

# ANNUAL REPORT 2022

∟REJLERS

HOME OF THE  
LEARNING MINDS



The background of the page is a photograph of a modern interior space. On the left, there are vertical wooden slats in shades of blue and grey. On the right, there is a wooden structure with a white bench and a purple cushion. The overall aesthetic is clean and contemporary.

# LEARNING AT THE CUTTING EDGE OF TECHNOLOGY



Rejlers is one of the leading engineering consultancy firms in the Nordic region. Our cutting-edge expertise helps companies, public authorities and other organisations to meet tomorrow's societal challenges and our services are important building blocks for achieving a sustainable society. With operations in Sweden, Finland, Norway and the United Arab Emirates, Rejlers has 2,800 experts in technology areas such as energy, industry, infrastructure and buildings.

Rejlers was founded 1942 och we have since then built our success on the ability to constantly embrace new knowledge. Our vision Home of the Learning Minds guides us to continuous learning, development and growth.

# 3.5 billion

Net sales, SEK

# 287 million

EBITA, SEK

# 2,773

Employees

## CONTENTS

- 3 Rejlers in short
- 4 A word from CEO
- 8 Strategy
- 10 The world around us
- 12 Sustainability
- 14 Vision & values
- 16 Offering
- 26 Five-year summary
- 28 The Share
- 30 Administration Report
- 36 Corporate Governance Report
- 42 Consolidated accounts
- 46 Notes – Group
- 70 Parent Company accounts
- 73 Notes – Parent Company
- 77 Assurance
- 78 Auditor's report
- 83 Annual General Meeting

Pages 30–77 Revised annual report



# VIKTOR COMMENTING ON 2022

# THE YEAR OUR EFFORTS TO CHANGE STARTED PAYING OFF

A WORD FROM CEO

Although the past year brought with it war and uncertainty in the outside world, combined with runaway inflation, rapid interest rate increases and growing concerns about the economy here at home, I can note that Rejlers continued its strong development in 2022. It was a new record year for us and now we are seeing that our long-term efforts to change are achieving positive outcomes.

In every country and business area, 2022 was a good year for us. Consolidated annual sales of SEK 3,513 million (2,899) mean a growth of more than 21 per cent, with a strong organic growth of 12 per cent. We also managed to grow with profitability. EBITA was SEK 287.3 million (164.3), with an EBITA margin of 8.2 per cent (5.7). We are approaching our target of 10 per cent by 2025.

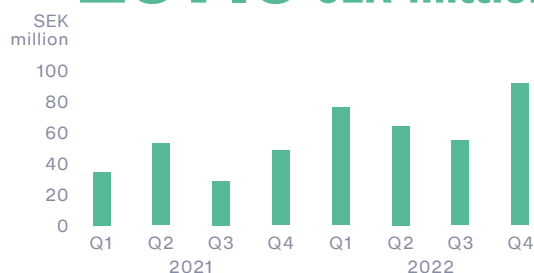
Rejlers has always been at the cutting edge of technical solutions to the greatest societal challenges. Today, the green transition is the overarching priority in both the public and private sectors. In every area, we see established companies making huge investments in new climate-neutral technology, while at the same time being pressured by innovative upstarts redrawing the playing field. Given that we have an offering that suits the times we live in, our market has remained strong without any real tendencies of a decrease in demand.

Climate change and the heinous war that Russia is waging in Ukraine have also only underscored the importance for business and society to carry out a sustainable transition. Here, we are constantly developing our offering. For example, during the year, we developed our new Sustainable Buildings concept. In order to further accelerate sustainability efforts, we recruited our first pure Sustainability Director with a place in Group management, Malin Ljung Eiborn. One important task looking forward, is to find out how we can get even better at helping our customers in the sustainable transformation.

Rejlers' profit is now more than tenfold larger than it was five years ago. I see 2022 as the year when our efforts to change seriously started paying off. In the past five years, we have strongly focused on developing leadership, improving the quality of our operating activities and building our brand towards both customers and current and potential employees, always on the basis of our vision of Rejlers as the Home of the Learning Minds and our strategy.

EBITA (2022)

287.3 SEK million





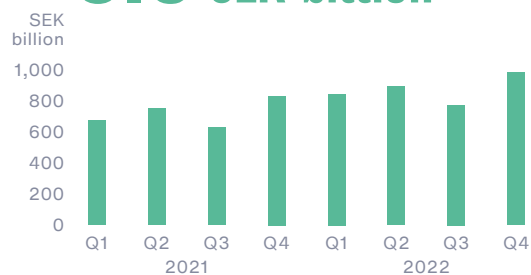


In short, we summarise Rejlers' strategy in the words growth, focus, future and expansion. The growth we strive for is achieved through extra focus on the markets for solutions in energy and infrastructure, which act as catalysts for our development. For the future, we are developing our offering to increase the proportion of projects, complete solutions and sustainable offers and we will continuously expand in our existing geographies. Our offering focuses on the ongoing transition to a fossil-free energy supply, the transformation of industry to support sustainable development and the fact that our communities' infrastructure and built environment must be secured for the future.

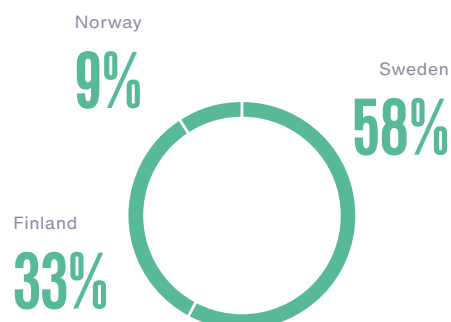
The journey of change that we are on is making Rejlers ever stronger. During the year, we kept costs under control while utilisation remained at a high level and our pricing strategy was successful. An important explanation for this is renewed leadership in our entire organisation. Half of the Group's total of 250 managers are new, which today gives us a successful mix of experiences and approaches. We have strengthened our professionalism and our operational ability, while at the same time managing to preserve the warm and welcoming culture that Rejlers has always been associated with.

#### Net sales (2022)

# 3.5 SEK billion



#### SALES BY COUNTRY (2022), %



# VIKTOR COMMENTING ON 2022

**A leadership that is business-oriented** and at the same time sensitive contributes not only to our fantastic figures, but also to building the industry's most exciting employer brand. In every country, it has become easier for Rejlers to recruit, which makes high-pace organic growth possible, fully in line with our strategy. In Sweden, we received proof of our attractiveness in Universum's annual survey of what employees think of the company they work at. Rejlers was again the best company in the technical consulting industry and climbed to sixth place in the rankings of all companies in Sweden.

Being an attractive employer and being able to recruit new employees is perhaps the most important ability to possess for a consulting firm. For this you need a brand that stands out, which we have managed to create as the "big small" company that is big enough to get the most exciting assignments but at the same time small enough for all employees to be seen and get a response when they make their voices heard. In our organisation, decision-making is swift and employees are close, which makes it easy to exchange experience and knowledge.

A WORD FROM CEO



## REJLERS CELEBRATED 80 YEARS

Throughout 2022, Rejlers celebrated that it was 80 years since the power engineer Gunnar Rejler founded the company to address its first assignment, to make Kronoberg in the Småland region of Sweden self-sufficient on electricity. The culmination of the celebrations began in December with a live 80-year gala where Rejlers' nearly 3,000 employees participated in the celebrations from their local offices. During the gala, successful initiatives nominated by the employees themselves were celebrated.

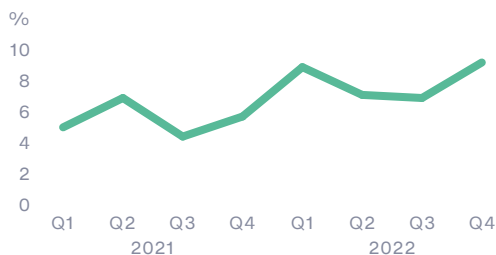
Another way to strengthen our brand both in the labour market and in relation to customers is our knowledge channel Rejlers Play, which is increasingly generating traffic. There, our Head of Learning Jesper Börjesson discusses current issues linked to developing society, with high-profile and interesting guests. In the long run, this generates both new business and an increased interest in working at Rejlers.

The ongoing modernisation of our office environments is an important piece of the puzzle in building a creative and collaborative corporate culture. About half of our employees have now entered new or renovated offices with pleasant, open settings that encourage cooperation and meetings. The offices reflect what Rejlers is like as a company – welcoming, inspiring and in constant development to meet new challenges. Our celebration of Rejlers' 80th anniversary during the year also helped us build our common community across country and organisational boundaries.

Rejlers' growth is not exclusively organic. Our strategy also includes expanding through strategic acquisitions of profitable companies in our existing markets. We are always careful in our selection process and often acquire businesses that we are well acquainted with and have collaborated with in the past. During 2022, we carried out a total of five acquisitions in Sweden, Finland and Norway (see fact box). An overall goal of the acquisitions is to further strengthen our project-based business. We also see how they contribute to more transnational business. In 2023, we will continue the search for the next major acquisition, and I hope to be able to provide further exciting news in the future.

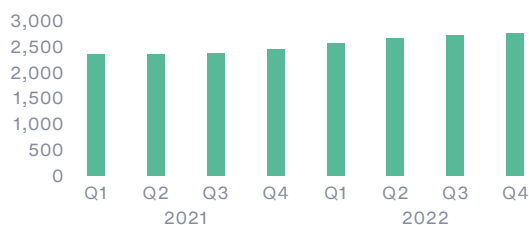
EBITA (2022), Margin

8.2%



Numbers of employees (2022)

2,773



6

ANNUAL REPORT 2022



“We have strengthened our professionalism and our operational ability, while at the same time managing to preserve the warm and welcoming culture that Rejlers has always been associated with.”



As I look ahead, the outlook is positive with a well-filled order book for 2023. Of course, we too can be impacted by a potential recession, rising costs and a general decline in industrial production. At the same time, we are also well-positioned for a potentially worse market. The modernisation of the energy sector, industry and society is only getting ever more relevant. An extra strength is also the maturity and willingness to change within the company. Today, we are always ready to adapt to changing circumstances. After all, I am optimistically looking forward to another really good Rejlers year in 2023. Our journey is continuing!

Lastly, I would like to thank all our employees who were involved in taking Rejlers to new heights in 2022. I feel that you are all affirming our journey of change towards a larger, more profitable and more learning company. I would of course also like to thank our customers and shareholders for their continued trust. I hope that, like me, you are full of confidence in our continuing journey.

**Viktor Svensson,**  
President and CEO

## FIVE ACQUISITIONS IN 2022

Rejlers carried out a total of five strategic acquisitions in Sweden, Finland and Norway:

### **Helenius Ingenjörbyrå**

Leading Swedish installation consultancy in the environmental, HVAC, plumbing and energy sector with around 70 employees and 20 sub-consultants in Stockholm and Uppsala. Strengthens Rejlers' position in the construction and property industry.

### **Omega Holtan**

Norwegian consulting firm in electrical technology and automation with 30 employees throughout Norway and its head office in Tønsberg. Increases Rejlers' local presence and capacity in electrical technology, automation, energy and climate.

### **Arsatek**

Tampere-based architectural firm with 12 employees and customers throughout Finland. Provides reinforcements with specialist expertise in building design, landscape planning and building management.

### **SRT**

Finnish structural engineering company specialising in advanced concrete and steel structures with 26 employees in offices in Kuopio and Järvenpää. Together with Arsatek, broadens Rejlers' offering to the construction sector.

### **ClimaConsult**

Technical consultancy active in the Helsinki region with a large clientèle. Its 15 employees strengthen Rejlers with extensive expertise in indoor climate, energy efficiency enhancement and sustainable solutions in properties.

# REJLERS' STRATEGY

# WE GROW THROUGH LEARNING

Rejlers' strategy has its sights set on 2025. On the way there, we will transform into a larger, more profitable and more focused company. We are achieving this by becoming the industry's most learning organisation, which constantly provides new perspectives and new knowledge to help our customers increase the pace of the transition to a sustainable future.

STRATEGY

**Our overall and strategic goal** is to double Rejlers' size in the period 2018 to 2025, with an average growth of 10 per cent per year. We are achieving this through extra focus on solutions in energy and infrastructure, which serve as catalysts for our development. We offer more of projects that are future-oriented, complete and sustainable solutions to continuously expand in our existing geographies.

We are continuously working to strengthen our organisation and delivery capacity to be able to take on ever larger projects, while at the same time always developing our way of working. We constantly evaluate and adapt how we meet our customers' needs and implement changes when necessary. We invest in developing the leadership within Rejlers and here we focus on our employees developing their expertise and sharing their knowledge.

The corporate culture and how the outside world – including both customers and the labour market – views us are crucial success factors for Rejlers. For 80 years, we have helped society take on its most important technical challenges and even though today we have achieved a considerable size, we have been able to maintain a welcoming, trusting and open culture. Based on the vision of Rejlers as the Home of the Learning Minds, we are investing in becoming the industry's most learning organisation. It is only by constantly learning new things that we can offer our customers relevant expertise on the absolute cutting edge of technology and help them complete the transition to a sustainable society.

Our offering focuses on the ongoing transition to a fossil-free energy supply, the transformation of industry to support a sustainable development and the future-proofing of society's infrastructure and built environment. Strategically, Rejlers has identified two selected markets as particularly strong catalysts for growth: energy and infrastructure. In both of these areas, we can benefit from our extensive expertise and experience to help customers from all different parts of the respective market. This takes place both between countries and between different parts of the organisation.

The strategy also includes Rejlers focusing on creating more value for the customers by helping them with more projects that are future-oriented, complete solutions and by developing sustainable offers, rather than hour-based services. Rejlers should be the customers' strategic partner that helps them create a sustainable future through broad knowledge and technical expertise.

We are investing in expansion through both organic growth and acquisitions. As we still see major growth opportunities in our existing Nordic markets in Sweden, Finland and Norway, we want to continue to grow there on an ongoing basis. This allows us to take advantage of an already strong position and a well-established organisation.

## STRATEGY SUMMARY

### Growth

Doubling from 2018 to 2025,  
with 10 per cent annual growth

### Focus

Energy and infrastructure,  
catalysts for future growth

### Future

Increase the proportion of future-oriented projects,  
complete solutions and sustainable offers

### Expansion

Continuously growing in Sweden, Finland and Norway

### Targets

10 / 10 / 😊

- 10 % EBITA-margin
- 10 % average annual growth
- Happy customers and employees



# DECADES OF COMMUNITY BUILDING

Since its foundation in 1942, Rejlers has always had the ability to acquire new knowledge for building modern communities. In decade after decade, we have helped society take on its greatest technical challenges:

## ELECTRIFICATION

of Swedish regions

1940s



## INDUSTRIALISATION

in various locations

1950s



## THE BUILDING BOOM

a huge initiative to build one million affordable housing units

1960s



## NUCLEAR POWER EXPANSION

creates a new cornerstone in the energy system

1970s



## AIRPORT EXPANSION

in smaller and larger locations

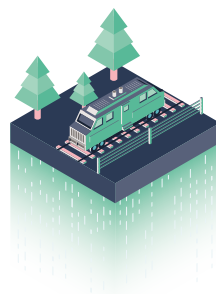
1980s



## RAILWAY INVESTMENTS

by the state during the crisis years

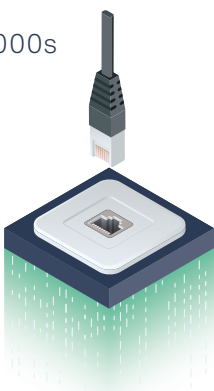
1990s



## TELECOMS AND IT

are expanded and drive the economy

2000s



## DIGITALISATION

of society, business and trade

2010s



## CLIMATE TRANSITION

and the shift to sustainable development

2020s



# REJLERS RESPONSE TO SIGNIFICANT TRENDS IN THE WORLD AROUND US

Development in the outside world sets the conditions for the markets Rejlers operates in and affects how we formulate our offering to customers and how we can build and maintain our attractiveness as an employer. Below are a number of important external trends and our responses to them.

## TRANSITION FOR A SUSTAINABLE FUTURE

The extensive transformation required to achieve long-term sustainable development has become a superior priority for politicians, business and society at large. Energy systems, infrastructure and entire societies must be adapted to a fossil-free world. New government and supranational regulations and requirements must be complied with, while at the same time everyone, from investors to employees and consumers, is raising their expectations of companies in every sector. In addition to innovative newcomers with disruptive business ideas, established companies are investing heavily in transforming their operations.

### Our response:

For the world to manage the transformation, more technology is needed, not less. Rejlers has always been on the cutting edge of technology and developed solutions to the major challenges facing society. We are now taking a leading role in the transition to fossil-free energy and the transformation of industry, infrastructure and the built environment to make it future-proof and support sustainable development.

## TECHNICAL RENEWAL IN INDUSTRY

Today, the entire industrial sector is in a rapid transformation, through new streamlining technologies and connectivity options, as well as new requirements to enable and contribute to a sustainable development. The conditions are rapidly changing through all of the innovation and major investments that are being made. In order to remain competitive, new technology and new methods are becoming a necessity for many companies.

### Our response:

With extensive and in-depth expertise in all of the latest cutting-edge technologies, Rejlers assists its industrial customers with everything from complete turnkey solutions and advice to project management, technical and expert services so that they can maintain and strengthen their competitiveness in terms of both efficiency and sustainability aspects.





## INCREASED FOCUS ON SECURE SUPPLY CHAINS AND SECURITY

The global crises of the past few years have demonstrated vulnerabilities both in terms of the global supply chains on which today's economy is based and in terms of digital and physical security. The COVID-19 pandemic revealed deficiencies in societal preparedness and during the recovery after the pandemic, industry was impacted by shortages of important components and resources. This means that the interest is now growing in manufacturing closer to the markets where goods are used. As a result of Russia's invasion of Ukraine, focus has also shifted to cybersecurity and civil and military defence.

### Our response:

Rejlers has the expertise to build up efficient, automated manufacturing with the absolute latest technology and assists companies that want to modernise and adapt their production and operations. At the same time, we are investing in building on our existing expertise in security, both in the digital world and in the physical world, including the defence sector. Among other things, this is taking place through strategic acquisitions in the area. In addition, we have extensive expertise in securing infrastructure and telecom and data networks.

## PURPOSE-DRIVEN CHOICE OF PROFESSION AND EMPLOYER

Both young and more experienced talents in the labour market increasingly value that work has a higher purpose than just the pay check at the end of the month. They want to be involved in solving the major challenges that society is facing today and expect their employers to contribute positively to development, both in terms of the environment and the climate, as well as social issues linked to diversity and gender equality.

### Our response:

If you want to change the world in a sustainable direction, there is no more appropriate career choice than becoming an engineer. In a labour market with tough competition for employees with relevant expertise, Rejlers is becoming highly attractive through its leading role in the sustainable transition. As the Home of the Learning Minds, we stand out with our focus on continuous learning and development in an attractive working environment characterised by open cooperation and trusting leadership. We also strive for diversity and want to develop in a way that broadens the perspectives and is both inclusive and equal.

## OUR MARKETS:

Rejlers is an international corporate group that conducts operations in Sweden, Finland, Norway and the United Arab Emirates. Our customers contract Rejlers' 2,800 experts for help in technical areas such as energy, industry, infrastructure and buildings. In the projects, we collaborate both between countries and between different technical areas within the organisation.

~ **500** consultants  
in energy transition

~ **1,000** consultants  
in industrial transformation

~ **1,300** consultants  
in future-proof communities



### SWEDEN

Offices in 45 locations  
Number of employees: 1,450



### FINLAND

Offices in 23 locations  
Number of employees: 1,040



### NORWAY

Offices in 8 locations  
Number of employees: 180



### UAE

Office in 1 location  
Number of employees: 130

# SUSTAINABILITY

# REJLERS ACCELERATES ITS SUSTAINABILITY EFFORTS

In December 2022, Rejlers welcomed its first pure sustainability manager at the Group level in Malin Ljung Eiborn. With a place in Group management, she will now further shift our sustainability efforts up a gear, with a special focus on customer assignments.

**Malin Ljung Eiborn describes** herself as a bit of an environmental nerd in private and her interest in sustainability has accompanied her throughout her career. A lawyer by training, over the years, she has worked at both the Swedish Ministry of Foreign Affairs and at one of the country's major public relations agencies as well as been the sustainability director at the industrial company BillerudKorsnäs. Most recently, she was responsible for the sustainability offering in Europe of the international public relations consulting firm Weber Shandwick.

"For me, it's exciting that at Rejlers there's a combination of consulting activities and working towards industry on the implementation of the sustainable transformation. It brings together two worlds that I like to be in. The energy and leadership here at Rejlers were also factors that drew me here," she says.

For Malin Ljung Eiborn, there is no doubt that sustainability is the most crucial business issue for companies today. Sustainable development involves more than combating climate change, but this is a truly existential issue. Society must change and change quickly.

"Those who have not understood this will not be on the market in ten years' time. Today, it's purely business critical to conduct strategic and purposeful sustainability work. It contributes to profitability, better business, greater customer confidence and better cooperation in the value chain. There is simply nothing that is more important moving forward," she explains.

The transition is taking place through an interaction between the political and business spheres, where the business sector at the moment appears to have ended up in the driver's seat, while in some areas, the political arena is dragging its feet. Malin Ljung Eiborn emphasizes how important it is that industry shoulders this responsibility and drives development.

"Here, players like Rejlers, with its technical expertise and knowledge, have an important role to play. We can make a big difference in our customer assignments by serving as a catalyst for a faster transition. With courage and accelerating force, we will help our customers find the best solutions and the courage to be innovative so that they can outpace their competitors," she says.

The potential for a broad impact is even greater in that Rejlers has expertise in so many different areas that are crucial to the transition: industry, infrastructure, buildings, security and not least energy. In addition to constantly learning new things and being on the cutting edge of technology, the consultants also need to take on an even more advisory role and have the courage to challenge their clients where necessary.

"I believe that Rejlers has the right conditions to be a strong force for change. As the "big small" company, we have an agile structure. We are the quick upstart with a culture that encourages innovative thinking and continuous learning.

## SUSTAINABILITY FRAMEWORK

Rejlers' sustainability framework is focused on contributing to the UN's global goals for sustainable development through set targets and activities. The framework covers the three areas where we can make the greatest difference:

### People

Rejlers' goal is to be the industry's most learning organisation with an inclusive and inspiring work environment that provides great flexibility and benefits both learning and health.

### Projects

We are looking for solutions that exceed customer expectations while at the same time adding value to society. Every year, we increase the share of assignments that contribute to the global goals.

### Partners

To strengthen our ability to deliver the right skills and expertise in the customer assignments, we demand that our network of partners shall have the same values and expectations as us.

More detailed information on targets, activities, performance follow-up and more can be found in Rejlers Sustainability Report 2022.



“In order for Rejlers to be able to fully assume the role of a catalyst in the societal transition, its sustainability efforts need to shift into an even higher gear, with a focus on customers and assignments.”

At the same time, we can rely on decades of experience and unique cutting-edge expertise in the energy sector, which is now more on the agenda than ever. This does not hurt either, of course,” says Malin Ljung Eiborn.

She also emphasises that Rejlers possesses an extremely strong network and has a position that makes it possible to connect different sectors and bring together different actors. Many issues can only be resolved through collaboration between experts, the business community and the public sphere. Here, Rejlers can contribute both knowledge and networking.

In order for Rejlers to be able to fully assume the role of a catalyst in the societal transition, its sustainability efforts need to shift into an even higher gear, with a focus on customers and assignments. Sustainability should be integrated even better than it is today in all customer assignments. In addition to Rejlers’ own willingness to contribute to the transformation, customers, investors and other stakeholders also have expectations that a company like Rejlers has high ambitions in the area.

With the aim of not only meeting but exceeding these expectations, Rejlers’ existing sustainability strategy will now be further developed and taken to the next level of ambition in terms of priorities, targets and activities. At the time of writing this report, Rejlers has already launched a new analysis model to evaluate all assignments from a sustainability perspective. The goal is to continuously increase the share of sustainable assignments.

“In 2023, we will develop a renewed strategy with a clear road map and ambitious targets. At the same time, it is the implementation that really matters and here the anchoring in the organisation is the most crucial aspect to achieve success. It is important to create commitment and bring everyone into the change. Today, many of our employees are already highly motivated when it comes to contributing to the sustainable transition, so what we need to do most of all is to provide them with the right tools to succeed,” she concludes.





# VISION & VALUES

# HOME OF THE LEARNING MINDS

VISION & VALUES

Our vision guides us to continuous learning, development and growth. The vision contains three important words: Home, Learning and Minds. These words each have their own significance, which interacts with our three values. Together, they express who we are and our common direction for the future.



## HOME – OUR CULTURE

Rejlers is a welcoming and inspiring home for employees, customers and partners, regardless of whether we meet digitally or in one of our modern and pleasant offices. Despite our size, we have preserved a warm and welcoming culture where trust, openness and swift decision-making are self-evident. With us, every employee should feel important, appreciated and involved.

**Open Source Culture:** Through this value, we form a culture of knowledge and an curious approach where we constantly learn new things, both from each other and through our assignments. We willingly share our knowledge and insights, with the conviction that teamwork and cooperation across all boundaries create solutions, innovation and added value.

14

ANNUAL REPORT 2022

“Rejlers Play has become an important channel for learning and inspiration – both internally and externally.”

**Jesper Börjesson**  
Head of Rejlers Play & Inspirational Learning







## LEARNING – CONTINUOUS DEVELOPMENT

Our employees' knowledge, experience and continuous learning make up the core of Rejlers' efforts to develop the sustainable society of tomorrow. This is why we want to be the industry's most learning company. We create the right conditions for our own and our customers' learning in our assignments every day. We develop ourselves professionally and share our knowledge both internally and with our customers.

**Brilliant Networks:** This value means that we build and benefit from our networks to constantly continue to develop, both as individuals and as an organisation. Through the networks, we combine the smaller company's agility and adaptability with large-scale expertise. We stay up-to-date on the latest technology and can tailor solutions to our customers' specific needs.

"A clear and inspiring vision combined with strong values are important tools on our road to change and success."

**Malin Sparf Rydberg**  
Director of Communications



## MINDS – HOW WE ACT

At Rejlers, we always want to take the greatest possible advantage of combining all the expertise that exists both among our employees and our customers. This is why we have a strong focus on making the leadership of the company encouraging, trusting and communicative. We attach equal importance to our collegiality, which means that everyone takes personal responsibility for their learning and their continuous development.

**Love the Challenge:** This value helps us meet today's and tomorrow's challenges with enthusiasm and a curious approach that encourages novel thinking and new approaches. We have the courage to challenge both ourselves and our surroundings in the work of developing innovative solutions that last over time.



# OFFERING

# REJLERS' OFFERING

For more than 80 years, Rejlers has helped companies, public authorities and other organisations to meet the challenges of the surrounding world. Our ability to adapt ourselves and our offering to prevailing circumstances has been an important part of our success.

OFFERING



16

## ENERGY TRANSITION

The society-wide energy transition means that the entire energy system is changing. Rejlers offers services and smart digital solutions in every part of the energy supply chain. We help both new and established market players create the fossil-free energy landscape of tomorrow. We modernise, streamline, automate and optimise existing installations and networks. But our services go even further, as we also develop new power systems, production sources and energy storage. Read more about our energy transition offering on page 18.



ANNUAL REPORT 2022





## INDUSTRIAL TRANSFORMATION

The entire industrial sector is in rapid transformation and Rejlers is helping customers with extensive expertise in the latest technology and various cutting-edge digital technologies. Giant investments are being made in fossil-free production using, for example, hydrogen solutions and there is great interest in carbon capture and storage. Industry is also seeking ways to transition to more circular flows and to utilise its waste as a resource. Current developments are redrawing the industry map and it is becoming increasingly common to place production close to the end market. We assist with complete solutions as well as project management, technical and expert services. Read more about our industrial transformation offering on page 20.



## FUTURE-PROOF COMMUNITIES

As society is adapting to new circumstances, Rejlers is helping customers find efficient, innovative, smart and sustainable solutions. Energy efficiency, circularity, digitalisation, cyber security, automation and electrification are crucial components as we lay foundations, rebuild, renovate, adapt and secure our cities and communities for the future. Read more about our future-proof communities offering on page 22.

# OUR ENERGY TRANSITION OFFERING SOLUTIONS FOR THE ENTIRE CHAIN IN THE ENERGY TRANSITION

The ongoing transition of the energy system was even more in focus in 2022. Rejlers offers services and smart digital solutions in every part of the energy supply chain. In cooperation across national borders, our experts help both new and established market players create the fossil-free energy landscape of tomorrow, both with completely new solutions and through the modernisation of existing systems.

**For several years**, a transition of the energy system has been driven by the need to reduce greenhouse gas emissions. The transition to fossil-free energy sources requires new installations to generate electricity. At the same time, the power grid's capacity must be expanded and new solutions added to store electricity and achieve balance in an energy system that is increasingly dominated by weather-dependent types of energy, such as solar and wind.

"In 2022, an unstable world situation and sky-rocketing energy prices further increased interest in fossil-free energy," says Jenny Edfast, CEO of Rejlers Sweden.

Rejlers has a complete offering to help customers create the sustainable energy landscape of tomorrow. The Group has expertise that covers all fossil-free power sources, hydro, wind, solar and nuclear power, and all parts of the energy supply chain. Today, around 500 employees are working on challenges in the energy transition and in addition to this, many specialists in Rejlers' partner network are available.

"We cover everything from power plants and solar cell parks through power lines and transformer systems to the flow of electricity all the way out to businesses and consumers. We also work with digital solutions for control and optimisation, as well as with energy storage, hydrogen and batteries to achieve flexibility in the electrical system. Through cooperation between our different countries, we can always provide the best expertise," she continues.

Rejlers helps its customers from early stages, when they want to identify in preliminary studies how they will be able to meet various challenges, on to developing technical solutions. Rejlers also assists with project engineering and implementa-

tion, as well as optimising a completed facility in the management phase. Customers can also get help with expertise in the entire energy transition.

"To an increasing extent, our customers want us to take full responsibility and develop complete proposals, and then lead the project from beginning to end. As projects in industry, construction and infrastructure now often involve a transition to new energy sources, it is also increasingly common that customers need expertise that extends over several of our areas of expertise," says Jenny Edfast.

Among the customers are traditional energy companies that, for example, need to expand new power generation, transmission capacity and flexibility. But new types of customers are also added as companies review how they can expand their own electricity production, store energy, achieve better control or reduce their electricity costs.

"The projects that drive the energy transition are now multiplying and much debated technologies such as electrified industrial production and hydrogen are beginning to be applied out in the real world," she continues.

In order to be able to deliver relevant services when the technology is being developed more or less in parallel with the construction of new installations, it is important to be able to remain on the absolute leading edge of the technology at all times. Here, Rejlers has a clear advantage through its corporate culture and the desire to constantly learn new things.

"Our culture and market offering also help us in the challenging search for expertise. Today, there is a great commitment to be involved in building a sustainable society. Despite the shortage



of engineers that the entire industry is struggling with, our recruitment was strong in 2022.”

The strategy stands firm moving forward. Rejlers will continue to grow and further develop its offering linked to the energy transition.

“In Sweden, we are now seeing how the discussion has taken off regarding new nuclear power and this is an area where Rejlers has extensive experience and history. Of course, we are happy to be involved in contributing to the development here in the future,” Jenny Edfast concludes.

“Increasingly, our customers want us to take overall responsibility for the planning and implementation of projects.”



**Jenny Edfast**  
CEO Rejlers Sweden



## HYDROGEN IN TRELLEBORG'S NEW DISTRICT

Trelleborg has as a stated goal to become Sweden's most climate-smart municipality. As the new district of Västra Sjöstaden is to be built in the best location on the beach, the municipality is therefore interested in the possibility of using hydrogen in its energy system. Rejlers has been engaged to develop a proposal on how this could be implemented.

The new district will receive around 8,000 apartments, new city streets, service facilities, preschools and a retirement home. A successful implementation of hydrogen in an energy system of that scale would make Trelleborg a real pioneer for others to draw inspiration from. At the same time, attractiveness is being built into the district by offering people long-term sustainable housing.



## HYDROGEN STUDY IN SEA LAPLAND

Business around hydrogen solutions has become a hot area today. However, prior to possible investments, careful studies of the conditions for a hydrogen economy are required. On behalf of Kemira Digipolis Oy, Rejlers conducted a comprehensive technology study to investigate these conditions in Sea Lapland in the northern part of the Gulf of Bothnia in Finland.

The study covered the entire hydrogen value chain, from manufacturing technologies to logistics and safety as well as the applications of synthetic fuels and production by-products. The region showed great potential in terms of both production and exports of hydrogen solutions, but to achieve success, Rejlers emphasizes the importance of finding synergies between companies and other players, as well as cooperation across the border to Sweden.



# OUR INDUSTRIAL TRANSFORMATION OFFERING REJLERS PUTS THE INDUSTRIAL TRANSFORMATION INTO PRACTICE

New streamlining technologies and connectivity opportunities are now being introduced in industry. To maintain competitiveness today, it is also increasingly necessary for industrial companies to contribute to sustainable development. With extensive and in-depth expertise in the latest technology, Rejlers assists with everything from complete turnkey solutions and advice to project management, technical and expert services.

**Today, the entire industry sector** is in rapid transformation, which is driving strong demand for technical consulting services. Behind this are several driving forces. An important aspect is the transition to a sustainable energy supply through large investments in fossil-free production, for example using hydrogen solutions for energy storage. There is also great interest in carbon capture and storage when it is not possible to free oneself from it.

“The stakes are high for today’s industrial companies. Capital seeks out the market players that are a part of the transformation to a sustainable society and large, established industrial companies are under pressure to change to remain relevant in the future,” explains Mikko Vaahersalo, CEO of Rejlers Finland.

Through its strong position in the energy area, Rejlers has extensive expertise available when industrial customers are seeking new energy solutions. A large part of Rejlers’ industrial projects today concerns the reduction or elimination of carbon dioxide emissions.

“Energy efficiency enhancement, which was already an important issue for competitiveness, both from a financial and sustainability perspective, has become even more important with the ongoing crisis triggered by Russia’s invasion of Ukraine. This is also a strong area for us,” continues Mikko Vaahersalo.

Industry is also seeking ways to transition to more circular flows and find new uses for the waste that the industrial operations generate, which opens opportunities for new players to make inroads. More and more customers are requesting projects to find or realise new business opportunities and, for

example, use waste as a resource in new circular flows, which is another strong area in Rejlers.

New digital technology and automation make up an important enabler for the transformation and also generate a great deal of value in themselves for industrial companies. In total, Rejlers has more than 1,000 employees who work with a wide range of industries, on behalf of new upstarts, long-established large industrial companies and everything in between. In many cases, it includes cross-border cooperation within the Group. If necessary, Rejlers’ consultants can also be supported by a strong network of complementary specialist expertise.

“We are well-positioned to meet the strong demand. Rejlers covers a broad knowledge spectrum and can offer more or less all the engineering know-how needed to carry out the transformation of a production operation or set up a new facility from scratch. More and more often, we take full responsibility as an EPCM\* or EPC\* supplier in industrial construction projects.

In the future, Rejlers is investing in continued growth in areas that are linked to the industrial transformation, with a special focus on energy transition, circularity and comprehensive projects.

“We live in a good time for technical consultants when companies want to develop and realise new investments based on the transition to a sustainable society. At year-end, Rejlers established a new division in Finland focused on sustainable energy solutions that will offer our customers technical consulting at the management level on energy efficiency, decarbonization and hydrogen,” concludes Mikko Vaahersalo.

\* EPC = Engineering, Procurement & Construction; EPCM = Engineering, Procurement, Construction Management



## INSTALLATION TO CAPTURE CARBON DIOXIDE

Rejlers' Infrastructure division was contracted during the year to investigate how the current soil environment and geotechnical conditions affect the conditions for the foundation of the planned facility for the separation of carbon dioxide that will be built by Stockholm Exergi. Rejlers' experts in soil and the environment have been engaged to investigate the foundation conditions for the planned facility with regard to the soil environment and geotechnical conditions.

“We live in a good time for technical consultants when companies want to develop and realise new investments based on the transition to a sustainable society.”



## NEW FOSSIL-FREE BIOPRODUCT MILL IN KEMI

In the largest investment in the history of the Finnish forestry industry, Metsä Fibre, part of Metsä Group, is building a new bioproduct mill in Kemi for planned start in the third quarter of 2023. The new mill is being built with the best available technique and partially even exceeding it. Its design is adapted for high environmental performance, energy and material efficiency. No fossil fuels will be used and the mill will be completely self-sufficient on electricity with an electricity production of two and a half times its own need. The mill will produce 2.0 TWh renewable electricity annually and excess electricity will be transferred to national grid.

Rejlers has a long-standing relationship with both Metsä Group and Valmet, which is one of Metsä Group's main partners for the technology implemented in the mill. In Kemi, Rejlers has been commissioned to implement the design of electrification and instrumentation for the mill's main processes.

**Mikko Vaahersalo**  
CEO Rejlers Finland





# OUR FUTURE-PROOF COMMUNITIES OFFERING EFFECTIVE FUTURE-PROOFING OF OUR COMMUNITIES

OFFERING

Entire communities now need to be adapted for a sustainable future. Energy efficiency, circularity, digitalisation, cyber security, automation and electrification are crucial components as we lay foundations, rebuild, renovate, adapt and secure buildings, transportation systems and infrastructure for the future. Rejlers helps customers find innovative, smart solutions that become efficient from a life cycle perspective.

**The transition to a society** based on sustainable development is driving change in many areas. New requirements are being set for both transport systems and the built environment. The road infrastructure must be adapted for a fossil-free vehicle fleet and the capacity for rail-bound public transport and freight transport is being expanded. At the same time, both existing and new buildings need to be made energy efficient and operationally optimised. The advanced digital technology used for this sets high standards on cyber security and secure mobile and fibre networks.

“Rejlers can assist customers with technical expertise in all of these areas. We have around 1,300 consultants who work with a focus on future-proof communities. We often help our customers evaluate what is worth investing in over time, from a life cycle perspective. Spending a little more money on a certain installation today can pay off in the long run thanks to lower operating costs,” explains Petter Arnesen, CEO of Rejlers Norway.

In properties and facilities, Rejlers offers services at every stage from the construction process’ first investigations and permit issues to the optimisation of operation and maintenance. The customers include both construction and project development companies and property owners. To save energy, buildings can be physically adapted, but also made smart through interacting technical systems. Digitalisation makes buildings dynamic and can also provide users with a good experience through, for example, information sharing through info boards and mobile apps.

“The more technical systems and the more information stored in the cloud, the more important it is to prevent and defend against hacker attacks. Security is crucial and there we often play a very important role in coordinating and monitoring so that, for example, the procurement of equipment and systems complies with the required specifications during the construction phase,” says Petter Arnesen.

When it comes to infrastructure, Rejlers offers customised solutions in most areas and works with everything from total project commitments, preliminary studies and project engineering to facilities for technically complex systems. One area in road traffic where Rejlers has extensive experience is electrical automation and safety systems in road tunnels.

“We also have broad and in-depth expertise in railway and tramway projects, where we work with everything from preliminary studies and project engineering to complete technical solutions and digital systems. In this area, we have established a very good cooperation between our countries. In Norway, the level of expertise is very high, but the number of employees is relatively low, which is why we often strengthen our numbers with consultants from neighbouring countries,” he continues.

In addition to this, there are services in communication and security that include network planning, optimisation of both mobile and fibre networks and also services that secure society physically in terms of defence, civil defence, crisis preparedness and security protection.

“A real advantage for our customers in all of these areas, I think, is that we really believe in and live our vision being the Home of the Learning Minds. We make sure that we constantly learn within everything we work on, with the aim of constantly improving and increasing our expertise to become an even better partner to our customers and creating more value for them,” says Petter Arnesen.

In the future, he expects the extensive growth to continue, especially in everything that has to do with infrastructure and electrification.

“An adapted road infrastructure and an expanded railway are necessary conditions for the sustainable transformation of society. Here, large projects will be implemented in the future at the same time that Rejlers has market shares to take. The pie is growing and our share of it will also grow,” concludes Petter Arnesen.





## NORDIC SWAN ECO-LABELLED NEW OSLO HOMES

In an area that will also include a square and several common green spaces, JM is developing around 400 apartments and a preschool in the Granstangen Park residential project in Oslo. The construction is being carried out with high sustainability ambitions in various stages up to 2028 and the project's bright, modern homes are being eco-labelled with the Nordic Swan.

In an agreement that comprises the first two stages of construction, with an option on the next three, Rejlers has been commissioned to be responsible for all work regarding electrical construction in the project. This includes both technology for smart, connected homes and installation of charging boxes for electric cars at the parking spaces. The agreement also includes the planning of construction phase 2 for the Granitten project in the same area.

“An adapted road infrastructure and an expanded railway are necessary conditions for the sustainable transformation of society.”



Petter Arnesen  
CEO Rejlers Norway



## INCREASED OPERATIONAL SAFETY ON NORWEGIAN RAILWAYS

Rejlers has a long relationship with Bane NOR, which is responsible for the Norwegian railway infrastructure. The assignments include everything from complete project responsibility and preliminary studies to design of railway and electrical installations and signalling, telecommunications, traffic and safety systems.

In February 2022, within the scope of an existing framework agreement, Rejlers was commissioned to document high-voltage installations on the railways in eastern Norway on a distance of more than 500 kilometres in total. The documentation is a part of Bane NOR's work to future-proof the railway network. It will help reduce the number of faults, increase operational reliability and ensure that applicable regulations are complied with.

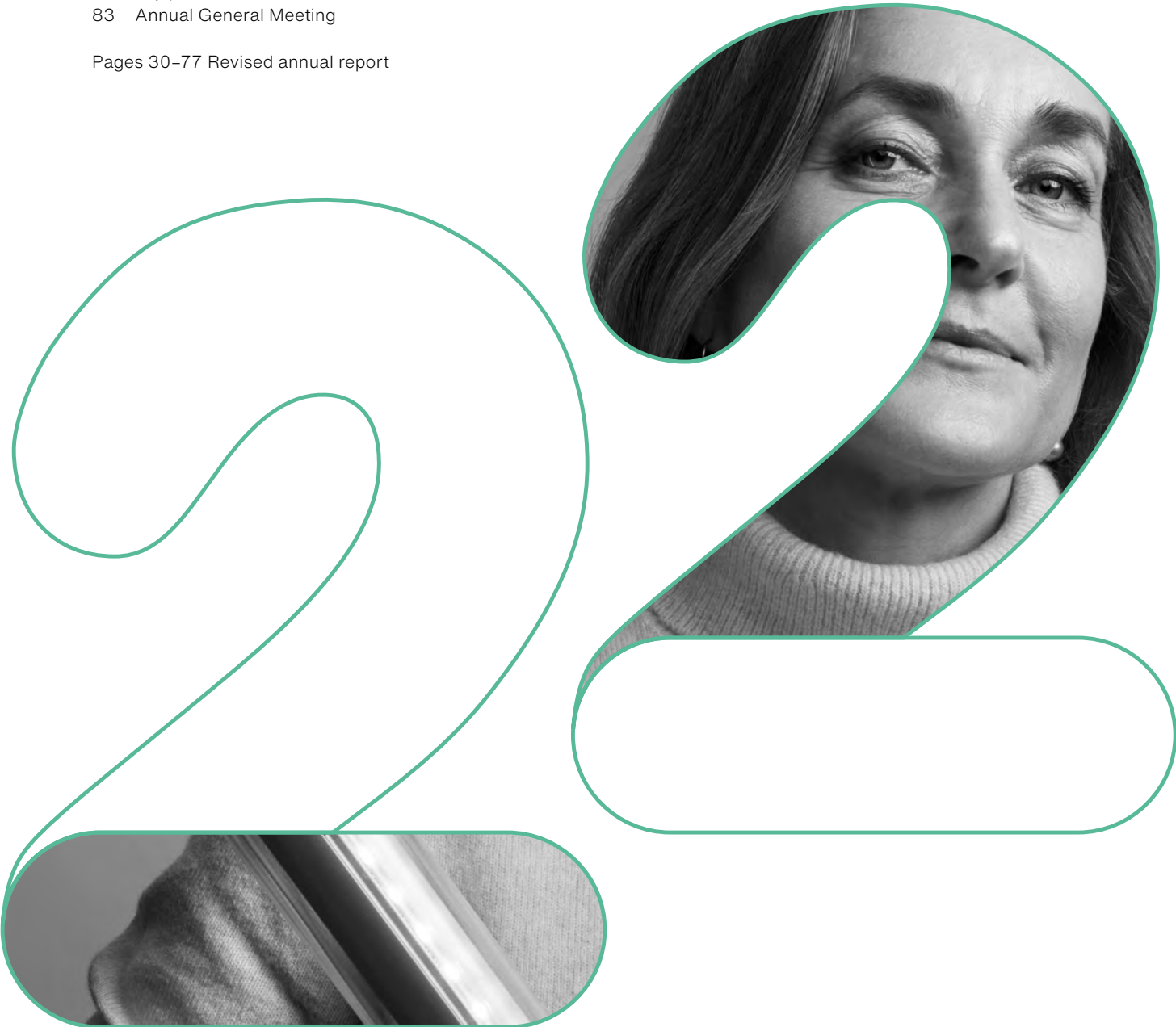




# CONTENTS

- 26 Five-year summary
- 27 Alternative performance measures
- 28 The Share
- 30 Administration Report
- 35 Risks
- 36 Corporate Governance Report
- 36 Board of Directors
- 37 Management
- 42 Consolidated accounts
- 46 Notes – Group
- 70 Parent Company accounts
- 73 Notes – Parent Company
- 77 Assurance
- 78 Auditor’s report
- 82 Explanation, definition, calculation of key performance indicators
- 83 Annual General Meeting

Pages 30–77 Revised annual report



# FIVE-YEAR SUMMARY

Income statement summary, SEK millions	2022	2021	2020 <sup>1)</sup>	2019 <sup>1)</sup>	2018
Net sales	3,513.0	2,898.7	2,366.9	2,136.7	2,365.2
Other income	10.5	8.8	15.3	4.0	1.8
Personnel expenses	-2,141.5	-1,801.1	-1,587.0	-1,413.7	-1,460.8
Other external expenses	-967.3	-829.8	-583.5	-538.0	-828.1
Participations in associated company earnings	1.5	2.5	2.3	1.2	0.8
Depreciation/amortisation and impairment of non-current assets	-128.9	-114.8	-103.8	-76.8	-34.8
<b>EBITA</b>	<b>287.3</b>	<b>164.3</b>	<b>110.2</b>	<b>113.4</b>	<b>44.1</b>
Acquisition-related items	-53.0	-34.6	-26.4	-33.9	-8.0
<b>EBIT</b>	<b>234.3</b>	<b>129.7</b>	<b>83.8</b>	<b>79.5</b>	<b>36.1</b>
Net financial items	11.5	6.3	-34.0	-4.5	-6.0
<b>Profit/loss after net financial items</b>	<b>245.8</b>	<b>136.0</b>	<b>49.8</b>	<b>75.0</b>	<b>30.1</b>
Tax	-49.4	-25.8	-17.3	-15.4	-13.9
<b>PROFIT FOR THE YEAR FROM REMAINING OPERATIONS<sup>1)</sup></b>	<b>196.4</b>	<b>110.2</b>	<b>32.5</b>	<b>59.6</b>	<b>16.2</b>
<b>PROFIT FOR THE YEAR FROM DIVESTED OPERATIONS</b>	<b>-</b>	<b>-</b>	<b>252.5</b>	<b>18.0</b>	<b>-</b>
<b>TOTAL REMAINING AND DIVESTED OPERATIONS</b>	<b>196.4</b>	<b>110.2</b>	<b>285.0</b>	<b>77.6</b>	<b>16.2</b>

<sup>1)</sup> 2020 and 2019, remaining operations after the divestment of Embriq.

Balance sheet summary, SEK millions	2022	2021	2020	2019	2018 <sup>2)</sup>
Intangible assets	1,450.0	1,047.3	912.9	836.8	606.3
Property, plant and equipment	44.1	40.4	34.2	20.3	24.8
Rights of use	275.1	270.7	283.5	272.0	-
Financial assets	46.4	40.6	29.6	24.2	13.7
Deferred tax asset	14.0	20.9	20.9	44.1	36.5
Current receivables	1,010.0	777.9	621.1	764.2	679.2
Cash and cash equivalents	144.8	151.9	336.6	142.0	38.2
<b>Total assets</b>	<b>2,984.4</b>	<b>2,349.7</b>	<b>2,238.9</b>	<b>2,103.6</b>	<b>1,398.7</b>
Equity	1,487.1	1,215.5	1,156.2	930.2	707.3
Non-current liabilities	559.5	377.2	424.5	450.4	238.1
Current liabilities	937.8	757.0	658.2	723.0	453.3
<b>Total liabilities and equity</b>	<b>2,984.4</b>	<b>2,349.7</b>	<b>2,238.9</b>	<b>2,103.6</b>	<b>1,398.7</b>

<sup>2)</sup> Not restated in accordance with IFRS 16.

Cash flow sheet summary, SEK millions	2022	2021	2020 <sup>3)</sup>	2019	2018
Cash flow from operating activities	275.2	170.0	331.6	245.9	123.1
Cash flow from investing activities	-245.6	-132.4	70.7	-317.6	-67.9
Cash flow from financing activities	-40.4	-223.5	-206.4	176.9	-38.1
<b>CASH FLOW FOR THE YEAR</b>	<b>-10.8</b>	<b>-185.9</b>	<b>195.9</b>	<b>105.2</b>	<b>17.1</b>

<sup>3)</sup> Including Embriq to Aug 2020.



## ALTERNATIVE PERFORMANCE MEASURES

Alternative performance measures <sup>1)</sup>	2022	2021	2020 <sup>2)</sup>	2019 <sup>2)</sup>	2018 <sup>3)</sup>
<b>IFRS key performance indicators</b>					
Earnings per share before dilution, SEK/share	9.64	5.60	1.65	3.50	0.85
Earnings per share after dilution, SEK/share	9.55	5.47	1.61	3.42	-
Average number of shares	20,207,411	19,687,909	19,687,909	18,487,909	18,087,909
Number of shares at the end of the period	20,381,849	19,687,909	19,687,909	19,687,909	18,087,909
<b>Growth</b>					
Organic growth, %	11.7	11.8	-2.2	8.2	-4.2
Acquired growth, %	7.4	11.8	11.2	3.9	1.7
Currency effect, %	2.1	-1.1	-1.9	0.1	2.2
<b>Profit/loss</b>					
Adjusted EBITA, SEK million	287.3	182.5	128.6	113.4	97.5
Adjusted EBITA margin, %	8.2	6.3	5.4	5.3	4.1
Items affecting comparability, SEK million	-	18.2	18.4	-	53.4
EBITA, SEK million	287.3	164.3	110.2	113.4	44.1
EBITA margin, %	8.2	5.7	4.7	5.3	1.9
Operating profit/loss (EBIT), SEK million	234.3	129.7	83.8	79.5	36.1
Operating margin, %	6.7	4.5	3.5	3.8	1.5
<b>Key performance indicators per employee</b>					
Sales per full-time employee, SEK thousand	1,376	1,290	1,121	1,176	1,270
Operating profit/loss per full-time employee, SEK thousand	92	58	40	44	19
<b>Balance sheet</b>					
Net indebtedness, SEK million	391.3	304.1	213.8	405.5	119.8
Net debt/EBITDA, multiple	0.94	1.09	1.08	1.5	1.4
Equity/assets ratio, %	49.8	51.7	51.6	44.2	50.6
Equity per share at the end of the period, SEK	73.0	61.7	58.7	47.3	39.1
Return on equity, %	18.2	11.5	26.1	11.7	4.2
Return on capital employed, %	14.5	10.3	28.9	9.4	4.5
<b>Other</b>					
Dividend per share, SEK <sup>4)</sup>	3.0	6.5	0.0	1.5	1.0
Number of full-time employees	2,553	2,247	2,110	1,820	1,863
Number of employees at end of period	2,773	2,464	2,330	2,218	1,953
Utilisation, %	80.7	79.2	76.0	76.8	77.1

<sup>1)</sup> Definitions and purposes can be found on page 82 and on rejlers.se.

<sup>2)</sup> 2020 and 2019, remaining operations after the divestment of Embriq.

<sup>3)</sup> Alternative performance measures in 2019 are affected by IFRS 16 Leases, the key performance indicators for 2018 are not restated.

<sup>4)</sup> For the 2023 AGM, the Board of Directors proposes a dividend of SEK 4.50 per share.

# THE SHARE

At year-end, Rejlers' total number of outstanding shares amounted to 20,381,849 shares, of which 1,749,250 shares of Class A and 18,632,599 shares of Class B. The total number of votes amounted to 36,125,099 divided by 17,492,500 for shares of Class A and 18,632,599 for shares of Class B. The share capital amounted to SEK 40,763,698.

## Dividend policy

Rejlers' long-term dividend policy is for around 50 per cent of the company's profit after tax to be paid out as dividends to the company's shareholders.

## Proposed dividend

Rejlers' Board proposes that the 2023 AGM approve a dividend of SEK 4.50 per share (3.00) for the 2022 financial year, which corresponds to 47 per cent of earnings per share after dilution. The dividend amount totals SEK 91.7 million (60.4).

## Share issue

In February 2022, an issue of 460,720 Class B shares was carried out as a part of a purchase consideration in the acquisition of Helenius Ingenjörbyrå AB. In 2019, the Group issued designated convertibles to employees in senior positions. In August, 233,220 Class B shares were issued in connection with the conversion of parts of the convertible programme.

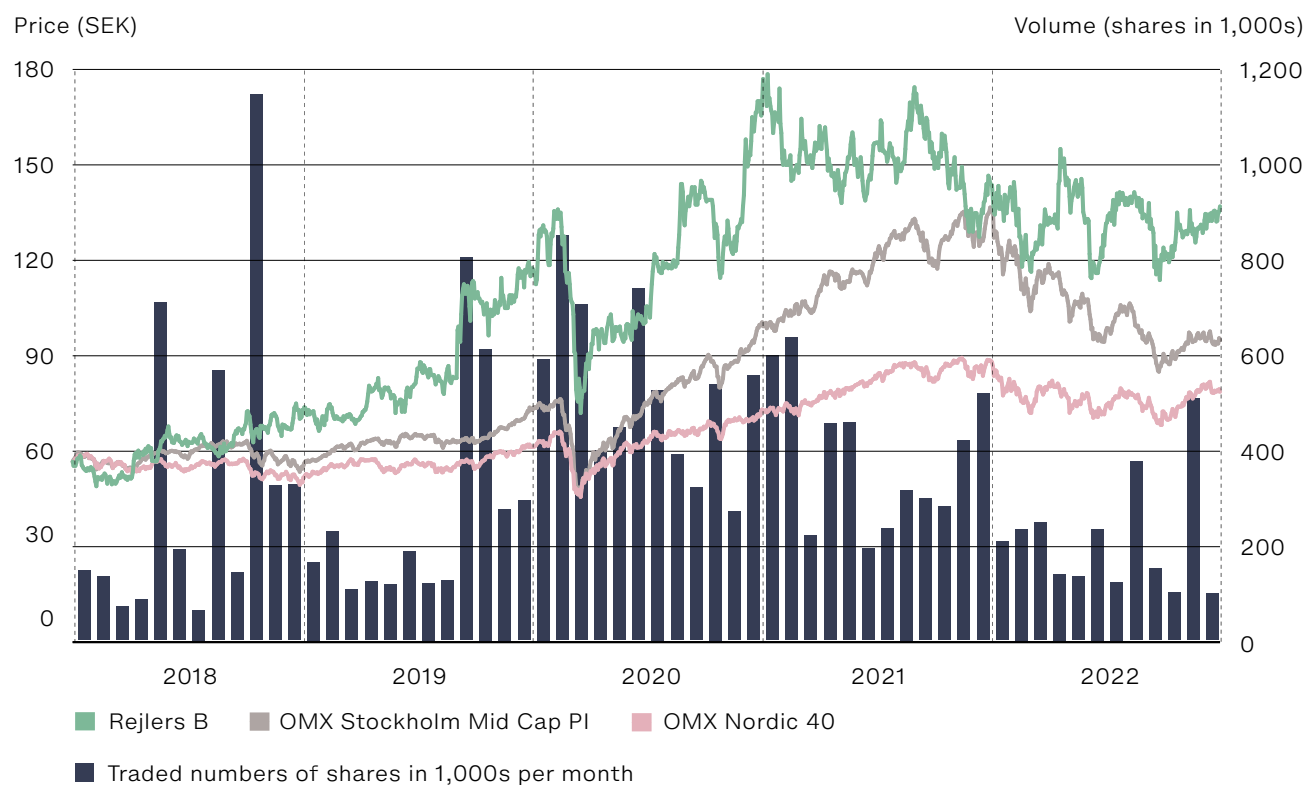
## Convertible programme

In 2019, the Group issued designated convertibles to employees in senior positions and key individuals in the Group according to a resolution at the Annual General Meeting on 3 May 2019 and an Extraordinary General Meeting on 18 November 2019. The convertibles are divided up into a debt amount and a conversion right whereby the latter is recognised as equity. The programmes did not entail any personnel expenses. In August, the first programme fell due and 233,220 Class B shares were issued. The remaining outstanding convertible programmes from 2019 amount to SEK 24,000,000 with the possibility of conversion in February 2024.

## Listing and trading

The company's Class B shares have been listed on the Nasdaq Stockholm since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. During 2022, 2.5 million (4.6) shares at a total value of SEK 332.8 million (703.1) were traded on Nasdaq OMX. The final share price for Rejlers Class B shares was SEK 137.0 (145.8) per share at year-end, a decrease of 6 per cent compared to 31 December 2021. The lowest and highest share prices during the year were SEK 113.8 on 28 September 2022 and SEK 155.0 on 25 April 2022, respectively.

## DEVELOPMENT REJLERS' SHARE JAN 2018 - DEC 2022





### Ownership

At the end of 2022, there were 3,973 shareholders (4,096). Financial companies, funds, organisations and legal entities held 34 per cent (43) of the votes and 39 per cent (36) of equity. Shareholders residing abroad accounted for 19 per cent (17) of the votes and 31 per cent (28) of equity. The Rejler family owned 52 per cent (53) of the votes and 18 per cent (19) of the equity, of which principal owner Peter Rejler held 32 per cent (33) of the votes and 6 per cent (6) of the equity, and through companies held 14 per cent (0) of the votes and 3 per cent (0) of the equity. In addition to the Rejler family,

major owners are Nordea Småbolagsfond, Norden, Lannebo Fonder, Didner & Gerge Fonder, Handelsbanken Microcap Sverige and Nordea Småbolagsfond Sverige. The 10 largest shareholders are presented in the table below.

### Shareholder contacts

Rejlers is proactive in providing information to facilitate the valuation of the Rejlers share. Contact persons for this are the CEO and the CFO, who also has the role of Investor Relations Manager.

### REJLERS 10 BIGGEST SHAREHOLDERS

The table shows the situation as of 30 December 2022

Name	A shares	B shares	Holding (%)	Votes (%)
Peter Rejler	1,159,750	0	5.7%	32.1%
Jangunnar AB (Rejlers Family)	483,500	148,663	3.1%	13.8%
Nordea småbolagsfond, Nordic region	-	2,448,146	12.0%	6.8%
Lannebo Fonder	-	1,871,834	9.2%	5.2%
Didner & Gerge Fonder Aktiebolag	-	1,667,416	8.2%	4.6%
Lauri Valkonen	70,000	410,000	2.4%	3.1%
Lisa Rejler	13,125	871,226	4.3%	2.8%
Handelsbanken Microcap Sverige	-	950,000	4.7%	2.6%
Martina Rejler	13,125	802,294	4.0%	2.6%
Nordea småbolagsfond Sverige	-	738,551	3.6%	2.0%
<b>Total, 10 biggest shareholders</b>	<b>1,739,500</b>	<b>9,908,130</b>	<b>57.1%</b>	<b>75.6%</b>
Total, other shareholders	9,750	8,724,469	42.9%	24.4%
<b>Total</b>	<b>1,749,250</b>	<b>18,632,599</b>	<b>100.0%</b>	<b>100.0%</b>

### PER-SHARE DATA

	2022	2021
Earnings per share after dilution, SEK	9.64	5.47
Equity per share, SEK	9.55	61.74
Dividend per share, SEK <sup>1)</sup>	4.50	3.00

<sup>1)</sup> For the 2023 AGM, the Board of Directors proposes a dividend of SEK 4.50 per share.

### DISTRIBUTION OF SHAREHOLDINGS

Number of shares	Number of owners	Number of shares	Proportion of capital (%)	Proportion of votes (%)
1 – 500	3,162	349,365	1.71%	0.97%
501 – 1,000	308	242,298	1.19%	0.67%
1,001 – 5,000	335	771,377	3.78%	2.18%
5,001 – 10,000	65	462,738	2.27%	1.32%
10,001 – 15,000	25	316,136	1.55%	0.88%
15,001 – 20,000	11	193,100	0.95%	0.53%
20,001 –	67	18,046,835	88.54%	93.45%
<b>Total</b>	<b>3,973</b>	<b>20,381,849</b>	<b>100.00%</b>	<b>100.00%</b>

### SHARE CAPITAL DEVELOPMENT

Year	Event	Increase in share capital, SEK	Total share capital, SEK	Increase in the number of shares	Total number of shares
2003	New share issue	1,090,000	18,140,000	109,000	1,814,000
2005	New share issue	3,219,510	21,359,510	321,951	2,135,951
2006	Split 5:1	-	21,359,510	8,543,804	10,679,755
2006	New share issue	142,040	21,501,550	71,020	10,750,775
2007	New share issue	66,452	21,568,002	33,226	10,784,001
2008	New share issue	75,440	21,643,442	37,720	10,821,721
2010	New share issue	1,000,000	22,643,442	500,000	11,321,721
2013	New share issue	200,000	22,843,442	100,000	11,421,721
2014	New share issue	1,800,000	24,643,442	900,000	12,321,721
2015	New share issue	1,200,000	25,843,442	600,000	12,921,721
2017	New share issue	10,332,376	36,175,818	5,166,188	18,087,909
2019	New share issue	3,200,000	39,375,818	1,600,000	19,687,909
2022	New share issue	921,440	40,297,258	460,720	20,148,629
2022	New share issue	466,440	40,763,698	233,220	20,381,849

# ADMINISTRATION REPORT

## Rejlers AB (publ)

Corporate identity number 556349-8426

The Board and Chief Executive Officer of Rejlers AB (publ) submit herewith the annual accounts for the financial year 1 January 2022–31 December 2022.

	2022	2021	2020	2019	2018
Net sales, SEK million	3,513.0	2,898.7	2,366.9	2,557.1	2,365.2
Operating profit/loss, SEK million	234.3	129.7	83.8	103.5	36.1
Operating margin, %	6.7%	4.5%	3.5%	4.0%	1.5%

## Operations

Rejlers was founded in 1942 and provides technical consultancy services to customers in energy, industry, construction and property, as well as infrastructure. At year-end, Rejlers had a total of 2,773 employees (2,464) located at several places in Sweden, Finland, Norway and the United Arab Emirates. The head office is located in Stockholm. Since 2018, Rejlers' operations have been divided into three segments: Rejlers Sweden, Rejlers Finland and Rejlers Norway.

## Consolidated sales and profit

During the year, despite the war in Ukraine and the higher inflation resulting from the war, Rejlers' market was good. The war has accelerated the need for a change where entire industries are seeking new digital technology, automation, electrification of manufacturing with a large carbon footprint and creation of sustainable supply chains and major investments are being planned. Rejlers' demand is driven by this ongoing change, which has become even more current due to the war. High inflation also entails higher costs for Rejlers regarding rents for premises and salaries, which we monitor and are kept at a reasonable level thanks to strong organic growth, meaning that the cost per employee is not increasing at the same pace as the total cost increase. High inflation has led to higher interest expenses for bank loans. Read more in Note 3 about Rejlers' interest-rate exposure. During the year, Rejlers has no financial consequences due to the war and high inflation, i.e. regarding deferred projects or non-payments. Rejlers has no employees in Russia or Ukraine. The consequences of the war are unpredictable and we are following developments closely.

Net sales totalled SEK 3,513.0 million (2,898.7), an increase of 21.2 per cent compared to the corresponding period the previous year. Organic growth excluding exchange rate fluctuations amounted to 11.7 per cent and the acquired growth amounted to 7.4 per cent. Operating profit (EBIT) increased to SEK 234.3 million (129.7). Operating profit for 2021 was impacted by a restructuring cost of SEK 18.2 million. Operating profit was impacted by acquisition expenses of SEK 6.7 million (6.6). The higher profit is mainly attributable to higher utilisation, higher prices, more employees and acquisitions.

Net financial items for the period amounted to SEK 11.5 million (6.3), impacted positively by a revaluation of debt for an unpaid supplemental purchase consideration of SEK 16.5 million and impacted negatively by increased interest expense as per IFRS 16 Leases of SEK 5.8 million (5.7) and increased interest expenses for loans.

The tax expense for the period amounted to SEK -49.4 million (-25.8), corresponding to an effective tax rate of 20.1 per cent (19.0). Profit after tax for the period increased to SEK

196.4 million (110.2). Earnings per share before dilution increased to SEK 9.64 (5.60) and after dilution to SEK 9.55 (5.47).

## Cash flow and financial position

During the year, the Group generated a cash flow from operating activities in an amount of SEK 275.2 million (170.0). The cash flow from operating activities is impacted positively by increased earnings and operating liabilities and negatively by increased trade receivables and accrued income. Consolidated cash and cash equivalents at the end of the year amounted to SEK 144.8 million compared to SEK 151.9 million on 31 December 2021. During the year, no bad debt losses arose due to the war in Ukraine or higher inflation and the assessment and valuation principle for assets and liabilities are unchanged compared with the previous year.

Interest-bearing liabilities increased by SEK 80.1 million since 31 December 2021 to SEK 536.1 million at year-end. In connection with the acquisitions of Helenius AB, Omega Holtan AS and SRT Oy, loans in banks have increased. Considering IFRS 16 Leases, the leasing component of interest-bearing liabilities amounts to SEK 266.4 million and increased by SEK 2.0 million compared with 31 December 2021. Current interest-bearing liabilities to credit institutions amount to SEK 67.3 million and non-current interest-bearing liabilities to credit institutions amount to SEK 170.0 million. The distribution between current and non-current liabilities is adapted to achieve an effective interest level. During the year, repayments were made in an amount of SEK 85.7 million.

Net debt amounted to SEK 391.1 million, compared with SEK 304.1 million as of 31 December 2021. The increase in net debt is attributable to an increase in loans in connection with acquisitions. The ratio of net debt to EBITDA rolling 12 months amounted to 0.94 at the end of the period compared with 1.09 at 31 December 2021. The ratio of net debt to EBITDA rolling 12 months excluding IFRS 16 Leases is 0.4. The equity/assets ratio amounted to 49.8 per cent compared with 51.7 per cent on 31 December 2021.

Equity per share was SEK 73.0 at the end of the period compared to SEK 61.7 as of 31 December 2021. The Group's overdraft facilities of SEK 150.0 million (150.0) are unutilised.

## Investments

Investments in property, plant and equipment amounted to SEK 15.3 million (17.9), mainly relating to equipment and IT equipment. Investments in intangible assets, mainly attributable to the development of IT platforms, amounted to SEK 5.9 million (5.1). Investments in subsidiaries and businesses amounted to SEK 224.4 million (108.5), mainly attributable to the acquisitions of Helenius Ingenjörbyrå AB, Infraclog AB,



Omega Holtan AS, Arsatek Oy and SRT Oy. Depreciation, amortisation and impairment amounted to SEK 175.2 million (143.8), of which SEK 106.6 million (94.5) was related to depreciation and amortisation according to IFRS 16.

#### Utilisation

The utilisation amounted to 80.7 per cent (79.2).

#### Employees

At the end of the period, there were 2,773 employees (2 464). There were 2,553 full-year employees (2,247). The definition of the number of full-year employees changed as of 2022 and now excludes long-term absence. The figure for 2021 is restated according to the new definition.

#### War in Ukraine

We follow the daily reporting from the Russian war in Ukraine and its deeply tragic consequences with dismay. Rejlers financially supports the work of the Red Cross on-site. The war in Ukraine has led to higher inflation and sanctions against Russia, which may affect the market Rejlers operates in. The war has accelerated the need for a change where entire industries are seeking new digital technology, automation, electrification of manufacturing with a large carbon footprint and creation of sustainable supply chains and major investments are being planned. Rejlers' demand is driven by this ongoing change, which has become even more current due to the war. High inflation also entails higher costs for Rejlers regarding rents for premises and salaries, which we monitor and are kept at a reasonable level thanks to strong organic growth, meaning that the cost per employee is not increasing at the same pace as the total cost increase. High inflation has led to higher interest expenses for bank loans. Read more in Note 3 about Rejlers' interest-rate exposure. During the year, we have not seen any market or financial consequences with regard to, e.g., postponed projects or non-payments. Rejlers has no employees in Russia or Ukraine. The consequences of the war are unpredictable and we are following developments closely.

#### Net sales, operating profit and operating margin per segment

	Net sales, SEK million		Operating profit/loss, SEK million		Operating margin, %	
	Jan-Dec 2022	Jan-Dec 2021	Jan-Dec 2022	Jan-Dec 2021	Jan-Dec 2022	Jan-Dec 2021
Rejlers Sweden	2,060.9	1,684.5	163.3	99.4	7.9	5.9
Rejlers Finland	1,186.1	1,028.4	93.8	46.1	7.9	4.5
Rejlers Norway	302.8	194.7	17.9	9.5	5.9	4.9
Eliminations	-36.8	-8.9	-40.7	-25.3	-	-
<b>Consolidated total</b>	<b>3,513.0</b>	<b>2,898.7</b>	<b>234.3</b>	<b>129.7</b>	<b>6.6</b>	<b>4.5</b>

#### Rejlers Sweden

During the year, the Swedish market continued to show good growth in all segments and we see that our customers' focus on the transition to a more sustainable society is growing. Demand for specialist expertise in infrastructure, industry and energy strengthens our market position. Increased sales, high order volumes combined with higher pricing and increased organic growth have contributed to higher earnings and show that Rejlers stands strong in the competition in the market.

Within the Buildings division, demand is growing thanks to public investments and investments in industrial properties. The housing market has to a greater extent been affected by inflation and a high interest rate position. Rejlers has a strong position thanks to the in-demand specialist expertise in, among other things, sustainable buildings and energy efficiency improvements. In February, Helenius Ingenjörbyrå was acquired and is a leading installation consultant in the environmental, heating, ventilation, sanitation and energy area and means that Rejlers is strengthening the offering in the construction sector.

The Energy division has strong demand thanks to the ongoing energy transition, mainly in energy transmission, wind and solar power, flexible solutions regarding energy storage and upgrading of electricity grids and the distribution of electrical power.

For the Industry division, demand is driven by the industry's green transformation and increased investments due to high freight costs and greater uncertainty in the world. During the year, Mikael Fränckel took office as the new division head, with extensive experience of the process industry and Rejlers is thereby strengthening its offering in process technology and towards the pulp and paper industry. In Life Science, Rejlers grew during the year with important new customers in the pharmaceuticals industry.

The Infrastructure division has won a number of contracts in the railway sector with a focus on the transition to a sustainable transport sector. There is a great need for expansion of the Swedish transport network as more companies are investing in domestic production.

Net sales in Sweden increased to SEK 2,060.9 million (1,684.5). EBITA increased to SEK 182.6 million (107.5) and the EBITA margin increased to 8.9 per cent (6.4). Restructuring costs for, among other things, terminated personnel of around SEK 4.6 million were charged to earnings for 2021.

Key performance indicators - Rejlers Sweden	Jan-Dec 2022	Jan-Dec 2021
Net sales, SEK million	2,060.9	1,684.5
EBITA, SEK million	182.6	107.5
EBITA margin, %	8.9	6.4
Number of employees	1,417	1,249

#### Rejlers Finland

The Finnish market is showing good demand thanks to increased investment needs in renewable energy and projects in energy efficiency enhancement. More large projects and successful project deliveries, as well as efficiency improvements and a high utilisation, have contributed to higher earnings in Rejlers Finland.

The Industry division is growing with good profitability, as a result of continued trust from existing customers and an expanded project offering with larger commitments. The transition to a sustainable society and challenges in the energy supply contribute to greater demand for our services.

The Buildings division has had a stable market during the year, although some indications of a lower market demand are expected at the end of the year. Rejlers has a strong offering in residential property construction and complex public projects, market areas where we see an increased demand for our services. In April, SRT OY was acquired, which is specialised in advanced concrete and steel structures and Arsatek OY, which is a specialist in building design, landscape planning and build-

ding management. Rejlers is thereby broadening the offering to the construction sector and the public sector.

The growth in Rejlers' Energy & Infrastructure division is driven by challenges in the energy market and increased demand for services in, among others, wind power and district heating.

During the year, Rejlers' operations in Abu Dhabi, which are part of the Finland segment, expanded their customer base to more local customers and won new projects, including more engineering services in projects with EPC contractors.

Net sales in Finland increased to SEK 1,186.1 million (1,028.4). EBITA increased to SEK 113.1 million (62.3) and the EBITA margin increased to 9.5 per cent (6.1). Restructuring costs for terminated personnel of SEK 8.6 million were charged to earnings for 2021.

Key performance indicators - Rejlers Finland	Jan-Dec 2022	Jan-Dec 2021
Net sales, SEK million	1,186.1	1,028.4
EBITA, SEK million	113.1	62.3
EBITA margin, %	9.5	6.1
Number of employees	1,167	1,066

#### Rejlers Norway

The market has been good all year round in Sweden and Finland and growth has been strong at the same time that profitability is increasing.

The Buildings division had a positive development during the year thanks to strong customer relationships, despite uncertainty with higher building costs and higher interest rates. The acquisition of Omega Holtan, which was consolidated from April, broadens our offering towards the customers and gives Rejlers a stronger position in electrical technology and automation and makes Rejlers one of the largest Norwegian consultants in electrical technology, automation, energy and climate.

The Energy division increased sales and earnings gradually during the year where the market is driven by the electrification and energy transition with public sector customers, among others. New framework agreements and agreements were signed with existing and new customers and the division has great potential in the energy sector thanks to the changes planned.

In Infrastructure, the market has been good and it is characterised by large and long projects. Within Infra, the cooperation between Sweden and Norway is increasing, where the assets and resources from each country strengthen the delivery to the customers.

Net sales in Norway increased to SEK 302.8 million (194.7). EBITA increased to SEK 29.0 million (16.6) and the EBITA margin increased to 9.6 per cent (8.5).

Key performance indicators - Rejlers Norway	Jan-Dec 2022	Jan-Dec 2021
Net sales, SEK million	302.8	194.7
EBITA, SEK million	29.0	16.6
EBITA margin, %	9.6	8.5
Number of employees	179	140

#### Acquisitions

**Rejlers Sweden acquired Infraclog & Partners AB**, which provides services in public sector security, such as extreme weather, organised crime, cyber-attacks and terrorism. The

acquisition meant that Rejlers was strengthened with two senior employees and is expected to grow with more security advisers in the future. The acquisition was consolidated as of 1 January 2022.

**Rejlers Sweden acquired Helenius Ingenjörbyrå AB**, which provides services in the environment, heating, ventilation, sanitation and energy. With Helenius, Rejlers is significantly strengthening its market position and the offering to the customers is becoming significantly more complete with both broad and deep expertise in electricity, heating, ventilation, sanitation, the environment, energy and project management. The acquisition was consolidated as of 1 February 2022.

**Rejlers Norway acquired Omega Holtan AS**, a technical consulting firm in electrical technology and automation. The acquisition makes Rejlers one of the largest Norwegian consulting actors in electrical technology, automation, energy and climate. The company was consolidated as of 1 April 2022.

**Rejlers Finland acquired the Finnish construction technology company SRT Oy**, which is specialised in advanced concrete and steel structures. The acquisition of SRT, which will be a part of the Buildings division in Finland, means that Rejlers is broadening its offering to the construction sector and increasing its competitiveness in the Finnish market. The company was consolidated as of 1 April 2022.

**Rejlers Finland acquired the Finnish architectural firm Arsatek Oy** and is strengthening the offering in building design through Arsatek's specialist knowledge in building design, landscape planning and building management. The acquisition was consolidated as of 1 April 2022.

**Rejlers Finland acquired the Loiste Group's** operations for monitoring. The acquired operations for wind monitoring today consist of monitoring of 14 wind farms and through the acquisition, Rejlers can now help customers throughout the Nordic region in the energy transition, where major investments are being made in wind power. The business was consolidated as of 1 July 2022.

**Rejlers acquires ClimaConsult Finland Oy**, a technical consultancy with services in heating, ventilation, air conditioning, sanitation and automation. The company has annual sales of more than EUR 1 million and 14 employees. ClimaConsult and Rejlers have successfully collaborated for more than ten years in multiple projects, and with the acquisition, the company is becoming part of Rejlers' Buildings division. The business will be consolidated as of 1 January 2023.

#### Sensitivity

Rejlers earnings are sensitive to changes in utilisation, hourly prices and wage cost trends. Every change of one percentage point in its parameters has the following effect on Rejlers' operating result in SEK millions:

Utilisation	33.5 (27.0)
Hourly price	27.3 (21.5)
Pay expense increase	18.5 (16.8)

Personnel expenses amount to 61 per cent (62) of revenues while other operating expenses are 27 per cent (28) of revenues.

#### Future-oriented information

All future-oriented statements in this annual report are based on the company's best assessment at the time of publication. As with all forecasts, such assumptions contain risks and uncertainties that may mean that the actual outcome is different than the expected development.



### Parent Company

The Parent Company's operations consist of joint Group functions for finance, investor relations and marketing. No operating activities are conducted in the Parent Company.

Net sales in the Parent Company during the year amounted to SEK 36.9 million (36.2), which mainly pertains to invoiced management fees to subsidiaries. The Parent Company's operating loss amounted to SEK 38.3 million (22.2). Net financial items amounted to SEK 16.9 million (22.1), of which SEK 9.6 million (7.2) was Group contributions from subsidiaries. Net loss after tax amounted to SEK 17.5 million (1.0). The Parent Company's cash and cash equivalents amounted to SEK 48.4 million (82.6). Equity amounted to SEK 680.8 million (675.5). Interest-bearing liabilities amounted to SEK 261.6 million (112.9) of which SEK 194.3 million (43.7) was non-current and SEK 67.3 million (69.2) was current.

### The Share

The total number of shares in Rejlers AB is 20,381,849, of which 1 749 250 Class A shares (ten votes per share) and 18,632,599 Class B shares (one vote per share). The total number of votes is 36,125,099 divided into 17,492,500 for Class A shares and 18,632,599 for Class B shares. The share capital amounts to SEK 40,763,698. In February 2022, an issue of 460,720 Class B shares was carried out as a part of a purchase consideration in the acquisition of Helenius Ingenjörbyrå AB. In 2019, the Group issued designated convertibles to employees in senior positions. In August 2022, 233,220 Class B shares were issued in connection with the conversion of parts of the convertible programme. Remaining outstanding convertible programmes from 2019 amount to SEK 24,000,000 with conversion in February 2024.

### Corporate governance

We refer to the corporate governance report in this annual report for information regarding the duties of the Board and corporate governance; refer to pages 36-41.

### Guidelines for remuneration and other terms of employment for senior executives

The Annual General Meeting on 22 April 2020 adopted new guidelines for remuneration of the CEO and other members of Group management. The guidelines are reviewed at the Annual General Meeting every four years, i.e., no review was done at the 2022 AGM. The guidelines also encompass potential remuneration of Board members in addition to Board fees.

The guidelines shall be applied to remuneration agreed to after the 2020 AGM and changes in already agreed remuneration made thereafter. The guidelines do not cover share issues or transfers covered by Chapter 16 of the Swedish Companies Act or fees and other compensation decided on by the General Meeting. Regarding the employment conditions that are subject to rules other than Swedish rules, insofar as concerns pension benefits and other benefits, proper adaptations may be made to comply with such rules or established local practice, whereby these guidelines' overall purpose shall be met insofar as possible.

### The guidelines' promotion of the company's business strategy, long-term interests and sustainability

A successful implementation of the company's business strategy and the safeguarding of the company's long-term interests, including its sustainability, presuppose that the company can recruit and retain qualified employees. The Company's

vision is to be a platform for continuous learning, development and growth to thereby be competitive and attract the most qualified employees. The company strives to offer a total remuneration that is reasonable and competitive and thereby manages to attract and retain qualified employees.

### Forms of remuneration, etc.

The remuneration shall be market based, be in relation to responsibilities and authorities and consist of the following components: fixed salary, possible variable compensation and other compensation as per agreement, pension and other benefits. The General Meeting can in addition to this – and independent of these guidelines – decide on for example share and share-price related remuneration.

### Fixed salary

The fixed salary shall form the basis for the total remuneration and shall consist of fixed cash salary, which shall be reviewed annually. The fixed salary shall be competitive and reflect the requirements placed on the position, with regard to expertise, responsibilities, complexity and the manner in which it contributes to achieving the business goals.

### Variable remuneration

In addition to fixed salary, the CEO and other members of Group management may, according to separate agreement, receive variable target-based remuneration upon fulfilment of decided criteria. Possible variable remuneration shall consist of annual variable cash salary and may as a maximum be equivalent to 65 per cent of the fixed annual salary.

The variable salary shall be linked to one or more predetermined and measurable criteria. The criteria can be quantitative, which shall be in line with long-term financial targets, such as the Group's earnings growth, budget target and margin target, and qualitative, which shall be targets that are focused on achieving the Company's vision and strategy and among other things can include activities that concern leadership, brand, professionalism and recruitment. By the targets linking the senior executives' remuneration to the company's earnings and vision, they not only promote the implementation of the company's business strategy, but also the company's long-term interests, sustainability and competitiveness.

When the measurement period for fulfilment of criteria for the disbursement of variable remuneration is finished, the extent to which the criteria have been met is assessed. Insofar as pertains financial targets, the assessment shall be based on the financial information last published by the Company.

### Other remuneration

Further remuneration that is not based on target fulfilment in accordance with the variable remuneration can be paid for the purpose of recruiting or retaining executives. Such remuneration shall be issued in exceptional cases and shall fall within the scope of the maximum target-based variable remuneration described above, meaning that this remuneration together with the variable remuneration may at most be equivalent to 65 per cent of the fixed annual salary.

### Pension

For the CEO and other members of Group management, who are not covered by a defined-benefit pension according to compulsory collective agreement provisions, pension benefits, including health insurance, shall be defined-contribution and the premiums shall not exceed 35 per cent of the fixed annual salary.

### Other benefits

Other benefits, which among other things may include a company car and health insurance, shall be market-based and only constitute a limited part of the combined remuneration.

### Conditions upon termination

For the CEO and other members of Group management, the period of notice shall be a maximum of 12 months upon resignation by the executive. Upon termination by the Company, the period of notice shall normally be six months, but can amount to a maximum of 12 months. Upon termination by the Company, severance pay may correspond to a maximum equivalent of 12 months fixed salary.

### Fees to Board members

The Company's AGM elected Board members shall in special cases be able to be remunerated for services within their respective area of expertise, which does not constitute Board work, for a limited period of time. For these services (including services rendered by a company wholly owned by a Board member), a market-based fee shall be payable on condition that such services contribute to the implementation of the company's business strategy and the preservation of the company's long-term interests, including its sustainability.

### Salary and terms of employment for employees

In the preparation of the Board's proposals on these remuneration guidelines, salaries and terms of employment for the company's employees have been taken into account by information on employees' total remuneration, the remuneration's components and the remuneration's increase and increase rates over time constituting a part of the Remuneration Committee's and the Board's decision documentation in the evaluation of the reasonability of the guidelines and the limitations pursuant to this.

### Planning and decision process

In connection with the statutory Board meeting after the 2022 AGM, the Board appointed a Remuneration Committee, comprising Peter Rejler (Chairman), Martina Rejler and Patrik Boman. The committee's tasks include preparing principles for remuneration of Group management and the Board's decisions regarding proposals on guidelines for remuneration of senior executives. The Board shall prepare proposals for new guidelines at least every four years and present the proposal for resolution at the AGM. The guidelines shall apply until new guidelines have been adopted by the General Meeting.

The Remuneration Committee shall monitor and evaluate programmes for variable remuneration of Group management, the application of the guidelines for remuneration of senior executives and applicable remuneration structures and levels in the Company. In the Board's treatment of and decisions in remuneration-related issues, the CEO or other persons in Group management are not present, insofar as they are affected by the issues.

### Deviation from the guidelines

The Board of Directors may decide to deviate from the guidelines in part or in whole, if in an individual case there is special reason for it and a deviation is necessary to meet the company's long-term interests, including its sustainability, or to ensure the company's financial capacity. As stated above, it is included in the Remuneration Committee's tasks to prepare the Board's decision in remuneration issues, which includes decisions on deviations from the guidelines.

### Information on approved remuneration not yet due for payment

On 10 June 2019, new rules were introduced into the Swedish Companies Act including regarding the formulation of the remuneration guidelines. According to transitional regulations to the new rules, the proposal on remuneration guidelines shall include information on previously approved remuneration that has not yet fallen due for payment. In addition to the commitments to pay continuous remuneration, such as salary, pension and other benefits, there are no previously approved remuneration to any senior executives that have not come due for payment.

### Sustainability Report

The Group's sustainability report is available on the Group's website [www.rejlers.com](http://www.rejlers.com).

### Dividends

Rejlers' long-term policy is for around 50 per cent of the company's earnings to be paid out as dividends. Rejlers Board proposes a dividend of the SEK 4.50 per share (3.00) for the 2022 financial year, which corresponds to 47 per cent of earnings per share before dilution. The dividend amount totals SEK 91.7 million (60.4). Due to the Board of Directors' proposed dividend presented above, the Board hereby issues the following reasoned statement pursuant to Chapter 18 Section 4 of the Swedish Companies Act. The Board considered a dividend to be reasonable considering the demands the nature of the operation places on equity financing, the ability in both the short and long terms of fulfilling the Group's obligations and the estimation of the Group's future growth.

### Proposed allocation of profit

Non-restricted equity in the Parent Company amounts to	SEK 610,498,859
The Board proposes a dividend of SEK 4.50 per share	SEK 91,718,321
To be carried forward	SEK 518,780,538

## Risks and risk management

Strategic and operational risks	Description	Handling
<b>Market</b>	Rejlers operates in Sweden, Finland, Norway and Abu Dhabi and is thus dependent upon short-term economic circumstances in these markets. The company is also exposed to competition from both major international competitors and a number of smaller local competitors in each individual market. Political decisions may also have a decisive influence on the willingness of customers to invest.	Rejlers manages market risks by having a broad customer base with an even distribution of private and public clients and a broad range of services to minimise sensitivity to weakening in individual sectors.
<b>Assignments</b>	Assignment risks include those linked to individual assignments. Rejlers works with different forms of contract. A fixed-price assignment may entail an increased risk if the time required to complete the assignment is miscalculated. The major proportion of the company's assignments are charged at an hourly rate, and therefore the risk they present is limited.	The quality of assignments is assured in the Group-wide business management system, which is certified to ISO 9001:2008 and ISO 14001:2004 standards in Sweden, Finland and Norway. Rejlers conducts a dialogue with customers prior to, during and after project implementations and customer surveys are also regularly conducted. The majority of Rejlers' customers are recurring with framework agreements and we work in long-term relationships with our customers. Rejlers has a limited proportion of fixed-price assignments. These are handled according to a special decision-making procedure and all fixed prices are followed up monthly in terms of the degree of completion.
<b>Employees</b>	There is always a risk that skilled employees leave Rejlers to join competitors, customers or start their own operations. Retaining existing employees is important for company growth, as is recruiting new employees. In the wake of the pandemic, we see a larger share of the employees than before requesting more flexibility and wanting to work from home more often, which Rejlers allows.	Rejlers places great emphasis on the well-being, health and safety of its employees. Being able to offer a stimulating workplace for employees and provide good opportunities for training and personal development contributes to company growth. Through the vision "Home of the Learning Minds", we show the great importance we attach to being a learning organisation, which ultimately strengthens Rejlers' position as an attractive employer. To meet increasing demands to be able to work from home, Rejlers has ensured that the right technical infrastructure is in place for this and conducts a constructive dialogue with the employees on this.
<b>Acquisitions</b>	The acquisition of a consultancy always entails a risk that personnel will leave the company acquired. A major acquisition puts the organisation under strain and directs attention to internal issues, which may hinder marketing efforts.	In every acquisition, Rejlers always seeks to integrate new employees and operations to create additional value for both the acquiring and the acquired company. By gaining local support within the organisation in respect of potential acquisitions, we also avoid the risk of bad investments.
<b>Media exposure and brand</b>	With the increasing renown and exposure of Rejlers and the Rejlers brand also comes the risk of e.g. media scrutiny and negative publicity.	Rejlers has a structured method for monitoring and following what is written and reported about the company and the major projects we are involved in, in both conventional media and social media. There are established guidelines for how the company's employees should act in relation to various media.
<b>Anti-Corruption</b>	Rejlers is dependent on the company, employees, suppliers and partners respecting and complying with current legislation regarding bribery and corruption. Actions that conflict with current laws can affect Rejlers' reputation and operations.	All employees and our suppliers must follow the Rejlers Code of Conduct. The Code of Conduct contains rules for Rejlers' business conduct and the company's responsibility toward colleagues, customers, shareholders and other stakeholders. Our Code of Conduct is included in the employment contracts signed by our employees. We also have a system for whistle-blowing in which an independent, external party helps us handle received cases.
<b>Human rights</b>	We assess the risk of human rights violations in our own operations to be low. Risks are mainly in the supply chain and may arise in connection with material purchases in projects and in our own operations.	Rejlers respects the UN Global Compact and its ten principles regarding human rights, working conditions, consideration for the environment and anti-corruption. These guidelines are to be complied with internally within the business, and Rejlers works with the company's suppliers to ensure compliance in the supply chain. It is mandatory for all employees and suppliers to follow Rejlers' Code of Conduct.
<b>Environment</b>	Rejlers does not conduct operations requiring permits or registration according to applicable environmental legislation. Rejlers' own impact takes place through operations in our offices, business travel and the purchase of goods and services. Our indirect impact takes place through our customer projects. We must meet the customers' requirements for expertise in, for example, how infrastructure and buildings can be adapted to climate risks. We also see this as an opportunity to help customers make sustainable choices in areas where we have the greatest impact through our projects, such as climate impact, material choices and circular systems.	Rejlers has a certified environmental management system to ensure that we take into account the environmental impact of our operations, as well as the impact that our assignments represent. The system also ensures that applicable environmental legislation is complied with throughout the Group.
Financial risks	Description	Handling
<b>Liquidity risk</b>	Rejlers' liquidity is affected by the earnings accrual and the undertakings the Group has with regard to supplementary purchase considerations for acquisitions, loans to credit institutions, interest, etc. Liquidity can also be impacted by the amount of overdue trade receivables.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's liquidity risks. Liquidity forecasts are continuously reported to the Board of Rejlers AB, including covenant forecasts. Future commitments' relation to earning accrual is continuously monitored and it is checked that procedures for collection of overdue trade receivables are in place.
<b>Currency, and interest-rate risk</b>	Changes in interest rates and foreign exchange rates have an effect on cash flow, earnings and the balance sheet. The Group's expenses and revenues are chiefly in local currencies, i.e. SEK, NOK and EUR. Even in the event of major foreign exchange rate changes we consider the consolidated balance sheet only to be exposed to a minor extent.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's currency and interest-rate risks. The company's liquidity is managed through Group currency accounts in the bank in order to optimise the use of the respective currency and to handle interest expenses regarding the utilisation of overdraft facilities. Interest rate terms for the other bank loans are deemed to be market based and may be negotiated if this changes.
<b>Credit risk</b>	Credit risk entails risks linked to the ability of customers to pay. Rejlers has a major exposure to customers in the public sector where the credit risk is low.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's credit risks. Because customers are invoiced on an ongoing basis, the accrued credit risk is relatively limited even in major assignments. The majority of Rejlers' customers are large and recurring, including in the public sector. We work in long-term relationships with our customers, which reduces credit risk. For new, previously unknown customers, a credit report is obtained and terms of payment can be shortened for customers deemed to have a higher credit risk.



# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS



**PETER REJLER**  
Chairman of the Board

**Born:** 1966  
**Elected:** 2010

Master of Science in Engineering/  
Former President and CEO of  
Rejlers AB.

**Rejlers shareholding:**  
1,159,750 A shares. 483,500  
Class A shares and 148,663  
Class B shares through the  
company, Jangunnar AB.



**JAN SAMUELSSON**  
Vice Chairman of the Board

**Born:** 1950  
**Elected:** 2010

Former CEO of Kraftringen AB.  
**Other important assignments:**  
Board member of the  
Brittedal Group.

**Rejlers shareholding:**  
3,583 B shares.



**PATRIK BOMAN**  
Board member

**Born:** 1964  
**Elected:** 2018

Graduate in economics. President  
and CEO of Dynamant Group AB.

**Other important assignments:**  
Member of the Boards of  
Dynamant AB, Dynamant Group  
AB and 20NINE TECH AB. Advisor  
to the Board in DEK Technologies.

**Rejlers shareholding:**  
2,700 B shares.



**HELENA LEVANDER**  
Board member

**Born:** 1957  
**Elected:** 2018

Master of Science in Economics,  
Stockholm School of Economics.

**Other important assignments:**  
Chairman of the Boards of  
Factoringgruppen and Caroline  
Svedbom AB. Member of the  
Boards of Stendörren Fastigheter  
AB, Cinclus Pharma AB and  
Occlutech AG.

**Rejlers shareholding:**  
5,000 B shares.



**MARTINA REJLER**  
Board member

**Born:** 1971  
**Elected:** 2021

Bachelor of Science in  
International Relations and  
Economics. Former member of  
Rejlers' Nomination Committee.

**Other important assignments:**  
Member of the Board of  
Jangunnar AB. Member of  
the Board of Jacobssons  
Fastighetsbyrå AB. Deputy  
Board member of Next Home  
Fastighetsbyrå AB.

**Rejlers shareholding:**  
13,125 A shares and 802,364  
B shares 483,500 Class A  
shares and 148,663 Class B  
shares through the company  
Jangunnar AB.



**BJÖRN LAUBER**  
Employee representative

**Born:** 1965  
**Elected:** 1998

Bachelor of Science in  
Economics. Economist at Rejlers  
Sverige AB.

**Rejlers shareholding:** —



**TORE GREGORSSON**  
Employee representative

**Born:** 1959  
**Elected:** 2016

Technical graduate engineer.  
Consultant in Rejlers Sverige AB.

**Rejlers shareholding:**  
505 B shares.

# MANAGEMENT



**VIKTOR SVENSSON**  
President and CEO of Rejlers AB

**Born:** 1975  
**Employed since:** 2018  
**Rejlers shareholding:**  
92,500 B shares. Convertible  
programme 2019/2024: nominal  
amount: SEK 4,000,000.



**ANNA JENNEHOV**  
CFO, Rejlers AB

**Born:** 1964  
**Employed since:** 2019  
**Other important assignments:**  
Member of the Board of  
Hypergene AB. Member of the  
Board of Next One Technology AB  
**Rejlers shareholding:**  
4,700 B shares.  
Convertible programme  
2019/2024: nominal amount:  
SEK 1,500,000.



**MALIN SPARF RYDBERG**  
Communication Director, Rejlers AB

**Born:** 1969  
**Employed since:** 2018  
**Other important assignments:**  
Member of the Board of Gomero  
Group AB.  
**Rejlers shareholding:**  
3,000 B shares.  
Convertible programme  
2019/2024: nominal amount:  
SEK 1,500,000.



**MALIN LJUNG EIBORN**  
Sustainability Director, Rejlers AB

**Born:** 1976  
**Employed since:** 2022  
**Other important assignments:**  
Member of the Board of  
Nätverket för Hållbart Näringsliv  
(the Network for Sustainable  
Business)  
**Rejlers shareholding:**  
2,000 B shares.



**JENNY EDFAST**  
President, Rejlers Sverige AB

**Born:** 1975  
**Employed since:** 2015  
**Rejlers shareholding:**  
2,026 B shares.



**MIKKO VAAHERSALO**  
President, Rejlers Finland Oy

**Born:** 1979  
**Employed since:** 2021  
**Other important assignments:**  
Other important assignments  
SKOL. Member of the Board of  
Venda Partners  
**Rejlers shareholding:**  
2,945 B shares.



**PETTER ARNESEN**  
President, Rejlers Norge AS

**Born:** 1970  
**Employed since:** 2011  
**Rejlers shareholding:**  
2,190 B shares.

# CORPORATE GOVERNANCE REPORT

Rejlers is a Swedish public limited company and is regulated by Swedish legislation. The company's Class B shares are listed for trade on Nasdaq Stockholm, which is why the company applies Nasdaq Stockholm's rules.

Rejlers' corporate governance is based on the Swedish Companies Act, the articles of association as approved by the shareholders and obligations the company has undertaken through contracts such as the listing agreement with Nasdaq OMX. As a result of the listing contract, Rejlers has applied the Swedish Corporate Governance Code since 1 July 2008. In addition to this, Rejlers is required to comply with applicable Swedish and foreign laws and regulations. Rejlers' assessment is that the company follows the rules stated in the Swedish Corporate Governance Code ([www.bolagsstyrning.se/koden/gallande-kod](http://www.bolagsstyrning.se/koden/gallande-kod)).

## Shareholders

Rejlers' Class B shares have been noted on the NASDAQ OMX Nordic list, the regulated market for share trading, since 18 December 2006. Before then, the share had been listed on the Nordic Growth Market, NGM, since 8 May 2003. On 1 January 2021, Rejlers was moved up to Nasdaq's Mid Cap segment, which includes companies with a market capitalisation between EUR 150 million and EUR 1,000 million.

The total number of shares in the company amounts to 20,381,849, of which 1,749,250 are Class A shares and 18,632,599 are Class B shares. The number of votes at Rejlers totals 36,125,099. Its share capital amounts to SEK 40,763,698. Upon request from the shareholder, Class A shares may be transformed into Class B shares. There is no limit to how many votes a shareholder may cast at the AGM. Class A shares confer 10 votes per share while Class B shares confer 1 vote per share. The shareholder with more than 10 per cent of the votes is Peter Rejler.

## Annual General Meeting

The General Meeting of shareholders is Rejlers' highest decision-making body in which all shareholders have the right to participate in the decisions. If an individual shareholder wishes to have a matter for resolution taken up at the AGM, it must be submitted in writing to the Board no later than seven weeks before the AGM. In accordance with the articles of association, notice to attend must be entered in the Official Swedish Gazette (Post- och Inrikes Tidningar) and posted on the company's website. Information regarding the promulgation of a notice to attend must be provided in an advertisement in Dagens Nyheter.

Rejlers' AGM for the 2021 financial year was held on 21 April 2022, entirely without the physical presence of shareholders, proxies or outsiders. Shareholders could only exercise their voting rights by post or e-mail before the AGM, in accordance with Sections 20 and 22 of the Act (2020:198) on Temporary Exemptions to Facilitate the Implementation of General Meetings due to the then on-going pandemic. The AGM was attended by 24 shareholders who represented 64.7 per cent of the company's votes and 41.3 per cent of equity. The minutes from the Annual General Meeting are available on the company's website [www.rejlers.com/se](http://www.rejlers.com/se).

## The AGM resolved, inter alia:

- In accordance with the Board's proposal, to appropriate the company's earnings such that of unappropriated earnings of SEK 606,594,081, a total of SEK 60,445,887 is to be paid to the shareholders in dividend, of which SEK 5,247,750

in total was paid to holders of Class A shares and SEK 55,198,137 was paid to holders of Class B shares in dividend and the remainder was carried forward. Accordingly, a dividend was decided on of SEK 3.00 per share, regardless of class. The record date for receipt of the dividend was set at 25 April 2022.

- To adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet, in accordance with the Board's proposal.
- To discharge the members of the Board and CEO from liability as proposed by the auditor.
- To set the remuneration of the Board as per the Nomination Committee's proposal, and the remuneration of auditors as per approved invoice.
- In accordance with the Nomination Committee's proposal, that the Board of Directors shall consist of five (5) ordinary members without deputies for the period until the end of the next Annual General Meeting.
- In accordance with the Nomination Committee's proposal, that the Board of Directors shall consist of the re-election of Peter Rejler, Jan Samuelsson, Helena Levander, Patrik Boman and Martina Rejler for the period until the next AGM.
- In accordance with the Nomination Committee's proposal, to elect the accounting firm Ernst & Young AB as the company's auditors until the end of the next Annual General Meeting.
- To change the Articles of Association in accordance with the Board's proposal so that the limits on the number of shares and the share capital are raised and to carry out certain further editorial changes to the Articles of Association.
- To authorise the Board of Directors to decide on acquisition and transfer of own shares. Acquisitions may take place of a maximum number of Class B shares such that the own holdings do not at any time exceed 10 per cent of all shares in the company and that the number of Class B shares that may be transferred shall amount to a maximum of 10 per cent of the total number of shares in the company.
- Authorising the Board of Directors to decide on a new share issue of a total of no more Class B shares than would be equivalent to a dilution of a maximum of 10 per cent.
- All resolutions at the Annual General Meeting were passed unanimously or by a required majority.

The 2023 AGM in respect of the 2022 financial year will be held on 20 April 2023 in Stockholm.

## Nomination Committee

The General Meeting adopts guidelines for the appointment of the Nomination Committee.

The Nomination Committee nominates members to Rejlers' Board who are then proposed to the AGM. The Nomination Committee's work begins with an evaluation of the incumbent Board. When making nominations to the future Board, the Nomination Committee takes into consideration the potential members' strategic skills, education and any other Board work.

The Nomination Committee also solicits points of view from the principal owners. The Nomination Committee submits proposals regarding remuneration of members of the Board at the AGM. The Nomination Committee also submits proposals regarding the election of auditors.

The Nomination Committee charged with preparing agenda items prior to the 2023 AGM consists of Kent Hägglund representing Peter Rejler, Lisa Rejler representing Jan Rejler and



Mats Andersson representing Nordea Fonder. The Nomination Committee must draft proposals regarding: the AGM chair, the number of Board members, fees to Board members, Board members, Chairman of the Board, Vice Chairman of the Board, the number of auditors, the auditors, how the Nomination Committee should be appointed before the 2024 AGM and the Nomination Committee's assignment. As the basis for the Nomination Committee's work, the chairman of the Board and the CEO submitted a report on the work of the Board during the year. Furthermore, an annual evaluation of the Board was carried out on behalf of the Nomination Committee.

### Diversity

All board members aim to contribute to maintain and improve the Board's overall effectiveness. In the election of Board members, Rejlers therefore strives to have adequate expertise within the company's operations, business areas, markets and development. To achieve this, a broad distribution of characteristics and competencies is strived for. In addition, diversity with regard to age, gender, geographic origins, education and professional background is important to take into account. Rejlers actively works for diversity on the Board.

### Board of Directors

Rejlers Board and the Chairman of the Board are appointed by the General Meeting. The Board approves Rejlers strategy and objectives, issues steering documents, ensures effective evaluation of operations and monitors the company's development and financial situation. During the 2022 financial year, the Board consisted of five members, who are presented in greater detail on page 36. During the 2022 financial year, the Board held 13 recorded meetings, of which four were by letter or email minutes for a resolution on the convening notice for the Annual General Meeting and issues in connection with the acquisition and redemption of convertible programmes. Representatives from Group management and other management personnel regularly participated in Board meetings during the year to discuss issues in their respective areas. The Board is also responsible for major acquisitions and divestments of operations, major investments and the appointment of the CEO. The Board also approves business plans, the annual accounts and monitors the work of the President.

The union organisations appointed Björn Lauber and Tore Gregorsson as Board members and Martin Gradin as a deputy member.

Peter Rejler was elected by the Annual General Meeting as the Chairman of the Board. Jan Samuelsson was elected the Vice Chairman. The Audit Committee consists of Jan Samuelsson (chair), Helena Levander and Peter Rejler. As of 2022, the Board of Directors has appointed a Remuneration Committee, which consists of Peter Rejler (Chairman), Martina Rejler and Patrik Boman.

CEO Viktor Svensson is not a member of the Board, but participates as a presenter in all the Board meetings. In addition, the CFO and other salaried employees from the organisation take part in all Board meetings to report on specific matters.

### The Board's rules of procedure

The Board has not allocated any specific areas of responsibility between its members, except two committees, remuneration and audit committee. In addition to the allocation of responsibility that applies generally under the Swedish Companies Act, the Articles Of Association and the Swedish

Corporate Governance Code, the Board's work is governed by its rules of procedure, which stipulate that the Board must:

- In addition to the statutory meeting, hold at least five ordinary meetings
- Establish the overarching objectives for the company's operations and decide on company's strategy
- Approve the budget and corresponding long-term plans including the investment budget
- Address and approve matters regarding tenders and projects with larger fixed-price amounts
- Decide on the purchase and sale of real estate, shares or the acquisition of another company's operations
- Appoint an Audit Committee
- Appoint a Remuneration Committee
- Submit the annual accounts, administration report and interim reports
- Approve the raising of loans
- Initiate processes or settlements of disputes of material significance
- Keep other issues of material financial or other significance

The following items must be taken up at every ordinary Board meeting:

- A report on the company's activities including its financial management
- A report on exceptional measures taken or events occurring between Board meetings
- A report on the development of on-going major projects and expected business events
- A report on existing or potential disputes that may have a significant impact on the company's operations

### BOARD COMPOSITION

Name	Function	Independent	Elected	Present
Peter Rejler <sup>1)</sup>	Chairman	No	2010	13/13
Jan Samuelsson	Vice chairman	Yes	2010	13/13
Helena Levander	Board member	Yes	2018	13/13
Patrik Boman	Board member	Yes	2018	13/13
Martina Rejler <sup>2)</sup>	Board member	Yes	2021	13/13
Björn Lauber	Employee representative	-	1998	13/13
Tore Gregorsson	Employee representative	-	2016	13/13

<sup>1)</sup> Dependent in relation to the company and to major shareholders.

<sup>2)</sup> Independent in relation to major shareholders.

The Chairman of the Board is the link between Rejlers' CEO and other Board members.

The Chairman is tasked with directing the work of the Board and ensuring that the Board complies with applicable laws, rules and recommendations. The Board is evaluated on an ongoing basis, both in respect of the Board as a whole and its individual Board Members. During 2022, the evaluation was carried out in the form of a Board questionnaire under the direction of the Nomination Committee. The entire Board took part in the questionnaire and discussed the evaluation. On the same occasion the Board evaluated the CEO and the company's management in their absence, but with the company auditor present. The company auditor participated in one Board meeting in connection with closing the annual accounts. The company's interim report for the third quarter was reviewed by the company's auditor and reported to the Board's Audit Committee.

## Sustainability

To meet the global sustainability challenges, today's society needs a rapid transition where infrastructure, industries and buildings must become smarter and more efficient. Rejlers is involved in and contributes to this transition. We have a business-driven approach to sustainability in that our solutions strengthen our customers' competitiveness and simultaneously future-proof their operations and our societies. Rejlers' sustainability framework aims to contribute to the UN's Global Sustainable Development Goals through set targets and activities and is integrated into the strategy for 2025 as well as our day-to-day operations. Rejlers covers three areas: People, Projects and Partners. The sustainability framework covers the areas where we can make the greatest difference through our unique expertise.

## Governance of our sustainability work

As of December 2022, Rejlers expanded Group Management with a business-driven sustainability manager, whose newly established role is to lead Rejlers' strategic work in developing our sustainability offering and to ensure that the sustainability targets are a part of the overall corporate strategy. The Board and the Audit Committee continuously monitor developments regarding the established framework and our targets. Our sustainability framework shall ensure that all functions and divisions contribute in the best way to the sustainability work. Broken-down, measurable targets that aim to achieve the overall goals shall be present at all levels in the organisation. Rejlers' leaders and HR departments are continuously working to ensure that the employees will develop, thrive and be challenged in their work. Rejlers' management is responsible for and ensures that Rejlers continues to develop as an attractive employer. In our recruitment process, we focus in particular on increasing gender equality and diversity in the organisation. Rejlers' purchasing process shall ensure that suppliers and partners follow and respect our Code of Conduct as a self-evident minimum. Our sustainability framework and our sustainability targets are integrated into our core business and our processes to contribute both to our own development and to our customers' sustainability journey.

## Internal control

At present, it is the Board's assessment that the company's size and complexity do not motivate a special internal audit unit, but rather that the accounting function will take care of the continuous follow-up and conduct improvement projects in financial management and control, which the Board finds satisfactory. Internally, follow-ups are done of the commissioned work, of outcomes and potential needs for changed procedures.

## Audit committee

In connection with the statutory Board meeting after the 2022 AGM, the Board appointed an Audit Committee, comprising Jan Samuelsson (Chairman), Helena Levander and Peter Rejler. The Audit Committee held eight meetings during the year. The committee reporter is the company's CFO. The Audit Committee has the main task of ensuring compliance to established principles for financial reporting and internal control. The Audit Committee also monitors the company's continuous risk management, establishes supplemental instructions to the auditors for the audit effort, and monitors compliance to laws, ordinances, listing agreements and the Swedish Corporate Governance Code.

The Audit Committee also makes sure that other assignments in addition to audits carried out by the company's auditors are within the framework of approved policy. The Audit Committee reviewed steering documents and policies during the year. In addition, the Audit Committee monitors changes to audit rules

that may have an effect on the company's financial reporting and the external financial disclosures, and it also evaluates the need for an internal audit function.

## Remuneration committee

In connection with the statutory Board meeting after the 2022 AGM, the Board appointed a Remuneration Committee, comprising Peter Rejler (Chairman), Martina Rejler and Patrik Boman. The Remuneration Committee held three meetings during the year. The committee prepares remuneration and employment issues mainly for the CEO and to some extent for other senior executives based on the guidelines adopted by the Annual General Meeting. The Remuneration Committee is represented by the Chairman of the Board in negotiations with the President.

## Remuneration

Resolutions were made during the 2020 AGM regarding guidelines for remuneration of the CEO and senior executives in accordance with changed regulations. The guidelines follow new EU directives and expanded requirements in accordance with the Swedish Corporate Governance Code. The guidelines encompass senior executives and potential remuneration of Board members in addition to Board fees. The guidelines for remuneration of senior executives shall promote the company's business strategy, long-term interests and sustainability. The forms of remuneration are fixed and variable remuneration, which shall be competitive and variable salary shall be linked to one or more predetermined and measurable criteria. The guidelines also cover other terms, such as pension, other benefits and termination by the company and resignation by the employee. The Board of Directors may decide to deviate from the guidelines in part or in whole if there is reason to do so in an individual case. The guidelines are reviewed at the Annual General Meeting every four years and at the 2022 AGM, the Board presented, in accordance with the regulations, an annual report on remuneration of the CEO and Board members paid and due that is covered by the guidelines. For the complete guidelines, please refer to pages 33-34 in the administration report.

The AGM approved remuneration of the Board in the amount of SEK 700,000 to the Chairman of the Board, SEK 400,000 to the Vice Chairman and SEK 300,000 each to the other members who are not Rejlers employees. An additional SEK 330,000 was set aside for committee work. The remuneration is unchanged from previous years. See Note 8 to the annual accounts for remuneration of the Board.

## CEO and Group management

The Chief Executive Officer (CEO) is appointed by the Board and is tasked with the day-to-day administration of the company in accordance with the guidelines and instructions contained in law, the articles of association and the internal work instructions. Day-to-day management includes all measures that, in consideration of the scope and nature of the company's operations, are of an unusual character or of great significance or are expressly defined as falling within the responsibility of the Board.

Viktor Svensson began as the President and CEO of Rejlers on 22 February 2018. The CEO directs the work of Group management and makes decisions in consultation with other members of the management team.

Group management holds regular meetings under the direction of the CEO. Between these meetings, the company made regular checks regarding the status of each operation. In 2019, the vision, strategy and financial targets were set, which are guides for governance and continuous follow-up. Based on these, the respective segment has an approved annual business plan. The CEO writes a monthly CEO report to the

Board where the follow-up is focused on growth, profitability, acquisitions, cost control and cash flow.

Group management comprised the CEO, the CFO, the Heads of operations for Sweden, Finland and Norway and the Communication Director, six members in all. From December 2022, the Group Management was expanded with a newly established role, the Group Sustainability Director. Information about the CEO and the members of the Group management team, their ages, education and shareholdings, is available in the Group Management section on page 37.

### Audits

The AGM's tasks include selecting an auditor. The 2022 AGM resolved to re-elect the accounting firm Ernst & Young for a period of one year with Åsa Lundvall as the Auditor-in-Charge. The Nomination Committee is proposing, after recommendation from the Audit Committee, that the 2023 AGM re-elect the accounting firm Ernst & Young as the auditors.

Ernst & Young audited most of Rejlers' active companies in Sweden, Finland and Norway which were wholly owned by Rejlers during 2022.

The auditor works from an audit plan and reports her observations to the Audit Committee on an ongoing basis throughout the year. Reporting to the Board takes place in conjunction with the annual closing of accounts. A review of internal procedures and control systems is also carried out in conjunction with the audit review.

In addition to the audit review, Ernst & Young was also engaged for other assignments. Among other things, this concerned various accounting matters and extra examination of acquisitions. All of the assignments fall within the framework of policy laid down by the Audit Committee. Remuneration of the company auditors for 2022 is presented in Note 9 of the Annual Report.

### Financial reporting and information

The company handles public announcements in accordance with the Market Abuse Regulation, and continuously provides information on the company's development and financial position. Information is provided regularly in the form of:

- Interim reports
- Annual Report
- Press releases about news and events that may materially affect the valuation and future prospects of the company. Rejlers' policy is to publish orders that are of strategic value
- Presentations for financial analysts, investors and media
- Rejlers' website – [www.rejlers.com](http://www.rejlers.com) – where the information described above is available

### The Board's description of the internal control system and risk management

#### Control environment

The control environment constitutes the basis of internal control. The control environment creates the culture upon which Rejlers operates and defines steering documents, standards and guidelines for the operation's actions. The control environment consists of policies, documented guidelines, manuals and instructions disseminated throughout the organisation.

The quality management system is supplemented by a series of documented directives, which include a financial manual containing guidelines for accounting and financial management together with the information policy.

Rejlers maintains a quality management system that includes procedures, instructions and templates for relevant processes. Rejlers is always busy developing and improving quality and processes in order to meet the standards customers, suppliers

and employees expect of a consultancy.

The organisational structure is transparent, with defined roles and responsibilities that are communicated through documented work instructions for the Board, Board committees, the CEO and leaders in the Group.

There are rules of procedure for the Board and instructions for the president of each company in the Group, based on the same principles as those for Rejlers AB. Each company has a Board tasked with continuously ensuring compliance with the overall guidelines and policies and making regular assessments of the company's financial situation. The Boards each have at their disposal a president, who in the larger subsidiaries also has a management group.

In each of the countries concerned, the Rejlers organisation allows local units great independence. Leaders at all levels have clearly delegated responsibilities and powers to develop their operations based on local conditions and their customers' needs.

Regular evaluations are conducted in the organisation at both function and departmental level in order to ensure relevant knowledge of financial reporting in the organisation. The aim is the ability to guarantee with reasonable certainty that Rejlers' short-term and long-term targets are achieved. The aim of risk management and internal controls in connection with financial reporting is the ability to guarantee with reasonable certainty that the external financial reporting is reliable with regard to interim reporting, annual reporting and the annual accounts, and to ensure that the external financial reporting is prepared in accordance with laws, applicable financial reporting standards and other requirements that must be met by listed companies.

### Information and communication

The most important steering documents regarding the financial statements are continuously updated and communicated to relevant employees over the company's intranet, information letters, regular meetings, etc. Information channels are established to communicate to concerned employees in the organisation as effectively as possible. Rejlers also has an information policy in regard to both internal and external communication.

### Control activities

The control structure is designed to manage the risks the Board and the senior management consider significant for operational activities, compliance with laws and regulations and financial reporting. Defined decision-making procedures, including an authorisation manual, are established e.g. for investments and signing of contracts. Where appropriate, automatic controls specifically related to financial reporting have been established. Most control activities are integrated into the company's key processes, such as order booking, revenue recognition, investments, supplier contracts and purchases. Rejlers has a limited proportion of fixed-price assignments. These are handled according to special decision-making procedure and the degree of completion is followed up monthly. The IT structure is designed to handle potential risks in the entire operation. Special controls are in IT systems related to the processes that affect the financial reporting.

Each unit head is responsible for ensuring adequate internal control in the unit concerned and for ensuring that the units comply with the Group's directives for financial reporting. To ensure compliance with the Group's procedures and guidelines for financial reporting, the Group's CFO annually carries out internal controls. Because the Board considers Rejlers' significant areas of risk to be covered by the reviews and controls conducted, it sees no current need to set up a separate function for internal audit at present.



# CONSOLIDATED ACCOUNTS

## CONSOLIDATED INCOME STATEMENT

Amount SEK million	Note	2022	2021
Net sales	5, 6	3,513.0	2,898.7
Other income	7	10.5	8.8
Personnel expenses	8	-2,141.5	-1,801.1
Other external expenses	9	-967.3	-829.8
Participations in associated company earnings	14	1.5	2.5
<b>EBITDA</b>		<b>416.2</b>	<b>279.1</b>
Depreciation/amortisation and impairment of non-current assets	10, 13, 23	-128.9	-114.8
<b>EBITA</b>		<b>287.3</b>	<b>164.3</b>
Acquisition-related items		-53.0	-34.6
<b>Operating profit/loss (EBIT)</b>		<b>234.3</b>	<b>129.7</b>
Financial income	15	60.0	40.4
Financial expenses	16	-48.5	-34.1
<b>Profit/loss after net financial items</b>		<b>245.8</b>	<b>136.0</b>
Tax	17	-49.4	-25.8
<b>Profit for the period from remaining operations</b>		<b>196.4</b>	<b>110.2</b>
Attributable to the Parent Company's shareholders		196.4	110.2
Attributable to shareholders without a controlling influence		-	-
Average number of shares		20,207,411	19,687,909
Number of shares at end of period		20,381,849	19,687,909
Number of shares after dilution		20,568,329	20,131,231
Earnings per share before dilution, SEK, remaining operations	18	9.64	5.60
Earnings per share after dilution, SEK, remaining operations	18	9.55	5.47

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Amount SEK million	Note	2022	2021
Profit for the period		196.4	110.2
<b>Items that may be reclassified to the income statementw</b>			
Translation differences of foreign operations		35.9	14.2
<b>Items that will not be reclassified to the income statement</b>			
Revaluation of net pension provisions		15.8	3.8
<b>Total</b>		<b>51.7</b>	<b>18.0</b>
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>248.1</b>	<b>128.2</b>
Attributable to the Parent Company's shareholders		248.1	128.2

## CONSOLIDATED BALANCE SHEET

Amounts in SEK million	Note	2022	2021	Amount SEK million	Note	2022	2021
<b>Assets</b>				<b>EQUITY AND LIABILITIES</b>			
<b>Non-current assets</b>				<b>Equity</b>			
<b>Intangible assets</b>				Share capital		40.8	39.4
Capitalised expenditures for program development	10	19.3	22.2	Other capital contributed		590.1	507.5
Customer values	11	355.0	274.3	Reserves		60.4	8.7
Goodwill	12	1,075.7	750.8	Accumulated profit including profit for the year		795.8	659.9
<b>Total intangible assets</b>		<b>1,450.0</b>	<b>1,047.3</b>	<b>Total equity attributable to Parent Company shareholders</b>		<b>1,487.1</b>	<b>1,215.5</b>
<b>Property, plant and equipment</b>				Equity attributable to shareholders without a controlling influence		-	-
Rights of use	23	275.1	270.7	<b>Total equity</b>		<b>1,487.1</b>	<b>1,215.5</b>
Equipment, tools, fixtures and fittings	13	44.1	40.4	<b>Non-current liabilities</b>			
<b>Total property, plant and equipment</b>		<b>319.2</b>	<b>311.1</b>	Liabilities to credit institutions	24	170.0	43.7
<b>Financial assets</b>				Lease liabilities	23	170.9	177.6
Participations in associated companies	14	6.9	6.3	Convertible debentures		24.3	23.8
Non-current securities held as non-current assets	19	14.5	15.4	Deferred tax liability	17	90.7	69.8
Other non-current receivables	20	25.0	18.9	Pension provisions	25	8.1	31.1
<b>Total financial assets</b>		<b>46.4</b>	<b>40.6</b>	Other liabilities		95.5	31.2
Deferred tax asset	17	14.0	20.9	<b>Total non-current liabilities</b>		<b>559.5</b>	<b>377.2</b>
<b>Total non-current assets</b>		<b>1,829.6</b>	<b>1,419.9</b>	<b>Current liabilities</b>			
<b>Current assets</b>				Liabilities to credit institutions	24	67.3	69.2
<b>Current receivables</b>				Convertible debentures		-	23.8
Trade receivables	21	643.2	475.7	Lease liabilities	23	95.5	86.8
Current tax assets		31.7	18.1	Trade payables		152.7	124.8
Other receivables		35.8	8.7	Current tax liabilities		53.4	10.6
Prepaid expenses and accrued income	22	299.3	275.4	Other liabilities	29	212.5	152.0
<b>Total current receivables</b>		<b>1,010.0</b>	<b>777.9</b>	Accrued expenses and deferred income	26	356.4	289.8
Cash and cash equivalents		144.8	151.9	<b>Total current liabilities</b>		<b>937.8</b>	<b>757.0</b>
<b>Total current assets</b>		<b>1,154.8</b>	<b>929.8</b>	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,984.4</b>	<b>2,349.7</b>
<b>TOTAL ASSETS</b>		<b>2,984.4</b>	<b>2,349.7</b>				

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Amount SEK million	Share capital	Other capital contributed	Reserves <sup>1)</sup>	Accumulated profit including profit for the year	Total	Non-controlling interests	Total equity
<b>Opening equity 01/01/2021</b>	<b>39.4</b>	<b>507.5</b>	<b>-9.3</b>	<b>618.6</b>	<b>1,156.2</b>	<b>-</b>	<b>1,156.2</b>
Comprehensive income for the period	-	-	18.0	110.2	128.2		128.2
<b>Changes attributable to transactions with the owners</b>							
Dividends	-	-	-	-68.9	-68.9		-68.9
<b>Closing equity 31/12/2021</b>	<b>39.4</b>	<b>507.5</b>	<b>8.7</b>	<b>659.9</b>	<b>1,215.5</b>		<b>1,215.5</b>
<b>Opening equity 01/01/2022</b>	<b>39.4</b>	<b>507.5</b>	<b>8.7</b>	<b>659.9</b>	<b>1,215.5</b>		<b>1,215.5</b>
Comprehensive income for the period	-	-	51.7	196.4	248.1		248.1
<b>Changes attributable to transactions with the owners</b>							
Non-cash issue	0.9	61.4	-	-	62.3		62.3
Conversion of convertibles	0.5	21.2	-	-	21.7		21.7
Dividends	-	-	-	-60.4	-60.4		-60.4
<b>CLOSING EQUITY 31/12/2022</b>	<b>40,8</b>	<b>590.1</b>	<b>60.4</b>	<b>795.8</b>	<b>1,487.1</b>		<b>1,487.1</b>

<sup>1)</sup> Reserves consist of translation differences of foreign operations and actuarial gains and losses

The Board of Directors proposes a dividend of SEK 4.50 per share (3.00)



## CONSOLIDATED STATEMENT OF CASH FLOW

Amount SEK million	Note	2022	2021
<b>Cash flow from operating activities</b>			
Operating profit/loss		234.3	129.7
<b>Adjustments for items not included in cash flow</b>			
Depreciation of non-current assets	10-13	68.6	51.2
Other items	32	61.8	65.3
<b>Total, items not affecting cash flow</b>		<b>130.4</b>	<b>116.5</b>
Interest paid		-48.5	-34.1
Interest received		60.0	40.4
Income tax paid		-23.6	-18.8
<b>Cash flow from operating activities before change in working capital</b>		<b>352.6</b>	<b>233.7</b>
<b>Change in working capital</b>			
Increase/decrease in trade receivables		-131.8	-84.7
Increase/decrease in current receivables		-41.2	-56.7
Increase/decrease in accounts payable		27.9	6.2
Increase/decrease in other current liabilities		67.7	71.5
<b>Cash flow from operating activities</b>		<b>275.2</b>	<b>170.0</b>
<b>Investing activities</b>			
Acquisition of property, plant and equipment		-15.3	-17.9
Acquisition of intangible assets		-5.9	-5.1
Acquisition of operations	28	-224.4	-108.5
Acquisition of other financial assets		-	-0.9
<b>Cash flow from investing activities</b>		<b>-245.6</b>	<b>-132.4</b>
<b>Financing activities</b>			
Loans raised		201.8	-
Amortisation of loans	31	-85.7	-76.0
Repayment of lease liability as per IFRS 16		-93.9	-78.6
Convertibles programme		-2.2	-
Dividends paid to shareholders		-60.4	-68.9
<b>Cash flow from financing activities</b>		<b>-40.4</b>	<b>-223.5</b>
<b>Cash flow for the year</b>		<b>-10.8</b>	<b>-185.9</b>
Cash and cash equivalent at beginning of year		151.9	336.6
Exchange rate differences in cash and cash equivalents		3.7	1.2
<b>CASH AND CASH EQUIVALENT AT YEAR END</b>		<b>144.8</b>	<b>151.9</b>

# NOTES – GROUP

## NOTE 1. GENERAL INFORMATION

Rejlers AB (publ) (556349-8426) (the Parent Company) and its subsidiaries (jointly called the Group) is a Nordic business group that offers services to customers in the areas of buildings and properties, energy, industry and infrastructure.

The Parent Company is a Swedish public limited company with its registered office in Stockholm. The address of the head office is Box 30233, Lindhagensgatan 126, SE 104 25 Stockholm, SWEDEN. The company's B shares are listed on Nasdaq Stockholm.

The annual report and consolidated financial statements were approved for publication by the Board 30 March 2023. The consolidated income statement and balance sheet and the Parent Company's income statement and balance sheet are proposed as items for adoption by the AGM on 20 April 2023.

## NOTE 2. SUMMARY OF IMPORTANT ACCOUNTING POLICIES

### Basis for the preparation of the reports

Rejlers Prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB) and interpretations from the IFRS Interpretations Committee (IFRS IC) as adopted by the EU. The Swedish Annual Accounts Act is also applied as are the recommendations published by the Swedish Financial Reporting Board, RFR1, Supplementary rules for consolidated financial statements.

The Parent Company applies the same accounting policies as the Group except as stated under Parent Company accounting policies in Note A.

### New or amended IFRS and new interpretations 2022

None of the new and amended standards and interpretations to be applied on 1 January 2022 has any material impact on the Group's or the Parent Company's financial reporting.

New or amended standards or interpretations published by the IASB that have not yet entered into effect are not expected to have any material impact on the Group's or the Parent Company's financial statements.

### Upcoming regulatory changes

Company management's assessment is that the standards and interpretations to be applied as of 1 January 2023 will not have any material impact on the Group's financial statements.

### Segment reporting

Segment information is presented based on the company management's perspective and the operating segment is identified based on the internal reporting to the company's highest executive decision maker.

Rejlers has identified the CEO as being its highest executive decision maker and the internal reporting used by him to follow up operations and make decisions regarding the allocation of resources form the basis for the segment information presented here.

As internal follow-up is done country by country, Rejlers reports three operating segments: Sweden, Finland and Norway. The branch in Abu Dhabi is reported within the Finland segment as it is closely linked to Finland's operations. The accounting policies used in reportable segments correspond to the policies applied by the Group as a whole.

### Classifications

Non-current assets and non-current liabilities refer to assets and liabilities that are expected to be recovered i.e. through use or consumption or paid more than 12 months from the closing date. Current assets and liabilities refer to amounts that are expected to be recovered or paid within 12 months of the closing date.

### Consolidation principles

#### Subsidiaries

Subsidiaries are companies that are subject to a controlling influence from Rejlers AB. A controlling influence exists if Rejlers has an influence over the investment object, is exposed to or has a right to a variable return from its investment and can use its influence over the investment to influence the return. In assessing whether a controlling influence exists, potential voting rights are taken into account and if de facto control exists. Subsidiaries are included in the consolidated financial statements as of the day when controlling influence was transferred to the Group. Subsidiaries are excluded from the consolidated financial statements as of the day when controlling influence ceases.

The acquisition method is used for reporting the Group's business combinations. The purchase price for the acquisition of a subsidiary constitutes the fair value of transferred assets and liabilities and the value of the equity instruments submitted as payment. The purchase sum also includes the fair value of all assets or liabilities resulting from an agreement regarding a contingent consideration. Expenses related to acquisitions are expensed as they arise. Identifiable acquired assets and assumed liabilities in a business combination are measured initially at fair value on the acquisition date. For each acquisition, the Group decides whether the holding without a controlling influence in the acquired company will be reported at fair value or as the holding's proportional share of the acquired company's net assets.

The amount by which the purchase sum, any holding without a controlling influence and the fair value on the acquisition date of the earlier shareholding, exceeds the fair value of the Group's share of the identifiable acquired net assets is reported as goodwill. If the difference is negative, it is reported as gains from a bargain purchase directly in the income statement following review of the difference.

Transactions with non-controlling interests that do not lead to loss of control are reported as equity transactions – i.e. as transactions with the owners in their role as owners. When making acquisitions from shareholders without a controlling influence, the difference between the fair value of the purchase sum paid and the actual acquired share of the carrying amount of the subsidiary's net assets is reported in equity. Gains and losses from disposals to shareholders without a controlling influence are also reported in equity.

Note 2. Summary of important accounting policies, cont.

If the business combination is carried out in several stages, the previous equity participations in the acquired company are re-measured to their fair value at the time of acquisition. Any gains or losses arising from the revaluation are reported in the income statement.

Each contingent consideration that will be transferred by the Group is reported at fair value at the time of acquisition.

Subsequent changes to the fair value of a contingent consideration classified as an asset or liability is reported in accordance with IFRS 9 in the income statement. Contingent considerations classified as equity are not re-measured and subsequent regulation is reported in equity.

Intra-Group transactions, balance sheet items and unrealised gains between Group companies are eliminated. Unrealised losses are also eliminated, but any losses are considered to indicate a need to recognise impairment for the transferred asset. The accounting policies in acquired subsidiaries have been changed where applicable to guarantee consistent application of the Group's principles.

#### Associated companies

Associated companies refer to all of the companies in which the Group has a significant but not controlling interest, which generally applies to all shareholdings that comprise between 20 and 50 per cent of the votes. Holdings in associated companies are reported according to the equity method and measured initially at cost. The Group's carrying amount for associated company holdings includes goodwill identified at acquisition, net after any impairment charges.

The Group's share of profit or loss after tax arising in the associated company after acquisition is reported in the income statement under 'Participations in associated company earnings' and as part of operating profit/loss. The Group's proportion of changes in reserves after acquisition are reported in the item Reserves. Accumulated changes after the acquisition are reported as changes in the carrying amount of the holding. When the Group's share of an associated company's losses amounts to or exceeds its holding in the associated company, including any unsecured claims, the Group does not report further losses unless the Group has assumed liabilities or made payments on behalf of the associated company.

Unrealised gains from transactions between the Group and its associated companies are eliminated in proportion to the Group's shareholding in the associated company. Unrealised losses are also eliminated, unless the transaction constitutes proof of a need to recognise impairment for the transferred asset. The accounting policies in acquired associated companies have been changed where applicable to guarantee consistent application of the Group's principles.

#### Translation of foreign currencies

Foreign subsidiaries report in their functional currency, which corresponds to the currency in the principal financial environment in which each subsidiary operates.

Transactions in foreign currency are translated to the functional currency according to the foreign exchange rate applicable on the transaction date or the date when the items were re-measured. Exchange rate gains and losses that arise upon payment of such transactions and when converting monetary

assets and liabilities in foreign currency at the closing date exchange rate are reported in the income statement.

In the consolidated financial statements, subsidiary company accounts have been translated to Swedish kronor, which is the Group's reporting currency. The translation of foreign subsidiaries' income statements and balance sheets to Swedish currency is carried out as follows:

- assets and liabilities are translated at the closing day rate,
- income and expenses are translated to the average exchange rate (unless this average is not a reasonable approximation of the accumulated effects of the exchange rates that applied on the transaction date, in which case income and expenses are converted at the transaction date's exchange rate), and
- all exchange rate differences that arise are reported as a separate part of other comprehensive income.

On consolidation, exchange-rate differences that arise as a result of the translation of net investments in foreign operations, are reported in other comprehensive income. When a foreign operation is disposed of wholly or in part, the exchange rate differences reported in equity are transferred to the income statement and reported as part of capital gains or losses. Goodwill and adjustments to fair value that arise in connection with the acquisition of a foreign operation are treated as assets and liabilities at said operation and translated at the closing day rate.

#### Acquisition-related items

Acquisition-related items include impairment and amortisation of goodwill and intangible assets related to acquisitions, results in the divestment of subsidiaries and operations, as well as acquisition costs.

#### Property, plant and equipment

Property, plant and equipment are recognised at cost less depreciation and any impairment losses. Cost includes expenses directly attributable to the acquisition of the asset.

Additional expenditures are added to the asset's carrying amount or reported as a separate asset as appropriate only if it is probable that the future economic benefits associated with the asset will accrue to the Group and that the asset's cost can be measured in a reliable manner. The carrying amount for the replaced part is removed from the balance sheet. All other forms of repair and maintenance are expensed in the income statement during the period in which they arise.

No depreciations are made for land. Depreciation of the costs or re-measured amounts of other assets down to the calculated residual value over their estimated period of use is done on a straight-line basis as follows:

- Vehicles 5 years
- Equipment, fixtures and fittings 3-5 years

The residual values and useful lives of assets are tested every closing day and adjusted as necessary.

The reported residual value of an asset is immediately written down to its recoverable value if the asset's carrying amount exceeds its recoverable value.



Note 2. Summary of important accounting policies, cont.

### Intangible assets

#### Goodwill

The amount by which the purchase sum, any holding without a controlling influence and the fair value on the acquisition date of the earlier holding, exceeds the fair value of the identifiable acquired net assets is reported as goodwill. Goodwill from the acquisition of subsidiaries is reported as intangible assets. Goodwill from the acquisition of an associated company is included in the value of the holding in the associated company and is tested for the need to recognise any impairment as a proportion of the value of the total holding. Goodwill is tested as necessary or at least annually to identify any need for impairment and is reported at cost less accumulated impairments. Goodwill impairments are not reversed. Gains or losses from the disposal of a unit include the remaining carrying amount of the goodwill in respect of the unit disposed of. Goodwill is allocated to cash-generating units during tests for any need for impairment. Allocation is made to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination that gave rise to the goodwill item.

#### Customer values

Acquired customer values refers to customer relationships, customer agreements etc. They have a limited useful life and are reported at cost less accumulated depreciations. Depreciation is made on a straight-line basis to distribute the expense of customer values over the estimated useful life.

#### Software

Software licenses are capitalised on the basis of the expenses that arose when the software in question was acquired and put into operation. These capitalised expenses are depreciated during the estimated useful life (three to five years).

#### Capitalised expenditures for program development

Expenditures for the development and maintenance of software are expensed as they arise. Expenditures directly associated with the development of identifiable, unique software products under the control of the Group that have probable financial advantages for more than one year and which exceed the expenses, are reported as intangible assets. The expense includes employee expenses that arose during the development of software and a reasonable proportion of indirect expenses. Interest rate expenditures in connection with development projects are capitalised. Software development expenses are depreciated during the estimated useful life (three to five years).

#### Impairment tests for non-financial assets

Assets with an indefinable useful life such as goodwill are not depreciated but tested annually for any need for impairment. Assets that are depreciated are assessed in regard to their reduction in value whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. An impairment loss is made in the amount by which the asset's carrying amount exceeds its recovery value. The recovery value is the higher of the asset's fair value less selling expenses and its value in use. When assessing the need to recognise impairment, assets are grouped at the lowest levels where there are separate identifiable cash flows (cash-generating units). Previously depreciated assets, other than financial

assets and goodwill, are tested at every closing date for the need for reversal.

#### Financial instruments

A financial asset or liability is shown in the balance sheet when the Group becomes party to the instrument's contractual conditions. A financial asset is removed from the balance sheet when the contractual right to the cash flow from the asset ends or is settled or when the Group loses control over it. A financial liability, or part thereof, is removed from the balance sheet when the obligation in the agreement is fulfilled or otherwise expires.

#### Classification and measurement

Financial assets are classified based on the business model that the asset is handled in and the nature of the cash flows the assets generate. If the financial asset is held within the scope of a business model the goal of which is to collect contractual cash flows ("hold to collect") and the agreed terms for the financial asset at set times give rise to cash flows that only consist of payments of principal and interest on the outstanding principal, the asset is recognised at amortised cost.

If the goal of the business model is instead achieved by both collecting contractual cash flows and selling financial assets ("hold to collect and sell"), and the agreed terms for the financial asset at set times give rise to cash flows that only consist of payments of principal and interest on the outstanding principal, the asset is recognised at fair value through other comprehensive income.

All other business models (other) where the aim is speculation, holding for trade or where the nature of the cash flow excludes other business models entail recognition at fair value through profit or loss.

The Group applies the hold to collect business model to all financial assets. The Group's financial assets are initially recognised at fair value and are subsequently measured at amortised cost using the effective interest method, less any provisions for depreciation.

Financial liabilities are measured at fair value through profit or loss if they are a conditional purchase consideration to which IFRS 3 is applied, are held for trading or if they were initially identified as liabilities at fair value through profit or loss. Other financial liabilities are measured at amortised cost.

#### Fair value of financial instruments

The fair value of financial assets and liabilities traded on an active market is determined with reference to their quoted market price. The fair value of other financial assets and liabilities is determined according to generally accepted valuation models such as discounting of future cash flows and use of information obtained from current market transactions.

For all financial assets and liabilities, the carrying amount is deemed to be a good approximation of their fair value, unless otherwise specifically stated.

#### Amortised cost and the effective interest method

Amortised cost for a financial asset is the amount at which the financial asset is valued at initial recognition less capital amounts, plus the accumulated depreciation/amortisation with the effective interest method of a potential difference between the capital amount and the outstanding capital amount

Note 2. Summary of important accounting policies, cont.

adjusted for any impairment. Recognised gross value for a financial asset is the amortised cost of a financial asset before adjustments for a potential loss provision. Financial liabilities are recognised at amortised cost using the effective interest method or at fair value through profit or loss.

The effective interest rate is the interest rate which, when discounting all future anticipated cash flows over the expected term, gives the value initially recognised for the financial asset or the financial liability.

### Impairment

The Group recognises a loss provision for expected credit losses on financial assets measured at amortised cost. As of each balance sheet date, the Group recognises the change in expected credit losses since initial recognition in profit or loss.

For all financial assets, the Group measures the loss provision in an amount corresponding to 12 months' expected credit losses. For financial instruments for which there have been significant increases in credit risk since initial recognition, a provision is recognised based on credit losses for the asset's entire duration (the general model).

For trade receivables and contract assets, there are simplifications that mean that the Group directly recognises expected credit losses on the asset's remaining duration (the simplified model).

Cash and cash equivalents are covered by the general model for impairments. For cash and cash equivalents, the exception is applied for low credit risk. The Group's trade receivables and contract assets are covered by the simplified model for impairments. The expected credit losses for trade receivables are estimated using a reserve matrix, which is based on earlier events, current circumstances and forecasts of future financial circumstances and the time value of money if applicable.

The Group defines default as it being deemed unlikely that the counterparty will fulfil its commitments due to indicators, such as financial difficulties and missed payments. Regardless, default is considered to exist when the payment is 90 days late. The Group writes off a claim when no possibilities for additional cash flows are deemed to exist. Assessment is made on an ongoing basis, and reversal takes place when the impairment requirement is no longer deemed to exist.

### Taxes

Tax expenses or tax income comprise current tax and deferred tax. Current tax is the tax that must be paid or received in respect of the current year by applying the tax rates adopted as of the closing date. Deferred tax is calculated in accordance with the balance sheet method. In the balance sheet method, calculations are based on the application of closing date tax rates to the differences between an asset's or liability's book value or tax-related value and loss carry forward. These loss carry-forwards may be used to reduce future taxable income. In cases where such loss carry-forwards are considered possible, a deferred tax asset is entered for said loss carry-forwards. Tax is reported in the income statement except where it refers to items that are reported in other comprehensive income or directly in equity. In such cases the tax is also reported in other comprehensive income or equity respectively.

The current tax asset is offset against the current tax liability in different units in cases where offset is possible between taxable profit between corresponding units and the Group

intends to use such offset possibilities. The corresponding principle applies to deferred tax assets and liabilities.

### Remuneration of employees

#### Pension obligations

The pension arrangements within the Group are classified as defined-contribution and defined-benefit pension plans. Premiums for defined-contribution pension arrangements are expensed during the period they concern. In the case of defined-benefits pension plans, the pension benefit expense is determined based on actuarial calculations according to the Projected Unit Credit Method. Remeasurements, including actuarial gains and losses, the effects of changes to the asset ceiling and rates of return on plan assets (excluding the interest rate component which is reported in the income statement), are reported directly in the balance sheet as an income or expense corresponding to the change for the period in the statement of comprehensive income in the period in which they arise. Remeasurements reported in other comprehensive income effect accumulated profit or loss and are not reclassified to the income statement. Past service costs are expensed in the income statement in the period during which the plan was changed. Net interest is calculated by applying the discount rate at the beginning of the period to the defined-benefits net liability or asset.

The defined-benefits expenses are divided into the following categories:

- service costs (including service costs for the current period, service costs for earlier periods and gains and losses in respect of reductions and/or settlements)
- net interest expense on net interest income
- remeasurements

The first two categories are reported in the income statement as personnel expenses (service cost) and net financial income/expense (net interest expense). Gains and losses related to reductions and settlements are reported as service costs for earlier periods. Remeasurements are reported in other comprehensive income.

According to a statement from the Swedish Financial Reporting Board, UFR 10 Accounting for pension plan ITP 2 financed through insurance with Alecta, UFR 10 must be applied until Alecta is able to present basic data for the calculation of defined-benefits pension commitments. UFR 10 means pension arrangements with Alecta are classified as defined-contribution plans until further notice.

#### Termination benefits

Termination benefits are paid when an employee is terminated by the Group before normal pensionable age or when an employee accepts voluntary retirement in exchange for such benefits. The Group reports severance pay when it is demonstrably obliged either to terminate the employee according to a detailed, formal, irrevocable plan or to pay compensation upon termination as a result of an offer made to encourage voluntary retirement. Benefits that fall due more than 12 months from the closing date are discounted to present value.

#### Profit-sharing and bonus plans

The Group reports a liability and an expense for bonuses and profit sharing based on a formula that takes into account the profit that is attributable to the Parent Company's sharehold-

Note 2. Summary of important accounting policies, cont.

ers following certain adjustments. The Group recognises a provision when there is a legal obligation, or a constructive obligation based on previous practice.

#### Convertible debentures

Convertible debentures are recognised as a composite financial instrument divided into a liability component and an equity component in accordance with the content in the agreement and the definitions of a financial liability and an equity instrument. The equity instrument is comprised of a built-in option to convert the debt instrument into shares.

On the share issue date, the fair value of the liability component is calculated through the use of the market interest rate on the issue date for an equivalent non-convertible bond. After initial recognition, the liability is recognised at amortised cost until it is converted or expires. The value of the equity component is calculated as the difference between the issue proceeds and the fair value of the financial liability. The equity component is recognised net after tax in equity and is not restated. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion right.

Transaction costs that relate to the issue of convertible debentures are allocated to the liability component – and the equity component in the same proportion as the issue proceeds is allocated between the liability component – and the equity component. Transaction costs attributable to the equity component are recognised directly in equity. Transaction costs attributable to the liability component are included in the carrying amount of the liability component and depreciated over the instrument's useful life using the effective interest method.

#### Provisions

Provisions are recognised when the Group has an existing legal or informal obligation as a result of prior events where it is probable that an outflow of resources will be required to settle the commitment and the amount was calculated in a reliable manner.

Provisions for restructuring include costs for the termination of leases and severance pay. No provisions are made for future operating losses. If there are a number of similar commitments, the probability of there being an outflow of resources for the settlement of all of the commitments in this group is considered. The provisions are measured at the present value of the amount anticipated as necessary to settle the commitment. In this regard, a discount rate before tax is used, which reflects a current market assessment of the time value of money and the risks associated with the provision.

The increase in the provision due to the passage of time, is reported as an interest expense.

#### Revenue from Contracts with Customers

The Group's sales mainly consist of consulting services in building and property, energy, industry and infrastructure. Income is recognised based on the contract with the customer and valued based on the compensation the company expects to be entitled to in exchange for rendering promised services, excluding amounts received on behalf of third parties. Income is recognised when the customer receives control over the sold service.

Consulting services are carried out on ongoing account or at a fixed price and income is recognised over time as the work is done. The contract with the customer normally contains only one performance commitment.

Income from agreements on ongoing account is usually based on a price per hour and income is recognised in the period in which the service is rendered. For income from services rendered at fixed prices, the percentage-of-completion method is applied, i.e. revenue is recognised in relation to the degree of completion of the project concerned as of balance sheet date. Degree of completion is calculated on the basis of accrued expense in relation to the total cost of the project. If the total expenses for a project are estimated to exceed the total income, the anticipated loss is recognised immediately in its entirety. When the outcome of a project cannot be reasonably measured, but the Group expects to receive coverage for expenses paid, income is recognised in an amount that corresponds to the incurred expenses expected to be compensated by the customer.

For changes and supplemental work, the Group makes an assessment whether they should be recognised as a separate agreement or if they are to be considered a part of the original agreement. Changes and supplemental work, which mean that the agreement's scope increases and its services are distinct and that the price increases by an amount that corresponds to a free-standing sales price, are recognised as a separate agreement.

In fixed price agreements, the customer is often invoiced at certain agreed milestones. In ongoing account agreements, the customer is usually invoiced monthly in arrears. The normal credit period is 30 days. If the sum of what has been accrued exceeds the invoiced amount, the difference is recognised as an accrued income (contract assets). If the invoiced amount exceeds what has been accrued, the difference is recognised as a prepaid income (contract liabilities).

#### Interest income and dividends

Interest income is reported on an ongoing basis as it is earned at the effective interest rate applicable to each asset. Dividends from investments are reported when entitlement to receive payment is established.

#### Leasing

A lease exists if the Group has the right to obtain financial benefits from the use of an identifiable asset for a determined period of time in exchange for compensation and that the Group can decide over the use of the asset. A service agreement does not fall under the definition of a lease. The leasing period pertains to the interminable agreement period including reasonably certain extension options or not reasonably certain termination options.

Leases are initially recognised as rights of use with associated liabilities on the date that the leased asset is available for use by the Group, except short-term leases (leases with a leasing period of no more than 12 months) and leases where the underlying asset is of low value. For leases which meet the criteria for the relief rules, the Group recognises lease charges as an operating expense straight-line over the leasing period if no other systematic method for period allocation of the lease charges provides a more accurate picture with regard to how the financial benefits from the underlying asset are consumed by the lessee. Leases where the underlying asset is of low value mainly pertain to IT equipment and office equipment.

The leasing liability is initially measured at the present value of the future lease charges, which have not been paid as of the start date for the lease, discounted by the implicit interest rate,



Note 2. Summary of important accounting policies, cont.

or if this cannot be easily determined, the marginal loan interest rate. Rejlers generally uses the Group's marginal loan interest rate. The marginal loan interest rate is the interest rate that a lessee would need to pay for financing through loans during an equivalent period, and with a corresponding security, for the right of use of an asset in a similar economic environment.

The marginal loan interest rate is determined

- By using the current loan interest rate towards external parties if possible,
- Through a model that is based on a risk-free interest rate for Rejlers' credit risk and
- Adjustments for terms, country, currency and collateral

Leasing charges that are included in the valuation of lease liabilities comprise the following:

- fixed fees (including substantively fixed fees), less any benefits to be received in connection with signing of the lease,
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be paid by the lessee according to residual value guarantees,
- the redemption price for an option to buy if the lessee is reasonably certain to exercise such a possibility, and
- penalties payable upon termination of the lease, if the leasing period reflects that the lessee will exercise a possibility to terminate the lease.

Leasing liabilities are presented on their own line in the statement of financial position with a specification in Note 23.

If there are several leasing components in a lease, the lease charge is allocated according to IFRS 16 with the help of independent prices. IFRS 16 contains a practical relief rule, which means that the lessee does not need to separate out service components from the lease charge and instead is recognised as one single leasing component. The Group has applied this relief rule for leased premises and addresses service components as a part of the lease charge.

The ROU asset is initially recognised at the value of the leasing liability the date that the leased asset is available for use in the Group, with addition for lease charges paid at or before the start-date for the lease and initial direct charges. If the Group accepts obligations for a disassembly of a leased asset, restoration of land or restoration and renovation of an asset into a condition agreed in contracts, a provision for such obligations in accordance with IAS 37 is recognised. Such provisions are included in the cost of the ROU asset insofar as they are not linked to the production of inventories. ROU assets are depreciated over the estimated useful life or, if it is shorter, over the agreed leasing period. If a lease transfers ownership at the end of the leasing period or if the cost includes a probable exercise of a purchase option, the ROU asset is depreciated over the useful life. Depreciation begins as of the start date for the lease. ROU assets are presented on their own line in the statement of financial position with a specification in Note 23.

In subsequent periods, the right of use is recognised at cost less amortisation and possible impairment and adjusted for any revaluations of the leasing liability. The Group applies the principles in IAS 36 for the impairment of ROU assets and recognises this in the same way as described in the principles for property, plant and equipment recognised according to IAS 16.

The leasing liability is recognised at amortised cost according to the effective interest method and reduced by leasing payments made. Leasing liabilities are revalued with a corresponding adjustment of the ROU asset according to the rules that are found in the standard. For example, Rejlers has future lease charges for a number of leases that are based on an index that is not included in the leasing liability as long as the change in index or price has not occurred.

#### Dividends

Dividends to the Parent Company's shareholders are reported as a liability in the consolidated financial statements in the period during which the dividend was approved by the Parent Company's shareholders.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, design or production of assets that take a substantial period of time to prepare for the intended use or sale, are capitalised as part of the cost of the asset where it is probable that the asset will lead to future economic benefits for the Group and the expenditures can be measured reliably. Other borrowing costs are expensed in the period in which they arise and are classified in their entirety as financial expenses in the income statement. Borrowing is classified as current liabilities, unless the Group is entitled to defer payment of the liability for at least 12 months after the balance sheet date.

#### State subsidies

State subsidies are reported in their entirety in the income statement at fair value as soon as there is a reasonable certainty that the subsidy will be received and that the Group will fulfil the terms associated with the subsidy. Subsidies that concern expenses are accrued and reported in the same periods as the expenses the subsidies are intended to cover.

Rejlers in some cases receives grants for payroll expenses. Where applicable, they have reduced the company's employee expenses.

#### Statement of cash flows

The statement of cash flows is prepared according to the indirect method. Cash and cash equivalents in the statement of cash flows consist of cash and bank balances as well as current investments with a maturity from the acquisition date of less than three months, which are only exposed to an insignificant risk of changes in value.

#### Cash and cash equivalents

The company has cash and cash equivalents in the form of cash balances in Swedish banks with a rating of at least A-. The credit provision is calculated according to the general model with the assumption of low creditrisk. Given the short duration and stable counterparties, the amount is completely immaterial.

#### Parent Company Accounting Policies

The Parent Company has prepared its financial statements and annual report in accordance with the Swedish Annual Accounts Act and Swedish Financial Accounting Standards Council recommendation RFR 2 Accounting for Legal Entities. See Note A, Accounting policies.

**NOTE 3. FINANCIAL RISK FACTORS AND OTHER RISKS**

The overall objective of Rejlers' financial operations is to support operational activities by securing financing and loan commitments, as well as efficient cash flow management both locally and centrally, and to deal with the financial risks to which the Group is exposed. Management of Rejlers' financial risk exposure is centralised in the company's financial department. The company has a financial policy set by the Board, which describes the objectives for the financial functions and the distribution of responsibilities within them. This financial policy aims to control and limit the financial risk to which the Group is exposed through the establishment of targets, guidelines and rules for the management of financial risk exposure and cash flow. The following financial risks are considered to be present in Rejlers' operations.

Currency risk, the risk of changes in the value of a currency in relation to other currencies poses a currency risk. Exchange rate risks are limited, since the majority of payments are made in the local currencies of the respective companies. When subsidiaries' balance sheets in local currency are translated to SEK, a difference arises as the translation for the current year is at a different exchange rate than the previous year, and because income statements are translated at a different exchange rate than the balance sheets.

Rejlers' policy is not to hedge translation differences. The Group's policy is to limit currency risk where applicable, if the risk might affect the cash flow within the Group to an appreciable extent. A risk assessment must be carried out in such cases.

Impact on earnings after tax, SEK million <sup>1)</sup>	2022	2021
<b>Exchange rate change EUR/SEK</b>		
+ 10%	7.2	3.8
-10%	-7.2	-3.8
<b>Exchange rate change NOK/SEK</b>		
+ 10%	1.4	0.8
-10%	-1.4	-0.8

<sup>1)</sup> As the Group does not recognise any value changes in other comprehensive income or equity, a corresponding effect arises in equity.

**Credit risk** refers to counterparty risk, the risk of a counterparty failing to meet its obligations. This risk is limited in major business deals by checking, before anything else, the counterparty's ability to pay. Rejlers has considerable customer exposure to government and other public authorities where the credit risk is very low. In the case of private-sector clients, an individual assessment of each client's ability to pay is carried out as required. Usually, customers are invoiced monthly, which means exposure on an individual customer basis is relatively small. Any funds invested must be in government, municipal, bank or certain selected commercial papers. Interest rate risk, refers to changes in the value of an interest-bearing item as a consequence of changes in market interest rates.

The investment time horizon of assets is governed by financial policy and the Group's acquisition plans. In the case of acquisitions, the repayment time for loans with fixed interest rates must reflect the calculated depreciation time for the acquisition. Short-term loans are usually arranged at variable interest rates so that the Group will be able to pay them off without expense in the event of surplus liquidity.

Impact on earnings after tax, SEK million	2022	2021
Interest rate change		
+ 1%	-2.4	-1.1
- 1%	2.4	1.1

**Liquidity risk, i.e. the risk of failing to meet payment obligations.** This risk must be limited through good liquidity planning, by which means Rejlers can secure e.g. timely loan commitments. Seasonal reductions in liquidity are offset against changes in the overdraft limit. The Group endeavours to have guaranteed overdrafts and cash and cash equivalents equivalent to the sum of all loans falling due in the next six months.

The table below analyses the Group's financial liabilities, classified by the time remaining until the contractual due date, as of balance sheet date. Also see Notes 25 and 26.

2022	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	72.9	69.5	108.8	-
IFRS 16 Leases	91.4	83.7	63.6	93.6
Trade payables and other liabilities, SEK million	157.7	-	-	-

2021	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	71.3	31.7	19.0	-
IFRS 16 Leases	86.8	86.8	90.8	-
Trade payables and other liabilities, SEK million	124.8	-	-	-

**Capital management**

The Group's objective regarding capital structure is to safeguard its ability to continue operations in order to go on generating a return for shareholders and benefits for other stakeholders as well as maintaining an optimum capital structure to keep capital costs down.

To maintain or adjust the capital structure, the Group may change the dividend paid to shareholders, repay capital to shareholders, issue new shares or sell assets to reduce liabilities. In the same way as other companies in the industry, the Group assesses capital based on the equity/assets ratio and debt/equity ratio. The debt/equity ratio is calculated as net liabilities divided by equity. Net debt is calculated as the total borrowing (including the items "Short-term liabilities to credit institutes" and "Non-current liabilities to credit institutes" in the Group's balance sheet) and pension provisions less cash and cash equivalents.

During 2022, the Group's strategy, which remains unchanged compared to 2021, was to maintain a strong balance sheet with a minimum debt/equity ratio of 30 per cent and a low debt/equity ratio. The equity/assets ratio at year-end was 49.8 per cent (51.7). The debt/equity ratio amounted to 0.4 (0.4) at year-end:

Note 3. Financial risk factors and other risks, cont.

	2022	2021
Interest-bearing liabilities	536.1	456.0
Equity attributable to Parent Company shareholders	1,487.1	1,215.5
Debt/equity ratio, times	0.4	0.4

Certain special conditions, known as covenants, usually apply to the Group's borrowing. The covenant which Rejlers must adhere to is net debt/EBITDA. These covenants are calculated every quarter and reported to the bank.

#### NOTE 4. IMPORTANT ASSUMPTIONS AND ESTIMATIONS

The Group makes assumptions and estimations about the future. The estimations for accounting purposes that arise will, by definition, rarely match the actual outcome. The assumptions and estimations which involve, should they change, a significant risk for substantial adjustments in carrying amount for assets and liabilities during the next financial year are specified below.

##### Testing for goodwill impairment

Every year, or more frequently, the Group analyses whether there is any need for goodwill impairment. The recoverable value of cash generating units is determined by calculating their value-in-use. When calculating value-in-use, several assumptions are made regarding future conditions. It is possible that changes to these conditions could have an effect on the carrying amount for goodwill. Note 12 contains a sensitivity analysis, showing the sensitivity of value-in-use to changes in sales and the operating margin.

The budget approved by the Board for the upcoming year and forecasts for a further two years are used to assess future cash flows. Supported by these, a forecast is made for a further two years, i.e. a total assessment of five years. An average growth of 7 to 9 per cent (5) is used in the calculations. Forecast cash flows were then calculated at present value, with a discount rate of 8 per cent (8) after tax, equivalent to 9 per cent (9) before tax.

If the estimated discount rate before tax applied for discounted cash flows had been one percentage point lower, the value-in-use for the Group would have grown by approximately SEK 1,326.5 million (520).

##### Revenue recognition

The valuation of projects in progress is done for fixed-price assignments according to the percentage of completion

method. Fees for work performed but not invoiced are recorded in the balance sheet as current account assignments as are fixed-price assignments valued at the invoicing price after deduction of any discrepancies between production and the level of completion. Continuous assignments are normally invoiced on a monthly basis. The level of completion in fixed price assignments is assessed by allowing the assignment manager to compile an assessment of work completed and work remaining. Revenue is not recognised if there is any uncertainty regarding the value.

##### Leasing periods

Options are included in the leasing period only if the exercise of an extension option is considered reasonably certain or if the exercise of a termination option is considered to not be reasonably certain. In order to reduce the uncertainty of options that are far in the future, only the first option is included in terms of time in an agreement in the assessment. The management observes all available information that provides economic incentive to exercise an extension or termination option, such as the possibility of finding suitable replacement premises, removal costs, existing improvements on the property of another or negotiation costs to enter a new lease. For termination options where both the lessee and lessor can exercise the option, management assesses that significant penalties exist based on the lease's financial significance that does not fully rely on the agreement's civil law form. Termination options also exist if the agreement period is set. These agreements are deemed to not be material and the leasing period is set with an expected contract period. An assessment of the leasing period is reviewed only if a material event arises that is within the lessee's control. The leasing period is assessed again if an extension option is exercised or expires.

**NOTE 5. NET SALES**

2022	Sweden	Finland	Norway	Group adjust- ments	Group
Fee income	1,802.7	1,177.1	297.7	-29.8	3,247.7
Other income	258.2	9.0	5.1	-7.0	265.3
<b>Total net sales</b>	<b>2,060.9</b>	<b>1,186.1</b>	<b>302.8</b>	<b>-36.8</b>	<b>3,513.0</b>

Rejlers' income flows are divided into two parts, Fee income and Other income. Fee income consists of income for employed consultants and sub-consultants.

These are normally earned and recognised as income for time worked during the period, regardless of whether the invoicing takes place on a monthly basis, as fixed monthly invoicing according to a contract or as a fixed price where an invoice plan is prepared with the customer. Other income consists of income for materials and expenses, which are recognised as income on delivery.

**NOTE 6. SEGMENT INFORMATION****INCOME STATEMENT IN SUMMARY PER SEGMENT, SEK MILLION**

	Sweden		Finland		Norway		Group-wide		Eliminations		Group	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
External sales	2,034.1	1,684.5	1,173.3	1,028.4	302.8	194.7	2.8	-	-	-8.9	3,513.0	2,898.7
Sales between segments	26.8	1.7	12.6	1.1	-	-	34.1	36.2	-73.5	-39.0	0.0	0.0
Other income	9.0	7.2	2.8	1.4	1.1	0.2	0.1	-	-2.5	-	10.5	8.8
<b>Total income</b>	<b>2,069.9</b>	<b>1,693.4</b>	<b>1,188.7</b>	<b>1,030.9</b>	<b>303.9</b>	<b>194.9</b>	<b>37.0</b>	<b>36.2</b>	<b>-76.0</b>	<b>-47.9</b>	<b>3,523.5</b>	<b>2,907.5</b>
Depreciation	-91.0	-70.2	-67.1	-61.9	-19.6	-10.7	-4.2	-1.0	-	-	-181.9	-143.8
Other operating expenses	-1,815.6	-1,523.8	-1,027.8	-922.9	-266.4	-174.7	-73.5	-60.5	76.0	47.9	-3,107.3	-2,634.0
<b>OPERATING PROFIT/LOSS</b>	<b>163.3</b>	<b>99.4</b>	<b>93.8</b>	<b>46.1</b>	<b>17.9</b>	<b>9.5</b>	<b>-40.7</b>	<b>-25.3</b>	<b>-</b>	<b>-</b>	<b>234.3</b>	<b>129.7</b>
Financial income	-	-	-	-	-	-	60.0	40.5	-	-	60.0	40.5
Financial expenses	-	-	-	-	-	-	-48.9	34.2	-	-	-48.9	34.2
<b>Profit/loss before tax</b>	<b>163.3</b>	<b>99.4</b>	<b>93.8</b>	<b>23.9</b>	<b>17.9</b>	<b>9.5</b>	<b>-29.4</b>	<b>-19.0</b>	<b>-</b>	<b>-</b>	<b>245.8</b>	<b>136.0</b>
Investments	8.5	13.8	11.6	7.0	-	1.2	0.5	0.9	-	-	20.6	22.9

Rejlers' operations are divided into three segments, which is the way the Board and management follow up on the revenues in the Group. The Sweden segment mainly comprises technical consultancy services conducted in the subsidiaries Rejlers Sverige AB and Rejlers Energiprojekt AB, Rejlers Defence AB and Helenius AB.

The Finland segment consists mainly of technical consultancy services provided by the subsidiaries Rejlers Finland Oy, Planetcon, JETS Consulting OY, SRT Oy and the branch in Abu Dhabi.

The Norway segment mainly comprises technical consultancy services conducted in the subsidiaries Rejlers Norge AS,

Rejlers Engineering AS, Rejlers Elsikkerhet AS and Kantech AS. Omega Holtan AS and AJL AS.

Group-wide refers to Parent Company revenue, costs, assets and liabilities.

Eliminations refers to transactions between the segments.

All sales between the segments take place on market terms. The Group's segments are monitored based on operating profit, operating margin and utilisation. The same accounting policies apply to operating segments as to the Group as a whole.



**NOTE 7. OTHER OPERATING REVENUES**

SEK million	2022	2021
Income from let premises	0.4	1.6
Capital gains from assets	-	-
Other operating income	10.1	7.2
<b>Total</b>	<b>10.5</b>	<b>8.8</b>

**NOTE 8. EMPLOYEES**

Full-time employees	2022			2021		
	Women	Men	Total	Women	Men	Total
<b>Parent Company</b>						
Sweden	5	4	9	5	4	9
<b>Subsidiaries</b>						
Sweden	314	920	1,234	260	816	1,076
Finland	193	830	1,023	171	799	970
Norway	22	140	162	14	107	121
Other	21	104	125	14	57	71
<b>Consolidated total</b>	<b>555</b>	<b>1,998</b>	<b>2,553</b>	<b>464</b>	<b>1,783</b>	<b>2,247</b>

**Remuneration of the President and CEO**

Remuneration of the CEO is prepared by the Remuneration Committee and decided by the Board. The retirement age of the CEO has not been regulated by agreement, but complies with applicable legislation. The pension premium for the CEO amounts to 30 per cent of the fixed monthly salary. The company and the CEO are subject to a mutual six-month period of notice. Upon termination by the company, the CEO is additionally entitled to severance pay of 12 times the fixed monthly salary.

**Remuneration of other senior executives**

The CEO negotiates and agrees with other senior executives regarding their remuneration in consultation with the Chairman of the Board according to the grandfather principle. The retirement age for other senior executives is 65-67. The pension premium for other senior executives is a defined-contribution premium. A period of notice of six months applies between the company and other senior executives for a resignation by the employee. For termination by the company, a period of notice of six months normally applies and severance pay of 6-12 monthly salaries.

**SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS - 2022**

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses	Total
Board and other senior executives	18.1	10.6	7.5	4.4	<b>40.3</b>
Other employees	1,533.4	18.7	270.5	226.2	<b>2,048.8</b>
<b>Total</b>	<b>1,551.5</b>	<b>29.3</b>	<b>277.7</b>	<b>230.6</b>	<b>2,089.2</b>

**SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS - 2021**

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses	Total
Board and other senior executives	17.4	13.3	6.1	5.3	<b>42.1</b>
Other employees	1,232.0	9.6	255.5	188.7	<b>1,685.8</b>
<b>Total</b>	<b>1,249.4</b>	<b>22.9</b>	<b>261.6</b>	<b>194.0</b>	<b>1,727.9</b>

**Remuneration of the Board**

Remuneration of the Board is paid according to AGM resolution. For the period between the 2022 AGM and the 2023 AGM, a Board fee of SEK 700 thousand (700) will be paid to the Chairman of the Board, SEK 400 thousand (400) to the Vice Chairman and SEK 300 thousand (300) to members of the Board who are not employees of the company. In addition, remuneration is payable in an amount of SEK 100 thousand (100) to the Chairman and SEK 60 thousand (60) to each of the members of the Board's Audit Committee. The fee for the Chairman of the Remuneration Committee is SEK 50 thousand (0) and SEK 30 thousand (0) for each of the members of the Board. There are no pension agreements or agreements on severance pay for the members of the Board.

**REMUNERATION OF THE CEO, SENIOR EXECUTIVES - 2022**

SEK million	Remuneration of the CEO <sup>1)</sup>	Other senior executives <sup>2)</sup>
Pay and other benefits	4.8	11.0
Variable remuneration	6.7	3.9
Pension contributions	1.7	2.7
Social security contributions	3.6	2.9
<b>Total</b>	<b>16.8</b>	<b>20.5</b>

<sup>2)</sup> Other senior executives consist of 7 people (6) at the end of 2022.

**REMUNERATION OF THE CEO, SENIOR EXECUTIVES - 2021**

SEK million	Remuneration of the CEO <sup>1)</sup>	Other senior executives <sup>2)</sup>
Pay and other benefits	4.4	13.0
Variable remuneration	5.5	7.8
Pension contributions	1.6	3.7
Social security contributions	3.1	3.0
<b>Total</b>	<b>14.6</b>	<b>27.5</b>

<sup>1)</sup> Other senior executives consist of 6 people (8).

**REMUNERATION OF THE BOARD - 2022**

Board fees, SEK thousand	Fee	Committee
Peter Rejler, Chairman	700	110
Jan Samuelsson, Vice Chairman	400	100
Helena Levander, member	300	60
Patrik Boman, member	300	30
Martina Rejler, member	300	30
<b>Total</b>	<b>2,000</b>	<b>330</b>

Note 8. Employees, cont.

## REMUNERATION OF THE BOARD - 2021

Board fees, SEK thousand	Fee Committee	
Peter Rejler, Chairman	550	60
Jan Samuelsson, Vice Chairman	350	100
Helena Levander, member	265	60
Patrik Boman, member	265	-
Lisa Rejler, member	115	-
Martina Rejler, member	150	-
<b>Total</b>	<b>1,695</b>	<b>220</b>

### Convertible debentures to employees

During 2022, no convertibles were issued. In 2019, Rejlers issued convertible debentures to employees in senior executives and key individuals in the Group on two occasions. The purpose of the issue of convertible debentures to employees is to create incentive to key individuals to increase the share value in Rejlers, increase and spread shareholding among key individuals, reward performance and motivate key individuals to stay in the Group.

The Annual General Meeting on 3 May 2019 resolved to issue the first convertible debentures on 30 June 2019 with a nominal value of SEK 24,400 thousand. The debentures were issued to Class B shares in August 2022. In total, 233,220 Class B shares were issued at the conversion price of SEK 95, which is based on 120 per cent of the average price paid during the period 2 May 2019 to 21 May 2019. Unconverted debentures have been repaid to the convertible holder on 1 August 2022. Interest of 0.34 per cent was paid annually until the settlement date. The convertible debentures were issued at market price and not covered by any earnings terms, which among other things means that the debentures are not linked to any terms of continued employment or performance on the part of the employees.

After a decision from the Extraordinary General Meeting on 18 November 2019, further convertible debentures were issued to employees in senior positions and key people in the Group on 31 December 2019. The debentures have a nominal value of SEK 24,000 thousand and can be converted to Class B shares in the Parent Company during the time from 19 December 2023 to 14 February 2024. The debt instruments shall be issued at a subscription price of 100 per cent of the nominal amount. The conversion price is SEK 129, which is based on 120 per cent of the average price paid during the period 19 November 2019 to 2 December 2019. If the debentures have not been converted to shares, the nominal value will be repaid to the convertible holder on 1 March 2024. Interest of 0.20 per cent is paid annually until the settlement date. The convertible debentures are issued at market price and not covered by any earnings terms, which among other things means that the debentures are not linked to any terms of continued employment or performance on the part of the employees.

Net receipts that have been received from the issue of convertible debentures to employees have been divided into a liability component and an equity component (which represents fair value of the embedded option to convert the financial liability to the company's equity) as follows.

	Convertible debentures issued 30 June 2019	Convertible debentures issued 31 December 2019	Total
Receipts from issued convertible debentures	24.4	24.0	48.4
Issue expenses	-0.4	-0.1	-0.5
<b>Net receipts from issued convertible debentures</b>	<b>24.0</b>	<b>23.9</b>	<b>47.9</b>
Equity component	0.7	1.1	1.8
Issue expenses related to the equity component	0.0	0.0	0.0
<b>Amounts classified as equity</b>	<b>0.7</b>	<b>1.1</b>	<b>1.8</b>
Liability component upon issue (net issue expenses)	23.3	22.8	46.1
Charged interest (applied effective interest)	0.2 (1.9%)	0.0 (1.4%)	0.8
Interest paid (interest on debentures)	0.0 (0.3%)	0.0 (0.2%)	0.0
<b>Carrying amount of liability component at issue (2020)</b>	<b>23.5</b>	<b>22.8</b>	<b>46.3</b>
Effect of the conversion for the year	-23.5	0.0	-23.5
<b>Carrying amount 2022</b>	<b>0.0</b>	<b>22.8</b>	<b>22.8</b>

The interest for the year is calculated by applying an effective interest rate of 1.9 per cent and 1.4 per cent on the liability component during a period of 6 months and 0 months, respectively, since the debentures were issued. The liability component is measured at amortised cost. The difference between the carrying amount of the liability component on the issue date and the amount recognised in the reporting on 31 December 2019 represents the effective interest less interest paid by that date. During the financial year, the Group recognised interest expenses totalling SEK 0.2 million (0.2) related to convertible debentures to employees, corresponding to charged effective interest.

Details on outstanding convertibles are presented below.

	31 Dec. 2022	
	Total convertibles, SEK million	Conversion price, SEK
Convertible programme 2019/2022	24.4	95.0
Convertible programme 2019/2024	24.0	128.7
<b>Allocated during the year</b>	<b>0</b>	
<b>Outstanding at beginning of the year</b>	<b>48.4</b>	
Redeemed during the year (2019/2022)	22.2	95.0
Repaid/expired during the year (2019/2022)	2.2	
<b>Total redeemed and repaid 2022 (2019/2022)</b>	<b>-24.2</b>	
<b>Outstanding at year-end</b>		
Convertible programme 2019/2024	24.0	128.7

**NOTE 9. AUDITORS' FEES**

	2022	2021	2021
	E&Y	E&Y	Deloitte
Remuneration for audit assignment	3.2	1.9	1.4
Remuneration for auditing activities in addition to the audit assignment	0.1	-	-
Remuneration for tax consultancy services	-	0.1	-
Remuneration for other assignments	1.3	-	-
<b>Total</b>	<b>4.6</b>	<b>2.0</b>	<b>1.4</b>

Audit assignments refer to the review of the annual accounts, the accounting records and the administration by the Board and CEO as well as other tasks the company's auditors are required to perform or advise on, or any other assistance resulting from findings made during the review or while carrying out these other assignments. E&Y has been selected as the principal auditor since the Annual General Meeting of 2021.

**NOTE 10. CAPITALISED EXPENDITURES FOR PROGRAM DEVELOPMENT**

SEK million	2022	2021
Opening cost	59.3	56.8
Translation difference	-3.2	0.8
Internally developed software for the year	5.9	5.1
Sales/retirements	-	-3.4
<b>Closing accumulated cost</b>	<b>62.0</b>	<b>59.3</b>
Opening depreciation	-37.0	-29.9
Translation difference	4.2	-0.4
Depreciation for the year	-9.9	-10.1
Sales/retirements	-	3.4
<b>Closing accumulated depreciation</b>	<b>-42.7</b>	<b>-37.0</b>
<b>Closing residual value</b>	<b>19.3</b>	<b>22.2</b>

**NOTE 11. CUSTOMER VALUES**

SEK million	2022	2021
Opening costs	419.9	351.1
Translation difference	15.6	4.3
Customer value through business acquisitions	115.2	64.5
<b>Closing accumulated cost</b>	<b>550.7</b>	<b>419.9</b>
Opening depreciation	-145.6	-116.2
Translation difference	-3.8	-0.3
Depreciation for the year	-46.3	-29.0
<b>Closing accumulated depreciation</b>	<b>-195.7</b>	<b>-145.6</b>
<b>Closing residual value</b>	<b>355.0</b>	<b>274.3</b>

This year's increase through customer value comes from the acquisitions of Infralog AB, Helenius AB, Omega Holtan AS, SRT Oy, Arsatek Oy and Tuulipuistopalvelut. The fair values of acquired net assets were identified in the acquisition analyses. The remainder of the purchase sums is attributable to acquired separable customer value and goodwill. Customer value is depreciated over a period of 10 years.

**NOTE 12. GOODWILL**

SEK million	2022	2021
Opening costs	753.3	653.6
Translation difference	32.7	11.1
Acquisitions	292.2	88.6
<b>Closing accumulated cost</b>	<b>1,078.2</b>	<b>753.3</b>
Impairment losses brought forward	-2.5	-2.5
Impairment losses for the year	-	-
<b>Accumulated impairment losses carried forward</b>	<b>-2.5</b>	<b>-2.5</b>
<b>Closing residual value</b>	<b>1,075.7</b>	<b>750.8</b>

**Impairment tests for cash-generating units with goodwill**

Consolidated goodwill is acquired and exists within the operating segments Rejlers Sweden, Rejlers Finland and Rejlers Norway. These values are tested on an ongoing basis in calculations based on five-year forecasts in which previous experiences of operations and external information sources are taken into account. The cash-generating units are the same as Rejler's segments. Testing took place with changes in the variables deemed to be of most importance to operations. These are:

Note 12. Goodwill, cont.

### 1) Sales growth

Sales growth is based on development forecasts for companies and the industry over the next few years, along with the trend in the hourly rate. Average growth of 10 per cent (10) has been assumed for the initial five-year period and perpetual growth of 2 per cent (2) thereafter.

### 2) Operating margin

The operating margin is affected by the company's expenses, as well as income. These are assumed to rise in line with inflation and a certain increase in real salaries. In calculating value-in-use, an assumed 2 per cent (2) annual increase in expenses was applied.

### 3) Discount factor (WACC)

The discount factor after tax was calculated to 9 per cent (10) for Rejlers Sweden, 9 per cent (10) for Rejlers Finland and 9 per cent (10) for Rejlers Norway. The discount factor after tax was calculated to 8 per cent (8) for Rejlers Sweden, 8 per cent (8) for Rejlers Finland and 8 per cent (8) for Rejlers Norway.

SEK million	Book value		Value in use	
	2022	2021	2022	2021
Sweden Segment	537.2	365.1	3,197.3	1,960.1
Finland Segment	378.1	278.8	2,724.2	1,388.7
Norway Segment	160.4	106.9	581.5	329.4
<b>Total</b>	<b>1,075.7</b>	<b>750.8</b>	<b>6,503.0</b>	<b>3,378.2</b>

The table below shows sensitivity two changes of one percentage point in assumed values

Sensitivity analysis	Sales growth		Operating margin		WACC before tax	
	2022	2021	2022	2021	2022	2021
Rejlers Sweden						
Change in value						
SEK million +/- 1%	+/-366	+/-270	+/-34	+/-60	+/-649	+/-280
Rejlers Finland						
Change in value						
SEK million +/- 1%	+/-232	+/-165	+/-27	+/-41	+/-558	+/-194
Rejlers Norway						
Change in value						
SEK million +/- 1%	+/-61	+/-44	+/-1	+/-8	+/-120	+/-46

The conclusion of the test is that no need to recognise impairment exists.

## NOTE 13. EQUIPMENT, TOOLS, FIXTURES AND FITTINGS

SEK million	2022	2021
Opening cost	124.6	120.8
Translation difference	7.9	-0.1
Purchases	15.3	17.9
Disposals	-13.5	-14.0
Increase via business acquisitions	3.5	-
<b>Closing accumulated cost</b>	<b>137.8</b>	<b>124.6</b>
Opening depreciation	-84.2	-86.6
Translation difference	-4.0	-0.6
Depreciation for the year	-14.5	-12.2
Disposals	9.0	14.0
<b>Closing accumulated depreciation</b>	<b>-93.7</b>	<b>-84.2</b>
<b>Closing residual value</b>	<b>44.1</b>	<b>40.4</b>



**NOTE 14. ASSOCIATED COMPANIES**

Refer to Note N on page 75 for information about the Group's subsidiaries.

SEK million	2022	2021
Opening carrying amount	6.3	3.8
Participation in associated company earnings	1.6	3.4
Withdrawal from associated company	-1.0	-0.9
<b>Closing carrying amount</b>	<b>6.9</b>	<b>6.3</b>

	Corp. ID no.	Registered office	Operations	Share of equity		Group's share of profits for the year, SEK million	
				2022	2021	2022	2021
Mirakelbolaget AB	556835-4350	Stockholm	Program development	50%	50%	0.8	0.8
NESP AB	556287-7711	Stockholm	Computer consulting	40%	40%	0.8	1.7

**SUMMARY OF FINANCIAL INFORMATION FROM ASSOCIATED COMPANIES, SEK MILLION**

	Income		Profit for the year		Assets		Liabilities	
	2022	2021	2022	2021	2022	2021	2022	2021
Mirakelbolaget AB	12.5	11.0	1.4	1.6	8.0	8.3	5.9	5.6
NESP AB	210.8	323.9	2.1	4.3	67.8	101.5	76.8	80.3

**NOTE 15. FINANCIAL INCOME**

SEK million	2022	2021
Interest income	0.9	0.8
Exchange-rate gains	44.0	38.7
Other income from financial items	16.5	0.9
<b>Total</b>	<b>60.0</b>	<b>40.4</b>

**NOTE 16. FINANCIAL EXPENSES**

SEK million	2022	2021
Interest expenses	-11.7	-9.3
Exchange-rate losses	-35.6	-23.8
Other financial expenses	-1.2	-1.0
<b>Total</b>	<b>48.5</b>	<b>-34.1</b>

**NOTE 17. TAX ON PROFIT FOR THE YEAR**

SEK million	2022	2021
<b>The following items are included in tax expense:</b>		
Tax attributable to the year	-51.0	-11.9
Deferred tax	1.7	-14.2
Current tax attributable to the previous year	-0.1	0.5
<b>Total</b>	<b>-49.4</b>	<b>-25.8</b>
<b>SEK million</b>	<b>2022</b>	<b>2021</b>
<b>Profit/loss before tax</b>	<b>245.9</b>	<b>136.0</b>
Tax according to applicable rate 20.6% (20.6)	-50.6	-28.0
Effect of foreign tax rates	0.3	0.5
Effect of non-deductible expenses	-2.5	-1.0
Effect of tax-exempt income	0.3	0.7
Effect of unrecognised deferred tax	3.9	1.5
Adjustment, previous years	-0.1	0.5
Other	-0.7	-
<b>Reported tax</b>	<b>-49.4</b>	<b>-25.8</b>

There are a total of SEK 48.8 million (50.8) in tax loss carry-forwards in the Group. The tax loss carry-forwards in Sweden amount to SEK 27.8 million (10.9) and are expected to be used in the Swedish operations. The loss carry-forward in RIES AB of SEK 2.4 million is locked until 2024. The loss carry-forwards in Norway amount to SEK 21.0 million (39.9), which can be used immediately. The tax loss carry-forwards have no expiration date. Deferred tax assets are booked on all loss carry-forwards.

Note 17. Tax on profit for the year, cont.

The gross change in regard to deferred taxes is as follows:

**THE GROSS CHANGE IN REGARD TO NET DEFERRED TAXES IS AS FOLLOWS:**

SEK MILLION	2022	2021
Opening balance	48.9	35.6
Translation difference	2.5	-0.3
Through business combination	23.6	13.8
Recognised in the income statement	1.7	-0.2
Recognised in other comprehensive income	-	-
<b>Closing balance deferred tax liabilities net</b>	<b>76.7</b>	<b>48.9</b>

**THE CHANGE IN DEFERRED TAX LIABILITIES AND RECEIVABLES IS SHOWN BELOW, SEK MILLION:**

Deferred tax liabilities	Untaxed reserves	Customer values	Other	Total
As of 01/01/2022	18.8	37.3	13.7	69.8
Reported in the income statement	-0.6	-6.9	2.5	-5.0
Increase through business combination	-	23.6	-	23.6
Translation difference	0.2	1.0	1.1	2.3
<b>As of 31/12/2022</b>	<b>18.4</b>	<b>55.0</b>	<b>17.3</b>	<b>90.7</b>

Deferred tax liabilities	Untaxed reserves	Customer values	Other	Total
As of 01/01/2021	17.1	28.3	11.0	56.5
Reported in the income statement	1.7	-4.8	2.7	-0.4
Increase through business combination	-	13.8	-	13.8
Translation difference	1.9	-	-	1.9
<b>As of 31/12/2021</b>	<b>18.8</b>	<b>37.3</b>	<b>13.7</b>	<b>69.8</b>

Deferred tax assets	Tax loss carry-forwards	Defined benefits pension liabilities	Other	Total
As of 01/01/2022	9.1	6.9	4.9	20.9
Reported in the income statement	-1.9	-	-1.4	-3.3
Increase through business acquisition	-	-	-	-
Recognised in other comprehensive income	-	-4.1	-	-4.1
Translation difference	1.4	-1.0	0.1	0.5
<b>As of 31/12/2022</b>	<b>8.6</b>	<b>1.8</b>	<b>3.6</b>	<b>14.0</b>

Deferred tax assets	Tax loss carry-forwards	Defined benefits pension liabilities	Total
As of 01/01/2021	20.9	0.0	20.9
Reported in the income statement	0.2	-	0.2
Increase through business acquisition	-	-	-
Recognised in other comprehensive income	-	-	-
Translation difference	-0.2	-	-0.2
<b>As of 31/12/2021</b>	<b>20.9</b>	<b>-</b>	<b>20.9</b>

**NOTE 18. EARNINGS PER SHARE**

	2022	2021
Profit attributable to the Parent Company's shareholders, SEK million	196.4	110.2
Average number of shares	20,207,411	19,687,909
Number of shares before dilution	20,381,849	19,687,909
Number of shares after dilution	20,568,329	20,131,231
<b>Earnings per share (SEK per share), before dilution</b>	<b>9.64</b>	<b>5.60</b>
<b>Earnings per share (SEK per share), after dilution</b>	<b>9.55</b>	<b>5.47</b>

**NOTE 19. NON-CURRENT SECURITIES HELD AS NON-CURRENT ASSETS**

SEK million	2022	2021
Opening cost	15.4	14.9
Purchases for the year	-	0.3
Impairment loss	-1.2	-
Sales during the year	-	-
Translation difference	0.3	0.2
<b>Closing carrying amount</b>	<b>14.5</b>	<b>15.4</b>

**NOTE 21. TRADE RECEIVABLES**

SEK million	2022				2021			
	SEK	EUR	NOK	TOT	SEK	EUR	NOK	TOT
Trade receivables	377.1	221.7	45.3	644.1	278.0	174.4	25.2	477.6
Reservation for expected credit losses	-0.6	-0.1	-0.2	-0.9	-1.5	-0.2	-0.2	-1.9
<b>Total</b>	<b>376.5</b>	<b>221.6</b>	<b>45.1</b>	<b>643.2</b>	<b>276.5</b>	<b>174.2</b>	<b>25.0</b>	<b>475.7</b>

Age analysis, SEK million	2022				2021			
	SEK	EUR	NOK	TOT	SEK	EUR	NOK	TOT
Non-overdue receivables	332.8	199.8	43.8	576.4	263.3	167.4	23.2	453.9
Overdue < 30 days	37.6	17.8	0.9	56.3	10.3	3.3	1.9	15.5
Overdue 30–90 days	-0.7	3.6	0.5	3.3	-0.7	3.3	0.0	2.6
Overdue > 90 days	6.8	0.4	-	7.2	3.6	0.2	-0.1	3.7
<b>Total</b>	<b>376.5</b>	<b>221.6</b>	<b>45.1</b>	<b>643.2</b>	<b>276.5</b>	<b>174.2</b>	<b>25.0</b>	<b>475.7</b>

Provisions for expected credit losses, SEK million	2022	2021
Provisions at beginning of year	-1.9	-2.8
Translation differences	-	0.3
Reserves and reversals during the year	1.0	0.6
Verified losses	-	-
<b>Provisions at year-end</b>	<b>-0.9</b>	<b>-1.9</b>

**NOTE 20. OTHER NON-CURRENT RECEIVABLES**

SEK million	2022	2021
Opening cost	18.9	10.9
Increase for the year	6.1	8.0
Decrease for the year	-	-
Translation difference	-	-
<b>Closing carrying amount</b>	<b>25.0</b>	<b>18.9</b>

**NOTE 22. PREPAID EXPENSES AND ACCRUED INCOME**

SEK million	2022	2021
Prepaid rent	-	-
Accrued leasing charges	3.6	2.4
Accrued income (contract assets)	222.8	215.4
Other items	72.9	57.6
<b>Total</b>	<b>299.3</b>	<b>275.4</b>

**NOTE 23. LEASES**

The Group primarily leases premises and cars. The leases are normally signed for fixed periods of three to five years. The average leasing period is five years. Short-term contracts cover office equipment in most cases. Leases of low value pertain to IT equipment and office equipment.

Leases for premises are negotiated locally and separately for each lease and contain a large number of different contractual terms. The Group has no purchase options, guarantees or residual values. The leases contain no special conditions, covenants or restrictions that would mean that the leases could be terminated, but the leased assets may not be sold, pledged or used as collateral for loans.

Rejlers commits to insure leased vehicles. For premises leases, Rejlers must keep these properties in good condition and restore the premises to acceptable condition at the end of the lease. The Group must also carry out and pay for necessary maintenance in accordance with the rental agreements. Options to extend agreements are included in a number of the Group's premises leases to increase the flexibility of the operations. When the lease's length is determined, management takes into account all available information that gives a financial incentive to use an extension option, or not use an option to cancel a lease. Possibilities to extend a lease are included only in the lease's length if it is reasonable to assume that the lease will be extended (or not concluded). As at 31 December 2022 there are both extension periods included in the leasing period and extension options deemed to no be reasonably certain and not included in the leasing liability.

The lease charges are largely fixed fees. There are future lease charges for a number of leases that are based on a consumer price index that is not included in the leasing liability as long as the change in the consumer price index or variable interest have not occurred. Costs for property tax and insurance are not considered a component since they transfer neither a service or a good to Rejlers and are therefore not included in the leasing liability.

**RIGHTS OF USE**

	Premises	Vehicles	IT servers	Total
<b>Cost</b>				
At 1 January 2022	398.5	5.5	31.2	435.2
Investments for the year	55.2	21.6	0.6	77.4
Disposals	-30.2	-	-	-30.2
Currency	15.0	-	-	15.0
At 31 December 2022	438.5	27.1	31.8	497.4
<b>Accumulated depreciation</b>				
At 1 January 2022	-140.1	-4.7	-19.7	-164.5
Depreciation for the year	-83.4	-11.5	-9.5	-104.3
Disposals	52.6	-	-	52.6
Currency	-6.1	-	-	-6.1
At 31 December 2022	-176.9	-16.2	-29.2	-222.3
<b>Carrying amount</b>				
At 31 December 2022	261.6	10.9	2.6	275.1

	Premises	Vehicles	IT servers	Total
<b>Cost</b>				
At 1 January 2021	392.3	3.9	28.9	425.1
Investments for the year	75.5	1.6	2.3	79.8
Disposals	-69.3	-	-	-69.7
At 31 December 2021	398.5	5.5	31.2	435.2
<b>Accumulated depreciation</b>				
At 1 January 2021	-129.1	-1.9	-10.6	-141.6
Depreciation for the year	-80.3	-2.9	-9.1	-92.6
Disposals	69.3	-	-	69.3
At 31 December 2021	-140.1	-4.7	-19.7	-164.5
<b>Carrying amount</b>				
At 31 December 2021	258.3	0.8	11.5	270.7

**Lease liabilities**

The Group is not exposed to any material liquidity risk as a result of the leasing liabilities. A maturity analysis of the Group's leasing liabilities is presented below.

Maturity analysis	31/12/2022
Year 1	91.4
Year 2	83.7
Year 3	63.6
Year 4	39.8
Year 5 and later	53.9
<b>Classified as</b>	
Non-current liabilities	170.9
Current liabilities	95.5



Note 23. Leases, cont.

Amounts recognised in profit or loss	2022	2021
Depreciation of right of use assets	-97.4	-92.5
Interest expenses for leasing liabilities	-5.8	-5.7
Expenses attributable to short-term leases and leases of low value	-32.7	-27.4
Expenses attributable to variable lease charges not included in the valuation of the leasing liability	-	-
Income from subletting of ROUs	-	-
<b>Total</b>	<b>-135.9</b>	<b>125.6</b>

#### NOTE 24. LIABILITIES TO CREDIT INSTITUTIONS

Non-current, SEK million	2022	2021
Bank loans	170.0	43.7
<b>Total</b>	<b>170.0</b>	<b>43.7</b>

Current, SEK million	2022	2021
Bank loans	67.3	69.2
<b>Total</b>	<b>67.3</b>	<b>69.2</b>

The Group has an overdraft facility with a limit of SEK 150 million (150). The overdraft is entirely unutilised during the year. (2021 unutilised)

Loans in banks have increased in 2022 compared with 2021 by SEK 124.4 million, in connection with acquisitions. Quarterly covenant reporting to loan institutions sets the interest level for upcoming quarters within the interest rates at 1.2 per cent at the lowest and 2.15 per cent at the highest. Acquisition loans raised in 2019 have a fixed-rate period of two years and thereafter an extension of 1+1 years. Previously raised loans have a fixed-rate period of one year.

Maturity analysis, liabilities to credit institutions, SEK million	2022	2021
Within one year	67.3	69.2
1-2 years	64.4	43.7
2-3 years	64.4	-
3-4 years	16.9	-
4-5 years	-	-

#### NOTE 25. PENSION OBLIGATIONS

##### Sweden

For salaried employees in Sweden, the ITP 2 defined-benefit pension commitments for retirement and family pension (alternatively survivor pension) are secured through an insurance policy with Alecta. According to a statement by the Swedish Financial Reporting Board, UFR 10 Classification of ITP plans funded through insurance with Alecta, this is a defined-benefit plan that covers multiple employers.

For the 2022 financial year, the company has not had access to information enabling it to account for its proportionate share of the plan's commitments, plan assets and costs, with the result that it has not been possible to recognise the plan as a defined-benefit plan. The ITP 2 pension plan secured through an insurance policy with Alecta is therefore recognised as a defined-contribution plan. Premiums for the defined-benefit retirement and family pension are individually calculated and depend, inter alia, on salary, previously earned pension and expected remaining length of service.

The collective funding ratio is the market value of Alecta assets as a percentage of insurance commitments calculated according to Alecta's actuarial methods and assumptions, which do not comply with IAS 19. The collective level of consolidation should usually be allowed to vary between 125 and 155 per cent. If Alecta's collective level of consolidation is lower than 125 per cent or higher than 155 per cent, measures must be taken aimed at creating the necessary conditions for the level of consolidation to return to the normal range. In the case of low consolidation, measures could include raising the agreed price of new subscriptions and expanding existing benefits. In the case of high consolidation one measure could be the introduction of premium reductions. At year-end 2022, Alecta's surplus in the form of the collective consolidation level was 125 per cent (125).

##### Norway

There are defined benefit pension plans for employees hired before 2007 in Rejlers Norge AS and Rejlers Elsikkerhet AS; 10 (10) gainfully employed and 49 (49) retired individuals are covered by the plan. The pension plan provides a defined future pension based on number of years of service and salary level at the time of retirement. Plan assets are managed by an external asset manager.

##### Finland

There are no defined-benefits pension plans in Finland.

Note 25. Pension obligations, cont.

#### DEFINED-BENEFIT PENSION PLANS IN THE BALANCE SHEET

	2022	2021
Present value of liabilities	-167.8	-177.7
Fair value of plan assets	159.7	146.3
Recognised provision in balance sheet	<b>-8.1</b>	<b>-31.1</b>
<b>Opening balance, 1 January</b>	<b>-31.1</b>	<b>-34.1</b>
Recognised pension expense, net	-3.0	-5.6
Recognised actuarial profit/loss	20.1	2.5
Social security contributions paid	0.9	0.7
Premiums paid	6.0	5.4
Translation difference	-1.0	-
<b>Closing balance, 31 December</b>	<b>-8.1</b>	<b>-31.1</b>

#### CHANGE IN DEFINED-BENEFITS PENSION OBLIGATION

SEK million	2022	2021
Opening balance	-177.7	-167.6
Acquired pension obligations	-	-
Service cost for current year	-2.2	-2.5
Interest expenses	-3.5	-2.9
Yield from plan assets	-	-
Actuarial gains and losses	16.4	-11.2
Changes in plans	-	-
Compensations paid	8.1	5.7
Payroll tax on pension funds paid	0.9	0.8
Translation difference	-9.6	-
<b>Total defined-benefits obligations</b>	<b>-167.8</b>	<b>-177.7</b>

#### CHANGE IN THE FAIR VALUE OF PLAN ASSETS

SEK million	2022	2021
Opening balance	146.3	135.2
Acquired plan assets	-	-
Charges from the employer	6.1	5.3
Yield from plan assets, excluding interest	3.2	2.0
Actuarial gains and losses	3.7	9.8
Compensations paid	-8.1	-5.7
Employer's contributions on pensions paid	-	-
Translation difference	8.5	-
<b>Total plan assets</b>	<b>159.7</b>	<b>146.3</b>

Allocation of plan assets	2022	2021
Cash and cash equivalents	4.3%	1.7%
Shares	29.2%	30.4%
Bonds	40.2%	42.0%
Lending	11.8%	12.3%
Properties	14.5%	13.6%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Actuarial assumptions	2022	2021
Discount rate, %	3.0	1.7
Expected future annual pay increase, %	3.5	2.25

Sensitivity analysis, %	2022	2021
Discount rate +1%/-1%	18.8	19.1
Future annual pay increase +1%/-1%	2.1	2.0

The sensitivity analysis is based on changes of an assumption while all other assumptions are kept constant.

At year-end, the average maturity of the pension plan was 5.6 years (7.6). Pension plan contributions are estimated at SEK 5.2 million (4.3) for the coming year. The defined-benefit pension plans expose the Group to a number of actuarial risks such as investment risk, interest-rate risk, risk relating to life expectancy and risk of pay increases. However, in view of the size of the defined-benefit pension plan, the company deems these risks to be limited. The current value of the defined-benefit pension provision is calculated using a discount rate established on the basis of the rate of interest for corporate bonds in Norway. If the yield on plant assets is lower than this interest rate, there will be a deficit in the plan. At present, the plan has a relatively balanced spread of investments divided into shares and interest-bearing securities. A rise in corporate bond rates would lead to a decrease in the pension obligation. A rise in assumptions on life expectancy would also lead to an increase in pension provisions. As the calculation of pension provisions takes account of future pay increases, an increase in employee salaries leads to an increase in pension provisions.

#### NOTE 26. ACCRUED EXPENSES AND DEFERRED INCOME

SEK million	2022	2021
Accrued pay	189.3	164.3
Accrued social security contributions	80.3	70.1
Deferred income (contract liabilities)	35.7	33.0
Other	51.0	22.4
<b>Total</b>	<b>356.4</b>	<b>289.8</b>

In all material respects, the items that were in the opening balance for Deferred income (contract liabilities) were recognised in revenue during the year. The performance commitments for the closing balance for contract liabilities are expected to be met in the coming years.

#### NOTE 27. PLEDGED ASSETS AND CONTINGENT LIABILITIES

SEK million	2022	2021
<b>Overdraft facilities</b>	<b>150.0</b>	<b>150.0</b>
Floating charges	64.0	77.0
<b>Liabilities to credit institutions</b>		
Fixtures and fittings with financial leasing	24.1	18.3

**NOTE 28. BUSINESS COMBINATIONS**

FAIR VALUE AND CARRYING VALUE ARE REPORTED IN THE BALANCE SHEET BELOW:

Acquisitions 2022	Transaction	Date	% of equity	% of votes	Purchase consideration, SEK million
Infralog AB	Shares	04/01/2022	100%	100%	8.3
Helenius AB	Shares	01/02/2022	100%	100%	212.7
Omega Holtan AS	Shares	01/04/2022	100%	100%	69.3
SRT Oy	Shares	01/04/2022	100%	100%	80.6
Arsatek Oy	Shares	01/04/2022	100%	100%	6.0
Loiste Group	Assets + liabilities	01/06/2022	100%	100%	9.0
<b>Total</b>					<b>385.9</b>

Acquisitions 2021	Transaction	Date	% of equity	% of votes	Purchase consideration, SEK million
Kantech AS	Shares	04/01/2021	100%	100%	35.3
C3 Konsult AB	Shares	04/01/2021	100%	100%	26.0
Hydroterra AB	Shares	01/04/2021	100%	100%	12.0
Kraftkon AB	Shares	01/06/2021	100%	100%	8.2
JETS Consulting OY	Shares	01/11/2021	100%	100%	14.3
AJL AS	Shares	01/11/2021	100%	100%	39.3
<b>Total</b>					<b>135.2</b>

**THE ACQUIRED BUSINESSES' CONTRIBUTIONS TO SALES AND EARNINGS**

SEK million	2022	2021
Contribution to sales in accounts for the year	160.5	55.1
Contribution to sales if the business had been owned for the full year	193.6	121.0
Contribution to operating profit in accounts for the year	38.4	10.2
Contribution to operating profit if the business had been owned for the full year	46.4	22.4

**TOTAL NET ASSETS OF THE ACQUIRED BUSINESSES AT THE TIME OF ACQUISITION**

SEK million	2022	2021
Non-current assets	3.5	0.9
Current assets	35.7	25.6
Cash and cash equivalents	28.2	29.1
Other current liabilities	-35.7	-30.6
Non-current liabilities	-	-
<b>Net identifiable assets and liabilities</b>	<b>31.7</b>	<b>25.0</b>
Goodwill	290.9	88.6
Customer values	115.2	64.5
Deferred tax on intangible assets	-23.6	-13.8
<b>Total</b>	<b>414.2</b>	<b>164.2</b>

**PURCHASE CONSIDERATION, SEK MILLION**

Less:		
Cash and cash equivalents in acquired companies	-28.2	-29.1
Calculated supplementary purchase considerations	-99.5	-26.6
Supplemental purchase amounts paid	-	-
<b>Decrease in cash and cash equivalents</b>	<b>-125.7</b>	<b>108.5</b>

Surplus values are identified on acquisition. Surplus values are divided into customer value; the remainder item constitutes goodwill. During the year, surplus values were divided into a customer value of SEK 115.2 million (64.5) and goodwill of SEK 290.9 million (88.6). The goodwill value, which is not tax deductible in business acquisitions (but is tax deductible in net asset acquisitions), includes the technical skills of staff, acquired customer relationships that are not separable and synergies. Otherwise, the fair value of the assets and liabilities at the time of acquisition corresponds to the carrying amount in the acquired companies. There are no uncertain receivables among the acquired assets. Acquisition-related costs were expensed as acquisition-related expenses when they were incurred. In all, these amounts total SEK 6.7 million (6.6). The supplemental purchase amount is mainly determined based on future sales growth and earnings for the next two to three years. Supplementary purchase amounts are measured at fair value; the liability has decreased by SEK 16.5 million due to criteria not fully met. A recognised liability is estimated based on the assessed likelihood of an outcome.

Helenius Ingenjörbyrå AB was acquired on 31 January 2022, consolidated as of 1 February 2022.

SEK million	Helenius Ingengörbyrå AB	Other acquisitions	Total
Non-current assets	0.5	3.0	3.5
Current assets	14.8	20.9	35.7
Cash and cash equivalents	6.0	22.2	28.2
Other current liabilities	-13.4	-22.3	-35.7
Non-current liabilities	-	-	-
<b>Net identifiable assets and liabilities</b>	<b>7.9</b>	<b>23.8</b>	<b>31.7</b>
Goodwill	163.2	127.7	290.9
Customer values	60.0	55.2	115.2
Deferred tax on intangible assets	-12.4	-11.2	-23.6
<b>Total</b>	<b>218.7</b>	<b>195.6</b>	<b>414.3</b>

**PURCHASE CONSIDERATION, SEK MILLION**

Less:			
Cash and cash equivalents in acquired companies	-6.0	-22.2	-28.2
Calculated supplementary purchase considerations	-50.0	-49.5	-99.5
Supplemental purchase amounts paid	-	-	-
<b>Decrease in cash and cash equivalents</b>	<b>162.7</b>	<b>123.9</b>	<b>224.5</b>

## NOTE 29. FINANCIAL INSTRUMENTS BY CATEGORY

FAIR VALUE AND CARRYING AMOUNT ARE REPORTED IN THE BALANCE SHEET BELOW:

2022	Assets measured at fair value through profit or loss	Financial assets measured at amortised cost	Financial liabilities recognised at fair value through profit or loss	Financial liabilities measured at amortised cost	Total carrying amount	Total fair value
Financial investments	14.5	-	-	-	14.5	14.5
Non-current receivables	-	25.0	-	-	25.0	25.0
Trade receivables	-	643.2	-	-	643.2	643.2
Other current receivables	-	35.8	-	-	35.8	35.8
Cash and cash equivalents	-	144.8	-	-	144.8	144.8
<b>Total</b>	<b>14.5</b>	<b>848.8</b>	<b>-</b>	<b>-</b>	<b>863.3</b>	<b>863.3</b>
Non-current interest-bearing liabilities				170.0	170.0	170.0
Supplemental purchase consideration			109.5	-	109.5	109.5
Other non-current liabilities			-	7.5	7.5	7.5
Current interest-bearing liabilities			-	67.3	67.3	67.3
Other current liabilities			-	212.5	212.5	212.5
Trade payables			-	152.7	152.7	152.7
<b>Total</b>			<b>109.5</b>	<b>610.0</b>	<b>719.5</b>	<b>719.5</b>

2021	Assets measured at fair value through profit or loss	Financial assets measured at amortised cost	Financial liabilities recognised at fair value through profit or loss	Financial liabilities measured at amortised cost	Total carrying amount	Total fair value
Financial investments	15.4	-	-	-	15.4	15.4
Non-current receivables	-	18.9	-	-	18.9	18.9
Trade receivables	-	475.7	-	-	475.7	475.7
Other current receivables	-	8.7	-	-	26.8	26.8
Cash and cash equivalents	-	151.9	-	-	151.9	151.9
<b>Total</b>	<b>15.4</b>	<b>655.2</b>	<b>-</b>	<b>-</b>	<b>670.6</b>	<b>670.6</b>
Non-current interest-bearing liabilities			-	43.7	43.7	43.7
Supplemental purchase consideration			26.6	-	26.6	26.6
Other non-current liabilities			-	4.6	4.6	4.6
Current interest-bearing liabilities			-	69.2	69.2	69.2
Other current liabilities			-	152.0	152.0	152.0
Trade payables			-	124.8	124.8	124.8
<b>Total</b>			<b>-</b>	<b>420.9</b>	<b>420.9</b>	<b>420.9</b>

Financial investments measured at fair value via the income statement are measured at fair value according to level one (fair value determined on the basis of prices quoted on an active market for the same instrument). A calculation of fair value based on discounted future cash flows, where a discount rate reflecting the counterparty's credit risk constitutes the

most material input data, is not deemed to cause a material difference in comparison with the carrying amount of financial assets and financial liabilities included in level two. The carrying amount for all financial assets and liabilities is therefore considered to be a good approximation of the fair value.



**NOTE 30. RELATED PARTY TRANSACTIONS**

Rejlers has identified the Rejler family with 53 per cent of the votes and associated companies as related parties. Purchases and sales between Group companies and related parties take place on market terms; also refer to Note 8 Salaries, Board of Directors.

Summary of related party transactions	Sales to related parties		Receivables from related parties	
	2022	2021	2022	2021
Associated companies	14.3	27.8	-	6.8
Rejler family	-	-	-	-

**NOTE 31. LIABILITIES ATTRIBUTABLE TO FINANCING ACTIVITIES**

	2021	Cash flow	Non-cash items		2022
			Reclassifications	Other changes	
Non-current liabilities to credit institutions	43.7	118.0	-	8.3	170.0
Non-current liabilities, IFRS 16 Leases	264.4	-93.9	-	95.9	266.4
Convertible debentures, current	48.1	-2.2	-	-21.6	24.3
Current liabilities to credit institutions	69.2	-1.9	-	-	67.3
<b>Reconciliation of liabilities attributable to financing activities</b>	<b>425.4</b>	<b>20.0</b>	<b>-</b>	<b>82.6</b>	<b>528.0</b>

	2020	Cash flow	Non-cash items		2021
			Reclassifications	Other changes	
Non-current liabilities to credit institutions	91.7	-33.0	-	-15.0	43.7
Non-current liabilities, IFRS 16 Leases	277.2	-78.6	-	65.8	264.4
Current liabilities to credit institutions	100.5	-43.0	-	11.7	69.2
<b>Reconciliation of liabilities attributable to financing activities</b>	<b>469.4</b>	<b>-154.6</b>	<b>-</b>	<b>62.5</b>	<b>377.3</b>

**Cash flow**

The total cash flow for IFRS 16 leasing in 2022 was SEK 93.9 million (78.6).

**NOTE 32. OTHER ITEMS IN THE CASH FLOW STATEMENT**

SEK million	2022	2021
Depreciation of right of use assets	104.3	78.6
Provision for pensions	-23.0	-5.2
Unrealised price differences	-8.4	-
Other provisions	-	-5.7
Less profit/loss from participations in associated companies	-1.5	-2.5
Reversal of impairment	1.2	1.2
Other	-10.8	-0.1
<b>Total</b>	<b>61.8</b>	<b>65.3</b>

**NOTE 33. PROPOSED ALLOCATION OF PROFIT**

Non-restricted equity in the Parent Company amounts to:	610,498,859
The Board of Directors and CEO propose that a dividend be paid to the shareholders in the amount of:	91,718,321
To be carried forward	518,780,538

**NOTE 34. SIGNIFICANT EVENTS AFTER  
THE END OF THE PERIOD**

After the end of the period, on 20 February 2023, Rejlers Sverige, as a directly wholly owned subsidiary of Rejlers AB, submitted a recommended public offer to the shareholders of Eurocon Consulting AB (publ), to transfer all of its shares in Eurocon to Rejlers for SEK 10.75 in cash per share. Based on all 43,627,279 shares outstanding in the company, the offer values Eurocon at around SEK 469 million.

The offer is unanimously recommended by the Board of Eurocon and shareholders who control 45.8 per cent of outstanding shares have undertaken to accept the offer. The offer is subject to customary conditions, including that it is accepted to such an extent that Rejlers' shareholding exceeds 90 per cent of the total number of shares outstanding in Eurocon. The offer is not subject to any financing conditions. The acceptance period for the Offer began on 23 February 2023 and ended around 3 April 2023.

Rejlers sees strong commercial and financial potential in a merger between the companies, where Eurocon's specialist expertise in the process and manufacturing industry, infrastructure and information systems and experience of large and complex project commitments would significantly strengthen the Rejlers Group's position in the market. In addition to this, the merger of Rejlers and Eurocon would strengthen Rejlers' operations in the forestry, chemical and mining industries, among others. The merger with Eurocon would strengthen Rejlers' exposure to planned and ongoing sustainability investments in northern Sweden, a transformation work that Rejlers takes very seriously and places a great deal of emphasis on. It is Rejlers' intention that Eurocon, under its current management, will significantly strengthen Rejlers' business operations in northern Sweden and complement the offering in the rest of Sweden. With the shared expertise in Rejlers and Eurocon, the offering to industrial customers will be broadened, something that is in demand by the market.

# PARENT COMPANY ACCOUNTS

## INCOME STATEMENT - PARENT COMPANY

Amount SEK million	Note	2022	2021
<b>Operating income</b>			
Net sales	B, C	36.9	36.2
<b>Total operating revenue</b>		<b>36.9</b>	<b>36.2</b>
<b>Operating expenses</b>			
Other external expenses	C, D	-36.2	-26.8
Personnel expenses	E	-38.0	-31.5
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	K, L	-1.0	-1.0
<b>Operating profit/loss</b>		<b>-38.3</b>	<b>-22.2</b>
<b>Profit/loss from financial items</b>			
Profit/loss from participations in Group companies	F	9.6	7.2
Other interest income and similar profit/loss items	G	44.5	40.2
Interest expenses and similar profit/loss items	H	-37.2	-25.3
<b>Profit after financial items</b>		<b>-21.4</b>	<b>-0.1</b>
Appropriations	I	-	-
Tax on profit for the year	J	3.9	-0.9
<b>PROFIT FOR THE YEAR</b>		<b>-17.5</b>	<b>-1.0</b>

## STATEMENT OF COMPREHENSIVE INCOME - PARENT COMPANY

Amount SEK million	Note	2022	2021
Profit for the year		-17.5	-1.0
<b>Comprehensive income for the year</b>		<b>-17.5</b>	<b>-1.0</b>



## BALANCE SHEET - PARENT COMPANY

Amount SEK million	Note	2022	2021
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets			
Capitalised expenditures for program development	K	3.3	3.2
Ongoing projects		0.2	0.9
<b>Total intangible assets</b>		<b>3.5</b>	<b>4.1</b>
<b>Property, plant and equipment</b>			
Equipment, tools, fixtures and fittings	L	0.4	0.3
<b>Total property, plant and equipment</b>		<b>3.9</b>	<b>4.4</b>
<b>Financial assets</b>			
Participations in associated companies	M	-	-
Participations in Group companies	N	606.9	396.4
Other non-current receivables		8.0	5.0
<b>Total financial assets</b>		<b>614.9</b>	<b>401.4</b>
<b>Total non-current assets</b>		<b>618.8</b>	<b>405.8</b>
<b>Current assets</b>			
<b>Current receivables</b>			
Receivables from Group companies		478.4	409.4
Other receivables		0.1	0.2
Current tax assets		3.3	3.1
Prepaid expenses and accrued income	O	2.0	1.0
<b>Total current receivables</b>		<b>483.8</b>	<b>413.7</b>
Cash and cash equivalents		48.4	82.6
<b>Total current assets</b>		<b>532.2</b>	<b>496.3</b>
<b>TOTAL ASSETS</b>		<b>1,151.0</b>	<b>902.1</b>

Amount SEK million	Note	2022	2021
<b>Equity</b>			
<b>Restricted equity</b>			
Share capital		40.8	39.4
Statutory reserve		29.6	29.6
<b>Total restricted equity</b>		<b>70.4</b>	<b>69.0</b>
<b>Non-restricted equity</b>			
Accumulated profit or loss		37.8	100.0
Share premium account		590.1	507.5
Profit for the year		-17.5	-1.0
<b>Total non-restricted equity</b>		<b>610.4</b>	<b>606.5</b>
<b>Total equity</b>		<b>680.8</b>	<b>675.5</b>
Untaxed reserves	P		-
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Liabilities to credit institutions	S	194.3	43.7
Other non-current liabilities		25.2	26.8
<b>Total non-current liabilities</b>		<b>219.6</b>	<b>70.5</b>
<b>Current liabilities</b>			
Trade payables		5.5	1.9
Liabilities with Group companies		140.4	47.8
Liabilities to credit institutions		67.3	69.2
Other liabilities		17.7	24.5
Accrued expenses and deferred income	Q	19.7	12.5
<b>Total current liabilities</b>		<b>250.6</b>	<b>156.1</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,151.0</b>	<b>902.1</b>

## CHANGES IN EQUITY - PARENT COMPANY

Amount SEK million	Restricted equity		Non-restricted equity		Total equity
	Share capital	Statutory reserve	Share premium account	Accumulated profit including profit for the year	
<b>Opening balance 01/01/2021</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>168.9</b>	<b>745.4</b>
Profit for the year	-	-	-	-1.0	-1.0
<b>Transactions with shareholders</b>					
Dividend in respect of 2020	-	-	-	-68.9	-68.9
<b>Closing balance 31/12/2021</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>99.0</b>	<b>675.5</b>
<b>Opening balance 01/01/2022</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>99.0</b>	<b>675.5</b>
Profit for the year	-	-	-	-17.5	-17.5
<b>Transactions with shareholders</b>					
Non-cash issue	0.9	-	61.4	-	62.3
Conversion of convertibles	0.5	-	21.2	-	21.7
Dividend in respect of 2021	-	-	-	-60.4	-60.4
<b>Closing balance 31/12/2022</b>	<b>40.8</b>	<b>29.6</b>	<b>590.1</b>	<b>20.3</b>	<b>680.8</b>

## CASH FLOW - PARENT COMPANY

Amount SEK million	Note	2022	2021
<b>Cash flow from operating activities</b>			
Operating profit/loss		-38.3	-22.2
Adjustment for items not included in cash flow		18.0	-
Depreciation of non-current assets		1.0	1.0
Dividends from Group companies		1.0	0.9
Interest received		9.1	0.7
Interest paid		-6.2	-3.2
Income tax paid		-0.3	-1.5
<b>Cash flow from operating activities before change in working capital</b>		<b>-15.7</b>	<b>-24.3</b>
<b>Change in working capital</b>			
Increase/decrease in current receivables		-67.5	-41.5
Increase/decrease in current liabilities		96.6	-11.2
<b>Cash flow from operating activities</b>		<b>13.4</b>	<b>-52.7</b>
<b>Investing activities</b>			
Acquisitions of subsidiaries		-110.2	-
Acquisition of tangible assets		-0.5	-0.9
<b>Cash flow from investing activities</b>		<b>-110.7</b>	<b>-0.9</b>
<b>Financing activities</b>			
New loans		201.8	-
Amortisations	S	-85.7	-76.0
Convertibles programme		-2.2	-
Group contributions received		9.6	7.2
Dividend paid		-60.4	-68.9
<b>Cash flow from financing activities</b>		<b>63.1</b>	<b>-137.7</b>
<b>Cash flow for the year</b>		<b>34.2</b>	<b>-215.6</b>
Cash and cash equivalent at beginning of year		82.6	296.2
Exchange rate differences in cash and cash equivalents		-	2.0
<b>Cash and cash equivalent at year end</b>		<b>48.4</b>	<b>82.6</b>

## NOTE A. ACCOUNTING POLICIES

### Additional information

These accounting policies apply to the Parent Company, Rejlers AB. The Parent Company prepares its annual accounts in compliance with the Swedish Annual Accounts Act and RFR2 Reporting for Legal Entities. The differences in relation to IFRS that this entails are reported here.

### Taxes

Untaxed reserves including deferred tax liability are reported in the Parent Company. Untaxed reserves are split into deferred tax and equity in the consolidated financial statements.

Group contributions received from subsidiaries are reported as financial income. Group contributions rendered from the Parent Company to subsidiaries are reported as an increase in participations in Group companies. Group contributions received by subsidiaries from the Parent Company are reported in the subsidiary in equity. Group contributions rendered by the subsidiary to the Parent Company are reported in equity.

### Non-current securities held as non-current assets

Non-current securities held as non-current assets are reported at cost.

### Participations in associated companies

Participations in associated companies are reported at cost according to the cost method.

### Financial guarantees

The Parent Company applies RFR 2 when reporting financial guarantees, which is less stringent than IFRS 9 in regard to financial guarantee agreements made out in favour of subsidiaries and associated companies.

### RFR 2

The amendments to RFR 2 that entered into effect and apply for the 2020 and 2021 financial year have not/will not have any material impact on the Parent Company's financial statements.

### Changes in accounting principles

RFR2 has an exception to applying IFRS 9 in legal entities. The changes that entered into effect on 1 January 2018 mean that the impairment requirements as per IFRS 9 shall also be applied by companies that choose to apply the exception.

### Leasing

The Parent Company applies the exception from the application of IFRS 16. IFRS 16 is thereby not affected by the Parent Company's financial statements. Leasing charges are expensed straight-line over the accounting period insofar as another systematic approach does not better reflect the user's financial benefit over time. The right of use and the leasing liability are accordingly not recognised in the Parent Company balance sheet.

## NOTE B. INCOME

SEK million	2022	2021
Accrued fees	36.9	36.2
Other revenue attributable to consultancy activities	-	-
<b>Total</b>	<b>36.9</b>	<b>36.2</b>

## NOTE C. PURCHASES AND SALES BETWEEN GROUP COMPANIES

SEK million	2022	2021
Purchases (as a % of Other external expenses)	19.2	13.4
Sales (as a % of Total operating income)	100	100

## NOTE D. AUDITORS' FEES

SEK million	2022	2021
Remuneration for audit assignment, Deloitte	-	0.2
Remuneration for audit assignment, EY	0.5	0.9
Remuneration for auditing activities in addition to the audit assignment, Deloitte	-	-
Remuneration for tax consultancy services, EY	-	0.1
Remuneration for other assignments, EY	0.8	-
<b>Total</b>	<b>1.3</b>	<b>1.2</b>
<b>Accounting firm EY</b>		

## NOTE E. EMPLOYEES

Average number of employees	2022	2021
Men	4	4
Women	5	5
<b>Total</b>	<b>9</b>	<b>9</b>

## SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS, 2022

SEK million	Salaries and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and CEO	7.1	6.7	4.3	1.7
Other employees	9.6	2.1	3.6	3.5
<b>Total</b>	<b>16.7</b>	<b>8.8</b>	<b>7.9</b>	<b>5.2</b>

## SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS, 2021

SEK million	Salaries and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and CEO	6.4	5.5	3.7	1.6
Other employees	6.9	1.6	3.4	3.5
<b>Total</b>	<b>13.3</b>	<b>7.1</b>	<b>7.1</b>	<b>5.1</b>

**NOTE F. PROFIT-SHARING, GROUP COMPANIES**

SEK million	2022	2021
Capital gains/losses	-	-
Dividend from subsidiaries	-	-
Group contributions	9.6	7.2
<b>Total</b>	<b>9.6</b>	<b>7.2</b>

**NOTE G. OTHER INTEREST INCOME AND SIMILAR PROFIT/LOSS ITEMS**

SEK million	2022	2021
Exchange-rate gains	34.4	35.1
Dividends from associated companies	1.0	0.9
Interest income, external	0.7	0.6
Interest income, internal	8.4	3.6
<b>Total</b>	<b>44.5</b>	<b>40.2</b>

**NOTE H. OTHER INTEREST EXPENSES AND SIMILAR PROFIT/LOSS ITEMS**

SEK million	2022	2021
Exchange-rate losses	-29.6	-22.0
Interest expense, external	-5.5	-3.3
Interest expense, internal	-0.8	-
Impairment loss	-1.3	-
<b>Total</b>	<b>37.2</b>	<b>-25.3</b>

**NOTE I. APPROPRIATIONS**

SEK million	2022	2021
Tax allocation reserve for the year	-	-
Tax allocation reserve reversal for the year	-	-
Change to accelerated depreciation for the year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE J. TAX ON PROFIT FOR THE YEAR**

SEK million	2022	2021
The following items are included in tax expense:		
Tax on profit for the year	4.0	-0.3
Tax from earlier years	-0.1	-0.6
<b>Total</b>	<b>3.9</b>	<b>-0.9</b>
<b>Profit/loss before tax</b>	<b>-21.4</b>	<b>-0.1</b>
Tax according to applicable rate 20.6% (21.4)	4.4	0.0
<b>Tax effect of:</b>		
Expenses, non-deductible	-0.7	-0.5
Income not liable to tax	0.3	0.2
Tax from earlier years	-0.1	-0.6
<b>Reported tax</b>	<b>3.9</b>	<b>-0.9</b>

**NOTE K. CAPITALISED EXPENDITURES FOR PROGRAM DEVELOPMENTS**

SEK million	2022	2021
Opening cost	5.0	5.0
Ongoing, reclassification	1.0	-
Purchases for the year	-	-
<b>Closing accumulated cost</b>	<b>6.0</b>	<b>5.0</b>
Opening depreciation	-1.8	-1.0
Depreciation for the year	-0.9	-0.8
<b>Closing accumulated depreciation</b>	<b>-2.7</b>	<b>-1.8</b>
<b>Closing residual value</b>	<b>3.3</b>	<b>3.2</b>

**NOTE L. EQUIPMENT, TOOLS, FIXTURES AND FITTINGS**

SEK million	2022	2021
Opening cost	0.8	0.8
Purchases	0.3	-
<b>Closing accumulated cost</b>	<b>1.1</b>	<b>0.8</b>
Opening depreciation	-0.5	-0.4
Depreciation for the year	-0.2	-0.1
<b>Closing accumulated depreciation</b>	<b>-0.7</b>	<b>-0.5</b>
<b>Closing residual value</b>	<b>0.4</b>	<b>0.3</b>

**NOTE M. PARTICIPATIONS IN ASSOCIATED COMPANIES**

	Corp. ID no.	Registered office	Operations	Share of equity		Book value, SEK million	
				2022	2021	2022	2021
Mirakelbolaget AB	556835-4350	Stockholm	Program development	50%	50%	0.0	0.0



**NOTE N. PARTICIPATIONS IN GROUP COMPANIES**

Book value, SEK million	2022	2021
<b>Sweden (registered office Stockholm)</b>		
Rejlers Sverige AB	125.1	125.1
Rejlers International Engineering Solution AB	70.9	70.9
Helenius Ingenjörbyrå AB	210.7	-
<b>Finland</b>		
Rejlers Finland Oy (formerly Rejlers Oy)	44.4	44.4
<b>Norway</b>		
Rejlers Norge AS	155.8	155.8
<b>Total</b>	<b>606.9</b>	<b>396.4</b>

All of the companies in the table above are wholly owned by Rejlers AB.

Indirectly owned companies 2022	Participating interest
<b>Sweden</b>	
Rejlers Energiprojekter AB	100%
Security Rejlers Defence AB	100%
Geosigma Holding AB	100%
C3 Konsult AB	100%
Hydroterra Ingenjörer AB	100%
Kraftkon Sverige AB	100%
Infralog & Partners AB	100%
<b>Finland</b>	
Rejlers Building Oy	
JETS Consulting Oy	100%
PM Oy	100%
SRT Oy	100%
<b>Norway</b>	
Rejlers Engineering AS	100%
Rejlers Elsikkerhet AS	100%
Kantech AS	100%
ALJ AS	100%
OmegaHoltan AS	100%

Indirectly owned companies 2021	Participating interest
<b>Sweden</b>	
Rejlers Energiprojekter AB	100%
Security Rejlers Defence AB	100%
Geosigma Holding AB	100%
C3 Konsult AB	100%
Hydroterra Ingenjörer AB	100%
Kraftkon Sverige AB	100%
<b>Finland</b>	
JETS Consulting Oy	100%
PM Oy	100%
<b>Norway</b>	
Rejlers Engineering AS	100%
Rejlers Elsikkerhet AS	100%
Kantech AS	100%
ALJ AS	100%

**NOTE O. PREPAID EXPENSES AND ACCRUED INCOME**

SEK million	2022	2021
Prepaid rent	-	-
Other	2.0	1.0
<b>Total</b>	<b>2.0</b>	<b>1.0</b>

**NOTE P. UNTAXED RESERVES**

SEK million	2022	2021
Tax allocation reserve 15	-	-
Tax allocation reserve 16	-	-
Tax allocation reserve 17	-	-
Tax allocation reserve 18	-	-
Accelerated depreciation	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE Q. ACCRUED EXPENSES AND DEFERRED INCOME**

SEK million	2022	2021
Accrued pay	6.0	4.5
Accrued social security contributions	1.5	1.3
Other	12.2	6.7
<b>Total</b>	<b>19.7</b>	<b>12.5</b>

**NOTE R. CONTINGENT LIABILITIES**

SEK million	2022	2021
Contingent liabilities	None	None

**NOTE 5. LIABILITIES ATTRIBUTABLE TO FINANCING ACTIVITIES**

	2021	Cash flow	Non-cash items	
			Reclassifications	2022
Non-current liabilities to credit institutions, SEK million	43.7	118.0	8.3	170.0
Current liabilities to credit institutions, SEK million	69.2	-1.9	-	67.3
Convertibles	48.1	-2.2	-21.6	24.3
<b>Reconciliation of liabilities attributable to financing activities, SEK million</b>	<b>161.0</b>	<b>113.9</b>	<b>-13.3</b>	<b>261.6</b>

	2020	Cash flow	Non-cash items	
			Reclassifications	2021
Non-current liabilities to credit institutions, SEK million	86.3	-42.6	-	43.7
Current liabilities to credit institutions, SEK million	100.5	-33.4	2.1	69.2
<b>Reconciliation of liabilities attributable to financing activities, SEK million</b>	<b>186.8</b>	<b>-76.0</b>	<b>2.1</b>	<b>112.9</b>

The Board of Directors and Chief Executive Officer certify that the consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and fairly represent the Group's position and performance. -The annual accounts have been prepared in accordance with good accounting practice and

fairly present the Parent Company's position and performance. The administration reports for the Group and Parent Company provide a fair view of the Group's and the Parent Company's operations, position and performance and describe the significant risks and uncertainties to which the Parent Company and Group companies are exposed.

Stockholm, 30 March 2023 Rejlers AB (publ)

**PETER REJLER**

Chairman

**JAN SAMUELSSON**

Vice chairman

**MARTINA REJLER**

Board member

**HELENA LEVANDER**

Board member

**PATRIK BOMAN**

Board member

**BJÖRN LAUBER**

Employee representative

**TORE GREGORSSON**

Employee representative

**VIKTOR SVENSSON**

President and CEO

Our audit report was submitted on 30 March 2022  
Ernst & Young AB

**ÅSA LUNDVALL**

Authorised Public Accountant

# AUDITOR'S REPORT

TO THE GENERAL MEETING OF REJLERS AB (PUBL)  
CORPORATE IDENTITY NUMBER 556349-8426

## STATEMENT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS

### Opinions

We have conducted an audit of the annual accounts and the consolidated financial statements for Rejlers AB (publ) for 2022 with the exception of the corporate governance report on pages 36–41. The company's annual accounts and consolidated financial statements are included on pages 30–77 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Swedish Annual Accounts Act and in all material respects fairly present the Parent Company's financial position as of 31 December 2022 and its financial performance and cash flows for the year in accordance with the Swedish Annual Accounts Act. The consolidated financial statements have been prepared in accordance with the Swedish Annual Accounts Act and in all material respects fairly present the Group's financial position as of 31 December 2022 and its financial performance and cash flows for the year in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and the Swedish Annual Accounts Act. Our opinions do not include the corporate governance report on pages 36–41. The administration report is consistent with the other parts of the annual report and the consolidated financial statements.

We therefore recommend that the AGM adopt the income statement and balance sheet for the Parent Company and the Group.

Our opinions in this statement on the annual report and consolidated financial statements are consistent with the content of the supplementary report submitted to the Parent Company's Audit Committee in accordance with Article 11 of the Audit Regulation (537/2014).

### Basis for the opinions

We have conducted the audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibility according to these standards is described in more detail in the section on Auditor's responsibility. We are independent in relation to the Parent Company and Group in accordance with generally accepted auditing standards in Sweden and have otherwise fulfilled our professional ethics responsibility according to these requirements. This includes, based on the best of our knowledge and conviction, that no prohibited services as referred to in Article 5.1 of the Audit Regulation (537/2014) have been provided to the audited company or, where applicable, its Parent Company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate as a basis for our opinions.

### Particularly significant areas

Areas of particular significance to the audit are those that in our professional opinion were the most significant to the audit of the annual accounts and consolidated financial statements

for the period in question. These areas are addressed within the scope of the audit of, and in our opinion on, the annual accounts and consolidated financial statements as a whole, but we make no separate statements regarding these areas. The description below of how the audit was conducted in these areas shall be read in this context.

We have fulfilled the obligations described in the Auditor's responsibility section in our report on the annual report also in these areas. Audit measures were thereby implemented that were designed to take into account our assessment of the risk of material misstatements in the annual report and consolidated financial statements. The outcome of our review and the review procedures carried out to address the areas listed below form the basis of our audit report.

### Revenue recognition for fixed-price projects

#### Description of the area

Part of the Group's income derives from projects where the Group has undertaken to carry out the projects at a fixed price. Revenue recognition of fixed-price projects means that certain assessments must be made, in particular assessments of the total expense and income in the respective projects. Changed assessments during the implementation of the projects may give rise to a material impact on the Group's financial performance and position. Rejlers applies percentage of completion to fixed-price projects, which corresponds to the invoice price less any deviations between the work-up rate and the degree of completion. Project forecasts are regularly evaluated by the Group during the duration of each project and adjusted as necessary.

As the revenue recognition for fixed-price projects means that the company needs to make different assessments and assumptions, we have deemed this to be a particularly significant area.

See Note 2 for accounting policies regarding revenue recognition and Note 4 for the company's description of the assessments made in connection with annual account closing.

#### How this area was taken into account in the audit

In our audit, we evaluated the Group's processes for revenue recognition including a review of projects and procedures to identify loss projects and/or high-risk projects. In addition, we evaluated the company's accounting policies for revenue recognition and assessed whether they are in accordance with applicable accounting standards. We also made a selection of projects to assess the most significant estimates. For these projects, we conducted project reviews with responsible controllers, verified the existence of agreements, challenged assessments regarding degree of completion, forecasts and project reserves and received explanations for overdue but unpaid invoices. We also conducted detailed testing of revenue transactions and data analysis to assess the revenue recognition.

Finally, we reviewed the particularly significant area of related information provided in the annual accounts.

### Information other than the annual accounts and consolidated financial statements

This document also contains information other than the annual accounts and consolidated financial statements and can be found on pages 1-29 and page 82-83. It is the Board and the President who are responsible for this other information.

Our opinion regarding the annual accounts and consolidated financial statements does not comprise this information and we make no statement confirming this other information.

In connection with our audit of the annual accounts and consolidated financial statements, it is our responsibility to read the information identified above and consider if the information to a material extent is inconsistent with the annual accounts and consolidated financial statements. In this review, we also take into account the information we collected otherwise during the audit and assess if the information otherwise appears to contain material misstatements.

If we draw the conclusion based on the work done regarding this information that the other information contains a material misstatement, we are obliged to report it. We have nothing to report in this respect.

### Responsibilities of the Board of Directors and the Chief Executive Officer

It is the Board of Directors and the CEO that are responsible for the preparation of the annual accounts and consolidated financial statements and that they provide a true and fair view according to the Annual Accounts Act and, with regard to the consolidated financial statements, according to IFRS as adopted by the EU. The Board and CEO are also responsible for the internal control that they deem to be necessary to prepare annual accounts and the consolidated financial statements that do not contain any material misstatement, whether due to error or impropriety.

In preparing the annual accounts and consolidated financial statements, the Board and CEO are responsible for the assessment of the company's ability to continue the operations. They provide information, when appropriate, concerning conditions that may affect the ability to continue operations and to use the going concern assumption. The going concern assumption is not, however, applied if the Board and CEO intend to liquidate the company, cease operations or have no realistic alternative than to do either.

The Board's audit committee shall, without it affecting the Board's responsibility and duties otherwise, monitor the company's financial reporting, among other things.

### Auditor's responsibility

Our objectives are to achieve a reasonable degree of certainty that the annual accounts and consolidated financial statements as a whole do not contain any material misstatements, whether due to error or impropriety, and to provide an audit report that contains our opinions. Reasonable certainty is a high degree of certainty, but is no guarantee that an audit done according to ISA and generally accepted auditing standards in Sweden will always discover a material misstatement if such exists. Misstatements can arise due to impropriety or error and are considered to be material if they individually or together can reasonably be expected to affect financial decisions that users make based on the annual accounts and consolidated financial statements.

As a part of an audit according to ISA, we use professional judgement and have a professionally sceptical approach in the entire audit. Moreover:

- we identify and assess the risks of material misstatements in the annual accounts and consolidated financial statements, whether they are due to impropriety or error, formulate and carry out auditing procedures based in part on these risks and gather audit evidence that is adequate and suitable to form a basis for our opinions. The risk of not discovering a material misstatement due to impropriety is higher than for a material misstatement due to error because improprieties can include acting in collusion, falsifying, intentional omission, incorrect information or disregarding internal controls.
- we obtain an understanding of the part of the company's internal control that is of significance to our audit to carry out auditing procedures that are suitable considering the circumstances, but not to make a statement on the effectiveness of internal controls.
- we evaluate the suitability of the accounting policies used and the reasonability of the Board's and CEO's estimates in the accounting and associated disclosures.
- we draw a conclusion on the suitability of the Board and CEO using the going concern assumption in preparing the annual accounts and consolidated financial statements. We also draw a conclusion based on the audit evidence collected if there are any material uncertainty factors pertaining to such events or conditions that may lead to significant doubt about the company's ability to continue business. If we draw the conclusion that there is a material uncertainty factor, we must in our audit report call attention to the disclosures in the annual accounts regarding the material uncertainty factor or, if such disclosures are inadequate, modify the opinion regarding the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence gathered up to the date of the auditor report. However, future events or circumstances may mean that the company can no longer continue business.
- we evaluate the overall presentation, structure and content of the annual accounts and consolidated financial statements, including the disclosures, and if the annual accounts and consolidated financial statements portray the underlying transactions and events in a manner that provides a true and fair view.
- we gather adequate and suitable audit evidence regarding the financial information for the units or business activities within the Group to express an opinion concerning the consolidated financial statements. We are responsible for the management, supervision and implementation of the Group audit. We are solely responsible for our opinions.

We must inform the Board of the audit's planned scope and emphasis as well as its timing. We must also inform about significant observations during the audit, including the potential significant deficiencies in the internal control we identified.

We must also provide the Board with a statement that we have complied with relevant requirements of professional ethics regarding independence, and take up all relationships and other circumstances that may reasonably affect our independence, and where applicable steps that have been taken to eliminate the threats or countermeasures that have been implemented.



Of the areas communicated with the Board, we determine which of them have been most significant to the audit of the annual accounts and consolidated financial statements, including the most important assessed risks of material misstatements, and which therefore constitute the areas of particular importance to the audit. We describe these areas in the audit report insofar as laws or other statutes do not prevent disclosures on the matter.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### Auditor's review of management and the proposed appropriation of the company's profit or loss

#### Opinions

In addition to our audit of the annual accounts, we have also conducted an audit of the proposed appropriation of the company's profit or loss and the Board's and the CEO's administration of Rejlers AB (publ) for 2022.

We recommend to the AGM that the profit be allocated in accordance with the proposal in the administration report and that the members of the Board of Directors and the CEO be discharged from liability for the financial year.

#### Basis for the opinions

We have conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibility according to these standards is described in more detail in the section on Auditor's responsibility. We are independent in relation to the Parent Company and Group in accordance with generally accepted auditing standards in Sweden and have otherwise fulfilled our professional ethics responsibility according to these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate as a basis for our opinions.

#### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors has the responsibility for the proposal on the appropriation of the company's profit or loss. In the event of a proposed dividend, this includes an assessment of whether the dividend is justifiable considering the requirements set by the company's and Group's nature of operations, scope and risks on the size of the Parent Company's and the Group's equity, and considering the consolidation requirements, liquidity and position otherwise.

The Board is responsible for the company's organisation and the management of its affairs. This includes continuously assessing the company's and Group's financial situation, and ensuring that the company's organisation is structured so that accounting, asset management and the company's financial affairs otherwise are controlled in a satisfactory manner. The CEO shall take care of the operating management according to the Board's guidelines and instructions and take the actions necessary for the company's bookkeeping to be performed in accordance with law and for asset management to be managed in a satisfactory manner.

#### Auditor's responsibility

Our objective concerning the audit of the management, and thereby our opinion regarding discharge from liability, is to

obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the CEO in any material respect:

- took any action or committed any negligence that may lead to a liability to pay damages to the company, or
- in any other way acted counter to the Swedish Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective regarding the audit of the proposed appropriation of the company's profit or loss, and thereby our statement regarding this, is to assess with a reasonable degree of certainty if the proposal is consistent with the Swedish Companies Act.

Reasonable certainty is a high degree of certainty, but no guarantee that an audit done in accordance with generally accepted auditing practices in Sweden will always discover actions or negligence that can lead to a liability to pay damages to the company, or that a proposed appropriation of the company's profit or loss is not consistent with the Swedish Companies Act.

As a part of an audit according to generally accepted auditing standards in Sweden, we use professional judgement and have a professionally sceptical approach in the entire audit. The review of the administration and the proposed appropriation of the company's profit or loss is primarily based on the audit of the accounts. What additional review procedures are done is based on our professional assessment on the basis of risk and materiality. This means that we focus the review on such measures, areas and circumstances that are material to the business and where deviations or violations would be of particular significance to the company's situation. We go through and test decisions made, decision documentation, actions taken and other circumstances that are relevant to our opinion regarding discharged from liability. As a basis for our opinion on the Board of Directors' proposed appropriation of the company's profit or loss, we examined the Board of Directors' reasoned statement and a selection of its supporting information in order to assess if the proposal is in accordance with the Swedish Companies Act.

#### Auditor's review of the ESEF report

##### Opinion

In addition to our audit of the annual accounts and consolidated financial statements, we also conducted a review that the Board and CEO prepared the annual accounts and consolidated financial statements in a format that enables uniform electronic reporting (the ESEF report) in accordance with Chapter 16, Section 4 of the Swedish Securities Market Act (2007:528) for Rejlers AB (publ) for 2022.

Our review and our opinion only refer to the statutory requirement.

In our opinion, the ESEF report was prepared in a format that essentially enables uniform electronic reporting.

##### Basis for the opinion

We conducted the review according to FAR's recommendation RevR 18 The Auditor's review of the ESEF report. Our responsibility according to this recommendation is described in more detail in the section on Auditor's responsibility. We are independent in relation to Rejlers AB (publ) in accordance with generally accepted auditing standards in Sweden and

have otherwise fulfilled our professional ethics responsibility according to these requirements.

We believe that the evidence we have obtained is sufficient and appropriate as a basis for our opinion.

#### **Responsibilities of the Board of Directors and the Chief Executive Officer**

The Board of Directors and the CEO are responsible for ensuring that the ESEF report was prepared in accordance with Chapter 16, Section 4 (a) of the Securities Market Act (2007:528), and because there is such an internal control that the Board and CEO deem necessary to prepare the ESEF report without material misstatement, whether due to impropriety or error.

#### **Auditor's responsibility**

Our task is to express an opinion with reasonable certainty as to whether the ESEF report is in all material respects prepared in a format that meets the requirements in Chapter 16, Section 4 a of the Securities Market Act (2007:528) based on our review.

RevR 18 requires us to plan and implement our review measures to achieve reasonable assurance that the ESEF report is prepared in a format that meets these requirements.

Reasonable certainty is a high degree of certainty, but is no guarantee that a review done according to RevR 18 and generally accepted auditing standards in Sweden will always discover a material misstatement if such exists. Misstatements can arise due to impropriety or error and are considered to be material if they individually or together can reasonably be expected to affect financial decisions that users make based on the ESEF report.

The audit firm applies ISQC 1 Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and thereby has a comprehensive system for quality control, which includes documented guidelines and procedures regarding compliance with professional ethics requirements, standards for professional practice and applicable requirements in laws and other statutes.

Through various measures, the review includes obtaining evidence that the ESEF report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated financial statements. The auditor chooses

which measures to carry out by assessing the risks of material misstatements in the reporting, whether due to impropriety or error. In this risk assessment, the auditor takes into account the parts of the internal control that are relevant to how the Board and CEO produce the documentation with the aim of designing review measures that are suitable with regard to the circumstances, but not with the aim of making a statement on the effectiveness of the internal control. The review also includes an evaluation of the suitability and reasonableness of the Board of Directors' and the CEO's assumptions.

The review measures mainly comprise validation of the ESEF report being prepared in a valid XHTML format and a reconciliation of the ESEF report with the reviewed annual report and consolidated financial statements.

In addition, the review also includes an assessment of whether the Group's income statement, balance sheet and equity statement, cash flow statement and notes in the ESEF report have been marked with iXBRL in accordance with what is pursuant to the ESEF Regulation.

#### **Auditor's review of the corporate governance report**

The Board of Directors has the responsibility for the corporate governance report on pages 36–41 and for ensuring that it is prepared in accordance with the Annual Accounts Act.

Our review has been conducted in accordance with FAR's recommendation RevR 16 Auditor's review of the corporate governance report. This means that our review of the corporate governance report has another direction and is substantially more limited in scope than an audit conducted in accordance with the International Standards on Auditing and generally accepted auditing practice in Sweden. We consider that this review provides us adequate grounds for our opinions.

A corporate governance report has been prepared. Disclosures in accordance with Chapter 6, Section 6, Paragraph 2, Items 2–6 of the Annual Accounts Act and Chapter 7, Section 31, Paragraph 2 of the same act are consistent with the other parts of the annual accounts and the consolidated financial statements and are in compliance with the Annual Accounts Act.

Ernst & Young AB, Box 7850, 103 99 Stockholm, was appointed Rejlers AB's auditor by the General Meeting on 21 April 2022 and has been the company's auditor since 22 April 2021.

Stockholm, 30 March 2023  
Ernst & Young AB

**ÅSA LUNDVALL**

Authorised Public Accountant

## EXPLANATION, DEFINITION AND CALCULATION OF KEY PERFORMANCE INDICATORS

Key performance indicators	Explanation	Definition	Calculation 2022
<b>Growth</b>			
Organic growth, %	The company's capacity to grow with existing resources	Change in net sales in local currency compared with year-before period, excluding acquired companies	$339.5/2898.7=11.7$
Acquired growth, %	The company's capacity to grow with acquisitions	Change in net sales in local currency in acquired companies, compared with year-before period	$214.9/2898.7=7.4$
Currency effect, %	The company's growth due to currency	Change in net sales attributable to currency effects	$59.9/2898.7=2.1$
<b>Profit/loss</b>			
Adjusted EBITA, SEK million	A measure of the company's operating and underlying profit/loss excluding items affecting comparability	EBITA excluding items affecting comparability	-
Adjusted EBITA margin, %	A measure of the efficiency in the company	Adjusted EBITA/Net sales	-
Items affecting comparability, SEK million	It clarifies the development of the underlying operations and improves the comparison between different periods	Income and expenses that are not expected to arise on a regular basis in operating activities	-
EBITA, SEK million	A measure of operating and cash-generating profit/loss	EBIT including all depreciation/amortisation and acquisition expenses	287.3
EBITA margin, %	Measure of the efficiency in the company	EBITA/Net sales	$287.3/3513.0=8.2$
Operating profit/loss (EBIT), SEK million	A measure of operating profit/loss excluding financial items, i.e., regardless of debt	EBITA excluding intangible amortisation and acquisition expenses	234.3
Operating margin, %	A measure of the efficiency in the company	EBIT/Net sales	$234.3/3513.0=6.7$
<b>Key performance indicators per employee</b>			
Sales per full-time employee, SEK thousand	A measure of the efficiency in the company	Net sales/Number of full-year employees	$3,513.0/2553=1,376.0$
Operating profit/loss per full-year employee, SEK thousand	Measure of the efficiency in the company	Operating profit/Number of full-year employees	$234.3/2553=91.8$
<b>Balance sheet</b>			
Net indebtedness, SEK million	A measure of the company's payment capacity and credit risks	Current and non-current interest-bearing liabilities and pension liabilities less cash and cash equivalents	See note above
Net debt/EBITDA, rolling 12 month, multiple	Measure of the company's payment capacity and credit risks	Net debt/EBITDA, past 12 months	$391.3/416.2=0.94$
Equity/assets ratio, %	A measure of the percentage of assets financed with equity	Equity/Total assets	$1,487.1/2,984.4=49.8$
Equity per share at the end of the period, SEK	A measure of the company's efficiency and an indication of the share's value	Equity/number of shares at the end of the period	$1.487.1/20,381,849= 73.0$
Return on equity, %	A measure of the company's capital efficiency	Profit/loss before tax/Average Equity	$245.8/((1215.5+1487.1)/2)= 18.2$
Return on capital employed, %	A measure of the company's financing through equity and other capital subject to interest	EBIT including financial income/Average capital employed (=Equity including interest-bearing liabilities)	$(234,3+60,0)/(1487,1+536,1)=14,5$
<b>Other</b>			
Dividend per share, SEK	A measure of the company's efficiency and value creation for the shareholders	-	-
Number of full-time employees	A measure of the employees' total work volume	Total hours in attendance/standard time	-
Number of employees at end of period	A measure of the company's ability to recruit	The number of employees at the end of the period regardless of degree of employment	-
Utilisation, %	A measure of the efficiency in the company	Debited time/Total time in attendance	-

The Annual General Meeting of Rejlers AB (publ) will be held on 20 April 2023, at 4:00 p.m. in the company's premises, Lindhagensgatan 126 in Stockholm, Sweden.

## Registration

Shareholders registered in the shareholders' ledger administered by Euroclear Sweden AB on the record date, which is Wednesday, 12 April 2023, have the right to participate. Those intending to participate in the Annual General Meeting must register no later than Friday, 14 April 2023, either by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se) or in writing to Rejlers AB at the address:

Annual General Meeting of Rejlers AB (publ)  
Box 30233  
104 25 Stockholm

When registering, complete name, personal or corporate ID number, address, daytime phone number and, where applicable, information on deputies, representatives and assistants must be provided. Notice to attend the AGM is posted on the Rejlers website at [www.rejlers.com](http://www.rejlers.com) and published in newspapers in the manner prescribed by the articles of association.

## Shares registered with nominees

In order to have the right to participate in the AGM, the shareholder must have the nominee register the shares in the shareholder's own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on Wednesday, 12 April 2023. Such registration may be temporary (so-called voting right registration). Shareholders who wish to register the shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to register such voting rights. Registration of voting rights that has been requested by shareholders in such a time that the registration has been made by the relevant nominee no later than Friday, 14 April 2023, will be taken into consideration in the preparation of the share register.

## Proxies for agents

Shareholders represented by agents must issue a proxy for the agent signed and dated in writing by the shareholder. If a proxy is issued by a legal entity, a copy of the registration certificate, or if such a document is not available, an equivalent authorisation document, must be attached. Proxies should be sent to the company at the above address in good time before the AGM.

## Dividends

The Board proposes that a dividend of SEK 4.50 per share be paid to shareholders. The proposed record date is 24 April 2023 with the payment date 27 April 2023.

**Design and production:**  
Narva Communications

**Photo:**  
Mattias Bardå  
Peter Jönsson  
Rejlers

REJLERS AB (PUBL)  
CO. REG. NO. 556349-8426 | BOX 30233 | 104 25 STOCKHOLM  
TEL +46-771-78 00 00 | FAX +46-8-654 33 39 | WWW.REJLERS.COM/SE

