

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

**An extraordinary general meeting of SWECO AB (publ) will be held on
Thursday 22 October 2020**

The shareholders of Sweco AB (publ) ("Sweco" or the "company") are invited to participate in an extraordinary general meeting ("EGM") on Thursday 22 October 2020 to decide on extraordinary dividend as well as a split of the company's shares (share split) and an amendment to the Articles of Association related mainly to the share split.

Due to the risk of spreading Covid-19 and the authorities' regulations/guidance on avoiding gatherings of people, the Board of Directors has decided that the general meeting should be held without physical presence by inviting the shareholders to exercise their voting rights only by postal voting. Information on the resolutions adopted by the general meeting will be published on 22 October 2020 as soon as the results of the postal vote has been finalised. For further information, see the heading "Postal voting" below.

RIGHT TO PARTICIPATE; NOTIFICATION

To be entitled to participate in the meeting, shareholders must (i) be registered in their own name in the share register maintained by Euroclear Sweden AB no later than the record date, Wednesday 14 October 2020, and (ii) have notified the company no later than Wednesday 21 October 2020 by casting their postal vote in accordance with the below instructions so that the postal vote is received by the company no later than 21 October 2020.

NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee must, to be able to exercise their voting rights at the general meeting, have their shares temporarily registered in their own name with Euroclear Sweden AB (so called "voting rights registration") so that the shareholder is registered in the share register maintained by Euroclear Sweden AB by the record date, 14 October 2020. This means that shareholders should notify their request for voting rights registration to the bank or fund manager that manages their shares well in advance of this date.

POSTAL VOTING

Shareholders will exercise their voting rights at the general meeting only by postal voting (advance voting) in accordance with Section 22 of the Act (2020:198) regarding Temporary Exemptions to Facilitate the Execution of General Meetings of Companies and Associations.

A special form must be used for postal voting. The form is available on Sweco's website, www.swecogroup.com. The completed and signed postal voting form serves as registration for the EGM. No additional registration is required.

The completed form must be received by Euroclear Sweden AB (which administers the forms on behalf of Sweco) no later than on Wednesday 21 October 2020. The form can be sent by e-mail to GeneralMeetingServices@euroclear.eu or by post to: Sweco AB (publ), "EGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm. Shareholders who are natural persons can also cast their postal vote electronically by verifying their identity using "BankID" on the website of Euroclear Sweden AB. <https://anmalan.vpc.se/euroclearproxy>.

Shareholders are not permitted to add special instructions or conditions to their postal votes. If this is done, the vote (i.e., the postal vote in its entirety) will be invalid. Further instructions and conditions can be found on the postal voting form. For questions about the EGM or to receive a postal voting form by post, please contact Euroclear Sweden AB on +46 (0)8-402 90 73 (Monday–Friday 9 a.m.–4 p.m.)

POWERS OF ATTORNEY FOR PROXIES

Shareholders casting their postal vote by proxy are required to issue a written and dated power of attorney for their proxy that has been signed by the shareholder or an authorised representative of the shareholder. A form of power of attorney is available on the company's website, www.swecogroup.com. If a postal vote is cast using a power of attorney, the power of attorney must be enclosed with the postal voting form. If the shareholder is a legal entity, a certificate of registration and other authorisation documents indicating the authorised company signatory, etc. must also be enclosed with the postal voting form.

PROPOSED AGENDA

The Board of Director's proposed agenda is

1. Election of chairman for the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of two scrutinisers of the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Resolution on extraordinary dividend
7. Resolution on amendment of the Articles of Association
8. Resolution on a split of the company's shares (3:1 share split)
9. Conclusion of the meeting

PROPOSED RESOLUTIONS

Item 1 Election of a chairman for the general meeting

The Board of Directors proposes that Johan Nordström be elected to act as chairman at the meeting or, if he is unable to attend, such person as the Board of Directors may appoint in his stead.

Item 2 Preparation and approval of the voting list

The voting list proposed for approval is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the general meeting share register and received postal votes, as verified and approved by the scrutinisers.

Item 4 Election of two scrutinisers of the minutes of the meeting

The Board of Directors proposes that Olle Nordström and Caroline Sjösten be appointed to verify the minutes of the meeting or, if they are unable to, such persons as the Board of Directors may appoint in their stead. The persons appointed to verify the minutes shall, in addition to signing the minutes of the meeting along with the chairman, also verify the voting list and that incoming postal votes are correctly presented in the minutes of meeting.

Item 6 Resolution on extraordinary dividend

Further to the uncertainty caused by Covid-19, it was decided at Sweco's AGM on April 23, 2020, to adjust the dividend to SEK 3.10 per share, this to be compared with the Board of Director's original proposal of a dividend of SEK 6.20 per share.

The Board of Directors considers that the market situation has stabilised and that the company has the prerequisites to proceed with an extraordinary dividend. Sweco's Board of Directors proposes an extraordinary dividend of SEK 3.10 per share, equivalent to a total of SEK 367 million.

The Board of Directors proposes that the record date for the dividend be Monday 26 October 2020. If the general meeting resolves in accordance with the proposal, it is estimated that the dividend will be distributed by Euroclear Sweden AB on Thursday 29 October 2020.

According to the last approved balance sheet as at 31 December 2019, the company's non-restricted equity amounts to SEK 4,147 million. After the dividend approved by the AGM the disposable earnings pursuant to Ch. 17 § 3 of the Swedish Companies Act amounts to SEK 3,772 million.

Item 7 Resolution on amendment of the Articles of Association

With reference to the Board of Directors proposed share split under item 8 on the agenda, the Board of Directors proposes that the general meeting resolve the limits for the number of shares in Section 4, second and fifth paragraphs of the Articles of Association be changed so that the number of shares is limited to a minimum of three hundred sixty million (360,000,000) and a maximum of one billion, four hundred forty million (1,440,000,000) shares, and that the number of issuable Class A and Class B shares each be limited to one billion, four hundred forty million (1,440,000,000) shares and the number issuable Class C shares be limited to sixty million (60,000,000) shares. A resolution on an amendment of the Articles of Association in this respect is contingent on the general meeting resolving to approve a split of the company's shares in accordance with item 8 on the agenda.

The Board of Directors further proposes that the general meeting resolve the limits for the company's share capital in Section 4, first paragraphs of the Articles of Association be revised to a minimum of SEK one hundred and twenty million (120,000,000) and a maximum of SEK four hundred and eighty million (480,000,000).

In addition, due to changes in the Swedish Companies Act, the Board of Directors proposes that the general meeting resolve that the second paragraph of Article 9 of the Articles of Association be amended to read as follows:

Shareholders who wish to participate in the negotiations at a general meeting must notify the company of this no later than the date specified in the notice of the general meeting. This day must not be a Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not fall earlier than the fifth weekday before the general meeting.

It is proposed that the Chief Executive Officer ("CEO"), or such person as the CEO may designate, be authorised to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution.

Item 8 Resolution on a split of the company's shares (share split)

The Board of Directors proposes that the general meeting resolve to authorise a split of the company's shares whereby one existing share of the company will be divided into three shares of the same class of shares (3:1 share split). After the completion of the split, the number of shares of the company will increase from 121,083,819 to 363,251,457, comprising 31,157,139 A shares and 332,094,318 B shares. The number of votes will increase from 21,455,523.6 votes to 64,366,570.8 votes. No C shares have been issued. The quotient value of each share after the split will be approx. SEK 0.33.

The Board of Directors proposes that it be authorised to set a record date for the share split, which at the time of the notice of EGM is expected to be Wednesday 11 November 2020. This means that the first day of trading in the company's shares after the split will be Tuesday 10 November 2020. However, the specified record date may not fall before the resolution on the share split has been registered with the Swedish Companies Registration Office.

It is proposed that the CEO, or such person as the CEO may designate, be authorised to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution.

SPECIAL MAJORITY REQUIREMENT

The resolution of the general meeting under item 7 on the agenda will be valid only if it is supported by shareholders holding at least two thirds of the votes cast as well as the number of shares represented at the meeting.

INFORMATION AT THE GENERAL MEETING

The Board of Directors and CEO shall, if requested by a shareholder and the Board of Directors considers that this can be done without significant damage to the company, provide information on circumstances that could affect the assessment of a matter on the agenda. Requests for such information must be submitted in writing to the company no later than ten days before the general meeting, i.e. no later than 12 October 2020, to Sweco AB (publ), "EGM", P.O. Box 34044, SE-10026 Stockholm or by e-mail to generalmeeting@sweco.se. The requested information will be provided by the company by being made available on the company's website and at the company from 17 October 2020 at the latest. The information will also be sent to shareholders who have requested this and provided their address.

DOCUMENTS

The proposed resolutions and the below EGM documents, which are required under the provisions of the Swedish Companies Act, will be available at the company – SWECO AB (publ), Gjörwellsgatan 22, Stockholm, and on the company's website, www.swecogroup.com. The documents will be available as of 1 October 2020 at the latest and will be sent to shareholders who request this and provide their postal address. The documents can also be ordered by phone on +46 (0)8-402 90 73.

- Annual report including the auditor's report for the financial year 2019
- Statement of the Board of Directors pursuant to Ch. 18 § 4 of the Swedish Companies Act
- Report of the Board of Directors pursuant to Ch. 18 § 6 of the Swedish Companies Act
- Auditor's opinion pursuant to Ch. 18 § 6 of the Swedish Companies Act
- The Articles of Association in their proposed new wording

NUMBER OF SHARES AND VOTING RIGHTS

At the time of publication of this notice, the total number of Sweco AB (publ) shares is 121,083,819 shares, out of which 10,385,713 are Class A shares and 110,698,106 are Class B shares. The total number of votes is 21,455,523.6, with each Class A share carrying one vote while each Class B share, and Class C share carries one tenth of a vote. Sweco holds 2,684,498 Class B treasury shares. Sweco's treasury shares do not entitle voting at the general meeting.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the general meeting, visit: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm, September 2020
SWECO AB (publ)
The Board of Directors