

SWECO AB (publ)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Extraordinary General Meeting in SWECO AB (publ) will be held on Monday 24 August 2015 at 3 p.m. CET at Sweco's head office, Gjörwellsgatan 22, Stockholm

NOTIFICATION

Holders of shares registered in their own name in the share register maintained by Euroclear Sweden AB by Tuesday, 18 August 2015, and who have notified the company of their intention to participate by Tuesday, 18 August 2015 at the following address: Sweco AB, "Sweco Extraordinary General Meeting 2015", Box 7835, 103 98 Stockholm, are entitled to participate in the meeting. Notification of intention to participate can also be made by telephone on 08-402 90 73 during weekdays between 9 am and 5 pm, or through Sweco's web site www.swecogroup.com. The notification shall include name, social security number (registration number for legal entities), address and telephone number, as well as the registered number of shares and counsel, if applicable. Registered participants at the meeting will receive an entrance pass by mail, which should be shown upon entry to the meeting.

SHARES HELD BY NOMINEE SHAREHOLDERS

Shareholders, who hold their shares through nominee shareholders, must in order to exercise their right to vote at the general meeting, temporarily register the shares in their own name. Such a registration should be requested well in advance of Tuesday, 18 August 2015 with the bank or fund manager that holds the shares.

POWERS OF ATTORNEY FOR PROXIES

Shareholders who intend to be represented by proxies are requested to send original powers of attorney to the company prior to the general meeting. A proxy representing a legal entity shall provide a true copy of a registration certificate, or other evidence of authority, showing authorized signatories of the legal entity. A pro forma power of attorney is available at the company's web site www.swecogroup.com.

NUMBER OF SHARES AND VOTES

At the time of publication of this notice, the total number of shares is 92,850,638, out of which 9,368,164 are Series A shares, 82,582,474 are Series B shares and 900,000 are Series C shares. The total number of votes is 17,716,411.4, where Series A shares hold one vote, and Series B shares and Series C shares hold one tenth of one vote. Sweco in total holds 1,442,769 treasury shares, out of which 542,769 are Series B shares and 900,000 Series C shares. These treasury shares do not entitle to voting at the general meeting.

AGENDA PROPOSAL

At the general meeting, to be opened by the Chairman of the Board of Directors, the following items should be considered

1. Election of Chairman of the general meeting
2. Election of Secretary of the general meeting
3. Drafting and approval of the voting list
4. Approval of the agenda
5. Election of two scrutinizers of the minutes of the meeting
6. Resolution on whether the meeting has been duly convened
7. The Board of Director's proposals with respect to the proposed combination with Grontmij, including proposals to resolve on:
 - a) authorization for the Board of Directors to resolve on new share issue in connection to the acquisition of Grontmij
 - b) approval of the merger terms
 - c) authorization for the Board of Directors to resolve on a new issue of shares with preferential rights for the existing shareholders
8. The Board of Director's proposal to approve the sale of shares in HYDROCOOP, spol. s r.o.
9. Conclusion of the extraordinary general meeting

PROPOSED RESOLUTIONS

- Item 7 The Board of Director's proposals with respect to the proposed combination with Grontmij, including proposals to resolve on a) authorization for the Board of Directors to resolve on new share issue in connection to the acquisition of Grontmij, b) approval of the merger terms and c) authorization for the Board of Directors to resolve on a new issue of shares with preferential rights for the existing shareholders**

Item 7 a) – proposal to resolve on authorization for the Board of Directors to resolve on new share issue in connection to the acquisition of Grontmij

Background

On 1 June 2015 Sweco entered into an agreement with Grontmij regarding a combination of the companies. In order to execute the combination, Sweco has on 13 July 2015 announced the launch of a public offer to the shareholders of Grontmij to acquire all shares in Grontmij in exchange for shares of series B in Sweco and cash payment. For each share in Grontmij, Sweco offers 0.22195 shares of series B in Sweco and a cash payment of EUR 1.84. The combination may also involve a cross-border merger between Sweco and Grontmij with Sweco as the surviving entity and Grontmij as the disappearing entity, which can be executed in connection with, and after settlement of, the public offer. In case of such a merger, the merger consideration shall be based on the exchange ratio pursuant to the public offer, meaning that the remaining Grontmij shareholders shall receive the same number of shares of series B in

Sweco as they would have received if they would have accepted the public offer. It is expected that the share issuances made under the authorization will not exceed 17 million new shares of series B (for practical reasons this has been rounded up to the nearest million of shares).

Further details regarding Sweco's public offer as well as the above mentioned possible merger, are provided in the prospectus and the offer memorandum which Sweco published on 13 July 2015 and in the merger terms which has been available to the shareholders up to the extraordinary general meeting with respect to item 7 b) below.

Authorization

In order to execute the combination between Sweco and Grontmij in accordance with the above, the Board of Directors proposes that the extraordinary general meeting resolves to authorize the Board of Directors until the next annual general meeting to resolve, on one or several occasions, to issue new shares of series B as share consideration in the public offer to the shareholders of Grontmij, or as merger consideration in the merger with Grontmij.

The CEO of Sweco is authorized to make such minor adjustments to this resolution that may be required for registration with the Swedish Companies Registration Office (the "SCRO").

Item 7 b) proposal to resolve on approval of the merger terms

Background

As a part of the combination between Sweco and Grontmij, the Board of Directors of Sweco and the Executive Board of Grontmij have jointly on 30 June 2015 adopted merger terms regarding a cross-border merger with Sweco as the surviving entity and Grontmij as the disappearing entity and with a merger consideration that shall be equal to the share component of the consideration in Sweco's public offer to the shareholders of Grontmij, entailing that Sweco offers 0.22195 shares of Series B in Sweco for each share in Grontmij. The merger consideration is furthermore based on the fact that the shareholders of Grontmij, prior to the merger, receives a cash payment from Grontmij which is equal to the cash component of the consideration in Sweco's public offer being an amount of EUR 1.84 per share in Grontmij, which payment is funded by Sweco to the extent the distributable reserves of Grontmij are not sufficient to make such payment to its shareholders. Furthermore, in accordance with Dutch legislation, the shareholders of Grontmij do under certain circumstances have a right to receive cash payment in connection with the merger. Therefore, shares in Sweco that are equal to the merger consideration otherwise payable to such shareholders of Grontmij may be issued and, if so, sold by a bank or other securities institution following which the proceeds will be used to fund such cash payment in connection with the merger.

The merger terms were registered by the SCRO on 10 July 2015 and are available to the shareholders before the extraordinary general meeting in accordance with the Swedish Companies Act. Further details regarding the proposed merger are given in the prospectus and the offer memorandum which Sweco published on 13 July 2015.

The merger shall only be executed provided satisfaction or waiver of certain conditions in accordance with the merger terms, and furthermore the merger shall only be executed if the

Board of Directors of Sweco so decides after the end of the acceptance period of Sweco's public offer to the shareholders of Grontmij, provided Sweco at such time has reached an acceptance level of at least 80 per cent but less than 95 per cent of all issued shares in Grontmij (95 per cent being the threshold for commencing compulsive redemption (squeeze-out) proceedings according to Dutch law). In accordance with the merger terms, the threshold of 80 per cent can be waived by Sweco if certain conditions are satisfied. Such waiver does not require a new approval of the merger terms by the general meeting of Sweco.

Through the final registration of the merger by the SCRO which, if the merger is executed, is currently expected to occur 19 October 2015, Grontmij will be dissolved and its assets and liabilities transferred to Sweco.

Approval

In view of the above, the Board of Directors of Sweco proposes that the shareholders resolve to approve the merger terms jointly adopted with Grontmij.

Voting majority and conditions

The resolution is proposed to be conditional upon the extraordinary general meeting's resolution to, with the required majority, resolve in accordance with the Board of Director's proposal under item 7 a) on the agenda. A valid resolution pursuant to this item 7 b) requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the extraordinary general meeting. This majority requirement is applicable within each share class represented at the extraordinary general meeting.

Item 7 c) – proposal to resolve on authorization for the Board of Directors to resolve on a new issue of shares with preferential rights for the existing shareholders

Background

In order to repay, in whole or in part, the part of Sweco's bank loan that was taken to fund the cash component of Sweco's public offer for the shares in Grontmij, the Board of Directors intends to, following completion of the public offer, propose a new issue of shares of series A and series B against cash payment with preferential rights for the existing Sweco shareholders (rights issue) in accordance with the provisions of the articles of association.

Authorization

In view of the above, the Board of Directors proposes that the extraordinary general meeting resolves to authorize the Board of Directors to, in addition to the extraordinary general meeting's resolution on the proposed authorization under item 7 a) above and for the period until the next annual general meeting, resolve on a new issue of shares of series A and series B against cash payment with preferential rights for the existing Sweco shareholders with the purpose of using the proceeds of such rights issue to repay, in whole or in part, Sweco's bank loan which was taken in connection to the combination with Grontmij. Under the authorization, the Board of Directors shall have the right to resolve on a rights issue with total proceeds of an amount that,

at the time of exercising the authorization, equals up to MEUR 140. The authorization includes the right to resolve on a new share issue against cash payment, and the Board of Directors may, if deemed appropriate, allow shares to be paid by set-off. The new shares are entitled to dividend from the date the shares are recorded in the share register kept by Euroclear Sweden AB.

The principal terms and conditions for the rights issue shall be as follows:

Entitlement to receive subscription rights for the new shares issued in the rights issue shall be those that are recorded in the share register on the record date of the rights issue (such record date shall occur after completion of the public offer).

The record date for being entitled to receive subscription rights, the subscription period and the subscription price will be determined by the Board of Directors when utilizing this authorization. The same applies to the number of subscription rights each share shall entitle the existing Sweco shareholders to, as well as to the number of subscription rights that will be required to subscribe for one new share and other terms and conditions for the rights issue. Subscription by virtue of subscription rights shall be made by cash payment during the subscription period. Subscriptions that are not based on subscription rights shall be made through subscription on an application form during the same period.

Skirner Förvaltning AB and Investmentaktiebolaget Latour have each undertaken to subscribe for shares in the rights issue to an amount corresponding to their respective pro rata shares (which has been estimated to correspond to a total subscription amount of no more than approximately MSEK 155 (approximately MEUR 17) as regards Skirner Förvaltning AB and no more than approximately MSEK 320 (approximately MEUR 35) as regards Investmentaktiebolaget Latour) based on a rights issue with maximum total proceeds corresponding to MEUR 140.

The CEO of Sweco is authorized to make such minor adjustments to this resolution that may be required for registration with the SCRO.

Conditions

The resolution is proposed to be conditional upon the extraordinary general meeting's resolution to, with the required majority, resolve in accordance with the Board of Directors' proposal under item 7 a) on the agenda.

Item 8 The Board of Director's proposal to approve the sale of shares in HYDROCOOP, spol. s r.o.

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.

INFORMATION PROVIDED AT THE GENERAL MEETING

In accordance with the Swedish Companies Act Ch. 7 Sec. 32 and 57, the shareholders have the right to ask questions at the extraordinary general meeting regarding the items on the agenda.

DOCUMENTS

The full wording of the proposals of the Board of Directors in accordance to items 7 and 8 and the merger terms to be approved pursuant to item 7 b) of the agenda will be available at the company, and on the company's web site, www.swecogroup.com, as of 13 July 2015, and be sent to any shareholder that so requests and provides its postal address.

Stockholm in July 2015

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The Board of Directors