

SKANSKA

Motion to authorize the Board to resolve on purchases of own shares

With the intention to secure deliveries of shares to participants in the Skanska Employee Ownership Program, which was resolved on at the Meeting on April 13, 2010 (“SEOP 2” or “SEOP 2011 – 2013”), the Board proposes that the Meeting authorizes the Board to decide on acquisitions of own Series B shares on the following terms. Acquisitions may only be made on the NASDAQ OMX Stockholm at a price within the applicable range of prices at any given time, meaning the interval between the highest purchase price and lowest selling price. The authorization may be used on one or more occasions, however, not longer than until the 2014 Annual Shareholders’ Meeting. A maximum of 4,500,000 Series B shares in Skanska AB may be acquired for securing delivery of shares to participants in SEOP 2.

The Board’s statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act is enclosed, appendix.

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 2013 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 2012. 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 2012, to be published on February 7, 2013, is evident that the equity/asset ratio of the Group amounts to 21,9 percent (as at 31 December 2011 23,7 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 6, 2013

Stuart Graham
Chairman of the Board

Fredrik Lundberg

Charlotte Strömberg

Sverker Martin-Löf

Matti Sundberg

Adrian Montague

Anders Fogelberg

Lars Pettersson

Inge Johansson

Josephine Rydberg-Dumont

Roger Karlström

Johan Karlström
President and CEO