



## Annual General Meeting of SAS AB on 13 March 2019

### *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 the Chairman of the Board Carsten Dilling and the shareholder representatives Carl Rosén, Ministry of Enterprise, Energy and Communications for the Swedish government (Chairman); Peder Lundquist, Ministry of Finance, for the Danish government; Jacob Wallenberg, for the Knut and Alice Wallenberg Foundation and Gerald Engström, representing himself and Färna Invest AB, 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 seven Board members, with no deputies.

Resolution on remuneration to Board members  
It is proposed that the fees for the period until the end of the next Annual General Meeting shall amount to SEK 630,000 for the Chairman of the Board and, if any, SEK 420,000 for the First Vice Chairman and the Second Vice Chairman respectively, and SEK 320,000 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 amount to SEK 80,000 for the Remuneration Committee Chairman and SEK 27,000 each for the Remuneration Committee's other members, as well as for work on the Board's Audit Committee, in the amount of SEK 100,000 for the Audit Committee Chairman and SEK 50,000 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 seven Board members Dag Mejdell, Monica Caneman, Carsten Dilling, Lars-Johan Jarnheimer, Sanna Suvanto-Harsaae, Liv Fiksdahl and Oscar Stege Unger.

Furthermore, it is proposed that Carsten Dilling be re-elected as Chairman of the Board.

#### Election of Auditor

It is proposed to elect KPMG AB as auditor, in accordance with the Audit Committee's recommendation.

#### 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 five members.

The Nomination Committee shall comprise the Chairman of the Board and the following shareholder representatives: Carl Rosén, Ministry of Enterprise, Energy and Communications for the Swedish government; Peder Lundquist, Ministry of Finance, for the Danish government; Jacob Wallenberg, for the Knut and Alice Wallenberg Foundation; and Gerald Engström, representing himself and Färna Invest AB.

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.