

Received questions from shareholders and answers from the Board of Directors, the CEO and the Nomination Committee

Question

Overboarding: When reviewing the existing composition of the Board we noticed that Mr. Hans Biörck serves on an excessive number of public company boards per our voting guidelines, which we believe could raise concerns about his ability to exercise sufficient oversight on Skanska's board. Specifically, we understand he is:

- Chairman at Skanska AB
- Chairman at Trelleborg AB
- NED at Svenska Handelsbanken AB

It would be good to understand if this topic has been discussed at the Nomination Committee and if there is a plan for Mr. Hans Biörck to reduce his existing number of board mandates.

Response to question

It is the Nomination Committee's assessment that Hans Biörck has extensive experience in the construction and project development business, which is deemed important for the Board Chairman function for Skanska, and that he devotes sufficient time to fulfil the task as Chairman of the Board.

In its nomination work for the Annual General Meeting 2022 (the "Meeting"), the Nomination Committee has, inter alia, taken part of the result of the evaluation of the Board's work and the Chairman of the Board's report on the Board's work and interviewed an additional board member. The Nomination Committee has also been informed of the result of the evaluation of the Chairman of the Board Hans Biörck. The Nomination Committee has thus been informed about the board work, including the committee work and the role of the Chairman of the Board. The Nomination Committee noted that the commitment from the board members has been significant with high attendance rate and that the Board's work has functioned well.

Assessing that the proposed board members have sufficient time for the assignment is an important part of the Nomination Committee's work. Hans Biörck is currently a member of three different boards, which is considered appropriate pursuant to established Swedish practice. Hans Biörck has been Chairman of the Board of Skanska AB since 2016, Chairman of the Board of Trelleborg AB since 2018 and member of the Board of Handelsbanken AB since 2018 and has always devoted sufficient time to his position as Chairman of the Board of Skanska AB. The result of the evaluation of Hans Biörck as Chairman of the Board, which the Nomination Committee has taken part of, is that Hans Biörck is highly appreciated by the Board for his work as Chairman and he received very good ratings from the other board members. The Nomination Committee also noted that Hans Biörck devotes a lot of time to his position as Chairman of the Board and that Hans Biörck during 2021 attended all board meetings.

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 assess 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.

Based on the above and taking into account 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 Skanska's operations (particularly within construction and project development in an international context), future development and general conditions, and that all the proposed board members, including the Chairman of the Board Hans Biörck, will be able to devote the necessary time required to fulfil their tasks as board members in Skanska.

Question

Audit Committee Composition: We noticed that Pär Boman flags as not independent considering that he represents Industrivärden AB, and he chairs the Audit Committee. As a minimum criteria for our assessment of the board composition we normally ask for independent chairmanship across key committees. Hence it would be good to obtain additional clarity around this decision and if there is any upcoming planned change at the Audit Committee composition level.

Response to question

For the composition of the Audit Committee, the Board applies the rules on the composition of the Audit Committee that are found in the Swedish Corporate Governance Code (the "Code") and the Swedish Companies Act. According to rule 7.2 in the Code, the majority of the Audit Committee's members are to be independent in relation to the company and its executive management. At least one of the members who is independent in relation to the company and its executive management must also be independent in relation to the company's major shareholders.

In 2021 the Audit Committee consisted of Pär Boman (Chairman), Hans Biörck, Jan Gurander and Åsa Söderström Winberg. Hans Biörck, Jan Gurander and Åsa Söderström Winberg are all independent in relation to the company and its executive management as well as in relation to the company's major shareholders. The composition of the committee thus meets the requirements in the Code relating to audit committee members' independence and it is also noted that the majority of the members of the Audit Committee are independent in relation to the company's major shareholders (i.e. three out of the four members are independent).

It is the Board's assessment that Pär Boman is highly qualified and has the competence and experience to fulfill the position as Chairman of the Audit Committee of Skanska AB's Board.

Question

Ongoing severe controversy: When reviewing the MSCI report we noticed that there appears to be an ongoing severe controversy pertaining to an investigation into Skanska's alleged involvement in bribing Petrobras for construction contracts. Would be possible to get an update on the following:

- Status of the controversy (open/closed) and supporting rationale?
- Could you please point us to Skanska's public disclosure where this controversy has been acknowledged and explained?
- Can you please elaborate on the existing Board oversight over the management and resolutions of controversy of different nature (not just anti-corruption related)?
- What were the due diligence processes and remediation efforts put in place by Skanska to resolve this issue?

Response to question

Skanska has with start in spring of 2015 in press releases, on its website www.group.skanska.com/ and yearly in Note 33 to its annual report, available on the company's website under the heading "Investors/Reports & publications/Annual reports", made public the existence of proceedings relating to certain Petrobras projects performed by Skanska Brasil. As it concerns on-going legal proceedings, the company is not able to provide more detailed information than is already provided in these public sources. It can be noted that Skanska no longer has any business in Brazil and that these proceedings relate to old and completed projects.

As a clarification to your question, to our knowledge there is no on-going criminal investigation in Brazil or elsewhere in relation to suspected bribery of Petrobras involving Skanska Brasil or its current or former employees.

Skanska monitors the regulatory investigations and legal proceedings very closely. Both internal and external legal counsel are engaged. Skanska Brasil is cooperating and responding to any requests from the authorities.

The Board and Senior Management are regularly informed about the on-going regulatory investigations and legal proceedings relating to contracts with Petrobras.
