
Proposal of the Board of Directors of Sweco AB on authorization for the Board of Directors to resolve on transfer of treasury shares within the scope of the 2011 Share Savings Scheme

The Board of Directors of Sweco has, pursuant to the authorization issued by the Annual General Meeting in 2011, acquired class B shares over NASDAQ OMX Stockholm to secure costs for social security contributions within the scope of the 2011 Share Savings Scheme. The Savings Period for the 2011 Share Savings Scheme expires in connection with the announcement of the financial results of the current financial year, which means that Sweco shall then deliver Matching and possible Performance Shares to the participants remaining in the scheme. Such deliveries generally entail that social security contributions must be paid. The Board of Directors therefore proposes that the Annual General Meeting resolves to authorize the Board of Directors to transfer class B treasury shares on the following conditions:

1. The authorization may be used on one or several occasions, however not later than the Annual General Meeting in 2015.
2. The number of class B shares required to cover social security contributions within the 2011 Share Savings Scheme, however not more than 13,946 shares, may be transferred to this end.
3. Transfers shall be made over NASDAQ OMX Stockholm within the relevant registered price range.

Voting Majority

The resolution of the Annual General Meeting on authorization for the Board of Directors to transfer treasury shares is valid only if at least two thirds of the votes cast as well as the shares represented at the general meeting vote in favor of the resolution.

Stockholm in March 2014

SWECO AB (publ)

The Board of Directors