

Motion pursuant to agenda Item 12

The Nomination Committee recommends that the Annual General Shareholders' Meeting approve the following Instructions for the Nomination Committee's fulfillment of its duties until the end of the next Annual General Shareholders' Meeting:

INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF SAS AB (PUBL)

adopted at the Annual General Shareholders' Meeting on April 9, 2008

At the Annual General Shareholders' Meeting the shareholders of SAS AB (publ) (Corp. Ident. No. 556606-8499) (hereinafter the Company) have approved the following Instructions for the Nomination Committee elected by the Meeting and for the duties that this Committee shall perform until the end of the next Annual General Shareholders' meeting.

- § 1. The Nomination Committee shall consist of the number of members determined by Annual General Shareholders' Meeting, unless in the event of an examination pursuant to § 9 the Nomination Committee finds that its can perform its duties with a fewer number of members.
- § 2. The Nomination Committee shall comprise specially elected representatives of the Company' largest shareholders in terms of the number of votes as well as of shareholders that in other respects constitute a representative number and sample of all the Company's shareholders in a manner determined by the Annual General Shareholders' Meeting.
- § 3. The member representing the largest shareholder in terms of the number of shares shall convene the Nomination Committee at an initial, statutory meeting. At the statutory meeting the Nomination Committee shall then elect from among its own members a shareholder representative to be chairman of the Nomination Committee. The chairman of the Nomination Committee shall preside over and apportion the work of the Nomination Committee to members and shall be responsible for all contact with the Company.
- § 4. In order to perform its work, the Nomination Committee shall be in close contact with the Chairman of the Board. The outcome of the Board's annual evaluation shall be made available to the Nomination Committee. The Nomination Committee shall have at least one meeting with the Chairman of the Board and President and CEO before making its final recommendation to the Annual General Shareholders' Meeting.
- § 5. No fee or other remuneration from the Company shall be paid to members of the Nomination Committee.

- § 6. The Nomination Committee shall be entitled to charge the Company for reasonable costs of recruitment consultants or other external costs required for the Nomination Committee to fulfill its duties.
- § 7. A shareholder represented by a member on the Nomination Committee is entitled to replace this member with another who will serve instead on the Nomination Committee. The Nomination Committee shall without delay inform the Company through its Chairman of such a replacement so that Company can inform the shareholders and general public of the replacement.
- § 8. If a shareholder who is represented by a member on the Nomination Committee substantially reduces his shareholding in the Company, and this takes place earlier than two (2) months prior to the immediately following Annual General Shareholders' Meeting, his member shall vacate his seat on the Nomination Committee. Instead, after consultation among the other members of the Nomination Committee, another major shareholder in terms of votes shall designate a representative to serve as a new member of the Nomination Committee. The Nomination Committee shall without delay inform the Company through its Chairman of this so that Company can inform the shareholders and general public of the replacement. However, if such a reduction occurs later than two (2) months prior to the immediately following Annual General Shareholders' Meeting, the shareholder representative shall be entitled to retain his membership in the Nomination Committee and fulfill his duties.
- § 9. In the event one of the members of the Nomination Committee is prevented from taking part in the work of the Nomination Committee and a replacement is not designated pursuant to § 7 or § 8 above, the Nomination Committee shall fulfill its duties with the fewer number of members, provided that the Nomination Committee does not find that the fewer number of members is not detrimental to the ability of the Nomination Committee to fulfill its duties.

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