# PRESS RELEASE

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### **Proposals for SWECO's Nomination Committee**

SWECO AB's Nomination Committee, consisting of Gustaf Douglas (Investment AB Latour), Lars Kritz (J. Gust. Richert Memorial Fund) and Olle Nordström (Skirner Förvaltning AB) and representing more than 70 per cent of the number of votes and more than 53 per cent 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 10 April 2008. 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 Nomination Committee proposes re-election of Eric Douglas, Birgit Erngren Wohlin, Aina Nilsson Ström, Olle Nordström and Mats Wäppling, and election of Gunnel Duveblad and Øystein Løseth. It is also proposed that the AGM appoint Olle Nordström as Board Chairman. It was noted that Anders Frick declined re-election.

Gunnel Duveblad, born in 1955, is former Managing Director of EDS Nordeuropa and has also been employed by IBM, where she held several different managerial positions. She is currently a board member of HiQ, IBS and Posten AB.

Øystein Løseth, born in 1958, is a Norwegian citizen and currently Director of the Production & Trade Division, Belgium and Germany at the Dutch energy company Nuon. Øystein Løseth has previously held managerial positions in Statkraft and Statoil and has been a board member of SWECO Grøner AS. He is currently a board member of Eidsiva Vannkraft AB.

### **Director's fees**

The Nominating Committee proposes that directors' fees be paid in an amount of SEK 350,000 (SEK 300,000 in 2007) to the Chairman, SEK 260,000 (225,000) to the Deputy Chairman and SEK 175,000 (150,000) to each of the other independent Board members elected by the Annual General Meeting. The above fees shall include any work on the Remuneration Committee, for which in 2007 an amount of SEK 40,000 was paid to the committee chairman and SEK 20,000 to each of the other solution to the committee members not employed in the company.

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

If the Board of Directors chooses to set up an Audit Committee, the Nomination Committee proposes that fees be paid in an amount of SEK 80,000 to the committee chairman and SEK 40,000 to each of the other committee members not employed in the company.

#### **Proposed election of auditors**

The Nominating Committee proposes that PriceWaterhouseCoopers AB, with Lennart Danielsson as Auditor in Charge, be re-elected as the company's independent auditor until the end of the 2012 AGM. Lennart Danielsson is 48 years old, an Authorised Public Accountant and partner, and has been employed by PWC since 1983. He has worked primarily with auditing and advisory services in major corporations. His current assignments include Securitas and Indutrade.



# SWECO

#### Proposed instructions for the Nomination Committee ahead of the 2009 AGM

It was noted that shareholders together representing approximately 70% of the number of votes and approximately 53% of the share capital in SWECO propose that the Annual General Meeting resolve to adopt the following instructions for the Nomination Committee:

- 1. The Nominating Committee proposes instructions for the Nominating Committee essentially according to the following. 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, and 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 2008 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 appointment. 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 above principles. 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 also have the right to appoint a new representative if the member 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 2009 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 Nomination Committee shall otherwise fulfil the responsibilities of the Nomination 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 Nomination Committee for the performance of its duties.

SWECO is the Nordic region's leading provider of consulting services with combined expertise in engineering, environmental technology and architecture. SWECO has 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 75 countries worldwide. The SWECO share is quoted on the OMX Nordic Stock Exchange in Stockholm.

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SWECO may be required to disclose the information provided herein pursuant to the Securities Markets Act.

