

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

Annual General Meeting in SWECO AB (publ) will be held on Wednesday 17 April 2013 at 3 pm at Näringslivets Hus, Storgatan 19, Stockholm

NOTIFICATION

Shareholders who wish to participate in the general meeting must be registered in their own name in the share register maintained by Euroclear Sweden AB by Thursday, 11 April 2013, and who have notified the company of their intention to participate by Thursday, 11 April 2013 at the following address: Sweco AB, "Sweco Årsstämma", Box 7835, 103 98 Stockholm.

Notification of intention to participate can also be made by telephone on +46 (0)8-402 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 possible counsel. 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 Thursday, 11 April 2013 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 91,516,847, out of which 9,381,664 are class A shares and 82,135,183 are class B shares. The total number of votes is 17,595,182.3, where class A shares hold one vote, and class B shares hold one tenth of one vote. Sweco holds 381,465 class B shares, which do not entitle to voting at the general meeting.

AGENDA PROPOSAL

At the general meeting, which is 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 general meeting
6. Resolution on whether the general 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 2012
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 distribution of dividend 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 Auditor
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 principles for salary and other remuneration to senior executives
16. Resolutions on
 - a) implementation of a performance based share savings scheme 2013
 - 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
17. Resolutions on
 - a) authorization for the Board of Directors to resolve on acquisitions of treasury shares
 - b) authorization for the Board of Directors to resolve on transfers of treasury shares
18. Conclusion of the 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 Olle Nordström - Skirner Förvaltning AB, and which represents more than 67 percent of the votes and more than 49 percent of the share capital in the company, proposes that Olle Nordström is appointed as Chairman of the general meeting.

Item 9b Distribution of dividend and record date

The Board of Directors proposes that a distribution of dividend of SEK 3.25 (3.00) per share, and that Monday, 22 April 2013, shall be the record date for the distribution. If the annual general meeting resolves in accordance with the proposal, dividend payments will be made by Euroclear Sweden AB on Thursday, 25 April 2013.

Item 10 Number of Directors and Auditors

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 be SEK 400,000 (SEK 400,000 preceding year) to the Chairman and SEK 200,000 (SEK 200,000 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 the Audit Committee shall be SEK 100,000 (SEK 80,000 preceding year) to the Chairman, and SEK 50,000 (SEK 40,000 preceding year) each to the other members of the Audit Committee, who are not also employed by the company.

The Nominating Committee further proposes that the fees to the members of the Remuneration Committee shall be SEK 50,000 (SEK 40,000) to the Chairman, and SEK 25,000 (SEK 20,000 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 Nominating Committee proposes re-election of Anders G. Carlberg, Gunnel Duveblad, Johan Nordström, Olle Nordström, Pernilla Ström and Carola Teir-Lehtinen, and the election of Eva Lindqvist and Tomas Carlsson. Further, it is proposed that the annual general meeting elects Olle Nordström as Chairman of the Board of Directors. Mats Wäppling resigned from the Board as per December 1, 2012. Aina Nilsson Ström and Kai Wärn have declined re-election.

Eva Lindqvist is a Swedish citizen, born in 1958, with a degree in both business and engineering. She is currently a board member in for example ASSA ABLOY AB, Tieto Oy, Bodycote plc, Episerver AB and Micronic Mydata AB. She has an extensive experience of working within the telecom industry in positions as Managing Director for TeliaSonera International Carrier and within Ericsson. She has previously been board member in a large number of companies in many different businesses.

Tomas Carlsson is President and CEO of Sweco since December 1, 2012. He was previously manager for NCC Construction Sweden and has been active in the NCC group since 1991. He was born in 1965 and holds a MSc Engineering and an Executive MBA.

Tomas Carlssons previous management positions at NCC include positions as Regional Manager for NCC Construction Sweden and Manager for NCC Roads' new markets in Poland, the Baltics and St. Petersburg.

Item 13 Election of Auditor

The Nominating Committee proposes re-appointment of current auditors, PriceWaterhouseCoopers AB with Lennart Danielsson as chief auditor, up until the conclusion of the annual general meeting 2014.

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 no less than three and no 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 2014, 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. The Chairman of the Nominating Committee shall be the Chairman of the Board.

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 2014 for resolution:

- (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 resolution 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 for 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 tasks.

Item 15 Resolutions on principles for salary and other remuneration to senior executives

The Board of Directors proposes that the annual general meeting adopts principles for remuneration to senior executives in the Sweco group essentially 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, terms 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 Group Management and executives who report directly to the President.

Remuneration

The Sweco Group's aim is to offer a competitive and market-based level of remuneration, which facilitates recruiting and retaining qualified senior executives. The remuneration of senior executives comprises base salary, variable compensation, pension, other remuneration 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 comply with the long term goals of the company.

The variable compensation for the Group Management 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 solutions.

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 the company's shareholders. Individual, long-term ownership among key individuals can be expected to stimulate increased interest in the company's operations and its profitability, increase motivation and affinity with the company. Resolutions on share based incentive schemes shall always be made 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 principles 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 principles in particular cases, where special reasons apply.

Item 16 Resolution on the implementation of a) a performance based share savings scheme 2013, 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 and 2012 resolved to implement incentive schemes named the 2011 Share Savings Scheme and the 2012 Share Savings Scheme, respectively, aimed at senior executives and other key personnel in Sweco AB ("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 2011 and 2012 Share Savings Scheme have lapsed, the Board of Directors proposes the long-term, performance based incentive scheme for senior executives and other key personnel as set out below (the "2013 Share Savings Scheme"). The main rationale for the 2013 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 increase the affinity with Sweco. The proposed conditions for the 2013 Share Savings Scheme correspond to those of the 2011 and 2012 Share Savings Schemes. In order to facilitate the implementation of the 2013 Share Savings Scheme, the Board of Directors also proposes that in total up to 244,000 class B treasury shares should be available for acquisition and transfer onto the participants of the 2013 Share Savings Scheme, as well as over NASDAQ OMX Stockholm in order to cover connected costs for social security contributions.

a) Implementation of performance based Share Savings Scheme 2013

The Board of Directors proposes that the annual general meeting resolves to implement the 2013 Share Savings Scheme, comprising up to 194,000 class 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 the 2013 Share Savings Scheme. Participation in the 2013 Share Savings Scheme requires the participants to acquire class B shares in Sweco ("Savings Shares") with their own funds at market rates through NASDAQ OMX Stockholm up to an amount corresponding to 5 to 10 percent of each participant's fixed annual salary for 2013 (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 2016 (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 class B share in Sweco ("Matching Share") and – provided that the performance criteria set out below are met – an additional one to four class B shares in Sweco ("Performance Shares").

The members of Group Management (about three employees) 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 (4) Performance Shares for each retained Savings Share. Heads of business units (about 6 employees) 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 subsidiaries and divisions (about 50 employees) 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 (about 21 employees) 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 2013, 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 2016.

The allocation of Performance Shares is dependent on the achievement of certain goals set by the Board of Directors 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 set by the Board of Directors (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 the 2013 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 enable the transfer of Matching Shares and Performance Shares under the 2013 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 no later than by the annual general meeting 2014, on acquisitions and transfers of class B treasury shares. Acquisitions and transfers shall be made over NASDAQ OMX Stockholm for a price within the relevant registered price range. No more than 194,000 class B shares may be acquired in order to secure the delivery of Matching Shares and Performance Shares. No more than 50,000 class B shares may be acquired and transfer to cover social security contributions.

c) Transfers of treasury shares to participants of the Share Savings Scheme

To enable the delivery of Matching Shares and Performance Shares under the 2013 Share Savings Scheme, the Board of Directors proposes that the annual general meeting resolves to transfer up to 194,000 class B treasury shares. Participants of the 2013 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 2013 Share Savings Scheme.

Costs for the 2013 Share Savings Scheme, effects on key ratios

The maximum cost for the 2013 Share Savings Scheme has been estimated to approximately SEK 8 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 5 million. Administrative costs for the 2013 Share Savings Scheme have been estimated to no more than SEK 1 million.

The transfers of class B treasury shares without consideration to the participants of the 2013 Share Savings Scheme is estimated to dilute the profit per share by no more than approximately 0.2 percent. The no more than 50,000 class B shares that may be transferred over NASDAQ OMX 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 17 Resolution on the authorization for the Board of Directors to a) resolve on acquisitions of treasury shares and b) transfers of treasury shares

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

The Board of Directors proposes that the annual general meeting shall resolve to authorize the Board of Directors to, at one or several occasions, prior to next year's annual general meeting, resolve on acquisitions of treasury shares on the following general conditions. The number of acquired class A and/or class B shares, including shares that have otherwise been acquired and are held by the company, may not exceed ten per cent of all issued shares in the company at any given time. Acquisitions shall be made over NASDAQ OMX Stockholm for a price within the

relevant registered price range. The aim of the proposed repurchase authorization is to give the Board of Directors greater freedom of action in working to optimize the company's capital structure. The repurchase will also create opportunities for the company to use Sweco shares as consideration in connection with future acquisitions.

b) Authorization for the Board of Directors to decide on transfers of treasury shares

The Board of Directors proposes that the annual general meeting shall authorize the Board of Directors to, at one or several occasions, prior to next year's annual general meeting, resolve on transfers of treasury shares on the following general conditions. The right to transfer shares shall apply to all Sweco class A and/or B shares held in treasury at the time of the decision of the Board of Directors, provided, however, that transfers pursuant to this authorization may not include shares being held for the purpose of being allotted within the scope of the 2011 Share Savings Scheme, the 2012 Share Savings Scheme and the 2013 Share Savings Scheme, respectively, or to cover social security contributions related thereto. Transfers of shares, with deviation from the shareholders' pre-emptive rights, may take place in connection with acquisitions. Consideration for the transferred shares shall correspond to an estimated market value and shall be payable in cash, in the form of capital contributed in kind or through set-off of claims against the company or otherwise according to specific conditions. The Board of Directors shall be entitled to determine the other conditions for the transfer. The rationale for deviation from the shareholders' pre-emptive rights in connection with the transfer of treasury shares is to facilitate the financing of future acquisitions in a cost-effective manner.

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 supported by shareholders representing at least two thirds of the cast votes as well as the shares represented at the meeting.

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, annual report and other documents that are required by 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 27 March 2013, 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, March 2013
SWECO AB (publ)
The Board of Directors**

Web based annual report

The web based Annual Report 2012 will be available, as from 27 March 2013 at the following address:

www.swecogroup.com