

Nomination Committee of Skanska AB (publ)

Statement of work conducted by the Nomination Committee

Composition of the Nomination Committee

In accordance with the instruction to the Nomination Committee resolved by the Annual General Meeting 2018, the Chairman of the Board of Directors (the "Board"), Hans Biörck, asked the four largest shareholders in terms of voting rights that wished to participate in the Nomination Committee to appoint one representative each to serve together with him as the Nomination Committee for the Annual General Meeting 2024. The composition of the Nomination Committee and information on how shareholders can submit proposals to the Nomination Committee was made public on Skanska's website and in a press release on September 25, 2023.

The Nomination Committee consists of 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 of Skanska AB (publ) (the "Company"). The Chairman of the Nomination Committee is Helena Stjernholm.

Meetings and evaluations

In preparation for the Annual General Meeting 2024, the Nomination Committee has held four meetings at which minutes were kept. No fee has been paid for the work of the Nomination Committee. In its work ahead of the Annual General Meeting 2024, the Nomination Committee was, among other things, presented with the result of the evaluation of the Board's work and the Chairman of the Board's report on the Board's work. The Nomination Committee has also interviewed two board members.

At the first meeting, the Nomination Committee planned its continued work. The Chairman of the Board also made a presentation on the work conducted by the Board and the process that is applied in the Company for the annual evaluation of the Board and board members. At a subsequent meeting of the Nomination Committee, the Chairman of the Board presented the result of the board evaluation. The Nomination Committee has also been informed of the result of the evaluation of the Chairman of the Board.

Furthermore, Skanska AB's CEO Anders Danielsson and CFO Magnus Persson have attended a meeting of the Nomination Committee for a presentation of the Company's operations.

The Nomination Committee has also spent considerable time finding suitable new board members. In preparation of the proposal for election of new board members, the Nomination Committee has created a candidate profile and discussed and interviewed potential candidates, including Jayne McGivern and Henrik Sjölund.

The Nomination Committee's proposals to the Annual General Meeting 2024

Chairman of the Annual General Meeting

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

Number of board members

According to the Articles of Association, the Board, with regard to members elected by shareholders at a General Meeting, shall consist of not fewer than five and not more than ten members. The Nomination Committee proposes that the number of board members elected by the Annual General Meeting shall be increased to nine.

Board fees

The Nomination Committee is commissioned to submit proposals concerning director fees paid to the members of the Board and its committees. The Nomination Committee proposes an increase of the fee to the board members and the fee to the Chairman of the Board. Furthermore, the Nomination Committee proposes an increase of the fee for work in all committees of the Board except the Compensation Committee. This implies that fees to board members elected by the Annual General Meeting not employed by Skanska are proposed to be paid as follows:

- 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.

Board members

The Nomination Committee proposes re-election of Hans Biörck, Pär Boman, Jan Gurander, Mats Hederos, Fredrik Lundberg, Catherine Marcus and Åsa Söderström Winberg as board members for the period until the end of the Annual General Meeting 2025.

Ann E. Massey has announced that she is not available for re-election.

The Nomination Committee proposes that Jayne McGivern and Henrik Sjölund are elected as new board members for the period until the end of the Annual General Meeting 2025.

Chairman of the Board

The Nomination Committee proposes re-election of Hans Biörck as the Chairman of the Board.

Information on proposed board members

Information on the proposed board members is presented in *Appendix 1*.

Independence of board members

The Nomination Committee has made the following assessments in terms of applicable Swedish independence requirements.

The Nomination Committee considers that the following board members are independent of the Company and its executive management:

- a. Hans Biörck
- b. Pär Boman
- c. Jan Gurander
- d. Mats Hederos
- e. Fredrik Lundberg
- f. Catherine Marcus
- g. Jayne McGivern
- h. Henrik Sjölund
- i. Åsa Söderström Winberg

The Nomination Committee considers that the following board members are independent of the Company's major shareholders:

- a. Hans Biörck
- b. Jan Gurander
- c. Mats Hederos
- d. Catherine Marcus
- e. Jayne McGivern
- f. Åsa Söderström Winberg

Auditor

The Nomination Committee proposes, in accordance with the recommendation by the Audit Committee, re-election of the registered accounting firm Ernst & Young AB ("EY") as the Company's external auditor for the period until the end of the Annual General Meeting 2025. EY has informed the Nomination Committee that, if EY is re-elected, the authorized public accountant Rickard Andersson will be the auditor in charge.

Auditor fees

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

The Nomination Committee has been assisted by the Audit Committee in developing proposals concerning appointment of auditor and auditor fees.

The Nomination Committee's motivated statement regarding its proposal for election of Board of Directors

In its work ahead of the Annual General Meeting 2024 regarding the proposal for election of Board of Directors, the Nomination Committee has assessed the composition and size of the current Board as well as Skanska's operations. It has been the Nomination Committee's objective to maintain the diversity and breadth of the Board, particularly considering Skanska's operations within construction and project development in an international context and Skanska's focus on sustainability matters. The Nomination Committee has further considered that it would benefit the Board to include a person with experience from the UK or US construction industry, and a person with operational experience from a large Swedish listed company and competence in industrial processes, quality work and sustainability matters. Based on the above, the Nomination Committee proposes new election of Jayne McGivern and Henrik Sjölund.

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 Henrik Sjölund 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.

For further information on Jayne McGivern and Henrik Sjölund see Appendix 1.

As a part of its evaluation of the Board and its composition, the Nomination Committee has been presented with the results of the evaluation of the board work and informed about how the board work functions, including the committee work and the role of the Chairman of the Board. The Nomination Committee has noted that the commitment from the board members has been significant with high attendance rate and that the Board's work has functioned well.

For the composition of the Board, the Nomination Committee has applied the rules on the composition of the Board that are found in the Swedish Corporate Governance Code (the "Code"). The Nomination Committee has applied rule 4.1 of the Code as diversity policy. The objectives of the diversity policy are that the Board is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances, that the board members elected by the General Meeting are collectively to exhibit diversity and breadth of qualifications, experience, background and need for

renewal, and that a gender balance on the Board is to be strived for. The Nomination Committee considers that such diversity and breadth is represented among the proposed board members. Three out of nine of the proposed board members are women. The gender balance is therefore 33% women and 67% men. The Nomination Committee further assesses that those fields of competence and experience considered important to Skanska are well represented in the proposed Board and that the composition and size of the proposed Board is appropriate to meet Skanska's needs. The Nomination Committee has also assessed that the proposed board members will be able to devote the necessary time required to fulfil their tasks as board members in Skanska.

The Nomination Committee has assessed that the proposed Board meets the requirements in the Code relating to board members' independence.

Based on the above and considering what is otherwise stipulated in rule 4.1 of the Code, the Nomination Committee believes that the Board, with the Nomination Committee's proposal, will have an appropriate composition with respect to the Company's operation, future development and general conditions.

Other matters

All decisions by the Nomination Committee have been unanimous.

The Nomination Committee's proposal regarding election of board members has been disclosed by having the information included in the Company's notice to attend the Annual General Meeting 2024.

Stockholm, February 2024
Nomination Committee of Skanska AB (publ)