

Summons to attend the Annual General Meeting in Peab AB (publ)

Welcome to the Peab AB Annual General Meeting
Thursday 9 May 2019 at 3.00 p.m. Grevieparken, Grevie

PROGRAM

2.00 p.m. Start of registration
3.00 p.m. Start of the Annual General Meeting

NOTICE OF ATTENDANCE, ETC.

Shareholders who wish to attend the Annual General Meeting (AGM) must:

– be entered in the share register kept by Euroclear Sweden AB on Friday 3 May 2019.

– give notice of attendance for themselves and for any assistants they intend to bring to the AGM no later than Friday 3 May 2019 at 2.00 p.m. Notice of attendance may be given via the company's website at www.peab.com, by telephone +46 431-893 50 or by mail to Peab AB (publ) Annual General Meeting, c/o Euroclear Sweden, Box 191, 101 23 Stockholm.

Notice of attendance must state the shareholder's name, address, telephone number, personal identity number or Company I.D. number and registered shareholding.

Any proxies must be given in writing and must be submitted no later than at the AGM, accompanied by a registration certificate as appropriate. In order to simplify the registration procedure, shareholders are asked to send proxies to the company along with their notice of attendance. Proxy forms are available at peab.com and will be sent to shareholders on request.

PERSONAL INFORMATION

For information regarding how personal information is used in connection with the AGM, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

CONFIRMATION OF ATTENDANCE

Confirmation of attendance will be sent in week 19 to shareholders who have given notice of attendance. Confirmation of attendance must be brought to the AGM.

SHARES REGISTERED FOR MANAGEMENT

Shareholders whose shares are registered for management through a bank's trustee department or an individual fund manager must temporarily allow the shares to be registered in their own name in order to attend the AGM. Any such temporary registration of ownership must be executed no later than Friday 3 May 2019. This means that shareholders must inform the manager of their wish to carry out a temporary registration of ownership in good time before that date.

ANNUAL ACCOUNTS AND FULL PROPOSALS

The annual accounts, with accounting documents and the auditor's report, the full proposals by the Board of Directors under items 17-19, the Board of Directors' statement on decisions under items 10 and 18 and the auditor's statement on the guidelines for remuneration are available for inspection by the shareholders no later than Thursday 18 April 2019 onwards at the company's head office at Margretetorpsvägen 84 in Förslöv and on the Peab website at peab.com. Copies of said documents will be sent to shareholders on request.

INFORMATION TO THE ANNUAL GENERAL MEETING

The Board and CEO will, if requested by a shareholder and the Board determines it can be done without material harm to the company, provide information on in part the circumstances that can influence the assessment of an item on the agenda, in part the circumstances that can influence the assessment of the company's or a subsidiary's financial situation and in part the company's relationship to another Group company.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chairman of the AGM
3. Establishment and approval of the register of voters
4. Approval of the agenda
5. Election of one or two persons to check the minutes
6. Determination of whether the AGM has been duly convened
7. Address by the CEO
8. Presentation of the annual report and auditors' report and the consolidated accounts and the auditors' report for the consolidated accounts
9. Decision on the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
10. Decision on disposition of the company's profits in accordance with the adopted balance sheet
11. Decision on discharge from liability for Board members and the CEO
12. Decision on the number of Board members and auditors
13. Decision on fees for Board members, committee members and auditor
14. Election of Board members, Chairman and Vice-Chairman
15. Election of company auditor
16. Election of members of the Nomination Committee
17. Authorization of the Board of Directors for the new issue of B shares
18. Authorization of the Board of Directors for the acquisition and transfer of the company's own shares
19. Establishment of a Remuneration Policy
20. Any other business
21. Closing of the AGM

ITEM 2 ELECTION OF THE CHAIRMAN OF THE ANNUAL GENERAL MEETING

Proposal by the Nomination Committee: Göran Grosskopf to be elected Chairman of the AGM.

ITEM 10 PROPOSED DIVIDEND

The Board of Directors proposes a dividend of SEK 4.20 (4.00) per share to be paid for the financial year 2018. Monday 13 May 2019 is proposed as the record day for the dividend. If the AGM adopts a resolution in accordance with the proposal, it is expected that the dividend will be issued by Euroclear Sweden on Thursday 16 May 2019.

ITEM 12 DECISION ON THE NUMBER OF BOARD MEMBERS AND AUDITOR

Proposal by the Nomination Committee: Eight (unchanged) members. One (unchanged) auditor without a deputy auditor, on the condition that a registered accounting firm is chosen as the company auditor.

ITEM 13 DECISION ON REMUNERATION TO BOARD MEMBERS, COMMITTEE MEMBERS AND AUDITOR

Proposal by the Nomination Committee:

It is proposed that the Chairman of the Board be paid SEK 900,000 (800,000) and that each of the remaining Board members be paid SEK 450,000 (400,000). For their work on the Remuneration Committee and the Finance Committee, it is proposed that remuneration of SEK 75,000 (60,000) be paid to each member of those committees. For their work on the Audit Committee, it is proposed that remuneration of SEK 150,000 (120,000) be paid to the Chairman and SEK 75,000 (60,000) be paid to each member of the committee. The total remuneration proposed to Board members therefore amounts to SEK 4,875,000 (4,260,000). It is proposed that the auditor be paid according to approved invoices.

ITEM 14 ELECTION OF BOARD MEMBERS, CHAIRMAN AND VICE-CHAIRMAN

Proposal by the Nomination Committee:

Re-election of Karl-Axel Granlund, Göran Grosskopf, Liselott Kilaas, Kerstin Lindell, Mats Paulsson, Fredrik Paulsson, Malin Persson and Lars Sköld. Göran Grosskopf to be appointed Chairman and Mats Paulsson to be appointed Vice-Chairman.

ITEM 15 ELECTION OF AUDITOR

Proposal by the Nomination Committee: Re-election of the registered accounting firm KPMG AB. If KPMG AB is chosen Dan Kjellqvist will be the authorized Group auditor. The proposal by the Nomination Committee is in agreement with the Audit Committee's recommendation.

ITEM 16 ELECTION OF MEMBERS OF THE NOMINATION COMMITTEE

Shareholders representing more than 61 percent of the total number of votes in the company (Ekhaga Utveckling AB, AB Axel Granlund and Mats Paulsson) propose the following regarding the Nomination Committee: For the period up to the AGM 2020 the re-election of Mats Rasmussen (Ekhaga Utveckling AB), Ulf Liljedahl (AB Axel Granlund), Malte Åkerström (Mats Paulsson) and Göran Grosskopf (Chairman of the Board). Ulf Liljedahl is proposed as chairman of the Nomination Committee. In the event that one of members of the Nomination Committee should leave it before the Nomination Committee's work for the year is completed the chairman of the Nomination Committee is entrusted with, as needed, appointing a new member to the Nomination Committee. If the chairman is the member who leaves, the other members will appoint a new chairman who then, as needed, will make a decision concerning the appointment of a new member.

ITEM 17 AUTHORIZATION OF THE BOARD OF DIRECTORS OF THE NEW ISSUE OF B SHARES

Authorization of the Board of Directors to decide, on one or more occasion during the period up to the next AGM, on a new issue of B shares corresponding at the most to a total of 10 percent of the registered share capital at the moment of the authorization, with or without preferential rights for current shareholders.

ITEM 18 AUTHORIZATION FOR THE ACQUISITION AND TRANSFER OF THE COMPANY'S OWN SHARES

Authorization of the Board of Directors, during the period up to the next AGM:

- to decide to acquire, on NASDAQ Stockholm AB or through an acquisition offer aimed at all shareholders or holders of shares of a particular class, a maximum number of shares so that the company's holding of its own shares after the acquisition does not exceed one tenth of all shares in the company. The shares may be acquired on NASDAQ Stockholm AB at a price within the price interval registered at any given time and, in the case of acquisition through an acquisition offer, at a price equivalent to the lowest stock market price at the time of the offer with a maximum upward deviation of 30 percent. Shares may only be acquired for a consideration in cash,
- to decide to transfer, on NASDAQ Stockholm AB or in connection with, for example, a corporate acquisition and with or without any deviation from the shareholders' preferential rights, a maximum of all the company's own shares held by the company on NASDAQ Stockholm AB at a price within the price interval registered at any given time and, in the case of a sale by other means, at a price equivalent to the stock market price of the shares at the time of the transfer with any deviation that the Board of Directors may deem appropriate.

The aim of the Authorization is to improve the company's capital structure and/or to be used when financing acquisitions, etc.

ITEM 19 ADOPTION OF REMUNERATION POLICY

The Board's proposed Remuneration Policy is in accordance with the Remuneration Policy adopted at the AGM 2018.

NUMBER OF SHARES AND VOTES AND OTHER INFORMATION

At the time of the summons to attend the AGM there are a total of 296,049,730 registered shares in the company representing 604,929,343 votes, of which 34,319,957 were A shares representing 343,199,570 votes and 261,729,773 were B shares representing 261,729,773 votes. Of the total number of registered shares, the company holds 1,086,984 B shares without voting rights.

Förslöv, March 2019

Peab AB (publ)