

February 22, 2023  
07:30 am CET

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

Shareholders in Skanska AB (publ), Reg. No 556000-4615 (the "Company"), are hereby given notice of the Annual General Meeting (the "Meeting") to be held on **Wednesday March 29, 2023 at 10.00 am CET at Sergel Hub, Sveavägen 10A, Stockholm, Sweden. Registration will begin at 9.00 am CET. Shareholders will also have the opportunity to exercise their voting rights by postal voting prior to the Meeting.**

The presentations by the Chairman of the Board of Directors ("Board"), Hans Biörck, and the CEO, Anders Danielsson, will be available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Shareholders' Meeting/AGM 2023" after the Meeting.

### Right to participate and notice of participation

Shareholders who wish to participate in the Meeting must be recorded as a shareholder in the share register prepared by Euroclear Sweden AB ("Euroclear") concerning the circumstances on Tuesday March 21, 2023.

In addition, shareholders must notify of its intention to participate in the Meeting:

- A) Shareholders who wish to participate in the Meeting at the meeting venue in person or by proxy must give notice of intent to participate to the Company no later than on Thursday March 23, 2023, via Euroclear's website, <https://anmalan.vpc.se/euroclearproxy>, or by writing to Skanska AB (publ), "Årsstämman", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 (0)8 402 92 81 on weekdays between 9.00 am and 4.00 pm CET. When giving notice of participation, please state name, personal identification number or corporate registration number, address, telephone number and, if applicable, the number of attending counsels (no more than two).
- B) Shareholders who wish to participate in the Meeting by postal voting must give notice of intent to participate to the Company no later than on Thursday March 23, 2023, by casting its postal vote in accordance with the instructions under the heading *Postal voting* below so that the postal vote is received by Euroclear no later than that day.

In order to be entitled to participate in the Meeting, in person, by proxy or by postal voting, a shareholder whose shares are registered in the name of a nominee must, in

addition to giving notice of participation in the Meeting, register its shares in its own name so that the shareholder is listed in the share register as of Tuesday March 21, 2023. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as required by the nominee. Voting rights registrations that have been made by the nominee no later than Thursday March 23, 2023, will be taken into account in the presentation of the share register.

For Skanska employees, who have invested in Skanska shares under the Skanska employee ownership programs Seop 1–6 (2008–2025) and who wish to participate in the

Meeting and exercise the voting rights of their shares, the Company may assist with the registration of the shares in the employee's own name. Employees wishing the Company's assistance with such voting rights registration should inform the Company about this no later than on Wednesday March 8, 2023, by telephone +46 (0)10 449 63 85 on weekdays between 9.00 am and 4.00 pm CET or by e-mail via [arsstamma@skanska.se](mailto:arsstamma@skanska.se), stating full name, personal identification number, address and so-called global ID, received for the Skanska employee ownership programs. Such a request for voting-rights registration will be regarded as a notice to participate at the meeting venue in accordance with A) above. To participate by postal voting, Skanska employees must give notice of participation by casting its postal vote in accordance with the instructions under the heading *Postal voting* below.

### **Postal voting**

A special form must be used for postal voting, which is available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/), under the heading "Corporate Governance/ Shareholders' Meeting/AGM 2023". In the case of postal voting only, no separate notification is required for the Meeting. The completed and signed postal voting form must be received by Euroclear no later than Thursday March 23, 2023. Shareholders may sign the form electronically by verifying with BankID via Euroclear's website, <https://anmalan.vpc.se/euroclearproxy>. The completed form may also be sent by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or be posted to the address Skanska AB (publ), "Årsstämman", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders may not assign specific instructions or conditions to the postal vote. The postal voting form will be deemed to be invalid in its entirety in such case. Additional instructions and conditions are provided in the postal voting form.

Shareholders wishing to attend the Meeting at the meeting venue in person or by proxy must notify their participation in accordance with the instructions under A) under the heading *Right to participate and notice of participation* above. This

means that notification of participation by postal vote only is not sufficient for those who wish to participate at the meeting venue in person or by proxy.

If a shareholder has voted by post and thereafter participates in the meeting venue in person or by proxy, the postal vote is still valid to the extent that the shareholder does not participate in a voting procedure at the Meeting or otherwise withdraws the postal vote. If the shareholder chooses to participate in a voting at the Meeting, the vote cast will replace the previously submitted postal vote with regard to the relevant item on the agenda.

### **Voting by proxy**

Shareholders who are represented by a proxy must issue a written and dated power of attorney for the proxy signed by the shareholder. If the shareholder is a legal entity, a copy of a valid registration certificate or equivalent authorization documents must also be attached. The power of attorney with registration certificate or equivalent authorization documents (if applicable) should be sent to the address Skanska AB (publ), "Årsstämman", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), well in advance of the Meeting. If a postal vote takes place with the support of a power of attorney, the power of attorney with registration certificate or equivalent authorization documents (if applicable) must be attached to the postal voting form and should be sent in accordance with the instructions under the heading *Postal voting* above.

Proxy forms can be found on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Shareholders' Meeting/AGM 2023". 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. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes together with the Chairman of the Meeting.
6. Determination of whether the Meeting has been duly convened.
7. Report by the Chairman of the Board and by the CEO.
8. Presentation of the annual report and auditors' report for 2022 and the consolidated accounts and the auditors' report on the consolidated accounts for 2022, as well as the auditor's statement regarding the

- application of guidelines for salary and other remuneration to senior executives which have applied since the previous Annual General Meeting.
9. Resolution on adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet.
  10. Resolution on the dispositions of the Company's results pursuant to the adopted balance sheet and determination of the record date for dividend.
  11. Resolution on discharge from liability of the members of the Board and the CEO for the administration of the Company in 2022.
  12. Determination of the number of members of the Board to be elected by the Meeting and the number of auditors and deputy auditors.
  13. Determination of the fees payable to members of the Board elected by the Meeting and to the auditor.
  14. Election of members of the Board and of the Chairman of the Board.
    - A. election of Board member: Hans Biörck (re-election)
    - B. election of Board member: Pär Boman (re-election)
    - C. election of Board member: Jan Gurander (re-election)
    - D. election of Board member: Mats Hederörs (re-election)
    - E. election of Board member: Fredrik Lundberg (re-election)
    - F. election of Board member: Catherine Marcus (re-election)
    - G. election of Board member: Ann E. Massey (re-election)
    - H. election of Board member: Åsa Söderström Winberg (re-election)
    - I. election of the Chairman of the Board: Hans Biörck (re-election)
  15. Election of auditor.
  16. Presentation of the Board's remuneration report for 2022 for approval.
  17. Resolution on guidelines for salary and other remuneration to senior executives.
  18. Decision to authorize the Board to resolve on acquisition of own Class B shares to secure delivery of Class B shares to participants in the long-term employee ownership program for the financial years 2023, 2024 and 2025 (Seop 6).
  19. Decision to authorize the Board to resolve on acquisition of own Class B shares to give the Board increased freedom of action to be able to adapt the Company's capital structure and thereby contribute to increased shareholder value.
  20. Closing of the Meeting.

### Proposed resolutions

#### Item 2 - Chairman of the Meeting

The Nomination Committee, appointed in accordance with the instruction for the Nomination Committee resolved by the Annual General Meeting 2018, consists prior to the Meeting of the Chairman of the Nomination Committee, Helena Stjernholm (AB Industrivärden), Katarina Martinson (Lundberg Group), Dick Bergqvist (AMF

Tjänstepension & AMF Fonder), Malin Björkmo (Handelsbanken Funds) and Hans Biörck (Chairman of the Board).

The Nomination Committee proposes that attorney Patrik Marcelius is elected Chairman of the Meeting.

**Item 3 - Preparation and approval of the voting list**

The voting list proposed for approval is the voting list drawn up by Euroclear on behalf of the Company, based on the Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

**Item 10 - Dividend and record date**

The Board proposes a dividend for 2022 of SEK 7.50 per share. The Board proposes Friday March 31, 2023, as the record date for receiving dividend. If the Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear on Wednesday April 5, 2023.

**Item 12 - Number of members of the Board to be elected by the Meeting and number of auditors and deputy auditors**

The Nomination Committee proposes that the number of members of the Board elected by the Meeting shall be eight, and that one registered accounting firm be elected as auditor with no deputy auditors.

**Item 13 - Fees payable to members of the Board elected by the Meeting and to the auditor**

The Nomination Committee proposes that fees to non-employee members of the Board elected by the Meeting and non-employee members of the committees of the Board elected by the Meeting be paid as follows until the end of the Annual General Meeting 2024: SEK 2,325,000 to the Chairman of the Board (2022: SEK 2,250,000), SEK 775,000 each to the other board members (2022: SEK 750,000), SEK 280,000 to the Chairman of the Audit Committee (2022: SEK 270,000) and SEK 195,000 each to the other committee members (2022: SEK 190,000), SEK 115,000 to the Chairman of the Compensation Committee (2022: SEK 115,000) and SEK 110,000 each to the other committee members (2022: SEK 110,000), and SEK 225,000 to the Chairman of the Project Review Committee and to each of the other committee members (2022: SEK 220,000). This implies a proposed increase of the total remuneration of 3.0% (2022: 3.2%).

The Nomination Committee also proposes, like previous years, that the auditor fees shall be paid against approved account.

**Item 14 - Election of members of the Board and of the Chairman of the Board**

The Nomination Committee proposes for the period until the end of the Annual General Meeting 2024:

- Re-election of Hans Biörck, Pär Boman, Jan Gurander, Mats Hederos, Fredrik Lundberg, Catherine Marcus, Ann E. Massey and Åsa Söderström Winberg as members of the Board.
- Re-election of Hans Biörck as Chairman of the Board.

The Nomination Committee's motivated statement and information about the proposed members of the Board are available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Shareholders' Meeting/AGM 2023".

**Item 15 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation by the Audit Committee, re-election of the registered accounting firm Ernst & Young AB as the Company's external auditor for the period until the end of the Annual General Meeting 2024.

**Item 17 - Guidelines for salary and other remuneration to senior executives**

The Board proposes that the Meeting resolves on the following guidelines for salary and other remuneration to senior executives of the Company. Senior executives include the CEO and other members of the Group Leadership Team. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Meeting. These guidelines do not apply to any remuneration decided by the General Meeting, including any long-term share related incentive plans.

***The guidelines' promotion of the Company's business strategy, long-term interests and sustainability***

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability agenda, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the senior executives a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability agenda. This is accomplished through the financial and non-financial targets that determines the outcome of the variable cash remuneration and are clearly linked to the Company's business strategy and sustainability agenda. The variable cash remuneration is further described in the section "Variable cash remuneration" below.

The Company's objectives for having a variable cash remuneration program and a long-term share related incentive plan are to (i) drive behaviors that will support the Company's long and short-term business success and create shareholder value, (ii) make the Company attractive as an employer for top talents, (iii) retain key individuals within the Company, and (iv) increase employees' interest and involvement in the Company's business and development.

For information regarding the Company's business strategy, see the Company's website: [www.group.skanska.com/about-us/how-we-work/strategy/](http://www.group.skanska.com/about-us/how-we-work/strategy/).

### ***Total remuneration***

The combined remuneration for each senior executive shall be market-related and competitive in the labor market in which the senior executive is placed, and distinguished performance should be reflected in the total remuneration. The remuneration may consist of the following components: fixed cash salary, variable cash remuneration, pension and other benefits. Additionally, the General Meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. Fixed salary and variable remuneration shall be related to the senior executive's responsibility and authority.

### ***Variable cash remuneration***

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. The variable cash remuneration shall be capped and related to the fixed salary, and may amount to not more than 100 percent of the fixed annual cash salary.

The variable cash remuneration shall take into account both financial and non-financial performance. The outcome in relation to predetermined and measurable financial targets shall determine the total (financial) bonus potential, i.e. the financial targets shall be the basis of the total bonus potential. This outcome may be reduced depending on the outcomes of the non-financial targets. The variable cash remuneration must be based on results in relation to established targets and be designed to increase the alignment between the shareholders and senior executives of the Company.

The financial targets for the variable cash remuneration may be related to the Group's earnings before taxes, to relevant business unit's earnings before interest and taxes, etc.

The non-financial targets shall be set to support the Company's business strategy and long-term interests, including its sustainability agenda, by for example being clearly linked to the Company's business strategy or sustainability agenda. The non-



financial targets should together represent 50 percent of the total bonus which means that the total bonus outcome may be reduced with up to 50 percent if the non-financial targets are not met.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The Board is responsible for the evaluation so far as it concerns variable cash remuneration to the CEO. For variable cash remuneration to other senior executives, the Compensation Committee is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

The terms for variable cash remuneration shall be structured so that the Board, if exceptional economic conditions prevail, has the possibility to limit or refrain from paying variable remuneration, if such payment is considered unreasonable and incompatible with the Company's responsibility in general to the shareholders, employees and other stakeholders. There shall also be a possibility to limit or refrain from paying variable remuneration if the Board considers that this is appropriate for other reasons. Further, the Board shall have the possibility to reclaim paid out variable cash remuneration if it is discovered after the payment that the senior executive has violated Skanska's Code of Conduct or other Skanska values, policies, standards or procedures.

Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration for the CEO shall be made by the Board based on a proposal from the Compensation Committee. Any resolution on such remuneration for other senior executives shall be made by the Compensation Committee based on a proposal from the CEO.

#### Pension

Pension benefits shall be defined contribution schemes except where law or collective agreement require a defined benefit pension. Variable cash remuneration shall not qualify for pension benefits, except when it follows under law or collective agreement. The pension premiums for defined-contribution pension shall amount to not more than 40 percent of the fixed annual cash salary unless a higher percentage results from the application of law or collective agreement.



Other benefits

Other benefits may include, for example, medical insurance (Sw: *sjukvårdsförsäkring*), health insurance (Sw: *sjukförsäkring*), double accommodation, home travel, tax compensation, parking and company cars. Such benefits may amount to not more than 20 percent of the fixed annual cash salary.

For employments governed by rules other than Swedish rules, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Senior executives who are expatriates, i.e. based in another country than their home country, may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 50 percent of the fixed annual cash salary.

***Long-term share saving programs***

Long-term share saving programs, Skanska Employee Ownership Programs ("Seop 5" and "Seop 6") have been implemented in the Company. Such plans have been resolved by the General Meeting and are therefore excluded from these guidelines. New plans may also be resolved by the General Meeting. Seop 5 and Seop 6 give present and future employees the opportunity of becoming shareholders of Skanska and include permanent employees in the Skanska Group. The performance criteria used to assess the outcome of the plans are clearly linked to the business strategy and thereby to the Company's long-term value creation, including its sustainability agenda. The performance criteria consist of financial targets at Group, Business Unit and/or Business Unit Cluster level and as of Seop 6, also a non-financial target at Group level, related to the Group's reduction of carbon emissions. At present, the financial target applicable at Group level is growth in earning per share (EPS). The financial targets applicable at Business Unit and/or Business Unit level vary depending on which business stream the relevant Business Unit or Business Unit Cluster belongs to, as set out in the table below.

Construction	Residential Development	Commercial Development	Investment Properties
EBIT <sup>1</sup>	EBIT <sup>1</sup>	EBIT <sup>1</sup>	EBIT <sup>1</sup>
-	ROCE <sup>2</sup>	Leasing SQM <sup>3</sup>	-

Seop 5 and Seop 6 are further conditional upon the participant's own investment and three-year holding and employment period. For more information on Seop 5 and Seop 6, including the criteria which the outcome depends on, please see the Company's website:

[www.group.skanska.com/corporate-governance/remuneration/incentive-programs/](http://www.group.skanska.com/corporate-governance/remuneration/incentive-programs/).

### ***Termination of employment***

In the event of employment termination by the Company, the normal period of notice is six months, combined with severance pay corresponding to a maximum of 18 months fixed cash salary, or, alternatively, a period of notice of maximum 12 months, combined with severance pay corresponding to a maximum of 12 months fixed cash salary. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for two years. When termination is made by the senior executive, the notice period may not exceed 12 months, without any right to severance pay.

### ***Remuneration to board members in addition to board fees***

To the extent that a non-employed board member elected by the General Meeting performs work for the Company, besides the board membership, consultant fee and other remuneration may be granted for such work. Decisions on consultant fees and other remuneration to non-employed board members elected by the General Meeting are made by the Compensation Committee.

### ***Salary and employment conditions for employees***

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Compensation Committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

<sup>1</sup> Earnings Before Interest and Taxes.

<sup>2</sup> Return On Capital Employed.

<sup>3</sup> Leasing Square Meters.

***The decision-making process to determine, review and implement the guidelines***

The Board has established a Compensation Committee. The Compensation Committee's tasks include preparing the Board's decision to propose guidelines for salary and other remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Compensation Committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for salary and other remuneration to senior executives as well as the current remuneration structures and compensation levels in the Company. The members of the Compensation Committee are independent of the Company and its senior executives. The CEO and other members of the senior executives do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

***Derogation from the guidelines***

The Board may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability agenda, or to ensure the Company's financial viability. As set out above, the Compensation Committee's tasks include preparing the Board's resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

***Description of significant changes compared to the previous guidelines***

Pension premiums have previously been restricted to 35 percent of the fixed annual cash salary for the CEO and to 30 percent of the fixed annual cash salary together with up to 30 percent on variable cash remuneration for other senior executives. These guidelines have been changed to a single restriction of 40 percent of the fixed annual cash salary which applies to all senior executives in order to align the cap for pension premiums with prevailing Swedish market practice.

The cap for other benefits has been increased from 15 percent to 20 percent of the fixed annual cash salary. This change has been made to ensure that any senior executives that require for example double accommodation and home travels can be granted such benefits within the limits of these guidelines.

The only further changes are editorial changes primarily following from the implementation of Seop 6.

The shareholders have not expressed any specific views on the guidelines adopted by the Annual General Meeting 2020.

**Item 18 - Decision to authorize the Board to resolve on acquisitions of own Class B shares to secure delivery of own Class B shares to participants in the long-term employee ownership program for the financial years 2023, 2024 and 2025 (Seop 6)**

*Background*

The Annual General Meeting 2022, resolved in accordance with the Board's proposal on a long-term employee ownership program for the financial years 2023, 2024 and 2025, respectively (each an "Annual Program") for permanent employees in the Skanska Group (Skanska Employee Ownership Program, "Seop 6"); that a maximum of 12,000,000 own Class B shares may be transferred free of charge to participants in Seop 6 at the time and on the other terms that participants in Seop 6 are entitled to acquire shares; that each Annual Program may comprise no more than 4,000,000 Class B shares; and that transfers may be made of Class B shares (i) which have previously been acquired to secure Skanska's obligations under earlier Skanska Employee Ownership Programs but which are no longer required for such purpose, (ii) which have been acquired in accordance with the authorization given by the Annual General Meeting 2022, and (iii) which are acquired under future authorizations to acquire Class B shares.

Information on Seop 6, including the conditions which the outcome depends on, is available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Remuneration/Incentive programs". Information on costs of the Skanska Employee Ownership Programs, etc. is available in note 37 in the annual and sustainability report for the financial year 2022.

*Proposal*

For the purpose of securing deliveries of Class B shares to participants in Seop 6 on the terms and conditions adopted by the Annual General Meeting 2022, the Board proposes that the Meeting resolves to authorize the Board to resolve on acquisitions of own Class B shares on the following terms and conditions.

- a) Acquisitions of Class B shares may only be effected on Nasdaq Stockholm.
- b) The authorization may be exercised on one or several occasions, however at the latest until the Annual General Meeting 2024.
- c) No more than 3,500,000 Class B shares may be acquired to secure delivery of shares to participants in Seop 6.
- d) Acquisitions of Class B shares on Nasdaq Stockholm may only be made at a price within the from time to time applicable range of prices (spread) on Nasdaq Stockholm, meaning the interval between the highest purchase price and the lowest selling price.

The Board has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

**Item 19 – Decision to authorize the Board to resolve on acquisitions of own Class B shares to give the Board increased freedom of action to be able to adapt the Company’s capital structure and thereby contribute to increased shareholder value**

For the purpose of giving the Board increased freedom of action to be able to adapt the Company’s capital structure and thereby contribute to increased shareholder value, the Board proposes that the Meeting resolves to authorize the Board to resolve on acquisitions of own Class B shares on the following terms and conditions.

- a) Acquisitions of Class B shares may only be effected on Nasdaq Stockholm.
- b) The authorization may be exercised on one or several occasions, however at the latest until the Annual General Meeting 2024.
- c) Acquisitions may be made of such amount of Class B shares that the Company’s holding of own shares after each acquisition amounts to a maximum of one-tenth of the total number of shares in the Company.
- d) Acquisitions of Class B shares on Nasdaq Stockholm may only be made at a price within the from time to time applicable range of prices (spread) on Nasdaq Stockholm, meaning the interval between the highest purchase price and the lowest selling price.

The Board has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act.

**Majority requirements**

The Meeting’s resolutions according to the Board’s motions under item 18 and 19 on the agenda requires that shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting approve the resolutions.

**Complete proposals, etc.**

Complete proposals for resolutions on item 2–3, 12–15 and 17–19 on the agenda are 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/Shareholders’ Meeting/AGM 2023”, as of Wednesday February 22, 2023:

- the Nomination Committee’s motivated statement including a description of the work of the Nomination Committee before the Meeting,
- information on the proposed board members, and
- the Board’s statement according to Chapter 19, Section 22 of the Swedish Companies Act (regarding item 18 and 19 on the agenda).

The following documents will be available in accordance with the above, as of Wednesday March 8, 2023:

- annual and sustainability report including auditor's report for the financial year 2022 and the Board's complete proposal on disposition of earnings (regarding item 10 on the agenda) and the Board's statement according to Chapter 18, Section 4 of the Swedish Companies Act,
- the Board's remuneration report for 2022 (regarding item 16 on the agenda), and
- auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding the application of guidelines for salary and other remuneration to senior executives.

The documents will also be sent to shareholders who so request and state their address.

### **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 at the Meeting about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's or its subsidiaries' financial position and the Company's relation to other companies within the Group.

### **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 19,653,244 are Class A shares (ten votes per share) and 400,249,828 are Class B shares (one vote per share). As per the same date, the Company's own shares amounted to 8,823,795 Class B shares, amounting to 8,823,795 votes in the Company. The Company may 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/Shareholders' Meeting/AGM 2023".

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Stockholm, February 2023

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).*

*Skanska Group uses knowledge & foresight to shape the way people live, work, and connect. Over 135 years in the making, we're one of the world's largest project development and construction companies, with 2022 revenue totaling SEK 162 billion. We operate across select markets in the Nordics, Europe and USA. Together with our customers and the collective expertise of our 28,000 teammates, we create innovative and sustainable solutions that support healthy living beyond our lifetime.*