

Minutes of the Annual General Meeting of
Shareholders in Skanska AB (publ),
Berwardhallen Concert Hall, Stockholm,
at 4:00 p.m. on April 6, 2009

§ 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 Sven Unger be appointed Chairman of the Annual General 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 General Meeting approved the Agenda proposed by the Board.

§ 5

Peter Lundkvist, Third AP Fund, and Göran Villner, Swedbank Robur Fonder AB, were appointed to attest the Minutes, jointly with the Chairman.

§ 6

A notice to shareholders to attend the Annual General Meeting had been published on March 4, 2009, 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 during 2008.

The President reported on the Group's operations in 2008 and commented on future challenges for the Group (Appendix 2).

§ 8

The Board's and the President's Annual Report and the Audit Report for 2008 (Appendix 3), the consolidated accounts and the consolidated audit report for the same year (Appendix 4) as well as the auditors' statement in accordance with Chapter 8, §54 of the Swedish Companies Act (Appendix 5), were presented.

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

The Chairman and President responded to questions from Günther Mårder, the Swedish Association of Share Investors, Carina Lundberg Markow, Folksam and Björn Lindström and Bengt Bergström.

§ 9

The Meeting resolved to adopt the income statement and balance sheet for 2008 and the consolidated income statement and the consolidated balance sheet for 2008, 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 5,497,454,383, 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 General Meeting, SEK 5.25 per share would be distributed to shareholders.

The Meeting resolved to set Thursday, April 9, 2009 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 2008. 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 be set at eight members, with no deputies.

The number of Board members elected by the Meeting was established as eight, 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 1,350,000 and Board members appointed by the Meeting, with the exception of the President, SEK 450,000 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 150,000 for each member in the Project Committee, SEK 100,000 for each member of the Audit Committee and SEK 75,000 for each member of the Remuneration Committee.

The Meeting 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 Finn Johnsson, Johan Karlström, Bengt Kjell, Sverker Martin-Löf, Sir Adrian Montague, Lars Pettersson and Matti Sundberg and the new election of Stuart Graham.

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.

Questions from Günther Mårder from the Swedish Association of Share Investors were answered by the Board Chairman.

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 Finn Johnsson, Johan Karlström, Bengt Kjell, Sverker Martin-Löf, Sir Adrian Montague, Lars Pettersson and Matti Sundberg were re-elected and Stuart Graham was newly elected for the period until the close of the next Annual General Meeting.

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

It was announced that the employee organizations at the Company appointed Inge Johansson, Roger Karlström 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 auditing company KPMG AB as an auditor for a four-year period.

The Meeting resolved to establish the number of auditors as one.

The registered auditing company KPMG AB was re-elected as the Company's auditors for the period until the close of the Annual General Meeting convened during the fourth fiscal year following the election.

It was noted that KPMG AB informed the Company that George Pettersson would be the auditor in charge.

§ 16

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 General Meeting. The largest shareholders are defined those that are Euro-clear Sweden AB registered and ownership-grouped shareholders as of August 31, 2009. 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. In addition, the Board shall be entitled to appoint one of the Board's independent members as a member of the Nomination Committee. 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 names of the members of the Committee are to be announced not later than six months before the Annual General Meeting in 2010.

The Nomination Committee was assigned prior to the Annual General Meeting in 2010 to present proposals regarding the following matters:

- Proposal for Meeting Chairman
- Proposal for number of Board members and deputy members
- Proposal for Board members and 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 auditors and auditor fees
- Proposal for principles of how Nomination Committee members shall be appointed

§ 17

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 was presented, (Appendix 6).

The Chairman and President responded to questions from Günther Mårder, the Swedish Association of Share Investors, and Carina Lundberg Markow, Folksam.

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

§ 18

The Board Chairman presented the Board's proposal to authorize the Board to decide on the purchase of own shares.

It was noted that the Board's full proposal (Appendix 7) was distributed to the shareholders at the Meeting and that the proposal was made available at the Company's offices and on the Company's website since March 4, 2009 and that the proposal's main content was presented in the notice to convene the Meeting.

The Meeting resolved to authorize the Board to decide on the acquisition of Series B shares in Skanska AB in accordance with the proposal presented.

The Chairman noted that the decision was unanimously approved.

§ 19

The Chairman of the Board thanked the departing Board member Jane Garvey and the Authorized Public Accountant Caj Nackstad on behalf of the Board and the Company.

The Chairman then declared the Meeting adjourned.

Minutes recorded by

Einar Lundgren

Approved by

Sven Unger

Peter Lundkvist

Göran Villner