

## **Summons to attend the Annual General Meeting in Peab AB**

**Peab AB (publ) Company ID 556061-4330, domiciled in Båstad Municipality, hereby summons to attend the Annual General Meeting Thursday, May 6, 2021.**

In order to hinder the spread of COVID-19 the Board has decided that the Annual General Meeting (AGM) will be held solely through postal voting on the basis of temporary legislation. It will not be possible to physically participate, personally or through a representative.

### **CONDITIONS FOR PARTICIPATION**

In order for a shareholder to have the right to participate through postal voting in the AGM they must

- in part be entered in the share register kept by Euroclear Sweden AB on Wednesday, April 28, 2021,
- in part give notice of their participation no later than Wednesday, May 5, 2021 by having sent in their postal vote according to the instructions in the paragraph entitled "Postal vote" below so that Euroclear Sweden receives it no later than on that day. Please observe that notice of attendance to the AGM can only be given by postal vote.

Shareholders whose shares are registered for management through a bank or other manager must - in addition to sending in their postal voting form - temporarily request their shares to be registered in their own name so that the shareholder is entered in the share register kept by Euroclear Sweden AB on Wednesday, April 28, 2021. This registration can be temporary (so-called right to vote registration) and is requested from the manager in as much advance time as dictated by the manager. Right to vote registration which has been requested by the shareholder in time for the manager to register it by April 30, 2021 will be taken into account when the share register is drawn up.

### **POSTAL VOTING**

Shareholders may only exercise their right to vote at the AGM through postal voting according to paragraph 22 § Act (2020:198) regarding temporary exceptions to facilitate holding general meetings in companies and associations.

A special form must be used for postal voting. The form is available at the company website [www.peab.com/agm](http://www.peab.com/agm).

Euroclear Sweden AB must receive the completed form no later than Wednesday, May 5, 2021. The form can be sent by email to

[GeneralMeetingSevice@euroclear.com](mailto:GeneralMeetingSevice@euroclear.com) or by mail to Peab AB (publ), "Annual

General Meeting”, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Shareholders that are physical persons can also postal vote electronically by verification through a BankID via Euroclear Sweden AB’s website, <https://anmalan.vpc.se/euroclearproxy>.

If a shareholder postal votes through a representative, a written and dated proxy signed by the shareholder must be attached to the form. Authorization forms for those who wish to postal vote through a representative are available on the company’s website [www.peab.com/agm](http://www.peab.com/agm).

If a shareholder is a legal entity a registration certificate or other authorization document must be attached to the form.

Shareholders may not add to postal votes with special instructions or terms. Should this occur the entire postal vote is invalid. Further instructions and terms can be found on the postal voting form.

Questions regarding the AGM or a request for a postal voting form to be sent by mail should be directed to Euroclear Sweden AB at telephone +46 8-402 90 77 (Monday-Friday 9:00 a.m. - 4:00 p.m.).

Information concerning decisions taken by the AGM will be publicized as soon as the outcome of the postal vote is tallied on Thursday May 6, 2021.

## **SHAREHOLDERS’ RIGHT TO INFORMATION**

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 circumstances that can influence the assessment of an item on the agenda and the company’s relationship to another Group company. A request for this information must be sent in writing to Peab AB (publ), att. Karin Malmgren, 269 73 Förslöv or via email to [stamma@peab.se](mailto:stamma@peab.se), no later than Monday, April 26, 2021. The information will be provided by making it available at Peab AB (publ), Margretetorpsvägen 84, Förslöv and on the company’s website [www.peab.com/agm](http://www.peab.com/agm) no later than May 1, 2021. The information will also be sent within this time period to the shareholder who requested it providing their mail or email address.

## **PROPOSED AGENDA**

1. Election of the chairman of the AGM
2. Establishment and approval of the register of voters
3. Approval of the agenda
4. Election of one or two persons to check the minutes
5. Determination of whether the AGM has been duly convened
6. Presentation of the annual report and auditors' report and the consolidated accounts and the auditors' report on the consolidated accounts

7. Decision on the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
8. Decision on disposition of the company's profits in accordance with the adopted balance sheet
9. Adoption of Remuneration Report presented by the Board
10. Decision on discharge from liability for Board members and the CEO
11. Decision on the number of Board members and auditors
12. Decision on remuneration to Board members, committee members and auditors
13. Election of Board members and Chairman of the Board
14. Election of auditor
15. Election of members of the Nomination Committee
16. Decision on authorization to issue new B shares
17. Decision on authorization to acquire and transfer the company's own shares
18. Adoption of Remuneration Policy
19. Proposal for adoption of changes in the articles of association
20. Any other business

### **ITEM 1 ELECTION OF THE CHAIRMAN OF THE AGM**

The Board of Directors proposes that Chairman Göran Grosskopf be elected as the chairman of the AGM, or if he is hindered, whomever the Board proposes.

### **ITEM 2 ESTABLISHMENT AND APPROVAL OF THE REGISTER OF VOTERS**

The register of voters proposed for approval is the register of voters prepared by Euroclear Sweden AB, as commissioned by Peab AB, based on the AGM share register and received postal votes, and checked and approved by the persons checking the minutes.

### **ITEM 4 ELECTION OF ONE OR TWO PERSONS TO CHECK THE MINUTES**

The Board proposes Staffan Ringvall, Handelsbanken Fonder AB and Johannes Wingborg, Länsförsäkringar Fondförvaltning AB or, if either one or both are hindered whomever the Board proposes, to, as well as the chairman, check the minutes. This appointment also entails checking the register of voters and that the postal votes are correctly noted in the AGM minutes.

### **ITEM 8 DECISION ON DISTRIBUTION**

The Board of Directors proposes a dividend of SEK 4.50 per share be distributed for the financial year 2020. Monday May 10, 2021 is proposed as the record day for distribution. If the AGM decides according to the proposal the dividend is expected to be distributed from Euroclear Sweden on Friday May 14, 2021.

## **ITEM 11 DECISION ON THE NUMBER OF BOARD MEMBERS AND AUDITORS**

Proposal by the Nomination Committee: Eight (nine) Board members and one authorized accounting firm

## **ITEM 12 DECISION ON REMUNERATION TO BOARD MEMBERS, COMMITTEE MEMBERS AND AUDITORS**

Proposal by the Nomination Committee:

It is proposed that the Chairman of the Board of Directors be paid SEK 1,100,000 (900,000) and that each of the remaining Board members be paid SEK 550,000 (450,000). For their work on the Remuneration Committee and the Finance Committee, it is proposed that remuneration of SEK 75,000 (unchanged) be paid to each member of those committees. For their work on the Audit Committee, it is proposed that remuneration of SEK 150,000 (unchanged) be paid to the chairman and SEK 75,000 (unchanged) be paid to each member of the committee. The total proposed remuneration to Board members is SEK 5,775,000 (5,325,000). It is proposed that the accountants be paid according to approved invoices.

## **ITEM 13 ELECTION OF BOARD MEMBERS AND CHAIRMAN OF THE BOARD**

Proposal by the Nomination Committee: Göran Grosskopf and Mats Paulsson have declined to stand for re-election. Re-election of Karl-Axel Granlund, Liselott Kilaas, Kerstin Lindell, Fredrik Paulsson, Malin Persson, Anders Runevad and Lars Sköld. New election of Magdalena Gerger. Anders Runevad to be appointed Chairman.

## **ITEM 14 ELECTION OF AUDITOR**

Proposal by the Nomination Committee: New election of registered accounting firm EY. If EY is chosen Jonas Svensson will be the authorized Group accountant. The proposal by the Nomination Committee is in agreement with the Audit Committee's recommendation.

## **ITEM 15 ELECTION OF NOMINATION COMMITTEE MEMBERS**

The Nomination Committee proposes that the Nomination Committee consist of a representative for each of the three shareholders with the largest number of votes according to the share register per September 30 as well as the Chairman of the Board of the company. The Nomination Committee will choose its chairman amongst themselves. 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 will then make a decision concerning the appointment of a new member.

## **ITEM 16 AUTHORIZATION TO ISSUE NEW B SHARES**

The Board proposes 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 17 AUTHORIZATION TO ACQUIRE AND TRANSFER THE COMPANY'S OWN SHARES**

The Board proposes 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 18 ADOPTION OF REMUNERATION POLICY**

The Board hereby proposes that the AGM adopts the following Remuneration Policy. The Remuneration Policy will be reviewed if material changes occur, however no later than in four years.

The Remuneration Policy comprises the CEO and the other members of executive management. Included also are members of the Board whose remuneration is established at some other point in time than the AGM.

This Remuneration Policy is applied to new contracts, or changes in existing contracts, with the CEO and the other members of executive management after Peab's AGM has adopted the policy.

## **Basic principles**

The Remuneration Policy will contribute to the company's business strategy, long-term value growth and sustainability. This is ensured through the basic principles by:

- offering remuneration based on market terms so that Peab can attract and retain competent executive management. Remuneration levels are regularly compared with other companies active in the same markets to ensure that remuneration is on market terms,
- offering long-term incentive programs and bonus programs focused on the company's business strategy, long-term goals and sustainability,
- annually reviewing individual performances and goal achievement in regards to the company's financial results.

The basic principles ensure that the company has the right competence in executive management through remuneration on market terms as well as incentive programs and bonus programs focused on (result measurement) business strategies, a long-term perspective and sustainability.

## **Remuneration components**

The total remuneration is made up of basic pay, annual short-term incentives on an individual basis (STI), long-term incentive programs (LTI), defined contribution pensions as well as a company car and other non-monetary benefits.

### **Basic pay**

Basic pay is reviewed annually and takes into consideration the senior officer's area of responsibility, qualifications and market terms for the salary.

### **Short-term incentives (STI)**

From time to time executive management may be offered STIs. A STI may not exceed 60 percent of basic pay and is based primarily on the Peab Group's profitability and, at each time, other material Group goals. In the current program result measurements are connected to the company's strategy in the form of profitability, customer focus, working environment and sustainability.

STIs are determined for each financial year and are settled the year after being earned. They may either be paid out as salary or be invested as a pension savings in a financial instrument connected to the Peab share.

### **Long-term incentive programs (LTI)**

Every year the Board of Directors must consider whether or not to propose a share-based incentive scheme to the AGM. From time to time the CEO, other members of executive management and key personnel may be offered participation in a LTI program. The maximum annual amount in a LTI program (excluding social security costs) may not exceed 40 percent of annual basic pay. The programs are performance-based and only deliver an outcome if predefined goals are met. The

outcome of a LTI program is invested as a pension savings in a financial instrument connected to the Peab share.

## **Pension**

Members of executive management are entitled to pension according to collective bargaining agreements and contracts with Peab. All pension obligations are defined contribution pensions. The maximum pension contribution is 47 percent of annual basic pay and retirement age is 62. The level corresponds to previous market practice. Current practice is maximum 35 percent and retirement at 65. Salary waivers may be used to increase pension provisions through one-off pension contributions in the form of salary or bonus exchanges.

## **Company cars**

The CEO and other members of executive management have the right to a company car according to the gross salary deduction model.

## **Non-monetary benefits**

Members of executive management are entitled to extra health and health care insurance up to 30 basic amounts as well as those benefits otherwise enjoyed by other Peab employees. On average the benefits amount to five percent of base pay.

## **Period of notice and severance pay**

The period of notice from Peab is, at the most, 24 months and the period of notice from members of executive management is, at the most, 6 months. If severance pay is paid the total remuneration for salary during the period of notice and severance pay may not exceed 24 months salary. Severance pay is calculated on base pay and is not pensionable.

## **Other employees**

The basic principles for salaries and other remuneration to other employees is reflected and considered in the Remuneration Policy. Corresponding remuneration components are included. Remuneration in the form of short-term incentives on an individual basis (STI), long-term incentive programs (LTI) as well as company cars are only provided to certain categories of employees based on their positions or needs.

Other employees' total remuneration is based on market terms so that Peab can attract, develop and retain personnel with the right skills. Remuneration levels are compared regularly.

Pensions follow the ITP plan as well as SAF-LO. Defined contribution plans are applied up to a maximum of 30 percent of the pensionable salary. Either traditional plans or premium ladders are applied to defined benefit plans for personnel with basic pay over ten income basic amounts.

**Decision-making process**

The Board of Directors has appointed a committee responsible for preparing the guidelines for remuneration to members of executive management that are decided on by the AGM and making proposals to the Board regarding the salary and employment terms of the CEO. The Board decides on matters concerning the salary and employment terms of the CEO based on proposals from the Remuneration Committee. The Board’s Remuneration Committee decides on salaries and employment terms of members of executive management that report directly to the CEO. The Remuneration Committee reports regularly to the Board. The CEO and other members of executive management are not present when their respective remuneration terms are adopted.

**Exceptions**

Deviations may be made from the Remuneration Policy in cases where there are special circumstances. Only if it is necessary to fulfill the company’s long-term interests, sustainability or financial viability may the Board deviate from the Remuneration Policy adopted by the AGM. Deviations must be reported and motivated in a subsequent Remuneration Report.

**ITEM 19 PROPOSAL FOR ADPTION OF CHANGES IN THE ARTICLES OF ASSOCIATION**

The Board proposes that the AGM decide to include in the articles of association the possibility for the Board to in part decide that a person who is not a shareholder shall have the right to be present at, or in some other way follow, the AGM, in part decide to collect proxies before the AGM, in part also decide that shareholders shall have the right to postal vote before the AGM. Therefore it is proposed that the articles of association are changed according to the proposal below.

Current wording	Proposed wording
<p>§ 10. The company’s financial year shall also be the calendar year.</p>	<p>§ 10. The company’s Board has the right to decide that a person who is not a shareholder, on conditions decided by the Board, shall have the right to be present at, or in some other way follow, the AGM.</p>
<p>§ 11. The company’s shares shall be registered in a reconciliation register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).</p>	<p>§ 11. The company’s Board has the right to collect proxies according to the procedure stipulated in chapter 7, 4 § 2 paragraph in the Companies Act (2005:551).</p>



	The company's Board may in advance of the AGM decide that shareholders shall have the right to postal vote before the AGM.
	§ 12. The company's financial year shall also be the calendar year.
	§13. The company's shares shall be registered in a reconciliation register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

## **MAJORITY RULES**

In order for the decisions on items 16, 17 and 19 to be valid the AGM's decisions must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the AGM.

## **DOCUMENTS ANNUAL REPORT AND COMPLETE PROPOSALS**

The Annual Report with the accounts and the auditor's report, the Board's complete proposals according to items 16-17, the Board's statement for adoption under item 8 and 17, the Remuneration Report and the auditor's statement on application of the guidelines for remuneration, the Board's statement, the Nomination Committee's description of its work in preparation for the AGM 2021 and the Nomination Committee's motivation for nominations to the Board will be available no later than Thursday April 15, 2021 for shareholders' inspection at company headquarters, Margretetorpsvägen 84 in Förslöv and on the company's website, [www.peab.com/agm](http://www.peab.com/agm). Copies of these documents can be sent to shareholders upon request.

Documents can be requested by telephone at +46 8-402 90 77 or via mail to Peab AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm.

## **NUMBER OF SHARES AND VOTES**

At the time of the summons to attend the AGM there were 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.

## **PERSONAL INFORMATION**

For information regarding how your personal information is treated see the Integrity Policy for general meetings which Peab applies:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Förslöv in March 2021

Peab AB (publ)  
Board of Directors