
PRESS RELEASE

11 April 2019

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 11 April 2019 passed 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 be comprised of eight Directors elected by the general meeting and that no Deputy Directors shall be appointed. The Annual General Meeting re-elected Gunnel Duveblad, Elaine Grunewald, Johan Hjertonsson, Eva Lindqvist, Johan Nordström, Christine Wolff, Åsa Bergman and Alf Göransson. Johan Nordström was re-elected as the Chairman of the Board of Directors.

It was decided to appoint one registered audit firm as auditor and to re-appoint the current auditors, PriceWaterhouseCoopers AB with Michael Bengtsson as chief auditor, up until the conclusion of the Annual General Meeting 2020.

The Annual General Meeting resolved on fees to the Board of Directors, the Audit Committee, the Remuneration Committee and the auditors in accordance with the proposal of the Nomination Committee. The Annual General Meeting further resolved 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 5.50 per share. The record date is 15 April 2019 and payment is expected to be made on 18 April 2019.

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 2018.

The 2019 Share Bonus Scheme

The Annual General Meeting resolved, as proposed by the Board of Directors, to implement the 2019 Share Bonus Scheme. The share bonus scheme covers employees in Sweden on the principally same conditions that applied under 2015 - 2018 Share Bonus Scheme and means that shares are allotted instead of cash bonus. The resolution comprised resolutions on the implementation of the 2019 Share Bonus Scheme as such, as well as several resolutions as a direct result thereof.

The scheme includes up to 2,000,000 Class B shares in Sweco (of which not more than 1,500,000 shares for delivery to the participants and not more than 500,000 shares to cover social security contribution costs). The general meeting further resolved to authorize the Board of Directors to transfer up to 1,500,000 Class B treasury shares to employees within the scope of the 2019 Share Bonus Scheme and to sell up to 500,000 Class B shares to secure payment of social security contributions. Sales of Class B shares may be made over Nasdaq Stockholm

at a price within the relevant at the time registered price, by which is meant the span between the highest registered purchase price and the lowest registered sales price. Sales of shares may also be made outside Nasdaq Stockholm to a bank or other financial institution, in deviation from the existing shareholders' pre-emption rights. Such sale may be made at a price corresponding to the registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable.

The number of shares to which the employee is entitled, corresponds to the earned bonus for the financial year 2019 divided by a base share price, corresponding to the average purchase price weighted by volume for the Class B share during the period 18 March 2019 – 29 March 2019, less the amount corresponding to the dividend per share resolved by the Annual General Meeting for the financial year 2018. 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 2020.

The 2019 Share Savings Scheme

Further, the Annual General Meeting resolved, as proposed by the Board of Directors, to implement the 2019 Share Savings Scheme, comprising up to 187,900 Class B shares in Sweco (whereof up to 149,100 shares for allocation to the participants and up to 38,800 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 2019 Share Savings Scheme. The 2019 Share Savings Scheme principally corresponds to the share savings scheme decided by the Annual General Meetings of 2011-2018. Participation in the 2019 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 2019. If a participant retains ownership to the Savings Shares until the fourth business day following the announcement of the results for the financial year 2022, the participant remains employed on the same, equivalent or higher position in the Sweco group and if the absolute total yield for the Class B share in Sweco is positive during the Retention Period, then each Savings Share entitles the participant to without consideration receive one Class B share in Sweco ("Matching Share"). Provided that certain performance criteria regarding the total yield of the Sweco share set by the Board of Directors are met – the participant is also entitled to receive an additional one to four Class B shares in Sweco ("Performance Shares").

To enable the implementation of the 2019 Share Savings Scheme, the Annual General Meeting resolved to approve the transfer, without consideration, of up to 149,100 Class B shares to the participants of the 2019 Share Savings Scheme in the period during which they are entitled to receive Matching and Performance Shares.

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

To enable Sweco to deliver shares under the proposed 2019 Share Bonus Scheme and the 2019 Share Savings Scheme and to cover thereto related costs for social security contributions, as well as enable Sweco to use treasury shares as consideration in, or otherwise finance,

potential future company or business acquisitions the 2019 Annual General Meeting resolved to authorize the Board of Directors to resolve on acquisitions of Sweco Class B treasury shares. Up to 2,000,000 Class B shares may be required to ensure Sweco's obligations under the proposed 2019 Share Bonus Scheme. In order to implement the proposed 2019 Share Savings Scheme, a maximum of 187,900 Class B shares are required. The authorization may be used on one or several occasions up until the next Annual General Meeting. The number of acquired Sweco Class B shares may, together with Sweco shares otherwise acquired and held by Sweco, at any given time not exceed ten (10) percent of all issued shares in Sweco. Acquisitions shall be made over Nasdaq Stockholm. Acquisitions may be made at a price within the relevant registered price range on Nasdaq Stockholm, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time.

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

The 2019 Annual General Meeting also authorized the Board of Directors to resolve on the transfer of Sweco Class B treasury shares for the purposes of company or business acquisitions. The authorization may be used on one or several occasions up until the next Annual General Meeting. Transfers may be undertaken of up to all Sweco Class B shares held by Sweco at the time of the Board of Directors' resolution, provided, however, that transfers of treasury shares required for the purposes of delivering shares under Sweco's Share Bonus Schemes and Share Savings Schemes and covering thereto related costs for social security contributions may not be made under this authorization. Transfers may, in deviation from the shareholders' pre-emptive rights, be carried out outside a regulated market in conjunction with company or business acquisitions. The compensation for transferred shares shall closely correspond to the market value of the Sweco Series B share at the time of the resolution on the transfer, and shall be paid in cash, in kind or by set-off of claims against Sweco. The Board of Directors shall be entitled to determine the other terms and conditions of the transfer, applying the provisions of the Swedish Companies Act. The rationale for the deviation the shareholders' pre-emptive rights when transferring treasury shares is to enable the financing of company and business acquisitions in a cost-efficient manner.

Sale of treasury shares to secure payment of social security contributions related to the 2018 Share Bonus Scheme

The Annual General Meeting resolved to renew the authorization for the Board of Directors to sell Class B treasury shares over Nasdaq Stockholm to secure payment of social security contributions within the scope of the 2018 Share Bonus Scheme, however not more than 500,000 shares. Sales of Class B shares may be made over Nasdaq Stockholm at a price within the relevant registered price range, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time. Sales of shares may also be made outside Nasdaq Stockholm to a bank or financial institution, in deviation from the existing shareholders' pre-emption rights. Such sales may be made at a price corresponding to the at the time registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable. The authorization may be used on one or more occasions, however no later than prior to the 2020 Annual General Meeting.

Sale of treasury shares within the scope of the 2016 Share Savings Scheme

The Annual General Meeting resolved to authorize the Board of Directors, to resolve on the transfer of Class B treasury shares within the scope of the 2016 Share Savings Scheme. Sales of Series B shares may be made over Nasdaq Stockholm at a price within the relevant

registered price range, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time. The authorization may be used at one or several occasions, however not longer than until the Annual General Meeting in 2020 and comprise the number of Class B shares required to cover social security contributions under the 2016 Share Savings Scheme, however not more than 7,729 shares.

Amendment of the Articles of Association

The Annual General Meeting resolved to amend the Articles of Association to facilitate the administration of conversions of Series A shares to Series B shares. The amendment of the conversion clause in § 4 (paragraph 12), substantially means that the conversion period when shareholders can request conversion of Series A shares to Series B shares is limited to two months each year, from the current state where conversion of Series A shares to Series B shares can be requested at any time during the year. Further the Annual General Meeting resolved on, minor changes of §§ 1 and 10 of the Articles of Association due to certain terminology changes in the Swedish Companies Act (SFS: 2005:551) (Sw. *aktiebolagslagen*) and that the Swedish Central Securities Depository and Financial Instruments Accounts Act (SFS 1998:1479) (Sw. *lagen om värdepapperscentraler och kontoföring av finansiella instrument*) has changed name.

Board resolutions on the repurchase and sale of treasury shares

The Board of Directors decided at the statutory board meeting, as authorized by the Annual General Meeting, to repurchase up to twelve million (12,000,000) Class B treasury shares to deliver under the 2019 Share Bonus Scheme, the 2019 Share Savings Scheme, to cover thereto related costs for social security contributions, and to enable Sweco to use treasury shares as consideration in, or otherwise finance, potential future company or business acquisitions. Acquisitions shall be made over Nasdaq Stockholm. Acquisitions may be made at a price within the relevant registered price range on Nasdaq Stockholm, meaning the spread between the highest purchase price and the lowest selling price prevailing from time to time.

The Board of Directors decided at the statutory board meeting, as authorized by the Annual General Meeting, to sell not more than 500,000 Class B treasury shares to cover the related costs for social security contributions for the 2019 Share Bonus Scheme. The Board of Directors also decided, as authorized by the Annual General Meeting, to sell not more than 7,729 Class B shares to cover social security contribution costs for the 2016 Share Savings Scheme. The Board of Directors also decided, as authorized by the Annual General Meeting, to sell not more than 500,000 Class B shares to secure payments to cover social security contributions for the 2018 Share Bonus Scheme. Sales of Class B shares may be made over Nasdaq Stockholm at a price within the relevant at the time registered price, by which is meant the span between the highest registered purchase price and the lowest registered sales price. Sales of shares may also be made outside Nasdaq Stockholm to a bank or other financial institution, in deviation from the existing shareholders' pre-emption rights. Such sale may be made at a price corresponding to the registered price range at the stock exchange, with such deviation on market terms that the Board of Directors finds reasonable. Repurchase and sales of Class B treasury shares will be made from 13 May 2019 up until the next Annual General Meeting, having regard to the restrictions set out by law.

Sweco currently holds 3,949,755 treasury shares corresponding to 3.3 per cent of the total outstanding number of shares and 1.8 per cent of the votes in the company.

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Sweco plans and designs tomorrow's communities and cities. Our work produces sustainable buildings, efficient infrastructure and access to electricity and clean water. With 15,000 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 18.7 billion (EUR 1.8 billion). The company is listed on Nasdaq Stockholm. www.swecogroup.com.

This information is information that Sweco AB is obliged to make public pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication, through the agency of the contact person set out above, at 6:15 pm CET on 11 April 2019.