



17. The Board of Director's proposal to authorize the Board to decide on purchases of own shares and decision on transfer of own shares

17 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 long-term employee ownership program ("the Program") adopted at the Annual General Meeting on April 11, 2013 (Seop 3), the Board of Directors proposes that the Annual General Meeting 2015 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 2016.
- 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 and subsequent transfers on a regulated market in order to cover certain costs associated with the Program.
- 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 Exhibit 1.

17 B. Decision on transfer of own shares

The Board proposes that the annual general meeting resolves that not more than 763 333 Series B shares in Skanska AB that have been purchased by virtue of previous authorizations to repurchase own shares may, prior to the annual general meeting 2016, 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 13, 2010 (Seop 2). Transfer 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.

**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 2015 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 11, 2013, and for subsequent transfers on a regulated market in order to cover certain costs associated with SEOP 3 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 2013. 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 2014, to be published on February 12, 2015, is evident that the equity/asset ratio of the Group amounts to 23,1 percent (as at 31 December 2013 24,4 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.

Stockholm February 11, 2015

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Chairman of the Board

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