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Proposals for Swecos Nomination Committee

Sweco AB's Nominating Committee, consisting of Gustaf Douglas (Investment AB Latour), Lars Kritz (J. Gust. Richert Memorial Fund) and Olle Nordström (Skirner Förvaltning AB), together representing more than 68% of the votes and more than 51% of the share capital in the company, have decided to put forward proposals, for which the main points are presented below, for decision by the Annual General Meeting of Sweco on 16 April 2009. The final proposals will be presented in the company's invitation to the Annual General Meeting, which may also contain additional details not covered here.

Composition of the Board

The Nominating Committee proposes re-election of Gunnel Duveblad, Øystein Løseth, Aina Nilsson Ström, Olle Nordström and Mats Wäppling, and election of Anders G. Carlberg and Pernilla Ström. It is also proposed that the AGM appoint Olle Nordström as Board Chairman. It was noted that Eric Douglas and Birgit Erngren Wohlin had declined re-election.

Anders G. Carlberg, born in 1943, is former Managing Director of Axel Johnsson International AB, Atle Förvaltning AB, Nobel Industries Sweden AB and J S Saba AB. He is currently a board member of Axel Johnson AB, Mekonomen AB, Svenskt Stål AB, Sapa AB, Säki AB and Beijer-Alma AB.

Pernilla Ström, born in 1962, currently operates a business active in macro analysis, business development and seminar workshops, among other things. She has previously held positions as an EU commission member for the Ministry of Finance, as a newspaper columnist for Dagens Nyheter, as a macroeconomist at Öhman Fondkommission and as Managing Director of Blockbid. She is currently a board member of Bonnier AB, Uniflex AB, Kappahl AB, HQ Bank AB, and others.

Director's fees

The Nominating Committee proposes that directors' fees be paid in an unchanged amount of SEK 350,000 (350,000 in 2008) to the Chairman, SEK 260,000 (260,000) to the Vice Chairman and SEK 175,000 (175,000) to each



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The Nominating Committee proposes that fees to the Audit Committee be paid in an amount of SEK 100,000 to the committee chairman (SEK 80,000 in 2008), and SEK 50,000 to each of the other committee members not employed in the company.

The Nominating Committee proposes further that fees the Remuneration Committee be paid in an amount of SEK 50,000 to the committee chairman (SEK 40,000 in 2008), and SEK 25 000 to each of the other committee members not employed in the company (SEK 20 000 in 2008).

It is proposed that auditors' fees be paid according to approved account.

Proposed instructions for the Nominating Committee ahead of the 2010

It is noted that shareholders together representing approximately 68% of the votes and 51% of the share capital in Sweco propose that the Annual General Meeting resolve on instructions to the Nominating Committee essentially according to the following.

1. The Board Chairman shall convene a Nominating Committee consisting of one representative for each of the largest shareholders in the Company, at least three and at most four, together with the Chairman if he/she is not a member in the capacity of shareholder representative. If a shareholder does not exercise its right to appoint a member, the shareholder next in order of voting power shall have the right to appoint a member to the Nominating Committee. The names of the members, together with the names of the shareholders they represent, shall be made public not later than six months before the 2010 Annual General Meeting and shall be based on the known number of votes immediately prior to announcement.

2. The mandate period of the Nominating Committee shall extend until such time as the new Nominating Committee has been appointed. The Chairman of the Nominating Committee shall be the Board Chairman.

3. In the event of a significant change in the Company's ownership structure after the appointment of the Nominating Committee, the composition of the Nominating Committee shall also be changed in accordance with the principles stated in point 1 above. A shareholder that has appointed a member to the Nominating Committee shall have the right to remove such member and appoint a new member to the Nominating Committee, and shall likewise have



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the right to appoint a new representative if the member originally appointed by the shareholder should choose to leave Nominating Committee. Changes in the composition of the Nominating Committee shall be announced immediately.

4. The Nominating Committee shall prepare proposals on the following matters to be put before the 2010 Annual General Meeting for decision:

- (a) nomination of a Chairman of the AGM
- (b) nomination of Board members
- (c) nomination of a Board Chairman
- (d) recommendation of director's fees
- (e) recommendation of fees for committee work
- (f) recommendation of auditor's fees
- (g) recommendation for decision on the Nominating Committee

5. In the conduct of its duties, the Nominating Committee shall otherwise fulfil the responsibilities of the Nominating Committee as stated in the Swedish Code of Corporate Governance and shall have the right to receive reasonable compensation from the Company for expenses, such as fees to external consultants, which are deemed necessary by the Nominating Committee for the performance of its duties.

Sweco is a provider of international consulting engineering services with combined expertise in engineering, environmental technology and architecture. The Group has annual sales of approximately SEK 5.5 billion and 5,500 employees in ten countries. The company has projects currently underway in some 80 countries worldwide. Sweco is listed on NASDAQ OMX Stockholm AB.

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