

Press Release

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NCC's Annual General Meeting 2019

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

NCC's AGM resolved in favor of the Board's proposal that a dividend of SEK 4.00 be paid per share for the 2018 fiscal year divided between two payment occasions. April 11, 2019 was set as the record date for the first payment of SEK 2.00 and November 5, 2019 as the record date for the second payment of SEK 2.00.

The AGM adopted the income statements and balance sheets for 2018 and the Board of Directors and the President were discharged from personal liability.

The Meeting resolved that the Board shall comprise eight AGM-elected members and reelected, in accordance with the Nomination Committee's proposal, the Board members Tomas Billing, Viveca Ax:son Johnson, Ulla Litzén, Birgit Nørgaard, Geir Magne Aarstad, Mats Jönsson and Angela Langemar Olsson, and elected Alf Göransson as new Board member. Tomas Billing was elected Chairman of the Board. Information on the members is available on ncc.se.

It was resolved that board fees be paid in a total amount of SEK 4,600,000, excluding remuneration for committee work, distributed so that the Chairman of the Board receives SEK 1,100,000 and each other AGM-elected Board member receives SEK 500,000. Fees will be paid to the members of the Audit Committee as follows: the chair of the Committee will receive SEK 175,000 and each other member will receive SEK 125,000. Fees will be paid to the members of the Project Committee as follows: the chair of the Committee will receive SEK 125,000 and other member will receive SEK 100,000. The adopted fees are unchanged.

In accordance with the Audit Committee's recommendation, the auditing firm PricewaterhouseCoopers AB (PwC) was reelected auditor of the company, with Ann-Christine Hägglund as Auditor-in-Charge. PwC was elected until the close of the 2020 AGM. The auditors will be remunerated in return for approved invoices.

Viveca Ax:son Johnson, Nordstjernan (Chair), Simon Blecher, Carnegie Funds and Anders Oscarsson AMF/AMF Funds were elected members of the Nomination Committee.

The AGM resolved to introduce a long-term performance-based incentive program (LTI 2019) for senior executives and key personnel.

The AGM resolved that the guidelines for determining salaries and other remuneration paid to the Executive Team (ET) as adopted at the 2018 AGM would largely continue to be applied subject to the following adjustment. Following the adoption of LTI 2019, the

maximum short-term variable remuneration payable to the CEO will be 65 percent of fixed salary and the maximum amount payable to other members of the EMG will be 30 or 40 percent of fixed salary.

To cover the commitment under LTI 2019, the AGM authorized the Board, until the next AGM, to purchase a maximum of 867,487 Series B shares and to transfer a maximum of 300,000 Series B shares to the participants of LTI 2019. The shares may be purchased 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 costs for dividend compensation, social security fees and payments on the basis of the synthetic shares, arising from outstanding long-term performance-based incentive programs (LTI 2016, LTI 2017 and LTI 2018) and LTI 2019.

At a statutory Board meeting held in connection with the AGM, the Board confirmed its mandate to purchase and transfer shares, as adopted by the AGM on April 9, 2019.

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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 over 57 billion and 16,500 employees in 2018. The NCC share is listed on NASDAQ Stockholm.