

*In principle unchanged compared to the previous year*

**The Board of Directors' proposal to the Annual General Meeting of Peab AB (publ) 13 May 2015 to authorize the Board to decide on the repurchase and transfer its own shares**

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The Board of Directors in Peab AB (publ) ("the company") proposes that the Annual General Meeting on 13 May 2015 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 bought back on NASDAQ Stockholm AB at a price within the registered price interval on each occasion.
2. Shares may also be bought back through an acquisition offer directed to all shareholders. Such an acquisition offer may only be paid in cash and for a price that corresponds the lowest the share price at the time of offer, with a maximal deviation upwards of 30 %.
3. The Company may acquire, at the most, the number of shares so that after the buyback the Company's holding of its own shares does not exceed a tenth of all the 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 issues 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 the deviation the Board finds appropriate.

7. If the use of the authorization regarding repurchasing and transferring own shares is combined with the use of authorization regarding new issues, with the intention to use Company shares as a part of or as the entire purchase price for 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 can be used on one or several occasions, but no later than the Annual General Meeting 2016.

The purpose of the authorization is to improve the Company's capital structure and/or to be used when financing acquisitions, etc.

The option to deviate from the 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 any 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 money in connection with a contract for the acquisition of assets, the Company cannot offer shareholders the option to exercise preferential rights.

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

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### 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 1 April 2015

The Board of Directors