

## **Nomination Committee of Skanska AB (publ)**

### **Report on the work of the Nomination Committee ahead of the Annual General Meeting 2025**

The Nomination Committee ahead of the Annual General Meeting 2025 has been appointed in accordance with the instruction to the Nomination Committee resolved by the Annual General Meeting 2018. The Nomination Committee consists of Helena Stjernholm, AB Industrivärden, Katarina Martinson, Lundberg Group, Dick Bergqvist, AMF Tjänstepension & AMF Fonder, Malin Björkmo, Handelsbanken Fonder, and Hans Biörck, Chair of the Board of Directors (the "Board") of Skanska AB (publ) (the "Company"). Helena Stjernholm is the Chair of the Nomination Committee.

Information about the composition of the Nomination Committee and how shareholders can submit proposals to the Nomination Committee was announced on October 2, 2024, and has since then been available on the Company's website.

The Nomination Committee has held five meetings at which minutes were kept. All members have attended the meetings and all decisions by the Nomination Committee have been unanimous. No fee has been paid for the work of the Nomination Committee.

The Nomination Committee has familiarized itself with the Board's work and the specific requirements that the Company's operations and strategy place on the Board's qualifications and composition. The result of the evaluation of the board work, the Board and the Chair of the Board has been presented to the Nomination Committee. The Nomination Committee has also been presented with the Chair of the Board's report on the Board's composition and the board work, including the work in the Board's committees. The Nomination Committee has also interviewed two board members. The Company's President and CEO and CFO have attended a meeting of the Nomination Committee for a presentation of the Company's operations. In preparation of the proposal for election of a new board member, the Nomination Committee has created a candidate profile, discussed potential candidates and interviewed Martin Lindqvist.

### **The Nomination Committee's proposals to the Annual General Meeting 2025**

The Nomination Committee proposes that the Annual General Meeting 2025 (the "Meeting") resolves on the following.

#### **Chair of the Meeting**

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

#### **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 a registered accounting firm be elected as auditor with no deputy auditors.

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

The Nomination Committee proposes that fees to members of the Board elected by the Meeting be paid as follows:

- SEK 2,490,000 (2024: SEK 2,400,000) to the Chair of the Board;
- SEK 830,000 (2024: SEK 800,000) each to the other board members;
- SEK 350,000 (2024: SEK 310,000) to the Chair of the Audit Committee and SEK 230,000 (2024: SEK 210,000) each to the other members of the committee;
- SEK 120,000 (2024: SEK 115,000) to the Chair of the Compensation Committee and SEK 115,000 (2024: SEK 110,000) each to the other members of the committee; and
- SEK 245,000 (2024: SEK 235,000) each to the Chair of the Project Review Committee and the other members of the committee.

The Nomination Committee proposes that fees to the Company's auditor shall be paid against approved account.

**Election of members of the Board and Chair of the Board**

The Nomination Committee proposes, for the period until the end of the Annual General Meeting 2026, re-election of Hans Biörck, Pär Boman, Mats Hederö, Catherine Marcus, Jayne McGivern, Henrik Sjölund and Åsa Söderström Winberg, and new election of Martin Lindqvist as members of the Board. Fredrik Lundberg and Jan Gurander have declined re-election.

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

Information on the proposed board members is available on the Company's website [www.group.skanska.com/](http://www.group.skanska.com/) under the heading "Corporate Governance/Shareholders' Meeting/AGM 2025."

**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 ("EY") as auditor for the period until the end of the Annual General Meeting 2026. EY has informed that, if EY is elected, authorized public accountant Rickard Andersson will be auditor in charge.

**The Nomination Committee's motivated statement regarding its proposals for election of Board of Directors and for board fees**

With respect to the proposal for election of Board of Directors, the Nomination Committee has considered, among other things, the experience and qualifications needed in the Board and its committees considering the Company's operations within construction and project development in an international context and with a focus on the USA, as well as the Company's focus on sustainability matters. The Nomination Committee has also considered the work and composition of the current Board. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy.

It is the Nomination Committee's opinion that the current Board and board work is very well functioning, and that the board members represent a broad spectrum of experience and knowledge. The members have shown significant commitment, with a high attendance rate. The Nomination Committee has proposed Martin Lindqvist as new board member. Martin Lindqvist was born 1962 in Sweden. Martin Lindqvist has previously held several senior positions within SSAB and NCC, including as President and CEO of SSAB AB, Head of business area SSAB EMEA, Head of business area SSAB Strip Products, and CFO of SSAB AB. Martin Lindqvist currently serves as Chair of the Board of Swiss Steel Holding AG and as board member of SCA. Additionally, Martin Lindqvist is proposed to be elected as new board member of Indutrade AB. Martin Lindqvist has a Master of Science in Business and Economics from Uppsala University, Sweden. The Nomination Committee is of the opinion that Martin Lindqvist, through his extensive experience in financial, strategic and operational matters from international business, will add valuable expertise and experience to the Board as well as to the Company.

The Nomination Committee considers that the proposed Board will have a composition appropriate to the Company's operations, phase of development and other relevant circumstances, characterized by diversity and breadth as to the proposed board members' qualifications, experience and background. Three of the proposed members of the Board are women and five are men, which corresponds to 38% women and 62% men. The Nomination Committee assesses that all the proposed board members will be able to devote the requisite time and commitment to the board assignment.

The Nomination Committee has also made the following assessment with regard to directors' independence. All of the proposed board members are independent of the Company and its executive management. Of these, Hans Björck, Mats Hederö, Martin Lindqvist, Catherine Marcus, Jayne McGivern and Åsa Söderström Winberg are also independent of the Company's major shareholders. The Nomination Committee assesses that the proposed Board meets the requirements in the Swedish Corporate Governance Code relating to board members' independence.

With respect to the proposal for board fees, the Nomination Committee has assessed the fees with the objective of ensuring that they are competitive and allow for the recruitment and retention of board members with the qualifications and experience considered important to both the Board and the Company. When assessing the fees, a comparison with board fees in companies of similar size and complexity has been made. The Nomination Committee has concluded that the proposed increase of the fees to the Chair of the Board and to the other board members elected by the Meeting for board work and for work in the Board's committees is reasonable, well-justified and in the best interests of the Company. The Nomination Committee also considers it to be justified to propose an increase in terms of percentage higher increase of the fee to the Chair and members of the Audit Committee in light of the growing regulatory burden, which has resulted in an increase of both scope and significance of the work performed by the Audit Committee. The time required for the work as Chair of the Audit Committee is substantial.