

OFFICIAL NOTIFICATION OF NCC AB'S ANNUAL GENERAL MEETING

Welcome to NCC AB's Annual General Meeting (AGM)
at 4:30 p.m. on Wednesday, April 4, 2012.

Venue: Grand Hôtel, Vinterträdgården, Royals entrance,
Stallgatan 6, Stockholm.

Registration will commence at 3:30 p.m., from which time coffee will be served.

Participation

To be entitled to participate in the business of the AGM, shareholders shall:

- * be registered in the share register maintained by Euroclear Sweden AB on Thursday, March 29, 2012,
- * notify their intention to attend the AGM by Thursday, March 29, 2012, as well as, where appropriate, the number of advisors who will accompany the shareholder.

Shareholders whose shares are held in the name of a trustee with a bank or a stockbroker must temporarily re-register the shares in their own name at Euroclear Sweden AB to be entitled to participate in the Meeting. Such registration must be completed no later than Thursday, March 29, 2012, and must be requested from the trustee in ample time prior to this date.

Notification can be made by regular mail to the following address: NCC AB, Lisbeth Karlsson, SE-170 80, Solna; or by telephone to +46 8 585 522 61; fax +46-8-624 00 95; or e-mail lisbeth.m.karlsson@ncc.se. Notification should include name, personal identification number (corporate registration number), address, telephone number and registered shareholding. If participation is to be based on a power of attorney, such a document must also be submitted in connection with notification of intention to attend the AGM. A form for notifying power of attorney is available on NCC's www.ncc.se/arstamma2012 website and will be sent free of charge to those shareholders who request such a form and notify their mail address.

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
4. Approval of the agenda.
5. Election of two officers, in addition to the Chairman, to verify the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Presentation of the annual report and the auditors' report, and the consolidated financial report and auditors' report on the consolidated financial report.
8. The Address by the President and any questions related to this Address, as well as the Chairman of the Board's account of the work conducted by the Board.
9. Motions concerning the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet.
10. Motions concerning the disposition to be made of the Company's profit or loss as shown in the balance sheet adopted by the Meeting.
11. Motions concerning the discharge of the Board of Directors and the President from personal liability for their administration during the 2011 fiscal year.
12. Motions concerning the number of members of the Board to be elected by the AGM.
13. Determination of the fees to be paid to the Board members and auditor.
14. Election of members of the Board and Chairman of the Board.
15. Election of auditor.
16. Election of members of the Nomination Committee and of the chairman of the Nomination Committee.
17. The Board of Directors' motion concerning resolutions regarding guidelines for determining the salary and other remuneration for Group Management.

- 18. The Board of Directors' motion concerning resolutions regarding guidelines for a long-term performance-based incentive program plus the buy back and transfer of treasury shares.
- 19. The Board of Directors' motion concerning a resolution to amend the Articles of Association.
- 20. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Articles of Association.

Motions

Item 10: The Board proposes that the Meeting approve a dividend of SEK 10.00 per share for the 2011 fiscal year.

It is proposed that the record date for the dividend be Wednesday, April 11, 2012. If the Meeting approves the motion, it is estimated that dividends will be distributed from Euroclear Sweden AB on Monday, April 16, 2012.

The Nomination Committee elected by the 2011 AGM has submitted the following motions regarding items 2 and 12-15.

Item 2: That Chairman of the Board Tomas Billing be elected chairman of the meeting.

Item 12: Seven regular Board members.

Item 13: That director fees be paid in a total amount of SEK 3,300,000, distributed so that the Chairman of the Board receives SEK 750,000 and each other member who is not employed by the Company receives SEK 425,000. The auditors will be remunerated in return for approved invoices.

Item 14: That the following persons be reelected to the Board of Directors: Antonia Ax:son Johnson, Tomas Billing, Ulf Holmlund, Ulla Litzén and Christoph Vitzthum and new election of Olof Johansson and Sven-Olof Johansson. It is proposed that Tomas Billing be elected Chairman of the Board.

Item 15: It is proposed that the registered accounting firm PricewaterhouseCoopers AB, with Håkan Malmström as auditor-in-charge, be re-elected auditor of the company until the close of the 2013 AGM.

Item 16: Shareholders representing more than 50 percent of the total voting rights in NCC AB propose the following Nomination Committee: reelection of Viveca Ax:son

Johnson and Thomas Eriksson, President of Swedbank Robur Fonder AB, and new election of Johan Ståhl, asset manager, Lannebo Fonder. It is proposed that Viveca Ax:son Johnson be elected chairman of the Nomination Committee.

Item 17: The Board of Directors' motion entails that the guidelines for determining salaries and other remuneration paid to Group Management as adopted at the 2011 AGM are to continue to be applied but be adjusted if the motion under Item 18 is adopted by the AGM. The adjustment entails that the maximum short-term variable remuneration payable to the CEO and other members of Group Management be reduced by 10 percentage points to 40 percent of fixed salary for the CEO and to 30-40 percent of fixed salary for other members of Group Management.

Item 18: A. Long-term performance-based incentive program

The Board's motion entails that a long-term performance-based incentive program for senior executives and key personnel be adopted as follows.

The program in brief

The Board proposes that the AGM resolve to introduce a long-term performance-based incentive program for senior executives and key personnel within the NCC Group ("LTI 2012") in order to ensure a focus on the company's long-term return on equity. It is proposed that LTI 2012 encompass a total of approximately 150 senior executives and key personnel within the NCC Group. LTI 2012 is a three-year performance-based program under which the participants will be allotted, free of charge, performance-based share rights that provide entitlement to Series B shares and to performance-based synthetic shares that provide entitlement to cash remuneration in accordance with the terms, conditions and principles described below. In view of the introduction of LTI 2012, the maximum short-term variable remuneration payable to the CEO and other members of Group Management will be adjusted in the manner stipulated in Item 17 above. For other participants in LTI 2012, the maximum short-term variable remuneration will be reduced by 5 to 10 percentage points.

Terms and conditions for share rights and synthetic shares

Share rights and synthetic shares are subject to the following terms and conditions:

- Share rights and synthetic shares will be allotted free of charge following the AGM.
- Share rights or synthetic shares may not be transferred or pledged.
- Each share right provides the holder with entitlement, free of charge, to receive one Series B share in the company three years after allotment of the share right (“**the Vesting Period**”).
- Following the Vesting Period, each synthetic share will entitle the holder to receive cash payment corresponding to the share price at the date of payment.
- A prerequisite for entitlement to receive shares on the basis of share rights or receive cash payment on the basis of synthetic shares, subject to certain exceptions, is that the participant at the time NCC’s interim report on the first quarter of 2015 is still employed by the NCC Group.
- In order to equate the participants’ interests within those of the shareholders, the company will compensate the participants should dividends paid during the Vesting Period exceed the level stipulated in NCC’s dividend policy by paying them a corresponding cash amount.
- Share rights or synthetic shares may be issued by the company or other Group companies.

Performance targets

The number of shares and the cash amount that is eventually received depends on the extent to which certain predetermined targets are achieved during the Vesting Period. The targets that have been established for LTI 2012 comprise the average return on equity in relation to seven benchmark companies during the years 2012–2014 as well as a decrease in the number worksite accidents. Performance targets for allotment of shares and the payment of cash include both a threshold that has to be achieved for any allotment or payment to be made at all, and a ceiling, above which no additional allotment or payment will occur. The outcome between the threshold and the ceiling is linear. Another prerequisite for any payment from LTI 2012 is that the NCC Group reports a pretax profit. The performance targets will be measured during the period January 1, 2012 through December 31, 2014.

Allocation

The participants are divided into three categories: President and Chief Executive Officer; other members of Group Management; and business area management and other key personnel. The number of share rights and synthetic shares that a participant may be allotted depends on the participants’ gross annual salary and the category to which the participant belongs.

For each participant, the Board of Directors establishes an allotment value relative to the participant’s annual salary. The allotment value for the President and CEO and other members of Group Management is 30 percent of the annual salary and for other key personnel a minimum of 15 percent and a maximum of 30 percent of the annual salary. The share price that is to form the basis for calculating the number of share rights and synthetic shares is to correspond to the average last price paid during a period of ten trading days immediately following the date of the 2012 AGM. The share price is then divided by the individual allotment value in order to arrive at the total number of rights per participant, of which half will be allotted in the form of share rights and half in the form of synthetic shares.

Reason for the motion

The purpose of LTI 2012 is to ensure a focus on NCC’s long-term return on equity, to provide prerequisites for retaining and recruiting key personnel, to provide competitive remuneration and to enhance the community of interests among shareholders and key personnel by encouraging the ownership of shares in the company. Against this background, the Board of Directors believes that the introduction of LTI 2012 will have a positive impact on the Group’s continued development and that LTI 2012 will thus benefit both the shareholders and the company.

Design and management

Within the framework of specified terms, conditions and guidelines, the Board of Directors is to be responsible for the more detailed design and management of LTI 2012. In this connection, the Board is to be entitled to make any adjustments required for LTI 2012 to fulfill special regulations or market conditions outside Sweden.

The Board is also to be entitled to make any other adjustments should material changes occur in the NCC Group or its business environment that would entail that the decided terms and conditions for allotment and the opportunity to exercise the share rights or the synthetic shares in accordance with LTI 2012 no longer be deemed viable. Prior to finally determining allotment of Series B shares on the

basis of share rights and any payment on the basis of synthetic shares, the Board will assess whether the outcome of LTI 2012 is reasonable in relation to the company's financial earnings and position, conditions in the stock market and other circumstances, and should the Board not consider this to be the case, the number of shares to be allotted and the cash payment will be reduced.

Preparation of the motion

LTI 2012 has been initiated by NCC's Board of Directors and formulated in consultation with independent advisors. LTI 2012 was addressed at Board meetings in late 2011 and the early months of 2012.

Scope and costs of the program

Assuming a share price of SEK 125 and the maximum outcome in accordance with LTI 2012 in terms of both shares and cash amount, it is estimated that the cost of LTI 2012, including costs for social security fees, will amount to SEK 62 M, corresponding to approximately 0.46 percent of the total number of shares in the company. At 50-percent fulfillment of the targets, the total cost of LTI 2012, based on the above principles, is estimated at SEK 31 M. At maximum outcome, LTI 2012, including costs for social security fees, could encompass 0.8 percent of the total number of shares.

The value that a participant may receive at maximum allotment of Series B shares and maximum cash payment is limited to an amount per share that corresponds to 400 percent of the share price, calculated on the basis of the average last price paid during a period of ten trading days immediately following the date of the 2012 AGM.

B. Buyback of company shares

In order to secure delivery of Series B shares and to cover costs, including costs for social security fees and payments on the basis of the synthetic shares, in accordance with LTI 2012, the Board proposes that the AGM resolve to authorize the Board to make decisions on one or several occasions during the period up to the following AGM to buy back no more than 867,486 Series B shares. The shares are to be acquired on NASDAQ OMX Stockholm and such purchases may only be effected at a price within the registered span of share prices at the particular time, by which is meant the span between the highest price paid and the lowest asked price. The shares are to be paid for in cash.

C. Transfer of treasury shares

In order to secure delivery of Series B shares in accordance with LTI 2012, the Board proposes that the AGM resolve to permit the transfer of no more

than 303,620 Series B shares to the participants of LTI 2012. In accordance with the terms and conditions for LTI 2012, each participant is to be entitled during a specified period of time to receive a certain number of Series B shares.

Item 19: The Board of Directors' motion entails that an amendment of the Articles of Association is required in respect of Article 3. The motion entails that the terms "shipping" and "department store operations" be removed from the company's business description.

Current wording, Article 3

"The object of the Company's operations is to – directly or indirectly through subsidiaries – engage in contracting activities in the construction industry, manufacture and sell building materials and wastewater treatment equipment, engage in capital management, acquire, own and manage real and personal estate, engage in real estate trading operations, engage in shipping and transport operations, industrial engineering operations and department store operations and to conduct other operations related to the above.

The company shall also undertake certain activities common to the Group as a whole, such as the provision of staff services."

Proposed wording

"The object of the Company's operations is to – directly or indirectly through subsidiaries – engage in contracting activities in the construction industry, manufacture and sell building materials and wastewater treatment equipment, engage in capital management, acquire, own and manage real and personal estate, engage in real estate trading operations, engage in transport operations and industrial engineering operations and to conduct other operations related to the above.

The company shall also undertake certain activities common to the Group as a whole, such as the provision of staff services."

Documentation

The Annual Report, audit report, Board of Directors' complete motions concerning Items 17, 18 and 19, and Board's statement pursuant to the above motions concerning the distribution of unappropriated earnings and the buyback of own shares will be available at the Company's office as of March 12, 2012, at the following address: NCC AB, Corporate Legal Affairs Staff, Vallgatan 3, SE-170 80 Solna, Sweden, and can be sent to shareholders upon request. The Annual Report, motions and the statement will also be available on the Group's website www.ncc.se/arstamma2012.

Information concerning the AGM

The Board of Directors and the President 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, firstly, conditions that could influence the assessment of items on the agenda, secondly, conditions that could influence assessments of the financial condition of the company or subsidiaries and, thirdly, the company's relationship to other Group companies.

Special decision-making majorities

A resolution is required for adoption of the Board's motion under Item 18. For the resolution to be valid, it must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the AGM.

For a resolution concerning Item 19 to be valid, it must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM

Shares and voting rights

As of February 29, 2012, there were a total of 108,435,822 NCC shares outstanding, representing a total of 388,640,247 voting rights, with 31,133,825 Series A shares representing 311,338,250 voting rights and 77,301,997 Series B shares representing 77,301,997 voting rights. The company has no holdings of treasury shares.

Solna, March 2012
NCC AB (publ)
Board of Directors

NCC

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