

**Proposal by the Board of Directors of SAS AB for a resolution on a reverse split and a corresponding amendment of the Articles of Association**

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The Board of Directors of SAS AB (the “**Board**”) proposes that the Annual General Meeting resolves on a reverse split of shares, meaning that a certain number of shares are consolidated into one share. As a result of the new ordinary share issue resolved upon by the Board on 8 and 26 February 2010, subject to the approval by the Annual General Meeting, the number of shares in the Company may increase significantly. The reason for the reverse split is to obtain a more appropriate number of shares in the company following the new ordinary share issue.

For those shareholders who on the record date do not hold a number of shares corresponding to a whole number of new ordinary shares (after completion of the reverse split), title to the excess shares shall pass from such shareholder to the company on the record date for the reverse split. The excess shares will thereafter be sold by a securities institution designated by the company, and the proceeds of the sale will be distributed among those shareholders being entitled thereto.

The number of ordinary shares that will be consolidated into one share and the corresponding amendment of Article 5, first paragraph, of the Company’s Articles of Association (i.e. regarding the limits of number of shares that may be issued), shall be determined in connection with the resolution on the final terms of the new ordinary share issue, i.e. 6 April 2010.

The resolution for the reverse split shall be registered by the Swedish Companies Registration Office and it is proposed that the Board being authorized to determine the record date for the reverse split, which may not take place before the resolution on the reverse split being registered, and not later than 30 June 2010. More information about the procedures for the reverse split will be announced when the record date has been determined by the Board.

The Board, or whomever the Board may appoint, shall be authorized to make such minor adjustments of this resolution as may prove necessary in connection with the registration with the Swedish Companies Registration Office, and with Euroclear Sweden AB, Verdipapirscentralen ASA and Værdipapircentralen A/S.

The Board finally proposes that the Annual General Meeting’s resolution on a reverse split and corresponding amendment of the Articles of Association shall be adopted as one resolution and that the resolution being conditional on that the Annual General Meeting approves the Board’s resolution on a new ordinary share issue. Such resolution requires the support of shareholders representing not less than two thirds (2/3) of the votes cast as well as the shares represented at the Annual General Meeting.

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Stockholm in February 2010

SAS AB (publ)

*The Board of Directors*