

## **Motivation statement regarding nominations to the Board of Directors of Peab AB to the AGM on 10 May 2017, including a report on the work of the Nominating Committee**

### **Nominating Committee**

The Peab AGM on 10 Maj 2016 appointed a Nominating Committee consisting of Ulf Liljedahl (chairman), Göran Grosskopf, Mats Rasmussen and Malte Åkerström.

### **Statement and report**

The Nominating Committee is tasked with providing proposals to the Peab AGM 2017 regarding:

- Election of chairman of the AGM
- Election of chairman, vice chairman and other Board members
- Remuneration to the Board and compensation for committee work on the Board
- Election and fees to the accountant

During the period from the 2016 AGM to the 2017 AGM the Nominating Committee has held three meetings. The Nominating Committee proposals are presented in the notice to attend the AGM 2017.

Work on the Nominating Committee is not recompensed.

Shareholders have been given the opportunity to present nominations to the Nominating Committee. It has not received any such nominations.

While considering its proposal for nominations to the Board the Nominating Committee has had access to the evaluation of the Board which shows that the current Board and board work function well.

The Nominating Committee has applied the rule in point 4.1 of the Swedish Code of Corporate Governance about having a policy of diversity when preparing its Board proposal. According to the proposal 37.5 % of the Board members will be female.

The Nominating Committee has taken into consideration the composition and size of the Board as well as its diversity and breadth regarding experience, competence and background. The Nominating Committee finds that the current Board functions well and that its composition has been able to meet the company's needs in regards to operations and development. The members of the Board elected by the AGM are all highly competent and because of their diverse backgrounds and experience the work of the Board is multifaceted and broad. Board attendance has also been very high.

With this background in mind the Nominating Committee proposes re-election of all current Peab AB Board members.

Förslöv in April 2017

The Nominating Committee of Peab AB (publ)