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## PRESS RELEASE

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13 April 2011

### **Resolutions at Sweco AB's annual general meeting and resolution on redemption of company shares**

**The Annual General Meeting of Sweco AB on 13 April 2011 passed, among other resolutions, resolutions on the following.**

#### **Resolutions at the annual general meeting**

The annual general meeting resolved, as proposed by the nominating committee, that the Board of Directors shall comprise of eight Directors elected by the general meeting. The annual general meeting re-elected Anders G. Carlberg, Gunnel Duveblad, Aina Nilsson Ström, Olle Nordström, Pernilla Ström, Mats Wäppling and Kai Wärn. Carola Teir-Lehtinen was elected as a new Director. Sofia Arkelsten resigned from the Board of Directors at her own request on 28 October 2010.

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

Carola Teir-Lehtinen was born in 1952 and she is a Finish citizen. She has been employed by Fortum Abp, Finland between 1998 and 2010 and most recently she was Corporate Vice President in charge of Sustainability. Prior to that, she was employed by Neste Abp, Finland, 1986-1998 and the Institute for Water and Air Preservation Research IVL in Sweden 1979-1986. Carola holds a Masters Degree (Chemistry) from the Åbo Academy from 1979. She is a Director on the boards of, inter alia, Stockman Abp, The Arcada Foundation and the Nottbeck Foundation.

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 Nominating Committee. The annual general meeting also resolved on instructions for the Nominating Committee in accordance with the proposal of the Nominating Committee. The annual general meeting further resolved on principles for remuneration and other terms of employment of 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 3.00 per share. The record date is 18 April 2010 and payment is expected to be made on 21 April 2011.

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 2010 financial year.

Further, the annual general meeting resolved, as proposed by the Board of Directors, to implement the Share Savings Scheme 2011, comprising up to 250,000 Series B shares in Sweco (whereof up to 198 000 shares for allocation to the participants and up to 52 000 shares to cover costs related to social security contributions), on the following main conditions. Up to 80 senior managers and other key personnel will be offered to participate in the Share Savings Scheme 2011. Participation in the Share Savings Scheme 2011 requires the participants to

acquire Series 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 2011. If a participant retains ownership to the Savings Shares until the time of the announcement of the results for the financial year 2014 and the participant is still employed by the Sweco group, then each Savings Share entitles the participant to without consideration receive one Series B share in Sweco ("Matching Share") and – provided that certain performance criteria set by the Board of Directors are met – an additional one to four Series B shares in Sweco ("Performance Shares"). To facilitate the implementation of the Share Savings Scheme 2011, the annual general meeting resolved to authorize the Board of Directors to, prior to the next annual general meeting, resolve to acquire up to 198,000 Series B shares over the stock exchange to secure that Matching Shares and Performance Shares are available for allocation to the participants in the scheme, as well as to authorize that the Board of Directors acquire and transfer up to 52,000 Series B shares over 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 198,000 Series B shares to the participants of the Share Savings Scheme 2011 in the period during which they are entitled to receive Matching and Performance Shares.

The annual general meeting further resolved to authorize the Board of Directors to, prior to the next annual general meeting, resolve on the acquisition of own Series A and B shares so that the company's holding of shares does not at any given time exceed ten per cent of all issued shares in the company. The aim of the proposed redemption authorization is to give the Board of Directors greater freedom in working to optimize the Company's capital structure. The redemption will also create opportunities for the Company to use Sweco shares as consideration in connection with future corporate acquisitions. Further, the annual general meeting resolved to authorize the Board of Directors to, prior to the next annual general meeting, resolve of the transfer of Series A and B shares in the company (this authorization does not cover the Series B shares held by the company within the scope of the Shares Savings Scheme 2011). Transfer may be made in deviation of the shareholders' right of first refusal in connection with corporate acquisitions. The rationale for the deviation from the shareholders' right of first refusal is to be able to finance possible corporate acquisitions in a cost efficient way.

The annual general meeting resolved to amend the Articles of Association, Section 9 first paragraph, so as to have the following wording: "Notice of general meetings shall be made through announcement in Post- och Inrikes Tidningar and on the company's web site. The fact that notice has been given shall be announced in Svenska Dagbladet." and that the time "12 o'clock" be deleted from the second paragraph.

### **Redemption of own shares**

The Board of Directors resolved at the statutory meeting, as authorized by the annual general meeting, to redeem up to 198,000 Series B shares to secure the delivery of the shares to the participants of the Share Savings Scheme 2011, and up to 52,000 of Series B shares to cover the thereto related costs for social security contributions.

The Board of Directors has, as authorized by the annual general meeting, resolved to acquire so many Series A and B shares that the company's total holding of treasury shares will not at

any given time exceed ten per cent of all shares issued by the company. The rationale for the redemption is to give the Board of Directors greater freedom in working to optimize the Company's capital structure and to be able to use treasury shares as consideration in possible future corporate takeovers.

Acquisitions of own shares will be made over NASDAQ OMX Stockholm at a price that, for each acquisition, falls within the relevant registered price range. Acquisitions will be made from 14 April 2011 up until the next annual general meeting, having regard to the restrictions set out by law.

Sweco currently holds 575,573 Series B shares, corresponding to 0.6 per cent of the total outstanding number of shares and 0.3 per cent of the votes in the company.

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*Sweco is an international consulting group with combined expertise in consulting engineering, environmental technology and architecture. Sweco has 5,400 employees in 11 countries and recorded annual sales of approximately SEK 5.3 billion in 2010. The company has projects currently underway in some 80 countries worldwide. Sweco is listed on NASDAQ OMX Stockholm AB.*

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*The information contained herein is subject to the disclosure requirements of Sweco AB pursuant to the Swedish Securities Exchange and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was submitted by Sweco for publication at 17.45 on 13 April 2011.*