

Nomination Committee's motivation statement regarding nominations to the Board of Directors of Peab AB to the Annual General Meeting on May 6, 2024, including a report on the work of the Nomination Committee

Nomination Committee's composition

According to the Principles for the Nomination Committee's appointment and instructions for the Nomination Committee in Peab (publ), which were adopted by the Annual General Meeting (AGM) 2023, the Nomination Committee will consist of four members, a representative for each of the three largest shareholders per the final banking day in August that want to appoint a member of the Nomination Committee as well as the Chairman of the Board. If one or more of the three largest shareholders decline to appoint a member of the Nomination Committee the Chairman of the Board will offer other major shareholders the opportunity to appoint a member of the Nomination Committee. If such an offer is made it must be given according to the order of the largest shareholders (i.e. first to the fourth largest shareholder, then to the fifth largest shareholder and so on.) This process will be continued until the Nomination Committee consists of four members including the Chairman of the Board.

The largest shareholders in Peab per the final banking day in September 2023 were in descending order:

Ekhaga Utveckling AB
AB Axel Granlund
Mats Paulsson with family
Peab's Profit Share Foundation
State Trust Bank and Trust CO, W9
Kamprad Family Foundation
JP Morgan Chase Bank N A
Cicero Funds

Mats Paulsson with family, Peab's Profit Share Foundation and Kamprad Family Foundation have given notice that they do not wish to participate in the Nomination Committee for the 2024 AGM. State Trust Bank and Trust CO, W9 has not responded to a request from the Nomination Committee.

The shareholders which according to the above named principles may appoint a member to the Nomination Committee at the 2024 AGM have appointed the following persons to represent them:

- Ekhaga Utveckling AB - Anders Sundström
- AB Axel Granlund - Ulf Liljedahl
- Cicero Funds - Christer Sterndahlen

The above named persons together with Anders Runevad, Chairman of the Board of Peab, constitute Peab's Nomination Committee for the 2024 AGM.

Statement and report

At its constitutional meeting the Nomination Committee chose Ulf Liljedahl to be its chairman. The Nomination Committee is primarily tasked with providing proposals regarding Board members and remuneration to Board and committee members. The Nomination Committee is also tasked with providing proposals regarding auditors and remuneration thereto, the chairman of the AGM and, if need be, changes in instructions for the Nomination Committee.

In preparation for the 2024 AGM the Nomination Committee has held three recorded meetings. Work on the Nomination Committee is not recompensed. The Nomination Committee proposals in full are presented in the Summons to Attend the AGM 2024.

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

In connection with this year's nominations all current Board members have announced that they are available for reelection.

In producing its proposal for nominations to the Board, the Nomination Committee has had access to the Board evaluation carried out regarding the financial year 2023. According to the evaluation, Board work has functioned well and the Board feels it has the necessary 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 functioned 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, and particularly notes that the current Board more than meets the increasing external demands on competence and experience in the field of sustainability. Gender diversity of the members of the Board elected by the AGM is 50/50.

The Nomination Committee has taken into consideration the standards set by the Swedish Corporate Governance Code concerning the independence of Board members in its work.

Considering the above, the Nomination Committee proposes that all current Board members be reelected as well as the current Chairman of the Board. In addition, the Nomination Committee proposes that the Chairman of the Board, Anders Runevad, be elected chairman of the AGM.

The Nomination Committee did not propose an increase in remuneration for the Board and committee members to the 2023 AGM. In preparation for this year's AGM the Nomination Committee has concluded that, in order to maintain competitive levels and continue to attract the best expertise in the company's Board and committee members, a certain increase in the level of remuneration is motivated. The Nomination Committee therefore proposes the following increases:

Board of Directors

Increase in Chairman's remuneration by SEK 50,000 to 1,250,000.

Increase in members' remuneration by SEK 25,000 to 625,000 per member.

Audit Committee

Increase in chairman's remuneration by SEK 5,000 to 170,000.

Increase in members' remuneration by SEK 2,500 to 82,500 per member.

Finance and Remuneration Committees

Increase in members' remuneration by SEK 2,500 to 82,500 per member.

Regarding election of auditor the Audit Committee has stated that in their opinion the current auditor functions well. The Nomination Committee concurs and therefore proposes re-election of the auditor.

The Nomination Committee proposes a change in points 1.1, 1.2 and 1.3 in the document "Principles for the Nomination Committee's appointment and instructions for the Nomination

Committee in Peab AB”, from “the final banking day in September” to “the final banking day in June” regarding information on ownership relations/ownership groupings as the basis for determining which shareholders have the right to appoint a member of the Nomination Committee. The change is proposed in part so that the Nomination Committee can start their work earlier and extend the period for completing their annual task and in part streamline the process by coordinating the date with all other financial information communication which is presented quarterly. Further, it is proposed that the footnote p 1.3 be given an addition according to the following (cursive): “The ownership statistics to be used are sorted according to voting power (ownership-grouped) and contain the 25 largest owner-registered shareholders in Sweden, i.e. shareholders registered with Euroclear Sweden AB in their own name or shareholders with a deposit account with a manager that has provided the shareholder’s identity to Euroclear Sweden AB *or a shareholder identified with other known information.*” The change is proposed because Peab retrieves information about some shareholders represented by, for example, foreign funds from a verified source other than Euroclear Sweden AB.

The principles are proposed to then apply until otherwise decided by Peab’s AGM.

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.

Förslöv in March 2024

The Nomination Committee of Peab AB (publ)