

The Nominating Committee's opinion on Sweco AB's Nominating Committee's proposal on the composition of the Board of Directors

Background

In October 2012, the Chairman of the Board Olle Nordström convened a Nominating Committee ahead of the Annual General Meeting 2013 in accordance with the resolution at the Annual General Meeting 2012. The Nominating Committee consists of the largest shareholders in Sweco AB.

The Nominating Committee consists of Gustaf Douglas – Investment AB Latour, Birgitta Resvik – Stiftelsen J. Gust. Richerts Minne and Olle Nordström – Skirner Förvaltning AB; all of which jointly represent approximately 67% of the votes and approximately 49% of the shares in the company.

In accordance with the resolution of the Annual General Meeting 2012, the Chairman of the Board Olle Nordström has been the Chairman of the Nominating Committee.

Sweco's Board of Directors currently has eight board members and one vacancy since Mats Wäppling left the Board of Directors in connection with his resignation as President and CEO as per December 1, 2012. Aina Nilsson Ström and Kai Wärn have declined re-election.

The Nominating Committee proposes that the Board of Directors during the coming term shall be decreased from nine to eight members elected by the general meeting. According to the articles of association, the board of directors shall consist of at least three and not more than nine board members in addition to the employee representatives. No deputy board members shall be elected.

The Nominating Committee proposes to re-elect the current board members Anders G. Carlberg, Gunnel Duvéblad, Olle Nordström, Johan Nordström, Pernilla Ström and Carola Teir-Lehtinen and to elect Tomas Carlsson and Eva Lindqvist.

The Nominating Committee further proposes to re-elect Olle Nordström as Chairman of the Board.

Opinion

The Nominating Committee has held four recorded meetings, and has had additional contacts between the meetings. Among other things, the Nominating Committee has based its work on an evaluation of the Board of Directors and its work.

In order to assess to what extent the present Board of Directors fulfill the demands that will be made on the Board of Directors in view of the business and future focus of the company, the Nominating Committee has discussed the size and composition of the Board of Directors with regard to experience and qualification. The present Board of Directors have both financial and operational skills and shareholder representation. The Board of Directors expresses a significant sustainability and relevant industry experience that will benefit the future work of the

Board of Directors. The Nominating Committee has also taken into consideration the ongoing need of the Board of Directors of renewal and its composition with regard to gender.

No other proposals for board members than by the members of the Nominating Committee have been put forward.

In light of the evaluation that has been made, the Nominating Committee proposes the re-election of six of the present board members and the election of two new board members.

The work in identifying candidates for election has resulted in a proposal to elect Eva Lindqvist (please see further presentation below), who is deemed to have the knowledge and experience that will make a valuable contribution to the future board work. In addition, the company's new president Tomas Carlsson is proposed to replace Mats Wäppling in the board of directors.

Eva Lindqvist is a Swedish citizen, born in 1958, with a degree in both business and engineering. Eva is presently a board member of ASSA ABLOY AB, Tieto Oy, Bodycote plc, Episerver AB and Micronic Mydata AB.

Eva has worked long term within the telecom business, among others as President of TeliaSonera International Carrier and in Ericsson. Eva has a long experience of board work in a large number of companies in various industries.

Tomas Carlsson is the new President and CEO of Sweco since December 2012. Tomas was previously manager of NCC Construction Sweden and has been active in the NCC group since 1991. He was born in 1965 and has a M.Sc. Engineering and an Executive MBA.

Tomas Carlsson's previous management positions at NCC include positions as regional manager for NCC Construction Sweden and Manager for NCC Roads new markets in Poland, the Baltics and St. Petersburg.

The Nominating Committee has considered the independence requirements on the board members contained in the Swedish Corporate Governance Code.

The Nominating Committee is of the opinion that the Board of Directors, considering the Company's business, state of development and otherwise, has an appropriate composition.

Stockholm, March 2013

The Nominating Committee of SWECO AB (publ)