

**SWECO AB (publ)****NOTICE OF ANNUAL GENERAL MEETING**

**Annual General Meeting in SWECO AB (publ) will be held on Thursday 19 April 2018 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, 13 April 2018, and who have notified the company of their intention to participate by Friday, 13 April 2018 at the following address: Sweco AB, "Sweco Årsstämma", c/o Euroclear Sweden AB, Box 191, 101 23 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](http://www.swecogroup.com). The notification shall include name, personal identity 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, 13 April 2018 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](http://www.swecogroup.com).

**NUMBER OF SHARES AND VOTES**

At the time of publication of this notice, the total number of shares is 121,583,819, out of which 10,533,731 are Series A shares, 110,550,088 are Series B shares and 500,000 are Series C shares. The total number of votes is 21,638,739.8, 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 2,886,060 treasury shares, out of which 2,386,060 are Series B shares and 500,000 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 shall 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 2017
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 principles for salary and other remuneration to senior executives
15. Resolutions on
  - a) implementation of a Share Bonus Scheme 2018 for employees in Sweden
  - b) transfer of Series B treasury shares
  - c) authorizing the Board of Directors to sell Series B treasury shares to secure payment of social security contributions
16. Resolutions on
  - a) implementation of a performance based 2018 Share Savings Scheme
  - b) transfers of treasury shares to participants in the Share Savings Scheme
17. Resolution on authorizing the Board of Directors to resolve on acquisitions and transfers of treasury shares
18. Resolution on approval of the sale of shares in subsidiary Mecaplan
19. Conclusion of the annual general meeting

## **PROPOSALS FOR RESOLUTIONS**

### **Item 1 Election of Chairman of the general meeting**

The Nomination Committee, which comprises Eric Douglas - Investment AB Latour, Birgitta Resvik - Stiftelsen J. Gust. Richerts Minne and Johan Nordström - the Nordström family, and which represents approximately 63 percent of the votes and approximately 42 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 5.00 per share (the annual general meeting 2017 approved an ordinary dividend of SEK 4.30 per share), and that Monday 23 April 2018, shall be the record date for the distribution. If the annual general meeting resolves in accordance with the proposal, it is estimated that Euroclear Sweden AB will make dividend payments on Thursday 26 April 2018.

### **Item 10 Number of Directors and Auditor**

The Nomination Committee proposes that the Board of Directors shall comprise seven Directors elected at the general meeting.

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

**Item 11 Fees to the Directors and Auditor**

The Nomination Committee proposes that the fees to the Directors shall be SEK 800,000 (SEK 750,000 preceding year) to the Chairman and SEK 400,000 (SEK 375,000 preceding year) each to the other Directors elected by the general meeting, who are not also employed by the company.

The Nomination Committee proposes that fees to the members of Audit Committee shall be SEK 150,000 (SEK 140,000 preceding year) to the Chairman, and SEK 90,000 (SEK 80,000 preceding year) each to the other members of the Audit Committee, who are not also employed by the company.

The Nomination Committee further proposes that the fees to the members of the Remuneration Committee shall be SEK 100,000 (SEK 90,000 preceding year) to the Chairman, and SEK 60,000 (SEK 50,000 preceding year) each to the other members of the Remuneration Committee, who are not also employed by the company.

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 Nomination Committee proposes re-election of Gunnel Duveblad, Elaine Grunewald, Johan Hjertonsson, Eva Lindqvist, Johan Nordström and Christine Wolff and to newly elect Alf Göransson. Further, the Nomination Committee proposes that the annual general meeting re-elects Johan Nordström as Chairman of the Board of Directors. Anders G Carlberg and Tomas Carlsson has requested to not be re-elected.

Alf Göransson, born 1957, CEO and member of the Board of Directors of Securitas AB until March 1, 2018, and Chairman of the Board in Loomis AB and Board Member in Hexpol AB and Axel Johnson Inc. Among previous positions can be mentioned CEO and president in NCC AB, CEO of Svedala Industri AB, Business Area Manager in Cardo Rail and CEO of Swedish Rail Systems AB within the Scancem Group. Alf holds an international BSc in Economics and Business Administration from the School of Business, Economics and Law, University of Gothenburg, Sweden.

**Item 13 Appointment of Auditor**

The Nomination Committee proposes based on the recommendation of the audit committee re-appointment of current auditing firm, PriceWaterhouseCoopers AB, up until the conclusion of the annual general meeting 2019. PriceWaterhouseCoopers has informed that, provided that the proposal is accepted, the auditor in charge will be Michael Bengtsson.

**Item 14 Resolutions on principles 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 remuneration principles, employment terms, pension benefits and

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bonus schemes for senior executives, as well as to monitor and evaluate these principles and remuneration structures, etc. 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 & CEO, the CFO and all managers who report directly to the President & CEO.

#### *Remuneration*

The Sweco Group's aim is to offer a competitive and market-based level of remuneration to recruit and retain its senior executives. Remuneration to senior executives comprises of base salary, variable compensation consisting of short-term variable remuneration and long-term variable remuneration (Sweco Share Savings Scheme) as well as pension and other benefits.

#### *Base salary and short-term variable remuneration*

The remuneration shall be based on factors such as work duties, qualifications, experience, position and performance. In addition, the break-down between base salary and short-term variable remuneration, shall be proportionate to the employee's position and work description. The short-term incentive remuneration shall be linked to predetermined, measurable criteria that are devised to comply with the company's long-term value creation.

The Short-term variable remuneration for the President & CEO and the CFO may not exceed 75 percent of the base salary. For other senior executives, the Short-term variable remuneration may as a rule not exceed 50 percent of the base salary. Due to acquisitions, exceptions to this maximum percentage may apply for a limited time, until integration with Sweco's short-term incentive program is aligned. The short-term variable remuneration shall be determined, based on results in relation to predetermined profitability targets. Targets for the President & CEO and other senior executives shall be determined by the Board of Directors.

#### *Long-term Variable Remuneration - Share based incentive schemes*

Sweco senior executives may be offered various forms of long term incentive schemes, based on market terms. The rationale for share-based incentive schemes is to increase and/or diversify senior executives' share ownership and/or exposure and to more closely align the interests of the company's decision makers and shareholders. At the same time, personal shareholder commitment among key personnel is expected to stimulate greater interest in the company's operations and earnings trend and to increase motivation and affinity with Sweco.

Resolutions on share based incentive schemes shall always be made at the Annual General Meeting or at an Extraordinary General Meeting.

#### *Pension*

The terms and conditions for pensions for Sweco's President & CEO and senior executives shall be market based relative to what generally applies to comparable senior executives in the market, and shall normally be based on defined contribution pension schemes.

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### Other Benefits

Other Benefits may be awarded, primarily in the form of company vehicles and mobile phone benefits.

### *Terms of notice*

In the event of dismissal by the company, the President & CEO has a maximum notice period of 18 months. In the event of the President & CEO's resignation, the notice period shall be no more than 6 months.

For other senior executives, the term of notice shall normally be 12 months in the event of dismissal by the company and 6 months in the event of the executive's resignation.

These principles shall apply to agreements entered into subsequent to the Annual General Meeting's resolutions and to any changes or alterations made to existing agreements after this time, to the extent permitted under the terms of the existing agreements. The Board of Directors shall be entitled to deviate from these principles in individual cases, if there are extraordinary reasons therefore.

## **Item 15 Resolution on the implementation of a) a Share Bonus Scheme 2018 for employees in Sweden, b) transfers of Series B treasury shares, c) authorization for the Board of Directors to sell 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. Corresponding share bonus schemes were implemented after decision by the annual general meetings 2015 - 2017. These Share Bonus Schemes did not entail any amendments to the previously existing 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 2018 resolves to implement a share bonus scheme, hereinafter called Share Bonus Scheme 2018, on terms and conditions generally corresponding to those of Share Bonus Scheme 2017 (however, Share Bonus Scheme 2018 does not include any issue of Series C shares and the proposal to authorize the Board of Directors to repurchase Series B treasury shares is now part of a separate proposal on a general repurchase authorization). Share Bonus Scheme 2018 shall cover all employees with long-term employments in Sweden, 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 other incentive schemes. 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 2018, i.e. resolutions on (b), transfers of Series B treasury shares and (c) authorization for the Board of

Directors to sell Series B treasury shares to secure payment of social security contributions, all in accordance with what is set out in the respective items below. As an alternative (in whole or in part) to (b) below and the Board of Directors' separate repurchase authorization proposal, the Company may enter into equity swap agreement(s) with a third party in order to hedge the Company's obligations under Share Bonus Scheme 2018.

*a) Resolution on implementation of Share Bonus Scheme 2018 for employees in Sweden*

Share Bonus Scheme 2018 includes up to 2,000,000 shares that will be acquired by the Company via the stock exchange pursuant to proposal to authorize the Board of Directors to repurchase Series B treasury shares, or, alternatively, will be covered by treasury shares already held by the Company, see further in item b) below. Share Bonus Scheme 2018 entails that the employee receives shares in the Company corresponding to the accrued bonus for 2018 divided by a base share price. The base share price shall correspond to the average purchase price by volume for the Company's Series B shares during 19 March 2018 – 30 March 2018, reduced by the amount corresponding to the dividend amount per share for the financial year 2017. 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 similar during the duration of the scheme. Share Bonus Scheme 2018 shall apply for the financial year 2018, and allotment of shares in the company shall take place during the first half of 2019. 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 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.

*b) Proposal on resolution to transfer Series B treasury shares*

The Board of Directors proposes that the annual general meeting resolves on transfer of 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 2018 adopted as set out above, in total up to 1,500,000 shares. The right to acquire shares shall be held by employees who are entitled to receive shares under conditions of Share Bonus Scheme 2018. The transfer of shares to the employees included in Share Bonus Scheme 2018 shall be made without consideration and be made in the first half of 2019. Transfers can be made of (i) such Series B treasury shares as have been acquired under Share Bonus Scheme 2018 pursuant to the Board of Directors' separate repurchase authorization proposal and (ii) such shares as have been acquired (or have been converted from acquired Series C treasury shares) by the Company to ensure delivery under previous Share Bonus Schemes 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 acquisitions but are not deemed required for future acquisitions (in total up to 2,000,000 shares may be transferred under this item (ii) summed with the shares transferred under item c) (ii) 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 2018. The transfer of the shares to the employee's forms part of the implementation of Share Bonus Scheme 2018 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 2018.

*c) Proposal on resolution to authorize the Board of Directors to sell 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 sell Series B treasury shares on the following conditions.

Sales of Series B shares may be made over Nasdaq Stockholm at a price within the at the time relevant registered price range, by which is meant the span between the highest registered purchase price and the lowest registered sell price. Sales 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 2018, however not more than 500,000 shares. Sale of shares may also be made outside Nasdaq Stockholm to a bank or other financial institution, in deviation from the 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 authorization may be used on one or more occasions, however no later than prior the next annual general meeting. Sales may be made of (i) those Series B treasury shares that have been acquired under Share Bonus Scheme 2018 pursuant to the Board of Directors' separate repurchase authorization proposal and (ii) such Series B treasury shares as the company has previously acquired (or has converted from acquired Series C treasury shares) to ensure delivery under previous Share Bonus Schemes 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 2,000,000 shares may be transferred under this item (ii) summed with the shares transferred under item b) (ii) 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 2018. The transfer of the shares to the employee's forms part of the implementation of Share Bonus Scheme 2018 and has the purpose of enabling the transfer of treasury shares and securing costs, including social security contributions connected to Share Bonus Scheme 2018.

*Costs for Share Bonus Scheme 2018, effects on key ratios*

The costs for Share Bonus Scheme 2018 that will encumber the profit and loss statement according to IFRS 2 are estimated at approximately SEK 155 million. Costs for social security contributions are estimated to approximately SEK 52 million. Through Share Bonus Scheme 2018 the group's total costs for bonuses is expected to decrease by approximately SEK 23 million for 2018 as compared to the costs if cash bonus had instead been granted. Administrative costs for Share Bonus Scheme 2018 have been estimated to a maximum of SEK 1 million. Transfer without consideration of the up to 1,500,000 shares to the participants of Share Bonus Scheme 2018 is estimated to correspond to a dilution of the yield per share of no more than 1.3 percent. The up to 500,000 Series B shares that may primarily be transferred over Nasdaq Stockholm to cover costs for social security contributions do not cause dilution of yield per share, since they are transferred to the current market price.

*Voting majority*

The proposals of the Board of Directors under items a) - c) above shall be made as one decision 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. The resolution shall also be conditional upon the annual general meeting resolving in accordance with the Board of Directors' separate repurchase authorization proposal (item 17 on the agenda)

**Item 16 Resolution on a) the implementation of a performance based 2018 Share Savings Scheme and b) to transfer treasury shares to participants in the share savings scheme**

*Background and rationale*

Since 2011, the Annual General Meetings have resolved to implement so-called Share Savings Schemes aimed at senior executives and other key personnel within Sweco AB and its group of companies ("Sweco"), each scheme with duration until either (i) the publication of the year-end report of the third financial year following its implementation (the 2011-2015 Share Savings Schemes) or (ii) the fourth business day following the publication of the year-end report of the third financial year following its implementation (the 2016-2017 Share Savings Schemes). The Board of Directors maintains its view that it is important and in the shareholders' interest that the group's key personnel have a long-term interest in the performance of the shares in the Company. In light of the foregoing, and having regard to the fact that the investment periods of previous Share Savings Schemes have expired, the Board of Directors proposes the long-term performance based incentive scheme for the senior executives and other key personnel of the group as set out below (the "2018 Share Savings Scheme").

The main rationale for the 2018 Share Savings Scheme is to enhance the ability to retain and recruit key personnel and that the participants' individual long-term commitment to ownership is expected to stimulate increased interest in the business and its profitability, increase motivation as well as the affinity with Sweco. The proposed conditions of the 2018 Share Savings Scheme principally correspond to those applicable to the 2017 Share Savings Scheme, with the exception that the right to receive so-called matching shares is made conditional upon the absolute total shareholder return being positive (moreover, the proposal to authorize the Board of Directors to repurchase Class B treasury shares is now part of a separate proposal on a general repurchase authorization),

In order to implement the 2018 Share Savings Scheme, the Board of Directors proposes that a maximum of 176,400 Series B shares may be acquired and subsequently transferred onto participants in the 2018 Share Savings Scheme. As an alternative (in whole or in part), Sweco may enter into equity swap agreement(s) with a third party in order to hedge Sweco's obligations to deliver Matching Shares and Performance Shares to the participants in the 2018 Share Savings Scheme.

*a) Implementation of performance based 2018 Share Savings Scheme*

The Board of Directors proposes that the Annual General Meeting resolves that the 2018 Share Savings Scheme is implemented; comprising a maximum of 176,400 Series B shares in Sweco, pursuant to the following main conditions. Up to 100 senior executives and other group key personnel will be offered to participate in the 2018 Share Savings Scheme. Participation in the 2018 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 2018 (the "Base Salary"). 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 2021 (the “Retention Period”) and the participant remains in the same, equivalent or higher 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”) subject to the absolute total shareholder return being positive during the Retention Period and – provided that the performance criteria set out in the fourth paragraph below are met – an additional one to four Series B shares in Sweco (“Performance Shares”).

The Group CEO and CFO (two persons) are entitled to acquire Savings Shares for an amount corresponding to no more than 10 percent of their respective Base Salary, and are eligible to receive up to four Performance Shares for each retained Savings Share. Heads of business areas (seven persons) are entitled to acquire Savings Shares for an amount corresponding to no 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 Group Staffs – part of Executive Team (three persons) are entitled to acquire Savings Shares for an amount corresponding to no more than 5 percent of their respective Base Salary, and are eligible to receive up to two Performance Shares for each retained Savings Share. Heads of subsidiaries and divisions (approx. 52 persons) are entitled to acquire Savings Shares for an amount corresponding to no 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 (approx. 36 persons) are entitled to acquire Savings Shares for an amount corresponding to no 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 2018. The Board of Directors are, however, authorized to extend that period, if a participant be prevented to acquire the shares during said period. Matching Shares and any Performance Shares will be received within 40 days of the publication of the year-end report for the financial year 2021.

The allocation of Performance Shares is dependent on the achievement of certain goals for the total yield of the Sweco B 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 B 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 B 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 B share’s total yield is positive during the Retention Period. If the requirement under absolute total yield is fulfilled, then the potential allocation of Performance Shares is based on the total yield of the Sweco B share in relation to the total yield of the benchmark companies. 35 percent of the maximum number of Performance Shares will be allocated if the total yield of the Sweco share matches the median of the benchmark companies. 100 percent of the maximum number of Performance Shares will be allocated if the total yield of the Sweco share is higher than that of all 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 linear. The group of benchmark companies, as determined by the Board of Directors, will comprise publicly traded consulting engineering companies that are active and compete on the same markets as Sweco does.

The Board of Directors shall be authorized to decrease the number of Performance Shares allocated, if the Board of Directors deems allocation in accordance with the foregoing principles,

having regard to Sweco's results and financial position, the conditions on the stock market and to other circumstances, not to be reasonable.

The Board of Directors shall be responsible for the details and management of the 2018 Share Savings Scheme within the framework of the main conditions, and the Board of Directors is authorized to make minor adjustments to these conditions as required by law or for administrative reasons. Further, the Board of Directors shall also be authorized to adjust or deviate from the conditions as required by local laws and regulations and existing market practices.

*b) Transfers of treasury shares to participants of the Share Savings Scheme*

To enable the transfer of Matching Shares and Performance Shares under the 2018 Share Savings Scheme, the Board of Directors finally proposes that the Annual General Meeting resolves to transfer up to 140,000 Series B treasury shares. The right to acquire shares shall vest in participants in the 2018 Share Savings Scheme, where the maximum number of shares each participant is entitled to acquire is subject to the terms and conditions of the scheme during the period they are entitled to receive Matching Shares and Performance Shares. The transfers of the shares shall be made without consideration.

Transfers are permitted of Series B treasury shares that (i) were acquired under Share Savings Scheme 2018 pursuant to the Board of Directors' separate repurchase authorization proposal, (ii) are held to secure Sweco's obligations under the Company's other Share Savings Schemes or share bonus schemes, but that are no longer required thereunder, and (iii) were acquired for the completion of acquisitions, but that are expected not to be required for future acquisitions.

The rationale for the deviation of the existing shareholders' rights of pre-emption when transferring the company's treasury shares is to facilitate Sweco to transfer Matching Shares and Performance Shares to the participants in the 2018 Share Savings Scheme.

*Costs for 2018 Share Savings Scheme, effects on key ratios*

The maximum cost for 2018 Share Savings Scheme has been estimated to approximately SEK 10.5 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 not more than approximately SEK 8 million. Administrative costs for 2018 Share Savings Scheme have been estimated to not more than SEK 1 million.

The transfers of Series B treasury shares without consideration to the participants of 2018 Share Savings Scheme are estimated to dilute the earnings per share by no more than approximately 0.1 percent. The up to 36,400 Series B shares that may be transferred over Nasdaq Stockholm to cover social security contribution costs do not have a diluting effect on the earnings per share, as these are transferred at 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) – b) above, must be made as one decision applying the majority rules 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 for the resolution to be valid. The resolution shall be conditional upon the Annual

General Meeting resolving in accordance with the Board of Directors' separate repurchase authorization proposal.

**Item 17 Resolution on authorizing the Board of Directors to resolve on acquisitions and transfers of treasury shares**

*a) Authorization for the Board of Directors to resolve on acquisitions of treasury shares*

To enable Sweco AB ("Sweco") to deliver shares under the proposed 2018 Share Bonus Scheme (item 15 on the agenda) and the proposed 2018 Share Savings Scheme (item 16 on the agenda) and to cover thereto related costs for social security contributions, as well as to give the Board greater freedom of action in working to optimize Sweco's capital structure, including to enable Sweco to use treasury shares as consideration in, or otherwise finance, potential future company or business acquisitions, the Board of Directors proposes that the 2018 Annual General Meeting authorizes the Board of Directors to resolve on acquisitions of Sweco Series B treasury shares on the following terms and conditions: 1. The authorization may be used on one or several occasions up until the next Annual General Meeting. 2. The number of acquired Sweco Series 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. 3. Acquisitions shall be made over Nasdaq Stockholm (or any other regulated market on which the Sweco share is traded, as the case may be). 4. 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.

*Voting majority*

For the resolution to be valid, shareholders representing at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting must vote in favor of the Board of Directors' proposal.

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

The Board of Directors proposes that the 2018 Annual General Meeting authorizes the Board of Directors to resolve on the transfer of Sweco Series B treasury shares on the following terms and conditions: 1. The authorization may be used on one or several occasions up until the next Annual General Meeting. 2. Transfers may be undertaken of up to all Sweco Series 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 authorization. 3. 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 be determined in close proximity to the share price at the time of 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.

*Voting majority*

For the resolution to be valid, shareholders representing at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting must vote in favor of the Board of Directors' proposal.

*c) Authorization for the Board of Directors to resolve on sales of treasury shares to cover costs for social security contributions related to Share Bonus Scheme 2017.*

The 2017 Annual General Meeting resolved to implement a share bonus scheme called Share Bonus Scheme 2017 aimed at Sweco employees in Sweden holding long-term employments. In order to facilitate the implementation of Share Bonus Scheme 2017, the 2017 Annual General Meeting resolved to authorize the Board of Directors to sell up to 500,000 Series B treasury shares to cover thereto connected costs, including social security contributions. Since the 2017 Annual General Meeting, the Board of Directors has sold 0 Series B treasury shares to cover those costs. Against this background, and since the authorization expires in connection with the 2018 Annual General Meeting, the Board of Directors proposes that the 2018 Annual General Meeting shall resolve that up to 500,000 Series B treasury shares may be sold to cover these costs. The Board of Directors therefore proposes that the 2018 Annual General Meeting resolves to authorize the Board of Directors to resolve on sales of Series B treasury shares on the following terms and conditions. 1. 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. 2. Sales of Series B shares may be made of the number of Series B shares required to secure Sweco's costs, including costs for social security contributions, connected to Share Bonus Scheme 2017, however no more than 500,000 shares. 3. 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 transfer may be made at a price within the relevant registered price range at the stock exchange at the time, with such deviation on market terms that the Board of Directors finds reasonable. 4. The authorization may be used on one or several occasions up until the next Annual General Meeting. 5. Sales may be made of (i) those Series C shares that have been acquired within the scope of Share Bonus Scheme 2017 and subsequently converted to Series B shares, (ii) those Series B shares that have been acquired within the scope of Share Bonus Scheme 2017, (iii) such Series B shares as have been acquired within the scope of Sweco's previous Share Bonus Schemes and Sweco's Share Savings Schemes but are no longer required for those schemes, and (iv) such shares as Sweco has acquired to complete planned acquisitions but are not deemed required for future acquisitions. 6. The number of Series B shares that may be sold under this authorization may be subject to recalculation as a result of bonus issues, splits, preferential rights issue and/or similar event that affects the number of shares in Sweco between now and the transfer.

*Voting majority*

For the resolution to be valid, shareholders representing at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting must vote in favor of the Board of Directors' proposal.

*d) Authorization for the Board of Directors to resolve on sales of treasury shares to cover costs for social security contributions related to the 2015 Share Savings Scheme*

Pursuant to the authorization granted to the Board of Directors by the 2015 Annual General Meeting, Sweco has acquired Series B shares over Nasdaq Stockholm to secure costs for social security contributions within the scope of the 2015 Share Savings Scheme. The Retention Period for the 2015 Share Savings Scheme expires in connection with the announcement of the financial results of the current financial year, which means that Sweco shall deliver Matching and Performance Shares, if any, to the participants remaining in the scheme. Such deliveries generally entail that social security contributions must be paid. The Board of Directors therefore proposes that the 2018 Annual General Meeting resolves to authorize the Board of Directors to resolve on the sale of Series B treasury shares on the following terms and conditions:

1. The authorization may be used on one or several occasions up until the next Annual General Meeting. 2. The number of Series B shares required to cover social security contributions within the 2015 Share Savings Scheme, however no more than 10,335 shares, may be sold for the purposes thereof. 3. 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. 4. Sales may be made of (i) Series B shares acquired under the authorization granted by the 2015 Annual General Meeting, (ii) Series B shares held to secure Sweco's obligations under Sweco's other Share Savings Schemes or Share Bonus Schemes, but that are no longer required thereunder, and (iii) Series B shares acquired to complete acquisitions, but that are not expected to be required to complete future acquisitions. 5. The number of Series B shares that may be sold under this authorization may be subject to recalculation as a result of bonus issues, splits, preferential rights issue and/or similar event that affects the number of shares in Sweco between now and the transfer.

*Voting Majority*

For the resolution to be valid, shareholders representing at least two thirds of the votes cast as well as the shares represented at the Annual General Meeting must vote in favor of the Board of Directors' proposal.

**Item 18 Resolution on approval of the sale of shares in subsidiary Mecaplan**

The Board of Directors proposes that the annual general meeting approves the sale of all of Sweco's shares in the indirectly owned Finnish subsidiary Sweco Mecaplan Oy ("Mecaplan"), corresponding to 54 percent of all outstanding shares in Mecaplan. The remaining owners are the managing director holding 5 percent, and Mecanova Oy holding 41 percent.

Mecaplan is a Finnish consultancy firm located in Nivala, North of Finland. Mecaplan is focusing on manufacturing design (mechanical engineering, prototype design and electrical engineering). The turnover of Mecaplan was 1,7 MEUR 2017. Mecaplan had 27 employees at the end of 2017. The transfer of all Sweco's shares in Mecaplan are proposed to be made to the managing director who is the minority owner of Mecaplan as stated above. Sweco's shares in Mecaplan are proposed to be sold for an aggregate consideration of EUR 486,000. It is the opinion of the Board of Directors that the valuation of the company leading up to above stated total consideration for Sweco's shares in Mecaplan corresponds to key parameters historically used by Sweco for in acquisitions processes for companies in similar sizes like Mecaplan. The rationale for the

proposed sale of shares in Mecaplan is that it is not in line with Sweco's strategy to hold shares in a partly owned company. Mecaplan is working with manufacturing design, which is adjacent to Sweco's industrial strategy, but does not represent core business. The sale of Mecaplan to an external party has been evaluated, but considered to be not cost efficient since the valuation would not significantly differ from the above and higher transaction costs would be involved. The transfer agreement will contain customary representations and warranties and the terms and conditions in general are considered to be market oriented by the Board of Directors of Sweco.

The sale has an insignificant effect on the financial position of Sweco and does not give rise to any significant capital gain or loss for Sweco. Nevertheless the sale is formally subject to the so-called Lex Leo-rules in Chapter 16 of the Swedish Companies Act and must therefore be approved of the shareholders' meeting in Sweco.

#### *Voting Majority*

For the resolution to be valid, shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting must vote in favor of the proposal.

#### **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](http://www.swecogroup.com) – as of 28 March 2018, 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.

For the convenience of non-Swedish speaking shareholders that are attending the Meeting, the proceedings of the Annual General Meeting will be simultaneously interpreted into English.

**Stockholm, March 2018**  
**SWECO AB (publ)**  
**The Board of Directors**

#### **Web based annual report**

The web based Annual Report 2017 will be available, as from 28 March 2018 at the following address:

[www.swecogroup.com](http://www.swecogroup.com)