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## PRESS RELEASE

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2021-04-22

### **Resolutions at Sweco AB's annual general meeting and board resolutions on repurchase and transfer of treasury shares**

The annual general meeting in Sweco AB on April 22, 2021 passed resolutions in accordance with the proposal of the Board of Directors and the Nomination Committee as set out below. Due to Covid-19, the annual general meeting was held without physical presence of shareholders and participation was carried out through so called postal voting.

#### **Board of Directors, fees, discharge of liability, dividend etc.**

The annual general meeting resolved, as proposed by the Nomination Committee, that the Board of Directors shall be comprised of seven Directors elected by the general meeting and that no Deputy Directors shall be appointed. The annual general meeting re-elected Åsa Bergman, Gunnel Duveblad, Elaine Grunewald, Alf Göransson, Johan Hjertonsson, Johan Nordström and Christine Wolff. Johan Nordström was re-elected as the Chairman of the Board of Directors.

It was decided to appoint one registered audit firm as auditor and to re-appoint the current auditors, PriceWaterhouseCoopers AB with Aleksander Lyckow as chief auditor, up until the conclusion of the annual general meeting 2022.

The annual general meeting resolved on fees to the Board of Directors, the Audit Committee, the Remuneration Committee and the auditors in accordance with the proposal of the Nomination Committee. The annual general meeting further resolved to approve the remuneration report prepared by the Board of Directors and presented at the general meeting.

The annual general meeting resolved, in accordance with the proposal of the Board of Directors, that the shareholders shall receive a dividend of SEK 2.20 per share. The record date is April 26, 2021, and payment is expected to be made on April 29, 2021.

The annual general meeting adopted the presented income statements and balance sheets and granted the members of the Board of Directors and the Managing Director discharge from liability for the financial year 2020.

#### **Change of Articles of Association**

The annual general meeting resolved, in accordance with the proposal of the Board of Directors, to amend the Articles of Association to enable the Board of Directors, before a general meeting, to decide that the shareholders shall be able to exercise their voting rights in advance (postal voting) and to enable the Board of Directors to decide that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the Board of Directors, to attend or in any other manner follow the discussions at a general meeting.

#### **The Share Bonus Scheme 2021**

The Annual General Meeting resolved, as proposed by the Board of Directors, to implement the Share Bonus Scheme 2021. The share bonus scheme covers employees in Sweden on the principally same conditions that applied under 2015 - 2020 Share Bonus Scheme and means that shares are allotted instead of cash bonus. The resolution comprised resolutions on the

implementation of the Share Bonus Scheme 2021 as such, as well as several resolutions as a direct result thereof.

The scheme includes up to 3,100,000 Class B shares in Sweco (of which not more than 2,325,000 shares for delivery to the participants and not more than 775,000 shares to cover social security contribution costs). The general meeting further resolved to authorise the Board of Directors to transfer up to 2,325,000 Class B treasury shares to employees within the scope of the Share Bonus Scheme 2021 and to sell up to 775,000 Class B shares to secure payment of social security contributions. Sales of Class B shares may be made over Nasdaq Stockholm at a price within the relevant at the time registered price, by which is meant the span between the highest registered purchase price and the lowest registered sales price. Sales of shares may also be made outside Nasdaq Stockholm to a bank or other financial institution, in deviation from the existing shareholders' pre-emption rights. Such sale may be made at a price corresponding to the registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable.

The number of shares to which the employee is entitled, corresponds to the earned bonus for the financial year 2021 divided by a base share price, corresponding to the average purchase price weighted by volume for the Class B share during the period March 15 – March 26, 2021, less the amount corresponding to the dividend per share for the financial year 2020. The base share price shall be re-calculated in generally accepted manners if events have transpired that affect the share price, such as splits, bonus issues, cancellation and similar during the term of the scheme. The bonus per employee is based on the operational results per employee of the included business units. The maximum bonus per employee is three monthly salaries. Allocation to the employees – which in principle presupposes that the employment has not expired or been terminated – of shares will be made without consideration during the first six months of 2022.

#### **The Share Savings Scheme 2021**

Further, the Annual General Meeting resolved, as proposed by the Board of Directors, to implement the Share Savings Scheme 2021, comprising up to 233,847 Class B shares in Sweco (whereof up to 185,593 shares for allocation to the participants and up to 48,254 shares to cover costs related to social security contributions), on the following main conditions.

Up to 100 senior executives and other key personnel will be offered to participate in the Share Savings Scheme 2021. The Share Savings Scheme 2021 principally corresponds to the share savings scheme decided by the Annual General Meeting of 2020, with the exception of the performance targets, which for the Share Savings Scheme 2021 includes both absolute and relative total shareholder return ("TSR") for the share and that the accumulated earnings per share ("EPS") during the period is positive and is within a predetermined interval. Participation in the Share Savings Scheme 2021 requires the participants to acquire Class B shares in Sweco ("Savings Shares") with their own funds at market rates through Nasdaq Stockholm up to an amount corresponding to 5 to 10 percent of each participant's fixed annual salary for 2021. If a participant retains ownership of the Savings Shares until the fourth business day after the day of the publication of the year-end report for the financial year 2024 (the "Retention Period"), the participant remains employed on the same, equivalent or higher position in the Sweco group during the whole Retention Period and, subject to the absolute TSR for the share and absolute EPS being positive during the Retention Period, then each Savings Share entitles the participant to without consideration receive one Class B share in Sweco ("Matching Share"). Provided that certain performance criteria regarding Sweco's EPS and Sweco's Class B-shares' TSR set by the

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Board of Directors are met – the participant is also entitled to receive an additional one to four Class B shares in Sweco (“Performance Shares”).

To enable the implementation of the Share Savings Scheme 2021, the Annual General Meeting resolved to approve the transfer, without consideration, of up to 185,593 Class B shares to the participants of the Share Savings Scheme 2021 in the period during which they are entitled to receive Matching and Performance Shares.

**Authorisation for the Board of Directors to resolve on acquisitions of treasury shares**

To enable Sweco to deliver shares under the proposed Share Bonus Scheme 2021 and the Share Savings Scheme 2021 and to cover thereto related costs for social security contributions, as well as enable Sweco to use treasury shares as consideration in, or otherwise finance, potential future company or business acquisitions the 2021 Annual General Meeting resolved to authorise the Board of Directors to resolve on acquisitions of Sweco Class B shares. Up to 3,100,000 Class B shares may be required to ensure Sweco’s obligations under the proposed Share Bonus Scheme 2021. In order to implement the proposed Share Savings Scheme 2021, a maximum of 233,847 Class B shares are required. The authorisation may be used on one or several occasions up until the next Annual General Meeting. The number of acquired Sweco Class B shares may, together with Sweco shares otherwise acquired and held by Sweco, at any given time not exceed ten (10) percent of all issued shares in Sweco. Acquisitions shall be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be). Acquisitions may be made at a price within the relevant registered price range on Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be), meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time.

**Authorisation for the Board of Directors to resolve on transfers of treasury shares for the purposes of company or business acquisitions**

The 2021 Annual General Meeting also authorised the Board of Directors to resolve on the transfer of Sweco Class B treasury shares for the purposes of company or business acquisitions. The authorisation may be used on one or several occasions up until the next Annual General Meeting. Transfers may be undertaken of up to all Sweco Class B shares held by Sweco at the time of the Board of Directors’ resolution, provided, however, that transfers of treasury shares required for the purposes of delivering shares under Sweco’s Share Bonus Schemes and Share Savings Schemes and covering thereto related costs for social security contributions may not be made under this authorisation. Transfers may, in deviation from the shareholders’ pre-emptive rights, be carried out outside a regulated market in conjunction with company or business acquisitions. The compensation for transferred shares shall closely correspond to the market value of the Sweco Series B share at the time of the resolution on the transfer, and shall be paid in cash, in kind or by set-off of claims against Sweco. The Board of Directors shall be entitled to determine the other terms and conditions of the transfer, applying the provisions of the Swedish Companies Act. The rationale for the deviation the shareholders’ pre-emptive rights when transferring treasury shares is to enable the financing of company and business acquisitions in a cost-efficient manner.

**Sale of treasury shares to cover costs for social security contributions related to the Share Bonus Scheme 2020**

The annual general meeting resolved to renew the authorisation for the Board of Directors to sell Class B treasury shares over Nasdaq Stockholm to secure payment of social security contributions within the scope of the Share Bonus Scheme 2020, however not more than 825,000

shares. Sales of Class B shares may be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be) at a price within the relevant registered price range, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time. Sales of shares may also be made outside Nasdaq Stockholm to a bank or financial institution, in deviation from the existing shareholders' pre-emption rights. Such sales may be made at a price corresponding to the at the time registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable. The authorisation may be used on one or more occasions, however no later than prior to the 2022 Annual General Meeting.

#### **Sale of treasury shares to cover costs for social security contributions related to the 2018 Share Savings Scheme**

The annual general meeting resolved to authorise the Board of Directors, to resolve on the transfer of Class B treasury shares within the scope of the 2018 Share Savings Scheme. Sales of Series B shares may be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be) at a price within the relevant registered price range, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time. The authorisation may be used at one or several occasions, however not longer than until the annual general meeting in 2022 and comprise the number of Class B shares required to cover social security contributions under the 2018 Share Savings Scheme, however not more than 109,200 shares.

#### **Board resolutions on the repurchase and sale of treasury shares**

The Board of Directors have at the statutory board meeting, as authorised by the annual general meeting, resolved on acquisition of Sweco Class B shares to deliver under the Share Bonus Scheme 2021, the Share Savings Scheme 2021, to cover thereto related costs for social security contributions, and to enable Sweco to use treasury shares as consideration in, or otherwise finance, potential future company or business acquisitions. The number of acquired Sweco Class B shares may, together with Sweco shares otherwise acquired and held by Sweco, at any given time not exceed ten (10) percent of all issued shares in Sweco (Sweco currently holds 7,912,856 treasury shares, meaning that the maximum number of shares that can be acquired as of today amounts to approximately 28,000,000 shares). Acquisitions shall be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be). Acquisitions may be made at a price within the relevant registered price range on Nasdaq Stockholm, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time. The Board of Directors decided at the statutory board meeting, as authorised by the annual general meeting, to sell not more than 775,000 Class B treasury shares to cover the related costs for social security contributions for the Share Bonus Scheme 2021. The Board of Directors also decided, as authorised by the annual general meeting, to sell not more than 109,200 Class B shares to cover social security contribution costs for the 2018 Share Savings Scheme. The Board of Directors also decided, as authorised by the annual general meeting, to sell not more than 825,000 Class B shares to cover costs for social security contributions for the Share Bonus Scheme 2020. Sales of Class B shares may be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be) at a price within the relevant at the time registered price, by which is meant the span between the highest registered purchase price and the lowest registered sales price. Sales of shares may also be made outside Nasdaq Stockholm to a bank or other financial institution, in deviation from the existing shareholders' pre-emption rights. Such sale may be made at a price corresponding to the registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable. Acquisition and sales of Class B treasury

shares will be made from 12 May 2021 up until the next Annual General Meeting, having regard to the restrictions set out by law.

Sweco currently holds 7,912,856 treasury shares corresponding to 2.2 per cent of the total outstanding number of shares.

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