

Motivation statement regarding nominations to the Board of Directors of Peab AB to the AGM on May 6, 2019, including a report on the work of the Nomination Committee

Nomination Committee

On May 9, 2019 the Peab AGM 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 2020 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 remuneration to, the auditor

In preparation for the 2020 AGM the Nomination Committee has held five meetings. The Nomination Committee proposals are presented in the Summons to Attend the AGM 2020.

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 had access to the Board evaluation carried out. According to the evaluation, Board work has functioned well in 2019 and the Board feels it has a broad knowledge and experience for its mission and that its composition is well-balanced. 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.

Considering the above, the Nomination Committee proposes that all current Board members be re-elected.

Due to the fact that the oldest members of the current Board have made it known that in the coming years and in an orderly manner they intend to turn over their seats to younger people there is a need to begin plans for this succession. As a consequence of this the Nomination Committee has decided to nominate a further Board member, Anders Runevad, born 1960. With his background as previously CEO and soon to be chair of the board of Vestas Wind System he is expected to, among other things, contribute with more knowledge in the area of energy, which is vital to Peab's business.

Despite the fact that the remuneration level is still a bit under the median level for companies on the Large Cap list the Nomination Committee proposes, taking into consideration the existing situation with the corona pandemic and its presumed effects, that remuneration to the Board and committees remains unchanged with the exception that including another Board member affects the total amount.

The Nomination 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 33 percent (37.5) of Board members will be female. Even if

increasing the Board with a male Board member lowers the percentage this year, our ambition to strive for gender balance in the Board remains the same over time.

Förslöv in March 2020

The Nomination Committee of Peab AB (publ)