
SWECO AB's Board of Directors' proposal to the Annual General Meeting on resolution on principles for salary and other remuneration to senior executives in the Sweco group

1. Remuneration Committee

The Board of Directors shall appoint a Remuneration Committee, which shall be charged with preparing issues relating to remuneration principles, employment terms, pension benefits and bonuses for senior executives, as well as monitoring and evaluating these principles as well as remuneration structures etc. The Remuneration Committee shall also be charged with general employment terms and remuneration issues that apply to all employees of the company.

2. Senior executives

Senior executives includes the President & CEO, the CFO and all managers who report directly to the President & CEO.

3. Remuneration

The Sweco Group's aim is to offer a competitive and market-based level of remuneration to recruit and retain its senior executives.

Remuneration to senior executives comprises of:

- Base salary
- Variable compensation, consisting of
 - Short Term Variable Remuneration
 - Long Term Variable Remuneration (Sweco Share Savings Scheme)
- Pension
- Other Benefits

a) Base salary and Short-Term Variable Remuneration

Remuneration is to be based on factors such as work duties, qualifications, experience, position and performance. In addition, the break-down between base salary and short-term variable remuneration, shall be proportionate to the employee's position and work description. The short-term incentive remuneration shall be linked to predetermined, measurable criteria that are devised to comply with the company's long-term value creation.

The short-term variable remuneration for the President & CEO and the CFO may not exceed 75 percent of the base salary. For other senior executives, the short-term

variable remuneration may as a rule not exceed 50 percent of the base salary. Due to acquisitions, exceptions to this maximum percentage may apply for a limited time, until integration with Sweco's short-term incentive program is aligned. The short-term variable remuneration shall be determined, based on results in relation to predetermined profitability targets. Targets for the President & CEO and other senior executives shall be determined by the Board of Directors.

b) Long-Term Variable Remuneration - Share based incentive schemes

Sweco senior executives may be offered various forms of long-term incentive schemes, based on market terms. The rationale for share-based incentive schemes is to increase and/or diversify senior executives' share ownership and/or exposure and to more closely align the interests of the company's decision makers and shareholders. At the same time, personal shareholder commitment among key personnel is expected to stimulate greater interest in the company's operations and earnings trend and to increase motivation and affinity with Sweco.

Resolutions on share based incentive schemes shall always be made at the Annual General Meeting or at an Extraordinary General Meeting.

c) Pension

The terms and conditions for pensions for Sweco's President & CEO and senior executives shall be market based relative to what generally applies to comparable senior executives in the market, and shall normally be based on defined contribution pension schemes.

d) Other Benefits

Other Benefits may be awarded, primarily in the form of company vehicles and mobile phone benefits.

4. Terms of notice

In the event of dismissal by the company, the President & CEO has a maximum notice period of 18 months. In the event of the President & CEO's resignation, the notice period shall be no more than 6 months.

For other senior executives, the term of notice shall normally be 12 months in the event of dismissal by the company and 6 months in the event of the executive's resignation.

5. Other

These principles shall apply to agreements entered into subsequent to the Annual General Meeting's resolutions and to any changes or alterations made to existing agreements after this time, to the extent permitted under the terms of the existing

agreements. The Board of Directors shall have the right to deviate from these principles in individual cases if there are extraordinary reasons therefor.

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The Board of Directors