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This press release has been published in Swedish and English. In the event of any discrepancy in content between Swedish original text and the English translation, the Swedish original shall prevail.



PRESS RELEASE

3 November 2015

The terms regarding the rights issue in Sweco are set

The Board of Directors of Sweco AB (publ) ("Sweco" or the "Company") has on 2 November 2015, as authorized by the extraordinary general meeting held on 24 August 2015, resolved on the rights issue ("Rights Issue") previously communicated in conjunction with the public offer Sweco made for Grontmij. Assuming full subscription of the Rights Issue, the proceeds will be approximately SEK 1,077 million before deduction of issue costs¹. The net proceeds from the Rights Issue will be used to repay the majority of the bridge facility raised in conjunction with the Grontmij transaction and reduce the Company's leverage ratio to be below Sweco's financial target of 2.0x, adjusted for extraordinary costs and on a pro forma basis.

The Board of Directors resolved on a Rights Issue of no more than 1,171,020 new A-shares and 12,191,465 new B-shares (a total of 13,362,485 new shares) (the "New Shares") with preferential rights for shareholders to subscribe for the New Shares.

The summarised terms in the Rights Issue are as follows:

- **Preferential right:** Those who on the record date for the Right Issue are registered as shareholders shall have a preferential right to receive subscription rights for the New Shares. Those who on the record date are registered as shareholders of Sweco will receive one (1) subscription right for A-shares for each Sweco A share held and one (1) subscription right for B-shares for each Sweco B share held. Eight (8) subscription rights for A- or B-shares respectively entitle the shareholders to subscribe for one (1) New Sweco A or B Shares respectively.
- **Subscription price:** SEK 81 per New Share. This corresponds to a discount of approximately 34.0 per cent in relation to Sweco A Shares and approximately 32.6 per cent in relation to Sweco B Shares of the theoretical ex-rights price, based on the closing price 30 October 2015 on Nasdaq Stockholm. No commission will be charged.

¹ From the proceeds of the Rights Issue of approximately SEK 1,077 million, an estimated deduction is made for Rights Issue expenses (issue costs). These costs are estimated to approximately SEK 20 million. Net of issuance costs the Company is estimated to raise approximately SEK 1,057 million. The issue proceeds of approximately SEK 1,077 million is based on the total number of Sweco A shares and Sweco B shares excluding Sweco's own holding of 540,320 Sweco B shares.

- Subscription period: From and including 12 November 2015 up to and including 26 November 2015.
- Record date: 9 November 2015. The final day for trading including the right to participate in the Rights Issue is 5 November 2015 and the first day of trading excluding right to participate in the Rights Issue will be 6 November 2015.
- Trading in subscription rights will be conducted at Nasdaq Stockholm during the period from and including 12 November 2015 up to and including 24 November 2015.

Preliminary Rights Issue time table

6 November 2015	First day of trading excluding right to participate in the Rights Issue.
9 November 2015	Record date, meaning that those who on this day are registered as shareholders will receive subscription rights entitling to subscribe for New Shares.
9 November 2015	Estimated day for publication of prospectus.
12-24 November 2015	Trading in subscription rights.
12-26 November 2015	Subscription period.
1 December 2015 (on or about)	Press release of preliminary outcome of the Rights Issue.
3 December 2015 (on or about)	Press release of final outcome of the Rights Issue.

Subscription undertakings

Sweco's two largest shareholders Skirner Förvaltning AB and Investmentaktiebolaget Latour, have entered into an undertaking with Sweco to subscribe and pay for their pro rata share of the Rights Issue, based on their holding in Sweco on the date of the undertaking, constituting approximately 11.4 per cent of the shares and 30.5 per cent of the votes for Skirner Förvaltning AB and approximately 26.9 per cent of the shares and 20.8 per cent of the votes for Investmentaktiebolaget Latour. These undertakings mean that subscription of approximately 67.9 per cent of the total number of New Sweco A Shares and 35.8 per cent of the total number of New Sweco B Shares is covered by the subscription undertakings. No compensation will be paid out as a consequence of the subscription undertakings.

Advisors

ABN AMRO Bank N.V. and Nordea Bank AB (publ) are financial advisors and Cederquist is legal advisor to Sweco in the Rights Issue.

Important notice

This press release does not contain or constitute an invitation or an offer to acquire, sell, subscribe for or otherwise trade in shares, subscription rights or other securities in Sweco. Invitation to the persons concerned to subscribe for shares in Sweco will only be made through the prospectus that Sweco intends to publish at Sweco's website, following the approval and registration by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*), expected to take place on 9 November 2015. The prospectus will contain, among other things, pro forma financial statements as well as information regarding the new Sweco group (inclusive of information regarding Grontmij) and Sweco's Board. This press release has not been approved by any regulatory authority and is not a prospectus, accordingly investors should not subscribe for or purchase any securities referred to in this press release except on the basis of information provided in the prospectus to be published by Sweco.

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In the United Kingdom, this press release is being distributed only to, and is directed only at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"), (ii) persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iii) other persons to whom it may otherwise be lawfully communicated (all such persons

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Sweco plans and designs the communities and cities of the future. Our work results in sustainable buildings, efficient infrastructure and access to electricity and clean water. With 14,500 employees in Europe, we offer our customers the right expertise for every situation. We carry out projects in 70 countries annually throughout the world. Sweco is Europe's leading architecture and engineering consultancy, with sales of approximately SEK 15.2 billion (pro forma 2014). The company is listed on NASDAQ Stockholm.

The information contained herein is subject to the disclosure requirements of Sweco AB under the Swedish Securities Exchange and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 3 November 2015, 8:30 a.m. CET.