
PRESS RELEASE

16 April 2014

Resolutions at Sweco AB's annual general meeting and resolution on repurchase and transfer of treasury shares

The Annual General Meeting in Sweco AB on 16 April 2014 passed, among other resolutions, resolutions on the following.

Board of Directors and dividend

The annual general meeting resolved, as proposed by the nominating committee, that the Board of Directors shall comprise of seven Directors elected by the general meeting and that no Deputy Directors shall be appointed. The annual general meeting re-elected Anders G. Carlberg, Tomas Carlsson, Gunnel Duveblad, Eva Lindqvist, Johan Nordström, Pernilla Ström and Carola Teir-Lehtinen.

Johan Nordström was newly elected as the Chairman of the Board of Directors.

It was decided to re-appoint the current auditors, PriceWaterhouseCoopers AB with Lennart Danielsson as chief auditor, up until the conclusion of the annual general meeting 2015.

The annual general meeting resolved on fees to the Board of Directors, the Audit Committee, the Remuneration Committee and the auditors in accordance with the proposal of the Nominating Committee. The annual general meeting also resolved on instructions for the Nominating Committee in accordance with the proposal of the Nominating Committee. The annual general meeting further resolved on principles for remuneration and other terms of employment of senior executives in accordance with the proposal of the Board of Directors.

The annual general meeting resolved, in accordance with the proposal of the Board of Directors, that the shareholders shall receive a dividend of SEK 3.25 per share. The record date is 23 April 2014 and payment is expected to be made on 28 April 2014.

The annual general meeting adopted the presented income statements and balance sheets and granted the members of the Board of Directors and the Managing Director discharge from liability for the financial year 2013.

The 2014 Share Bonus Scheme

The annual general meeting resolved, as proposed by the Board of Directors, to implement the 2014 Share Bonus Scheme. The share bonus scheme covers employees in Sweden and does not entail any amendment to the current bonus scheme, with the exception that shares are allotted instead of cash payments. The resolution comprised resolution on the implementation of the 2014 Share Bonus Scheme as such, as well as several resolutions as a direct result thereof,

that is resolutions on the amendment of the articles of association, directed share issue of class C shares, authorization for the Board of Directors to acquire the newly issued class C shares, authorization for the Board of Directors to acquire class B treasury shares, authorization for the Board of Directors to transfer class B treasury shares and authorization for the Board of Directors to transfer class B treasury shares to secure payment of social security contributions.

The scheme includes up to 1 200 000 class B shares in Sweco (of which not more than 930 000 shares for delivery to the participants and not more than 270 000 shares to cover social security contribution costs). Of the 1 200 000 class B shares, not more than 900 000 shares will be newly issued. The remaining shares will be acquired via the stock exchange or, in the alternative, be covered by treasury shares already held by the company. The share issue comprises 900 000 class C shares at the share issue price of SEK 1 per share, corresponding to the nominal value of the share. The right to subscribe for the shares will be given to a bank or financial institution agreed to in advance. The issue price is based on the share's quota value. The general meeting further resolved to authorize the Board of Directors to, prior to the next annual general meeting, repurchase the newly issued class C shares at the price of SEK 1 per share, in total SEK 900 000, to repurchase up to 1 200 000 class B treasury shares to ensure the company's compliance with its obligations under the 2014 Share Bonus Scheme; to transfer up to 930 000 class B treasury shares to employees within the scope of the 2014 Share Bonus Scheme and to transfer up to 270 000 class B shares to secure payment of social security contributions.

The resolution on the amendment of the articles of association was made as a part of the 2014 Share Bonus Scheme. The main amendments include that a new class of shares is introduced, class C shares, which entitle to 1/10 of one vote but not to dividend, the 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 implementation of a conversion right, by which the Board of Directors may convert class C treasury shares to class B shares.

The number of shares to which the employee is entitled, corresponds to the earned bonus for the financial year 2014 divided by a base share price, corresponding to the average purchase price weighted by volume for the class B share during the period 24 March – 31 March 2014, less the amount corresponding to the dividend per share resolved by the annual general meeting for 2013. The base share price shall be re-calculated in generally accepted manners if events have transpired that affect the share price, such as splits, bonus issues, cancellation and similar during the duration of the scheme. The bonus per employee is based on the operational results per employee of the included business units. The maximum bonus per employee is three monthly salaries. Allocation to the employees – which in principle presupposes that the employment has not expired or been terminated – of shares will be made without consideration during the first six months of 2015.

The 2014 Share Savings Scheme

Further, the annual general meeting resolved, as proposed by the Board of Directors, to implement the 2014 Share Savings Scheme, comprising up to 155,000 class B shares in Sweco (whereof up to 123 000 shares for allocation to the participants and up to 32 000 shares to cover costs related to social security contributions), on the following main conditions. Up to 80 senior managers and other key personnel will be offered to participate in the 2014 Share Savings Scheme. The 2014 Share Savings Scheme corresponds to the share savings scheme decided by the annual general meeting in 2011, 2012 and 2013. 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. If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2017 and the participant is still employed by the Sweco group, then each Savings Share entitles the participant to without consideration receive one Class B share in Sweco ("Matching Share") and – provided that certain performance criteria regarding the total yield of the Sweco share set by the Board of Directors are met – an additional one to four class B shares in Sweco ("Performance Shares"). To enable the implementation of the 2014 Share Savings Scheme, the annual general meeting resolved to authorize the Board of Directors to, prior to the next annual general meeting, resolve to acquire up to 123,000 treasury class B shares on the stock exchange to secure delivery of the Matching Shares and Performance Shares to the participants in the scheme, as well as to authorize that the Board of Directors acquire and transfer up to 32,000 class B shares on the stock exchange to cover costs related to social security contributions. The annual general meeting also resolved to approve the transfer, without consideration, of up to 123,000 class B shares to the participants of the 2014 Share Savings Scheme in the period during which they are entitled to receive Matching and Performance Shares.

Transfer of treasury shares within the scope of the 2011 Share Savings Scheme

The annual general meeting further resolved to authorize the Board of Directors, to resolve on the transfer of class B treasury shares over the stock exchange within the scope of the 2011 Share Savings Scheme. The authorization may be used at one or several occasions, however not longer than until the annual general meeting in 2015 and comprise the number of class B shares required to cover social security contributions under the 2011 Share Savings Scheme, however not more than 13 946 shares.

Board resolutions on the repurchase and transfer of treasury shares

The Board of Directors resolved at the statutory board meeting, as authorized by the annual general meeting, to repurchase up to 123,000 class B shares to secure the delivery of the shares to the participants in the 2014 Share Savings Scheme, and up to 32,000 class B treasury shares to cover the related costs for social security contributions.

Furthermore, the Board of Directors resolved, as authorized by the annual general meeting, to repurchase not more than 930 000 class B treasury shares to secure the delivery of the shares to the participants of the 2014 Share Bonus Scheme and not more than 270 000 class B treasury shares to cover the related costs for social security contributions.

The Board of Directors also resolved, as authorized by the annual general meeting, to transfer not more than 13 946 class B shares to cover social security contribution costs for the 2011 Share Savings Scheme. Transfers will be made from 8 May 2014 up until the next annual general meeting, having regard to the restrictions set out by law.

Sweco currently holds 492 048 class B treasury shares, corresponding to 0.5 per cent of the total outstanding number of shares and 0.3 per cent of the votes in the company.

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Sweco is the Nordic region's leading provider of services for sustainable engineering and design. Together, our 9,000 engineers, architects and environmental experts develop sustainable and value-creating solutions for clients and society. Sweco is one of Europe's ten largest consulting engineering companies and conducts annual project exports to 80 countries worldwide. The company has annual sales of approximately SEK 9 billion and is listed on Nasdaq OMX Stockholm AB.

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