

September 24, 2020  
10:00 am CET

## **Notice to attend the Extraordinary General Meeting of Skanska AB (publ)**

Shareholders in Skanska AB (publ), Reg. No 556000-4615 (the "Company"), are hereby invited to participate in the Extraordinary General Meeting (the "Meeting") on Thursday October 22, 2020 for decision on dividend. At the Annual General Meeting on March 26, 2020 it was decided in accordance with the motion by the Board of Directors (the "Board") that no dividend would be distributed to the shareholders due to the prevailing uncertainty caused by COVID-19. During the recent months, uncertainty has decreased, but there is still reason to be prudent. The Board has decided, after an overall assessment, to propose a dividend of SEK 3.25 per share.

In light of the risk of the spread of COVID-19 and the authorities' regulations/advice about avoiding gatherings, the Board has decided that the Meeting will be conducted without physical presence, by shareholders exercising their voting rights only by postal voting. Information about the decisions made by the Meeting will be published on October 22, 2020, as soon as the outcome of the postal voting has been compiled.

### **Preconditions for participation**

Shareholders who wish to participate in the Meeting, through postal voting, must:

- be entered in the share register maintained by Euroclear Sweden AB on Wednesday October 14, 2020; and
- give notice of intent to participate to the Company no later than on Wednesday October 21, 2020 by submitting a postal voting form in accordance with the instructions below, to be received by Euroclear Sweden AB no later than October 21, 2020.

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the Meeting. In addition to registering by casting the postal vote, such shareholders must request re-registration of their shares so that the shareholder is registered in his/her own name in the share register kept by Euroclear Sweden AB as of the record date Wednesday October 14, 2020. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register the shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such voting rights registration. Voting rights registration that has been requested by shareholders at such a time that the voting rights registration has been made by the relevant nominee no later

than Friday October 16, 2020 will be taken into account in the making of the share register.

For Skanska employees, who have invested in Skanska-shares under the Skanska employee ownership programs Seop 1 (2008–2010), Seop 2 (2011–2013), Seop 3 (2014–2016), Seop 4 (2017–2019) and/or Seop 5 (2020–2022) and who wish to participate in the Meeting and exercise the voting rights of their Skanska shares, the Company may assist with the registration of the shares in their own name. Employees wishing the Company's assistance should inform the Company about this not later than Wednesday September 30, 2020 by telephone +46 (0)10 448 03 83 or by e-mail: [extrabolagsstamma@skanska.se](mailto:extrabolagsstamma@skanska.se), stating full name, personal identification number, address and so-called global ID, received for the Skanska employee ownership programs. In addition to requesting voting rights registration, Skanska employees must give notice of intent to participate in the Meeting no later than on Wednesday October 21, 2020 by submitting a postal voting form in accordance with the instructions below, to be received by Euroclear Sweden AB no later than October 21, 2020.

## **Postal voting**

Shareholders exercise their voting rights only by voting in advance using postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for postal voting, available at the Company's website [www.group.skanska.com/](http://www.group.skanska.com/), under the heading "Corporate Governance/Extraordinary General Meeting", and at the Company's offices, Warfvings väg 25, SE-112 74 Stockholm, Sweden. No separate registration is required; a completed and signed postal voting form is valid as registration to participate in the Meeting.

The completed voting form must be received by Euroclear Sweden AB no later than Wednesday October 21, 2020.

Shareholders who are natural persons can sign the form electronically by verifying with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. The completed form may also be sent by email to the Company via [GeneralMeetingServices@euroclear.eu](mailto:GeneralMeetingServices@euroclear.eu) or be posted to the Company via address to Skanska AB (publ), "Extra bolagsstämma", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden. If the shareholder votes by post through a proxy, a power of attorney must be enclosed with the form (see below). If the shareholder is a legal entity, proof of registration or other authorization document must be enclosed with the form.

Shareholders may not assign instructions or conditions to the postal vote. Voting forms will be deemed to be invalid if this happens. Additional instructions are provided in the postal voting form.

Shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the Meeting so resolves or if shareholders representing at least one tenth of all shares in the Company so requests.

For questions about the postal voting form, please contact Euroclear Sweden AB on telephone +46 (0)8 402 92 81 (Monday-Friday 9.00 am - 4.00 pm).

### **Voting by proxy**

Shareholders who vote by post through a proxy must issue a written and dated power of attorney for the proxy signed by the shareholder. Proxy forms can be found on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Extraordinary General Meeting". If the postal vote takes place with the support of a power of attorney, the power of attorney must be attached to the postal voting form. If the shareholder is a legal entity, a registration certificate or equivalent authorization documents must also be attached to the postal voting form.

The power of attorney is valid for a maximum of one year from the date of issue, unless the power of attorney states a longer period of validity, however, for a maximum of five years from the time of issue.

### **Proposed agenda**

1. Election of Chairman of the Meeting.
2. Election of two persons to verify the minutes together with the Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the Meeting has been duly convened.
6. Resolution on dividend.

### **Resolutions proposed by the Board**

#### **Item 1 – Chairman of the Meeting**

The Board proposes that attorney Eva Hägg is elected Chairman of the Meeting, or in the event she is prevented from attending, a person the CEO appoints instead.

#### **Item 2 – Election of two persons to verify the minutes together with the Chairman of the Meeting**

The Board proposes that Helena Stjernholm, AB Industrivärden, and Mats Guldbrand, L E Lundbergföretagen AB, be appointed persons to verify the minutes together with the Chairman of the Meeting, or in the event one or both of them are prevented from doing so, the person or persons the CEO appoints instead. The persons appointed to verify the

minutes shall, apart from approving the minutes of the Meeting together with the Chairman of the Meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the Meeting.

### **Item 3 – Preparation and approval of the voting list**

The voting list that is proposed for approval is the voting list prepared by Euroclear AB on behalf of the Company, based on the shareholders register for the Meeting and postal votes received, and approved by the persons appointed to verify the minutes.

### **Item 6 – Resolution on dividend**

The Board decided on March 24, 2020 to withdraw the dividend proposal to the Annual General Meeting held on March 26, 2020 of SEK 6.25 per share due to the prevailing uncertainty caused by COVID-19 in order to, if the circumstances so permit, convene an Extraordinary General Meeting in the autumn to decide on a dividend. At the Annual General Meeting on March 26, 2020 it was decided in accordance with the motion by the Board that no dividend would be distributed to the shareholders. During the recent months, uncertainty has decreased, but there is still reason to be prudent. The Board has decided, after an overall assessment, to propose a dividend of SEK 3.25 per share. The Board proposes Monday October 26, 2020 as the record date for receiving dividend.

If the Meeting resolves in accordance with the Board's proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Thursday October 29, 2020.

As of December 31, 2019, the Company's non-restricted equity amounted to SEK 6,929,617,916. The Board has subsequently decided to exercise the authorization given by the Annual General Meeting on March 26, 2020 to acquire, on one or several occasions, no more than 1,200,000 own Series B shares in the Company. As of September 22, 2020, 272,000 own Series B shares have been acquired, reducing non-restricted equity by SEK 49,915,695. Hence, the amount available under Chapter 17, Section 3 of the Swedish Companies Act amounts to SEK 6,879,702,221 as of September 22, 2020. The additional number of own Series B shares that can be repurchased according to the authorization given by the 2020 Annual General Meeting amounts to 928,000. To the extent that additional repurchases of own Series B shares are made, this will further reduce the amount available under Chapter 17, Section 3 of the Swedish Companies Act. Value transfers relating to the repurchase of own Series B shares made during the period from September 22, 2020 until the date of issuance of this notice are negligible.

### **Information at the Meeting**

If requested by a shareholder and the Board deems that it can take place without causing significant damage to the Company, the Board and the CEO shall provide information about circumstances that may affect the assessment of an item on the agenda. Requests

of such information must be submitted in writing to the Company no later than ten days before the Meeting, i.e. no later than Monday October 12, 2020, to the address Skanska AB (publ), c/o the General Counsel, Warfvinges väg 25, SE-112 74 Stockholm, Sweden, or via e-mail to [extrabolagsstamma@skanska.se](mailto:extrabolagsstamma@skanska.se). The information is provided by the Company by being kept available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Extraordinary General Meeting", and at the Company's offices on the address stated above no later than Saturday October 17, 2020. The information will be sent to shareholders who so request and state their address.

## **Complete proposals, etc.**

The Board's complete proposal for dividend is set forth above. The following documents will be available at the Company's offices, Warfvinges väg 25, SE-112 74 Stockholm, Sweden, and on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Extraordinary General Meeting", as of Thursday September 24, 2020.

- annual and sustainability report including auditor's report for the financial year 2019,
- the Board's statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act,
- the Board's report pursuant to Chapter 18, Section 6 of the Swedish Companies Act, and
- auditor's statement pursuant to Chapter 18, Section 6 of the Swedish Companies Act.

The documents are presented by keeping them available at the Company's offices and on the Company's website. The documents will also be sent to shareholders who so request and state their address.

The Company's share ledger will be provided at the Company's head office, Warfvinges väg 25, SE-112 74 Stockholm, Sweden.

## **Shares and votes**

At the time of issuance of this notice the total number of shares in the Company amounts to 419,903,072 of which 19,685,164 shares of Series A (ten votes per share) and 400,217,908 of Series B (one vote per share). As per the same date the Company's own shares amounted to 7,740,124 shares of series B, amounting to 7,740,124 votes in the Company. The Company must not vote for its own shares.

## **Processing of personal data**

For information on how your personal data is processed, see the privacy notice available on the Company's website: [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Extraordinary General Meeting".

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Stockholm, September 2020

Skanska AB (publ)

The Board of Directors

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**For further information please contact:**

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*This and previous releases can also be found at [www.skanska.com](http://www.skanska.com).*

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