

Opinion from the Nomination Committee of Saab AB regarding proposal of the Board of Directors at the Annual General Meeting on 7 April 2011

Background

In accordance with the resolution passed at the Annual General Meeting 2010, and following the waiver by BAE Systems of its right to appoint a representative, each of the four largest shareholders has appointed one representative each to constitute, together with the Chairman of the Board of Directors, Saab's Nomination Committee.

The Nomination Committee consists of the following members: Petra Hedengran, Chairman (Investor), Peter Wallenberg Jr (Knut och Alice Wallenbergs Stiftelse), Erik Feldt (Nordea Funds), Thomas Eriksson (Swedbank Robur Funds) and Marcus Wallenberg, Chairman of the Board of Saab.

The four owner representatives represent approximately 50 percent of the votes of Saab.

The Nomination Committee's proposal for the Board of Directors

The Nomination Committee proposes:

- Ten Board Members and no deputy Board Members
- Re-election of Board Members Johan Forssell, Sten Jakobsson, Per-Arne Sandström, Cecilia Stegö Chilò, Åke Svensson, Lena Treschow Torell, Joakim Westh and Marcus Wallenberg. Board Members Erik Belfrage and George Rose have declined re-election.
- New election of Håkan Buskhe and Michael O'Callaghan
- Marcus Wallenberg for Chairman of the Board of Saab AB

Motivated opinion

The Nomination Committee received no proposals for Board Members. As Saab is a company within the defence industry, Saab's operations are contingent upon political decisions and Swedish defence politics but are also heavily dependent on exports. This requires the Board to be in possession of expertise within industry and community issues as well as of a strategic ability to handle global adaptation to a changing world. At the Annual General Meeting in 2010, three new Board Members were elected with expertise within the areas of industry and community, strategy and finance. The Nomination Committee considers it important that the company's President and CEO is a member of the Board and therefore proposes new election of Håkan Buskhe.

BAE Systems' representative on the Saab Board, George Rose, has declined re-election as he retires at the end of March 2011 and therefore leaves BAE Systems. Michael O'Callaghan, whom from the year 2007 together with George

Rose, represented BAE Systems on the Saab Board of Directors, and declined re-election in 2010 in conjunction with BAE Systems' sale of half of its shareholding in Saab, thereby reducing its right to Board representation according to the Shareholders' Agreement with Investor AB, is now proposed to replace George Rose and re-enter the Saab Board. Through his previous three years of experience on the Saab Board, Michael O'Callaghan has acquired great knowledge and insight into Saab's operations. He has solid experience of operational leadership with special emphasis on handling risks in production and financing of civil aircraft. He also has special insight into large parts of Saab's operations in South Africa. He has slightly less experience in the military area, which entails a lesser degree of conflict of interests when these areas are dealt with by the Board of Directors.

The Nomination Committee deems that considering the company's operations, phase of development and other relevant circumstances, the Board of Directors has an appropriate composition. Considering the fact that three new Board Members were elected in 2010, the Nomination Committee does not see a need to further renew or complete the Board's composition apart from the election of Håkan Buskhe and Michael O'Callaghan.

In its assessment, the Nomination Committee has in particular taken into consideration the need for diversity.

The Nomination Committee deems that the Board composition in Saab fulfils the requirements of the Swedish Corporate Governance Code regarding the number of independent Board Members in relation to the company and its management, and the company's major shareholders. A full statement on the dependence or independence of the Board Members is available on the company's website.