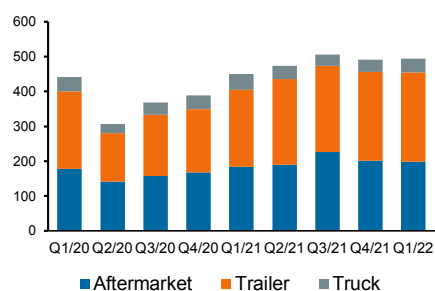
## Market development and outlook

European truck manufacturers and new players continue to invest in the technological development of future vehicles, and the focus has clearly shifted toward electrification of heavy and medium-duty vehicles, which is favorable for the development of Haldex's electromechanical brake (EMB).

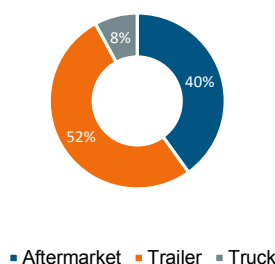
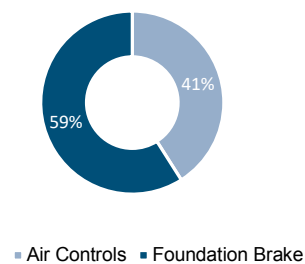
External market data shows that the new production of trucks decreased by 6 percent and the new production of trailers decreased by 18 percent in the first quarter compared to the same period in the previous year. Full-year production volume for 2022 is expected to decrease by 6 percent for trucks and increase by 4 percent for trailers compared to 2021. Haldex has the ambition to grow faster than OEM new production and take market share, while at the same time continuing to grow the aftermarket sales.

The high uncertainty with disruptions in the supply chain, especially related to semiconductor, cables and increased freight, energy and material costs will have a significant impact during the complete year 2022.

Sales per customer segment, SEKm



Sales per quarter 2020 and 2021 have been restated following the move of sales in Middle East from region APAC to region EMEA.

Sales per customer segment, %  
Jan – Mar 2022Sales per product area, %  
Jan – Mar 2022

## REGION APAC

Net Sales, SEKm	First quarter			Rolling 12m	Full year
	Jan-Mar 2022	Jan-Mar 2021 <sup>2</sup>	Δ <sup>1</sup>	Apr 2021 - Mar 2022 <sup>2</sup>	2021 <sup>2</sup>
Aftermarket	14	15	-8%	56	56
Trailer	18	23	-31%	62	67
Truck	49	53	-18%	189	193
<b>Total</b>	<b>81</b>	<b>91</b>	<b>-20%</b>	<b>306</b>	<b>316</b>

<sup>1</sup> Organic<sup>2</sup> Restated sales for 2021 following transfer of sales in Middle East from region APAC to region EMEA

## Net sales development

Net sales in Region APAC amounted to SEK 81m (91) in the first quarter, corresponding to an organic decrease of 20 percent compared to the same period in the previous year. Sales decreased across all customer segments, and the negative development is mainly explained by a decline in China where sales were negatively affected by the continued market downturn in China and the logistics challenges after the new Covid-19. The decrease in sales, however, was smaller than the overall market decline in the region. As of 2022, the Middle East is no longer included in the region, which is now called region APAC. Comparative figures for 2021 have been restated.

The regional offer of light-weight air disc brakes for trailer customers which was launched in the end of 2021 is gaining traction. Deliveries have started and agreements have been signed with a couple new customers during the quarter. The development of air disc brakes for truck and bus customers in China in the joint venture with FAST Group continues according to plan where the joint venture is in dialogue with market leading customers. Local production is expected to begin in the third quarter.

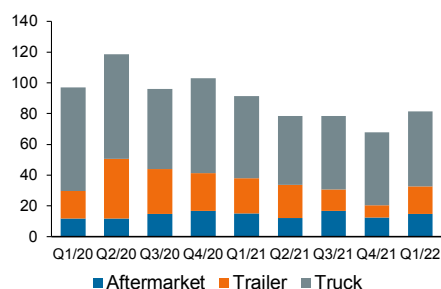
During the quarter, a long-term agreement was signed with one of the leading commercial vehicle manufacturers in South Korea for the delivery of Haldex's Automatic Brake Adjusters (ABA). Haldex also secured an additional agreement for export of ABA in Southeast Asia with an existing customer in China. These agreements strengthen Haldex already leading market position within ABA in the region.

## Market development and outlook

In China, there has been lower customer activity following the high vehicle production in 2020. However, statutory requirements for improved vehicle safety and minimizing vehicle overloading supports an increase in customer demand going forward. Market data indicates that the truck and trailer market is beginning to recover in China while the market is relatively stable in India and South Korea.

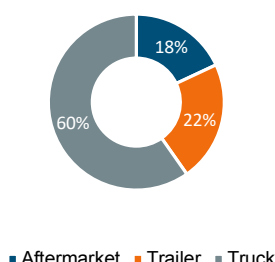
External market data shows that the new production of trucks decreased by 44 percent and the new production of trailers decreased by 14 percent in the first quarter compared to the same period in the previous year. Full-year production volume for 2022 is expected to decrease by 13 percent for trucks and increase by 10 percent for trailers compared to 2021. There is however, uncertainty as to what impact Covid-19 will have on the market and supply chain going forward.

Sales per customer segment, SEKm



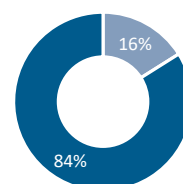
Sales per quarter 2020 and 2021 have been restated following the move of sales in Middle East from region APAC to region EMEA.

Sales per customer segment, % Jan – Mar 2022



■ Aftermarket ■ Trailer ■ Truck

Sales per product area, % Jan – Mar 2022



■ Air Controls ■ Foundation Brake

## EMPLOYEES

The number of employees at the end of the quarter was 2,045 (2,021), which is 24 more than in the first quarter of 2021. The increase in the number of employees is mainly due to more employees in production because of higher volumes and increased sales.

## PARENT COMPANY

Haldex AB (publ), corporate identity number 556010-1155, is a registered limited liability company with registered office in Landskrona, Sweden. Haldex AB shares are listed on Nasdaq Stockholm, Mid Cap. The parent company fulfils head office functions, including the central finance function. Net sales for the parent company totaled SEK 43m (25) in the first quarter, and profit after tax was SEK 24m (6).

## SIGNIFICANT RISKS AND UNCERTAINTIES

Haldex is exposed to risks of a financial and operational nature. The Group has a process for risk identification and risk management, which is described in the Haldex 2021 Annual Report and Corporate Governance Report, on pages 58–63. The section on risks in the Annual Report makes it clear that the consolidated financial statements require certain judgments and assumptions about the future that are based on both historic experience and future expectations. Goodwill, development projects, taxes (capitalized loss carryforwards) and pensions are the areas presenting a significant risk of future adjustments to recognized values. Warranty provisions and customer commitments have been identified as the areas where uncertainty about future adjustments to estimated values is greatest.

## SHARES AND SHARE DATA

Earnings per share for the first quarter were SEK 1.04 (1.44). On the balance sheet date, equity per share amounted to SEK 38.97 (23.17). Haldex had 48,637,567 shares at the beginning and end of the period. The closing share price on March 31, 2021, was SEK 41.20 (46.25). The total market capitalization at the end of the quarter was SEK 2,003m.

## CHANGED REGIONAL STRUCTURE

To match the operational responsibility for sales in the Middle East, the countries in the Middle East belong to the EMEA region as of 2022. In connection with this, the former region Europe has changed its name to region EMEA, and the former region Asia & Middle East is now called region APAC. Comparative figures for 2021 have been restated in this report. The restated sales for region EMEA and region APAC per quarter 2021 are stated in the table below.

Net sales, SEKm	Quarter 1 2021	Quarter 2 2021	Quarter 3 2021	Quarter 4 2021	Full-year 2021
region EMEA	451	473	506	491	1920
region APAC	91	79	78	68	316

## EVENTS AFTER THE BALANCE SHEET DATE

Haldex has refinanced its debt, which now consists primarily of:

- A bilateral loan maturing in April 2024 of SEK 270m.
- A bilateral loan maturing in October 2023 of SEK 700m, with possible extension to April 2024.
- A syndicated credit facility of EUR 30m, maturing in October 2023, with possible extension to April 2024.

Haldex AB (publ) | Interim report January - March 2022

## CORRECTION QUARTER 1 2021

At the end of 2021, the sale of the building in Kansas City was revalued in accordance with IFRS16 as a "sale-lease-back" transaction. This involves a correction of the previous capital gain that arose in the first quarter of 2021, which was reported as an item affecting comparability. The correction was made in the year-end report for January - December 2021 and all figures that were affected have been restated. See the year-end report for January - December 2021 on page 10 for more information.

## CORRECTION INVENTORY HISTORICAL PERIODS

In connection with the company's internal control work, an error in historical periods totaling SEK 60m regarding inventory in Region Americas has been discovered and corrected. In all material aspects, it is attributable to historical periods before 2018. The correction was made in the Annual Report 2021. An adjustment has been made in the opening balance 2020 between equity, inventories and deferred tax assets, and with corresponding amounts at the end of each quarter of 2020 and 2021. The adjustment means that the opening balance on 1 January 2020 for equity decreased by SEK 45m, inventories decreased by SEK 60m and deferred tax assets increased by SEK 15m. See the Annual Report 2021 on page 66 for more information.

## OUTLOOK

Haldex anticipates growing faster than the rate of growth in demand in terms of sales for newly produced heavy vehicles and trailers in each market. Market data shows that the OEM market in 2022 is expected to approach the levels prevailing prior to the start of the Covid-19 pandemic. Market data for the aftermarket is lacking, but Haldex estimates that it follows the general economic trend in each market. Economic recovery and increased utilization of capacity in heavy road transport for 2022 is anticipated.

Number of trucks, new production	2021	2022p	2023p	2024p
Americas	442,276	490,941	534,988	440,073
EMEA	475,379	448,534	510,419	548,400
APAC	1,678,497	1,460,419	1,718,044	1,746,582

Source: LMC Automotive

Number of trailers, new production	2021	2022p	2023p	2024p
Americas	413,313	435,069	421,333	439,581
EMEA	280,053	292,613	285,992	307,390
APAC	409,097	448,224	442,692	470,942

Source: CLEAR International Consulting Ltd.

The supply chain is, and is expected to continue to be, strained due to increased costs for raw material and freight and component shortages. There is great uncertainty about these external factors where market developments are closely monitored, and measures are taken where necessary.

Following the ongoing military attack on Ukraine, Haldex has suspended trade with Russia and Belarus. Haldex's sales in Russia are limited and therefore the direct impact is minimal. The war in Ukraine may affect the future prospects of both us and our customers and lead to further raw material price increases and continued challenges in the already constraint supply chain. Haldex is closely monitoring developments and the impact on both the business and employees and will continue to take necessary measures.

9 (20)

#### ANNUAL GENERAL MEETING

Haldex's Annual General Meeting will be held on May 24, 2022 at 15.00. Location: Elite Hotel Stockholm Plaza, Birger Jarlsgatan 29 in Stockholm, Sweden. Shareholders who wish to attend the general meeting must be included in the share register maintained by Euroclear Sweden AB, on May 16, 2022, and notify the company of its intention to attend by May 18, 2022. For more information, please see the notice at: <https://www.haldex.com/en/corporate/>

#### FUTURE-ORIENTED INFORMATION

This report includes future-oriented information with statements regarding the future prospects for Haldex's operations. The information is based on the current expectations, estimates and forecasts of the Haldex management. Actual future outcomes may differ sharply from the forward-looking information provided in this report, for example due to changes in economic, market and competition conditions.

#### TRANSACTIONS WITH RELATED PARTIES

The parent company is related to its subsidiaries. Transactions with subsidiaries take place on market terms. Remuneration to senior executives has been paid in line with the guidelines adopted by the Annual General Meeting, which can be found on the company's website. Remuneration is paid to the Board in accordance with the decision of the Annual General Meeting.

#### SEASONAL EFFECTS

Haldex does not have any significant seasonal variations. On the other hand, sales are affected by the production schedules of customers, which results in lower sales during vacation periods and when customers are closed for public holidays.

#### ACQUISITIONS AND DISPOSALS

There were no acquisitions or disposals in the quarter.

#### ACCOUNTING POLICIES

This interim report is prepared in accordance with IAS 34 Interim Financial Reporting. The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU. The Parent Company's report has been prepared in accordance with the Swedish Financial Reporting Board's recommendation RFR 2 'Financial Reporting for Legal Entities' and the Swedish Annual Accounts Act. The accounting policies are unchanged from those presented in the Annual Report 2021 on pages 68–72.

LANDSKRONA, APRIL 28, 2022

HALDEX AB

Jean-Luc Desire  
President and CEO

*This report has not been reviewed by the company's auditors.*



## INCOME STATEMENT

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Net sales	1,272	1,080	4,805	4,612
Cost of goods sold	-920	-744	-3,528	-3,352
<b>Gross profit</b>	<b>352</b>	<b>336</b>	<b>1,277</b>	<b>1,260</b>
Gross margin	27.7%	31.1%	26.6%	27.3%
Product development expenses	-49	-30	-139	-120
Selling and administrative expenses	-222	-191	-832	-801
Share of profit from joint venture	-5	-4	-20	-20
Other operating income and expenses <sup>1</sup>	-1	1	20	22
<b>Operating income <sup>1</sup></b>	<b>75</b>	<b>112</b>	<b>305</b>	<b>341</b>
Financial items	-4	-16	-44	-55
<b>Profit before tax</b>	<b>71</b>	<b>96</b>	<b>261</b>	<b>286</b>
Tax	-19	-26	-52	-58
<b>Net profit for the period</b>	<b>52</b>	<b>71</b>	<b>209</b>	<b>228</b>
<i>of which attributable to non-controlling interests</i>	<i>2</i>	<i>1</i>	<i>3</i>	<i>2</i>
Earnings per share, SEK (basic and diluted)	1.04	1.44	4.24	4.65
Average number of shares, thousands	48,626	48,626	48,626	48,626

## Operating income, by nature of expenses

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Net sales	1,272	1,080	4,805	4,612
Direct material costs	-740	-584	-2,818	-2,662
Employee benefit expenses	-238	-215	-887	-863
Depreciation and impairments	-53	-54	-212	-213
Other operating income and expenses	-165	-115	-583	-533
<b>Operating income<sup>1</sup></b>	<b>75</b>	<b>112</b>	<b>305</b>	<b>341</b>

<sup>1</sup> Items affecting comparability in operating profit

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Operating income, including items affecting comparability	75	112	305	341
Restructuring costs	-5	-16	-17	-28
Capital gain on property Kansas City	-	13	-1	13
Dispute, India	-	-	-1	-1
<b>Operating income, excluding items affecting comparability</b>	<b>80</b>	<b>115</b>	<b>323</b>	<b>357</b>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
<b>Profit/loss for the period</b>	<b>52</b>	<b>71</b>	<b>209</b>	<b>228</b>
<b>Other comprehensive income/loss</b>				
<i>Items not to be reclassified to the income statement:</i>				
Remeasurement of pension obligation, after tax	169	52	237	120
<b>Total</b>	<b>169</b>	<b>52</b>	<b>237</b>	<b>120</b>
<i>Items that may be reclassified to the income statement:</i>				
Translation differences	81	64	139	122
Changes in financial instruments measured at fair value, after tax	-1	-1	2	2
<b>Total</b>	<b>80</b>	<b>63</b>	<b>141</b>	<b>124</b>
<b>Other comprehensive income for the period</b>	<b>248</b>	<b>115</b>	<b>377</b>	<b>244</b>
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>300</b>	<b>185</b>	<b>587</b>	<b>472</b>
<i>of which attributable to non-controlling interests</i>	<i>2</i>	<i>1</i>	<i>3</i>	<i>2</i>

## BALANCE SHEET

SEKm	Mar 31 2022	Mar 31 2021	Dec 31 2021
Goodwill	431	412	422
Other intangible fixed assets	391	322	372
Right-of-use assets	305	380	316
Other property, plant and equipment	802	748	791
Financial assets	104	40	86
Deferred tax assets	54	87	80
<b>Total non-current assets</b>	<b>2,087</b>	<b>1,988</b>	<b>2,067</b>
Inventories	928	807	794
Current receivables	1,324	1,046	1,142
Derivative instruments	38	39	32
Cash and cash equivalents	496	396	597
<b>Total current assets</b>	<b>2,786</b>	<b>2,288</b>	<b>2,565</b>
<b>TOTAL ASSETS</b>	<b>4,873</b>	<b>4,277</b>	<b>4,632</b>
Equity attributable to shareholders of the parent company	1,895	1,313	1,597
Equity attributable to non-controlling interests	35	30	33
<b>Total equity</b>	<b>1,930</b>	<b>1,343</b>	<b>1,630</b>
Non-current interest-bearing liabilities	1,303	1,245	1,314
Pensions and similar obligations	263	524	463
Deferred tax liabilities	10	17	21
Other non-current liabilities	32	17	31
<b>Total non-current liabilities</b>	<b>1,608</b>	<b>1,803</b>	<b>1,829</b>
Derivative instruments	42	44	42
Current interest-bearing liabilities	104	64	67
Current liabilities	1,189	1,021	1,064
<b>Total current liabilities</b>	<b>1,335</b>	<b>1,130</b>	<b>1,173</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>4,873</b>	<b>4,277</b>	<b>4,632</b>

**CHANGES IN EQUITY (condensed)**

SEKm	Mar 31 2022	Mar 31 2021	Dec 31 2021
<b>Opening balance</b>	<b>1,630</b>	<b>1,158</b>	<b>1,158</b>
Profit/loss for the period	52	71	228
Other comprehensive income for the period	248	115	244
<b>Comprehensive income of the period</b>	<b>300</b>	<b>185</b>	<b>472</b>
<b>Closing balance</b>	<b>1,930</b>	<b>1,343</b>	<b>1,630</b>
<i>of which attributable to non-controlling interests</i>	35	30	33

**CONSOLIDATED STATEMENT OF CASH FLOW**

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Operating income	75	112	304	341
Reversal of non-cash items	61	52	208	199
Interest paid	-8	-9	-34	-35
Tax paid	-21	-31	-35	-45
<b>Cash flow from operating activities before changes in working capital</b>	<b>107</b>	<b>124</b>	<b>443</b>	<b>460</b>
Change in working capital	-167	-154	-177	-164
<b>Cash flow from operating activities</b>	<b>-60</b>	<b>-30</b>	<b>266</b>	<b>296</b>
Investments, incl. capitalization of R&D expenditures	-63	-64	-225	-226
Disposals of property, plant and equipment	-	53	-	53
<b>Cash flow from investing activities</b>	<b>-63</b>	<b>-11</b>	<b>-225</b>	<b>-173</b>
Changes in interest-bearing liabilities	-43	-23	-32	-12
<b>Cash flow from financing activities</b>	<b>-43</b>	<b>-23</b>	<b>-32</b>	<b>-12</b>
<b>Cash flow for the period</b>	<b>-166</b>	<b>-64</b>	<b>9</b>	<b>111</b>
<b>Cash and cash equivalents, opening balance</b>	<b>597</b>	<b>440</b>	<b>396</b>	<b>440</b>
Translation difference on cash and cash equivalents	65	20	91	46
<b>Cash and cash equivalents, closing balance</b>	<b>496</b>	<b>396</b>	<b>496</b>	<b>597</b>

**FINANCIAL INSTRUMENTS BY CATEGORY**

	Mar 31 2022		Mar 31 2021	
MSEK	Assets	Liabilities	Assets	Liabilities
Currency futures – cash flow hedges	2	1	2	4
Currency futures – measured at fair value through profit or loss	1	1	0	0
Currency swaps – measured at fair value through profit	36	39	37	40
<b>Total</b>	<b>39</b>	<b>41</b>	<b>39</b>	<b>44</b>

## PARENT COMPANY INCOME STATEMENT

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Net sales	43	25	116	110
Administrative expenses	-37	-30	-54	-78
<b>Operating profit</b>	<b>6</b>	<b>-5</b>	<b>62</b>	<b>32</b>
Dividends from Group companies	-	-	-19	-
Impairment <sup>1)</sup>	-	-	-150	-200
Financial items	18	19	100	67
<b>Income after financial items</b>	<b>24</b>	<b>14</b>	<b>-7</b>	<b>-101</b>
Group contributions	-	-	-109	-76
<b>Profit before tax</b>	<b>24</b>	<b>14</b>	<b>-116</b>	<b>-177</b>
Tax	0	-8	-10	-10
<b>Net profit for the period</b>	<b>24</b>	<b>6</b>	<b>-126</b>	<b>-187</b>

<sup>1)</sup> The impairment relates to shareholder contributions and are intra-group.

## PARENT COMPANY STATEMENT OF COMPREHENSIVE INCOME

	First quarter		Rolling 12m	Full year
SEKm	Jan-Mar 2022	Jan-Mar 2021	Apr 2021 - Mar 2022	2021
Profit/loss for the period	24	6	-126	-187
Other comprehensive income for the period	-	-	-	-
<b>Comprehensive income for the period</b>	<b>24</b>	<b>6</b>	<b>-126</b>	<b>-187</b>

## PARENT COMPANY STATEMENT OF FINANCIAL POSITION

	Mar 31 2022	Mar 31 2021
SEKm		
Non-current assets	2,896	2,871
Current assets	1,606	1,420
<b>Total assets</b>	<b>4,502</b>	<b>4,291</b>
Equity	890	1,059
Provisions	69	50
Interest-bearing liabilities, external	1,020	920
Other liabilities	2,523	2,262
<b>Total liabilities and equity</b>	<b>4,502</b>	<b>4,291</b>

## FIVE-YEAR SUMMARY

SEKm, unless otherwise stated	2021	2020	2019	2018	2017
<b>Income statement</b>					
Net sales	4,612	4,007	5,151	5,119	4,462
Cost of goods sold	-3,352	-2,914	-3,812	-3,813	-3,237
<b>Gross profit</b>	<b>1,260</b>	<b>1,093</b>	<b>1,339</b>	<b>1,306</b>	<b>1,225</b>
Product development expenses	-120	-131	-158	-162	-158
Selling and administrative expenses	-801	-805	-894	-863	-797
Share of profit from joint venture	-20	-24	-21	-5	-
Other operating income and expenses	22	-233	-161	-21	-121
<b>Operating profit</b>	<b>341</b>	<b>-100</b>	<b>105</b>	<b>255</b>	<b>149</b>
<i>Operating income excl. items affecting comparability</i>	<i>357</i>	<i>163</i>	<i>317</i>	<i>305</i>	<i>292</i>
Financial items	-55	-89	-44	-36	-8
Share of profit from joint venture	-	-	-	-	-12
<b>Profit before tax</b>	<b>286</b>	<b>-189</b>	<b>61</b>	<b>219</b>	<b>129</b>
Tax	-58	-111	-56	-66	-50
<b>Net income for the year</b>	<b>228</b>	<b>-300</b>	<b>5</b>	<b>153</b>	<b>79</b>
<b>Balance sheet</b>					
Non-current assets	2,067	1,901	2,227	1,585	1,349
Current assets	2,565	2,117	2,186	2,104	1,729
<b>Total assets</b>	<b>4,632</b>	<b>4,018</b>	<b>4,413</b>	<b>3,689</b>	<b>3,078</b>
<b>Equity</b>					
Non-current liabilities	1,829	1,809	1,346	1,072	775
Current liabilities	1,173	1,051	1,530	1,006	908
<b>Total equity and liabilities</b>	<b>4,632</b>	<b>4,018</b>	<b>4,413</b>	<b>3,689</b>	<b>3,078</b>
<b>Cash flow</b>					
Cash flow from operating activities	296	215	328	274	173
Cash flow from investing activities	-173	-245	-381	-381	-231
Cash flow from financing activities	-12	188	59	211	-35
<b>Cash flow for the year</b>	<b>111</b>	<b>158</b>	<b>6</b>	<b>104</b>	<b>-93</b>
<b>Key ratios</b>					
Gross margin, %	27.3	27.3	26.0	25.5	27.5
Operating margin, %	7.4	-2.5	2.0	5.0	3.3
Operating margin excluding items affecting comparability, %	7.7	4.1	6.1	6.0	6.5
Earnings per share, basic and diluted, SEK	4.65	-6.44	0.12	3.46	1.67
Equity per share, SEK	32.84	23.17	34.78	35.80	30.98
Cash flow, operating activities, per share SEK	6.09	4.56	7.42	6.20	3.91
Dividend, SEK	0.00	0.00	0.00	1.15	0.55
Share price, SEK	53.00	43.75	51.00	69.00	87.25
Return on capital employed, % <sup>1, 2</sup>	12.6	-3.9	3.1	9.8	6.8
Return on capital employed excl. items affecting comparability, % <sup>1, 2</sup>	13.2	5.1	9.4	11.8	13.3
Return on equity, <sup>1</sup> %	16.3	-22.7	0.1	9.8	5.4
Equity/assets ratio, %	36	30	35	44	45
Net debt/equity ratio, % <sup>2</sup>	53	85	66	45	42
Investments	136	197	273	313	218
R&D, %	4.0	5.4	4.6	4.1	4.0
Number of employees	2,003	1,990	2,172	2,309	2,176

<sup>1</sup> Rolling twelve months. <sup>2</sup> The effect of IFRS16 Leases has been excluded.

## QUARTERLY DATA

	2022		2021			2020		
SEKm, unless otherwise stated	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<b>Income statement</b>								
Net sales	1,272	1,191	1,203	1,138	1,080	989	964	875
Cost of goods sold	-920	-895	-888	-825	-744	-706	-695	-647
<b>Gross profit</b>	<b>352</b>	<b>296</b>	<b>315</b>	<b>313</b>	<b>336</b>	<b>283</b>	<b>269</b>	<b>228</b>
Product development expenses	-49	-27	-30	-33	-30	-32	-28	-35
Selling and administrative expenses	-222	-213	-195	-202	-191	-189	-185	-195
Share of profit from joint venture	-5	-6	-4	-5	-4	-2	-7	-8
Other operating income and expenses	-1	4	10	7	1	-16	-73	-141
<b>Operating profit</b>	<b>75</b>	<b>54</b>	<b>96</b>	<b>79</b>	<b>112</b>	<b>44</b>	<b>-23</b>	<b>-151</b>
<i>Operating profit excl. items affecting comparability</i>	<i>80</i>	<i>60</i>	<i>100</i>	<i>82</i>	<i>115</i>	<i>66</i>	<i>58</i>	<i>-3</i>
Financial items	-4	-17	-21	-3	-16	-46	-6	-12
<b>Profit before tax</b>	<b>71</b>	<b>37</b>	<b>75</b>	<b>76</b>	<b>96</b>	<b>-2</b>	<b>-29</b>	<b>-163</b>
Tax	-19	10	-21	-22	-26	-59	-75	24
<b>Profit/loss for the period</b>	<b>52</b>	<b>47</b>	<b>55</b>	<b>54</b>	<b>71</b>	<b>-61</b>	<b>-104</b>	<b>-139</b>
<b>Balance sheet</b>								
Non-current assets	2,087	2,067	2,039	2,023	1,988	1,901	1,979	2,173
Current assets	2,786	2,565	2,444	2,306	2,289	2,117	2,266	2,082
<b>Total assets</b>	<b>4,873</b>	<b>4,632</b>	<b>4,483</b>	<b>4,329</b>	<b>4,277</b>	<b>4,018</b>	<b>4,245</b>	<b>4,255</b>
Equity	1,930	1,630	1,514	1,405	1,343	1,158	1,255	1,392
Non-current liabilities	1,608	1,829	1,852	871	1,797	1,809	1,870	1,873
Current liabilities	1,335	1,173	1,117	2,053	1,137	1,051	1,119	990
<b>Total equity and liabilities</b>	<b>4,873</b>	<b>4,632</b>	<b>4,483</b>	<b>4,329</b>	<b>4,277</b>	<b>4,018</b>	<b>4,245</b>	<b>4,255</b>
<b>Cash flow</b>								
Cash flow from operating activities	-60	281	26	19	-30	123	231	-96
Cash flow from investing activities	-63	-69	-35	-58	-11	-40	1	-76
Cash flow from financing activities	-43	-6	36	-19	-23	-88	-21	165
<b>Cash flow for the period</b>	<b>-166</b>	<b>206</b>	<b>27</b>	<b>-58</b>	<b>-64</b>	<b>-5</b>	<b>211</b>	<b>-7</b>
<b>Key ratios</b>								
Gross margin, %	27.7	24.8	26.2	27.5	31.1	28.6	27.9	26.1
Operating margin, %	5.9	4.6	8.0	6.9	10.4	4.5	-2.4	-17.2
Operating margin excluding items affecting comparability, %	6.3	5.0	8.3	7.2	10.6	6.7	6.0	-0.3
Earnings per share, basic and diluted, SEK	1.04	0.98	1.11	1.11	1.44	-1.27	-2.15	-2.95
Equity per share, SEK	38.97	32.84	30.48	28.30	27.00	23.17	25.16	28.88
Cash flow, operating activities, per share, SEK	-1.23	5.78	0.53	0.39	-0.62	2.53	4.75	-2.04
Share price, SEK	41.20	53.00	46.60	56.60	46.25	43.75	41.80	37.50
Return on capital employed, % <sup>1, 2</sup>	9.6	12.6	12.6	8.4	0.0	-3.9	-9.7	-6.6
Return on capital employed excl. items affecting comparability, % <sup>1, 2</sup>	10.2	13.2	12.7	11.3	7.7	5.1	4.4	5.3
Return on equity, % <sup>1</sup>	11.9	16.3	10.7	-1.4	-17.9	-22.7	-27.0	-16.4
Equity/assets ratio, %	40	35	34	33	32	30	30	33
Net debt/equity ratio, % <sup>2</sup>	53	53	74	76	74	85	84	91
Investments, SEKm	52	45	16	36	39	25	26	49
R&D, %	4.0	3.5	3.7	4.4	4.5	4.9	5.2	6.3
Number of employees	2,045	2,003	2,072	2,026	2,021	1,990	1,962	2,055

<sup>1</sup> Rullande tolv månader. <sup>2</sup> Effekt av IFRS16 leasing har exkluderats.

## KEY RATIOS

	Jan - Mar 2022	Jan - Mar 2021	Jan - Dec 2021
Gross margin, %	27.7	31.1	27.3
Operating margin excluding items affecting comparability, %	6.3	10.6	7.7
Operating margin, %	5.9	10.4	7.4
Cash flow, operating activities, SEKm	-60	-30	296
Cash flow after investments, SEKm	-123	-41	123
Return on capital employed % <sup>1, 2</sup>	9.6	0.0	12.6
Return on capital employed excl. items affecting comparability, % <sup>1, 2</sup>	10.2	7.7	13.2
Investments, SEKm	52	39	136
R&D, %	4.0	4.5	4.0
Number of employees	2,045	2,021	2,003
Return on equity, % <sup>1</sup>	11.9	-17.9	16.3
Interest coverage ratio, multiple	7.0	12.1	13.7
Equity/assets ratio, %	40	32	35
Net debt/equity ratio, % <sup>2</sup>	53	74	53
<b>Per share:</b>			
Profit after tax, basic, SEK	1.04	1.44	4.65
Profit after tax, diluted, SEK	1.04	1.44	4.65
Equity per share, SEK	38.97	27.00	32.84
Cash flow, operating activities, per share, SEK	-1.23	-0.62	6.09
Share price, SEK	41.20	46.25	53.00
Average total number of shares, thousands	48,638	48,638	48,638
Total number of shares at end of period, thousands	48,638	48,638	48,638
of which number of shares in own custody, thousands	12	12	12

<sup>1</sup> Rolling twelve months. <sup>2</sup> The effect of IFRS16 Leases has been excluded.

## OTHER INFORMATION

## Investor presentation

Investors, analysts, and media are invited to an online presentation of the report on Thursday April 28, at 11.00 am CEST, with CEO Jean-Luc Desire and CFO Lottie Saks.

The teleconference will be broadcasted live on the web.

Link to webcast and numbers to the teleconference:

<https://financialhearings.com/event/43490>

The recorded webcast will be available afterwards, and both the interim report and the presentation can be downloaded from the Haldex website:

<https://www.haldex.com/en/corporate/investors/financial-reports/>

## Financial calendar

Annual General Meeting 2021	May 24, 2022
Interim report, Apr – Jun 2022	July 19, 2022
Interim report, Jul – Sep 2022	October 27, 2022
Year-end report, Jan - Dec 2022	February 17, 2023

## Contacts

Jean-Luc Desire, President & CEO  
Lottie Saks, CFO  
Jenny Boström, Investor Relations Manager

Telephone: +46 (0)418 47 60 00

Email: [ir@haldex.com](mailto:ir@haldex.com)

Haldex AB, corporate identity no. 556010-1155,  
[info@haldex.com](mailto:info@haldex.com), [www.haldex.com](http://www.haldex.com)

*This information is such that Haldex AB (publ) is obliged to publish under the EU Market Abuse Regulation. The information was submitted for publication through the contacts set out above on Thursday, April 28, 2022 at 7.20 am CEST.*

## FINANCIAL DEFINITIONS

Alternative performance measures that are not defined in accordance with IFRS are presented in the report as they are considered to be important supplementary key figures for the company results. The purpose with the alternative performance measures is to achieve enhanced understanding and promote the usability of the financial information and provide the reader with a more nuanced and in-depth picture of the business.

In cases where the numerical basis for calculating alternative performance measures is not stated in the report, see the annex for additional information.

### Return on equity<sup>1</sup>

Share of net profit for the year attributable to the shareholders in the parent company as a percentage of the average equity attributable to the shareholders in the parent company.

### Return on capital employed<sup>1</sup>

Operating income plus interest income as a percentage of the average capital employed.

### Gross margin

Gross profit, i.e. net sales less cost of goods sold, divided by net sales.

### Equity per share

Equity attributable to the parent company shareholders divided by average number of shares.

### Items affecting comparability

Profit and loss items that are of a non-recurring nature in normal business operations. Items affecting comparability may, for example, include restructuring costs, impairments and product-related warranties attributable to specific customer commitments. The purpose of specifying these is to be able to demonstrate the trend in the underlying business.

### External investments

Investments done at external suppliers that are booked directly against the balance sheet. Capitalization of product development costs are not included.

### R&D, %<sup>1</sup>

Total research and development expenditure excl. depreciation divided by net sales.

### Cash flow per share

Cash flow from operating activities divided by average number of shares.

### Net debt<sup>1</sup>

Cash and cash equivalents plus interest-bearing receivables minus interest-bearing liabilities and provisions.

### Net debt/equity ratio<sup>1</sup>

Interest-bearing liabilities and provisions minus cash and cash equivalents and interest-bearing receivables divided by equity including non-controlling interests.

### Earnings per share<sup>1</sup>

Share of net profit for the year attributable to the parent company shareholders divided by weighted average number of shares.

### Net interest income/expense<sup>1</sup>

The economic difference in absolute terms between recognized interest income for financial assets and interest expenses for interest-bearing liabilities and provisions. For numerical data, see annex.

### Interest coverage ratio<sup>1</sup>

Operating profit excluding items affecting comparability plus interest income divided by interest expense.

### Operating margin

Operating profit as percentage of net sales for the period.

### Adjusted operating margin

Operating profit excluding items affecting comparability as percentage of net sales for the period.

### Operating profit<sup>1</sup>

Profit from operations before financial items and tax.

### Adjusted operating profit

Profit from operations before financial items and tax, adjusted for items affecting comparability.

### Equity/assets ratio

Equity including non-controlling interests as a percentage of total capital.

### Capital employed<sup>1</sup>

Total assets less non-interest-bearing liabilities and non-interest-bearing provisions.

### Currency-adjusted information<sup>1</sup>

Financial figure converted to the same exchange rate as in the comparative period. The purpose is to show how the business operation would have developed without the impact of changes in exchange rates when consolidating foreign units.

<sup>1</sup> Supplementary financial information is presented in the annex

## GLOSSARY

### ABS

A system that prevents the wheels from locking during braking. ABS stands for Anti-lock Braking System.

### Air Controls

Haldex product line for products that improve the safety and driving dynamics of the brake system, such as treatment and dehumidifying of compressed air, valves, ABS and EBS.

### EBS

Electronically controlled brake system. EBS acts as a key part of pneumatic brake systems and can monitor and control the brake system. In brake systems without EBS, the braking force on the wheels is the same at all times, while in vehicles with EBS the braking force is distributed differently depending on need.

### Aftermarket

The selling of spare parts, training and services to the workshops which repair and service vehicles that have entered service.

### EMB

Electromechanical brakes. These are part of an electronic braking system, i.e. the pneumatic brake system is replaced by an electronic brake system. Electromechanical brakes are currently approved in China, but not in North America and Europe.

### Foundation Brake

Haldex product line for brake products for wheel ends such as disc brakes, brake adjusters for drum brakes and actuators.

### OEM

Original Equipment Manufacturer, i.e. manufacturer of vehicles.

### Truck

Heavy goods vehicles and buses.

### Trailer

Towed vehicles attached to a tractor (goods vehicle).



## ANNEX

## NUMERICAL BASIS FOR ALTERNATIVE PERFORMANCE MEASURES

## Sales per region

SEKm	Recognized sales Jan–Mar 2022	Currency adjustment to exchange rates of previous year	Currency adjusted sales Jan–Mar 2022	Δ	Recognized sales full year 2021	Currency adjustment to exchange rates of previous year	Currency adjusted sales full year 2021	Δ
Americas	697	-72	625	-10%	2,376	167	2,543	7%
EMEA	494	-11	483	-2%	1,920	45	1,965	2%
APAC	81	-8	73	-10%	316	8	324	3%
<b>Total</b>	<b>1,272</b>	<b>-91</b>	<b>1,181</b>	<b>-7%</b>	<b>4,612</b>	<b>220</b>	<b>4,832</b>	<b>5%</b>

## Sales per product area

SEKm	Recognized sales Jan–Mar 2022	Currency adjustment to exchange rates of previous year	Currency adjusted sales Jan–Mar 2022	Δ	Recognized sales full year 2021	Currency adjustment to exchange rates of previous year	Currency adjusted sales full year 2021	Δ
Foundation Brake	736	-50	686	-7%	2,548	112	2,660	4%
Air Controls	536	-41	495	-8%	2,064	108	2,172	5%
<b>Totalt</b>	<b>1,272</b>	<b>-91</b>	<b>1,181</b>	<b>-7%</b>	<b>4,612</b>	<b>220</b>	<b>4,832</b>	<b>5%</b>

## Sales per customer segment

SEKm	Recognized sales Jan–Mar 2022	Currency adjustment to exchange rates of previous year	Currency adjusted sales Jan–Mar 2022	Δ	Recognized sales full year 2021	Currency adjustment to exchange rates of previous year	Currency adjusted sales full year 2021	Δ
Eftermarknad	636	-50	586	-8%	2,354	126	2,480	5%
Trailer - släpvagnar	435	-22	413	-5%	1,545	51	1,596	3%
Truck - tunga lastbilar	201	-18	182	-9%	713	43	756	6%
<b>Totalt</b>	<b>1,272</b>	<b>-91</b>	<b>1,181</b>	<b>-7%</b>	<b>4,612</b>	<b>220</b>	<b>4,832</b>	<b>5%</b>

## Sales growth, first quarter 2022

Procent	Group	Americas	EMEA	APAC
Organic growth	9	16	7	-20
Exchange rate effect	9	14	3	9
Acquisitions	-	-	-	-
<b>Reported growth</b>	<b>18</b>	<b>30</b>	<b>10</b>	<b>-11</b>

## ANNEX - QUARTERLY DATA

## NUMERICAL BASIS FOR ALTERNATIVE PERFORMANCE INDICATORS

	2022	2021				2020		
SEKm, unless otherwise stated	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<b>Items affecting comparability</b>								
- Restructuring expenses	-5	-5	-4	-3	-16	-48	-8	-46
- Impairment of asset	-	-	-	-	-	-5	-70	-101
- Capital gain sale of building	-	-	-	-	13	35	-	-
- Dispute, India	-	-1	-	-	-	-	-1	-
- Expenses related to the ownership structure	-	-	-	-	-	-4	-2	-1
<b>Total items affecting comparability</b>	<b>-5</b>	<b>-6</b>	<b>-4</b>	<b>-3</b>	<b>-3</b>	<b>-22</b>	<b>-81</b>	<b>-148</b>
Research and development expenditures excl. amortization	-51	-42	-44	-50	-48	-48	-50	-55
Capitalized development costs	8	21	20	22	24	22	28	27
<b>Research and development costs excl. amortization</b>	<b>-43</b>	<b>-21</b>	<b>-24</b>	<b>-28</b>	<b>-24</b>	<b>-26</b>	<b>-22</b>	<b>-28</b>
<b>Net interest income and financial items</b>								
Interest income	9	-8	11	-2	3	-1	1	0
Interest expense	-16	-1	-16	-5	-9	-13	-17	-6
<b>Total net interest income/expense</b>	<b>-7</b>	<b>-9</b>	<b>-5</b>	<b>-7</b>	<b>-6</b>	<b>-14</b>	<b>-16</b>	<b>-6</b>
Financial exchange rate effect	4	-8	-13	6	-6	-33	13	-4
Other financial items	-2	0	-3	-2	-3	-2	-3	-2
<b>Total financial items</b>	<b>-4</b>	<b>-17</b>	<b>-21</b>	<b>-3</b>	<b>-16</b>	<b>-46</b>	<b>-6</b>	<b>-12</b>
<b>Net debt</b>								
- Interest-bearing assets	496	597	370	338	396	440	466	260
- Interest-bearing liabilities, including derivative instruments	-1,069	-1,032	-1,021	-928	-925	-888	-904	-920
- Pension liabilities	-263	-463	-504	-515	-524	-578	-658	-651
<b>Total net debt<sup>1</sup></b>	<b>-836</b>	<b>-898</b>	<b>-1,155</b>	<b>-1,105</b>	<b>-1,053</b>	<b>-1,026</b>	<b>-1,096</b>	<b>-1,311</b>
<b>Capital employed</b>								
Total assets	4,873	4,632	4,483	4,329	4,277	4,018	4,245	4,255
Non-interest-bearing liabilities and provisions	-1,273	-1,159	-1,087	-1,108	-1,107	-1,024	-1,070	-965
<b>Total capital employed</b>	<b>3,600</b>	<b>3,473</b>	<b>3,396</b>	<b>3,221</b>	<b>3,170</b>	<b>2,994</b>	<b>3,175</b>	<b>3,290</b>
<b>Average capital employed</b>	<b>3,372</b>	<b>3,251</b>	<b>3,148</b>	<b>3,111</b>	<b>3,155</b>	<b>3,234</b>	<b>3,304</b>	<b>3,340</b>
<b>Net profit attributable to the shareholders in the Parent Company</b>								
Profit/loss for the period	52	47	55	54	71	-61	-104	-139
Profit attributable to non-controlling interests	2	0	1	0	1	1	1	0
<b>Total net income attributable to shareholders in the Parent Company</b>	<b>50</b>	<b>47</b>	<b>54</b>	<b>54</b>	<b>70</b>	<b>-62</b>	<b>-105</b>	<b>-139</b>
<b>Equity attributable to shareholders in the Parent Company</b>								
Equity	1,930	1,630	1,514	1,405	1,343	1,158	1,255	1,392
Equity attributable to non-controlling interests	35	33	31	29	30	27	31	30
<b>Total equity attributable to shareholders in the Parent Company</b>	<b>1,895</b>	<b>1,597</b>	<b>1,483</b>	<b>1,376</b>	<b>1,313</b>	<b>1,131</b>	<b>1,224</b>	<b>1,362</b>
<b>Average equity attributable to shareholders in the Parent Company</b>	<b>1,565</b>	<b>1,385</b>	<b>1,310</b>	<b>1,323</b>	<b>1,311</b>	<b>1,340</b>	<b>1,447</b>	<b>1,522</b>
<b>Average number of shares</b>	<b>48,638</b>	<b>48,638</b>	<b>48,638</b>	<b>48,638</b>	<b>48,638</b>	<b>48,638</b>	<b>48,638</b>	<b>47,164</b>

<sup>1</sup> The effect of IFRS 16 Leases has been excluded.

# STATEMENT FROM THE BOARD OF DIRECTORS OF HALDEX

The description of Haldex on pages 17–46 of this offer document has been reviewed by the board of directors of Haldex.<sup>8)</sup> It is the opinion of the board of directors of Haldex that this short description provides an accurate and fair, although not complete, picture of Haldex.

Landskrona, Sweden 30 June 2022

**Haldex Aktiebolag (publ)**

*The board of directors*

8) The board members Detlef Borghardt and Stefan Charette has not participated in the Board's resolution to issue this statement.

# TAX ISSUES IN SWEDEN

*The following is a summary of certain Swedish tax consequences that may arise from the Offer. The summary is based on current Swedish tax legislation and is intended only as general information for shareholders who are resident in Sweden for tax purposes, unless otherwise indicated. The summary does not deal comprehensively with all tax consequences that may occur in this context. For instance, it does not deal with the rules that in certain cases apply in the corporate sector with respect to tax-exempt capital gains on “shares held for business purposes” (Sw. näringsbetingade aktier). Nor does this description deal with the rules that apply where shares are held by a partnership, held as inventory by a legal person or held in an investment savings account (Sw. investeringssparkonto) or endowment insurance (Sw. kapitalförsäkring). It does not cover the special rules which in certain cases may be applicable to shares in companies which are or have been so-called close companies or to shares acquired by means of such shares, the special rules that may be applicable to private individuals who make or reverse a so-called investor deduction (Sw. investeraravdrag), foreign companies conducting business through a permanent establishment in Sweden, or foreign companies that have been Swedish companies.*

*Special tax consequences that are not described below may also apply for certain categories of shareholders, such as investment companies, mutual funds, banks, brokers and other financial traders holding shares as trading assets. Each shareholder is recommended to consult a tax advisor for information with respect to the special tax consequences that may arise from the Offer, including the applicability and effect of foreign tax legislation, provisions in tax treaties and other rules that may be applicable.*

## General information on taxation in connection with sale of shares

Shareholders who accept the Offer and sell their shares in Haldex will generally be subject to capital gains taxation. The capital gain or capital loss is calculated as the difference between the sales proceeds, after deduction for sales expenses, and the acquisition cost for tax purposes. The acquisition cost is determined according to the “average method”. This means that the acquisition cost for all shares of the same type and class are added together and determined collectively, with respect to changes to the holding. For listed shares (such as the Haldex shares) the acquisition cost may, as an alternative, be determined as 20% of the net sale revenue under the “standard rule” (Sw. schablonmetoden).

## Private individuals

For private individuals resident in Sweden for tax purposes, capital income, such as interest income, dividends and capital gains, is taxed in the capital income category. The tax rate for the capital income category is 30%. Capital losses on listed shares and other listed securities that are taxed in the same manner as shares (not mutual funds (Sw. värdepappersfonder) or hedge funds (Sw. specialfonder) containing Swedish receivables only (Sw. räntefonder)) are, however, fully deductible against taxable capital gains on such assets or on non-listed shares in Swedish limited liability companies and foreign legal entities. If a capital loss on listed shares could not be deducted as above, 70% of the loss may be deducted from other income from capital. Should a deficit arise in the income from capital category, a reduction of the tax on income from employment and from business operations, as well as the real-estate tax and the municipal real-estate fee, is allowed. Such tax reduction amounts to 30% of any deficit not exceeding SEK 100,000 and 21% of any remaining deficit. Deficits may not be carried forward to a later fiscal year.

## Limited liability companies

For limited liability companies, capital gains on shares are normally taxed as income from business operations at a rate of 20.6%. For the calculation of capital gains and losses, see the section “General information on taxation in connection with sale of shares” above. A tax-deductible capital loss on shares incurred by a corporate shareholder may only be offset against taxable gains on shares or other securities that are taxed in the same manner as shares. Such capital losses may however, under certain circumstances, also be offset against capital gains on such securities within the same group of companies, provided the requirements for group contributions (tax consolidation) are met (Sw. Koncernbidrag). Capital losses on shares or other securities that are taxed in the same manner as shares, which have not been deducted from capital gains within a certain fiscal year, may be carried forward and be offset against such capital gains in future fiscal years without any limitation in time.

## Shareholders residing outside of Sweden

Generally, shareholders who are not fiscally resident in Sweden and do not carry out business operations from a permanent establishment in Sweden are not subject to Swedish taxation on a sale of shares. These shareholders may nonetheless be subject to tax in their residence state. However, as far as individuals are concerned, capital gains on the sale of shares may be subject to Swedish tax if the individual has been resident or habitually stayed in Sweden at any time during the calendar year of the sale or any of the ten preceding calendar years. The applicability of this provision may however be limited under tax treaties that Sweden has concluded with other countries.

# ADDRESSES

## **SAF-HOLLAND SE**

Hauptstraße 26  
D-63856 Bessenbach-Keilberg  
Germany

## **Haldex Aktiebolag (publ)**

Instrumentgatan 15  
P.O. Box 507  
SE-261 24 Landskrona  
Sweden

## **J.P. Morgan Securities Plc**

25 Bank Street  
Canary Wharf  
London, E14 5JP  
United Kingdom

## **Advokatfirman Vinge KB**

Smålandsgatan 20  
P.O. Box 1703  
SE-111 87 Stockholm  
Sweden

## **Noerr Partnerschaftsgesellschaft mbB**

Brienner Straße 28  
80333 Munich  
Germany

