

## PRESS RELEASE

10 April 2008

### **Annual General Meeting of SWECO AB on 10 April 2008**

The Annual General Meeting of SWECO AB on 10 April 2008 passed resolutions according to the following.

#### **Board of Directors**

The AGM resolved, in accordance with the proposal of the Nominating Committee, that the Board of Directors shall consist of seven regular members with no deputies. Eric Douglas, Birgit Erngren Wohlin, Aina Nilsson Ström, Mats Wäppling and Olle Nordström were re-elected, while Gunnel Duveblad and Øystein Løseth were elected as new members. Olle Nordström was appointed as Board Chairman.

#### **Nominating Committee**

The AGM resolved on instructions for the Nominating Committee ahead of the 2009 AGM. Among other things, these instructions state that the Board Chairman shall convene a Nominating Committee consisting of one representative for each of largest shareholders in the Company, at least three and at most four, together with the Chairman provided that he/she is not a member in the capacity of shareholder representative. 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 2009 AGM and shall be based on the known number of votes immediately prior to announcement.

#### **Dividend**

The AGM resolved, in accordance with the proposal of the Board of Directors and the President, that the shareholders shall receive a dividend of SEK 2.00 per share. The record date is 15 April 2008 and payment is expected to be made on 18 April 2008.

#### **2008 Share Bonus Programme**

The AGM resolved, in accordance with the Board's proposal, on the implementation of a share bonus programme consisting of a maximum of 1,750,000 shares. This decision included resolutions regarding implementation of the 2008 Share Bonus Programme, the issue of class C shares, authorisation for the Board to repurchase the issued class C shares, and the transfer of treasury shares for the fulfilment of obligations under the 2008 Share Bonus Programme. The share bonus programme shall cover the majority of the Group's employees in Sweden, Denmark, Norway and Finland.

The issue of class C shares is part of the implementation of the 2008 Share Bonus Programme and will consist of 1,400,000 class C shares at a subscription price of SEK 1 each, equal to the share's quota value. Added to this are a maximum of 350,000 previously issued shares that were not utilised in the 2007 Share Bonus Programme. The shares will be issued for subscription by HQ Bankaktiebolag.

**Repurchase of treasury shares**

The AGM authorised the Board, during the period before the next annual AGM, to decide on the repurchase of SWECO shares essentially according to the following conditions. The number of repurchased class A and/or B shares may not exceed 5 per cent of all issued shares in the Company at any given time. The repurchase shall be carried out on the OMX Nordic Exchange Stockholm within the registered share price interval at any given time. The aim of the proposed repurchase authorisation is to give the Board greater freedom action in working to optimise the Company's capital structure. The repurchase will also create opportunities for the Company to use SWECO shares as consideration in connection with future acquisitions.

**Resale of SWECO shares**

The AGM also authorised the Board, during the period before the next AGM, to decide on the resale of SWECO shares essentially according to the following conditions. The right to resell shares shall apply to all SWECO class A and/or B shares held by the Company at the time of the Board's decision. Such resale of shares, with exclusion of the shareholders' pre-emptive rights, may take place in connection with acquisitions. Consideration for the resold shares shall correspond to an appraised market value and shall be payable in cash, in the form of capital contributed in kind or through set-off of claims against the Company or otherwise according to specific conditions. The reason for exclusion of the shareholders' pre-emptive rights in connection with the resale of shares is to finance future acquisitions in a cost-effective manner. The resale of shares may also take place on the OMX Nordic Exchange Stockholm within the registered share price interval at any given time. The aim of the proposed authorisation for the resale of shares on the OMX Nordic Exchange Stockholm is to give the Board greater freedom action in working to optimise the Company's capital structure. The resale of shares on the OMX Nordic Exchange Stockholm can be effected with greater speed, flexibility and cost-efficiency than a resale to all shareholders.

**Warrant programme**

The AGM resolved, in accordance with the proposal of the Board, on the issuance of a subscription warrants riktat to around 50 key employees in the SWECO Group, who will be offered the opportunity to acquire a maximum total of 1,700,000 warrants on market-based terms . The warrants are

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exercisable for subscription to shares during the period from 20 May 2011 to 30 November 2011.

**Statutory meeting**

The statutory Board meeting following the AGM elected Eric Douglas as Deputy Chairman. The Board also decided to re-elect Eric Douglas and Olle Nordström and elect Aina Nilsson Ström as members of the Remuneration Committee. Furthermore, the Board chose to set up an Audit Committee consisting of all Board members aside from the President Mats Wäppling. Gunnel Duveblad was appointed as chairman of the Audit Committee.

With the authorisation of the AGM, the Board decided to repurchase a total of not more than 5 per cent of all issued shares in the Company, including those already held in treasury. The repurchase will be carried out on the OMX Nordic Exchange Stockholm within the registered share price interval at any given time. The repurchase will take place during the period from 10 April 2008 until the next AGM. The aim of the repurchase is to optimise the Company's capital structure and use the shares in connection with acquisitions.

SWECO AB currently holds 804,306 class B treasury shares. Furthermore, SWECO AB holds 175,413 class B shares and 150,000 class C shares that will be converted to B shares and used within the framework of SWECO' share bonus programme.

*SWECO is the Nordic region's leading provider of consulting services with combined expertise in engineering, environmental technology and architecture. SWECO has around 5,300 employees in ten countries and recorded annual sales of around SEK 4.6 billion in 2007. The company has projects currently underway in some 80 countries worldwide. The SWECO share is quoted on the Stockholm Stock Exchange. SWECO is a member of OMX Nordic Exchange in Stockholm.*

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