

Call for the Peab AB (publ) Annual General Meeting

Welcome to the Peab AB Annual General Meeting
Tuesday 14 May 2013 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 Tuesday 7 May 2013.

– give notice of attendance for themselves and for any assistants they intend to take to the General Meeting no later than Tuesday 7 May 2013 at 2.00 p.m. Notice of attendance may be given via the company's website at 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 on 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 and will be sent to shareholders on request.

CONFIRMATION OF ATTENDANCE

Confirmation of attendance is sent at the end of week 19 to shareholders who have given notice of attendance. Confirmation of attendance must be taken 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 Tuesday 7 May 2013. 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' observations on decisions under items 10 and 18 and the auditor's observations on the guidelines for remuneration are available for inspection by the shareholders from 30 April 2013 onwards at the company's head office at Margretetorpsvägen 84 in Förslöv and on the Peab website at peab.com. Copies of the said documents will be sent to shareholders on request.

PROPOSED AGENDA

1. Call to order
2. Election of the Chairperson 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 members to check the minutes
6. Verification of whether the Annual General Meeting is validly assembled
7. Address by the CEO
8. Presentation of the annual accounts and auditors' report and the consolidated accounts and consolidated auditors' report
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, auditors and deputy auditors
13. Establishment of fees for board members, committee members and auditors
14. Election of board members, Chairperson and Vice-Chairperson
15. Election of auditors and deputy auditors
16. Election of members of the Election 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. Close 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 at the Annual General Meeting:

ITEM 2 ELECTION OF THE CHAIRPERSON OF THE GENERAL MEETING

The proposal put forward by the Election Committee: That Göran Grosskopf be elected as the Chairperson of the General Meeting.

ITEM 10 PROPOSED DIVIDEND

The Board of Directors proposes that a dividend of SEK 1.60 (2.10) per share be paid out for the 2012 financial year. Friday 17 May 2013 is proposed as the record day for the dividend. If the Annual General Meeting adopts a resolution in accordance with the proposal, it is estimated that the dividend will be issued by Euroclear Sweden on Wednesday 22 May 2013.

ITEM 12 ESTABLISHMENT OF THE NUMBER OF BOARD MEMBERS

The proposal put forward by the Election Committee: Eight (unchanged) members. Two auditors and two deputy auditors (unchanged).

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

The proposal put forward by the Election Committee:

It is proposed that the Chairperson of the Board of Directors be paid SEK 495,000 (450,000) and that each of the remaining board members be paid SEK 195,000 (175,000). 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. Furthermore, it is proposed that the Vice-Chairperson 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 4,805,000 (4,620,000). It is proposed that fees be paid to auditors according to an approved account.

ITEM 14 ELECTION OF BOARD MEMBERS, CHAIRPERSON AND VICE-CHAIRPERSON

The proposal put forward by the Election Committee:

That, Karl-Axel Granlund, Göran Grosskopf, Mats Paulsson, Fredrik Paulsson, Svante Paulsson, Anne-Marie Pålsson, Annette Brodin Rampe and Lars Sköld be re-elected. That Göran Grosskopf be appointed Chairperson and Mats Paulsson be appointed Vice-Chairperson.

ITEM 15 ELECTION OF AUDITORS AND DEPUTY AUDITORS

The proposal put forward by the Election Committee:

That, Thomas Thiel and Alf Svensson be re-elected as auditors and that, Dan Kjellqvist and David Olow be re-elected as deputy auditors.

ITEM 16 ELECTION OF MEMBERS OF THE ELECTION COMMITTEE

Shareholders representing over 2/3 of the total number of votes in the company propose the following Election Committee: For the period up to the 2014 Annual General Meeting, it is proposed that Göran Grosskopf, Magnus Swärd and Malte Åkerström be re-elected. Bengt Johansson has declined re-election. Mats Rasmussen newly elected. Magnus Swärdh is proposed as Chairperson of the Election 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 combined maximum 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 OMX 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 OMX 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 OMX 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 OMX 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 to be used when financing acquisitions, etc.

ITEM 19 ESTABLISHMENT OF A REMUNERATION POLICY

The proposed remuneration policy put forward by the Board of Directors is the same as for 2012.

NUMBER OF SHARES AND VOTES AND OTHER INFORMATION

At 26 March 2013 there was 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 held 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.