

*This is a translation. In case of any discrepancies,
the Swedish original shall prevail.*

Notification of the Extraordinary General Meeting of NCC AB

The shareholders of NCC AB (the Company) are hereby invited to participate in an Extraordinary General Meeting (EGM) to be held on November 12, 2020.

In order to prevent the spread of the Corona virus, the Board of Directors has decided that the EGM shall be held without the physical presence of shareholders, representatives and external parties and the EGM will only be conducted by postal voting.

Registration and participation

Shareholders who wish to participate in the EGM via postal voting must:

- * be registered in the shareholders' register maintained by Euroclear Sweden AB as of Wednesday, November 4, 2020, and
- * notify their intention to participate by having submitted a postal vote in accordance with the instructions under the heading "Postal voting" below in such a manner that Euroclear Sweden AB has received the postal vote by Wednesday, November 11, 2020 at the latest.

Shareholders whose shares are held in the name of a trustee must, in addition to providing notification of participation in the EGM, re-register the shares in their own name so that the shareholder is registered in the share register on November 4, 2020 to be entitled to participate in the EGM. Such registration may be temporary (so-called voting right registration) and may be requested from the trustee in accordance with the trustee's procedures at a time in advance as determined by the trustee. Voting rights registered not later than the second banking day after November 4, 2020 are taken into account in the preparation of the share register.

Postal voting

The Board of Directors has decided that the shareholders may only exercise their voting rights by postal voting pursuant to Section 22 to the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198).

For postal voting, a special form must be used, which is available on the Company's website, ncc.se and at the Company's headquarters, Herrjärva Torg 4, SE-170 67 Solna, Sweden. Furthermore, the form will serve as notification of participation in the EGM. A completed and signed form for postal voting should be sent by regular mail to NCC AB, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingServices@euroclear.eu and must be received by Euroclear Sweden AB by November 11, 2020 at the latest. Shareholders who are natural persons can also cast their

postal vote electronically by verifying their identity using BankID on the website of Euroclear Sweden AB, <https://anmalan.vpc.se/euroclearproxy>. If the shareholder is postal voting through a representative, the power of attorney must be enclosed with the form. A form for power of attorney (proxy) is available on the Company's website, ncc.se. If the shareholder is a legal entity, proof of registration or other authorization document must be enclosed with the form.

Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, such a postal vote is rendered invalid. Further information and conditions can be found on the postal voting form and on <https://anmalan.vpc.se/euroclearproxy>.

Votes received later than November 11, 2020 will be disregarded.

For questions about the postal voting form, please contact Euroclear Sweden AB: tel. +46 (0)8 402 92 54 (Monday-Friday 9:00 a.m. - 4:00 p.m.).

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Election of two officers, in addition to the Chairman, to verify the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Determination of whether the Meeting has been duly convened.
7. Resolution on dividend.
8. Resolution on amendment of the Articles of Association.
9. Closing of the Meeting.

Resolutions

The Board of Directors has proposed the following resolutions.

- Item 2:** The Board of Directors proposes Alf Göransson or, in his absence, the person designated by the Board of Directors, be elected as Chairman of the EGM.
- Item 3:** Simon Blecher, who represents Carnegie Fonder and Peter Guve, who represents AMF Pension, or, if one or both of them are absent, the person(s) designated by the Board of Directors, are proposed as persons to verify the minutes, in addition to the Chairman. Also, such assignment includes verifying the voting list and that received postal votes are correctly reflected in the minutes.
- Item 4:** The voting list that is proposed to be approved under item 4 on the agenda is the voting list that Euroclear Sweden AB has prepared, on behalf of the Company, based on the shareholders' register and received postal votes and which has been verified by the officers chosen to verify the minutes.
- Item 7:** The Board of Directors proposes that a dividend be paid in a cash amount of SEK 2.50 per share. As record date for the dividend, the Board of Directors proposes November 16, 2020. If the EGM approves the proposal, the dividend is expected to be paid through Euroclear Sweden AB on November 19, 2020.

According to the most recently adopted balance sheet dated December 31, 2019, the Company's equity amounted to SEK 3,281 million, of which unrestricted shareholders' equity amounted to SEK 2,240 million. Of the unappropriated amount on December 31, 2019 under Chapter 17, Section 3 of the Swedish Companies Act of SEK 2,240 million, SEK 2,206 million remains.

Item 8: The Board of Directors proposes that the following provisions are included in the Articles of Association:

“§ 15 Collection of powers of attorney and postal voting

The Board of Directors may collect powers of attorney in accordance with the procedure set out in Chapter 7, Section 4 second paragraph of the Swedish Companies Act.

In connection with a general meeting, the Board of Directors may decide that the shareholders should be able to exercise their voting rights by mail, prior to the general meeting.”

As a consequence, it is proposed that the existing provisions of the Articles of Association be renumbered, whereby the current Article 15 is changed to Article 16.

For a resolution in accordance with the Board of Directors’ proposal under item 8, the decision must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the EGM.

Right to receive information

The Board of Directors and the CEO must, if a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the company, provide information concerning conditions that could influence the assessment of an item on the agenda. Requests to receive such information must be submitted in writing to NCC AB, Attn: Legal, SE-170 80 Solna, Sweden, not later than Monday, November 2, 2020. Such information will be made available at the company at the address NCC AB, Herrjärva Torg 4, SE-170 80 Solna, and on the Company’s website ncc.se, not later than Saturday, November 7, 2020 and will be sent to shareholders who so request and provide their postal address or e-mail address.

Documentation and further information

The Board of Directors’ statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act and report pursuant to Chapter 18, Section 6 of the Swedish Companies Act, auditor’s statement pursuant to Chapter 18, Section 6 of the Swedish Companies Act, annual report and audit report for the 2019 financial year 2019, the proposed new Articles of Association in full and the form for postal voting are available at the Company and on the Company’s website, ncc.se. Copies of documents will be sent free of charge to shareholders who so request and provide their postal address or e-mail address. Such requests can be sent to NCC AB, Attn: Legal, SE-170 80 Solna, Sweden. The shareholders’ register concerning the general meeting is also available at the Company.

Shares and voting rights

As of the date of issue of this official notice, the total number of shares in the Company was 108,435,822, representing a total of 225,393,666 voting rights, comprising 12,995,316 Series A shares (10 votes per share), representing 129,953,160 voting rights, and 95,440,506 Series B shares (one vote per share) representing 95,440,506 voting rights, including 764,267 own Series B shares and representing 764,267 voting rights. The Company is not entitled to vote for own shares.

Processing of personal data

For information on how your personal data is processed, reference is made to NCC AB’s Privacy Policy for general meetings: [Privacy Policy](#)



Solna, October 2020
NCC AB
Board of Directors

NCC

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