

Motion for resolutions in accordance with item 12 on the agenda

INSTRUCTION FOR THE NOMINATION COMMITTEE OF SAS AB (PUBL)

adopted at the Annual General Shareholders' Meeting on April 7, 2010

The shareholders of SAS AB (publ) (Corp. Reg. No. 556606-8499) (referred to below as “the Company”) resolved at the Annual General Shareholders' Meeting that the following instruction shall apply for the Nomination Committee elected by the Annual General Meeting and for the assignment that this Nomination Committee shall undertake until the end of the next Annual General Shareholders' Meeting.

- § 1. The Nomination Committee shall comprise the number of members determined by the Annual General Shareholders' Meeting, unless the Nomination Committee, following a review in accordance with Item 9, finds that the Nomination Committee can conduct its assignment with a lower number of members.
- § 2. The Nomination Committee shall with respect to the nature of the Company be representative of the composition of the shareholders and comprise members nominated by a representative number and selection of the largest shareholders in the Company in terms of votes in a manner decided by the Annual General Shareholders' Meeting. The members of the Nomination Committee, regardless of how they are appointed, shall look after the interests of all shareholders.
- § 3. The member nominated by the largest shareholder in terms of votes convenes the Nomination Committee to its initial statutory meeting. At the statutory meeting, the Nomination Committee shall appoint a member from its own ranks to be Chairperson of the Nomination Committee. The Chairperson of the Nomination Committee leads and distributes the work of the Nomination Committee and is responsible for all contacts with the Company.
- § 4. To complete its work, the Nomination Committee shall have a close dialog with the Chairperson of the Board. The result of the Board's annual evaluation shall be made available to the Nomination Committee. The Nomination Committee shall hold at least one meeting with the Chairperson of the Board and the CEO prior to the Nomination Committee submitting its final proposal to the Annual General Shareholders' Meeting.
- § 5. No fees or other remunerations shall be paid by the Company to the members of the Nomination Committee.
- § 6. The Nomination Committee shall be entitled to charge the Company with reasonable costs for recruitment consultants or other external costs that are necessary for the Nomination Committee to complete its assignment.
- § 7. Shareholders who have nominated a member of the Nomination Committee are entitled to replace such a member with another person who becomes a member of the Nomination Committee instead.
- § 8. If a shareholder who nominated a member of the Nomination Committee substantially

reduces her/his shareholding in the Company and does so less than two (2) months prior to the next Annual General Shareholders' Meeting, this member shall put his/her place at the disposal of the Nomination Committee. Instead, following a decision by the Nomination Committee, taking into account Item 9 below, another significant shareholder in terms of votes can be given the offer to appoint a new member of the Nomination Committee. However, if such a reduction in a shareholding occurs later than two (2) months prior to the next Annual General Shareholders' Meeting, the member is entitled to remain on the Nomination Committee and complete his/her assignment.

- § 9. In the event that any of the Nomination Committee's members is prevented from participating in the Nomination Committee's work or resigns for any other reason, and a new member is not appointed in accordance with Items 7 or 8 above, the Nomination Committee shall complete its assignment with a lower number of members, unless it finds that the lower number of members has a prejudicial effect on the ability of the Nomination Committee to complete its work.
- § 10. If the composition of the Nomination Committee changes in accordance with Items 7, 8 or 9 above, the Chairperson shall inform the Company of this without delay so that an announcement to this effect can be made by the Company.