

Nomination Committee of Skanska AB

Statement of work conducted by the Nomination Committee

Composition of the Nomination Committee

In accordance with authorization from the Annual General Meeting, the Chairman of the Board, Stuart Graham, asked the four largest owners in terms of voting rights to appoint one representative each to serve together with him as the Nomination Committee for the period until the 2016 Annual General Meeting. Information on the names of Nomination Committee members and the shareholders that they represent was published on Skanska's website in September 2015.

The Nomination Committee for the Annual General Meeting 2016 consists of Helena Stjernholm, AB Industrivärden, Mats Guldbrand, L E Lundbergföretagen AB, Bo Selling, Alecta, Hans Ek, SEB Funds & SEB Trygg Life Insurance, and Stuart Graham, Chairman of the Board of Skanska AB. The Chairman of the Nomination Committee has been Helena Stjernholm.

Proposals to the Nomination Committee

On September 28, 2015 information was posted on www.skanska.com concerning how and when, that is on December 31, 2015, at the latest shareholders could submit own proposals to the Nomination Committee to ensure that the proposals could be considered by the Nomination Committee in a constructive way. No proposals have been submitted to the Nomination Committee.

Meetings and evaluations

The Nomination Committee has held a total of seven meetings whereof the first meeting took place on September 28, 2015. At the meeting, the committee formulated plans for its continued work. The Chairman of the Board also made a presentation on the work conducted by the Board of Directors and the process that is applied in Skanska AB for annual evaluations of the Board and Board members. At a subsequent meeting of the Nomination Committee, the Chairman of the Board presented the results of the evaluations. The Nomination Committee has also been informed of the evaluation of him. Johan Karlström, Skanska AB's CEO, has participated at one meeting and presented the Company's operations and strategies.

The Nomination Committee's proposals

Chairman at the annual general meeting:

Attorney Dick Lundqvist

Number of Board members:

The number of board members elected by the Annual General Meeting proposed to be eight with no deputy members.

Board fees:

The Nomination Committee is commissioned to submit proposals concerning director fees paid to the members of the Board and its committees. The Nomination Committee proposes an increase of the Board fees and the fee for the Chairman of the Board. The Nomination Committee further proposes an increase for the Audit Committee and unchanged fees for the other Board's committees.

Chairman of the Board: SEK 1 995 000 (2015: SEK 1 950 000)

Other Board members, not employed by Skanska:
SEK 665 000 (2015; SEK 650 000)

The Audit Committee: SEK 150 000 (2015: SEK 125 000) for the Committee members and SEK 200 000 (2015: SEK 150 000) to its Chairman.

The Compensation Committee: SEK 100 000 for the Committee members and the Chairman (unchanged).

The Project Review Committee: SEK 200 000 for the Committee members and the Chairman (unchanged).

The Board

The Nomination Committee proposes the following persons for election to Board members.

Chairman of the Board:

New election of Hans Biörck.

Other Board members:

Re-election of: Pär Boman, John Carrig, Johan Karlström, Nina Linander, Fredrik Lundberg, Jayne McGivern and Charlotte Strömberg.

Information on proposed Board members:

Information on proposed Board members can be found in [Appendix 1](#).

Independence of Board Members:

The Nomination Committee has made the following assessments in terms of applicable Swedish independence requirements.

The Nomination Committee considers that the following Board members are independent of the Company and its senior management:

- a. Pär Boman
- b. John Carrig
- c. Nina Linander
- d. Fredrik Lundberg
- e. Jayne McGivern, and
- f. Charlotte Strömberg

The Nomination Committee considers that the following Board members are independent of the Company's major shareholders:

- a. Hans Biörck
- b. John Carrig
- c. Johan Karlström
- d. Jayne McGivern, and
- e. Charlotte Strömberg

Auditor:

New election of EY, which has informed that if EY is elected, the authorized public accountant Hamish Mabon will be auditor in charge.

Auditor fees:

The Nomination Committee proposes, like previous years, that the auditor fees be paid against approved account.

The Nomination Committee has been assisted by the Audit Committee in developing proposals concerning appointment of Auditor and Auditor fees, respectively.

Motivated statement on the Nomination Committee's proposal to the Board of Directors

Skanska's Board of Directors currently comprises eight members elected by the Annual General Meeting. Prior to the election of Board members at the 2016 Annual General Meeting Stuart Graham, Chairman of the Board, has declined re-election.

The Nomination Committee's proposals are described above.

Hans Biörck holds a Bachelor of Science in Economics from Stockholm School of Economics. He served as the CFO at Skanska 2001-2011. Prior to joining Skanska he served as CFO at Autoliv AB 1998-2001 and Esselte AB 1990-1997. Currently, Hans Biörck is a board member of Trelleborg AB, LKAB, Bure Equity AB and some private and unlisted companies. He has announced that he will decline re-election as board member of LKAB.

The Committee has concluded that Hans Biörck has an extensive experience in the construction and project development business which is deemed important for the Board Chairman function for the Company. Further the board assignment in Skanska will be his main assignment going forward.

The Nomination Committee's proposal entails that the number of elected Board members will remain unchanged, i.e. eight with no deputy members.

In its work, the Nomination Committee has had access to evaluations conducted by the Board of Directors and has thus noted that the commitment from the Board members has been significant, with frequent meetings, and that the Board's cooperation functioned well.

In its deliberation, the Nomination Committee paid attention to the Board's diversity requirement and other requirements pertaining to competency, experience and background, as well as the Board's need for renewal and the time required of Skanska board members. Further, the Nomination Committee paid particular attention to the fact that the Company is doing business within a very wide range of construction and development activities in an international context.

During the recruitment process conducted by the Nomination committee there has been a clear objective to identify the candidates who best meet the requirements for competence and experience, based on the assumption that the Board's diversity and breadth will increase. In its work, the Nomination Committee has also taken into account the requirements in the Code of Corporate Governance relating to Board members' independence.

Based on the above, the Nomination Committee believes that the Board of Directors, with the Nomination Committee's proposal, will have an appropriate composition with respect to the company's operation, future development and general conditions.

Other matters

All decisions by the Nomination Committee have been unanimous.

The Nomination Committee's proposal concerning the Board has been disclosed by having the information included in the company's official notification of the Annual General meeting.

The proposal concerning the new Chairman of the Board was disclosed by a press release from the company on November 25, 2015.

Stockholm February 2016

The Nomination Committee of Skanska AB (publ)