
PRESS RELEASE

2012-04-17

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

The Annual General Meeting in Sweco AB on 17 April 2012 passed, among other resolutions, resolutions on the following.

Resolutions at the annual general meeting

The annual general meeting resolved, as proposed by the nominating committee, that the Board of Directors shall comprise of nine Directors elected by the general meeting and that no Deputy Directors shall be appointed. The annual general meeting re-elected Anders G. Carlberg, Gunnel Duveblad, Aina Nilsson Ström, Olle Nordström, Pernilla Ström, Carola Teir-Lehtinen, Mats Wäppling and Kai Wärn. Johan Nordström was elected as a new Director.

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

Johan Nordström was born in 1966. Mr. Nordström has been the CEO of Skirner AB since 1999. Before this, he was employed by Fabege 1994 – 1995, Newsec AB 1995 – 1997 and Näckebro/Drott 1997 – 1999. He is currently the Chairman of the Board of Directors of Besqab AB, and Member of the Board of Skirner AB, Hemfrid i Sverige AB and Sparbössan Fastigheter AB.

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 2013.

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 3.00 per share. The record date is 20 April 2012 and payment is expected to be made on 25 April 2012.

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 2011.

Further, the annual general meeting resolved, as proposed by the Board of Directors, to implement the 2012 Share Savings Scheme, comprising up to 250,000 Series B shares in Sweco (whereof up to 198 000 shares for allocation to the participants and up to 52 000 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 2012 Share Savings Scheme. The 2012 Share Savings Scheme corresponds to the share savings scheme decided by the annual general meeting in 2011. Participation in the 2012 Share Savings Scheme requires the participants to acquire Series 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 2012. If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2015 and the participant is still employed by the Sweco group, then each Savings Share entitles the participant to without consideration receive one Series 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 Series B shares in Sweco ("Performance Shares"). To enable the implementation of the 2012 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 198,000 treasury Series 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 52,000 Series 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 198,000 Series B shares to the participants of the 2012 Share Savings Scheme in the period during which they are entitled to receive Matching and Performance Shares.

Item 18 in the notice of annual general meeting regarding authorization for the Board of Directors to resolve on repurchases and transfers of treasury shares within the scope of the 2011 Share Savings Scheme and transfers of treasury shares to participants of the 2011 Share Savings Scheme was withdrawn by the Board of Directors. The reason to this withdrawal was the fact that the company before the annual general meeting had repurchased the necessary amount of shares for maximal delivery within the 2011 Share Savings Scheme.

The annual general meeting further resolved to authorize the Board of Directors, prior to the next annual general meeting, to resolve on the acquisition of Series A and B treasury shares so that the company's holding of shares does not at any given time exceed ten per cent of all issued shares in the company. The aim of the proposed repurchase authorization is to give the Board of Directors greater freedom in working to optimize the Company's capital structure. The repurchase will also create opportunities for the Company to use Sweco shares as consideration in connection with future corporate acquisitions. Further, the annual general meeting resolved to authorize the Board of Directors, prior to the next annual general meeting, to resolve of the transfer of Series A and B treasury shares in the company (this authorization does not cover the Series B shares held by the company within the scope of the 2011 Shares Savings Scheme and the 2012 Shares Savings Scheme). Transfer may be made in deviation of

the shareholders' right of first refusal in connection with acquisitions. The rationale for the deviation from the shareholders' right of first refusal is to be able to finance possible acquisitions in a cost efficient way.

The annual general meeting resolved to amend the Articles of Association, Section 5, so that the number of board members shall be at least three and no more than nine board members. Further, editorial amendments to Sections 6 and 8 were resolved, as a consequence of the auditor's mandate now being one year.

Repurchase of treasury shares

The Board of Directors resolved at the statutory Board meeting, as authorized by the annual general meeting, to repurchase up to 198,000 Series B shares to secure the delivery of the shares to the participants of the 2012 Share Savings Scheme, and up to 52,000 of Series B shares to cover the related costs for social security contributions.

The Board of Directors has, as authorized by the annual general meeting, resolved to acquire as many Series A and B shares that the company's total holding of treasury shares will not at any given time exceed ten per cent of all shares issued by the company. The rationale for the repurchase is to give the Board of Directors greater freedom in working to optimize the Company's capital structure and to be able to use treasury shares as consideration in possible future acquisitions.

Acquisitions of own shares will be made on NASDAQ OMX Stockholm at a price that, for each acquisition, falls within the relevant registered price range. Acquisitions will be made from 9 May 2012 up until the next annual general meeting, having regard to the restrictions set out by law.

Sweco currently holds 174,000 Series B treasury shares, corresponding to 0.2 per cent of the total outstanding number of shares and 0.1 per cent of the votes in the company.

For further information please contact:

Mats Wäppling, President and CEO, Sweco, +46 8-695 66 07, +46 70-645 03 21
mats.wappling@sweco.se

Fredrik Hedlund, Head of Corporate Communications, Sweco, +46 8-695 66 12,
+46 734 12 66 12 fredrik.hedlund@sweco.se

Sweco is an international consulting group with combined expertise in consulting engineering, environmental technology and architecture. Sweco has annual sales of approximately SEK 6.7 billion and around 7,400 employees in 12 countries. The company has projects currently underway in some 80 countries worldwide. Sweco is listed on NASDAQ OMX Stockholm AB.

Sweco discloses the information provided herein pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was issued for publication on 17 April 2012, at 18:15 CET.