SWECO AB (publ)

NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting in SWECO AB (publ) will be held on Thursday 16 April 2015 at 3 pm at Näringslivets Hus, Storgatan 19, Stockholm

NOTIFICATION

Holders of shares registered in their own name in the share register maintained by Euroclear Sweden AB by Friday, 10 April 2015, and who have notified the company of their intention to participate by Friday, 10 April 2015 at the following address: Sweco AB, "Sweco Årsstämma", 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 Friday, 10 April 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 92,416,847, out of which 9,368,164 are Series A shares, 82,148,683 are Series B shares and 900,000 are Series C shares. The total number of votes is 17,673,032.3, 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 1,598,764 treasury shares, out of which 698,764 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. Statement by the President
8. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the auditor's report thereon for the year 2014
9. Resolutions on
   a) approval of the profit and loss statement and the balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet
   b) approval of the allocation of profit as set forth in the approved balance sheet and record date for distribution of dividends
   c) discharge from liability for the Directors and the President
10. Resolution on the number of Directors and Auditors to be appointed by the annual general meeting
11. Resolution on fees to the Directors and Auditors
12. Election of Directors and the Chairman of the Board of Directors
13. Election of Auditor
14. Resolution on the Nominating Committee
15. Resolution on guidelines for salary and other remuneration to Senior Executives
16. Resolutions on
   a) implementation of a share bonus scheme 2015 for employees in Sweden
   b) directed share issue of Series C shares
   c) authorizing the Board of Directors to repurchase the newly issued Series C shares
   d) authorizing the Board of Directors to repurchase Series B treasury shares
   e) transfer of Series B treasury shares
   f) authorizing the Board of Directors to transfer Series B treasury shares to secure payment of social security contributions
17. Resolution on authorizing the Board of Directors to decide on transfers of treasury shares within the scope of the Share Bonus Scheme 2014
18. Resolutions on
   a) implementation of a performance based 2015 Share Savings Scheme
   b) authorization for the Board of Directors to acquire and transfer treasury shares within the scope of the share savings scheme
   c) transfers of treasury shares to participants in the share savings scheme
19. Resolutions on authorization for the Board of Directors to resolve on transfers of treasury shares within the scope of the 2012 2012 Share Savings Scheme
20. Proposal and resolution on transfer of shares in Cabix
21. Conclusion of the annual general meeting

PROPOSALS FOR RESOLUTIONS

Item 1 Election of the chairman of the general meeting

The Nominating Committee, which comprises Gustaf Douglas - Investment AB Latour, Birgitta Resvik - Stiftelsen J. Gust. Richerts Minne and Johan Nordström - the Nordström family, and which represents more than 67 percent of the votes and more than 49 percent of the share capital in the company, proposes that Johan Nordström is appointed as Chairman of the general meeting.

Item 9b Distribution of dividends and record date

The Board of Directors proposes that a distribution of dividends of SEK 3.50 (3.25) per share, and that Monday, 20 April 2015, shall be the record date for the distribution. If the annual

general meeting resolves in accordance with the proposal, it is estimated that dividend payments will be made by Euroclear Sweden AB on Thursday, 23 April 2015.

Item 10 Number of Directors and Auditor
The Nominating Committee proposes that the Board of Directors shall comprise eight Directors elected at the general meeting.

The Nominating Committee proposes that a registered audit firm be appointed as auditor.

Item 11 Fees to the Directors and Auditor
The Nominating Committee proposes that the fees to the Directors shall remain SEK 500,000 (SEK 500,000 preceding year) to the Chairman and SEK 250,000 (SEK 250,000 preceding year) each to the other Directors elected by the general meeting, who are not also employed by the company.

The Nominating Committee proposes that fees to the members of Audit Committee shall be SEK 130,000 (SEK 100,000 preceding year) to the Chairman, and SEK 70,000 (SEK 50,000 preceding year) each to the other members of the Audit Committee, who are not also employed by the company. The fee has been SEK 100,000 for the Chairman and SEK 50,000 for the other members since the annual general meeting in 2012.

The Nominating Committee further proposes that the fees to the members of the Remuneration Committee shall be SEK 70,000 (SEK 50,000 preceding year) to the Chairman, and SEK 40,000 (SEK 25,000 preceding year) each to the other members of the Remuneration Committee, who are not also employed by the company. The fee has been SEK 50,000 for the Chairman and SEK 25,000 for the other members since the annual general meeting in 2012

The fee to the Auditor is proposed to be in accordance with approved invoices.

Item 12 Election of Directors and Chairman of the Board of Directors
The Nominating Committee proposes re-election of Anders G Carlberg, Tomas Carlsson, Gunnel Duveblad, Eva Lindqvist, Johan Nordström, Pernilla Ström and Carola Teir-Lehtinen and to newly elect Johan Hjertonsson. Further, the Nominating Committee proposes that the annual general meeting elects Johan Nordström as Chairman of the Board of Directors.

Item 13 Appointment of Auditor
The Nominating Committee proposes re-appointment of current auditing firm, PriceWaterhouseCoopers AB, up until the conclusion of the annual general meeting 2016. PriceWaterhouseCoopers has informed that, provided that the proposal is accepted, the auditor in charge will be Michael Bengtsson.

Item 14 Resolution on Nominating Committee
The Nominating Committee proposes instructions for the work of the Nominating Committee as follows; the Chairman of the Board of Directors shall convene an Nominating Committee comprising one representative from each of the not less than three and not more than four largest owners of the company and the Chairman of the Board, provided he/she is not a committee member as a result of representing an owner. If a shareholder fails to appoint a committee member, then the next ranking shareholder with respect to votes shall be offered to

appoint an Nominating Committee member. The names of the proposed committee members, along with the names of the shareholders they represent, shall be publicly announced no less than six months before the annual general meeting of 2016, and be based on the known voting rights immediately preceding the announcement. The term of the Nominating Committee shall last until a new Nominating Committee has been appointed.

If a material change in the ownership structure of the company occurs after the Nominating Committee has been appointed, then the composition of the Nominating Committee shall be changed in accordance with the principles set out above. Shareholders that have appointed a member of the Nominating Committee shall be entitled to remove that member and appoint a new member of the Nominating Committee, as well as to appoint a new member if the member it has appointed chooses to resign from the Nominating Committee. Changes to the composition of the Nominating Committee shall be publicly announced as soon as they have occurred.

The Nominating Committee shall produce proposals on the following issues, to be presented at the annual general meeting 2016:

(a) proposal on Chairman of the general meeting
(b) proposal on Directors
(c) proposal on Chairman of the Board
(d) proposal on fees to the Directors
(e) proposal on fees to member of committees
(f) proposal on Auditor
(g) proposal on fees to the Auditor
(h) proposal on Nominating Committee

The Nominating Committee shall in connection with its tasks also complete the tasks that, pursuant to the Swedish Code for Corporate Governance, shall be completed by the Nominating Committee and shall be entitled to incur reasonable costs on the account of the company to cover, for example, external consultants, which the Nominating Committee has considered necessary to retain in order for the Nominating Committee to complete its assignment.

Item 15 Resolutions on guidelines for salary and other remuneration to Senior Executives

The Board of Directors proposes that the annual general meeting adopts guidelines for remuneration to Senior Executives in the Sweco group in accordance with the following.

Remuneration Committee
The Board of Directors will appoint a Remuneration Committee, which will be charged with considering issues concerning principles for remuneration, conditions of employment, pension benefits and bonus schemes for Senior Executives, as well as to follow up and evaluate existing principles and remuneration structures. The Remuneration Committee shall also deal with general employment terms and remuneration issues that apply to all employees of the company.

Senior Executives
Senior Executives include the President, the CFO and Managers who report directly to the President.

Remuneration
The starting point of the Sweco Group is that compensation shall be provided at market as well as competitive rates, which facilitates that Senior Executives being recruited and retained. Compensation to Senior Executives comprises base salary, variable compensation, pension, other compensation and share based incentive scheme.

Base salary and variable compensation
The remuneration shall be based on factors such as work description, competencies, experience, position and performance. Further, the allocation between base salary and variable compensation shall be proportionate to the employee's position and work description. The variable compensation shall be connected to predetermined and measurable criteria that have been devised to benefit the Company's long term value creation.

The variable compensation for the President and the CFO is a maximum of 75 percent of the base salary. For other Senior Executives, the variable compensation is a maximum of 50 percent of the base salary. The variable compensation shall be based on the result in relation to set profitability targets. The targets for the President and other Senior Executives shall be set by the Board of Directors.

Pensions
The pension contributions for the President and Senior Executives shall be on market terms, as compared what is generally applicable to comparable managers at other companies, and shall normally be based on defined contribution pension plans.

Other compensation
Other compensation may be granted, mainly company cars and mobile phones.

Share based incentive schemes
Senior Executives of the Sweco Group may be offered to participate in various forms of incentive schemes on market terms. The purpose of offering a share based incentive scheme is to increase/spread the shareholding/exposure amongst Senior Executives, and to align the interests of the Senior Executives with those of the company's shareholders. Individual, long-term ownership among key individuals can be expected to stimulate increased interest in the business and its profitability, increase motivation and affinity with the company. Resolutions on share based incentive schemes shall always be taken at annual general meetings or at extraordinary general meetings.

Termination of employment
If the company terminates the President's employment, the notice period shall be no more than 18 months, and if the President terminates the employment, the notice period shall be 6 months.

Between the company and other Senior Executives, generally a notice period of 12 months for the company, and 6 months for the employee, applies.

These guidelines shall apply for agreements that have been entered into following the resolution thereon by the annual general meeting, as well as for amendments to existing agreements that are made after said resolution, in cases where the existing agreements so permit. The Board of Directors shall be entitled to deviate from the guidelines in particular cases, where special reasons apply.

Item 16 Resolution on the implementation of a) a share bonus scheme 2015 to employees in Sweden, b) directed share issue of Series C shares, c) authorization for the Board of Directors to repurchase the newly emitted Series C shares, d) authorization for the Board of Directors to repurchase Series B shares, e) transfers of Series B treasury shares, f) authorize the Board of Directors to transfer Series B treasury shares to secure payment of social security contributions

Background and rationale
The Board of Directors is of the opinion that individual long-term ownership by employees can be expected to stimulate increased interest in the company's operations and its profitability, increase motivation and affinity with the company and establish a group wide focus. Therefore, the annual general meeting of 2014 resolved to implement a share bonus scheme, which replaced the existing cash bonus scheme for employees in Sweden. Share Bonus Scheme 2014 did not entail any amendment to the then current bonus scheme for relevant employees, with the exception that shares are allotted instead of cash payments. The Board of Directors proposes that the annual general meeting of 2015 resolves to implement a share bonus scheme, hereinafter called Share Bonus Scheme 2015, on the same terms and conditions as applied to Share Bonus Scheme 2014. Share Bonus Scheme 2015 shall cover all employees in Sweden who have long-term employments, in accordance with the rules adopted by the Board of Directors for employee bonuses, but exclude Senior Executives and those managers who participate in the Company's Share Savings Scheme. Share bonus schemes are, having regard to applicable pension rules, a cost effective way for the Company to grant bonuses to employees in Sweden.
The proposal of the Board of Directors includes (a) the implementation of the share bonus scheme as such, as well as several resolutions as a direct result of Share Bonus Scheme 2015, i.e. resolutions on (b), directed share issue of Series C shares (c), authorization for the Board of Directors to repurchase Series C shares (d), authorization for the Board of Directors to repurchase Series B shares (e), transfers of Series B treasury shares and (f) authorization for the Board of Directors to transfer Series B treasury shares to secure payment of social security contributions, all in accordance with what is set out in the respective items below.

a) Resolution on implementation of Share Bonus Scheme 2015 for employees in Sweden
Share Bonus Scheme 2015 includes up to 1,200,000 shares, of which up to 900,000 will be newly issued pursuant to item b) below. The remaining shares within the scheme will be acquired by the Company via the stock exchange pursuant to item d) below, or, in the alternative, will be covered by treasury shares already held by the Company, see further in item d) below. Share Bonus Scheme 2015 entails that the employee receives shares in the company corresponding to the accrued bonus for 2015 divided by a base share price. The base share price shall correspond to the volume weighted average price for the Company's Series B shares during 23 March 2015 – 30 March 2015, reduced by the amount corresponding to the dividend amount per share for the financial year 2014. The base share price shall be recalculated on generally accepted terms if events transpire that affect the share price, such as resolutions on splits, bonus issues, cancellation of shares and the like during the duration of the scheme.
The bonus per employee is based on the operational results per employee of the included business units. For maximum bonus, it is required that the result exceeds certain predetermined amount levels. To the extent a level is not achieved, the bonus is decreased by predetermined parameters. The results of business units at several levels within the group are considered, with

the aim of all included business units excelling in order to achieve maximum bonus. For unit and regional managers and similar positions, also the number of employees for which the manager is responsible as well as the growth achieved by the business unit shall be considered. With respect to administrative staff, only the number of business units for which the employee works is considered. The maximum total bonus per employee is three monthly salaries. The maximum growth bonus per employee is one monthly salary.

b) Proposal on directed share issue of Series C shares

As a consequence of Share Bonus Scheme 2015, the Board of Directors proposes that the annual general meeting resolves on a directed share issue of 900,000 Series C shares for a subscription price of SEK 1 per share. The issue will result in a dilution of approximately 1 percent of the share capital and 0.5 percent of the votes. Subscription for the shares shall be made by 29 May 2015 by payment of the subscription price into the bank account designated by the company. All of the 900,000 Series C shares shall be, in deviation from the existing shareholders' pre-emption rights, be subscribed by a bank or financial institution agreed to in advance. Through the issue, the company's share capital will be increased by SEK 900,000. Issued Series C shares will not, in accordance with the company's articles of association, entitle the holder to dividends.

The rationale for the deviation from the existing shareholders' pre-emption rights is that the issue forms part of the implementation of Share Bonus Scheme 2015 and serves the purpose of enabling the company to deliver shares. The Board of Directors holds the opinion that it is advantageous to the company and its shareholders that the company's employees are shareholders in the company.

The issue price is based on the shares' quota value. The issue price is proposed to be the quota value to limit the company's costs for repurchasing the issued shares.

c) Proposal on resolution to authorize the Board of Directors to repurchase the issued Series C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to, prior to the next annual general meeting, repurchase the 900,000 issued Series C shares by a limited offer to all holders of Series C shares. The repurchase of the 900,000 Series C shares shall be made at the price of SEK 1 per share, in total SEK 900,000. The repurchase forms part of the implementation of Share Bonus Scheme 2015 and serves the purpose of enabling the company to deliver shares. The intention is that the repurchaseed shares shall be converted to Series B shares to the extent required to enable the Company to fulfill its obligations under Share Bonus Scheme 2015. Thus, the converted Series B shares shall subsequently be used by the Company to fulfill its obligations under Share Bonus Scheme 2015.

d) Proposal on resolution to authorize the Board of Directors to repurchase Series B shares

To enable the company to deliver Series B shares under Share Bonus Scheme 2015, and secure payment of thereto connected social security contributions, the Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to acquire Series B shares on the following conditions.

The authorization may be used on one or several occasions, however no later than prior to the next annual general meeting. Acquisition may be made of up to 1,200,000 Series B shares to ensure the Company's compliance with its obligations under Share Bonus Scheme 2015. Acquisitions may be made only to the extent the Company's total holding of shares in the

Company at each point in time does not exceed 10 percent of all issued and outstanding shares in the Company. Acquisitions shall be made via regulated markets on which the Company's shares are traded and may only be made at a price within the relevant registered price range, by which is meant the span between the highest purchase price and lowest sell price.

e) Proposal on resolution to authorize the Board of Directors to transfer Series B treasury shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to transfer treasury shares on the following conditions.
The company shall transfer the number of Series B treasury shares, which the Company is obliged to transfer under the conditions of Share Bonus Scheme 2015 adopted as set out above, in total up to 910,000 shares. The right to acquire shares shall be held by employees who are entitled to receive shares under conditions of Share Bonus Scheme 2015. The transfer of shares to the employees included in Share Bonus Scheme 2015 shall be made without consideration and be made in the first half of 2016. Transfers can be made of (i) such shares as have been acquired under item (d) above and have subsequently been converted to Series B shares, (ii) such Series B shares as have been acquired under item (e) above, and (iii) such shares as have been acquired by the Company to ensure delivery under Share Bonus Scheme 2014 and under the Company's Share Savings Schemes, but are not longer needed under those schemes as well as such shares as the Company has acquired to complete planned acquisitions but are not deemed required for future acquisitions (in total up to 698,764 shares may be transferred under this item (iii) less the shares transferred under item f) (iii) below). The Board of Directors is of the opinion that it is beneficial to the Company and its shareholders that the Company's employees are shareholders in the Company. In light thereof, it is important to implement Share Bonus Scheme 2015. The transfer of the shares to the employees forms part of the implementation of Share Bonus Scheme 2015 and has the purpose of fulfilling the Company's obligations towards the employees entitled to receive shares in accordance with the conditions of Share Bonus Scheme 2015.

f) Proposal on resolution to authorize the Board of Directors to transfer Series B treasury shares to secure payment of social security contributions

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to transfer Series B treasury shares on the following conditions.
Transfers of Series B shares may be made over Nasdaq Stockholm at a price within the relevant registered price range, by which is meant the span between the highest registered purchase price and the lowest registered sell price. Transfers of shares may be made of the number of Series B shares required to secure the Company's costs, including costs for social security contributions, connected to Share Bonus Scheme 2015, however not more than 290,000 shares. Transfer of shares may also be made outside Nasdaq Stockholm to a bank or financial institution, in deviation from the shareholders' pre-emption rights. Such transfer may be made at a price corresponding to the registered share price at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable. The authorization may be used on one or more occasions, however no later than the following annual general meeting. Transfers may be made of (i) those shares that have been acquired under item c) above and subsequently converted to Series B shares, (ii) those Series B shares that have been acquired under item d) above, and (iii) such shares as the company has previously acquired to ensure delivery under Share Bonus Scheme 2014 and the Company's Share Savings Schemes, but are no longer needed under those schemes, as well as such shares as the Company has acquired to complete acquisitions but are not deemed required for future acquisitions (in total up

to 698,764 shares may be transferred under this item (iii) less the shares transferred under item e) (iii) above).
The Board of Directors is of the opinion that it is beneficial to the Company and its shareholders that the Company's employees are shareholders in the Company. In light thereof, it is important to implement Share Bonus Scheme 2015. The transfer of the shares to the employees forms part of the implementation of Share Bonus Scheme 2015 and has the purpose facilitating the transfer of treasury shares and securing costs, including social security contributions connected to Share Bonus Scheme 2015.

Voting majority
The proposals of the Board of Directors under items a) - f) above shall be made with application of the voting majority rules set out in Chapter 16 of the Companies Act, entailing that shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting must vote in favor of the proposals.

Item 17 Resolution on authorization for the Board of Directors to resolve on transfers of treasury shares within the scope of Share Bonus Scheme 2014

In order to facilitate the implementation of Share Bonus Scheme 2014, the annual general meeting of 2014 resolved to authorize the Board of Directors to transfer up to 270,000 Series B shares to cover thereto connected costs, including social security costs. Since the annual general meeting of 2014, the Board of Directors has transferred 0 Series B treasury shares to cover those costs. These transfers do not cover Sweco's costs related to Share Bonus Scheme 2014. Against this background, and since the authorization expires in connection with the annual general meeting of 2015, the Board of Directors proposes that the annual general meeting shall resolve that 270,000 Series B treasury shares shall be transferrable to cover these costs.

To secure costs for social security contributions within the scope of Share Bonus Scheme 2014, the Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to resolve on transfers of Series B treasury shares on the following terms and conditions. Transfers of Series B shares may be made over Nasdaq Stockholm at a price within the relevant registered price range, by which is meant the span between the highest registered purchase price and the lowest registered sell price. Transfers of shares may be made of the number of Series B shares required to secure the Company's costs, including costs for social security contributions, connected to Share Bonus Scheme 2014, however not more than 270,000 shares. Transfer 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 transfer may be made at a price corresponding to the registered share price at the stock exchange at the time of the transfer, with such deviation on market terms that the Board of Directors finds reasonable. The authorization may be used on one or more occasions, however no later than prior to the next annual general meeting. Transfers may be made of (i) those Series C shares that have been acquired within the scope of Share Bonus Scheme 2014 and subsequently converted to Series B shares, (ii) those Series B shares that have been acquired within the scope of Share Bonus Scheme 2014, (iii) such Series B shares as have been acquired within the scope of the Company's Share Savings Schemes but are not longer required for those schemes, and (iv) such shares as the Company has acquired to complete acquisitions but are not deemed required for future acquisitions. The number of Series B shares in the Company

that may be transferred under this paragraph may be subject to recalculation as a result of intermediate bonus issues, splits, preferential rights issue and/or similar event.

Voting majority
A resolution by the annual general meeting to authorize the Board of Directors to transfer treasury shares as set out above is valid if at least two thirds of the votes at the annual general meeting as well as two thirds of the shares represented at the annual general meeting vote in favor of the proposal.

Item 18 Resolution on a) the implementation of a performance based 2015 Share Savings Scheme, b) authorization for the Board of Directors to acquire and transfer treasury shares within the scope of the share savings scheme and c) to transfer treasury shares to participants of the share savings scheme

Background and rationale
The annual general meetings in 2011-2014 resolved to implement incentive schemes named 2011 Share Savings Scheme, 2012 Share Savings Scheme, 2013 Share Savings Scheme and 2014 Share Savings Scheme, respectively, aimed at Senior Executives and other key personnel in Sweco. The Board of Directors of Sweco maintains its view that it is important and in the best interest of the shareholders that key personnel of the group has a long-term interest in a solid increase in the value of the shares in the Company. Having regard to the foregoing and that the investment periods of the previous Share Savings Schemes have expired, the Board of Directors proposes the long-term, performance based incentive scheme for Senior Executives and other key personnel as set out below ("2015 Share Savings Scheme"). The main rationale for the 2015 Share Savings Scheme is to increase the viability of retaining and recruiting key personnel and that individual, long-term ownership amongst the participants of the scheme is expected to stimulate increased interest in the company's business and its result, increase motivation and the affinity with Sweco. The proposed conditions for the 2015 Share Savings Scheme correspond to those of 2011-2014 Share Savings Schemes. In order to facilitate the implementation of the 2015 Share Savings Scheme, the Board of Directors also proposes that in total up to 159,000 Series B treasury shares should be available for acquisition and transfer onto the participants of 2015 Share Savings Scheme, as well as over Nasdaq Stockholm in order to cover thereto connected costs for social security contributions.

a) Implementation of performance based 2015 Share Savings Scheme
The Board of Directors proposes that the annual general meeting resolves to implement 2015 Share Savings Scheme, comprising up to 159,000 Series B Sweco shares, on the following main conditions. Up to 80 Senior Executives and other key personnel in the group shall be offered to participate in 2015 Share Savings Scheme. Participation in the 2015 Share Savings Scheme requires the participants to acquire Series 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 2015 (the "Base Salary"). If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2018 (the "Retention Period") and the participant remains in the same or equivalent position in the Sweco group during the whole of the Retention Period, then each Savings Share entitles the participant to without consideration receive one Series B share

in Sweco (“Matching Share”) and – provided that the performance criteria set out below are met – an additional one to four Series B shares in Sweco (“Performance Shares”).

The President and the CFO are entitled to acquire Savings Shares for an amount corresponding to not more than 10 percent of their respective Base Salary, and are eligible to receive up to four (4) Performance Shares for each retained Savings Share. Heads of business areas (about four employees) are entitled to acquire Savings Shares for an amount corresponding to not more than 7.5 percent of their respective Base Salary, and are eligible to receive up to three Performance Shares for each retained Savings Share. Heads of subsidiaries and divisions (about 50 employees) are entitled to acquire Savings Shares for an amount corresponding to not more than 5 percent of their respective Base Salary, and are eligible to receive up to two Performance Shares for each retained Savings Share. Key personnel in central administration (about 24 employees) are entitled to acquire Savings Shares for an amount corresponding to not more than 5 percent of their respective Base Salary, and are eligible to receive up to one Performance Share for each retained Savings Share.

Acquisitions of Savings Shares must be made by 31 December 2015, the Board of Directors, however, being authorized to extend that period, should a participant be prevented to acquire the shares during said period. Matching Shares and possible Performance Shares will be received within 20 days of the announcement of the results for the financial year 2018.

The allocation of Performance Shares is dependent on the achievement of certain goals for the total yield of the Sweco share (performance adjusted to take dividends into account) during the Retention Period. The evaluation of performance shall be based on a combination of the Sweco share’s total yield in relation to the total yield of a certain number of benchmark companies (so-called relative total yield) and the requirement that the Sweco share’s total yield must be positive during the Retention Period (so-called absolute total yield). For Performance Shares to be allocated, it is required that the Sweco share’s total yield is positive during the Retention Period. If the absolute total yield requirement is met, the potential allocation of Performance Shares is set in relation to the total yield of the benchmark companies. 35 percent of the maximum number of Performance Shares shall be allocated if the total yield of the Sweco share matches the median of the total yield of the benchmark companies. 100 percent of the maximum number of Performance Shares shall be allocated if the total yield of the Sweco share is higher than that of any of the benchmark companies. If the total yield of the Sweco share is higher than the median, but lower than that of the highest of the benchmark companies, then the allocation will be prorated. The benchmark companies will comprise publicly traded consulting engineering companies that are active and compete on the same market as Sweco does. The Board of Directors shall be authorized to reduce the number of Performance Shares allocated, if the Board of Directors deems allocation in accordance with the foregoing principles, having regard to Sweco’s result and financial position and the conditions on the stock-market in general, to not be reasonable.

The Board of Directors shall be responsible for the detailed wording and management of 2015 Share Savings Scheme, within the framework of the main conditions, and also be authorized to make such minor adjustments of these conditions that may be required due to legal or administrative conditions. Further, the Board of Directors shall be authorized to adjust or deviate from the conditions due to local legal requirements and local market practices.

b) Authorization for the Board of Directors to decide on acquisitions and transfers of treasury shares within the scope of the Share Savings Scheme
To facilitate the transfer of Matching Shares and Performance Shares under the 2015 Share Savings Scheme and to cover thereto related costs for social security contributions, the Board of Directors proposes that the annual general meeting also authorizes the Board of Directors to decide, on one or several occasions but not later than by the annual general meeting 2016, on acquisitions and transfers of Series B treasury shares. Acquisitions and transfers shall be made over Nasdaq Stockholm for a price within the relevant registered price range. Not more than 126,000 Series B shares may be acquired to in order to secure the delivery of Matching Shares and Performance Shares. Not more than 33,000 Series B shares may be acquired and transferred to cover social security contributions.

c) Transfers of treasury shares to participants of the Share Savings Scheme
To facilitate the delivery of Matching Shares and Performance Shares under 2015 Share Savings Scheme, the Board of Directors proposes that the annual general meeting resolves to transfer up to 126,000 Series B treasury shares. Participants of the 2015 Share Savings Scheme shall be entitled to acquire these shares, up to the number of shares that is set out in the conditions of the scheme during the period they are entitled to receive Matching Shares and Performance Shares. Transfers of these shares shall be made without consideration. The rationale for deviating from the shareholders' pre-emptive rights for the transfers of treasury shares is to enable Sweco to transfer Matching Shares and Performance Shares to the participants of the 2015 Share Savings Scheme.

The following series B treasury shares are eligible for transfers in accordance with the above: (i) shares acquired under item b), (ii) shares held to secure Sweco's obligations under the Company's other Share Savings Schemes or Share Bonus Schemes, but are no longer required thereunder, and (iii) shares acquired to complete acquisitions, but are deemed to not be required to complete future acquisitions.

Costs for 2015 Share Savings Scheme, effects on key ratios
The maximum cost for 2015 Share Savings Scheme has been estimated to approximately SEK 7 million, not including social security contributions (at maximum allocation of Performance Shares). The costs for social security contributions, based on the assumption of a yearly increase in share price of 10 percent until to the date of allocation, is estimated to approximately SEK 4 million. Administrative costs for 2015 Share Savings Scheme have been estimated to no more than SEK 1 million.

The transfers of Series B treasury shares without consideration to the participants of 2015 Share Savings Scheme are estimated to dilute the profit per share by no more than approximately 0.1 percent. The not more than 33,000 Series B shares that may be transferred over Nasdaq Stockholm to cover social security contribution costs do not dilute the profit per share, as these are transferred at current market rates.

Voting majority
A resolution by the annual general meeting in accordance with the proposal of the Board of Directors set out in items a) – c) above, must be made applying the conditions set out in Chapter 16 of the Swedish Companies Act, meaning that shareholders holding at least nine tenths of the cast votes as well as the shares represented at the meeting must vote in favor of the proposal.

Item 19 Resolution on the authorization for the Board of Directors to resolve on transfers of treasury shares within the scope of 2012 Share Savings Scheme

The Board of Directors has, pursuant to the authorization of the annual general meeting in 2012, acquired Series B treasury shares over Nasdaq Stockholm to secure costs for social security contributions connected to 2012 Share Savings Scheme. The savings period of 2012 Share Savings Scheme expires upon the announcement of the results for the current financial year, which means that Sweco then shall deliver Matching and possible Performance Shares to the remaining participants of the scheme. Such deliveries generally entail that social security contributions must be paid. Therefore, the Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to resolve on transfers of Series B shares. The authorization may be used on one or more occasions, however not later than the annual general meeting in 2016. The number of Series B shares that is required to cover the social security contributions connected to 2012 Share Savings Scheme may be transferred, however not more than 16,603 shares. Transfers shall be made over Nasdaq Stockholm at the then relevant registered price range.

The following Series B shares are eligible for transfers in accordance with the above: (i) shares acquired under the authorization granted by the annual general meeting of 2012, (ii) shares held to secure Sweco's obligations under the Company's other Share Savings Schemes or Share Bonus Schemes, but are not longer required thereunder, and (iii) shares acquired to complete acquisitions, but are deemed to not be required to complete future acquisitions.

Voting majority
A resolution by the annual general meeting in accordance with the proposal of the Board of Directors set out above must be supported by shareholders representing at least two thirds of the cast votes as well as the shares represented at the meeting.

Item 20 Proposal and resolution on transfer of shares in Cabix

Sweco AB's wholly owned Finnish subsidiary Sweco Finland Oy ("Sweco Finland") owns, through a wholly owned Finnish subsidiary Sweco Building Services Ltd 55% of the shares in the Russian company Cabix Consulting CJSC JV ("Cabix").

The Board of Directors of Sweco proposes that the general meeting approves Sweco Building Services Ltd sale of all shares in Cabix to certain key employees in Cabix, who also are the minority shareholders in Cabix. The transfer falls within the applicable scope of the so-called Leo provisions of Chapter 16 of the Swedish Companies Act and must therefore be approved by a general meeting in Sweco.

The background to the proposed sale of the shares in Cabix is that it falls outside the scope of Sweco's strategy to have a jointly owned subsidiary in Moscow. Sweco does not see any growth potential in such a structure and, as a result, wishes to divest and for now focus on the Russian operations in St. Petersburg.

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

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

The shares in Cabix are proposed to be transferred to the individuals for a total purchase price of 41 250 RUB.

A valuation institute will produce a so-called fairness opinion for the proposed transfer.

For the resolution to be valid, it must be supported by shareholders representing at least nine tenths of the votes at the meeting as well as the shares represented at the meeting.

The complete proposal of the Board of Directors for the transfer resolution as well as the fairness opinion will be available at the Company and on the web page www.swecogroup.com as from 26 March 2015 and will be sent to those shareholders who so request.

INFORMATION PROVIDED AT THE GENERAL MEETING
The Board of Directors and the President shall, upon the request of a shareholder, and if the Board of Directors deems that it can be done without inflicting material damage to the Company, provide information on circumstances that may affect the assessment of an item on the agenda, on circumstances that may affect the assessment of the Company's or its subsidiaries' financial standing or the Company's relations to other members of the Group.

DOCUMENTS
The full wording of the proposals of the Board of Directors, the annual report and other documents that are required by the provisions of the Swedish Companies Act will be available at the Company - SWECO AB (publ), Gjörwellsgatan 22, Stockholm, and on the Company's web site – www.swecogroup.com – as of 26 March 2015, and be sent to any shareholder that so requests and provides its postal address. The full proposals may also be ordered by telephone on +46 (0)8 402 90 73.

Stockholm, February 2015
SWECO AB (publ)
The Board of Directors

Web based annual report
The web based Annual Report 2014 will be available, as from 26 March 2015 at the following address:
www.swecogroup.com