
Proposal of the Board of Directors of Sweco AB for resolutions on:

- A. Implementation of a performance based 2013 share savings scheme**
 - B. Authorization for the Board of Directors to acquire and transfer treasury shares within the scope of the share savings scheme**
 - C. Transfer of treasury shares to participants in the share savings scheme**
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Background and rationale

The annual general meetings in 2011 and 2012 resolved to implement incentive schemes called the 2011 Share Savings Scheme and the 2012 Share Savings Scheme, respectively, aimed at senior executives and other key personnel within Sweco AB ("**Sweco**"). The Board of Directors maintains its view that it is important and in the shareholders' interest that the group's key personnel has a long term interest in the performance of the shares in the company. In light of the foregoing, and having regard to the fact that the investment periods of the 2011 and 2012 Share Savings Schemes have lapsed, the Board of Directors proposes the long term performance based incentive scheme for the senior executives and other key personnel of the group as set out below (the "**2013 Share Savings Scheme**").

The main rationale for the 2013 Share Savings Scheme is to enhance the ability to retain and recruit key personnel and that the participants' individual long term ownership commitment is expected to stimulate increased interest in the business and its profitability, increase motivation as well as their affinity with Sweco. The proposed conditions of the 2013 Share Savings Scheme correspond to those applicable to the 2011 and 2012 Share Savings Schemes.

In order to implement the 2013 Share Savings Scheme, the Board of Directors also proposes that a maximum of 244,000 Class B treasury shares may be acquired and subsequently transferred onto to participants in the 2013 Share Savings Scheme as well as through NASDAQ OMX Stockholm to cover thereto related costs for social security contributions. The Board of Directors intends to propose that future annual general meetings for the duration of the scheme resolve on similar measures if they are deemed necessary.

A. Implementation of a performance based 2013 Share Savings Scheme

The Board of Directors proposes that the Annual General Meeting resolves that the 2013 Share Savings Scheme be implemented; comprising a maximum of 194,000 Class B shares in Sweco, pursuant to the following main conditions:

1. Up to 80 senior executives and other group key personnel will be offered to participate in the 2013 Share Savings Scheme.
2. Participation in Share Savings Scheme 2013 requires the participants to acquire Class 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 2013 (the "**Base Salary**"). If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2016 (the "**Retention Period**") and the participant remains in the same or equivalent position in the Sweco group during the whole of the Retention Period, then each Savings Share entitles the participant to without consideration receive one (1) Class B share in Sweco ("**Matching Share**") and – provided that the performance criteria set out in item 3 below are met – an additional one to four Class B shares in Sweco ("**Performance Shares**").
 - Members of group executive management (about 3 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 10 percent of their respective Base Salary, and are eligible to receive up to four (4) Performance Shares for each retained Savings Share.
 - Heads of business areas (about 6 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 7.5 percent of their respective Base Salary, and are eligible to receive up to three (3) Performance Shares for each retained Savings Share.
 - Heads of subsidiaries and divisions (about 50 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 5 percent of their respective Base Salary, and are eligible to receive up to two (2) Performance Shares for each retained Savings Share.
 - Key personnel in central administration (about 21 employees) are entitled to acquire Savings Shares for an amount corresponding to no more than 5 percent of their respective Base Salary, and are eligible to receive up to one (1) Performance Share for each retained Savings Share.

Acquisitions of Savings Shares must be made by 31 December 2013, the Board of Directors, however, being authorized to extend that period, should a participant be prevented to acquire the shares during said period. Matching Shares and Performance Shares, if any, will be received within 20 days of the announcement of the results for the financial year 2016.

3. The allocation of Performance Shares is dependent on the achievement of certain goals set by the Board of Directors for the total yield of the Sweco share (performance adjusted to take dividends into account) during the Retention Period. The evaluation of performance shall be based on a combination of the Sweco share's total yield in relation to the total yield of a certain number of benchmark companies (so-called relative total yield) and the requirement that the Sweco share's total yield must be positive during the Retention Period (so-called absolute total yield), all based on the following principles:
 - Absolute total yield: For Performance Shares to be allocated, it is required that the Sweco share's total yield is positive during the Retention Period.

- Relative total yield: If the requirement of absolute total yield is fulfilled, then the potential allocation of Performance Shares is based on the total yield of the Sweco share in relation to the total yield of the benchmark companies.
 - 35 percent of the maximum number of Performance Shares will be allocated if the total yield of the Sweco share matches the median of the benchmark companies.
 - 100 percent of the maximum number of Performance Shares will be allocated if the total yield of the Sweco share is higher than that of any of the benchmark companies.
 - If the total yield of the Sweco share is higher than the median, but lower than that of the highest of the benchmark companies, then the allocation will be prorated.

The benchmark companies, as determined by the Board of Directors, will comprise publicly traded consulting engineering companies that are active and compete on the same market as Sweco does.

4. Before the number of Performance Shares to be allocated is finally determined, the Board of Directors shall evaluate if allocation pursuant to the principles set out in item 3 is reasonable, having regard to Sweco's results and financial position, to conditions on the stock market and to other circumstances. If the Board of Directors finds that it is not reasonable, then the Board of Directors shall decrease the number of Performance Shares to be allocated to the lower number of shares that the Board of Directors finds reasonable.
5. The number of Matching Shares and Performance Shares, if any, that can be allotted as a result of retaining Savings Shares can be re-calculated as a result of splits and reverse splits of shares etc.
6. Participation in the 2013 Share Savings Scheme presupposes that the participation is legally possible, that the participation in Sweco's sole opinion can be made with reasonable administrative costs and financial input.
7. The Board of Directors shall be responsible for the details and management of the 2013 Share Savings Scheme within the framework of the main conditions, and the Board of Directors is authorized to make minor adjustments to these conditions as required by law or for administrative reasons. The Board of Directors shall also be authorized to adjust or deviate from the conditions as required by local regulations and existing market practices.

B. Authorization for the Board of Directors to decide on the acquisition and transfer of treasury shares within the scope of the share savings scheme

To enable the transfer of Matching Shares and Performance Shares under the 2013 Share Savings Scheme and to cover thereto related costs for social security contributions, the Board of Directors proposes that the Annual General Meeting also authorizes the Board of Directors to decide on acquisitions and transfers of Class B treasury shares as follows:

1. The authorization may be utilized on one or separate occasions, but not later than by the Annual General Meeting in 2014.
2. The number of Class B shares required for allocation of Matching Shares and Performance Shares to participants of the 2013 Share Savings Scheme may be acquired, however in no case more than 194,000 shares.
3. The number of Class B shares required to cover social security contributions related to the 2013 Share Savings Scheme may be acquired and transferred, however in no case more than 50,000 shares.
4. Acquisitions under item 2 above as well as acquisitions and transfers under item 3 above shall be made over NASDAQ OMX Stockholm for a price within the relevant registered price range.

C. Transfer of treasury shares to participants in share savings scheme

To enable the transfer of Matching Shares and Performance Shares under the 2013 Share Savings Scheme, the Board of Directors finally proposes that the Annual General Meeting resolves to transfer Class B treasury shares subject to the following conditions:

1. The number of Class B shares required for the allocation of Matching Shares and Performance Shares to participants of the 2013 Share Savings Scheme may be transferred, however in no case more than 194,000 shares.
2. Participants in the 2013 Share Savings Scheme shall be eligible to acquire shares, the maximum number of shares each participant is entitled to acquire is subject to the terms and conditions of the scheme.
3. Said participants' right to acquire shares may be exercised throughout the period during which the participants are entitled to receive Matching Shares and Performance Shares as set forth in the 2013 Share Savings Scheme, i.e. within 20 days from the day for the announcement of the results for the financial year 2016.
4. The transfers of the shares shall be made without consideration.
5. The number of shares that are transferred under the 2013 Share Savings Scheme may be subject to recalculation as a result of splits and/or reverse splits of shares etc.

The rationale for the deviation of the existing shareholders' rights of pre-emption when transferring the treasury shares is to enable Sweco to transfer Matching Shares and Performance Shares to the participants in the 2013 Share Savings Scheme.

Costs for the 2013 Share Savings Scheme

The costs for the 2013 Share Savings Scheme are based on the IFRS 2 reporting standard and will be amortized over three years.

The Board of Directors has made a preliminary cost calculation for the 2013 Share Savings Scheme, which is based on a SEK 100 price per share at final allocation, that the maximum number of Performance Shares is allocated following the Retention Period, an estimated annual staff turnover among the participants of 5 percent per year and that each participant invests in Savings Shares to the maximum permitted amount. The value of the Matching Shares and the Performance Shares have been calculated based on a SEK 73 price per share at the implementation of the scheme, an estimate of the future volatility of the company's share and the shares of the benchmark companies as decided by the Board of Directors, as well as the correlations between the respective total yields of these shares. Based on the above assumptions, the value of each Matching Share has been calculated to SEK 73 and the value of each Performance Share has been calculated to SEK 30.

In total, this result in a maximum cost for the 2013 Share Savings Scheme of approximately SEK 8 million, excluding costs for social security contributions. The cost for social security contributions based on an annual appreciation of the Sweco share of 10 percent until the time for allocation is approximately SEK 5 million. These costs should be viewed in relation to Sweco's costs for salaries and compensations, which during 2012 amounted to SEK 4,188.3 million including social security contributions. Administrative costs for the 2013 Share Savings Scheme are estimated to no more than SEK 1 million.

Effects on key numbers

Sweco has issued 91,516,847 shares, out of which 9,381,664 are Class A shares and 82,135,183 are Class B shares. As per 14 February 2013, Sweco holds 381,465 Class B treasury shares.

To implement the 2013 Share Savings Scheme up to 194,000 Class B treasury shares need be acquired (not including shares to cover social security contributions), corresponding to approximately 0.2 percent of the total number of outstanding shares and approximately 0.1 percent of the number of votes in the company. Transfer of these shares without consideration to the participants of the 2013 Share Savings Scheme is estimated to correspond to a dilution of yield per share of up to 0.2 percent. The up to 50,000 Class B shares that may be transferred over NASDAQ OMX Stockholm to cover costs for social security contributions does not have a dilution effect on the yield per share, since they are transferred at market prices.

If also treasury shares related to the 2011 and 2012 Share Savings Schemes are considered, the total number of shares related to the 2011, 2012 and 2013 Share Savings Schemes is up to 424,000 Class B shares (excluding shares required to cover costs for social security contributions). This corresponds to approximately 0.5 percent of the total number of shares and approximately 0.2 percent of the votes in the company. Transfers without consideration to the participants of the respective schemes are estimated to correspond to a dilution profit of no more than 0.5 percent per share.

Other share based incentive schemes

The annual general meetings in 2011 and 2012 resolved to implement the 2011 Share Savings Scheme and the 2012 Share Savings Scheme, respectively, on conditions corresponding to those proposed for the 2013 Share Savings Scheme.

31 senior executives and other key personnel participate in the 2011 Share Savings Scheme, while 32 senior executives and other key personnel participate in the 2012 Share Savings Scheme. The participants have acquired, with their own funds, in total approximately 31,000 and 36,000 Savings Shares, respectively, (in total approximately 67,000 Savings Shares) at market rates over NASDAQ OMX Stockholm, which means that up to 98,000 and 132,000 shares, respectively, (in total 230,000 shares) could be allocated to participants in the schemes if the set targets are met (excluding shares to cover social security contributions). If the Savings Shares are retained until the time of the announcement of the results for the financial years 2014 and 2015, respectively, and the participant remains a Sweco employee at that time, then each Savings Share entitles the participant to receive one Matching Share and – provided that the performance targets related to the Sweco share's total yield are met – one to four Performance Shares.

The Board of Directors of Sweco has pursuant to the authorizations of the annual general meetings in 2011 and 2012, acquired a total of 264,000 Class B treasury shares over NASDAQ OMX Stockholm within the scope of the 2011 Share Savings Scheme and the 2012 Share Savings Scheme to secure delivery of shares to the participants and to cover costs for thereto related social security contributions.

Preparation of the proposal

The 2013 Share Savings Scheme has been prepared by the Remuneration Committee, in conjunction with the Board of Directors as a whole. The proposal has been adopted by the Board of Directors. Neither the President nor other employees who may be eligible to participate in the 2013 Share Savings Scheme has participated in the preparation or the adoption of the proposal.

Voting Majority

The general meeting's resolution to implement the 2013 Share Savings Scheme pursuant to item A above, the authorization for the Board of Directors to resolve to acquire and transfer treasury shares pursuant to item B as well as the transfer of treasury shares pursuant to item C shall be made as one decision. Thus, the conditions set out in Chapter 16 of the Swedish Companies Act shall be applied, meaning that shareholders holding at least nine tenths of the cast votes as well as the shares represented at the meeting must vote in favor of the proposal.

Stockholm, March 2013

SWECO AB (publ)

The Board of Directors