

The Board of Directors' proposal to the Annual General Meeting of Peab AB (publ) on May 6, 2024 to authorize the Board to decide on the repurchase and transfer of own shares

The Board of Directors of Peab AB (publ) ("the company") proposes that the Annual General Meeting on May 6, 2024 authorizes the Board to decide on the repurchase and transfer of its own A and B shares as the Board decides and according to the following terms:

1. Shares may be repurchased on Nasdaq Stockholm AB at a price within the price interval registered on each occasion.
2. Shares may also be repurchased through an acquisition offer directed to all shareholders. Such an acquisition offer may only be paid in cash and for a price that corresponds to the lowest share price at the time of the offer with a maximum upward deviation of 30 percent.
3. Shares may be repurchased for a number of shares so that the company's holding of its own shares after the repurchasing does not exceed one tenth of all shares in the company.
4. The number of shares transferred may not exceed the company's holding of own shares at the time of the Board's decision to transfer shares.
5. Shares may be transferred on Nasdaq Stockholm AB at a price within the registered price interval on each occasion.
6. Shares acquired according to the above may be transferred outside of Nasdaq Stockholm AB, with or without deviation from shareholders' preferential rights and with or without regulations concerning in-kind or offset rights. This kind of share transfer may be for a cash sum or the value of an acquired property that corresponds to the share price at the time of the transfer of the Peab shares transferred with any deviation the Board deems appropriate.
7. If the use of the authorization regarding repurchasing and transferring own shares is combined with the use of authorization regarding new issue, with the intention to use company shares as a part of or the entire purchase price of one particular company acquisition, the total number of shares transferred and issued in connection to the particular acquisition may not exceed a tenth of the total number of shares in the company at the time the authorization to issue new shares was decided.
8. The authorization may be used on one or several occasions, but no later than the Annual General Meeting 2025.

The purpose of the authorization to repurchase or transfer own shares is to improve the company's capital structure and/or to be used when financing acquisitions, etc. as well as enabling coverage of costs and delivery connected to implementing the company's long-term performance share program.

The option to deviate from shareholders' preferential rights in connection with the transfer of own shares is justified by the fact that transferring shares on Nasdaq Stockholm AB or in some other way deviating from shareholders' preferential rights, can be carried out with greater speed, flexibility and cost-effectiveness than a transmission to all shareholders. If the company's own shares are transferred and payment is in another form than cash in connection with a contract for the acquisition of assets, the company cannot offer shareholders with the option to exercise preferential rights.

Furthermore, the Board is authorized to decide on matters related to the repurchase and transfer of own shares, including the matter of whether shares will be transferred with or without regulations concerning in kind or offset rights or other such terms stipulated in chapter 13, section 5, first paragraph 6 in the Companies Act.

Majority requirement

For the decision in this matter by the Annual General Meeting to be valid it must be supported by shareholders with at least two-thirds of both the submitted votes as well as the shares represented at the Annual General Meeting.

Förslöv March 21, 2024

The Board of Directors