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April 17, 2013Reference  
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## Report from Saab AB Annual General Meeting 2013

The Annual General Meeting of Saab AB was held on April 17, 2013, in Stockholm.

On Saab's website you can view a webcast and read speeches from Saab's Chairman of the Board Marcus Wallenberg, President and CEO Håkan Buskhe and General Counsel Annika Bärems. Follow this link to view the information – <http://bit.ly/15moB6L>. The speeches are currently in Swedish only. English versions will follow shortly.

### Approval of Income Statement and Balance Sheet

The Annual General Meeting approved the parent Company's Income Statement and Balance Sheet, and the Consolidated Income Statement and Balance Sheet for 2012.

### Dividend

The Annual General Meeting decided on a dividend of SEK 4.50 per share to the shareholders and that the record date shall be Monday, April 22, 2013. Payment of the dividend is expected to be made from Euroclear Sweden AB, on Thursday, April 25, 2013.

### Discharge from liability

The Board of Directors and the President were discharged from liability for the financial year 2012.

### The Board

The following Board members were re-elected in accordance with the Nomination Committee's proposal: Håkan Buskhe, Johan Forssell, Sten Jakobsson, Per-Arne Sandström, Cecilia Stegö Chilò, Lena Treschow Torell, Marcus Wallenberg and Joakim Westh. Sara Mazur was elected as new member of the Board. Marcus Wallenberg was re-elected as Chairman of the Board. At the Board Meeting following the Annual General Meeting Sten Jacobsson was re-elected as Deputy Chairman of the Board.

### Fees to the Board of Directors and the Auditor

The General Meeting decided in accordance with the Nomination Committee's proposal that the board fees shall be SEK 1,185,000 to the Chairman of the Board, SEK 490,000 to the Deputy Chairman, and SEK 460,000 to each of the other Board members elected by the shareholders' meeting and not employed by the Company. The unchanged compensation for committee work is SEK 150,000 to the Chairman of the Audit Committee, and SEK 100,000 to each of the other Audit Committee members and SEK 135,000 to the Chairman of the Remuneration Committee and SEK 80,000 to each of the other Remuneration Committee members.

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Fees to the Auditor are to be paid according to approved invoice.

### **Guidelines for remuneration and other terms of employment**

The Annual General Meeting decided in accordance with the Board's proposal of guidelines for remuneration and other terms of employment for senior executives. The guidelines correspond to the guidelines approved by the Annual General Meeting in 2012.

### **Long-term incentive program**

The Annual General Meeting decided in accordance with the Board's proposal of a Share Matching Plan for 2013 and a Performance Share Plan for 2013. The plans correspond to incentive programs in earlier years.

Share Matching Plan 2013 covers all employees, including those covered by the Performance Share Plan 2013. The program gives the employees a possibility to save up to 5 percent of the gross salary, for purchase of Saab shares of series B to market value. If the purchased shares are retained by the employee for three years and employment with the Saab Group continues, the employee will be granted shares for each purchased share free of consideration. The program covers a maximum of 1,040,000 shares of series B.

The Performance Share Plan is directed at 286 key people, including the CEO. This program gives the employee 1-4 shares free of consideration for each purchased share (in addition to the shares granted through the Share Matching Plan 2013). The matching of the shares is dependent on achievement of a performance target which is average annual growth in earnings per share between 5 and 15 per cent. The employee can, within the Performance Share Plan 2013, save up to 7.5 percent of the gross salary for purchase of Saab shares of series B, whereof only an amount of maximum 5 per cent of the gross salary can be the basis for allocation of matching shares free of consideration in the Share Matching Plan. The Performance Share Plan thus comes with a certain level of risk and is connected to performance. The program covers a maximum of 300,000 shares of series B.

### **Acquisition and transfer of the Company's own shares**

The Annual General Meeting resolved on authorizing the Board to decide on the acquisition of own shares, however only up to a maximum of 10 percent of the total number of shares in the Company, and the transfer of own shares of series B. The purpose of the authorization is to allow the Board an increased scope for action in working with the Company's capital structure or in connection with the financing of the Company's acquisitions as well as to give the Company the possibility to transfer shares to the employees and secure the associated costs under the long-term Share Matching Plans and the Performance Share Plans.

The Annual General Meeting also resolved on the transfer of a maximum of 1,040,000 shares of series B to the employees in accordance with the Share Matching Plan

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2013, and to cover mainly social security payments, as well as the transfer of a maximum of 300,000 shares of series B to employees in accordance with the Performance Share Plan 2013, and to cover mainly social security payments.

The Annual General Meeting also decided that the company shall have the right to, as a result of the Share Matching Plans 2009, 2010, 2011 and 2012, and the Performance Share Plans 2009, 2010, 2011 and 2012, before the next Annual General Meeting, transfer a maximum of 1,200,000 shares of series B on the stock exchange in order to cover certain expenses, mainly social security payments.

*Saab serves the global market with world-leading products, services and solutions ranging from military defence to civil security. Saab has operations and employees on all continents and constantly develops, adopts and improves new technology to meet customers' changing needs.*

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