

# Annual General Meeting of Saab AB

The shareholders in Saab AB (publ) are hereby invited to attend the Annual General Meeting at the Saab plant in Linköping on Monday, 7 April, 2003 at 18.00. There will be a presentation of Saab's business activities in connection with the meeting and a flying display by the Gripen, which is planned to take place at 17.15. Light refreshments will be provided before the meeting begins. Admission from 16.00.

## APPLICATION

Shareholders wishing to attend the Annual General Meeting must notify Saab by telephone (+46 13 18 20 55), by fax (+46 13 18 33 50), by post with separately sent invitation, or via the Internet ([www.saab.se](http://www.saab.se)) no later than 12.00 on Tuesday, 1 April, 2003.

The application form must include the shareholder's name, personal identity number (if applicable), address and telephone number, and also notification of the attendance of any assistants. If the shareholder is represented through a power of attorney, a registration certificate or other authorization document, this should be sent to Saab AB, Corporate Legal Affairs, CJ-MG, SE-581 88 Linköping in good time before the Annual General Meeting. Shareholders should also state whether they require coach transport from Stockholm, Södertälje, Nyköping, Norrköping, Karlskoga, Örebro, Arboga, Göteborg, Jönköping, or Linköping Resecentrum.

The information you provide will be used only for the Annual General Meeting.

## RIGHT TO PARTICIPATE

Only shareholders appearing in the listing from the Shareholders' Register issued by the Securities Register Center, VPC AB, on Friday, 28 March, 2003, are entitled to take part in the Annual General Meeting after submitting an application.

Shareholders who have appointed a bank's trustee department or other administrator to manage their shares must temporarily re-register the shares in their own name in order to be entitled to take part in the meeting after submitting an application. In order to be entered in the Shareholders' Register by Friday, 28 March, 2003, shareholders must request temporary re-registration a sufficient number of working days before this date.

## AGENDA

The Agenda for the Annual General Meeting will be as follows:

1. Election of Chairman for the Meeting
2. Drawing up and approval of the voting list
3. Approval of the Agenda
4. Election of persons to verify the Minutes
5. Motion as to whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditors' report, and of the Consolidated Annual Report and the Consolidated Auditors' Report
7. Address by the President
8. Resolutions on:
  - a. Approval of the parent company's Income Statement and Balance Sheet, and the Consolidated Income Statement and Balance Sheet
  - b. Allocations in respect of profit according to the approved Balance Sheet and record day for dividend
  - c. Discharge from liability for the Members of the Board and the President
9. Stipulation of the number of regular Members and deputy Members of the Board
10. Stipulation of remuneration for the Board and the Auditors
11. Election of regular Members and deputy Members of the Board
12. The Board's proposal for a resolution on a change in the Articles of Association
13. Election of Auditors
14. The Board's proposal for decision to empower the Board to decide on acquisition and transfer of the company's own shares
15. Proposal from The Swedish Shareholders' Association to appoint a Nomination Committee

## DIVIDEND AND RECORD DAY (item 8b)

The Board proposes a dividend of SEK 3.50 per share and that the record day should be Thursday, 10 April, 2003. On this basis, the Securities Register Center is expected to send out the dividend on Tuesday, 15 April, 2003.

## BOARD AND AUDITORS (items 9, 10, 11 and 13)

In regard to the number of Board members, remuneration and election of Board members and auditors, holders of A-shares and B-shares (Investor, BAE SYSTEMS, AMF Pension and Tredje AP-fonden), who together represent over 75 % of the total number of votes in the company, have notified that they intend to vote in favor of the following proposals at the Annual General Meeting:

- Nine members of the Board and no deputies.
- Remuneration to the Board of SEK 1,800,000 to be distributed by the Board internally. Additional remuneration of SEK 150,000 for Committee work to be distributed by the Board internally. Remuneration to the auditors as debited.

- Re-election of Board members Anders Scharp, Erik Belfrage, Stephen Henwood, Peter Nygårds, George Rose, Björn Svedberg, Marcus Wallenberg and Alison Wood. New election of Åke Svensson. Åke Svensson is the Head of Saab Aerospace and appointed new President of Saab. Bengt Halse has declined re-election.

- New election of the registered accounting firm, Ernst & Young, as auditor for a period of four years. The term for auditor Gunnar Widhagen and deputy auditor Björn Fernström expires. Auditor Gunnar Widhagen has declined re-election.

At the Annual General Meeting in 2001, auditor Caj Nackstad and deputy auditor Bo Ribers were re-elected for a period of four years.

## ARTICLES OF ASSOCIATION (item 12)

The Board's proposal for a change in the Articles of Association is a consequence of the proposal to elect a registered accounting firm as auditor. Paragraph regarding number of votes is deleted due to a change in the Companies' Act.

### Current edition

§ 9 At an Annual General Meeting, two Auditors and two Deputy Auditors shall be appointed to examine the Company's Annual Report and accounts, as well as the administration of the Company's affairs by the Board of Directors and the Managing Director.

### New edition

§ 9 At an Annual General Meeting, one or two auditors with or without deputy auditors shall be appointed to examine the Company's Annual Report and accounts, as well as the administration of the Company's affairs by the Board of Directors and the Managing Director. Either one or two registered accounting firms may be appointed as auditor.

### Current edition

§ 14 At a General Meeting, every shareholder entitled to vote may vote for the full number of shares owned by him or her without any limitation on the number of votes.

*This rule is now a basic rule in the Companies' Act and need not be included.*

## ACQUISITION AND TRANSFER OF THE COMPANY'S OWN SHARES (item 14)

The Board proposes that the Board for the period until the next Annual General Meeting be empowered to make decisions both on the acquisition of the company's own shares of share class B on the Stock Exchange and on acquisitions in accordance with purchase offer, and on the transfer of shares on the Stock Exchange or in other way than on the Stock Exchange bestowing the right to decide on deviations from shareholders' preferential rights and that payment be possible in other than monetary form. Repurchase shall be permitted whereby the company's own holding amounts to at most one tenth of all shares in the company. The purpose of the proposed repurchase facility is to allow the Board increased scope for action in working with the company's capital structure or the financing of company acquisitions. The complete proposals of the Board will be available from Saab AB on Monday, 31 March, 2003.

## NOMINATION COMMITTEE (item 15)

The Swedish Shareholders' Association has proposed appointment of a Nomination Committee at the Annual General Meeting. The committee would consist of independent members of the company and represent company shareholders at the Annual General Meeting. One representative from the minor shareholders is proposed to be a member of the committee.

A number of major shareholders, representing in total just over 75 % of the votes for all the shares in the company, have notified that they intend to call for the rejection of such a proposal and recommend instead that the Annual General Meeting resolve that the nomination process take place so that, during the last quarter of the year, the four largest shareholders appoint their respective representatives who, under the guidance of the Chairman of the Board, would jointly work out a proposal for members of the Board, to be presented at the Annual General Meeting for decision. The proposal includes the publication of the names of the four representatives immediately after their appointment.

Linköping, March 2003  
THE BOARD OF DIRECTORS



# SAAB