

The Board of Directors of SWECO AB's (publ) proposed resolution to be passed at the extraordinary general meeting held on 24 August 2015 with respect to the approval of the sale of shares in HYDROCOOP, spol. s r.o. (item 8 on the agenda)

Sweco's wholly owned Swedish subsidiary Sweco Central Europe AB ("Sweco Central Europe") owns, 80 % of the shares in the Slovakian company HYDROCOOP, spol. s r.o. (the "Subsidiary").

The Board of Directors of Sweco proposes that the extraordinary general meeting approves the sale of all Sweco Central Europe's shares in the Subsidiary to certain key employees in the Subsidiary, who also are the minority shareholders in the Subsidiary.

The background to the proposed sale of the shares in the Subsidiary is that it falls outside the scope of Sweco's strategy to have a jointly owned Slovakian subsidiary in Bratislava. The Board of Directors of Sweco does not see any growth potential in such a structure and, as a result, wishes to divest it.

The other owners have expressed interest in acquiring Sweco's indirectly owned shares in the Subsidiary and in Sweco's estimation, it is not reasonable to expect to find another purchaser of Sweco's indirect ownership in the Subsidiary at a reasonable cost.

Against the above background, and since the nature of the transfer is such that it requires approval by the extraordinary general meeting, the Board of Directors of Sweco proposes that the extraordinary general meeting approves that all shares held indirectly by Sweco in the Subsidiary are transferred to key person, comprising of management of the Subsidiary.

The shares in the Subsidiary are proposed to be transferred to the key persons for a total purchase price of EUR 5 (five).

Voting majority and conditions

The sale is subject to the so-called Lex Leo-rules in Chapter 16 of the Swedish Companies Act and must therefore be approved by the extraordinary general meeting in Sweco. A valid resolution pursuant to this item 8 requires support by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the extraordinary general meeting.

Stockholm in July 2015

SWECO AB (publ)

The Board of Directors