

Proposal of the Board of Directors of AB Electrolux concerning
 (A.) implementation of a performance based long-term incentive program
 for 2005 (Electrolux Performance Share Plan) ("the Share Program"),
 (B.) transfer of own shares as a result of the Share Program, and
 (C.) transfer of own shares as a result of the Employee Stock Option
 Programs for the years 2000-2003

This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.

Information concerning the reasons for the Board of Directors' proposal regarding the Share Program, description of previous incentive programs, preparation of the matter, costs and effects on the number of outstanding shares are described in Appendix 1 hereto.

PROPOSALS

A. THE SHARE PROGRAM

The Board of Directors of AB Electrolux ("Electrolux") proposes that the Annual General Meeting of the Shareholders resolves to offer a performance based, long term share program, substantially identical with the program resolved upon for 2004. The program for 2005 is proposed to include, as the program for 2004, less than 200 senior managers and key employees of the Electrolux Group with a possibility to be allocated shares of series B in the company free of charge, in accordance with the following principal terms and instructions.

Principal terms of the Share Program

- (a) The participants of the Share Program shall be divided into five groups; the President, other members of the Group Management and three other groups for other senior managers and key employees. For each group, the Board of Directors will determine a target value for the Share Program denominated in SEK. The target value for the President amounts to SEK 2.4 million, for the other members of the Group Management to SEK 1.2 million and for other senior managers and key employees not less than SEK 450,000 and not more than SEK 900,000. The total sum of the target values for all participants will not exceed SEK 120 million.
- (b) Each target value shall be converted into a specific number of shares (which shall be subject to a certain rounding where applicable), based on the average closing share price of the Electrolux series B shares on Stockholm Stock Exchange during the period of ten trading days before the day participants are invited to the program, reduced by the present value of estimated dividend payments for the period until shares are allotted.
- (c) The calculated number of shares shall be connected to a certain goal for value creation established by the Board of Directors. The goal shall be set for an initial three-year performance period. If a lower or a higher value creation is achieved during the three-year performance period, a lower or a higher number, respectively, of shares may be allocated.
- (d) The value creation levels established by the Board of Directors include a minimum level, which has to be exceeded for any allocation to take place, as well as a maximum level. The maximum allocation is limited to 1.5 times the number of shares established in accordance with items a) and b) above.
- (e) Allocation of shares requires, among other things, that the persons participating in the program during the entire performance period, with certain exemptions, are employed in the Electrolux Group. If all conditions in the Share Program are met, allocation of shares will take place free of charge after the expiry of the three-year performance period, i.e. during 2008.
- (f) Allocation of shares may take place before the expiry of the three-year performance period only in exceptional cases, i.e. if someone, alone or together with related parties, acquires a sufficient number of shares in Electrolux and in accordance with the applicable rules will be under the obligation to announce a mandatory offer to acquire all outstanding shares of the company or, for individual participants, based on individual circumstances. In such cases, allocation shall be proportionate to how long time of the performance period that have elapsed and based on the assumption that the goal for value creation set out in item c) first sentence above has been achieved.
- (g) Shares allocated under the Share Program shall, with the exception of those shares which may be sold to cover income tax for the participants in the program, be under certain disposition restrictions, among other things, for an additional two-year period after the expiration of the performance period. The persons being allotted shares shall be entitled to exercise voting rights for such shares, as well as to receive dividends on such shares (if any).
- (h) Some participants may be offered the possibility to settle in cash a portion of the allocated shares, such portion however not to exceed the value of the number of shares that otherwise would be required to be sold to cover any taxes levied. Cash settlement shall be effected based on the market value of any shares being cash settled as per the allotment day.

Guiding principles for the Share Program

- (a) Less than 200 senior managers and other key employees in the Electrolux Group shall be offered participation in the Share Program. Offer to participate in the program shall be provided by Electrolux not later than June 30, 2005. Members of the Board of Directors having been appointed by a General Meeting of the Shareholders and who are not also employed by the company, shall not be offered the opportunity to participate in the Share Program.

- (b) The Board of Directors, or a committee established by the Board for these purposes, shall be responsible for the preparation and management of the Share Program, within the framework of the aforementioned terms and conditions and guiding principles.

Participation in the Share Program is conditional upon that such participation being deemed legally possible and appropriate in relevant jurisdictions as well as, in the judgement of the Board of Directors, such participation taking place with reasonable administrative costs and financial efforts. For participants abroad, deviations in the terms and conditions for the Share Program may be made based on local rules and regulations as well as applicable market practice.

On account of it being considered that the Share Program will not entail any immediate taxes or charges for Electrolux, the Board of Directors has resolved not to propose any measures at present to enable the sale of repurchased shares to cover employer contributions incurred on account of the Share Program. The Board of Directors intends, however, to revert in this matter before the Annual General Meeting 2007.

B. TRANSFER OF OWN SHARES AS A RESULT OF THE SHARE PROGRAM

The Board of Directors proposes that the Annual General Meeting of the Shareholders resolves to transfer own shares in the company on the following terms.

1. A maximum of 1.5 million shares of series B may be transferred.
2. Right to acquire shares shall be granted to the persons participating in the Share Program (the "Participants"), with a right for each Participant to acquire the maximum amount of shares stipulated in the terms and conditions for the Share Program.
3. The participants right to receive shares is conditional upon all terms and conditions of the Share Program being fulfilled.
4. Shares shall be transferred free of charge under the Share Program.
5. The number of shares that may be transferred under the Share Program may be subject to recalculation as a result of bonus issue, share split, rights issues and similar issues in accordance with the terms and conditions of the Share Program.

C. TRANSFER OF OWN SHARES AS A RESULT OF EMPLOYEE STOCK OPTION PROGRAMS 2000 – 2003

The Board of Directors further proposes, as a result of the company's employee stock option programs 2000-2003, that the Annual General Meeting of the Shareholders resolves that the company shall be entitled, for the period until the next Annual General Meeting, to transfer a maximum of 1,107,235 shares of series B in the company to cover costs, primarily employer contributions, that may arise as a result of these employee stock option programs. Transfer may take place on the Stockholm Stock Exchange at a price within the registered price interval from time to time.

The reasons for deviation from the shareholders' preferential rights and the basis for determination of transfer prices for transfers of own shares are as follows.

The transfer of own shares is an integrated part of previously implemented employee stock options programs as well as the Share Program. The Board of Directors considers it to be an advantage to Electrolux and its shareholders that senior managers and key employees of Electrolux are offered the possibility to become shareholders of the company. The Board of Directors further considers that shares previously repurchased by Electrolux shall be used, where applicable, to cover the costs, primarily employer contributions, arising as a consequence of already implemented employee stock options programs and to enable delivery of shares under the Share Program. The basis for determination of the applicable transfer prices follows from the proposals by the Board set out above.

Majority requirements

In order for the General Meeting's resolution in accordance with the Board of Directors' proposal under item A. above to be valid, shareholders representing more than fifty per cent of the votes cast must be in favor of such proposal or, in case of parity of votes, the chairman of the meeting being in favor of such proposal. In order for the General Meeting's resolution in accordance with the proposal under item B. above to be valid, shareholders representing at least nine tenths of the votes cast as well as the shares represented at the meeting must be in favor of the proposal. In order for the General Meeting's resolution in accordance with the proposal under item C. above to be valid, shareholders representing at least two thirds of the votes cast as well as the shares represented at the meeting must be in favor of the proposal.

Stockholm in March 2005

The Board of Directors



AB Electrolux (publ)

Mailing address	Visiting address	Telephone	Telefax	Website
SE-105 45 Stockholm	S:t Göransgatan 143, Stockholm	+46 8 738 60 00	+46 8 656 44 78	www.electrolux.com

Additional information regarding the Share Program

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Reasons for the proposal

The proposed Share Program is based on certain goals for value creation established by the Board of Directors for a three-year period. The Program supports Electrolux principles of "pay for performance" and is an integrated part of the total remuneration package for senior managers and key employees of Electrolux. A substantially identical program for last year was proposed by the Board of Directors and was approved by the Annual General Meeting of the Shareholders 2004.

The Board of Directors is convinced that the Share Program will be beneficial to both the employees participating in the program and the company's shareholders and that it will contribute to the possibilities to recruit and keep competent employees. A performance based share program enabling senior managers and key employees to participate in the company's long-term growth maintains the confidence for the company and will increase the share value. The Share Program is also expected to increase the commitment and the motivation of the program participants and to strengthen the participants' ties to the company and the Group.

Previous incentive programs

Electrolux has previously allocated employee stock options free of charge to slightly less than 200 senior managers and key employees of the Electrolux Group. A total of 7,756,800 employee stock options are still outstanding under the Electrolux stock option programs 2000-2003. Employee stock options allocated under the program for 2000 have a term of five years and employee stock options allocated under the programs for each of the years 2001-2003 have a term of seven years. All allocated employee stock options for the years 2000-2003 entitle the holder to purchase shares of series B in Electrolux, are non-transferable and contain certain disposition restrictions. The strike price has varied between SEK 164 (year 2003 program) and SEK 191 (year 2002 program). On account of the redemption of shares in 2004, a recalculation of the strike prices has been performed, which has resulted in new strike prices varying between SEK 161.50 (2003) and 188.10 (2002). The recalculation on account of the redemption of shares in 2004 has also resulted in each option entitling the holder to acquire 1.02 shares (previously each option entitled the holder to acquire 1 share). The quoted price for the Electrolux share of series B on February 24, 2005, amounted to SEK 165.50.

The Annual General Meeting of the Shareholders in 2004 resolved on a new long term incentive program. The program gives the program participants, under the conditions specified in the program, an opportunity to be allocated B-shares in the company free of charge. The program is based on targets for the Group's value creation during a three-year period established by the Board and entails that allocation of shares is made if the targets have been reached. The program participants have been divided into five groups, which have a target value between SEK 450,000 and 2,400,000.

Shareholders' meetings of Electrolux have resolved to transfer a maximum of 11,095,800 shares of series B to the holders of employee stock options exercising such options to acquire shares in Electrolux and to the participants in the share program for 2004 who are allocated shares pursuant to the terms of program, respectively.

To cover the costs, primarily employer contributions, which may arise as a result of the employee stock option programs, the Annual General Meeting of the Shareholders of Electrolux has further resolved, during the period until the next Annual General Meeting, to transfer a maximum of 1,313,010 shares of series B of Electrolux. The shares may be transferred on Stockholm Stock Exchange at a price within the price interval registered from time to time.

Under the assumption that all allocated options under the 2000 – 2003 programs are exercised, and that allocation of shares under the 2004 share program is made at target, a sale of previously repurchased shares would entail an increase in the number of outstanding shares with 3.4%. The sale of shares to cover employer contributions is included in this figure.

The financing costs for the repurchased shares that hedge the Electrolux incentive programs for 2000-2004 amount to approximately SEK 70 million per year.

During 2000, 118,400 synthetic employee stock options were allocated to Mr Wolfgang König, the then Head of White Goods Europe, entitling the holder to receive a cash amount for each option corresponding to the difference between the share price of the Electrolux share of series B at the date of exercise and the established strike price, SEK 148 (the recalculated exercise price is SEK 145.70). The options may be exercised until November 8, 2005. The program has been hedged by an equity swap. The costs for the swap arrangement amounts to approximately SEK 0.6 million per year. As of February 16, 2005, Mr Wolfgang König exercised 70,000 synthetic options, at a value of SEK 1,270,920.

No allocation of employee stock options will be made for 2005.

In addition to the above option programs, no other share related incentive programs has been implemented in Electrolux.

Preparation of the proposal

The proposal regarding the Share Program has been prepared by the Remuneration Committee of Electrolux. At a meeting with the Remuneration Committee held on February 14, 2005, it was resolved to present a proposal of a performance based share program to the Board of Directors. The Board of Directors resolved on its meeting on February 14, 2005 to propose to the Annual General Meeting of Shareholders 2005 to resolve on implementation of the Share Program. Members of the Board of Directors having been appointed by Shareholders' Meetings and who are not also employed within the Electrolux Group, shall not be offered to participate in the Share Program.

Costs for the Share Program

The total costs for the Share Program during a three-year period have been calculated to approximately SEK 165 million, including costs for employer contributions and financing costs for repurchased own shares. The costs are estimated not to exceed SEK 267 million.

The costs for the Share Program have been calculated as the sum of salary costs for the program and the financing cost for the repurchase shares hedging the program. The salary cost has been calculated based on the value, at the start of the program, of the shares that may be allotted, with a reduction of the present value of estimated dividends during a three-year period.

If no shares are allotted, the minimum cost for the program has been calculated to SEK 15 million, corresponding to the financing costs for the repurchased shares hedging the program.

Dilution

The Board of Directors' proposal assumes implementation of the Share Program during 2005 and possible allocation of shares free of charge during 2008, i.e. after the expiration of a initial three-year performance period. Allotment of repurchased shares under the Share Program will entail a maximum increase in the number of outstanding shares of approximately 0.51%. The total maximum increase in the number of outstanding shares of the proposed Share Program 2005, the share program 2004, and the Electrolux employee stock option programs for 2000-2003 amounts to a maximum of approximately 3.86%.