

Annual General Meeting of Saab AB

The shareholders in Saab Aktiebolag are invited to attend the Annual General Meeting at Aula Magna, Stockholm University, Sweden on Thursday, 16 April, 2009 at 15.00 (CET). Admission from 13.30.

RIGHT TO PARTICIPATE AND APPLICATION

Only shareholders appearing in the listing from the Shareholders' Register issued by Euroclear Sweden AB (former VPC AB), on Wednesday, 8 April, 2009, are entitled to take part in the Annual General Meeting after submitting an application.

Shareholders who have appointed a bank's trustee department or other administrator to manage their shares must temporarily re-register the shares in their own name in order to be entitled to take part in the meeting after submitting an application. Shareholders must request temporary re-registration a sufficient number of working days before Wednesday, 8 April, 2009 in order to be entered in the Shareholders' Register.

Shareholders wishing to attend the Annual General Meeting must notify Saab by telephone (+46 13 18 20 55), by post (with separately sent invitation), or via the Internet (www.saabgroup.com/arsstamma) not later than Wednesday, 8 April, 2009.

The application form must include the shareholder's name, personal identity number (if applicable), address and telephone number, and notification of the attendance of any assistants. If the shareholder is represented through a power of attorney, a registration certificate or other authorization document, this should be sent to Saab AB, Corporate Legal Affairs, CJ-MG, SE-581 88 Linköping in good time before the Annual General Meeting. Form of power of attorney is available on the company's website.

AGENDA

The Agenda for the Annual General Meeting will be as follows:

1. Election of Chairman for the Meeting
2. Drawing up and approval of the voting list
3. Approval of the Agenda
4. Election of persons to verify the Minutes
5. Motion as to whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditors' report, the Consolidated Annual Report and the Consolidated Auditors' report
7. Address by the President
8. Resolutions on:
 - (a) Approval of the parent company's Income Statement and Balance Sheet, and the Consolidated Income Statement and Balance Sheet
 - (b) Allocations according to the approved Balance Sheet and record day for dividend
 - (c) Discharge from liability for the Members of the Board and the President
9. Stipulation of the number of regular Members and deputy Members of the Board, and the number of Auditors and deputy Auditors
10. Stipulation of fees for the Board and the Auditors
11. Election of regular Members and deputy Members of the Board
12. Election of Auditors and deputy Auditors
13. The Board's proposal for a resolution on guidelines for remuneration and other terms of employment for executives
14. The Board's proposal for a resolution on long-term incentive programs
 - (a) Share Matching Plan 2009
 - (b) Performance Share Plan 2009

15. The Board's proposal for decision to decide on acquisition and transfer of the company's own shares regarding
- (a) authorization on acquisition and transfer of own shares on stock exchange
 - (b) transfer of own shares to employees and on stock exchange for Share Matching Plan 2009
 - (c) transfer of own shares to employees and on stock exchange for Performance Share Plan 2009
 - (d) transfer of own shares on stock exchange for Share Matching Plan 2007 and 2008, and for Performance Share Plan 2008
 - (e) Equity swap agreement with a third party
16. Resolution regarding nomination committee
17. Shareholder Carl-Johan Westholm's proposal for a resolution that Saab AB;
- (a) pays, prior to 1 June 2009, license fees to GP&C for all manufacturing completed until and including 2008; (b) continues to pay licence fees for ongoing and future manufacturing according to the license agreement; (c) encourages other manufacturers to act in the same manner as Saab, thereby avoiding Saab from being discriminated.
18. Closing of the meeting

DIVIDEND AND RECORD DAY (item 8b)

The Board proposes a dividend of SEK 1.75 per share and that the record day should be Tuesday, 21 April, 2009. Based on this date, Euroclear Sweden is expected to send out the dividend on Friday, 24 April, 2009.

THE NOMINATION COMMITTEE'S PROPOSALS FOR CHAIRMAN OF THE ANNUAL GENERAL MEETING, BOARD, AUDITORS AND FEES (item 1, 9, 10, 11 and 12)

The Nomination Committee consists of the following members, Petra Hedengran, Chairman (Investor), Peter Wallenberg Jr (Knut and Alice Wallenberg's Foundation), Mats Lagerqvist (Swedbank Robur Funds), Nils Petter Hollekim (Odin Funds Norway), and Marcus Wallenberg (Chairman of the Board of Saab)

- Marcus Wallenberg for Chairman of the Annual General Meeting.
- Ten Board members and no deputy Board members.

- Unchanged board fees of SEK 4,215,000 to be allocated as follows: SEK 1,100,000 to the Chairman, and SEK 425,000 to each of the other board members elected by the Annual General Meeting and not employed by the company, with compensation for committee work of SEK 565,000, to be allocated as follows: SEK 150,000 to the Chairman of the audit committee, and SEK 100,000 to each of the other committee members, elected by the Annual General Meeting, and SEK 135,000 to the Chairman of the remuneration committee and SEK 80,000 to each of the other committee members, elected by the Annual General Meeting.
George Rose and Michael O'Callaghan do not receive a fee.
- Auditors' fees to be paid according to approved invoice.
- Re-election of Erik Belfrage, Sten Jakobsson, Lennart Johansson, Peter Nygård, Michael O'Callaghan, George Rose, Per-Arne Sandström, Åke Svensson, Lena Treschow Torell and Marcus Wallenberg.
- Re-election of Marcus Wallenberg for Chairman of Saab AB.
- Re-election of the registered accounting firm Deloitte.

GUIDELINES OF REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR EXECUTIVE MANAGERS (item 13)

Group management and executive managers comprise the President and CEO and other members of the group management. The members of this group are identified on the company's website.

Saab shall offer market terms, enabling the company to recruit and retain executive managers. To the extent possible, remuneration structures shall be characterized by predictability with respect to both the cost for the company and the benefit for the employee and be based on factors such as position, competence, experience and performance. Benchmarking is used relative to comparable industries and markets.

The remuneration principles may vary depending on local conditions.

The Board's proposal is based mainly on agreements in effect between Saab AB and individual managers. No board fees are paid for the participation by members of the group management on the boards of the business units.

The Remuneration Committee is responsible for development and review of remuneration and other employment terms for the group management.

The Board may deviate from these guidelines if special reasons for doing so exist in any individual case.

Remuneration

Cash remuneration shall consist of fixed and variable salary. The fixed salary shall be reviewed annually as per 1 January for the entire group management, while the variable component is governed by an agreement made annually with each executive.

The variable salary for the President and the rest of the group management is based on the extent to which pre-determined quantitative goals are reached. The variable component amounts to not more than 50 per cent of the fixed salary of the President and between 25 per cent and 35 per cent of the fixed salary of the rest of group management. The President and other executive managers are offered to participate in the Performance Share Plan which was resolved by the AGM in 2008.

All executives in group management have the right to a company car according to Saab regulations.

Pension

For pension agreements entered into after 1 January 2005, the pension age is 62. In addition to the ITP agreement, the pension is part of a defined contribution plan where provisions are made annually. For the President, the provision is equivalent to 35 % of his fixed salary, and for other executives the percentage is based on a set of regulations in the so-called Saab plan. The percentage is dependent on the number of years remaining until the age of retirement upon joining the plan.

Term of notice and severance pay

All executives in group management, including the President, may terminate their employment with six months' notice. If the employment ends at Saab's initiative, the notice period is also six months, and after that, severance equal to one annual salary is paid. One additional annual salary may be payable if no new employment has been obtained in the first 18 months counting from the time of notice of termination.

With respect to employment agreements made after 1 January 2005, if employment terminates at Saab's initiative, a maximum severance pay of 18 months is applied in addition to the six-month notice period. In both cases, termination pay and severance pay will be deducted against income from other employment during the corresponding time.

Incentive programs to propose the AGM 2009

The Board proposes the AGM a Performance Share Plan for executive managers and other key employees. Estimated cost for the Performance Share Plan is to be found in the Board's complete proposal to the AGM.

LONG-TERM INCENTIVE PROGRAMS (item 14)

Background and reasons for the proposals

The Board of Directors find it essential and in all shareholders interest that employees in the group have a long-term interest of a good value development of the share in the company and therefore proposes the Annual General Meeting in view of this the below long-term incentive programs for employees: (a) Share Matching Plan 2009 and (b) Performance Share Plan 2009.

The purpose of the long-term incentive programs is to stimulate employees to continued loyalty and continued good performance. To participate in the program it is required that the employee invests own money. It is further the Board of Directors view that the incentive programs increase the group's attractiveness as an employer.

It is the intention of the Board of Directors to propose the AGM long-term incentive programs also for 2010 in accordance with the now proposed principles.

Proposals, Long-Term Incentive Programs 2009

The Board of Directors proposes that the AGM resolves on the implementation of (a) Share Matching Plan 2009 and (b) Performance Share Plan 2009, according to the principle guidelines below.

In order to implement the Share Matching Plan 2009 and Performance Share Plan 2009, the Board of Directors proposes that no more than 1,340,000 shares of series B may be transferred to employees in the Saab group and, moreover, that a portion of the shares also may be transferred at NASDAQ OMX Stockholm in order to cover inter alia social security payments.

(a) Share Matching Plan 2009

The Board of Directors proposes that the AGM resolves on the implementation of a Share Matching Plan 2009, including 840,000 shares of series B, according to the principle guidelines below.

1) All employees within the Saab group, with the exception of employees that are covered by the Performance Share Plan 2009 and for what is mentioned in item 3) below, will be offered to participate in the Share Matching Plan 2009. However employees belonging to group 1 in the Performance Share Plan 2009 and who have chosen not to participate in the Performance Share Plan 2009 have a right to participate in the Share Matching Plan 2009.

2) Employees who participate in the Share Matching Plan 2009 can during a 12 month period from the implementation of the plan, save up to maximum 5 per cent of the gross salary for the purchase of shares of series B on NASDAQ OMX Stockholm. If the purchased shares are retained by the employee for

three years from the date of investment and the employment within the Saab group have remained during the entire three-year period, the employee will be given by the Saab group the corresponding number of shares of series B free of consideration.

3) Participation in the Share Matching Plan 2009 presupposes that such participation is legally possible as well as possible with reasonable administrative cost and financial efforts according to the assessment of the Company. The Board of Directors shall however be entitled to implement an alternative incentive solution for employees in such countries where participation in the Share Matching Plan 2009 is not advisable. Such alternative incentive solution shall, as far as practicably possible, correspond to the terms for the Share Matching Plan 2009.

In order for the AGM's resolution in accordance with the Board of Directors' proposal under this item to be valid, shareholders representing more than 50 per cent of the votes cast must be in favour of such proposal or, in case of parity of votes, the chairman of the meeting being in favour of such proposal.

(b) Performance Share Plan 2009

The Board of Directors proposes that the AGM resolves on the implementation of a Performance Share Plan 2009, including 500,000 shares of series B, according to the principle guidelines below.

1) Up to 286 key employees and the CEO with the exception of for what is mentioned in item 3) below will be offered to participate in the Performance Share Plan 2009.

2) Employees who participate in the Performance Share Plan 2009 can during a 12 month period from the implementation of the plan, save up to maximum 7.5 per cent of the gross salary for the purchase of shares of series B on NASDAQ OMX Stockholm. If the purchased shares are retained by the employee for three years from the date of investment and the employment within the Saab group have remained during the entire three-year period, the employee will be entitled to the following matching of shares, free of consideration:

Group 1 Up to 250 employees in the Management Team Business Unit, certain specialists and Project Managers may be entitled to a performance match of up to two shares for each one purchased.

Group 2 Up to 20 employees in Head of Business Unit may be entitled to a performance match of up to three shares for each one purchased.

Group 3 Up to 15 senior executives in Group Management may be entitled to a performance match of up to four shares for each one purchased.

Goup 4 The CEO may be entitled to a performance match of up to five shares for each one purchased.

3) Participation in the Performance Share Plan 2009 presupposes that such participation is legally possible as well as possible with reasonable administrative cost and financial efforts according to the assessment of the Company. The Board of Directors shall however be entitled to implement an alternative incentive solution for employees in such countries where participation in Performance Share Plan 2009 is not advisable. Such alternative incentive solution shall, as far as practicably possible, correspond to the terms for the Performance Share Plan 2009.

4) The terms and conditions of performance match for employees are based on an average annual percentage growth rate in earnings per share ("EPS") between 1 January 2010 and 31 December 2012, with EPS for the calendar year 2009 as the reference period. Maximum performance matching shares (i.e. two shares, three shares, four shares and five shares respectively) will be allocated if the annual average EPS growth is at or above 15 per cent. No allocation of matching shares will occur if the annual average EPS growth is below 5 per cent. Matching of shares between annual average EPS growth 5 and 15 per cent is linear. The performance target may be adjusted at the occurrence of an event affecting the operations of the Saab group or the number of outstanding shares of the Company or otherwise affecting the performance target and deemed relevant by the Board of Directors.

5) Before the number of performance shares to be matched are finally determined, the Board of Directors shall examine whether the performance matching is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the number of performance shares to be matched to the lower number of shares deemed appropriate by the Board of Directors.

In order for the AGM's resolution in accordance with the Board of Directors' proposal under this item to be valid, shareholders representing more than fifty per cent of the votes cast must be in favour of such proposal or, in case of parity of votes, the chairman of the meeting being in favour of such proposal.

ACQUISITION AND TRANSFER OF THE COMPANY'S OWN SHARES (item 15)

(a) The Board proposes that the Board for the period until the next Annual General Meeting be empowered to make decisions both on the acquisition of the company's own shares of share class B on NASDAQ OMX Stockholm, and, on the transfer of shares on stock exchange or in other way than on stock exchange bestowing the right to decide on deviations from the shareholders' preferential rights and that payment be possible in other than monetary form.

Repurchase shall be permitted whereby the company's own holding amounts to at most one tenth of all shares in the company.

(b) The Board also proposes transfer of the company's shares, in the maximum number of 840,000, to the employees in accordance with the long-term Share Matching Plan 2009 described in item 14 (a). Further the Company shall have the right to, prior to the next Annual General Meeting, on the stock exchange, transfer no more than 188,000 shares of series B, out of the holding of 840,000 shares, in order to cover certain payment, mainly social security payment.

(c) The Board also proposes transfer of the company's shares, in the maximum number of 500,000, to the employees in accordance with the long-term Performance Share Plan 2009 described in item 14 (b). Further the Company shall have the right to, prior to the next Annual General Meeting, on stock exchange, transfer no more than 112,000 shares of series B, out of the holding of 500,000 shares, in order to cover certain payment, mainly social security payment.

(d) The Board also proposes that the Company shall have the right to as a result of the Company's Share Matching Plan 2007 and 2008, and the Performance Share Plan 2008, prior to the next Annual General Meeting, on stock exchange, transfer no more than 550,000 shares of series B, out of the holding of 2,317,769 shares, in order to cover certain payment, mainly social security payment.

(e) In the event that the required majority is not reached under item 15 (b) and/or 15 (c) above, the financial exposure of Share Matching Plan 2009 and Performance Share Plan 2009 shall be hedged by the Company being able to enter into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the plans. The cost for the swap is found in the complete proposal.

A valid resolution by the shareholders meeting according to the proposals under this item 15 (a) and (d) requires that shareholders representing at least 2/3 of both the votes cast and the shares represented at the meeting vote for the proposals.

A valid resolution by the shareholders meeting according to the proposals under this item 15 (b) and (c) requires that shareholders representing at least 9/10 of both the votes cast and the shares represented at the meeting vote for the proposals.

A valid resolution by the shareholders meeting according to the proposal under item 15 (e) requires that shareholders representing more than 50 per cent of the votes cast vote for the proposal or, in case of parity of votes, the Chairman of the meeting being in favour of such proposal.

The purpose of the proposed repurchase facility is to allow the Board increased scope for action in working with the company's capital structure or the financing of company's acquisitions and in accordance with what is described above, to give the company the possibility to transfer shares to the employees and secure the associated costs under the long-term Share Matching Plan and the Performance Share Plan.

NOMINATION COMMITTEE (item 16)

The nomination committee submit the following proposals:

- 1) That the company appoints a nomination committee consisting of one representative for each of the four shareholders or group of shareholders with the largest number of votes according to section 2 below, which desires to appoint a representative, in addition to the Chairman. The names of the four owner representatives and the names of the shareholders they represent shall be made public no later than six months before the Annual General Meeting of 2010. The term of the nomination committee shall continue until a new nomination committee has been appointed. Unless members agree on an alternative, the chairman of the nomination committee shall be that member who represents the shareholder with the largest number of votes.
- 2) That the nomination committee shall be formed based on the shareholder statistics from the Euroclear Sweden AB, as per the last banking day in August 2009 and on all other reliable ownership information that has been provided to the Company at this point of time. In the assessment of the four largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the company in writing that they have agreed in writing to have a long term unified conduct regarding the management of the company through coordinating the use of their voting rights.
- 3) That if, prior than two months before the Annual General Meeting, one or more of the shareholders who have appointed members of the nomination committee are no longer among the four shareholders with the largest number of votes, the members appointed by these shareholders shall offer their places for re-appointment and the shareholder/s subsequently classed among the four shareholders with the largest number of votes shall, after having contact with the chairman of the nomination committee, be entitled to appoint their representatives.

A shareholder that has become one of the four largest shareholders later than two months before the annual general meeting shall, instead of having the right to appoint a member of the nomination committee, have the right to

appoint a representative that shall be co-opted to the nomination committee.

A shareholder who has appointed a representative as member of the nomination committee shall be entitled to remove that representative and to appoint a new representative as member of the nomination committee. Changes in the composition of the nomination committee shall be made public as soon as they have taken place.

- 4) The nomination committee shall produce proposals concerning the following items to be presented to the Annual General Meeting of 2010 for resolution:
 - (a) nomination for Chairman of the meeting.
 - (b) nominations for the Board,
 - (c) nomination for Chairman of the Board,
 - (d) proposals for remuneration to the Board, divided between Chairman and other members of the Board, and for remuneration for committee work,
 - (e) proposals for fees to the company's auditors, and
 - (f) proposals for appointment of a new nomination committee for the Annual General Meeting in 2011

- 5) That the nomination committee in its future work shall fulfil the duties that according to the corporate governance code fall upon the nomination committee and that the company at the request of the nomination committee shall provide personnel resources such as a secretarial function in the nomination committee in order to facilitate the work of the committee. Where the need arises, the company shall also pay reasonable expenses for external consultants considered by the nomination committee to be necessary for the committee to fulfil its duties.

Shares and votes

The company has issued 5 254 303 shares of series A with ten votes per share and 103 896 041 shares of series B with one vote per share, which together represent 156 439 071 votes. The company currently holds 2 317 769 own shares, corresponding to 2 317 769 votes.

Documents

Accounting documents and the Audit Report together with the complete proposals of the board under items 14 and 15 will be available at the company and on the website of the company as of 1 April, 2009 and will be sent free of charge to shareholders who request them.

Linköping, March 2009
THE BOARD OF DIRECTORS