

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

Welcome to the Peab AB Annual General Meeting  
Wednesday 13 May 2015 at 3.00 p.m. Grevieparken, Grevie.

## PROGRAMME

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

## NOTICES OF ATTENDANCE, ETC.

Shareholders who wish to attend the Annual General Meeting must:  
– be entered in the share register kept by Euroclear Sweden AB on Thursday 7 May 2015.

– give notice of attendance for themselves and for any assistants they intend to bring to the General Meeting no later than Thursday 7 May 2015 at 2.00 p.m. Notice of attendance may be given via the company's website at [www.peab.com](http://www.peab.com), by telephone on 0431-893 50 or by mail to Peabs årsstämma, c/o Euroclear Sweden, Box 7841, 103 98 Stockholm.

Notices of attendance must state the shareholder's name, address, telephone number, personal identity number or organisation registration number and registered shareholding. Notices of attendance at the Annual General Meeting and information regarding any representative or assistant will be registered in the Peab General Meeting system in order to generate a register of voters at the Annual General Meeting.

Any proxies must be given in writing and must be submitted no later than at the Annual General Meeting, 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 notices of attendance. Proxy forms are available at [peab.se](http://peab.se) and will be sent to shareholders on request.

## CONFIRMATION OF ATTENDANCE

Confirmation of attendance will be sent at the end of week 19 to shareholders who have given notice of attendance. Confirmation of attendance must be brought to the Annual General Meeting.

## 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 Annual General Meeting. Any such temporary registration of ownership must be executed no later than Thursday 7 May 2015. 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 from 22 April 2014 onwards at the company's head office at Margretorpsvägen 84 in Förslov and on the Peab website at [peab.com](http://peab.com). Copies of the said documents will be sent to shareholders on request.

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chairman of the Annual General Meeting
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 Annual General Meeting 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. Establishment of the number of board members and auditors
13. Establishment of fees for board members, committee members and auditors
14. Election of board members, Chairman and Vice-Chairman
15. Election of auditor
16. Election of members of the Nomination Committee
17. Authorisation of the Board of Directors for the new issue of B shares
18. Authorisation 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 Annual General Meeting

## THE SHAREHOLDERS' INTENTIONS

Shareholders representing over 2/3 of the total number of votes in the company have given notice that they intend to vote in favour of the following proposals in items 2, 10, 12 and at the Annual General Meeting:

### ITEM 2 ELECTION OF THE CHAIRMAN OF THE GENERAL MEETING

The proposal by the Nomination Committee: Göran Grosskopf to be elected as the Chairman of the Annual General Meeting.

### ITEM 10 PROPOSED DIVIDEND

The Board of Directors proposes a dividend of SEK 2.25 (1.80) per share to be paid for the 2014 financial year. Monday 18 May 2015 is proposed as the record day for the dividend. If the Annual General Meeting adopts a resolution in accordance with the proposal, it is expected that the dividend will be issued by Euroclear Sweden on Thursday 21 May 2015.

### ITEM 12 ESTABLISHMENT OF THE NUMBER OF BOARD MEMBERS

The proposal by the Nomination Committee: Seven (unchanged) members.

### ITEM 13 ESTABLISHMENT OF FEES FOR BOARD MEMBERS, COMMITTEE MEMBERS AND AUDITORS

The proposal by the Nomination Committee:  
It is proposed that the Chairman of the Board of Directors be paid SEK 535,000 (495,000) and that each of the remaining board members be paid SEK 210,000 (195,000). For their work on the Remuneration Committee and the Finance Committee, it is proposed that a fee of SEK 30,000 (unchanged) be paid to each member of those committees and for work on the Audit Committee SEK 25,000 (previously non-fee) for each member. Furthermore, it is proposed that the Vice-Chairman be paid a fee of SEK 2,765,000 (unchanged) as a special payment for being at the group's disposal for matters relating to customers and markets. The total proposed fee to be paid to board members therefore amounts to SEK 4,915,000 (4,610,000).  
It is proposed that fees be paid to auditors according to an approved account.

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

The proposal by the Nomination Committee:  
Re-election of Karl-Axel Granlund, Göran Grosskopf, Kerstin Lindell, Mats Paulsson, Fredrik Paulsson, Lars Sköld and Nina Udnes Tronstad. Göran Grosskopf to be appointed Chairman and Mats Paulsson to be appointed Vice-Chairman.

### ITEM 15 ELECTION OF AUDITORS AND DEPUTY AUDITORS

The proposal by the Nomination Committee:  
New election of the registered accounting firm KPMG AB.

### ITEM 16 ELECTION OF MEMBERS OF THE NOMINATION COMMITTEE

Shareholders representing over 2/3 of the total number of votes in the company propose the following Nomination Committee: For the period up to the 2016 Annual General Meeting, it is proposed that Göran Grosskopf, Mats Rasmussen and Malte Åkerström be re-elected. Magnus Swärdh has declined re-election. Ulf Liljedahl is proposed as new member and Chairman of the Nomination Committee.

**ITEM 17 AUTHORISATION FOR THE NEW ISSUE OF B SHARES**

Authorisation of the Board of Directors to decide, on one or more occasions during the period up to the next Annual General Meeting, on a new issue of B shares corresponding to a total of 10 per cent of the registered share capital at the moment of the authorisation, with or without a preferential right for current shareholders.

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

Authorisation of the Board of Directors, during the period up to the next Annual General Meeting,

- to adopt a decision 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%. Shares may only be acquired for a consideration in cash,
- to adopt a decision 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 right, 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 authorisation is to improve the company's capital structure and/or to be used when financing acquisitions, etc.

**ITEM 19 ESTABLISHMENT OF A REMUNERATION POLICY**

The proposal by the Board of Directors: Changes in the remuneration policy's task about long-term incentive program.

**ITEM 20 OTHER MATTERS**

Proposal from shareholder Hans Grimby regarding the preservation of natural and cultural assets in coastal and mountain areas specified in Chapter 4 of the Swedish Environmental Code.

**NUMBER OF SHARES AND VOTES AND OTHER INFORMATION**

At the time of the summons to attend the annual general meeting 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, non-voting.

At the Annual General Meeting, the Board of Directors and the CEO will provide information, if any shareholder so requests and if the Board of Directors considers that such information may be provided without any substantial damage to the company, on circumstances that may affect consideration of an item on the agenda or that may affect consideration of the company's or a subsidiary company's financial situation or the company's relationship with another group company.

Förslöv, April 2015

Peab AB (publ)