

Annual General Meeting of Saab AB (publ) on 12 April 2007

The Board's proposal for decision to empower the Board to decide on acquisition and transfer of the company's own shares

Agenda item 15

Complete proposal

- (a) The Board proposes that the Annual General Meeting empower the Board to decide on acquisition and transfer of the company's own shares in accordance with the following conditions.
- i) Acquisition shall be limited to the company's shares of share class B.
 - ii) Acquisition shall take place on the Stockholm Stock Exchange or through an offer directed to all shareholders.
 - iii) The acquisition of shares on the Stockholm Stock Exchange may take place only at a price within the officially quoted price range on each occasion, which is the interval between the highest buying price and the lowest selling price.
 - iv) The acquisition of shares through an offer to all shareholders in the company shall take place at a price that is neither lower nor 20 per cent higher than the Stock Exchange price at the time of the offer.
 - v) The number of shares acquired shall be such that the company's holding on no occasion exceeds 10 per cent of all the shares in the company.
 - vi) Transfer may take place on the Stockholm Stock Exchange at a price within the officially quoted price range on each occasion.
 - vii) Transfer may take place under the Companies Act, Chapter 19, Articles 35 - 37, i.e. in other way than on the Stock Exchange.
 - viii) The empowerment includes the right to resolve on deviations from shareholders' preferential rights and entitlement to make payment in other than monetary form.
 - ix) The transfer of shares in connection with acquisitions of companies or operations shall take place at a price that corresponds closely to the market value of the company's share at the time of the transaction.
 - x) The number of shares transferred shall not exceed the number acquired with the support of this empowerment.

- xi) The empowerment may be utilized on one or more occasions before the next Annual General Meeting.

The purpose of the empowerment is to provide the Board with increased scope for action in working with the company's capital structure and to enable acquisitions to be made where considered appropriate.

The reason for permitting deviations from shareholders' preferential rights in transfers relating to acquisitions of companies and operations is to enable alternative forms of payment in the event of such acquisitions.

In order to be valid, decision on empowerment of the Board to decide on the acquisition and transfer of the company's own shares under item 15 (a) shall be approved by shareholders with at least two thirds of both the number of shares for which shareholders have voted in person at the Annual General Meeting and the number of shares for which shareholders have been represented.

- (b) The Board of Directors further proposes that the Annual General Meeting resolves to transfer own shares in the Company on the following terms.
 - i) No more than 1,000,000 shares of series B can be transferred.
 - ii) Right to acquire shares shall be granted to such individuals within the Saab group covered by the terms and conditions for the SMP 2007. Further, subsidiaries within the Saab group shall have the right to acquire shares free of consideration and such subsidiaries shall be obligated to immediately transfer free of consideration shares to their employees covered by the terms of the SMP 2007.
 - iii) The employee shall have the right to receive shares during the period when the employee is entitled to receive shares in accordance with the terms of the SMP 2007, i.e. during the period from October 2007 up to and including October 2011.
 - iv) Employees covered by the terms of the SMP 2007 shall subject to certain conditions, receive shares of series B free of consideration.
 - v) Further the Company shall have the right to, prior to the Annual General Meeting 2008, transfer no more than 250,000 shares of series B, out of the holding of 1,000,000 shares of series B, in order to cover certain payment, mainly social security payment. Transfer of the shares shall be effected at the Stockholm Stock Exchange at a price within the, at each time, registered price interval for the share.

The reasons for deviation from the shareholders preferential rights and the base for determination of the transfer price are as follows.

The transfer of own shares forms part of the implementation of the SMP 2007. The Board of Directors considers it an advantage for the Company and its shareholders that the employees are shareholders in the Company.

The base for determination of the transfer prices is evident from the Board of Directors proposal under the relevant heading above.

In order for the Annual General Meeting's resolution in accordance with the proposal under item 15 (b) above to be valid, shareholders representing at least nine tenths of the votes cast as well as the shares represented at the meeting must be in favour of the proposal.