

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

Proposal for resolution regarding Nomination Committee

Agenda item 17

The Nomination Committee submits the following proposals for a Nomination Committee process.

- 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 of the Board. If any shareholder wishes to abstain from exercising his right to appoint a representative, the shareholder who thereby becomes the shareholder with the largest number of votes shall appoint a representative. 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. 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 Euroclear Sweden AB, as per the last banking day in August the year before the Annual General Meeting, and on other reliable ownership information that has been provided to the Company at this point of time. In the assessment of which shareholders are the four largest shareholders in terms of votes, 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 to 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. Unless there are special reasons, no

changes shall, however, be made to the composition of the Nomination Committee if only marginal changes have occurred in the number of votes.

A shareholder that has become one of the four largest shareholders due to a significant change in number of votes 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 for resolution:
 - (a) nomination for Chairman of the Annual General Meeting
 - (b) nominations for the Board
 - (c) nomination for Chairman of the Board
 - (d) proposals for remuneration to the Board, divided between the Chairman and other members of the Board, and for remuneration for committee work
 - (e) proposals for election of auditors (where applicable), and
 - (f) proposals for fees to the Company's auditors.

- 5) That the Nomination Committee in its assignment shall fulfil the duties that according to the Corporate Governance Code falls 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.