

Statement of the Board of Directors of SWECO AB (publ) pursuant to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act

The Board of Directors and the president of SWECO AB (publ) (the “**Company**”) have proposed that the annual general meeting on 17 April 2013 resolves to distribute dividends of SEK 3.25 per share, totaling up to SEK 297,400,000.

The Board of Directors has further proposed that the Annual General Meeting resolves to implement a share savings scheme. To enable the allocation of shares as well as to cover thereto related costs for social security contributions, the Board of Directors has simultaneously proposed that the Annual General Meeting resolves to authorize the Board of Directors to prior to the Annual General Meeting 2014 decide on the acquisition of no more than 244,000 Class B treasury shares.

The Board of Directors has also proposed that the Annual General Meeting 2013 resolves to authorize the Board of Directors to, prior to the Annual General Meeting 2014, decide on repurchase of shares in the company to enable the Board of Directors’ work on the company’s capital structure and make possible the use of treasury shares as payment for possible future company acquisitions. Only so many Class A and/or Class B shares may be acquired, including shares otherwise acquired and being held, so as to not exceed ten (10) percent of all outstanding shares in the Company.

In view of the Board of Directors’ proposal on dividend distribution and authorization on repurchase of shares above, the Board of Directors hereby makes the following statement pursuant to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act.

According to the Company’s dividend policy, at least half of the annual earnings pertaining to the shareholders of the parent company shall be distributed to the shareholders. However, the Company shall have a capital structure that allows for the development of investments in the Company’s core business. The Company’s financial target is that it shall over time have net debt. The Company’s net debt shall not exceed 40 percent of its equity. The Group’s financial position is strong following the good earnings and cash flows of recent years.

The Board of Directors notes that there is full coverage for the Company’s restricted equity after the distribution. The Board of Directors is of the opinion that the proposed distribution to the shareholders and repurchase of shares within the scope of the proposed authorizations will not impede the Company in meeting its obligations in the short or long term and the Company’s financial position enables further investments and expansion. The group’s net debt in relation to its equity will after the proposed distribution amount to approximately 50 percent, based on the balance sheet as of 31 December 2012. The net debt in relation to equity prior to the distribution amounts to approximately 24.3 percent. The solidity of the group will amount to approximately 32 percent after the proposed distribution, based on the balance sheet as of 31 December 2012. The solidity prior to the distribution amounts to approximately 36.5 percent.

In light of the above, the Board of Directors considers that the proposed distribution to the shareholders and the repurchase of shares within the scope of the proposed authorizations are reasonable having regard to the requirements that the nature, scope

and risks of the business impose on the size of the Company's equity, the Company's and group's consolidation needs, liquidity as well as to the financial position in general.

Stockholm, 14 February 2013

SWECO AB (publ)
The Board of Directors