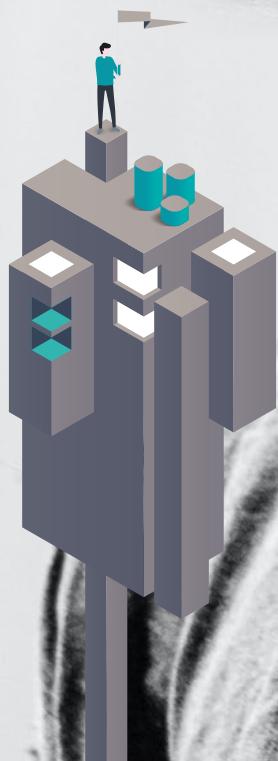


REJLERS

# ANNUAL REPORT 2020

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JANUARY-DECEMBER  
(INCL. EMBRIQ TO 31 AUGUST)

# 2,609

Net sales, SEK million

# 149

Adjusted EBITA, SEK million

# 14.48

Earnings per share, SEK

## SIGNIFICANT EVENTS DURING THE YEAR

**Successful acquisition in Finland.** During the first quarter, Rejlers acquired the companies Delta-KN Oy and RR Management Oy. The acquisitions are in line with Rejlers' growth strategy and mean that the company is strengthening its brand in Finland.

**Jesper Börjesson was appointed the Head of Learning** at Rejlers

Jesper Börjesson, a former journalist at TV4, began at Rejlers in the new role as Head of Learning. Jesper will lead the initiative on Rejlers Play, one of several initiatives to strengthen Rejlers knowledge dissemination internally and externally. An initiative that is in line with the company's vision, Home of the Learning Minds.

**Rejlers improves energy efficiency in Skurup Municipality** through sustainable efficiency enhancements and upgrades to the municipality's property portfolio. The project will contribute to lower energy use, reduced costs and an improved indoor environment for the municipality's properties.

**Rejlers is now expanding its service portfolio with Management Consulting** directed at the energy industry. The focus is on helping energy companies to make important strategic decisions associated with the conditions of the energy landscape of the future.

**Rejlers Finland wins a significant EPC contract** from Aurora Kilpilahti for the company's new transformer station. The project will begin immediately and will be completed in spring 2022.

**Rejlers divests Embriq and focuses on accelerating growth** in the core operations in technical consulting services. The buyer is Magnesium Capital LLP for a cash purchase consideration of NOK 400 million on a cash-free and debt-free basis.

**Rejlers acquired the technical consulting firm KANtech** AS in Norway, which is specialised in railway technology, and thereby strengthens Rejlers' position in the growing railway market in Norway.

**Rejlers is moved up to Nasdaq's Mid Cap segment**, which includes companies with a market capitalisation between EUR 150 million and EUR 1,000 million.

**Rejlers acquires Geosigma**, a Swedish technical consulting firm with leading expertise in geology, hydrogeology and polluted soil. Geosigma strengthens Rejlers' offering in these growth areas, which thereby increases its exposure to public clients.

# Five-year summary

Income statement summary, SEK millions	2020	2019	2018	2017	2016
Operating income	2,382.2	2,140.7	2,367.0	2,470.1	2,341.4
Personnel expenses	-1,587.0	-1,413.7	-1,460.8	-1,448.9	-1,453.7
Other external expenses	-586.6	-556.1	-823.4	-950.3	-816.4
Depreciation and impairment	-127.1	-92.6	-47.5	-46.1	-44.2
Participations in associated company earnings	2.3	1.2	0.8	0.3	0.4
<b>Operating profit/loss</b>	<b>83.8</b>	<b>79.5</b>	<b>36.1</b>	<b>25.1</b>	<b>27.5</b>
Net financial items	-34.0	-4.5	-6.0	-3.6	-5.3
<b>Profit/loss after net financial items</b>	<b>49.8</b>	<b>75.0</b>	<b>30.1</b>	<b>21.5</b>	<b>22.2</b>
Tax	-17.3	-15.4	-13.9	-9.8	-8.2
<b>PROFIT FOR THE YEAR FROM REMAINING OPERATION<sup>1)</sup></b>	<b>32.5</b>	<b>59.6</b>	<b>16.2</b>	<b>11.7</b>	<b>14.0</b>
<b>PROFIT FOR THE YEAR FROM DIVESTED OPERATIONS</b>	<b>252.5</b>	<b>18.0</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL REMAINING AND DIVESTED OPERATIONS</b>	<b>285.0</b>	<b>77.6</b>	<b>16.2</b>	<b>11.7</b>	<b>14.0</b>

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

Balance sheet summary, SEK millions	2020	2019	2018 <sup>2)</sup>	2017 <sup>2)</sup>	2016 <sup>2)</sup>
Intangible assets	912.9	836.8	606.3	565.5	554.4
Property, plant and equipment	34.2	20.3	24.8	32.1	37.5
Rights of use	283.5	272.0	-	-	-
Financial assets	29.6	24.2	13.7	11.6	8.2
Deferred tax asset	20.9	44.1	36.5	40.1	39.4
Current receivables	621.1	764.2	679.2	747.6	656.0
Cash and cash equivalents	336.6	142.0	38.2	20.3	64.9
<b>Total assets</b>	<b>2,238.9</b>	<b>2,103.6</b>	<b>1,398.7</b>	<b>1,417.2</b>	<b>1,360.4</b>
Equity	1,156.2	930.2	707.3	746.4	552.2
Non-current liabilities	424.5	450.4	238.1	82.8	226.6
Current liabilities	658.2	723.0	453.3	588.0	581.6
<b>Total liabilities and equity</b>	<b>2,238.9</b>	<b>2,103.6</b>	<b>1,398.7</b>	<b>1,417.2</b>	<b>1,360.4</b>

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

Cash flow in summary, SEK	2020	2019	2018	2017	2016
Cash flow from operating activities	331.6	245.9	123.1	-41.4	41.2
Cash flow from investing activities	70.7	-317.6	-67.9	-66.7	-71.5
Cash flow from financing activities	-206.4	176.9	-38.1	63.2	-19.9
<b>CASH FLOW FOR THE YEAR</b>	<b>195.9</b>	<b>105.2</b>	<b>17.1</b>	<b>-44.9</b>	<b>-50.2</b>

## ALTERNATIVE PERFORMANCE MEASURES

Alternative performance measures, including Embriq to 31 August 2020	2020	2019	2018	2017	2016
EBITA, SEK million	364.0	138.0	44.1	37.5	39.8
EBITA margin, %	13.9	5.4	1.9	1.0	1.2
Equity/assets ratio, %	51.6	44.2	50.6	52.0	40.6
Equity per share at the end of the period	58.73	47.25	39.10	40.77	41.50
Net indebtedness	213.8	405.5	119.8	167.2	244.2
Net debt/EBITDA, multiple	1.08	1.5	1.4	2.3	3.4
Return on equity, %	26.1	11.7	4.2	3.4	4.2
Return on capital employed, %	28.9	9.4	4.5	3.2	4.1
Debt/equity ratio, times	0.4	0.6	0.2	0.3	0.6
Organic growth, %	-2.4	8.1	-3.8	4	10
Organic growth excluding exchange rate effects, %	-2.2	8.2	-4	4	6
Earnings per share before dilution, SEK/share	14.48	4.19	0.85	0.71	1.03
Earnings per share after dilution, SEK/share	14.16	4.16	-	-	-
Average number of shares	19,687,909	18,487,909	18,087,909	16,417,744	12,921,721
Number of shares at the end of the period	19,687,909	19,687,909	18,087,909	18,087,909	12,921,721
Utilisation, %	76.0	76.8	77.1	75.2	73.0
Sales per full-time employee, SEK thousand	1,171	1,278	1,270	1,286	1,208
Operating income per full-time employee, SEK thousand	163.4	52	19	13	14
Number of working days	252	249	248	249	251
Number of full-time employees	2,227	1,995	1,863	1,921	1,939
Number of employees at end of period	2,330	2,393	1,953	1,994	2,027
Dividend per share, SEK/share	-	1.50	1.00	0.50	0.00

1. The definitions are on rejlers.se

2. Alternative performance measures in 2019 are affected by IFRS 16 Leases, the key performance indicators 2018–2015 are not restated.

# The Share

Rejlers' total number of outstanding shares amounts to 19,687,909 shares, of which 1,749,250 shares of Class A and 17,938,659 shares of Class B. Total number of votes amounts to 35,431,159 divided by 17,492,500 for shares of Class A and 17,938,659 for shares of Class B. The share capital amounts to SEK 39,375,818.

## Dividend policy

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

## Proposed dividend

Due to the continued uncertainty resulting from COVID-19, the Board intends to return to the issue of a dividend for the 2020 financial year.

For the 2019 financial year, the Annual General Meeting resolved in April 2020 for a dividend of SEK 1.50 per share, which was equivalent to 36 per cent of earnings per share after the dividend.

The dividend amount thereby totalled SEK 29.5 million.

## Share issue

In 2019, a private placement of 1,600,000 Class B shares was carried out to qualified investors, at a subscription price of SEK 96.40 per share. The received proceeds were used for repayment of a part of the loan financing in connection with the acquisition from Neste Engineering Solutions. The new

share issue was subscribed for by Swedish and European qualified investors, including Handelsbanken Fonder, Nordea Fonder and Lannebo Fonder.

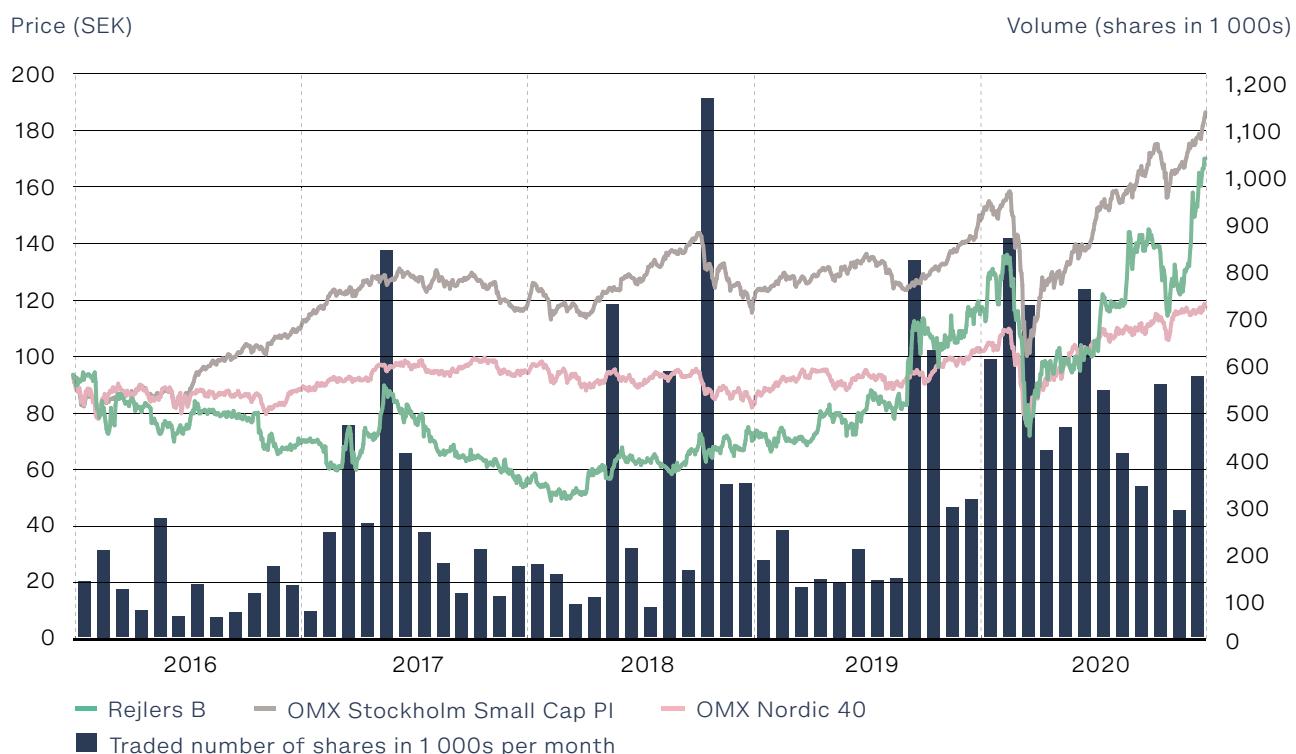
## Convertible programme

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 programme did not entail any personnel expenses. Both of the convertible programmes total SEK 48,400,000. The duration is three and five years, respectively, and entails a total dilution of 2.3 per cent.

## Listing and trading

The company's Class B shares have been listed on Nasdaq Stockholm since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. During 2020, 6.3 million (3.1) shares at a total value of SEK 732.9 million (299.9) were traded on Nasdaq OMX. The final share price for Rejlers Class B shares was SEK 170.0 (119.5) per share at year-end, an increase of 42 per cent compared to 30 December 2019. The lowest and highest share prices during the year were SEK 72.0 on 23 March 2020 and SEK 170.0 on 30 December 2020, respectively.

## DEVELOPMENT REJLERS' SHARE JAN 2016 - DEC 2020



## Ownership

At the end of 2020, there were 3,549 shareholders (2,986). Financial companies, funds, organisations and legal entities held 35 per cent (34) of the votes and 41 per cent (41) of equity. Shareholders residing abroad accounted for 18 per cent (18) of the votes and 29 per cent (30) of equity. The Rejler family owned 53 per cent (53) of the votes and 19 per cent (19) of the equity, of which CEO Peter Rejler held 33 per cent (33) of the votes and 6 per cent (6) of the equity. In addition to the Rejler family, major owners are Nordea Småbolagsfond,

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

## Shareholder contacts

Rejlers is proactive in providing information on the company 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 30/12/2020

Name	A shares	B shares	Holding (%)	Votes (%)
Peter Rejler	1,159,750	0	5.9%	32.7%
Jan Rejler, directly and through company	483,500	341,913	4.2%	14.6%
Nordea småbolagsfond, Nordic region	-	2,338,146	11.9%	6.6%
Lannebo Fonder	-	1,864,236	9.5%	5.3%
Didner & Gerge Fonder Aktiebolag	-	1,784,426	9.1%	5.0%
Lauri Valkonen	70,000	436,000	2.6%	3.2%
Lisa Rejler	13,125	871,226	4.5%	2.8%
Martina Rejler	13,125	802,294	4.1%	2.6%
Nordea småbolagsfond Sverige	-	832,877	4.2%	2.4%
Handelbanken Microcap Sverige	-	600,000	3.0%	1.7%
<b>Total, 10 biggest shareholders</b>	<b>1,739,500</b>	<b>9,871,118</b>	<b>59.0%</b>	<b>77.0%</b>
Total, other shareholders	9,750	8,067,541	41.0%	23.0%
<b>Total</b>	<b>1,749,250</b>	<b>17,938,659</b>	<b>100.0%</b>	<b>100.0%</b>

## PER-SHARE DATA

	2020	2019
Earnings per share after dilution, SEK <sup>1)</sup>	1.61	3.42
Earnings per share after dilution, SEK <sup>2)</sup>	14.16	4.16
Equity per share, SEK <sup>2)</sup>	58.73	47.25
Dividend per share, SEK	0.0	1.50

<sup>1)</sup> Remaining operations 2020 and 2019.

<sup>2)</sup> Including Embriq to 31 August 2020.

## DISTRIBUTION OF SHAREHOLDINGS

Number of shares	Number of owners	Number of shares	Proportion of capital (%)	Proportion of votes (%)
1-500	2,774	314,577	1.60%	0.89%
501-1,000	312	245,602	1.25%	0.69%
1,001-5,000	305	694,126	3.53%	1.96%
5,001-10,000	53	375,402	1.92%	1.11%
10,001-15,000	28	358,640	1.82%	1.01%
15,001-20,000	11	194,948	1.00%	0.60%
20,001-	66	15,755,364	88.89%	93.74%
<b>Total</b>	<b>3,549</b>	<b>17,938,659</b>	<b>100.00%</b>	<b>100.00%</b>

## SHARE CAPITAL DEVELOPMENT

Year	Event	Increase of 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

# 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 2020–31 December 2020.

	2020 remaining operations	2019 remaining operations	2020 incl. Embriq Jan-Aug	2019	2018	2017	2016
Net sales, SEK million	2,366.9	2,136.7	2,608.7	2,557.1	2,365.2	2,464.7	2,339.3
Operating profit/loss, SEK million	83.8	79.5	337.0	103.5	36.1	25.1	27.5
Operating margin, %	3.5%	3.7%	12.9%	4.0%	1.5%	1.0%	1.2%

## 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 2,330 employees (2,393) 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 profits, remaining operations

On 1 September 2020, Rejlers divested 100 per cent of the shares in Rejlers Embriq AS and Rejlers Embriq AB. In accordance with IFRS 5, the remaining sales and profits are recognised for full-year 2020 and 2019, i.e. excluding divested operations.

Sales and earnings were negatively impacted by the COVID-19 pandemic during the period. Rejlers has implemented a number of changes to manage the situation, such as short-term lay-offs, permanent terminations, cost savings and a rapid adjustment to working from home.

Rejlers has received government assistance linked to COVID-19, mainly in Finland and Sweden. The Swedish grants from the Swedish Agency for Economic and Regional Growth are recognised as Other income, which amounts to SEK 12.8 million. Other grants, such as reduced employer's contributions and sickness benefits, amount to SEK 2.9 million. The Finnish grants for short-term lay-offs are paid by Finnish authorities directly to those laid off and thereby entail reduced personnel costs. Temporary redundancy support received in Norway did not fall under materiality.

Net sales totalled SEK 2,366.9 million (2,136.7), an increase of 10.8 per cent compared to the corresponding period the previous year. Organic growth excluding exchange rate fluctuations amounted to -2.2 per cent, acquired growth amounted to 11.2 per cent and the divested operations amounted to -5.1 per cent. Operating profit (EBIT) amounted to SEK 83.8 million (79.5). Operating profit is impacted by restructuring costs of SEK 18.4 million and acquisition costs of SEK 3.4 million, mainly regarding the acquisition of Geosigma.

## Consolidated sales and profit, including Embriq January to August 2020, inclusive

Net sales totalled SEK 2,608.7 million (2,557.1), an increase of 2.0 per cent compared to the corresponding period the previous year. Operating profit (EBIT) amounted to SEK 337.0 million (103.5), impacted by capital gains for divested operations of SEK 233.2 million.

## Cash flow and financial position

Cash flow during the period is strong despite COVID-19. To secure good liquidity, Rejlers has implemented a number of measures, including a lower dividend, an increased overdraft facility of SEK 250 million for a time, which was reduced to SEK 75 million in September, temporary postponement of repayment of loans and increased control of accounts receivable. During the period, no bad debt losses arose due to COVID-19 and the assessment and valuation of assets and liabilities are unchanged compared with earlier years.

Consolidated cash and cash equivalents at the end of the period amounted to SEK 336.6 million, compared with SEK 142.0 million as of 31 December 2019. The change in cash and cash equivalents was affected by the divestment of operations in Norway in an amount of SEK 342.2 million (0), acquisitions of operations of SEK 223.4 million (266.3), buy-out of minority interests of SEK 64 million (0), loan repayments of SEK 25.2 million (28.2) and a dividend to shareholders of SEK 29.5 million (18.6).

Interest-bearing liabilities decreased by SEK 2.8 million since 31 December 2019 to SEK 516.3 million (519.1) at the end of period. From 2019, the new accounting principle IFRS 16 Leases was introduced, which has had an effect on interest-bearing liabilities, where the liability for IFRS 16 Leases amounts to SEK 277.2 million (256.3).

Net debt including IFRS 16 Leases amounted to SEK 213.8 million, compared with SEK 405.5 million as of 31 December 2019, mainly due to increased cash and cash equivalents. The ratio of net debt to EBITDA amounted to 1.08 at the end of the period compared with 1.5 at 31 December 2019. Excluding effects of IFRS 16 Leases, the net debt is lower than 0.

The equity/assets ratio amounted to 51.6 per cent compared with 44.2 per cent on 31 December 2019. Equity per share was SEK 58.73 at the end of the period compared to SEK 47.25 as of 31 December 2019. The Group's overdraft facilities of SEK 75.0 million (150.0) are unutilised.

## Investments

Investments in property, plant and equipment amounted to SEK 19.7 million (9.7), mainly relating to equipment and IT equipment. Investments in intangible assets, mainly attributable to the development of IT platforms at Rejlers Embriq AS and customer value regarding acquisitions, amounted to SEK 27.8 million (30.2). Investments in subsidiaries and businesses amounted to SEK 232.5 million (266.3), mainly attributable to the acquisition of Geosigma AB. Depreciation, amortisation and impairment losses amounted to SEK 139.0 million (130.9).

## Employees

At the end of the period, there were 2,330 employees (2,393). There were 2,227 full-year employees (1,995).

## Utilisation

The utilisation amounted to 76.0 per cent (76.8).

## Impact from COVID-19

COVID-19 has led to a global economic crisis that affected Rejlers' operations in the second to fourth quarters of 2020. The effects have been different between different industries. While the impact has been limited in the areas of energy, telecommunications and infrastructure, some of the operations that focus on industry and property customers have been more negatively impacted. However, there are rays of hope even in these areas, as sectors such as Life Science and the Defence Industry have managed better than others.

Rejlers has met the rapidly changed situation in the market with multiple measures to secure profitability. In addition to efforts in new areas and intensified investments in sales, the measures have included cost reductions in a number of areas, temporary short-term lay-offs in the Group of around 4 per cent of the number of full-year employees and terminations of some 80 people. The criterion for the terminations has primarily been that the demand for the services in question has not been deemed to return in the median or long term.

The pandemic has also led to our employees, with the aim of reducing the risk of the spread of infection, rapidly adopting alternative ways of working and meeting remotely. For a company on the leading edge of digitalisation, such as Rejlers, this transition has been able to take place with a minimum impact on the business.

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

	Net sales, SEK million		Operating profit/loss, SEK million		Operating margin, %	
	Jan-Dec 2020	Jan-Dec 2019	Jan-Dec 2020	Jan-Dec 2019	Jan-Dec 2020	Jan-Dec 2019
Rejlers Sweden	1,316.0	1,196.6	70.7	55.1	5.4	4.6
Rejlers Finland	892.6	780.6	23.9	57.3	2.7	7.3
Rejlers Norway	171.5	212.7	8.2	1.4	4.8	0.7
Eliminations	-13.2	-53.2	-19.0	-34.3	-	-
<b>Consolidated total</b>	<b>2,366.9</b>	<b>2,136.7</b>	<b>83.8</b>	<b>79.5</b>	<b>3.5</b>	<b>3.7</b>

## Rejlers Sweden

Renewed leadership, a higher utilisation and improved quality in the customer deliveries entailed increased sales and improved earnings in Sweden in 2020. Above all, the divisions Energy and Communication & Security developed positively while the market situation was weaker due to COVID-19 in the divisions Buildings and Industry. During the year, Rejlers conscientiously focused on customers that are active in markets with lower sensitivity to short-term changes in demand.

With the acquisition of Geosigma, consolidated as of 1 December 2020, Rejlers is strengthening its position as a society builder and increasing the number of assignments that aim to limit and prevent negative impacts on the environment and climate.

Net sales in Sweden increased to SEK 1,316.0 million (1,196.6). Non-recurring costs for terminated personnel of around SEK 9.9 million were charged to earnings for 2020. Adjusted for these, EBITA increased to SEK 87.1 million (62.1) and adjusted EBITA margin increased to 6.6 per cent (5.1).

Key performance indicators – Rejlers Sweden	Jan-Dec 2020	Jan-Dec 2019
Net sales, SEK million	1,316.0	1,196.6
EBITA, SEK million	87.1	62.1
EBITA margin, %	6.6	5.2
Number of employees	1,167	1,109

## Rejlers Finland

Rejlers' earnings in Finland during the year were not satisfactory and were mainly impacted by a weak market situation for the divisions Industry and Buildings in the wake of the pandemic.

The division Energy & Infrastructure showed stable growth and strong earnings during the year.

Net sales in Finland increased to SEK 892.6 million (780.6). Non-recurring costs for terminated personnel of around SEK 4.5 million were charged to earnings for 2020. Adjusted for these, EBITA amounted to SEK 44.6 million (72.6) and the EBITA margin was 5.0 per cent (9.3).

Key performance indicators – Rejlers Finland	Jan-Dec 2020	Jan-Dec 2019
Net sales, SEK million	892.6	780.6
EBITA, SEK million	44.6	72.6
EBITA margin, %	5.0	9.3
Number of employees	1,041	994

## Rejlers Norway

As of 1 September 2020, Embriq was divested and Rejlers Norway is thereby focusing on accelerating growth in the core business in technical consulting services. New management has been appointed with a focus on growth and increased profitability.

Rejlers' earnings trend in Norway during the year was partly encumbered by an internal transition in the wake of the sale of Embriq.

In terms of the market, the trend was stable in the largest area, Energy, while the market for Buildings weakened slightly in the wake of the pandemic.

Remaining operations in Norway recognised net sales of SEK 171.5 million (212.7), EBITA increased to SEK 10.9 million (7.0), and the EBITA margin increased to 6.4 per cent (3.3).

Key performance indicators – Rejlers Norway, remaining operations	Jan-Dec 2020	Jan-Dec 2019
Net sales, SEK million	171.5	212.7
EBITA, SEK million	10.9	7.0
EBITA margin, %	6.4	3.3
Number of employees	113	110

## Acquisitions

### Delta-KN OY in Finland

Rejlers' expertise and services in electrical engineering for building services were supplemented with an acquisition of Delta-KN Oy. The company is active in electrical technology for the building sector. The acquisition is a part of Rejlers' growth strategy and means that the company is strengthening its offering in Buildings in Finland. The company was consolidated as of 1 March 2020 and expects full-year sales of around EUR 0.5 million with a margin of 5 per cent.

### Smarthub AS in Norway

Rejlers acquired the company Smarthub AS in Norway at the beginning of the year. The company was consolidated from 1 January 2020, but was divested in connection with the divestment of Embriq on 1 September 2020.

## RR Management in Finland

Rejlers acquired the rail management business within RR Management Oy. RR Management Oy is a company that specialised in construction and management. Through the acquisition, Rejlers will be able to develop the rail regulation services. The asset acquisition occurred in January 2020 and full-year sales of around EUR 1.1 million with a margin of 20 per cent are expected.

## Sitowise in Finland

Rejlers has acquired the telecom operations in Sitowise. Through the acquisition, Rejlers' offering of services related to maintenance, design and construction of telecom networks is being strengthened. Sitowise has around 40 employees and the asset acquisition occurred in on 1 September 2020 and is expected to provide full-year sales of around SEK 40 million with a margin of 15 per cent.

## Planetcon OY in Finland

The acquisition of Planetcon Oy strengthens Rejlers' service offering in structural engineering. Planetcon's expertise in structural engineering and construction supplements Rejlers' experience in structural engineering design. Planetcon Oy has 17 employees and the asset acquisition occurred in on 1 October 2020 and is expected to provide full-year sales of around SEK 22 million with a margin of 20 per cent.

## Geosigma Holding in Sweden

Geosigma Holding AB strengthens Rejlers expertise in such growth areas as the environment and civil engineering and thereby increasing the number of offers to public-sector clients. It was consolidated on 1 December, when Geosigma with its 140 employees became a new division of Rejlers Sverige AB. The business is expected to have sales of around SEK 175 million for the full year, with a margin of around 8 per cent.

## Sensitivity

Rejlers earnings are sensitive to changes in the billable hours ratio, 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	26 (25)
Hourly price	20 (19)
Pay expense increase	14 (14)

Personnel expenses amount to 65 per cent (62) of revenues while other operating expenses are 26 per cent (29) 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

Net sales in the Parent Company during the year amounted to SEK 34.1 million (37.1) and earnings after tax totalled SEK 208.9 million (7.6). The capital gain for the divestment of Embriq amounted to SEK 205.8 million.

## 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 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 promoting 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

The Board of Directors has established a Remuneration Committee and found it suitable that the Board as a whole shall fulfil the Remuneration Committee's tasks. 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.

## Duties of the Board and corporate governance

We refer to the corporate governance report in this annual report for information regarding the duties of the Board and corporate governance. See pages 14-17.

## Sustainability Report

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

## The Rejlers share

The Rejlers Class B share is listed on Nasdaq Stockholm. 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. At 31 December 2020, the total number of shares in Rejlers AB is 19,687,909, of which 1,749,250 Class A shares (ten votes per share) and 17,938,659 Class B shares (one vote per share). The total number of votes in Rejlers is 35,431,159.

In 2019, the Group issued designated convertibles to employees in senior positions. The convertible programmes amount to SEK 48,400,000 with durations of three and five years. In 2019, a private placement of 1,600,000 Class B shares was carried out to qualified investors in connection with acquisitions.

## Dividends

Rejlers' long-term policy is for around 50 per cent of the company's earnings to be paid out as dividends. Due to the continued uncertainty resulting from COVID-19, the Board intends to return to the issue of a dividend. At the AGM on 22 April 2020, a resolution was passed in favour of a dividend of SEK 1.50 per share, with a total payment of SEK 29.5 million.

## Proposed allocation of profit

Non-restricted equity in the Parent Company amounts to:  
To be carried forward

SEK 676,486,771  
SEK 676,486,771

## 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. Rejlers has a limited proportion of fixed-price assignments. They are managed according to a special decision-making process and require careful supervision. 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 parts of 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.
<b>Employees</b>	Employees constitute a core resource in a consultancy. 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 expect a larger share of the employees than before to request more flexibility and want to work from home more often. We need to meet these expectations without losing efficiency or losing our corporate culture.	Rejlers endeavours to be a good employer and always pays great attention to employee job satisfaction, health and safety. The size of the company makes it possible to offer varied assignments in terms of both geography and skills. Being able to offer a stimulating workplace for employees and provide good opportunities for training and personal development contributes to company growth. Through Rejlers' vision "Home of the learning minds", we show the importance of being a learning company and thereby strengthen Rejlers brand as an attractive employer. To meet potentially increasing demands to work from home after the pandemic, Rejlers will ensure that the right technical infrastructure is in place and conduct a constructive dialogue with the employee.
<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 must comply with 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.	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.
<b>Environment</b>	Rejlers does not conduct operations requiring permits or registration according to applicable environmental legislation. The environmental risks that exist are consequences that arise if we were to violate current environmental legislation. We deem the environmental risks to be low.	To ensure that the environmental legislation is complied with throughout the Group, Rejlers has a certified environmental management system.
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 Directors 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.

# 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.



**JAN SAMUELSSON**  
Board member

**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 Salesbox CRM AB.  
**Rejlers shareholding:**  
2,700 B shares.



**HELENA LEVANDER**  
Board member

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

Master of Science in Economics,  
Stockholm School of Economics.  
Chairman of the Board and  
principal owner of Nordic Investor  
Services AB.

**Other important assignments:**  
Chairman of the Board of the  
Factoring Group and Medivir  
AB. Member of the Boards  
of Stendörren Fastigheter  
AB, Recipharm AB, Concordia  
Maritime AB and Lannebo Fonder.  
**Rejlers shareholding:**  
2,000 B shares.



**LISA REJLER**  
Board member

**Born:** 1968  
**Elected:** 2019

Master's degree in International  
Relations and Economics. Former  
Communication Manager for  
Rejlers AB.

**Other important assignments:**  
Member of the EY Entrepreneur  
of the Year's national jury.

**Rejlers shareholding:**  
871,226 B shares, 13,125  
A shares.



**STEN PETTERSSON**  
Employee representative

**Born:** 1970  
**Elected:** 2009

Technical graduate engineer.  
Project Manager at Rejlers  
Sverige AB.

**Rejlers shareholding:**  
980 B shares.



**BJÖRN LAUBER**  
Employee representative

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

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

**Rejlers shareholding:** —

# Management



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

**Born:** 1975  
**Employed since:** 2018  
**Rejlers shareholding:**  
71,000 B shares. Convertible  
programme 2019/2024: nominal  
amount: SEK 4,000,000.



**ANNA JENNEHØV**  
CFO, Rejlers AB

**Born:** 1964  
**Employed since:** 2019  
**Rejlers shareholding:**  
4,000 B shares.  
Convertible programme  
2019/2024: nominal amount:  
SEK 1,500,000.



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

**Born:** 1969  
**Employed since:** 2018  
**Rejlers shareholding:**  
2,600 B shares.  
Convertible programme  
2019/2024: nominal amount:  
SEK 1,500,000.



**JENNY EDFAST**  
President, Rejlers Sverige AB

**Born:** 1975  
**Employed since:** 2015  
**Rejlers shareholding:**  
Convertible programme  
2019/2022: nominal amount:  
SEK 1,000,000.



**SEPO SORRI**  
President, Rejlers Finland Oy

**Born:** 1966  
**Employed since:** 2005  
**Rejlers shareholding:**  
Convertible programme  
2019/2024: nominal amount:  
SEK 3,200,000.



**PETTER ARNESEN**  
President, Rejlers Norge AS

**Born:** 1970  
**Employed since:** 2011  
**Rejlers shareholding:**  
2,190 B shares. Convertible  
programme 2019/2022: nominal  
amount: SEK 1,300,000.

# 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.

## 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.

In 2019, a targeted new share issue comprising 1,600,000 shares was implemented in connection with acquisitions.

The total number of shares in the company amounts to 19,687,909, of which 1,749,250 are Class A shares and 17,938,659 Class B shares. The number of votes at Rejlers now totals 35,431,159. Its share capital amounts to SEK 39,375,818. 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. Shareholders with more than 10 per cent of the votes are Peter Rejler and Jan Rejler through a company.

## Annual General Meeting

The General Meeting of shareholders is Rejler's 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 in respect of the 2019 financial year took place on 22 April 2020 in Stockholm. The AGM was attended by 26 shareholders who represented 73.0 per cent of the company's votes and 51.9 per cent of equity. The AGM was chaired by Chairman of the Board, Peter Rejler. 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 497,089,205, a total of SEK 29,531,864 is to be paid

to the shareholders in dividend, of which SEK 2,623,875 in total was paid to holders of Class A shares and SEK 26,907,989 was paid to holders of Class B shares in dividend and the remainder was carried forward. Accordingly, a dividend was decided on of SEK 1.50 per share, regardless of class. The record date for receipt of the dividend was set at 24 April 2020.

- 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 change the Articles of Association in accordance with the Board's proposal in light of amendments to the Swedish Companies Act, as well as to elect auditors for a new period of time.
- 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 Lisa Rejler for the period until the next AGM.
- On principles for the appointment and work of the Nomination Committee.
- On guidelines for remuneration of senior executives.
- To set the remuneration of the Board as per the Nomination Committee's proposal, and the remuneration of auditors as per approved invoice
- 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 2021 AGM in respect of the 2020 financial year will be held on 22 April 2021 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 2021 AGM consists of Kent Häglund 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 and Chairman of the Board, the number of auditors, how the Nomination Committee should be appointed before the 2022 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 assignments in Rejlers AB aim 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 2020 financial year, the Board consisted of five members, who are presented in greater detail on page 12. During the 2020 financial year, the Board held 12 recorded meetings, of which 2 were by letter or e-mail, minutes on an amended dividend proposal and formal decision documentation for tenders. 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 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 Sten Pettersson as Board members and Tore Gregorsson 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. The Board in its entirety forms the Remuneration Committee.

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. 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 amounts in excess of SEK 30 million
- Decide on the purchase and sale of real estate, shares or the acquisition of another company's operations in excess of SEK 15 million
- Appoint an Audit 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	11/12
Jan Samuelsson	Member/Vice Chairman	Yes	2010	12/12
Helena Levander	Board member	Yes	2018	12/12
Patrik Boman	Board member	Yes	2018	12/12
Lisa Rejler <sup>1)</sup>	Board member	No	2019	12/12
Sten Pettersson	Employee representative	-	2009	12/12
Björn Lauber	Employee representative	-	1998	12/12
Tore Gregorsson	Employee representative, Deputy	-	2016	11/12

<sup>1)</sup> Dependent in relation to the company and 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 2020, 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.

#### 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 controls and conduct improvement projects in financial management and control. Internally, audits are done of the commissioned work, follow-up of outcomes and potential needs for changed procedures.

#### Audit committee

In connection with the statutory Board meeting after the 2020 AGM, the Board appointed an Audit Committee, comprising Jan Samuelsson (Chairman), Helena Levander and Peter Rejler. The Audit Committee held 11 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.

In 2020, the Audit Committee conducted a procurement regarding the company's auditors and a proposal on a new accounting firm will be presented by the Nomination Committee at the 2021 General Meeting.

#### Remuneration committee

The Board has decided not to appoint a special remuneration committee. The Board in its entirety will constitute a remuneration committee and will address remuneration and employment issues regarding the President and the other senior executives based on the guidelines adopted by the AGM. 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 2021 AGM, the Board will present, 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 9-11 in the administration report.

The AGM approved remuneration of the Board in the amount of SEK 400,000 to the Chairman of the Board, SEK 300,000 to the Vice Chairman and SEK 230,000 each to the other members who are not Rejlers employees. An additional SEK 220,000 was set aside for committee work. The remuneration is unchanged from previous years. See Note 7 to the annual accounts for remuneration of the Board.

#### President 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, 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. 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 13.

#### Audits

The AGM's tasks include selecting an auditor. At the 2020 AGM, the accounting firm Deloitte was re-elected for a period of one year. Deloitte has been the company's auditors since

2013 and Johan Telander, Authorised Public Accountant, has been the Auditor-in-Charge since 2018. The Board of Directors and Nomination Committee are proposing that the 2021 AGM elect the accounting firm Ernst & Young as the new auditors.

Deloitte audited all active Rejlers companies in Sweden, Finland and Norway which were wholly owned by Rejlers during 2020.

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, Deloitte was also engaged for other assignments. Among other things, this concerned various accounting issues, extra audit of acquisitions and the companies within Embriq that were divested during the year. All of the assignments fall within the framework of policy laid down by the Audit Committee. Remuneration of the company auditors for 2020 and 2019 are presented in 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 managers in the Group.

There are rules of procedure for the Board and instructions for the CEO 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. Managers 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 authorization 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. 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.

##### **Monitoring**

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. In addition, the internal control structure of separate, decentralised functions is reviewed by a special function. Because the Board considers Rejlers' significant areas of risk to be covered by the reviews carried out, it sees no current need to set up a separate function for internal audit at present.

Stockholm, 31 March 2021  
Board of Directors Rejlers AB

# Consolidated accounts

## CONSOLIDATED INCOME STATEMENT

Amount SEK million	Note	2020	2019
<b>Operating income</b>			
Net sales	5	2,366.9	2,136.7
Other operating revenues	6	15.3	4.0
<b>Total operating revenue</b>		<b>2,382.2</b>	<b>2,140.7</b>
<b>Operating expenses</b>			
Other external expenses	8	-586.6	-556.1
Personnel expenses	7	-1,587.0	-1,413.7
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	10-13	-127.1	-92.6
Participations in associated company earnings	14	2.3	1.2
<b>Operating profit/loss</b>		<b>83.8</b>	<b>79.5</b>
Financial income	15	32.5	11.1
Financial expenses	16	-66.5	-15.6
<b>Total net financial income/expense</b>		<b>-34.0</b>	<b>-4.5</b>
<b>Profit/loss before tax</b>		<b>49.8</b>	<b>75.0</b>
Tax	17	-17.3	-15.4
<b>Profit for the year from remaining operations<sup>1)</sup></b>		<b>32.5</b>	<b>59.6</b>
<b>Profit for the year from divested operations</b>	18	<b>252.5</b>	<b>18.0</b>
<b>Total remaining and divested operations</b>		<b>285.0</b>	<b>77.6</b>
Attributable to the Parent Company's shareholders		285.0	77.6
Earnings per share for profits attributable to the Parent Company's shareholders before dilution	19	14.48	4.19
Earnings per share for profits attributable to the Parent Company's shareholders after dilution	19	14.16	4.16

<sup>1)</sup> Remaining operations after sale of Embriq.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Amount SEK million	Note	2020	2019
Profit for the period		285.0	77.6
<b>Items that may be reclassified to the income statement</b>			
Translation differences of foreign operations		-31.3	13.3
<b>Items that will not be reclassified to the income statement</b>			
Revaluation of net pension provisions		1.8	1.3
		<b>255.5</b>	<b>92.2</b>

## CONSOLIDATED BALANCE SHEET

Amounts in SEK million	Note	2020	2019	Amounts SEK million	Note	2020	2019				
<b>Assets</b>											
<b>Non-current assets</b>											
<b>Intangible assets</b>											
Capitalised expenditures for program development	9	26.9	61.8	Share capital		39.4	39.4				
Software	10	-	10.7	Other capital contributed		507.5	507.5				
Customer values	11	234.9	198.7	Reserves		20.2	20.2				
Goodwill	12	651.1	565.6	Accumulated profit including profit for the year		589.1	363.1				
<b>Total intangible assets</b>		<b>912.9</b>	<b>836.8</b>	<b>Total equity attributable to Parent Company shareholders</b>		<b>1,156.2</b>	<b>930.2</b>				
<b>Property, plant and equipment</b>											
Rights of use	24	283.5	272.0	Equity attributable to shareholders without a controlling influence		-	-				
Equipment, tools, fixtures and fittings	13	34.2	20.3	<b>Total equity</b>		<b>1,156.2</b>	<b>930.2</b>				
<b>Total property, plant and equipment</b>		<b>317.7</b>	<b>292.3</b>	<b>Non-current liabilities</b>							
<b>Financial assets</b>											
Participations in associated companies	14	3.8	2.0	Liabilities to credit institutions	25	91.7	101.9				
Non-current securities held as non-current assets	20	14.9	18.1	Lease liabilities	24	188.2	155.5				
Other non-current receivables	21	10.9	4.1	Convertible debentures		46.9	46.3				
<b>Total financial assets</b>		<b>29.6</b>	<b>24.2</b>	Deferred tax liability	17	56.5	45.2				
Deferred tax asset	17	20.9	44.1	Pension provisions	26	34.1	28.4				
<b>Total non-current assets</b>		<b>1,281.1</b>	<b>1,197.4</b>	Other liabilities		7.1	73.1				
<b>Current assets</b>				<b>Total non-current liabilities</b>		<b>424.5</b>	<b>450.4</b>				
<b>Current receivables</b>				<b>Current liabilities</b>							
Inventories		-	4.7	Liabilities to credit institutions	25	100.5	114.6				
Trade receivables	22	377.0	478.2	Lease liabilities	24	89.0	100.8				
Current tax assets		23.0	29.8	Trade payables		98.7	103.4				
Other receivables		12.2	44.6	Advance payments from customers		-	0.1				
Prepaid expenses and accrued income	23	209.0	206.9	Current tax liabilities		10.1	3.8				
<b>Total current receivables</b>		<b>621.2</b>	<b>764.2</b>	Other liabilities		124.9	136.7				
Cash and cash equivalents		336.6	142.0	Accrued expenses and deferred income	27	235.0	263.6				
<b>Total current assets</b>		<b>957.8</b>	<b>906.2</b>	<b>Total current liabilities</b>		<b>658.2</b>	<b>723.0</b>				
<b>TOTAL ASSETS</b>		<b>2,238.9</b>	<b>2,103.6</b>	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,238.9</b>	<b>2,103.6</b>				

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Amount SEK million	Share capital	Other capital contributed	Reserves	Accumulated profit or loss	Total	Non-controlling interests	Total equity
<b>Opening equity 01/01/2019</b>	<b>36.2</b>	<b>391.3</b>	<b>6.9</b>	<b>272.9</b>	<b>707.3</b>	<b>0.0</b>	<b>707.3</b>
Comprehensive income for the period	-	-	13.3	78.9	92.2	-	92.2
<b>Changes attributable to transactions with the owners</b>							
Acquisition of non-controlling interests	-	-	-	1.8	1.8	-	1.8
New share issue	3.2	116.2	-	27.6	147.0	-	147.0
Dividends				-18.1	-18.1	-	-18.1
	<b>3.2</b>	<b>116.2</b>	<b>-</b>	<b>11.3</b>	<b>130.7</b>	<b>-</b>	<b>130.7</b>
<b>Closing equity 31/12/2019</b>	<b>39.4</b>	<b>507.5</b>	<b>20.2</b>	<b>363.1</b>	<b>930.2</b>	<b>-</b>	<b>930.2</b>
<b>Opening equity 01/01/2020</b>	<b>39.4</b>	<b>507.5</b>	<b>20.2</b>	<b>363.1</b>	<b>930.2</b>	<b>-</b>	<b>930.2</b>
Comprehensive income for the period	-	-	-	255.5	255.5	-	255.5
<b>Changes attributable to transactions with the owners</b>							
Dividends	-	-	-	-29.5	-29.5	-	-29.5
<b>CLOSING EQUITY 31/12/2020</b>	<b>39.4</b>	<b>507.5</b>	<b>20.2</b>	<b>589.1</b>	<b>1,156.2</b>	<b>-</b>	<b>1,156.2</b>

## CASH FLOW - GROUP, INCLUDING EMBRIQ TO 31/08/2020

Amounts SEK million	Note	2020	2019
<b>Cash flow from operating activities</b>			
Operating profit/loss		337.0	103.5
<b>Adjustments for items not included in cash flow</b>			
Depreciation of non-current assets	9–13	139.0	147.1
Capital gains from the sale of Embriq		-248.8	
Other items		6.3	14.1
<b>Total, items not affecting cash flow</b>		<b>232.5</b>	<b>161.2</b>
Interest paid		-66.5	-9.5
Interest received		34.0	2.5
Income tax paid		-	-20.6
<b>Cash flow from operating activities before change in working capital</b>		<b>199.5</b>	<b>237.1</b>
<b>Change in working capital</b>			
Increase/decrease in inventories		4.7	-1.1
Increase/decrease in trade receivables		44.7	-68.0
Increase/decrease in current receivables		38.6	-22.9
Increase (+) decrease (–) in trade payables		24.2	10.9
Increase (+) decrease (–) in other current liabilities		19.9	89.9
<b>Cash flow from operating activities</b>		<b>331.6</b>	<b>245.9</b>
<b>Investing activities</b>			
Acquisition of property, plant and equipment		-36.3	-9.9
Acquisition of intangible assets		-11.3	-32.3
Acquisition of operation after deductions for acquired cash and cash equivalents	29	-223.4	-266.3
Sale of subsidiaries		342.2	-
Acquisition of other financial assets		-0.5	-9.1
<b>Cash flow from investing activities</b>		<b>70.7</b>	<b>-317.6</b>
<b>Financing activities</b>			
Loans raised		-	228.7
Amortisation of loans	32	-85.2	-128.2
Repayment of lease liability as per IFRS 16		-91.7	-99.4
New share issue and convertibles		-	194.4
Dividends paid to shareholders		-29.5	-18.6
<b>Cash flow from financing activities</b>		<b>-206.4</b>	<b>176.9</b>
<b>Cash flow for the year</b>		<b>195.9</b>	<b>105.2</b>
Cash and cash equivalent at beginning of year		142.0	38.2
Exchange rate differences in cash and cash equivalents		-1.3	-1.5
<b>CASH AND CASH EQUIVALENT AT YEAR END</b>		<b>336.6</b>	<b>142.0</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 31 March 2021. 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 22 April 2021.

## 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 effects of the application of IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* for Embriq are described in Note 18.

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 2019

IFRS 16 "Leases" is replacing the earlier IAS 17 "Leases" and its related interpretations. The new standard is applied as of 1 January 2019. The new standard will have an impact on Rejlers' financial reports. The Group applies the simplified transition method, modified retroactivity, and comparative figures are thereby not restated. The comparative figures are presented in accordance with the old standard IAS 17 and associated statements. IFRS 16 has therefore not been applied to comparative figures in the notes. According to earlier rules for recognition of leases, Rejlers identified a lease based on the financial risks and benefits associated with ownership of an object being essentially transferred from the lessor to the lessee. With that definition, the Group has only recognised operating leases, where associated lease charges were recognised as expenses in the consolidated income statement in the period to which they belong.

With the application of IFRS 16, a difference is no longer made between operating and finance leases. Leasing liabilities and rights of use (lease assets) are recognised in the statement of financial position for most of Rejlers' operating leases. The leasing liabilities are valued at the present value of the remaining leasing payments, discounted by using the marginal

loan interest rate at 1 January 2019. Rejlers recognises a right of use (ROU) asset in an amount equivalent to the leasing liability, adjusted for any prepaid or accrued lease charges, as recognised at 31 December 2018. Finance leases previously recognised according to IAS 17 Leases are reclassified according to IFRS 16 to the amounts that were recognised the date immediately before the application of the new standard.

In the initial application of IFRS 16, the Group also used the following practical relief rules permitted under the standard:

- leases with a remaining leasing period of a maximum of 12 months and leases where underlying assets amount to a low value are not recognised in the statement of financial position. They will be recognized in operating profit in the same way as previous operating leases.
- Rejlers has not applied IFRS 16 to intangible assets,
- use of historical information in the assessment of a lease's length if there is an option to extend or cancel a lease, and
- direct costs for ROUs have not been included in the transition.

### Upcoming regulatory changes

Company management's assessment is that the standards and interpretations to be applied from 1 January 2021 will not have any material effect 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.

The accounting policies used in reportable segments correspond to the policies applied by the Group as a whole. As Rejlers conducts operations in three countries, three operating segments are reported: Sweden, Finland and Norway.

### 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

The consolidated income statement and balance sheet covers all of the companies in which Rejlers AB holds, directly or indirectly, more than half of the shares' voting rights as well as companies in which the Group in some other way has a controlling influence. 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 sum 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 shareholders without a controlling influence that do not lead to a loss of controlling influence, are reported as equity transactions – i.e. 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.

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 either in the income statement or other comprehensive income. 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 refers 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.

## Property, plant and equipment

Property, plant and equipment are recognised at cost less depreciation. 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.

## 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 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. Depreciations are made on a straight-line basis to distribute the expense of customer values over the estimated useful life (ten years).

### 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 reversals.

## 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 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 provision 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 receivable when no possibilities for further cash flows are deemed to exist.

#### **Inventories**

Inventories are reported at cost or net realisable value, whichever is the lower. Cost is determined by using the first-in, first-out method.

#### **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 tax-related profits/losses between corresponding units and the Group intends to make use of such offset opportunities. 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 from 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 shareholders 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.

Income from operations and administration services over time in pace with the work being carried out, normally means that income is recognised straight-line over the contract period.

Licence income is recognised at delivery of software on condition that the customer at that time can control the use of and largely obtains all remaining benefits from the licence.

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.

#### Leases according to IFRS 16

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, 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 recognized at cost less amortization 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 credit risk. 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>	2020	2019
<b>Exchange rate change EUR/SEK</b>		
+ 10%	2.7	5.8
-10%	-2.7	-5.8
<b>Exchange rate change NOK/SEK</b>		
+ 10%	2.5	1.9
-10%	-2.5	-1.9

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

**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.

**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 <sup>1)</sup>	2020	2019
Interest rate change		
+ 1%	-5.1	-5.5
-1%	5.1	5.5

**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 an individual customer basis is relatively small. Any funds invested must be in government, municipal, bank or certain selected commercial papers.

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 refer to Note 25, excl. IFRS 16 Leases.

2020	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	189.5	189.5	137.3	-
Trade payables and other liabilities, SEK million	98.7	-	-	-
2019	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	215.4	157.6	146.1	-
Trade payables and other liabilities, SEK million	103.4	-	-	-

Interest-bearing liabilities are impacted by IFRS 16 Leases by SEK 277.2 million (256.3).

### 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 2020, the Group's strategy, which remains unchanged compared to 2019, 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

51.6 per cent (44.2). The debt/equity ratio amounted to 0.4 (0.6) at year-end:

	2020	2019
Interest-bearing liabilities	516.3	547.5
Equity attributable to Parent Company shareholders	1,156.2	930.2
Debt/equity ratio, times	0.4	0.6

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 5 per cent (3) is used in the calculations. Forecast cash flows were then calculated at present value, with a discount rate of 10 per cent (13) after tax, equivalent to 11 per cent (16) 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 236 million (156).

#### Revenue recognition

The valuation of projects in progress is done 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. Assignments in progress are usually invoiced monthly. 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.

### Income taxes

The Group is obliged to pay tax in several different countries. Comprehensive assessments are necessary to determine the income tax provision in these countries. There are many transactions and calculations where the final tax is uncertain. In cases where the final tax differs from the amounts first recognised, the differences will have an impact on current and deferred tax assets and liabilities during the period in which such determinations are made.

### 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. SEGMENT INFORMATION

### INCOME STATEMENT IN SUMMARY PER SEGMENT, SEK MILLION

	Sweden		Finland		Norway		Group-wide		Eliminations		Group	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
External sales	1,316.0	1,196.6	892.6	780.6	171.5	212.7	-	-	-13.2	-53.2	2,366.9	2,136.7
Sales between segments	4.6	5.3	1.5	1.5	1.4	23.8	34.1	37.1	-41.6	-67.7	0.0	0.0
Other income	18.8	3.2	2.1	2.2	0.9	0.2	-	-	-6.5	-1.6	15.3	4.0
<b>Total income</b>	<b>1,339.4</b>	<b>1,205.1</b>	<b>896.2</b>	<b>784.3</b>	<b>173.8</b>	<b>236.7</b>	<b>34.1</b>	<b>37.1</b>	<b>-61.3</b>	<b>-122.5</b>	<b>2,382.2</b>	<b>2,140.7</b>
Depreciation	-60.8	-51.9	-59.9	-37.3	-5.4	-3.5	-1.1	-0.1	-	-	-127.1	-92.8
Other operating expenses	-1,207.9	-1,098.1	-812.4	-689.7	-160.2	-231.8	-52.0	-71.3	61.3	122.5	-2,171.3	-1,968.4
<b>OPERATING PROFIT/LOSS</b>	<b>70.7</b>	<b>55.1</b>	<b>23.9</b>	<b>57.3</b>	<b>8.2</b>	<b>1.4</b>	<b>-19.0</b>	<b>-34.3</b>	-	-	<b>83.8</b>	<b>79.5</b>
Financial income	-	-	-	-	-	-	32.5	11.1	-	-	32.5	11.1
Financial expenses	-	-	-	-	-	-	-66.6	-15.6	-	-	-66.6	-15.6
<b>Profit/loss before tax</b>	<b>70.7</b>	<b>55.1</b>	<b>23.9</b>	<b>57.3</b>	<b>8.2</b>	<b>1.4</b>	<b>-53.1</b>	<b>96.2</b>	-	-	<b>49.8</b>	<b>75.0</b>
Investments	16.1	7.0	17.9	9.2	-	24.0	2.3	3.0	-	-	36.3	42.2

Rejlers' operations are divided into three segments. The Sweden segment comprises mainly technical consultancy services provided by Rejlers Sverige AB, as well as Rejlers Energiprojekt AB, Rejlers Defence AB and Geosigma AB.

The Finland segment comprises mainly technical consultancy services provided by Rejlers Finland Oy, RJ Virta Oy, Planetco OY and a branch in Abu Dhabi.

The Norway segment comprises mainly technical consultancy services provided by Rejlers Norge AS, Rejlers Engineering AS and Rejlers Elsikkerhet 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 billable hours ratio. The same accounting policies apply to operating segments as to the Group as a whole.

## NOTE 6. OTHER OPERATING REVENUES

SEK million	2020	2019
Income from let premises	0.4	0.5
Capital gains from assets	-	0.4
Other operating income	14.9	3.7
<b>Total</b>	<b>15.3</b>	<b>4.6</b>

## NOTE 7. EMPLOYEES

Full-time employees	2020			2019		
	Women	Men	Total	Women	Men	Total
<b>Parent Company</b>						
Sweden	5	5	10	6	3	9
<b>Subsidiaries</b>						
Sweden	207	826	1,033	184	743	927
Finland	169	787	956	148	677	825
Norway	11	100	111	24	210	234
<b>Consolidated total</b>	<b>392</b>	<b>1,718</b>	<b>2,110</b>	<b>362</b>	<b>1,633</b>	<b>1,995</b>

### Remuneration of the President and CEO

Remuneration of the CEO is decided by the Board following negotiations with the Chairman of 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 - 2020

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and other senior executives	14.2	4.2	5.1	3.0
Other employees	1,103.1	28.1	208.7	151.7
<b>Total</b>	<b>1,117.3</b>	<b>32.3</b>	<b>213.8</b>	<b>154.7</b>

## SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS - 2019

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and other senior executives	15.1	5.4	5.8	3.4
Other employees	1,052.6	28.4	219.2	151.0
<b>Total</b>	<b>1,069.4</b>	<b>34.7</b>	<b>225.6</b>	<b>154.4</b>

### Remuneration of the Board

Remuneration of the Board is paid according to AGM resolution. For the period between the 2020 AGM and the 2021 AGM, a Board fee of SEK 400 thousand (400) will be paid to the Chairman of the Board, SEK 300 thousand (300) to the Vice Chairman and SEK 230 thousand (230) 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. It was decided that the entire Board would take care of issues that were previously addressed in the Project and Investment Committee. There are no pension agreements or agreements on severance pay for the members of the Board.

## REMUNERATION OF THE CEO, SENIOR EXECUTIVES - 2020

SEK million	Remuneration of the CEO <sup>1)</sup>	Other senior executives <sup>2)</sup>
Pay and other benefits	4.4	8.3
Variable remuneration	2.6	1.7
Pension contributions	1.1	2.4
Social security contributions	2.2	1.9
<b>Total</b>	<b>10.3</b>	<b>14.3</b>

<sup>2)</sup> At the end of 2020, there were 6 (7) other senior executives.

## REMUNERATION OF THE CEO, SENIOR EXECUTIVES - 2019

SEK million	Remuneration of the CEO	Other senior executives <sup>1)</sup>
Pay and other benefits	4.2	10.9
Variable remuneration	2.0	3.4
Pension contributions	1.2	2.2
Social security contributions	2.5	3.3
<b>Total</b>	<b>9.9</b>	<b>19.8</b>

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

## REMUNERATION OF THE BOARD - 2020

Board fees, SEK thousand	Fee	Committee
Peter Rejler, Chairman	400	60
Jan Samuelsson, Vice Chairman	300	100
Helena Levander, member	230	60
Patrik Boman, member	230	
Lisa Rejler, member	230	
<b>Total</b>	<b>1,390</b>	<b>220</b>

## REMUNERATION OF THE BOARD - 2019

Board fees, SEK thousand	Fee Committee	
Peter Rejler, Chairman	400	60
Jan Samuelsson, Vice Chairman	300	100
Annika Steiber, member <sup>1)</sup>	77	-
Helena Levander, member	230	60
Patrik Boman, member	230	-
Lisa Rejler, member	153	-
<b>Total</b>	<b>1,390</b>	<b>220</b>

<sup>1)</sup> Withdrawn at the 2019 Annual General Meeting.

## Convertible debentures to employees

No convertibles were issued in 2020. In 2019, Rejlers issued convertible debentures to 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 debt instruments shall be issued at a subscription price of 100 per cent of the nominal amount. The debentures can be converted to Class B shares in the Parent Company during the period from 22 May 2022 to 22 July 2022. The conversion price is SEK 95, which is based on 120 per cent of the average price paid during the period 2 May 2019 to 21 May 2019. If the debentures have not been converted to shares, the nominal value will be repaid to the convertible holder on 1 August 2022. Interest of 0.34 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.

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 128, 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 December 2020</b>	<b>23.5</b>	<b>22.8</b>	<b>46.9</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. 2020	Weighted average exercise prices/ conversion prices (in SEK)
	Number of convertibles	
Outstanding at the beginning of the year	442,989	109.26
Allocated during the year	-	-
Forfeited during the year	-	-
Redeemed during the year	-	-
Expired during the year	-	-
Outstanding at year-end	<b>442,989</b>	<b>109.26</b>
Redeemable at year-end	-	-

**NOTE 8. AUDITORS FEES**

SEK million	2020	2019
<b>Deloitte</b>		
Remuneration for audit assignment	2.7	2.7
Remuneration for auditing activities in addition to the audit assignment	0.3	0.6
Remuneration for tax consultancy services	-	-
Remuneration for other assignments	0.6	0.6
<b>Other auditors</b>		
Remuneration for audit assignment	-	-
Remuneration for other assignments	1.0	0.5
<b>Total</b>	<b>4.6</b>	<b>4.4</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. Deloitte has been selected as the principal auditor since the Annual General Meeting of 2013.

**NOTE 9. CAPITALIZED EXPENDITURES FOR PROGRAM DEVELOPMENT**

SEK million	2020	2019
Opening cost	136.6	104.1
Translation difference	-2.3	5.5
Internally developed software for the year	16.5	27.0
Sales Embriq	-90.1	-
Sales/retirements	-3.9	-
<b>Closing accumulated cost</b>	<b>56.8</b>	<b>136.6</b>
Opening depreciation	-74.8	-51.9
Translation difference	1.1	-4.0
Depreciation for the year	-14.5	-18.9
Sales/retirements	3.9	-
Sales Embriq	54.4	-
<b>Closing accumulated depreciations</b>	<b>-29.9</b>	<b>-74.8</b>
<b>Closing residual value</b>	<b>26.9</b>	<b>61.8</b>

**NOTE 10. SOFTWARE**

SEK million	2020	2019
Opening cost	27.7	23.4
Translation difference	-1.0	-0.8
Purchases of software	11.4	5.3
Sales Embriq	-38.1	-
Sales/retirements	-	-0.2
<b>Closing accumulated cost</b>	<b>-</b>	<b>27.7</b>
Opening depreciation	-17.0	-13.2
Translation difference	0.5	0.4
Sales/retirements	-	0.1
Depreciation for the year	-6.5	-4.3
Sales Embriq	23.0	-
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>-17.0</b>
<b>Closing residual value</b>	<b>-</b>	<b>10.7</b>

**NOTE 11. CUSTOMER VALUES**

SEK million	2020	2019
Opening costs	295.6	156.7
Translation difference	-5.4	-2.9
Customer value through business acquisitions	66.2	141.8
Sales Embriq	-5.3	-
<b>Closing accumulated cost</b>	<b>351.1</b>	<b>295.6</b>
Opening depreciation	-96.9	-81.1
Translation difference	-1.3	0.6
Depreciation for the year	-23.3	-16.4
Sales Embriq	2.7	-
<b>Closing accumulated depreciation</b>	<b>-116.2</b>	<b>-96.9</b>
<b>Closing residual value</b>	<b>234.9</b>	<b>198.7</b>

Increase for the year through customer value from the acquisitions of Geosigma AB, Delta-KN OY and Planetcon and the assets and liabilities of RR Management OY and Sitowise OY. 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	2020	2019
Opening costs	563.1	470.8
Translation difference	-8.9	-
Acquisitions	130.0	92.3
Sales Embriq	-30.6	-
<b>Closing accumulated cost</b>	<b>653.6</b>	<b>563.1</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>651.1</b>	<b>565.6</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. Testing took place with changes in the variables deemed to be of most importance to operations. These are:

**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 (5) 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 before tax is calculated to 13 per cent (13) for Rejlers Sweden, 14 per cent (14) for Rejlers Finland and 13 per cent (13) for Rejlers Norway. The discount factor after tax was calculated to 10 per cent (10) for Rejlers Sweden, 11 per cent (11) for Rejlers Finland and 10 per cent (10) for Rejlers Norway.

SEK million	Book value		Value in use	
	2020	2019	2020	2019
Rejlers Sweden	630.0	592.4	1,257.4	1,118.1
Rejlers Finland	467.5	573.6	929.6	739.8
Rejlers Norway	128.1	315.2	175.5	513.5
<b>Total</b>	<b>1,225.3</b>	<b>1,481.2</b>	<b>2,362.5</b>	<b>2,371.4</b>

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

Sensitivity analysis	Sales growth	Operating margin		WACC before tax	
		2020	2019	2020	2019
Rejlers Sweden					
Change in value SEK million +/- 1%	+/-126	+/-119	+/-88	+/-104	+/-93
Rejlers Finland					
Change in value SEK million +/- 1%	+/-93	+/-78	+/-64	+/-63	+/-68
Rejlers Norway					
Change in value SEK million +/- 1%	+/-17	+/-63	+/-18	+/-35	+/-13
					+/- 50

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

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

SEK million	2020	2019
Opening cost	110.4	116.2
Translation difference	0.4	-4.3
Purchases	19.3	9.9
Increase via business acquisitions	12.8	2.0
Sales Embriq	-22.1	-13.4
<b>Closing accumulated cost</b>	<b>120.8</b>	<b>110.4</b>
Opening depreciation	-90.1	-91.4
Translation difference	-	1.6
Sales Embriq	22.1	8.1
Depreciation for the year	-10.4	-8.4
Business acquisitions	-8.2	-
<b>Closing accumulated depreciation</b>	<b>-86.6</b>	<b>-90.1</b>
<b>Closing residual value</b>	<b>34.2</b>	<b>20.3</b>

## NOTE 14. ASSOCIATED COMPANIES

Refer to Note N on page 49 for information about the Group's subsidiaries.

SEK million	2020	2019
Opening carrying amount	2.0	1.2
Participation in associated company earnings	2.3	1.2
Withdrawal from associated company	-0.5	-0.4
<b>Closing carrying amount</b>	<b>3.8</b>	<b>2.0</b>

	Corp. ID no.	Registered office	Operations	Share of equity		Group's share of profits for the year, SEK million	
				2020	2019	2020	2019
Mirakelbolaget	556835-4350	Stockholm	Program development	50%	50%	0.9	0.6
NESP AB	556287-7711	Stockholm		40%	40%	0.9	0.2

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

	Income		Profit for the year		Assets		Liabilities	
	2020	2019	2020	2019	2020	2019	2020	2019
Mirakelbolaget AB	10.9	10.7	1.8	1.2	8.3	6.9	5.4	4.8
NESP AB	263.8	48.4	2.3	0.5	82.0	64.3	66.2	54.1

## NOTE 15. FINANCIAL INCOME

SEK million	2020	2019
Interest income	0.7	0.9
Exchange-rate gains	31.8	9.5
Other income from financial items	-	1.8
<b>Total</b>	<b>32.5</b>	<b>12.2</b>

## NOTE 17. TAX ON PROFIT FOR THE YEAR

SEK million	2020	2019
<b>The following items are included in tax expense:</b>		
Tax on profit for the year	-13.9	-19.7
Deferred tax	-4.4	1.1
Adjustment, previous years	1.0	-
<b>Total</b>	<b>-17.3</b>	<b>-18.6</b>

## NOTE 16. FINANCIAL EXPENSES

SEK million	2020	2019
Interest expenses	-13.5	-8.2
Exchange-rate losses	-50.0	-10.0
Other financial expenses	-3.0	-1.3
<b>Total</b>	<b>-66.5</b>	<b>-19.5</b>

SEK million	2020	2019
<b>Profit/loss before tax</b>	<b>49.8</b>	<b>96.2</b>
Tax according to applicable rate 21.4% (22)	-10.7	-20.6
Effect of foreign tax rates	0.2	1.1
Effect of non-deductible expenses	-44.8	-5.7
Effect of tax-exempt income	45.3	0.2
Effect of changed tax rates	-	-
Adjustment, previous years	-1.0	1.0
Other	-6.3	5.4
<b>Reported tax</b>	<b>-17.3</b>	<b>-18.6</b>

In the Group, there are tax loss carry-forwards where deferred tax is not booked. The tax loss carry-forwards amount to SEK 94.6 million (45.8) and are estimated to be used in the Swedish operations. Part of the tax loss carry-forwards in RIES AB is frozen until 2024. Of the deficits, SEK 41.8 million (9.6) pertains to Norway. These deficits can be utilised immediately. The tax loss carry-forwards have no expiration date.

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

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

SEK MILLION	2020	2019
Opening balance	1.1	1.0
Translation difference	1.0	-0.1
Through business combination	10.1	1.3
Recognised in the income statement	2.8	-1.2
Sales Embriq	18.8	-
Recognised in other comprehensive income	1.8	0.1
<b>Closing balance deferred tax liabilities net</b>	<b>35.6</b>	<b>1.1</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 01/01/2020	17.2	19.7	8.3	45.2
Reported in the income statement	-0.3	2.5	3.0	5.2
Increase through business combination	-	10.1	-	10.1
Sales Embriq	-	-4.0	-	-4.0
Translation difference	0.2	-	-0.2	-
<b>As of 31/12/2020</b>	<b>17.1</b>	<b>28.3</b>	<b>11.1</b>	<b>56.5</b>

Deferred tax liabilities	Untaxed reserves	Customer values	Other	Total
As of 01/01/2019	16.2	13.8	7.5	37.5
Reported in the income statement	-1.5	2.9	-0.3	1.1
Increase through business combination	2.5	3.0	1.1	6.6
Translation difference	-	-	-	-
<b>As of 31/12/2019</b>	<b>17.2</b>	<b>19.7</b>	<b>8.3</b>	<b>45.2</b>

Deferred tax assets	Tax losses	Defined benefits pension liabilities	Total
As of 01/01/2020	45.5	-1.4	44.1
Reported in the income statement	-2.4	-	-2.4
Increase through business acquisition	-	-	-
Recognised in other comprehensive income	-	1.8	1.8
Sales Embriq	-22.4	-0.4	-22.8
Translation difference	0.2	-	0.2
<b>As of 31/12/2020</b>	<b>20.9</b>	<b>0.0</b>	<b>20.9</b>

Deferred tax assets	Tax losses	Defined benefits pension liabilities	Total
As of 01/01/2019	37.9	-1.5	36.4
Reported in the income statement	2.3	-	2.3
Increase through business acquisition	5.3	-	5.3
Recognised in other comprehensive income	-	0.1	0.1
Translation difference	-	-	-
<b>As of 31/12/2019</b>	<b>45.5</b>	<b>-1.4</b>	<b>44.1</b>

**NOTE 18. DISCONTINUED OPERATIONS****Divested operations in Norway**

On 1 September, Rejlers divested 100 per cent of the shares in Rejlers Embriq AS and Rejlers Embriq AB for a cash purchase consideration of NOK 400 million on a cash-free and debt-free basis. The capital gain on the sale amounted to SEK 233.2 million. Since the divestment, the operations and all effects related thereto are classified as "discontinued operations" and recognised in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. The consolidated statement of comprehensive income for comparative periods has been restated in accordance with the same principles. Profit for Embriq has been excluded from the individual lines in the consolidated income statement and is instead recognised net under the line Profit for the year from divested operations, which is specified in the table below. The consolidated cash flow statement includes complete cash flows and the effects of the discontinued operations are specified in the table below.

**PROFIT/LOSS FROM DISCONTINUED OPERATIONS<sup>1)</sup>**

Amounts SEK million	Jan-Dec 2020	Jan-Dec 2019
Net sales	241.7	420.4
Other income	4.3	0.5
Personnel expenses	-101.7	-153.0
Other external expenses	-86.6	-189.2
Participations in associated company earnings	-	-
<b>EBITDA</b>	<b>57.7</b>	<b>78.7</b>
Depreciation/amortisation and impairment of non-current assets	-37.3	-54.2
<b>EBITA</b>	<b>20.4</b>	<b>24.5</b>
Acquisition-related items	-0.3	-0.5
<b>Operating profit/loss (EBIT)</b>	<b>20.1</b>	<b>24.0</b>
Net financial items	-0.8	-2.9
<b>Profit/loss after net financial items</b>	<b>19.3</b>	<b>21.1</b>
Tax	-	-3.1
<b>Net profit/loss before capital gains</b>	<b>19.3</b>	<b>18.0</b>
Capital gains upon the sale of Embriq including translation reserve	<b>233.2</b>	-
<b>PROFIT FOR THE PERIOD</b>	<b>252.5</b>	<b>18.0</b>

<sup>1)</sup> Embriq was divested on 1 September 2020, which affects the comparative figures.

**CASH FLOW FROM DISCONTINUED OPERATIONS**

Divested operations	Jan-Dec 2020	Jan-Dec 2019
Cash flow from operating activities	45.0	49.2
Cash flow from investing activities	330.9	-23.7
Cash flow from financing activities	-19.1	-24.3

**NOTE 19. EARNINGS PER SHARE**

	2020	2019
Profit attributable to the Parent Company's shareholders, SEK million	285.0	77.6
Average number of shares	19,687,909	18,487,909
<b>Earnings per share (SEK per share), before dilution</b>	<b>14.48</b>	<b>4.19</b>
<b>Earnings per share (SEK per share), after dilution</b>	<b>14.16</b>	<b>4.16</b>

**NOTE 20. NON-CURRENT SECURITIES HELD AS NON-CURRENT ASSETS**

SEK million	2020	2019
Opening cost	18.1	8.6
Purchases for the year	-	9.3
Impairment loss	-3.0	-
Sales during the year	-	-
Translation difference	-0.2	0.2
<b>Closing accumulated cost</b>	<b>14.9</b>	<b>18.1</b>

**NOTE 21. OTHER NON-CURRENT RECEIVABLES**

SEK million	2020	2019
Opening cost	4.1	3.9
Increase for the year	8.6	0.2
Sales Embriq	-1.8	-
Decrease for the year	-	-
Translation difference	-	-
<b>Total</b>	<b>10.9</b>	<b>4.1</b>

## NOTE 22. TRADE RECEIVABLES

SEK million	2020	2019
Trade receivables	379.8	480.4
Reservation for expected credit losses	-2.8	-2.2
<b>Total</b>	<b>377.0</b>	<b>478.2</b>

Age analysis, SEK million	2020	2019
Non-overdue receivables	350	434.7
Overdue < 30 days	18.4	28.1
Overdue 30–90 days	1.9	5.1
Overdue > 90 days	6.4	10.3
<b>Total</b>	<b>377.0</b>	<b>478.2</b>

Provisions for expected credit losses, SEK million	2020	2019
Provisions at beginning of year	-2.2	-4.2
Translation differences	-	-
Reserves during the year	-0.3	4.1
Verified losses	-0.3	-2.1
<b>Provisions at year-end</b>	<b>-2.8</b>	<b>-2.2</b>

## NOTE 23. PREPAID EXPENSES AND ACCRUED INCOME

SEK million	2020	2019
Prepaid rent	2.9	13.5
Accrued leasing charges	0.4	-
Accrued income	157.0	146.8
Other items	48.7	46.6
<b>Total</b>	<b>209.0</b>	<b>206.9</b>

## NOTE 24. 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). At 31 December 2019, 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>				
As of 1 January 2020	285.7	1.2	82.9	369.8
Investments for the year	94.1	1.0	-	95.1
Acquisitions	22.8	1.7	-	24.5
Sales Embriq	-20.3	-	-44.0	-64.3
At 31 December 2020	392.3	3.9	28.9	425.1

## ACCUMULATED DEPRECIATION

At 1 January 2020	-70.1	-0.8	-26.8	-97.7
Depreciation for the year	-79.0	-1.1	-27.8	-107.9
Sales Embriq	20.0	-	44.0	64.0
At 31 December 2020	-129.1	-1.9	-10.6	-141.6

## CARRYING AMOUNT

At 31 December 2020	263.2	2.0	18.3	283.5
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	Premises	Vehicles	IT servers	Total
<b>Cost</b>				
At 1 January 2019	231.4	4.8	63.7	299.8
Adjustments of additional ROUs	54.3	-3.6	19.3	70.0
At 31 December 2019	285.7	1.2	82.9	369.8

## ACCUMULATED DEPRECIATION

At 1 January 2019	-70.1	-0.8	-26.6	-97.7
Depreciation for the year	-70.1	-0.8	-26.6	-97.7
At 31 December 2019	-70.1	-0.8	-26.6	-97.7

## CARRYING AMOUNT

At 31 December 2019	215.5	0.4	56.3	272.1
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### Lease liabilities

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

Maturity analysis	31/12/2020
Year 1	89.0
Year 2	89.0
Year 3	89.0
Year 4	10.2
Year 5 and later	-
	<b>277.2</b>
Classified as	
Non-current liabilities	188.2
Current liabilities	89.0
	<b>277.2</b>
Amounts recognised in profit or loss	2020
Depreciation of ROU	-108.0
Interest expenses for leasing liabilities	-5.6
Expenses attributable to short-term leases and leases of low value	-18.8
Expenses attributable to variable lease charges not included in the valuation of the leasing liability	-
Income from subletting of ROUs	-

### NOTE 25. LIABILITIES TO CREDIT INSTITUTIONS

Non-current, SEK million	2020	2019
Bank loans	91.7	101.9
<b>Total</b>	<b>91.7</b>	<b>101.9</b>
Current, SEK million	2020	2019
Bank loans	100.5	114.6
<b>Total</b>	<b>100.5</b>	<b>114.6</b>

The Group has an overdraft facility with a limit of SEK 75 million (150). The overdraft is entirely unutilised during the year.

Loans in banks decreased in 2020 compared with 2019 by SEK 24.3 million. Quarterly covenant reporting to the loan institute determines the interest level for upcoming quarters within the interest rates 1.2 at the lowest and 2.15 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	2020	2019
Within one year	100.5	30.0
1-2 years	91.7	30.0
2-3 years	-	30.0
3-4 years	-	30.0
4-5 years	-	96.5

### NOTE 26. 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 2020 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.

Anticipated premiums for the next reporting period for ITP 2 pensions with Alecta amount to SEK 23.2 million (2019: 23.2). The Group's share of the total expenses for the plan and of the total number of members in the plan total 0.1 per cent (0.1) and 0.1 per cent (0.1) respectively.

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 2020, Alecta's surplus in the form of the collective consolidation level was 125 per cent (152).

#### Norway

There are defined benefit pension plans for employees hired before 2007 in Rejlers Norge AS and Rejlers Elsikkerhet AS; 20 (25) gainfully employed and 33 (36) 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.

## DEFINED-BENEFITS PENSION PLANS IN THE BALANCE SHEET

SEK million	2020	2019
Present value of defined-benefits liabilities	-193.6	-183.2
Fair value of plan assets	159.5	152.6
<b>Total</b>	<b>-34.1</b>	<b>-28.4</b>
Pension provisions	34.1	28.4
<b>Reported in the balance sheet</b>	<b>34.1</b>	<b>28.4</b>

## CHANGE IN DEFINED-BENEFITS PENSION OBLIGATION

SEK million	2020	2019
Opening balance	-183.2	-173.6
Acquired pension obligations	-	-0.1
Service cost for current year	-	-0.1
Interest expenses	-2.2	-4.5
Yield from plan assets	-2.1	-3.5
Actuarial gains and losses	3.5	3.4
Changes in plans	-	-0.1
Compensations paid	-	4.9
Payroll tax on pension funds paid	-2.7	-
Translation difference	-6.9	2.2
<b>Total defined-benefits obligations</b>	<b>-193.6</b>	<b>-183.2</b>

## CHANGE IN THE FAIR VALUE OF PLAN ASSETS

SEK million	2020	2019
Opening balance	152.6	144.5
Acquired plan assets	1.9	-
Charges from the employer	-	2.8
Yield from plan assets, excluding interest	3.2	3.7
Actuarial gains and losses	12.7	4.3
Compensations paid	-5.0	-4.9
Employer's contributions on pensions paid	0.5	0.1
Translation difference	-6.4	2.1
<b>Total plan assets</b>	<b>159.5</b>	<b>152.6</b>

Allocation of plan assets	2020	2019
Cash and cash equivalents	5%	5%
Shares	24%	24%
Interest-bearing securities	59%	59%
Properties	12%	12%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Actuarial assumptions	2020	2019
Discount rate, %	1.7	2.6
Expected future annual pay increase, %	2.3	2.8
Sensitivity analysis, %	2020	2019
Discount rate +1%/-1%	18.2	19.1
Future annual pay increase +1%/-1%	1.7	1.5

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 7.3 years (8.3). Pension plan contributions are estimated at SEK 3.1 million (3.3) 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 plan 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 27. ACCRUED EXPENSES AND DEFERRED INCOME

SEK million	2020	2019
Accrued pay	95.5	152.3
Accrued social security contributions	28.4	45.0
Deferred income	17.8	14.0
Other	93.3	52.3
<b>Total</b>	<b>235.0</b>	<b>263.6</b>

**NOTE 28. PLEDGED ASSETS AND CONTINGENT LIABILITIES**

SEK million	2020	2019
<b>Overdraft facilities</b>		
Floating charges	77.0	64.0
<b>Liabilities to credit institutions</b>		
Fixtures and fittings with financial leasing	21.4	20.7
Other bank guarantees	50.0	36.2
<b>Contingent liabilities</b>		
Rental responsibility	52.8	43.8
<b>Total</b>	<b>201.7</b>	<b>164.7</b>

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

SEK million	2020	2019
Non-current assets	7.9	18.2
Current assets	66.4	43.4
Cash and cash equivalents	9.4	20.5
Other current liabilities	-38.2	-79.1
Non-current liabilities	-	-
<b>Net identifiable assets and liabilities</b>	<b>45.5</b>	<b>3.0</b>
Goodwill	129.7	92.3
Customer values	69.5	141.8
Deferred tax on intangible assets	-12.1	-8.7
<b>Total</b>	<b>232.7</b>	<b>228.4</b>

**NOTE 29. BUSINESS COMBINATIONS**

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

Acquisitions 2020	Trans- action	Date	Part, trans	Part after	Purchase considera- tion, SEK million
Delta-KN OY	Shares	20/02/2020	100%	100%	1.9
Smarthub AS	Shares	01/01/2020	100%	100%	4.9
RR Management	Assets+ liabilities	01/01/2020	100%	100%	10.7
Sitowise	Assets+ liabilities	01/09/2020	100%	100%	9.3
Planetcon	Assets+ liabilities	01/10/2020	100%	100%	34.1
Geosigma Holding AB	Shares	01/12/2020	100%	100%	171.9
<b>Total</b>					<b>232.7</b>

**PURCHASE CONSIDERATION, SEK MILLION**

Less:	2.7	6.1
Cash and cash equivalents in acquired companies	-9.4	-20.5
Calculated supplementary purchase considerations	-	-
Supplemental purchase amounts paid	-	-
<b>Decrease in cash and cash equivalents</b>	<b>223.3</b>	<b>214.0</b>

Surplus values are identified on acquisition. Surplus values are divided into customer value and goodwill. During the year, surplus values were divided into a customer value of SEK 69.5 million (141.8) and goodwill of SEK 129.7 million (92.3). 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 other external expenses when they were incurred. In all, these amounts total SEK 2.7 million (6.1).

Acquisitions 2019	Trans- action	Date	Part, trans	Part after	Purchase considera- tion, SEK million
Pondra AB	Shares	01/09/2019	100%	100%	7.1
Neste	Assets+ liabilities	30/09/2019	100%	100%	139.5
Neste AB	Shares	30/09/2019	100%	100%	53.7
Elproj teknik AB	Shares	01/12/2019	100%	100%	13.7
<b>Total</b>					<b>214.0</b>

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

SEK million	2020	2019
Contribution to sales in accounts for the year	52.3	115.3
Contributions to sales where the business was owned for the full year	268.0	429.0
Contribution to operating profit in accounts for the year	4.1	2.8
Contribution to operating profit if the business had been owned for the full year	28.4	12.8

## NOTE 30. FINANCIAL INSTRUMENTS BY CATEGORY

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

2020	Financial assets measured at fair value via the income statement	Loan and trade receivables	Other financial liabilities	Total carrying amount	Total fair value
Financial investments	14.9	-	-	14.9	14.9
Non-current receivables	-	10.9	-	10.9	10.9
Trade receivables	-	377.0	-	377.0	377.0
Other current receivables	-	35.2	-	35.2	35.2
Cash and cash equivalents	-	336.6	-	336.6	336.6
<b>Total</b>	<b>14.9</b>	<b>759.7</b>	<b>-</b>	<b>774.6</b>	<b>774.6</b>

Non-current interest-bearing liabilities		91.7	91.7	91.7
Other non-current liabilities		7.1	7.1	7.1
Current interest-bearing liabilities		100.5	100.5	100.5
Other current liabilities		135.0	135.0	135.0
Trade payables		98.7	98.7	98.7
<b>Total</b>	<b>433.0</b>	<b>433.0</b>	<b>433.0</b>	<b>433.0</b>

2019	Financial assets measured at fair value via the income statement	Loan and trade receivables	Other financial liabilities	Total carrying amount	Total fair value
Financial investments	18.1	-	-	18.1	18.1
Non-current receivables	-	4.1	-	4.1	4.1
Trade receivables	-	478.2	-	478.2	478.2
Other current receivables	-	74.4	-	74.4	74.4
Cash and cash equivalents	-	142.0	-	142.0	142.0
<b>Total</b>	<b>18.1</b>	<b>698.7</b>	<b>-</b>	<b>716.8</b>	<b>716.8</b>

Non-current interest-bearing liabilities	-	-	101.9	101.9	101.9
Other non-current liabilities	-	-	73.1	73.1	73.1
Current interest-bearing liabilities	-	-	114.6	114.6	114.6
Other current liabilities	-	-	140.6	140.6	140.6
Trade payables	-	-	103.4	103.4	103.4
<b>Total</b>	<b>-</b>	<b>-</b>	<b>533.6</b>	<b>533.6</b>	<b>533.6</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 31. 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.

Summary of related party transactions	Sales to related parties		Receivables from related parties	
	2020	2019	2020	2019
Associated companies	-	0.1	-	-
Rejler family	-	0.1	-	-

**NOTE 32. LIABILITIES ATTRIBUTABLE TO INVESTING ACTIVITIES**

	2019	Non-cash items			2020
		Cash flow	Reclassifications	Other changes	
Non-current liabilities to credit institutions	101.9	-10.2			91.7
Current liabilities to credit institutions	114.6	-14.1			100.5
<b>Reconciliation of liabilities attributable to financing activities</b>	<b>216.5</b>	<b>-24.3</b>			<b>192.2</b>

	2018	Non-cash items			2019
		Cash flow	Reclassifications	Other changes	
Non-current liabilities to credit institutions	91.3	228.7	-219.4	-2.9	101.9
Current liabilities to credit institutions	28.5	-228.7	219.4	-10.0	114.6
<b>Reconciliation of liabilities attributable to financing activities</b>	<b>119.8</b>	<b>0.0</b>	<b>0.0</b>	<b>-12.9</b>	<b>216.5</b>

**Cash flow**

The total cash flow for leasing in 2020 was SEK 91.7 million (99.2). Due to IFRS 16, cash flow from operating activities increased by SEK 331.6 million and cash flow from financing activities decreased by SEK -206.4, as the repayment of the leasing liability is classified as cash flow from financing activities.

**NOTE 33. PROPOSED ALLOCATION OF PROFIT**

Non-restricted equity in the Parent Company amounts to:	SEK 676,486,771
The Board of Directors and CEO propose that a dividend be paid to the shareholders in the amount of:	SEK 0
to be carried forward	SEK 676,486,771

**NOTE 34. SIGNIFICANT EVENTS AFTER THE END OF THE PERIOD****Acquisition of C3 Konsult AB**

Rejlers strengthened the offering in defence and security through the acquisition of C3 Konsult AB. C3K is specialised in the defence and security industry and has 25 employees with extensive expertise in the operating sector of command systems. The company is a well-established actor that is highly trusted in the industry.

**Agreement on electrical safety with Norwegian Elvia**

The grid company Elvia signed an agreement on electrical safety with Rejlers in Norway. As a local electrical supervision authority (DLE), Elvia undertakes to ensure inspections of electrical installations in private homes and at businesses. Rejlers will conduct all of the inspections in Western Oslo. The agreement entered into effect on 1 January 2021 and is valid for three years with the possibility of extension for another three years.

**Ensuring smart solutions in renovations and extensions in Oslo**

Rejlers will ensure smart solutions when Stortorvet 7 in Oslo is

renovated and extended. The majestic 32,000 sq.m. building

will house stores, service and offices. Rejlers has been chosen

as the advisor for SMART technology and will contribute to

making the building climate friendly, efficient and user friendly

for tenants and visitors.

# Parent Company accounts

## INCOME STATEMENT - PARENT COMPANY

Amount SEK million	Note	2020	2019
<b>Operating income</b>			
Net sales	B,C	34.1	37.1
<b>Total operating revenue</b>		34.1	<b>37.1</b>
<b>Operating expenses</b>			
Other external expenses	C,D	-21.8	-27.1
Personnel expenses	E	-30.7	-36.4
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	K,L	-1.1	-0.1
<b>Operating profit/loss</b>		<b>-19.5</b>	<b>-26.5</b>
<b>Profit/loss from financial items</b>			
Profit-sharing, Group companies	F	251.5	33.8
Other interest income and similar profit/loss items	G	32.7	11.3
Interest expenses and similar profit/loss items	H	-54.8	-11.0
<b>Profit after financial items</b>		<b>209.9</b>	<b>7.6</b>
Appropriations	I	-	-
Tax on profit for the year	J	-1.0	0.9
<b>PROFIT FOR THE YEAR</b>		<b>208.9</b>	<b>8.5</b>

## STATEMENT OF COMPREHENSIVE INCOME - PARENT COMPANY

Amount SEK million	Note	2020	2019
Profit for the year		208.9	8.5
<b>Comprehensive income for the year</b>		<b>208.9</b>	<b>8.5</b>

## BALANCE SHEET - PARENT COMPANY

Amount SEK million	Note	2020	2019	Amounts SEK million	Note	2020	2019				
<b>Assets</b>											
<b>Non-current assets</b>											
Intangible assets											
Capitalised expenditures for program development	K	4.0	3.0	Share capital		39.4	39.4				
<b>Total intangible assets</b>		<b>4.0</b>	<b>3.0</b>	Statutory reserve		29.6	29.6				
<b>Property, plant and equipment</b>											
Equipment, tools, fixtures and fittings	L	0.4	0.3	<b>Total restricted equity</b>		<b>69.0</b>	<b>69.0</b>				
<b>Total property, plant and equipment</b>		<b>0.4</b>	<b>0.3</b>	<b>Non-restricted equity</b>							
<b>Financial assets</b>											
Participations in associated companies	D		-	Accumulated profit or loss		-40.0	-19.0				
Participations in Group companies	N	396.4	515,5	Share premium account		507.5	507.5				
Other non-current receivables		4.2	7.2	Profit for the year		208.9	8.5				
<b>Total financial assets</b>		<b>400.6</b>	<b>522.7</b>	<b>Total non-restricted equity</b>		<b>676.4</b>	<b>497.0</b>				
<b>Total non-current assets</b>		<b>405.0</b>	<b>526.0</b>	<b>Total equity</b>		<b>745.4</b>	<b>566.0</b>				
<b>Current assets</b>				Untaxed reserves	P	0.0	0.0				
<b>Current receivables</b>				<b>Liabilities</b>							
Receivables from Group companies		367.2	341.1	<b>Non-current liabilities</b>							
Other receivables		0.8	24.3	Liabilities to credit institutions		86.3	101.9				
Current tax assets		2.2	10.7	Other non-current liabilities		49.3	108.1				
Prepaid expenses and accrued income	O	1.1	1.3	<b>Total non-current liabilities</b>		<b>135.6</b>	<b>210.0</b>				
<b>Total current receivables</b>		<b>371.3</b>	<b>377.4</b>	<b>Current liabilities</b>							
Cash and cash equivalents		296.2	94.1	Trade payables		1.6	3.1				
<b>Total current assets</b>		<b>667.5</b>	<b>471.5</b>	Liabilities with Group companies		77.6	90.4				
<b>TOTAL ASSETS</b>		<b>1,072.5</b>	<b>997.5</b>	Liabilities to credit institutions		100.5	114.6				
<b>TOTAL EQUITY AND LIABILITIES</b>				Other liabilities		0.4	0.4				
				Accrued expenses and deferred income	Q	11.3	13.0				
				<b>Total current liabilities</b>		<b>191.4</b>	<b>221.5</b>				
				<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,072.5</b>	<b>997.5</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 or loss	
<b>Opening balance 01/01/2019</b>	<b>36.2</b>	<b>29.6</b>	<b>363.6</b>	<b>-2.4</b>	<b>427.0</b>
Profit for the year				8.5	8.5
Cash issue private placement	3.2	-	143.9		147.1
Conversion rights for convertible debt instruments	-	-	-	1.5	1.5
<b>Transactions with shareholders</b>					
Dividend in respect of 2018	-	-	-	-18.1	-18.1
<b>Closing balance 31/12/2019</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>-10.5</b>	<b>566.0</b>
<b>Opening balance 01/01/2020</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>-10.5</b>	<b>566.0</b>
Profit for the year	-	-	-	208.9	208.9
<b>Transactions with shareholders</b>					
Dividend in respect of 2019	-	-	-	-29.5	-29.5
<b>Closing balance 31/12/2020</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>168.9</b>	<b>745.4</b>

## CASH FLOW - PARENT COMPANY

Amount SEK million	Note	2020	2019
<b>Cash flow from operating activities</b>			
Operating profit/loss		-19.5	-26.1
Adjustment for items not included in cash flow		-1.0	-1.7
Depreciation of non-current assets		1.1	0.1
Dividends from Group companies		4.8	4.8
Interest received		2.8	2.3
Interest paid		-7.8	-2.8
Income tax paid		7.5	-0.8
<b>Cash flow from operating activities before change in working capital</b>		<b>-12.1</b>	<b>-24.2</b>
<b>Change in working capital</b>			
Increase/decrease in current receivables		-29.0	-143.8
Increase/decrease in current liabilities		-16.3	44.4
<b>Cash flow from operating activities</b>		<b>-57.4</b>	<b>-123.6</b>
<b>Investing activities</b>			
Sale of subsidiaries		342.2	-
Acquisitions of subsidiaries/shareholder contributions		-3.0	-91.7
Acquisition of tangible assets		-2.3	-3.0
<b>Cash flow from investing activities</b>		<b>336.9</b>	<b>-94.7</b>
<b>Financing activities</b>			
New share issue and convertibles		-	194.4
Amortisations	S	-85.2	-128.5
Group contributions received		40.0	29.0
Dividend paid		-29.5	-18.1
New loan		-	228.7
<b>Cash flow from financing activities</b>		<b>-74.7</b>	<b>305.5</b>
<b>Cash flow for the year</b>		<b>204.8</b>	<b>87.2</b>
Cash and cash equivalent at beginning of year		94.1	8.6
Exchange rate differences in cash and cash equivalents		-2.7	-1.7
<b>Cash and cash equivalent at year end</b>		<b>296.2</b>	<b>94.1</b>

# Notes - Parent Company

## 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.

### 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 2018 and 2019 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	2020	2019
Accrued fees	34.1	36.0
Other revenue attributable to consultancy activities	-	1.1
<b>Total</b>	<b>34.1</b>	<b>37.1</b>

## NOTE C. PURCHASES AND SALES BETWEEN GROUP COMPANIES

SEK million	2020	2019
Purchases (as a % of Other external expenses)	4.1	17
Sales (as a % of Total operating income)	100	100

## NOTE D. AUDITORS FEES

SEK million	2020	2019
Remuneration for audit assignment	1.0	0.9
Remuneration for auditing activities in addition to the audit assignment	0.5	0.5
Remuneration for tax consultancy services	-	-
Remuneration for other assignments	-	1.4
<b>Total</b>	<b>1.5</b>	<b>1.4</b>

## NOTE E. EMPLOYEES

Average number of employees	2020	2019
Men	4	3
Women	5	7

### SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS, 2020

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and CEO	6.0	2.5	2.7	1.1
Other employees	12.7	2.6	4.4	5.1
<b>Total</b>	<b>18.7</b>	<b>5.1</b>	<b>7.1</b>	<b>6.2</b>

### SALARIES, OTHER REMUNERATION, PENSIONS AND SOCIAL SECURITY CONTRIBUTIONS - 2019

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and CEO	11.0	3.6	5.2	3.2
Other employees	5.5	1.5	1.6	1.5
<b>Total</b>	<b>16.5</b>	<b>5.1</b>	<b>6.8</b>	<b>4.7</b>

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

SEK million	2020	2019
Sale/liquidation of subsidiaries	206.7	-
Dividend from subsidiaries	4.8	4.8
Group contributions	40.0	29.0
<b>Total</b>	<b>251.5</b>	<b>33.8</b>

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

SEK million	2020	2019
The following items are included in tax expense:		
Tax on profit for the year	0.0	0.0
<b>Total</b>	<b>0.0</b>	<b>0.0</b>
<b>Profit/loss before tax</b>	<b>209.9</b>	<b>7.6</b>
Tax according to applicable rate 21.4%	-44.9	-1.6
<b>Tax effect of:</b>		
Expenses, non-deductible	-1.0	5.1
Income not liable to tax	45.9	0.9
<b>Reported tax</b>	<b>0.0</b>	<b>0.0</b>

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

SEK million	2020	2019
Exchange-rate gains	29.9	8.6
Dividends from associated companies	-	0.4
Interest income, external	0.3	0.2
Interest income, internal	2.5	2.1
<b>Total</b>	<b>32.7</b>	<b>11.3</b>

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

SEK million	2020	2019
Exchange-rate losses	-44.0	-8.2
Interest expense, external	-7.7	-2.5
Interest expense, internal	-0.1	-0.3
<b>Impairment of minority interests</b>	<b>-3.0</b>	<b>-</b>
<b>Total</b>	<b>-54.8</b>	<b>-11.0</b>

**NOTE I. APPROPRIATIONS**

SEK million	2020	2019
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 K. CAPITALISED EXPENDITURES FOR PROGRAM DEVELOPMENT**

SEK million	2020	2019
Opening cost	6.9	3.9
Disposal	-3.9	-
Purchases for the year	2.0	3.0
<b>Closing accumulated cost</b>	<b>5.0</b>	<b>6.9</b>
Opening depreciation	-3.9	-3.9
Disposal	3.9	-
Depreciation for the year	-1.0	-
<b>Closing accumulated depreciation</b>	<b>-1.0</b>	<b>-3.9</b>
<b>Closing residual value</b>	<b>4.0</b>	<b>3.0</b>

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

SEK million	2020	2019
Opening cost	1.6	1.6
Disposal	-1.1	-
Purchases	0.3	-
<b>Closing accumulated cost</b>	<b>0.8</b>	<b>1.6</b>
Opening depreciation	-1.3	-1.2
Disposal	1.0	-
Depreciation for the year	-0.1	-0.1
<b>Closing accumulated depreciation</b>	<b>-0.4</b>	<b>-1.3</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	
			2020	2019	
Mirakelbolaget AB	556835-4350	Stockholm	Program development	50%	50%
				0.0	0.0

**NOTE N. PARTICIPATIONS IN GROUP COMPANIES**

<b>Book value, SEK million</b>	<b>2020</b>	<b>2019</b>
<b>Sweden (registered office Stockholm)</b>		
Rejlers Sverige AB	125.1	100.7
Rejlers Energitjänster AB	-	0.1
Nes AB	70.9	70.2
Råbe Industrikonsult i Örnsköldsvik AB	-	0.4
Råbe Industrikonsult i Göteborg AB	-	0.3
<b>Finland</b>		
Rejlers Finland Oy (formerly Rejlers Oy)	44.4	44.4
<b>Norway</b>		
Rejlers Norge AS	155.8	155.8
Rejlers Embriq AS	-	143.6
<b>Total</b>	<b>396.4</b>	<b>515.5</b>

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

**NOTE P. UNTAXED RESERVES**

<b>SEK million</b>	<b>2020</b>	<b>2019</b>
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**

<b>SEK million</b>	<b>2020</b>	<b>2019</b>
Accrued pay	3.6	3.7
Accrued social security contributions	2.0	3.4
Other	5.7	5.9
<b>Total</b>	<b>11.3</b>	<b>13.0</b>

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

<b>SEK million</b>	<b>2020</b>	<b>2019</b>
Prepaid rent	-	-
Accrued income	-	-
Other	1.1	1.3
<b>Total</b>	<b>1.1</b>	<b>1.3</b>

**NOTE R. CONTINGENT LIABILITIES**

<b>SEK million</b>	<b>2020</b>	<b>2019</b>
Contingent liabilities	None	None

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

	<b>Non-cash items</b>			
	<b>2019</b>	<b>Cash flow</b>	<b>Reclassifications</b>	<b>2020</b>
Non-current liabilities to credit institutions, SEK million	101.9	-11.1	-4.5	86.3
Current liabilities to credit institutions, SEK million	114.6	-14.1	-	100.5
Other non-current liabilities	60.0	-60.0	-	-
<b>Reconciliation of liabilities attributable to financing activities, SEK million</b>	<b>276.5</b>	<b>-85.2</b>	<b>-4.5</b>	<b>186.8</b>

	<b>Non-cash items</b>			
	<b>2018</b>	<b>Cash flow</b>	<b>Reclassifications</b>	<b>2019</b>
Non-current liabilities to credit institutions, SEK million	91.3	228.7	-222.3	101.9
Current liabilities to credit institutions, SEK million	28.5	-228.7	209.4	114.6
<b>Reconciliation of liabilities attributable to financing activities, SEK million</b>	<b>119.8</b>	<b>0.0</b>	<b>-12.9</b>	<b>216.5</b>

# Assurance

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, 31 March 2021 Rejlers AB (publ)

**PETER REJLER**

Chairman

**JAN SAMUELSSON**

Vice chairman

**LISA REJLER**

Board member

**HELENA LEVANDER**

Board member

**PATRIK BOMAN**

Board member

**BJÖRN LAUBER**

Employee representative

**STEN PETTERSSON**

Employee representative

**VIKTOR SVENSSON**

President and CEO

Our audit report was submitted on 31 March 2021

Deloitte AB

**JOHAN TELANDER**

Authorized Public Accountant

# Auditor's report

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

## Report on the annual accounts and consolidated financial statements

### Opinions

We have audited the annual accounts and consolidated accounts of Rejlers AB (publ) for the financial year 2020-01-01 - 2020-12-31 except for the corporate governance statement on pages 14-17. The annual accounts and consolidated accounts of the company are included on pages 7-54 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the parent company as of 31 December 2020 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2020 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 14-17. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the statements of comprehensive income and statements of financial position for the group.

Our opinions in this report on the the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's audit committee in accordance with the Audit Regulation (537/2014) Article 11.

### Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 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 to provide a basis for our opinions.

### Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

### Revenue recognition for fixed price projects

#### Risk description

Revenue recognition for fixed-price projects means that assessments must be made. Rejlers applies percentage of completion for fixed-price projects, corresponding to the invoiced price less any deviations between work in progress and the percentage of completion. Revenue recognition and measurement of fixed-price projects are associated with risks linked to each individual assignment. Recognition of revenue builds on judgment and estimates in the projects regarding the level of completion and risks in implementation, which may have a significant impact on the Group's net sales and profit. These assessments and risks are primarily uniform for each geography of presence.

For further information, refer to the section on risks and risk management on page 11, the Group's accounting policies in Note 2 and Note 4 in the annual report.

### Audit procedures

Our audit procedures included, but were not limited to:

- evaluation of the company's principles for revenue recognition and compliance with them for the various kinds of projects;
- evaluation of the control environment within the revenue process, mainly with regard to confirmation and follow-up of projects;
- data analytics for a number of selected projects to ensure that all accrued time is reflected in the invoicing and subsequent payment;
- review of internal and external documentation that forms the basis of the management's assessment of outstanding assignment risks in on-going projects; and
- assessing whether adequate disclosures have been provided in the financial statements.

### Other information than the annual accounts and consolidated accounts

The other information consists of the remuneration report as well as the pages 1-6 in this document that also contains other information than the annual accounts and consolidated accounts. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, the Board of Directors and the Managing Director are responsible for the assessment of the company's and the Group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend to liquidate the company, to cease operations, or have no realistic alternative but to do so.

The Audit Committee shall, without prejudice to the Board of Director's responsibilities and tasks in general, among other things oversee the company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic

decisions of users taken on the basis of these annual accounts and consolidated accounts.

A further description of our responsibility for the audit of the annual accounts and consolidated accounts is available on Revisorsinspektionen's website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar). This description is part of the auditor's report.

#### **Report on other legal and regulatory requirements**

##### **Opinions**

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Rejlers AB (publ) for the financial year 2020-01-01 - 2020-12-31 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit to be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

##### **Basis for Opinions**

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the Group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

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

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

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the Group's type of operations, size and risks place on the size of the parent company's and the Group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the Group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

**Auditor's responsibility**

Our objective concerning the audit of the administration, and thereby our opinion about 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 Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

A further description of our responsibility for the audit of the administration is available on Revisorsinspektionen's website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar). This description is part of the auditor's report.

**Auditor's examination of the corporate governance report**

The Board of Directors is responsible for that the corporate governance statement on pages 14-17 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's auditing standard RevU 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.

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

Deloitte AB, was appointed auditor of Rejlers AB by the general meeting of the shareholders on April 22, 2020 and has been the company's auditor since May 2, 2013.

Stockholm, 31 March 2021  
Deloitte AB

**JOHAN TELANDER**  
Authorised Public Accountant

# Annual General Meeting 2021

The Annual General Meeting of Rejlers AB (publ) will be held on Thursday, 22 April 2021, at 4:00 p.m. in the company's premises on the 3rd floor of Lindhagensgatan 126 in Stockholm.

## Registration

Shareholders registered in the shareholders' ledger administered by Euroclear Sweden AB on Wednesday, 14 April 2021 have the right to participate. Those intending to participate in the AGM must register no later than 16 April 2021, either by phone: +46 (0)73-440 41 63, by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se) or in writing to Rejlers AB at address:

Annual General Meeting  
Rejlers AB (publ)  
Box 30233  
SE 104 25 Stockholm, SWEDEN

Upon registration, shareholders must provide their name, personal/corporate ID number, address and telephone number along with the number of shares represented.

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

Shareholders with shares registered to nominees ("on behalf of the owner") must register the shares temporarily in their own name before 16 April 2021 to gain the right to participate in the AGM. Shareholders must inform nominees of this well in advance of this date.

## Proxies for agents

Shareholders represented by agents must complete proxies for their agents. Proxies should be sent to the company at the above address in good time before the AGM. If a proxy is issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached.

## Postal voting

The company's Board of Directors has decided that the shareholders will exercise their voting rights at the Annual General Meeting by post and email pursuant to Section 3 of Act (2020:198) on Temporary Exemptions to Facilitate the Implementation of General Meetings. In the postal voting, a special form shall be used, which is available on the company's website, [www.rejlers.com/se](http://www.rejlers.com/se). Shareholders who want to exercise vote through the post must send in the form for postal voting to the company in accordance with the instructions provided in the form.

## Agenda

The AGM must address matters as prescribed by law and the company's articles of association as well as additional matters described in the notice to attend.



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