

## Annual General Meeting of Saab AB (publ) on 16 April 2009

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

#### **Agenda 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.

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The complete proposal of the Board is available from the Company and on the website of the company as of 1 April 2009.