



## Notice convening the Extraordinary General Meeting of SAS AB

Shareholders in SAS AB (publ) (hereinafter “SAS” or the “Company”) are hereby invited to attend the Extraordinary General Meeting on **Wednesday 11 September 2024**. The Extraordinary General Meeting will be held at 3:00 p.m. CEST at the Company’s Head Office, Frösundaviks allé 1, Solna, Sweden.

### Right to attend and notice of participation

Shareholders who wish to attend the Extraordinary General Meeting must be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB on Tuesday 3 September 2024, and must give notice of participation to the Company no later than **Thursday 5 September 2024**, preferably before 4:00 p.m. CEST, through the Company’s website [www.sasgroup.net](http://www.sasgroup.net) (under “About SAS/Corporate Governance”) or by telephone to +46709975185 on weekdays between 9:00 a.m. and 4:00 p.m. CEST. Notification may also be made by regular mail to the following address: SAS AB (publ), Attn: SAS Legal department, Kristin Ljungdahl, SE-195 87 Stockholm, Sweden. The notification shall set forth the name, personal/corporate identity number, address, telephone number, email address and, as applicable, the number of assistants (no more than two) and shall be sent so that it is received by the Company no later than Thursday 5 September 2024.

Shareholders represented by proxy must issue a dated written proxy for their representative. Proxy forms are available at [www.sasgroup.net](http://www.sasgroup.net) (under “About SAS/Corporate Governance”). A proxy is valid one year from its issue date or such longer time period as set out in the proxy, however, not more than five years. If the proxy is issued on behalf of a legal entity, a registration certificate or corresponding authorizing documentation shall be appended to the form. In order to facilitate registration at the meeting, the proxy as well as the registration certificate and other authorizing documentation should be sent to one of the addresses provided in this notice in connection with the notice of participation.

Please note that by the record date for the share register prepared by Euroclear Sweden AB on Tuesday 3 September 2024, it is expected that the changes to the Company’s capital structure resolved as part of SAS’ plan of reorganisation will have been registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and Euroclear Sweden AB, which means that all existing common shares will have been redeemed and new shares will have been issued to the Company’s investors and creditors.

### Shares registered in the name of a nominee

To be entitled to participate in the Extraordinary General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Tuesday 3 September 2024. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee’s routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Thursday 5 September 2024 will be taken into account in the presentation of the share register.

### Proposed agenda

1. Meeting is called to order.
2. Election of a Chairperson for the General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Resolutions on
  - a. the number of Board members, and
  - b. remuneration for the Board.
8. Dismissal of existing Board members, and election of new Board members, and new Chairman of the Board.
9. Meeting is adjourned.

### Proposals for resolutions

#### **The Board's proposal for election of a Chairperson for the General Meeting (item 2)**

The Board proposes the General Counsel of the Company, Anna Almén, as Chairperson for the General Meeting.

#### **The Board's proposal on preparation and approval of the voting list (item 3)**

The Board proposes that the voting list to be approved is the voting list prepared by the Company based on the Extraordinary General Meeting's share register prepared by Euroclear Sweden, taking into account the shareholders having given notice of participation and being present at the meeting venue.

#### **Resolution on the number of Board members (item 7.a)**

Major shareholders propose that the number of Board members shall be seven, with no deputies.

#### **Resolution on remuneration for the Board (item 7.b)**

Proposals are expected to be made at the General Meeting.

#### **Dismissal of existing Board members, and election of new Board members, and new Chairman of the Board (item 8)**

Major shareholders propose that the existing Board members Carsten Dilling (Chairman of the Board), Lars-Johan Jarnheimer, Nina Bjornstad, Michael Friisdahl, Henriette Hallberg Thygesen, Kay Kratky and Oscar Stege Unger be dismissed.

It is further proposed to elect Alexandre Boissy, Anders Boyer-Søgaard, Henriette Fenger Ellekrog, Joe McConnell, Jude Bricker, Kåre Schultz, and Peter Stensgaard Mørch as Board members, and to elect Kåre Schultz as Chairman of the Board.

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If a shareholder so requests, and if the Board determines it can be made without significant harm to the Company, at the Extraordinary General Meeting, the Board and the CEO shall provide information on circumstances that may affect the assessment of an agenda item.

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The notice will be held available at the Company's website [www.sasgroup.net](http://www.sasgroup.net) (under "About SAS/Corporate Governance").

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Stockholm in August 2024

SAS AB

***The Board of Directors***