

This is a translation of the original document.

Minutes of the Annual Shareholders' Meeting in Skanska AB (publ) held at the Hotel Rival, Mariatorget 3, Stockholm, at 4:00 p.m. on April 3, 2007

§ 1

The Chairman of the Board, Sverker Martin-Löf, opened the Meeting and greeted the assembled shareholders.

§ 2

Carl-Olof By submitted the Nomination Committee's proposal that attorney-at-law Sven Unger be appointed Chairman of the Annual Shareholders' Meeting.

The Meeting *approved* the proposal.

§ 3

The enclosed list of shareholders present, representatives of shareholders and assistants to shareholders was prepared (*Appendix 1*).

The prepared list, including the number of shares and voting rights stated thereon, was *approved* as the voting list.

§ 4

The Annual Shareholders' Meeting *approved* the Agenda proposed by the Board.

§ 5

Lars Höglund, Länsförsäkringar, and Jan Särilvik, Nordea Fonder, were *appointed* to attest the Minutes, jointly with the Chairman.

§ 6

A notice to shareholders to attend the Annual Shareholders' Meeting had been published on March 2, 2007, in *Svenska Dagbladet*, *Dagens Nyheter*, *Göteborgsposten*, *Sydsvenska Dagbladet* and *Swedish Official Gazette (Post- och Inrikes Tidningar)*, and on the Company's website. Information concerning the Meeting had also been

published in the Company's Annual Report, which was distributed to shareholders who had indicated a desire to receive it. For this reason, it was *resolved* that the Meeting was properly convened.

§ 7

The Chairman of the Board reported to the Meeting regarding the management of the Group and the work of the Board.

The President reported on the Group's operations in 2006 and commented on key events within the Group during the first quarter of 2007 (*Appendix 2*).

§ 8

The Board's and the President's Annual Report and the Audit Report for 2006, as well as the consolidated accounts and the consolidated audit report for the same year, were presented. (*Appendices 3 and 4*).

Authorized auditor Caj Nackstad, KPMG Bohlins AB, reported on the audit process and presented the Audit Report.

The Chairman of the Board, the President and the Chief Financial Officer responded to questions from Leo Gillholm.

§ 9

The Meeting *resolved* to adopt the income statement and balance sheet for 2006 and the consolidated income statement and the consolidated balance sheet for 2006, in accordance with the Board's and the President's proposal.

§ 10

The proposal by the Board and the President, endorsed by the auditors, regarding the disposition of unappropriated earnings as set forth in the balance sheet, SEK 6,512,258,343, was presented for discussion.

The Meeting *resolved* in accordance with the Board's and the President's proposal, that of the unappropriated earnings, which in accordance with the adopted balance sheet were at the disposal of the Annual Shareholders' Meeting, SEK 8.25 per share, of which SEK 3.50 was an extraordinary dividend, totaling SEK 3,453,062,844, would be distributed to shareholders, and that SEK 3,059,195,499 would be carried forward.

The Meeting *resolved* to set Tuesday, April 10, 2007 as the record date for the dividend.

§ 11

The Board members and the President were *discharged* from liability for their administration of the Company in 2006. It was noted that the Board members present did not participate in this decision.

§ 12

Carl-Olof By presented the Nomination Committee's proposal that the number of Board members elected by the Meeting should remain unchanged at nine, with no deputies.

Questions from Gudrun Schyman were answered by Carl-Olof By and the Board Chairman.

The number of Board members elected by the Meeting was *established* as nine, and the number of deputies elected by the Meeting as zero.

§ 13

Carl-Olof By presented the Nomination Committee's proposal concerning fees to the Board members and auditors.

The Meeting *resolved* that the Board Chairman shall be paid a fee of SEK 1,275,000 and Board members appointed by the Meeting, who are not employed in the Group, SEK 425,000 each plus a special fee for committee work, to be allocated to Board members appointed by the Meeting, who are not employed in the Group, with SEK 125,000 for each member in the Project Committee, SEK 75,000 for each member of the Audit Committee and SEK 50,000 for each member of the Remuneration Committee.

Moreover, the Board *resolved* that fees and other compensation paid to auditors should correspond to approved invoices.

§ 14

Carl-Olof By presented the Nomination Committee's proposal to re-elect members Jane Garvey, Stuart Graham, Finn Johnsson, Curt Källströmer, Sverker Martin-Löf, Anders Nyrén and Lars Pettersson and to newly elect Adrian Montague and Matti Sundberg.

Carl-Olof By also presented the Nomination Committee's proposal to the Meeting that Sverker Martin-Löf be re-elected as Chairman of the Board.

It was noted that before the election of the Board took place, the Chairman informed the Meeting of other assignments held by the proposed Board members in other companies.

Board members Jane Garvey, Stuart Graham, Finn Johnsson, Curt Källströmer, Sverker Martin-Löf, Anders Nyrén and Lars Pettersson were *re-elected* and Adrian Montague and Matti Sundberg were *newly elected* for the period until the close of the next Annual Shareholders' Meeting.

Sverker Martin-Löf was re-elected as Chairman of the Board for the period until the close of the next Annual Shareholders' Meeting.

It was announced that the employee organizations at the Company appointed Inge Johansson, Gunnar Larsson and Alf Svensson as Board members representing the employees, and Richard Hörstedt, Jessica Karlsson and Ann-Christin Kutzner as deputies.

§ 15

Carl-Olof By presented the Nomination Committee's proposals regarding selection of the Nomination Committee members.

The Meeting *resolved* to approve the Nomination Committee's proposal to authorize the Chairman of the Board to contact the three to five largest shareholders, each of which appoints a representative, to comprise the Nomination Committee, along with the Chairman of the Board, until a new Nomination Committee has been appointed by the next Annual Shareholders' Meeting. The largest shareholders are defined those that are VPC registered and ownership-grouped shareholders as of August 31, 2007. If as a result of ownership changes thereafter it is considered appropriate, the Nomination Committee is entitled to offer one or two additional shareholders representation on the Nomination Committee, so that the total number of members amounts to not more than six. The committee appoints a Chairman from its largest shareholder in terms of voting rights. If a member of the Nomination Committee resigns before its work has been completed, a replacement shall be appointed by the same shareholder that appointed the departing member or, if that shareholder is no longer one of the three to five largest shareholders in terms of voting rights, by the new shareholder in this group of shareholders. The members of the Nomination Committee do not receive any compensation. Eventual costs incurred in conjunction with the Nomination Committee's work are reimbursed by the company. The members of the committee are to be announced not later than six months before the Annual Shareholders' Meeting in 2008.

The Nomination Committee was assigned prior to the Annual Shareholders' Meeting in 2008 to present proposals regarding the following matters:

- Proposal for Meeting Chairman
- Proposal for number of Board members and deputy members
- Proposal for Board members
- Proposal for Board Chairman
- Proposal for fees to be paid to the Chairman and each of the other members elected by the Meeting
- Proposal for remuneration to each of the members the Board's committees elected by the Meeting
- Proposal for auditor fees
- Proposal for principles of how Nomination Committee members shall be appointed

§ 16

Sverker Martin-Löf presented the Board of Director's proposal concerning principles for remuneration and other conditions of employment for senior executives, specified in material supplied to the shareholders, *Appendix 6*.

The Meeting *resolved* to approve the principles for remuneration and other conditions of employment for senior executives.

§ 17

The Chairman of the Board thanked the departing Board members Roger Flanagan, Ulrika Francke and Folmer Knudsen.

The Chairman then declared the Meeting adjourned.

Minutes recorded by

Einar Lundgren

Approved by

Sven Unger

Lars Höglund

Jan Särllvik