

Proposal for an authorization to acquire own shares to secure future deliveries of Series B shares under the long-term share-savings program

With the intention to be able to secure future deliveries of Series B shares under the long-term share-savings program (“the Program”) adopted at the Annual Shareholders’ Meeting on April 13, 2010, the Board of Directors proposes that the Annual Shareholders’ Meeting 2012 authorizes the Board of Directors to decide upon acquisitions of Series B shares in Skanska for the period until the next Annual Shareholders’ Meeting in 2013. The Board of Directors proposes the following conditions for the acquisitions of own shares.

- a) Acquisitions of Series B shares in Skanska may only be effected on NASDAQ OMX Stockholm.
- b) The authorization may be exercised on one or several occasions, however at the latest until the Annual Shareholders’ Meeting 2013.
- c) No more than 4,500,000 Series B shares in Skanska may be acquired to secure delivery of shares to participants in the Program.
- d) Acquisitions of Series B shares in Skanska on NASDAQ OMX Stockholm may only be made at a price within the from time to time applicable range of prices (spread), meaning the interval between the highest purchase price and the lowest selling price.

The Board of Directors’ statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act is attached as Exhibit 1.

The statement of the Board of Directors of Skanska AB, pursuant to Chapter 19 Section 22 of the Swedish Companies Act

In connection with the Board of Directors' proposals to the Annual Shareholders' Meeting 2012 to authorize the Board of Directors to acquire own shares to secure future deliveries of Series B-shares under the long-term share-savings program adopted at the Annual Shareholders' Meeting on April 13, 2010, the Board of Directors hereby gives the following statement pursuant to the provisions in Chapter 19 Section 22 of the Swedish Companies Act (2005:551).

The nature and scale of Skanska's operations can be seen in the Articles of Association and the Annual Report for the financial year 2010. The operations carried out in the Group do not pose risks beyond those that occur or can be assumed to occur in its industry or the risks that are otherwise associated with carrying out business operations. The Group's dependence on the business cycle does not deviate from what otherwise occurs in its industry.

From the year-end report for January – December 2011, to be published on February 8, 2012, is evident that the equity/asset ratio of the Group amounts to 23,7 percent (as at 31 December 2010 26,8 percent). The proposed acquisition of own shares does not jeopardize the investments that have been deemed necessary. The financial position of the Group does not give rise to any judgment except that the Group can continue its operations and that the Group can be expected to meet its short- and long-term obligations.

With reference to the above and what has otherwise come to the Board's attention, it is the judgment of the Board that the acquisition of own shares is justified with reference to the demands that the nature, scale and risks of its operations place on the size of the Company's and the Group's equity and the Company's and the Group's consolidation requirements, liquidity and position otherwise. Future profits are expected to cover the operations as well as the regular dividend.

Solna February 7, 2012

Sverker Martin-Löf
Chairman of the Board

Stuart Graham

Charlotte Strömberg

Fredrik Lundberg

Matti Sundberg

Adrian Montague

Anders Fogelberg

Lars Pettersson

Inge Johansson

Josephine Rydberg-Dumont

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President and CEO