

SWECO AB (publ)

NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting in SWECO AB (publ) will be held on Wednesday 16 April 2014 at 3 pm at Näringslivets Hus, Storgatan 19, Stockholm

NOTIFICATION

Shareholders who wish to participate in the general meeting must be registered in their own name in the share register maintained by Euroclear Sweden AB by Thursday, 10 April 2014, and have notified the company of their intention to participate by Thursday, 10 April 2014 at the following address: Sweco AB, "Sweco Årsstämma", Box 7835, 103 98 Stockholm. Notification of intention to participate can also be made by telephone on +46 (0)8 402 90 73 during weekdays between 9 am and 5 pm, or through Sweco's web site www.swecogroup.com. The notification shall include name, social security number (registration number for legal entities), address and telephone number, as well as the registered number of shares and counsel, if applicable. Registered participants at the meeting will receive an entrance pass by mail, which should be shown upon entry to the meeting.

SHARES HELD BY NOMINEE SHAREHOLDERS

Shareholders, who hold their shares through nominee shareholders, must in order to exercise their right to vote at the general meeting, temporarily register the shares in their own name. Such a registration should be requested well in advance of Thursday, 10 April 2014 with the bank or fund manager that holds the shares.

POWERS OF ATTORNEY FOR PROXIES

Shareholders who intend to be represented by proxies are requested to send original powers of attorney to the company prior to the general meeting. A proxy representing a legal entity shall provide a true copy of a registration certificate, or other evidence of authority, showing authorized signatories of the legal entity. A pro forma power of attorney is available at the company's web site www.swecogroup.com.

NUMBER OF SHARES AND VOTES

At the time of publication of this notice, the total number of shares is 91,516,847, out of which 9,368,164 are class A shares and 82,148,683 are class B shares. The total number of votes is 17,583,032.3, where class A shares hold one vote, and class B shares hold one tenth of one vote. Sweco holds 482,665 class B treasury shares, which do not entitle to voting at the general meeting.

AGENDA PROPOSAL

At the general meeting, to be opened by the Chairman of the Board of Directors, the following items should be considered

1. Election of Chairman of the general meeting
2. Election of Secretary of the general meeting
3. Drafting and approval of the voting list
4. Approval of the agenda
5. Election of two scrutinizers of the minutes of the meeting

6. Resolution on whether the meeting has been duly convened
7. Statement by the President
8. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the auditor's report thereon for the year 2013
9. Resolutions on
 - a) approval of the profit and loss statement and the balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet
 - b) approval of the distribution of dividend as set forth in the approved balance sheet and record date for distribution of dividends
 - c) discharge from liability for the Directors and the President
10. Resolution on the number of Directors and Auditors to be appointed by the annual general meeting
11. Resolution on fees to the Directors and Auditors
12. Election of Directors and the Chairman of the Board of Directors
13. Election of Auditor
14. Resolution on the Nominating Committee
15. Resolution on principles for salary and other remuneration to senior executives
16. Resolutions on
 - a) implementation of a share bonus scheme 2014 for employees in Sweden
 - b) amendment of the articles of association of the company
 - c) directed share issue of class C shares
 - d) authorizing the Board of Directors to repurchase the newly issued class C shares
 - e) authorizing the Board of Directors to repurchase class B treasury shares
 - f) transfer of class B treasury shares
 - g) authorizing the Board of Directors to transfer class B treasury shares to secure payment of social security contributions
17. Resolutions on
 - a) implementation of a performance based share savings scheme 2014
 - b) authorization for the Board of Directors to acquire and transfer treasury shares within the scope of the share savings scheme
 - c) transfers of treasury shares to participants in the share savings scheme
18. Resolutions on authorization for the Board of Directors to resolve on transfers of treasury shares within the scope of the 2011 Share Savings Scheme
19. Conclusion of the general meeting

PROPOSALS FOR RESOLUTIONS

Item 1 Election of the Chairman of the general meeting

The Nominating Committee, which comprises Gustaf Douglas - Investment AB Latour, Birgitta Resvik - Stiftelsen J. Gust. Richerts Minne and Olle Nordström - Skirner Förvaltning AB, and which represents more than 67 percent of the votes and more than 49 percent of the share capital in the company, proposes that Olle Nordström is appointed as Chairman of the general meeting.

Item 9b Distribution of dividend and record date

The Board of Directors proposes that a distribution of dividend of SEK 3.25 (3.25) per share, and that Wednesday, 23 April 2014, shall be the record date for the distribution. If the annual

general meeting resolves in accordance with the proposal, it is estimated that dividend payments will be made by Euroclear Sweden AB on Monday, 28 April 2014.

Item 10 Number of Directors and Auditor

The Nominating Committee proposes that the Board of Directors shall comprise seven Directors elected at the general meeting.

The Nominating Committee proposes that a registered audit firm be appointed as auditor.

Item 11 Fees to the Directors and Auditor

The Nominating Committee proposes that the fees to the Directors shall be SEK 500,000 (SEK 400,000 preceding year) to the Chairman and SEK 250,000 (SEK 200,000 preceding year) each to the other Directors elected by the general meeting, who are not also employed by the company.

The Nominating Committee proposes that fees to the members of Audit Committee shall be SEK 100,000 (SEK 100,000 preceding year) to the Chairman, and SEK 50,000 (SEK 50,000 preceding year) each to the other members of the Audit Committee, who are not also employed by the company.

The Nominating Committee further proposes that the fees to the members of the Remuneration Committee shall be SEK 50,000 (SEK 50,000 preceding year) to the Chairman, and SEK 25,000 (SEK 25,000 preceding year) each to the other members of the Remuneration Committee, who are not also employed by the company.

The fee to the Auditor is proposed to be in accordance with approved invoices.

Item 12 Election of Directors and Chairman of the Board of Directors

The Nominating Committee proposes re-election of Anders G Carlberg, Tomas Carlsson, Gunnel Duveblad, Eva Lindqvist, Johan Nordström, Pernilla Ström and Carola Teir-Lehtinen. Further, it is proposed that the annual general meeting elects Johan Nordström as Chairman of the Board of Directors. Olle Nordström has declined re-election.

Item 13 Election of Auditor

The Nominating Committee proposes re-appointment of current auditors, PriceWaterhouseCoopers AB with Lennart Danielsson as chief auditor, up until the conclusion of the annual general meeting 2015.

Item 14 Resolution on Nominating Committee

The Nominating Committee proposes instructions for the work of the Nominating Committee as follows; the Chairman of the Board of Directors shall convene an Nominating Committee comprising one representative from each of the no less than three and no more than four largest owners of the company and the Chairman of the Board, provided he/she is not a committee member as a result of representing an owner. If a shareholder fails to appoint a committee member, then the next ranking shareholder with respect to votes shall be offered to appoint an Nominating Committee member. The names of the proposed committee members, along with the names of the shareholders they represent, shall be publicly announced no less than six months before the annual general meeting of 2015, and be based on the known voting rights

immediately preceding the announcement. The term of the Nominating Committee shall last until a new Nominating Committee has been appointed.

If a material change in the ownership structure of the company occurs after the Nominating Committee has been appointed, then the composition of the Nominating Committee shall be changed in accordance with the principles set out above. Shareholders that have appointed a member of the Nominating Committee shall be entitled to remove that member and appoint a new member of the Nominating Committee, as well as to appoint a new member if the member it has appointed chooses to resign from the Nominating Committee. Changes to the composition of the Nominating Committee shall be publicly announced as soon as they have occurred.

The Nominating Committee shall produce proposals on the following issues, to be presented at the annual general meeting 2015 for resolution:

- (a) proposal on Chairman of general meeting
- (b) proposal on Directors
- (c) proposal on Chairman of the Board
- (d) proposal on fees to the Directors
- (e) proposal on fees to member of committees
- (f) proposal on Auditor
- (g) proposal on fees to the Auditor
- (h) proposal on Nominating Committee

The Nominating Committee shall in connection with its tasks also complete the tasks that, pursuant to the Swedish Code for Corporate Governance, shall be completed by the Nominating Committee and shall be entitled to incur reasonable costs for the account of the company to cover, for example, external consultants, which the Nominating Committee has considered necessary to retain in order for the Nominating Committee to complete its assignment.

Item 15 Resolutions on principles for salary and other remuneration to senior executives

The Board of Directors proposes that the annual general meeting adopts principles for remuneration to senior executives in the Sweco group in accordance with the following.

Remuneration Committee

The Board of Directors will appoint a Remuneration Committee, which will be charged with considering issues concerning principles for remuneration, conditions of employment, pension benefits and bonus schemes for senior executives, as well as to follow up and evaluate existing principles and remuneration structures. The Remuneration Committee shall also deal with general employment terms and remuneration issues that apply to all employees of the company.

Senior executives

Senior executives include the President, the Chief Financial Officer and executives who report directly to the President.

Remuneration

The Sweco Group's aim is to offer a competitive and market-based level of remuneration, which facilitates recruiting and retaining qualified senior executives. The remuneration of senior

executives comprises base salary, variable compensation, pension, other remuneration and share based incentive scheme.

Base salary and variable compensation

The remuneration shall be based on factors such as work description, competencies, experience, position and performance. Further, the allocation between base salary and variable compensation shall be proportionate to the employee's position and work description. The variable compensation shall be connected to predetermined and measurable criteria that have been devised to comply with the long term goals of the company.

The variable compensation for the President and the Chief Financial Officer is a maximum of 75 percent of the base salary. For other senior executives, the variable compensation is a maximum of 50 percent of the base salary. The variable compensation shall be based on the result in relation to set profitability targets. The targets for the President and other senior executives shall be set by the Board of Directors.

Pensions

The pension contributions for the President and senior executives shall be on market terms, as compared what is generally applicable to comparable managers at other companies, and shall normally be based on defined contribution pension plans.

Other compensation

Other compensation may be granted, mainly company cars and mobile phones.

Share based incentive schemes

Senior executives of the Sweco Group may be offered to participate in various forms of incentive schemes on market terms. The purpose of offering a share based incentive scheme is to increase/spread the shareholding/exposure amongst senior executives, and to align the interests of the senior executives with those of the company's shareholders. Individual, long-term ownership among key individuals can be expected to stimulate increased interest in the company's operations and its profitability, increase motivation and affinity with the company. Resolutions on share based incentive schemes shall always be made at annual general meetings or at extraordinary general meetings.

Termination of employment

If the company terminates the President's employment, the notice period shall be no more than 18 months, and if the President terminates the employment, the notice period shall be 6 months.

Between the company and other senior executives, generally a notice period of 12 months for the company, and 6 months for the employee, applies.

These guidelines shall apply for agreements that have been entered into following the resolution thereon by the annual general meeting, as well as for amendments to existing agreements that are made after said resolution, in cases where the existing agreements so permit. The Board of Directors shall be entitled to deviate from the guidelines in particular cases, where special reasons apply.

- Item 16 Resolution on a) the implementation of a share bonus scheme 2014, b) amendment of the articles of association, c) directed share issue of class C shares, d) authorization for the Board of Directors to repurchase the newly issued class C shares, e) authorization for the Board of Directors to repurchase class B treasury shares, f) transfers of class B treasury shares, g) authorize the Board of Directors to transfer class B treasury shares to secure payment of social security contributions**

Background and rationale

The Board of Directors is of the opinion that individual long-term ownership by employees can be expected to stimulate increased interest in the company's operations and its profitability, increase motivation and affinity with the company and establish a group focus. In view thereof, the Board of Directors proposes that the company implements a share bonus scheme. Implementation of a share bonus scheme is moreover, having regard to applicable pension rules, a cost efficient way for the company to grant bonuses to employees in Sweden. The share bonus scheme, hereinafter called Share Bonus Scheme 2014, shall replace the current cash bonus scheme for employees in Sweden. The Share Bonus Scheme does not entail any amendment to the current bonus scheme, with the exception that shares are allotted instead of cash payments. It shall cover all employees in Sweden who have long-term employments, in accordance with the rules adopted by the Board of Directors for employee bonuses, but exclude senior executives and those executives who participate in other incentive schemes. The proposal of the Board of Directors includes the implementation of the share bonus scheme as such (a), as well as several resolutions as a direct result thereof, i.e. resolutions on amendment of the articles of association (b), directed share issue of class C shares (c), authorization for the Board of Directors to acquire the newly issued class C shares (d), authorization for the Board of Directors to acquire class B treasury shares (e), transfers of class B treasury shares (f), and authorization for the Board of Directors to transfer class B treasury shares to secure payment of social security contributions (g), all in accordance with what is set out in the respective items below.

a) Resolution on implementation of Share Bonus Scheme 2014

Share Bonus Scheme 2014 includes up to 1,200,000 shares, of which up to 900,000 will be issued pursuant to item c) below. The remaining shares within the scheme will be acquired by the company via the stock exchange pursuant to item e) below, or, in the alternative, will be covered by treasury shares already held by the company, see further in item f) below. Share Bonus Scheme 2014 entails that the employee receives shares in the company corresponding to the accrued bonus for 2014 divided by a base share price. The base share price shall correspond to the volume-weighted average price for the company's class B shares during 24 March 2014 – 31 March 2014, reduced by the amount corresponding to the dividend amount per share for the financial year 2013. The base share price shall be recalculated on generally accepted terms if events transpire that affect the share price, such as resolutions on splits, bonus issues, redemption of shares and the like during the duration of the scheme. The bonus per employee is based on the operational results per employee of the included business units. For maximum bonus, it is required that the result exceeds certain predetermined amount levels. To the extent a level is not achieved, the bonus is decreased by predetermined parameters. The results of business units at several levels within the group are considered, with the aim of all included business units excelling in order to achieve maximum bonus. For unit and business unit managers and similar positions, also the number of employees for which the manager is responsible as well as the growth achieved by the business unit shall be considered.

With respect to administrative staff, only the number of business units for which the employee works is considered. The maximum total bonus per employee is three monthly salaries. The maximum growth bonus per employee is one monthly salary.

b) Resolution on amendment of the articles of association

The Board of Directors proposes that the annual general meeting resolves to amend the articles of association. The purpose of the amendment is to create the possibility to issue a new class of shares, class C shares, as part of the Share Bonus Scheme 2014, pursuant to item c) below. The main amendments include (i) that a new share class, class C shares, is issued, which allows for 1/10 of one vote, but does not entitle the holder to dividends, provided, however, that upon the winding up of the company, the holder is entitled to an equal share in the company's assets as other share class, but not to a higher amount than the share's quota value; (ii) implementation of a right to cancel shares, through which the Board of Directors is authorized to resolve to decrease the company's share capital by redemption of class C shares; and (iii) implementation of a conversion right, by which the Board of Directors may convert class C treasury shares to class B shares.

c) Proposal on directed share issue of class C shares

As a consequence of Share Bonus Scheme 2014, the Board of Directors proposes that the annual general meeting resolves on a directed share issue of 900,000 class C shares for a subscription price of SEK 1 per share. The issue will result in a dilution of approximately 1 percent of the share capital and 0.5 percent of the votes. Subscription for the shares shall be made by 30 May 2014 by payment of the subscription price into the bank account designated by the company. All of the 900,000 class C shares shall be, in deviation from the existing shareholders' pre-emption rights, be subscribed by a bank or financial institution agreed to in advance. Through the issue, the company's share capital will be increased by SEK 900,000. Issued class C shares will not, in accordance with the company's articles of association, entitle the holder to dividends.

The rationale for the deviation from the existing shareholders' pre-emption rights is that the issue forms part of the implementation of Share Bonus Scheme 2014 and serves the purpose of enabling the company to deliver shares. The Board of Directors holds the opinion that it is advantageous to the company and its shareholders that the company's employees are shareholders in the company.

The issue price is based on the shares' quota value. The issue price is proposed to be the quota value to limit the company's costs for repurchasing the issued shares.

d) Proposal on resolution to authorize the Board of Directors to repurchase the issued class C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to, prior to the next annual general meeting, repurchase the 900,000 issued class C shares by a limited offer to all holders of class C shares. The repurchase of the 900,000 class C shares shall be made at the price of SEK 1 per share, in total SEK 900,000.

The repurchase forms part of the implementation of Share Bonus Scheme 2014 and serves the purpose of enabling the company to deliver shares. The intention is that the repurchased shares shall be converted to class B shares to the extent required to enable the company to fulfill its obligations under Share Bonus Scheme 2014. Thus, the converted class B shares shall subsequently be used by the company to fulfill its obligations under Share Bonus Scheme 2014.

e) Proposal on resolution to authorize the Board of Directors to repurchase class B treasury shares

To enable the company to deliver class B shares under Share Bonus Scheme 2014, and secure payment of thereto connected social security contributions, the Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to acquire class B treasury shares on the following conditions.

The authorization may be used on one or several occasions, however no later than prior to the next annual general meeting. Acquisition may be made of up to 1,200,000 class B shares to ensure the company's compliance with its obligations under Share Bonus Scheme 2014. Acquisitions may be made only to the extent the company's total holding of shares in the company at each point in time does not exceed 10 percent of all issued and outstanding shares in the company. Acquisitions shall be made via regulated markets on which the company's shares are traded and may only be made at a price within the relevant registered price range, by which is meant the span between the highest purchase price and lowest sales price.

f) Proposal on resolution to authorize the Board of Directors to transfer class B treasury shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to transfer treasury shares on the following conditions.

The company shall transfer the number of class B treasury shares, which the company is obliged to transfer under the conditions of Share Bonus Scheme 2014 adopted as set out above, in total up to 930,000 shares. The right to acquire shares shall be held by employees who are entitled to receive shares under conditions of Share Bonus Scheme 2014. The transfer of shares to the employees included in Share Bonus Scheme 2014 shall be made without consideration and be made in first half of 2015. Transfers can be made of (i) such shares as have been acquired under item (d) above and have subsequently been converted to class B shares, (ii) such class B shares as have been acquired under item (e) above, and (iii) such shares as have been acquired by the company to ensure delivery under the earlier 2011-2013 Share Savings Schemes, but are no longer required under those schemes as well as such shares as the company has acquired to complete planned acquisitions but are not deemed required for future acquisitions (in total up to 482,665 shares may be transferred under this item (iii) less the shares transferred under item g) (iii) below). The Board of Directors is of the opinion that it is beneficial to the company and its shareholders that the company's employees are shareholders in the company. In light thereof, it is important to implement Share Bonus Scheme 2014. The transfer of the shares to the employees forms part of the implementation of Share Bonus Scheme 2014 and has the purpose of fulfilling the company's obligations towards the employees entitled to receive shares in accordance with the conditions of Share Bonus Scheme 2014.

g) Proposal on resolution to authorize the Board of Directors to transfer class B treasury shares to secure payment of social security contributions

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to transfer class B treasury shares on the following conditions.

Transfers of class B shares may be made over NASDAQ OMX Stockholm at a price within the relevant registered price range, by which is meant the span between the highest registered purchase price and the lowest registered sales price. Transfers of shares may be made of the number of class B shares required to secure the company's costs, including costs for social security contributions, connected to Share Bonus Scheme 2014, however no more than

270,000 shares. Transfer of class B shares may also be made outside NASDAQ OMX Stockholm to a bank or financial institution, in deviation from the shareholders' pre-emption rights. Such transfer may be made at a price corresponding to the registered price range at the stock exchange at the time of the transfer, with such deviation on market terms that the Board of Directors finds reasonable. The authorization may be used on one or more occasions, however no later than the next annual general meeting. Transfers may be made of (i) those shares that have been acquired under item d) above and subsequently converted to class B shares, (ii) those class B shares that have been acquired under item e) above, and (iii) such class B shares as the company has previously acquired to ensure delivery under the 2011-2013 Share Savings Schemes but are no longer needed under those schemes, as well as such shares as the company has acquired to complete planned acquisitions but are not deemed required for future acquisitions (in total up to 482,665 shares may be transferred under this item (iii) less the shares transferred under item f) (iii) above).

The Board of Directors is of the opinion that it is beneficial to the company and its shareholders that the company's employees are shareholders in the company. In light thereof, it is important to implement Share Bonus Scheme 2014. The transfer of the shares to the employees forms part of the implementation of Share Bonus Scheme 2014 and has the purpose of facilitating the transfer of treasury shares and securing costs, including social security contributions connected to Share Bonus Scheme 2014.

Voting majority

The proposals of the Board of Directors under items a)-g) above shall be made with application of the voting majority rules set out in Chapter 16 of the Swedish Companies Act, entailing that shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting must vote in favor of the proposals.

Item 17 Resolution on the implementation of a) a performance based share savings scheme 2014, b) authorization for the Board of Directors to acquire and sell treasury shares within the scope of the share savings scheme and c) to transfer treasury shares to participants of the share savings scheme

Background and rationale

The annual general meetings in 2011, 2012 and 2013 resolved to implement incentive schemes named the 2011 Share Savings Scheme, the 2012 Share Savings Scheme and the 2013 Share Savings Scheme, respectively, aimed at senior executives and other key personnel in Sweco AB. The Board of Directors of Sweco maintains its view that it is important and in the best interest of the shareholders that key personnel of the group has a long-term interest in a solid increase in the value of the shares in the company. Having regard to the foregoing and that the investment periods of the previous Share Savings Schemes have expired, the Board of Directors proposes the long-term, performance based incentive scheme for senior executives and other key personnel as set out below (the "2014 Share Savings Scheme"). The main rationale for the 2014 Share Savings Scheme is to increase the viability of retaining and recruiting key personnel and that individual, long-term ownership amongst the participants of the scheme is expected to stimulate increased interest in the company's business and its result, increase motivation and increase the affinity with Sweco. The proposed conditions for the 2014 Share Savings Scheme correspond to those of the 2011-2013 Share Savings Schemes. In order to facilitate the implementation of the 2014 Share Savings Scheme, the Board of Directors also proposes that in total up to 155,000 class B treasury shares should be available for

acquisition and transfer onto the participants of the 2014 Share Savings Scheme, as well as over NASDAQ OMX Stockholm in order to cover thereto connected costs for social security contributions.

a) Implementation of performance based Share Savings Scheme 2014

The Board of Directors proposes that the annual general meeting resolves to implement the 2014 Share Savings Scheme, comprising up to 155,000 class B Sweco shares, on the following main conditions. Up to 80 senior executives and other key personnel in the group shall be offered to participate in the 2014 Share Savings Scheme. Participation in the 2014 Share Savings Scheme requires the participants to acquire class B shares in Sweco ("Savings Shares") with their own funds at market rates through NASDAQ OMX Stockholm up to an amount corresponding to 5 to 10 percent of each participant's fixed annual salary for 2014 (the "Base Salary"). If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2017 (the "Retention Period") and the participant remains in the same or equivalent position in the Sweco group during the whole of the Retention Period, then each Savings Share entitles the participant to without consideration receive one class B share in Sweco ("Matching Share") and – provided that the performance criteria set out below are met – an additional one to four class B shares in Sweco ("Performance Shares").

The CEO and the CFO (two employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 10 percent of their respective Base Salary, and are eligible to receive up to four (4) Performance Shares for each retained Savings Share. Heads of business areas (about four employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 7.5 percent of their respective Base Salary, and are eligible to receive up to three Performance Shares for each retained Savings Share. Heads of subsidiaries and divisions (about 50 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 5 percent of their respective Base Salary, and are eligible to receive up to two Performance Shares for each retained Savings Share. Key personnel in central administration (about 24 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 5 percent of their respective Base Salary, and are eligible to receive up to one Performance Share for each retained Savings Share.

Acquisitions of Savings Shares must be made by 31 December 2014, the Board of Directors, however, being authorized to extend that period, should a participant be prevented to acquire the shares during said period. Matching Shares and possible Performance Shares will be received within 20 days of the announcement of the results for the financial year 2017.

The allocation of Performance Shares is dependent on the achievement of certain goals for the total yield of the Sweco share (performance adjusted to take dividends into account) during the Retention Period. The evaluation of performance shall be based on a combination of the Sweco share's total yield in relation to the total yield of a certain number of benchmark companies (so-called relative total yield) and the requirement that the Sweco share's total yield must be positive during the Retention Period (so-called absolute total yield). For Performance Shares to be allocated, it is required that the Sweco share's total yield is positive during the Retention Period. If the absolute total yield requirement is met, the potential allocation of Performance Shares is set in relation to the total yield of the benchmark companies. 35 percent of the maximum number of Performance Shares shall be allocated if the total yield of the Sweco share matches the median of the total yield of the benchmark companies. 100 percent of the

maximum number of Performance Shares shall be allocated if the total yield of the Sweco share is higher than that of any of the benchmark companies. If the total yield of the Sweco share is higher than the median, but lower than that of the highest of the benchmark companies, then the allocation will be prorated. The benchmark companies will comprise publicly traded consulting engineering companies that are active and compete on the same market as Sweco does. The Board of Directors shall be authorized to reduce the number of Performance Shares allocated, if the Board of Directors deems allocation in accordance with the foregoing principles, having regard to Sweco's result and financial position and the conditions on the stock-market in general, to not be reasonable.

The Board of Directors shall be responsible for the detailed wording and management of the 2014 Share Savings Scheme, within the framework of the main conditions, and also be authorized to make such minor adjustments of these conditions that may be required due to legal or administrative conditions. Further, the Board of Directors shall be authorized to adjust or deviate from the conditions due to local legal requirements and local market practices.

b) Authorization for the Board of Directors to decide on acquisitions and transfers of treasury shares within the scope of the Share Savings Scheme

To facilitate the transfer of Matching Shares and Performance Shares under the 2014 Share Savings Scheme and to cover thereto related costs for social security contributions, the Board of Directors proposes that the annual general meeting also authorizes the Board of Directors to decide, on one or several occasions but no later than by the annual general meeting 2015, on acquisitions and transfers of class B treasury shares. Acquisitions and transfers shall be made over NASDAQ OMX Stockholm for a price within the relevant registered price range. No more than 123,000 class B shares may be acquired in order to secure the delivery of Matching Shares and Performance Shares. No more than 32,000 class B shares may be acquired and transfer to cover social security contributions.

c) Transfers of treasury shares to participants of the Share Savings Scheme

To facilitate the delivery of Matching Shares and Performance Shares under the 2014 Share Savings Scheme, the Board of Directors proposes that the annual general meeting resolves to transfer up to 123,000 class B treasury shares. Participants of the 2014 Share Savings Scheme shall be entitled to acquire these shares, up to the number of shares that is set out in the conditions of the scheme during the period they are entitled to receive Matching Shares and Performance Shares. Transfers of these shares shall be made without consideration. The rationale for deviating from the shareholders' pre-emptive rights for the transfers of treasury shares is to enable Sweco to transfer Matching Shares and Performance Shares to the participants of the 2014 Share Savings Scheme.

Costs for the 2014 Share Savings Scheme, effects on key ratios

The maximum cost for the 2014 Share Savings Scheme has been estimated to approximately SEK 6 million, not including social security contributions (at maximum allocation of Performance Shares). The costs for social security contributions, based on the assumption of a yearly increase in share price of 10 percent until to the date of allocation, is estimated to approximately SEK 4 million. Administrative costs for the 2014 Share Savings Scheme have been estimated to no more than SEK 1 million.

The transfers of class B treasury shares without consideration to the participants of the 2014 Share Savings Scheme is estimated to dilute the profit per share by no more than approximately

0.1 percent. The no more than 32,000 class B shares that may be transferred over NASDAQ OMX Stockholm to cover social security contribution costs do not dilute the profit per share, as these are transferred at current market rates.

Voting majority

A resolution by the annual general meeting in accordance with the proposal of the Board of Directors set out in items a) – c) above, must be made applying the conditions set out in Chapter 16 of the Swedish Companies Act, meaning that shareholders holding at least nine tenths of the cast votes as well as the shares represented at the meeting must vote in favor of the proposal.

Item 18 Resolution on the authorization for the Board of Directors to resolve on transfers of treasury shares within the scope of the 2011 Share Savings Scheme

The Board of Directors has, pursuant to the authorization of the annual general meeting in 2011, acquired own class B shares over NASDAQ OMX Stockholm to secure costs for social security contributions connected to the 2011 Share Savings Scheme. The savings period of the 2011 Share Savings Scheme expires upon the announcement of the results for the current financial year, which means that Sweco then shall deliver Matching and possible Performance Shares to the remaining participants of the scheme. Such deliveries generally entail that social security contributions must be paid. Therefore, the Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to resolve on transfers of class B shares. The authorization may be used on one or more occasions, however no later than the annual general meeting in 2015. The number of class B shares that is required to cover the social security contributions connected to the 2011 Share Savings Scheme may be transferred, however not more than 13,946 shares. Transfers shall be made over NASDAQ OMX Stockholm at the relevant registered price range.

Voting majority

A resolution by the annual general meeting in accordance with the proposal of the Board of Directors set out above must be supported by shareholders representing at least two thirds of the cast votes as well as the shares represented at the meeting.

INFORMATION PROVIDED AT THE GENERAL MEETING

The Board of Directors and the President shall, upon the request of a shareholder, and if the Board of Directors deems that it can be done without inflicting material damage to the company, provide information on circumstances that may affect the assessment of an item on the agenda, on circumstances that may affect the assessment of the company's or its subsidiaries' financial standing or the company's relations to other members of the Group.

DOCUMENTS

The full wording of the proposals of the Board of Directors, annual reports and other documents that are required by the Swedish Companies Act will be available at the Company - SWECO AB (publ), Gjörwellsgatan 22, Stockholm, and on the company's web site – www.swecogroup.com – as of 26 March 2014, and be sent to any shareholder that so requests and provides its postal address. The full proposals may also be ordered by telephone on +46 (0)8 402 90 73.

Stockholm, March 2014
SWECO AB (publ)
The Board of Directors

Web based annual report

The web based Annual Report 2013 will be available, as from 26 March 2014 at the following address:

www.swecogroup.com