

A man in a red and grey work jacket, dark trousers, and safety glasses is seen from behind, operating a large industrial machine. The machine has a long, horizontal metal track with various components. The background is a solid blue wall. The text "Corporate governance" is overlaid in large white letters.

Corporate governance

Storskogen needs good corporate governance to create long-term value. For Storskogen, this means compliance with applicable rules and regulations, clear internal procedures and guidelines, systems for internal control and risk management and accurate and transparent financial reporting.

Corporate Governance Report

COMMENT FROM THE CHAIR

Focus on costs and value creation in an uncertain world

Ensuring good corporate governance is one of the Board of Directors' most important duties. Clear procedures and internal routines make it possible to create long-term shareholder value. Clear guidelines and control activities also provide our companies with the conditions they need to realise their long-term potential; both time and resources are required. We must also ensure that Storskogen's central costs are properly balanced in relation to the Group's acquisition pace and development, not least considering the uncertain market conditions that are predicted for 2023.

The Board of Directors' work in 2022 was largely characterised by external factors that affected our operations. The global status quo changed rapidly when Rus-

sia invaded Ukraine. The war has devastated Ukraine and greatly increased risks in Europe and the world. The geopolitical situation has affected us as individuals, and it has inevitably also impacted the business community and the market at large.

The Board of Directors' focus areas over the year included ensuring financing, cost savings and operational measures aimed at ensuring that our companies can maintain strong balance sheets in 2023, even if the macroeconomic development is difficult to predict.

The Audit Committee also spent much time ensuring that the subsidiaries have proper internal control procedures in place and that internal control systems are implemented throughout the Group. It is gratifying to note that companies that

have been owned by Storskogen for some time have proper procedures in place, which is a good indication of the value we add to our companies regarding a clear structure for reporting and follow-up.

In 2022, Storskogen continued its efforts on implementing interactive and digital training programmes in our newly acquired companies and new geographical markets. The aim was to ensure that our employees, subsidiaries and senior executives have a good understanding of good corporate governance, business ethics and sustainability.

I feel highly confident that the above-mentioned measures will create the conditions needed for long-term value creation in Storskogen's companies, among our employees and shareholders

and in our society at large, and I look forward to seeing the results of the efforts we made and measures we implemented in 2022.



Annette Brodin Rampe
Chair of the Board

Storskogen Group AB is a Swedish limited liability company that has been listed on Nasdaq Stockholm since 6 October 2021. As at 31 December 2022, the Group had operations in 28 countries and 12,945 employees. In Storskogen's head offices in Stockholm and local offices in Denmark, Norway, the United Kingdom, Germany, Switzerland, Singapore and Finland, 112 people were employed in specialist areas such as law, finance, M&A and operational management at year-end.

The Board of Directors' responsibility for corporate governance and internal control is governed by Swedish legislation, supplemented by external frameworks. Primary frameworks for Storskogen's corporate governance in 2022 were the Swedish Companies Act, the Swedish Annual Accounts Act, the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, the UN Global Compact, the Market Abuse Regulation ("MAR"), IFRS and the Audit Regulation. Storskogen also complies with the Swedish Corporate

Governance Code ("Code"). The Code is available on www.bolagsstyrning.se, and also includes a description of the Swedish corporate governance model. No deviations from the Code were made in 2022.

SHAREHOLDERS AND THE ANNUAL GENERAL MEETING

At year-end, Storskogen had a total of 37,764 shareholders. The Company has A shares and B shares. Each A share confers a right to ten votes and each B share confers a right to one vote. As at 31 December 2022,

the ten largest owners accounted for 68.2 percent of the votes and 42.7 percent of the share capital. Storskogen's A shareholders, Daniel Kaplan, Ronnie Bergström, Alexander Bjärgård and Peter Ahlgren, each have a direct or indirect holding that corresponds to more than 10 percent of the votes in Storskogen. No other shareholders hold more than 10 percent of the Company's share capital or votes. Information on the shareholder structure can be found on p. 152 in the Annual Report.

The shareholders' influence is exercised at the Annual General Meeting and, if applicable, at Extraordinary General Meetings, which constitute Storskogen's highest decision-making body. The Annual General Meeting is held within six months of the end of the financial year. Each shareholder has the right to attend a general meeting and exercise their right to vote. A shareholder who cannot attend in person may exercise their right by proxy. Regardless of the size of their shareholding, all shareholders have the right to have a matter addressed at the meeting if the request is submitted to the Board sufficiently in advance of the general meeting for the matter to be included in the notice of the meeting.

The general meeting adopts changes to the Articles of Association, appoints and dismisses Board members, the Chair of the Board and the external auditor and resolves on their fees. The Annual General Meeting further adopts the income statement and balance sheet and resolves on the appropriation of profits and whether to discharge the Board members and CEO from liability. The Annual General Meeting also adopts instructions for the appointment and work of the Nomination Committee and adopts guidelines for remuneration and other terms of employment for the CEO and other senior executives.

Annual General Meeting 2022

Storskogen's Annual General Meeting was held on 17 May 2022. Due to the pandemic, the Board of Directors passed a resolution in accordance with the provisions in Chapter 7, Section 4 a of the Swedish Companies Act, allowing shareholders to exercise their voting rights by post. Consequently, shareholders could exercise their right physically, by proxy or by post.

At the Annual General Meeting in Storskogen held on 17 May 2022, a dividend of SEK 0.07 per share was resolved upon. Annette Brodin Rampe was elected as Board member and Chair of the Board, Alexander Bjärgård, Bengt Braun, Louise Hedberg and Johan Thorell were re-elected as Board members, and Ernst & Young Aktiebolag was re-elected as auditor. Two incentive programmes and Guidelines for Remuneration to Senior Executives were adopted. It was also resolved to reduce the share capital through a cancellation of shares, a bonus issue and an authorisation for the Board to issue B shares and repurchase and transfer treasury shares.

The Annual General Meeting resolved to pay a fee of SEK 900,000 to the Chair of the Board and fees of SEK 415,000 to the other Board members for the period until the next Annual General Meeting. Board members that receive remuneration from the Company due to employment were not entitled to a fee for serving on the Board. The Chair of the Audit Committee received a fee of SEK 200,000 and the other members of the Audit Committee received SEK 100,000 in fees. The Chair of the Remuneration Committee received a fee of SEK 75,000 and the other members of the Remuneration Committee received fees of SEK 50,000.

NOMINATION COMMITTEE

The Nomination Committee represents the Company's shareholders and is appointed in accordance with the principles for appointment of the Nomination Committee that were adopted at an Extraordinary General Meeting on 24 September 2021 and apply until further notice. The Nomination Committee is tasked with submitting proposals for resolutions prior to the Annual General Meeting regarding the chair of

the general meeting, the number of Board members and the election of the Chair of the Board and Board members, fees to the Board and any fees to the committees of the Board, election of auditors and audit fees and criteria for appointing members of the Nomination Committee, in accordance with the Code. The Nomination Committee's objective is that the composition of the Board shall be appropriate for the Company's operations, phase of development and other relevant circumstances, it shall exhibit diversity and a breadth of qualifications, experience and background, there shall be a gender balance, and the majority of the Board members shall be independent of the Company, its executive management and major shareholders.

Shareholders may submit proposals to the Nomination Committee in accordance with the instructions published on Storskogen's website. No fees were paid to the Nomination Committee.

The Nomination Committee for the 2023 Annual General Meeting was appointed based on the ownership structure on 31 August 2022 and in accordance with the

instructions to the Nomination Committee that were adopted at the Extraordinary General Meeting. It consists of:

- Liv Gorosch (Chair), appointed by the A shareholders
- Ronnie Bergström, appointed by the A shareholders
- Dick Bergqvist, appointed by AMF
- Monica Åsmyr, appointed by Swedbank Robur Fonder

The Nomination Committee held three meetings prior to the 2023 Annual General Meeting. In addition, the Nomination Committee was in regular contact and held digital follow-up meetings to handle proposed nominations and review the result of the evaluation of the Board that was carried out by the Board members. The Nomination Committee considered all issues that were to be considered according to the Code.

The Nomination Committee's proposals and a reasoned statement will be made available on Storskogen's website in connection with the publication of the notice to the Annual General Meeting.

GOVERNANCE MODEL



AUDITOR

The external auditor is an independent body that audits the Company's accounts and the management by the Board and the CEO to ensure that the Company provides a fair and accurate description of the Company. The auditor shall report its observations to the Board, without the management present, at least once a year and attend Audit Committee meetings. After the end of each financial year, the auditor shall submit an auditor's report and an auditor's report for the Group to the Annual General Meeting. In 2022, Storskogen Group's auditor was Ernst & Young AB with Åsa Lundvall as the auditor in charge. The Audit Committee evaluates the auditors' work and independence annually. Fees to auditors are paid once the invoice has been approved. Read more in Note 9.

BOARD OF DIRECTORS

The Board shall manage the Company's affairs in the interests of the Company and all shareholders and safeguard and promote a good corporate culture. The Board is tasked with determining the Company's overarching goals and strategy, evaluating and appointing the CEO, and ensuring that the Company has proper control activities for financial reporting, internal control and governance. According to the Articles of Association, the Board shall consist of no fewer than three and no more than ten Board members without deputy Board members. The Board members are appointed by the shareholders at the Annual General Meeting for the period until the end of the next Annual General Meeting. The Board, which was appointed at the 2022 Annual General Meeting, consists of five Board members, four of whom are considered independent of the Company, its major shareholders and its management.

Alexander Bjärgård is not considered to be independent of the Company, its management or its major shareholders; he should be considered as a working Board member. The Board meets the Code's requirements on a majority of independent members. Information on the members of the Board is provided on page 50.

Responsibilities of the Board of Directors

The Board is tasked with determining the Company's overarching goals and strategy and responsible for decisions on certain major corporate acquisitions, follow-up and operational control, financial development, risk assessments and ensuring regulatory compliance. At the annual statutory Board meeting, the Board adopts Rules of Procedure that govern the responsibilities of the Board members and the Chair of the Board. The Board is also responsible for issuing instructions to the Audit Committee and the Remuneration Committee and for delegating authorisations to the Investment Committee. The Board also adopts instructions to the CEO, including the division of work between the Board and the CEO, and an instruction to the CEO on financial reporting.

The Chair of the Board leads and organises the work of the Board so it meets its obligations to the shareholders in a manner that is fit for purpose and ensures that the Board receives satisfactory information and supporting documents for its work. The Chair of the Board engages in an ongoing dialogue with the CEO. The Chair of the Board and the CEO jointly produce the agenda and documentation for each Board meeting. Board meetings are attended by the CEO, the CFO and the Group's General Counsel as the Secretary of the Board. From time to time, other employees may be invited to attend Board meetings to report on their areas.

The Board shall monitor resolutions passed by the general meeting and loyally safeguard and protect the interests of all shareholders. The Board shall keep the Chair of the Board informed of any assignments in other companies or holdings in competitors. Each Board member shall duly notify the Board of any potential conflict of interests that may arise in a particular situation. In such cases, the Board member may not participate when the matter is dealt with. The Board's duties include:

- evaluating, developing and determining the Company's overarching goal and strategic direction;
- making annual evaluations and updating and adopting relevant financial, operational and sustainability-related targets as and when needed;
- appointing, making annual evaluations of and, if necessary, dismissing the CEO;
- identifying how sustainability issues affect the Company's risks and business opportunities and the Company's impact on

people, society and the environment, and preparing relevant strategies;

- establishing the guidelines required for the Company's actions and role in society to ensure its ability to create value in the long term;
- ensuring that there are appropriate systems for monitoring and controlling the business and the risks associated with the business, including risks related to the Company's impact on society and its surroundings, people and the environment;
- ensuring that there is satisfactory control of the Company's statutory and regulatory compliance and its compliance with internal guidelines and policy documents;
- ensuring that the principles adopted for financial reporting and internal control are applied and that the Company's financial reports, including sustainability reports, are prepared and published pursuant to laws, applicable accounting principles and other requirements for listed companies; and

Board of Directors' annual wheel

Every ordinary Board meeting includes reports from the Group management on the business areas' performance, financing and other strategic issues. If necessary, reports are also submitted by the Company's Audit, Remuneration and Investment Committees regarding any proposed acquisitions.



- ensuring that the Company's disclosures are characterised by transparency and are accurate, relevant, reliable and complete. The Board shall annually, through a systematic and structured process, evaluate the work by the Board and the CEO to develop the working methods and effectiveness of the Board. The Chair of the Board shall present the results to the Nomination Committee to support their work on preparing proposals to the Annual General Meeting regarding the composition of the Board. In 2022, an evaluation was carried out by the Board and CEO using an external evaluation tool. Conclusions were then presented to the Nomination Committee.

Board meetings and main subject areas

The Board held 31 meetings over the year, of which seven were regular Board meetings, including the inaugural Board meeting. In addition, 24 extra meetings were held to deal with issues such as decisions on financing, new issues, incentive programmes and certain major acquisitions. Fifteen of these were per capsulam.

Audit Committee

The Audit Committee has a supervisory role regarding risk management, internal control and quality assurance of the Company's financial reporting. In dialogue with the Company's auditor, the Committee ensures that the Company's internal and external accounts meet current requirements. The Committee determines the scope and focus of the audit work in collaboration with the auditor.

The Audit Committee shall also evaluate the effectiveness of the internal control processes and the Group's risk management and financial structure.

The Audit Committee is responsible for evaluating implemented audit efforts and

the audit plan and also assists the Nomination Committee with proposals for and remuneration to auditors. The members of the committees are appointed at the statutory Board meeting for one year. In 2022, the Committee held five meetings and comprised Elisabeth Thand Ringqvist, Chair, and Johan Thorell until Elisabeth Thand Ringqvist resigned from the Board at the Annual General Meeting on 17 May 2022. Thereafter, the Audit Committee comprised Johan Thorell (Chair) and Annette Brodin Rampe. The Company's external auditor attended all meetings.

Remuneration Committee

The Board Remuneration Committee shall prepare proposals for resolutions on terms of employment for the CEO, guidelines for remuneration to senior executives, a remuneration report and incentive programmes, which shall be submitted to the Annual General Meeting for approval. The members of the committees are appointed at the statutory Board meeting for one year, and the Committee's work is governed by the instructions to the Remuneration Committee, which are adopted by the Board. In 2022, the Committee held six meetings and consisted of Elisabeth Thand Ringqvist, Chair, and Louise Hedberg until the Annual General Meeting held on 17 May 2022, after which it consisted of Annette Brodin Rampe (Chair) and Louise Hedberg.

CEO AND GROUP MANAGEMENT

The Board appoints the CEO and adopts instructions for the CEO's work. The CEO is responsible for the Company's daily operations and for producing information and supporting documentation for the Board and, in dialogue with the Chair of the Board, the agendas for Board meetings. The CEO ensures the implementation of the strategic

direction adopted by the Board and compliance with the Company's commitments to society, the environment, people and the financial market, in accordance with the Company's Code of Conduct and other policy documents. The CEO is responsible for implementing the policy documents adopted by the Board and reports any deviations to the Board. The CEO is supported in his work by other members of the Group management. The Group management meets regularly and deals with issues such as corporate governance, reporting, organisation and strategy. The Group management shall prepare matters that must be decided by the Board according to the Rules of Procedure for the Board and assist the CEO in implementing the resolutions of the Board. In addition to their individual area of responsibility, each member of Group management has a collective responsibility for the management of the Company. Storskogen's Group management consists of the CEO, the CFO, the Head of M&A and Corporate Development, the heads of the business areas Trade, Industry and Services, and the heads of Storskogen DACH and Storskogen UK, all of whom are presented in more detail on page 51.

Remuneration to Group management

According to the Guidelines for Remuneration to Senior Executives adopted at the Annual General Meeting on 17 May 2022, remuneration to the CEO and the Group management shall consist of fixed and short-term variable cash remuneration and long-term variable cash remuneration, other benefits and pension. Pursuant to a resolution passed at the 2022 Annual General Meeting, the Board shall prepare proposals to the Annual General Meeting on new guidelines at least every four years. The Board has prepared a Remuneration Report

that will be presented to the 2023 Annual General Meeting. It describes the remuneration to the CEO in more detail, gives an account of outstanding share-based incentive programmes and states whether the Company's Guidelines for Remuneration to Senior Executives have been complied with and implemented. The Remuneration Report will be available on Storskogen's website no later than three weeks before the Annual General Meeting.

Investment Committee

Storskogen's Investment Committee consists of the Head of M&A and Corporate Development, the CEO and the head of the relevant business area (Trade, Industry and Services) and the head of the country in question. The Board has delegated to the Committee the power to independently evaluate and decide on new corporate acquisitions or add-on acquisitions. The number of functions and members of the Investment Committee, which decides on corporate acquisitions, depends on the size of the company's valuation. For companies with a valuation of more than SEK 600 million, the Investment Committee seeks approval from the Board. The Committee meets in connection with acquisition decisions and reports continuously to the Board on completed acquisitions.

Insider Committee

To identify, evaluate and make decisions on whether publishing insider information should be postponed, Storskogen has established an Insider Committee in accordance with the Information and Insider Policy adopted by the Board. The Insider Committee consists of the CEO, the CFO, the General Counsel and the Interim Head of IR.

Board of Directors



ANNETTE BRODIN RAMPE

Chair of the Board

Chair of the Remuneration Committee

Member of the Audit Committee

Elected to the Board of Directors: 2022

Attendance at Board meetings in 2022: 18/18
Attendance at Audit Committee meetings in 2022: 2/2

Attendance at Remuneration Committee meetings in 2022: 3/3

Year of birth: 1962

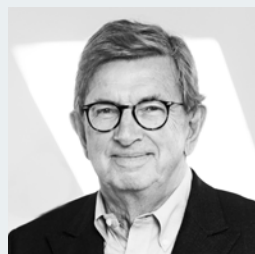
Education: Master of Science in Chemical Engineering, Chalmers University of Technology

Employment history: CEO of Internationella Engelska Skolan, board member of Peab AB, Enströmgruppen AB and Stillfront Group AB. Managing Partner and Senior Advisor of Brunswick Group.

Assignments in the Company and other significant assignments: Chair of the Board of Storskogen Group, CEO of ImagineCare AB, board member of Poolia AB, Ferronordic AB and Episurf Medical AB.

Shareholding, own or held by related parties as at 31 December 2022: 400,000 B shares

Independent in relation to the Company, its management and its largest shareholders: Yes



BENGT BRAUNE

Board Member

Elected to the Board of Directors: 2019

Attendance at Board meetings in 2022: 31/31

Year of birth: 1946

Education: LL.M., Stockholm University, Master of Business Administration, Stockholm School of Economics, Naval Officer, Royal Swedish Naval Academy

Employment history: CEO of Bonnier AB, CEO of Tidnings AB Marieberg, Procter & Gamble.

Assignments in the Company and other significant assignments: Board member of Storskogen Group, board member of Birben AB, Mertzig Asset Management AB, Stiftelsen Svenska Musikfonden and Bengt Braune Förvaltnings AB. Deputy board member of Clover Förvaltnings AB. Chair of Irtads Foundation.

Shareholding, own or held by related parties as at 31 December 2022: 7,088,530 B shares

Independent in relation to the Company, its management and its largest shareholders: Yes



LOUISE HEDBERG

Board Member

Member of the Remuneration Committee

Elected to the Board of Directors: 2019

Attendance at Board meetings in 2022: 31/31
Attendance at Remuneration Committee meetings in 2022: 6/6

Year of birth: 1974

Education: MSc in Business and Economics, Stockholm School of Economics, and sustainability studies, Stockholm University and Stockholm Resilience Centre

Employment history: Sustainability Manager of East Capital, IR Manager of East Capital Explorer, Head of IR at Dometic Group, Consultant at JKL Group.

Assignments in the Company and other significant assignments: Board member of Storskogen Group, Chair of the Board of Penny to Pound Aktieföretag, Board member of East Capital SICAV (Lux), East Capital (Lux) General Partner S.à r.l. and Espirita SICAV (Lux). Deputy Board member of Hayman AB.

Shareholding, own or held by related parties as at 31 December 2022: 94,000 B shares

Independent in relation to the Company, its management and its largest shareholders: Yes



JOHAN THORELL

Board Member

Chair of the Audit Committee

Elected to the Board of Directors: 2019

Attendance at Board meetings in 2022: 31/31
Attendance at Audit Committee meetings in 2022: 6/6

Year of birth: 1970

Education: MSc in Business and Economics, Stockholm School of Economics

Employment history: CEO of Gryningskust Holding, active in property management since 1996.

Assignments in the Company and other significant assignments: Board member of Storskogen Group, CEO and Board member of Gryningskust Holding AB with subsidiaries. Chair of the Board of K2A Knaust & Andersson Fastigheter AB (publ) and Kallebäck Property Invest AB. Board member of AB Sagax, Hemsö Fastighets AB and Nicoccino Holding AB (publ).

Shareholding, own or held by related parties as at 31 December 2022: 14,679,331 B shares

Independent in relation to the Company, its management and its largest shareholders: Yes



ALEXANDER BJÄRGÅRD

Board Member

Elected to the Board of Directors: 2019

Attendance at Board meetings in 2022: 30/31

Year of birth: 1974

Education: LL.M., Uppsala University, and studies in business and other subjects at Boise State University, IFALPES and IFL.

Employment history: Partner and serial entrepreneur at Firm Factory Network, General Counsel and Purchasing Manager at Tradimus, associate at Mannheimer Swartling Advokatbyrå

Assignments in the Company and other significant assignments: Board member of Storskogen Group, Board member of Firm Factory Network AB. Deputy Board member of Kullengubben Advokat AB.

Shareholding, own or held by related parties as at 31 December 2022: 37,539,070 A shares and 27,691,998 B shares

Independent in relation to the Company, its management and its largest shareholders: No

RESIGNED CHAIR

Elisabeth Thand Ringqvist resigned as the Chair of the Board at the Annual General Meeting 2022.

Attendance at Board meetings: 13/13

Attendance at Audit Committee meetings: 4/4

Attendance at Remuneration Committee meetings: 3/3

AUDITOR

Ernst & Young AB

Åsa Lundvall, auditor in charge

Authorised Public Accountant

Year of birth: 1970

Significant assignments outside Storskogen: Auditor in charge of Dustin Group and Rejlers, auditor of Svenska Handelsbanken.

Group management



DANIEL KAPLAN

CEO, Founder

Employed since: 2012

Year of birth: 1971

Education: MSc in Business and Economics, Stockholm School of Economics

Employment history: CEO, founder and chair of some 40 companies such as Tradera.com, Booli, Firm Factory Network and Mobenga, Senior Advisor at Nasdaq OMX and consultant at Accenture.

Shareholding, own or held by related parties as at 31 December 2022: 38,270,140 A shares and 37,035,122 B shares. Participates with 21,818 savings shares in the share savings programme, 235,690 warrants and 558,270 employee stock options.



LENA GLADER

CFO

Employed since: 2019

Year of birth: 1976

Education: Master of Business Administration, Hanken School of Economics

Employment history: CFO of Eastnine, SVP of Diplomat Communications, IRO at Tele2, Partner at Shared Value, stock analyst at Alfred Berg ABN AMRO.

Shareholding, own or held by related parties as at 31 December 2022: 722,870 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 284,448 employee stock options.



ALEXANDER BJÄRGÅRD

Head of M&A and Corporate Development, Founder

Employed since: 2012

Year of birth: 1974

Education: LL.M., Uppsala University, and studies in business and other subjects at Boise State University, IFALPES and IFL

Employment history: Partner and serial entrepreneur at Firm Factory Network, General Counsel and Purchasing Manager at Tradimus, associate at Mannheimer Swartling Advokatbyrå.

Shareholding, own or held by related parties as at 31 December 2022: 37,539,070 A shares and 27,691,998 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 284,448 employee stock options.



PETER AHLGREN

Head of Business Area Services

Employed since: 2014

Year of birth: 1972

Education: MSc in Business and Economics, Stockholm School of Economics

Employment history: Partner at Cupole Consulting Group, CFO of Service Factory, consultant at Accenture.

Shareholding, own or held by related parties as at 31 December 2022: 33,921,910 A shares and 15,714,607 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 284,448 employee stock options.



FREDRIK BERGEGÅRD

Head Business Area Industry

Employed since: 2021

Year of birth: 1971

Education: MBA, IMD in Switzerland and MSc in Industrial Engineering and Management, Chalmers University of Technology in Gothenburg

Employment history: Sales Director at Ahlsell, VP Sales at Gunnebo Industrier, Business Area Manager at Electrolux and Strategic Consultant at Accenture.

Shareholding, own or held by related parties as at 31 December 2022: 659,996 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 284,448 employee stock options.



CHRISTER HANSSON

Head of Business Area Trade

Consultant since: 2016 and employee since 2021.

Year of birth: 1972

Education: MBA in Finance, Stockholm University

Employment history: Country Manager and Nordic Service & Solution Director at Dustin, Senior Sales Manager at Telia Company

Shareholding, own or held by related parties as at 31 December 2022: 34,670,488 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 284,448 employee stock options.



MIKAEL NEGLÉN

Head of Storskogen DACH

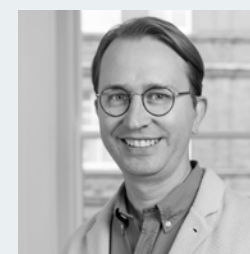
Employed since: 2020

Year of birth: 1972

Education: MSc in Business and Economics, Stockholm School of Economics

Employment history: Managing Director of Porterhouse Group AG, Division Manager at Barry Callebaut AG, Investment Manager at Jacobs Holding AG, senior associate at Investor AB.

Shareholding, own or held by related parties as at 31 December 2022: 2,400,000 B shares. Participates with 11,220 savings shares in the share savings programme, 121,212 warrants and 402,966 employee stock options.



PHILIP LÖFGREN

Head of Storskogen UK

Employed since: 2020

Year of birth: 1982

Education: MSc in Business and Economics, Stockholm School of Economics

Employment history: CEO and COO of Kwiff, Investment Director at Pharaoh Capital, CEO of Sparrow Aviation, CEO and Co-founder of Macho Tex-Mex (now Zocalo).

Shareholding, own or held by related parties as at 31 December 2022: 224,342 B shares. Participates with 5,460 savings shares in the share savings programme, 58,989 warrants and 293,097 employee stock options.

Guidelines for remuneration to the senior executives

Adopted at the Annual General Meeting on 17 May 2022

The following guidelines cover the Company's CEO and other members of the Group management. After adoption by the Annual General Meeting, the guidelines shall be applied to any remuneration agreed upon and to changes of already-agreed remuneration. The guidelines do not apply to any remuneration resolved upon by the Annual General Meeting.

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

Storskogen strives to be the best owner for small and medium-sized enterprises. The focus is on long-term ownership, good profitability, stable cash flows and supporting companies to maintain and develop a strong position in their niche.

A prerequisite for successfully implementing the Company's strategy is that the Company is able to recruit and retain qualified senior executives, which is made possible by these guidelines.

Remuneration that is subject to these guidelines shall aim to promote the Company's business strategy, sustainability and long-term interests.

Remuneration components and other terms and conditions

Total remuneration shall be on market terms and may comprise the following components: a fixed cash salary, short-term variable cash remuneration, long-term variable cash remuneration, other benefits and

pension. In addition to the provisions in the guidelines, the general meeting may resolve on share-based remuneration or remuneration linked to the share price.

The performance criteria measurement period for payment of variable cash remuneration shall be measurable over a period of one or several years. Total variable cash remuneration must not exceed 50 percent of the fixed cash salary during the measurement period.

The Group management's pension benefits shall be on market terms in relation to the common practice for comparable executives in the market in which the senior executive operates and should be based on defined contribution pension plans or be in line with general pension plans (in Sweden, the ITP plan). Subject to applicable law or mandatory provisions in collective bargaining agreement, pension benefits may not exceed 20 percent of the fixed cash salary, and variable cash remuneration shall not be pensionable.

Other benefits may include preventive healthcare and company car benefits. Premiums and other expenses relating to these benefits may not exceed 10 percent of the fixed cash salary.

Termination of employment

The notice period for a member of the Group management shall be no more than twelve months. During the notice period, the fixed cash salary and potential severance pay, including compensation for any competition restrictions, combined may not

exceed an amount corresponding to the fixed cash remuneration for two years for a member of the Group management.

Criteria for the payment of variable cash remuneration

Variable cash remuneration is intended to award the meeting of predetermined and measurable criteria that promotes the Company's business strategy and long-term interests, including the Sustainability Policy.

When the performance criteria measurement period for the payment of variable cash remuneration has ended, an evaluation of the outcome shall be made. The Remuneration Committee is responsible for evaluating the CEO's outcome while the CEO is responsible for evaluating the other senior executives' outcomes.

Salary and terms of employment for employees

When the Board of Directors' proposal for these remuneration guidelines was considered, salaries and terms of employment for the Company's employees were considered by way of assessing information on the total remuneration to employees, the components of such remuneration and the remuneration's growth and growth rate over time. This information was included in the basis for the Board of Directors decisions when evaluating the reasonableness of the guidelines and the limitations set by them.

The decision-making process for establishing, evaluating and applying the guidelines

The Board of Directors' Remuneration Committee is tasked with preparing the Board of Directors' decisions on proposals for guidelines for remuneration to senior executives. The Board of Directors shall prepare a proposal for new guidelines at least every four years and submit a proposal for adoption by the Annual General Meeting. The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting.

The Remuneration Committee shall also monitor and evaluate programmes for variable remuneration to the Group management and the application of the guidelines in terms of remuneration levels and structures. Members of the Group management must not be present during the Board of Directors' deliberations and decisions on remuneration-related matters if they are affected by the issues.

Deviations from the guidelines

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if there are special reasons for a deviation in the individual case and it is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As stated above, the Remuneration Committee is tasked with preparing the Board of Directors' resolutions on remuneration-related matters, which includes any resolution to deviate from the guidelines.

Board of Directors' report on internal control

Internal control, which must be appropriate and effective, aims to provide reliable documentation and ensure that Storskogen complies with laws and regulations. Storskogen has an established control function that works methodically to onboard subsidiaries in the internal control framework for financial reporting. In addition, an annual self-assessment is made of the organisation's and the subsidiaries' internal control in the financial reporting process in order to ensure that there is a functioning finance department with sufficient resources to provide good and reliable financial reporting. All in all, the Board of Directors is of the view that the Company and its subsidiaries are managing internal control adequately and that there is no need for an internal audit function.

The internal control process is based on the internal control framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). According to COSO, the review and assessment cover five areas where the control environment creates discipline and provides a structure for the other four areas: risk assessment, control activities, information and communication as well as monitoring activities.

Risk assessment

Storskogen's risk assessment aims to identify and assess risks associated with subsidiaries, financing and liquidity, strategy, sustainability and the risk of errors in the Company's financial reporting. The risk assessment forms the basis for the work on ensuring that the Company's control func-

tions are adequate. Storskogen conducts ongoing risk analyses of subsidiaries and once a year, the Group management holds a comprehensive risk workshop to identify the Group's significant risks, their probability and their possible impact, and then prepares action plans to manage the identified risks. The risk assessment is reported to the Board of Directors annually and when necessary. Read more about Storskogen's risk management on p. 60–62.

Control environment

The Rules of Procedure of the Board of Directors and the instructions to the CEO and committees of the Board of Directors ensure a clear division of roles and responsibilities for effective management of the business and its risks. The Board of Directors has adopted basic guidelines and policies as required to ensure a good control environment.

Storskogen has a common system for reporting, consolidation and follow-up on results within the Group. The Group management prepares ongoing instructions for the Group's financial reporting in addition to the policies adopted by the Board of Directors. Important components in Storskogen's control environment are reflected in the policies and instructions adopted by the Board of Directors and Group management, including:

- Code of Conduct
- Anti-Corruption Policy
- Internal Control Policy
- Instructions for financial reporting
- Information and Insider Policy
- Finance Policy

- Authorisation Rules
- Sustainability Policy
- Anti-Money Laundering Policy
- Policy on Trade Sanctions and Embargoes
- Whistleblowing Policy
- Risk Policy
- Information Security Policy
- Privacy policies
- Related Party Policy

Control activities

Storskogen's most significant risks are managed via control structures in the Group. Risks management can take the form of acceptance, mitigation through mitigating measures or complete elimination of risks. In 2022, several control activities were implemented. Companies that were acquired between 1 July 2021 and 30 September 2022 have initiated, and often completed, the surveying of their internal financial controls and procedures.

A statistical sample of these companies also performed self-assessments. In the surveys, Group companies were divided into two scopes – smaller and larger companies – based on sales and other relevant circumstances. The smaller companies implemented up to 24 key controls, including accounting manuals, accounting and authorisation rules and processes for invoice handling.

The larger companies' internal control was more advanced, with additional control activities and processes. If shortcomings were identified in the surveying, an action plan was prepared with subsequent reporting to the board of directors of the subsidiary in question. During the surveying of

processes in the larger companies' control structures, Storskogen assisted the companies when needed. Any deviations in the control processes are followed up in the annual self-assessments.

The control structure means that any issues identified during the internal control are reported to the board of directors of the subsidiary in question and to Storskogen's internal control functions, which in turn report to the Audit Committee on an aggregated level.

A self-evaluation of Storskogen's internal processes and controls was performed. Whenever deviations were noted, action plans were established. The result of the self-assessment made in 2022 was reported to the Audit Committee.

Follow-up on control activities

To ensure the effectiveness of internal control, it is followed up by the Board of Directors, Audit Committee, CEO, Group management, the finance department and the Group's subsidiaries.

The follow-up includes reviewing monthly financial reports against targets, making demand-driven financial evaluations of business areas and verticals and reviewing the results of any internal audits. The follow-up also includes follow-up on observations reported by Storskogen's auditor.

Information and communication

External financial information must be accurate, complete and relevant. The provision of information is based on the Company's Information and Insider Policy, which meets the requirements on a listed

company, and instructions on information security and the communication of financial information, both internally between the Board of Directors, Group management and employees, and externally, to shareholders and other stakeholders. The Company's Insider Committee is convened when necessary to determine whether the information constitutes specific information. The

Insider Committee also decides whether the information must be disclosed without delay or whether the disclosure can be postponed. Regular information disclosed to the market includes interim reports and presentations, annual reports and regulatory press releases and other press releases about important news.

Stockholm, 24 March 2023

Storskogen Group AB (publ)
Board of Directors

Auditor's report on the corporate governance statement¹⁾

To the general meeting of the shareholders of Storskogen Group AB (publ), corporate identity number 559223-8694

Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the year 2022 on pages 46–54 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been conducted in accordance with FAR's standard RevR 16 *The auditor's examination of the corporate governance statement*. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

Opinions

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2–6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Stockholm 24 March 2023

Ernst & Young AB

Åsa Lundvall
Authorised Public Accountant

¹⁾ This is a translation from the Swedish original.