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## Notice of Annual General Meeting

Gothenburg, 22 February 2016: Notice is hereby given that the Annual General Meeting of Aktiebolaget SKF will be held at SKF Kristinedal, Byfogdegatan 4, Gothenburg, Sweden, at 13.00 on Thursday, 31 March 2016. The doors are open from 11.00. Please note that refreshments will be served, prior to the Annual General Meeting, between 11.00 and 12.30.

### Annual General Meeting

For the right to participate at the meeting, shareholders must be recorded in the shareholders' register kept by Euroclear Sweden AB by Wednesday, 23 March 2016 and must notify the company at the latest on the same day by letter to AB SKF, c/o Computershare AB, "AB SKFs årsstämma 2016", Box 610, SE-182 16 Danderyd, Sweden, or via the company's website [www.skf.com](http://www.skf.com), or by phone +46 31 337 25 50 (between 09.00 and 16.00). When notifying the company, preferably in writing, this should include details of name, address, telephone number, registered shareholding and number of advisors, if any. Where representation is being made by proxy, the original of the proxy form shall be sent to the company before the annual general meeting. Shareholders whose shares are registered in the name of a trustee must have the shares registered temporarily in their own name in order to take part in the meeting. Any such re-registration for the purpose of establishing voting rights shall take place so that the shareholder is recorded in the shareholders' register by Wednesday, 23 March 2016. This means that the shareholder should give notice of his/her wish to be included in the shareholders' register to the trustee well in advance before that date.

### Agenda

1. Opening of the Annual General Meeting
2. Election of a Chairman for the meeting
3. Drawing up and approval of the voting list
4. Approval of agenda
5. Election of persons to verify the minutes
6. Consideration of whether the meeting has been duly convened
7. Presentation of annual report and audit report as well as consolidated accounts and audit report for the Group
8. Address by the President
9. Matter of adoption of the income statement and balance sheet and consolidated income statement and consolidated balance sheet
10. Resolution regarding distribution of profits
11. Matter of discharge of the Board members and the President from liability
12. Determination of number of Board members and deputy members
13. Determination of fee for the Board of Directors
14. Election of Board members and deputy Board members

- 14.1 Leif Östling
- 14.2 Lena Treschow Torell
- 14.3 Peter Grafoner
- 14.4 Lars Wedenborn
- 14.5 Joe Loughrey
- 14.6 Baba Kalyani
- 14.7 Hock Goh
- 14.8 Marie Bredberg
- 14.9 Nancy Gougarty
- 14.10 Alrik Danielson
15. Election of Chairman of the Board of Directors
16. Determination of fee for the auditors
17. The Board of Directors' proposal for a resolution on principles of remuneration for Group Management
18. The Board of Directors' proposal for a resolution on SKF's Performance Share Programme 2016
19. Resolution regarding Nomination Committee

#### Proposal under item 10

The Board of Directors proposes a dividend for the financial year 2015 of SEK 5.50 per share. It is proposed that shareholders with holdings recorded on Monday, 4 April 2016 be entitled to receive the proposed dividend. Subject to resolution by the Annual General Meeting in accordance with this proposal, it is expected that Euroclear will distribute the dividend on Thursday, 7 April 2016.

#### Proposals under items 2, 12, 13, 14, 15 and 16

The Nomination Committee formed according to a resolution of the Annual General Meeting 2015 to represent all shareholders of the company consists of, besides the Chairman of the Board of Directors, representatives of FAM, Alecta, Skandia and AFA Insurance, shareholders who together represent close to 40% of the votes of the total number of company shares. The Nomination Committee has informed the company about the following proposal:

- that Leif Östling is elected Chairman of the Annual General Meeting;
- that the Board of Directors shall consist of ten members and no deputy members;
- that the Board of Directors for the period up to the end of the next Annual General Meeting, receive a fee according to the following:
  - a) a firm allotment of SEK 7,294,000 to be distributed with SEK 1,950,000 to the Chairman of the Board of Directors and SEK 668,000 to each of the other Board members elected by the Annual General Meeting and not employed by the company; and
  - b) an allotment for committee work to be distributed with SEK 226,000 to the chairman of the Audit Committee, with SEK 161,000 to each of the other members of the Audit Committee, with SEK 129,000 to the chairman of the

Remuneration Committee and with SEK 103,000 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 Annual General Meeting and not employed by the company.

- re-election of the Board members Leif Östling, Lena Treschow Torell, Peter Grafoner, Lars Wedenborn, Joe Loughrey, Baba Kalyani, Hock Goh, Marie Bredberg, Nancy Gougarty and Alrik Danielson (a presentation of the proposed board can be found at the company's website [www.skf.com](http://www.skf.com)). Jouko Karvinen has declined re-election. Leif Östling is proposed to be the Chairman of the Board of Directors; and
- that the auditor is paid for work performed according to approved invoice.

#### Proposal under item 17

The Board of Directors 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 Board of Directors' proposal is that the remuneration of Group Management members 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 shall primarily consist of 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 objective of the principles of remuneration 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.

The fixed salary shall be at a market competitive level. Competence, responsibility and performance shall be taken into account when the fixed salary is established.

The variable salary runs according to a performance-based program and the maximum variable salary is capped at a certain percentage of the fixed annual salary varying between 40 and 70%.

The Board of Directors proposes that a decision be taken at the Annual General Meeting on SKF's Performance Share Programme 2016. The programme is proposed to cover not more than 225 senior managers and key employees in the SKF Group with an opportunity to be allotted, free of charge, SKF B shares. (See further item 18 below.)

SKF strives to establish pension plans based on defined contribution models.

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 according to the agreement cease immediately. A severance payment related to the number of years' service shall, however, in this case be paid out, provided that it shall always be maximized to two years' fixed salary.

The Board of Directors also proposes that the Annual General Meeting resolves to authorize the Board of Directors to, in certain cases, deviate from the principles of remuneration decided by the Annual General Meeting.

Proposal under item 18

#### Background

At the Annual General Meeting in 2008 the SKF Group introduced a long-term performance share programme for senior managers and key employees (SKF's Performance Share Programme 2008). Since 2008 the Annual General Meeting has resolved each year upon a performance share programme. The terms and conditions of SKF's Performance Share Programme 2016 are the same as for SKF's Performance Share Programme 2015 that was resolved at the Annual General Meeting 2015.

#### SKF's Performance Share Programme 2016

The Board proposes, in order to continue to link the long-term interests of the participants and the shareholders, that a decision be taken at the Annual General Meeting 2016 on SKF's Performance Share Programme 2016.

The programme is proposed to cover not more than 225 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 in total 1,000,000 SKF B shares may be allotted to not more than 225 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 the Total Value Added (TVA) target level, as defined by the Board, for the TVA development for the financial years 2016–2018 compared to the financial year 2015. TVA is a simplified, economic value-added model promoting greater operating profit, capital efficiency and profitable growth. TVA is the operating profit, less the pre-tax cost of capital. After the expiry of the financial year 2018 a comparison is made between the average TVA for the financial years 2016–2018 and TVA for the financial year 2015. The TVA change is expressed as a percentage.

The allocation of shares is based on the level of TVA increase. In order for allocation of shares to take place the TVA increase must exceed a certain minimum level (the threshold level). In addition to the threshold level a target level is set. Maximum allotment is awarded if the target level is reached or exceeded.

Provided that the TVA increase reaches the target level, the participants of the programme may be allotted the following maximum number of shares per person within the various key groups:

CEO and President – 30,000 shares  
Other members of Group Management – 13,000 shares  
Managers of large business units and similar – 4,500 shares  
Other senior managers – 3,000 shares  
Other key persons – 1,250 shares

If the TVA increase exceeds the threshold level for allotment of shares but the final allotment is below 5% of the target level, payment will be made in cash instead of shares, whereupon the amount of the cash payment shall correspond to the value of the shares calculated on the basis of the closing price for SKF's B share the day before settlement.

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 2016 are met, allotment of shares shall be made free of charge following the expiry of the three year calculation period, i.e. during 2019.

Before the number of shares to be allotted is finally determined, the Board shall examine whether the allotment is reasonable considering SKF's financial results and position, the conditions on the stock market as well as other circumstances, and if not, as determined by the Board, reduce the number of shares to be awarded to the lower number of shares deemed appropriate by 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 2016 is not appropriate. Such alternative incentive solution shall, as far as practicable, be formulated employing the same conditions as SKF's Performance Share Programme 2016.

The company has 455,351,068 shares in issue as per 31 January 2016. In order to comply with the obligations of SKF's Performance Share Programme 2016, a maximum number of 1,000,000 B shares are required, corresponding to approximately 0.2% of the total number of outstanding shares.

Assuming maximum allocation under the Performance Share Programme 2016 and a share price of SEK 148, the cost, including social security cost, is estimated at approximately MSEK 178. On the basis of a share price of SEK 177, the cost, including social security cost, is estimated at approximately MSEK 212. In addition the administrative costs are estimated at approximately MSEK 2.

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 2019.

#### Majority requirements

A valid resolution in respect of the Board of Directors' proposal at the Annual 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.

Proposal under item 19

The Nomination Committee has informed the company that it will propose to the Annual General Meeting to resolve:

1. that the company shall have a Nomination Committee formed by one representative of each one of the four major 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 on the last banking day in August 2016 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 2017. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed;
2. in the event that the shareholder the member represents would no longer be one of the four major 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 on the following matters to be presented to, and resolved by, the Annual General Meeting in 2017:
  - 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 fee to the auditor
  - f) proposal for auditor
  - g) proposal for a Nomination Committee ahead of the Annual General Meeting of 2018; 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.

#### Number of shares and votes, and documentation

When this notice is issued, the total number of shares in the company are 455,351,068, represented by 36,298,533 series A shares and 419,052,535 series B shares, with a total number of votes of 78,203,787. The company holds no own shares.

The Board of Directors' complete proposal according to item 17 and 18 of the agenda and the Nomination Committee's reasoned statement are available at the company and at the company's homepage, [www.skf.com](http://www.skf.com), and will be sent to shareholders who request this and state their address.

#### Information at the Annual General Meeting, etc.

The Board of Directors and the President shall, upon request by any shareholder and where the Board of Directors believes that it may take place without significant harm to the company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda, any circumstances which may affect the assessment of the company's or a subsidiary's financial position and the company's relationship to other group companies. Anyone who wishes to dispatch questions in advance may do so to AB SKF, Att. General Counsel, SE-415 50 Gothenburg, Sweden, or by e-mail: [chairman@skf.com](mailto:chairman@skf.com).

SKF's web-based financial report in English will be made public on 8 March 2016.

Proxy forms will be available at the company's homepage, [www.skf.com](http://www.skf.com), and may also be requested by letter to AB SKF, c/o Computershare AB, "AB SKFs årsstämma 2016", Box 610, SE-182 16 Danderyd, Sweden or by phone +46 31 337 25 50.

Gothenburg in February 2016  
Aktiebolaget SKF  
(publ)

The Board of Directors

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#### Visit SKF's factory in Gamlestaden, Gothenburg

Shareholders are welcome to visit SKF's factory in Gamlestaden, Gothenburg, in connection with the Annual General Meeting, directly after the close of the Annual General Meeting, alternatively on 1 April 2016 at 09.00. Shareholders that wish to participate shall notify the requested visiting date, complete name and address to: SKF Sverige AB, Besöksservice HK3/3, 415 50 Gothenburg alternatively via email to: [Lars.Werner@skf.com](mailto:Lars.Werner@skf.com). Please note that the number of participants is limited.

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SKF is a leading global supplier of bearings, seals, mechatronics, lubrication systems, and services which include technical support, maintenance and reliability services, engineering consulting and training. SKF is represented in more than 130 countries and has around 15,000 distributor locations worldwide.



Annual sales in 2015 were SEK 75 997 million and the number of employees was 48 593. [www.skf.com](http://www.skf.com)

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**Aktiebolaget SKF**

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