



Auditor's report, in accordance with the Swedish Companies Act (SFS 2005:551), 8:54, regarding whether there has been compliance with the guidelines for compensation to senior management resolved upon by the Annual General Meeting.

**To the Annual General Meeting of Shareholders in NCC AB (publ),
Corporate Identity Number 556034-5174**

Introduction

We have examined the compliance of the Board of Directors and the Managing Director of NCC AB (publ.), during 2010, with the guidelines regarding compensation to senior management resolved upon by the Annual General Meeting of Shareholders on 14 April 2010 and 7 April 2009. The Board of Directors and the Managing Director are responsible for compliance with the guidelines. Our responsibility is to provide an opinion, based on our examination, to the Annual General Meeting regarding whether there has been compliance with these guidelines.

The focus and scope of the examination

The examination was performed in accordance with FAR SRS's recommendation RevR 8 *Examination of Compensation to Senior Management in Stock Market Companies*. This implies that we have planned and performed the examination in order to be able to provide an opinion, with reasonable assurance, regarding whether there has been compliance in all material respects with the guidelines resolved upon by the Annual General Meeting. The examination has covered the company's organisation and documentation of issues concerning compensation for members of senior management, new decisions concerning compensation and a selection of the payments made during the financial year to members of senior management. We believe that our examination provides a reasonable basis for our opinion, as provided below.

Opinion

In our opinion, the Board of Directors and Managing Director of NCC AB (publ.), during 2010, have complied with the guidelines prepared regarding compensation to members of senior management, as adopted at the Annual General Meeting of Shareholders on 14 April 2010 and the Annual General Meeting of Shareholders on 7 April 2009.

Stockholm, 21 March 2011

PricewaterhouseCoopers AB

Håkan Malmström
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Auditor-in-Charge

Ulf Westerberg
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