



## Annual General Meeting of SAS AB on March 17, 2021

### ***The Nomination Committee's proposals regarding General Meeting Chairman, Board, Auditor, Remuneration, Nomination Committee, etc. (items 2, 10 a-c, 11, 12 and 13)***

The Nomination Committee, which consists of the Chairman of the Board Carsten Dilling and the shareholder representatives Åsa Mitsell, Ministry of Enterprise and Innovation, for the Swedish government (Chairman); Adrian Lübbert, Ministry of Finance, for the Danish government; Jacob Wallenberg, for the Knut and Alice Wallenberg Foundation and Gerald Engström, representing himself and Färna Invest AB, makes the following proposals:

#### Election of Chairman for the General Meeting Attorney-at-law Eva Hägg.

Resolution on the number of Board members  
The number of Board members elected by the Annual General Meeting for the period until the close of the next Annual General Meeting shall consist of eight Board members, with no deputies.

Resolution on remuneration to Board members  
It is proposed that the fees for the period until the end of the next Annual General Meeting shall remain unaltered and amount to SEK 630,000 for the Chairman of the Board and, if any, SEK 420,000 for the First Vice Chairman and the Second Vice Chairman respectively, and SEK 320,000 for each of the other Board members elected by the Annual General Meeting and ordinary employee representatives.

It is also proposed that each deputy for ordinary employee representatives receive an attendance fee of SEK 5000 for each Board meeting they attend.

In addition to these remunerations, it is proposed that remuneration shall be paid for work on the Board Remuneration Committee in the unaltered amount of SEK 80,000 for the Remuneration Committee Chairman and SEK 27,000 each for the Remuneration Committee's other members, as well as for work on the Board's Audit Committee, in the amount of SEK 100,000 for the Audit Committee Chairman and SEK 50,000 for each of the Audit Committee's other members.

#### Resolution on remuneration to the Company's auditor

The fees for the Company's auditor are proposed to be paid in accordance with approved invoice.

#### Election of Board members and Chairman of the Board

It is proposed to re-elect the current five Board members Carsten Dilling, Monica Caneman, Lars-Johan Jarnheimer, Kay Kratky, and Oscar Stege Unger, and elect Nina Bjornstad, Henriette Hallberg Thygesen and Michael Friisdahl as Board members for the period until the close of next Annual General Meeting.

Dag Mejdell, Liv Fiksdahl and Sanna Suvanto-Harsaae has declined re-election.

Furthermore, it is proposed that Carsten Dilling is re-elected as Chairman of the Board for the period until the close of next Annual General Meeting.

Nina Bjornstad, born 1977, educated at Washington University and Colorado University, is Managing Partner for Iconical and has previously worked for Google and Microsoft.

Henriette Hallberg Thygesen, born 1971, educated at Copenhagen Business School, London Business School and Columbia University, New York, is Executive Vice President and Chief Executive Officer Fleet & Strategic Brands at A.P. Møller - Mærsk A/S where she has worked since 1994.

Michael Friisdahl, born 1962, is President and Chief Executive Officer of Maple Leaf Sports & Entertainment (MLSE), Canada, and has previously served as President and Chief Executive Officer of Air Canada Leisure Group and held several leading positions at Thomas Cook North America and The Holiday Network.

#### Election of Auditor

It is proposed to re-elect KPMG AB as auditor for the period until the close of next Annual General Meeting, in accordance with the Audit Committee's recommendation.

#### Resolution on the Nomination Committee

It is proposed that the Annual General Meeting resolve that a Nomination Committee be elected that is tasked in accordance with the proposal for Instruction for the Nomination Committee.

The Nomination Committee shall comprise five members.

The Nomination Committee shall comprise the Chairman of the Board and the following shareholder representatives: Åsa Mitsell, Ministry of Enterprise and Innovation, for the Swedish government; Adrian Lübbert, Ministry of Finance, for the Danish government; Jacob Wallenberg, for the Knut and Alice Wallenberg Foundation, and Gerald Engström, representing himself and Färna Invest AB.

It is furthermore proposed that the Annual General Meeting adopts instructions for the Nomination Committee, including provisions regarding election of Chairman of the Nomination Committee, replacement of members during their terms of office and replacement of shareholder representative owing to a substantial reduction in shareholding, and other provisions concerning the Nomination Committee's composition and work to apply for the Nomination Committee appointed by the Annual General Meeting and for its mission until the end of the next Annual General Meeting. The instruction is consistent with the current instruction.