

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

The Board of Directors of AB SKF has decided to submit the following principles of remuneration for SKF's Group Management to the Annual General Meeting. Group Management is defined as the President and the other members of the management team. The principles apply in relation to members of Group Management appointed after the adoption of the principles, and, in other cases, to the extent permitted under existing agreements.

The objective of the principles is to ensure that the SKF Group can attract and retain the best people in order to support the SKF Group's mission and business strategy. Remuneration for Group Management shall be based on market competitive conditions and at the same time support the shareholders' best interests.

The total remuneration package for a Group Management member consists primarily of the following components: fixed salary, variable salary, performance shares, pension benefits, conditions for notice of termination and severance pay, and other benefits such as a company car. The components shall create a well balanced remuneration reflecting individual performance and responsibility as well as the SKF Group's overall performance.

**Fixed salary**

The fixed salary of a Group Management member shall be at a market competitive level. It will be based on competence, responsibility and performance. The SKF Group uses an internationally well-recognized evaluation system, International Position Evaluation (IPE), in order to evaluate the scope and responsibility of the position. Market benchmarks are conducted on a regular basis. The performance of Group Management members is continuously monitored and used as a basis for annual reviews of fixed salaries.

**Variable salary**

The variable salary of a Group Management member runs according to a performance-based programme. The purpose of the programme is to motivate and compensate value-creating achievements in order to support operational and financial targets.

The performance-based programme is primarily based on the short-term financial performance of the SKF Group established according to the SKF financial performance management model called Total Value Added (TVA). TVA is a simplified, economic value-added model. This model promotes greater operating profit, capital efficiency and profitable growth. The TVA profit is the operating profit, less the pre-tax cost of capital in the country in which the business is conducted. The TVA result development for the SKF Group correlates well with the trend of the share price over a longer period of time.

The maximum variable salary according to the programme is capped at a certain percentage of the fixed annual salary. The percentage is linked to the position of the individual and varies between 40% and 70% for Group Management members.

If the financial performance of the SKF Group is not in line with the requirements of the variable salary programme, no variable salary will be paid. The maximum variable salary will not exceed 70% of the accumulated annual fixed salary of Group Management members.

### **Performance Shares**

Since 2008 SKF's Annual General Meeting has resolved each year upon a performance share programme for senior managers and key employees (SKF's Performance Share Programmes 2008 - 2011). The Board of Directors proposes that a decision be taken at the Annual General Meeting on SKF's Performance Share Programme 2012. The terms and conditions of the proposed SKF's Performance Share Programme 2012 are in essence the same as the terms and conditions of SKF's previous performance share programmes, covered by the principles of remuneration for Group Management decided at the Annual General Meetings 2008 - 2011.

It is proposed that the programme covers a maximum of 310 senior managers and key employees in the SKF Group, including Group Management, with the opportunity of being allotted, free of charge, SKF B shares.

The number of shares that may be allotted must be related to the degree of achievement of the TVA target level, as defined by the Board of Directors, for the financial year 2012, and the TVA development for the financial year 2014 compared to the financial year 2012. Under the programme, no more than 1,000,000 B shares may be allotted.

Based on the TVA for the financial year 2012, the participants of the programme may be preliminarily allotted a number of shares per person, however, not exceeding the following number of shares per person within the various key groups:

CEO and President – 10,000 shares  
Business area Presidents and Executive Vice President – 5,000 shares  
Other members of Group Management – 3,500 shares  
Managers of large business units and other senior managers – 1,250 - 1,800 shares

Following the expiry of the financial year 2014 a comparison is made between TVA for the financial year 2012 and TVA for the financial year 2014. The development in TVA between the two financial years is set out in percentage. Final allotment of shares is established by the preliminary number of allotted shares being multiplied with the percentage development in TVA. If the development is positive the participants will thus receive an increased number of shares in final allotment compared to the number preliminarily allotted, whereas if the development is negative the participants will receive a decreased number of shares in final allotment compared to the number preliminarily allotted. Final allotment may, however, never exceed 200% of the preliminarily allotted number of shares per person. The participants in the programme may thus in final allotment receive not more than the following number of shares per person within the various key groups:

CEO and President – 20,000 shares  
Business area Presidents and Executive Vice President – 10,000 shares  
Other members of Group Management – 7,000 shares  
Managers of large business units and other senior managers – 2,500 - 3,600 shares

The participants shall not provide any consideration for their rights under the programme.

Assuming maximum allocation under SKF's Performance Share Programme 2012 and a share price of SEK 140, the cost, including social security costs, is estimated at around SEK 168 million. On the basis of a share price of SEK 180, the cost, including social security costs, is estimated at around SEK 216 million. In addition, administrative costs are estimated at around SEK 2 million.

### **Other benefits**

The SKF Group provides other benefits to Group Management members in accordance with local practice. The accumulated value of other benefits shall, in relation to the value of the total remuneration, be limited and shall, as a principle, correspond to what is customary on the relevant market.

Other benefits can for instance be a company car, medical insurance and home service.

### **Pension**

The SKF Group strives to establish pension plans based on defined contribution models, which means that a premium is paid amounting to a certain percentage of the employee's annual salary. The commitment in these cases is limited to the payment of an agreed premium to an insurance company offering pension insurance.

A Group Management member is normally covered by, in addition to the basic pension (for Swedish members usually the ITP pension plan), a supplementary defined contribution pension plan. By offering this supplementary defined contribution plan, it is ensured that Group Management members are entitled to earn pension benefits based on the fixed annual salary above the level of the basic pension. It is proposed that the normal retirement age for Group Management members is increased from 62 to 65 years.

### **Notice of termination and severance pay**

A Group Management member may terminate his/her employment by giving six months' notice. In the event of termination of employment at the request of the company, employment shall cease immediately. The Group Management member shall however receive a severance payment related to the number of years' service, provided that it shall always be maximized to two years' fixed salary.

### **The Board of Directors' right to deviate from the principles of remuneration**

In certain cases, the Board of Directors may deviate from the principles of remuneration decided by the Annual General Meeting.

### **Preparation of matters relating to remuneration for Group Management**

The Board of Directors of AB SKF has established a Remuneration Committee. The Committee consists of a maximum of four Board members. The Remuneration Committee prepares all matters relating to the principles of remuneration for Group Management, as well as the employment conditions of the President.

The principles of remuneration for Group Management are presented to the Board of Directors that submits a proposal for such principles to the Annual General Meeting for approval. The Board of Directors must approve the employment conditions of the President.

### **Information about remuneration decided upon but not due for payment**

The structure of Group Management remuneration decided upon prior to the approval of these principles for remuneration but not due for payment is substantially in line with these principles. However, in relation hereto the following should be noted:

- The Annual General Meetings 2008 – 2011 resolved on SKF's Performance Share Programmes 2008 - 2011, with in essence the same terms and conditions as of the proposed SKF's Performance Share Programme 2012.  
  
Allotment of shares under SKF's Performance Share Programme 2008 was made in the beginning of 2011. No allotment of shares has been or will be made under SKF's Performance Share Programme 2009 due to non-fulfillment of the TVA target for the financial year 2009. Any allotment of shares under SKF's Performance Share Programme 2010 and 2011, respectively, will be made during 2013 and 2014, respectively.
- The pension conditions of the President are described on page 120 in the Annual Report.
- Certain members of Group Management have defined benefit pension solutions.
- If the retirement age is increased to 65 years as proposed by the Board, certain members of Group Management will still have a retirement age of 62 years based on already existing agreements.
- Certain members of Group Management are, in the event of termination of employment at the request of the company, entitled to receive a severance payment which is not related to the number of years' service, but amounting to a maximum of two years' salary.