

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

The Board of Directors hereby gives the following statement pursuant to the provisions in Chapter 19 Section 22 of the Swedish Companies Act.

On February 24, 2016 the Board of Directors of Skanska AB decided to propose that the annual general meeting resolves on a long term employee ownership program for the employees of the group and acquisitions and transfers of shares under the program. The Board of Directors' proposal includes that the annual general meeting, among other things, resolves to authorise the Board of Directors to resolve on acquisitions of no more than 1,500,000 own Series B shares on a regulated market.

The nature and scale of Skanska's operations can be seen in the Articles of Association and the Annual Report for the financial year 2015. 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 2015 it is evident that the equity/asset ratio of the Group amounts to 24.8 percent (as at 31 December 2014, 23.1 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 7.50 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 24, 2016

Stuart Graham  
Chairman of the Board

Fredrik Lundberg

Charlotte Strömberg

Pär Boman

Nina Linander

Jayne McGivern

John Carrig

Richard Hörstedt

Gunnar Larsson

Lennart Karlsson

Johan Karlström  
President and CEO