
Proposal of the Board of Directors of Sweco AB on authorization for the Board of Directors to resolve on sales of treasury shares to secure payment of social security contributions related to Share Bonus Scheme 2015

The annual general meeting of 2015 resolved to implement a share bonus scheme called Share Bonus Scheme 2015 aimed at Sweco employees in Sweden holding long-term employments.

In order to facilitate the implementation of Share Bonus Scheme 2015, the annual general meeting of 2015 resolved to authorize the Board of Directors to sell up to 290,000 Series B shares to cover thereto connected costs, including social security costs. Since the annual general meeting of 2015, the Board of Directors has sold 0 Series B treasury shares to cover those costs. Against this background, and since the authorization expires in connection with the annual general meeting of 2016, the Board of Directors proposes that the annual general meeting of 2016 shall resolve that a further 290,000 Series B treasury shares may be sold to cover these costs.

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to resolve on sales of Series B treasury shares on the following terms and conditions.

1. Sales of Series B shares may be made over Nasdaq Stockholm at a price within the relevant registered price, by which is meant the span between the highest registered purchase price and the lowest registered sales price.
2. Sales of shares may be made of the number of Series B shares required to secure the Company's costs, including costs for social security contributions, connected to Share Bonus Scheme 2015, however no more than 290,000 shares.
3. Sales of shares may also be made outside Nasdaq Stockholm to a bank or financial institution, in deviation from the existing shareholders' right of first refusal. Such transfer may be made at a price corresponding to the registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable.
4. The authorization may be used on one or more occasions, however no later than prior to the next annual general meeting.
5. Sales may be made of (i) those Series C shares that have been acquired within the scope of Share Bonus Scheme 2015 and subsequently converted to Series B shares, (ii) those Series B shares that have been acquired within the scope of Share Bonus Scheme 2015, (iii) such Series B shares as have been acquired within the scope of the Company's Share Savings Schemes but are no longer required for those schemes, and (iv) such shares as the Company has acquired to complete planned acquisitions but are not deemed required for future acquisitions.
6. The number of Series B shares in the Company that may be sold under this paragraph may be subject to recalculation as a result of bonus issues, splits, preferential rights issue and/or similar event that happens between now and the transfer.

Voting majority

A resolution by the annual general meeting to authorize the Board of Directors to sell treasury shares as set out above is valid if no less than two thirds of the votes at the annual general meeting as well as two thirds of the shares represented at the annual general meeting vote in favor of the proposal.

Stockholm, February 2016

SWECO AB (publ)

The Board of Directors