

The Board of Directors of Sweco AB's ("Sweco") proposal to approve the sale of shares in subsidiary Mecaplan

The Board of Directors proposes that the annual general meeting approves the sale of all of Sweco's shares in the indirectly owned Finnish subsidiary Sweco Mecaplan Oy ("**Mecaplan**"), corresponding to 54 percent of all outstanding shares in Mecaplan. The remaining owners are the managing director holding 5 percent and Mecanova Oy holding 41 percent.

Mecaplan is a Finnish consultancy firm located in Nivala, North of Finland. Mecaplan is focusing on manufacturing design (mechanical engineering, prototype design and electrical engineering). The turnover of Mecaplan was 1,7 MEUR 2017. Mecaplan had 27 employees at the end of 2017.

The transfer of all Sweco's shares in Mecaplan are proposed to be made to the managing director who is the minority owner of Mecaplan as stated above. Sweco's shares in Mecaplan are proposed to be sold for an aggregate consideration of EUR 486,000. It is the opinion of the Board of Directors that the valuation of the company leading up to above stated total consideration for Sweco's shares in Mecaplan corresponds to key parameters historically used by Sweco for in acquisitions processes for companies in similar sizes like Mecaplan.

The rationale for the proposed sale of shares in Mecaplan is that it is not in line with Sweco's strategy to hold shares in a partly owned company. Mecaplan is also working with manufacturing design, which is adjacent to Sweco's industrial strategy, but does not represent core business. The sale of Mecaplan to an external party has been evaluated, but considered to be not cost efficient since the valuation would not significantly differ from the above and higher transaction costs would be involved.

The transfer agreement will contain customary representations and warranties and the terms and conditions in general are considered to be market oriented by the Board of Directors of Sweco.

The sale has an insignificant effect on the financial position of Sweco and does not give rise to any significant capital gain or loss for Sweco, Nevertheless, the sale is formally subject to the so-called Lex Leo-rules in Chapter 16 of the Swedish Companies Act and must therefore be approved of the shareholders' meeting in Sweco. In order for such resolution to be valid, it must be supported by shareholders representing at least nine tenths of the votes at the meeting as well as the shares represented at the meeting.

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The Board of Directors