



## Notice convening the Annual General Meeting of SAS AB

Shareholders in SAS AB (publ) (hereinafter the “**Company**”) are hereby invited to attend the Annual General Meeting on **Tuesday 8 March 2016**. The Annual General Meeting will be held at 3 p.m. at the Company’s Head Office, Frösundaviks allé 1, Solna, Sweden. The meeting venue will open at 2:15 p.m. for registration. Registration of participants at the meeting ends when the meeting is called to order.

### **Instructions to holders of common shares and/or preference shares registered with Euroclear Sweden AB in Sweden (other than holders of common shares registered with VP Securities A/S, the Danish Central Securities Depository, or with Verdipapirsentralen, the Norwegian Central Securities Depository)**

Shareholders who wish to attend the Annual General Meeting must be registered in the share register of the Company maintained by Euroclear Sweden AB on Wednesday 2 March 2016, and must notify the Company no later than Wednesday 2 March 2016, preferably before 4:00 p.m, through the Company’s website [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations) or by telephone to +46709971058 on weekdays between 9:00 a.m. and 4:00 p.m. Notification may also be made at the following address: SAS AB (publ), Attn: SAS Investor Relations, Britta Eriksson/STODL, SE-195 87 Stockholm.

Shareholders whose shares are registered in the name of a nominee must temporarily have their shares registered in the shareholder’s own name to be entitled to participate in the Annual General Meeting. This registration process with Euroclear Sweden AB must be completed by Wednesday 2 March 2016. This means that shareholders must notify their nominees in sufficient time prior to this date.

### **Instructions to holders of common shares registered with VP Securities A/S in Denmark**

Shareholders of common shares in Denmark who wish to attend the Annual General Meeting must notify VP Investor Services A/S (VP) of this in writing through filling in and signing relevant form to the following address: Weidekampsgade 14, P.O. 4040, DK-2300 København S, per email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk), per telefax +4543588867 or through VP InvestorPortalen at [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations) or [www.vp.dk/gf](http://www.vp.dk/gf), by 3:00 p.m. on Tuesday 1

March 2016. The following rules also apply to participation. Shareholders who wish to attend the Annual General Meeting must be registered in the share register of the Company maintained by Euroclear Sweden AB by Wednesday 2 March 2016. Accordingly, shareholders whose common shares are registered with VP Securities A/S in Denmark must request that VP temporarily registers the common shares in the shareholder’s own name with Euroclear Sweden AB to be entitled to participate in the Annual General Meeting.

A request for such registration along with a notification of attendance at the Annual General Meeting must be submitted in sufficient time and no later than 3:00 p.m. on Tuesday 1 March 2016 to VP through Internet as set out above or at the address above. Forms for notification of attendance and proxy forms are available from VP and [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations) and will also be sent out to registered shareholders who have notified their email address to the Company. The registration application should include the account operating institution in Denmark (with the custody account number) with which the shareholder’s common shares are deposited.

Shareholders whose common shares are already registered in the name of the owner with Euroclear Sweden AB may send in a notification of attendance to the Company at a later date, but no later than Wednesday 2 March 2016, preferably before 4:00 p.m, in the manner prescribed above.

### **Instructions to holders of common shares registered with Verdipapirsentralen (VPS) in Norway**

Shareholders of common shares in Norway who wish to attend the Annual General Meeting must notify Nordea Bank Norge ASA (Nordea Norway), Securities Services – Issuer Services, of this in writing to P.O. Box 1166 Sentrum, NO-0107, Oslo, Norway, Attn: René Herskedal, by facsimile to +4722369703 or by email to [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com), by 3:00 p.m. on Tuesday 1 March 2016 at the latest.

The following rules also apply for participation. Shareholders who wish to attend the Annual General Meeting must be registered in the share register of the Company maintained by Euroclear Sweden AB by Wednesday 2 March 2016.

Accordingly, shareholders whose common shares are registered with VPS in Norway must request that Nordea Norway temporarily register the common shares in the shareholder's own name with Euroclear Sweden AB to be entitled to participate in the Annual General Meeting.

A request for such registration along with a notification of attendance at the Annual General Meeting must be submitted in sufficient time and no later than 3:00 p.m. on Tuesday 1 March 2016, to Nordea Norway at the address above. Forms for notification of attendance and proxy forms are available from Nordea Norway and [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations) and will also be sent out to registered shareholders who have notified their email address to the Company.

Shareholders whose common shares are already registered in the name of the owner with Euroclear Sweden AB may send in a notification of attendance to the Company at a later date, but no later than Wednesday 2 March 2016, preferably before 4:00 p.m, in the manner prescribed above.

#### **Instructions applicable to all shareholders**

Shareholders with shares registered in more than one country should state this when submitting their notifications. Shareholders or their representatives may be accompanied by no more than two assistants at the Annual General Meeting. Assistants to shareholders will be admitted to the Annual General Meeting only if the shareholder notifies the number of assistants in accordance with the notification instructions provided above for shareholders' participation in each country.

Shareholders represented by proxy must issue a dated written proxy for their representative. If possible, the proxy should be based on the proxy form provided by the Company. The proxy in original should be sent in sufficient time prior to the Annual General Meeting and no later than Wednesday 2 March 2016, to one of the addresses provided in this notice. Representatives of a legal entity must also submit a certified copy of the registration certificate or equivalent authorizing documentation. At the Annual General Meeting, a list is to be prepared of the present shareholders, representatives and assistants with details of the number of shares and votes each shareholder or proxy represents at the Annual General Meeting (voting list). A list of shareholders, proxies and assistants who have submitted notification of their attendance with the stated details (list of participants) will be distributed at the registration for the Annual General Meeting.

#### **Admission cards for the Annual General Meeting**

Admission cards, to be presented when entering the Annual General Meeting venue, will be sent out around 1-2 March 2016 to all shareholders who have submitted a notification of attendance in accordance with the instructions above.

#### **Number of shares and votes in the Company**

The Company has at the time of publication of this Notice issued 330,082,551 common shares and 0 subordinate shares, equivalent to a total of 330,082,551 votes. Furthermore, the Company has issued 7,000,000 preference shares equivalent to a total of 700,000 votes. No shares are held by the Company itself.

#### **Proposed agenda**

1. Meeting is called to order.
2. Election of a chairperson for the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual accounts and auditors' report as well as the consolidated accounts and consolidated auditors' report.
8. Report on the work of the Board, the Remuneration Committee and the Audit Committee, followed by the CEO's address and in conjunction with this, the opportunity for shareholders to put questions to the Board and Group Management.
9. Resolutions on:
  - a. the approval of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
  - b. the dispositions of the Company's earnings in accordance with the approved balance sheet, and
  - c. discharge from liability for the Board members and the CEO.
10. Resolutions on:
  - a) the number of Board members,
  - b) remuneration for Board members, and
  - c) remuneration for the auditor.
11. Election of Board members and Chairman of the Board.

12. Election of auditor.
13. Resolution on the Nomination Committee.
14. Resolution on the Board's proposed guidelines for remuneration of senior executives.
15. Meeting is adjourned.

## PROPOSALS FOR RESOLUTIONS

### **The Board's proposal on a dividend (Item 9b)**

The Board proposes that no dividend be paid to SAS AB's common shareholders for the fiscal year 1 November 2014 – 31 October 2015.

The Board further proposes a dividend on preferential shares. The Board proposes that the dividend shall be paid on a quarterly basis at SEK 12.50 per preferential share, although not higher than SEK 50 in total per preferential share.

The following dates are proposed as record dates for the quarterly payments on preference shares: 4 May 2016, 5 August 2016, 4 November 2016 and 3 February 2017. Payment from Euroclear Sweden AB is expected to take place on 10 May 2016, 10 August 2016, 9 November 2016 and 8 February 2017.

### **The Nomination Committee's proposals regarding General Meeting Chairman, Board, Auditor, Remuneration, Nomination Committee, etc. (items 2, 10 a-c, 11, 12 and 13)**

The Nomination Committee, which consists of Magnus Skåninger, Ministry of Enterprise, Energy and Communications for the Swedish government (Chairman); Rasmus Lønborg, Ministry of Finance, for the Danish government; Jan Tore Føsum, Ministry of Trade, Industry and Fisheries, for the Norwegian government and Peter Wallenberg Jr., for the Knut and Alice Wallenberg Foundation, makes the following proposals:

#### Election of Chairman for the General Meeting Attorney-at-law Eva Hägg.

Resolution on the number of Board members  
The number of Board members elected by the Annual General Meeting shall consist of eight Board members, with no deputies.

#### Resolution on remuneration to Board members

The fees for the period until the end of the next Annual General Meeting shall remain unchanged and amount to SEK 410,000 for

the Chairman of the Board and, if any, SEK 242,000 for the First Vice Chairman and the Second Vice Chairman respectively, and SEK 207,000 for each of the other Board members elected by the Annual General Meeting and ordinary employee representatives.

It is also proposed that each deputy for ordinary employee representatives receive a study fee of SEK 1,000 per Board meeting and an attendance fee of SEK 3,500 for each Board meeting they attend.

In addition to this remuneration, it is proposed that remuneration be paid for work on the Board Remuneration Committee shall remain unchanged with the amount of SEK 49,000 for the Remuneration Committee Chairman and SEK 17,000 each for the Remuneration Committee's other members, as well as for work on the Board's Audit Committee, in the amount of SEK 66,000 for the Audit Committee Chairman and SEK 31,000 for each of the Audit Committee's other members.

#### Resolution on remuneration to the Company's auditor

The fees for the Company's auditor shall be paid in accordance with approved invoice.

#### Election of Board members and Chairman of the Board

It is proposed to re-elect the current Board members; Fritz H. Schur, Jacob Wallenberg, Dag Mejdell, Monica Caneman, Sanna Suvanto-Harsaae, Lars-Johan Jarnheimer and Carsten Dilling, and to elect the new Board member Berit Svendsen.

Furthermore, it is proposed that Fritz H. Schur be re-elected as Chairman of the Board.

#### Election of Auditor

It is proposed to re-elect PricewaterhouseCoopers AB as auditor.

#### Resolution on the Nomination Committee

It is proposed that the Annual General Meeting resolve that a Nomination Committee be elected that is tasked in accordance with the proposal for Instruction for the Nomination Committee. The Nomination Committee shall comprise four members.

The Nomination Committee shall comprise the following shareholder representatives: Magnus Skåninger, Ministry of Enterprise, Energy and Communications for the Swedish government; Rasmus Lønborg, Ministry of Finance, for the Danish government; Jan Tore Føsum, Ministry of Trade, Industry and

Fisheries, for the Norwegian government and Peter Wallenberg Jr., for the Knut and Alice Wallenberg Foundation.

It is furthermore proposed that the Annual General Meeting adopts instructions for the Nomination Committee, including provisions regarding election of Chairman of the Nomination Committee, replacement of members during their terms of office and replacement of shareholder representative owing to a substantial reduction in shareholding, and other provisions concerning the Nomination Committee's composition and work to apply for the Nomination Committee appointed by the Annual General Meeting and for its mission until the end of the next Annual General Meeting. The instruction is consistent with the current instruction for the Nomination Committee with the addition of a description of the tasks of the Nomination Committee as follows.

The Nomination Committee shall be tasked with making proposals to the next Annual General Meeting for resolutions regarding:

- i. chairman of the Annual General Meeting;
- ii. the number of Board members;
- iii. election of Board members and Chairman of the Board;
- iv. remuneration to Board members, divided between Chairman, Vice Chairman, other board members and any remuneration for work on Board committees;
- v. remuneration to the Company's auditor;
- vi. election of auditor; and
- vii. Nomination Committee for the next Annual General Meeting.

**The Board's proposed guidelines for remuneration of senior executives (item 14)**

The Board of Directors proposes guidelines for the determination of salaries and other remuneration of senior executives with the following principal content.

The guidelines shall be applied for employment agreements entered into after the Annual General Meeting 2016 and for changes made to existing employment agreements thereafter.

The proposed guidelines remains unchanged in relation to the remuneration guidelines adopted by the Annual General Meeting 2015.

*Salaries and other benefits*

The total salary shall comprise a fixed annual base salary. The fixed salary shall reflect the demands of the position with respect to qualifications, responsibilities, complexity and the manner in which it serves to reach

business objectives. The fixed salary shall also reflect the performance attained by the senior executive and thus be individual and differentiated.

Other benefits, such as a company car and health insurance, are to be market based and comprise only a limited portion of the total remuneration.

*Pension*

Pension benefits shall be defined contribution based and premiums shall not exceed 30 percent of fixed annual salary.

*Conditions regarding termination of employment*

The notice period for the CEO and other members of Group Management is six months if the employee resigns. A notice period of a maximum of 12 months applies if the company terminates the employment. In the event of termination of employment by the company and, in certain specific cases, by the senior executive, severance pay shall be paid in an amount corresponding to a maximum of one year's fixed salary, with full deduction if the senior executive receives remuneration from a new position or assignment.

*Departures*

The Board of Directors may depart from these guidelines, if there are special reasons to do so in a specific case.

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The Company's annual accounts, auditor's report, consolidated accounts and consolidated auditor's report, the complete proposals and required Board statements in accordance with above, the auditor's statement on the guidelines for remuneration of senior executives in the 2014/2015 fiscal year and proxy forms will be available at the Company and on the Company's website [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations) latest as from 16 February 2016. The documents will be sent to shareholders who request that at the Company's address SAS AB (publ), SAS Investor Relations, Attn. Britta Eriksson/STODL, SE-195 87 Stockholm, stating their address. The documents will also be available at the Annual General Meeting venue before the meeting is called to order.

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If a shareholder so requests, and if the Board determines it can be made without significant harm to the Company, at the Annual General Meeting, the Board and the CEO shall provide information on circumstances that may affect the assessment of an agenda item and/or the

Company's financial situation. The same applies to the consolidated group accounts and other group companies.

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The notice of this Annual General Meeting, including a proxy form will be distributed to all registered shareholders who have notified their e-mail address to the Company. The notice will also be held available at the Company's website [www.sasgroup.net](http://www.sasgroup.net) (under Investor Relations). The notice will

further be sent by regular mail free of charge to shareholders who request that at the Company's address SAS AB (publ), SAS Investor Relations, Attn. Britta Eriksson/STODL, SE-195 87 Stockholm, stating their address.

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Stockholm in February 2016  
SAS AB  
*The Board of Directors*