

The Nomination Committee's proposal and reasons for the composition of the Board of Directors, Chairman of the Board and Vice Chairman

The Nomination Committee (now consisting of Gudrun Letzel, representing Volkswagen and Thomas Kremer, representing MAN) proposes that all current board members except Staffan Bohman and Peggy Bruzelius be re-elected by the 2010 AGM. Staffan Bohman and Peggy Bruzelius have declined re-election. The Nomination Committee also proposes that Prof. Dr. Jochem Heizmann and Åsa Thunman be elected new board members. The Nomination Committee proposes that Martin Winterkorn be re-elected as chairman of the Board and that Jochem Heizmann be elected Deputy Chairman of the Board.

For information on current board members, please see the company's Annual Report for 2009 or its website, www.scania.com.

Jochem Heizmann was born in 1952 in Speyer, Germany. He holds a degree in industrial engineering from Karlsruhe University, where he was also granted a doctorate in 1980. In 2004 Jochem Heizmann was made guest professor of Tongji University in Shanghai and in 2006 he was named an honorary professor of the engineering faculty at Chemnitz Technical University. Since 1982 Jochem Heizmann has held various managerial positions in the car manufacturing industry. Currently he is member of the Board of Management of Volkswagen AG with responsibility for "Group Production" and he is also the member of the Board of Management of Volkswagen AG responsible for projects in Russia and India as well as for the development of the Volkswagen Group's new factories in the USA and China. He is also a member of the Supervisory Board of Lufthansa Technik AG. Jochem Heizmann does not hold any shares in Scania. Jochem Heizmann is, according to the criteria set out in the Swedish Code of Corporate Governance, independent from Scania but not from its larger shareholders since he is a member of the Board of Management of Volkswagen.

Åsa Thunman was born in 1969 in Trångsund, Sweden. She holds a law degree (Jur. Kand.) from Uppsala University, a Master of Law from University of Amsterdam and has also undertaken management training at Forum Novare and London Business School. Since 2009 Åsa Thunman is senior legal counsel of Securitas AB (publ). Before that she served as general counsel at the listed company Elekta AB (publ). In that position she has among other things served as secretary to the Board of Elekta AB, secretary to the Nomination Committee and secretary to the Audit Committee in Elekta AB. She has also held the position of Managing director of Elekta Instrument AB and Executive Vice President Corporate Office of Elekta AB. Åsa Thunman is, according to the criteria set out in the Swedish Code of Corporate Governance, independent from Scania and its larger shareholders. She does not hold any shares in Scania.

Scania has a well functioning Board of Directors, whose size and composition ensures the company's ability to manage its affairs efficiently and with integrity. Scania has a strong management team and Scania was able to make a good performance in 2009 despite of the difficult circumstances. The Nomination Committee therefore proposes no other changes to the Board than the election of Jochem Heizmann and Åsa Thunman, as a consequence of the resignations of Staffan Bohman and Peggy Bruzelius. With the election of Jochem Heizmann and Åsa Thunman, the Board of Directors would uphold its current high competence and experience and the Board would also further strengthen its vehicle knowledge.

The proposed composition of the Board of Directors meets the independence requirements stipulated by the Swedish Code of Corporate Governance.
