

Minutes

of the Annual General Meeting
of shareholders of Aktiebolaget SKF
in Gothenburg, 28 March 2019

In a notice posted on the company's website on 18 February 2019, and announcement in the Swedish Official Gazette on 21 February 2019, and announcement on 21 February 2019 in *inter alia* Dagens Nyheter that notice has been issued, the shareholders in Aktiebolaget SKF were summoned this day at 1pm to an Annual General Meeting at the company's personnel building Kristinedal, Byfogdegatan 4, Gotenburg. When this meeting was opened at the time and place so stated, the following shareholders, representatives and advisors were present, namely

"List etc"

Appendix A

1.

Opening of the Annual General Meeting

The meeting was opened by Hans Stråberg, Chairman of the Board of Directors.

2.

Election of a chairman for the meeting

On the proposal of the Nomination Committee, represented by Anders Algotsson, the attorney Sven Unger was elected chairman.

It was noted that the Board had asked the General Counsel of the company, Carina Bergfelt, to keep the minutes.

3.

Drawing up and approval of the voting list

The list enclosed, Appendix A, was approved as voting list for the meeting.

4.

Approval of the agenda

The agenda enclosed was approved as agenda for the meeting.

Appendix B

5.

Election of persons to verify the minutes

On the proposal of the Nomination Committee, represented by Anders Algotsson, Ian Raftell as representative from Robur Fonder and Jacob Johansson-Ranelius as representative from Folksam et al, were elected to verify the minutes together with the chairman.

6.

Consideration of whether the meeting has been duly convened

It was verified that the meeting had been duly convened.

7.

Presentation of annual report and audit report as well as consolidated accounts and audit report for the Group

It was noted that the Board of Directors' and the President's report on the management of the company's affairs in 2018, a report comprising the administration report, income statement and balance sheet, as well as consolidated income statement and consolidated balance sheet, and the report submitted by the auditor on the audit of the Board of Directors' and the President's administration, was announced on 6 March 2019 and has been sent to shareholders at request.

The wording of this document is evident of

Appendix C

The authorised public accountant Peter Clemedtson presented the audit report and the Auditor's report in accordance with Chapter 8 § 54 of the Swedish Companies Act (2005:551).

8.

Address by the President

Alrik Danielson, President, made a speech.

A few shareholders raised some questions.

9.

Matter of adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet

The income statement and balance sheet and the consolidated income statement and the consolidated balance sheet were adopted in accordance with the recommendation by the auditor.

10.

Resolution regarding distribution of profits

Sven Unger reported the Board of Directors' and the President's proposal that a dividend of SEK 6 per share be paid.

A total of SEK 18,154,888,326 was at the Annual General Meeting's disposal and dividend according to the aforementioned proposal would require SEK 2,732,106,408. Consequently SEK 14,415,301,379,577 would be carried over and SEK 121,402,341 would be the fair value reserve.

Then the meeting resolved in accordance with the proposal by the Board of Directors and the President.

It was furthermore resolved that 1 April 2019 would be the record day for the right to receive dividend.

11.

Matter of discharge of the Board members and the President from liability

The Board members and the President were discharged from liability for the 2018 financial year in accordance with the auditor's recommendation.

12.

Determination of the number of Board members and deputy board members

On the proposal of the Nomination Committee, represented by Marcus Wallenberg, it was resolved that the Board of Directors is to consist of nine members elected by the general meeting of shareholders and no deputies.

13.**Determination of fees for the Board of Directors**

On the proposal of the Nomination Committee, represented by Anders Jonsson, it was resolved that the Board of Directors, for the time up to the closing of the next Annual General Meeting, be paid fees according to the following;

- a) a firm allotment of SEK 7,257,000 to be distributed with SEK 2,133,000 to the Chairman of the Board and with SEK 732,000 to each of the other Board members elected by the general meeting of shareholders; and
- b) an allotment for committee work of SEK 1,087,000 to be distributed with SEK 248,000 to the chairman of the Audit Committee, with SEK 176,000 to each of the other members of the Audit Committee, with SEK 145,000 to the chairman of the Remuneration Committee and with SEK 114,000 to each of the other members of the Remuneration Committee.

A prerequisite for obtaining an allotment is that the Board member is elected by the general meeting of shareholders and not employed by the company.

14.**Election of Board members**

On the proposal of the Nomination Committee, represented by Marcus Wallenberg, the following nine Board members were appointed for the time up to the closing of the next Annual General Meeting.

Hans Stråberg, Lars Wedenborn, Hock Goh, Alrik Danielson, Nancy Gougarty, Ronnie Leten, Barb Samardzich, Colleen Repplier and Geert Follens.

The Chairman of the Board of Directors thanked the retiring Board member Peter Grafoner.

15.**Election of Chairman of the Board of Directors**

On the proposal of the Nomination Committee, represented by Marcus Wallenberg, Hans Stråberg was elected Chairman of the Board of Directors.

16.**The Board of Directors' proposal for a resolution on principles of remuneration for Group Management**

Principles of remuneration for Group Management were resolved, all according to what is evident of the proposal of the Board of Directors.

Appendix D

17.

The Board of Directors' proposal for a resolution on SKF's Performance Share Programme 2019

SKF's Performance Share Programme 2019 was resolved, all according to what is evident of the proposal of the Board of Directors.

Appendix E

It was noted that Jacob Johansson-Ranelius, in his capacity as representative of Folksam et al, voted against the proposal of the Board of Directors.

18.

Resolution regarding Nomination Committee

On the proposal of the Nomination Committee, it was resolved;

- 1) that the company is to have a Nomination Committee formed by one representative for each one of the four largest shareholders with regard to the number of votes held as well as the Chairman of the Board of Directors. When constituting the Nomination Committee, the shareholdings per the last banking day in August 2019 will determine which shareholders are the largest with regard to the number of votes held. The names of the four shareholder representatives will be published as soon as they have been elected, however not later than six months before the Annual General Meeting in 2020. The Nomination Committee is to remain in office until the new Nomination Committee has been appointed;
- 2) in the event that the shareholder the member represents would no longer be one of the four largest shareholders with regard to the number of votes held, such member, if the Nomination Committee so deems appropriate, may resign and a representative of the shareholder next in turn size-wise with regard to the number of votes held be offered the opportunity of being elected in his/her place;

and in the event that a shareholder representative no longer represents the shareholder, the shareholder is asked to elect a new representative to become a member of the Nomination Committee;
- 3) that the Nomination Committee, if the Nomination Committee so deems appropriate, may offer the fifth largest shareholder to elect a member of the Nomination Committee and thereby increase the Nomination Committee by one additional shareholder representative;

- 4) that the Nomination Committee is to furnish proposals in the following matters to be presented to, and resolved by, the Annual General Meeting in 2020:
- a) proposal for chairman of the Annual General Meeting;
 - b) proposal for Board of Directors;
 - c) proposal for Chairman of the Board of Directors;
 - d) proposal for fee to the Board of Directors;
 - e) proposal for a Nomination Committee ahead of the Annual General Meeting of 2021; and
- 5) that the Nomination Committee, when performing its duties, will fulfil the tasks that rest upon the Nomination Committee under the Swedish Code of Corporate Governance, among other things to supply the company with certain information in order to enable the company to fulfil its information obligation under the code.

19.**Closure**

The chairman declared the meeting concluded and expressed in connection herewith the gratitude of the meeting to the management and all employees for their efforts in 2018.

In fidem:

Carina Bergfelt

Approved:

Sven Unger

Ian Raftell

Jacob Johansson-Ranelius