

## **The Board of Directors' of AB SKF proposed decision on a performance share programme for senior managers and key employees**

### **Background information**

In 2005, the SKF Group introduced a performance based variable salary programme with both a short-term and a long-term element. At AB SKF's Annual General Meeting 2008 it was resolved that the long-term element of the performance based variable salary programme be replaced by a performance share programme for senior managers and key employees (SKF's Performance Share Programme 2008). The Annual General Meeting 2009 resolved on SKF's Performance Share Programme 2009, with in essence the same terms and conditions as of SKF's Performance Share Programme 2008.

### **The Board's proposed decision**

The Board proposes, in order to continue to link the interests of the participants and the shareholders, that a decision be taken at the Annual General Meeting on SKF's Performance Share Programme 2010. The terms and conditions of the proposed SKF's Performance Share Programme 2010 are in essence the same as the terms and conditions of SKF's Performance Share Programme 2008 and 2009, respectively.

The programme is proposed to cover not more than 310 senior managers and key employees in the SKF Group with an opportunity to be allotted, free of charge, SKF B shares in accordance with the following principal terms and guidelines.

Under the programme, not more than 1,000,000 SKF B shares may be allotted to not more than 310 senior managers and key employees in the Group. The number of shares that may be allotted must be related to the degree of achievement of financial targets defined by the Board in accordance with the Group's TVA management model and must pertain to the period commencing 2010 up to and including 2012.

The participants in the programme may receive not more than the following number of shares within the various key groups:

CEO and President – 20,000 shares

Division 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.

Participants shall receive compensation for cash dividend during the three year calculation period.

Allotment of shares normally requires that the persons covered by the programme are employed in the SKF Group during the entire calculation period. If all the conditions included in SKF's Performance Share Programme 2010 are met, allotment of shares shall be made free of charge following the expiry of the three year calculation period, i.e. during 2013.

The number of shares included in the proposal may be recalculated by the Board due to changes in the capital structure, such as a bonus issue, consolidation or split of shares, new issue or reduction of the share capital or similar measures.

The Board, or a committee established by the Board for this purpose, will be responsible for the detailed drafting and management of SKF's Performance Share Programme 2010, within the scope of the principal conditions and guidelines as specified. The Board shall thereupon be entitled to make adjustments to meet specific rules or market conditions abroad. The Board shall also be entitled to make other adjustments provided that there are substantial changes in the SKF Group or its surroundings which would signify that conditions for allocation in accordance with SKF's Performance Share Programme 2010 are no longer appropriate.

Participation in SKF's Performance Share Programme 2010 presupposes that such participation is legally and suitably possible and that the administrative costs and financial efforts are reasonable in the opinion of the Board.

The Board is furthermore entitled to introduce an alternative incentive solution for employees in countries where participation in SKF's Performance Share Programme 2010 is not appropriate. Such alternative incentive solution shall, as far as practicable, be formulated employing the same conditions as SKF's Performance Share Programme 2010.

#### **Preparation of the matter**

The proposal for SKF's Performance Share Programme 2010 has been prepared by AB SKF's Remuneration Committee and the Board with the support of independent expertise and in consultation with major shareholders.

#### **Costs of SKF's Performance Share Programme 2010**

The company has 455,351,068 shares as per 31 January 2010. In order to comply with the obligations of SKF's Performance Share Programme 2010, a maximum number of 1,000,000 B shares are required corresponding to approximately 0.2 per cent of the total number of outstanding shares.

Assuming maximum allocation under the Performance Share Programme 2010 and a share price of SEK 125, the cost, including social security cost, is estimated at approximately MSEK 150. On the basis of a share price of SEK 175, the cost,

including social security cost, is estimated at approximately MSEK 210. In addition the administrative costs are estimated at approximately MSEK 3.

### **Hedging actions**

The Board does not propose for the time being to take any action to hedge the SKF Group's obligations under the programme. Delivery of shares under the programme shall not take place until 2013.

### **Previous incentive programmes**

The terms and conditions of SKF's Performance Share Programmes 2008 and 2009, respectively, are in essence the same as the terms and conditions of the proposed SKF's Performance Share Programme 2010.

### **Majority requirement**

A valid resolution in respect of the Board's proposal at a general meeting requires that the resolution be supported by shareholders with more than half of the votes cast or, in the event of a tied vote, through the chairman exercising his casting vote.

---