
Proposal of the Board of Directors of Sweco AB on authorization for the Board of Directors to resolve on the sale of treasury shares within the scope of the 2013 Share Savings Scheme

Pursuant to the authorization granted to the Board of Directors by the Annual General Meeting in 2013, Sweco has acquired Series B shares over Nasdaq Stockholm to secure costs for social security contributions within the scope of the 2013 Share Savings Scheme. The Retention Period for the 2013 Share Savings Scheme expires in connection with the announcement of the financial results of the current financial year, which means that Sweco shall deliver Matching and Performance Shares, if any, 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 resolve on the sale of Series 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 2017.
2. The number of Series B shares required to cover social security contributions within the 2013 Share Savings Scheme, however no more than 13,289 shares, may be sold for the purposes thereof.
3. Transfers shall be made over Nasdaq Stockholm within the relevant registered price range.

The following Series B shares are eligible for sale in accordance with the above: (i) shares acquired under the authorization granted by the Annual General Meeting of 2013, (ii) shares held to secure Sweco's obligations under the Company's other Share Savings Schemes or Share Bonus Schemes, but that are no longer required thereunder, and (iii) shares acquired to complete acquisitions, but that are expected not to be required to complete future acquisitions.

Voting Majority

Pursuant to the Companies Act, the resolution of the Annual General Meeting on authorization for the Board of Directors to resolve to sell treasury shares is valid only if at least two thirds of the votes as well as the shares represented at the general meeting vote in favor of the resolution.

Stockholm, March 2016

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The Board of Directors