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Press release

14 July 2016

SAF-HOLLAND announces an all-cash offer to the shareholders of Haldex

SAF-HOLLAND GmbH ("**SAF-HOLLAND**"), a wholly owned subsidiary of SAF-HOLLAND S.A. ("**SAF-HOLLAND S.A.**") and, together with its fully consolidated subsidiaries, the "**SAF-HOLLAND Group**", announces an all-cash offer to the shareholders of Swedish Haldex AB (publ) ("**Haldex**" and, together with its fully consolidated subsidiaries, the "**Haldex Group**") (the "**Offer**"). The Haldex shares are admitted to trading on Nasdaq Stockholm, Mid Cap.

- SAF-HOLLAND offers SEK 94.42 in cash per share in Haldex. The total offer value for all outstanding shares in Haldex amounts to SEK 4,165 million.
- The Offer represents a premium of:
 - 26.8 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last three months prior to 14 July 2016;
 - 35.7 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last six months prior to 14 July 2016; and
 - 10.8 per cent to the closing price of SEK 85.25 of the Haldex shares on Nasdaq Stockholm on 13 July 2016, the last trading day before the announcement of the Offer.
- The acceptance period is expected to commence around 1 August 2016 and end around 24 August 2016. Settlement is expected to begin around 31 August 2016.

Background to and reasons for the Offer

SAF-HOLLAND believes that combining the SAF-HOLLAND Group and the Haldex Group through the Offer will create a new integrated champion for chassis-related commercial vehicle components (the "**Combined Group**"). In addition, forming a Combined Group is expected to unlock additional sales and earnings potential; it will furthermore provide benefits to both the SAF-HOLLAND Group and the Haldex Group which they could hardly achieve on a stand-alone basis.

Detlef Borghardt, CEO of the SAF-HOLLAND Group, said: "The proposed combination of SAF-HOLLAND and Haldex has a compelling strategic rationale and clearly delivers on our 'Strategy 2020'. With our highly complementary businesses we would form a new integrated champion for chassis-related commercial vehicle components and serve our customers' increasing demand for aggregate solutions even better. Together, we would form a one-stop shopping solution provider for a wide range of components, from Electronic Braking System modules installed together with brakes to axles systems combined with suspensions. In addition, the transaction would significantly strengthen the aftermarket position of the combined group and allow both companies to jointly establish a clear front-runner position in the high-margin, low cyclical aftermarket business."

The Combined Group would benefit from a substantially expanded portfolio and become one of the Top 3 providers for nine product categories in both North America and Europe, including brake slack adjusters, disc brakes, brake cylinders as well as axles and suspension systems. The combined product portfolio is very well positioned to combine mechanical modules with sensors and electronics capability to provide for the digitization of trailers, trucks and buses. Furthermore, both companies could unlock additional growth potential by combining their know-how and capabilities in product development and engineering. With its complementary regional footprint, Haldex would also further enhance SAF-HOLLAND's international presence, in particular, in the emerging markets of Latin America and Asia.

Following the combination of the already strong aftermarket activities of both companies, the new group would have a sweet spot and even better position in the highly attractive and low-cyclical aftermarket business; the Combined Group's sale share in the aftermarket business would exceed the level of 30 per cent targeted by SAF-HOLLAND under its "Strategy 2020". The new group would also benefit from substantial further growth potential in the global aftermarket businesses, through combining the respective regional network additions as well as leveraging SAF-HOLLAND's sales channels and infrastructure for Haldex's products. With around 9,000 aftermarket and service stations, SAF-HOLLAND features a unique worldwide distribution network for spare parts already.

Furthermore, the market demand for aggregate system solutions, especially in the United States, as well as SAF-HOLLAND's close relationships with major global fleet operators would enable the combined group to further improve the approach towards end customers and develop products that meet exactly their needs; end customers are a strategically important target group as they play a key part in the decision which components are purchased by truck and trailer manufacturers. In addition, SAF-HOLLAND and Haldex could leverage their opportunities with Chinese bus OEMs, fortifying their position in this segment.

SAF-HOLLAND values the competence of Haldex's management and employees, and intends to continue to safeguard the excellent relationship that Haldex has to its employees. With SAF-HOLLAND's knowledge of Haldex and in light of the current market conditions, SAF-HOLLAND does not intend to, as a result of the implementation of the Offer, make any material changes for management and employees (including terms of employment) or for the employment and operations on the locations where Haldex conducts business. The implementation of the Offer is not expected to involve any material changes for the management or employees of SAF-HOLLAND.

The Offer

SAF-HOLLAND offers SEK 94.42 in cash per Haldex share.¹

The Offer represents a premium of:

- 26.8 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last three months prior to 14 July 2016;
- 35.7 per cent to the volume-weighted average share price of the Haldex shares on Nasdaq Stockholm during the last six months prior to 14 July 2016; and
- 10.8 per cent to the closing price of SEK 85.25 of the Haldex shares on Nasdaq Stockholm on 13 July 2016, the last trading day before the announcement of the Offer.

The total offer value for all outstanding shares in Haldex amounts to SEK 4,165 million.²

No commission will be charged in connection with the Offer.

SAF-HOLLAND's and SAF-HOLLAND S.A.'s shareholding in Haldex

As of the date of the announcement of the Offer, SAF-HOLLAND holds 1,590,000 shares in Haldex (representing 3.6 per cent of the share capital and the voting rights in Haldex) which were acquired in the period from 9 June 2016 to 1 July 2016 at prices not exceeding the price in the Offer (the "**Existing SAF-HOLLAND Stake**"). Apart from the Existing SAF-HOLLAND Stake, neither SAF-HOLLAND nor SAF-HOLLAND S.A. currently holds or controls any shares in Haldex or other financial instruments which give SAF-HOLLAND or SAF-HOLLAND S.A. a financial exposure equivalent to a shareholding in Haldex. Apart from the Existing SAF-HOLLAND Stake, neither SAF-HOLLAND nor SAF-HOLLAND S.A. has acquired any shares in Haldex during the last six months prior to the announcement of the Offer.

¹ SEK 94.42 equals EUR 10.02, based on an exchange rate SEK/EUR of 0.1061. 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 44,113,970 outstanding shares, which is the total number of shares in Haldex reduced by the 102,000 shares which, according to Haldex's interim report for January-March 2016, are held in treasury by Haldex.

Conditions to 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 per cent 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 could 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.

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.

Rights under Haldex's incentive programs

The Offer does not include any rights granted by Haldex to its employees. SAF-HOLLAND intends to procure fair treatment in connection with the transaction for participants in such programs.

Financing

The Offer is fully financed by cash already 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. The Offer is not subject to any financing condition.

SAF-HOLLAND and SAF-HOLLAND S.A. in brief

SAF-HOLLAND is a limited liability company (*Gesellschaft mit beschränkter Haftung*) established under the laws of the Federal Republic of Germany, registered with the commercial register in Aschaffenburg under HRB 9685 and has its registered office in Bessenbach, with address Hauptstraße 26, 63856 Bessenbach, Federal Republic of Germany. SAF-HOLLAND is a direct wholly owned subsidiary of SAF-HOLLAND S.A., a stock corporation (*société anonyme*) established under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg register of commerce and companies under B 113090 and has its registered office in Luxembourg, with address 68-70, boulevard de la Pétrusse, 2320 Luxembourg, Grand Duchy of Luxembourg. The shares in SAF-HOLLAND S.A. 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 LU0307018795, common code 030701879.

With sales of approximately EUR 1,060 million in 2015 and more than 3,100 employees, the SAF-HOLLAND Group is one of the world's leading manufacturers and suppliers of chassis-related systems and components primarily for trailers, trucks, buses, and recreational vehicles. The product range comprises axle and suspension systems, fifth wheels, kingpins and landing gears and is marketed under the brands SAF, Holland and Neway. The SAF-HOLLAND Group sells its products to Original Equipment Manufacturers (OEMs) on six continents. In the Aftermarket the SAF-HOLLAND Group sells spare parts to the Original Equipment Service (OES) of the manufacturers and to end customers and service centers through its extensive global service and distribution network. For further information on the SAF-HOLLAND Group, please refer to its website (www.safholland.com).

Haldex in brief

Haldex is a supplier of brake and suspension systems for commercial vehicles, with headquarters in Landskrona, Sweden. Haldex's customers include manufacturers of heavy trucks, buses and trailers, and axle manufacturers for these types of vehicles as well as workshops serving the aftermarket. The product portfolio comprises all of the main components and sub-systems included in a complete brake module or axle and suspension system. Haldex operates an R&D and engineering center in Sweden and production sites in Sweden, Germany, Hungary, China, India, Brazil, Mexico and the US. In 2015, the Group had around 2,100 employees generating sales of EUR 511.0 million³. For further information on the Haldex Group, please refer to its website (www.haldex.com).

Indicative timetable

The acceptance period for the Offer is expected to commence around 1 August 2016 and end around 24 August 2016. An offer document regarding the Offer is expected to be made public shortly before the commencement of the acceptance period. Assuming that the Offer is declared unconditional no later than around 26 August 2016, settlement is expected to begin around 31 August 2016.

The transaction requires the approval of merger control authorities. SAF-HOLLAND will file the transaction shortly after its announcement and relevant clearances are expected to be obtained prior to the end of the acceptance period.

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

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 per cent of the outstanding shares in Haldex, SAF-HOLLAND intends to commence a compulsory acquisition procedure under the Swedish Companies Act to acquire all remaining shares in Haldex. In connection therewith, SAF-HOLLAND intends to promote a delisting of the Haldex shares from Nasdaq Stockholm.

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 Securities Council's 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 undertaken towards Nasdaq Stockholm to comply with the Takeover Rules and to submit to any sanctions imposed by Nasdaq Stockholm upon breach of the Takeover Rules. 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.

Advisers

SAF-HOLLAND has retained Joh. Berenberg, Gossler & Co. KG as exclusive financial adviser and Noerr LLP and Vinge as legal advisers.

³ Based on an average SEK/EUR exchange rate in 2015 of 0.106869.

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In the context of the announcement of the all-cash offer for Haldex AB (publ) Management of SAF-HOLLAND today, 14 July 2016, will host

a conference call for the media at 10.00 am CEST / 9.00 am BST. Please use one of the following dial-in numbers to participate:

+46 850 334655	Sweden
+49 30 232531428	Germany
+44 203 1474862	United Kingdom

To join the web presentation please log in under:

<https://em-tn.meetyoo.de/?token=Vn54ug%2BIZVo%3D&lang=en>

a conference call for analysts/investors at 11.00 am CEST / 10.00 am BST. Please use one of the following dial-in numbers to participate:

+46 850 334654	Sweden
+49 30 232531490	Germany
+45 38323125	Denmark
+41 44 5807521	Switzerland
+44 203 3679216	United Kingdom
+1 408 9169838	United States

To join the web presentation please log in under:

<https://em-tn.meetyoo.de/?token=eH6bY5RwQfs%3D&lang=en>

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Important notice

This is a translation of the original Swedish language press release. In the event of discrepancies, the original Swedish wording shall prevail.

The distribution of this press release and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this communication 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 communication (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.

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Statements in this press release 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 for in accordance with applicable laws and regulations.