

February 21, 2024
7:30 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 27, 2024 at 10.00 am CET at Stockholm Waterfront Congress Centre, Nils Ericsons Plan 4, 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/ under the heading "Corporate Governance/Shareholders' Meeting/AGM 2024" 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 19, 2024.

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 21, 2024, 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 21, 2024, 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 19, 2024. 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 21, 2024, 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 6, 2024, 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, 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/, under the heading "Corporate Governance/ Shareholders' Meeting/AGM 2024". 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 21, 2024. 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 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, 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/ under the heading "Corporate Governance/Shareholders' Meeting/AGM 2024". 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 2023 and the consolidated accounts and the auditors' report on the consolidated accounts for 2023, 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 2023.
 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 Hederos (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: Åsa Söderström Winberg (re-election)
 - H. election of board member: Jayne McGivern (new election)
 - I. election of board member: Henrik Sjölund (new election)
 - J. election of the Chairman of the Board: Hans Biörck (re-election)
 15. Election of auditor.
 16. Presentation of the Board's remuneration report for 2023 for approval.
 17. 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).
 18. 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.
 19. Resolution on amendments to the Articles of Association.
 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 2023 of SEK 5.50 per share. The Board proposes Tuesday April 2, 2024, 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 Friday April 5, 2024.

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 nine, 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 2025:

- SEK 2,400,000 (2023: SEK 2,325,000) to the Chairman of the Board;
- SEK 800,000 (2023: SEK 775,000) each to the other board members;
- SEK 310,000 (2023: SEK 280,000) to the Chairman of the Audit Committee and SEK 210,000 (2023: SEK 195,000) each to the other members of the committee;
- SEK 115,000 (2023: SEK 115,000) to the Chairman of the Compensation Committee and SEK 110,000 (2023: SEK 110,000) each to the other members of the committee; and
- SEK 235,000 (2023: SEK 225,000) each to the Chairman of the Project Review Committee and the other members of the committee.

This implies a proposed increase of the total remuneration of 3.7% (2023: 3.0%) on an unchanged number of board and committee members.

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 2025:

- Re-election of Hans Biörck, Pär Boman, Jan Gurander, Mats Hederos, Fredrik Lundberg, Catherine Marcus and Åsa Söderström Winberg as members of the Board.
- Election of Jayne McGivern and Henrik Sjölund as new members of the Board.
- Re-election of Hans Biörck as Chairman of the Board.

Jayne McGivern was born in 1960 in the UK. Jayne McGivern was a member of Skanska's Board from the Annual General Meeting 2015 until August 31, 2021, when she, at her own request, resigned from the Board for her current operational role in Riyadh, Saudi Arabia, as CEO of Sport Boulevard Foundation. Jayne McGivern has many years of international experience from senior operational roles in the property and construction industry, including within Madison Square Garden Company (2017–2021), Multiplex Europe (2005–2010) and AEG Company (2001–2005). Currently Jayne McGivern serves as non-executive board member of the investment vehicle NEOM (Oxagon). Jayne McGivern has attended Harrogate Ladies College in the UK, and her qualification is FRICS (Fellow of the Royal Institution of Chartered Surveyors).

Henrik Sjölund was born in 1966 in Sweden. Henrik Sjölund is since 2014 President and CEO of Holmen AB. Henrik Sjölund has previously (during 1995–2014) held several senior positions within Holmen Paper, such as CEO during 2011–2014 and Marketing and Sales Manager during 2001–2011. Currently he serves as board member of Cepi (the Confederation of European Paper Industries) and Svenskt Näringsliv (the Confederation of Swedish Enterprise). Henrik Sjölund has a B. Sc. Economics from Linköping University, Sweden.

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/ under the heading "Corporate Governance/Shareholders' Meeting/AGM 2024".

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 2025.

Item 17 - 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/ 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 2023.

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 2025.
- c) No more than 2,400,000 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 18 – 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 2025.
- 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.

Item 19 – Amendments to the Articles of Association

The Board proposes that the Meeting resolves to amend the Articles of Association as set out below.

Current wording	Proposed wording
<p>§ 9</p> <p>A General Meeting shall be held in Malmö, Stockholm or Gothenburg.</p> <p>Notice of a General Meeting shall be provided in the form of announcements in the <i>Swedish Official Gazette (Post-</i></p>	<p>§ 9</p> <p>A General Meeting shall be held in Malmö, Stockholm or Gothenburg.</p> <p>Notice of a General Meeting shall be provided in the form of announcements in the <i>Swedish Official Gazette (Post-</i></p>

<p>och Inrikes Tidningar) and on the Company's website. Notice that this has been done shall be made in a separate notice in <i>Dagens Nyheter</i> and, in addition, in not less than one other daily newspaper.</p> <p>To be entitled to participate in the business of a General Meeting, shareholders shall notify their intention to the Company not later than on the day stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays before the Meeting.</p> <p>A shareholder may be accompanied by advisors at a General Meeting only where the shareholder has given the Company notice of the number of advisors (not more than two) in the manner stated in the previous paragraph.</p>	<p>och Inrikes Tidningar) and on the Company's website. Notice that this has been done shall be made in a separate notice in <i>Dagens Nyheter</i> and, in addition, in not less than one other daily newspaper or, should the publication of <i>Dagens Nyheter</i> cease, in <i>Svenska Dagbladet</i>.</p> <p>To be entitled to participate in the business of a General Meeting, shareholders shall notify their intention to the Company not later than on the day stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays before the Meeting.</p> <p>A shareholder may be accompanied by advisors at a General Meeting only where the shareholder has given the Company notice of the number of advisors (not more than two) in the manner stated in the previous paragraph.</p>
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The Board further proposes that the Meeting resolves to authorize the Board, or the person the Board appoints instead, to make such minor adjustments to the above resolution that may prove to be necessary in connection with the registration of the Articles of Association with the Swedish Companies Registration Office and otherwise take the measures required for execution of the resolution.

Majority requirements

The Meeting's resolutions according to the Board's motions under item 17, 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/, under the heading "Corporate Governance/Shareholders' Meeting/AGM 2024", as of Wednesday February 21, 2024:

- 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,
- the Board's statement according to Chapter 19, Section 22 of the Swedish Companies Act (regarding item 17 and 18 on the agenda), and
- the complete Articles of Association, as proposed (regarding item 19 on the agenda).

The following documents will be available in accordance with the above, as of Wednesday March 6, 2024:

- annual and sustainability report including auditor's report for the financial year 2023 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 2023 (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 19,603,982 are Class A shares (ten votes per

share) and 400,299,090 are Class B shares (one vote per share). As per the same date, the Company's own shares amounted to 9,496,493 Class B shares, amounting to 9,496,493 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/ under the heading "Corporate Governance/Shareholders' Meeting/AGM 2024".

Stockholm, February 2024
Skanska AB (publ)
The Board of Directors

For further information please contact:

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This and previous releases can also be found at www.skanska.com.

Skanska Group uses its knowledge and foresight to shape the way people live, work, and connect. We are one of the world's largest project development and construction companies, with 2023 revenue totaling SEK 157 billion. We operate across select markets in the Nordics, Europe and USA. Together with our customers and the collective expertise of our approximately 27,000 teammates, we create innovative and sustainable solutions that support healthy living beyond our lifetime.