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## PRESS RELEASE

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### **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 2015 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 eight 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, Carola Teir-Lehtinen and elected Johan Hjertonsson.

Johan Nordström was re-elected as the Chairman of the Board of Directors.

It was decided to re-appoint the current auditors, PriceWaterhouseCoopers AB with Michael Bengtsson as new chief auditor, up until the conclusion of the annual general meeting 2016.

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 salary and other remuneration to 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 3.50 per share. The record date is 20 April 2015 and payment is expected to be made on 23 April 2015.

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 2014.

#### **The 2015 Share Bonus Scheme**

The annual general meeting resolved, as proposed by the Board of Directors, to implement the 2015 Share Bonus Scheme. The share bonus scheme covers employees in Sweden on the same conditions that applied under 2014 Share Bonus Scheme and means that shares are

allotted instead of cash bonus. The resolution comprised resolution on the implementation of the 2015 Share Bonus Scheme as such, as well as several resolutions as a direct result thereof, that is resolutions on a 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 for completion of the undertakings under the 2015 Share Bonus Scheme 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 910 000 shares for delivery to the participants and not more than 290 000 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. With deviation from the shareholders' preferential rights, 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 2015 Share Bonus Scheme; to transfer up to 910 000 class B treasury shares to employees within the scope of the 2015 Share Bonus Scheme and to transfer up to 290 000 class B shares to secure payment of social security contributions.

The number of shares to which the employee is entitled, corresponds to the earned bonus for the financial year 2015 divided by a base share price, corresponding to the average purchase price weighted by volume for the class B share during the period 23 March – 30 March 2015, less the amount corresponding to the dividend per share resolved by the annual general meeting for 2014. 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 term 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 2016.

### **The 2015 Share Savings Scheme**

Further, the annual general meeting resolved, as proposed by the Board of Directors, to implement the 2015 Share Savings Scheme, comprising up to 159,000 class B shares in Sweco (whereof up to 126 000 shares for allocation to the participants and up to 33 000 shares to cover costs related to social security contributions), on the following main conditions.

Up to 80 senior executives and other key personnel will be offered to participate in the 2015 Share Savings Scheme. The 2015 Share Savings Scheme corresponds to the share savings scheme decided by the annual general meeting in 2011, 2012, 2013 and 2014. Participation in the 2015 Share Savings Scheme requires the participants to acquire Class B shares in Sweco ("Savings Shares") with their own funds at market rates through Nasdaq Stockholm up to an

amount corresponding to 5 to 10 percent of each participant's fixed annual salary for 2015. If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2018 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 2015 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 126,000 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 33,000 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 126,000 class B shares to the participants of the 2015 Share Savings Scheme in the period during which they are entitled to receive Matching and Performance Shares.

#### **Transfer of treasury shares to secure payment of social security contributions related to Share Bonus Scheme 2014**

The annual general meeting resolved to renew the authorization for the Board of Directors, to resolve on the transfer of class B treasury shares over Nasdaq Stockholm to secure payment of social security contributions within the scope of the 2014 Share Bonus Scheme. Transfer of shares may also be made outside Nasdaq Stockholm to a bank or financial institution, in deviation from the existing shareholders' right of first refusal. Such transfer may be made at a price corresponding to the registered price range at the stock exchange, 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 prior to the 2016 annual general meeting.

#### **Transfer of treasury shares within the scope of the 2012 Share Savings Scheme**

The annual general meeting resolved to authorize the Board of Directors, to resolve on the transfer of class B treasury shares over Nasdaq Stockholm within the scope of the 2012 Share Savings Scheme. The authorization may be used at one or several occasions, however not longer than until the annual general meeting in 2016 and comprise the number of class B shares required to cover social security contributions under the 2012 Share Savings Scheme, however not more than 16 603 shares.

#### **Sale of shares in subsidiary Cabix**

The annual general meeting approved a sale of all of Sweco's shares in the indirectly owned Russian subsidiary Cabix Consulting CJSC JV ("Cabix"), corresponding to 55 % of all outstanding shares in Cabix. The transfer of shares in Cabix are proposed to be made to the

chairman of the board, managing director and certain key employees in Cabix, who are also the minority owners of Cabix. Sweco's shares in Cabix are proposed to be sold for an aggregate consideration of RUB 41,250 and otherwise on market terms.

### **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 126,000 class B shares to secure the delivery of the shares to the participants in the 2015 Share Savings Scheme, and up to 33,000 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 910 000 class B treasury shares to secure the delivery of the shares to the participants of the 2015 Share Bonus Scheme and not more than 290 000 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 16 603 class B shares to cover social security contribution costs for the 2012 Share Savings Scheme. The Board of Directors also resolved, as authorized by the annual general meeting, to transfer not more than 270 000 class B shares to cover social security contribution costs for the 2014 Share Bonus Scheme. Transfers will be made from 8 May 2015 up until the next annual general meeting, having regard to the restrictions set out by law.

Sweco currently holds 1 598 764 treasury shares of which 698 764 are class B shares and 900 000 class C shares, all together corresponding to 1.7 per cent of the total outstanding number of shares and 0.9 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 Stockholm.*

*The information contained herein is subject to the disclosure requirements of Sweco AB under the Swedish Securities Exchange and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 16 April 2015, 6:00 p.m. CET.*