

Motivation statement regarding nominations to the Board of Directors of Peab AB to the AGM on 9 May 2019, including a report on the work of the Nomination Committee

Nomination Committee

The Peab AGM on 7 May 2018 appointed a Nomination Committee consisting of Ulf Liljedahl (chairman), Göran Grosskopf, Mats Rasmussen and Malte Åkerström.

Statement and report

The Nomination Committee is tasked with providing proposals to the Peab AGM 2019 regarding:

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

During the period from the 2018 AGM to the 2019 AGM the Nomination Committee has held three meetings. The Nomination Committee proposals are presented in the notice to attend the AGM 2019.

Work on the Nomination Committee is not recompensed.

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

In producing its proposal for nominations to the Board, the Nomination Committee has reviewed the Board evaluation for 2018. 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 Nomination 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 Nomination Committee further believes that the members elected by the AGM make the Board diverse and give it a broad background with all round experience and competence.

Regarding the proposal for remuneration to the Board, the Nomination Committee notes that the remuneration level after the proposed increase is still a bit under the median level for companies on the Large Cap list.

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 percent of the Board members will be female.

Förslöv in April 2019

The Nomination Committee of Peab AB (publ)