

5 May 2010

Bulletin from Scania AB's 2010 Annual General Meeting and statutory meeting of the Board of Directors on 5 May 2011

Dividend

The Annual General Meeting (AGM) approved a dividend of SEK 5.00 per share and set Tuesday, 10 May 2010 as the record date. The dividend is expected to be sent on Friday, 13 May 2010.

The Board of Directors and the committees

The AGM discharged the members of the Board of Directors and the President and CEO from liability for the financial year 2010.

The AGM decided that the Board of Directors shall consist of ten members without deputies. Board members Helmut Aurenz, Börje Ekholm, Francisco Javier Garcia Sanz, Jochem Heizmann, Gunnar Larsson, Hans Dieter Pötsch, Åsa Thunman, Peter Wallenberg Jr, Martin Winterkorn and Leif Östling were re-elected.

The AGM re-elected Martin Winterkorn as Chairman of the Board and Jochem Heizmann as the Vice Chairman of the Board.

At the statutory meeting of the Board in connection to the AGM, members of the Board's two committees were also appointed. To the Audit Committee, Börje Ekholm was re-elected as Chairman, and Hans Dieter Pötsch and Gunnar Larsson were re-elected as the other members. To the Remuneration Committee, Martin Winterkorn was re-elected as Chairman and Francisco J. Garcia Sanz and Gunnar Larsson as the other members.

Compensation and remuneration

The AGM approved the Board's proposals on principles for remuneration and other employment conditions for Scania Group executive officers as well as on terms and principles for a two-part incentive programme for 2011 covering a maximum of 150 executive officers of the company.

The AGM approved remuneration to the Board of Directors for 2011 totalling SEK 2,500,000, with SEK 500,000 to be paid to each of the Board members who are not employees of Volkswagen AG or Scania.

No remuneration will be payable to Board members employed by Volkswagen AG. According to the internal rules of Volkswagen AG, employees shall not receive remuneration for serving on the Boards of Directors of subsidiaries.

For the work performed in the Audit Committee, the AGM approved remuneration of SEK 200,000 to the Chairman of the committee – provided the Chairman is not an employee of Volkswagen AB or Scania – and SEK 100,000 to each of the other members of the committee who are not employees of Volkswagen AG or Scania. For the work performed in the Remuneration Committee, the AGM approved remuneration of SEK 50,000 to each of the committee's members who are not employees of Volkswagen AG.

Auditor

The authorised public accounting firm Ernst & Young was re-elected as the auditor of the company until the end of the AGM in 2015. Lars Träff is the author in charge for the company at Ernst & Young.

Nomination Committee

The AGM approved the resolution that was presented concerning the Nomination Committee. The company shall have a Nomination Committee consisting of the Vice Chairman of the Board and three to four additional members. Each of the four largest known shareholders in voting power is entitled to appoint one representative on the Nomination Committee. If the four largest shareholders appoint fewer than three members, the shareholders that are next largest in voting power are each entitled to appoint one member until the Nomination Committee consists of the Vice Chairman of the Board and three additional members. The term of office of the Nomination Committee shall run until a new Nomination Committee has been appointed.

Amendment of the Articles of Association

The AGM approved the amendment of the wording of the Articles of Association, § 8 and § 13, to read as follows:

§ 8

Two Auditors and two Deputy Auditors or a registered auditing company shall be appointed at the Annual General Meeting, for the period up to the end of the Annual General Meeting held during the fourth financial year after the election of Auditors, to carry out the company's audit. If the same Auditor or auditing company is to be reappointed after the term has come to an end, the general meeting may decide that the appointment shall be valid up to the close of the Annual General Meeting held during the third financial year after the election of the Auditor.

The Board of Directors is entitled to appoint one or more special auditors or a registered auditing company to examine any reports or plans prepared by the Board in accordance with the Swedish Companies Act in conjunction with any new issue of shares, warrants or convertible bonds that includes stipulations regarding contribution in kind or that subscription shall take place by virtue of a right of set-off or under other terms and conditions, a transfer of the company's own shares in return for non-cash consideration, a reduction in the share capital or the statutory reserve, a merger or a division of a limited company.

§ 13

Notice convening the Annual General Meeting, or an Extraordinary General Meeting where a change in the Articles of Association is on the agenda, shall be issued no earlier than six weeks and no later than four weeks prior to the Meeting. Notice convening other Extraordinary General Meetings shall be issued no earlier than six weeks and no later than three weeks prior to the Meeting.

Notice convening a General Meeting shall be in the form of an announcement in the Swedish official gazette Post- och Inrikes Tidningar and on the company's website. It shall be announced in the Swedish national-circulation newspapers Dagens Nyheter and Svenska Dagbladet that notice convening the General Meeting has been issued. Shareholders who wish to attend a General Meeting must be included in a print-out of the shareholder list reflecting conditions five weekdays prior to the General Meeting, and must also register with the company no later than 16:00 CET on the date stated in the notice convening the Meeting. Such a day may not be a Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not be earlier than five weekdays prior to the Meeting.

Shareholders may bring one or two assistants to a General Meeting, although only if the shareholder has given prior notice thereof to the company as stipulated in the preceding section.

Södertälje, 5 May 2011

Scania AB

Scania is one of the world's leading manufacturers of trucks and buses for heavy transport applications, and of industrial and marine engines. Service-related products is a growing proportion of the company's operations, assuring Scania customers of cost-effective transport solutions and maximum uptime. Scania also provides financial services. Employing some 35,500 people, Scania operates in about 100 countries. Research and development activities are concentrated in Sweden, while production takes place in Europe and South America, with facilities for global interchange of both components and complete vehicles. In 2010, net sales totalled SEK 78 billion and net income amounted to SEK 9.1 billion.

Scania press releases are available on www.scania.com

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