

Minutes taken at the Annual General Meeting of NCC AB (publ), Corp. Reg. No.: 556034-5174, on Wednesday April 11, 2018 starting at 4:30 p.m. at the Grand Hôtel, Vinterträdgården, Stallgatan 6, Stockholm, Sweden; 4:30 p.m. to 6:07 p.m.

Attending shareholders:

As shown in the attached registry that was prepared by the Annual General Meeting (AGM), Appendix 1.

Also participating were:

Chairman of the Board Tomas Billing, Members of the Board Geir Magne Aarstad, Viveca Ax:son Johnson, Carina Edblad, Mats Jönsson, Ulla Litzén and Birgit Nørgaard, the Board's employee representatives Lars Bergqvist, Karl-Johan Andersson and Karl-Gunnar Sivertsson and the deputy employee representatives Bengt Göransson and Mats Johansson, members of the Nomination Committee Viveca Ax:son Johnson (Chair), Johan Strandberg and Anders Oscarsson, Authorized Public Accountant Håkan Malmström, Acting President Håkan Broman, CFO Mattias Lundgren, Acting General Counsel Ann-Marie Hedbeck and President-elect Tomas Carlsson.

Angela Langemar Olsson, who was proposed as a new Board Member, was also present.

§ 1

The AGM was called to order by the Chairman of the Board Tomas Billing.

§ 2

Pursuant to the Nomination Committee's proposal, the AGM elected Tomas Billing, in his capacity as Chairman, to preside over the matters addressed at the AGM.

The Chairman entrusted Ann-Marie Hedbeck, Acting General Counsel of NCC AB, to be the secretary of the AGM and to take the minutes of the meeting.

§ 3

The AGM resolved to approve the list prepared in Appendix 1, with the number of shares (Series A: 10,760,979 and Series B: 47,911,564) and voting rights specified therein, as the list of shareholders entitled to vote at the Meeting.

§ 4

The AGM resolved to approve the agenda proposed in the notification.

§ 5

The AGM resolved that, in addition to the Chairman, the minutes were to be verified by Robert Wennberg, representing Livförsäkringsbolaget Skandia, ömsesidigt, and Skandia Fonder AB, and Helen Broman, representing Lannebo Fonder AB.

§ 6

The Secretary presented the procedure for notifying shareholders. The official notification was published in *Post- and Inrikes Tidningar* and on NCC's website on March 8, 2018. It was also advertised in *Dagens Nyheter* and *Svenska Dagbladet* on the same date.

The AGM resolved that the AGM had been duly convened.

§ 7

The Board and the Acting President presented the Annual Report, the Auditors' Report, the consolidated financial statements and the Auditors' Report on the consolidated financial statements for 2017, Appendix 2. The AGM noted that the 2017 Annual Report had been available at the company since March 21, 2018.

Authorized Public Accountant Håkan Malmström presented the Auditors' Report, Appendix 3.

The AGM confirmed that the Annual Report and Auditors' Report as well as the consolidated financial statements and the Auditors' Report on the consolidated financial statements had been duly presented. The AGM subsequently filed these documents.

§ 8

The Chairman, also the Chairman of the Board, presented a report on the work of the Board.

The Acting President subsequently issued a report on the performance of the NCC Group according to the contents of Appendix 4.

The President-elect, Tomas Carlsson, introduced himself.

During the question period that followed, shareholders' questions were answered by the Chairman and the Acting President, Håkan Broman.

§ 9

The AGM resolved to adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet for the 2017 fiscal year as included in the Annual Report (Appendix 2).

§ 10

The Chairman presented the Board's motion concerning a cash dividend, as indicated in the Annual Report (page 96). The Board's motion, as supported by the auditors, entailed that the Parent Company's funds of SEK 2,727,322,986 available for distribution by the AGM should be distributed as follows:

that SEK 8.00 per share be distributed in cash as the ordinary dividend to the shareholders; and

that the remaining SEK 1,862,662,994 be carried forward.

The Board's statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act was presented at the AGM, Appendix 5.

The AGM resolved that the unappropriated earnings in the Parent Company available for distribution by the AGM be allocated according to the aforementioned motion.

The AGM resolved that the dividend would be divided between two occasions and set April 13, 2018 as the record date for the first cash dividend of SEK 4.00 per share as stated above and November 5, 2018 as the record date for the second cash dividend of SEK 4.00 per share.

§ 11

The AGM resolved that the Board of Directors and the President be discharged from liability for the administration of the company's affairs for the fiscal year from January 1 to December 31, 2017.

It was noted that the parties encompassed by the resolution did not participate in passing this resolution.

§ 12

In accordance with the Nomination Committee's proposal, the AGM resolved that the Board was to comprise, in addition to the members and deputy members that the employees are entitled to appoint, eight members elected by the AGM.

§ 13

According to the Nomination Committee's proposal, the AGM resolved that the AGM-elected members be paid director fees in a total amount of SEK 4,600,000, distributed so that the Chairman of the Board receives SEK 1,100,000 and each other AGM-elected member receives SEK 500,000.

The AGM also resolved that special fees would be payable in an amount of SEK 175,000 to the Chairman of the Audit Committee and of SEK 125,000 to each member of the Audit Committee, and that special fees would be payable in an amount of SEK 125,000 to the Chairman of the Project Committee and of SEK 100,000 to member of the Project Committee.

In accordance with the Nomination Committee's proposal, the AGM resolved that the auditor be remunerated according to approved invoices.

§ 14

In accordance with the Nomination Committee's proposal, the AGM elected Geir Magne Aarstad, Viveca Ax:son Johnson, Tomas Billing, Carina Edblad, Mats Jönsson, Ulla Litzén and Birgit Nørgaard (all re-elections) as ordinary Members of the Board, as well as Angela Langemar Olsson (new election).

In accordance with the Nomination Committee's proposal, Tomas Billing was elected Chairman of the Board.

§ 15

In accordance with the Nomination Committee's proposal, the AGM resolved to elect the auditing firm PwC, i.e. PricewaterhouseCoopers AB, with Auditor-in-charge Håkan Malmström, as auditor until the close of the 2019 AGM.

§ 16

The AGM resolved to elect Viveca Ax:son Johnson, Nordstjernan AB, Anders Oscarsson, AMF/AMF Funds, and Simon Blecher, Carnegie Funds, as members of the Nomination Committee, with Viveca Ax:son Johnson as Chair.

The AGM noted that the Chairman of the Board had been co-opted as a member of the Nomination Committee in accordance with the prevailing instructions for the Nomination Committee, although he is not entitled to vote.

§ 17

The Chairman presented the Board of Directors' motions according to § 17 and § 18.

The Board of Directors presented its proposal regarding guidelines for determining salaries and other remuneration for Group Management according to Appendix 6.

The AGM resolved to approve the proposed guidelines in accordance with the Board's motion (Appendix 6).

§ 18

The Board of Directors presented its motion regarding a long-term performance-based incentive program plus the repurchase and transfer of own shares, according to Appendix 7.

The AGM resolved to approve the motion regarding a long-term performance-based incentive program plus the repurchase and transfer of own shares according to Appendix 7. The AGM noted that shareholders representing 0.04 percent of the votes had announced their opposition to the motion.

§ 19

The Chairman forwarded the thanks of the Board of Directors and the shareholders to the Acting President, Håkan Broman.

The Chairman declared the AGM closed.

Minutes:

Verified by:

Ann-Marie Hedbeck

Tomas Billing
Chairman

Helen Broman

Robert Wennberg