

Minutes of the Annual General Meeting of  
Saab Aktiebolag, Wednesday, 17 April  
2013, in Stockholm

§ 1

The Annual General Meeting was opened by Sven Unger, as appointed by the Board of Directors. Petra Hedengran, Chairman of the Nomination Committee and representative for Investor AB, proposed Sven Unger as Chairman of the meeting. It was resolved to appoint Sven Unger as Chairman of the meeting.

It was recorded that Annika Bäreemo, General Counsel of the Company, had been assigned to take the minutes of the meeting.

The Chairman informed that there were persons present that were not shareholders, including media representatives. It was resolved that these persons could be present at the meeting. The meeting further resolved that photographing, sound recording and filming was not permitted during the meeting, except for the Company's own.

§ 2

A list of the shareholders, representatives and assistants present at the meeting was drawn up, Appendix 1.

The list showed that 517 shareholders with voting rights for a total of 1 907 123 shares of series A and 64 989 817 shares of series B were represented at the meeting. The total number of votes was 84 061 047.

The list was approved as the voting list.

§ 3

The proposed agenda has been included in the Notice to attend the meeting.

The agenda was approved, Appendix 2.

§ 4

In addition to the Chairman, Arne Lööv, representative for Fjärde AP-fonden, and Frank Larsson, representative for Handelsbanken fonder, were appointed to verify the minutes.

§ 5

It was recorded that the Notice to attend the meeting had been published in "Post- och Inrikes Tidningar" on Friday 15 March 2013 as well as on Saab's

website on Friday 15 March 2013. An announcement stating that the Notice had been made, was published in "Dagens Nyheter" and "Svenska Dagbladet" on Friday 15 March 2013.

The meeting was declared duly convened.

## § 6

The Annual Report, the Auditors' Report, the consolidated Annual Report and the consolidated Auditors' Report for 2012 as well as the Statement of the Auditor in accordance with Chapter 8, Section 54, of the Swedish Companies Act were presented, Appendix 3.

Authorized public accountant Håkan Malmström delivered an account of the audit process during 2012 and delivered the conclusions in the Auditor's Report for 2012.

## § 7

President Håkan Buskhe and General Counsel Annika Bäreemo gave speeches.

Hereafter questions from the shareholders were answered.

At the request of John Örtengren, representative for Sveriges Aktiesparares Riksförbund, it was noted in the minutes that the President replied to John Örtengren's question about the need for an external investigation concerning Saab's deliveries to Pakistan. The President stated that an external investigation will not be made.

## § 8

(a) The Parent Company's Income Statement and Balance Sheet and the Consolidated Income Statement and Balance Sheet were approved.

(b) It was resolved that unappropriated earnings at disposal be allocated as follows:

To the shareholders a dividend of SEK 4.50 per share and the remaining funds be carried forward.

It was resolved that the record date for the dividend will be Monday 22 April 2013.

(c) John Örtengren, representative for Sveriges Aktiesparares Riksförbund, urged for a voting concerning the question of discharge for the Members of the Board and the President.

Jan Andersson, representative for Swedbank Robur fonder, reported that Swedbank Robur fonder intended to vote for the question of discharge.

It was noted that, after voting by using voting units, more than half of the votes cast voted for discharge of liability for the Board Members and the

President, and that shareholders that voted against the resolution represented less than a tenth of the total amount of shares in the company.

It was resolved to discharge the Board Members and the President from liability for 2012.

The Board Members and the President did not participate in this resolution.

#### § 9

Petra Hedengran delivered a report on the work of the Nomination Committee and explanation to the Nomination Committee's proposals as well as a presentation of the Nomination Committee's proposals on Board Members and Board- and Auditor's fees.

It was resolved that the number of Board Members shall be nine and that no deputy Board Members shall be appointed.

#### § 10

It was resolved that the Board fees be paid in the amount of SEK 1 185 000 to the Chairman and SEK 490 000 to the Deputy Chairman and SEK 460 000 to each of the other Board Members elected by the Shareholders' Meeting and who is not employed by the Company.

It was resolved that fees for committee work remain unchanged and be distributed to the Audit Committee with SEK 150 000 to the Chairman and SEK 100 000 to each of the other members of the Audit Committee, elected by the Shareholders' Meeting, and to the Remuneration Committee SEK 135 000 to the Chairman and SEK 80 000 to each of the other members elected by the Shareholders' Meeting.

The Chairman informed: Board fees may be paid as salary, and may alternatively, under certain conditions, be invoiced from a Board member's company. The Board of Director's fees and fees for Committee work are paid with the addition of customary social security charges, or to the extent the assignment is carried out through a company, such fee adjusted upwards with an amount equivalent to those social security charges that Saab in this situation will not have to pay.

It was resolved that fee for the Auditor should be paid on the basis of approved invoicing.

#### § 11

It was resolved to re-elect the Board Members Håkan Buskhe, Johan Forssell, Sten Jakobsson, Per-Arne Sandström, Cecilia Stegö Chilò, Lena Treschow Torell, Marcus Wallenberg and Joakim Westh and elect Sara Mazur as new Board Member.

Marcus Wallenberg was re-elected Chairman of the Board.

It was recorded that details of other assignments of the Board Members had been given to the participants in the meeting, Appendix 4.

The Chairman of the Board expressed the Company's gratitude to Åke Svensson, who left his assignment as Board Member.

It was recorded that employee representatives on the Company's Board are, for the trade unions (LO) Conny Holm with Göran Gustavsson as deputy and for PTK Catarina Carlqvist and Stefan Andersson with Nils Lindskog and Jan Kovacs as deputies.

## § 12

It was resolved to adopt the Board's proposed guidelines for remuneration and other terms of employment for senior executives, Appendix 5.

## § 13

It was resolved in accordance with the Board's proposals, Appendix 6, on (a) a Share Matching Plan 2013 and (b) a Performance Share Plan 2013.

## § 14

It was resolved in accordance with the Board's proposal, Appendix 7, on:

- (a) authorisation on the acquisition and transfer of the Company's own shares
- (b) transfer of the Company's own shares to the employees and on stock exchange in accordance with the Share Matching Plan 2013
- (c) transfer of the Company's own shares to the employees and on stock exchange in accordance with the Performance Share Plan 2013
- (d) transfer of the Company's own shares on stock exchange in accordance with the Share Matching Plan 2009, 2010, 2011 and 2012, and the Performance Share Plan 2009, 2010, 2011 and 2012.

It was noted, after completion of a vote by using voice units, that the requisite majority of at least two thirds with respect to (a) and (d) and at least nine-tenths with respect to (b) and (c) of the votes cast and the shares represented were achieved.

## § 15

The Chairman of the Board thanked Saab's management and all employees for their excellent efforts during the past year.

The meeting was declared closed.

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Minutes kept by:

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Annika Bärems

Verified by:

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Sven Unger

\_\_\_\_\_  
Arne Lööw

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Frank Larsson