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## PRESS RELEASE

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14 April 2016

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

The Annual General Meeting in Sweco AB on 14 April 2016 passed, among other resolutions, resolutions on the following:

#### **Board of Directors and dividend**

The annual general meeting resolved, as proposed by the nomination committee, that the Board of Directors shall comprise of eight Directors elected by the general meeting and that no Deputy Directors shall be appointed. The annual general meeting re-elected Anders G. Carlberg, Tomas Carlsson, Gunnel Duveblad, Johan Hjertonsson, Eva Lindqvist, Johan Nordström and Carola Teir-Lehtinen, and elected Christine Wolff.

Johan Nordström was re-elected as the Chairman of the Board of Directors.

It was decided to re-appoint the current auditors, PriceWaterhouseCoopers AB with Michael Bengtsson as chief auditor, up until the conclusion of the annual general meeting 2017.

The annual general meeting resolved on fees to the Board of Directors, the Audit Committee, the Remuneration Committee and the auditors in accordance with the proposal of the Nomination Committee. The annual general meeting also resolved on instructions for the Nomination Committee in accordance with the proposal of the Nomination Committee. The annual general meeting further resolved on principles for salary and other remuneration to senior executives in accordance with the proposal of the Board of Directors.

The annual general meeting resolved, in accordance with the proposal of the Board of Directors, that the shareholders shall receive a dividend of SEK 3.50 per share. The record date is 18 April 2016 and payment is expected to be made on 21 April 2016.

The annual general meeting adopted the presented income statements and balance sheets and granted the members of the Board of Directors and the Managing Director discharge from liability for the financial year 2015.

#### **The 2016 Share Bonus Scheme**

The annual general meeting resolved, as proposed by the Board of Directors, to implement the 2016 Share Bonus Scheme. The share bonus scheme covers employees in Sweden on the principally same conditions that applied under 2014 and 2015 Share Bonus Scheme and means that shares are allotted instead of cash bonus. The resolution comprised resolution on the implementation of the 2016 Share Bonus Scheme as such, as well as several resolutions as a direct result thereof, that is resolutions on a directed share issue of class C shares, authorization for the Board of Directors to acquire the newly issued class C shares, authorization for the Board of Directors to acquire class B treasury shares, authorization for the Board of Directors to transfer class B treasury shares for completion of the undertakings under the 2016 Share Bonus Scheme and authorization for the Board of Directors to transfer class B treasury shares to secure payment of social security contributions.

The scheme includes up to 1,500,000 class B shares in Sweco (of which not more than 1,125,000 shares for delivery to the participants and not more than 375,000 shares to cover social security contribution costs). Of the 1,500,000 class B shares, not more than 900,000 shares will be newly issued. The remaining shares will be acquired via the stock exchange or, in the alternative, be covered by treasury shares already held by the company. The share issue comprises 900,000 class C shares at the share issue price of SEK 1 per share, corresponding to the nominal value of the share. With deviation from the shareholders' preferential rights, the right to subscribe for the shares will be given to a bank or financial institution agreed to in advance. The issue price is based on the share's quota value. The general meeting further resolved to authorize the Board of Directors to, prior to the next annual general meeting, repurchase the newly issued class C shares at the price of SEK 1 per share, in total SEK 900 000, to repurchase up to 1,500,000 class B treasury shares to ensure the company's compliance with its obligations under the 2016 Share Bonus Scheme; to transfer up to 1,125,000 class B treasury shares to employees within the scope of the 2016 Share Bonus Scheme and to transfer up to 375,000 class B shares to secure payment of social security contributions.

The number of shares to which the employee is entitled, corresponds to the earned bonus for the financial year 2016 divided by a base share price, corresponding to the average purchase price weighted by volume for the class B share during the period 21 March 2016 – 28 March 2016, less the amount corresponding to the dividend per share resolved by the annual general meeting for 2015. The base share price shall be re-calculated in generally accepted manners if events have transpired that affect the share price, such as splits, bonus issues, cancellation and similar during the term of the scheme. The bonus per employee is based on the operational results per employee of the included business units. The maximum bonus per employee is three monthly salaries. Allocation to the employees – which in principle presupposes that the employment has not expired or been terminated – of shares will be made without consideration during the first six months of 2017.

### **The 2016 Share Savings Scheme**

Further, the annual general meeting resolved, as proposed by the Board of Directors, to implement the 2016 Share Savings Scheme, comprising up to 259,000 class B shares in Sweco (whereof up to 205,000 shares for allocation to the participants and up to 54,000 shares to cover costs related to social security contributions), on the following main conditions.

Up to 100 senior executives and other key personnel will be offered to participate in the 2016 Share Savings Scheme. The 2016 Share Savings Scheme principally corresponds to the share savings scheme decided by the annual general meetings in 2011-2015. Participation in the 2016 Share Savings Scheme requires the participants to acquire Class B shares in Sweco ("Savings Shares") with their own funds at market rates through Nasdaq Stockholm up to an amount corresponding to 5 to 10 percent of each participant's fixed annual salary for 2016. If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2019 and the participant remains employed on the same, equivalent or higher position in the Sweco group, then each Savings Share entitles the participant to without consideration receive one class B share in Sweco ("Matching Share") and – provided that certain performance criteria regarding the total yield of the Sweco share set by

the Board of Directors are met – an additional one to four class B shares in Sweco (“Performance Shares”).

To enable the implementation of the 2016 Share Savings Scheme, the annual general meeting resolved to authorize the Board of Directors to, prior to the next annual general meeting, resolve to acquire up to 205,000 treasury class B shares on the stock exchange to secure delivery of the Matching Shares and Performance Shares to the participants in the scheme, as well as to authorize that the Board of Directors acquire and transfer up to 54,000 class B shares on the stock exchange to cover costs related to social security contributions. The annual general meeting also resolved to approve the transfer, without consideration, of up to 205,000 class B shares to the participants of the 2016 Share Savings Scheme in the period during which they are entitled to receive Matching and Performance Shares.

#### **Transfer of treasury shares to secure payment of social security contributions related to Share Bonus Scheme 2015**

The annual general meeting resolved to renew the authorization for the Board of Directors, to resolve on the transfer of class B treasury shares over Nasdaq Stockholm to secure payment of social security contributions within the scope of the 2015 Share Bonus Scheme, 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 existing shareholders’ right of first refusal. Such transfer 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 to the 2017 annual general meeting.

#### **Transfer of treasury shares within the scope of the 2013 Share Savings Scheme**

The annual general meeting resolved to authorize the Board of Directors, to resolve on the transfer of class B treasury shares over Nasdaq Stockholm within the scope of the 2013 Share Savings Scheme. The authorization may be used at one or several occasions, however not longer than until the annual general meeting in 2017 and comprise the number of class B shares required to cover social security contributions under the 2013 Share Savings Scheme, however not more than 13,289 shares.

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

The Board of Directors resolved at the statutory board meeting, as authorized by the annual general meeting, to repurchase up to 205,000 class B shares to secure the delivery of the shares to the participants in the 2016 Share Savings Scheme, and up to 54,000 class B treasury shares to cover the related costs for social security contributions.

Furthermore, the Board of Directors resolved, as authorized by the annual general meeting, to repurchase not more than 1,125,000 class B treasury shares to secure the delivery of the shares to the participants of the 2016 Share Bonus Scheme and not more than 375,000 class B treasury shares to cover the related costs for social security contributions.

The Board of Directors also resolved, as authorized by the annual general meeting, to transfer not more than 13,289 class B shares to cover social security contribution costs for the 2013 Share Savings Scheme. The Board of Directors also resolved, as authorized by the annual general meeting, to transfer not more than 290,000 class B shares to cover social security

contribution costs for the 2015 Share Bonus Scheme. Transfers will be made from 12 May 2016 up until the next annual general meeting, having regard to the restrictions set out by law.

Sweco currently holds 1,609,694 treasury shares of which 709,694 are class B shares and 900 000 class C shares, all together corresponding to 1.3 per cent of the total outstanding number of shares and 0.7 per cent of the votes in the company.

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*Sweco plans and designs the communities and cities of the future. Our work produces sustainable buildings, efficient infrastructure and access to electricity and clean water. With 14,500 employees in Europe, we offer our customers the right expertise for every situation. We carry out projects in 70 countries annually throughout the world. Sweco is Europe's leading engineering and architecture consultancy, with sales of approximately SEK 16.0 billion (EUR 1.7 billion) (pro forma 2015). The company is listed on Nasdaq Stockholm.*

*The information contained herein is subject to the disclosure requirements of Sweco AB under the Swedish Securities Exchange and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 14 April 2016, 5:50 p.m. CET.*