

CORPORATE GOVERNANCE REPORT

Introduction

Saab AB is a Swedish public limited liability company listed on NASDAQ OMX Stockholm.

Saab's corporate governance is based on Swedish legislation, primarily the Swedish Companies Act, the Swedish Annual Accounts Act, NASDAQ OMX Stockholm Rules – which also includes the Swedish Code of Corporate Governance – and other relevant Swedish and foreign laws and guidelines.

Swedish Code of Corporate Governance

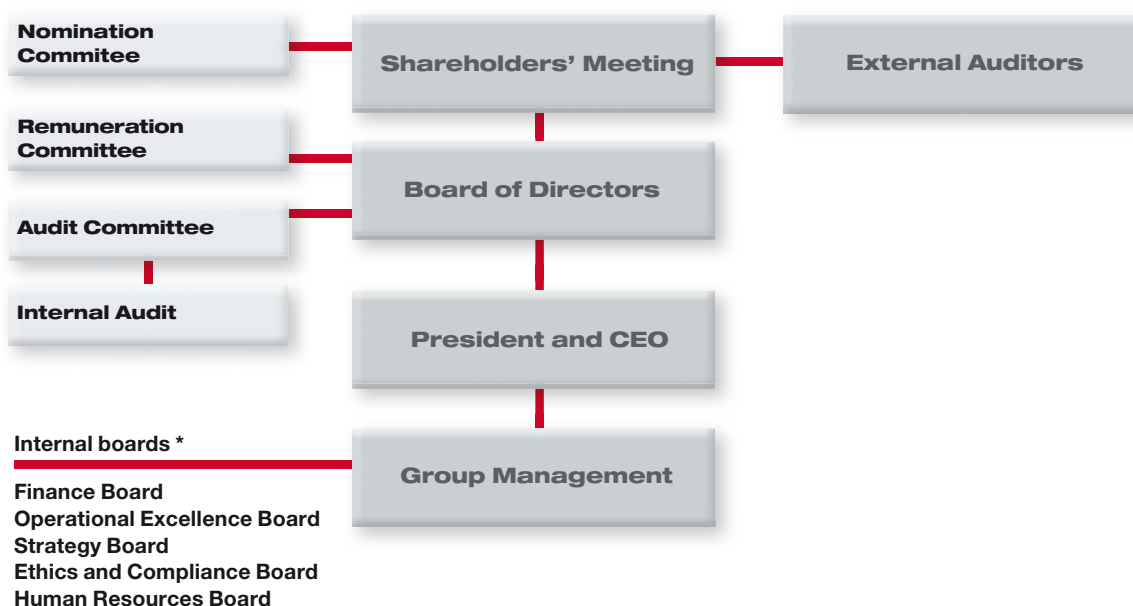
The Saab shares are admitted to trading at NASDAQ OMX Stockholm and Saab must therefore follow good practices in the securities market, which includes an obligation to comply with the Swedish Code

of Corporate Governance (“the Code”). The Code is available at www.bolagsstyrning.se

Saab applies the Code and strives to maintain a high standard in its corporate governance. This Corporate Governance Report is in accordance with the Annual Accounts Act and the Code, and describes how Saab applied the Code during the financial year 2011. Moreover, the Annual General Meeting 2011 was carried out in accordance with the Code and the Annual General Meeting in 2012 will also be planned and carried out pursuant to the provisions of the Code. Saab's website has a special area for corporate governance issues, which is updated in accordance with the Code.

The Board annually issues a report on how the internal control of financial reporting is organised, which can be found at the end of this report.

Organisation 2011



* The internal boards handle and resolve issues within their respective areas on a Group level. They also prepare certain issues to be resolved by the Group Management.

This Corporate Governance Report has been reviewed by the company's auditor pursuant to the Annual Accounts Act, see the Auditor's Report attached to the Corporate Governance Report.

Saab has not deviated from the provisions of the Code during 2011 and hence does not report any deviations from the Code.

Ownership structure and number of shares

Saab's share capital amounted to SEK 1,746,405,504 on 31 December, 2011 and consisted of 1,907,123 series A shares and 107,243,221 series B shares. Series A shares have ten votes each, while series B shares have one vote each. One series A share may, on demand of the owner, be converted into one series B share. The Saab shares are registered with Euroclear Sweden AB. The quota value per share is SEK 16. The series B shares are listed on NASDAQ OMX Stockholm on the large cap list. The series A shares are not listed. A round lot consists of 100 shares. All series A shares are owned by Investor AB.

Largest shareholders, 31 December 2011

According to SIS Ownership Service	Share of capital, %	Share of votes, %
Investor AB, Sweden	30.0	40.8
Wallenberg Foundations, Sweden	8.7	7.7
Swedbank Robur funds, Sweden	4.8	4.3
Unionen, Sweden	2.5	2.2
AFA Insurance, Sweden	2.3	2.0
SEB funds, Sweden	2.1	1.9
Fourth AP Fund, Sweden	2.1	1.8
SHB funds, Sweden	2.1	1.8
Orkla ASA, Norway	1.6	1.5
Länsförsäkringar funds, Sweden	1.0	0.9
Total	57.2	64.9

At the end of December 2011, Saab held 3,818,386 own shares of series B shares, corresponding to approximately 3.5 per cent of the share capital. For additional information about the ownership structure, see pages 147 and 149. The Board of Directors has an authorisation from the Shareholders' Meeting to repurchase shares. See page 68 for further information.

Nomination Committee

The Annual General Meeting of Saab in April 2011 adopted a nomination committee process stating that Saab shall have a Nomination Committee consisting of one representative of each of the four shareholders or groups of shareholders with the greatest number of votes, along with the Chairman of the Board. The names of the four shareholder representatives and the shareholders they represent shall be announced at least six months prior to the Annual General Meeting based on known voting rights as per the last business day in August the year before the Annual General Meeting. The nomination committee

process includes procedures, where necessary, to replace a member who leaves the committee before its work has been completed.

According to the nomination committee process adopted at the Annual General Meeting 2011, the Nomination Committee shall provide proposals regarding the following issues, to be presented to the Annual General Meeting for resolution:

- the Chairman of the Shareholders' Meeting,
- the Board of Directors,
- the Chairman of the Board,
- the remuneration to the members of the Board, allocated between the Chairman and other members of the Board, and remuneration for committee work,
- election of auditors, if applicable, and
- audit fees.

Before the Annual General Meeting of Saab AB on 19 April 2012, it was announced through a press release on 12 October 2011 that, in addition to Chairman of the Board, Marcus Wallenberg, the following shareholder representatives had been appointed to Saab's Nomination Committee (shareholder's name in parentheses): Petra Hedengran (Investor AB), Peter Wallenberg Jr (Knut and Alice Wallenberg Foundation), Thomas Eriksson (Swedbank Robur Funds) and Thomas Ehlin (Nordea Investment Funds). Petra Hedengran is the Chairman of the Nomination Committee.

These persons represent in the aggregate approximately 52 per cent of the votes in Saab based on the ownership structure as of 31 August 2011.

The proposal of the Nomination Committee will be presented not later than in connection with the notice of the Annual General Meeting 2012.

Members of the Nomination Committee for the Annual General Meeting 2012

Member	Representing	% of votes 31-8-2011	% of capital 31-8-2011
Petra Hedengran	Investor AB	40.8	30.0
Peter Wallenberg Jr	Knut and Alice Wallenberg Foundation	7.7	8.7
Thomas Eriksson	Swedbank Robur Funds	2.8	3.1
Thomas Ehlin	Nordea Investment Funds	2.5	2.8
Marcus Wallenberg	Chairman of the Board, Saab AB	-	-

Board of Directors

Composition of the Board

According to Saab's Articles of Association, the Board of Directors shall, in addition to the employee representatives, consist of at least six and not more than twelve members. Members of the Board shall be elected each year by the Shareholders' Meeting. According to a resolution at the Annual General Meeting on April 7, 2011, Saab's Board of



Board of Directors, Saab AB.

Directors shall consist of ten members elected by the Shareholders' Meeting, with no deputies. In addition, the employee organisations appoint three Board Members, with an equal number of deputies.

At the Annual General Meeting on 7 April 2011, Johan Forssell, Sten Jakobsson, Per-Arne Sandström, Cecilia Stegö Chilò, Åke Svensson, Lena Treschow Torell, Marcus Wallenberg and Joakim Westh were re-elected. Håkan Buskhe and Michael O'Callaghan were elected as new board members at the Annual General Meeting. Erik Belfrage and George Rose declined re-election. Michael O'Callaghan later resigned from the Board of Directors on 16 June 2011 as a result of BAE Systems' divestment of its shareholding in Saab. The Saab Board of Directors has thereafter consisted of nine Board Members elected by the Shareholders' Meeting.

Marcus Wallenberg was elected Chairman of the Board of Directors. Only Håkan Buskhe, President and CEO of Saab, is employed by the company.

Information on the remuneration to the members of the Board as resolved by the Annual General Meeting 2011 is set forth in the Annual Report, note 37.

Members of the Board elected by the Shareholders' Meeting

Marcus Wallenberg	Per-Arne Sandström
Håkan Buskhe	Cecilia Stegö Chilò
Johan Forssell	Åke Svensson
Sten Jakobsson	Lena Treschow Torell
Michael O'Callaghan ¹⁾	Joakim Westh

¹⁾ Resigned on 16 June 2011 as a result of BAE Systems' sale of its shareholding in Saab.

Other significant professional commitments, work experience, etc. are set forth in the presentation of the Board of Directors. See pages 141–142.

Employee representatives

Regulars	Deputies
Stefan Andersson	Göran Gustavsson
Catarina Carlqvist	Jan Kovacs
Conny Holm	Nils Lindskog

Independence requirement

The following table sets forth the members of the Board elected by the Shareholders' Meeting who, according to the provisions of the Code, are considered independent in relation to the company and the management, as well as in relation to the company's major shareholders.

Composition and independence of the Board in 2011

Board member	Elected	Independent of the company/management	Independent of major shareholders
Marcus Wallenberg	1992	Yes	No ¹⁾
Håkan Buskhe	2011	No ²⁾	Yes
Johan Forssell	2010	Yes	No ³⁾
Sten Jakobsson	2008	Yes	Yes
Michael O'Callaghan ⁴⁾	2011	Yes	No ⁴⁾
Per-Arne Sandström	2005	Yes	Yes
Cecilia Stegö Chilò	2010	Yes	Yes
Åke Svensson	2003	No ⁵⁾	Yes
Lena Treschow Torell	2005	Yes	No ⁶⁾
Joakim Westh	2010	Yes	Yes

¹⁾ Former President and CEO of Investor AB

²⁾ President and CEO of Saab

³⁾ Employed by Investor AB

⁴⁾ Employed by BAE Systems. Resigned on June 16, 2011, as a result of BAE Systems' sale of its shareholding in Saab

⁵⁾ Former President and CEO of Saab

⁶⁾ Member of Investor AB's Board

Accordingly, the company fulfils the requirements of the Code that a majority of the Board Members appointed by the Shareholders' Meeting are independent of the company and the management, and that at least two of them are independent of the major shareholders.

Work of the Board

According to the Board's rules of procedure, six ordinary meetings shall normally be held each year, in addition to the statutory meeting. The Board may also meet whenever circumstances demand. During 2011, the Board held one statutory meeting, six ordinary meetings and two extraordinary meetings, totalling nine meetings.

The Board annually adopts rules of procedure and an instruction on the allocation of work between the Board and the President and CEO, as well as an instruction on financial reporting to the Board.

The rules of procedure contain, i.a. provisions on the number of board meetings to be held, a list of matters to be considered at the meetings, reporting from the auditor and special decisions to be taken at the statutory meeting. The rules of procedure and special instruction for the CEO set forth the delegation of responsibilities between the Board and its two committees, the Remuneration Committee and the Audit Committee, as well as between the Board and the CEO. The instruction for the CEO sets out the CEO's duties and authority. The instruction also includes policies on investments, financing and reporting.

During the course of the year, the Board was assisted by the Secretary of the Board of Directors, General Counsel Anne Gynnerstedt, who is not a member of the Board. Anne Gynnerstedt left her position as General Counsel of Saab in January 2012.

The Board of Directors' meetings follow a determined and pre-approved agenda. Prior to the meetings the Board Members receive documentation in support of the issues that are on the agenda. At each Board meeting, the CEO presents a Market and Operations Report. Financial reports are prepared monthly and submitted to the Board.

The reports are presented at each Board meeting and before the quarterly reports and year-end report. Furthermore, the Board regularly reviews and considers investments, mergers and acquisitions and divestments. In 2011, the Board of Directors has reviewed and adopted a budget and a business plan. The Board has also focused on the company's strategy and followed up on significant export opportunities and related marketing investments.

Committee work represents an important part of the Board's work. After meetings of the Audit and Remuneration Committees, the issues that have been handled are reported to the Board, and resolutions are adopted on issues where the committees have prepared matters for resolution by the Board.

Board of Directors' committee work

Audit Committee

The Board of Directors has, in accordance with the principles set out in the Swedish Companies Act and the Code, appointed an Audit Committee consisting of three members. The work of the Audit Committee is mainly of a preparatory nature, i.e., it prepares matters for the ultimate resolution by the Board. However, the Audit Committee has certain limited decision-making power. The Audit Committee has e.g. established guidelines for services other than auditing that the company may procure from auditors.

Since the Annual General Meeting in April 2011, the Audit Committee has consisted of the following members: Per-Arne Sandström (Chairman), Johan Forssell and Joakim Westh, of whom Per-Arne Sandström and Joakim Westh are independent of the company and the management as well as of the major shareholders. All members of the committee have accounting competence and auditing competence. The General Counsel, Anne Gynnerstedt, was Secretary to the Audit Committee during 2011.

ATTENDANCE AND BOARD REMUNERATION IN 2011

Name	Audit Committee	Remuneration Committee	Attendance Board-meetings ¹⁾	Attendance Committee meetings ²⁾	Board fees, kSEK ³⁾	Audit Committee fees, kSEK	Remuneration Committee fees, kSEK	Total remuneration, kSEK
Marcus Wallenberg		X	9	3	1,100		80	1,180
Håkan Buskhe ⁴⁾			9		-			-
Johan Forssell	X		9	8	425	100		525
Sten Jakobsson ⁵⁾		X	8	2	425		80	505
Michael O'Callaghan ⁶⁾			1		-			-
Per-Arne Sandström	X		9	8	425	150		575
Cecilia Stegö Chilò			9		425			425
Åke Svensson			8		425			425
Lena Treschow Torell		X	7	3	425		135	560
Joakim Westh	X		9	8	425	100		525

1) Of a total of 9 meetings

2) Of a total of 8 meetings for Audit Committee and 3 meetings for Remuneration Committee

3) The President and CEO Håkan Buskhe does not receive a fee.

4) New election April 2011, Håkan Buskhe participated in the year's first two meetings as President and CEO.

5) Member of the Remuneration Committee since 7 April 2011, and thereafter two meetings of Remuneration Committee were held.

6) New election April 2011. Resigned from the Board on 16 June 2011

The Audit Committee's assignment is set forth in the Board's rules of procedure. Among other things, the Audit Committee shall monitor the company's financial reporting, monitor the efficiency of the company's internal control, internal audit and risk control in respect of the financial reporting, keep itself informed about the audit of the annual report and the group accounts, review and monitor the auditor's neutrality and independence, and assist the Nomination Committee in preparing proposal for the Shareholders' Meeting's decision on election of auditors. The company's internal and external auditors are both co-opted to the meetings of the Audit Committee. During 2011, the Audit Committee focused particularly on the financial reporting, the budget, Saab's business plan, and the recruitment of a new internal auditor.

The Audit Committee keeps minutes of its meetings, which are promptly distributed to the other members of the Board.

In 2011, the Committee held eight meetings.

Remuneration Committee

The Board of Directors has in accordance with principles set out in the Code appointed a Remuneration Committee consisting of three members: Marcus Wallenberg, Sten Jakobsson and Lena Treschow Torell. Lena Treschow Torell is Chairman of the committee. All of the members are independent of the company and the management. The General Counsel, Anne Gynnerstedt, was secretary to the committee during 2011.

The Remuneration Committee prepares Board matters concerning principles for remuneration, remunerations and other terms of employment for the Group Management, monitors and evaluates programmes for variable remuneration for the Group Management, both ongoing and those that have ended during the year, and monitors and evaluates the application of the guidelines for remuneration for the Group Management that the Annual General Meeting has adopted as well as the current remuneration structures and levels in the company. The Remuneration Committee shall also propose guidelines for remuneration of senior executives to be submitted to the Annual General Meeting following resolution by the Board of Directors. Matters concerning employment terms, compensation and other benefits for the CEO are prepared by the Remuneration Committee and adopted by the Board. It is the Remuneration Committee who is responsible for the interpretation and application of the guidelines of remuneration for senior executives. The Remuneration Committee has no decision-making powers of its own. During the year, the Remuneration Committee was particularly involved in a review of fixed and variable salaries and structuring the long term incentive programme for senior executives and strategic key employees.

The Remuneration Committee keeps minutes of its meetings, which are promptly distributed to the other members of the Board. In 2011, the Committee held three meetings.

Evaluation

The Chairman of the Board annually performs an evaluation of the quality of the Board's work and possible improvements to the forms and efficiency of its work. The members fill out a questionnaire on their opinions of how well the Board is functioning. The results are then compared with previous years. The questionnaire consists of five parts covering the breadth of competence represented in the Board, the manner in which its work is performed, the Chairman, the Board's composition and the co-operative atmosphere. The purpose of the evaluation is to understand the Board Members' opinion about the Board's work. The results are then discussed by the Board. No external consultants are involved in the evaluation.

The Nomination Committee is also informed of the results of the evaluation in connection with its analysis, evaluation and appointment of Board Members.

The Board continuously evaluates the CEO's work by monitoring business results in relation to established objectives. During 2011 the Board Members have also evaluated the CEO's work by responding to a questionnaire about the CEO within the areas of strategy, performance, organisation, people and leadership.

President and CEO

The President and CEO of Saab, Håkan Buskhe, is also a Member of the Board. His significant professional commitments outside the company, work experience, etc. are set forth in the presentation of the Board of Directors and the Group Management, see 141-143. Håkan Buskhe does not own shares in any company with which Saab has material business ties.

Guidelines for remuneration and other benefits for senior executives

The guidelines for remuneration and other benefits for senior executives can be found in the administration report.

Auditor

On behalf of the shareholders and in accordance with current laws and regulations, the external auditor examines the financial statements, group accounts, annual report and administration and management of the company by the Board of Directors and the CEO and also the Corporate Governance Report. In addition, the Half-Year Report has been reviewed by the auditor. The auditor also presents an Auditor's Report to the Annual General Meeting.

The Shareholders' Meeting elects the auditors. The firm that was elected as new auditor by the Shareholders' Meeting 2011 is the registered accounting firm PricewaterhouseCoopers. Previous auditors were the accounting firms Ernst & Young and Deloitte.

PricewaterhouseCoopers

- Elected in 2011 for the term 2011-2015
- Auditor in charge is Håkan Malmström
- Other audit assignments: Gambro, Karo Bio, NCC and Nordstjernen

PricewaterhouseCoopers AB is a member of PwC's global network with operations in around 150 countries. PwC has competence and experience in areas important to Saab: auditing of large and listed companies, accounting issues, industry experience and experience in international business.

The Audit Committee is responsible for ensuring that the independent position of the auditor is maintained, i.a. by staying informed of ongoing consulting assignments. The Audit Committee has also established guidelines for the services other than auditing that the company may procure from its auditors.

Audit fees

Saab's auditor receives a fee according to approved invoices as resolved by the Shareholders' Meeting.

PricewaterhouseCoopers has during 2011 carried out services on behalf of the company in addition to their audit assignments, consisting of consultations closely associated with the audit, including accounting and tax issues.

Auditors' fees 2009–2011, the Group

MSEK	2011	2010	2009
Audit assignments:			
PricewaterhouseCoopers AB	15	1	-
Ernst & Young AB	-	10	13
Deloitte AB	-	3	4
Other assignments:			
PricewaterhouseCoopers AB	7	-	-
Ernst & Young AB	-	5	3
Deloitte AB	-	2	2
Other, audit assignments	1	1	3

Financial reporting

The Board documents the manner in which it ensures the quality of the financial reports and how it communicates with the company's auditor.

The Board ensures the quality of financial accounting through its Audit Committee, according to the report submitted above. The Audit Committee considers not only critical accounting questions and the financial reports presented by the company, but also matters of internal control, regulatory compliance, potential material uncertainty in reported values, post-statement events, changes in assessments and evaluations and other circumstances that may affect the quality of the financial statements. The auditors have participated in six regular meetings with the Audit Committee. They have not participated in meetings when the election of external auditors was discussed.

The entire Board reviews the interim reports before they are published.

The company's auditor attends the Board meeting at which the annual accounts are approved.

The Board has met with the auditor to discuss their review of the company for the financial year 2011. The Board has also met on one occasion with the auditor without the presence of the CEO or any other members of the Group Management.

The Board's report on internal control of financial reporting

According to the Swedish Companies Act and the Code, the Board is responsible for internal control. This report on internal control of the financial reporting has been drafted on the basis of the Swedish Annual Accounts Act.

Internal control over financial reporting

Saab's system of internal control is designed to assist the business achieve its goals and manage the associated risks. Internal control over financial reporting is a part of all internal control processes within Saab, the framework for which is developed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Internal control over financial reporting aims to provide reasonable assurance of the reliability of external financial reporting and to ensure that it is prepared in accordance with legislation, applicable accounting standards and other requirements on listed companies.

Control environment

The delegation of responsibilities is based on the Board's rules of procedure and an instruction, which sets forth the roles, responsibilities and activities of the Board and the CEO.

Internal control is based on Saab's organisation, where operating responsibilities and powers are delegated to business areas and support units, which also receive support and are supervised by Group functions with specific competencies. These Group functions issue Group guidelines that clarify responsibilities and powers and constitute part of the internal control in specific areas such as finance, accounting, investments and tenders.

Risk assessment

Saab's operations are mainly characterised by the development, production and supply of technologically advanced hardware and software for customers around the world. The major part of sales are generated from countries outside of Sweden. As a rule, projects entail considerable sums of money, stretch over long periods of time and involve technological development or refinement of products.

Based on Saab's operations, the material risk areas in financial reporting are project accounting, acquisitions and goodwill, development costs, hedging and other financial transactions, leasing operations, taxes and accounting for pensions. In addition to business risks, the processes are also assessed on the basis of the risk of exposure to any improprieties.

Group Finance continuously co-ordinates an overall risk assessment of the financial reporting. This process involves self-assessments by the Group functions and business areas. The current risk assessment is reviewed with Saab's Internal Audit, which adjusts its annual audit plan accordingly. Information on developments in

essential risk areas as well as a report on planned and executed activities in these areas are communicated regularly to Saab's Audit Committee. Saab's risk assessment is also communicated regularly to Saab's external auditors.

Information, communication and control activities

Internal control within Saab is based on clearly defined areas of responsibility and authority, issued Group guidelines, processes and controls.

Uniform handling of financial reporting is assured by adopting and issuing Group guidelines approved by the CEO or by function managers appointed by the CEO. All Group directives are updated on an ongoing basis, are clearly communicated and are available on the internal website.

Each business area designs its risk management routines and structure for internal control based on overall routines and Group guidelines.

The most significant risks identified as regards financial reporting are managed through control structures within the business areas and Group functions and are based on Saab's minimum requirements for good internal control in significant processes.

Monitoring and evaluation

All operating units report monthly and quarterly according to a standardised routine. Quarterly reports serve as the basis of Saab's external financial reporting. In operating reports, each business area's measures of profitability and financial position are consolidated to measure the Group's total profitability and financial position. Accounting managers and controllers are continuously in contact with Group Finance concerning any questions related to finance and accounting.

To assist in evaluating internal control in each business area, Saab uses an annual self assessment. In addition to the processes that

serve as a basis for the financial reporting, these assessments cover operating risks, reputational risks and compliance with laws, regulations and internal rules. This is also reported to the Audit Committee. The Internal Audit department, which is part of the internal control structure, is a dedicated resource for independent review of the effectiveness of internal control processes. At the same time, Internal Audit supports locally applied internal controls and the central controller staff. Together they serve as a resource to monitor financial reporting routines. Internal Audit's assignments are initiated by the Audit Committee, Group Management and its members, and on its own initiative.

Activities in 2011

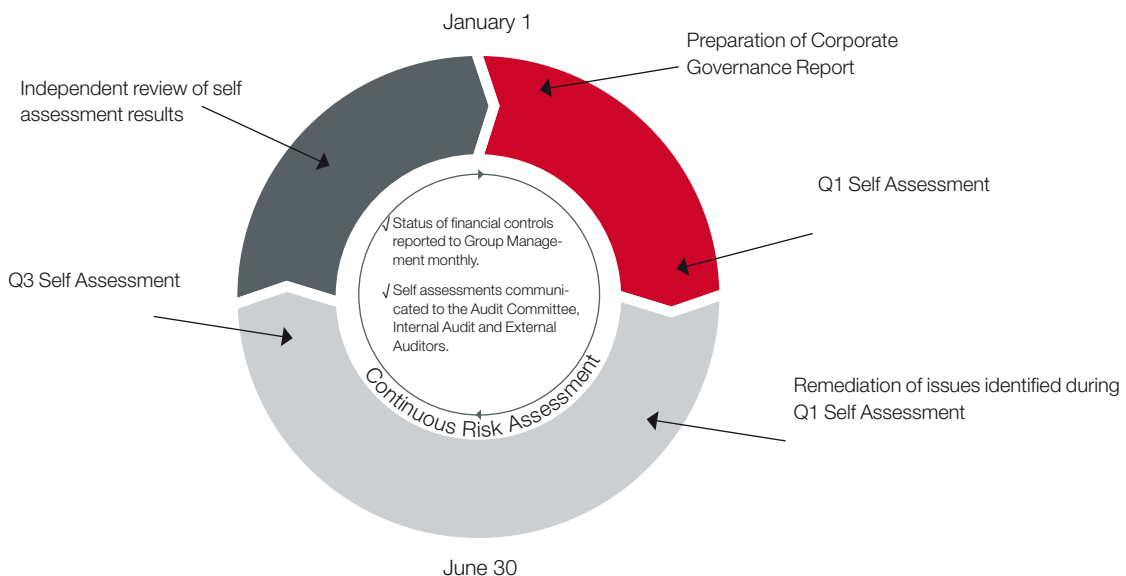
During 2010, an extensive review was made of Saab's internal financial control system. Based on the evaluation of the risk controls, corrective measures were identified and evaluated. An independent evaluation of all identified controls launched at the end of 2010 was concluded in 2011. The analysis and evaluation of the internal controls in 2010 resulted in a modified reporting process in 2011.

Risk self-assessments were conducted on a continuous basis in the Swedish operations in 2011. This process was also implemented during the year in Saab's operations in Australia and South Africa. Implementation has begun in the U.S. as well.

Focus in 2012

A self-assessment will be conducted at least twice in 2012 in all of Saab's business areas and an independent assessment will be made at least once. At the same time, improvements to existing control systems are being made continuously.

The annual assessment process of internal financial controls as of 2011



BOARD OF DIRECTORS



MARCUS WALLENBERG

Chairman of the Board since 2006. Deputy Chairman of the Board 1993-2006 and Member of the Board since 1992, Member of Saab's Remuneration Committee
Born 1956
Bachelor of Science of Foreign Service
Lieutenant in Royal Swedish Naval Academy
Shares in Saab: 100,150

Other board commitments:

Chairman of SEB, Electrolux AB and LKAB. Deputy Chairman of Telefonaktiebolaget L M Ericsson
Board member of AstraZeneca PLC, Stora Enso Oyj, the Knut and Alice Wallenberg Foundation and Temasek Holding Ltd.

Former employment and positions:

President and CEO, Investor AB
Director, Stora Feldmühle AG, Düsseldorf
Skandinaviska Enskilda Banken, Stockholm and London
Citicorp (Hong Kong)
Citibank N.A. (New York)



HÅKAN BUSKHE

Member of the Board since April 2011
President and Chief Executive Officer of Saab AB
Born 1963
M.S.c., Licentiate of Engineering (Transportation & Logistics)
Employed 2010
Shares in Saab: 9,817

Other board commitments:

Chairman of Green Cargo AB
Board member of the Association of Swedish Engineering Industries (Teknikföretagen)
Board Member of Inlandsinnovation AB

Former employment and positions:

President and CEO of E.ON Nordic AB and E.ON Sverige AB
Executive Vice President of E.ON Sverige AB, Senior Vice President of E.ON Sverige AB, CEO of Schenker North and member of the Schenker AG's Executive Management
Production Manager Falcon Brewery



JOHAN FORSELL

Member of the Board since 2010
Member of Saab's Audit Committee
Managing Director Investor AB, Head of Core Investments
Born 1971
M.Sc. in Finance, Stockholm School of Economics
Shares in Saab: 7,000

Other board commitments:

Board member of Atlas Copco

Former employment and positions:

Head of Research Core Investments, Investor AB, Head of Capital Goods and Healthcare Sector, Investor AB, Head of Capital Goods Sector, Investor AB, Analyst Core Holdings, Investor AB



STEN JAKOBSSON

Member of the Board since 2008 and Deputy Chairman since 2010
Born 1949
M.Sc.
Shares in Saab: 3,490

Other board commitments:

Chairman of Power Wind Partners
Board member of Stena Metall AB
Board member of FLSmidth A/S
Board Member of Xylem Inc

Former employment and positions:

President and CEO, ABB Sweden, Executive Vice President, Asea Brown Boveri AB, Sweden, Business Area Manager, Business Area Cables
President, ABB Cables AB, President, Asea Cylinda, Production Manager, Asea Low Voltage Division, Asea central staff – Production, Asea trainee



PER-ARNE SANDSTRÖM

Member of the Board since 2005
Chairman of Saab's Audit Committee
Born 1947
Upper secondary engineering school
Shares in Saab: 3,000

Other board commitments:

Chairman of Infocare AS
Board Member of TeliaSonera AB

Former employment and positions:

Deputy CEO and COO of Telefonaktiebolaget L M Ericsson, President and CEO, Ericsson Inc., USA, Vice President and General Manager, GSM business unit, Ericsson Radio Systems AB, Executive Vice President and Managing Director, Cellular Systems, Ericsson Ltd, UK, Vice President and General Manager, GSM Western Europe, Ericsson Radio Systems AB, Vice President and General Manager, Airborne Radar Division, Ericsson Microwave Systems AB, Department Manager, Naval Command and Control Systems, Ericsson Microwave Systems AB

The shares held by Board members include any holdings by closely affiliated persons.

**CECILIA STEGÖ CHILÒ**

Member of the Board since 2010
Adviser to management of corporations and organizations
Born 1959
Studies in political science and economics
Shares in Saab: 600

Other board commitments:

Chairman of Gotlands Bryggeri
Board member of Spendrups Bryggerier
Board member of Linköping University Holding AB
Board Member of the Expo Foundation

Former employment and positions:

Board member of AMF Fonder and Länsförsäkringar Liv,
Managing Director of the foundation Fritt Näringsliv, Head of the think tank Timbro, Cabinet member and Head of the Ministry of Culture, Editorial writer and foreign policy commentator at Svenska Dagbladet, Commentator at Sveriges Radio, Swedish Employer's Confederation Moderate Party

**ÅKE SVENSSON**

Member of the Board since 2003
Director General of the Association of Swedish Engineering Industries
Born 1952
M.Sc.
Shares in Saab: 9,425

Other board commitments:

Board member of Parker Hannifin Corporation, Board member of the Swedish Export Credit Corporation
Board member of the Swedish National Agency for Higher Education
Member of the Royal Swedish Academy of Engineering Sciences (IVA), Member of the Royal Swedish Academy of War Sciences, Member of IVA's Business Executives Council
Board member of VA (Public & Science)

Former employment and positions:

President and CEO of Saab AB
General Manager, Business Area Saab Aerospace, Saab AB
General Manager, Business Unit Future Products and Technology, Saab AB
Project Manager for RBS15, Saab Dynamics AB
Other positions in the Saab Group

**LENA TRESCHOW TORELL**

Member of the Board since 2005
Chairman of Saab's Remuneration Committee
Professor in Physics
Born 1946
B.Sc. and Ph.D. in Physics
Shares in Saab: 5,400

Other board commitments:

Vice Chairman of ÅF AB and Micronic Mydata AB
Board member of Investor AB, SKF AB and The Chalmers University of Technology Foundation
Chairman of European Council of Applied Sciences, Technology and Engineering (Euro-CASE), the Foundation for Strategic Environmental Research (MISTRA) and the Royal Swedish Academy of Engineering Sciences (IVA)

Former employment and positions:

President of the Royal Swedish Academy of Engineering Sciences (IVA)
Board member of Getinge AB, Telefonaktiebolaget L M Ericsson and Gambro AB, Director, Joint Research Centre, European Commission (Brussels)
Vice President, Chalmers, Gothenburg, Professor of Material Physics, Chalmers, Professor of Solid State Physics, Uppsala University

**JOAKIM WESTH**

Member of the Board since 2010
Member of Saab's Audit Committee
Born 1961
M.S.c.
Shares in Saab: 8,000

Other board commitments:

Chairman of EMA Technology AB
Board member of Rönvik Timber AB
Board member of Absolent AB
Board member of Swedish Match AB
Board member of Intrum Justitia AB

Former employment and positions:

Chairman of Absolent AB, Board member of Telelogic AB and VKR Holding A/S, Deputy Board member of Sony Ericsson Mobile Communications AB, Senior Vice President, Group function Strategy & Operational Excellence and member of the Group Management Team, Ericsson, J Westh Företagsutveckling AB, Group Vice President and member of the Executive Management Group, Assa Abloy AB, Partner, McKinsey & Co, Inc

**STEFAN ANDERSSON**

Member of the Board since 2008
President of the Local Industrial Salaried Employees' Association at Saab Dynamics AB, Linköping
Born 1974
B.Sc.
Shares in Saab: 1 029

**CATARINA CARLQVIST**

Member of the Board since 2007
Member of the Local Swedish Association of Graduate Engineers, Saab Dynamics AB, Karlskoga
Born 1964
Luleå University of Technology
Shares in Saab: -

**CONNY HOLM**

Member of the Board since 2008 and deputy Board Member 1995-2008
President of the Local Workers' Union IF Metall at Electronic Defence Systems, Saab AB, Jönköping
Born 1947
Upper secondary engineering education
Shares in Saab: 696

DEPUTIES, EMPLOYEE REPRESENTATIVES**GÖRAN GUSTAVSSON**

Deputy Board member since 2008
President of the Local Workers' Union IF Metall at Saab AB, Linköping
Born 1953
Shares in Saab: 734

JAN KOVACS

Deputy Board member since 2008
President of the Local Industrial Salaried Employees' Association at Saab AB, Linköping
Born 1960
Upper secondary technical school
Shares in Saab: 807

AUDITOR

PRICEWATERHOUSECOOPERS AB
HÅKAN MALMSTRÖM

NILS LINDSKOG

Deputy Board member since 2007
Member of the Local Swedish Association of Graduate Engineers at Saab AB, Göteborg
Born 1955
M.S.E.E. from Chalmers University of Technology
Shares in Saab: 354

The shares held by Board members include any holdings by closely affiliated persons.

GROUP MANAGEMENT



HÅKAN BUSHKE

President and Chief Executive Officer (CEO).
Member of the Board of Saab AB since April 2011
Born 1963, M.Sc., Licentiate of Engineering (Transportation and Logistics)
Employed 2010
Shares in Saab: 9,817

Other board commitments:

Chairman of Green Cargo AB
Board member of Teknikföretagen
Board Member of Inlandsinnovation AB

Former employment and positions:

President och CEO of E.ON Nordic AB and E.ON Sverige AB, Executive Vice President of E.ON Sverige AB, Senior Vice President of E.ON Sverige AB, CEO of Schenker North and member of Schenker Ag's Executive Management, Production Manager Falcon Brewery



LENA OLVING

Deputy Chief Executive Officer and Chief Operating Officer (COO)
Born 1956, M. Sc., Mechanical Engineering
Employed November 2008
Shares in Saab: 5,549



LENNART SINDAHL

Executive Vice President and Head of Business Area Aeronautics
Born 1956, M.Sc.
Employed 1986
Shares in Saab: 4,211



TOMAS SAMUELSSON

Senior Vice President and Head of Business Area Dynamics
Born 1953, M.Sc.
Employed 2000
Shares in Saab: 2,976



MICAEL JOHANSSON

Senior Vice President and Head of Business Area Electronic Defence Systems
Born 1960, B.Sc.
Employed 1985
Shares in Saab: 1,873



GUNILLA FRANSSON

Senior Vice President and Head of Business Area Security and Defence Solutions
Born 1960, M.Sc. and PhD (Tec. Lic)
Employed 2008
Shares in Saab: 1,913



LARS-ERIK WIGE

Senior Vice President and Head of Business Area Support and Services
Born 1954
Employed 2001
Shares in Saab: 1,642



LARS GRANLÖF

Senior Vice President and Chief Financial Officer (CFO), Head of Group Finance
Born 1962, MBA
Employed 2007
Shares in Saab: 10,607



LENA ELIASSON

Senior Vice President and Head of Group Human Resources
Born 1967, M.Sc.
Employed 2012
Shares in Saab: -



CARINA BRORMAN

Senior Vice President and Head of Group Communications
Born 1958, B.Sc.
Employed 2011
Shares in Saab: -



ANNIKA BÅREMO

Senior Vice President and Head of Group Legal Affairs, General Counsel, Secretary of the Board of Directors
Born 1964, LLB
Employed 2012
Shares in Saab: -



JONAS HJELM

Executive Vice President and Chief Marketing Officer (CMO), Head of Group Marketing & Business Development
Born 1971
Employed 2006
Shares in Saab: 3,090



DAN JANGBLAD

Senior Vice President and Chief Strategy Officer (CSO), Head of Group Strategy
Born 1958, M.Sc.
Employed 2000
Shares in Saab: 7,807



PETER SANDEHED

Senior Vice President and Head of Group Corporate Investments
Born 1952, MBA
Employed 1981
Shares in Saab: 12,973

In 2011, Group Management also included Anne Gynnerstedt, Senior Vice President, Head of Group Legal Affairs and Secretary of the Board of Directors, and Mikael Grodzinsky, Senior Vice President and Head of Group Human Resources. Lars Granlöf left his position at the end of February 2012. He thereafter is available to the company during a transition period.

AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE REPORT

To the Annual General Meeting of the shareholders of Saab AB
Corporate identity number 556036-0793

It is the Board of Directors who is responsible for the Corporate Governance Report for 2011 on pages 134-143 and for ensuring that it has been prepared in accordance with the Annual Accounts Act. We have read the Corporate Governance Report and based on his reading and our knowledge of the company and the group are of the opinion that we have a sufficient basis for our statement. This means that our statutory review of the Corporate Governance Report has a

different approach and is of a significantly lesser scope than an audit according to the International Standards on Auditing and accepted auditing standards in Sweden.

In our opinion, a Corporate Governance Report has been prepared and its statutory content is consistent with the Annual Report and the consolidated accounts.

Stockholm, 24 February 2012

PricewaterhouseCoopers AB

Håkan Malmström
Authorised Public Accountant