

”Our vision Home of the Learning Minds guides us to continuous learning, development and growth.”





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The audited annual and consolidated accounts can be found on pages 54-101.

The statutory sustainability report can be found on pages 16-48.

# CATALYSING THE SUSTAINABLE TRANSFORMATION



Rejlers is one of the leading engineering consultancy firms in the Nordic region. Our cutting-edge expertise helps companies, public authorities and other organisations meet the societal challenges of tomorrow. We create value as a catalyst for our customers' efforts to achieve a sustainable society. Rejlers has around 3 300 experts in technology for energy transition, industry transformation and future-proofing communities through carbon-neutral, climate-adapted and resilient infrastructure and built environment.

Rejlers was founded in 1942 and ever since then, we have built our success on the ability to constantly embrace new knowledge. Today, our primary focus is on supporting the sustainable transformation. Our vision Home of the Learning Minds guides us to continuous learning, development and growth.

Rejlers is a corporate group, with Nordic roots and operations in Sweden, Finland, Norway and the United Arab Emirates. In our assignments, we collaborate across both countries and different technology areas of expertise within the organisation.

# HOME OF THE LEARNING MINDS

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

## Home – Our culture

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

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



## Learning – Continuous development

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

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

## Minds – How we act

At Rejlers, we always strive to utilise the combined expertise of both our employees and our customers. This is why we have a strong focus on making the leadership of the company encouraging, trusting and communicative. We attach equal importance to our collegiality, which means that everyone takes personal responsibility for their learning and their continuous development.

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



# MINDS

# LEARNING

# NEW REJLERS ACHIEVES RECORD EARNINGS IN TOUGH TIMES

Despite a year filled with geopolitical concerns, inflation, high interest rates, and a weaker economy, Rejlers still had a strong year and continued its renewal process. In 2023, the Group had higher earnings than ever before, we made our largest acquisition to-date and we strengthened our sustainability work, all of which ensures our relevance in a market characterised by the shift to a sustainable society.

**If 2022 was a really strong year for Rejlers,** 2023 was more challenging in the market – but all in all, another strong financial year for us. After the first quarter of the year, the sharp inflation and rapidly rising interest rates gradually cooled down those parts of our market that are aimed at the property sector and, to some extent, the industry. In other operating areas, however, the market remained strong and possibly stronger than ever within energy, driven by the on-going transformation of the entire energy system.

**All in all, 2023** was nonetheless a new strong year for Rejlers. Consolidated annual sales of SEK 4,088 million (3,513) mean a growth of more than 16 per cent, with a strong organic growth of 5 per cent. The group had earnings at a record level, with an EBITA for the full year that ended up at SEK 306.2 million (287.3). It was less positive that the margin growth did not really keep up, partly due to non-recurring costs of SEK 20 million and partly due to exposure to the crisis in the property market. The EBITA margin amounted to 7.5 per cent (8.2). The adjusted EBITA margin was 8.0 per cent.

**We are continuing to work tirelessly** to achieve our long-term goal of an EBITA margin of 10 per cent over a business cycle by the end of 2025. As an adjustment to the economic downturn, we unfortunately needed to lay off 75 employees in the most impacted operating areas in the fourth quarter. At the same time, we recruited in the areas that target customers within energy and infrastructure. With these measures, we are now more adapted to the prevailing market and can continue the journey towards better margins through continued focus on efficiency, leadership and higher fees.

**In the 2023 financial year,** we also continued to make strategic acquisitions. The bid for Swedish listed Eurocon, consolidated as of 1 April, was the largest acquisition in Rejlers' history. In order to ensure a continued strong balance sheet in spite of the record deal, we carried out a new share issue equivalent to half of the purchase consideration in May. The belief in our ability and future potential was reflected in this issue being oversubscribed. The majority of Eurocon's nearly 300 employees are located in northern Sweden, a fact that has given Rejlers a completely new position in the green industrial

VIKTOR SVENSSON

transformation taking place in northernmost Sweden. At the same time, this acquisition strengthened our offering to the process industry and our ability to carry out major projects and provide comprehensive solutions.

**Rejlers has always been on the forefront** in terms of technological answers to the greatest societal challenges. Today, the transition to a sustainable society is the overriding priority in both the public and private sectors. Investments are increasingly being made in new technologies and new methods to counteract the human-caused climate changes, to improve our resource efficiency and to handle waste in a sustainable manner. This means that it is a golden age for us as a technical consulting firm. Our relevance in the market is directly linked to our ability not only to actively participate in the transformation of our own operations, but also to effectively meet our customers' growing needs for support. By serving as a catalyst in our customers' journey towards sustainable change, we are well positioned to achieve our strategic goals of significant growth and sustainable profitability.

**Net sales:**

**4.1 billion SEK**

**EBITA:**

**306.2 million SEK**

**Employees:**

**3,254**

## VIKTOR COMMENTING ON 2023

In 2023, we accelerated our sustainability work. We began the year with the recruitment of Malin Ljung Eiborn as the newly appointed Sustainability Director at the Group level with a place in the Group management team. She is leading the work of transforming Rejlers into a modern, green technology consultant that supports customers in the energy transition, the industrial transformation and the necessary future-proofing of our communities. Towards the end of the year, Rejlers adopted a new sustainability strategy that includes new strategic targets. We are, among other things, in the process of setting ambitious science-based climate goals (Science Based Targets), and by 2030, we will carry out sustainability analyses of all customer projects to identify how our customers can become more sustainable. Today, being on the offensive within sustainability is a prerequisite for achieving our financial targets.

**A stronger sustainability profile** also helps to develop and strengthen Rejlers' brand among both customers and current and potential employees. Our important branding efforts make it increasingly easier for us to recruit new employees in all of our countries. In Sweden, we retained our top position among the technical consultants in Universum's ranking of the country's best employers in 2023. As the "big, small" company, Rejlers stands out. Large enough for the most exciting assignments and large framework agreements, we are at the same time small enough for all employees to be seen and get feedback when they make their voice heard. Our employees are close to each other and can easily exchange knowledge and experiences. The vision of Rejlers as the "Home of the Learning Minds" stands for a warm and welcoming culture



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”Rejlers is big enough for the most exciting assignments, and at the same time small enough for all employees to be seen and get feedback when they make their voice heard.”

## NUMBERS 2023:

### EBITA

306.2 SEK million

SEK million



### Net sales

4.1 SEK billion

SEK billion



### EBITA, Margin

7.5%

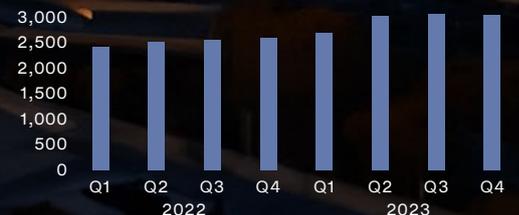
%



### Numbers of employees

3,254

SEK million



## VIKTOR COMMENTING ON 2023

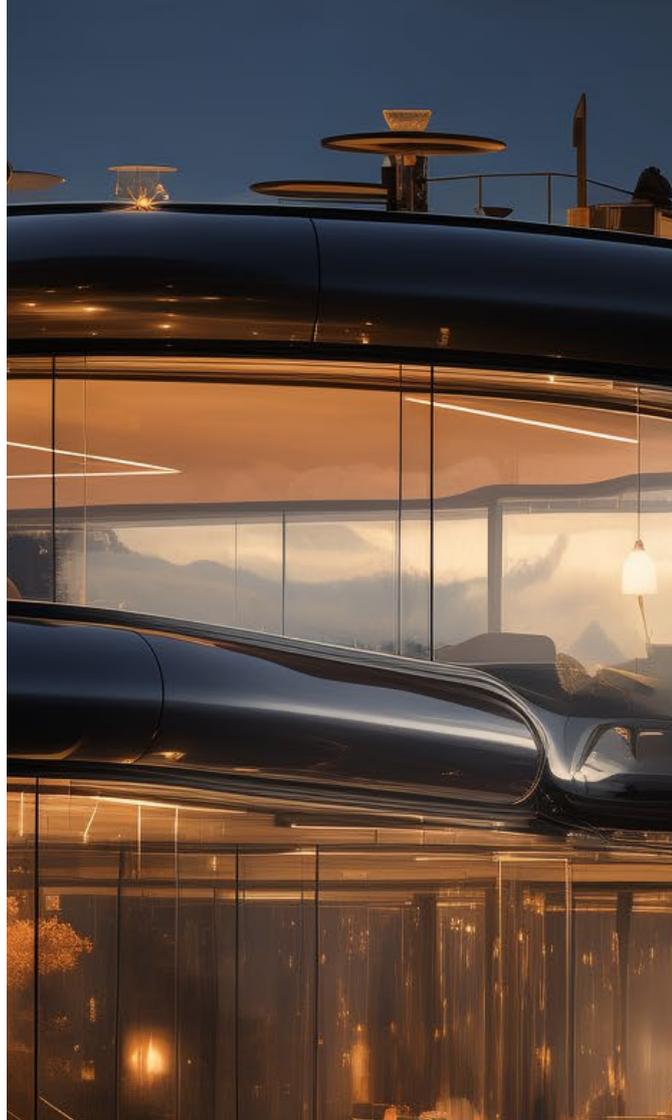
where no one thinks they know everything, but everyone is constantly open to learning new things. One particularly strong contribution to building our brand is our increasingly popular knowledge channel on YouTube, "Rejlers Play", where our Head of Learning, Jesper Börjesson discusses current issues connected to community-building with interesting, high profile guests. During the year, we also successfully launched Rejlers Play in Finland.

**We have continued to focus** on developing leadership and improving the quality of our operating activities. The journey of change we are on is making Rejlers ever stronger. To be as present as possible as CEO, while at the same time keeping my finger on the pulse of the business, I travel out to one of our 100 offices in our four countries every Thursday-Friday. This is probably the most fun part of my job, as I get the opportunity to both listen and learn for myself and to inform employees about how Rejlers as a whole is moving forward. If I fast-forward through my visits of the past six years, I realise what an incredible journey we have made. On-site in our modern offices today, it is really possible to begin to see the new Rejlers that we envisioned when we staked out the path to 2025 once upon a time. Nowadays, you are greeted by a warm, positive and forward-looking spirit that inspires me even more to continue driving the change!

**Of course, I have no crystal ball on hand**, but when I look ahead, I still see that our order book is well-filled and at the same time we are better equipped for today's market after the steps we took at the end of 2023. There continues to be great needs in the energy sector, industry and the modernisation of society. Our expertise as technical consultants with a strong focus on sustainability is timely and the chances are good for a gradually strengthened market in 2024.

**Lastly, I would like to thank** all our employees for their continued strong efforts in 2023. I feel that you are all affirming our journey of change towards a larger, more profitable and more learning company that serves as a catalyst for our customers' sustainable transformation. In addition, of course, I want to thank our customers and shareholders for their continued trust, and I hope that they feel the same confidence in the future that I do. Go Rejlers!

**Viktor Svensson,**  
President and CEO



Three acquisitions in 2023

### **Rejlers conducted, among other, the following three strategic acquisitions in Sweden, Finland, and Norway:**

#### **Eurocon Consulting AB**

A Swedish technical consulting firm with specialist expertise in the process and manufacturing industry, infrastructure and information systems and experience of large and complex project commitments. Increases exposure to planned and ongoing sustainability investments in northern Sweden.

#### **Climaconsult**

A Finnish engineering consultancy that provides competence in heating, ventilation, air-conditioning, piping, plumbing and automation. Strengthens our offering in indoor air climate, piping and plumbing and our strong electrical design expertise.

#### **Karl Knudsen AS**

A Norwegian consulting firm in construction and civil engineering with leading expertise in project management and project engineering. Strengthens our position in the Trondheim region.

## MARKETS:

### Sweden

**1,832** employees in

**46** locations

### Finland

**1,058** employees in

**23** locations

### Norway

**202** employees in

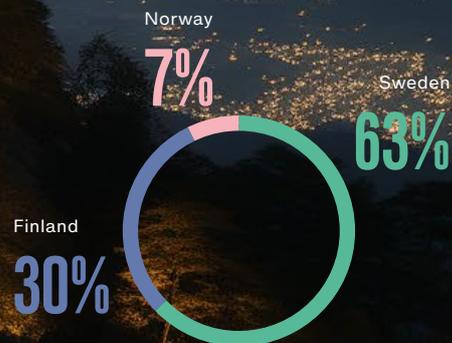
**9** locations

### UAE

**162** employees in

**1** location

### SALES BY COUNTRY, %



# SUSTAINABLE GROWTH THROUGH LEARNING

Rejlers' strategy has its sights set on 2025. On the way there, we will transform into a larger, more profitable and more focused company, catalysing our customers' transformation towards a sustainable society. We will achieve our goals by becoming the industry's most learning organisation and by constantly providing our customers with fresh perspectives and new knowledge.

Our overall and strategic goal is to double Rejlers' size in the period 2018 to 2025, with an average growth of 10 per cent per year. In today's market, driven by the ongoing shift to a sustainable society, a prerequisite for successful value creation and growth is a strong focus on sustainability. Rejlers aims to be a catalyst for our customers' journey of change, focusing on energy transition, industry transformation and the future-proofing of communities. We will keep on growing with a continued focus on our existing geographies.

We are continuously working to strengthen our organisation and delivery capacity to be able to take on ever larger projects, while at the same time always developing our way of working. We constantly evaluate and adapt how we meet our customers' needs and implement changes when necessary. Using Rejlers' own sustainability analysis model, we evaluate assignments from different perspectives to identify possible impact and suggest the best solutions. We also invest in developing the leadership within Rejlers, focusing on our employees developing their expertise and sharing their knowledge.

To remain both an attractive employer and a trusted partner we have ambitious goals for our own sustainability efforts. Most notably, we have committed to set science-based climate targets in line with the Science Based Targets initiative. Our strong corporate culture is another success factor. Even though we have achieved a considerable size after 80 years of supporting society in taking on its most important technical challenges, we maintain a welcoming, trusting and open culture. Led by our vision of Rejlers as the Home of the Learning Minds, we are investing in becoming the industry's most learning organisation. By constantly learning, we create value for our customers with cutting edge technology expertise that accelerates and completes their transition to a sustainable society.

**”Led by our vision of Rejlers as the Home of the Learning Minds, we are investing in becoming the industry's most learning organisation.”**

Our focus is on the ongoing transition to a clean energy system, the sustainable transformation of industry and the future-proofing of society's infrastructure and the built environment. In these areas, we benefit from our extensive expertise and experience to support customers, often in collaboration across borders and different parts of the organisation. Rejlers is investing in expansion through both organic growth and acquisitions. As we still see major growth opportunities in our existing Nordic markets in Sweden, Finland and Norway, we want to continue to grow there. This allows us to take advantage of an already strong position and a well-established organisation.

# STRATEGY SUMMARY:

We are Home of the Learning Minds. Our key to successful value creation and growth is a strong focus on sustainability both externally and internally. By catalysing our customers' transformation we can contribute to the journey towards a sustainable society.

## GROWTH

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

## FOCUS

Focus on energy transition, industry transformation and the future-proofing of communities, with energy and infrastructure as catalysts for future growth

## TARGETS

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- 10% EBITA margin
- 10% average annual growth
- Happy customers and employees
- Climate targets in line with SBTi

## FUTURE

Catalysing our customers transformation towards a sustainable society, increasing the proportion of larger projects, complete solutions and sustainable offers

## EXPANSION

Continuously grow in our core markets in Sweden, Finland and Norway

# WE ARE DRIVING THE TRANSFORMATION

With a new sustainability strategy, Rejlers is investing in helping customers integrate sustainability into all of their projects. This strategy entails a higher level of ambition and focus on the energy transition, the industrial transformation and future-proofing of our communities.

**Despite concerns in the outside world** and a weakened economic cycle, the transition to long-term sustainable development is constantly progressing, with major investments and initiatives. At the same time, development is characterised by the EU's strong focus on sustainability with CSRD, the Corporate Sustainability Reporting Directive, which entails major regulatory changes, and the EU taxonomy, which has changed the conditions for corporate financing.

**The preparations for** fulfilling CSRD are something we truly take seriously at Rejlers. The new requirements have become an important aid in the necessary work to put processes, targets and action plans in place. Focus has shifted to action, to solutions and to how companies should actually be able to deliver on their goals. Of course, this requires investments, but at the same time, CSRD will make all the affected companies better once the work has been completed.

**The geopolitical situation** with wars and unrest has entailed major consequences, mainly in terms of the access to energy, security aspects and secure value chains. At the same time that energy efficiency improvements have become an even more important issue, there is the risk that companies are now prioritising short-term efforts rather than long-term investments in the transformation. It is therefore even more important that we support our customers in their efforts to become

sustainable in the long term. We should serve as a catalyst in our customers' transition and shifted our sustainability work into high gear during the year with a new sustainability strategy. The goal is to deliver value to our customers through innovative solutions in the on-going energy transition, industrial transformation and the creation of future-proof communities.

**The new strategy** is based on us having the greatest impact by being our customers' experts on conversion. Rejlers should highlight the sustainability aspects regardless of whether or not this has been specifically required for the assignment. In the past, focus has largely been on quality, time and technical parameters, but we are pleased to see a development where the sustainability perspective is also being included. This is why Rejlers has developed an analysis model where projects and assignments are assessed from a sustainability perspective. The goal is for the model to be applied in all assignments with the aim of identifying their sustainability potential and offering concrete solutions that mean that our customers achieve their goals faster.

**Rejlers' level of ambition** is high and we want to integrate sustainability thinking into our entire business. We are driving the transformation on a broad front and are convinced that every kind of project can be made more sustainable.

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**“We should serve as a catalyst in our customers’ transition and shifted our sustainability work into high gear during the year with a new sustainability strategy.”**

**In addition to our existing** emissions target of cutting our own carbon dioxide emissions from scope 1, scope 2 and business travel by half between 2020 and 2025, we decided in May 2023 to adopt the requirements in the SBTi (Science-Based Targets initiative). As a result, we are now working to expand the calculation of our emissions to include all of scope 3 to set accurate reduction targets in line with the 1.5-degree target.

**Stable, internal sustainability efforts** are the basis of Rejlers’ sustainability strategy. It involves strong actions in the climate area, a high level of business ethics and an inclusive workplace with healthy employees. We have adopted a new policy for business ethics and in 2024 we will develop new targets in this important area. In the future, we are also planning to supplement our existing gender equality targets with an inclusion target comprising more aspects of diversity. Everyone should feel at home and thrive with us.

**Through our new strategy** and our tools, we will lead our customers in the transition to a more sustainable society. Rejlers’ sustainability work is a part of our business, and is changing in pace with the development of society and our customers. It is a continuously on-going journey. I am convinced that we will not only meet the customers’ expectations, but exceed them.

**Malin Ljung Eiborn,**  
Sustainability Director

# REJLERS' SUSTAINABILITY STRATEGY

It is only through supporting our customers in their efforts to build a sustainable society, while contributing to this ourselves in our own operations, that we at Rejlers can remain relevant in today's market. Our new sustainability strategy takes this into account.

**For over 80 years**, Rejlers has supported companies, public authorities and other organisations in meeting the challenges of the surrounding world. Today, the urgent, ongoing climate crisis calls for an absolute focus on actions to build a sustainable society which minimises green house gas emissions. With its large fraction of the world's total climate emissions, business has a key role to play in this society-wide transition. A strong focus on sustainability has thus become a prerequisite for success for an ambitious, value-creating company like Rejlers.

**It is in our customer assignments** that we can make the most difference. Here, technology experts like Rejlers have the opportunity to serve as a catalyst for our customers' journey of change. Our aim is to compete with sustainability as a driving force. That is why we strive to exceed our customers' expectations by being one step ahead and anticipating their needs, so that we facilitate and accelerate their transition.

**Beyond what we do** for our customers, we have undertaken to reduce our own carbon footprint as a part of our commitment to a sustainable society. We have also set ambitious goals within our own operations when it comes to other aspects of sustainability. This is the only way for us to remain an attractive employer and a trusted partner to our customers.

#### **We are accelerating our sustainability efforts**

To realise these intentions, in 2023 we have complemented and strengthened our overall business strategy with a new sustainability strategy. In a world concentrated on the transition, this addition is a prerequisite for reaching the goals of our overall strategy. At the same time, a sustainable society entails more than just climate neutrality. It also translates into a stronger focus on ethics and people.

#### **Our foundation**

As a foundation for our sustainability strategy, there are four priorities:

- Climate action
- Business ethics
- Inclusive workplace
- Healthy people

These four priorities are all essential for us to fulfil the ambitious sustainability goals set by both Rejlers and our customers. Each priority is connected to specific, measurable targets that we carefully follow up on, in order to secure the practical implementation of our strategy. Read further about our foundation on pages 26–32.

#### **Our focus areas**

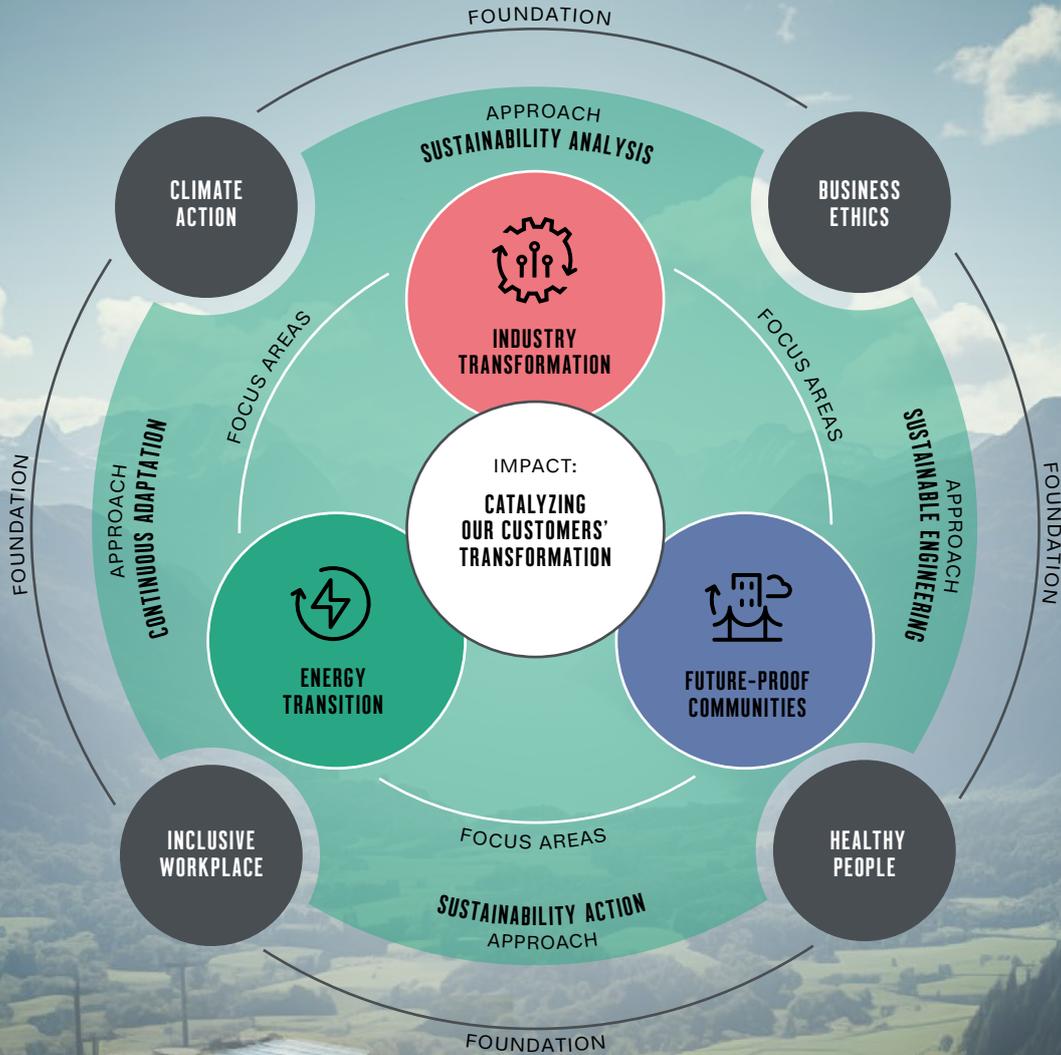
The sustainability strategy also indicates within which areas we need to focus our efforts in order to have the greatest impact and create the most value for our customers. We have chosen to focus on three areas:

- Energy transition,
- Industry transformation
- Future-proofing of communities

**It is within these three areas** where we see that we can contribute most, given the long experience and deep knowledge Rejlers brings. Rejlers' ambitions are high and we want to integrate sustainability thinking into all our operations. We are driving the transition across the board and are convinced that all types of projects can be made more sustainable. Read further about how we aim to support our customers in meeting their challenges in our focus areas on pages 18–25.

# A SUSTAINABLE SOCIETY BY REJLERS

Sustainability Strategy:



# OUR FOCUS AREAS

Our sustainability strategy indicates three focus areas where we can have the greatest impact and create the most value for our customers: energy transition, industry transformation and the future-proofing of communities.



## ENERGY TRANSITION

Removing green house gas emissions from the energy sector is absolutely necessary to mitigate and counter climate change. The ongoing energy transition in society means that the entire energy system is undergoing change. In many cases, our customers play key roles in this transition, as they initiate major investments and projects that will contribute to reduced emissions and change how energy is produced and consumed in the future. Rejlers has a unique position as we support both new and established players in the market in creating tomorrow's clean energy landscape. Together with our customers, we can ensure that the shift to a clean energy system is effective.



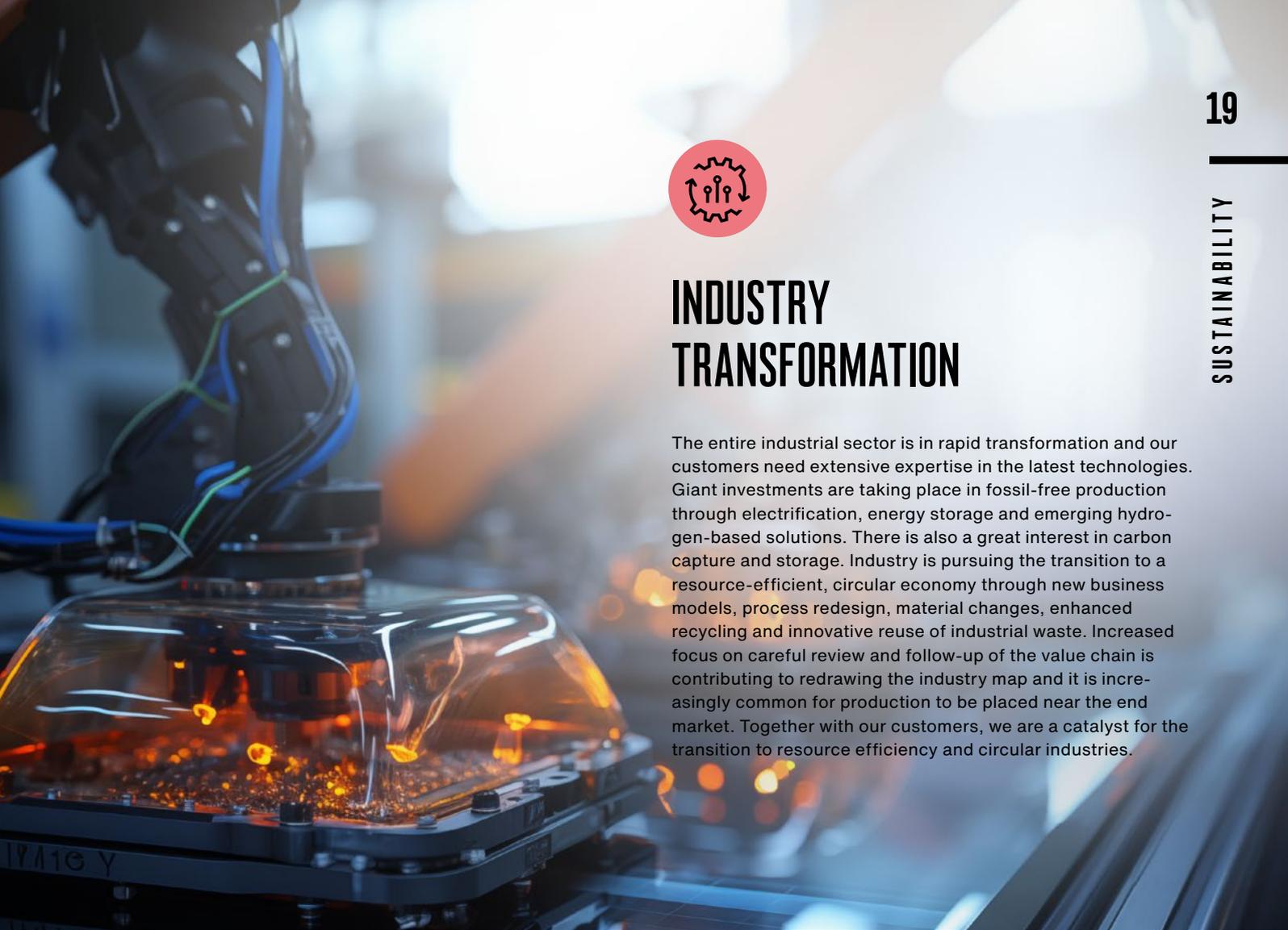
## INDUSTRY TRANSFORMATION

The entire industrial sector is in rapid transformation and our customers need extensive expertise in the latest technologies. Giant investments are taking place in fossil-free production through electrification, energy storage and emerging hydrogen-based solutions. There is also a great interest in carbon capture and storage. Industry is pursuing the transition to a resource-efficient, circular economy through new business models, process redesign, material changes, enhanced recycling and innovative reuse of industrial waste. Increased focus on careful review and follow-up of the value chain is contributing to redrawing the industry map and it is increasingly common for production to be placed near the end market. Together with our customers, we are a catalyst for the transition to resource efficiency and circular industries.



## FUTURE-PROOF COMMUNITIES

The transition to a society based on sustainable development is driving change in many areas. New requirements are being set for both transport systems and the built environment. In the coming years, road infrastructure needs to be adapted to a fossil-free vehicle fleet, the capacity for rail-bound transport is being expanded and both new and existing buildings are becoming more energy-efficient and optimised. Energy efficiency, circularity, digitalisation, cyber security, automation and electrification are crucial components as we lay foundations, rebuild, renovate, adapt and secure our cities and society for the future. With our expertise, we support our customers to enable resilient infrastructure and communities.



# ENERGY TRANSITION



The society-wide energy transition is one focus area where our expertise can contribute to a sustainable society. Major investments are today going into how society is producing, transferring and consuming energy. Rejlers is creating value in all parts of the energy supply chain and, together with our customers, we are enabling a sustainable and efficient shift in the energy system.

**The transition to fossil-free energy** sources requires many new facilities for generating energy. At the same time, the capacity of power grids needs to be expanded. Finally, new solutions must be put in place to store electricity and achieve balance in an energy system that is increasingly dominated by weather-dependent types of energy such as solar and wind. Rejlers supports both new and established market players in their efforts to create the clean energy landscape of tomorrow. Today, around 600 consultants in the group are working on creating value in connection to the energy transition. In addition to this, many specialists in Rejlers' partner network are engaged in this work. We have expertise covering all fossil-free power sources – hydro, wind, solar and nuclear power – as well as all parts of the energy supply chain.

**Through cross-border** cooperation within Rejlers in our different countries, our customers can always count on access to the best competence available. Our expertise covers everything from power plants and solar cell parks, through power lines and transformer systems to the flow of electricity all the way out to businesses and consumers. Rejlers furthermore works with digital solutions for control and optimisation, as well as realising new possibilities to achieve flexibility in the electricity system with hydrogen- and battery-based energy storage solutions.

**Rejlers creates value** for customers from early stages, for example with preliminary studies to identify how they can meet different challenges, on to developing various technical solutions. We also support them with the design, planning and execution of projects, as well as with optimising the finished installation in a managing phase. Increasingly, Rejlers also assumes comprehensive responsibility for projects from start to finish.

**“Our expertise covers everything from power plants and solar cell parks, through power lines and transformer systems to the flow of electricity all the way out to businesses and consumers”**

**Aside from traditional energy companies,** a new type of customer is emerging, ones who are building their own energy production installations, looking for energy storage solutions, want to improve their control or invest in reducing their energy costs. In order to create value in a reality where the technology is developing more or less in parallel to the construction of new facilities, you have to be at the cutting edge of technology. Here, we have a clear advantage, not only in the existing competence and great knowledge within Rejlers, but also in our corporate culture and willingness to always learn and develop.

## REINFORCING LOFOTEN'S ELECTRICITY SUPPLY

Elmea is the network company within Lofotkraft Group, a regional power company owned by the six municipalities of the Lofoten archipelago in Norway. The region is currently in a green transition, where tourism, fisheries, shipyards and aquaculture are all adopting more sustainable practices. As part of this transition, the electricity supply in Lofoten is being reinforced. In September 2023 Rejlers signed an agreement to support Elmea with technical expertise.

In a project to ensure a reliable power supply fit for the future in the region, Rejlers will contribute with expertise in the design of several 22kV line and cable routes, including ground, sea and overhead power lines as well as substations. Rejlers will lead the project with particular attention given to environmental and safety aspects.

“This is a long-term investment that will benefit both residents and businesses in Lofoten. Our main challenge is to meet the increasing demand for capacity in an efficient way, and this project is an important part of that work,” comments Pål Martinussen, CEO of Elmea.



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## HABO ENERGI INVESTS IN ENERGY STORAGE

In the ongoing transition to a sustainable energy system, an increasing part of our power supply comes from solar and wind power. This also increases the need to store energy in order to use it at a later time. When the municipal company Habo Energi turned to Rejlers to carry out an analysis of what route would be suitable to strategically develop the local power network in Habo, Sweden, it resulted in a recommendation to build a battery storage facility.

The conclusion was that this would give Habo Energi both commercial and sustainability-related advantages. The battery storage can help to stabilise the frequency in the Swedish power grid, provide opportunities to store energy when electricity rates are low and then sell it at a higher price level, and let the company cut peak power levels in the local network, thereby avoiding certain investments. Following the analysis, Rejlers also got the assignment to prepare procurement documentation for a battery storage facility with a storage capacity of up to 2 MWh.

“We have a long and well-established cooperation with Rejlers and know that they have good competence and the experience to support us with these issues. They have helped us both to find the right path forward and to take more steps to realising a battery storage facility that meets all our demands, not least when it comes to supporting the power network,” says Patric Jönnervik, Energy Manager at Habo Energi.

# INDUSTRY TRANSFORMATION



The ongoing, fast-paced transition that the entire industry sector is going through is an area where Rejlers can make a substantial impact towards a sustainable society. Giant investments are now seen in developing fossil-free, resource-efficient and circular industrial production for a better tomorrow. Rejlers enables this shift with broad expertise in the latest technologies.

**In order to stay** competitive and get access to capital today, industrial companies need to be part of the transformation to a sustainable society. We are seeing several examples where large, well-established companies are being challenged by new, disruptive players and are under pressure to change to remain relevant and successful. New possibilities offered by digitalisation, automation and optimising technologies further fuel the transformation towards a resource-efficient and circular industry increasingly powered by renewable energy. Investments are also driven by a stronger focus on the scrutiny and follow-up of supply chains, leading to a redrawing of the industrial map with production being moved closer to end-markets. Today, security threats are also increasingly on the industry agenda, and perhaps in particular cybersecurity.

**Based on extensive** expertise and long experience within the sector, Rejlers supports both new and established industrial companies in their transformative efforts. We bring innovation, technology development and new ways of thinking into our customers' business, catalysing the transformation together with them. In total, Rejlers has 1,150 experts who work with a wide range of industries, collaborating with both small-scale, but fast-moving, start-ups and long-established players.

**Rejlers covers a broad spectrum** of knowledge and can offer everything from complete turn-key solutions to expertise, project management and technical services. We flexibly cooperate across borders within the group to guarantee customers the best possible competence. Our strong network of complementary specialists can also support us.

**A major part of Rejlers' value** creation for industry today concerns the reduction or elimination of greenhouse gas emissions, an area where we benefit from our strong position and expertise within energy. Both new and established companies are, for example, investing heavily in electrification, energy storage and emerging hydrogen-based solutions. For companies presently not able to free themselves of carbon completely, there is also a great interest in carbon capture and storage.

**“New possibilities offered by digitalisation, automation and optimising technologies further fuel the transformation towards a resource-efficient and circular industry increasingly powered by renewable energy”**

**Industry is furthermore** seeking ways of transitioning to a more resource-efficient and circular economy by finding new business models, redesigning processes, changing materials and products, enabling recycling and identifying new uses for the waste generated by industrial operations. This offers opportunities for new players to make inroads in different industrial markets. Rejlers has strong expertise in this area and supports an increasing number of customers, old as well as new ones, investing in the realisation of new business opportunities based on circular flows.



## REDUCED EMISSIONS AT HEAT AND POWER PLANT IN FINLAND

**Finland's Ministry** of Economic Affairs and Employment has granted approximately EUR 4 million to the investment in a heat storage and heat pump facility at Savon Voima's combined heat and power plant in Joensuu. Funded by the EU's Recovery and Resilience Facility, the project supports Savon Voima in achieving its climate targets, reducing carbon dioxide emissions by an estimated 3,460 tonnes per year. As Savon Voima's long-standing partner, Rejlers is responsible for the basic design of the heat pump plant and for the detailed design of the district heat accumulator.

"The accumulator enables more efficient optimisation of the electricity production while also improving the security of district heat supply in Joensuu. With modern heat pumps, even low-temperature heat sources, such as river water used for cooling water, can be utilised in the district heat production. This will improve the energy efficiency of the plant and promote carbon neutrality," says Jukka Varonen, Project Manager at Savon Voima.

## NEW SKELLEFTEÅ FACTORY IN GREEN BATTERY SUPPLY CHAIN

With extensive support from Rejlers' experts within industrial manufacturing, South Korean chemical company Dongjin has set up a new factory in Skellefteå, Sweden. The site is manufacturing conductive slurry materials for batteries, mainly as part of the supply chain for Northvolt's big new factory producing green batteries in the same city. In this way, the project is supporting the transformation of the European automotive industry in view of a future society free from carbon dioxide emissions.

Dongjin turned to Rejlers for the establishment of two lines of production, of which one was launched in 2023 and the second one is in its final stages. As complete service provider, Rejlers has been responsible for process and mechanical engineering, piping, electricity and instrument automation. Although this is not a turnkey EPCM project, key parts of this model have been in play, with Rejlers taking charge of commissioning, construction, engineering and management, as well as supporting Dongjin within procurement. Given the European and Swedish standards, strict environmental demands and legal requirements have been key for the execution of the project.

<sup>1</sup> EPCM = Engineering, Procurement, and Construction Management

# FUTURE-PROOF COMMUNITIES



Future-proofing communities means adapting society to new, decarbonised ways, while making it resilient to a changing climate and increased digital vulnerability. Within this focus area, Rejlers contributes to a sustainable society through supporting essential investments in the built environment, cities and infrastructure.

**To be sustainable**, society must reduce green house gas emissions to stop climate change and be made resilient to the effects of global warming that we cannot prevent. Making our communities future-proof necessitates major changes to, and investments in, new and existing road and rail-bound networks, communications infrastructure, buildings and entire city districts. We need fossil-free vehicles, electrified public and freight transport, energy efficient buildings, resilient built environments and urban ecosystems, as well as robust IT systems with strong information and network security.

**Rejlers has the technical** expertise to support and guide customers in all of these areas. Grounded in our vision of being Home of the Learning Minds, we also constantly learn and develop within everything that we work on, aiming to create even more value for our customers as their trusted partner. Rejlers has around 1,500 experts working with a focus on future-proof communities. We often support customers in evaluating what investments would create the most sustainable value over time, from a life cycle perspective. This ensures that investments made will be both accurate and efficient, resulting in sustainable and resilient infrastructure and communities.

**When it comes to infrastructure**, Rejlers creates value for customers in a wide range of areas in connection to the ongoing and society-wide sustainable transition. We work with everything from preliminary studies, design and planning to delivering complete technical solutions or taking full responsibility for entire projects. Good cooperation between Rejlers' consultants based in different countries increases the scope of our support for individual customers, especially within railway and tramway projects.

**Within the areas of communications** and security, Rejlers creates value by supporting customers in making communities resilient and sustainable in the face of various threats emanating from for example climate change and geopolitical instability. Our expertise covers network planning, optimisation of both mobile and fibre networks, military and civil defence, crisis preparedness and security protection.

**“Our expertise covers network planning, optimisation of both mobile and fibre networks, military and civil defence, crisis preparedness and security protection”**

**Rejlers assists construction firms**, contractors, and property owners within buildings and facilities to enhance sustainability and cybersecurity in construction, operation, and maintenance. Our support extends to helping them meet their carbon footprint targets throughout the building life cycle, from design to demolition. Covering the entire construction process, we focus on optimising operations and maintenance in new buildings. Additionally, we aid our customers in renovating existing buildings, sustainably prolonging their life cycle and improving energy performance.

**Energy efficiency can be achieved** through both physical adaptation and digitalisation allowing smart interaction between technical systems. As information systems become more advanced and cloud-based, they also become more sensitive. Rejlers can coordinate and monitor that stringent requirements within cyber security are met by our customers.

## A CARBON SINK DAY CARE CENTRE

The Martta Wendelin municipal day care centre in Tuusula, Finland, is a wooden building designed by AFKS Architects to provide facilities for around 200 children. As measured in cubic metres, it is the country's largest building of its kind built from solid wood. It has been honoured with the Finlandia Prize for Architecture 2023 and is an excellent example of how to transition towards a more carbon-neutral built environment by implementing methods and interventions that are already available.

The orientation of the interior takes advantage of the southern park landscape and sunlight, while an outdoor canopy serves as a centre for children's exterior playing. The structures chosen for the exterior walls, partitions and intermediate floors of the 3,252 square meter building are a single-material CLT massive structure that acts as a carbon sink. Rejlers played a key role in the project by managing the design of its heating, ventilation and air conditioning systems.

## SUSTAINABLE PROPERTY DEVELOPMENT PROJECT IN OSLO

The prestigious property development project Mariakvartalet is a part of OSU's (Oslo S Utvikling) transformation of the former container port in Oslo's Bjørvika neighbourhood, to an attractive new property and business district. Rejlers is responsible for the electrical engineering services in the project, which includes 245 flats with common roof terraces, as well as space for restaurants, shops, services and cultural outlets at street level.

Based on the BREEAM-Nor standard, the project has high sustainability ambitions, with very strict environmental demands covering all steps of the property development. Rejlers will ensure that the new flats offer a high level of energy efficiency which translates into lower energy costs. The BREEAM certification also means clean indoor air, absence of toxins, an allergy-friendly home environment with plenty of daylight, good outdoor areas and easy access to public transportation, as well as plenty of parking for electric cars and bicycles.





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## OUR FOUNDATION

Rejlers strives to have a positive impact by acting as a catalyst for our customers' sustainable transformation. The foundation for ensuring sustainability while creating long-term value for our customers, is made up of four priorities: Climate action, Business ethics, Inclusive workplace and Healthy people.

**The four priorities** in our foundation are all essential for our ability to fulfil our own ambitious sustainability goals, as well as to support our customers in fulfilling theirs. Each priority is connected to specific, measurable targets that we carefully follow up, while managing connected risks. This way we can secure the practical implementation of our sustainability strategy.

## CLIMATE ACTION

The business sector is playing a crucial part in the ongoing transition to fight climate change. We are in the midst of developing a new, carbon-neutral way of living and doing business. In the given situation, our customers are relying on us as technical experts to proactively contribute to their journey towards decreased climate impact.

To be a trustworthy support for our customers' transition, a prerequisite is that we also have an ambitious agenda within our own operations and take continuous steps to decrease our own climate impact. Our customers can count on us to take our responsibility, just as we guide them in taking theirs.

During 2023, Rejlers has committed to set new targets for reduced climate impact according to the Science Based Target initiative (SBTi). Work is ongoing to map all emission sources in scope 3, in order to both set the new targets and submit them for validation by SBTi in the coming year. This represents a further step up for our internal climate actions.

Our journey has already begun. In 2022 we updated our environmental policy, which now clearly states the responsibility of all employees to understand environmental values and to contribute to the company's ambitions. The policy applies to all parts of the Rejlers group. Employees at Rejlers are directly involved, for example through the organisation's strong emphasis on climate considerations when travelling in business. Our business traveling policy and supporting guidelines have been fully implemented in Sweden and their implementation is ongoing in remaining markets.

In the past year we have also digitised our analysis model for identifying and improving the environmental and sustainability impact in our customer assignments, called the Rejlers Sustainalyzer. It will be ramped up for full-scale use throughout the company in 2024 and employees will be trained in how to use Rejlers Sustainalyzer.

### Our targets

- Reduce CO<sub>2</sub> in scope 1 and 2 and business travel by 50 percent until 2025.
- Science-based targets for climate, scope 1, 2 and 3, both near-term and net-zero.<sup>1)</sup>

### Risks and risk management

Rejlers does not have operations that are subject to a permit or notification requirement according to current environmental legislation. Our own environmental impact is limited and mainly related to climate impact through energy use in our offices, business travel and purchases of goods and services. Our indirect influence takes place through our customer assignments. We have many opportunities to guide and support customers so that they can make sustainable choices, for example within energy use, material selection and circular systems.

Through a certified environmental management system and an environmental policy, Rejlers ensures that the environmental and climate impacts are considered in our operations, as well as in our assignments. This also means that there are routines ensuring that current environmental legislation is followed within the entire group. We need to constantly monitor developments and customers' needs linked to the environment and climate change.

<sup>1)</sup> Rejlers is in the process of formulating climate targets within the Science-Based Target initiative (SBTi).

## BUSINESS ETHICS

As the world becomes more complex and fast-moving, integrity becomes increasingly important. Pursuing a strong focus on business ethics throughout the company is vital. Rejlers respects the UN's Global Compact and its ten principles regarding human rights, working conditions, environmental considerations and anti-corruption. These guidelines must be complied with internally, and we are working with our suppliers to ensure compliance in our supply chain, as well.

Rejlers' code of conduct describes the requirements we have on our own conduct and behaviour. This includes the board, management and all employees. We also require our customers and partners to respect the code of conduct. Recently, we developed a code of conduct specifically aimed at suppliers which now makes up a mandatory part of our supplier agreements.

Our whistleblower function is operated by an external party and can be used for reporting any deviations. If it turns out that Rejlers is found to be involved in any kind of human rights violations, actions in proportion to the violations will be taken to help the affected person or persons. The type of actions taken depends on the scope and characteristics of the negative consequences that arise.

Due to the successive increase in the requirements in EU legislation, we need to take the next step to meet the upcoming requirements in this area. In 2023 Rejlers adopted a new policy for business ethics, and we initiated training based on it for key functions within the company.

We also conducted a thorough classification of all suppliers and sub-contractors into different risk-levels during the year and initiated risk assessments based on this classification. It will now be the basis for further action plans and following-up of our supply chain in coming years. This is an important step in assuring compliance with the requirements in the EU taxonomy minimum safeguards.

**Our targets:**

- Strengthen requirements on our suppliers and partners (continuous 2025)
- New target to strengthen the ethical perspective (to be launched in 2024)

**Risks and risk management**

We assess the risk of human rights violations within our own operations as low. Above all, we are facing risks in the supply chain which can arise from purchases made within assignments, as well as purchases for our own operations. Here, we are depending on our employees, suppliers and partners respecting and following legislation regarding bribery and corruption. Actions that contravene laws and regulations can negatively affect Rejlers' reputation and operations.

A challenge for us in terms of suppliers is that we are consultants and do not always have control over which suppliers our customer chooses for an assignment. Thus, Rejlers must actively conduct a dialogue with both customers and suppliers in order to increase their awareness. Resources are also required to review the entire value chain of suppliers.

It is mandatory for all employees and suppliers to follow Rejlers' code of conduct. Our code of conduct is included in our hiring and onboarding process and applies to all employees. We also have a whistleblowing system where an independent, external actor helps us handle incoming cases. No one risks reprisals for reporting through this system.



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## INCLUSIVE WORKPLACE

For the company to continue growing, retaining existing employees is important, as well as recruiting new ones. A workplace characterised by diversity and inclusion makes Rejlers more attractive as an employer and provides good conditions for innovative teams and solutions that ultimately benefit the customer. A gender-equal and diverse workplace means that we do not miss out on important perspectives and skills. Improving gender equality and inclusion is therefore an ongoing endeavour within the organisation.

Rejlers started developing a diversity/inclusion metric in 2023 and will continue working with this complex area in 2024. We have recently launched an internal survey to establish the baseline regarding inclusion. Following this, we will be more able to measure inclusion throughout the company.

As a family business, Rejlers emphasises that all employees should feel welcome to the company. We focus on creating a stronger social community and building relationships internally. This is a part of our warm and welcoming culture which means that we attach great importance to every employee being seen and heard.

Rejlers operates in a male-dominated sector. Therefore, we work purposefully to ensure that more women choose us as an employer. We measure gender equality in group management and at country management group level. At the end of 2023, women made up 57 (57) percent of Rejlers' group management and the total percentage of employed women was 22 (22) percent. Our goal is to have at least 25 percent women in the organisation by 2025.

On the way to achieving this goal, we aim to have at least one female candidate in all final recruitment rounds for new positions, and this is especially emphasised for management positions. We nurture women's networks internally and externally and try to consider the fact that women in our organisation are in the minority. In Sweden, Rejlers is collaborating with the talent programme Female Technical Engineer aimed at female and non-binary engineering students.

In the Allbright foundation's annual ranking of listed companies' work for gender equality, Rejlers has been included in the so-called "green list" of the highest-ranking companies for several years running. The explanation behind this is an even gender distribution in our group management. By working for equal management teams, we point out the direction for the organisation in general. We are also emphasising that men and women have equal opportunities to succeed within our company.

When the results of the employee survey Sweden's Best Employer 2023 were released by Universum, Rejlers was ranked fifth in the large employer category. For the third year in a row, we took the first place as the best employer within the technology consulting industry. A respectful and friendly working environment, an inspiring leadership, good benefits and large variations of projects is highlighted by the employees.

### Our targets:

- 25% women in the organisation
- Gender equality in group management and country management teams
- Diversity/inclusion metric (in development)

### Risks and risk management

There is always a risk that competent employees leave Rejlers for competitors or customers, or alternatively start their own businesses. This is exacerbated by a shortage of competence within the industry, leading to a high general staff turnover. Demand for engineers is high and we compete with others for the same skills. Both finding the right competence and keeping it in the organisation is difficult. Rejlers is managing this



## OUR FOUNDATION

risk through determined recruitment and employer branding efforts, while also offering employees a warm, welcoming, learning and empowered working environment where they can keep developing.

A general risk in this area is also a lower proportion of women who study in the field of engineering. The competition for female engineers is high, while at the same time we need to

recruit a large number of women to reach our target within diversity.

Since 2021 an internal network aimed at women within parts of the organisation serves as a platform for inspiration and mentorship. The aim is to increase the number of women in the workforce through key activities linked to an inclusive company culture, recruitment and our employer brand.

### An inclusive workplace is business critical

**Three quick questions to Elin Berndt, Talent Business Partner at Rejlers Sweden.**

**Why is it important for Rejlers to be an inclusive workplace?**

“Firstly, because we want to contribute to social sustainability. Furthermore, inclusion is crucial if our workforce is to reflect the diversity of society, which our clients expect of us. It is also business critical since plenty of research proves that diversity and inclusion improve teams. Diverse perspectives feed success and for people to reach their full potential they must feel welcome and secure.”

**How do you plan to increase diversity at Rejlers?**

“We focus a lot on inclusion, which is a prerequisite for attracting and retaining a diverse workforce. To get a comprehensive view of the present situation, we recently concluded an internal survey in the Rejlers group as a whole. Based on the results we will now develop and execute action plans at both group and country levels. These might include trainings, workshops and highlighting inclusion in our pre-onboarding processes.”

**What is the focus going forward?**

“We want to integrate the issue of inclusion throughout the organisation, learn more and communicate more about it internally. In Sweden, we have become members of the EU network Diversity Charter Sweden, which will be helpful in this process.”



## HEALTHY PEOPLE

At Rejlers, we prioritise creating a good working environment and contributing to our employees' physical and mental health. Sustainability starts with us. We monitor the outcome through an Employee Net Promoter Score (eNPS), which is a measure of how likely it is that an employee would recommend their employer to a friend or acquaintance. Our target for 2025 is a score of 20. In 2023, our eNPS was 24 (31) at group level, 34 for Sweden, 5 for Finland and 38 for Norway.

We have the ambition to keep absence due to illness at a maximum of 3 percent by 2025. The result for 2023 is 3.0 (3.9) percent. Generous health care allowances, in combination with recurrent wellness days for all our employees, make up a natural part of increasing well-being at Rejlers. Several local initiatives are also focusing on physical and mental health amongst employees. One of them is our learning allowance, making it possible for employees to cover fees for courses off working hours, in any area, as a part of their continuous self-development.

Through our vision Home of the Learning Minds, we underscore the great importance we attach to being a learning organisation with strong focus on training and personal development. This ultimately strengthens Rejlers' position as an attractive employer. Learning for us means assimilating new perspectives and understanding things in new ways. We believe that this is crucial for development and necessary to pave the way for a sustainable future.

The company offers several different channels to promote a learning culture. A new training platform was implemented in 2023, presenting employees with increased opportunities for training and the transfer of knowledge digitally. Through our "Let us learn" tool we enable reporting of observations and proposals for improvements, as well as the dissemination of knowledge and best practices. On our YouTube channel "Rejlers Play", we inspire and spread knowledge throughout the organisation and to the surrounding world.



### Developing our business through continuous team feedback

**Three quick questions to Erik Åsly, Department Head at Omega Holtan (part of Rejlers).**

**How and why do you measure employee engagement at Rejlers?**

"We use a digital tool, Winningtemp, for frequently measuring the overall temperature in our company concerning areas like personal development, engagement and leadership. It provides detailed insights when it comes to important factors for the well-being of our people and gives us a good understanding of how people feel and their needs."

**How do you work with your employee engagement tool?**

"Every week, our employees get to anonymously answer relevant questions pertaining to their work and well-being via their mobile phone, tablet or computer. Through adding comments, they can also elaborate on a subject or start a dialogue with their closest manager or the People and Culture team. Questions vary every week and are unique to each employee. The anonymity opens up for dealing with sensitive issues such as harassment and exclusion."

**What are the positive outcomes?**

"The weekly surveys allows for getting both guidance in specific issues and an overall view of the situation within the company. This is particularly important in periods of uncertainty. For example, you can have more frequent information meetings where the agenda is set according to the issues that the tool indicates need to be dealt with."

### Demanding work makes mental well-being a key element

Three quick questions to Heidi Koistinen, HR Business Partner at Rejlers Finland.

**Rejlers Finland qualified for the Mental health-friendly workplace® label in 2023, what does this signify?**

“The label is awarded to companies actively developing new ways to support mental well-being at the workplace. It is a recognition of our commitment to this area, which is a key element for us at Rejlers due to the demanding expert work that we do.”

**How do you work to promote mental well-being?**

“In addition to our caring culture, good management, flexibility, opportunities for development and influence for employees, benefits and comprehensive occupational health services, we have launched the ‘I Mind’ development programme to strengthen mental well-being. We provide tools such as wellness-themed learning breaks and videos, and offer individual support through, for example, a 24/7 nurse chat service, sparring to relieve stress and short psychotherapy treatment for work ability problems.”

**What is most important for achieving a healthy work environment?**

“Appreciating the value of everyone, respecting them and developing good communication skills. When challenges arise, the most important thing is to recognise them quickly and then courageously tackle them at once. Managers have an important role in supporting their own team, but every one of us must also dare to seek support right away if we end up in a stressful and/or burdensome situation.”



Rejlers has an ongoing process re-establishing clear career paths suiting different individual ambitions within the company. For each career path, there are clear expectations for each step.

In our annual employee survey, we ask questions such as: “Do you feel that you learn new things at work?”. Our goal is to achieve 10/10 no later than 2025. For 2023, the result was 7.5/10 (7.7/10).

**Our targets:**

- (eNPS), which is at 20 (2025)
- Sick leave at 3 percent (2025)
- 10/10 in the annual employee survey on learning

**Risks and risk management**

To ensure a safe and healthy work environment for Rejlers’ employees, we have certified all operations within the company according to the international work environment standard ISO 45001. We measure commitment and satisfaction of our employees continuously, with the ambition to notice any potential decrease in well-being so that we can take swift action.

We offer all employees a flexible workplace to the greatest possible extent. However, we also encourage work at the office based on the conviction that social interaction creates a greater sense of community, which contributes positively to employees’ mental health. Social interaction with colleagues also contributes to innovation and the transfer of knowledge, which are important success factors for professional and personal development.

As a result of the current economic instability, we see a risk of increased pressure on employees – both professionally and privately. This, in turn, can increase the risks of deteriorating mental health.

## REJLERS SUSTAINALYZER APPLIED IN ROCK PROJECT

When Rejlers' rock engineering experts in 2023 carried out the annual assignment of inspecting rock cuttings for the Transport Department of the City of Stockholm, Rejlers' analysis model, called Rejlers Sustianalyzer, was applied to make the assignment more sustainable. For example, thanks to the model, aerial work platforms running on biodiesel were used, Rejlers' employees car-pooled and one expert commuting from Uppsala used an electric car.

When Rejlers' Sustainalyzer is applied, instead of just sticking to the usual ways of doing things, the team goes through all the different stages and parts of the assignment in order to find actions that will optimise the work from a sustainability perspective. All the actions are then followed up by Rejlers and included in a report for the customer to see which sustainability aspects were improved on and in what way. For this specific assignment, it was the second year running that the model was applied.

### Rejlers Sustainalyzer – the analysis model for achieving sustainability goals

**The basis for our strategic framework** is that Rejlers, through its customers, can have a great impact and accelerate the transition to a sustainable society. All assignments have a sustainability angle and we want to take every opportunity to identify measures that will improve the delivery from a sustainability point of view, in order to create value for our customers and close any gap between ambition and action. Therefore, we have decided to apply an analysis model that we have developed - Rejlers Sustainalyzer - in all our assignments to evaluate them from a sustainability perspective.

**Rejlers Sustainalyzer** can be used for any assignment through a new digital tool that we have developed in-house. As part of the implementation of the new sustainability strategy in all the markets in Rejlers' organisation, our employees will be trained in how to use this tool. The aim of the analysis is to reflect on sustainability aspects of the assignments, identify proper measures to address them and suggest concrete actions to the customer. This way, we are supporting our customers in achieving their ambitious sustainability goals by making sustainable choices, assignment by assignment. We will become a catalyst for their sustainable transformation.

**Target:** Sustainability analysis performed for 100 per cent of projects above 1 MSEK 2030.

# DETAILED SUSTAINABILITY INFORMATION

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ANNUAL AND SUSTAINABILITY REPORT 2023

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# SUSTAINABILITY AT REJLERS

Our sustainability strategy shall ensure that all functions and divisions contribute in the best possible way to sustainability within Rejlers.

## **A new sustainability strategy**

Rejlers new sustainability strategy, which is presented on page 16-17 in this report, was finalized during 2023 and is based on a double materiality assessment. The strategy aims to contribute to the UN Sustainable Development Goals by 2030 and visualises how Rejlers' targets and activities up to 2025 relate to the targets in the UN Global Sustainable Development Goals by 2030.



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ANNUAL AND SUSTAINABILITY REPORT 2023

# DOUBLE MATERIALITY ASSESSMENT

In 2023, Rejlers performed a double materiality assessment as a part of our process of preparing for reporting according to the Corporate Sustainability Reporting Directive (CSRD).

**The assessment was performed in five steps:**

- Initialisation: Initial assessment, reviewing the value chain, business model and current working processes
- Stakeholder insights: Including customer- and employee engagement surveys, interviews and workshops with internal key personnel and review of scoring used in Enterprise Risk Management
- Impact materiality assessment: Mapping of the positive and negative, actual and potential impacts Rejlers has on people and the environment. Assessment of severity and likelihood.
- Financial materiality assessment: Assessment of financial effects triggered by a sustainability matter, based on size of risk/opportunity and likelihood.
- Materiality mapping: Validation of results with key personnel.

The assessment resulted in identification of a number of material sustainability topics relating climate change, climate adaption, pollution, biodiversity and ecosystems, circular economy, own workforce, workers in the value chain and business conduct.

Based on the identified material sustainability topics, a gap analysis was performed. The analysis shows that an absolute majority of identified topics previously had been identified as prioritized areas for Rejlers contribution to the global sustainable development goals. Further work is however needed to adapt collection and presentation of data in accordance with the European Sustainability Reporting Standards (ESRS)

# REJLERS' CONTRIBUTION TO THE UN SUSTAINABLE DEVELOPMENT GOALS BY 2030

GOAL 2030	REJLERS CONTRIBUTION	OUR FOCUS AREAS	OUR FOUNDATION
	At Rejlers, we prioritise creating a good working environment and contributing to our employees' physical and mental health.		Healthy people (read more on page 42)
	Our aim is to be a learning organization with strong focus on training and personal development.		Healthy people (read more on page 42)
	We work actively to increase the number of woman in the company and in leading positions. We measure status and have ambitious target.		Inclusive workplace (read more on page 42)
	We participate in projects with focus on decreasing energy use and producing more renewable energy		Climate action (read more on page 40)
	Rejlers code of conduct apply to all employees, management and board, as well as suppliers. We are currently developing our activities to further improve our contribution in this area.		Business ethics (read more on page 41)
	Our highly skilled employees provide our clients with innovative solutions, supporting customers in achieving their sustainability goals.	 	Climate action (read more on page 40)
	Rejlers emphasises that all employees should feel welcome to the company. We are strongly convinced that a workplace characterised by diversity and inclusion provides good conditions for innovative teams and solutions.		Inclusive workplace (read more on page 42)
	We develop solutions for future proof and sustainable communities.		Climate action (read more on page 40)
	Together with our customers, we participate in the transformation towards resource-efficient and circular industries.	  	Climate action (read more on page 40)
	Our largest contribution lies in catalyzing our customers transition to a carbon lean society.	  	Climate action (read more on page 40)
	Rejlers code of conduct apply to all employees, management and board, as well as suppliers. We are currently developing our activities to further improve our contribution in this area.		Business ethics (read more on page 41)

# SUSTAINABILITY GOVERNANCE

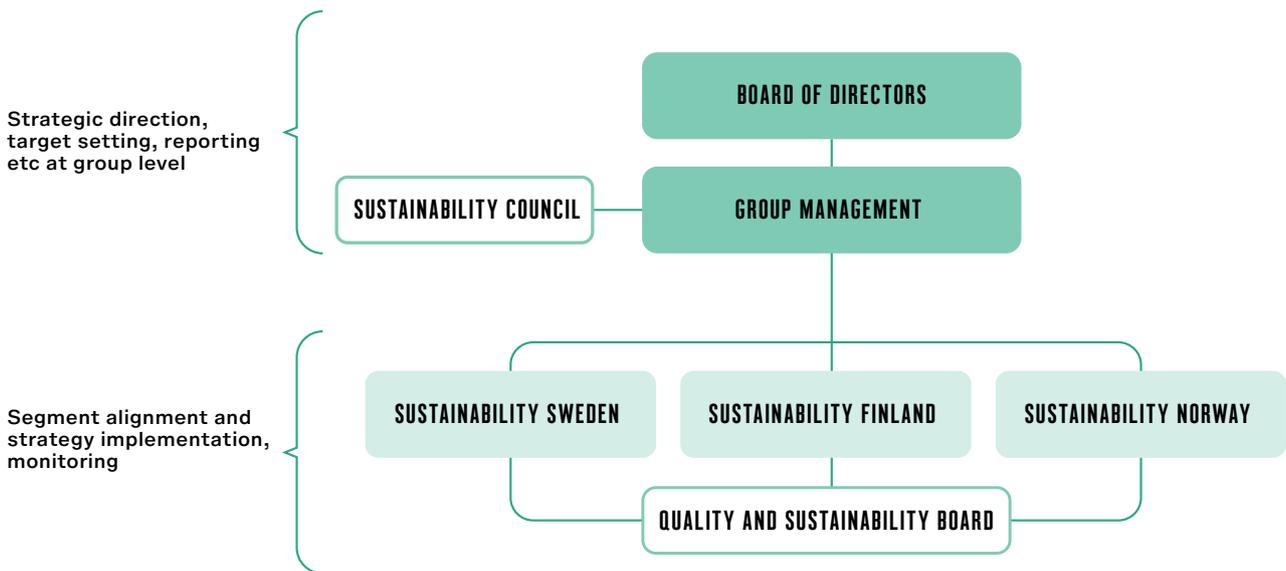
Measurable goals that aim to achieve the overarching goals must exist at all levels in the organization. The management within Rejlers is ultimately responsible for ensuring that Rejlers' sustainability strategy and goals are met. Since 2022 Rejler's sustainability director is part of the group management and leads Rejler's strategic work in developing the company's sustainability offering.

Rejlers Quality & Sustainability board has representatives from Rejler's various segments. Their aim is to ensure that we have policies, management systems and routines that ensure compliance with ISO standards, legislation, and other requirements in the area of sustainability. Rejler's procurement process must ensure that suppliers and partners follow and respect our code of conduct as minimum level. Our sustainability strategy and goals are integrated in our core business and processes to contribute both to our own development as well as to our customers' sustainability journey.

Rejler's leaders and HR departments work continuously to ensure that employees develop, thrive and are challenged in their work. In our recruitment process, we particularly focus on increasing equality and diversity in the organization. Our onboarding process is fundamental in introducing new employees to our policies, procedures, and ways of working.

Through our stakeholder dialogue, we identify which areas are most valuable to our primary stakeholders: customers, employees, owners and partners. Input from these groups has had a strong influence on our sustainability strategy. All stakeholders give high importance to climate change mitigation. In addition, our customers want us to prioritise a responsible value chain. Our employees expect us to take our responsibility in the work of achieving the goals in the UN's Agenda 2030, actively work for inclusion and against discrimination, and offer good opportunities for personal development. Sustainability is furthermore a crucial factor for young talents when they choose employers. Our owners value stable and long-term financial development and a competitive service offering to our customers. Stakeholder insights were also gathered in the process of the double materiality assessment performed in 2023. Results from the assessment will present the basis for future sustainability reporting, according to the CSRD.

## 38 GOVERNANCE MODEL



# POLICIES

As part of Rejler's sustainability management, we have a range of policies related to sustainability.

**Code of conduct:** Rejlers' code of conduct describes the requirements we make on our own conduct and behaviour. This includes the board, management and all employees. We also require our customers and partners to respect it.

**Supplier code of conduct:** Rejlers' Supplier code of conduct specifies what our requirements mean at the supplier level. The code was established recently and is now a mandatory part of agreements signed with suppliers.

**Policy for business ethics:** Clarifies Rejlers' zero tolerance of bribes, corruption, market manipulation and tax evasion. It also declares that Rejlers does not use counterfeit components or products in its operations, and respects intellectual property rights. The policy also states that Rejlers respects human rights, follows international standards, like the UN Declaration of Human Rights, and that we will present results from our work with human rights transparently.

**Environmental Policy:** Describes Rejlers ambition to work systematically with environmental management, continuous monitoring of environmental impacts and improve performance. It also states the important role to support customers to take environmental responsibility in projects.

**Occupational Health and Safety Policy:** Describes Rejlers commitment to constantly improve the working conditions for employees, subsidiaries, partners and suppliers operating under Rejlers direction. It states the importance of everybody returning home healthy and with both mental and physical energy left after the workday.

**Counteracting Discrimination Policy:** Describes how the entire organization should be pervaded by the basic attitude towards the equal value of all people, and the right to equal treatment. Thus, influence and responsibilities, professional development, salary progression, the way we act towards our colleagues and partners etc. shall be independent of all bases for discrimination. When recruiting new employees, we shall always strive to increase diversity.

**Information Security Policy:** Describes how Rejlers actively and constantly ensure that customers and other stakeholders fully can trust that information is handled in a secure and correct way, according to business agreements, best practice, and applicable laws.

**Travel and meeting policy:** Describes Rejlers approach to business travel and should make it easier for employees to choose meeting methods, transport, and accommodation which, as far as possible, contribute to Rejlers overall goals and policies when it comes to health and safety as well as sustainability. We should avoid business trips if they can be replaced by digital meetings. For trips that are found necessary, we strive to coordinate travelling with colleagues to reduce emissions.

# CLIMATE ACTION



Our goal is to reduce our own total climate impact from scope 1, scope 2 and business travel by 50 per cent by 2025 (base year 2019). Rejlers' calculations for greenhouse gas emissions cover scope 1, 2 and parts of scope 3. The analysis is based on Greenhouse Gas Protocol's methodology and principles. Some limits and estimates have been made due to inaccessible data. The results include all companies that were part of the Rejlers Group by the end of 2023.

Rejlers total climate impact has increased during 2023. This increase can partly be explained by a more careful and thus accurate data-collection in 2023 compared to previous years. Refrigerants have previously not been included in the calculations but are now included in scope 1, and the emission factors for Finland have been further investigated and updated for 2023, which contributes to a significant difference in scope 2.

Calculation of scope 3 data (business travels) are this year to a larger extent based on actual distances and fuel use, rather than costs. Despite continuous transition to emission-free vehicles, emissions in scope 3 have increased in 2023. This is explained by an increased presence in the northern, more sparsely populated parts of Sweden, with large distances between

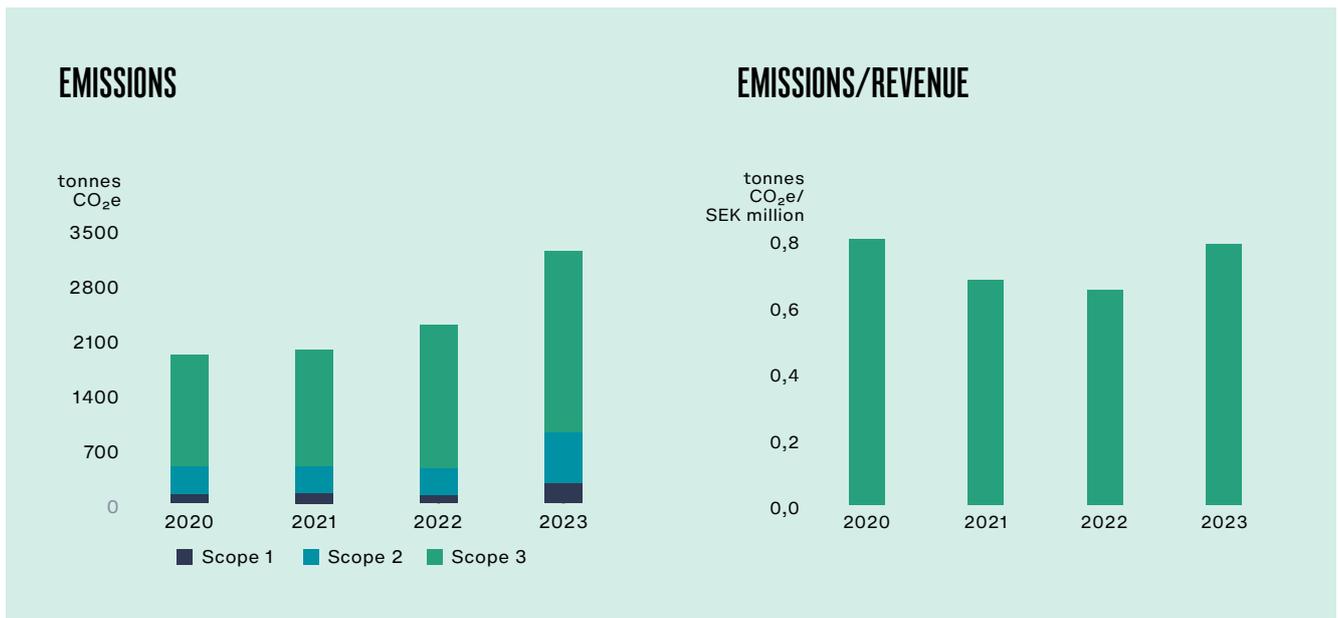
clients, which increases travelling distances. Emission data from use of electricity in Finland have in 2023 been gathered with more precision, resulting in increased allocation of emissions to our scope 2. Lastly, different from previous years, emissions from use of refrigerants in office buildings are now included in scope 1 emissions.

In May 2023, we committed to Science Based Target initiative (SBTi). We are currently in the process of setting targets and roadmaps to achieve them.

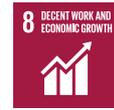
	2023	2022	2021	2020	2019
<b>Tonnes CO<sub>2</sub>e emissions per scope and year</b>	<b>tonnes CO<sub>2</sub>e</b>				
Scope 1*	251	96	132	111	136
Scope 2	654	366	339	359	261
Scope 3	2,318	1,831	1,498	1,427	1,782
<b>Total Scope 1-3</b>	<b>3,223</b>	<b>2,294</b>	<b>1,968</b>	<b>1,897</b>	<b>2,180</b>
<b>tonnes CO<sub>2</sub>e/SEK million</b>	<b>0.79</b>	<b>0.65</b>	<b>0.68</b>	<b>0.80</b>	<b>0.85</b>
<b>tonnes CO<sub>2</sub>e/employee</b>	<b>0.99</b>	<b>0.86</b>	<b>0.80</b>	<b>0.81</b>	<b>0.91</b>

Scope 1 = Own cars, Scope 2 = Heating/cooling and electricity use in offices (market based) and Scope 3 = Business travels.

\* From 2023 refrigerants used in office buildings are included.



# BUSINESS ETHICS



Rejlers has had a code of conduct for several years. The code of conduct applies to all employees at Rejlers and must be respected also by partners and suppliers. To specify what our requirements mean at the supplier level, a code of conduct specifically aimed at suppliers was established recently and is now a mandatory part of agreements signed with suppliers.

Rejlers' supplier evaluations have until today mainly been conducted through self-assessment forms and supplementary interviews. We have identified a need to further clarify these in relation to human rights and ethical business practices. It also needs to be apparent from the process, as well as in the communication with the suppliers, what action plan is followed if a supplier does not meet set requirements.

Rejlers has in 2023 conducted a classification of all suppliers and sub-contractors, and categorised them in different risk-levels. In the future, audits will be carried out at the suppliers that are deemed to have the greatest risks. In the risk assessments and follow-up carried out to-date, there has been no reason to cancel any ongoing cooperation due to risks of human rights violations.

As a part of increasing the company's alignment with the EU Taxonomy, a human rights risk assessment was performed in 2023, including risks in own operations, supply chain and

client relationships. Potential risks in own operations were working hours, wages, health and safety, diversity and bribery/corruption. Potential risks in supply chain include health and safety, working conditions and wages, collective bargaining, social dumping and forced/child labour. Freedom of expression, women's rights and treatment of migrant workers were considered potential risks related to client relationships.

Outcomes from supplier risk-assessment performed in 2023 present an initial prioritization of potential risks. Working hours and diversity were considered the largest risks in relation to own operations. Health and safety as well as working conditions and wages were suggested as prioritized risks in the supply chain, although further information should be collected from the supply chain to refine the assessment.

The assessment is the basis for development of further action plans and integration of due diligence aspects in the procurement process.

Rejlers has a whistleblowing function that can be used internally as well as by external parts. It is available on our website and is managed by a third party. During 2023 seven cases were reported to the whistleblowing function. None of these were classified as whistleblowing cases and have been handled within our regular operations.

# INCLUSIVE WORKPLACE AND HEALTHY PEOPLE



Rejlers employees are fundamental for the organisations achievements. Healthy people and Inclusive workplace are important parts of our foundation. Ambitious targets and constant measurement of our performance in relation to these, is vital for our continuous work in providing excellent conditions for our employees.

## EMPLOYEE NET PROMOTER SCORE – ENPS 2023



Total number of employees per year (including hourly employees)	2023	2022	2021	2020	2019
Sweden	1,822	1,417	1,249	1,167	1,109
Finland	1,220	1,167	1,066	1,041	994
Norway	202	179	140	113	280
Parent company	10	10	9	9	10
<b>Group</b>	<b>3,254</b>	<b>2,773</b>	<b>2,464</b>	<b>2,330</b>	<b>2,398</b>

Sickness absence	Target (%)	2023 (%)	2022 (%)	2021 (%)	2020 (%)	2019 (%)
Sweden	<3	3.3	3.7	3.2	3.3	3.3
Finland	<2	2.5	3.0	2.1	2.0	2.3
Norway	<2.5	3.8	4.9	4.8	n.d.	n.d.
<b>Group</b>	<b>&lt;3</b>	<b>3.0</b>	<b>3.9</b>	<b>2.8</b>	<b>2.7</b>	<b>2.7</b>

Gender distribution in management teams, %	2023			2022			2021			2020			2019		
	Number	Women	Men												
Sweden, number & %	10	50%	50%	9	44%	56%	11	45%	55%	13	46%	54%	10	30%	70%
Finland, number & %	10	50%	50%	10	40%	60%	8	25%	75%	8	12.5%	87.5%	7	0%	100%
Norway, number & %	4	25%	75%	9	22%	78%	7	14%	86%	7	33%	67%	10	20%	80%
<b>Group, number &amp; %</b>	<b>7</b>	<b>57%</b>	<b>43%</b>	<b>7</b>	<b>57%</b>	<b>43%</b>	<b>6</b>	<b>50%</b>	<b>50%</b>	<b>6</b>	<b>50%</b>	<b>50%</b>	<b>7</b>	<b>29%</b>	<b>71%</b>

Women in the organization	2023 (%)	2022 (%)	2021 (%)	2020 (%)	2019 (%)
Sweden	23.8	25.6	24.8	20.0	21.2
Finland	20.2	18.7	18.3	17.6	18.0
Norway	16.3	13.5	11.4	9.7	13.2
Parent company	60.0	60.0	55.5	55.5	54.5
<b>Group</b>	<b>22.1</b>	<b>22.0</b>	<b>20.1</b>	<b>18.5</b>	<b>19.4</b>

Do you find that you learn new things at work?*	2023	2022	2021	2020	2019
Sweden	7.8	7.7	7.6	7.2	n.d.
Finland	7.0	n.d.	n.d.	n.d.	n.d.
Norway	7.7	7.8	7.7	6.7	n.d.

\* Average value calculated from employees' responses on a ten-point scale, where 10 means the highest score.

# EU TAXONOMY FOR SUSTAINABLE ACTIVITIES

The EU Taxonomy Regulation entered into effect on 1 January 2022 and is a regulatory framework that aims to make it easier for investors to identify which companies meet the requirements according to the classification of economic activities in the taxonomy and thereby contribute to achieving the EU's environmental goals.

Since Rejlers is covered by the requirements of the EU Taxonomy, we are obliged to indicate how much of our operations make a significant contribution to any of the targets that are defined in the taxonomy. The taxonomy addresses six environmental target areas: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems. For each area, technical screening criteria have been set and related to a series of different economic activities.

According to the EU Taxonomy, we must report to what extent our economic activities are covered by the taxonomy, and if covered activities are aligned with the technical screening criteria for each activity respectively. Aligned activities shall contribute materially to at least one of the set environmental targets and do no significant harm (DNSH) to any of the other five environmental targets.

In addition, the organisation shall comply with minimum social safeguards referring to areas of human rights, labour law, bribery/corruption, fair competition, and taxation. This implies processes to ensure that the operations are conducted in accordance with the OECD Due Diligence Guidance for Responsible Business Conduct, and the UN Guiding Principles for Business and Human Rights throughout the value chain.

## Assessment of eligibility and alignment

In 2022, only two of the six environmental targets areas were presented. In June 2023, the EU-commission presented technical screening criteria for economic activities related to further four environmental objectives (sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems). A screening was made in relation to these additional economic activities by an external part. Results show that none of the new economic activities apply to Rejlers' current operation.

## Eligible activities

The following economic activities in the taxonomy have been deemed to comprise services we provide to our customers:

**6.14** Infrastructure for rail transport. Rejlers has comprehensive knowledge in project engineering of railways, metros and tramways where we offer complete solutions and cutting-edge expertise in all kinds of technology and for all stages. Rejlers' assignments in the railway sector comprise everything from total project undertakings with project management responsibility to preliminary studies for project planning of installations for rail, electrical, signalling, telecommunications, ducting and safety systems to construction site follow-up and management data.

**7.3** Installation, maintenance and repair of energy efficiency equipment. In renovation of buildings, Rejlers engineers energy-efficient systems such as energy-efficient windows, doors, lighting and ventilation.

**7.6** Installation, maintenance and repair of renewable energy technologies. Rejlers does planning, project engineering and inspections of new installations in renewable energy. Our primary contribution within this economic activity lies in establishment of small- and large-scale solar cell installations.

**9.1** Engineering activities and related technical consultancy dedicated to adaption to climate change. Buildings and infrastructure being built today shall last for a long time and in connection with construction, Rejlers performs risk analyses and adaptations to future climate change.

**9.3** Professional services related to energy performance of buildings. Rejlers offers a number of different services with the aim of reducing energy consumption or climate impact in buildings. These include mapping, coordination, calculations and follow-up systems for energy.

Last year activity 7.2, 7.4, 7.5 and 9.1 was also reported on. This year a new interpretation has been made based on clarifications from the EU. Activities that were reported previous year on 7.2 and 7.5 have this year been reported on within 7.3. For 7.4 and 9.1 no assignments were assessed as eligible in 2023.

To map customer assignments covered by the taxonomy, a number of business areas, primarily within the divisions Infrastructure and Buildings, have been identified.

The assignments that are not related to the activities in the taxonomy have been removed through a quality control process, while all others within the relevant business areas were considered to be eligible with the taxonomy. Of Rejlers' assignments, 10,95% of turnover is considered to be taxonomy eligible.

The share of eligible assignments is very similar to previous year in total, although some adjustments in the allocations between the activities have been made.

### Assessment of substantial contribution

An assessment of eligible customer assignments substantial contribution to environmental objectives was made by internal experts within all concerned business areas. The assessment shows that mitigation of climate change is the environmental objective where assignment present substantial contribution.

### Criteria for do no significant harm (DNSH)

For all activities that Rejlers have, the DNSH criteria of climate adaptation, to carry out a physical climate risk assessment, is relevant. Based on a preliminary screening of Rejlers' activities and business model, it was decided that a simplified physical climate risk and vulnerability assessment could be carried out to cover the DNSH criteria in climate adaptation. In this approach, the hazards and vulnerabilities are assessed at an activity level. This means that, initially, no detailed climate hazard modelling was performed, and no specific locations were assessed. The geographic scale of the assessment is the Nordic countries of Sweden, Norway, and Finland.

The hazard screening and vulnerability assessment identified no material climate risks. Since no material risks were identified, no adaptive actions are required under the EU Taxonomy. We also see our activities to be compliant under the assumption that Rejlers must adhere to the referring directives for DNSH water & marine systems, pollution prevention and control and biodiversity & ecosystems as they are implemented in national laws and regulations where the key activities take place.

### Minimum social safeguards

In order for an economic activity to be aligned with the EU Taxonomy the organisation must be in line with the minimum social safeguards based on the OECD's Guidelines for Multinational Enterprises, the UN's Guiding Principles on Business and Human Rights, the International Labour Organisation's (ILO) eight fundamental Conventions and the UN's International Bill of Human Rights. It is also imperative that a human rights due diligence is an integrated part of the value chain management.

In 2023 Rejlers conducted a gap analysis in relation to the EU Taxonomy minimum social safeguards, to identify the actions needed. In order to start filling the gaps that were identified, a human rights risk assessment and a mapping of our suppliers and potential risks related to them. These assessments will constitute the basis for action plans and follow-up in 2024.

To further strengthen the communication both internally and externally, the Business Ethics Policy was developed which states Rejlers zero tolerance of bribes, corruption, market manipulation and tax evasion. The policy can be seen as a compliment to the Code of Conduct and emphasises what to be expected of our suppliers and our own employees. The policy will be accompanied by training in our own organization.

To gain more insight and transparency within the supply chain, the next steps to be taken in 2024 is to further develop the categorization of Rejlers' suppliers and subcontractors made in 2023 and develop a risk management system. To be more aware about the potential risks and the possibilities within the downstream value chain, the engagement and communication with the suppliers will be elaborated. Rejlers also commits to implement a human rights due diligence process.

Even though Rejlers have made improvements within its work on the minimum social safeguards in 2023, we still believe that there are areas we can develop and systemise to a greater extent over coming years. Therefore we choose to report that we do not fully meet the minimum safeguards this year.

In the turnover table we have chosen to show the share of the turnover that is in line with the substantial contribution criteria and the DNSH criteria, even though they are not aligned, due to the minimum safeguards not being met. This is according to the not (h) in the template for table in the delegated act.

### Allocation

The 2023 reporting for Rejlers includes how much of our operations' net sales, operating expenditure (OpEx) and capital expenditure (CapEx) are covered by the taxonomy.

**Total turnover:** Total turnover is assessed in the same way and in accordance with the same principles as the net sales presented in the income statement in Rejlers AB's Annual Report for the 2022 financial year. For information on Rejlers AB's net sales, see Notes 5 and 6. The taxonomy uses the same definition of sales as stated in the Accounting Directive (2013/34/EU) on annual financial statements, consolidated financial statements and related reports (Article 2 (5)). Sales shall include income recognised in accordance with IAS 1.82a. The key performance indicator is defined as follows: Net sales from products or services (including intangibles), which are associated with economic activities that are consistent with taxonomy requirements.

**Total CapEx:** Total capital expenditure includes acquisitions of property, plant and equipment and intangible assets made during the 2022 financial year and the year's additional right-of-use assets. Rejlers has chosen not to have a capital expenditure plan. For more information on acquisitions of property, plant and equipment, intangible assets and ROU assets, see Notes 10, 11, 13, 23 and 28.

Capital expenditures are expenditures for the acquisition of non-current assets. Capital expenditures are the sum of investments in assets recognised in accordance with IAS 16 Property, plant and equipment, IAS 38 Intangible assets, IAS 40 Investment properties, IAS 41, Agriculture and Forestry (biological assets) and additional rights of use in accordance with IFRS 16, Leases. The amount includes assets that have been added through business combinations and shall be collected from OB/CB analyses of the balance sheet items in the notes to the financial statements. Cash flow is not included.

**7.7. Acquisition and ownership of buildings.** Rejlers rents office space, which is usually reported as right-of-use assets according to IFRS 16. Capital expenditure refers to investments in tangible fixed assets, intangible assets and the year's additional right-of-use assets.

**Total OpEx:** Rejlers AB's assessment is that there are no OpEx costs as defined in the taxonomy. The Rejlers group has no operational expenditure according to the definition in the taxonomy. This is because we are a consultancy and expenses for things such as research and development projects, building renovations or management of material facilities and equipment end up in the profit and loss accounts of our customers.

## TOTAL TURNOVER

Financial year 2023	2023			Substantial Contribution Criteria						DNSH criteria (Does Not Significantly Harm)							Proportion of Taxonomy-aligned (A.1) or -eligible (A.2) turnover, year 2022 (18)	Category enabling activity (19)	Category transitional activity (20)
	Code (2)	Turnover (3) (MSEK)	Proportion of Turnover, year 2023 (4) %	Climate Change Mitigation (5) Y; N; N/EL	Climate Change Adaptation (6) Y; N; N/EL	Water (7) Y; N; N/EL	Pollution (8) Y; N; N/EL	Circular Economy (9) Y; N; N/EL	Biodiversity (10) Y; N; N/EL	Climate Change Mitigation (11) Y/N	Climate Change Adaptation (12) Y/N	Water (13) Y/N	Pollution (14) Y/N	Circular Economy (15) Y/N	Biodiversity (16) Y/N	Minimum safeguards (17) Y/N			
Economic activities (1)																			
<b>A. Taxonomy-eligible activities</b>																			
<b>A.1. Environmentally sustainable activities (Taxonomy-aligned)</b>																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%															0%	
Of which enabling		0	0%															0%	E
Of which transitional		0	0%															0%	T
<b>A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)</b>																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Infrastructure for rail transport	CCM 6.14	286.39	7.01%	Y	-	N/EL	N/EL	N/EL	N/EL	-	Y	Y	Y	Y	Y	N	0.00%		
Infrastructure for rail transport	CCM 6.14	0.03	0.00%	N	-	N/EL	N/EL	N/EL	N/EL	-	Y	Y	Y	Y	Y	N	8.40%		
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	96.48	2.36%	N	-	N/EL	N/EL	N/EL	N/EL	-	Y	-	N	-	-	N	1.90%		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	2.49	0.06%	Y	-	N/EL	N/EL	N/EL	N/EL	-	Y	-	-	-	-	N	0.30%		
Engineering activities and related technical consultancy dedicated to adaptation to climate change	CCA 9.1	0.00	0.00%	N/EL	N	N/EL	N/EL	N/EL	N/EL	N	-	N	-	-	-	N	0,10%		
Professional services related to energy performance of buildings	CCM 9.3	30.89	0.76%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	-	Y	-	-	-	-	N	0,00%		
Professional services related to energy performance of buildings	CCM 9.3	31.55	0.77%	N	N/EL	N/EL	N/EL	N/EL	N/EL	-	Y	-	-	-	-	N	0,10%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		447.83	10.95%	10.95%	0%	0%	0%	0%	0%								10.80%		
A. Turnover of Taxonomy-eligible activities (A.1 + A.2)		447.83	10.95%	10.95%	0%	0%	0%	0%	0%								10.80%		
<b>B. Taxonomy-non-eligible activities</b>																			
Turnover of Taxonomy-non-eligible activities (B)		3,640.47	89.05%																
Total (A+B)		4,088.30	100%																

	Proportion of turnover / Total turnover	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	10.95%
CCA	0%	9.43%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

## TOTAL CAPEX

Financial year 2023	2023			Substantial Contribution Criteria						DNSH criteria (Does Not Significantly Harm)						Proportion of Taxonomy-aligned (A.1) or -eligible (A.2) CapEx, year 2022 (18)	Category enabling activity (19)	Category transitional activity (20)	
	Code (2)	CapEx (3) (MSEK)	Proportion of Turnover, year 2023 (4) %	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)				Minimum safeguards (17)
Economic activities (1)				Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
<b>A. Taxonomy-eligible activities</b>																			
<b>A.1. Environmentally sustainable activities (Taxonomy-aligned)</b>																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)	0	0%															0%		
Of which enabling	0	0%															0%	E	
Of which transitional	0	0%															0%		T
<b>A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)</b>																			
Acquisition and ownership of buildings	CCM 7.7	73.40	23.06%	N	-	N/EL	N/EL	N/EL	N/EL	-	N	-	-	-	-	N	25.40%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		73.40	23.06%	23.06%	0%	0%	0%	0%	0%								25.40%		
A. CapEx of Taxonomy-eligible activities eligible activities (A.1 + A.2)		73.40	23.06%	23.06%	0%	0%	0%	0%	0%								25.40%		
<b>B. Taxonomy-non-eligible activities</b>																			
CapEx of Taxonomy-non-eligible activities (B)		244.90	76.94%																
Total (A+B)		318.30	100%																

	Proportion of CapEx / Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	23.06%
CCA	0%	23.06%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

## TOTAL OPEX

Financial year 2023	2023			Substantial Contribution Criteria							DNSH criteria (Does Not Significantly Harm)							Category transitional activity (20)		Category enabling activity (19)		Proportion of Taxonomy-aligned (A.1) or -eligible (A.2) OpEx, year 2022 (18)	
	Code (2)	OpEx (3) (MSEK)	Proportion of Turnover, year 2023 (4) %	Climate Change Mitigation (5) Y; N; / EL	Climate Change Adaptation (6) Y; N; / EL	Water (7) Y; N; / EL	Pollution (8) Y; N; / EL	Circular Economy (9) Y; N; / EL	Biodiversity (10) Y; N; / EL	Climate Change Mitigation (11) Y/N	Climate Change Adaptation (12) Y/N	Water (13) Y/N	Pollution (14) Y/N	Circular Economy (15) Y/N	Biodiversity (16) Y/N	Minimum safeguards (17) Y/N	E	T	E	T	%	%	
Economic activities (1)																							
<b>A. Taxonomy-eligible activities</b>																							
<b>A.1. Environmentally sustainable activities (Taxonomy-aligned)</b>																							
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%																		0%		
Of which enabling		0	0%																		0%	E	
Of which transitional		0	0%																		0%	T	
<b>A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)</b>																							
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0.0	0%	0%	0%	0%	0%	0%	0%												0.00%		
A. OpEx of Taxonomy-eligible activities (A.1 + A.2)		0.0	0%	0%	0%	0%	0%	0%	0%														
<b>B. Taxonomy-non-eligible activities</b>																							
OpEx of Taxonomy-non-eligible activities (B)		20.00	100%																				
Total (A+B)		20.00	100%																				

	Proportion of OpEx / Total OpEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	0%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

## NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

Nuclear energy related activities		
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades	NO
Fossil gas related activities		
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

# AUDITOR'S OPINION REGARDING THE STATUTORY SUSTAINABILITY REPORT

48

ANNUAL AND SUSTAINABILITY REPORT 2023

TO THE GENERAL MEETING OF SHAREHOLDERS OF  
REJLERS AB (PUBL). CORP. ID NO. 556349-8426.

### Assignment and allocation of responsibilities

It is the Board of Directors who is responsible for the sustainability report for 2023 on pages 34-48 and for it being prepared in accordance with the Annual Accounts Act.

### The focus and scope of the review

Our review has been conducted in accordance with FAR's recommendation RevR 12 Auditor's opinion on the statutory sustainability report. This means that our review of the sub-

stantially report has another direction and is substantially more limited in scope than an audit conducted in accordance with the International Standards on Auditing and generally accepted auditing practice in Sweden. We consider that this review provides us adequate grounds for our opinion.

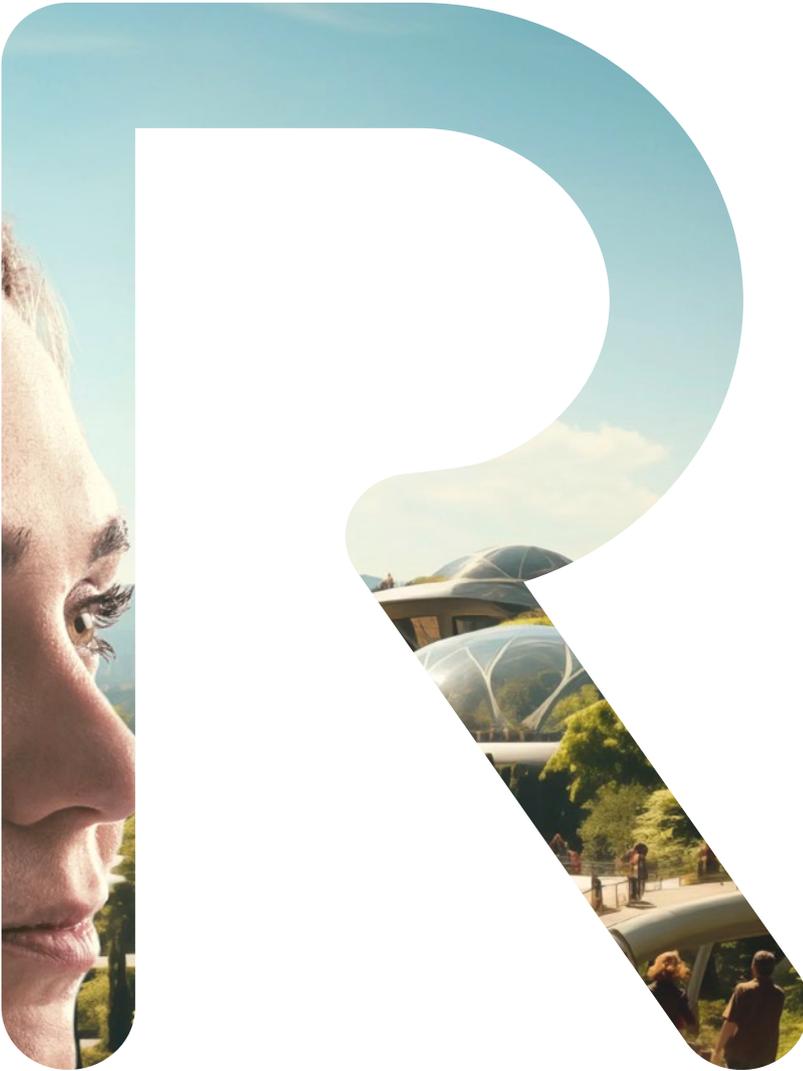
### Opinion

A sustainability report has been prepared.

Stockholm, April 3 2024  
Ernst & Young AB

**ÅSA LUNDVALL**

Authorised Public Accountant



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The annual accounts and consolidated financial statements audited by the auditors comprise pages 54-101.

# FIVE-YEAR SUMMARY

Income statement summary, SEK millions	2023	2022	2021	2020 <sup>1)</sup>	2019 <sup>1)</sup>
Net sales	4,088.3	3,513.0	2,898.7	2366.9	2,136.7
Other income	19.7	10.5	8.8	15.3	4.0
Personnel expenses	-2,648.4	-2,141.5	-1,801.1	-1,587.0	-1,413.7
Other external expenses	-1,014.0	-967.3	-829.8	-583.5	-538.0
Participations in associated company earnings	2.4	1.5	2.5	2.3	1.2
Depreciation/amortisation and impairment of non-current assets	-141.8	-128.9	-114.8	-103.8	-76.8
<b>EBITA</b>	<b>306.2</b>	<b>287.3</b>	<b>164.3</b>	<b>110.2</b>	<b>113.4</b>
Acquisition-related items	-71.2	-53.0	-34.6	-26.4	-33.9
<b>EBIT</b>	<b>235.0</b>	<b>234.3</b>	<b>129.7</b>	<b>83.8</b>	<b>79.5</b>
Net financial items	-8.3	11.5	6.3	-34.0	-4.5
<b>Profit/loss after net financial items</b>	<b>226.7</b>	<b>245.8</b>	<b>136.0</b>	<b>49.8</b>	<b>75.0</b>
Tax	-41.3	-49.4	-25.8	-17.3	-15.4
<b>PROFIT FOR THE YEAR FROM REMAINING OPERATIONS<sup>1)</sup></b>	<b>185.4</b>	<b>196.4</b>	<b>110.2</b>	<b>32.5</b>	<b>59.6</b>
<b>PROFIT FOR THE YEAR FROM DIVESTED OPERATIONS</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>252.5</b>	<b>18.0</b>
<b>TOTAL REMAINING AND DIVESTED OPERATIONS</b>	<b>185.4</b>	<b>196.4</b>	<b>110.2</b>	<b>285.0</b>	<b>77.6</b>

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

Balance sheet summary, SEK millions	2023	2022	2021	2020	2019
Intangible assets	1,941.0	1,450.0	1,047.3	912.9	836.8
Property, plant and equipment	52.0	44.1	40.4	34.2	20.3
Rights of use	270.2	275.1	270.7	283.5	272.0
Financial assets	50.5	46.4	40.6	29.6	24.2
Deferred tax asset	14.0	14.0	20.9	20.9	44.1
Current receivables	1,262.0	1,010.0	777.9	621.1	764.2
Cash and cash equivalents	59.2	144.8	151.9	336.6	142.0
<b>Total assets</b>	<b>3,648.9</b>	<b>2,984.4</b>	<b>2,349.7</b>	<b>2,238.9</b>	<b>2,103.6</b>
Equity	1,801.8	1,487.1	1,215.5	1,156.2	930.2
Non-current liabilities	357.7	559.5	377.2	424.5	450.4
Current liabilities	1,489.4	937.8	757.0	658.2	723.0
<b>Total liabilities and equity</b>	<b>3,648.9</b>	<b>2,984.4</b>	<b>2,349.7</b>	<b>2,238.9</b>	<b>2,103.6</b>

Cash flow sheet summary, SEK millions	2023	2022	2021	2020 <sup>2)</sup>	2019
Cash flow from operating activities	265.9	275.2	170.0	331.6	245.9
Cash flow from investing activities	-551.7	-245.6	-132.4	70.7	-317.6
Cash flow from financing activities	203.1	-40.4	-223.5	-206.4	176.9
<b>CASH FLOW FOR THE YEAR</b>	<b>-82.7</b>	<b>-10.8</b>	<b>-185.9</b>	<b>195.9</b>	<b>105.2</b>

<sup>2)</sup> Including Embriq to Aug 2020.

## Alternative Performance Measures

Alternative performance measures <sup>1)</sup>	2023	2022	2021	2020 <sup>2)</sup>	2019 <sup>2)</sup>
<b>IFRS key performance indicators</b>					
Earnings per share before dilution, SEK/share	8.39	9.64	5.60	1.65	3.50
Earnings per share after dilution, SEK/share	8.32	9.55	5.47	1.61	3.42
Average number of shares	21,675,599	20,207,411	19,687,909	19,687,909	18,487,909
Number of shares at the end of the period	22,106,849	20,381,849	19,687,909	19,687,909	19,687,909
<b>Growth</b>					
Organic growth, %	5.0	11.7	11.8	-2.2	8.2
Acquired growth, %	8.7	7.4	11.8	11.2	3.9
Currency effect, %	2.7	2.1	-1.1	-1.9	0.1
<b>Profit/loss</b>					
Adjusted EBITA, SEK million	326.2	287.3	182.5	128.6	113.4
Adjusted EBITA margin, %	8.0	8.2	6.3	5.4	5.3
Items affecting comparability, SEK million	20.0	-	18.2	18.4	-
EBITA, SEK million	306.2	287.3	164.3	110.2	113.4
EBITA margin, %	7.5	8.2	5.7	4.7	5.3
Operating profit/loss (EBIT), SEK million	235.0	234.3	129.7	83.8	79.5
Operating margin, %	5.7	6.7	4.5	3.5	3.8
<b>Key performance indicators per employee</b>					
Sales per full-time employee, SEK thousand	1,361	1,376	1,290	1,121	1,176
Operating profit/loss per full-time employee, SEK thousand	78	92	58	40	44
<b>Balance sheet</b>					
Net indebtedness, SEK million	627.6	391.3	304.1	213.8	405.5
Net debt/EBITDA, multiple	1.40	0.94	1.09	1.08	1.5
Equity/assets ratio, %	49.4	49.8	51.7	51.6	44.2
Equity per share at the end of the period, SEK	81.5	73.0	61.7	58.7	47.3
Return on equity, %	13.8	18.2	11.5	26.1	11.7
Return on capital employed, %	13.7	14.5	10.3	28.9	9.4
<b>Other</b>					
Dividend per share, SEK <sup>3)</sup>	4.5	3.0	6.5	0.0	1.5
Number of full-time employees	3,004	2,553	2,247	2,110	1,820
Number of employees at end of period	3,254	2,773	2,464	2,330	2,218
Utilisation, %	79.6	80.7	79.2	76.0	76.8

<sup>1)</sup> Definitions, purposes and calculations/reconciliation can be found on page 106-107 and on [rejlers.se](http://rejlers.se).

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

<sup>3)</sup> For the 2024 AGM, the Board of Directors proposes a dividend of SEK 4.50 per share.

# THE SHARE

At year-end, Rejlers' total number of outstanding shares amounted to 22,106,849 shares, of which 1,749,250 shares of Class A and 20,357,599 shares of Class B. The total number of votes amounted to 37,850,099 divided by 17,492,500 for shares of Class A and 20,357,599 for shares of Class B. The share capital amounted to SEK 44,213,698.

## Dividend policy

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

## Proposed dividend

Rejlers' Board proposes that the 2024 AGM approve a dividend of SEK 4.50 per share (4.50) for the 2023 financial year, which corresponds to 54.1 per cent of earnings per share after dilution. The dividend amount totals SEK 99.5 million (91.7).

## Share issue

In May 2023, with the support of the share issue authorisation from the Annual General Meeting in 2023, a private placement of 1,725,000 Class B shares was carried out at a subscription price of SEK 145 per share. The share issue thereby raised around SEK 250 million for the company, which was mainly used for repayment of credit facilities that Rejlers AB raised in connection with the acquisition of Eurocon Consulting AB.

In February 2022, an issue of 460,720 Class B shares was carried out as a part of a purchase consideration in the acquisition of Helenius Ingenjörbyrå AB. In 2019, the Group issued

designated convertibles to employees in senior positions. In August 2022, 233,220 Class B shares were issued in connection with the conversion of parts of the convertible programme.

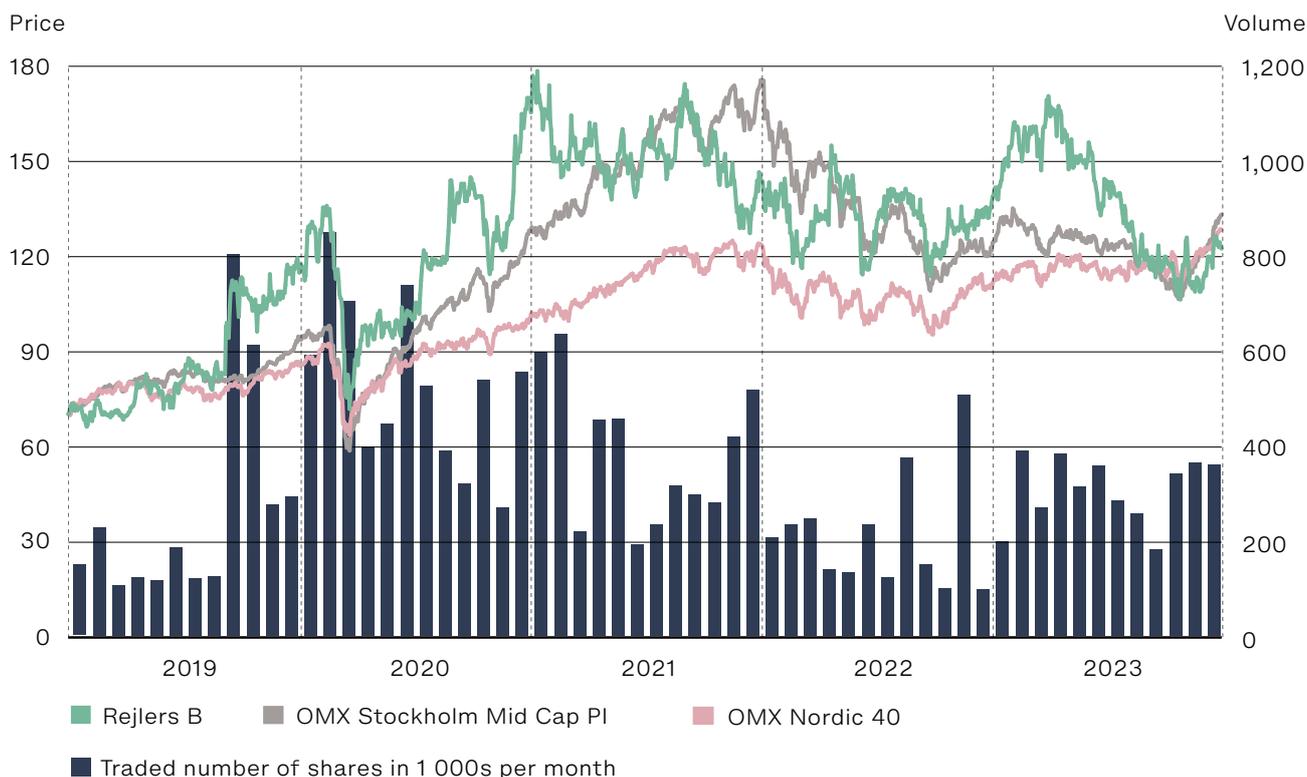
## Convertible programme

In 2019, the Group issued designated convertibles to employees in senior positions and key individuals in the Group according to a resolution at the Annual General Meeting on 3 May 2019 and an Extraordinary General Meeting on 18 November 2019. The convertibles are divided up into a debt amount and a conversion right whereby the latter is recognised as equity. The programmes did not entail any personnel expenses. In August 2022, the first programme fell due and 233,220 Class B shares were issued. The remaining outstanding convertible programmes from 2019 amount to SEK 24,000,000 with the last day for subscription of 14 February 2024.

## Listing and trading

The company's Class B shares have been listed on the Nasdaq Stockholm since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. During 2023, 3.7 million (2.5) shares at a total value of SEK 510.7 million (332.8) were traded on Nasdaq OMX. The final share price for Rejlers Class B shares was SEK 122.50 (137.00) per share at year-end, a decrease of 11 per cent compared to 31 December 2022. The lowest and highest share prices during the year were SEK 106.50 on 25 October 2023 and SEK 170.60 on 29 March 2023, respectively.

## Development Rejlers' share Jan 2019 – Dec 2023



## Ownership

At the end of 2023, there were 4,990 shareholders (3,973). Financial companies, funds, organisations and legal entities held 35 per cent (34) of the votes and 41 per cent (39) of equity. Shareholders residing abroad accounted for 20 per cent (19) of the votes and 32 per cent (31) of equity. The Rejler family owned 50 per cent (50) of the votes and 17 per cent (17) of the equity, of which principal owner Peter Rejler held 31 per cent (31) of the votes and 5 per cent (5) of the equity, and through companies held 13 per cent (13) of the votes and 3 per cent (3) of the equity. In addition to the Rejler family, major

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

## Shareholder contacts

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

## Rejlers 10 biggest shareholders

The table shows the situation as of 29 December 2023

Name	A shares	B shares	Holding (%)	Votes (%)
Peter Rejler	1,159,750	0	5.2%	30.6%
Jangunnar AB (Rejler Family)	485,250	163,638	2.9%	13.3%
Nordea småbolagsfond, Nordic region	-	3,004,966	13.6%	7.9%
Lannebo Fonder	-	1,827,470	8.3%	4.8%
Didner & Gerge Fonder Aktiebolag	-	1,628,996	7.4%	4.3%
Lauri Valkonen	70,000	402,000	2.1%	2.9%
Handelsbanken Microcap Sverige	-	1,050,000	4.7%	2.8%
Lisa Rejler	13,125	871,226	4.0%	2.6%
Martina Rejler	13,125	799,294	3.7%	2.5%
Northern Trust Company, London	-	629,381	2.8%	1.7%
<b>Total, 10 biggest shareholders</b>	<b>1,741,250</b>	<b>10,376,971</b>	<b>54.8%</b>	<b>73.4%</b>
Total, other shareholders	8,000	9,980,628	45.2%	26.6%
<b>Total</b>	<b>1,749,250</b>	<b>18,632,599</b>	<b>100.0%</b>	<b>100.0%</b>

## Per-share data

	2023	2022
Earnings per share after dilution, SEK	8.39	9.64
Equity per share, SEK	81.5	73.0
Dividend per share, SEK <sup>1)</sup>	4.50	4.50

<sup>1)</sup> For the 2024 AGM, the Board of Directors proposes a dividend of SEK 4.50 per share.

## Distribution of shareholdings

Number of shares	Number of owners	Number of shares	Proportion of capital (%)	Proportion of votes (%)
1 – 500	4,124	421,497	1.91%	1.11%
501 – 1,000	355	275,416	1.25%	0.73%
1,001 – 5,000	339	794,864	3.60%	2.10%
5,001 – 10,000	64	457,740	2.07%	1.25%
10,001 – 15,000	24	295,530	1.34%	0.78%
15,001 – 20,000	8	146,938	0.66%	0.39%
20,001 –	76	19,714,864	89.18%	93.64%
<b>Total</b>	<b>4,990</b>	<b>22,106,849</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
2022	New share issue	921,440	40,297,258	460,720	20,148,629
2022	New share issue	466,440	40,763,698	233,220	20,381,849
2023	New share issue	3,450,000	44,213,698	1,725,000	22,106,849

# ADMINISTRATION REPORT

## Rejlers AB (publ)

Corporate identity number 556349-8426

The Board and Chief Executive Officer of Rejlers AB (publ)

submit herewith the annual accounts for the financial year

1 January 2023–31 December 2023.

	2023	2022	2021	2020	2019
Net sales, SEK million	4,088.3	3,513.0	2,898.7	2,366.9	2,557.1
Operating profit/loss, SEK million	235.0	234.3	129.7	83.8	103.5
Operating margin, %	5.7%	6.7%	4.5%	3.5%	4.0%

## 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 3,254 employees (2,773) located at several places in Sweden, Finland, Norway and the United Arab Emirates. The head office is located in Stockholm. Since 2018, Rejlers' operations have been divided into three segments: Rejlers Sweden, Rejlers Finland and Rejlers Norway.

## Consolidated sales and profit

During the year, Rejlers' market was affected by higher inflation and higher interest rates, which led to a weaker market from the second quarter. Demand and decision-making processes mainly in industries such as property and partly industry have been lower and longer compared with the previous year. In contrast, Rejlers had a very good market in sectors such as energy and infrastructure during the year. Despite weaker demand in certain industries, the market has been relatively good, driven by a need for change and with it demand for new digital technology, automation, electrification of manufacturing with a large carbon footprint and creating sustainable supply chains. Rejlers' demand is driven by this ongoing change, which has become even more current with increased regulations from the EU. High inflation also entails higher costs for Rejlers regarding rents for premises and salaries, which we monitor and are kept at a reasonable level thanks to strong organic growth, meaning that the cost per employee is not increasing at the same pace as the total cost increase. High inflation has led to higher interest expenses for bank loans. Read more in Note 3 about Rejlers' interest-rate exposure. The consequences of the war in Ukraine are unpredictable and we are following developments closely.

Net sales totalled SEK 4,088.3 million (3,513.0), an increase of 16.4 per cent compared to the corresponding period the previous year. Organic growth excluding exchange rate fluctuations amounted to 5.0 per cent and the acquired growth amounted to 8.7 per cent. Operating profit (EBIT) increased to SEK 235.0 million (234.3). Operating profit for 2023 is negatively impacted by integration costs regarding the acquisition of Eurocon, impairment of projects and restructuring costs, totalling SEK 20 million. Operating profit is also impacted by acquisition expenses of SEK 13.5 million (6.7), which are recognised in the income statement under acquisition-related items. See also Note 28 "Acquisition-related items". Earnings are negatively impacted by lower utilisation and higher costs due to inflation, and positively impacted by more employees and higher prices.

Net financial items for the period amounted to an expense of

SEK 8.3 million (income: 11.5), impacted positively by a restatement of liability for unpaid supplementary purchase considerations of SEK 29.5 million (16.5), negatively by exchange-rate changes and increased interest expense for loans and IFRS 16 Leasing amounting to SEK -6.2 million (-5.8).

The tax expense for the period amounted to SEK -41.3 million (-49.4), corresponding to an effective tax rate of 18.2 per cent (20.1). Profit after tax for the quarter amounted to SEK 185.4 million (196.4). Earnings per share before dilution amounted to SEK 8.39 (9.64) and after dilution to SEK 8.32 (9.55).

## Cash flow and financial position

During the year, the Group generated a cash flow from operating activities in an amount of SEK 265.9 million (275.2). The cash flow from operating activities is impacted positively by increased operating liabilities and negatively by increased trade receivables. Consolidated cash and cash equivalents, less utilised overdraft facilities of SEK 9.2 million, at the end of the period amounted to SEK 59.2 million, compared with SEK 144.8 million at 31 December 2022, affected by dividends in an amount of SEK 91.7 million.

Interest-bearing liabilities increased by SEK 150.7 million since 31 December 2022 to SEK 686.8 million at year-end. In connection with the acquisitions of Eurocon Consulting AB and Karl Knudsen AS, new loans were taken up from credit institutions of SEK 250 million. During the year, SEK 90.9 million was repaid on all loans. Interest-bearing liabilities with regard to IFRS 16 Leases amount to SEK 260.3 million and decreased by SEK 6.1 million compared with 31 December 2022. Current interest-bearing liabilities amount to SEK 396.7 million compared with SEK 67.3 million at 31 December 2022 and non-current interest-bearing liabilities amount to SEK 0 million compared with SEK 170.0 million at 31 December 2022. Current liabilities have increased as the duration of previous non-current liabilities expire in 2024. After the end of the period, all liabilities have been renegotiated and run for 12 months in the future to the end of January 2025 to achieve an effective interest level.

Net debt amounted to SEK 627.6 million, compared with SEK 391.1 million as of 31 December 2022. The increase in net debt is attributable to an increase in loans in connection with acquisitions. The ratio of net debt to EBITDA rolling 12 months amounted to 1.40 at the end of the period compared with 0.94 at 31 December 2022. The ratio of net debt to EBITDA rolling 12 months excluding IFRS 16 Leases amounted to 1.1 compared with 0.4 at 31 December 2022. The equity/assets ratio amounted to 49.4 per cent compared with 49.8 per cent on 31 December 2022.

Equity per share was SEK 81.5 at the end of the period com-

pared to SEK 73.0 as of 31 December 2022. SEK 9.2 million (0) of the Group's overdraft facilities in Danske Bank of SEK 200.0 million (150.0) is utilised.

### Investments

Investments in property, plant and equipment amounted to SEK 20.6 million (15.3), mainly related to equipment and IT equipment. Investments in intangible assets, mainly attributable to the development of IT platforms, amounted to SEK 5.7 million (5.9). Investments in subsidiaries and businesses amounted to SEK 525.4 million (224.4), mainly attributable to the acquisitions of Eurocon Consulting AB and Karl Knudsen AS. Depreciation and amortisation amounted to SEK 199.5 million (175.2), of which SEK 117.2 million (106.6) was related to IFRS 16.

### Rejlers' acquisition of Eurocon

On 20 February 2023, Rejlers Sverige AB, which is a directly wholly owned subsidiary of Rejlers AB, submitted a recommended public offer to the shareholders of Eurocon Consulting AB (publ), to transfer all of its shares in Eurocon to Rejlers for SEK 10.75 in cash per share. Based on all 43,627,279 shares outstanding in the company, the offer values Eurocon at around SEK 469 million. The offer was unanimously recommended by the Board of Eurocon and shareholders who control 45.8 per cent of outstanding shares committed to accept the offer.

The offer was not subject to any financing conditions. The amount paid in connection with the offer is comprised of available funds in Rejlers AB and available credit facilities that Danske Bank has undertaken to provide in connection with the offer. Rejlers AB has since conducted a private placement and repaid parts of the credit facility in order to promote further strategic growth initiatives. For more information, see more under "The Share".

The acceptance period for the offer began on 23 February 2023 and ended on 3 April 2023, which resulted in shares submitted in the offer amounting to around 96.1 per cent of the shares and votes in Eurocon. Since the offer was accepted to such an extent that Rejlers held more than 90 per cent of the shares in Eurocon, all conditions for the completion of the offer were met as of 3 April 2023. Accordingly, the offer was declared unconditional in every respect and Rejlers completed the acquisition of the shares that had been submitted. Eurocon was thereby consolidated as of 3 April 2023. The acceptance period was then extended until 14 April whereby 98.2 per cent of the shares and the votes were submitted and thereafter a compulsory redemption process for the remaining shares was initiated. As of 1 December, the acquisition was completed as all shares and votes were submitted.

Rejlers sees strong commercial and financial potential in a merger between the companies, where Eurocon's specialist expertise in the process and manufacturing industry, infrastructure and information systems and experience of large and complex project commitments significantly strengthens the Rejlers Group's position in the market. In addition to this, the merger of Rejlers and Eurocon strengthens the company's operations in the forestry, chemical and mining industries, among others. Furthermore, the merger with Eurocon strengthens Rejlers' exposure to planned and ongoing sustainability investments in northern Sweden, a transformation effort that Rejlers takes very seriously and places a great deal of emphasis on. It is Rejlers' intention that Eurocon, under

its current management, will significantly strengthen Rejlers' business operations in northern Sweden and complement the offering in the rest of Sweden. With the shared expertise in Rejlers and Eurocon, the offering to industrial customers will be broadened, something that is in demand by the market.

### Utilisation

The utilisation amounted to 79.6 per cent (80.7).

### Employees

At the end of the period, there were 3,254 employees (2,773). There were 3,004 full-year employees (2,553).

### War in Ukraine

The war in Ukraine has led to higher inflation and sanctions against Russia, which may affect the market Rejlers operates in. The war has accelerated the need for a change where entire industries are seeking new digital technology, automation, electrification of manufacturing with a large carbon footprint and creation of sustainable supply chains and major investments are being planned. Rejlers' demand is driven by this ongoing change, which has become even more current due to the war. High inflation also entails higher costs for Rejlers regarding rents for premises and salaries, which we monitor and are kept at a reasonable level thanks to strong organic growth, meaning that the cost per employee is not increasing at the same pace as the total cost increase. High inflation has led to higher interest expenses for bank loans. Rejlers has no employees in Russia or Ukraine. The consequences of the war are unpredictable and we are following developments closely.

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

	Net sales, SEK million		Operating profit/loss, SEK million		Operating margin, %	
	Jan-Dec 2023	Jan-Dec 2022	Jan-Dec 2023	Jan-Dec 2022	Jan-Dec 2023	Jan-Dec 2022
Rejlers Sweden	2,480.5	2,060.9	162.9	163.3	6.6	7.9
Rejlers Finland	1,335.5	1,186.1	83.0	93.8	6.2	7.9
Rejlers Norway	302.7	302.8	8.9	17.9	2.9	5.9
Eliminations	-30.4	-36.8	-19.8	-40.7	-	-
<b>Consolidated total</b>	<b>4,088.3</b>	<b>3,513.0</b>	<b>235.0</b>	<b>234.3</b>	<b>5.7</b>	<b>6.7</b>

### Rejlers Sweden

The Swedish market has had a varying development during the year. The energy sector has continued strong and stable growth and the industry sector, mainly in northern Sweden, has developed positively. In addition, the need for expertise in telecom and the public sector has grown, at the same time that some slowdown can be seen in parts of industry and properties. As a whole, Rejlers Sweden has a favourable position thanks to a differentiated customer base and the ability to be able to adapt the offering to areas with greater demand.

Despite a weaker market, the Buildings division had a stable development thanks to a large percentage of assignments to the public sector with continued high demand, and thanks

to deeper cooperation with the other divisions. The housing market has to a greater extent been affected by inflation and a high interest rate position. Rejlers is well-positioned thanks to the in-demand specialist expertise in, among other things, sustainable buildings and energy efficiency improvements.

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

For the Industry division, demand is driven by the industry's green transformation and increased investments due to high freight costs and greater uncertainty in the world. Demand was strong, but also varied during the year as investment decisions from customers were delayed, impacted by high inflation and higher interest rates.

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

The Communication & Security division experienced a positive development during the year thanks to a growing need for security, communication and digital solutions in connection with the future-proofing of society.

Net sales in Sweden increased to SEK 2,480.5 million (2 060.9). EBITA increased to SEK 200.0 million (182.6) and the EBITA margin was 8.1% (8.9). Earnings are negatively impacted by integration costs regarding the acquisition of Eurocon, impairment of projects and restructuring costs, totalling SEK 20 million.

Key performance indicators - Rejlers Sweden	Jan-Dec 2023	Jan-Dec 2022
Net sales, SEK million	2,480.5	2,060.9
EBITA, SEK million	200.0	182.6
EBITA margin, %	8.1	8.9
Number of employees	1,822	1,417

### Rejlers Finland

The Finnish market varied between industries and was somewhat challenging due to the uncertain financial situation that led to postponed investment decisions from customers. However, demand was positively driven by the green transition, the shift to fossil-free energy production, energy storage and electrification.

The Industry division was impacted by a cautious market and postponed project start-ups, but nonetheless won several major projects, driven by the transition to a sustainable society and challenges in the energy supply.

Despite a weaker market in the construction industry, the Buildings division has had a good development during the year. Rejlers has a strong offering in complex public projects, market areas where we see an increased demand for our services.

The growth in Rejlers' Sustainable Energy Solution division is driven by challenges in the energy market and on-going energy transformation, which generates demand for network services such as electricity grids, energy measurement, telecoms and security.

The Infrastructure division had a challenging year in transport operations. Internal change work and new business and offers made positive contributions gradually during the year.

Rejlers' operations in Abu Dhabi, which is part of the Finland segment, developed strongly during the year. Thanks to a previously expanded customer base with more local customers, Rejlers won new projects, including more engineering services in projects with EPC contractors.

Net sales in Finland increased to SEK 1,355.5 million (1,186.1). EBITA increased to SEK 107.0 million (113.1) and the EBITA margin was 8.0% (9.5).

Key performance indicators - Rejlers Finland	Jan-Dec 2023	Jan-Dec 2022
Net sales, SEK million	1,355.5	1,186.1
EBITA, SEK million	107.0	113.1
EBITA margin, %	8.0	9.5
Number of employees	1,220	1,167

### Rejlers Norway

The Norwegian market was characterised by uncertainty from the second quarter. The market for construction gradually weakened, at the same time that demand in energy and power transmission remained strong. Electrification of Norwegian oil and gas rigs is also driving demand. A stabilisation in the Norwegian economy is expected in the second quarter of 2024, provided an unchanged or lower interest rate.

The Buildings division adapted to new, weaker market conditions where projects in the construction sector were postponed to the future. The acquisition of Karl Knudsen has had a positive impact by adding new projects and skills.

The Energy division gradually had a positive development during the year, despite delayed project start-ups. New framework agreements and agreements were signed with existing and new customers and the division has great potential in the energy sector thanks to the changes planned.

The market for Infrastructure was characterised by change, where several public infrastructure projects were postponed. The shift towards maintenance and renovation of the current railway infrastructure that is under way is advantageous for Rejlers' offering.

Net sales in Norway increased to SEK 302.7 million (302.8). EBITA amounted to SEK 18.8 million (29.0) and the EBITA margin was 6.2% (9.6).

Key performance indicators - Rejlers Norway	Jan-Dec 2023	Jan-Dec 2022
Net sales, SEK million	302.7	302.8
EBITA, SEK million	18.8	29.0
EBITA margin, %	6.2	9.6
Number of employees	202	179

### Acquisitions

In 2023, Rejlers carried out six acquisitions and all acquired companies complement Rejlers' offering and customers and are therefore expected to increase sales in both the acquired companies and Rejlers. As the companies are run with relatively small overhead and administration, synergies on the cost side are small. In the long term, certain cost synergies may arise thanks to, among other things, moving to shared premises. The goodwill arising from the acquisitions consists mainly of human capital, i.e. the knowledge and experience the consultants in the acquired company add, which is not expected to be deductible. Goodwill also consists of the synergies the acquisitions entail, such as broader offers, new customers, new regions and new

joint assignments. Hence, the majority of the acquired companies' intangible assets are attributable to goodwill.

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

**Rejlers acquired the Finnish technical consultant Three Kings**, thereby strengthening its offering in data protection, information security and cybersecurity in business-critical environments. Three Kings is a part of the energy and infrastructure division. The business was consolidated as of 1 February 2023.

**Rejlers Sweden acquired INTEK, Installationsteknik i Malmö AB**. The acquisition means that Rejlers is being reinforced with four heating, ventilation and sanitation engineers with good customer contacts. INTEK is part of the Buildings division. The business was consolidated as of 1 February 2023.

**Rejlers' acquisition offer to the shareholders of Eurocon Consulting AB** (publ) was announced in February 2023. After the end of the acceptance period on 3 April, the number of shares submitted amounted to 96 per cent of the shares and votes in Eurocon. Accordingly, the offer was declared unconditional in every respect and Rejlers completed the acquisition of the shares that had been submitted. Eurocon was thereby consolidated as of 3 April 2023. The acceptance period was then extended until 14 April whereby 98.2 per cent of the shares and the votes were submitted and thereafter a compulsory redemption process for the remaining shares was initiated. As of 1 December, the acquisition was completed as all shares and votes were submitted.

Eurocon is a Swedish technical consulting firm specialised in industrial projects for the process and manufacturing industry, infrastructure and information systems, with operations in 13 locations in Sweden. Eurocon has 285 employees and sales in 2022 amounted to around SEK 339 million with an EBITA of around SEK 41 million. Rejlers sees strong commercial and financial potential in a merger between the companies, where Eurocon's specialist expertise in the process and manufacturing industry, infrastructure and information systems and experience of large and complex project commitments significantly strengthens the Rejlers Group's position in the market.

**Rejlers Finland acquired LK-Paloininööri Oy**, a Finnish technical engineering consulting firm in fire safety, with customers in industry, public buildings such as hospitals, offices and commercial buildings. The business was consolidated as of 1 September 2023.

**Rejlers Norway acquired Karl Knudsen AS**, an established technical consulting firm in construction management and design. The company has around 25 consultants with operations in Trondheim, Norway's leading university city and a new region for Rejlers. With many local industrial customers, this broadens Rejlers' existing customer base and offering. The business was consolidated as of 2 October 2023.

### Sensitivity

Rejlers earnings are sensitive to changes in utilisation, hourly prices and wage cost trends. Every change of one percentage

point in its parameters has the following effect on Rejlers' operating profit in SEK millions:

Utilisation	44.4 (33.5)
Hourly price	35.3 (27.3)
Pay expense increase	22.2 (18.5)

Personnel expenses amount to 65 per cent (61) of revenues while other operating expenses are 25 per cent (27) of revenues.

### Future-oriented information

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

### Parent Company

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

Net sales in the Parent Company during the year amounted to SEK 38.0 million (36.9), which mainly pertains to invoiced management fees to subsidiaries. The Parent Company's operating loss amounted to SEK 19.2 million (37.3), positively impacted by lower Group-wide expenses. Net financial items amounted to SEK 45.4 million (16.9), of which SEK 36.5 million (9.6) was Group contributions from subsidiaries. Net profit after tax amounted to SEK 20.3 million (loss: 17.5) Parent Company cash and cash equivalents at the end of the period amounted to SEK -9.2 million (utilised overdraft facility), compared with SEK 48.4 million at 31 December 2022. Equity amounted to SEK 852.2 million (680.8). Interest-bearing liabilities amounted to SEK 195.3 million (261.6) of which SEK 0 million (194.3) was non-current and SEK 195.3 million (67.3) was current. Current liabilities have increased as the duration of previous non-current liabilities expire in 2024. After the end of the period, all liabilities to credit institutions have been renegotiated and run for 12 months in the future to the end of January 2025 to achieve an effective interest level.

### The Share

The total number of shares in Rejlers AB is 22,106,849, of which 1,749,250 Class A shares (ten votes per share) and 20,357,599 Class B shares (one vote per share). The total number of votes is 37,850,099 divided into 17,492,500 for Class A shares and 20,357,599 for Class B shares. The share capital amounts to SEK 44,213,698. In May 2023, with the support of the share issue authorisation from the Annual General Meeting in 2023, a private placement of 1,725,000 Class B shares was carried out at a subscription price of SEK 145 per share. The share issue thereby raised around SEK 250 million for the company, which was mainly used for repayment of credit facilities that Rejlers AB raised in connection with the acquisition of Eurocon Consulting AB.

In February 2022, an issue of 460,720 Class B shares was carried out as a part of a purchase consideration in the acquisition of Helenius Ingenjörbyrå AB. In 2019, the Group issued designated convertibles to employees in senior positions. In August 2022, 233,220 Class B shares were issued in connection with the conversion of parts of the convertible programme. Remaining outstanding convertible programmes from 2019 amount to SEK 24,000,000 with conversion in February 2024.

### Corporate governance

We refer to the corporate governance report in this annual report for information regarding the duties of the Board and corporate governance; refer to pages 62-67

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

The Annual General Meeting on 22 April 2020 adopted new guidelines for remuneration of the CEO and other members of Group management. The guidelines are reviewed at the Annual General Meeting every four years, i.e., no review was done at the 2023 AGM. The guidelines will be reviewed by the 2024 General Meeting. 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 powers 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 equi-

valent to 65 per cent of the fixed annual salary.

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

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

### Other remuneration

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

### Pension

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

### Other benefits

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

### Conditions upon termination

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

### Fees to Board members

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

### Salary and terms of employment for employees

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

### Planning and decision process

In connection with the statutory Board meeting after the 2023 AGM, the Board appointed a Remuneration Committee, comprising Peter Rejler (chair), Martina Rejler and Patrik Boman. The committee's tasks include preparing principles for remuneration of Group management and the Board's decisions regarding proposals on guidelines for remuneration of senior executives. The Board shall prepare proposals for new guidelines at least every four years and present the proposal for resolution at the AGM. The guidelines shall apply until new guidelines have been adopted by the General Meeting. The Remuneration Committee shall monitor and evaluate programmes for variable remuneration of Group management, the application of the guidelines for remuneration of senior executives and applicable remuneration structures and levels in the company. In the Board's treatment of and decisions in remuneration-related issues, the CEO or other persons in Group management are not present, insofar as they are affected by the issues.

### Deviation from the guidelines

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

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

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

### Proposed resolution on changes to guidelines for remuneration of senior executives for the 2024 AGM

According to the Swedish Companies Act, the Board of Directors shall prepare a proposal on new guidelines for remuneration of senior executives at least every four years. The company's current guidelines were adopted at the 2020 Annual General Meeting, which is why the Board has reviewed the guidelines and decided to enable a competitive remunera-

tion structure for senior executives, both from a national and international perspective, to submit a proposal for a change of the guidelines. In addition to certain editorial changes, the amended guidelines propose that the limit for extraordinary remuneration be changed from 65 per cent of the fixed annual salary, combined with the variable remuneration, to 100 per cent of the fixed annual salary. Otherwise, the proposed guidelines are unchanged from before.

### Sustainability Report

The Group's Sustainability Report is available in this report on pages 14-48.

### Dividends

Rejlers' long-term policy is for around 50 per cent of the company's earnings to be paid out as dividends. Rejlers Board proposes a dividend of the SEK 4.50 per share (4.50) for the 2023 financial year, which corresponds to 54.1 per cent of earnings per share before dilution. The dividend amount totals SEK 99.5 million (91.7). Due to the Board of Directors' proposed dividend presented above, the Board hereby issues the following reasoned statement pursuant to Chapter 18 Section 4 of the Swedish Companies Act. The Board considered a dividend to be reasonable considering the demands the nature of the operation places on equity financing, the ability in both the short and long terms of fulfilling the Group's obligations and the estimation of the Group's future growth.

### Proposed allocation of profit

Non-restricted equity in the Parent Company amounts to:	SEK 778,443,843
The Board proposes a dividend of SEK 4.50 per share	SEK 99,480,821
To be carried forward	SEK 678,963,022

## Risks and risk management

Strategic and operational risks	Description	Handling
<b>Market</b>	Rejlers operates in Sweden, Finland, Norway and Abu Dhabi and is thus dependent upon short-term economic circumstances in these markets. The company is also exposed to competition from both major international competitors and a number of smaller local competitors in each individual market. Political decisions may also have a decisive influence on the willingness of customers to invest.	Rejlers manages market risks by having a broad customer base with an even distribution of private and public clients and a broad range of services to minimise sensitivity to weakening in individual sectors.
<b>Assignments</b>	Assignment risks include those linked to individual assignments. Rejlers works with different forms of contract. A fixed-price assignment may entail an increased risk if the time required to complete the assignment is miscalculated. The major proportion of the company's assignments are charged at an hourly rate, and therefore the risk they present is limited.	The quality of assignments is assured in the Group-wide business management system, which is certified to ISO 9001:2008 and ISO 14001:2004 standards in Sweden, Finland and Norway. Rejlers conducts a dialogue with customers prior to, during and after project implementations and customer surveys are also regularly conducted. The majority of Rejlers' customers are recurring with framework agreements and we work in long-term relationships with our customers. Rejlers has a limited proportion of fixed-price assignments. These are handled according to a special decision-making procedure and all fixed prices are followed up monthly in terms of the degree of completion.
<b>Employees</b>	There is always a risk that skilled employees leave Rejlers to join competitors, customers or start their own operations. Retaining existing employees is important for company growth, as is recruiting new employees. In the wake of the pandemic, we see a larger share of the employees than before requesting more flexibility and wanting to work from home more often.	To ensure a good work environment, Rejlers has a work environment management system and policies for work environment and anti-discrimination. Rejlers places great emphasis on the well-being, health and safety of its employees. Being able to offer a stimulating workplace for employees and provide good opportunities for training and personal development contributes to company growth. Through the vision "Home of the Learning Minds"; we show the great importance we attach to being a learning organisation, which ultimately strengthens Rejlers' position as an attractive employer.
<b>Acquisitions</b>	The acquisition of a consultancy always entails a risk that personnel will leave the company acquired. A major acquisition puts the organization under strain and directs attention to internal issues, which may hinder marketing efforts.	In every acquisition, Rejlers always seeks to integrate new employees and operations to create additional value for both the acquiring and the acquired company. By gaining local support within the organisation in respect of potential acquisitions, we also avoid the risk of bad investments.
<b>Media exposure and brand</b>	With the increasing renown and exposure of Rejlers and the Rejlers brand also comes the risk of e.g. media scrutiny and negative publicity.	Rejlers has a structured method for monitoring and following what is written and reported about the company and the major projects we are involved in, in both conventional media and social media. There are established guidelines for how the company's employees should act in relation to various media.
<b>Anti-Corruption</b>	Rejlers is dependent on the company, employees, suppliers and partners respecting and complying with current legislation regarding bribery and corruption. Actions that conflict with current laws can affect Rejlers' reputation and operations.	All employees and suppliers must follow the Rejlers Code of Conduct. The Code of Conduct contains rules for Rejlers' business conduct and the company's responsibility toward colleagues, customers, shareholders and other stakeholders. Our Code of Conduct is included in the employment contracts signed by our employees. We also have a system for whistle-blowing in which an independent, external party helps us handle received cases and where nobody is at risk of reprisals for having made a report.
<b>Human rights</b>	We assess the risk of human rights violations in our own operations to be low. Risks are mainly in the supply chain and may arise in connection with purchases in projects and in our own operations. Legislation is now being tightened up in the area and we need to ensure that we comply with it.	Rejlers respects the UN Global Compact and its ten principles regarding human rights, working conditions, consideration for the environment and anti-corruption. These guidelines are to be complied with internally within the business, and Rejlers works with the company's suppliers to ensure compliance in the supply chain. It is mandatory for all employees and suppliers to follow Rejlers' Code of Conduct.
<b>Environment</b>	Rejlers does not conduct operations requiring permits or registration according to applicable environmental legislation. Rejlers' own impact takes place through operations in our offices, business travel and the purchase of goods and services. Our indirect impact takes place through our customer projects. We must meet the customers' requirements for expertise in, for example, how infrastructure and buildings can be adapted to climate risks. We also see this as an opportunity to help customers make sustainable choices in areas where we have the greatest impact through our projects, such as climate impact, material choices and circular systems.	Rejlers has a certified environmental management system and an environmental policy to ensure that we take into account the environmental impact of our operations, as well as the impact that our assignments represent. This also involves procedures that ensure that applicable environmental legislation is complied with throughout the Group. We constantly need to monitor the development and the customers' needs linked to the environment and climate change.

<b>Financial risks</b>	<b>Description</b>	<b>Handling</b>
<b>Liquidity risk</b>	Rejlers' liquidity is affected by the earnings accrual and the undertakings the Group has with regard to supplementary purchase considerations for acquisitions, loans to credit institutions, interest, etc. Liquidity can also be impacted by the amount of overdue trade receivables.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's liquidity risks. Liquidity forecasts are continuously reported to the Board of Rejlers AB, including covenant forecasts. Future commitments' relation to earning accrual is continuously monitored and it is checked that procedures for collection of overdue trade receivables are in place.
<b>Currency, and interest-rate risk</b>	Changes in interest rates and foreign exchange rates have an effect on cash flow, earnings and the balance sheet. The Group's expenses and revenues are chiefly in local currencies, i.e. SEK, NOK and EUR. Even in the event of major foreign exchange rate changes we consider the consolidated balance sheet only to be exposed to a minor extent.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's currency and interest-rate risks. The company's liquidity is managed through Group currency accounts in the bank in order to optimise the use of the respective currency and to handle interest expenses regarding the utilisation of overdraft facilities. Interest rate terms for the other bank loans are deemed to be market based and may be negotiated if this changes.
<b>Credit risk</b>	Credit risk entails risks linked to the ability of customers to pay. Rejlers has a major exposure to customers in the public sector where the credit risk is low.	The Group's finance policy, which is continuously updated, comprises the handling of the Group's credit risks. Because customers are invoiced on an ongoing basis, the accrued credit risk is relatively limited even in major assignments. The majority of Rejlers' customers are large and recurring, including in the public sector. We work in long-term relationships with our customers, which reduces credit risk. For new, previously unknown customers, a credit report is obtained and terms of payment can be shortened for customers deemed to have a higher credit risk.

# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS



**Peter Rejler**  
Chairman of the Board

**Born:** 1966

**Elected:** 2010

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

**Other important assignments:**

–

**Rejlers shareholding:**  
1,159,750 Class A shares.  
485,250 Class A shares and  
163,638 Class B shares through  
the company, Jangunnar AB.



**Jan Samuelsson**  
Vice Chairman of the Board

**Born:** 1950

**Elected:** 2010

Graduate in economics. Former  
CEO of Kraftringen AB.

**Other important assignments:**  
Board member of the Brittedal  
Group.

**Rejlers shareholding:**  
3,583 Class 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. Senior  
Advisor Stella Group.

**Rejlers shareholding:**  
4,000 Class B shares.



**Helena Levander**  
Board member

**Born:** 1957

**Elected:** 2018

Master of Science in Economics,  
Stockholm School of Economics.

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

**Rejlers shareholding:**  
7,000 Class B shares.



**Lisa Rejler**  
Board member

**Born:** 1968

**Elected:** 2023

Master of Science in Internal  
Relations and Economics from  
the University of Gothenburg.  
Former Board member of Rejlers  
AB 2019-2021. Work in Investor  
Relations and communication  
in the Rejlers Group during the  
period 2001-2018.

**Other important assignments:**  
Advisor at Forever Sustainable  
Business. Board member of  
Save a Coordinate (SAC).

**Rejlers shareholding:**  
13,125 Class A shares and  
871,226 Class B shares. 485,250  
Class A shares and 163,638  
Class B shares through the  
company, Jangunnar AB.



**Peter Johansson**  
Board member

**Born:** 1957

**Elected:** 2023

Upper secondary engineer in  
electrical power and former  
President and CEO of Eurocon  
Consulting AB.

**Other important assignments:**  
Member of the Board of Teknisk  
Fastighetservice AB.

**Rejlers shareholding:**  
3,000 Class B shares.



**Björn Lauber**  
Employee representative

**Born:** 1965

**Elected:** 1998

Bachelor of Science in  
Economics.

**Other important assignments:**  
Economist at Rejlers Sverige AB.

**Rejlers shareholding:** –

# MANAGEMENT



**Viktor Svensson**  
 President and CEO of Rejlers AB  
**Born:** 1975  
**Employed since:** 2018  
 Master of Science in Economics, Blekinge Institute of Technology. 15 years in the Afry Group's corporate management, including serving as the Executive Vice President and the Division Head for Technology AB  
**Other important assignments:** –  
**Rejlers shareholding:**  
 101,000 Class B shares.



**Anna Jennehov**  
 CFO, Rejlers AB  
**Born:** 1964  
**Employed since:** 2019  
**Other important assignments:** –  
**Rejlers shareholding:**  
 6,000 Class B shares.



**Malin Sparf Rydberg**  
 Communication Director,  
 Rejlers AB  
**Born:** 1969  
**Employed since:** 2018  
**Other important assignments:**  
 Member of the Board of Gomero Group AB.  
**Rejlers shareholding:**  
 3,000 Class B shares.



**Malin Ljung Eiborn**  
 Sustainability Director,  
 Rejlers AB  
**Born:** 1976  
**Employed since:** 2022  
**Other important assignments:**  
 Member of the Board of the Network for Sustainable Business and Board member of Cradlenet.  
**Rejlers shareholding:**  
 2,000 Class B shares.



**Jenny Edfast**  
 President, Rejlers Sverige AB  
**Born:** 1975  
**Employed since:** 2015  
**Other important assignments:**  
 Board member of Innovationsföretagen.  
**Rejlers shareholding:**  
 2,800 Class B shares.



**Mikko Vaahersalo**  
 President, Rejlers Finland Oy  
**Born:** 1979  
**Employed since:** 2021  
**Other important assignments:**  
 Board member of SKOL and of Venda Partners.  
**Rejlers shareholding:**  
 2,945 Class B shares.



**Petter Arnesen**  
 President, Rejlers Norge AS  
**Born:** 1970  
**Employed since:** 2011  
**Other important assignments:** –  
**Rejlers shareholding:**  
 2,490 Class B shares.

# CORPORATE GOVERNANCE REPORT

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

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

## Shareholders

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

The total number of shares in the company amounts to 22,106,849, of which 1,749,250 are Class A shares and 20,357,599 Class B shares. The number of votes at Rejlers totals to 37,850,099. The share capital amounts to SEK 44,213,698. Upon request from the shareholder, Class A shares may be transformed into Class B shares. There is no limit to how many votes a shareholder may cast at the AGM. Class A shares confer 10 votes per share while Class B shares confer 1 vote per share. Shareholders with more than 10 per cent of the votes are Peter Rejler and Jangunnar AB (Rejler family).

## Annual General Meeting

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

Rejlers' AGM for the 2022 financial year took place on 20 April 2023 in the company's offices at Lindhagensgatan 126 in Stockholm, Sweden. The AGM was attended by 53 shareholders who represented 72.8 per cent of the company's votes and 55.3 per cent of equity. The minutes from the Annual General Meeting are available on the company's website [www.rejlers.com/se](http://www.rejlers.com/se).

### The AGM resolved, inter alia:

- In accordance with the Board's proposal, to appropriate the company's earnings such that of unappropriated earnings of SEK 610,498,859, a total of SEK 91,718,321 is to be paid to the shareholders in dividend, of which SEK 7,871,625 in total was paid to holders of Class A shares and SEK 83,846,696 was paid to holders of Class B shares in dividend and the remainder was carried forward. Accordingly, a dividend was decided on of SEK 4.50 per share, regardless

of class. The record date for receipt of the dividend was set at 24 April 2023.

- To adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet, in accordance with the Board's proposal.
- To discharge the members of the Board and CEO from liability as proposed by the auditor.
- To set the remuneration of the Board as per the Nomination Committee's proposal, and the remuneration of auditors as per approved invoice
- In accordance with the Nomination Committee's proposal, that the Board of Directors shall consist of six ordinary members without deputies for the period until the end of the next Annual General Meeting. This number does not include employee representatives.
- 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 and Patrik Boman and the election of Lisa Rejler and Peter Johansson for the period until the next AGM.
- In accordance with the Nomination Committee's proposal, to elect the accounting firm Ernst & Young AB as the company's auditors until the end of the next Annual General Meeting.
- To 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 2024 AGM in respect of the 2023 financial year will be held on 25 April 2024 the company's offices 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 2024 AGM consists of Martina Rejler (chair) representing Peter Rejler and Jangunnar AB, Mats Andersson representing Nordea Fonder samt Johan Lannebo representing Lannebo Fonder. The Nomination Committee must draft proposals regarding: the AGM chair, the number of Board members, fees to Board members, Board members, Chairman of the Board, Vice Chairman of the Board, the number of auditors, the auditors, how the Nomination Committee should be appointed before the 2025 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 member contributions 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 2023 financial year, the Board consisted of six members, who are presented in greater detail on page 62. During the 2023 financial year, the Board held 13 recorded meetings, of which three were by letter or email minutes for a resolution on the convening notice for the Annual General Meeting and issues in connection with the acquisition and resolutions on the remuneration of the CEO for 2024. Representatives from Group management and other management personnel regularly participated in Board meetings during the year to discuss issues in their respective areas. The Board is also responsible for major acquisitions and divestments of operations, major investments and the appointment and remuneration of the CEO. The Board also approves business plans, the annual accounts and monitors the work of the President.

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 Remuneration Committee consists of Peter Rejler (chair), Lisa Rejler and Patrik Boman. The union organisations appointed Björn Lauber and Tore Gregorsson as Board members.

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 area of responsibility between its members, besides two committees, the Remuneration and Audit Committees. In addition to the allocation of responsibility that applies generally under the Swedish Companies Act, the Articles Of Association and the Swedish Corporate Governance Code, the Board's work is governed by its rules of procedure, which stipulate that the Board must:

- In addition to the statutory meeting, hold at least five ordinary meetings
- Establish the overarching objectives for the company's operations and decide on company's strategy
- Approve the budget and corresponding long-term plans including the investment budget
- Address and approve matters regarding tenders and projects with larger fixed-price amounts

- Decide on the purchase and sale of real estate, shares or the acquisition of another company's operations
  - Appoint an Audit Committee
  - Appoint a Remuneration Committee
  - Submit the annual accounts, administration report and interim reports
  - Approve the raising of loans
  - Initiate processes or settlements of disputes of material significance
  - Address other issues of material financial or other significance
- The following items must be taken up at every ordinary Board meeting:
- A report on the company's activities including its financial management
  - A report on exceptional measures taken or events occurring between Board meetings
  - A report on the development of on-going major projects and expected business events
  - A report on existing or potential disputes that may have a significant impact on the company's operations

### Board composition

Name	Function	Independent	Elected	Present
Peter Rejler <sup>1)</sup>	Chairman	No	2010	13/13
Jan Samuelsson	Vice chairman	Yes	2010	13/13
Helena Levander	Board member	Yes	2018	13/13
Patrik Boman	Board member	Yes	2018	13/13
Martina Rejler <sup>2)</sup>	Board member	Yes	2021	13/13
Lisa Rejler <sup>2)</sup>	Board member	Yes	2023	9/9
Peter Johansson	Board member	Yes	2023	8/9
Björn Lauber	Employee representative	-	1998	13/13
Tore Gregorsson	Employee representative	-	2016	13/13

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

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

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

The Chairman is tasked with directing the work of the Board and ensuring that the Board complies with applicable laws, rules and recommendations. The Board is evaluated on an ongoing basis, both in respect of the Board as a whole and its individual Board Members. During 2023, the evaluation was carried out in the form of a Board questionnaire under the direction of the Nomination Committee. The entire Board took part in the questionnaire and discussed the evaluation. On the same occasion the Board evaluated the CEO and the company's management in their absence, but with the company auditor present. The company auditor participated in one Board meeting in connection with closing the annual accounts. The company's interim report for the third quarter was reviewed by the company's auditor and reported to the Board's Audit Committee.

### Sustainability

To meet the global sustainability challenges, today's society needs a rapid transition where infrastructure, industries and buildings must become smarter and more efficient. Today, the urgent, on-going climate crisis requires an absolute focus on measures to build a sustainable society that minimises carbon dioxide emissions. A strong focus on sustainability has thereby

become a prerequisite for success for an ambitious and value-generating company like Rejlers. It is in our customer assignments that we can make the greatest difference. Here, technical experts like Rejlers have the possibility of acting as a catalyst for our customers' journey of change.

To realise these intentions, we supplemented and strengthened our overall business strategy with a new sustainability strategy in 2023. As a basis for our sustainability strategy, we have four priorities: climate action, business ethics, an inclusive workplace and healthy people. These priorities are all crucial for us to be able to achieve the ambitious sustainability targets that both Rejlers and our customers have set. Each priority is linked to specific, measurable targets that we follow up carefully to ensure the practical implementation of our strategy.

This strategy entails a higher level of ambition and focus on the energy transition, the industrial transformation and future-proofing of our communities. For more information, refer to pages 16-48.

### Governance of our sustainability work

As of December 2022, Rejlers expanded Group Management with a business-driven sustainability manager, whose newly established role is to lead Rejlers' strategic work in developing our sustainability offering and to ensure that the sustainability targets are a part of the overall corporate strategy. In 2023, Rejlers supplemented and strengthened the overall business strategy with a new sustainability strategy. The Board and the Audit Committee continuously monitor developments regarding the established framework and our targets. Our sustainability strategy shall ensure that all functions and divisions contribute in the best way to the sustainability goals. Broken-down, measurable targets that aim to achieve the overall goals shall be present at all levels in the organisation. Rejlers' management is responsible for and ensures that Rejlers continues to develop in line with the sustainability strategy and to meet the targets. During the year, Rejlers committed to setting new targets for reduced climate impact according to the Science Based Target Initiative (SBTi). Work is under way to set the new targets in 2024 for further validation by SBTi.

### Internal control

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

### Audit committee

In connection with the statutory Board meeting after the 2023 AGM, the Board appointed an Audit Committee, comprising Jan Samuelsson (chair), Helena Levander and Peter Rejler. The Audit Committee held eight meetings during the year. The committee reporter is the company's CFO. The Audit Committee has the main task of ensuring that established principles for financial reporting and internal control are complied with and of following up sustainability reporting and the rule changes to be implemented in the coming years. The Audit Committee also monitors the company's continuous risk management, establishes supplemental instructions to the auditors for the audit effort, and monitors compliance to laws, ordinances, listing agreements and the Swedish Corporate Governance Code.

The Audit Committee also makes sure that other assignments in addition to audits carried out by the company's auditors are within the framework of approved policy. The Audit Committee

reviewed steering documents and policies during the year. In addition, the Audit Committee monitors changes to audit rules that may have an effect on the company's financial reporting and the external financial disclosures, and it also evaluates the need for an internal audit function.

### Remuneration committee

In connection with the statutory Board meeting after the 2023 AGM, the Board appointed a Remuneration Committee, comprising Peter Rejler (chair), Lisa Rejler and Patrik Boman. The Remuneration Committee held five minuted meetings during the year. The committee prepares remuneration and employment issues mainly for the CEO and to some extent for other senior executives based on the guidelines adopted by the Annual General Meeting. The Remuneration Committee is represented by the Chairman of the Board in negotiations with the President.

### Remuneration

Resolutions were made during the 2020 AGM regarding guidelines for remuneration of the CEO and senior executives in accordance with changed regulations. The guidelines follow new EU directives and expanded requirements in accordance with the Swedish Corporate Governance Code. The guidelines encompass senior executives and potential remuneration of Board members in addition to Board fees. The guidelines for remuneration of senior executives shall promote the company's business strategy, long-term interests and sustainability. The forms of remuneration are fixed and variable remuneration, which shall be competitive and variable salary shall be linked to one or more predetermined and measurable criteria. The guidelines also cover other terms, such as pension, other benefits and termination by the company and resignation by the employee. The Board of Directors may decide to deviate from the guidelines in part or in whole if there is reason to do so in an individual case. The guidelines are reviewed at the Annual General Meeting every four years and at the 2023 AGM, the Board presented, in accordance with the regulations, an annual report on remuneration of the CEO and Board members paid and due that is covered by the guidelines. For the complete guidelines, please refer to pages 58-59 in the administration report.

The AGM approved remuneration of the Board in amounts unchanged compared with the previous year, i.e. SEK 700,000 to the Chairman of the Board, SEK 400,000 to the Vice Chairman and SEK 300,000 each to the other members who are not Rejlers employees. In addition, a total of SEK 330,000 is allocated for committee work, which is unchanged compared with the previous year. See Note 8 to the annual accounts for remuneration of the Board.

### CEO and Group management

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

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

Group management holds regular meetings under the direction of the CEO. Between these meetings, the company made regular checks regarding the status of each operation. In 2019, the vision, strategy and financial targets were set, which

are guides for governance and continuous follow-up. Based on these, the respective segment has an approved annual business plan. The CEO writes a monthly CEO report to the Board where the follow-up is focused on growth, profitability, acquisitions, cost control and cash flow.

Group management comprised the CEO, the CFO, the Heads of Operations for Sweden, Finland and Norway, the CIO and the Sustainability Director, seven 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 63.

### Audits

The AGM's tasks include selecting an auditor. The 2023 AGM resolved to re-elect the accounting firm Ernst & Young for a period of one year with Åsa Lundvall as the Auditor-in-Charge. After a recommendation from the Audit Committee, the Nomination Committee are proposing that the 2024 AGM re-elect the accounting firm Ernst & Young as the auditors.

Ernst & Young audited most of Rejlers' active companies in Sweden, Finland and Norway which were wholly owned by Rejlers during 2023.

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

In addition to the audit review, Ernst & Young was also engaged for other assignments. Among other things, this concerned various accounting matters and extra examination of acquisitions. All of the assignments fall within the framework of policy laid down by the Audit Committee. Remuneration of the company auditors for 2023 is presented in Note 9 of the Annual Report.

### Financial reporting and information

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

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

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

#### Control environment

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

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

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

and employees expect of a consultancy.

The organisational structure is transparent, with defined roles and responsibilities that are communicated through documented work instructions for the Board, Board committees, the CEO and 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 authorisation manual, are established e.g. for investments and signing of contracts. Where appropriate, automatic controls specifically related to financial reporting have been established. Most control activities are integrated into the company's key processes, such as order booking, revenue recognition, investments, supplier contracts and purchases. Rejlers has a limited proportion of fixed-price assignments. These are handled according to special decision-making procedure and the degree of completion is followed up monthly. The IT structure is designed to handle potential risks in the entire operation. Special controls are in IT systems related to the processes that affect the financial reporting.

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

# CONSOLIDATED ACCOUNTS

## Consolidated Income Statement

Amount SEK million	Note	2023	2022
Net sales	5, 6	4,088.3	3,513.0
Other income	7	19.7	10.5
Personnel expenses	8	-2,648.4	-2,141.5
Other external expenses	9	-1,014.0	-967.3
Participations in associated company earnings	14	2.4	1.5
<b>EBITDA</b>		<b>448.0</b>	<b>416.2</b>
Depreciation/amortisation and impairment of non-current assets	10, 13, 23	-141.8	-128.9
<b>EBITA</b>		<b>306.2</b>	<b>287.3</b>
Acquisition-related items		-71.2	-53.0
<b>Operating profit/loss (EBIT)</b>		<b>235.0</b>	<b>234.3</b>
Financial income	15	65.5	60.0
Financial expenses	16	-73.8	-48.5
<b>Profit/loss after net financial items</b>		<b>226.7</b>	<b>245.8</b>
Income tax	17	-41.3	-49.4
<b>Profit for the period from remaining operations</b>		<b>185.4</b>	<b>196.4</b>
Attributable to the Parent Company's shareholders		185.4	196.4
Attributable to shareholders without a controlling influence		-	-
Average number of shares		21,675,599	20,207,411
Number of shares at end of period		22,106,849	20,381,849
Number of shares after dilution		22,293,329	20,568,329
Earnings per share before dilution, SEK, remaining operations	18	8.39	9.64
Earnings per share after dilution, SEK, remaining operations	18	8.32	9.55

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## Consolidated Statement Of Comprehensive Income

Amount SEK million	Note	2023	2022
Profit for the period		185.4	196.4
<b>Items that may be reclassified to the income statement</b>			
Translation differences of foreign operations		-13.1	35.9
<b>Items that will not be reclassified to the income statement</b>			
Revaluation of net pension provisions		-8.7	15.8
<b>Total</b>		<b>-21.8</b>	<b>51.7</b>
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>163.6</b>	<b>248.1</b>
Attributable to the Parent Company's shareholders		163.6	248.1

## Consolidated Balance Sheet

Amounts in SEK million	Note	2023	2022	Amount SEK million	Note	2023	2022
<b>Assets</b>				<b>EQUITY AND LIABILITIES</b>			
<b>Non-current assets</b>				<b>Equity</b>			
<b>Intangible assets</b>				Share capital		44.2	40.8
Capitalised expenditures for program development and trademarks	10	25.9	19.3	Other capital contributed		829.4	590.1
Customer values	11	468.2	355.0	Reserves		38.6	60.4
Goodwill	12	1,446.9	1,075.7	Accumulated profit including profit for the year		889.6	795.8
<b>Total intangible assets</b>		<b>1,941.0</b>	<b>1,450.0</b>	<b>Total equity attributable to Parent Company shareholders</b>		<b>1,801.8</b>	<b>1,487.1</b>
<b>Property, plant and equipment</b>				Equity attributable to shareholders without a controlling influence		-	-
Rights of use	23	270.2	275.1	<b>Total equity</b>		<b>1,801.8</b>	<b>1,487.1</b>
Equipment, tools, fixtures and fittings	13	52.0	44.1	<b>Non-current liabilities</b>			
<b>Total property, plant and equipment</b>		<b>322.2</b>	<b>319.2</b>	Liabilities to credit institutions	24	-	170.0
<b>Financial assets</b>				Lease liabilities	23	155.1	170.9
Participations in associated companies	14	8.2	6.9	Convertible debentures		-	24.3
Non-current securities held as non-current assets	19	15.4	14.5	Deferred tax liability	17	114.3	90.7
Other non-current receivables	20	26.9	25.0	Pension provisions	25	5.2	8.1
<b>Total financial assets</b>		<b>50.5</b>	<b>46.4</b>	Other liabilities	29	83.1	95.5
Deferred tax asset	17	14.0	14.0	<b>Total non-current liabilities</b>		<b>357.7</b>	<b>559.5</b>
<b>Total non-current assets</b>		<b>2,327.7</b>	<b>1,829.6</b>	<b>Current liabilities</b>			
<b>Current assets</b>				Liabilities to credit institutions	24	396.7	67.3
<b>Current receivables</b>				Convertible debentures		24.6	-
Trade receivables	21	767.6	643.2	Lease liabilities	23	105.2	95.5
Current tax assets		68.0	31.7	Trade payables		186.7	152.7
Other receivables		55.8	35.8	Current tax liabilities		76.5	53.4
Prepaid expenses and accrued income	22	370.6	299.3	Other liabilities	29	283.5	212.5
<b>Total current receivables</b>		<b>1,262.0</b>	<b>1,010.0</b>	Accrued expenses and deferred income	26	416.2	356.4
Cash and cash equivalents		59.2	144.8	<b>Total current liabilities</b>		<b>1,489.4</b>	<b>937.8</b>
<b>Total current assets</b>		<b>1,321.2</b>	<b>1,154.8</b>	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,648.9</b>	<b>2,984.4</b>
<b>TOTAL ASSETS</b>		<b>3,648.9</b>	<b>2,984.4</b>				

## Consolidated Statement Of Changes In Equity

Amount SEK million	Share capital	Other capital contributed	Reserves <sup>1)</sup>	Accumulated profit including profit for the year	Total	Non-controlling interests	Total equity
<b>Opening equity 01/01/2022</b>	<b>39.4</b>	<b>507.5</b>	<b>8.7</b>	<b>659.9</b>	<b>1,215.5</b>	<b>-</b>	<b>1,215.5</b>
Comprehensive income for the period	-	-	51.7	196.4	248.1	-	248.1
<b>Changes attributable to transactions with the owners</b>							
Non-cash issue	0.9	61.4	-	-	62.3	-	62.3
Conversion of convertibles	0.5	21.2	-	-	21.7	-	21.7
Dividends	-	-	-	-60.4	-60.4	-	-60.4
<b>Closing equity 31/12/2022</b>	<b>40,8</b>	<b>590.1</b>	<b>60.4</b>	<b>795.8</b>	<b>1,487.1</b>	<b>-</b>	<b>1,487.1</b>
<b>Opening equity, 01/01/2023</b>	<b>40,8</b>	<b>590.1</b>	<b>60.4</b>	<b>795.8</b>	<b>1,487.1</b>	<b>-</b>	<b>1,487.1</b>
Comprehensive income for the period	-	-	-21.8	185.4	163.6	-	163.6
<b>Changes attributable to transactions with the owners</b>							
New share issue	3.4	246.7	-	-	250.1	-	250.1
Issue expenses	-	-9.3	-	-	-9.3	-	-9.3
Tax on new share issue expenses	-	1.9	-	-	1.9	-	1.9
Dividends	-	-	-	-91.7	-91.7	-	-91.7
<b>CLOSING EQUITY, 31/12/2023</b>	<b>44.2</b>	<b>829.4</b>	<b>38.6</b>	<b>889.6</b>	<b>1,801.8</b>	<b>-</b>	<b>1,801.8</b>

<sup>1)</sup> Reserves consist of translation differences of foreign operations of SEK 28.3 million (39.1) and actuarial gains and losses of SEK 10.3 million (21.3)

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

## Consolidated Statement Of Cash Flow

Amount SEK million	Note	2023	2022
<b>Cash flow from operating activities</b>			
Operating profit/loss		235.0	234.3
<b>Adjustments for items not included in cash flow</b>			
Depreciation of non-current assets	10-13	82.3	68.6
Other items	32	90.9	61.8
<b>Total, items not affecting cash flow</b>		<b>173.2</b>	<b>130.4</b>
Interest paid		-30.4	-48.5
Interest received		4.9	60.0
Income tax paid		-65.5	-23.6
<b>Cash flow from operating activities before change in working capital</b>		<b>317.2</b>	<b>352.6</b>
<b>Change in working capital</b>			
Increase/decrease in current receivables		-156.6	-173.0
Increase/decrease in current liabilities		105.3	95.6
<b>Cash flow from operating activities</b>		<b>265.9</b>	<b>275.2</b>
<b>Investing activities</b>			
Acquisition of property, plant and equipment		-20.6	-15.3
Acquisition of intangible assets		-5.7	-5.9
Acquisition of operations	28	-525.4	-224.4
<b>Cash flow from investing activities</b>		<b>-551.7</b>	<b>-245.6</b>
<b>Financing activities</b>			
Loans raised		474.7	201.8
Amortisation of loans	31	-315.9	-85.7
Repayment of lease liability as per IFRS 16		-104.8	-93.9
New share issue		240.8	-
Convertibles programme		-	-2.2
Dividends paid to shareholders		-91.7	-60.4
<b>Cash flow from financing activities</b>		<b>203.1</b>	<b>-40.4</b>
<b>Cash flow for the year</b>		<b>-82.7</b>	<b>-10.8</b>
Cash and cash equivalent at beginning of year		144.8	151.9
Exchange rate differences in cash and cash equivalents		-2.9	3.7
<b>Cash and cash equivalent at year end</b>		<b>59.2</b>	<b>144.8</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 on 28 March 2024. 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 25 April 2024.

## NOTE 2. SIGNIFICANT 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) as adopted by the EU. The Swedish Annual Accounts Act is also applied as are the recommendations published by the Swedish Financial Reporting Board, RFR1, Supplementary rules for consolidated financial statements.

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

### New or amended IFRS and new interpretations 2023

An amendment was made to IAS 1 *Presentation of Financial Statements*, which aims to increase the usability of disclosures of applied accounting policies by encouraging that only material principles are described and that these descriptions explain how these principles are applied. The description of the accounting policies has therefore been further focused on essential principles and more focused on the application of these principles. Otherwise, none of the new and amended standards and interpretations to be applied from 1 January 2023 have any material impact on the Group's or the Parent Company's financial reporting.

### Upcoming regulatory changes

Company management's assessment is that the standards and interpretations to be applied from 1 January 2024 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.

As internal follow-up is done country by country, Rejlers reports three operating segments: Sweden, Finland and Norway. The branch in Abu Dhabi is reported in the Finland segment as it is closely linked to Finland's operations and is thus followed up in the scope of that operation.

### Consolidation principles

#### Subsidiaries

Subsidiaries are companies that are subject to a controlling influence from Rejlers AB.

Each contingent consideration that will be transferred by the Group is reported at fair value at the time of acquisition. When the contingent consideration is classified as a debt instrument, it is re-measured on each reporting date and the change is recognised in net financial items in the income statement.

### 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. The exchange-rate gains and losses arising from the payment of such transactions and the translation of monetary assets and liabilities in foreign currency at the closing day rate are reported in the income statement, where currency effects attributable to operating receivables and liabilities, such as trade receivables and trade payables, are reported in operating profit while currency effects attributable to financial items are reported in net financial items.

In the consolidated financial statements, subsidiary company accounts have been translated to Swedish kronor, which is the Group's reporting currency. The average exchange rate for the period is used for the translation of income and expenses.

### Acquisition-related items

Acquisition-related items include impairment and amortisation of goodwill and intangible assets related to business combinations, results in the divestment of subsidiaries and operations, as well as acquisition costs. Amortisation and impairment of intangible assets that are not related to business combinations (Capitalised expenditures for programme development) are thus not included in this item, but are included in the item Depreciation/amortisation and impairment of non-current assets.

### Property, plant and equipment

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

No depreciation is made for land. Depreciation of the costs of other assets down to the calculated residual value over their estimated useful life is done on a straight-line basis as follows:

- Vehicles 5 years
- Equipment, fixtures and fittings three to five years

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

Note 2. Significant accounting policies, cont.

## Intangible assets

### Goodwill

The amount by which the purchase sum, any holding without a controlling influence and the fair value on the acquisition date of the earlier holding, exceeds the fair value of the identifiable acquired net assets is reported as goodwill. Goodwill from the acquisition of subsidiaries is reported as intangible assets. Goodwill from the acquisition of an associated company is included in the value of the holding in the associated company and is tested for the need to recognise any impairment as a proportion of the value of the total holding. Goodwill is recognised at cost less accumulated impairments. Gains or losses from the disposal of a unit include the remaining carrying amount of the goodwill in respect of the unit disposed of. Allocation of goodwill is made to 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 depreciation. Depreciation is made on a straight-line basis to distribute the expense of customer values over their estimated useful life (ten to 15 years).

### Trademarks

Trademarks are attributable to a business combination carried out during the year of Eurocon in which the trademark with the same name constitutes an identifiable asset.

The trademark is recognised at cost less accumulated depreciation because it is deemed to have a limited useful life that amounts to 10 years and is amortised on a straight-line basis during this period.

### 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 straight-line over 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 straight-line over the estimated useful life (three to five years).

### Impairment tests for non-financial assets

Assets are assessed in regard to their reduction in value whenever events or changes in circumstances indicate that the

carrying amount might not be recoverable. In addition to this, goodwill is impairment tested annually at year-end, even if no indication of an impairment need exists. 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. In assessing the need for impairment, assets are grouped at the lowest levels of units that have materially independent cash inflows (cash-generating units), goodwill is allocated to a group of cash-generating units, this group is made up of the respective segments as goodwill is followed up at the segment level. For assets that have previously been impaired, except goodwill, an assessment is done every balance sheet date of whether there is an indication that the impairment is no longer justified, in which case it is determined if a reversal is to be made.

## Financial instruments

### 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.

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 contingent consideration in connection with business combinations. Other financial liabilities are measured at amortised cost.

### 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 in the item other external expenses.

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

Note 2. Significant accounting policies, cont.

are estimated using a reserve matrix, which is based on earlier events, current circumstances and forecasts of future financial circumstances and the time value of money if applicable.

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

#### Taxes

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

#### 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 as personnel expenses 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 items that will not be reclassified to the income statement 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 com-

prehensive 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.

#### Bonus plans

The Group reports a liability and an expense for bonuses 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.

#### Revenue from Contracts with Customers

The Group's sales essentially 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 corre-

Note 2. Significant accounting policies, cont.

sponds 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. Guarantees are provided on some of the work done, for which an assessment is made whether they should be recognised as a separate agreement or if they are to be considered a part of the original agreement.

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

### Leasing

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 (SEK 50,000). 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 (SEK 50,000) 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

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. ROU assets are depreciated over the estimated useful life or, if it is shorter, over the agreed leasing period.

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.

### Cash and cash equivalents

Cash and cash equivalents 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.

### 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>	2023	2022
<b>Exchange rate change EUR/SEK</b>		
+ 10%	7.3	7.2
-10%	-7.3	-7.2
<b>Exchange rate change NOK/SEK</b>		
+ 10%	0.4	1.4
-10%	-0.4	-1.4

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

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

**Interest rate risk**, refers to changes in the value of an interest-bearing item as a consequence of changes in market interest rates.

The investment time horizon of assets is governed by finan-

cial 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	2023	2022
Interest rate change		
+ 1%	-4.0	-2.4
- 1%	4.0	2.4

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

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

2023	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	439.1	-	-	-
IFRS 16 Leases	105.2	105.2	49.9	-
Trade payables and other liabilities, SEK million	246.5	-	-	-
2022	less than 1 year	between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions, SEK million	72.9	69.5	108.8	-
IFRS 16 Leases	91.4	83.7	63.6	93.6
Trade payables and other liabilities, SEK million	157.7	-	-	-

#### 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

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

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 2023, the Group's strategy, which remains unchanged compared to 2022, was to maintain a strong balance sheet with a minimum equity/assets ratio of 30 per cent and a low debt/equity ratio. The equity/assets ratio at year-end was 49.4 per cent (49.8). The debt/equity ratio amounted to 0.4 (0.4) at year-end:

	2023	2022
Interest-bearing liabilities	686.8	536.1
Equity attributable to Parent Company shareholders	1,801.8	1,487.1
Debt/equity ratio, times	0.4	0.4

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

#### NOTE 4. IMPORTANT ASSUMPTIONS AND ESTIMATIONS

There are no assessments that the company management has made when it has applied the company's accounting policies, which have a significant effect on the recognised amounts in the financial statements. The Group makes assumptions and estimations about the future. The estimations for accounting purposes that arise will, by definition, rarely match the actual outcome. The assumptions and estimations which involve, should they change, a significant risk for substantial adjustments in carrying amount for assets and liabilities during the next financial year are specified below.

##### Testing for goodwill impairment

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

The budget approved by the Board for the upcoming year and forecasts for a further two years are used to assess future cash flows. Supported by these, a forecast is made for a further two years, i.e. a total assessment of five years. An average growth of 7 to 10 per cent (9) is used in the calculations. Forecast cash flows were then calculated at present value, with a discount rate of 9 per cent (8) after tax, equivalent to 10 per cent (9) before tax.

If the estimated discount rate before tax applied for discounted cash flows had been one percentage point lower, the value-in-use for the Group would have grown by approximately SEK 2,562.2 million (1,326,5).

##### Revenue recognition

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

## NOTE 5. NET SALES

2023	Sweden	Finland	Norway	Group adjustments	Group
Fee income	2,198.7	1,278.7	302.7	-30.4	3,749.7
Other income	281.8	56.8	-	-	338.6
<b>Total net sales</b>	<b>2,480.5</b>	<b>1,335.5</b>	<b>302.7</b>	<b>-30.4</b>	<b>4,088.3</b>

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

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

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

## NOTE 6. SEGMENT INFORMATION

### Income statement in summary per segment, SEK million

	Sweden		Finland		Norway		Group-wide		Eliminations		Group	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Net sales	2,480.5	2,060.9	1,335.5	1,186.1	302.7	302.8	38.0	36.8	-68.4	-73.6	4,088.3	3,513.0
Other income	18.1	9.0	3.2	2.8	1.2	1.1	-	0.1	-2.8	-2.5	19.7	10.5
<b>Total income</b>	<b>2,498.6</b>	<b>2,069.9</b>	<b>1,338.7</b>	<b>1,188.9</b>	<b>303.9</b>	<b>303.9</b>	<b>38.0</b>	<b>36.9</b>	<b>-71.2</b>	<b>-76.1</b>	<b>4,108.0</b>	<b>3,523.5</b>
Depreciation	-120.3	-91.0	-73.9	-67.1	-17.6	-19.6	-1.2	-4.2	-	-	-213.0	-181.9
Other operating expenses	-2,215.4	-1,815.6	-1,181.8	-1,027.8	-277.4	-266.4	-56.6	-73.5	71.2	76.1	-3,660.0	-3,107.3
<b>Operating profit/loss</b>	<b>162.9</b>	<b>163.3</b>	<b>83.0</b>	<b>93.8</b>	<b>8.9</b>	<b>17.9</b>	<b>-19.8</b>	<b>-40.7</b>	<b>-</b>	<b>-</b>	<b>235.0</b>	<b>234.3</b>
Financial income	-	-	-	-	-	-	65.5	60.0	-	-	-	60.0
Financial expenses	-	-	-	-	-	-	-73.8	-48.9	-	-	-	48.9
<b>Profit/loss before tax</b>	<b>162.9</b>	<b>163.3</b>	<b>83.0</b>	<b>93.8</b>	<b>8.9</b>	<b>17.9</b>	<b>-28.1</b>	<b>-29.4</b>	<b>-</b>	<b>-</b>	<b>226.7</b>	<b>245.8</b>
Investments	16.1	8.5	8.7	11.6	-	-	1.5	0.5	-	-	26.3	20.6

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

The Finland segment consists mainly of technical consultancy services conducted in the subsidiaries Rejlers Finland Oy, Rejlers Building Oy, PM Rejlers Oy, SRT Oy, LK Paliionsinöörity Oy and the branch in Abu Dhabi.

The Norway segment mainly comprises technical consultancy services conducted in the subsidiaries Rejlers Norge AS, Rejlers Engineering AS, Rejlers Elsikkerhet AS, Kantech AS, Omega Holtan AS, AJL AS and Karl Knudsen AS.

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

Eliminations refers to transactions between the segments.

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

**NOTE 7. OTHER OPERATING REVENUES**

SEK million	2023	2022
Income from let premises	2.0	0.4
Public grants	3.4	-
Capital gains from assets	0.7	-
Other operating income	13.6	10.1
<b>Total</b>	<b>19.7</b>	<b>10.5</b>

**NOTE 8. EMPLOYEES**

Full-time employees	2023			2022		
	Women	Men	Total	Women	Men	Total
<b>Parent Company</b>						
Sweden	6	4	10	5	4	9
<b>Subsidiaries</b>						
Sweden	383	1,246	1,629	314	920	1,234
Finland	213	819	1,032	193	830	1,023
Norway	25	146	171	22	140	162
Other	30	132	162	21	104	125
<b>Consolidated total</b>	<b>657</b>	<b>2,347</b>	<b>3,004</b>	<b>555</b>	<b>1,998</b>	<b>2,553</b>

**Remuneration of the President and CEO**

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

**Remuneration of other senior executives**

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

**Salaries, other remuneration, pensions and social security contributions – 2023**

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses	Total
Board and other senior executives	21.7	8.3	8.1	5.7	<b>43.8</b>
Other employees	1,863.2	81.5	358.6	279.2	<b>2,582.4</b>
<b>Total</b>	<b>1,884.9</b>	<b>89.9</b>	<b>366.7</b>	<b>284.9</b>	<b>2,626.2</b>

**Salaries, other remuneration, pensions and social security contributions – 2022**

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses	Total
Board and other senior executives	18.1	10.6	7.2	4.4	<b>40.3</b>
Other employees	1,533.4	18.7	270.5	226.2	<b>2,048.8</b>
<b>Total</b>	<b>1,551.5</b>	<b>29.3</b>	<b>277.7</b>	<b>230.6</b>	<b>2,089.2</b>

**Remuneration of the Board**

Remuneration of the Board is paid according to AGM resolution. For the period between the 2023 AGM and the 2024 AGM, a Board fee of SEK 700 thousand (700) will be paid to the Chairman of the Board, SEK 400 thousand (400) to the Vice Chairman and SEK 300 thousand (300) to members of the Board who are not employees of the company. In addition, remuneration is payable in an amount of SEK 100 thousand (100) to the Chairman and SEK 60 thousand (60) to each of the members of the Board's Audit Committee. The fee for the Chairman of the Remuneration Committee is SEK 50 thousand (50) and SEK 30 thousand (30) for each of the members of the Board. There are no pension agreements or agreements on severance pay for the members of the Board.

**Remuneration of the CEO, senior executives – 2023**

SEK million	Remuneration of the CEO <sup>1)</sup>	Other senior executives <sup>2)</sup>
Pay and other benefits	5.0	14.3
Variable remuneration	6.4	1.9
Pension contributions	1.7	4.0
Social security contributions	3.6	3.8
<b>Total</b>	<b>16.6</b>	<b>24.0</b>

<sup>2)</sup> At the end of 2023, there were 7 (7) other senior executives.

**Remuneration of the CEO, senior executives – 2022**

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

<sup>1)</sup> Other senior executives consist of 7 people (6).

Note 8. Employees, cont.

## Remuneration of the Board – 2023

Board fees, SEK thousand	Fee	Committee
Peter Rejler, Chairman	700	110
Jan Samuelsson, Vice Chairman	400	100
Helena Levander, member	300	60
Patrik Boman, member	300	30
Martina Rejler, member	150	15
Lisa Rejler, member	150	15
Peter Johansson, member	150	-
<b>Total</b>	<b>2,150</b>	<b>330</b>

## Remuneration of the Board – 2022

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

### Convertible debentures to employees

During 2023, no convertibles were issued. In 2019, Rejlers issued convertible debentures to employees in senior executives and key individuals in the Group on two occasions. The purpose of the issue of convertible debentures to employees is to create incentive to key individuals to increase the share value in Rejlers, increase and spread shareholding among key individuals, reward performance and motivate key individuals to stay in the Group.

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

any earnings terms, which among other things means that the debentures are not linked to any terms of continued employment or performance on the part of the employees. After the end of the year, the convertibles lapsed without conversion to shares, and the loans were thereby repaid to the convertible holders on 1 March 2024.

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 31 December 2019
Receipts from issued convertible debentures	24.0
Issue expenses	-0.1
<b>Net receipts from issued convertible debentures</b>	<b>23.9</b>
Equity component	1.1
Issue expenses related to the equity component	0.0
<b>Amounts classified as equity</b>	<b>1.1</b>
Liability component upon issue (net issue expenses)	22.8
Charged interest (applied effective interest)	0.0% (1.4)
Interest paid (interest on debentures)	1.8% (0.2)
<b>Carrying amount of liability component at issue (2020)</b>	<b>22.8</b>
Discount effect	1.8
<b>Carrying amount 2023</b>	<b>24.6</b>

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

Note 8. Employees, cont.

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.

<b>31 December 2023</b>		
	<b>Total convertibles, SEK million</b>	<b>Conversion price, SEK</b>
Convertible programme 2019/2024	24.0	128.7
<b>Allocated during the year</b>	<b>0</b>	
<b>Outstanding at beginning of the year</b>	<b>24.0</b>	
<b>Outstanding at year-end</b>		
Convertible programme 2019/2024	24.6	128.7
<b>31 Dec. 2022</b>		
	<b>Total convertibles, SEK million</b>	<b>Conversion price, SEK</b>
Convertible programme 2019/2022	24.4	95.0
Convertible programme 2019/2024	24.0	128.7
<b>Allocated during the year</b>	<b>0</b>	
<b>Outstanding at beginning of the year</b>	<b>48.4</b>	
Redeemed during the year (2019/2022)	22.2	95.0
Repaid/expired during the year (2019/2022)	2.2	
<b>Total redeemed and repaid 2022 (2019/2022)</b>	<b>-24.2</b>	
<b>Outstanding at year-end</b>		
Convertible programme 2019/2024	24.0	128.7

**NOTE 9. AUDITORS' FEES**

	2023	2022
	E&Y	E&Y
Remuneration for audit assignment	4.2	3.2
Remuneration for auditing activities in addition to the audit assignment	0.1	0.1
Remuneration for tax consultancy services	-	-
Remuneration for other assignments	0.4	1.3
<b>Total</b>	<b>5.3</b>	<b>4.6</b>

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

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

SEK million	2023	2022
Opening cost	62.0	59.3
Translation difference	-0.6	-3.2
Internally developed software for the year	15.2	5.9
Sales/retirements	-4.7	-
<b>Closing accumulated cost</b>	<b>71.9</b>	<b>62.0</b>
Opening depreciation	-42.7	-37.0
Translation difference	0.2	4.2
Depreciation for the year	-8.2	-9.9
Sales/retirements	4.7	-
<b>Closing accumulated depreciation</b>	<b>-46.0</b>	<b>-42.7</b>
<b>Closing residual value</b>	<b>25.9</b>	<b>19.3</b>

**NOTE 11. CUSTOMER VALUES**

SEK million	2023	2022
Opening costs	550.7	419.9
Translation difference	-8.8	15.6
Customer value through business combinations	173.3	115.2
<b>Closing accumulated cost</b>	<b>715.2</b>	<b>550.7</b>
Opening depreciation	-195.7	-145.6
Translation difference	5.7	-3.8
Depreciation for the year	-57.0	-46.3
<b>Closing accumulated depreciation</b>	<b>-247.0</b>	<b>-195.7</b>
<b>Closing residual value</b>	<b>468.2</b>	<b>355.0</b>

This year's increase in customer value comes from the acquisitions of the Eurocon Group, ClimaConsult Oy, LK Oy, and Karl Knudsen AS. 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 10-13 years.

**NOTE 12. GOODWILL**

SEK million	2023	2022
Opening costs	1,078.2	753.3
Translation difference	-11.9	32.7
Business combinations	383.1	292.2
<b>Closing accumulated cost</b>	<b>1,449.4</b>	<b>1,078.2</b>
Impairment losses brought forward	-2.5	-2.5
Impairment losses for the year	-	-
<b>Accumulated impairment losses carried forward</b>	<b>-2.5</b>	<b>-2.5</b>
<b>Closing residual value</b>	<b>1,446.9</b>	<b>1,075.7</b>

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

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

Note 12. Goodwill, cont.

### 1) Sales growth

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

### 2) Operating margin

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

### 3) Discount factor (WACC)

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

SEK million	Carrying amount, goodwill		Value in use	
	2023	2022	2023	2022
Sweden Segment	851.0	537.2	4,873.7	3,197.3
Finland Segment	402.3	378.1	3,967.5	2,724.2
Norway Segment	193.6	160.4	810.8	581.5
<b>Total</b>	<b>1,446.9</b>	<b>1,075.7</b>	<b>9,652.0</b>	<b>6,503.0</b>

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

Sensitivity analysis	Sales growth		Operating margin		WACC before tax	
	2023	2022	2023	2022	2023	2022
Rejlers Sweden						
Change in value SEK million +/- 1%	+/-381.4	+/-366	+/-51.2	+/-34	+/-820.0	+/-649
Rejlers Finland						
Change in value SEK million +/- 1%	+/-311.3	+/-232	+/-40.5	+/-27	+/-810.3	+/-558
Rejlers Norway						
Change in value SEK million +/- 1%	+/-58.1	+/-61	+/-8.2	+/-1	+/-138.8	+/-120

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

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

SEK million	2023	2022
Opening cost	137.8	124.6
Translation difference	-0.6	7.9
Purchases	20.6	15.3
Disposals	-	-13.5
Increase through business combinations	5.8	3.5
<b>Closing accumulated cost</b>	<b>163.6</b>	<b>137.8</b>
Opening depreciation	-93.7	-84.2
Translation difference	-0.8	-4.0
Depreciation for the year	-17.1	-14.5
Disposals	-	9.0
<b>Closing accumulated depreciation</b>	<b>-111.6</b>	<b>-93.7</b>
<b>Closing residual value</b>	<b>52.0</b>	<b>44.1</b>

## NOTE 14. ASSOCIATED COMPANIES

Refer to Note N on page 99 for information about the Group's subsidiaries.

SEK million	2023	2022
Opening carrying amount	6.9	6.3
Participation in associated company earnings	2.3	1.6
Withdrawal from associated company	-1.0	-1.0
<b>Closing carrying amount</b>	<b>8.2</b>	<b>6.9</b>

	Corp. ID no.	Registered office	Operations	Share of equity		Group's share of profits for the year, SEK million	
				2023	2022	2023	2022
Mirakelbolaget AB	556835-4350	Stockholm	Program development	50%	50%	0.5	0.8
NESP AB	556287-7711	Stockholm	Computer consulting	40%	40%	0.4	0.8
IEW Group AB	556905-5790	Gothenburg	Consultancy operations	50%	-	1.4	-

## Summary of financial information from associated companies, SEK million

	Income		Profit for the year		Assets		Liabilities	
	2023	2022	2023	2022	2023	2022	2023	2022
Mirakelbolaget AB	13.3	12.5	1.0	1.4	7.0	8.0	2.1	5.9
NESP AB	153.2	210.8	1.0	2.1	49.1	67.8	21.6	76.8
IEW Group AB	30.1	-	2.8	-	13.6	-	13.1	-

## NOTE 15. FINANCIAL INCOME

SEK million	2023	2022
Interest income	4.9	0.9
Exchange-rate gains	30.8	44.0
Value change supplementary purchase consideration	29.8	16.5
<b>Total</b>	<b>65.5</b>	<b>60.0</b>

## NOTE 16. FINANCIAL EXPENSES

SEK million	2023	2022
Interest expenses	-30.5	-11.7
Exchange-rate losses	-40.4	-35.6
Other financial expenses	-2.9	-1.2
<b>Total</b>	<b>-73.8</b>	<b>-48.5</b>

## NOTE 17. TAX ON PROFIT FOR THE YEAR

SEK million	2023	2022
<b>The following items are included in tax expense:</b>		
Current tax	-53.0	-51.0
Deferred tax	11.2	1.7
Current tax attributable to the previous year	0.5	-0.1
<b>Total</b>	<b>-41.3</b>	<b>-49.4</b>

SEK million	2023	2022
<b>Profit/loss before tax</b>	<b>226.7</b>	<b>245.9</b>
Tax according to applicable rate 20.6% (20.6)	-46.7	-50.6
Effect of foreign tax rates	0.4	0.3
Effect of non-deductible expenses	-1.2	-2.5
Effect of tax-exempt income	5.7	0.3
Effect of unrecognised deferred tax	-	3.9
Current tax attributable to the previous year	0.5	-0.1
Other	-	-0.7
<b>Reported tax</b>	<b>-41.3</b>	<b>-49.4</b>

There are a total of SEK 23.6 million (48,8) in tax loss carry-forwards in the Group. The tax loss carry-forwards in Sweden amount to SEK 9.1 million (27.8) and are expected to be used in the Swedish operations. The tax loss carry-forwards in Norway amounted to SEK 14.5 million (21.0). These deficits can be utilised immediately. The tax loss carry-forwards have no expiration date. Deferred tax assets are booked on all loss carry-forwards.

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

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

SEK million	2023	2022
Opening balance	-76.8	48.9
Translation difference	1.4	2.5
Through business combination	-37.9	23.6
Recognised in the income statement	11.2	1.7
Recognised in other comprehensive income	1.8	-
<b>Closing balance deferred tax liabilities net</b>	<b>-100.4</b>	<b>76.7</b>

**The change in deferred tax liabilities and receivables is shown below, SEK million:**

Deferred tax liabilities	Untaxed reserves	Customer values	Trademarks	Other	Total
As of 01/01/2023	-18.4	-55.1		-17.1	<b>-90.7</b>
Reported in the income statement	2.2	8.8	0.1	1.8	<b>12.9</b>
Increase through business combination	-	-36.0	-1.9	-	<b>-37.9</b>
Translation difference	-0.2	1.2		0.3	<b>1.4</b>
<b>As of 31/12/2023</b>	<b>-16.3</b>	<b>-81.1</b>	<b>-1.8</b>	<b>15.1</b>	<b>-114.3</b>

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

Deferred tax assets	Tax losses	Defined benefits pension liabilities	Other	Total
As of 01/01/2023	8.6	1.8	3.5	<b>13.9</b>
Reported in the income statement	-3.2	-	1.5	<b>-1.7</b>
Recognised in other comprehensive income	-	1.8	-	<b>1.8</b>
Translation difference	-	-	-	<b>-</b>
<b>As of 31/12/2023</b>	<b>5.4</b>	<b>3.6</b>	<b>5.0</b>	<b>14.0</b>

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

**NOTE 18. EARNINGS PER SHARE**

	2023	2022
Profit attributable to the Parent Company's shareholders, SEK million	185.4	196.4
Average number of shares	21,675,599	20,207,411
Number of shares before dilution	22,106,849	20,381,849
Number of shares after dilution	22,293,329	20,568,329
<b>Earnings per share (SEK per share), before dilution</b>	<b>8.39</b>	<b>9.64</b>
<b>Earnings per share (SEK per share), after dilution</b>	<b>8.32</b>	<b>9.55</b>

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

SEK million	2023	2022
Opening cost	14.5	15.4
Change in value for the year	1.3	-
Impairment loss	-	-1.2
Translation difference	-0.4	0.3
<b>Closing carrying amount</b>	<b>15.4</b>	<b>14.5</b>

This item pertains to ownership of less than 10% of various limited companies, associations, etc.

**NOTE 21. TRADE RECEIVABLES**

SEK million	2023				2022			
	SEK	EUR	NOK	TOT	SEK	EUR	NOK	TOT
Trade receivables	475.3	254.3	62.4	792.0	377.1	221.7	45.3	644.1
Reservation for expected credit losses	-22.9	-1.5	-	-24.4	-0.6	-0.1	-0.2	-0.9
<b>Total</b>	<b>452.4</b>	<b>252.8</b>	<b>62.4</b>	<b>767.6</b>	<b>376.5</b>	<b>221.6</b>	<b>45.1</b>	<b>643.2</b>

Age analysis, SEK million	2023				2022			
	SEK	EUR	NOK	TOT	SEK	EUR	NOK	TOT
Non-overdue receivables	416.8	216.4	61.0	694.2	332.8	199.8	43.8	576.4
Overdue < 30 days	19.9	22.0	1.6	43.4	37.6	17.8	0.9	56.3
Overdue 30-90 days	-2.0	10.8	-	8.8	-0.7	3.6	0.6	3.5
Overdue > 90 days	40.6	5.1	-0.1	45.6	7.4	0.5	-	7.9
<b>Total</b>	<b>475.3</b>	<b>254.3</b>	<b>62.4</b>	<b>792.0</b>	<b>377.1</b>	<b>221.7</b>	<b>45.3</b>	<b>644.1</b>

Provisions for expected credit losses, SEK million	2023	2022
Provisions at beginning of year	-0.9	-1.9
Translation differences	-	-
Reserves and reversals during the year	-23.5	1.0
Verified losses	-	-
<b>Provisions at year-end</b>	<b>-24.4</b>	<b>-0.9</b>

Provisions for expected credit losses fall within the range of receivables in SEK due in more than 90 days.

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

SEK million	2023	2022
Opening cost	25.0	18.9
Increase for the year	1.6	6.1
Translation difference	-	-
<b>Closing carrying amount</b>	<b>26.9</b>	<b>25.0</b>

Refers mainly to deposits in Abu Dhabi of SEK 22.5 million (21.4).

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

SEK million	2023	2022
Accrued leasing charges	4.7	3.6
Accrued income (contract assets)	274.1	222.8
Other items	92.0	72.9
<b>Total</b>	<b>370.6</b>	<b>299.3</b>

**NOTE 23. LEASES**

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

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

Rejlers commits to insure leased vehicles. For premises leases, Rejlers must keep these properties in good condition and restore the premises to acceptable condition at the end of the lease. The Group must also carry out and pay for necessary maintenance in accordance with the rental agreements. Options to extend agreements are included in a number of the Group's premises leases to increase the flexibility of the operations. When the lease's length is determined, management takes into account all available information that gives a financial incentive to use an extension option, or not use an option to cancel a lease. Possibilities to extend a lease are included only in the lease's length if it is reasonable to assume that the lease will be extended (or not concluded). As at 31 December 2023, 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 has 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**

SEK million	
<b>OB, 1 January 2022</b>	<b>270.7</b>
Purchases for the year	77.4
Depreciation	-104.3
Disposals	22.4
Currency impact	8.9
<b>CB, 31 December 2022</b>	<b>275.1</b>
Purchases for the year	68.0
Remeasurement	44.9
Depreciation	-117.1
Currency impact	-0.7
<b>CB, 31 December 2023</b>	<b>270.2</b>

**Lease liabilities**

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

Maturity analysis	31/12/2023
Year 1	108.4
Year 2	89.3
Year 3	51.9
Year 4	24.7
Year 5 and later	40.4

**Distribution of leasing liabilities**

Non-current liabilities	155.1
Current liabilities	105.2

Amounts recognised in profit or loss	2023	2022
Depreciation of right of use assets	-117.1	-104.3
Interest expenses for leasing liabilities	-6.2	-5.8
Expenses attributable to short-term leases and leases of low value	-39.9	-32.7
Expenses attributable to variable lease charges not included in the valuation of the leasing liability	-	-
Income from subletting of ROUs	-	-
<b>Total</b>	<b>-163.2</b>	<b>-142.8</b>

**NOTE 24. LIABILITIES TO CREDIT INSTITUTIONS**

<b>Non-current, SEK million</b>	<b>2023</b>	<b>2022</b>
Bank loans	-	170.0
<b>Total</b>	<b>-</b>	<b>170.0</b>

<b>Current, SEK million</b>	<b>2023</b>	<b>2022</b>
Bank loans	396.7	67.3
<b>Total</b>	<b>396.7</b>	<b>67.3</b>

The Group has an overdraft facility with a limit of SEK 200 million (150), of which SEK 9.2 million (0) is utilised. In connection with the acquisitions of Eurocon Consulting AB and Karl Knudsen AS, new loans were taken up from credit institutions of SEK 250 million. During the year, SEK 90.9 million was repaid on all loans. During the year, quarterly covenant reporting to loan institutions set the interest margin for the coming quarters within interest rates of 1.15 per cent as the lowest and 2.15 per cent as the highest with additions for STIBOR 3 months. After the end of the period, all loans have been renegotiated and run for 12 months in the future to the end of January 2025 to achieve a more effective interest level.

<b>Maturity analysis, liabilities to credit institutions, SEK million</b>	<b>2023</b>	<b>2022</b>
Within one year	439.1	67.3
1-2 years	-	145.7
2-3 years	-	-
3-4 years	-	-
4-5 years	-	-

**NOTE 25. PENSION OBLIGATIONS****Sweden**

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

For the 2023 financial year, the company has not had access to information enabling it to account for its proportionate share of the plan's commitments, plan assets and costs, with the result that it has not been possible to recognise the plan as a defined-benefit plan. The ITP 2 pension plan secured through an insurance policy with Alecta is therefore recognised as a defined-contribution plan. Premiums for the defined-benefit retirement and family pension are individually calculated and depend, inter alia, on salary, previously earned pension and expected remaining length of service.

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

**Norway**

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

**Finland**

There are no defined-benefits pension plans in Finland.

Note 25. Pension obligations, cont.

### Defined-benefit pension plans in the balance sheet

	2023	2022
Present value of liabilities	-166.6	-167.8
Fair value of plan assets	161.4	159.7
Recognised provision in balance sheet	-5.2	-8.1
<b>Opening balance, 1 January</b>	<b>-8.1</b>	<b>-31.1</b>
Recognised pension expense, net	-1.6	-3.0
Recognised actuarial profit/loss	-8.6	20.1
Social security contributions paid	1.6	0.9
Premiums paid	11.9	6.0
Translation difference	-0.4	-1.0
<b>Closing balance, 31 December</b>	<b>-5.2</b>	<b>-8.1</b>

### Change in defined-benefits pension obligation

SEK million	2023	2022
Opening balance	-167.8	-177.7
Acquired pension obligations	-	-
Service cost for current year	-1.4	-2.2
Interest expenses	-4.6	-3.5
Yield from plan assets	-	-
Actuarial gains and losses	-13.4	16.4
Changes in plans	-	-
Compensations paid	8.4	8.1
Payroll tax on pension funds paid	1.7	0.9
Translation difference	10.3	-9.6
<b>Total defined-benefits obligations</b>	<b>-166.6</b>	<b>-167.8</b>

### Change in the fair value of plan assets

SEK million	2023	2022
Opening balance	159.7	146.3
Acquired plan assets	-	-
Charges from the employer	11.9	6.1
Yield from plan assets, excluding interest	4.4	3.2
Actuarial gains and losses	4.7	3.7
Compensations paid	-8.4	-8.1
Employer's contributions on pensions paid	-0.7	-
Translation difference	-10.2	8.5
<b>Total plan assets</b>	<b>161.4</b>	<b>159.7</b>

Allocation of plan assets	2023	2022
Cash and cash equivalents	4.5%	4.3%
Shares	11.4%	29.2%
Bonds	60.0%	40.2%
Lending	10.7%	11.8%
Properties	13.4%	14.5%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Actuarial assumptions	2023	2022
Discount rate, %	3.0	3.0
Expected future annual pay increase, %	3.5	3.5

Sensitivity analysis, %	2023	2022
Discount rate +1%/-1%	19.2	18.8
Future annual pay increase +1%/-1%	2.2	2.1

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 4.6 years (5.6). Pension plan contributions are estimated at SEK 1.6 million (5.2) for the coming year. The defined-benefit pension plans expose the Group to a number of actuarial risks such as investment risk, interest-rate risk, risk relating to life expectancy and risk of pay increases. However, in view of the size of the defined-benefit pension plan, the company deems these risks to be limited. The current value of the defined-benefit pension provision is calculated using a discount rate established on the basis of the rate of interest for corporate bonds in Norway. If the yield on plant assets is lower than this interest rate, there will be a deficit in the plan. At present, the plan has a relatively balanced spread of investments divided into shares and interest-bearing securities. A rise in corporate bond rates would lead to a decrease in the pension obligation. A rise in assumptions on life expectancy would also lead to an increase in pension provisions. As the calculation of pension provisions takes account of future pay increases, an increase in employee salaries leads to an increase in pension provisions.

### NOTE 26. ACCRUED EXPENSES AND DEFERRED INCOME

SEK million	2023	2022
Accrued pay	198.8	189.3
Accrued social security contributions	115.8	80.3
Deferred income (contract liabilities)	76.0	35.7
Other	25.6	51.0
<b>Total</b>	<b>416.2</b>	<b>356.4</b>

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

### NOTE 27. PLEDGED ASSETS AND CONTINGENT LIABILITIES

SEK million	2023	2022
Floating charges	64.0	64.0
Equipment with an ownership reservation	47.8	62.0

## NOTE 28. BUSINESS COMBINATIONS

Fair value and carrying value are reported in the balance sheet below:

Acquisitions 2023	Trans-action		% of Date	% of equity votes	Purchase consideration, SEK million
ClimaConsult Oy	Shares	01/01/2023	100%	100%	18.3
Malmö	Assets+ liabilities	01/02/2023	100%	100%	3.5
Three Kings	Assets+ liabilities	01/02/2023	100%	100%	16.6
Eurocon Group	Shares	01/04/2023	100%	100%	432.3
LK Oy	Shares	01/09/2023	100%	100%	10.2
Karl Knudsen AS	Shares	01/10/2023	100%	100%	62.4
<b>Total</b>					<b>543.3</b>

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

### The acquired businesses' contributions to sales and earnings

SEK million	2023	2022
Contribution to sales in accounts for the year	274.3	160.5
Contribution to sales if the business had been owned for the full year	393.8	193.6
Contribution to operating profit in accounts for the year	28.5	38.4
Contribution to operating profit if the business had been owned for the full year	41.6	46.4

### Total net assets of the acquired businesses at the time of acquisition

SEK million	2023	2022
Property, plant and equipment	5.8	3.5
Right of use assets	17.2	-
Financial assets	1.5	-
Current assets	111.3	35.7
Cash and cash equivalents	51.7	28.2
Current liabilities, IFRS 16 Leases	-9.0	-
Other current liabilities	-92.2	-35.7
Non-current liabilities, IFRS 16 Leases	-8.2	-
Non-current liabilities	-11.1	-
<b>Net identifiable assets and liabilities</b>	<b>67.0</b>	<b>31.7</b>
Goodwill	383.1	290.9
Customer values	173.3	115.2
Trademarks	9.5	-
Deferred tax on intangible assets	-37.9	-23.6
<b>Total</b>	<b>595.0</b>	<b>414.2</b>

### Purchase consideration, SEK million

Less:		
Cash and cash equivalents in acquired companies	-51.7	-28.2
Supplemental purchase amounts not yet paid	-30.8	-99.5
Supplemental purchase amounts paid	12.9	-
<b>Decrease in cash and cash equivalents</b>	<b>525.4</b>	<b>-125.7</b>

Surplus values are identified on acquisition. Surplus values are divided into customer value and trademarks; the balancing item constitutes goodwill. During the year, surplus values were divided into a customer value of SEK 173.3 million (115.2) and goodwill of SEK 383.1 million (290.9). The goodwill value, which is not tax deductible in business acquisitions (but is tax deductible in net asset acquisitions), includes the technical skills of staff, acquired customer relationships that are not separable and synergies. Otherwise, the fair value of the assets and liabilities at the time of acquisition corresponds to the carrying amount in the acquired companies. There are no uncertain receivables among the acquired assets. Acquisition-related costs were expensed as acquisition-related expenses when they were incurred. In all, these amounts total SEK 13.5 million (6.7). The supplemental purchase amount is mainly determined based on future sales growth and earnings for the next two to three years. Supplementary purchase amounts are measured at fair value; the liability has decreased by SEK 29.5 million due to criteria not fully met and has been recognised as financial income. The maximum outcome of the supplemental purchase considerations is SEK 106.5 million. A recognised liability is estimated based on the assessed likelihood of an outcome.

SEK million	Eurocon-koncernen AB	Other acquisitions	Total
Property, plant and equipment	4.9	0.9	5.8
Right of use assets	17.2	-	17.2
Financial assets	1.5	-	1.5
Current assets	94.0	17.3	111.3
Cash and cash equivalents	40.0	11.7	51.7
Current liabilities, IFRS 16 Leases	-9.0	-	-9.0
Other current liabilities	-79.4	-12.8	-92.2
Non-current liabilities, IFRS 16 Leases	-8.2	-	-8.2
Non-current liabilities	-11.2	-	-11.1
<b>Net identifiable assets and liabilities</b>	<b>49.9</b>	<b>17.1</b>	<b>67.0</b>
Goodwill	310.0	73.1	383.1
Customer values	132.0	41.3	173.3
Trademarks	9.5	-	9.5
Deferred tax on intangible assets	-29.5	-8.8	-37.9
<b>Total</b>	<b>472.3</b>	<b>122.7</b>	<b>595.0</b>

### Purchase consideration, SEK million

Less:		
Cash and cash equivalents in acquired companies	-40.0	-11.7
Calculated supplementary purchase considerations		-30.8
Supplemental purchase amounts paid		12.9
<b>Decrease in cash and cash equivalents</b>	<b>432.3</b>	<b>93.1</b>
		<b>525.4</b>

**NOTE 29. FINANCIAL INSTRUMENTS BY CATEGORY**

Fair value and carrying amount are reported in the balance sheet below:

2023	Assets measured at fair value via the income statement	Financial assets measured at amortised cost	Financial liabilities recognised at fair value via the income statement	Financial liabilities measured at amortised cost	Total carrying amount	Total fair value
Financial investments	15.4				15.4	15.4
Non-current receivables	-	26.9			26.9	26.9
Trade receivables	-	767.6			767.6	767.6
Other current receivables	-	55.8			55.8	55.8
Cash and cash equivalents	-	59.2			59.2	59.2
<b>Total</b>	<b>15.4</b>	<b>909.5</b>			<b>924.9</b>	<b>924.9</b>
Non-current interest-bearing liabilities			-	-	-	-
Supplemental purchase consideration			100.6	-	100.6	100.6
Other non-current liabilities			11.2	-	11.2	11.2
Current interest-bearing liabilities			-	421.3	421.3	421.3
Other current liabilities			-	245.3	245.3	245.3
Trade payables			-	186.7	186.7	186.7
<b>Total</b>			<b>111.8</b>	<b>853.3</b>	<b>965.1</b>	<b>965.1</b>

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

Change in financial liabilities, level 3, SEK million	OB	Acquisitions	Impairment	Paid	Remeasurement/ Discounting	Currency effect	CB
Conditional purchase considerations 2023	109.6	34.5	-29.8	-12.9	-3.7	2.9	100.6

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

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

### NOTE 30. RELATED PARTY TRANSACTIONS

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

Summary of related party transactions	Sales to related parties		Receivables from related parties	
	2023	2022	2023	2022
Associated companies	8.5	14.3	-	-
Rejler family	-	-	-	-

### NOTE 31. LIABILITIES ATTRIBUTABLE TO FINANCING ACTIVITIES

	2022	Cash flow	Non-cash items		2023
			Reclassifications	Other changes	
Non-current liabilities to credit institutions	170.0	-	-170.0		-
Liabilities, IFRS 16 Leases	266.4	-104.8		98.7	260.3
Convertible debentures, current	24.3	-		0.3	24.6
Current liabilities to credit institutions	67.3	158.8	170.0	0.6	396.7
<b>Reconciliation of liabilities attributable to financing activities</b>	<b>528.0</b>	<b>54.0</b>	<b>-</b>	<b>99.6</b>	<b>681.6</b>

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

#### Cash flow

The total cash flow for IFRS 16 Leases in 2023 was SEK 150.9 million (132.4).

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

SEK million	2023	2022
Depreciation of right of use assets	104.8	104.3
Provision for pensions	-5.7	-23.0
Unrealised price differences	-5.0	-8.4
Other provisions	-0.8	-
Less profit/loss from participations in associated companies	-2.4	-1.5
Reversal of impairment	-	1.2
Other	-	-10.8
<b>Total</b>	<b>90.9</b>	<b>61.8</b>

**NOTE 33. PROPOSED ALLOCATION OF PROFIT**

Non-restricted equity in the Parent Company amounts to:	778,443,843
The Board of Directors propose that a dividend be paid to the shareholders in the amount of:	99,480,821
To be carried forward	678,963,022

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

No significant events have occurred after the end of the period.

# PARENT COMPANY ACCOUNTS

## Income Statement – Parent Company

Amount SEK million	Note	2023	2022
<b>Operating income</b>			
Net sales	B, C	38.0	36.9
<b>Total operating revenue</b>		<b>38.0</b>	<b>36.9</b>
<b>Operating expenses</b>			
Other external expenses	C, D	-18.1	-36.2
Personnel expenses	E	-39.0	-38.0
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	K, L	-1.1	-1.0
<b>Operating profit/loss</b>		<b>-20.2</b>	<b>-38.3</b>
<b>Profit/loss from financial items</b>			
Profit/loss from participations in Group companies	F	36.5	9.6
Other interest income and similar profit/loss items	G	61.2	44.5
Interest expenses and similar profit/loss items	H	-51.3	-37.2
<b>Profit after financial items</b>		<b>26.2</b>	<b>-21.4</b>
Appropriations	I		-
Tax on profit for the year	J	-5.9	3.9
<b>PROFIT FOR THE YEAR</b>		<b>20.3</b>	<b>-17.5</b>

## Statement of Comprehensive Income – Parent Company

Amount SEK million	Note	2023	2022
Profit for the year		20.3	-17.5
<b>Comprehensive income for the year</b>		<b>20.3</b>	<b>-17.5</b>

## Balance Sheet – Parent Company

Amount SEK million	Note	2023	2022	Amount SEK million	Note	2023	2022
<b>Assets</b>				<b>Equity</b>			
<b>Non-current assets</b>				<b>Restricted equity</b>			
Intangible assets				Share capital		44.2	40.8
Capitalised expenditures for program development	K	2.5	3.3	Statutory reserve		29.6	29.6
Ongoing projects		1.2	0.2	<b>Total restricted equity</b>		<b>73.8</b>	<b>70.4</b>
<b>Total intangible assets</b>		<b>3.7</b>	<b>3.5</b>	<b>Non-restricted equity</b>			
<b>Property, plant and equipment</b>				Accumulated profit or loss		-71.3	37.8
Equipment, tools, fixtures and fittings	L	0.3	0.4	Share premium account		829.4	590.1
<b>Total property, plant and equipment</b>		<b>4.0</b>	<b>3.9</b>	Profit for the year		20.3	-17.5
<b>Financial assets</b>				<b>Total non-restricted equity</b>		<b>778.4</b>	<b>610.4</b>
Participations in associated companies	M	-	-	<b>Total equity</b>		<b>852.2</b>	<b>680.8</b>
Participations in Group companies	N	637.4	606.9	Untaxed reserves	P	-	0.0
Other non-current receivables from Group companies		211.3	-	<b>Liabilities</b>			
Other non-current receivables		4.8	8.0	<b>Non-current liabilities</b>			
<b>Total financial assets</b>		<b>853.5</b>	<b>614.9</b>	Liabilities to credit institutions	S	-	194.3
<b>Total non-current assets</b>		<b>857.5</b>	<b>618.8</b>	Other non-current liabilities		21.0	25.2
<b>Current assets</b>				<b>Total non-current liabilities</b>		<b>21.0</b>	<b>219.6</b>
<b>Current receivables</b>				<b>Current liabilities</b>			
Receivables from Group companies		506.2	478.4	Trade payables		4.3	5.5
Other receivables		0.6	0.1	Overdraft facility		9.2	-
Current tax assets		3.4	3.3	Liabilities with Group companies		270.9	140.4
Prepaid expenses and accrued income	O	2.1	2.0	Liabilities to credit institutions		170.7	67.3
<b>Total current receivables</b>		<b>512.3</b>	<b>483.8</b>	Convertible debentures		24.6	-
Cash and cash equivalents		-	48.4	Other liabilities		7.8	17.7
<b>Total current assets</b>		<b>512.3</b>	<b>532.2</b>	Accrued expenses and deferred income	Q	9.1	19.7
<b>TOTAL ASSETS</b>		<b>1,369.8</b>	<b>1,151.0</b>	<b>Total current liabilities</b>		<b>496.6</b>	<b>250.6</b>
				<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,369.8</b>	<b>1,151.0</b>

## Changes In Equity – Parent Company

Amount SEK million	Restricted equity		Non-restricted equity		Total equity
	Share capital	Statutory reserve	Share premium account	Accumulated profit including profit for the year	
<b>Opening balance 01/01/2022</b>	<b>39.4</b>	<b>29.6</b>	<b>507.5</b>	<b>99.0</b>	<b>675.5</b>
Profit for the year	-	-	-	-17.5	-17.5
<b>Transactions with shareholders</b>					
Non-cash issue	0.9	-	61.4	-	62.3
Conversion of convertibles	0.5	-	21.2	-	21.7
Dividend in respect of 2022	-	-	-	-60.4	-60.4
<b>Closing balance 31/12/2022</b>	<b>40.8</b>	<b>29.6</b>	<b>590.1</b>	<b>20.3</b>	<b>680.8</b>
<b>Opening balance 01/01/2023</b>	<b>40.8</b>	<b>29.6</b>	<b>590.1</b>	<b>20.3</b>	<b>680.8</b>
Profit for the year	-	-	-	20.3	20.3
<b>Transactions with shareholders</b>					
New share issue	3.4	-	246.7	-	250.1
Issue expenses	-	-	-9.3	-	-9.3
Deferred tax on issue expenses	-	-	1.9	-	1.9
Dividend in respect of 2023	-	-	-	-91.7	-91.7
<b>Closing balance 31/12/2023</b>	<b>44.2</b>	<b>29.6</b>	<b>829.4</b>	<b>-51.0</b>	<b>852.2</b>

## Cash Flow – Parent Company

Amount SEK million	Note	2023	2022
<b>Cash flow from operating activities</b>			
Operating profit/loss		-20.2	-38.3
Adjustment for items not included in cash flow		0.1	18.0
Depreciation of non-current assets		1.1	1.0
Dividends from Group companies		1.0	1.0
Interest received		32.1	9.1
Interest paid		-18.6	-6.2
Income tax paid		-1.0	-0.3
<b>Cash flow from operating activities before change in working capital</b>		<b>-5.5</b>	<b>-15.7</b>
<b>Change in working capital</b>			
Increase/decrease in current receivables		-28.4	-67.5
Increase/decrease in current liabilities		-107.8	96.6
<b>Cash flow from operating activities</b>		<b>73.9</b>	<b>13.4</b>
<b>Investing activities</b>			
Acquisitions of subsidiaries		-5.0	-110.2
Acquisition of tangible assets		-1.5	-0.5
Lending to Group companies		-225.0	
<b>Cash flow from investing activities</b>		<b>-231.5</b>	<b>-110.7</b>
<b>Financing activities</b>			
New loans		225.0	201.8
Amortisations	S	-292.2	-85.7
Overdraft facility		-9.2	-
Convertibles programme		-	-2.2
New share issue		240.8	-
Group contributions received		36.5	9.6
Dividend paid		-91.7	-60.4
<b>Cash flow from financing activities</b>		<b>109.2</b>	<b>63.1</b>
<b>Cash flow for the year</b>		<b>-48.4</b>	<b>-34.2</b>
Cash and cash equivalent at beginning of year		48.4	82.6
Exchange rate differences in cash and cash equivalents		-	-
<b>Cash and cash equivalent at year end</b>		<b>0.0</b>	<b>48.4</b>

## NOTE A. ACCOUNTING POLICIES

### Additional information

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

### Amendments to RFR 2

None of the amendments to RFR 2 to be applied from 1 January 2023 has any material impact on the Parent Company's financial statements.

### Shares and participations in subsidiaries

Shares and participations in subsidiaries are reported at cost less any impairment. When there is an indication that shares and participations in subsidiaries have decreased in value, a calculation of the recoverable value is made. If this is lower than the carrying amount, an impairment is made. Impairments are recognised in the item "Profit/loss from participations in Group companies".

### Group contributions and shareholders' contributions

Group contributions received from subsidiaries are reported as financial income. Group contributions and shareholders' contributions rendered from the Parent Company to subsidiaries are reported as an increase in participations in Group companies. Group contributions and shareholders' 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.

### 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.

### Financial instruments

RFR2 has an exception to applying IFRS 9 in legal entities and this exception is applied. This means that financial assets are recognised at cost less any impairment and current financial assets are recognised according to the lowest value principle. However, the impairment requirements in accordance with IFRS 9 are also 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	2023	2022
Accrued fees	38.0	36.9
Other revenue attributable to consultancy activities	-	-
<b>Total</b>	<b>38.0</b>	<b>36.9</b>

## NOTE C. PURCHASES AND SALES BETWEEN GROUP COMPANIES

SEK million	2023	2022
Purchases (as a % of Other external expenses)	23.4	19.2
Sales (as a % of Total operating income)	100	100

## NOTE D. AUDITORS' FEES

SEK million	2023	2022
Remuneration for audit assignment, EY	1.1	0.5
Remuneration for auditing activities in addition to the audit assignment, EY	0.1	-
Remuneration for tax consultancy services, EY	-	-
Remuneration for other assignments, EY	0.4	0.8
<b>Total</b>	<b>1.3</b>	<b>1.3</b>
<b>Accounting firm EY</b>		

## NOTE E. EMPLOYEES

Average number of employees	2023	2022
Men	4	4
Women	6	5
<b>Total</b>	<b>10</b>	<b>9</b>

### Salaries, other remuneration, pensions and social security contributions, 2023

SEK million	Salary and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and CEO	7.4	6.4	4.3	1.7
Other employees	11.6	1.2	4.7	4.7
<b>Total</b>	<b>19.0</b>	<b>7.6</b>	<b>9.1</b>	<b>6.4</b>

### Salaries, other remuneration, pensions and social security contributions, 2022

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

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

SEK million	2023	2022
Capital gains/losses	-	-
Dividend from subsidiaries	-	-
Group contributions	36.5	9.6
<b>Total</b>	<b>36.5</b>	<b>9.6</b>

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

SEK million	2023	2022
Exchange-rate gains	28.1	34.4
Dividends from associated companies	1.0	1.0
Interest income, external	1.5	0.7
Interest income, internal	30.6	8.4
<b>Total</b>	<b>61.2</b>	<b>44.5</b>

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

SEK million	2023	2022
Exchange-rate losses	-32.7	-29.6
Interest expense, external	-12.2	-5.5
Interest expense, internal	-6.4	-0.8
Impairment loss	-	-1.3
<b>Total</b>	<b>-51.3</b>	<b>-37.2</b>

**NOTE I. APPROPRIATIONS**

SEK million	2023	2022
Change to accelerated depreciation for the year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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

SEK million	2023	2022
The following items are included in tax expense:		
Tax on profit for the year	-1.8	-
Deferred tax	-4.0	4.0
Tax from earlier years	-	-0.1
<b>Total</b>	<b>-5.8</b>	<b>3.9</b>
<b>Profit/loss before tax</b>	26.4	-21.4
Tax according to applicable rate 20.6% (21.4)	-5.4	4.4
<b>Tax effect of:</b>		
Expenses, non-deductible	-0.4	-0.7
Income not liable to tax	0.2	0.3
Interest offset	0.2	-
Unrecognised deferred tax from earlier years	-0.4	-
Tax from earlier years	-	-0.1
<b>Reported tax</b>	<b>-5.8</b>	<b>3.9</b>

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

SEK million	2023	2022
Opening cost	6.0	5.0
Ongoing, reclassification	0.1	1.0
Purchases for the year	-	-
<b>Closing accumulated cost</b>	<b>6.1</b>	<b>6.0</b>
Opening depreciation	-2.7	-1.8
Depreciation for the year	-0.9	-0.9
<b>Closing accumulated depreciation</b>	<b>-3.6</b>	<b>-2.7</b>
<b>Closing residual value</b>	<b>2.5</b>	<b>3.3</b>

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

SEK million	2023	2022
Opening cost	1.1	0.8
Purchases	0.1	0.3
<b>Closing accumulated cost</b>	<b>1.2</b>	<b>1.1</b>
Opening depreciation	-0.7	-0.5
Depreciation for the year	-0.2	-0.2
<b>Closing accumulated depreciation</b>	<b>-0.9</b>	<b>-0.7</b>
<b>Closing residual value</b>	<b>0.3</b>	<b>0.4</b>

**NOTE M. PARTICIPATIONS IN ASSOCIATED COMPANIES**

	Corp. ID no.	Registered office	Operations	Share of equity		Book value, SEK million	
				2023	2022	2023	2022
Mirakelbolaget AB	556835-4350	Stockholm	Program development	50%	50%	0.0	0.0

**NOTE N. PARTICIPATIONS IN GROUP COMPANIES**

Book value, SEK million	2023	2022
<b>Sweden (registered office Stockholm)</b>		
Rejlers Sverige AB	165.4	125.1
Rejlers International Engineering Solution AB	70.9	70.9
Helenius Ingenjörbyrå AB	200.9	210.7
<b>Finland</b>		
Rejlers Finland Oy (formerly Rejlers Oy)	44.4	44.4
<b>Norway</b>		
Rejlers Holding AS	155.8	155.8
<b>Total</b>	<b>637.4</b>	<b>606.9</b>

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

**Indirectly owned companies, 2023**      **Participating interest**

Sweden	
Rejlers Energiprojekt AB	100%
Security Rejlers Defence AB	100%
Geosigma Holding AB	100%
C3 Konsult AB	100%
Eurocon Group	100%
<b>Finland</b>	
Rejlers Building Oy	100%
PM Oy	100%
SRT Oy	100%
LK Oy	100%
<b>Norway</b>	
Rejlers AS	100%
Rejlers Elsikkerhet AS	100%
Kantech AS	100%
AJL AS	100%
Omega Holtan AS	
Karl Knudsen AS	100%

**Indirectly owned companies 2022**      **Participating interest**

Sweden	
Rejlers Energiprojekt AB	100%
Security Rejlers Defence AB	100%
Geosigma Holding AB	100%
C3 Konsult AB	100%
Hydroterra Ingenjörer AB	100%
Kraftkon Sverige AB	100%
Infralog & Partners AB	100%
<b>Finland</b>	
Rejlers Building Oy	
JETS Consulting Oy	100%
PM Oy	100%
SRT Oy	100%
<b>Norway</b>	
Rejlers Engineering AS	100%
Rejlers Elsikkerhet AS	100%
Kantech AS	100%
AJL AS	100%
Omega Holtan AS	100%

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

SEK million	2023	2022
Prepaid rent	-	-
Other	2.1	2.0
<b>Total</b>	<b>2.1</b>	<b>2.0</b>

**NOTE P. UNTAXED RESERVES**

SEK million	2023	2022
Accelerated depreciation	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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

SEK million	2023	2022
Accrued pay	5.0	6.0
Accrued social security contributions	1.7	1.5
Other	2.4	12.2
<b>Total</b>	<b>9.1</b>	<b>19.7</b>

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

SEK million	2023	2022
Contingent liabilities	None	None
Guarantee commitment	54.8	51.8

## NOTE S. LIABILITIES ATTRIBUTABLE TO FINANCING ACTIVITIES

	2022	Cash flow	Non-cash items	
			Reclassifications	2023
Non-current liabilities to credit institutions, SEK million	170.0		-170.0	-
Current liabilities to credit institutions, SEK million	67.3	-67.2	170.6	170.7
Convertibles	24.3		0.3	24.6
<b>Reconciliation of liabilities attributable to financing activities, SEK million</b>	<b>261.6</b>	<b>-67.2</b>	<b>0.9</b>	<b>195.3</b>

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

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, 3 April 2024 Rejlers AB (publ).

**PETER REJLER**

Chairman

**JAN SAMUELSSON**

Vice chairman

**LISA REJLER**

Board member

**HELENA LEVANDER**

Board member

**PATRIK BOMAN**

Board member

**PETER JOHANSSON**

Board member

**BJÖRN LAUBER**

Employee representative

**VIKTOR SVENSSON**

President and CEO

Our audit report was submitted on 3 April 2024

Ernst & Young AB

**ÅSA LUNDVALL**

Authorised Public Accountant

# AUDITOR'S REPORT

To the general meeting of the shareholders of Rejlers AB (publ), corporate identity number 556349-8426

## REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

### Opinions

We have audited the annual accounts and consolidated accounts of Rejlers AB (publ) except for the corporate governance statement on pages 36-41 for the year 2023. The annual accounts and consolidated accounts of the company are included on pages 62-67 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 2023 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 2023 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 62-67. 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 group.

Our opinions in this report on 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 the 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

### Revenue recognition for fixed price projects

#### Description

Part of the Group's revenue derives from projects where the group has committed to carry out the project to a fixed price. Revenue recognition for fixed price projects implies that assessments must be made, in particular assessments regarding the total cost and total revenue for each respective project. Changed assessments during the realization of a project may have a significant impact on the Group's profit and financial position. Rejlers applies percentage of completion for fixed price projects, corresponding to the invoiced price less any deviations between work in progress and percentage of completion. The project forecasts are reviewed on a regular basis during the project to ensure that necessary changes are made.

Since revenue recognition for fixed price projects requires assessments and assumptions to be made, we assessed this as a key audit matter.

See note 2 for accounting policies for revenues and note 4 for description of the assessments made in connection with year-end.

### How our audit addressed this key audit matter

During our audit we have evaluated the Group's revenue recognition processes, including walkthrough of projects as well as routines to identify onerous and/or high risk projects. Moreover, we have reviewed the company's accounting policies for revenue recognition and assessed whether these are in accordance with applicable accounting standards. We also made a sample of projects to assess the most significant assumptions. For these projects we performed project walkthroughs with responsible controllers, verified the existence of contracts, challenged estimations of percentage of completion, forecasts and project provisions as well as obtained explanations to overdue but not paid invoices. We also performed detailed testing of revenue transactions and data analytics to assess the revenue recognition.

Finally, we have reviewed the disclosures in the annual report related to the key audit matter.

### Valuation of goodwill

#### Description

As of 31st December 2023, the total value of goodwill amounts to 1,447 million SEK, which is allocated to the Group's cash generating units. Impairment test for goodwill is conducted annually and as soon as there are indications of impairment. The test is conducted by calculating the recoverable amount and comparing it with the carrying amount. To calculate the recoverable amount, significant estimates and judgments

regarding future cash flows, terminal growth and discount rate are needed. The impairment test for 2023 did not result in any impairment. Information relating to the Group's accounting policies are presented in note 2, significant estimates and judgments in note 4 and information relating to goodwill and impairment test is provided in note 12. Since the carrying amount of goodwill is significant and due to the high degree of judgments required in the process of conducting impairment tests, we have assessed valuation of goodwill as a key audit matter in our audit.

#### **How our audit addressed this key audit matter**

In our audit, we have evaluated the Group's process for conducting impairment tests. We have also reviewed how the Group, based on established criteria, identifies cash-generating units. With the support of our internal valuation specialists, we have evaluated the valuation methods used. We have assessed the reasonableness of significant assumptions and reviewed these by conducting sensitivity analysis, comparisons to historical outcome and external sources as well as comparison analyses against other comparable companies.

Finally, we have assessed the appropriateness of the disclosures related to the key audit matter provided in the financial statements.

#### **Other Information than the annual accounts and consolidated accounts**

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-48 and page 62-67. 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 Chief Executive Officer**

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 intends to liquidate the company, to cease operations, or has 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including

the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

We must also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or related safeguards applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### Report on the audit of the administration and the proposed appropriations of the company's profit or loss

#### 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 year 2023 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated (loss be dealt with) 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 the 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.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional scepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined the Board of Directors' reasoned statement and a selection of supporting evidence in order to be able to assess whether the proposal is in accordance with the Companies Act.

### The auditor's review of the ESEF report

#### Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the Esef report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for Rejlers AB (publ) for the financial year 2023.

Our examination and our opinion relate only to the statutory requirements.

In our opinion, the ESEF report has been prepared in a format that, in all material respects, enables uniform electronic reporting.

#### Basis for the opinion

We have performed the examination in accordance with FAR's recommendation RevR 18 Examination of the ESEF report. Our responsibility under this recommendation is described in more detail in the Auditors' responsibility section. We are independent of Rejlers AB (publ) 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 evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Board of Directors and the Managing Director are responsible for the preparation of the Esef report in accordance with Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the Esef report without material misstatements, whether due to fraud or error.

#### Auditor's responsibility

Our responsibility is to obtain reasonable assurance whether the Esef report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the Esef report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Esef report.

The audit firm applies ISQM 1 Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or other

Assurance or Related Services Engagements which requires the firm to design, implement and operate a system of quality management, including policies and procedures regarding compliance with professional ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the Esef report has been prepared in a format that enables uniform electronic reporting of the annual and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design audit procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the Esef report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the Esef report has been prepared in a valid XHTML format and a reconciliation of the Esef report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the Esef report have been marked with iXBRL in accordance with what follows from the Esef regulation.

#### The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 62-67 has been prepared in accordance with the Annual Accounts Act.

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

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.

Ernst & Young AB, Box 7850, 103 99 Stockholm was appointed auditor of Rejlers AB by the general meeting of the shareholders on the 20 April 2023 and has been the company's auditor since the 22 April 2021.

Stockholm, 3 April 2024  
Ernst & Young AB

ÅSA LUNDOVALL

Authorised Public Accountant

## Explanation, definition and calculation of key performance indicators

Key performance indicators	Explanation	Definition	Calculation, 2023	Calculation, 2022
<b>Growth</b>				
Organic growth, %	The company's capacity to grow with existing resources	Change in net sales in local currency compared with year-before period, excluding acquired companies	$174.3/3,513.0=5.0$	$339.5/2,898.7=11.7$
Acquired growth, %	The company's capacity to grow with acquisitions	Change in net sales in local currency in acquired companies, compared with year-before period	$304.5/3,513.0=8.7$	$214.9/2,898.7=7.4$
Currency effect, %	The company's growth due to currency	Change in net sales attributable to currency effects	$96.5/3,513.0=2.7$	$59.9/2,898.7=2.1$
<b>Profit/loss</b>				
Adjusted EBITA, SEK million	A measure of the company's operating and underlying profit/loss excluding items affecting comparability	EBITA excluding items affecting comparability	$306.2+20.0=326.2$	-
Adjusted EBITA margin, %	Measure of the efficiency in the company	Adjusted EBITA/Net sales	$326.2/4,088.3=8.0$	-
Items affecting comparability, SEK million	It clarifies the development of the underlying operations and improves the comparison between different periods	Income and expenses that are not expected to arise on a regular basis in operating activities	20.0	-
EBITA, SEK million	A measure of operating and cash-generating profit/loss	EBIT with the reversal of acquisition-related items	306.2	287.3
EBITA margin, %	Measure of the efficiency in the company	EBITA/Net sales	$306.2/4,088.3=7.5$	$287.3/3,513.0=8.2$
Operating profit/loss (EBIT), SEK million	A measure of operating profit/loss excluding financial items, i.e., regardless of debt	EBITA less acquisition-related items	235.0	234.3
Operating margin, %	A measure of the efficiency in the company	EBIT/Net sales	$235.0/4,088.3=5.7$	$234.3/3,513.0=6.7$
<b>Key performance indicators per employee</b>				
Sales per full-time employee, SEK thousand	A measure of the efficiency in the company	Net sales/Number of full-year employees	$4,088.3/3,004=1,361.9$	$3,513.0/2,553=1,376.0$
Operating profit/loss per full-time employee, SEK thousand	A measure of the efficiency in the company	Operating profit/Number of full-year employees	$235.0/3,004=78.2$	$234.3/2,553=91.8$
<b>Balance sheet</b>				
Net indebtedness, SEK million	A measure of the company's payment capacity and credit risks	Current and non-current interest-bearing liabilities and pension liabilities less cash and cash equivalents	See note above	See note above
Net debt/EBITDA, rolling 12 month, multiple	Measure of the company's payment capacity and credit risks	Net debt/EBITDA, past 12 months	$627.6/449.0=1.40$	$391.3/416.2=0.94$
Equity/assets ratio, %	A measure of the percentage of assets financed with equity	Equity/Total assets	$1,801.8/3,648.9=49.4$	$1,487.1/2,984.4=49.8$
Equity per share at the end of the period, SEK	A measure of the company's efficiency and an indication of the share's value	Equity/number of shares at the end of the period	$1,801.8/22,106,849=81.5$	$1,487.1/20,381,849=73.0$
Return on equity, %	A measure of the company's capital efficiency	Profit/loss before tax/Average Equity	$226.7/((1,801.8+1,487.1)/2)=13.8$	$245.8/((1,215.5+1,487.1)/2)=18.2$
Return on capital employed, %	A measure of the company's financing through equity and other capital subject to interest	EBIT including financial income/Average capital employed (=Equity including interest-bearing liabilities)	$235.0+65.5/(1,801.8+396.7)=13.7$	$(234.3+60.0)/(1,487.1+536.1)=14.5$

Key performance indicators	Explanation	Definition	Calculation, 2023	Calculation, 2022
<b>Other</b>				
Dividend per share, SEK	A measure of the company's efficiency and value creation for the shareholders	-	$4.5 * 20,381,849 = 91.7$	-
Number of full-time employees	A measure of the employees' total work volume	Total hours in attendance/standard time	-	-
Number of employees at end of period	A measure of the company's ability to recruit	The number of employees at the end of the period regardless of degree of employment	-	-
Utilisation, %	Measure of the efficiency in the company	Debited time/Total time in attendance	-	-

# ANNUAL GENERAL MEETING 2024

The Annual General Meeting of Rejlers AB (publ) will be held on 25 April 2024, at 4:00 p.m. in the company's offices, Lindhagensgatan 126 in Stockholm, Sweden.

## Registration

Shareholders registered in the shareholders' ledger administered by Euroclear Sweden AB on the record date, which is Wednesday, 17 April 2024, have the right to participate. Those intending to participate in the Annual General Meeting must register no later than Friday, 19 April 2024, either by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se) or in writing to Rejlers AB at the address:

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

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

## Shares registered with nominees

In order to have the right to participate in the AGM, the shareholder must have the nominee register the shares in the shareholder's own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on Wednesday, 17 April 2024. Such registration may be temporary (so-called voting right registration). Shareholders who wish to register the shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to register such voting rights. Registration of voting rights that has been requested by shareholders in such a time that the registration has been made by the relevant nominee no later than Friday, 19 April 2024, will be taken into consideration in the preparation of the share register.

## Proxies for agents

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

## Dividends

The Board proposes that a dividend of SEK 4.50 per share be paid to shareholders. The proposed record date is 29 April 2024, with a payment date of 3 May 2024.



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