

# Annual General Shareholders' Meeting of SAS AB, March 20, 2012

*The Nomination Committee's statement in accordance with rule 2.6 in the Swedish Code of Corporate Governance (the Code)*

The Nomination Committee's explanatory statement, provided in accordance with item 2.6 of the Swedish Corporate Governance Code (the Code)

Today, SAS AB faces significantly altered business conditions including increased competition and challenging macroeconomic conditions moving forward. Accordingly, during the autumn, the company made decisions including a decision to implement additional sweeping strategic changes in the company. The changes are aimed at strengthening the company's financial position in the short term as well as making the company competitive in the long term. The strategic plan presented by the company includes areas that pertain to the company's cost structure, the efficiency of the balance sheet and revenue driving measures among other items.

During the course of its work, the Nomination Committee has received information that certain Board members have declined re-election.

In view of the above, the Nomination Committee has borne the following considerations in mind ahead of proposing a Board.

The Nomination Committee deems a balance between continuity and renewal as desirable. Furthermore, the Nomination Committee is of the opinion that additional experience of change management from a senior position, long and extensive experience of commercial focus on customer and consumer issues, as well as experience of working with the strategic development of business models, comprise key skills moving forward. In addition, the Nomination Committee has emphasized the importance of qualified experience of board work and competence pertaining to the integration of commercial development and sustainability issues.

The Nomination Committee has found that the proposed Board composition is appropriate with regard to the company's position. The Nomination Committee also finds that the Code's requirements for diversity, breadth and equal gender distribution are deemed to have been fulfilled in a relevant manner.

The Nomination Committee therefore proposes re-election of Fritz H. Schur, Monica Caneman, Dag Mejdell and Jacob Wallenberg. The Nomination Committee proposes for new election Lars-Johan Jarnheimer, Birger Magnus and Sanna Suvanto-Harsaee. Re-election is also proposed of Fritz H. Schur as Chairman of the Board.

As stated above, Jens Erik Christensen, Gry Mølleskog and Timo Peltola have informed the Nomination Committee of their intent to decline re-election.

All current Board members elected by the shareholders' meeting and proposed Board members are regarded by the Nomination Committee as being independent of the company and company management. The Nomination Committee regards all existing and proposed Board members as independent in relation to major shareholders with the exception of Dag Mejdell owing to his position as President and CEO of Posten Norge AS, which is wholly owned by the Norwegian government.



## **Chairman Fritz H. Schur, born 1951**

Chairman of the Board of SAS AB since April 2008. Member of the Board of SAS AB since 2001. *Directorships:* Chairman of the companies in the Fritz Schur Group. Chairman of PostNord AB, DONG Energy A/S, F. Uhrenholt Holding A/S, Relationscore ApS and C.P. Dyvig & Co. A/S. Vice Chairman of the Board of Brd. Klee A/S. Board member of WEPA Industrieholding SE. *Education:* B. Sc. Economics and Business Administration. *Earlier directorships/positions:* Chairman of Det Danske Klasselotteri A/S, SN Holding A/S, CVI A/S and Post Danmark A/S. Vice Chairman of Interbank A/S and Board member of De Post NV/La Poste SA, Belgium, and others. *Shareholding:* 40,000.



## **Vice Chairman Jacob Wallenberg, born 1956**

Vice Chairman of the Board of SAS AB since 2001. *Directorships:* Chairman of Investor AB. Vice Chairman of Ericsson AB and SEB and Board member of ABB Ltd, The Coca-Cola Company, the Knut and Alice Wallenberg Foundation and the Stockholm School of Economics. *Education:* B.Sc. Economics and MBA Wharton School, University of Pennsylvania. *Earlier directorships/positions:* Vice Chairman of Stockholms Handelskammare Service AB, Electrolux AB and Atlas Copco, as well as Board member of the Confederation of Swedish Enterprise and the Nobel Foundation. *Shareholding:* 10,000.



## **Second Vice Chairman Dag Mejdell, born 1957**

Second Vice Chairman of the Board of SAS AB since 2008. President and CEO of Posten Norge AS. *Directorships:* Chairman of Arbeidsgiverforeningen Spekter and International Post Corporation. Vice Chairman of the Board of EVRY ASA and Board member of Norsk Hydro ASA and IK investment. *Education:* MBA, Norwegian School of Economics and Business Administration. *Earlier directorships/positions:* President and CEO of Dyno Nobel ASA. Chairman of Svenska Handelsbanken, Region Norway. Board member of DYWIDAG System International GmbH. *Shareholding:* 4,214.



## **Monica Caneman, born 1954**

Member of the Board of SAS AB since 2010. *Directorships:* Chairman of the Fourth Swedish Pension Fund, Arion bank hf and Big Bag AB. Board member of Storebrand ASA, Poolia AB, My Safety AB, Intermail A/S, SOS Children's Villages and Schibsted Sverige AB. *Education:* MBA, Stockholm School of Economics. *Earlier directorships/positions:* Board member of EDT AS, Allenex AB, Frösunda LSS AB and Interverbum AB. Board member of Schibsted ASA, Resco AB, Nocom AB, Akademikliniken AB, Nya Livförsäkrings AB, SEB Trygg Liv, XponCard Group AB, Lindorff Group AB, Citymail Group AB, EDB Business Partner ASA, Nordisk Energiförvaltning ASA and Svenska Dagbladet AB. *Shareholding:* 4,000.



**Sanna Suvanto-Harsaae, born 1966**

Proposed board member of SAS AB 2013.

*Directorships:* Chairman of Babysam AS, Sunset Boulevard AS, Health & Fitness Nordic AB, Best Friend AB. Board member of Paulig Oy, Clas Ohlson AB, Upplands Motor AB, CCS Healthcare AB.

*Education:* Bachelor of Science (Business Administration), University of Lund. *Earlier directorships/positions:* Leading positions within Reckitt Benckiser Scandinavia AS, Synoptik, Procter & Gamble. Chairman of BTX AS. Board member of Symrise AG, Duni AB, Jetpak AB, Candyking AB. *Shareholding:* 0.



**Lars-Johan Jarnheimer, born 1960**

Proposed board member of SAS AB 2013.

*Directorships:* Chairman of CDON Group, Eniro AB, Arvid Nordqvist HAB. Board member of Ingka Holding B.V, Egmont International Holding AS, Energibolaget i Sverige AB. *Education:* Bachelor of Science in Business Administration and Economics, University of Lund and Växjö. *Earlier directorships/positions:* President and CEO of Tele2. Chairman of BRIS. Board member of MTG Modern Times Group AB, Millicom International Cellular S.A, Invik, Apoteket AB. *Shareholding:* 0.



**Birger Magnus, born 1955**

Proposed board member of SAS AB 2013.

*Directorships:* Chairman of Storebrand ASA, Hafslund ASA, Bmenu AS. Board member of Wevideo Inc, Kristian Gerhard Jebsen Group, Aschehoug AS, Aktiv mot Kreft, Harvard Business School Publishing. *Education:* MBA, INSEAD and M.Sc., University of Science and Technology. *Earlier directorships/positions:* EVP and Deputy CEO Schibsted ASA, partner McKinsey & Co. Chairman of Statoil Fuel & Retail ASA. Board member of Nera ASA. *Shareholding:* 0.