Item 2 Election of a Chairman for the Meeting

The Nomination Committee proposes that attorney Sven Unger be elected Chairman of the Meeting.

Item 10 Dividend and record date

The Board proposes an ordinary dividend of SEK 5.25 per share for fiscal year 2008. April 9, 2009 is proposed as the payment date of the dividend if the Meeting votes in favor of this motion, it is expected that Euroclear Sweden AB will make dividend payments on April 16, 2009.

Nomination Committee’s motions under Items 12-16

Item 12 Nomination Committee’s motion: Eight Board members and no deputies and one auditor.

Item 13 Nomination Committee’s motion: It is proposed that a fee of SEK 1,350,000 be paid to the Chairman of the Board of Directors and SEK 450,000 to each of the other Board members elected by the Meeting, with the exception of the President. A special appropriation of SEK 150,000 is proposed for each of the members on the Project Committee, SEK 100,000 to each of the members on the Audit Committee and SEK 125,000 to its Chairman, and SEK 75,000 to each of the members on the Remuneration Committee. The proposed fees and compensation for committee work is unchanged from the preceding year. The proposed compensation for committee work for the members who are employed in the Group is proposed that the fee to the auditor be paid in the amount shown on approved invoices.

Item 14 Nomination Committee’s motion: Re-election Finn Johansson, Johan Karlström, Bengt Kjell, Sverker Martin-Löf, Sir Adrian Montague, Lars Pettersson, Matti Sundberg and new election of Stuart Graham.

Item 15 Nomination Committee’s motion: It is proposed that registered public accounting firm KPMG AB be re-elected auditor of the company for a four-year mandate period, that is, from September 2009 to March 2013 and also a Board member from 2003 to 2008. He is a Board member of Securitas AB, PPL Corporation och Harsco Corporation.

The Nomination Committee proposes that the Annual Shareholders’ Meeting re-elect Sverker Martin-Löf as Board Chairman.

Information about the proposed new Board member is available on the company’s website, www.skanska.com.

Item 16 Nomination Committee’s motion: It is proposed that registered public accounting firm KPMG AB be re-elected auditor of the company for a four-year mandate period, that is, until the close of the Annual Shareholders’ Meeting to be held during the fourth fiscal year after election as auditor. KPMG AB has announced that Authorized Public Accountant George Pettersson will have the main responsibility of the audit.

Item 16 Nomination Committee’s motion: That a mandate be given to the Chairman of the Board to contact the three to five largest shareholders in terms of voting rights, each of which will appoint a representative to comprise, together with the Board Chairman, the Nomination Committee for the period until a new Nomination Committee has been appointed and used by the next shareholders Meeting. The largest shareholders refers to Euroclear Sweden AB registered and ownership group shareholders as of August 31, 2009.

The Board proposes that the Shareholders’ Meeting 2009 authorize the Board to decide on acquisitions of own Series B shares on the following terms. Acquisitions may only be made on the NASDAQ OMX Stockholm Exchange 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 authorization may be used on one or more occasions, however, not longer than until the 2010 Annual Shareholders’ Meeting. A maximum of 4,500,000 Series B shares in Skanska may be acquired for securing delivery of shares to participants in the Program.

Other Information

The Nomination Committee comprised Carl-Olov By, Chairman, representing AB Industrivärden, Håkan Sandberg, representing Svenska Handelsbanken AB and Handelsbanken’s pension funds, Bo Selling representing Acerta, Peter Lindell, representing AMF Pension and Sverker Martin-Löf, representing the Board of Skanska AB. The Nomination Committee’s justification statement regarding its proposals to the Board is available on the company’s website, www.skanska.com.

As per March 4, 2009 the total number of shares in the Company amounts to 423,053,072, of which 22,440,463 shares of Series A, 396,672,619 of Series B (of which, 3,352,729 held by the Company) and 3,984,000 of Series D (fully held by the Company). The total number of votes in the Company amounts to 625,017,239.

Program for shareholders

2.35 p.m. Doors to Berwaldhallen open
Light refreshments
3.30 p.m. Meeting begins
4.00 p.m. Annual Shareholders’ Meeting begins

Solna in February 2009

Board of Directors