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PRESS RELEASE

13 July 2015

Sweco launches recommended public offer for Grontmij as planned and publishes Offer Memorandum, Prospectus and EGM convening notice

On 1 June 2015, Sweco AB (publ) ("Sweco") and Grontmij N.V. ("Grontmij") jointly announced (the "Initial Announcement") the intended recommended public offer by Sweco for all issued and outstanding ordinary shares in the capital of Grontmij for an offer price of EUR 1.84 in cash (*cum dividend*) and 0.22195 Sweco B share for each Grontmij ordinary share, subject to customary conditions (the "Offer").

On 26 June 2015, Sweco and Grontmij confirmed that they are making good progress on the preparations of the Offer. As communicated before, based on the required steps and subject to the necessary approvals¹, settlement of the Offer is expected to take place in the second half of 2015.

On 1 July 2015, Sweco announced that it controls approximately 62 per cent of all outstanding Grontmij shares, including shares held by owners having irrevocably undertaken to accept the Offer. Thereafter, such owners have increased their holdings in Grontmij, meaning that today Sweco controls approximately 64 per cent of the outstanding Grontmij shares.

Sweco today announces:

- The launch of the Offer through the publication of an offer memorandum (the "Offer Memorandum") which was approved by the Netherlands Authority for the Financial Markets (AFM) on 10 July 2015. As intended, the Offer is fully supported and unanimously recommended by the Grontmij Executive Board and Supervisory Board.
- The publication of a prospectus related to the admittance to trading at Nasdaq Stockholm of the new Sweco B Shares that will be issued under the Offer which was approved by the Swedish Financial Supervisory Authority on 10 July 2015 (the "Prospectus").
- The publication of a notice convening an extraordinary general meeting of Sweco shareholders to be held on 24 August 2015 at Sweco's headquarters at Gjørwellsgatan 22 to pass resolutions related to (i) the Offer, (ii) the intended subsequent statutory cross border merger of Grontmij into Sweco and (iii) an authorization for the Sweco Board to resolve on a rights issue of Sweco A

¹ The Swedish Competition Authority has subsequently, on 10 July 2015, approved the Sweco and Grontmij combination. Such approval from the corresponding authority in Poland has not yet been obtained.

Shares and Sweco B Shares to be executed after the completion of the Offer and with preferential subscription rights for the existing shareholders at the time of the rights issue.

The Offer Launch Release

The launch of the Offer through the publication of the Offer Memorandum is further described in a joint press release issued today by Sweco and Grontmij (the "Offer Launch Release").

The Offer Launch Release is issued under Dutch law and is aimed at the shareholders of Grontmij, and it does not contain any material new information compared to the Initial Announcement or this press release that would trigger a disclosure requirement under the Nasdaq Stockholm Rulebook for Issuer or otherwise under Swedish law. Sweco has therefore decided to issue the Offer Launch Release only in English (see further below under "Availability of information and documents").

Merger

As described in the Initial Announcement, if Sweco holds between 80% and 95% of the Grontmij Shares after settlement of the Offer, Sweco may under certain conditions pursue a statutory cross-border merger between Sweco and Grontmij with Sweco as the surviving entity and Grontmij as the disappearing entity. In case of such a merger, the merger consideration shall be in accordance with the exchange ratio that applies to the Offer, namely 0.22195 Sweco B Shares for each Grontmij Share held. The Merger will also include that each Grontmij shareholder will receive a pre-merger cash distribution from Grontmij, being a dividend payment of EUR 1.84 per Grontmij Share held. The combination of the merger consideration and the pre-merger cash distribution ensures that the Grontmij shareholders receive the same consideration as those Grontmij shareholders that have tendered into the Offer excluding tax effects. The merger is subject to shareholder approval at extraordinary general meetings of shareholders in Sweco and Grontmij that are convened today to be held on 24 August 2015 in case of Sweco and 28 August 2015 in case of Grontmij. See also below under "Availability of information and documents".

Rights issue

As informed in the notice convening an extraordinary general meeting of Sweco to be held on 24 August 2015 made public today and as also referred to in the Initial Announcement, the Board of Directors intends to, after being authorized by the extraordinary general meeting, resolve on a new issue of shares of series A and series B against cash payment with preferential rights for the existing Sweco shareholders with the purpose of using the proceeds of such rights issue to repay, in whole or in part, Sweco's bank loan which was taken in connection to the Offer.

The rights issue is intended to be announced after 29 October 2015, when both Sweco and Grontmij have made their Q3 reports public, and to be completed during the fourth quarter of 2015. The intended rights issue will be of up to EUR 140 million in total proceeds. Previous Grontmij shareholders who have accepted the Offer and who have retained their Sweco shares will be entitled to participate in the rights issue on terms identical to all other Sweco shareholders. The share price to be paid by subscribers will be

determined by the Board of Directors when utilizing the authorization, where the intention is to determine a subscription price that includes a discount to the theoretical ex-rights share price in accordance with Swedish market practice.

Skirner Förvaltning AB and Investmentaktiebolaget Latour have each undertaken to subscribe for shares in the rights issue to an amount corresponding to their respective pro rata shares (which has been estimated to correspond to a total subscription amount of no more than approximately MSEK 155 (approximately MEUR 17) as regards Skirner Förvaltning AB and no more than approximately MSEK 320 (approximately MEUR 35) as regards Investmentaktiebolaget Latour) based on a rights issue with maximum total proceeds corresponding to MEUR 140.

Indicative timetable

The initial acceptance period under the Offer runs from 15 July to 22 September 2015. Extraordinary general meetings of shareholders for passing of resolutions related to the Offer etc. is to be held on 24 August 2015 for Sweco and 28 August 2015 for Grontmij. Settlement of the Offer for those Grontmij shareholders that accepted the Offer during the initial acceptance period is intended to take place on or around 1 October 2015. A decision on Sweco's planned rights issue following completion of the Offer is intended to be announced after Sweco and Grontmij have made their reports for the third quarter publicly available, which is on 23 October 2015 for Sweco and 29 October 2015 for Grontmij. The rights issue is intended to be completed during the fourth quarter 2015.

Availability of information and documents

Sweco has created a section of its website specifically aimed at providing information on the Grontmij transaction, which can be found at <http://www.swecogroup.com/en/Sweco-group/Investors/The-offer-for-Grontmij>. Sweco will provide such information in both Swedish and English when required under the Nasdaq Rulebook for Issuers or under Swedish law. Other information will mainly be made available in English only, which is also the case for the Offer Memorandum and the Prospectus, or such information may be summarized in shorter press releases in English and Swedish.

Sweco has today uploaded further documentation on its website, including:

- The Offer Launch Release
- The Offer Memorandum
- The Prospectus
- The Sweco EGM convening notice
- Proposals by the Sweco Board for resolutions to be passed at the Sweco EGM
- The Merger Terms (fusionsplan) to be approved by the Sweco EGM

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About Sweco

Sweco is the Nordic region's leading provider of services for sustainable engineering and design. Our 9,000 engineers, architects and environmental experts develop value-creating solutions for our clients and for society. Sweco is among the ten largest consulting engineering companies in Europe, carrying out assignments in 80 countries annually throughout the world. The company has annual sales of approximately SEK 9 billion and is listed on Nasdaq Stockholm. Sweco is required to disclose the above information under the provisions of the Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 13 July 2015, 07.30 a.m. CET.

For further information, visit www.swecogroup.com.