

Press release

April 5, 2017

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NCC's Annual General Meeting 2017

At today's Annual General Meeting (AGM) of shareholders in NCC, the shareholders passed resolutions concerning dividend payment, election of Board of Directors and director fees, election of auditor, guidelines for remuneration of senior executives and long-term performance-based incentive program. Resolutions the buyback and transfer of treasury shares were also passed.

NCC's AGM resolved in favor of the Board's dividend proposal for the 2016 fiscal year of SEK 8.00 per share, divided into two payments. The record date for the first payment of SEK 3.00 per share is April 7, 2017, while the record date for the second payment of SEK 5.00 per share has been set at November 6, 2017.

The AGM adopted the income statements and balance sheets for 2016 and the Board of Directors and the President were discharged from personal liability.

According to the Nomination Committee's proposal, the Meeting reelected Tomas Billing, Carina Edblad, Viveca Ax:son Johnson and Ulla Litzén as members of the Board. Birgit Nørgaard, Geir Magne Aarstad and Mats Jönsson were elected as new members of the Board. Sven-Olof Johansson and Christoph Vitzthum have declined reelection. Tomas Billing was elected Chairman of the Board.

It was resolved that director fees would amount to SEK 4,100,000, excluding remuneration for committee work, distributed so that the Chairman of the Board will receive SEK 1,100,000 and that each other AGM-elected member will receive SEK 500,000. The adopted fees to be paid to the Chairman and the Board members is unchanged. Fees will be paid to the members of the Audit Committee as follows: the chairman of the Committee will receive SEK 175,000 and each other Committee member will receive SEK 125,000.

In accordance with the recommendation of the Audit Committee, the registered auditing firm PricewaterhouseCoopers AB (PwC) was elected with Håkan Malmström as auditor-in-charge. The auditing firm was elected to serve until the close of the 2018 AGM.

Viveca Ax:son Johnson (Chairman), Johan Strandberg, equity researcher, SEB Funds and Anders Oscarsson, equity manager at AMF/AMF Funds, were reelected as members of the Nomination Committee.

The AGM resolved to introduce a long-term performance-based incentive plan (LTI 2017) for senior executives and key personnel.

The AGM also resolved that the guidelines for determining salaries and other remuneration payable to Group Management that were adopted at the 2016 AGM would continue to be applied subject to the following adjustment, due to the adoption of LTI 2017. The maximum short-term variable remuneration payable to the CEO and other members of Group Management will be reduced by 10 percentage points to 50 percent

of fixed salary for the CEO and to 30-40 percent of fixed salary for other members of Group Management.

To cover the commitment according to LTI 2017, the AGM authorized the Board, until the next Meeting, to buy back a maximum of 867,486 Series B shares and to transfer a maximum of 300,000 Series B shares to participants of LTI 2017. The buy-backs must occur on Nasdaq Stockholm at a price per share within the registered span of share prices at the particular time. It is also to be possible to transfer a maximum of 500,000 Series B shares via Nasdaq Stockholm to cover costs, mainly for compensation for dividends, social security fees and payments on the basis of the synthetic shares, pursuant to outstanding long-term performance-based incentive programs (LTI 2014, LTI 2015 and LTI 2016) and LTI 2017.

At a statutory Board meeting held in connection with the AGM, the Board confirmed its mandate to buy back and transfer shares, as adopted by the AGM on April 5, 2017.

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This is the type of information that NCC could be obligated to disclose pursuant to the Securities Market Act. The information was issued for publication on April 5, 2017, at 7 p.m. CET.

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About NCC. Our vision is to renew our industry and provide superior sustainable solutions. NCC is one of the leading companies in the Nordics within construction, infrastructure and property development, with sales of SEK 53 billion and 17,000 employees in 2016. The NCC share is listed on NASDAQ Stockholm