

**Decisions at the Annual General Meeting 2012 included:**

- Dividend payment of SEK 6.50 per share for fiscal year 2011.
- Election of the two new Board members Ronnie Leten and Fredrik Persson and re-election of the Board members Marcus Wallenberg, Lorna Davis, Hasse Johansson, Keith McLoughlin, Ulrika Saxon, Torben Ballegaard Sorensen and Barbara Milian Thoralfsson.
- Re-election of Marcus Wallenberg as Chairman of the Board.
- Remuneration to the Board members.
- Approval of remuneration guidelines for Electrolux Group Management.
- Performance-based, long-term incentive program for 2012 covering up to 180 managers and key employees.
- Authorization to acquire own shares for the purpose of financing potential company acquisitions and as a hedge for the company's share-related incentive programs.

**Annual General Meeting 2012**

The 2012 AGM was held at the Stockholm Waterfront Congress Centre in Stockholm, Sweden, on March 27, 2012. 756 shareholders representing a total of 51.0% of the share capital and 60.3% of the votes were present at the AGM. The President's speech was broadcasted live via the Group's website and is also available on [www.electrolux.com/corporate-governance](http://www.electrolux.com/corporate-governance), together with the minutes. The meeting was held in Swedish, with simultaneous interpretation into English. The speech of the President was held in English and simultaneously interpreted into Swedish. All Board members, as well as the Group's auditor in charge, were present at the meeting.

**Annual General Meeting 2013**

The next AGM of Electrolux will be held on Tuesday, March 26, 2013, at the Stockholm Waterfront Congress Centre, Stockholm, Sweden.

For additional information on the next AGM and how to register attendance, see page 100.

**Nomination Committee****Nomination Committee**

The AGM resolves upon the nomination process for the Board of Directors and, when appropriate, the auditors. The AGM 2011 adopted an instruction for the Nomination Committee which applies until further notice.

The instruction involves a process for the appointment of a Nomination Committee comprised of six members. The members should be one representative of each of the four largest shareholders, in terms of voting rights that wish to participate in the Committee, together with the Chairman of the Electrolux Board and one additional Board member.

The composition of the Nomination Committee shall be based on shareholder statistics from Euroclear Sweden AB as of the last banking day in August in the year prior to the AGM and on other reliable shareholder information which is provided to the company at such time. The names of the representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed. If the shareholder structure changes during the nomination process, the composition of the Nomination Committee may be adjusted accordingly.

The Nomination Committee is assisted in preparing proposals for auditors and auditors' fees by the company's Audit Committee. The Audit Committee evaluates the auditors' work and informs the Nomination Committee of its findings.

The Nomination Committee's proposals are publicly announced no later than on the date of notification of the AGM. Shareholders may submit proposals for nominees to the Nomination Committee.

**Nomination Committee for the AGM 2012**

The Nomination Committee for the AGM 2012 was comprised of six members. Petra Hedengran of Investor AB led the Nomination Committee's work.

For the proposal for the AGM 2012 the Nomination Committee made an assessment of the composition of the current Board as well as the Electrolux Group's operations. Areas of particular interest were Electrolux strategies and goals and the demands on the Board that are expected from the Group's positioning for the future. The Nomination Committee also considered that a variety as regards gender, age, nationality, educational background and term of office is represented among the Board members.

The Nomination Committee proposed Ronnie Leten and Fredrik Persson as new Board members of Electrolux. A report regarding the work of the Nomination Committee was presented at the AGM 2012. Further information regarding the Nomination Committee and its work can be found on the Group's website; [www.electrolux.com/corporate-governance](http://www.electrolux.com/corporate-governance).

**The AGM resolves upon:**

- The adoption of the Annual Report.
- Dividend.
- Election of Board members and, if applicable, auditors.
- Remuneration to Board members and auditors.
- Guidelines for remuneration to Group Management.
- Other important matters.

**The Nomination Committee's tasks include preparing a proposal for the next AGM regarding:**

- Chairman of the AGM.
- Board members.
- Chairman of the Board.
- Remuneration to Board members.
- Remuneration for committee work.
- Amendments of instructions for the Nomination Committee, if deemed necessary.
- Auditors and auditors' fees, when these matters are to be decided by the following AGM.

#### Nomination Committee for the AGM 2013

The Nomination Committee for the AGM 2013 is based on the ownership structure as of August 31, 2012, and was announced in a press release on September 26, 2012.

The Nomination Committee's members are:

- Petra Hedengran, Investor AB, Chairman
- Kaj Thorén, Alecta
- Marianne Nilsson, Swedbank Robur funds
- Johan Sidenmark, AMF
- Marcus Wallenberg, Chairman of Electrolux
- Torben Ballegaard Sorensen, Board member of Electrolux

No changes in the composition of the Nomination Committee had occurred as of February 1, 2013. Shareholders wishing to submit proposals to the Nomination Committee should send an e-mail to [nominationcommittee@electrolux.com](mailto:nominationcommittee@electrolux.com).

#### Board of Directors

#### The Board of Directors

The Board of Directors has the overall responsibility for Electrolux organization and administration.

#### Composition of the Board

The Electrolux Board is comprised of nine members without deputies, who are elected by the AGM, and three members with deputies, who are appointed by the Swedish employee organizations in accordance with Swedish labor law.

The AGM elects the Chairman of the Board. Directly after the AGM, the Board holds a meeting for formal constitution at which the Deputy Chairman of the Board is elected, among other things. The Chairman of the Board of Electrolux is Marcus Wallenberg and the Deputy Chairman is Ronnie Leten.

All members of the Board, except for the President, are non-executive members. Five of the nine Board members are not Swedish citizens.

For additional information regarding the Board of Directors, see pages 84–85. The information is updated regularly at the Group's website; [www.electrolux.com/board-of-directors](http://www.electrolux.com/board-of-directors).

#### Independence

The Board is considered to be in compliance with relevant requirements for independence. The assessment of each Board member's independence is presented in the table on pages 84–85. All Directors have been considered independent, except for Marcus Wallenberg, Keith McLoughlin and Ronnie Leten. Marcus Wallenberg has been considered independent in relation to the company and the administration of the company, but not in relation to major shareholders of Electrolux. Keith McLoughlin has been deemed to be independent in relation to major shareholders of Electrolux, but not, in his capacity as President and CEO, in relation to the company and the administration of the company. Ronnie Leten has been deemed to be independent in relation to major shareholders of Electrolux, but not in relation to the company and the management of the company since he is President and CEO of Atlas Copco AB and one member of the Electrolux Group Management is a board member of Atlas Copco AB. Keith McLoughlin has no major shareholdings, nor is he a part-owner in companies having significant business relations with Electrolux. Keith McLoughlin is the only member of Group Management with a seat on the Board.

#### The Board's tasks

The main task of the Board is to manage the Group's operations in such a manner as to assure the owners that their interests, in terms of a long-term good return on capital, are being met in the best possible manner. The Board's work is governed by rules and regulations including the Swedish Companies Act, the Articles of Association, the Code and the working procedures established by the Board. The Articles of Association of Electrolux are available on the Group's website; [www.electrolux.com/corporate-governance](http://www.electrolux.com/corporate-governance).

#### Working procedures and Board meetings

The Board determines its working procedures each year and reviews these procedures as required. The working procedures describe the Chairman's specific role and tasks, as well as the responsibilities delegated to the committees appointed by the Board.

#### The Board deals with and decides on group-related issues such as:

- Main goals.
- Strategic orientation.
- Essential issues related to financing, investments, acquisitions and divestments.
- Follow-up and control of operations, communication and organization, including evaluation of the Group's operational management.
- Appointment of and, if necessary, dismissal of the President.
- Overall responsibility for establishing an effective system of internal control and risk management.
- Important policies.

#### Remuneration to the Board of Directors 2010–2012

SEK	2010	2011	2012
Chairman of the Board	1,600,000	1,600,000	1,650,000
Deputy Chairman of the Board	550,000	550,000	575,000
Board member	475,000	475,000	500,000
Chairman of the Audit Committee	200,000	200,000	200,000
Member of the Audit Committee	85,000	85,000	85,000
Chairman of the Remuneration Committee	120,000	120,000	120,000
Member of the Remuneration Committee	55,000	55,000	55,000