

ANNUAL GENERAL MEETING OF SAS AB, 12 MARCH 2020

The Nomination Committee's reasoned statement delivered pursuant to Rule 2.6 of the Swedish Corporate Governance Code (the Code).

The Annual General Meeting (AGM) on 13 March 2019 resolved that the Nomination Committee of SAS AB was to comprise Carl Rosén, Swedish Ministry of Finance, for the Swedish government, Peder Lundquist, Danish Ministry of Finance, for the Danish government, Jacob Wallenberg for the Knut and Alice Wallenberg Foundation, Gerald Engström, representing himself and Färna Invest AB, and the Chairman of the Board Carsten Dilling. In May 2019, Carl Rosén was replaced by Åsa Mitsell, Swedish Ministry of Finance, as the Swedish government's representative on the Nomination Committee.

The Nomination Committee has been tasked with preparing proposals for resolution by the AGM on:

- the election of the Chairman of the AGM;
- the number of Board members;
- the election of Board members and the Chairman of the Board;
- Directors' fees (broken down among the Chairman, Vice Chairman, other Board members and any remuneration for work on Board committees);
- the election of the company's auditors;
- auditors' fees; and
- the Nomination Committee ahead of the 2021 AGM.

The Nomination Committee held seven minuted meetings as well as other meetings and contact between these. The company's General Counsel has served as secretary to the Nomination Committee.

In preparing the nominations for the Board, the Committee evaluated the Board's work, competence and composition. This evaluation was used by the Committee to assess how the current Board meets the requirements that will be placed on the Board as a result of the company's circumstances and future direction as well as any skills that should possibly be added to the Board.

In preparing the nominations, the Committee interviewed all members of the Board. The Committee also met with the company's President and CEO, who presented the company's position and operations as well as his perception of collaboration with the Board.

SAS operates in a market subject to significant pressure for change and intense competition. SAS has driven a change program for a number of years, which has delivered results and turned SAS profitable for a number of years. However, our operating environment is changing,

and our competitors are not standing still but continually enhancing the efficiency of their operations. For SAS to take part in the growth in the Scandinavian market, to invest in new and more efficient aircraft, and to create shareholder value requires that current efficiency enhancement measures be fully implemented and that SAS continues its unceasing efforts to improve efficiency.

Given the above conditions, the Nomination Committee is of the opinion that continuity on the Board is of particular importance. The Board currently possesses substantial leadership experience of change management, broad competence in customer and consumer issues, and digitalization as well as extensive experience of work with strategic business development. With its experience of SAS and previous action programs, the Nomination Committee is of the opinion that the proposed Board is particularly suited to provide the company's management the necessary support in the ongoing change process. The Nomination Committee's continued work places substantial importance on evaluating the competence, background and experience needed on the Board. Each nomination of a Board member is based on the competence required on the Board. It is critical that the Board's composition is such that the Board always possesses the industry expertise or other competence of direct relevance to the company, particularly when the company is developing and the business environment changing. Sustainable business, digitalization and safety are examples of key issues and the capacity to work strategically within these areas is a prerequisite for the Board.

The Nomination Committee has adopted Rule 4.1 of the Code as its Diversity Policy and believes that the Code's requirements for diversity, breadth and an even gender balance will be met through the Committee's proposals.

The Nomination Committee therefore proposes reelection of the current Board members – Carsten Dilling, Dag Mejdell, Monica Caneman, Liv Fiksdahl, Lars-Johan Jarnheimer, Kay Kratky, Oscar Stege Unger and Sanna Suvanto-Harsaae.

It also proposes re-election of Carsten Dilling as Chairman of the Board.

The Nomination Committee deems that all proposed Board members are independent of the company and company management. It is the Committee's opinion that all current and proposed members are independent in relation to major shareholders.



**CARSTEN DILLING,
BORN 1962**

Chairman of the Board of SAS AB since 2018. Member of the Board of SAS AB since 2014.

Directorships: Chairman of NNIT A/S, Icotera A/S, MT Højgaard Holding A/S and MT Højgaard A/S, and Board member of Terma A/S.

Education: B.Sc. and M.Sc. in Economics and Business Administration, Copenhagen Business School.

Earlier directorships/positions: Chairman of Get AS and Traen A/S; Board member of GateTrade A/S, Columbus IT Partner A/S, Confederation of Danish Industry (DI) and Industrial Employers in Copenhagen (IAK) and a number of Board assignments for the TDC Group. Previously President and CEO of TDC A/S.

Shareholding: 35,222.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**DAG MEJDELL,
BORN 1957**

Vice Chairman of the Board of SAS AB since 2008.

Directorships: Chairman of Norsk Hydro ASA, Sparebank 1 SR Bank ASA, Vygruppen AS, International Post Corporation and Visolit AS.

Education: MBA, Norwegian School of Economics and Business Administration.

Earlier directorships/positions: President and CEO of Dyno Nobel ASA and CEO of Posten Norge AS. Chairman of Arbeidsgiverforeningen Spekter, Svenska Handelsbanken, Region Norway and Vice Chairman of Evry ASA. Board member of DYWIDAG System International GmbH. Industrial advisor IK investment Partners.

Shareholding: 4,214.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**MONICA CANEMAN,
BORN 1954**

Member of the Board of SAS AB since 2010.

Directorships: Chairman of the Board of Euroclear Sverige AB and Almi Företagspartner AB. Board member of Qliro Financial Services AB. Chairman of Nasdaq AB Listing Committee.

Education: MBA, Stockholm School of Economics.

Earlier directorships/positions: Chairman of Allenex AB, Arion Bank hf, Big Ba AB, Bravida Holding AB, EDT AS, the Fourth Swedish Pension Fund, Frösunda LSS AB, Interverbum AB and Viva Media Group AB. Board member of Akademikliniken AB, Citymail Group AB, Comhem AB, EDB Business Partner ASA, Intermail A/S, Lindorff Group AB, My Safety AB, Nets AB, Nordisk Energiförvaltning ASA, Nya Livförsäkrings AB, Nocom AB, Resco AB, Schibsted ASA, SEB Trygg Liv, Svenska Dagbladet AB and XponCard Group AB.

Shareholding: 4,000.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**LIV FIKSDAHL,
BORN 1965**

Member of the Board of SAS AB since 2018.

Directorship/position: Board member of Intrum AB, Posten Norge AS and Arion Banki, Island. Vice President of Sector Financial Services, Capgemini Norway.

Education: Finance and management at Trondheim Business School.

Earlier directorships/positions: Head of IT and Operations at DnB, and other previous leading positions in DnB. Chairman of the Board of the industry organization Banking and Payment in Finance Norway. Vice Chairman of the Norwegian Savings Banks Association. Board member of Nille AS, BankAxept and Doorstep.

Shareholding: 0.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**LARS-JOHAN JARNHEIMER,
BORN 1960**

Member of the Board of SAS AB since 2013.

Directorships: Chairman of Telia Company AB, Arvid Nordqvist HAB, Egmont International Holding AS and Ingka Holding B.V (IKEA). Board member of Point Properties AB and Elite Hotels. Chairman of the Polar Music Prize.

Education: B.Sc. in Business Administration and Economics, Lund and Växjö universities.

Earlier directorships/positions: Chairman of Qliro Group, BRIS and Eniro AB. Board member of MTG Modern Times Group AB, Millicom International Cellular S.A, Invik and Apoteket AB. President and CEO of Tele2.

Shareholding: 10,000.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**SANNA SUVANTO-HARSAAE,
BORN 1966**

Member of the Board of SAS AB since 2013.

Directorships: Chairman of Altia Oyj, BoConcept AS, TCM Group AS, Babysam AS, Nordic Pet Care Group AS, Paulig Oyj, Isadora AB and Footway AB. Board member of CEPOS and Broman Group Oyj.

Education: M.Sc. in Business and Economics, Lund University.

Earlier directorships/positions: Chairman of Health and Fitness Nordic AB, Sunset Boulevard AS and BTX AS. Board member of Jetpak AB, Duni AB, Candyking AB, Upplands Motor AB, CCS AB and Clas Ohlson AB.

Shareholding: 2,100.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**OSCAR STEGE UNGER,
BORN 1975**

Member of the Board of SAS AB since 2018.

Directorship/position: Director of Wallenberg Foundation AB.

Education: Master of Science in Business Administration and Bachelor of Science in Economics at Stockholm University.

Earlier directorships/positions: Head of Investor Relations, and thereafter Head of Communications, at Investor AB.

Shareholding: 10,000.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.



**KAY KRATKY,
BORN 1958**

Member of the Board of SAS AB since 2019.

Directorships/position: Board member of the Austrian Aviation Association, President of the Aviation Initiative for Renewable Energy in Germany e.V. and Chairman of the Advisory Board of Capphenia GmbH.

Education: Mechanical engineering at Technische Hochschule Darmstadt.

Earlier directorships/positions: Chief Executive Officer of Austrian Airlines, COO Lufthansa German Airlines.

Shareholding: 0.

Shareholding of related parties: 0.

Independent of the company, the company management and the company's major shareholders.