



**Autoliv, Inc.**

**ALV NYSE**

**Auto / Truck / Motorcycle Parts**

Market Capitalization USD:

**\$4,329.74 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Jan Carlson**

**Age: 51**

**CEO Since: 2007**

	2009	2010	2011
<b>Base Salary</b>	\$882,353	\$1,037,037	\$1,226,563
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$1,244,444	\$794,813
<b>Benefits and Perquisites</b>	\$361,935	\$390,386	\$1,282,476
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,244,288</b>	<b>\$2,671,867</b>	<b>\$3,303,852</b>
<b>Increase in Post-Retirement Benefits</b>	\$42,295	-\$13,145	\$54,188
<b>Stock Option Awards</b>	\$235,800	\$327,360	\$332,296
<b>Stock Awards</b>	\$326,200	\$357,600	\$347,242
<b>TOTAL COMPENSATION</b>	<b>\$1,848,583</b>	<b>\$3,343,682</b>	<b>\$4,037,578</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$795,771	\$1,220,103	\$1,124,417
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$37,841	\$527,123	\$486,358
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$37,841</b>	<b>\$527,123</b>	<b>\$486,358</b>

**Proxy Date:** 26 Mar 2012

**Annual Meeting Date:** 8 May 2012

**Equity Reserves:** 6.54%

**Stock Option Run Rate:**

# Autoliv, Inc.

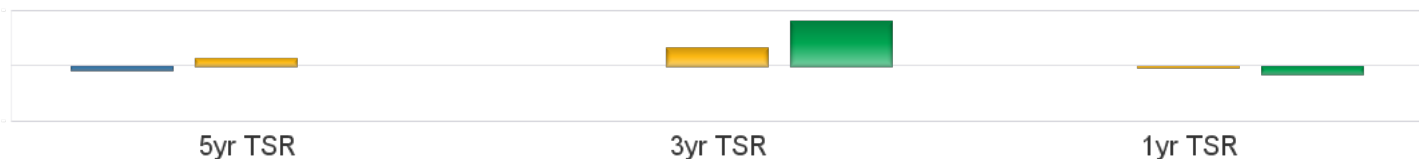
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## Performance Comparison

■ S&P500 ■ Industry ■ ALV



## Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ALV	Autoliv, Inc.	\$1,848,583	\$3,343,682	\$4,037,578	\$4,329,736,038
GPC	Genuine Parts Company	\$3,030,703	\$5,548,738	\$8,211,373	\$7,991,909,238
BWA	BorgWarner Inc.	\$9,095,493	\$12,060,522	\$10,669,808	\$6,634,680,043
LEA	Lear Corporation	\$9,464,890	\$9,091,583		\$4,456,014,677
TRW	TRW Automotive Holdings Corp.	\$22,752,714	\$22,562,466		\$4,049,275,149
LKQX	LKQ Corporation	\$2,774,322	\$3,081,047	\$3,624,047	\$3,537,763,296
GNTX	Gentex Corporation	\$1,062,354	\$1,259,975		\$3,441,999,973

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Swedish Peer Group: Alfa Laval, Assa Abloy, Atlas Copco, Electrolux, Ericsson, Getinge, Husqvarna, SAAB, Sandvik, Scania, Skanska, SKF, Swedish Match, Trelleborg, Volvo.  
International Peer Group: Assa Abloy, Atlas Copco, Cummins, Electrolux, Faurecia, GKN, Lear, MAN, Sandvik, Sauer Danfoss, Scania, SKF, Tenneco, Textron, Tomkins, Trelleborg, TRW, Valeo.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James M. Rindler	Chairman	66	Male	10	Outside Related
Georae A. Lorch	Member	70	Male	9	Outside
Lars Nvbera	Member	59	Male	8	Outside