

## **Item 16 Proposal for instruction to the Nomination Committee in Skanska AB (publ)**

The Nomination Committee proposes that the Annual General Meeting gives mandate to the Chairman of the Board, prior to each shareholders' meeting, to contact the four largest shareholders in terms of voting rights, each of which will appoint a representative to comprise, together with the Chairman of the Board, the Nomination Committee for the upcoming shareholders' meeting. When determining who are the largest shareholders in terms of voting rights, Euroclear Sweden AB's registered and ownership grouped list of shareholders as of the last banking day in August each year shall be used. If, due to ownership changes occurring after that date, but no later than 31 December, it is deemed appropriate, the Nomination Committee is entitled to offer one additional shareholder a position on the Nomination Committee.

The Nomination Committee shall appoint a Chairman from the largest shareholder in terms of voting rights. If a member of the Nomination Committee leaves the committee before its work is completed, a substitute shall be appointed, if this is deemed necessary, by the same shareholder who appointed the member who has resigned, or, if this shareholder is no longer one of the four largest shareholders in terms of voting rights, by the new shareholder belonging to this group.

No fee shall be paid to members of the Nomination Committee. Any expenses arising in connection with the work of the Nomination Committee shall be paid by the company. The names of the members of the Nomination Committee shall be announced not later than six months prior to each Annual General Meeting.

The Nomination Committee proposes that the Annual General Meeting assigns the Nomination Committee the task, prior to each meeting, of submitting proposals on the following matters:

- Proposal for Chairman of the Meeting,
- Proposal for number of Board members and deputies,
- Proposal for Members of the Board and Chairman of the Board,
- Proposal for Board fees to the Chairman and each of the other Board members,
- Proposal for remuneration for each of the members elected by the meeting who serve on the Board's committees,
- Proposal for auditor (when applicable),
- Proposal for auditor's fee, and
- Proposal for principals on how members of the Nomination Committee shall be appointed (where appropriate).

Stockholm, March 2018

Nomination Committee in Skanska AB (publ)