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## Saab's Annual General Meeting 2015

### Defence and security company Saab's Annual General Meeting was held on 15 April 2015, in Stockholm.

At Saab's website you will find President and CEO Håkan Buskhe's speech as well as the speech of the Chairman of the Board, Marcus Wallenberg. Please follow the following link: <https://saab-agm.creo.se/2015/>.

### 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 the financial year 2014.

### Dividend

The Annual General Meeting decided on a dividend of SEK 4.75 per share to the shareholders and that the record date shall be Friday, April 17, 2015. Payment of the dividend is expected to be made from Euroclear Sweden AB, on Wednesday, April 22, 2015.

### Discharge from liability

The Board of Directors and the President were discharged from liability for the financial year 2014.

### The Board of Directors

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

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

The Shareholders' Meeting decided, in accordance with the Nomination Committee's proposal, that the Board fees shall be SEK 1,400,000 to the Chairman of the Board, SEK 600,000 to the Deputy Chairman, and SEK 550,000 to each of the other Board members elected by the Shareholders' Meeting and not employed by the Company. Compensation for work in the Audit Committee shall be SEK 180,000 to the Chairman, and SEK 120,000 to each of the other Audit Committee members. Compensation for work in the Remuneration Committee shall be SEK 135,000 to the Chairman and SEK 80,000 to each of the other Remuneration Committee members. Fees to the Auditor are to be paid according to approved invoice.

### Auditor

The Annual General Meeting decided to re-elect PricewaterhouseCoopers AB as Auditor until the close of the Annual General Meeting of 2019

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**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.

**Long-term incentive program 2015 and acquisition and transfer of own shares**

The Annual General Meeting decided in accordance with the Board's proposal of a long-term incentive program 2015 ("LTI 2015"), consisting of a Share Matching Plan 2015 and a Performance Share Plan 2015. The conditions for the LTI 2015 correspond to the conditions for the LTI 2014. LTI 2015 comprises a maximum of 1,340,000 shares of series B.

The Share Matching Plan 2015 covers all employees within the Saab Group. The participants can save up to 5 percent of the base salary, for purchase of Saab shares of series B during twelve months. If the purchased shares are retained by the employee for three years and employment within the Saab Group continues, the employee will be granted a corresponding number of shares by Saab free of consideration. The program covers a maximum of 900,000 shares of series B.

The Performance Share Plan 2015 is directed at a maximum of 175 key people, including the President. The participants can save up to 7.5 percent of the base salary for purchase of shares of series B during twelve months. If the purchased shares are retained by the employee for three years and employment within the Saab Group continues, the employee will be entitled to matching of performance shares, free of consideration, provided that the performance targets are met. The program gives the employee the right to 2-7 performance shares for each purchased share, depending on the group belonging. The number of performance shares is linked to the performance targets established by the Board of Directors. The conditions for the performance matching are based on three independent targets: organic sales growth, EBIT margin and free cash flow during the financial year 2016. The performance targets are established by the Board of Directors with a minimum level and a maximum level for each respective performance target. The Performance Share Plan 2015 comprises of a maximum number of 440,000 shares of series B in Saab.

The Annual General Meeting also decided to authorize the Board of Directors to decide on acquisition of own shares of series B in Saab of a maximum of 1,340,000 shares to secure delivery of shares to participants in Saab's incentive program and for subsequent transfers on the stock exchange to cover certain costs associated with LTI 2015, mainly social security costs. The Shareholders' Meeting further decided that no more than 1,340,000 shares of series B may be transferred, free of consideration, to participants in LTI 2015. Transfers of shares of series B in Saab shall be made at the time and on the other terms and conditions that apply to participants in LTI 2015, i.e. normally during the financial year 2019 and in January 2020.

**Acquisition and transfer of own shares**

The Annual General Meeting decided on authorizing the Board to, before the next Annual General Meeting, decide on the acquisition of own shares of series B up to a maximum of 10 percent of the total number of shares in the Company. The purpose of the authorization is to be able to adjust the Company's capital structure and thereby contribute to an increased shareholder

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value as well as to enable a continuous use of acquired shares in connection with potential acquisitions of companies and for the Company's share-related incentive programs.

The Annual General Meeting also decided on authorizing the Board of Directors to, before the next Annual General Meeting, decide on transfer of own shares in connection with acquisition of companies. The purpose of the authorization is to provide the Board of Directors with increased scope for action in connection with financing of acquisitions of companies.

It was further decided that the Company shall have the right to, in consideration of earlier years established incentive programs, before the next Annual General Meeting, over the stock exchange transfer a maximum of 1,200,000 shares of series B in order to cover certain expenses, mainly social security payments.

***For further information, please contact:***

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*Saab serves the global market with world-leading products, services and solutions within military defence and civil security. Saab has operations and employees on all continents around the world. Through innovative, collaborative and pragmatic thinking, Saab develops, adopts and improves new technology to meet customers' changing needs.*

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