

## Annual General Meeting of Saab AB (publ) on 7 April 2011

### **The Board's proposal for resolution on acquisition and transfer of the Company's own shares**

#### **Agenda item 16**

- (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 or through an offer to all shareholders, 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 of series B, in the maximum number of 1,040,000, to the employees in accordance with the long-term Share Matching Plan 2011 described in item 15 (a). Further the Company shall have the right to, prior to the next Annual General Meeting, on the stock exchange, transfer no more than 233,000 shares, out of the holding of 1,040,000 shares, in order to cover certain payments, mainly social security payments.
- (c) The Board also proposes transfer of the Company's shares of series B, in the maximum number of 300,000, to the employees in accordance with the long-term Performance Share Plan 2011 described in item 15 (b). Further the Company shall have the right to, prior to the next Annual General Meeting, on stock exchange, transfer no more than 67,000 shares, out of the holding of 300,000 shares, in order to cover certain payments, mainly social security payments.
- (d) The Board also proposes that the Company shall have the right to as a result of the Company's Share Matching Plan 2007, 2008, 2009 and 2010, and the Performance Share Plan 2008, 2009 and 2010, prior to the next Annual General Meeting, on stock exchange, transfer no more than 1 150 000 shares of series B, in order to cover certain payments, mainly social security payments.
- (e) In the event that the required majority is not reached under item 16 (b) and/or 16 (c) above, the financial exposure of Share Matching Plan 2011 and Performance Share Plan 2011 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 16 (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 16 (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 16 (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 the 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 Company's long-term Share Matching Plans and Performance Share Plans.

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The complete proposal of the Board is available from the Company and on the website of the Company as of 16 March 2011.