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## PROPOSAL OF A COMMON SAS-SHARE; SAS AB

Since 1999, SAS Danmark A/S, SAS Norge ASA and SAS Sverige AB (together the "SAS Parent Companies") have through their Chairmen pursued discussions with the three Scandinavian Governments, being owners in SAS, regarding the need to change SAS' legal structure to facilitate the creation of a common SAS share. As a result of these discussions and investigations on the aspects of a common SAS share, SAS intends to submit an offer to the shareholders in the SAS Parent Companies to exchange their shares for an equal number of shares in SAS AB, a newly created holding company for the Scandinavian SAS Group, domiciled in Stockholm, Sweden. The contemplated exchange ratio of 1:1 is based on detailed analysis of differences in historic market values between the SAS Parent Companies and the fundamental value differences between the SAS Parent Companies including differences in current cash assets and differences in expected future tax payments.

The contemplated exchange ratio is supported by opinions submitted by the investment banks UBS Warburg and Morgan Stanley Dean Witter to the Board of Directors of the SAS Parent Companies.

In consideration of the above, the Governments in Denmark, Norway and Sweden have today submitted proposals regarding the creation of a common SAS share. The Danish, Norwegian and Swedish Governments own 50 per cent in each respective SAS Parent Company. The contemplated change in SAS' share structure will not have any effect on the Governments joint ownership of SAS.

The creation of a single SAS share will not affect the operations of SAS as these will continue to be conducted mainly within the SAS consortium. It is the intention to list the common SAS share on the Copenhagen, Oslo and Stockholm Stock Exchanges.

Jan Stenberg, CEO of SAS, comments:

*"It is very positive for SAS and its shareholders that the Governments have submitted proposals that support the creation of a common SAS share. A single SAS share is expected to enhance the SAS share's liquidity and transparency in the capital markets, enhance SAS' possibilities to participate in strategic transactions, improve the possibilities to implement incentive programmes and facilitate a more efficient corporate governance. All together, this will enhance SAS' competitive strengths and future possibilities for expansion."*

The offers to all shareholders in SAS Parent Companies in connection with the creation of a single SAS share are expected to be published by SAS AB on 8 May 2001 in connection with the publication of SAS' results for the first quarter 2001.

ArosMaizels are financial advisers to SAS in connection with the creation of a common SAS share.

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