

## Proposed instructions for the Nominating Committee ahead of the 2015 AGM

It is noted that shareholders together representing approximately 67% of the votes and approximately 49% of the share capital in Sweco propose that the AGM resolve on instructions to the Nominating Committee essentially according to the following:

1. The Board Chairman shall convene a Nominating Committee consisting of one representative for each of the largest shareholders in the Company, at least three and at most four, together with 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 2015 Annual General Meeting and shall be based on the known number of votes immediately prior to the announcement.
2. The term of the Nominating Committee shall extend until the time when the new Nominating Committee has been appointed. The Chairman of the Nominating Committee shall be appointed by the members of the Nominating Committee.
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 principles set out in section 1 above. 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 the Nominating Committee. Changes in the composition of the Nominating Committee shall be announced as soon as they have occurred.
4. The Nominating Committee shall prepare proposals on the following matters to be presented to the 2015 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 work on the Board's committees
  - (f) nomination of auditor
  - (g) recommendation of auditor's fees

- (h) recommendation for decision on the Nominating Committee
- 5. In the conduct of its duties, the Nominating Committee shall otherwise fulfil the responsibilities of the Nominating Committee as stated in the Swedish Code of Corporate Governance and shall have the right to incur reasonable costs on behalf of the Company for expenses, such as fees to external consultants, which are deemed necessary by the Nominating Committee for the performance of its duties.