

ANNUAL GENERAL MEETING OF SAS AB 16 MARCH 2023

The Nomination Committee's proposals regarding election of Chairperson for the General Meeting, Board, auditor, remuneration, Nomination Committee, etc. (items 2, 10.a-c, 11, 12 and 13)

The Nomination Committee, together with the Chairman of the Board Carsten Dilling, has consisted of the shareholder representatives Åsa Mitsell, Ministry of Finance, for the Swedish government (Chairman); Adrian Lübbert, Ministry of Finance, for the Danish government; Jacob Wallenberg, for Wallenberg Investments AB; and Gerald Engström, representing himself and Färna Invest AB, proposes the following:

Election of a Chairperson for the General Meeting

It is proposed to elect attorney-at-law Andreas Steen as Chairperson for the General Meeting or, in case of his impediment, the person instead appointed by the Nomination Committee.

Resolution on the number of Board members

The number of Board members elected by the Annual General Meeting for the period until the close of the next Annual General Meeting shall consist of seven Board members, with no deputies.

Resolution on remuneration to the Board

It is proposed that the fees for the period until the end of the next Annual General Meeting shall remain unaltered and amount to SEK 630,000 for the Chairman of the Board, SEK 420,000 for the Vice Chairman, 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 an attendance fee of SEK 5,000 for each Board meeting they attend.

In addition to these remunerations, it is proposed that remuneration shall be paid for work on the Board Remuneration Committee in the unaltered amount of 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 are proposed to 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 Carsten Dilling, Lars-Johan Jarnheimer, Nina Bjornstad, Michael Friisdahl, Henriette Hallberg Thygesen, Kay Kratky and Oscar Stege Unger for the period until the close of the next Annual General Meeting.

Monica Caneman has declined re-election.

Furthermore, it is proposed to re-elect Carsten Dilling as Chairman of the Board for the period until the close of the next Annual General Meeting.

Election of auditor

It is proposed to re-elect KPMG AB as auditor for the period until the close of next Annual General Meeting, in accordance with the Audit Committee's recommendation.

Resolution on the Nomination Committee

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

In addition to the Chairman of the Board, who shall be a member of the Nomination Committee, the Nomination Committee shall consist of the following shareholder representatives: Åsa Mitsell, Ministry of Finance, for the Swedish government; Adrian Lübbert, Ministry of Finance, for the Danish government; Jacob Wallenberg, for the Wallenberg Investments AB; and Gerald Engström, representing himself and Färna Invest AB.

It is further 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 close of the next Annual General Meeting. The instruction is consistent with the current instruction.