

## **Motivation statement regarding nominations to the Board of Directors of Peab AB to the AGM on 7 May 2018, including a report on the work of the Nominating Committee**

### **Nominating Committee**

The Peab AGM on 10 May 2017 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 2018 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 of, and fees to, the accountant

During the period from the 2017 AGM to the 2018 AGM the Nominating Committee has held three meetings. The Nominating Committee proposals are presented in the notice to attend the AGM 2018.

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.

Nina Udnes Tronstad has informed the Nominating Committee that she will no longer be available for reelection.

In producing its proposal for nominations to the Board, the Nominating Committee has reviewed the Board evaluation for 2017. According to the evaluation, Board work has on the whole functioned very well and the composition, engagement, knowledge and experience of the Board has been beneficiary for its work. The Nominating Committee is of the same opinion and believes the Board has worked well and that its size and composition have been appropriate in regards to the company's business and development. The Nominating Committee further believes that in the members elected by the AGM the Board has multi-faceted and all round experience, competence and background. Female members elected by the AGM have made up 37.5% of the Board.

Based on the above The Nominating Committee's proposal is the reelection of all current members of the Board available for reelection and that Liselott Kilaas should be elected as a new Board member. Liselott Kilaas has long experience of operative management positions as well as Board work in large companies in Sweden and Norway. This experience together with her expertise is expected to be a positive addition to Peab's Board.

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.

Förslöv in April 2018

The Nominating Committee of Peab AB (publ)