

CORPORATE GOVERNANCE REPORT

Introduction

Saab AB is a Swedish public limited liability company listed on NASDAQ OMX Stockholm.

Saab's corporate governance is based on Swedish legislation, primarily the Swedish Companies Act, the Swedish Annual Accounts Act, NASDAQ OMX Stockholm Rules for Issuers – which also includes the Swedish Code of Corporate Governance – and other relevant Swedish and foreign laws and guidelines.

Saab has a Code of Conduct with ethical guidelines in a number of areas for how the employees are expected to act in contacts with customers, business partners and in the society and with each other as colleagues. Saab's Code of Conduct is a part of the governance of Saab. For further information, please refer to page 36 of the Annual Report.

Swedish Code of Corporate Governance

The Saab shares are admitted to trading at NASDAQ OMX Stockholm and Saab must therefore follow good practices in the securities market, which includes an obligation to comply with the Swedish

Code of Corporate Governance ("the Code"). The Code is available at www.bolagsstyrning.se

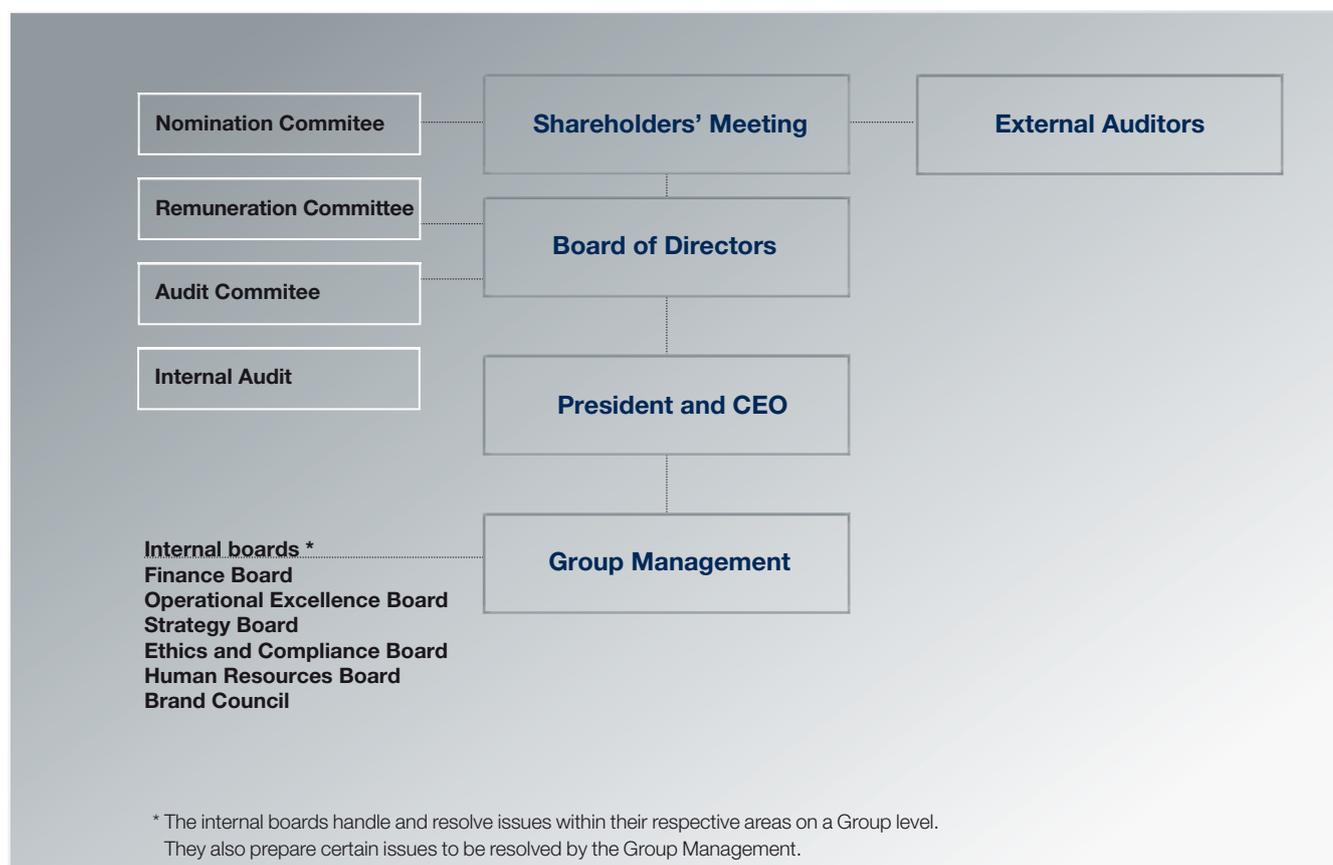
Saab applies the Code and strives to maintain a high standard in its corporate governance. This Corporate Governance Report is in accordance with the Annual Accounts Act and the Code, and describes how Saab applied the Code during the financial year 2012. Moreover, the Annual General Meeting 2012 was planned and carried out in accordance with the Code and the Annual General Meeting in 2013 will also be planned and carried out pursuant to the provisions of the Code. Saab's website has a special area for corporate governance issues, which is updated in accordance with the Code.

The Board annually issues a report on how the internal control of financial reporting is organised, which can be found at the end of this report.

This Corporate Governance Report has been reviewed by the company's auditor pursuant to the Annual Accounts Act, see the Auditor's Report attached to the Corporate Governance Report.

Saab has not deviated from the provisions of the Code during 2012 and hence does not report any deviations from the Code.

Organisation 2012



Shareholders' meeting and number of shares

Pursuant to the Swedish Companies Act, the Shareholders' Meeting is the highest decision-making body within a company. At a Shareholders' Meeting, the shareholders are given the possibility to exercise their voting rights. The Annual General Meeting shall be held within six months after the end of each financial year. At the Annual General Meeting, resolutions are made relating to matters such as the annual report, dividend, election of Board members, Board fees and auditors fees as well as adoption of principles for remuneration of senior executives and, when applicable, election of external auditor and other matters stipulated in the Companies Act. The Annual General Meeting of Saab was held on the 19 April 2012 in Stockholm. 461 shareholders were represented at the meeting, corresponding to approximately 63 per cent of the total voting rights in the company. This year the Annual General Meeting will be held on the 17 April 2013 in Stockholm. For further information please see page 135.

Saab's share capital amounted to SEK 1,746,405,504 on 31 December, 2012 and consisted of 1,907,123 series A shares and 107,243,221 series B shares. Series A shares have ten votes each, while series B shares have one vote each. One series A share may, on demand of the owner, be converted into one series B share. The Saab shares are registered with Euroclear Sweden AB. The quota value per share is SEK 16. The series B shares are listed on NASDAQ OMX Stockholm on the large cap list. The series A shares are not listed. A round lot consists of 100 shares. All series A shares are owned by Investor AB.

Largest shareholders, 31 December 2012

According to SIS Ownership Service	Share of capital, %	Share of votes, % ¹⁾
Investor AB, Sweden	30.0	40.6
Wallenberg Foundations	8.7	7.7
Swedbank Robur Funds, Sweden	5.5	4.9
SHB Funds, Sweden	3.2	2.8
AFA Insurance, Sweden	3.1	2.8
Unionen, Sweden	2.7	2.4
SEB Funds, Sweden	2.3	2.0
Fourth AP Fund, Sweden	1.8	1.6
Nordea Funds	1.5	1.3
Länsförsäkringar Funds, Sweden	1.5	1.3
Total	60.3	67.4

¹⁾ Share of votes, % is calculated based on the number of shares, excluding Treasury shares, at year-end.

At the end of December 2012, Saab held 3,219,515 own shares of series B shares, corresponding to approximately 2.9 per cent of the share capital. For additional information about the ownership structure, see pages 136-139. The Board of Directors has an authorisation from the Shareholders' Meeting to repurchase shares. See page 57 for further information.

Nomination Committee

According to the Nomination Committee process, which was adopted at the Annual General Meeting in 2011 and applies until further notice, Saab shall have a Nomination Committee consisting of one representative of each of the four shareholders or groups of shareholders with the greatest number of votes, along with the Chairman of the Board. The names of the four shareholder representatives and the shareholders they represent shall be announced at least six

months prior to the Annual General Meeting based on known voting rights as per the last business day in August the year before the Annual General Meeting. The nomination committee process includes procedures, where necessary, to replace a member who leaves the committee before its work has been completed.

According to the nomination committee process, the Nomination Committee shall provide proposals regarding the following issues, to be presented to the Annual General Meeting for resolution:

- the Chairman of the Shareholders' Meeting,
- the Board of Directors,
- the Chairman of the Board,
- the remuneration to the members of the Board, allocated between the Chairman and other members of the Board, and remuneration for committee work,
- election of auditors, if applicable, and
- fees to Saab's auditors.

Before the Annual General Meeting of Saab AB on 17 April 2013, it was announced through a press release on 12 October 2012 that, in addition to Chairman of the Board, Marcus Wallenberg, the following shareholder representatives had been appointed to Saab's Nomination Committee (shareholder's name in parentheses): Petra Hedengran (Investor AB), Peter Wallenberg Jr (Knut and Alice Wallenberg Foundation), Jan Andersson (Swedbank Robur Funds) and Anders Algotsson (AFA Insurance). Petra Hedengran is the Chairman of the Nomination Committee.

These persons represent in the aggregate approximately 53 per cent of the votes in Saab based on the ownership structure as of 31 August 2012.

The proposal of the Nomination Committee will be presented not later than in connection with the notice of the Annual General Meeting 2013.

Members of the Nomination Committee for Annual General Meeting 2013

Member	Representing	% of votes 31-08-2012	% of capital 31-08-2012
Petra Hedengran	Investor AB	39.54	30.03
Peter Wallenberg Jr	Knut and Alice Wallenberg Foundation	7.55	8.74
Jan Andersson	Swedbank Robur Funds	4.02	4.66
Anders Algotsson	AFA Insurance	2.38	2.75
Marcus Wallenberg	Chairman of the Board, Saab AB	-	-

The Board of Directors

Composition of the Board

According to Saab's Articles of Association, the Board of Directors shall, in addition to the employee representatives, consist of at least six and not more than twelve members. Members of the Board shall be elected each year by the Shareholders' Meeting. According to a resolution at the Annual General Meeting on April 19, 2012, Saab's Board of Directors shall consist of nine members elected by the Shareholders' Meeting, with no deputies. In addition, the employee organisations appoint three Board members, with an equal number of deputies.

At the Annual General Meeting on 19 April 2012, Håkan Buskhe, Johan Forssell, Sten Jakobsson, Per-Arne Sandström, Cecilia Stegö Chilö, Åke Svensson, Lena Treschow Torell, Marcus Wallenberg and Joakim Westh were re-elected.



Members of the Board, Saab AB.

Marcus Wallenberg was elected Chairman of the Board of Directors. Only Håkan Buskhe, President and CEO of Saab, is employed by the company,

Information on the remuneration to the members of the Board as resolved by the Annual General Meeting 2012 is set forth in the Annual Report, Note 37.

Members of the Board elected by the Shareholders' Meeting

Marcus Wallenberg	Cecilia Stegö Chilò
Håkan Buskhe	Åke Svensson
Johan Forssell	Lena Treschow Torell
Sten Jakobsson	Joakim Westh
Per-Arne Sandström	

Other significant professional commitments, work experience, etc. are set forth in the presentation of the Board of Directors. See pages 131–132.

Employee representatives

Regulars

Stefan Andersson
Catarina Carlqvist
Conny Holm

Deputies

Göran Gustavsson
Jan Kovacs
Nils Lindskog

Independence requirement

The following table sets forth the members of the Board elected by the Shareholders' Meeting who, according to the provisions of the Code, are considered independent in relation to the company and the management, as well as in relation to the company's major shareholders.

Composition and independence of the Board in 2012

Board Member	Elected	Independent of the company/management	Independent of major shareholders
Marcus Wallenberg	1992	Yes	No ¹⁾
Håkan Buskhe	2011	No ²⁾	Yes
Johan Forssell	2010	Yes	No ³⁾
Sten Jakobsson	2008	Yes	Yes
Per-Arne Sandström	2005	Yes	Yes
Cecilia Stegö Chilò	2010	Yes	Yes
Åke Svensson	2003	No ⁴⁾	Yes
Lena Treschow Torell	2005	Yes	No ⁵⁾
Joakim Westh	2010	Yes	Yes

1) Member of Investor AB's Board

2) President and CEO of Saab

3) Employed by Investor AB

4) Former President and CEO of Saab

5) Member of Investor AB's Board

Accordingly, the company fulfils the requirements of the Code that a majority of the Board Members appointed by the Shareholders' Meeting are independent of the company and the management, and that at least two of them are independent of the major shareholders.

Work of the Board

According to the Board's rules of procedure, six ordinary meetings shall normally be held each year, in addition to the statutory meeting. The Board may also meet whenever circumstances demand. During 2012, the Board held one statutory meeting, six ordinary meetings and two extraordinary meetings, totalling nine meetings.

The Board annually adopts rules of procedure and an instruction on the allocation of work between the Board and the President and CEO, as well as an instruction on financial reporting to the Board.

The rules of procedure contain, i.a. provisions on the number of board meetings to be held, a list of matters to be considered at the meetings, reporting from the auditor and special decisions to be taken at the statutory meeting. The rules of procedure and special instruction for the CEO set forth the delegation of responsibilities between the Board and its two committees, the Remuneration Committee and the Audit Committee, as well as between the Board and the CEO. The instruction for the CEO sets out the CEO's duties and authority. The instruction also includes policies on investments, financing and reporting.

During the course of the year, the Board was assisted by the Secretary of the Board of Directors, General Counsel Annika Bärems, who is not a member of the Board.

The Board of Directors' meetings follow a determined and pre-approved agenda. Prior to the meetings the Board Members receive documentation in support of the issues that are on the agenda. At each Board meeting, the CEO presents a Market and Operations Report. Financial reports are prepared monthly and submitted to the Board. The reports are presented at each Board meeting and before the quarterly reports and year-end report. Furthermore, the Board regularly reviews and considers investments, mergers and acquisitions, and divestments. In 2012, the Board of Directors has reviewed and adopted a budget and a business plan. The Board has also dur-

ing the year particularly focused on the company's strategy, follow-up on significant export opportunities and related marketing investments, as well as questions concerning risk exposures.

Committee work represents an important part of the Board's work. After meetings of the Audit and Remuneration Committees, the issues that have been handled are reported to the Board, and resolutions are adopted on issues where the committees have prepared matters for resolution by the Board.

Board of Directors' committee work*Audit Committee*

The Board of Directors has, in accordance with the principles set out in the Swedish Companies Act and the Code, appointed an Audit Committee consisting of three members. The work of the Audit Committee is mainly of a preparatory nature, i.e., it prepares matters for the ultimate resolution by the Board. However, the Audit Committee has certain limited decision-making power. The Audit Committee has e.g. established guidelines for services other than auditing that the company may procure from auditors.

Since the Annual General Meeting in April 2012, the Audit Committee has consisted of the following members: Per-Arne Sandström (Chairman of the Committee), Johan Forssell and Joakim Westh, of whom Per-Arne Sandström and Joakim Westh are independent of the company and the management as well as of the major shareholders. All members of the committee have accounting competence and auditing competence. The General Counsel, Annika Bärems, was Secretary to the Audit Committee during 2012.

The Audit Committee's assignment is set forth in the Board's rules of procedure. Among other things, the Audit Committee shall monitor the company's financial reporting, monitor the efficiency of the company's internal control, internal audit and risk control in respect of the financial reporting, keep itself informed about the audit of the annual

Attendance and Board remuneration, 2012

Name	Audit Committee	Remuneration Committee	Attendance		Fees kSEK			Total kSEK
			Board meetings ¹⁾	Committee meetings ²⁾	Board ³⁾	Audit Committee	Remuneration Committee	
Marcus Wallenberg		X	9	2	1,165		80	1,245
Håkan Buskhe			9					
Johan Forssell	X		9	5	450	100		550
Sten Jakobsson		X	9	1	480		80	560
Per-Arne Sandström	X		9	5	450	150		600
Cecilia Stegö Chilò			9		450			450
Åke Svensson			7		450			450
Lena Treschow Torell		X	9	2	450		135	585
Joakim Westh	X		9	5	450	100		550

1) Of a total of 9 meetings

2) Of a total of 5 meetings for Audit Committee and 2 meetings for Remuneration Committee

3) President and CEO Håkan Buskhe does not receive a fee

report and the group accounts, review and monitor the auditor's neutrality and independence, and assist the Nomination Committee in preparing proposals for the Shareholder Meeting's decision on election of auditors. The company's external auditor is co-opted to the meetings of the Audit Committee. During 2012, the Audit Committee focused particularly on the financial reporting, the budget, Saab's business plan, introduction of quarterly audits as well as questions concerning risk exposures.

The Audit Committee keeps minutes of its meetings, which are promptly distributed to the other members of the Board.

In 2012, the Committee held five meetings.

Remuneration Committee

The Board of Directors has in accordance with principles set out in the Code appointed a Remuneration Committee consisting of three members: Marcus Wallenberg, Sten Jakobsson and Lena Treschow Torell. Lena Treschow Torell is Chairman of the committee. All of the members are independent of the company and the management. The General Counsel, Annika Bärems, was secretary to the committee during 2012.

The Remuneration Committee's assignment is to prepare Board matters concerning principles for remuneration, remunerations and other terms of employment for the Group Management, monitor and evaluate programmes for variable remuneration for the Group Management, both ongoing and those that have ended during the year, and monitor and evaluate the application of the guidelines for remuneration for Group Management that the Annual General Meeting has adopted as well as the current remuneration structures and levels in the company. The Remuneration Committee shall also propose guidelines for remuneration of senior executives to be submitted to the Annual General Meeting following resolution by the Board of Directors. Matters concerning employment terms, compensation and other benefits for the CEO are prepared by the Remuneration Committee and adopted by the Board. It is the Remuneration Committee who is responsible for the interpretation and application of the guidelines of remuneration for senior executives. The Remuneration Committee has no decision-making powers of its own. During the year, the Remuneration Committee was particularly involved in a review of the guidelines of remuneration for senior executives as well as the long term incentive programme for senior executives and strategic key employees.

The Remuneration Committee keeps minutes of its meetings, which are promptly distributed to the other members of the Board. In 2012, the Committee held two meetings.

Evaluation

The Chairman of the Board annually performs an evaluation of the quality of the Board's work and possible improvements in order to develop the forms and efficiency of the Board work. The members fill out a questionnaire on their opinions of how well the Board is functioning. The result is then compared with previous years. The questionnaire consists of five parts covering the breadth of competence represented in the Board, the manner in which its work is performed, the Chairman, the Board's composition and the co-operative atmosphere. The purpose of the evaluation is to understand the Board Members' opinion about the Board's work. The results are then discussed by the Board. No external consultants are involved in the evaluation.

The Nomination Committee is also informed of the results of the evaluation in connection with its analysis, evaluation and appointment of Board members.

The Board continuously evaluates the CEO's work by monitoring business results in relation to established objectives. During 2012 the Board Members have also evaluated the CEO's work by responding to a questionnaire about the CEO within the areas of strategy, performance, organisation, and leadership.

President and CEO

The President and CEO of Saab, Håkan Buskhe, is also a Member of the Board. His significant professional commitments outside the company, work experience, etc. are set forth in the presentation of the Board of Directors and the Group Management, see pages 131 and 133. Håkan Buskhe does not own shares in any company with which Saab has material business ties.

Guidelines for remuneration and other benefits for senior executives

The guidelines for remuneration and other benefits for senior executives can be found in the administration report.

Auditor

On behalf of the shareholders and in accordance with current laws and regulations, the external auditor examines the financial statements, group accounts, annual report and administration and management of the company by the Board of Directors and the CEO and also the Corporate Governance Report. In addition, the Half-Year Report as well as the Q3 interim report have been reviewed by the auditor. The auditor also presents an Auditor's Report to the Annual General Meeting.

The Shareholders' Meeting elects the auditors. The firm that was elected as new auditor by the Annual General Meeting 2011 is the registered accounting firm PricewaterhouseCoopers AB.

PricewaterhouseCoopers AB

- Elected in 2011 for the term 2011–2015
- Auditor in charge is Håkan Malmström
- Other audit assignments: Axel Johnson, Gambro, Karo Bio, NCC and Nordstjernan

PricewaterhouseCoopers AB is a member of PwC's global network with operations in around 150 countries. PwC has competence and experience in areas important to Saab: auditing of large and listed companies, accounting issues, industry experience and experience in international business.

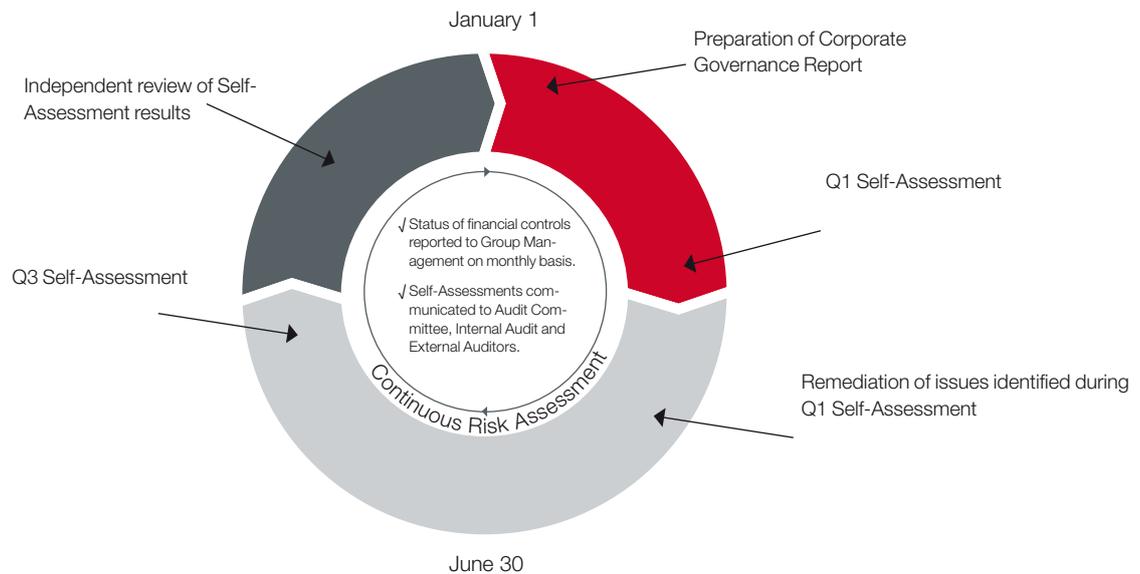
The Audit Committee is responsible for ensuring that the independent position of the auditor is maintained, i.e. by staying informed of ongoing consulting assignments. The Audit Committee has also established guidelines for the services other than auditing that the company may procure from its auditors.

Audit fees

Saab's auditor receives a fee according to approved invoices as resolved by the Annual General Meeting.

PwC has during 2012 carried out services on behalf of the company in addition to their audit assignments, consisting of consultations closely associated with the audit, including accounting and tax issues.

The annual assessment process of internal financial controls



Auditors' fees for the Group, 2011-2012

MSEK	2012	2011
Audit assignments:		
PwC	15	15
Other	2	1
Other assignments:		
PwC	6	7

The Board's report on internal control of financial reporting

Under the provisions of the Swedish Companies Act and the Code, the Board is responsible for internal control. This report on internal control of financial reporting has been prepared pursuant to the provisions of the Swedish Annual Accounts Act.

Financial reporting

The Board documents the manner in which it ensures the quality of the financial reports and how it communicates with the company's auditor.

The Board ensures the quality of financial accounting through its Audit Committee, according to the report submitted above. The Audit Committee considers not only critical accounting questions and the financial reports presented by the company, but also matters of internal control, regulatory compliance, potential material uncertainty in reported values, post-statement events, changes in assessments and evaluations and other circumstances that may affect the quality of the financial statements. The auditor has participated in all meetings with the Audit Committee during 2012.

The entire Board reviews the interim reports before they are published.

The company's auditor attends the Board meeting at which the annual accounts are approved.

The Board has met with the auditor to discuss their review of the company for the financial year 2012. The Board has also met on one occasion with the auditor without the presence of the CEO or any other members of the Group Management.

Internal control over financial reporting

Saab's system of internal control is designed to assist the business in achieving its goals and managing associated risks. Internal control over financial reporting is a part of all internal control processes within Saab, the framework for which is developed by the Committee of Sponsoring Organisations of the Treadway Commission (COSO).

Internal control over financial reporting aims to provide reasonable assurance of the reliability of external financial reporting and to ensure that it is prepared in accordance with legislation, applicable accounting standards and other requirements for listed companies.

Control environment

Delegation of responsibilities is based on the Board's rules of procedure and a directive which sets forth the roles, responsibilities and activities of the Board and the CEO.

Internal control is based on Saab's organisation, where operating responsibilities and powers are delegated to business areas and support units, which are also supported and supervised by Group functions with specific competencies. These Group functions issue Group guidelines that clarify responsibilities and powers and constitute part of the internal control in specific areas such as finance, accounting, investments and tenders.

Risk assessment

Saab's operations are mainly characterised by the development, production and supply of technologically advanced hardware and software for customers around the world. The major part of sales are generated from countries outside of Sweden. As a rule, projects entail considerable sums of money, stretch over long periods of time and involve technological development or refinement of products.

Based on Saab's operations, the material risk areas in financial reporting are project accounting, acquisitions and goodwill, development costs, hedging and other financial transactions, leasing operations, taxes and accounting for pensions. In addition to business risks, the processes are also assessed on the basis of the risk of exposure to any improprieties.

Group Finance continuously coordinates an overall risk assessment of financial reporting. This process involves self-assessments by Group functions and business areas. The current risk assessment is reviewed with Saab's Internal Audit, which adjusts its annual audit plan accordingly. Information on developments in essential risk areas as well as a report on planned and executed activities in these areas are communicated regularly to Saab's Audit Committee. Saab's risk assessment is also communicated regularly to Saab's external auditors.

Information, communication and control activities

Internal control within Saab is based on clearly defined areas of responsibility and authority, issued Group guidelines, processes and controls.

Uniform handling of financial reporting is assured by adopting and issuing Group guidelines approved by the CEO or by function managers appointed by the CEO. All Group directives are updated on an ongoing basis, are clearly communicated and are available on the internal website.

Each business area designs its risk management routines and structure for internal control based on overall routines and Group guidelines.

The most significant risks identified as regards financial reporting are managed through control structures within the business areas and Group functions and are based on Saab's minimum requirements for good internal control in significant processes.

Monitoring and evaluation

All operating units report monthly and quarterly according to a standardised routine.

Quarterly reports are the basis of Saab's external financial reporting. In operating reports, each business area's measures of profitability and financial position are consolidated to measure the Group's total profitability and financial position. Accounting managers and controllers are in regular contact with Group Finance concerning any questions related to finance and accounting.

To assist in evaluating internal control in each business area, Saab uses an annual self-assessment. In addition to the processes that form the basis of financial reporting, these assessments cover operating risks, reputational risks and compliance with laws, regulations and internal rules. This is also reported to the Audit Committee.

The Internal Audit department, part of the internal control structure, is a dedicated resource for independent review of the effectiveness of internal control processes. At the same time, Internal Audit supports locally-applied internal controls and the central controller staff. Together these serve as a resource for monitoring financial reporting routines. Internal Audit's assignments are initiated by the Audit Committee, Group Management and its members, and on its own initiative.

Activities in 2012

During 2012, risk self-assessments were conducted on a regular basis in the Swedish, and Australian operations. One independent evaluation was conducted on one occasion in both countries. Implementation of the self-assessment process was concluded in Saab's operations in Denmark in 2012 and implementation of this process was initiated in Saab's operations in South Africa and in the U.S.

Focus in 2013

In 2013 a minimum of two self-assessments will be performed in all Saab business areas and the countries where the process has been introduced. At least one independent evaluation will be conducted.

The self-assessment process will be finalised in the U.S. and South Africa in 2013. Implementation of this process will also be initiated in Saab's operations in Germany, the Czech Republic and Holland.

At the same time, improvements to existing control systems are continuously being made.

THE BOARD OF DIRECTORS



MARCUS WALLENBERG

Chairman of the Board since 2006. Deputy Chairman of the Board 1993-2006 and Member of the Board since 1992

Member of Saab's Remuneration Committee

Born 1956

Bachelor of Science of Foreign Service

Lieutenant in Royal Swedish Naval Academy

Shares in Saab: 100,000

Other board commitments:

Chairman of SEB, Electrolux AB and LKAB

Board member of AstraZeneca PLC, Stora Enso Oyj, Investor AB, Temasek Holding Ltd and the Knut and Alice Wallenberg Foundation

Former employment and positions:

President and CEO, Investor AB Director, Stora Feldmühle AG, Düsseldorf

Skandinaviska Enskilda Banken, Stockholm and London Citicorp (Hong Kong) Citibank N.A. (New York)



HÅKAN BUSKHE

Member of the Board since April 2011 President and Chief Executive Officer of Saab AB

Born 1963,

M.Sc., Licentiate of Engineering (Transportation & Logistics)

Employed 2010

Shares in Saab: 16,078

Other board commitments:

Board member of Vattenfall AB

Board member of the Association of Swedish Engineering Industries (Teknikföretagen)

Former employment and positions:

President and CEO of E.ON Nordic AB

and E.ON Sverige AB

Executive Vice President of E.ON Sverige AB

Senior Vice President of E.ON Sverige AB

CEO of Schenker North/Board member of Schenker AG, CEO Land Operations CEO Schenker-BTL AB



JOHAN FORSELL

Member of The Board since 2010

Member of Saab's Audit Committee

Managing Director Investor AB, Head of Core Investments

Born 1971

M.Sc. in Finance, Stockholm School

of Economics

Shares in Saab: 7,000

Other board commitments:

Board Member of Atlas Copco

Former employment and positions:

Head of Research Core Investments at Investor AB

Head of Capital Goods and Healthcare Sector at Investor AB

Head of Capital Goods Sector at Investor AB

Analyst Core Holdings at Investor AB



STEN JAKOBSSON

Member of the Board since 2008 and Deputy Chairman since 2010

Born 1949

M.Sc.

Shares in Saab: 3,490

Other board commitments:

Chairman of Power Wind Partners

Board member of LKAB

Board member of Stena Metall AB

Board member of FLSmidth A/S

Board member of Xylem Inc

Former employment and positions:

President and CEO, ABB Sweden

Executive Vice President, Asea Brown Boveri AB, Sweden

Business Area Manager, Business Area Cables

President, ABB Cables AB

President, Asea Cylinda

Production Manager, Asea Low Voltage Division

Asea central staff – Production

Asea trainee



PER-ARNE SANDSTRÖM

Member of the Board since 2005

Chairman of Saab's Audit Committee

Born 1947

Upper secondary engineering school

Shares in Saab: 3,000

Other board commitments:

Board Member of Telia Sonera AB

Former employment and positions:

Deputy CEO and COO of Telefonaktiebolaget L M Ericsson

President and CEO, Ericsson Inc., USA

Vice President and General Manager, GSM business unit, Ericsson Radio Systems AB

Executive Vice President and Managing Director, Cellular Systems, Ericsson Ltd, UK

Vice President and General Manager, GSM Western Europe, Ericsson Radio Systems AB

Vice President and General Manager, Airborne Radar Division, Ericsson Microwave Systems AB

Department Manager, Naval Command and Control Systems, Ericsson Microwave Systems AB

The shares held by Board members include any holdings by closely affiliated persons.

**CECILIA STEGÖ CHILÒ**

Member of the Board since 2010
Adviser to management of corporations and organisations
Born 1959
Studies in political science and economics
Shares in Saab: 600

Other board commitments:

Chairman of Fortum Värme AB
Chairman of Gotlands Bryggeri
Board member of Spendrups Bryggerier. Board member of Linköping University Holding AB
Board Member of the Expo Foundation

Former employment and positions:

Board member of AMF Fonder and Länsförsäkringar Liv,
Managing Director of the foundation Fritt Näringsliv. Head of the think tank Timbro. Cabinet member and Head of the Ministry of Culture
Editorial writer and foreign policy commentator at Svenska Dagbladet
Commentator at Sveriges Radio
Swedish Employer's Confederation Moderate Party.

**ÅKE SVENSSON**

Member of the Board since 2003
Director General of the Association of Swedish Engineering Industries
Born 1952
M.Sc.
Shares in Saab: 9,425

Other board commitments:

Board member of Parker Hannifin Corporation
Board member of the Swedish Export Credit Corporation
Member of IVA's Business Executives Council. Board member of VA (Public & Science). Board member of the Swedish Higher Education Authority
Board member of the Royal Swedish Academy of Engineering Sciences (IVA). Member of the Royal Swedish Academy of War Sciences

Former employment and positions:

President and CEO of Saab AB
General Manager, Business Area Saab Aerospace, Saab AB
General Manager, Business Unit Future Products and Technology, Saab AB. Project Manager for RBS15, Saab Dynamics AB.
Other positions in the Saab Group.

**LENA TRESCHOW TORELL**

Member of the Board since 2005
Chairman of Saab's Remuneration Committee
Professor in Physics
Born 1946
B.Sc. and Ph.D. in Physics
Shares in Saab: 5,400

Other board commitments:

Vice Chairman of ÅF AB
Board member of Investor AB, SKF AB and The Chalmers University of Technology Foundation. Chairman for the Foundation for Strategic Environmental Research (MISTRA).

Former employment and positions:

President and Chairman of the Royal Swedish Academy of Engineering Sciences (IVA). Board member of Getinge AB, Telefonaktiebolaget L M Ericsson, Gambro AB and Micronic Mydata AB. Chairman of European Council of Applied Sciences Technology and Engineering (Euro-CASE)
Director, Joint Research Centre, European Commission (Brussels). Vice President, Chalmers. Professor of Material Physics, Chalmers
Professor of Solid State Physics, Uppsala University

**JOAKIM WESTH**

Member of the Board since 2010
Member of Saab's Audit Committee

Born 1961
M.S.c.
Shares in Saab: 8,000

Other board commitments:

Chairman of EMA Technology AB
Board member of Rörvik Timber AB
Board member of Absolent AB
Board member of Swedish Match AB
Board member of Intrum Justitia AB

Former employment and positions:

Chairman of Absolent AB
Board member of Telelogic AB and VKR Holding AVS
Deputy Board member of Sony Ericsson Mobile Communications AB
Senior Vice President, Group function Strategy & Operational Excellence, Ericsson, and member of the Group Management Team, Ericsson
J Westh Företagsutveckling AB
Group Vice President and member of the Executive Management Group, Assa Abloy AB, Partner McKinsey & Co.Inc

**STEFAN ANDERSSON**

Member of the Board since 2008
President of the Local Salaried Employees' Union Unionen at Saab Dynamics AB, Linköping
Born 1974
B.Sc.
Shares in Saab: 1,567

**CATARINA CARLQVIST**

Member of the Board since 2007
Vice Chairman of the Local Swedish Association of Graduate Engineers, Saab Dynamics AB, Karlskoga
Born 1964
Luleå University of Technology
Shares in Saab: -

**CONNY HOLM**

Member of the Board since 2008 and Deputy Board member 1995 - 2008
President of the Local Trade Union IF Metall at Saab Electronic Defence Systems, Jönköping
Born 1947
Upper secondary engineering education
Shares in Saab: 927

Deputies, Employee Representatives**GÖRAN GUSTAVSSON**

Deputy Board member since 2008
President of the Local Trade Union IF Metall at Saab AB, Linköping
Born 1953
Shares in Saab: 1,115

JAN KOVACS

Deputy Board member since 2008
President of the Local Salaried Employees' Union Unionen at Saab AB, Linköping
Born 1960
Upper secondary technical school
Shares in Saab: 1,309

NILS LINDSKOG

Deputy Board member since 2007
Member of the Local Swedish Association of Graduate Engineers at Saab AB, Göteborg
Born 1955
M.S.E.E. from Chalmers University of Technology
Shares in Saab: 501

Auditor

PRICEWATERHOUSECOOPERS AB
HÅKAN MALMSTRÖM

The shares held by Board members include any holdings by closely affiliated persons.

GROUP MANAGEMENT



HÅKAN BUSKHE

President och Chief Executive Officer (CEO).
Member of the Board of Saab AB since April 2011
Born 1963, M.Sc., Licentiate of Engineering (Transportation and Logistics)
Employed 2010
Shares in Saab: 16,078

Other board commitments:

Board member of Vattenfall AB
Board member of the Association of Swedish Engineering Industries (Teknikföretagen)

Former employment and positions:

President and CEO E.ON Nordic AB och E.ON Sverige AB, Executive Vice President E.ON Sverige AB, Senior Vice President E.ON Sverige AB, CEO Schenker North and member of av Schenker AG:s Executive Management, Production Manager Falcon Brewery



LENA OLVING

Deputy Chief Executive Officer and Chief Operating Officer (COO)
Born 1956, M. Sc., Mechanical Engineering
Employed 2008
Shares in Saab: 6,926



LENNART SINDAHL

Executive Vice President och Head of Business Area Aeronautics
Born 1956, M.Sc.
Employed 1986
Shares in Saab: 5,861



GÖRGEN JOHANSSON

Senior Vice President och Head of Business Area Dynamics
Born 1964, MBA
Employed 2004
Shares in Saab: 1,433



MICHAEL JOHANSSON

Senior Vice President och Head of Business Area Electronic Defence Systems
Born 1960, B.Sc.
Employed 1985
Shares in Saab: 2,354



GUNILLA FRANSSON

Senior Vice President och Head of Business Area Security and Defence Solutions
Born 1960, M.Sc. and PhD (Tec. Lic)
Employed 2008
Shares in Saab: 3,176



LARS-ERIK WIGE

Senior Vice President och Head of Business Area Support and Services
Born 1954
Employed 2001
Shares in Saab: 2,120



MAGNUS ÖRNBERG

Senior Vice President och Chief Financial Officer (CFO)
Born 1965, MBA
Employed 2012
Shares in Saab: 364



LENA ELIASSON

Senior Vice President och Head of Group Human Resources
Born 1967, M.Sc.
Employed 2012
Shares in Saab: 1,361



PETER SANDEHED

Senior Vice President och Head of Group Corporate Investments
Born 1952, MBA
Employed 1981
Shares in Saab: 15,252



ANNIKA BÅREMO

Senior Vice President och Head of Group Legal Affairs, General Counsel, Secretary of the Board of Directors
Born 1964, LLB
Employed 2012
Shares in Saab: 685



DAN JANGBLAD

Senior Vice President och Chief Strategy Officer (CSO), Head of Group Strategy
Born 1958, M.Sc.
Employed 2000
Shares in Saab: 10,095

In 2012, Group Management also included Tomas Samuelsson, Senior Vice President and Head of business area Dynamics, Jonas Hjelm, Executive Vice President and Chief Marketing Officer (CMO), Head of Group Marketing and Business Development, Lars Granlöf, Senior Vice President and Chief Financial Officer, and Mikael Grodzinsky, Senior Vice President and Head of Group Human Resources. Carina Broman, Senior Vice President and Head of Group Communication, was also member of Group Management in 2012 and left her position on 13 February 2013. Peter Sandehed, Senior Vice President and Head of Group Corporate Investments, will leave Group Management on 1 March 2013.

AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE REPORT

To the Annual General Meeting of the shareholders of Saab AB

Corporate identity number 556036-0793

It is the Board of Directors who is responsible for the Corporate Governance Report for 2012 on pages 124–133 and for ensuring that it has been prepared in accordance with the Annual Accounts Act. We have read the Corporate Governance Report and based on his reading and our knowledge of the company and the group are of the opinion that we have a sufficient basis for our statement. This means that our statutory review of the Corporate Governance Report has a

different approach and is of a significantly lesser scope than an audit according to the International Standards on Auditing and accepted auditing standards in Sweden.

In our opinion, a Corporate Governance Report has been prepared and its statutory content is consistent with the Annual Report and the consolidated accounts.

Stockholm, 22 February 2013

PricewaterhouseCoopers AB

Håkan Malmström
Authorised Public Accountant