

## Item 17

### **The Board of Director's proposal to authorize the Board to decide on purchases of own shares and to transfers of own shares**

#### **A. Authorization of the Board to resolve on purchases of own shares**

For the purpose of securing future deliveries of Series B shares under the Skanska employee ownership program adopted at the Annual General Meeting on April 6, 2016 (Seop 4), the Board of Directors proposes that the Annual General Meeting 2017 authorizes the Board of Directors to decide upon acquisitions of Series B shares in Skanska on the following terms and conditions.

- a) Acquisitions of Series B shares in Skanska may only be effected on Nasdaq Stockholm.
- b) The authorization may be exercised on one or several occasions, however at the latest until the Annual General Meeting 2018.
- c) No more than 3,000,000 Series B shares in Skanska may be acquired to secure delivery of shares to participants in Seop 4 and for subsequent transfers on a regulated market in order to cover certain costs associated with Seop 4.
- d) Acquisitions of Series B shares in Skanska on Nasdaq Stockholm may only be made at a price within the from time to time applicable range of prices (spread) on Nasdaq Stockholm, 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 Appendix 1.

#### **B. Authorization of the Board to resolve on transfers of own shares**

The Board proposes that the annual general meeting authorizes the Board of Directors to resolve that a maximum of 763,000 Series B shares in Skanska, that have been purchased by virtue of previous authorizations to repurchase own shares, may, prior to the Annual General Meeting 2018, be transferred for the purpose of covering certain costs, mainly social security costs, that may occur in relation to the Skanska employee ownership program adopted at the Annual General Meeting on April 11, 2013 (Seop 3). The authorization may be exercised on one or several occasions, however at the latest until the Annual General Meeting 2018. Transfers of shares shall be effected on Nasdaq 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.

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## Appendix 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 General Meeting 2017 to authorize the Board of Directors to acquire own shares to secure future deliveries of Series B-shares under the Skanska employee ownership program adopted at the Annual General Meeting on April 6, 2016 (Seop 4) and for subsequent transfers of shares on a regulated market in order to cover certain costs associated with Seop 4, the Board of Directors hereby gives the following statement pursuant to the provisions in Chapter 19 Section 22 of the Swedish Companies Act.

The nature and scale of Skanska's operations can be seen in the Articles of Association and the Annual Report for the financial year 2016. 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 2016, to be published on February 3, 2017, is evident that the equity/asset ratio of the Group amounts to 25,8 percent (as at 31 December 2015: 24.8 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. Hereby the proposed cash dividend of SEK 8,25 per share has been taken into account.

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.

Stockholm February 2, 2017

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Chairman of the Board

Fredrik Lundberg

Charlotte Strömberg

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