

## Articles of association Peab AB (publ)

ID. No. 556061-4330

### § 1

The name of the company is Peab AB (publ). The company is public.

### § 2

The Board of Directors shall have its registered office in Båstad Municipality in Skåne County.

### § 3

The company shall run construction contract business and the trade and management of real and personal property such as buildings, shares and other securities, run leasing and/or rental of construction machines and transportation vehicles as well as business compatible with these lines of business.

### § 4

The company's share capital shall be minimum SEK 1,000 million and maximum SEK 4,000 million. The number of shares shall be at least 160,000,000 and at most 640,000,000. The shares shall comprise A shares with ten votes per share which may be issued to a maximum limit of 80 million shares and B shares with one vote per share which may be issued to a maximum limit of 560 million shares.

If the company through a cash or non-cash issue should issue new shares, series A and series B, holders of series A and B shares shall have the preferential right to subscribe to new shares of the same type in proportion to the number of shares the holder already owns (primary preferential right). Shares which are not subscribed to with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). If shares offered in this way are not sufficient to cover subsidiary subscription, the shares shall be divided between the subscribers in proportion to the number of shares held by the subscribers and where this is not possible by the drawing of lots.

If the company resolves to issue only A series or B series shares by cash or non-cash issue, all holders irrespective of whether they hold series A or B shares shall have the preferential right to subscribe to the new shares in proportion to the number of shares they already own.

If the company decides through a cash or non-cash issue to issue options or convertible debentures, the shareholders shall have preferential rights to subscribe to options in a similar manner to the rights they enjoy upon the issue of shares which may be issued as a result of option rights and the right to subscribe to convertible debentures as if the issue involved the shares which the convertible debentures will be exchanged for.

The provision set out above shall not in any way limit the option to adopt a resolution on a cash or non-cash issue that departs from the preferential right of the shareholders.

On increasing the share capital by bonus issue, new shares of each type shall be issued in proportion to the number of shares of the same type already in existence. Therefore, old shares of a certain type shall

bear entitlement to new shares of the same type. This shall not in any way limit the option to issue shares of a new type by bonus issue following the required amendment to the articles of association.

#### **§ 5**

In addition to the statutory number of employee representatives, the Board shall consist of at least five and at most nine members. The Board may authorize a party other than a Board member, president or vice president to sign on behalf of the company.

#### **§ 6**

The company shall have one or two auditors with an equal number of substitutes. Registered accounting firms may also be appointed.

#### **§ 7**

Summons to the Annual General Meeting and summons to an extraordinary meeting at which matters concerning the amendment of the articles of association shall be dealt with shall occur no sooner than six, and no later than four, weeks before the meeting. Summons to other extraordinary meetings shall occur no sooner than six, and no later than three, weeks before the meeting.

The summons shall be through an announcement in Post och Inrikes Tidningar and through being published on the company's website. The occurrence of the summons shall be advertised in Svenska Dagbladet at the same time.

Other notices shall be brought to the attention of the shareholders either by way of advertisement in a national newspaper or by a letter in the mail.

Shareholders wishing to take part in the discussions at the Annual General Meeting must be included in the printout or other reproduction of the complete shareholders' register five working days before the Meeting and must give notification to the company no later than on the date specified in the summons to the Meeting. This date may not be a Saturday, Sunday, Midsummer Eve, Christmas Eve, New Year's Eve or other public holiday and may not be earlier than the fifth working day before the Annual General Meeting.

Shareholders may bring one or two assistants with them provided the shareholder has notified the company of the number of assistants in the manner specified in the previous paragraph.

#### **§ 8**

The Annual General Meeting shall be held in Båstad Municipality or in Ängelholm Municipality.

#### **§ 9**

At the Annual General Meeting the following business shall be included on the agenda:

- 1) Election of the chairman of the meeting
- 2) Drawing up and approval of the electoral register
- 3) Approval of the agenda
- 4) Election of one or two members to check the minutes
- 5) Examination of whether the meeting has been properly called

- 6) Submission of the Annual Report and the auditor's report and consolidated accounts and the auditor's report for the Group
- 7) Resolutions
- a) on adopting the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
  - b) on appropriation/distribution of the company's profits or losses as set out in the adopted balance sheet
  - c) on the discharge from liability of the members of the Board and the CEO
- 8) Approval of the Board of Directors fees, committee fees and auditor fees
- 9) Election of the Directors and where applicable auditors and deputy auditors or accounting firm
- 10) Any other business which arises at the meeting in accordance with the Swedish Companies Act or the articles of association

**§ 10**

The company's financial year shall be the calendar year.

**§ 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).

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These articles of association have been adopted at the Annual General Meeting  
on May 6, 2020.