

# Call for the Peab AB (publ) Annual General Meeting

Welcome to the Peab AB Annual General Meeting  
Tuesday 10 May 2011 at 15.00, Grevieparken, Grevie.

## PROGRAMME:

14.00 Start of registration  
15.00 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 Wednesday 4 May 2011.

– give notice of attendance for themselves and for any assistants they intend to take to the General Meeting no later than Wednesday 4 May 2011 at 14.00. Notice of attendance may be given via the company's website at [www.peab.com](http://www.peab.com), by telephone on +46 431-893 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 powers of attorney must be conferred 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 powers of attorney to the company along with their notices of attendance. Power of attorney forms are available at [peab.se](http://peab.se) and will be sent to shareholders on request.

## CONFIRMATION OF ATTENDANCE

Confirmation of attendance is sent at the end of week 18 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 Wednesday 4 May 2011. 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 16-19, 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 19 April 2011 onwards at the company's head office at Margretetorsvägen i Förslov and on the Peab website at [peab.se/stamma/](http://peab.se/stamma/). Copies of the said documents will be sent to shareholders on request.

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.

## INFORMATION

### PROPOSED AGENDA

1. Call to order
2. Election of the Chair 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 or losses 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
13. Establishment of fees for board members and auditors
14. Election of board members, Chair and Vice-Chair
15. Election of members of the Election Committee
16. Amendment of the articles of association
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 CHAIR OF THE GENERAL MEETING

The proposal put forward by the Election Committee: Göran Grosskopf is elected as the Chair of the Annual General Meeting.

### ITEM 10 PROPOSED DIVIDEND

The Board of Directors proposes that a dividend of SEK 2.60 (2.50) per share be paid out for the 2010 financial year. Friday 13 May 2011 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 18 May 2011.

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

The proposal put forward by the Election Committee: Eight (seven) members.

**ITEM 13 ESTABLISHMENT OF FEES FOR BOARD MEMBERS AND AUDITORS**

The proposal put forward by the Election Committee:

It is proposed that the Chair of the Board of Directors be paid SEK 450,000 (400,000) and that each of the remaining board members be paid SEK 175,000 (150,000). For their work on the Remuneration Committee and the Finance Committee, it is proposed that a fee of SEK 30,000 (25,000) be paid to each member of those committees. Furthermore, it is proposed that the Vice-Chair be paid a fee of SEK 2,765,000 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 4,620,000 (1,250,000). It is proposed that fees be paid to auditors according to an approved account.

**ITEM 14 ELECTION OF BOARD MEMBERS, CHAIR AND VICE-CHAIR**

The proposal put forward by the Election Committee:

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

**ITEM 15 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: It is proposed that Malte Åkerström, Leif Franzon, Erik Paulsson and Göran Grosskopf be re-elected for the period up to the 2012 Annual General Meeting. Malte Åkerström is proposed as Chair of the Election Committee.

**ITEM 16 AMENDMENT OF THE ARTICLES OF ASSOCIATION**

Calls for an Extraordinary General Meeting shall take place no earlier than six weeks and no later than three (previously two) weeks prior to the General Meeting. Calls for General Meetings will in future take place through an announcement in *Post- och Inrikes Tidningar* [the Official Swedish Gazette] and by making the call available on the Peab website. There will also be an announcement in *Svenska Dagbladet* that a call has been issued.

**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 equivalent 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, for a consideration in cash, at a price equivalent to the lowest stock-market price at the time of the offer with a maximum upward deviation of 30%,
- 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. and/or provide an opportunity, through later withdrawal, to neutralise any dilution that may occur in the conversion of convertibles issued by the company.

**ITEM 19 ESTABLISHMENT OF A REMUNERATION POLICY**

The Board of Directors proposes the following change in the Remuneration Policy as a new item (4): "Long-term incentive programme (LTI programme). Senior executives may from time to time be offered the opportunity to take part in an LTI programme. The condition for participating in an LTI programme is that the senior executive must set aside a minimum of 50% of the final annual amount of his or her variable salary as a one-time pension premium payment. The maximum final annual amount in an LTI programme may not exceed 40% of fixed salary. The resulting amount in an LTI programme, as an amount set aside from the final variable salary amount, is invested in pension savings linked to the Peab share." The Board of Directors also proposes other minor adjustments to the Remuneration Policy which derive from the full proposal.

**NUMBER OF SHARES AND VOTES**

At 28 March 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 which 9,308,220 were B shares held by the company, representing 9,308,220 votes.

Förslov, April 2011

Peab AB (publ)