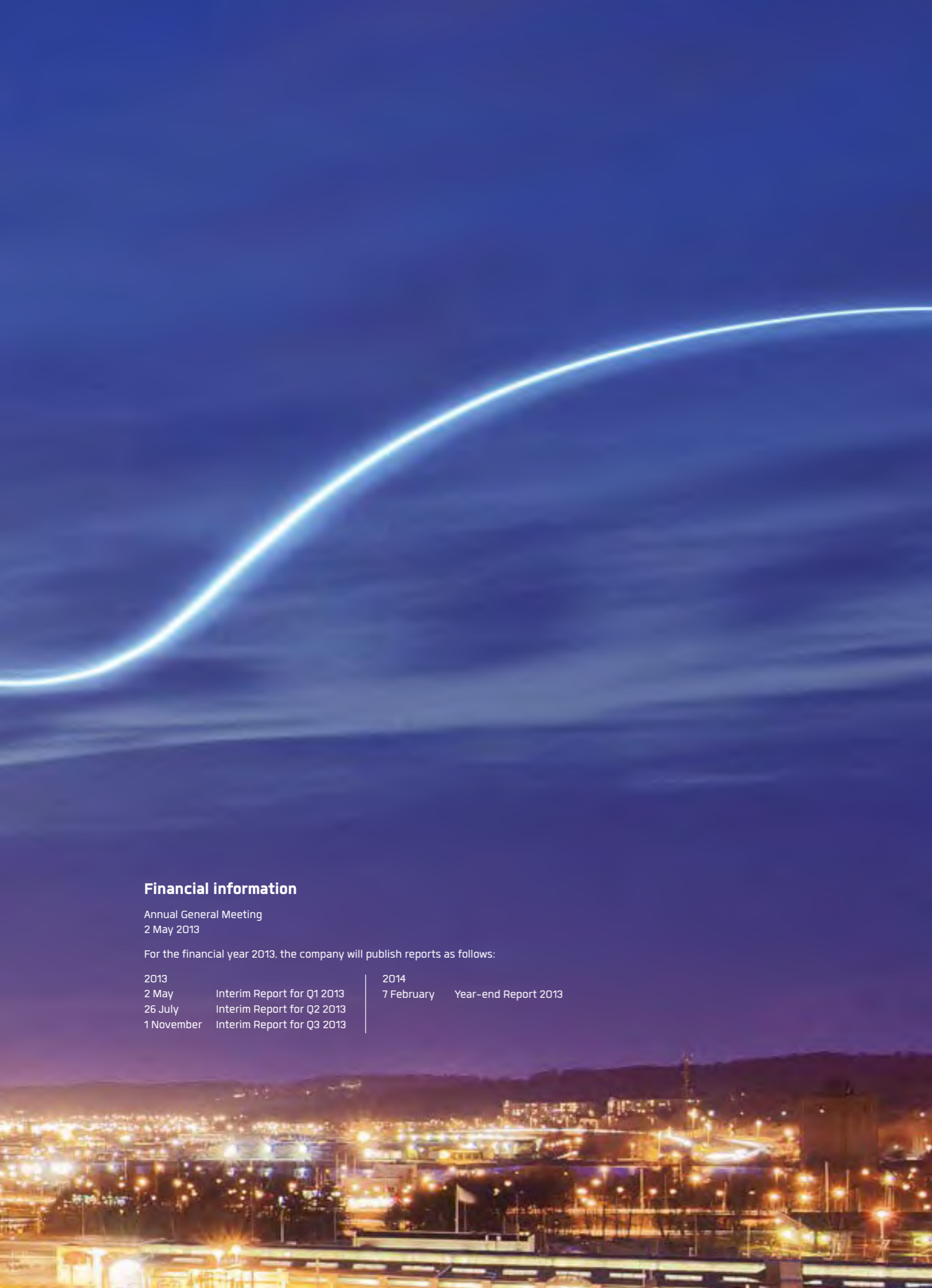


# ANNUAL REPORT 2012

 **REJLERS**



## Financial information

Annual General Meeting  
2 May 2013

For the financial year 2013, the company will publish reports as follows:

| 2013       |                            | 2014       |                      |
|------------|----------------------------|------------|----------------------|
| 2 May      | Interim Report for Q1 2013 | 7 February | Year-end Report 2013 |
| 26 July    | Interim Report for Q2 2013 |            |                      |
| 1 November | Interim Report for Q3 2013 |            |                      |

|       |                                  |
|-------|----------------------------------|
| 4–5   | Energized Engineering            |
| 6–7   | Message from the President       |
| 8–9   | Rejlers in brief                 |
| 10–11 | The past year                    |
| 12–13 | Mission, objectives and strategy |
| 14–15 | Market and economy               |
| 16–17 | Our history                      |
| 18–19 | CSR and environment              |

---

|       |                       |
|-------|-----------------------|
| 20–23 | Energy                |
| 24–27 | Industry              |
| 28–31 | Infrastructure        |
| 32–35 | Building and property |
| 36    | Customer interviews   |

---

## 37–41 Working for Rejlers

---

|       |  |
|-------|--|
| 42–44 | The share  |
| 45–48 | Directors' report                                  |
| 49–51 | Corporate governance report                        |
| 52    | Income statement – Group                           |
| 52    | Statement of comprehensive income – Group          |
| 53    | Balance sheet – Group                              |
| 54    | Change in equity – Group                           |
| 55    | Cash flow – Group                                  |
| 56–72 | Notes – Group                                      |
| 73    | Income statement – Parent company                  |
| 73    | Statement of comprehensive income – Parent company |
| 74    | Balance sheet – Parent company                     |
| 75    | Change in equity – Parent company                  |
| 76    | Cash flow – Parent company                         |
| 77–79 | Notes – Parent company                             |
| 80    | Declaration  |
| 81    | Auditor's report                                   |
| 82    | The Board  |
| 83    | Group management                                   |
| 84–85 | Five-year overview                                 |
| 86    | Meeting information                                |
| 86    | Definitions  |



### **Energized Engineering**

That extra energy, a driving force in the project. Which increases the pace, finds the solutions and makes things work better together. Which contributes skills and a vision of how things could be better. We work in building and property, energy, industry and infrastructure. Specialist engineers of the highest quality with a broad range of skills, and not least energy that gives results! We call it Energized Engineering – you will find it at Rejlers.

# Energized



» **2012 was an eventful year** for Rejlers and for me as the newly appointed President and CEO. The Group has continued to grow and achieve fresh successes on the market, despite the financial unrest in the global economy. For the second year running we are among the most popular places to work in Sweden, while we also proudly celebrated the company's 70th anniversary. During the course of the year, I have visited many of our offices in both the Nordic countries and Russia. I have met customers and employees and have been able to see for myself what I could previously only suspect: Rejlers is a fantastic company!

During 2012, Rejlers continued to develop in a positive direction. We achieved growth of 16 per cent, two-thirds of which was organic. This is in line with our growth target for 2015 – that we should have at least 2,015 employees and revenue of at least SEK 2,015 million.

We have continued to focus on achieving a good balance between our four customer groups. We are well-positioned within the areas of Energy and Infrastructure and we again saw a good inflow of orders within all areas during the year, despite indications of a weaker market within both Industry and Building and property.

Rejlers has a strong internal culture with clear values. We strive to be reliable, successful, personal and healthy. During the year, we brought all the Group's employees together at a conference in Sälen, Sweden, which was an important initiative in terms of brand and employee development. We must continue to be an attractive employer if we are to achieve our growth target. We need to attract the very best employees, while at the same time continuing to develop those we already have working for us.

Rejlers is a great Group to work for. This is clear to see from our employee survey, as well as in the external survey carried out by the Great Place to Work Institute. They declared Rejlers to be the fourth-best place to work in Sweden.

During the course of 2012, we have intensified our work to review our organisation with the aim of continuing to build a strong Rejlers in the Nordic and Baltic regions. In March 2013, we implemented a new organisation in Sweden. The changes we are making are expected to lead to increased cooperation between employees at different locations and to encourage more joint assignments across international borders. This will help us to better meet our customers' future requirements. To help us achieve continued growth and increased profitability, we have also increased the profit margin target over one business cycle to 10 per cent. Ahead of us now lies more intensified work on the Rejlers brand, where we will build on the platform together to achieve a larger and even more profitable company.

Finally, I would like to thank our Executive Chairman of the Board, Peter Rejler, for the excellent cooperation we have enjoyed during the course of the year. I would also like to extend my heartfelt thanks to all the employees of the Group. You give me and our customers the knowledge and energy to achieve fresh success together.

Thank you!

**About Rejlers**

Rejlers is a Nordic group offering engineering consultancy services to customers in the fields of Building and property, Energy, Industry and Infrastructure. Rejlers brings together consultants with a range of expertise who work together to carry out projects, from pre-studies and planning to design, construction, project planning and project management.

**History**

Rejlers is a family company that was founded by Gunnar Rejler in Småland in 1942. The company has been active as an engineering consultancy firm ever since.

**Assignments**

Rejlers completes around 8,000 customer assignments every year. Our ten largest customers are ABB, E.ON, Fortum, Konecranes, Neste Jacobs, Siemens, TeliaSonera, Trafikverket, Vattenfall and Volvo.

**The market**

Rejlers' domestic markets are Sweden, Finland and Norway, with the rest of the Nordic region and the Baltic States as its growth markets.

**Where we are**

Rejlers has 1,500 employees at around 70 locations in Sweden, Finland, Norway and Russia.

**Core values**


Four core values have been developed during Rejlers' 70-year history. They are reliable, successful, personal and healthy. These are values which we want to share with each other and with those around us.

**Growth target**

Rejlers' growth target of 3x2015 means that by the year 2015 the Group should have at least 2,015 employees and revenue of at least SEK 2,015 million.

**The share**

Rejlers' Class B shares are listed on the NASDAQ OMX Nordic Exchange. The Rejler family holds 61 per cent of the votes. Other major shareholders are Lannebo funds, Swedbank Robur funds and Board Member Lauri Valkonen.



|                           |                           |
|---------------------------|---------------------------|
| <b>Revenue</b>            | SEK 1,332 million (1,146) |
| <b>Operating profit</b>   | SEK 79.4 million (100.3)  |
| <b>Operating margin</b>   | 6.0% (8.8)                |
| <b>Earnings per share</b> | 5.17 (5.68)               |

# 2012

## AN EVENTFUL YEAR



### Eva Nygren – New President and CEO

On 2 May, Eva Nygren was appointed the new President and CEO of Rejlers. Eva comes to us from Sweco, where she was President of Sweco Sweden for the last six years, with approximately 3,000 employees. Eva's task at Rejlers will be to achieve the growth target of 3x2015 and to give the company a more international outlook.

### Peter Rejler – New Chairman of the Board

As Eva Nygren was appointed the new President and CEO, Peter Rejler stepped down from this role in order to be elected Chairman of the Board for the Group instead. During his 13 years as President, Peter has taken Rejlers, which was founded by his grandfather, from 200 to 1,500 employees in the Nordic region. As Executive Chairman of the Board, Peter will continue to play an active role in the company and together with Eva will push on Rejlers' future expansion and growth.



### Peter Rejler named European CEO of the Year

The *European CEO of the Year* award recognises exceptional all-round leadership in the engineering consultancy sector in Europe. "This is an honour and I am incredibly proud and humbly accept this award from among all these fantastic engineering consultancy firms in Europe and their leaders. The award is also recognition for what we at Rejlers have achieved together," says Peter Rejler. The picture shows Peter with Dr Nelson Ogunshakin OBE, Chief Executive of the Association for Consultancy and Engineering.

## Acquisitions

### Rejlers acquired Ramböll's consultancy operations in Finland

The acquisition of 70 employees reinforces Rejlers' ability to provide engineering consultancy services to the Industry and Energy customer groups, and expands Rejlers' services in Finland considerably.

### Rejlers has taken over consultancy and service operations from TeliaSonera in Norway

TeliaSonera's consultancy and service operations for mobile telephony have just under 40 employees, who became part of Rejlers AS on 1 May 2012.

### Rejlers Consulting AS continues to grow

Rejlers' Norwegian associate, Rejlers Consulting, is growing

through the acquisition of the operations of SEEN Nordic along with ten employees in Hamar, north of Oslo. SEEN carries out technical and economic energy analyses and audits, primarily for the owners of commercial buildings in Norway.

### Rejlers acquires Enerplan and grows within Building and property

Rejlers is strengthening its expertise within heating, ventilation and sanitation and electrical engineering for the Building and property market in Finland through the acquisition of Enerplan Oy and its six employees.



### Peter Rejler challenges all the Presidents of listed companies to a sporting challenge

When Dagens Industri interviewed Peter Rejler in conjunction with the *Ö till Ö* (island to island) competition, Peter had the great idea of challenging all the Presidents of listed companies to take him on at a sport of their choice. This resulted in Peter Rejler's presidential duel. Dagens Industri has been following the contests, which kicked off with a giant slalom race in Åre against Mats Årjes, President of SkiStar. The proceeds, SEK 450,000, went to charity, primarily the *Hand in Hand* organisation in India, but also the *Swedish Childhood Cancer Foundation*.



# 8,000 assignments

Every year, Rejlers completes around 8,000 assignments. During 2012, Rejlers has been commissioned, among other things, for project planning assignments relating to the construction of a wind farm in Villmanstrand, a combined heat and power plant in Lund

and the new Helix rollercoaster at Liseberg in Gothenburg. Rejlers is the project manager for commissioning and opening Stockholm's Northern Link to traffic. Several assignments are currently underway in Norway to improve the energy efficiency of buildings and Rejlers is also involved in many of the large-scale mining projects taking place in various parts of the Nordic region. Find out more on pages 20–35.



### Eva Nygren is Ruter Dam Woman of the Year

The *Ruter Dam Woman of the Year* award is given to the woman in Sweden who has been promoted during the year and who has the greatest responsibility in the form of number of employees, revenue and overall responsibility.

"It feels really wonderful, both for me personally and for Rejlers as a company. I think it is very important to have clear role models if we are to get more women to want to hold senior positions. *Ruter Dam* plays an important role here by highlighting and drawing attention to women in important positions in business," says Eva.



### 100 employees took part in the Stafettvasan

The *Stafettvasan* is one of many regular sporting events which are embraced by Rejlers' employees. A total of 19 teams from Rejlers took part in the *Stafettvasan*. The teams featured employees from most of the offices in Sweden and one team even came from Rejlers in Norway. Everyone did really well and reached the finishing line, despite variable levels of skiing experience.

### Rejlers turns 70

As part of Rejlers' 70th anniversary celebrations, all employees were invited to a conference in Sälen in August. This was the first time that all the employees of the entire Group had gathered together in one place, which was an important element of employee development for continued consolidation and growth.



### New President for Rejlers Ingenjörer

Conny Udd has been appointed the new President of the largest company in the Rejlers Group, Rejlers Ingenjörer. Conny has worked for Rejlers for a total of 15 years, and has been a consultant, section manager and local manager. Most recently he has been fulfilling the role of Vice President and Marketing Director at Rejlers Ingenjörer. Conny took up his post on 1 January 2013.

# Well on the way towards our goals

## Mission

Rejlers will create value for its customers by providing qualified technical consultancy services, technical advice and turnkey solutions to customers in the areas of Building and property, Energy, Industry and Infrastructure.

## Goals

- » Rejlers' overall objective is to create and realize added value for customers, employees and shareholders.
- » Rejlers' financial goal from 2013 is to maintain an operating margin of at least 10 per cent over one business cycle.
- » Rejlers aims to achieve growth of approximately 15 per cent per year in terms of revenue and the number of employees, which will enable us to achieve the 3x2015 objective, i.e. for the Group to have at least 2,015 employees and revenue of at least SEK 2,015 million by the year 2015.
- » Rejlers considers the health of its employees to be vital to its success. Absence due to illness must not exceed 2 per cent and employee revenue must not exceed 10 per cent. The result of our employee survey must be no lower than 80 per cent of the maximum result.

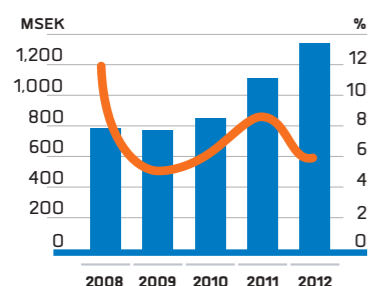
## Strategy

Rejlers' main strategic points for attaining its goals are:

- » Balanced customer base with differentiated sensitivity to market conditions.
- » Growth in the Nordic and Baltic regions under controlled forms through continued strategic acquisitions and organic growth.
- » Growth within technical consultancy and turnkey solutions.
- » High levels of internal efficiency and a wellknown brand.
- » A clear corporate culture and an attractive workplace with a focus on health and with committed employees.
- » Stable development with the company's equity/assets ratio exceeding 30 per cent.

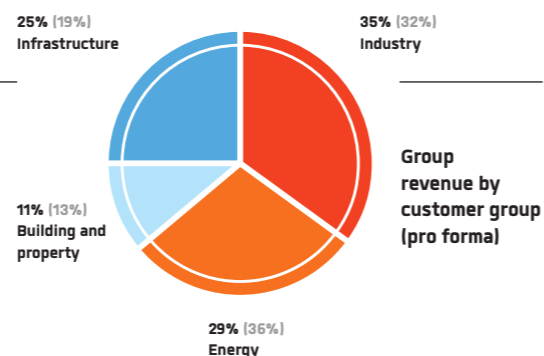
## Our success

### Revenue/Operating margin



### Financial goals

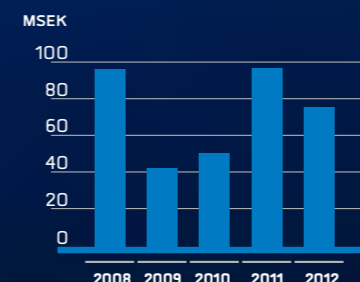
Rejlers' financial goal from 2013 is to maintain an operating margin of at least 10 per cent over time. In 2012, the operating margin amounted to 6.0 per cent. Taken over five years, 2008–2012, the average operating margin was 6.8 per cent.



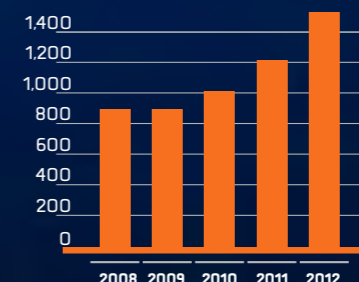
### Growth strategy with risk distribution

The Group's growth strategy is based on risk distribution within the areas of Building and property, Energy, Industry and Infrastructure. This reduces Rejlers' susceptibility to fluctuations in the economic climate.

### Operating profit/loss



### Numbers of employees



### Continued focus on growth in 2012

Strong growth continued during 2012, and this has been accomplished through both recruitment and acquisitions. Overall, there was a net increase of 16 per cent in the number of employees to 253. The Group's revenue also increased by 16 per cent.



» **Rejlers' growth target** of 3x2015 means that by the year 2015 the Group should have at least 2,015 employees and revenue of at least SEK 2,015 million.

» **Through recruitment,** strategic acquisitions and establishing new companies, Rejlers aims to achieve annual growth of around 15 per cent in terms of revenue and number of employees up to 2015.

# 2012 – a year of strong demand for Rejlers' services



The railways are a priority area in the Nordic region at the moment and Rejlers is on board in Sweden, Finland and Norway. Another growth area is assignments to reduce the energy consumption of buildings. We have produced energy-efficient solutions for Diakonhemmet University College library and teaching centre outside Oslo, for example.

## Economy

The international macroeconomic picture was unclear throughout 2012. Heavily indebted economies in southern Europe and in the USA are affecting market growth throughout Europe. Stimulus measures from the central banks are expected to lead to stabilisation in Europe and a recovery. Sweden, Finland and Norway, however, have continued to enjoy favourable economic conditions.

Only at the end of 2012 was the engineering consultancy sector in the Nordic region affected by the uncertainty in Europe. A fall in demand from the export industry and construction sector led to a drop in orders for engineering consultants. The infrastructure and energy sectors, on the other hand, have continued to see a high level of investment, which is keeping our engineering consultants busy.

## The market

Rejlers' domestic markets are Sweden, Finland and Norway, with the rest of the Nordic region and the Baltic States as its growth markets. Our customers are in Building and property, Energy, Industry and Infrastructure.

2012 was a year of growth, with strong demand for Rejlers' services. The market situation is difficult to judge, but the outlook remains good within the Energy and Infrastructure markets in the Nordic region. We have a strong position in this region, with increased order levels and new business opportunities. Rejlers generally has a high invoicing ratio and a continuous need for recruitment within all customer groups.

## Energy saving and security solutions

The growth in the energy market is being driven by improved energy efficiency, sustainability and security solutions. Our engineering consultants are involved in nuclear power plant upgrades in order to adapt them to new safety and production requirements.

At the same time, there is extensive investment in renewable energy sources, such as wind power, cogeneration, solar energy and wave power. Rejlers now has an established business in large parts of this market in the Nordic countries and we continue to grow in the area of Energy. Investments are increasing in the oil industry and also in the production of bioenergy in particular. Bioenergy has now overtaken oil as the largest source of energy in Sweden.

Rejlers has increased its presence in the Norwegian energy market over the course of the year. Large-scale investments are being made within the electric mains area, among others. A new area of demand concerns green electricity certificates and smart electricity grids, which are able to receive electricity generated from various sources in the grid and manage both generation and consumption. There is market potential for the handling and analysis of large volumes of energy data. In Sweden, we are market leading within energy metering services designed to save energy and there is also significant interest in Norway and Finland.

## New infrastructure projects in the Nordic region

A well-thought-out infrastructure creates growth for society. Transport systems involve not only physical transport by road and rail, but also efficient transport routes for information. The telecommunications market is being driven by increased demand for mobile broadband, as well as rapid technological evolution.

Rejlers operates in large parts of the infrastructure sector, including telecommunications. Large-scale investments are planned for the next few years, including expanding the telecommunications network and upgrading the road and rail networks in the Nordic region. Future investments in high-speed trains are a key part of this.

New investments and the maintenance of railways is a priority area and Rejlers has signed new framework agreements with the Swedish Transport Administration and the Finnish Transport Agency. We have been commissioned for an assignment for the

Norwegian National Rail Administration and have also moved into the expanding Danish transport market.

Rejlers' telecommunications activities are growing, with cross-border projects becoming increasingly common. We are following the customer and working on the network planning and network design of fixed and mobile networks covering the entire Nordic region.

## Industrial companies outsourcing

Industrial companies are increasingly choosing to outsource engineering work to consultants. They are outsourcing their design, operating and maintenance operations. Rejlers' consultants were fully employed during the year, thanks to an increase in investments in machinery and product development. Both order inflow and profitability have improved. Rejlers is traditionally well-established on the industrial markets in Sweden and Finland.

Rejlers' order levels for environmental and energy surveys for the industry and property sectors are increasing. The majority of orders during the year came from the mining, engineering and pharmaceutical industries in Sweden. Demand for Rejlers' services within automation and commissioning has increased. In Finland, demand is currently greatest for services to the shipbuilding, steel and engineering industries.

## Focus on energy-efficient properties

Investments in private-sector and public-sector properties have offset the downturn in the housing sector. Rejlers is now established on new markets in Building and property in Finland and Russia, where we have a good market situation and good coverage.

Public-sector property owners are less sensitive to the economic cycle than other companies. For instance, this is the case for schools, health centres, hospitals, prison services and police

stations. An upturn is expected in housing investments next year, as the demand for new homes increases in the major cities. Commercial and industrial premises, hotels and hospitals are continuing to show good growth.

Rejlers' operations focus on consultancy services for public and commercial properties and our assessment is that demand will continue to be strong within these areas. New projects are being planned for the rebuilding and new construction of properties, with a focus on energy efficiency. Project management has become an increasingly significant part of Rejlers' services.

## Engineering consultancy sector

Engineering consultancy firms are involved at an early stage of the investment cycle in investigating, project planning and managing construction-related investments, manufacturing processes and also developing the industry's products. The ten largest companies in Sweden represent almost half of the sector, both in terms of revenue and the number of employees. Concentration at the top for consultancy firms is also significant in Norway and Finland. Rejlers' biggest rivals in the sector are Sweco, ÅF, Eetteplan, Semcon, Ramböll, Pöyry, Grontmij and WSP.

The sector is becoming increasingly consolidated. The largest groups are acquiring small and medium-sized companies, which is making the major players even bigger and more capital-rich. Reasons for this development include being able to handle large, complex projects that require more resources, as well as the desire expressed by many customers to have a small number of large suppliers of consultancy services. Competition on the engineering consultancy market is increasing as international groups establish operations in the Nordic region, often through acquisitions. At the same time, the larger Nordic firms are making inroads abroad.



# Our amazing history

## The first 70 years



# We can't do business without respect for people and the environment



For four years now, Rejlers has been sponsoring a school in South Africa.

» **Rejlers encourages activities** that have a positive impact on the environment, employees and society. We set strict requirements for the environmental, ethical and socio-economic aspects of our business. Rejlers also has wide-ranging involvement in health-promoting activities, including through cooperation with organisations that support youth sport and with the Star for Life project in South Africa.

**Environmental responsibility**

The greatest environmental benefits of Rejlers' activities come when we help our customers to streamline, modernise and automate their infrastructure and their processes. This could involve anything from energy savings and choice of materials in our



The Hamar courthouse is one of the buildings for which Rejlers will provide an energy declaration.

buildings to the development of renewable energy generation and a sustainable infrastructure.

Our employees must be fully aware of the importance of the environment and work to meet national and international environmental targets. Rejlers employees must also contribute their knowledge and together with our customers make choices that promote sustainable development.

Rejlers holds ISO 9001 and ISO 14001 certification. This means that our assignments, from their conception to their execution, are planned and controlled with quality and the environment in mind. Rejlers also works to minimise the direct environmental impact-caused by our own office environments and our travel arrangements.

**Everybody has equal value**

We respect and support fundamental rights and freedoms and act within the scope of local and international laws and regulations. An example is the UN's Global Compact initiative, an initiative containing ten global principles concerning human rights, labour law, environmental issues and anticorruption.

Rejlers' business is characterised by the view that everyone has, and must be guaranteed, the same value, regardless of ethnic or religious background or sexual preference. This is mirrored in our day-to-day operations and our recruitment.

In our dealings with customers, subcontractors, suppliers and other stakeholders, we must take great care if we offer, or are offered, benefits of any kind with the intention of promoting contact or a relationship.

**Rejlers provides energy declarations for buildings**

Rejlers has been commissioned to provide energy declarations for properties in Hamar. The local authority hopes that the project will lead to financial savings and a better environment. Hamar Municipality has a large property portfolio. In total, 46 municipal buildings, with an area of 136,000 square metres, are to be covered by the survey. Rejlers will inspect the buildings and produce a report containing suggestions for how they can be made more energy efficient.

**Star for Life – school project in South Africa**

Star for Life is a unique programme which aims to prevent the spread of HIV and AIDS among young people in southern Africa. For the fourth year in a row, Rejlers is sponsoring a school in South Africa. Qhakaza High School, which has over 1,000 pupils. Some results of the programme are improved student health, a significant reduction in the number of teenage pregnancies, higher levels of youth employment, more university enrolments and better prospects for the future. In 2012, Rejlers also financed grants for a number of pupils in their final year at the school to enable them to commence university studies next year.

**A cleaner Baltic Sea**

Rejlers is also supporting the Clean Baltic Sea Project, which is being run by the John Nurminen Foundation. The aim of the project is to improve the condition of the Baltic Sea. Efforts are underway to clean up phosphorous contamination, a measure

which is reducing the over-fertilisation of the Baltic Sea. The Clean Baltic Sea Project is also working to reduce the risk of oil spills by introducing new navigation services for tankers operating in the Gulf of Finland.

**Hello Sweden – sponsoring Swedish sport**

Hello Sweden is where sport and business come together. Support for Swedish sport – both new talent and global stars – is the foundation of Hello Sweden, which also has some of Sweden's most popular entertainers and lecturers in its "stable". Rejlers is a partner company of Hello Sweden and has engaged them at conferences and events on the subject of health and growth.



The Clean Baltic Sea Project is working to improve the condition of the Baltic Sea.

# ENERGY



» Rejlers provides services at all stages of the energy supply chain, from generation via distribution to consumption. We help to modernise nuclear power plants and hydro-electric power plants. We are also involved in wind power, cogeneration and wave power projects. Another growth area is in various kinds of environmental services.

# A safe and sustainable source of energy

» **The Nordic electricity market** will soon see large-scale investment. Extensive investments are being made within the distribution of renewable energy and where new safety and production requirements are driving development forwards. Rejlers provides services at all stages of the energy supply chain, from generation via distribution to consumption.

Many assignments involve modernising and streamlining existing plants for energy companies. Here, Rejlers works to provide consulting, surveys, project management, automation and design in order to streamline processes and increase safety within existing nuclear power plants and hydroelectric power plants, for example. Rejlers is also involved in planning, designing and inspecting new renewable energy plants, such as wind and wave power and solar energy installations. Rejlers also has extensive experience in producing solutions for how new sources of energy can be combined to form a functioning network.

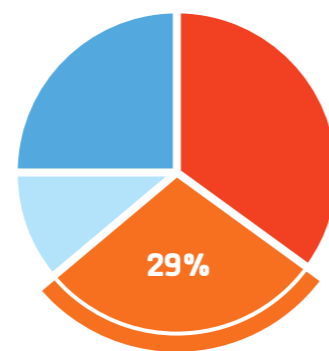
One of Rejlers' other strong areas is in working with the design, production, automation, preparation and analysis of electricity distribution networks and transformer stations. Environment is another growth area, where we perform environmental impact assessments and work to clean up polluted areas. We also support our customers through various kinds of meter reading services within the energy sector. We collate, present and analyse data on energy consumption, which can lead to large-scale energy savings and reduced emissions.

## Customers

Our customers include not only the major energy generators, such as E.ON, Fortum, Neste Jacobs and Vattenfall, but also municipally owned electricity and energy companies. Other examples are network owners such as Fortum Distribution and electricity trading companies.

## Share of revenue

This area accounts for around 29 per cent of Rejlers' total revenue.



1



2



3

### 1. Electricity network reinforced in Royal National City Park

As Stockholm grows, so does its demand for electricity. More people have to get to and from school and work, walk through well-lit parks and heat their homes. Work is therefore underway in many parts of the city to renew and reinforce the existing electricity network. In the section of the Royal National City Park on the island of Djurgården, Fortum is planning to replace the existing 220 kV overhead lines with new 220 kV underground cables. Rejlers has been commissioned to survey and carry out preliminary planning for a number of alternative cable routes. Rejlers is also responsible for the concession process covering the accessibility analysis and consultation with the authorities, those particularly affected and the general public.

### 2. Norwegian fire investigators

Rejlers is helping Agder Energi Nett and the police in Norway in their fire investigations. Every year, Rejlers is involved in over 60 investigations and helps to identify the cause of at least 70 per cent of the fires. The assignment begins by determining whether a fire has started as the result of an electrical fault. Most fires, however, are caused by open fires and electrical devices. An increasingly common cause of fire which the Rejlers team assists with, and which is particularly nasty, is computers full of dust which are left switched on overnight. The picture shows Torbjørn Antonsen, who leads the Rejlers fire team.

### 3. Planning the infrastructure for a wind farm

Wind power company TuuliSaimaa is building its first wind farm with nine wind turbines in Villmanstrand in the east of Finland. TuuliSaimaa has given Rejlers responsibility for project management and monitoring of all infrastructure for the wind farm. Wind power is a growth area for Rejlers in Finland. We have expertise in both the planning and design of the plants themselves and in making the infrastructure in and around wind farms work.

# INDUSTRY

» Our assignments within Industry are characterised by the modernisation and streamlining of manufacturing processes, production plants and products. We are involved throughout, from preliminary studies to design and commissioning. We carry out assignments for the pulp and paper industry, the engineering industry and the mining industry, among others.

# Long tradition of production from start to finish

» **Every industry needs** continuous investment in order to increase productivity, quality and profitability. Rejlers has a long tradition of implementing industrial projects around the Nordic region. We also have experience from following our customers around the world with their projects.

Rejlers' industry consultants offer technical solutions and systems to streamline, automate and develop industrial processes and products. We are involved throughout the process, from planning, concept design and analysis to project management, design, implementation, commissioning and maintenance. Rejlers also carries out innovation and development work to help customers produce new products and systems, and also offers the delivery of complete projects or machines.

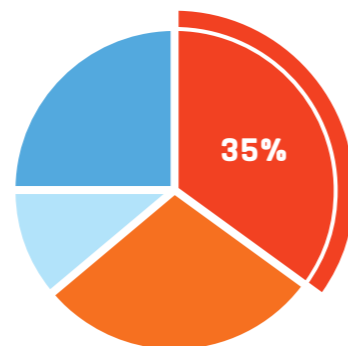
Rejlers works with industries such as mining and pulp and paper, as well as the steel and engineering industry. Our engineers also work with the food and pharmaceutical industries, as well as automotive and offshore. We either work embedded in the customer's organisation or we take overall responsibility for a delivery or a function. A long-term approach and strong customer relationships ensure security and stability in our large and often technically complex assignments within Industry.

## Customers

Some of our major customers include ABB, Andritz, AstraZeneca, GE, Konecranes Finland, LKAB, Metso Paper, Outotec, Sandvik, Scania, Siemens, SKF, Skoghall, SSAB, Stora Enso and Volvo.

## Share of revenue

This area accounts for around 35 per cent of Rejlers' total revenue.



### 1. New bioenergy cogeneration plant in Lund provides district heating to households

Rejlers has signed a contract with Foster Wheeler Energia for the project planning of automation, electric power and control equipment for a new bioenergy cogeneration plant in Örtofta, near Lund. The plant is designed for 100 per cent biofuel, of which 55 per cent is forestry waste, 30 per cent recycled wood and 15 per cent peat. The new bioenergy cogeneration plant will complement and partially replace Lunds Energikoncernen's existing fossil fuel-burning plants. The bioenergy cogeneration plant will be built close to the Southern mainline railway, which will enable fuel to be transported by rail. Once complete in 2014, the plant will be able to supply around 50,000 households in Lund, Eslöv and Lomma with district heating. In addition, it will be able to generate enough electricity to supply all of Eslöv.

### 2. Flue gas cleaning plant in Svappavaara

LKAB is investing in a new plant for cleaning flue gases in Svappavaara, in northern Sweden. LKAB already has one of the most environmentally friendly iron ore products in the world and flue gas cleaning at all pellet works further reduces the burden on the environment. Rejlers will assist with the project planning of the plant and will be responsible for process design, ventilation, cooling, electricity, automation and mechanical engineering. Rejlers has also been commissioned to take care of layout coordination and manage the machinery safety work.

### 3. Tailored solution ensures safe container emptying

The Rönnskär smelting works is part of the Boliden group which operates mines and smelters in Sweden, Finland, Norway and Ireland. Rejlers has been the turnkey contractor for two designs which help Rönnskär to recover electronic scrap safely and efficiently. One is a safety device which ensures that large containers are unloaded in a safe manner on emptying. The other is a crushing plant where circuit boards sent in for recycling are ground up.



# INFRASTRUCTURE

» Rejlers has a broad range of activity within Infrastructure, including the modernisation and planning of, for instance, roads, tunnels, railways, bridges, airports and harbours. We also work to meet the needs arising from the rapid development of the telecommunications sector as well as offering a range of environmental services for urban development projects around the Nordic countries.

# Forward, upward, fast and long – we prepare the way

» **A fit-for-purpose infrastructure** is essential to the development of a society. Both for individual mobility and for business competitiveness. Rejlers has a broad range of activity within Infrastructure, including the modernisation and planning of, for instance, roads, tunnels, railways, bridges, airports and harbours. Rejlers also works to meet the needs arising from the rapid development of the telecommunications sector. Another growth area is a range of environmental services for urban development projects around the Nordic countries.

Rejlers' assignments in the railway sector cover everything from total project undertakings with project manager responsibility and preliminary studies to the project planning of facilities for electrical, telecommunications, signal and safety systems. Railway assignments are often divided into several sub-projects that can take a number of years to complete.

Road and tunnel projects in the major conurbations involve technically complex systems for the control and monitoring of traffic flows and ventilation systems in tunnels, for example. Another service which Rejlers provides is the planning and project planning of lighting in tunnels, on bridges and along roads.

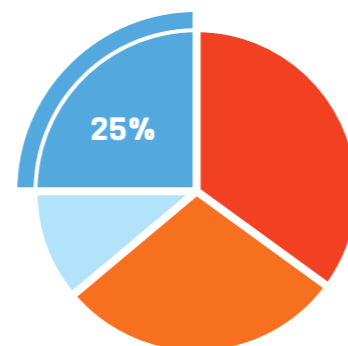
Rejlers also offers a broad range of services in the telecommunications sector. Typical services performed by Rejlers include project management, automation, network planning, optimisation and network design for both fixed and mobile networks. As new technologies and players establish themselves on the market, so Rejlers' services and assignments evolve.

## Customers

Customers include the national transport administrations of Sweden, Finland and Norway. Local public transport and the municipal highways departments in the major conurbations in particular are other major customers. Rejlers also works with telecommunications operators and electricity companies, as well as state and municipal agencies which own or build both fixed and mobile networks for broadband and telecommunications.

## Share of revenue

This area accounts for around 25 per cent of Rejlers' total revenue.



1



2



3

### 1. Rejlers opens the Northern Link

In 2015, the first parts of the Northern Link, in Stockholm, will be opened to traffic. During the year, Rejlers was given the assignment to project manage the opening to traffic. The assignment involves the planning and implementation of the commissioning, as well as advance testing. Rejlers will also be responsible for the process to prepare agreements and coordinate with external partners, such as the emergency services and mobile operators, as well as for training all operating personnel right up to the opening to traffic. Once the Northern Link is complete in 2019, its total length will be 5 km, with 4 km of tunnels. The Link is being built to solve the region's accessibility problems and to create a better environment in the inner city.

### 2. New rollercoaster and Rabbit land provide challenges to our engineers

The amusement park Liseberg, in Gothenburg, is celebrating its 90th anniversary in 2013 with the largest investment in the amusement park's history. In total, almost SEK 200 million is being invested. A "Rabbit land" with 10,000 square metres of attractions, shops and wheel of fortune games is being constructed. Rejlers has carried out the project planning of all the electrical, telecommunications and lift systems for Rabbit land. At the same time, Rejlers is involved in the Helix project, which is Liseberg's largest ever investment in an attraction. This will be a new rollercoaster – the longest and fastest in the park. Rejlers is the electricity consultant for the project and is responsible for the project planning of the electricity supply to the rollercoaster. The assignment also includes the electricity and telecommunications systems for the station building.

### 3. Rejlers serves mobile telephony in Norway

Rejlers has signed a three-year agreement with TeliaSonera Norge. The agreement involves Rejlers taking over the consultancy and service operations for mobile telephony. As part of the deal, Rejlers has taken over around 40 employees from TeliaSonera. Under the agreement, Rejlers is responsible for the operation and maintenance of 4,500 base stations and local stations around Norway.



# BUILDING AND PROPERTY



» Rejlers is active within the Building and property sector. This can involve both new construction and rebuilding of business premises, schools, offices, hospitals, hotels and homes. The projects often focus on energy savings, communications solutions, security and monitoring. We are also involved at an early stage when new areas are to be exploited.

# We are there every step of the way – from drawing to inspection

» **There are many interests** that need to be considered when planning new buildings and modernising existing ones. Comfort, energy saving, monitoring, individualisation and profitability are just some of the requirements that have to be taken into account. At Rejlers, we aim to create buildings that fulfil these requirements by combining tried and tested methods with innovative solutions.

Rejlers works on both new construction and rebuilding of business premises, schools, offices, hospitals, hotels, sports facilities, homes and industries, for example. We are also involved at an early stage when new areas are to be exploited.

Assignments include everything from architecture and building design to project management and project planning. We act as advisors at various stages of a project and we also help our customers with the control and inspection of finished buildings.

We offer a wide range of services, covering everything from electrical, telecommunications and heating and ventilation and sanitation project planning to control, monitoring and communications technology. Building automation is a growth area, with various solutions for reducing energy consumption in buildings. Rejlers also works on assignments within power supply and lighting and produces solutions for alarm systems and fire-detection systems.

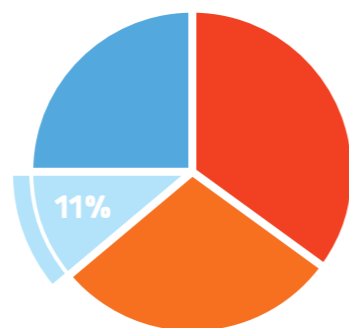
The customer can currently be given a clear picture of the final result during the construction process through analysis and visualisation. We use BIM (Building Information Modeling) for example.

## Customers

Customers include construction companies, contractors, developers, municipal, state and private property companies, as well as housing companies – primarily in the major conurbations around the Nordic region.

## Share of revenue

This area accounts for around 11 per cent of Rejlers' total revenue.



### 1. Ullevaal Stadium is being expanded

Norway's national football stadium, Ullevaal Stadium, was opened in 1926. It is now set to be expanded with 3,000 new seats, new VIP areas and 160 new office jobs. During the course of the year, Rejlers was given the assignment to take care of the project planning of all electrical installations. Rejlers' assignment includes lighting as well as fire and risk analysis. Rejlers has previous experience of working with the electrical project planning of arenas such as the Telenor Arena and New Bislett Stadium.



### 2. Shopping centre above the fast lane

In Tavastehus a new shopping centre is being built above the motorway between Helsinki and Tampere, covering an area of over 26,000 square metres. Once the shopping centre is complete in 2014, it will have room for 60 new shops. Rejlers is responsible for the design of all electrical, telecommunications and security systems, and is also working on the exterior lighting for plazas and arcades. The assignment is being carried out on behalf of NCC Property Development and Keva (the municipal authorities' pension scheme) which owns the properties.



### 3. Office premises in Saint Petersburg

Technopolis Pulkovo is an office complex near the airport in Saint Petersburg. The first stage opened in 2010, with premises over an area of 23,000 square metres. The next stage is almost the same size and construction is already underway and due for completion in autumn 2013. The aim is for the building to achieve LEED silver certification. Rejlers is responsible for the design of all electrical, telecommunications and security systems of the premises and for security monitoring during construction. The assignment is being carried out on behalf of LLC Technopolis.



Marja Nyssönen-Askola

## Major challenge to find the engineers of the future

» **Marja Nyssönen-Askola** works as Vice President at Neste Jacobs, one of Rejlers' biggest customers in Finland. She is responsible for the company's large-scale cooperation with global partners.

"Our network has over 160 offices in 20 countries. Our major growth markets are Russia and the Middle East, and we've had a project office in Abu Dhabi for several years now. Our customers are driving the development of more sustainable solutions. We have to be with them on this and see what the requirements are and what new solutions we can provide to support them."

One of the major challenges which both Rejlers and Neste Jacobs face is finding the engineers of the future.

"We go out and meet a lot of students. We also put a lot of effort into developing career paths for employees who already work for us, so that they feel motivated to make a contribution to our development."

Marja values the cooperation she has with Rejlers, which goes back several years now.

"I am very happy with the skills of Rejlers' engineers. They are also very flexible and easy to work with."

Marja also shares an interest in exercise and health with many of Rejlers' employees. Among other things, she has completed the Helsinki marathon.

"I learnt a lot about the importance of good planning and always working towards a clear goal."



Åke Johannesson

## Appreciates the sense of family at Rejlers

» **Åke Johannesson** is a project manager at Vattenfall Eldistribution. He is responsible for both large and small projects involving reinvestment in plants or when, for example, wind, hydroelectric and wave power is to be connected to the electricity network in southern Sweden. He has a challenging and exciting job, which has seen him call on Rejlers on several occasions down the years.

"Working with Rejlers has always gone well. We have always got the quality we wanted. Their consultants are experienced and highly skilled. They take responsibility and are meticulous. The personal chemistry has also been right, which is important."

Projects include both new construction and rebuilding. Åke has commissioned Rejlers at various stages of projects, including everything from acting as an advisor at the planning stage to carrying out preliminary studies. Rejlers has also worked on inquiry documentation, provided support at the project phase and finally been responsible for inspections once the work has been completed.

"My view of Rejlers is that they are very successful in growing into a large company, while at the same time their employees maintain close personal contact with me as a customer. There is a sense of family at Rejlers – and that is something I appreciate."

# Corporate culture that keeps up with the times

» **Rejlers has a strong corporate culture** which is based on the four core values that have crystallised during Rejlers' 70-year history. We are always working to strengthen and develop our culture. One of the ways this is accomplished is by having a common vision on leadership issues, and by having rules and guidelines that reinforce our culture, while providing as much room for flexibility as possible. Our strong corporate culture also makes it easy for us to integrate new operations into Rejlers. Each acquisition helps us improve. New blood brings us new ideas, know-how and solutions.

### Reliable

Rejlers is reliable, because, among other things, our employees strive to deliver more than the customer expects. Our cutting-edge technicians give the Rejlers brand a unique stamp of quality and we must always deliver on time.

### Successful

We are successful because we dare to do things like take a stand and compete. We don't shrink from market comparisons and we have the willpower and energy for continuous improvement.

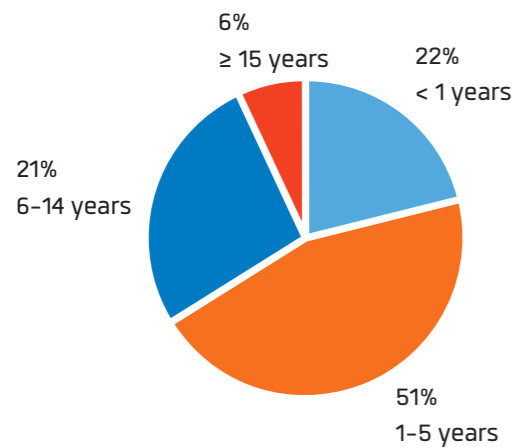
### Personal

Our business is personal, because at Rejlers we dare to be ourselves. We care. We laugh easily. We take care of the company, our customers, each other and ourselves.

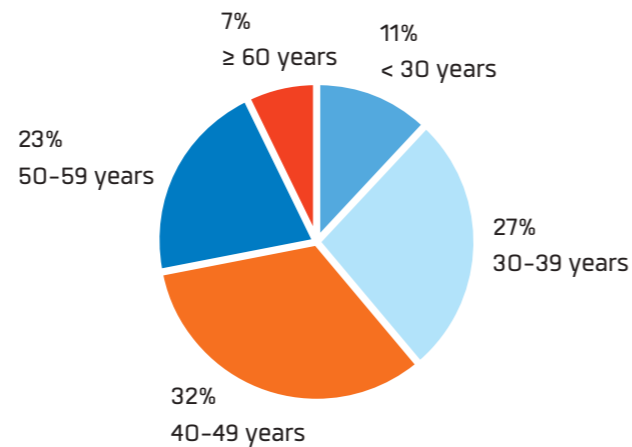
### Healthy

A healthy company is built and maintained by all of us together. In the Rejler Group, we have created the best possible conditions for our employees to take care of their health. We also work to ensure that in all situations the company maintains a healthy financial position.





Time at the company



Age distribution

» Rejlers has enjoyed rapid growth in recent years and has a clear goal to get even bigger. Having a strong employer brand is important. Our success is linked to our ability to continue to attract, develop and retain the best employees. In a fast-growing company, there are always new opportunities for development. Our strong corporate culture and conscious commitment to health also increase our attractiveness as an employer.

**A healthy company**

Rejlers has had a conscious commitment to health for many years. We take active measures to create the conditions that allow our employees to feel good. We believe that this helps us to succeed as a company. A flexible approach to working hours and adaptable technical solutions are important elements of this. Good benefit solutions for fitness programmes, healthcare and insurance also contribute to a positive climate that makes our employees' lives easier, whether that concerns challenges at work or away from work.

**Management development**

A healthy relationship between employees and their managers is a basic prerequisite for employees to feel good. We place great emphasis on recruiting and developing our managers. Being a manager at Rejlers is about developing both our employees and our business. Personal leadership is developed on the basis of our fundamental values and the Rejlers Leader Development Programme.

**Employee development**

Being a Rejlers employee must be as easy as possible. Our organisation is flat and decentralised. There is great scope for advancement and decision paths are short. Continuous personal

development and new challenges motivate our employees and contribute significantly to well-being at the workplace. The rapid growth we enjoy at Rejlers means that new development opportunities are being created all the time. These could be new assignments and customers, management responsibility for assignments, challenges at a different site or taking on a manager role. All employees have a development meeting with their line manager at least once a year. Based on these meetings, we formulate personal development plans for both short-term and long-term objectives with regard to job duties and training.

**Facts**

- » Over 250 new employees started work here in 2012.
- » Rejlers considers the health of its employees to be vital to its success. Absence due to illness must not exceed 2 per cent and employee revenue must not exceed 10 per cent. The result of our employee survey must be no lower than 80 per cent of the maximum result. In 2012, we achieved two of our three employee objectives. Employee turnover was 9 per cent and the result of the employee survey exceeded 80 per cent. On the other hand, we did not quite achieve our sick leave objective, which was just over 2 per cent.

| Employee data                 | 2012  | 2011  | 2010  | 2009 | 2008 |
|-------------------------------|-------|-------|-------|------|------|
| Number of employees           | 1.532 | 1.279 | 1.147 | 961  | 925  |
| Average age                   | 43    | 43    | 42    | 42   | 41   |
| Total sick leave, %           | 2.2   | 2.0   | 1.9   | 2.4  | 2.0  |
| Of which long-term absence, % | 0.6   | 0.4   | 0.5   | 0.9  | 1.0  |



Joni Kujala, Sundsvall & Oslo

**“If you do a good job, you can progress”**

» Joni Kujala is a real Nordic man in the true sense of the word. Born in Finland, he lives in Sweden and works in Norway. A good mix, which has taken him far in life.

For nine years, Joni worked at the monitoring centre in Sundsvall which monitors TeliaSonera's mobile network and its services in Sweden. He tried his hand at the roles of monitoring engineer, operations manager and project manager. A good learning ground, which brought him to Norway in 2009. There he was asked whether he wanted to help construct a similar project at Rejlers in Norway for Norwegian company Nødnett.

“I went to Norway for a job interview and I was really anxious beforehand. I was going to be given a proper grilling. Rejlers' customer was Nokia Siemens Networks and it turned out that the guy who was interviewing me in Norway was a fellow Finn. All at once, we started speaking Finnish and a quarter of an hour later it was all sorted,” laughs Joni.

It has been a challenging journey. The demands for availability and troubleshooting are extremely high in this type of telecommunications project. It simply has to work. The police, ambulance and fire service cannot be without their communications channels. At the same time, Joni was able to get involved in building up Rejlers' operations in Norway.

“I was employee number 10, but since then we have grown fast,” says Joni.

When Rejlers took over the consultancy and service operations for mobile telephony of TeliaSonera in Norway in May 2012, Joni was responsible for the new department and the integration of the 38 people who came as part of the deal. He worked with a clear focus to help the employees thrive and get them to stay at Rejlers.

When we talk about what makes him happy, he talks about issues of culture.

“It's all about freedom with responsibility and flexibility. Look at me. I live in Sundsvall with my children and the rest of my family, but my job is in Norway and it works well. There are no pointers from above. If you do a good job, you can progress and test your way forwards. That's what I like about it.”



Hans Nilsson, Luleå, Sweden

## “I enjoy the mix of influence and responsibility”

» **Hans Nilsson** started at Rejlers in Luleå almost two years ago. As an experienced project planner and project manager at ABB, among other companies, it was the opportunity to be able to manage others in a company that invests in its employees that prompted him to jump ship.

Hans combines his role as a section manager with working with business and customers. There is a lot going on, not least within the mining industry. Hans' section, which will soon have ten people, specialises in services within electricity and automation.

“Rejlers has a flat organisation. The decision paths are short and both employees and managers have a lot of influence on the business. With this comes responsibility, of course, and it's this mix that I enjoy,” says Hans.

The number of staff at Rejlers' office in Luleå has more than doubled in the space of just 18 months. Both through organic growth and through acquisitions. But according to Hans, there are no growing pains. Just the opposite in fact. Rejlers is in a positive spiral.

“We have grown a lot and word is spreading. People are coming to us. Everyone wants to be where it's at,” says Hans.

However, this is also where the major challenge lies. Finding the right employees who are in it for the long haul. And there needs to be more of us in order to meet customer demand.

“We have to look after those we employ. If we create a good team and we care about each person's development, I believe we will succeed. This is the best investment we can make,” says Hans.



Kajsa Nilsson, Stockholm, Sweden

## “An offer I couldn't refuse”

» **Kajsa Nilsson** has worked as a section manager at Rejlers for nearly a year. She was appointed with a clear goal in mind – to construct a well-functioning operation within the field of the environment.

“It was an offer I couldn't refuse and I haven't regretted it for one second,” says Kajsa.

One of Kajsa's major challenges was finding a good balance between recruiting the right employees and at the same time building up new customer relationships. She has combined her role as a manager with being out on assignments.

“It's worked well for me. It means that I am close to operations the entire time and I don't lose focus on our business,” says Kajsa.

In one year, Kajsa has achieved the target of doubling the number of employees in the section. She believes that one reason for her success is the company culture. She has had a lot of confidence shown in her by her managers and she has been given a clear area of responsibility to grow. Which has spurred her on. She is also pleased with Rejlers' clear focus on health.

“Our success is built on us being able to use our skills in the right way and on us building close relationships with our customers. In order for us to be able to do this, we need to feel secure and happy. Investing in the health of employees across a broad perspective, as clearly as Rejlers does, has brought and will continue to bring success.”



Tiina Pajunen, Mikkeli, Finland

## “It's good to be part of a strong Nordic player”

» **Tiina Pajunen** has worked for Rejlers for more than 25 years. Assignments within the energy sector have been a constant theme down the years. She has stayed with the company because she enjoys the culture and the opportunities for continuous development.

“It's good to be part of a strong Nordic player when you do the job I do. Many of our customers are from the Nordic region and we have much to gain by working together and learning more about one another across the international borders,” she says.

Today, Tiina is one of the company's experienced energy specialists. She started off working with energy efficiency when she joined Rejlers. Today she is a consultant and she helps companies with processes related to buying electricity on the Nordic electricity market. At the same time, she helps to develop new technical consultancy services for electricity network owners. This can include both electricity network design and large-scale investment projects.

“If you have a good idea, there are always opportunities to test and develop it. The company has a positive spirit and a curiosity for the new. Which is why I am so happy here.”

When Tiina describes Rejlers as a company, she comes back to expressions such as strong culture and healthy values. As an employee, you are treated with respect for what you are good at. It is easy to create project teams for various assignments and support is always at hand whenever you need it.



Petter Arnesen, Oslo, Norway

## “There is a tremendous belief that we can do things”

» **Petter Arnesen** started his own electrical project planning firm in Oslo together with a friend in 1997. At the end of 2011, he and around a dozen employees became part of Rejlers' operations in Norway. A decision he has not regretted.

“It feels really good to be part of a larger group. All of a sudden we have lots of new colleagues who we can ask for advice. We can also take on larger and more complex assignments,” says Petter.

For Petter it was important to be part of a company where he and his employees could help to shape the future.

“We are continuing to build on our identity and develop our business, while at the same time increasingly becoming part of Rejlers. We are able to get involved and influence things. There is a tremendous belief that we can do things,” he says.

Petter has been through the entire Rejlers Leader Development Programme, Rejdux. The programme has provided an opportunity to meet colleagues from other parts of Rejlers and to learn more about the company as a whole.

“I have learnt so much about what it means to be a manager. Before we were just a very small company. At Rejlers there are good ideas which we can use to develop our employees and our business.”



Heikki Kilpeläinen

## A committed shareholder who sees significant opportunities

» **Rejlers Oy in Finland was founded in 1980** by Jan Rejler, Kalle Puukko and Jussi Könönen as a subsidiary of Rejlers Ingenjörer in Sweden. In 1998, Heikki Kilpeläinen and Lauri Valkonen took over operations in Finland and through a management buyout acquired 80 per cent of the company. In 2005, they sold their holding in the company to Rejlers and became major shareholders. Today, Heikki owns 200,000 Class B shares in Rejlers.

During 1996–2007, when Heikki was President of Rejlers Oy, the company in Finland grew from 75 to 225 employees. Heikki explains that the business also expanded into new markets.

“From the start, the main operations were electrical engineering and mechanical design, primarily for the industrial market, but in 1997 we also started working on infrastructure assignments. We were the first engineering consultants in the railway sector in Finland,” says Heikki.

Since then, the business has developed into new markets, such as the oil industry and the property market. Rejlers Oy currently has around 450 employees.

Heikki points out that Rejlers enjoys stable development and has good prospects for the future in the engineering consultancy industry.

“We have highly skilled engineers working on all our projects. Rejlers has a good reputation as an employer and I believe that the tradition and culture of being a family company creates trust and motivation.”

Having been a member of the Rejlers Oy board for the last four years, Heikki has now left the company to devote his time to joinery and craftwork as he is building his own house in the countryside.

The Rejler Group’s share capital amounts to SEK 22,643,442 and the total number of votes is 22,582,971. At year-end, the total number of shares in the company was 11,321,721 divided into 1,251,250 Class A shares (ten votes per share) and 10,070,471 Class B shares (one vote per share). Class A shares can be converted into Class B shares. Each shareholder who is entitled to vote at the Annual General Meeting may vote with the full number of votes he or she owns and represents in shares, without limitation as to voting rights. Each share has an equal right to shares in the company’s assets and profits.

### AUTHORITY FOR NEW ISSUE

The 2012 Annual General Meeting authorised the Board to take decisions about new issues, of no more than 1,000,000 Class B shares for use during acquisitions, up to the next Annual General Meeting. In the event of full utilisation, this authorisation is equivalent to a dilution of 8.1 per cent of the capital and 4.2 per cent of the votes. During 2012 the Board did not make use of the Annual General Meeting’s authorisation.

### DIVIDEND POLICY

Rejlers’ long-term dividend policy is that around 50 per cent of the company’s profit after tax should be distributed to the shareholders. The Board’s proposed dividend of SEK 3.00 (3.00) per share corresponds to 58 per cent (53) of the earnings per share.

### LISTING AND TRADING

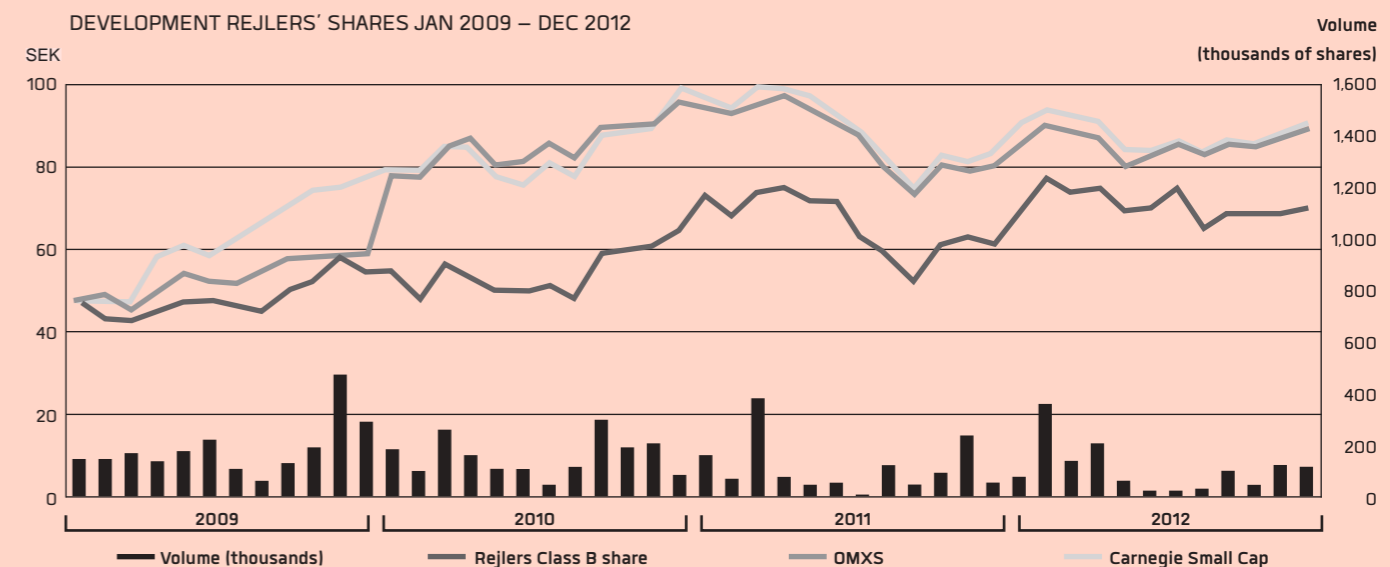
The company’s Class B shares have been listed on the Nasdaq OMX’s Nordic list since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. 2012 saw 1,345,161 shares converted to a total value of SEK 96,253,645 on Nasdaq OMX. The last buy price for the Rejlers Class B share was SEK 70.00 (62.00) per share at the end of the year, an increase of 13 per cent compared with 30 December 2011. The highest and lowest prices over the year were SEK 79.00 and SEK 62.00 respectively.

### OWNERSHIP

At the end of 2012, there were 1,681 shareholders. Institutions and funds own approximately 28 per cent of the votes and 55 per cent of the capital. Foreign shareholders account for 9 per cent of the votes and 14 per cent of the capital. The Rejler family holds 61 per cent of the votes and 27 per cent of the capital, with the Chairman of the Board, Peter Rejler, holding 40 per cent of the votes and 8 per cent of the capital. The major shareholders outside the family are Lannebo funds, Swedbank Robur funds and Board Member Lauri Valkonen. The 10 largest shareholders are listed in the table on the following page.

### SHAREHOLDER CONTACT DETAILS

Rejlers actively provides information on the company in order to facilitate the valuation of the company’s share. Apart from the President, the contacts for this are the Group’s CFO, Communications Director and the Head of IR.



REJLERS' TEN LARGEST SHAREHOLDERS

The table shows the situation as at 28 December 2012.

| Name                                       | Class A shares   | Class B shares    | Holding (%)  | Votes (%)    |
|--|------------------|-------------------|--------------|--------------|
| Peter Rejler                               | 911,250          | –                 | 8.0          | 40.4         |
| Jan Rejler, directly and through companies | 262,500          | 382,450           | 5.7          | 13.3         |
| Lannebo Micro Cap                          | –                | 1,444,000         | 12.7         | 6.4          |
| Lauri Valkonen                             | 50,000           | 498,000           | 4.8          | 4.4          |
| Swedbank Robur funds                       | –                | 929,906           | 8.2          | 4.1          |
| Lisa Rejler                                | 8,750            | 773,000           | 6.9          | 3.8          |
| Martina Rejler                             | 8,750            | 696,250           | 6.2          | 3.5          |
| Didner & Gerge Småbolag                    | –                | 536,717           | 4.7          | 2.4          |
| Fondita Nordic Micro Cap                   | –                | 466,200           | 4.1          | 2.1          |
| Råbe Industrikonsult AB                    | –                | 276,500           | 2.4          | 1.2          |
| <b>Total 10 largest shareholders</b>       | <b>1,241,250</b> | <b>6,003,023</b>  | <b>63.7</b>  | <b>81.6</b>  |
| <b>Total other shareholders</b>            | <b>10,000</b>    | <b>4,067,448</b>  | <b>36.3</b>  | <b>18.4</b>  |
| <b>Total</b>                               | <b>1,251,250</b> | <b>10,070,471</b> | <b>100.0</b> | <b>100.0</b> |

DEVELOPMENT OF SHARE CAPITAL

| Year | Transaction                   | Increase in share capital | Total share capital | Increase in shares | Total shares |
|------|-------------------------------|---------------------------|---------------------|--------------------|--------------|
| 2003 | New share issue <sup>1)</sup> | 1,090,000                 | 18,140,000          | 109,000            | 1,814,000    |
| 2005 | New share issue <sup>2)</sup> | 3,219,510                 | 21,359,510          | 321,951            | 2,135,951    |
| 2006 | 5:1 split                     | –                         | 21,359,510          | 8,543,804          | 10,679,755   |
| 2006 | New share issue <sup>3)</sup> | 142,040                   | 21,501,550          | 71,020             | 10,750,775   |
| 2007 | New share issue <sup>3)</sup> | 66,452                    | 21,568,002          | 33,226             | 10,784,001   |
| 2008 | New share issue <sup>3)</sup> | 75,440                    | 21,643,442          | 37,720             | 10,821,721   |
| 2010 | New share issue <sup>4)</sup> | 1,000,000                 | 22,643,442          | 500,000            | 11,321,721   |

1) New share issue backed by subscription options. Only Class B shares were issued.

2) Non-cash issue in conjunction with the acquisition of Rejlers Invest Oy. Only Class B shares were issued.

3) Additional purchase price attributable to the acquisition of Rejlers Invest Oy. Only Class B shares were issued.

4) New issue in conjunction with the acquisition of the Råbe companies. Only Class B shares were issued.

DATA PER SHARE

|                                   | 2012               | 2011  | 2010  | 2009  | 2008  |
|-----------------------------------|--------------------|-------|-------|-------|-------|
| Earnings per share, SEK           | 5.17               | 5.68  | 3.22  | 2.61  | 6.45  |
| Equity per share at end of period | 29.50              | 27.75 | 23.74 | 21.31 | 21.50 |
| Dividend per share                | 3.00 <sup>1)</sup> | 3.00  | 1.75  | 1.50  | 2.50  |

1) 2012 proposed dividend

DISTRIBUTION OF SHAREHOLDINGS

The table shows the situation as at 28 December 2012.

| Number of shares | Number of owners | Number of shares  | Share of capital, % | Share of votes, % |
|------------------|------------------|-------------------|---------------------|-------------------|
| 0–500            | 1,090            | 199,512           | 1.76                | 0.88              |
| 501–1,000        | 244              | 215,253           | 1.90                | 0.95              |
| 1,001–5,000      | 236              | 584,775           | 5.17                | 2.64              |
| 5,001–10,000     | 42               | 321,072           | 2.84                | 1.47              |
| 10,001–15,000    | 19               | 240,243           | 2.12                | 1.06              |
| 15,001–20,000    | 7                | 126,926           | 1.12                | 0.56              |
| 20,001–          | 43               | 9,633,940         | 85.09               | 92.43             |
| <b>Total</b>     | <b>1,681</b>     | <b>11,321,721</b> | <b>100.00</b>       | <b>100.00</b>     |

Directors' report  
Rejlerkoncernen AB (publ)  
Corporate Reg. No. 556349-8426

The Board and President of Rejlerkoncernen AB (publ) hereby present the Annual Report and consolidated financial statements for the financial year 1 January 2012 – 31 December 2012.

BUSINESS OPERATIONS

Rejlers was founded in 1942 and provides services to customers in the fields of Building and property, Energy, Industry and Infrastructure. At the end of the year, Rejlers had a total of 1,532 employees (1,320), distributed across over 70 offices in Sweden, Finland, Norway, Russia and Estonia. The head office is located in Stockholm. Rejlers' business is split into two segments – Rejlers Sweden and Rejlers Finland. Operations in Sweden, Norway and Estonia fall under the Sweden segment, while operations in Finland and Russia fall under the Finland segment.

GROUP REVENUE AND PROFIT

Revenue for the year as a whole totalled SEK 1,332.7 million (1,146.0), an increase of 16 per cent compared with the previous year. The operating profit was SEK 79.4 million (100.3). The operating margin was 6.0 per cent (8.8). The debiting ratio was 76 per cent (76). The profit after net financial items was SEK 76.0 million (97.6) and the profit after tax was SEK 58.5 million (64.4). Earnings per share were SEK 5.17 (5.68). Financial income totalled SEK 2.2 million (2.4), and financial expenses totalled SEK -5.6 million (-5.1).

Profit was affected by non-recurring costs of around SEK 16 million, which related to an employee conference in connection with Rejlers' 70th anniversary celebrations and restructuring costs. There were three fewer working days in the year compared with the previous year.

Transactions with related parties took place on market terms and they have not affected the earnings of the Group significantly.

REVENUE, OPERATING PROFIT AND OPERATING MARGIN BY SEGMENT

|                    | Revenue, SEK million |                | Operating profit/loss, SEK million |              | Operating margin, % |            |
|--------------------|----------------------|----------------|------------------------------------|--------------|---------------------|------------|
|                    | 2012                 | 2011           | 2012                               | 2011         | 2012                | 2011       |
| Rejlers Sweden     | 1,062.8              | 907.4          | 91.7                               | 95.2         | 8.6                 | 10.3       |
| Rejlers Finland    | 288.4                | 236.5          | 22.6                               | 19.5         | 7.8                 | 8.3        |
| Group wide         | -18.5                | 2.1            | -34.9                              | -14.4        | –                   | –          |
| <b>Total Group</b> | <b>1,332.7</b>       | <b>1,146.0</b> | <b>79.4</b>                        | <b>100.3</b> | <b>6.0</b>          | <b>8.8</b> |

EARNINGS PER SHARE

For the full year, earnings per share amounted to SEK 5.17 (5.68). Equity per share was SEK 29.50 at the end of the period, compared with SEK 27.75 as at 31 December 2011.

CASH FLOW AND FINANCIAL POSITION

Cash flow from operating activities was SEK 61.1 million (61.0). The Group's cash and

cash equivalents at the end of the period totalled SEK 38.7 million, compared with SEK 48.7 million as at 31 December 2011. There is also an unused overdraft facility of around SEK 44.3 million. Interest-bearing liabilities reduced by SEK 8.1 million and amounted to SEK 96.6 million at the end of the period, compared with SEK 104.7 million as at 31 December 2011. The equity/assets ratio at the end of the period amounted to 47.6 per cent compared with 48.9 as at 31 December 2011. Over the course of the period, dividends have been paid out to the Parent Company's shareholders in the amount of SEK 34.0 million (19.8).

CAPITAL EXPENDITURE

Investments in equipment totalled SEK 9.2 million (9.1), while investments in intangible assets and trading totalled SEK 19.0 million (57.0). Depreciation and write-downs amounted to SEK 19.5 million (16.2).

RESEARCH AND DEVELOPMENT

The vast majority of Rejlers' development work takes place within the context of customer projects. Other development costs are booked on an ongoing basis. These costs do not amount to any significant sum.

EMPLOYEES

The number of employees at the end of the year was 1,532 (1,320), an increase of 16 per cent. The number of full-time employees was 1,429 (1,216).

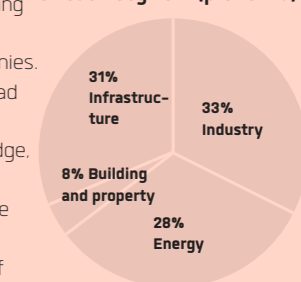
The organisation was strengthened during the year through the key recruitment of new employees in order to support Rejlers' continued expansion and the growth target of 3 x 2015, i.e. by the year 2015 we will have at least 2,015 employees and revenue of at least SEK 2,015 million.

REJLERS SWEDEN

Rejlers Sweden provides consultancy services in the fields of electrical engineering, energy, mechanical engineering, automation, electronics, IT and telecommunications, primarily to four customer groups: Building and property, Energy, Industry and Infrastructure. Rejlers also provides energy metering services to utility companies, electricity trading companies, and property companies. At the end of the year, Rejlers Sweden had 1,079 (957) employees.

The market situation is difficult to judge, but the outlook remains good within the Energy and Infrastructure markets in the Nordic region. Rejlers occupies a strong position here, with an increased inflow of orders and new business opportunities. Rejlers has a continuous need for recruitment within all customer groups. Over the year, revenue increased by 18 per cent and the number of employees by 13 per cent in the Sweden segment.

Sweden Segment (pro forma)



Rejlers industrial consultants were fully employed during the year, thanks to an increase in investments in machinery and product development. Both order inflow and profitability have improved. Demand for our services within environment and energy surveys for the industry and property sectors is good.

The growth in the energy market is being driven by improved energy efficiency, sustainability and security solutions. Rejlers is contracted for planning, project planning and inspection when new wind farms are constructed at various sites in Sweden. Rejlers has ongoing assignments for the nuclear power industry, for which our customers are Forsmark, OKG and Ringhals. Demand for energy metering services is increasing and there is market potential for the handling and analysis of large volumes of energy data.

Large-scale investments are planned for the next few years, including upgrading the road and rail networks in the Nordic region and expanding the telecommunications network. New investments and the maintenance of railways is a priority area and we have signed new framework agreements with the Swedish Transport Administration. Rejlers has been entrusted with assignments for large ongoing infrastructure projects, including Citybanan and Norra länken (the Northern Link). Rejlers telecommunications activities are growing through new assignments and new customers. Cross-border projects are becoming increasingly common. Rejlers is following the customer and working on the network planning and network design of fixed and mobile networks covering the entire Nordic region.

During the second half of 2012, we saw a drop in orders received from the construction sector. We believe that there will continue to be healthy demand for consultancy services with regard to new offices, as well as public and commercial properties in the major cities.

Rejlers has increased its presence in the Norwegian energy market over the course of the year. Large-scale investments are being made within the electricity network area, among others.

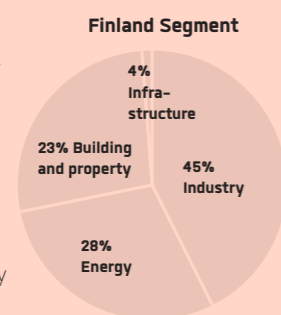
In 2012 we performed a basic review of the energy consumption of all Norwegian prisons for the Norwegian public construction and property management company, Statsbygg. 2012 was also a successful year for telecommunications activities in Norway.

#### REJLERS FINLAND

Rejlers has operations in 14 locations in Finland as well as in Moscow and St Petersburg. Rejlers Finland offers consultancy services in the fields of electrical engineering, automation, mechanical engineering, heating, ventilation and sanitation, energy, environmental technology and architecture as well as total deliveries to mainly major industrial customers, but also to Rejlers' other customer groups: Building and property, Energy and Infrastructure. The number of employees at year-end was 440 (353).

During the year, the invoicing ratio increased to almost 80 per cent. At the same time, we received signals that the demand for our services in the industrial sector was declining. There continues to be good demand for energy assignments and there is good growth for our services for Building and property. Revenue increased by 27 per cent measured in euros and the number of employees rose by 25 per cent. Several new customer relationships were established during the year.

A fall in demand for the export industry led to a reduction in the order inflow for the engineering consultants. Within the Industry customer group, demand is currently greatest for services for the shipbuilding industry. The order inflow from the construction and mining industries fell over the year, as did assignments relating to mechanical design. Rejlers is involved in several assignments for Alstom, Cargotec, Konecranes and Outotec. The energy sector continues to see a high level of investment and the inflow of orders from our energy customers is higher



than it was a year ago. The prospects of growth are good for services within electricity distribution, energy efficiency and energy metering. Demand for our services is particularly strong within renewable energy production and within the oil industry. The demand for wind power assignments is increasing.

Thanks to the government's new infrastructure policy for 2012-2020, there will continue to be good demand for engineering consultancy services in the transport sector. According to the policy, the extension and modernisation of the railways will play an important role in the future. Rejlers has a signed framework agreement with the Finnish Transport Agency.

Rejlers' activities within building and property are now well-established in Finland and in Russia, where we have a good market situation and a high invoicing ratio. New projects are being planned for the rebuilding and new production of properties with the focus on energy efficiency. Project management has become an increasingly significant part of Rejlers' construction services. Rejlers is strengthening its expertise in HVAC and electrical engineering directed to the Building and property market in Finland by the acquisition of Enerplan Oy in Mikkelä.

#### ACQUISITIONS

During the course of the year, Rejlers acquired all the shares in Hekab, H.T. Industrial Consultants AB and Enerplan Oy. The remaining 20 per cent share in Lausamo Project was also acquired. Lausamo Project is now a wholly owned subsidiary.

Part of the consultancy operations within automation and electricity of Ramböll Finland Oy was acquired during the year. The acquired operations had revenue of approximately EUR 5.5 million in 2011 and had approximately 70 employees. The acquisition also included the operations which Ramböll Finland acquired from Jyvästek Oy.

#### SENSITIVITY

Rejlers' earnings are most sensitive to the following factors:

- Invoicing ratio
- Hourly rate
- Wage cost trends

Personnel costs amount to around 70 per cent (66) of the company's income, while other operating expenses, including depreciation and amortisation, amount to around 24 per cent (25) of the income. Each percentage point change in the above parameters has the following impact on Rejlers' operating profit/loss in SEK million:

| VARIABLE         | +/- |
|------------------|-----|
| Invoicing ratio  | 18  |
| Hourly rate      | 13  |
| Payroll expenses | 9   |

#### EVENTS AFTER THE END OF THE PERIOD

Eva K Nygren has been appointed the new CFO of Rejlers. She joins the Group Management and took up her post on 1 February.

Conny Udd has been appointed the new President of the largest company in the Rejlers Group, Rejlers Ingenjörer. He took up his post on 1 January 2013.

Rejlers will be implementing an organisational change in Sweden from 1 March 2013. The primary aim of this change is to increase cooperation within and between Rejlers activities in the Nordic and Baltic regions.

Rejlers activities in Estonia are being discontinued.

#### THE PARENT COMPANY

The Parent Company's net revenue for the full year amounted to SEK 18.0 million (16.7), with the profit after tax amounting to SEK 28.1 million (19.2).

#### BOARD ACTIVITIES AND CORPORATE GOVERNANCE

Respecting Board activities and corporate governance, we refer to the Corporate Governance Report in this Annual Report.

#### GUIDELINES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR SENIOR EXECUTIVES

At the 2012 Annual General Meeting, the Board agreed the following guidelines for the remuneration of the President and other senior executives. 'Other senior executives' refers to members of the Group management. The aim of Rejlers' remuneration policy for the company management is to offer a package that will attract and retain qualified expertise for Rejlers. In general, Rejlers does not offer any benefits greater than those constituting local practice.

The remuneration of the President and other senior executives shall be at the market rate and consist of a basic salary, variable remuneration, pensions and, in certain cases, other benefits. The variable remuneration is limited no more than 60 per cent of the basic salary. The variable remuneration is primarily based on the Group's profit and the individually attained result in relation to the quantitative and qualitative goals set.

The pensionable age for the President and the company as a whole is 65. The pension is premium-based and no pension commitments exist over and above the pension premiums paid.

A mutual notice period of 12 months will apply between the company and the President. A period of notice of 6-12 months applies between the company and other senior executives.

According to a resolution adopted at the Annual General Meeting, the Board was also given the right to deviate from the above proposed guidelines should there be special cause to do so in individual cases.

The Board's proposed guidelines for 2013 are more or less unchanged compared to those for 2012.

#### RISKS AND RISK MANAGEMENT

There is a certain degree of risk associated with all enterprises. At the end of 2012, Rejlers mapped the Group's risks in order to continuously further develop and strengthen procedures for ongoing risk monitoring. This work will continue during 2013 with the drafting of Group guidelines for monitoring and managing risks identified. The Group's Board and senior management are responsible for risk management.

#### STRATEGIC AND OPERATIONAL RISKS

##### - THE MARKET

Rejlers operates in Sweden, Finland, Norway and Russia and is therefore dependent on economic fluctuations in these markets. The company is also exposed to competition from both large international competitors and a number of smaller, local competitors in each individual market. Political decisions can also have a decisive influence on our customers' willingness to invest.

Rejlers manages market risks by maintaining a broad customer base, with an even spread of private sector and public sector clients, as well as a broad range of services in order to minimise sensitivity to downturns in individual sectors. Rejlers also works to build up structural capital in the form of the brand, experience and market presence so that assignments can be carried out to provide the greatest benefit possible to both the company and the customer.

##### - ASSIGNMENTS

Assignment risks refer to risks related to an individual assignment. Rejlers works with various forms of contractual conditions. A fixed-price assignment can involve an increased risk if the amount of time required to fulfil the assignment has been miscalculated. Only a limited proportion of Rejlers' assignments are carried out at fixed prices. These are handled in accordance with a separate decision-making structure and require vigilant monitoring. The majority of the company's assignments are carried out on a current account basis, which is why the risk involved in these is limited.

The quality assurance of assignments takes place in the Group-wide business system, which is certified in Sweden, Finland and Estonia in accordance with the ISO 9001:2008 and ISO 14001:2004 standards.

##### - EMPLOYEES

Employees are a core asset of any consultancy company. There is always a risk of skilled employees leaving Rejlers for a competitor or customer or to start their own business.

If the company is to grow, it is dependent not only on being able to retain existing employees but also on recruiting new ones. When acquisitions are made, it is important that the new employees are optimally integrated into the company.

Rejlers tries to be a good employer and has a major focus on the well-being of its employees. The size of the company means that it is possible to offer a variety of tasks, both geographically and in terms of skills. Offering employees a stimulating workplace and providing good opportunities for training and development helps the company to develop.

##### - ACQUISITIONS

The Board has adopted a growth target according to which the Group is to report revenue of at least SEK 2.015 million and have at least 2.015 employees by the year 2015.

In order for this objective to succeed, organic growth as well as growth through acquisition is required. Taking over consultancy companies always involves a risk that staff from the company taken over will resign. Major takeovers place a strain on the organisation and place internal issues in the spotlight, which may inhibit marketing efforts.

Rejlers' intention with regard to acquisitions is to integrate new employees and activities quickly so as to create added value in both the purchasing and acquired companies. The risk of making poor investments is also reduced by allowing potential acquisitions to have connections with local parts of the organisation.

##### - MEDIA EXPOSURE AND BRANDING

Rejlers has intensified its efforts to strengthen the brand during 2012. Increased exposure and awareness of Rejlers also increases the risk, for example, of media scrutiny and negative publicity. Rejlers uses a structured method to monitor and track what is written and reported about the company and the major projects in which we are involved, both in the more traditional media and in the more modern social media, which today can have a strong voice in the debate. Guidelines have also been drawn up on how the company's employees should conduct themselves in relation to various media.

#### FINANCIAL RISKS

##### - LIQUIDITY, CURRENCY AND INTEREST RATE RISK

Changes in interest rates and exchange rates can have an impact on cash flows, income and the balance sheet. The Group's income and expenses are predominantly in the local currencies, Swedish krona (SEK), Norwegian krone (NOK) and euro (EUR). Net exposure is primarily in operating profit. Even in the case of an enormous revaluation of exchange rates, the assessment is that the Group's balance sheet would probably only be exposed to a small extent.

The liquidity risk is limited by means of good liquidity planning. Seasonal reductions in liquidity are offset against changes in the overdraft limit. The Group endeavours to have guaranteed credit facilities and cash and cash equivalents in place equivalent to the amount of all loans due within the next six months.

Due to the Group completing a number of acquisitions, the level of debt and the financial risks have increased. The Group is a net borrower, meaning that additional focus is required on liquidity and interest rate risk. The Group's equity/assets ratio remains high.

##### - CREDIT RISK

Credit risk involves risks related to the customers' ability to pay. Rejlers has a significant degree of exposure to public sector customers, where the credit risk is low. Customers are invoiced on an ongoing basis, which is why the accumulated credit risk is relatively limited, even for major projects.



**THE REJLERS SHARE**

The last buy price for the Rejlers Class B share was SEK 70.00 at the end of the year, an increase of 13 per cent compared with 30 December 2011. Rejlers' shares are listed on the Nasdaq OMX Nordic Exchange.

The total number of shares is 11,321,721, divided into 1,251,250 class A shares (ten votes per share) and 10,070,471 class B shares (one vote per share). The total share capital in the Rejler Group is SEK 22,643,442 and the total number of votes is 22,582,971.

Shareholders with more than 10 per cent of the votes in the company are Peter Rejler and Jan Rejler through companies.

**DIVIDEND**

Rejlers' long-term policy is that around 50 per cent of the company's profit after tax should be distributed as dividend. The Board of Rejlerkoncernen AB proposes to the Annual General Meeting that a dividend of SEK 3.00 per share (3.00) be distributed for the financial year 2012, which corresponds to 58 per cent of the earnings per share. The dividend amount corresponds to SEK 34.0 million (34.0)

The Board considers the dividend to be reasonable given the requirements that the nature of the activities makes on financing with equity, the capacity to fulfil the Group's commitments, both in the short and long term, and the assessment of the Group's future development.

**PROPOSAL FOR DISTRIBUTION OF PROFITS**

|   |                |
|---|----------------|
| Non-restricted equity in the Parent Company amounts to  | SEK 57,507,422 |
| The Board and the President propose that the shareholders receive a dividend amount totalling | SEK 33,965,163 |
| to be carried forward to new account  | SEK 23,542,259 |

The Rejler Group is a Swedish publicly limited company whose Class B shares are listed on the NASDAQ OMX Nordic Exchange in the Small Cap segment. Since 1 July 2008, the company has applied the Swedish Code of Corporate Governance and herewith presents its report on Corporate Governance for the year 2012.

**GENERAL**

The corporate governance of the Rejler Group is based on the Swedish Companies Act, the Articles of Association adopted by the shareholders, and the commitments entered into by the company, by means of agreements such as the listing agreement with NASDAQ OMX. The listing agreement also means that since 1 July 2008 the company applies the Swedish Code of Corporate Governance. Furthermore, the company must comply with other applicable Swedish and foreign legislation and regulations.

**SHAREHOLDERS**

Since 18 December 2006, the company's Class B share has been listed on the Nasdaq OMX Nordic Exchange, which is a regulated market place for the trading of shares. Before this, the share had been listed on Nordic Growth Market, NGM, since 8 May 2003. The share capital in the Rejler Group amounts to SEK 22,643,442 distributed over 11,321,721 shares, with each share having a quota value of SEK 2. There are two share classes: 1,251,250 Class A shares and 10,070,471 Class B shares. Class A shares can be converted into Class B shares at the request of the shareholder. There is no limit on how many votes a shareholder may cast at the Annual General Meeting. Class A shares give an entitlement to 10 votes per share and Class B shares an entitlement to 1 vote per share. Shareholders with more than 10 per cent of the votes are Peter Rejler and Jan Rejler through companies.

**SHAREHOLDERS' MEETING AND ANNUAL GENERAL MEETING**

The Shareholders' Meeting is the company's highest decision-making body, where all shareholders have a right to participate in decisions. If an individual shareholder wishes to have a motion dealt with at the meeting, the Board must be notified of this in writing no later than seven weeks prior to the Annual General Meeting. In accordance with the company's Articles of Association, a notice of the meeting must be placed in "Post och Inrikes Tidningar" (the Official Swedish Gazette). Information that the notice has been issued must be provided through an advertisement in Dagens Nyheter.

The Annual General Meeting relating to the 2011 financial year was held on 2 May 2012 in Stockholm. At the meeting, 34 shareholders were in attendance, representing 75.6 per cent of the company's votes and 52.2 per cent of the capital. All of the Board Members elected by the Shareholders' Meeting and the company's auditor were present at the Annual General Meeting. The meeting was chaired by the Chairman of the Board at the time, Ivar Verner. The minutes of the Annual General Meeting are available from the company's website.

**A NUMBER OF RESOLUTIONS WERE PASSED AT THE MEETING, INCLUDING THE FOLLOWING:**

- That the proposal of the Board to pay a dividend of SEK 3.00 per share be adopted.
- That the proposal of the auditor to discharge the Board Members and the President from liability be adopted.

- That the proposal of the Nomination Committee to elect Peter Rejler to the office of Chairman of the Board and to elect Ivar Verner to the office of Vice Chairman and to elect Åsa Landén Ericsson, Jan Samuelsson, Åsa Söderström Jerring, Lauri Valkonen, Anders Jonsson and Thord Wilkne as Board Members be adopted.
- A resolution on the principles for appointing the Nomination Committee and on its work, as well as guidelines for the remuneration of senior executives.
- To authorise the Board to decide on a new issue of a maximum of 1,000,000 Class B shares for potential use in acquisitions.

All adoption of resolutions at the Annual General Meeting was unanimous. Apart from the Annual General Meeting, the company has not held any other Shareholders' Meetings during the course of 2012. The 2013 Annual General Meeting regarding the 2012 financial year will be held on 2 May 2013 in Stockholm.

**NOMINATION COMMITTEE**

In accordance with the resolution adopted at the 2012 Annual General Meeting, the Chairman of the Board was entrusted with requesting the three largest shareholders in the company to select representatives for a Nomination Committee. The Nomination Committee must nominate the meeting chairman, the Chairman of the Board, the Board Members, and, where appropriate, the auditor, as well as any remuneration for their assignments and any remuneration for participation in Board committees. Board Members are elected for one year, until the next Annual General Meeting. The composition of the Nomination Committee has been published on the company's website since November 2012.

The Nomination Committee's guidelines for proposing individuals to the Board are that the individual must have knowledge and experience relevant for the Rejler Group. In addition, rules relating to independence in accordance with the Swedish Code of Corporate Governance must be observed. According to the company's Articles of Associations, the Board shall consist of no fewer than three and no more than nine Board Members with no more than five deputies. In addition to these, there are employee representatives.

The Nomination Committee, whose task is to prepare cases in advance of the 2012 Annual General Meeting, is made up of Kent Hägglund on behalf of Peter Rejler, Martina Rejler on behalf of Jan Rejler och Johan Lannebo on behalf of Lannebo Funds.

The Nomination Committee represents 60 per cent of the votes in the company. At its constituting meeting, the Nomination Committee appointed Kent Hägglund as its chairman. In addition to this meeting, the Nomination Committee has held other meetings and been in regular contact.

To provide a basis for the Nomination Committee's work, the Chairman of the Board and the President have presented the Board's work during the year. In addition, an annual assessment of the Board has been undertaken at the behest of the Nomination Committee.

**BOARD**

In the judgment of the Nomination Committee, the members of the Board are independent of the large shareholders and the company respectively, in accordance with the Swedish Code of Corporate Governance, and have the experience required under the listing agreement. The dependent Board

Members are Peter Rejler (partly in his capacity as a major shareholder, and partly dependent relative to the company) and Lauri Valkonen, who formerly served as President of one of the Group's subsidiaries (dependent relative to the company).

Peter Rejler was elected Chairman of the Board by the Annual General Meeting and Ivar Verner was elected Vice Chairman of the Board. At the Board's constituting meeting, the Board Members decided to set up an Audit Committee comprising Åsa Söderström Jerring (Chair), Ivar Verner and Anders Jonsson, as well as that the Board in its entirety would constitute the Remuneration Committee. It was also decided that a Project/Investment Committee would be formed, consisting of Peter Rejler and Ivar Verner.

Apart from the company's President, Eva Nygren, other salaried employees from the organisation also participate in the work of the Board, such as when called on to report on specific matters. The trade unions have appointed Björn Lauber and Sten Pettersson to the Board, along with Marianne Frostesjö as deputy.

#### THE COMPOSITION OF THE BOARD

| Name                             | Function      | Independent | Elected | Attendance |
|----------------------------------|---------------|-------------|---------|------------|
| Peter Rejler <sup>2)</sup>       | Chairman      | No          | 2010    | 8/8        |
| Ivar Verner                      | Vice Chairman | Yes         | 2010    | 8/8        |
| Anders Jonsson <sup>1)</sup>     | Board Member  | Yes         | 2011    | 8/8        |
| Åsa Landén Ericsson              | Board Member  | Yes         | 2003    | 8/8        |
| Jan Samuelsson                   | Board Member  | Yes         | 2010    | 7/8        |
| Åsa Söderström Jerring           | Board Member  | Yes         | 2007    | 8/8        |
| Lauri Valkonen <sup>3)</sup>     | Board Member  | No          | 2002    | 7/8        |
| Thord Wilkne                     | Board Member  | Yes         | 2007    | 8/8        |
| Björn Lauber <sup>4)</sup>       | Board Member  | –           | 1998    | 8/8        |
| Sten Pettersson <sup>4)</sup>    | Board Member  | –           | 2010    | 6/8        |
| Marianne Frostesjö <sup>4)</sup> | Deputy        | –           | 2007    | 0/8        |

<sup>1)</sup> Elected at the 2012 Annual General Meeting.

<sup>2)</sup> Dependent in relation to the company through employment as well as major shareholder.

<sup>3)</sup> Due to previous position in the Group (until April 2010).

<sup>4)</sup> Board Members appointed by the employees.

Information about Board Members, including their age, education and shareholdings can be found in the Board section on page 82.

#### WORK OF THE BOARD

The Board exercises the shareholders' control of the company management, and their work is governed by the rules of procedure adopted at the constituting Board meeting. In accordance with the rules of procedure, the Board holds five Ordinary Board Meetings a year. In addition, extraordinary meetings may be called in order to discuss specific issues. Four of the Ordinary Meetings deal with the company's interim reports, and the fifth meeting establishes the company's budget for the coming year. Moreover, a longer strategy meeting is held regularly every autumn, where the company's long-term strategy is discussed. The Board meetings follow a set agenda, which includes the company's financial development, the market and acquisitions.

Apart from the issues relating to control, the Board's main tasks are strategic issues concerning the business, the company's organisation, acquisitions and economic and finance issues. The Board regularly monitors the company's income, costs and earnings where the outcome for the period is compared to the budget and the outcome for the previous year. The company's major financial entities are subject to monitoring.

The Chairman of the Board constitutes the link between the President and the other members. The task of the Chairman is to lead the work of the

Board and to ensure that the Board complies with relevant laws, rules and recommendations.

During 2012, the Board held eight minuted Board meetings. Four of these were held in connection with the company issuing interim reports. At the Board meetings held during the year, the Board dealt with questions concerning the company's operations and finance, the company's strategic direction, management issues, acquisitions, internal control issues and reports from the Audit Committee, questions concerning the brand, and other matters that, according to the decision-making procedure, must be dealt with by the Board. In 2012, the Board did not make use of the authorisation provided by the Annual General Meeting to issue new shares in connection with acquisitions.

The evaluation of the Board takes place on an ongoing basis, both respecting the Board as a whole and the individual Board Members. The assessment was carried out during 2012 under the direction of the Nomination Committee in the form of a Board survey. The entire Board took part in the survey and discussed the evaluation. The Board also used the occasion to assess the President and the company's management in their absence, but in the presence of the company's auditor. The company's auditor has participated in one Board meeting in connection with the meeting to consider the financial statements. The company's Q3 report was reviewed in brief by the company's auditor and reported to the Board's Audit Committee.

#### AUDIT COMMITTEE

In connection with the constituting Board meeting after the 2012 Annual General Meeting, the Board appointed an Audit Committee made up of Åsa Söderström Jerring (Chair), Ivar Verner and Anders Jonsson. The Audit Committee held four meetings over the course of the year, with Åsa Söderström Jerring attending all the meetings and Ivar Verner attending three meetings. Anders Jonsson was appointed during the course of the year and attended one of two possible meetings. The committee rapporteur is normally the company's CFO.

The Audit Committee's main task is to secure compliance with established principles for financial statements and internal control. The Audit Committee also monitors the company's ongoing risk management, establishes supplementary instructions for the auditors regarding the audit, monitors compliance with laws, regulations and the listing agreement as well as the Swedish Code of Corporate Governance. The Audit Committee also ensures that other assignments in addition to audits which are performed by the company's auditors fall within the framework of the set policy. Over the course of the year, the Audit Committee has also followed up on operational control of primarily commissioned work and has performed a Group-wide risk analysis.

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 information it issues, while also evaluating the need for an internal audit function on a yearly basis. In the current situation, it is deemed that the company's size and complexity do not justify a separate auditing unit; instead the finance function manages the ongoing control and pursues improvement projects for financial control and inspection. Internally, auditing focuses on assignment performance, performance monitoring and any need to change routines. This is done within the framework of the Quality and Environment group's work.

#### PROJECT/INVESTMENT COMMITTEE

In connection with the constituting Board meeting after the 2012 Annual General meeting, the Board appointed a Project/Investment Committee which consists of Ivar Verner (Chair) and Peter Rejler. The Investment Committee held one meeting over the course of the year, which was attended by both committee members. The committee rapporteur is normally the company President.

The Investment Committee's main task is to prepare matters relating to investments which require the resolution of the Board.

#### REMUNERATION COMMITTEE

The Board has decided not to appoint a separate Remuneration Committee. Instead, the Board will in its entirety constitute the Remuneration Committee to discuss a number of matters, including those relating to remuneration and employment in respect of the President and other senior executives, based on the guidelines established by the Annual General Meeting. When negotiating with the President, the Remuneration Committee is represented by the Chairman of the Board.

#### PRESIDENT AND GROUP MANAGEMENT

The President is appointed by the Board and manages operations in accordance with the instructions laid down by the Board. The President is responsible for ensuring that the decisions of the Board are executed and has to ensure that the Board is constantly kept informed of the company's results and position. The President has at her disposal a Group Management team consisting of eight people, in addition to the President. The members of the Group Management team have specific areas of responsibility and report to the President. The Group Management team undertakes regular operational reviews under the direction of the President.

Information about the President and the members of the Group Management team, their ages, training and shareholdings, can be found in the Group Management section on page 83.

#### AUDITING

Election of auditors is one of the tasks of the Annual General Meeting. At the 2012 Annual General Meeting, the accounting firm PwC was elected, with Authorised Public Accountant Lars Wennberg as principal auditor. PwC is auditing all of the Rejlers Group's active companies in Sweden, Finland and Norway that were wholly owned by Rejlers in 2012. The auditor works on the basis of an audit plan and reports his observations to the Audit Committee on an ongoing basis throughout the year. Reports are made to the Board in connection with the drawing up of the Annual Report. In connection with the Annual Accounts, internal processes and control systems are also reviewed.

PwC has also been engaged for other assignments besides the audit review. This work has included tax and acquisitions issues, as well as various accounting matters (see also Note 8 to the Annual Report). All assignments are within the framework of the policy established by the Audit Committee.

Remuneration to the company's auditors for 2012 and 2011 is set out in the Annual Report.

#### INTERNAL CONTROL AND FINANCIAL REPORTING

The internal control environment is based on rules of procedure, policies and guidelines for managing the Group's risks. Each year, the Board updates and establishes its rules of procedure, its instructions to the President, and its decision-making and authorisation procedures, as well as financial policy. The Company's President and Group Management have operational responsibility for internal controls and the work is monitored by the Board's Audit Committee. Based on the Board's instructions, as well as on legislation and regulations, the management team has distributed and allocated responsibilities and roles to the organisation's employees. The operations manual regulating the distribution of responsibility in project operations, among other things, was subject to revision over the course of the year. At present, the Board deems that this structure and the monitoring performed by the company's financial department as well as by Quality and Environment satisfies the need for an internal verification and audit function.

There are rules of procedure for the Board and instructions for the President for each company in the Group, and these are based on the same principles as those for Rejlerkoncernen AB. Each company has a Board whose task is to continuously monitor compliance with the overall guidelines and policies and to make an ongoing assessment of the company's financial situation.

The respective Boards have at their disposal a President, as well as a

Management Group in the larger subsidiaries. In each country in question, Rejlers has an organisation where each local unit has a large degree of autonomy. Managers at all levels have clearly assigned responsibilities and powers to develop their operation based on local conditions and their customers' needs. Monthly follow-ups are performed at the group and management level regarding project development within the framework of financial follow-up for the respective subsidiaries.

A procedure for authorisations and decision-making governs the powers available at the relevant levels. For example, this applies to tenders, purchasing, and the signing of agreements as well as appointments according to the so-called 'grandfather principle'.

#### REMUNERATION

At the 2012 Annual General Meeting a resolution was adopted on guidelines for the remuneration of the President and senior executives. These were, in the main, the same as for the previous year. The main principle for these guidelines is that senior executives in the Rejler Group should be offered remuneration at market rates to enable the company to attract, develop and retain key personnel. The remuneration structure may be made up of a basic salary, variable remuneration, and, in some cases, other benefits. Variable remuneration for senior executives is limited to no more than 60 per cent of the basic salary. The full guidelines are available as an Appendix to the meeting minutes on the company's website. In this context, 'senior executives' refers to members of the Group's Management Group.

Remuneration to the Board was established at the Annual General Meeting as SEK 300,000 to the Chairman of the Board and the Vice Chairman of the Board, SEK 140,000 to Board Members who are not employed in the Rejler Group, and in addition SEK 240,000 to be distributed among the members of a Board committee. See Note 7 to the Annual Report for details of the remuneration paid to the Board.

#### REMUNERATION OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board, Peter Rejler, receives remuneration in the form of a salary and pension premiums for the work he does in addition to his role as Chairman of the Board. The Vice Chairman of the Board and the President negotiate the remuneration and contract of the Chairman of the Board. The level of remuneration complies with the company's guidelines on remuneration for senior executives at the market rate. The decision on the level of remuneration is taken by the Board, excluding Peter Rejler.

**INCOME STATEMENT – GROUP**

| Amounts in SEK million  | Note | 2012            | 2011            |
|---|------|-----------------|-----------------|
| <b>Operating income</b>   |      |                 |                 |
| Net revenue   | 5    | 1,328.5         | 1,141.6         |
| Other operating income  | 6    | 4.2             | 4.4             |
| <b>Total operating income</b>   |      | <b>1,332.7</b>  | <b>1,146.0</b>  |
| <b>Operating costs</b>  |      |                 |                 |
| Personnel costs   | 7    | -929.7          | -757.5          |
| Other external expenses   | 8    | -304.0          | -273.2          |
| Depreciation, amortisation and impairment losses of property, plant and equipment and intangible non-current assets | 9–13 | -19.5           | -16.2           |
| Share in profits of associates  | 14   | -0.1            | 1.2             |
| <b>Total operating costs</b>  |      | <b>-1,253.3</b> | <b>-1,045.7</b> |
| <b>Operating profit/loss</b>  |      | <b>79.4</b>     | <b>100.3</b>    |
| Financial income  | 15   | 2.2             | 2.4             |
| Financial expenses  | 16   | -5.6            | -5.1            |
| <b>Net financial items</b>  |      | <b>-3.4</b>     | <b>-2.7</b>     |
| <b>Profit/loss before tax</b>   |      | <b>76.0</b>     | <b>97.6</b>     |
| Tax   | 17   | -17.5           | -33.2           |
| <b>PROFIT FOR THE YEAR</b>  |      | <b>58.5</b>     | <b>64.4</b>     |
| Attributable to the Parent Company's shareholders   |      | 58.5            | 64.3            |
| Attributable to non-controlling interest  |      | 0.0             | 0.1             |
| Basic earnings per share for profit attributable to Parent Company shareholders                                     | 18   | 5.17            | 5.68            |
| Diluted earnings per share for profit attributable to Parent Company shareholders                                   | 18   | 5.17            | 5.68            |

**STATEMENT OF COMPREHENSIVE INCOME – GROUP**

| Amounts in SEK million                            | 2012        | 2011        |
|---|-------------|-------------|
| Profit for the year                               | 58.5        | 64.4        |
| Translation differences                           | -4.3        | 0.8         |
| <b>Comprehensive income for the year</b>          | <b>54.2</b> | <b>65.2</b> |
| Attributable to the Parent Company's shareholders | 54.2        | 65.1        |
| Attributable to non-controlling interest          | 0.0         | 0.1         |

**BALANCE SHEET – GROUP**

| Amounts in SEK million                               | Note | 2012         | 2011         | Amounts in SEK million  | Note | 2012         | 2011         |
|--|------|--------------|--------------|---|------|--------------|--------------|
| <b>ASSETS</b>  |      |              |              | <b>EQUITY</b>   |      |              |              |
| <b>NON-CURRENT ASSETS</b>                            |      |              |              | Share capital   |      |              |              |
| <b>Intangible non-current assets</b>                 |      |              |              | Other capital contributions   |      |              |              |
| Expenditure for software development brought forward | 9    | 4.1          | 5.2          | Reserves  |      | -8.2         | -3.9         |
| Software   | 10   | 5.4          | 2.5          | Profit retained, including profit for the year                        |      | 258.8        | 234.7        |
| Customer value                                       | 11   | 31.1         | 31.0         | <b>Total equity attributable to the Parent Company's shareholders</b> |      | <b>334.0</b> | <b>314.2</b> |
| Goodwill   | 12   | 179.7        | 170.0        | Equity attributable to non-controlling interests                      |      | 0.1          | 0.2          |
| <b>Total intangible non-current assets</b>           |      | <b>220.3</b> | <b>208.7</b> | <b>Total equity</b>   |      | <b>334.1</b> | <b>314.4</b> |
| <b>Property, plant and equipment</b>                 |      |              |              | <b>LIABILITIES</b>  |      |              |              |
| Equipment, tools and installations                   | 13   | 29.9         | 27.3         | <b>Non-current liabilities</b>  |      |              |              |
| <b>Total property, plant and equipment</b>           |      | <b>29.9</b>  | <b>27.3</b>  | Liabilities to credit institutions                                    | 24   | 64.9         | 79.2         |
| <b>Financial non-current assets</b>                  |      |              |              | Deferred tax liability  | 17   | 37.4         | 35.0         |
| Participations in associates                         | 14   | 37.1         | 39.4         | Other liabilities   |      | 4.4          | -            |
| Long-term holdings of securities                     | 19   | 0.8          | 0.8          | <b>Total non-current liabilities</b>                                  |      | <b>106.7</b> | <b>114.2</b> |
| Other non-current receivables                        | 20   | 0.6          | 0.6          | <b>Current liabilities</b>  |      |              |              |
| <b>Total financial non-current assets</b>            |      | <b>38.5</b>  | <b>40.8</b>  | Liabilities to credit institutions                                    | 24   | 31.7         | 25.5         |
| Deferred tax receivables                             | 17   | 0.9          | 1.2          | Accounts payable  |      | 53.6         | 34.6         |
| <b>Total non-current assets</b>                      |      | <b>289.6</b> | <b>278.0</b> | Current tax liabilities   |      | 4.0          | 5.3          |
| <b>CURRENT ASSETS</b>                                |      |              |              | Other liabilities   |      | 68.2         | 63.9         |
| <b>Current receivables</b>                           |      |              |              | Accrued costs and prepaid income                                      | 25   | 103.7        | 85.5         |
| Inventories  |      | 7.9          | 4.3          | <b>Total current liabilities</b>                                      |      | <b>261.2</b> | <b>214.8</b> |
| Trade receivables                                    | 21   | 262.5        | 211.0        | <b>Total liabilities</b>  |      | <b>367.9</b> | <b>329.0</b> |
| Current tax receivables                              |      | 4.1          | 3.1          | <b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>                     |      |              |              |
| Other receivables                                    |      | 10.1         | 13.1         |   |      | <b>702.0</b> | <b>643.4</b> |
| Prepaid costs and accrued income                     | 22   | 89.1         | 85.2         |   |      |              |              |
| <b>Total current receivables</b>                     |      | <b>373.7</b> | <b>316.7</b> |   |      |              |              |
| Cash and cash equivalents                            |      | 38.7         | 48.7         |   |      |              |              |
| <b>Total current assets</b>                          |      | <b>412.4</b> | <b>365.4</b> |   |      |              |              |
| <b>TOTAL ASSETS</b>                                  |      | <b>702.0</b> | <b>643.4</b> |   |      |              |              |

## CHANGE IN EQUITY – GROUP

| Amounts in SEK million                      | Equity attributable to the Parent Company's shareholders |                             |             |                        |              | Non-controlling interests | Total equity |
|---|--|-----------------------------|-------------|------------------------|--------------|---------------------------|--------------|
|   | Share capital  | Other capital contributions | Reserves    | Profit brought forward | Total        |                           |              |
| Opening equity 01/01/2011                   | 22.6   | 60.8                        | -4.7        | 190.1                  | 268.8        | 12.8                      | 281.6        |
| Translation difference                      | -  | -                           | 0.8         | -                      | 0.8          | -                         | 0.8          |
| Profit for the year                         | -  | -                           | -           | 64.3                   | 64.3         | 0.1                       | 64.4         |
| <b>Comprehensive income for the year</b>    | -  | -                           | <b>0.8</b>  | <b>64.3</b>            | <b>65.1</b>  | <b>0.1</b>                | <b>65.2</b>  |
| Dividend                                    | -  | -                           | -           | -19.8                  | -19.8        | -                         | -19.8        |
| Acquisitions from non-controlling interests | -  | -                           | -           | 0.1                    | 0.1          | -12.7                     | -12.6        |
| <b>Total transactions with shareholders</b> | -  | -                           | -           | <b>-19.7</b>           | <b>-19.7</b> | <b>-12.7</b>              | <b>-32.4</b> |
| <b>Closing equity 31/12/2011</b>            | <b>22.6</b>  | <b>60.8</b>                 | <b>-3.9</b> | <b>234.7</b>           | <b>314.2</b> | <b>0.2</b>                | <b>314.4</b> |
| Opening equity 01/01/2012                   | 22.6   | 60.8                        | -3.9        | 234.7                  | 314.2        | 0.2                       | 314.4        |
| Translation difference                      | -  | -                           | -4.3        | -                      | -4.3         | -                         | -4.3         |
| Profit for the year                         | -  | -                           | -           | 58.5                   | 58.5         | 0.0                       | 58.5         |
| <b>Comprehensive income for the year</b>    | -  | -                           | <b>-4.3</b> | <b>58.5</b>            | <b>54.2</b>  | <b>0.0</b>                | <b>54.2</b>  |
| Dividend                                    | -  | -                           | -           | -34.0                  | -34.0        | -                         | -34.0        |
| Acquisitions from non-controlling interests | -  | -                           | -           | -0.4                   | -0.4         | -0.1                      | -0.5         |
| <b>Total transactions with shareholders</b> | -  | -                           | -           | <b>-34.4</b>           | <b>-34.4</b> | <b>-0.1</b>               | <b>-34.5</b> |
| <b>Closing equity 31/12/2012</b>            | <b>22.6</b>  | <b>60.8</b>                 | <b>-8.2</b> | <b>258.8</b>           | <b>334.0</b> | <b>0.1</b>                | <b>334.1</b> |

## CASH FLOW – GROUP

| Amounts in SEK million  | Note | 2012         | 2011         |
|---|------|--------------|--------------|
| <b>Cash flow from the operating activities</b>  |      |              |              |
| Operating profit/loss   |      | 79.4         | 100.3        |
| <b>Adjustments for items not included in cash flow</b>                                  |      |              |              |
| Impairments on non-current assets   | 9-13 | 19.5         | 16.2         |
| Capital gains from the disposal of assets   |      | 0.0          | 0.5          |
| Other items   |      | -0.7         | -1.7         |
| <b>Total, items not affecting cash flow</b>   |      | <b>18.8</b>  | <b>15.0</b>  |
| Paid interest   |      | -3.2         | -2.1         |
| Interest received   |      | 0.5          | 1.2          |
| Tax paid  |      | -20.6        | -28.6        |
| <b>Cash flow from the year's operating activities before changes in working capital</b> |      | <b>74.9</b>  | <b>85.8</b>  |
| <b>Change in working capital</b>  |      |              |              |
| Increase in inventories   |      | -3.8         | -0.8         |
| Increase in other current receivables   |      | -60.7        | -50.3        |
| Increase in accounts payables   |      | 20.1         | 3.0          |
| Increase in other current liabilities   |      | 30.6         | 23.3         |
| <b>Cash flow from the operating activities</b>  |      | <b>61.1</b>  | <b>61.0</b>  |
| <b>Investing activities</b>   |      |              |              |
| Acquisition of property, plant and equipment  |      | -9.2         | -8.9         |
| Acquisition of intangible non-current assets  |      | -3.0         | -3.2         |
| Acquisition of operations after deductions for acquired cash and cash equivalents       | 27   | -16.0        | -18.1        |
| Acquisition of associates   | 14   | -            | -35.9        |
| Withdrawals from associates   | 14   | 1.1          | -            |
| Acquisition of long-term investments  |      | -0.5         | -            |
| Sale of long-term securities  |      | -            | 2.6          |
| <b>Cash flow from investment activities</b>   |      | <b>-27.6</b> | <b>-63.5</b> |
| <b>Financing activities</b>   |      |              |              |
| Loans raised  |      | 12.2         | 46.5         |
| Repayment of loans  |      | -20.7        | -14.9        |
| Acquisitions of shares in subsidiaries from non-controlling interests                   |      | -0.5         | -            |
| Dividend paid to the Parent Company's shareholders                                      |      | -34.0        | -19.8        |
| <b>Cash flow from financing activities</b>  |      | <b>-43.0</b> | <b>11.8</b>  |
| <b>Cash flow for the year</b>   |      | <b>-9.5</b>  | <b>9.3</b>   |
| Cash and cash equivalents at start of year  |      | 48.7         | 39.6         |
| Exchange rate differences in cash and cash equivalents                                  |      | -0.6         | -0.2         |
| <b>Cash and cash equivalents at end of year</b>   |      | <b>38.6</b>  | <b>48.7</b>  |

Amounts in SEK million unless otherwise specified.

#### NOTE 1 GENERAL INFORMATION

Rejlerkoncernen AB (556349-8426) (the Parent Company) and its subsidiaries (together, the Group) is a Nordic group offering services to customers in the fields of Building and property, Energy, Industry and Infrastructure.

The Parent Company is a limited liability company registered in Sweden and 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 Class B shares are listed on the Nasdaq OMX Nordic Exchange.

The Annual Report and consolidated financial statements were approved for publication by the Board on 25 March 2013. It is proposed that the consolidated income statement and balance sheet as well as the Parent Company's income statement and balance sheet be put forward for adoption at the Annual General Meeting on 2 May 2013.

#### NOTE 2 SUMMARY OF IMPORTANT ACCOUNTING POLICIES BASIS FOR PREPARATION OF THE REPORTS

Rejlers prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and statements of interpretation from the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Also applicable are the Swedish Annual Accounts Act and the RFR1 recommendations issued by the Swedish Financial Reporting Board: Supplementary accounting rules for Groups.

The Parent Company applies the same accounting policies as the Group, except in those cases specified in "Parent company accounting policies" in Note A.

#### CHANGED ACCOUNTING POLICIES FOR 2012

The IASB has revised IAS 1 "Presentation of Financial Statements" (Presentation of Items of Other Comprehensive Income), IFRS 7 "Financial Instruments: Disclosures" (Transfers of Financial Assets) and IAS 12 "Income Taxes" (Recovery of Underlying Assets). None of the changes have had any significant effect on Rejlers' reports.

#### CHANGED ACCOUNTING POLICIES IN 2013 AND BEYOND

The IASB has published three new standards relating to consolidation (IFRS 10 "Consolidated Financial Statements", IFRS 11 "Joint Arrangements" and IFRS 12 "Disclosure of Interests in Other Entities") and has revised IAS 27 "Separate Financial Statements" and IAS 28 "Investments in Associates and Joint Ventures". These standards and revisions apply to financial years beginning on or after 1 January 2013, but may be applied early. The European Commission adopted these standards and revisions during 2012. In contrast to the IFRS, the European Commission requires the standards to be applied to financial statements as of 1 January 2014. Rejlers will apply these standards from 1 January 2014.

The IASB has published IFRS 13 "Fair Value Measurement". This standard applies to financial years beginning on or after 1 January 2013, but may be applied early. The European Commission adopted this standard during 2012. Rejlers will apply this standard from 1 January 2013.

The IASB has revised IAS 19. This standard applies to financial years beginning on or after 1 January 2013, but may be applied early. The

European Commission adopted the revised standard during 2012. Rejlers will apply the revision from 1 January 2013.

IAS 32 "Financial Instruments: Presentation" has been revised with regard to the offsetting of financial non-current assets and financial liabilities. The revision applies to financial years beginning on or after 1 January 2014, but may be applied early. The European Commission adopted the revised standard during 2012.

IFRS 7 "Financial Instruments: Disclosures" has been revised and requires additional disclosures with regard to the offsetting of financial non-current assets and financial liabilities. The revision applies to financial years beginning on or after 1 January 2013, but may be applied early. The European Commission adopted the revised standard during 2012. Rejlers will apply the revision from 1 January 2013.

The above changes have only a minor bearing on Rejlers' financial statements.

#### SEGMENT REPORTS

Segment information is presented based on the company management's perspective and the operating segment is identified based on internal reporting to the company's highest executive officer. Rejlers has identified the CEO as the highest executive officer and the internal reporting used by him/her in order to monitor the activities and take decisions on resource allocation forms the basis of the segment information presented.

The accounting policies of the reportable segments correspond to the principles applied by the Group in its entirety. Since Rejlers primarily carries out engineering consultancy activities, two operating segments are reported – engineering consultancy activity in Sweden and engineering consultancy activity in Finland.

#### CLASSIFICATIONS

Assets and liabilities that are expected to be recovered, i.e. through use or consumption, or paid more than 12 months after the balance sheet date are considered to constitute non-current assets and non-current liabilities. Amounts that are expected to be recovered or paid within 12 months of the balance sheet date are considered to constitute current assets and current liabilities.

#### CONSOLIDATION PRINCIPLES

##### – SUBSIDIARIES

The consolidated income statement and balance sheet cover all companies in which Rejlerkoncernen AB holds, directly or indirectly, the majority of the shares' voting rights, and companies in which the Group in some other way has a controlling influence and a more significant proportion of the profit from their activities (subsidiaries). Subsidiaries are included in the consolidated financial statements as of the date on which the controlling interest is transferred to the Group. They are excluded from the consolidated financial statements as of the date on which the controlling interest ceases to apply.

The acquisition method is used for reporting the Group's business combinations. The purchase price for the acquisition of a subsidiary is determined by the fair value of the transferred assets and liabilities, and the value of the equity instruments issued as consideration. The purchase price also includes the fair value of all assets or liabilities that arise from an agreement regarding contingent purchase price. Costs related to

acquisition are booked when they are incurred. Identifiable acquired assets and liabilities taken over in a business combination are valued initially at the fair value on the acquisition date. For each acquisition, the Group determines whether a non-controlling interest in the acquired company is to be recognised at fair value or according to the proportion of the shareholding to the acquired company's net assets.

The amount by which the purchase price, or where applicable, non-controlling interest as well as the fair value on the acquisition date of previous shareholdings, exceeds the fair value of the Group's share of identifiable acquired net assets is reported as goodwill. If the amount falls short of the fair value of the acquired subsidiary's assets, i.e. in the event of a "bargain purchase", the difference is recognised directly in the Statement of comprehensive income.

Transactions with non-controlling interests which do not result in a loss of control are reported as equity transactions – i.e. as transactions with the owners in their capacity as owner. On acquisition from non-controlling interests, the difference between the fair value of the purchase price paid and the actual acquired share of the carrying amount of the subsidiary's net assets is reported in equity. Gains and losses on disposals to non-controlling assets are also reported in equity.

Where an operating acquisition is made in several stages, the previous equity shares in the acquired company are revalued to their fair value at the time of acquisition. Any realised gains or losses as a result of the revaluation are reported in the income statement.

All contingent purchase prices to be transferred by the Group are reported at fair value at the time of acquisition. Subsequent changes to the fair value of a contingent purchase price classified as an asset or liability are reported in accordance with IAS 39 either in the income statement or in other comprehensive income. Contingent purchase prices which are classified as equity are not revalued and any subsequent adjustment is reported in equity.

Internal group transactions and balance sheet items, as well as unrealised gains between Group companies, are eliminated. Unrealised losses are also eliminated, but any losses are regarded as an indication that there is a need for impairment of the transferred asset. The accounting policies for acquired subsidiaries have been modified where appropriate in order to guarantee consistent application of the Group's principles.

##### – ASSOCIATES

Associates are all the companies in which the Group has a significant but non-controlling interest, which as a rule is applicable for all shareholdings of between 20 and 50 per cent of the votes. Holdings in associates are reported according to the equity method and are initially valued at the acquisition value. The Group's carrying amount of holdings in associates includes goodwill identified at acquisition, net after any impairments.

The Group's share of profit after tax generated by an associate after the acquisition is recognised under "Share in profits of associates" in the income statement, and as part of operating profit. The Group's share of changes in reserves after acquisition is recognised in the "Reserves" item. Accumulated changes following the acquisition are recognised as changes in the recognised value of the holding. When the Group's share of the losses of an associate amounts to or exceeds its holding in the associate, including any receivables without security, the Group will not report any further losses unless the Group has undertaken obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated in relation to the Group's holding in the associate. Unrealised losses are also eliminated unless the transaction constitutes proof that there is a need for impairment of the transferred asset. The accounting policies of acquired associates have been modified where appropriate in order to guarantee consistent application of the Group's principles.

##### TRANSLATION OF FOREIGN CURRENCY

The foreign subsidiaries are recognised in their functional currency, which corresponds to the currency in the primary economic environment in

which the respective subsidiaries run their operations.

Transactions in foreign currency are translated to the functional currency according to the exchange rates that are effective on the transaction date or the date the items were revalued. The exchange rate profits and losses that arise from the payment of such transactions and when translating monetary assets and liabilities in foreign currency to the exchange rate on the balance sheet date are reported in the income statement.

In the consolidated financial statements, the reports for the subsidiaries have been converted to Swedish crowns (SEK), which is the Group's reporting currency. The income statements and balance sheets of foreign subsidiaries have been translated to Swedish crowns as follows:

- a) assets and liabilities are translated at the exchange rate on the balance sheet date
- b) income and expenses are translated at an average exchange rate (unless this average exchange rate is not a reasonable approximation of the accumulated effect of the exchange rates applicable on the transaction date, in which case income and expenses are translated at the exchange rate on the transaction date), and
- c) all exchange rate differences arising are reported as a separate element of other comprehensive income.

During consolidation, exchange rate differences which arise as a consequence of the conversion of net investments in foreign operations and of borrowings and other currency instruments identified as hedging of such investments are carried over to other comprehensive income. In the event of disposal of a foreign operation, whether in whole or in part, the exchange rate differences recognised in equity are carried over to the income statement and recognised as part of the capital gain or capital loss.

Goodwill and adjustments of fair value arising on the acquisition of a foreign operation are treated as assets and liabilities for this business and translated at the exchange rate on the balance sheet date.

##### PROPERTY, PLANT AND EQUIPMENT

Buildings and land includes office premises that are used for the company's own purposes. These and other property, plant and equipment are recognised at cost value less depreciation. The acquisition value includes expenses directly attributable to the acquisition of the asset.

Additional expenses are added to the carrying amount of the asset or reported as a separate asset, depending on which is appropriate, only when it is probable that the future economic benefits linked with the asset will benefit the Group and that the acquisition value of the asset can be measured reliably. The carrying amount for the replaced element is removed from the balance sheet. All other forms of repairs and maintenance are reported as expenses in the income statement for the period in which they occur.

There is no depreciation on land. Depreciation of other assets, for assigning their acquisition value or the revalued amount down to the calculated residual value over the estimated useful life, is performed linearly as follows:

|                               |           |
|-------------------------------|-----------|
| – Buildings                   | 50 years  |
| – Vehicles                    | 5 years   |
| – Equipment and installations | 3–5 years |

The residual values and useful life of the assets are tested on every balance sheet date and adjusted where required.

The residual value reported for an asset is impaired immediately to its recovery value, if the asset's carrying amount exceeds its recovery value.

##### INTANGIBLE ASSETS

###### – GOODWILL

The amount by which the purchase price, or where applicable, non-controlling interests as well as the fair value on the acquisition date of previous holdings, exceeds the fair value of the identifiable acquired net assets, is reported as goodwill. Goodwill on acquisitions of subsidiaries is reported as

intangible assets. Goodwill on acquisitions of associates is included in the value of holdings in associates and tested for any need for impairment as part of the value of the total holding. Goodwill is tested annually in order to identify any need for impairment and reported at the acquisition value less accumulated impairments. The impairment of goodwill is not reversed. Profit or loss in the event of disposal of a unit includes the remaining carrying amount of the goodwill relating to the unit disposed of. Goodwill is divided between cash-generating units when testing any need for impairment. This division takes place between the cash-generating units, or groups of cash-generating units, which are expected to benefit from the operating acquisition that gave rise to the goodwill item.

#### – CUSTOMER VALUE

Acquired customer value refers to customer relationships, customer contracts, etc., and has a limited useful life and is reported at acquisition value less accumulated depreciation. Depreciation is performed linearly in order to distribute the cost of customer values over their assessed useful life (10 years).

#### – SOFTWARE

Software licences are capitalised based on the costs that were incurred when the software in question was acquired and put into use. These capitalised costs are written off over the assessed utilisation period (3 – 5 years).

#### – CAPITALISED SOFTWARE DEVELOPMENT COSTS

Expenses for the development and maintenance of software are expensed as they are incurred. Expenses linked directly with the development of identifiable and unique software products controlled by the Group and which will have probable economic benefits for more than one year, and which exceed the costs, will be recognised as intangible assets. The cost includes the expenses for employees incurred through the development of software products and a reasonable element of indirect costs. Interest expenses in connection with development projects are capitalised. Development costs for software are depreciated over their estimated useful life (3 years).

#### IMPAIRMENT OF FINANCIAL NON-CURRENT ASSETS

Assets with an indeterminable useful life, e.g. goodwill, are not written off instead they are tested annually to see if there is any need for impairment. Assets that are written off are assessed for the reduction in value whenever events or changes in circumstances indicate that the carrying amount may no longer be recoverable. An impairment is made by the amount by which the asset's carrying amount exceeds its recovery value. The recovery value is the higher of the asset's fair value less selling expenses and its value-in-use. When assessing the need for impairments, assets are grouped at the lowest levels at which there are separate identifiable cash flows (cash-generating units). For assets, other than financial non-current assets and goodwill, which have previously been written down, a test of whether reversal should be carried out is performed every balance sheet date.

#### FINANCIAL NON-CURRENT ASSETS AND LIABILITIES

Financial instruments are valued and reported in the Group in accordance with the rules in IAS 39. Financial instruments recognised on the balance sheet include financial non-current assets valued at fair value via the income statement, loans outstanding, trade receivables, other non-current receivables, other receivables and other short-term investments. Accounts payable, loans and other liabilities are reported under liabilities. Liquid assets comprise cash and bank balances. Financial instruments are reported initially at the acquisition value equivalent to the fair value of the instrument, with the addition of transaction costs for all financial instruments. Reports are made afterwards, depending on how they have been classified as described below.

A financial asset or liability is included in the balance sheet when the company becomes a party to the instrument's contractual terms. Trade

receivables are included in the balance sheet when the invoice has been sent. Debt is included when the counterparty has fulfilled its obligations and a contractual obligation to pay exists, even if an invoice has not yet been received. Accounts payable are taken up when the invoice has been received. A financial asset is eliminated from the balance sheet when the rights in the agreement are realised or fall due or the company loses control over them. The same applies to part of a financial asset. A financial liability is eliminated from the balance sheet when the obligation in the agreement is fulfilled or eliminated in some other way. The same applies to part of a financial liability.

Acquisitions and disposals of financial non-current assets are recognised on the transaction date, which represents the day on which the company undertakes to acquire or dispose of the asset.

The fair value of listed financial non-current assets is equivalent to the asset's listed buy rate on the balance sheet date. The fair value of unlisted financial non-current assets is determined using valuation techniques, e.g. recently completed transactions, the price of similar instruments or discounted cash flows. For each report, the company assesses whether there are objective indications that a financial asset needs to be written down.

IAS 39 classifies financial instruments in categories. This classification is dependent upon the intention behind the acquisition of the financial instrument. The classification is determined at the time of acquisition but is reviewed at the time of each report. The categories are as follows:

#### – LOANS OUTSTANDING AND TRADE RECEIVABLES

Loans outstanding and trade receivables are financial non-current assets which do not constitute a derivative with fixed payments or with payments which can be determined and which are not listed on an active market. They are included in the current assets except for items due to mature more than 12 months after the balance sheet date, which are classified as non-current assets. The Group's loans outstanding and trade receivables comprise the trade receivables and other receivables plus cash and cash equivalents on the balance sheet. Write-downs of trade receivables and other receivables are reported under other external operating costs while write-downs of loans outstanding are reported under financial expenses. They are recognised at acquisition value, when they are current and discounting would not have any significant effect.

#### – FINANCIAL NON-CURRENT ASSETS WHICH CAN BE SOLD

Financial non-current assets which can be sold include financial non-current assets not classified in any other category, or those financial non-current assets that the company has chosen to classify in this category. Shares and holdings not recognised as subsidiaries or associates are recognised here.

#### – OTHER FINANCIAL LIABILITIES

Financial liabilities, which are not held for trading, are valued at accrued acquisition value. The accrued acquisition value is determined based on the effective interest rate calculated when the liability was accepted. This means that surplus values and under values, as direct issue expenses, are allocated over the duration of the liability. The Group's items comprise borrowing, accounts payable and other liabilities.

#### INVENTORIES

Inventory is recognised at the lower of either the acquisition value or the net sales value. The acquisition value is determined by applying the first-in, first-out method.

#### TAXES

Tax costs or tax income consists of current tax and deferred tax. Current tax is the tax to be paid or received for the current year, applying the tax rates that apply on the balance sheet date. Deferred tax is calculated according to the balance sheet method. The balance sheet method means

that the calculation is carried out based on the tax rates on the balance sheet date, applied to differences between the book value and tax value of an asset, as well as deductions for losses. These deductions for losses can be used to reduce future taxable income. In instances where it is judged that such deductions for losses may be utilised, a deferred tax claim is booked for such deductions for losses.

Tax is presented in the income statement, except when the tax concerns items that are presented in other comprehensive income or direct in equity. In such cases, the tax is also reported in other comprehensive income and equity respectively.

Offsetting of current tax receivables against current tax liabilities in various units takes place in instances where offsetting is possible between tax results between equivalent units, and the Group intends to utilise such an offsetting option. A corresponding principle applies for deferred tax receivables and liabilities.

#### EMPLOYEE REMUNERATION

##### – PENSION COMMITMENTS

The pension solutions within the Group have been classified as defined-contribution and defined-benefit pension schemes. In the case of defined-contribution pension solutions, premiums are booked in step with the period to which they relate. When defined benefit pension plans are classified, an independent actuary must calculate the scope of the commitments in defined benefit pension plans in accordance with the "Projected unit credit method", in a manner that distributes the cost over the working life of the employee. These commitments are valued at the current value of future payments using a discount rate. Actuarial profits and losses, outside the ten per cent corridor, are distributed according to the employees' average remaining estimated period of employment.

According to the Swedish Financial Reporting Board's statement UFR 3 Classification of ITP plans financed through an insurance policy with Alecta, UFR 3 shall apply until Alecta is able to report basic data for the calculation of defined benefit pension obligations. UFR 3 means that Alecta's pension solution will be classified as a defined-contribution plan until further notice.

Rejlers pays contributions for pension insurance policies taken out with Alecta. Alecta's surplus can be distributed to the policyholders and/or the insured. The collective consolidation level consists of the market value of Alecta's assets expressed as a percentage of the insurance undertakings estimated in accordance with Alecta's insurance assumptions, which do not correspond with IAS 19.

##### – SEVERANCE PAY

Severance pay is paid when an employee's employment is terminated by the Group before the normal pensionable age or when an employee accepts voluntary redundancy in exchange for such remuneration. The Group reports severance pay when it is demonstrably obliged either to dismiss employees in accordance with a detailed formal plan without the possibility of re-employment, or to make severance payments as a result of an offer made to encourage voluntary redundancy. Benefits that mature more than 12 months after the balance sheet date are discounted to their current value.

##### – PROFIT SHARE AND BONUS SCHEMES

The Group reports a liability and an expense for bonus and profit shares, based on a formula that takes into account the profit attributable to the Parent Company's shareholders after some adjustments. The Group reports a provision when there is a legal obligation or an informal commitment as a result of previous practice.

#### PROVISIONS

Provisions are reported when the Group has a legal or informal commitment due to previous events, it is probable that an outflow of resources will be required to settle the commitment, and the amount has been calculated in a reliable manner.

Provisions for restructuring include costs for terminating leasing contracts and for severance pay. No provisions are made for future operating losses. If there are a number of similar commitments, an evaluation is made of the probability of an outflow of resources being required to settle this group of commitments as a whole. A provision is reported even if the probability of an outflow relating to a particular item in this group of commitments is small. The provisions are valued at the current value of the amount expected to be required to settle the commitment. In this connection, a discount rate before tax, which reflects a current market assessment of the time-related value of money and the risks associated with the provision, is used.

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

#### INCOME REPORTING

Income includes the fair value of what has been received or will be received. The company's income primarily comprises income from consultancy, operation and management services, licence fees from own products and rights of maintenance and use.

Income from consultancy services carried out on a current account basis is recognised in income as it is carried out. Ongoing assignments on a current account basis which have not yet been invoiced are included on the balance sheet at the invoice value of the work carried out.

The percentage of completion method is applied to income from consultancy services carried out a fixed price, i.e. income is reported in line with the percentage completion of the project on the balance sheet date. The percentage of completion is calculated on the basis of the accumulated cost in relation to the total cost of the project. Where the total costs of a project are considered to exceed the total income, the anticipated loss is recognised immediately in its entirety. If the final outcome cannot be estimated reliably, income is reported at a value equivalent to costs. Ongoing fixed-price projects not yet invoiced are reported on the balance sheet as accrued income, after deduction of any loss risks and advance payments.

Income from operation and management services, as well as rights of maintenance and use, is recognised in income linearly over the period of the contract.

Licence fee income is recognised on delivery of software, provided there are no significant outstanding obligations after delivery. Where significant adjustments are outstanding after delivery, the income is allocated over the period of the contract, taking into account outstanding obligations.

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

#### LEASING

Leasing is classified in the consolidated financial statements as either financial or operational leasing. Financial leasing is when the economic risks and benefits associated with ownership are transferred in all essentials to Rejlers; if this is not the case, it is a question of operational leasing.

Leasing contracts mainly concern cars, computers and photocopiers. Leasing of assets (cars) that constitute financial leasing is reported as equipment and financial liabilities. Depreciation follows the same principles as for other assets of the same type. Leasing of assets that constitute operational leasing (computers, photocopiers) is booked linearly over the leasing period. Leased assets are valued at the current residual value.

#### DIVIDENDS

The dividend paid to the Parent Company's shareholders is reported as a liability in the consolidated financial statements in the period when the dividend was approved by the Parent Company's shareholders.

## LOAN COSTS

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

## STATE SUBSIDIES

State subsidies that have been received have been reported in their entirety in the income statement at the fair value, when there is reasonable certainty that the subsidy will be received and that the Group will fulfil the terms associated with the subsidy. Subsidies that concern costs are allocated and presented in the same periods as the costs the subsidies are intended to cover.

In some cases, Rejlers receives subsidies for payroll expenses. These have reduced the company's personnel costs.

## CASH FLOW STATEMENT

The cash flow statement is prepared according to the indirect method. Liquid assets in the cash flow statement 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 insignificant risk for value fluctuation.

## 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 the operational activities by securing financing and credit promises, as well as efficient cash flow management both locally and centrally, and to deal with the financial risks to which the Group is exposed. The handling of Rejlers' financial risk exposure is centralised in the company's Group finance 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 by means of establishing targets, guidelines and rules for the handling of financial risk exposure and cash flow management. The following financial risks are considered to be present in Rejlers' operations.

## CURRENCY RISK

The risk of fluctuations in the value of a currency in relation to other currencies poses a currency risk. Exchange 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 converted to SEK, a translation difference arises because the translation for the current year is at a different exchange rate than the previous year, and because the income statements are translated at a different exchange rate to the balance sheets. Rejlers' policy is not to hedge the translation differences.

Group policy is to limit the currency risk where appropriate, if it could affect the cash flow within the Group to an appreciable extent. A risk assessment must be carried out where relevant.

## EFFECT ON PROFIT AFTER TAX

| Exchange rate change EUR/SEK | 2012 | 2011 |
|------------------------------|------|------|
| + 10%                        | 1.7  | 1.5  |
| - 10%                        | -1.7 | -1.5 |

**Liquidity risk**, i.e. risk of failing to meet payment obligations.

This risk must be limited by means of good liquidity planning, with the aid of which Rejlers can secure credit facilities, for example, in good time. The maturity of long-term investments must be taken into consideration when the liquidity plan is drawn up for the investment. Seasonal reductions in liquidity are offset against changes in the overdraft limit. The Group endeavours to have guaranteed credit facilities and cash and cash equivalents in place equivalent to the amount of all loans due within the next six months.

**Interest risk**; value fluctuations on an interest-bearing position as a consequence of fluctuations in market interest rates.

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

## EFFECT ON PROFIT AFTER TAX

| Change in the interest rate | 2012 | 2011 |
|-----------------------------|------|------|
| + 1%                        | 0.6  | 0.7  |
| - 1%                        | -0.6 | -0.7 |

**Credit risk**; counterparty risk, the risk of a counterparty failing to meet its obligations.

This risk is limited by checking in the first instance the counterparty's ability to pay in the event of major deals. Rejlers has considerable customer exposure to government and other public authorities, in which the credit risk is very low or insignificant. For private clients, an individual assessment of each client's ability to pay is carried out, if so required. Normally, customers are invoiced each month, which means exposure regarding an individual customer in these cases is relatively small.

When funds are invested, this must be in a government, municipality, bank or certain selected commercial papers.

The table below analyses the Group's financial liabilities, split up based on the time remaining, on the balance sheet date, to the contractual due date.

| 2012                                   | less than 1 year | between 1 and 2 years | between 2 and 5 years | more than 5 years |
|--|------------------|-----------------------|-----------------------|-------------------|
| Liabilities to credit institutions     | 28.5             | 26.6                  | 30.4                  | –                 |
| Accounts payable and other liabilities | 93.0             | –                     | –                     | –                 |
| 2011                                   | less than 1 year | between 1 and 2 years | between 2 and 5 years | more than 5 years |
| Liabilities to credit institutions     | 25.5             | 22.3                  | 56.9                  | –                 |
| Accounts payable and other liabilities | 103.8            | –                     | –                     | –                 |

## CAPITAL RISK MANAGEMENT

The Group's objective respecting the capital structure is to safeguard the Group's ability to continue its operations so that it can continue to generate a return for the shareholders and benefits for other stakeholders as well as maintaining an optimum capital structure in order 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 the capital based on the equity/assets ratio and debt/equity ratio. The debt/equity ratio is calculated as net liabilities divided by equity. Net liabilities are calculated as the total borrowing (including the items "Current liabilities to credit institutes" and "Non-current liabilities to credit institutes" on the Group's balance sheet).

During 2012, as in 2011, the Group's strategy was to maintain a strong balance sheet with an equity/assets ratio of not less than 30 per cent and a low debt/equity ratio. At the end of 2012, the equity/assets ratio was 48 per cent (49). As at 31 December 2012 and 2011, the debt/equity ratios were as follows:

|                          | 2012  | 2011  |
|--------------------------|-------|-------|
| Total borrowing          | 96.6  | 104.7 |
| Total equity             | 334.1 | 314.4 |
| Debt/equity ratio, times | 0.3   | 0.3   |

At year-end the Group had SEK 38.7 million (48.7) in cash and cash equivalents.

## NOTE 4 IMPORTANT EVALUATIONS AND ASSESSMENTS

The Group makes assumptions and estimates about the future. The estimates for accounting purposes that result from these will, by definition, rarely match the actual result. The estimates and assumptions that, if they are modified, involve a significant risk for significant adjustments in carrying amount for assets and liabilities during the next financial year are specified below.

## – TESTING FOR GOODWILL IMPAIRMENT

The Group investigates every year, or more frequently, whether there is any need for goodwill impairment. The recovery value of cash-generating units has been determined by calculating the value-in-use. When calculating this value-in-use, a number of assumptions have been made in respect of future conditions. Changes to these conditions should be able to take effect on the recognised value of goodwill. Note 12 contains a sensitivity analysis, showing the sensitivity of the value-in-use to changes in revenue and operating margin respectively.

To assess the future cash flow, the Group Management has compiled a forecast on the basis of budgets for future years and an assessment of the subsequent four years. On average, a growth of approximately 3 per cent was used in the calculations that were performed. Forecast cash flows were then calculated at current value, with a discount rate of 12 per cent (12) after tax, which corresponds to approximately 16 per cent (16) before tax.

If the estimated discount rate after tax which was applied for discounted cash flows had been one percentage point lower, the value-in-use for the Group would grow by approximately SEK 86 million.

## – INCOME REPORTING

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

## – INCOME TAXES

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

#### NOTE 5 SEGMENT INFORMATION

| Income statement in summary per segment       |                |               |               |               |              |              |              |              |                 |                 |
|---|----------------|---------------|---------------|---------------|--------------|--------------|--------------|--------------|-----------------|-----------------|
|   | Sweden         |               | Finland       |               | Group wide   |              | Eliminations |              | Group           |                 |
|   | 2012           | 2011          | 2012          | 2011          | 2012         | 2011         | 2012         | 2011         | 2012            | 2011            |
| External sales                                | 1,041.3        | 906.6         | 287.2         | 234.4         | 0.0          | 0.6          | –            | –            | 1,328.5         | 1,141.6         |
| Sales between segments                        | 18.4           | 13.4          | 0.1           | 0.0           | 12.8         | 14.5         | -31.3        | -27.9        | –               | –               |
| Other income                                  | 3.1            | 0.8           | 1.1           | 2.1           | –            | 1.5          | –            | –            | 4.2             | 4.4             |
| <b>Total income</b>                           | <b>1,062.8</b> | <b>920.8</b>  | <b>288.4</b>  | <b>236.5</b>  | <b>12.8</b>  | <b>16.6</b>  | <b>-31.3</b> | <b>-27.9</b> | <b>1,332.7</b>  | <b>1,146.0</b>  |
| Depreciation                                  | -11.7          | -10.7         | -5.9          | -5.0          | -1.9         | -0.5         | –            | –            | -19.5           | -16.2           |
| Other operating expenses                      | -958.9         | -814.9        | -259.9        | -212.0        | -46.2        | -31.7        | 31.3         | 27.9         | -1,233.7        | -1,030.7        |
| Share in profits of associates                | -0.5           | –             | –             | –             | 0.4          | 1.2          | –            | –            | -0.1            | 1.2             |
| <b>Total costs</b>                            | <b>-971.1</b>  | <b>-825.6</b> | <b>-265.8</b> | <b>-217.0</b> | <b>-47.7</b> | <b>-31.0</b> | <b>31.3</b>  | <b>27.9</b>  | <b>-1,253.3</b> | <b>-1,045.7</b> |
| <b>Operating profit/loss</b>                  | <b>91.7</b>    | <b>95.2</b>   | <b>22.6</b>   | <b>19.5</b>   | <b>-34.9</b> | <b>-14.4</b> | <b>–</b>     | <b>–</b>     | <b>79.4</b>     | <b>100.3</b>    |
| Net financial items                           | –              | –             | –             | –             | -3.4         | -2.7         | –            | –            | -3.4            | -2.7            |
| <b>Profit/loss before tax</b>                 | <b>–</b>       | <b>–</b>      | <b>–</b>      | <b>–</b>      | <b>-38.3</b> | <b>-17.1</b> | <b>–</b>     | <b>–</b>     | <b>76.0</b>     | <b>97.6</b>     |
| Tax   | –              | –             | –             | –             | –            | –            | –            | –            | -17.5           | -33.2           |
| <b>Profit for the year</b>                    | <b>–</b>       | <b>–</b>      | <b>–</b>      | <b>–</b>      | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>58.5</b>     | <b>64.4</b>     |
| Capital expenditure                           | 9.1            | 15.7          | 19.1          | 2.9           | 0.0          | 1.2          | –            | –            | 28.2            | 19.8            |
| <b>Assets and liabilities in the segments</b> |                |               |               |               |              |              |              |              |                 |                 |
| Assets distributed by segment                 | 444.4          | 298.9         | 162.8         | 134.6         | 241.0        | 288.5        | -146.2       | -78.6        | 702.0           | 643.4           |
| Liabilities distributed by segment            | 252.0          | 181.6         | 84.2          | 66.0          | 177.9        | 160.0        | -146.2       | -78.6        | 367.9           | 329.0           |

#### OPERATING SEGMENTS

The Group's operations are managed and reported in two geographical segments, Sweden and Finland.

The Sweden segment primarily consists of engineering consultancy services offered by Rejlers Ingenjörer AB and meter reading services offered by Rejlers Energitjänster AB. Operations in Norway and Estonia are included within this segment as well.

The Finland segment primarily consists of engineering consultancy services offered by Rejlers Oy and Lausamo Oy. Operations in Russia fall under this segment as well.

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

Eliminations refers to transactions between the segments.

All sales between the segments take place on market terms. Monitoring of Group segments is based on operating profit, operating margin and debiting ratio.

The same accounting policies apply to operating segments as to the Group as a whole.

The segment breakdown has not changed compared to the previous year.

#### INFORMATION BY COUNTRY

|         | Revenue |       | Non-current assets |      |
|---------|---------|-------|--------------------|------|
|         | 2012    | 2011  | 2012               | 2011 |
| Sweden  | 974.7   | 869.3 | 48.8               | 47.9 |
| Finland | 280.9   | 233.9 | 81.2               | 64.9 |

External income recognised under Sweden or Finland represents income invoiced from Sweden or Finland, respectively.

Income from transactions with one single customer in one case constitutes 10.2 per cent of total income. Transactions with this customer have taken place in both the Sweden and Finland segments.

#### NOTE 6 OTHER OPERATING INCOME

|                                   | 2012       | 2011       |
|-----------------------------------|------------|------------|
| Capitalised production costs      | –          | 1.2        |
| Hire of premises                  | 0.1        | 0.2        |
| Contribution and support          | 0.6        | 0.4        |
| Capital gains, non-current assets | 0.2        | 0.9        |
| Other operating income            | 3.3        | 1.7        |
| <b>Total</b>                      | <b>4.2</b> | <b>4.4</b> |

#### NOTE 7 EMPLOYEES

|                           | 2012       |              |              | 2011       |              |              |
|---------------------------|------------|--------------|--------------|------------|--------------|--------------|
|                           | Women      | Men          | Total        | Women      | Men          | Total        |
| <b>The Parent Company</b> |            |              |              |            |              |              |
| Sweden                    | 5          | 7            | 12           | 2          | 8            | 10           |
| <b>Subsidiaries</b>       |            |              |              |            |              |              |
| Sweden                    | 130        | 795          | 925          | 124        | 700          | 824          |
| Finland                   | 56         | 359          | 415          | 49         | 293          | 342          |
| Norway                    | 6          | 51           | 57           | 4          | 23           | 27           |
| Estonia                   | 3          | 5            | 8            | 6          | 3            | 9            |
| Russia                    | 4          | 8            | 12           | 4          | 6            | 10           |
| <b>Total for Group</b>    | <b>204</b> | <b>1,225</b> | <b>1,429</b> | <b>189</b> | <b>1,033</b> | <b>1,222</b> |

#### Gender distribution for Board Members and senior executives

Refers to the situation on the balance sheet date at all Group companies

|                                       | 2012      |           |           | 2011     |           |           |
|---------------------------------------|-----------|-----------|-----------|----------|-----------|-----------|
|                                       | Women     | Men       | Total     | Women    | Men       | Total     |
| Board Members                         | 8         | 39        | 47        | 3        | 47        | 50        |
| President and other senior executives | 2         | 20        | 22        | –        | 29        | 29        |
| <b>Total for Group</b>                | <b>10</b> | <b>59</b> | <b>69</b> | <b>3</b> | <b>76</b> | <b>79</b> |

#### REMUNERATION PROCESS

The remuneration of the President has been determined by the Board following negotiations with the Vice Chairman of the Board. The President is in charge of negotiating and agreeing remuneration with other senior executives in consultation with the Chairman of the Board in accordance with the so-called "grandfather principle".

| Remuneration to senior executives      |             |             |
|--|-------------|-------------|
|  | 2012        | 2011        |
| Salaries and other short-term payments | 12.8        | 10.2        |
| Pension expenses                       | 3.6         | 2.9         |
| <b>Total</b>                           | <b>16.4</b> | <b>13.1</b> |

#### PENSIONS

The pensionable age of the President is 62 and of other senior executives is 65. The pension premium for the President amounts to 47 per cent of the premium-based salary.

Retirement pension and family pension commitments for salaried employees in Sweden are secured through an insurance policy taken out through Alecta. According to a statement by the Swedish Financial Reporting Board, UFR 3, this is a defined benefit plan that comprises several employers. For the financial year 2012, the Group has not had access to information that would make it possible to recognise this plan as a defined benefit plan. The ITP pension plan secured via an insurance policy taken out with Alecta is therefore recognised as a defined contribution plan. The year's contributions for pension insurance taken out with Alecta amount to SEK 30.6 million (25.8). Alecta's surplus can be distributed to the policyholders and/or the insured. At the end of 2012, Alecta's surplus in the form of the collective consolidation level amounted to 129 per cent (113). The collective consolidation level consists of the market value of Alecta's assets expressed as a percentage of the insurance undertakings estimated in accordance with Alecta's insurance assumptions, which do not correspond with IAS 19.

#### SEVERANCE PAY

A mutual notice period of 12 months applies between the company and the President. There are no agreements with regard to severance pay. A mutual notice period of 6-12 months will apply between the company and other senior executives. There are no agreements with regard to severance pay.

#### Salaries, other remuneration, pensions and social security costs – 2012

|                                       | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|---------------------------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board Members                         | 2.7                             | –                     | 0.1                           | 0.2              |
| President and other senior executives | 11.5                            | 1.3                   | 4.0                           | 3.5              |
| Other employees                       | 624.6                           | 8.1                   | 158.9                         | 75.2             |
| <b>Total</b>                          | <b>638.8</b>                    | <b>9.4</b>            | <b>163.0</b>                  | <b>78.9</b>      |

#### Salaries, other remuneration, pensions and social security costs – 2011

|                                       | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|---------------------------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board Members                         | 1.2                             | –                     | –                             | –                |
| President and other senior executives | 9.0                             | 1.1                   | 3.2                           | 2.9              |
| Other employees                       | 515.3                           | 6.3                   | 156.9                         | 67.5             |
| <b>Total</b>                          | <b>525.5</b>                    | <b>7.4</b>            | <b>159.9</b>                  | <b>70.4</b>      |



## GUIDELINES

Remuneration to the Board is paid according to the Annual General Meeting's resolution. For the period between the 2012 Annual General Meeting and the 2013 Annual General Meeting, a Director's fee in the amount of SEK 300,000 (300,000) will be paid to the Chairman of the Board and to the Vice Chairman of the Board, and a fee in the amount of SEK 140,000 (140,000) will be paid to Board Members who are not employed by the company. In addition, SEK 240,000 (80,000) will be paid for committee work. Of the total for committee work, SEK 140,000 (80,000) was used. In addition to the Board fee, Peter Rejler receives a salary and pension premiums for the work he does in addition to his role as Chairman of the Board. Other members of the Board do not have a pension agreement. No member of the Board has a severance pay agreement.

### Remuneration to the Board, President and senior executives 2012

|   | Salary/Board fee | Variable remuneration | Other benefits | Pension cost | Total       |
|---|------------------|-----------------------|----------------|--------------|-------------|
| Peter Rejler, Chairman of the Board     | 1.1              | –                     | 0.4            | 0.2          | 1.7         |
| Ivar Verner, Vice Chairman of the Board | 0.4              | –                     | –              | –            | 0.4         |
| Thord Wilkne, Board Member              | 0.1              | –                     | –              | –            | 0.1         |
| Lauri Valkonen, Board Member            | 0.1              | –                     | –              | –            | 0.1         |
| Jan Samuelsson, Board Member            | 0.1              | –                     | –              | –            | 0.1         |
| Åsa Söderström Jerring, Board Member    | 0.2              | –                     | –              | –            | 0.2         |
| Åsa Landén Ericsson, Board Member       | 0.1              | –                     | –              | –            | 0.1         |
| Anders Jonsson, Board Member            | 0.2              | –                     | –              | –            | 0.2         |
| President*                              | 2.1              | 0.2                   | 0.0            | 0.9          | 3.2         |
| Other senior executives (x 8)           | 9.3              | 1.1                   | 0.1            | 2.7          | 13.2        |
|   | <b>13.7</b>      | <b>1.3</b>            | <b>0.5</b>     | <b>3.8</b>   | <b>19.3</b> |

\* Refers to Peter Rejler for the period January to April and Eva Nygren for May to December.

### Remuneration to the Board, President and senior executives 2011

|                                      | Basic salary/Board fee | Variable remuneration | Other benefits | Pension cost | Total       |
|--------------------------------------|------------------------|-----------------------|----------------|--------------|-------------|
| Ivar Verner, Chairman of the Board   | 0.3                    | –                     | –              | –            | 0.3         |
| Thord Wilkne, Board Member           | 0.1                    | –                     | –              | –            | 0.1         |
| Lauri Valkonen, Board Member         | 0.1                    | –                     | –              | –            | 0.1         |
| Jan Samuelsson, Board Member         | 0.1                    | –                     | –              | –            | 0.1         |
| Åsa Söderström Jerring, Board Member | 0.2                    | –                     | –              | –            | 0.2         |
| Åsa Landén Ericsson, Board Member    | 0.1                    | –                     | –              | –            | 0.1         |
| Anders Jonsson, Board Member         | 0.1                    | –                     | –              | –            | 0.1         |
| President                            | 1.2                    | 0.3                   | 0.6            | 0.4          | 2.5         |
| Other senior executives (x 7)        | 6.9                    | 0.8                   | 0.3            | 2.6          | 10.6        |
|                                      | <b>9.1</b>             | <b>1.1</b>            | <b>0.9</b>     | <b>3.0</b>   | <b>14.1</b> |

## NOTE 8 AUDITOR'S FEES

|  | 2012       | 2011       |
|--|------------|------------|
| <b>PwC</b>   |            |            |
| Audit fees   | 0.9        | 0.8        |
| Fees for auditing work in addition to the audit assignment | 0.1        | 0.3        |
| Fees for tax advice  | 0.1        | 0.2        |
| Fees for other assignments                                 | 0.5        | 0.9        |
| <b>Other audit firms</b>                                   |            |            |
| Audit fees   | 0.1        | 0.0        |
| Fees for other assignments                                 | 0.1        | –          |
| <b>Total</b>   | <b>1.8</b> | <b>2.2</b> |

Audit assignments refer to the reviewing of the annual report, the accounts and the administration by the Board and President. Auditing assignments also include tasks which the company's auditors are required to perform or advise on and to other contributions resulting from observations made during this auditing work or while carrying out these assignments. PwC has been elected as the principal auditor since the Annual General Meeting of 2007.

## NOTE 9 SOFTWARE DEVELOPMENT EXPENDITURE CARRIED FORWARD

|  | 2012        | 2011        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 7.2         | 4.5         |
| Reclassification                                       | –           | 0.5         |
| Software developed in-house over the year              | 0.4         | 2.2         |
| Sales/disposals  | -0.5        | –           |
| <b>Accumulated acquisition values, closing balance</b> | <b>7.1</b>  | <b>7.2</b>  |
| Opening depreciations                                  | -2.0        | -0.7        |
| Reclassification                                       | –           | -0.5        |
| Depreciations for the year                             | -1.0        | -0.8        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-3.0</b> | <b>-2.0</b> |
| <b>Residual value, closing balance</b>                 | <b>4.1</b>  | <b>5.2</b>  |

## NOTE 10 SOFTWARE

|  | 2012         | 2011         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 20.6         | 21.3         |
| Translation difference                                 | -0.5         | -0.1         |
| Purchases  | 4.6          | 1.0          |
| Sales/disposals  | -6.3         | -1.6         |
| <b>Accumulated acquisition values, closing balance</b> | <b>18.4</b>  | <b>20.6</b>  |
| Opening depreciations                                  | -18.1        | -18.0        |
| Translation difference                                 | 0.3          | 0.1          |
| Sales/disposals  | 6.3          | 1.1          |
| Depreciations for the year                             | -1.5         | -1.3         |
| <b>Accumulated depreciation, closing balance</b>       | <b>-13.0</b> | <b>-18.1</b> |
| <b>Residual value, closing balance</b>                 | <b>5.4</b>   | <b>2.5</b>   |

### Of which equipment financed by financial leasing:

|   |            |            |
|---|------------|------------|
| Accumulated acquisition values, closing balance | 2.1        | 0.0        |
| Accumulated depreciation, closing balance       | -0.5       | 0.0        |
| <b>Residual value, closing balance</b>          | <b>1.6</b> | <b>0.0</b> |

## NOTE 11 CUSTOMER VALUE

|  | 2012         | 2011         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 42.7         | 41.7         |
| Translation difference                                 | -0.4         | -0.3         |
| Acquisitions   | 5.1          | 1.3          |
| <b>Accumulated acquisition values, closing balance</b> | <b>47.4</b>  | <b>42.7</b>  |
| Opening depreciations                                  | -11.7        | -7.9         |
| Translation difference                                 | -0.2         | -0.0         |
| Depreciations for the year                             | -4.4         | -3.8         |
| <b>Accumulated depreciation, closing balance</b>       | <b>-16.3</b> | <b>-11.7</b> |
| <b>Residual value, closing balance</b>                 | <b>31.1</b>  | <b>31.0</b>  |

This year's acquisition of customer values is attributable to the acquisition of H.T. Industrial Consultants AB, Hekab, Enerplan Oy and the acquisition of assets and liabilities from parts of Ramböll's Finnish operations. The acquisition analyses identified fair values for the acquired net assets. The remainder of the purchase prices is attributable to acquired separable customer values as well as goodwill. Customer value is written off over a period of 10 years.

#### NOTE 12 GOODWILL

|  | 2012         | 2011         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 170.0        | 165.5        |
| Translation difference                                 | -2.4         | -0.4         |
| Acquisitions   | 13.0         | 4.9          |
| <b>Accumulated acquisition values, closing balance</b> | <b>180.6</b> | <b>170.0</b> |
| Opening impairments                                    | 0.0          | -0.1         |
| Translation difference                                 | -            | 0.1          |
| Impairments for the year <sup>1)</sup>                 | -0.9         | -            |
| <b>Accumulated impairment, closing balance</b>         | <b>-0.9</b>  | <b>0.0</b>   |
| <b>Residual value, closing balance</b>                 | <b>179.7</b> | <b>170.0</b> |

1) Impairments for the year refer to discontinued operations in Estonia.

#### IMPAIRMENT TESTS FOR CASH-GENERATING UNITS WITH GOODWILL

The Group's goodwill is acquired and lies within the operating segments Sweden and Finland. These values are tested on an ongoing basis, and the calculations are based on five-year forecasts in which previous experiences of operations and external information sources are taken into account. Testing has taken place with changes in the variables deemed to be of most importance to operations. These are:

##### 1) Revenue growth

Revenue growth is based on forecasts for the development of the company and the industry over the next few years, along with the development of the hourly rate. Growth of 3 per cent has been assumed for the initial five-year period and thereafter continuous growth of 2 per cent.

##### 2) Operating margin

The operating margin is mainly influenced by income and the company's costs. These are assumed to rise in line with inflation along with a certain increase in real salaries. In the calculation of value-in-use, an assumption of a 3 per cent annual increase in expenses has been applied.

##### 3) Pre-tax discount factor (WACC)

The pre-tax discount factor is calculated as 15 (15) per cent for Rejlers Sweden and 16 (17) per cent for Rejlers Finland, with a total of 16 (16) per cent for the Group.

| SEK million     | Book value   |              | Value-in-use |              |
|-----------------|--------------|--------------|--------------|--------------|
|                 | 2012         | 2011         | 2012         | 2011         |
| Rejlers Sweden  | 122.1        | 122.3        | 787.8        | 458.3        |
| Rejlers Finland | 57.6         | 47.7         | 197.7        | 133.4        |
| <b>Total</b>    | <b>179.7</b> | <b>170.0</b> | <b>985.5</b> | <b>591.7</b> |

The table below shows the sensitivity to changes of one percentage point in the assumed values.

| Sensitivity Analysis                | Growth in revenue |        | Operating margin |        | WACC after tax |        |
|-------------------------------------|-------------------|--------|------------------|--------|----------------|--------|
|                                     | 2012              | 2011   | 2012             | 2011   | 2012           | 2011   |
| Rejlers Sweden                      | 3.0%              | 3.0%   | 8.0%             | 8.0%   | 11.0%          | 11.0%  |
| Change in value, SEK million +/- 1% | +/- 25            | +/- 14 | +/- 89           | +/- 52 | +/- 69         | +/- 17 |
| Rejlers Finland                     | 3.0%              | 3.0%   | 8.0%             | 8.0%   | 13.0%          | 12.0%  |
| Change in value, SEK million +/- 1% | +/- 6             | +/- 4  | +/- 22           | +/- 15 | +/- 17         | +/- 4  |

The conclusion of the test is that there is no need for any further impairment.

#### NOTE 13 EQUIPMENT, TOOLS AND INSTALLATIONS

|  | 2012         | 2011         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 81.0         | 85.8         |
| Translation difference                                 | 0.6          | -0.1         |
| Purchases  | 16.5         | 16.6         |
| Sales/disposals  | -5.9         | -21.3        |
| <b>Accumulated acquisition values, closing balance</b> | <b>92.2</b>  | <b>81.0</b>  |
| Opening depreciations                                  | -53.7        | -57.1        |
| Translation difference                                 | -0.6         | -0.3         |
| Sales/disposals  | 3.7          | 13.9         |
| Depreciations for the year                             | -11.7        | -10.2        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-62.3</b> | <b>-53.7</b> |
| <b>Residual value, closing balance</b>                 | <b>29.9</b>  | <b>27.3</b>  |

Of which equipment financed by financial leasing:

|   |       |       |
|---|-------|-------|
| Accumulated acquisition values, closing balance | 30.0  | 26.2  |
| Accumulated depreciation, closing balance       | -14.7 | -10.2 |
| Residual value, closing balance                 | 15.3  | 16.0  |

#### NOTE 14 ASSOCIATES

During 2012, Mirakelbolaget HB was liquidated and distributed to the shareholders. The acquisitions are recognised at the shareholders' proportional share of the acquired companies' net assets.

| Corp. reg. no.                      | Reg. office | Business operations | Share of equity      |      | Group share in profit for the year |      |     |
|-------------------------------------|-------------|---------------------|----------------------|------|------------------------------------|------|-----|
|                                     |             |                     | 2012                 | 2011 | 2012                               | 2011 |     |
| Mirakelbolaget HB                   | 916411-2725 | Växjö               | Software development | -    | 50%                                | -    | 0.5 |
| Mirakelbolaget AB                   | 556835-4350 | Stockholm           | Software development | 50%  | 50%                                | 0.2  | 0.1 |
| Rejlers Consulting AS <sup>1)</sup> | 979.982.747 | Kristiansand        | Consulting           | 49%  | 49%                                | -0.3 | 0.6 |

#### Participations in associates

|                                | 2012        | 2011        |
|--------------------------------|-------------|-------------|
| Opening carrying amount        | 39.4        | 1.6         |
| Share in profits of associates | -0.1        | 1.2         |
| Acquisition of associates      | -           | 35.9        |
| Withdrawals from associates    | -1.1        | -           |
| Exchange rate conversion       | -1.1        | 0.7         |
| <b>Closing carrying amount</b> | <b>37.1</b> | <b>39.4</b> |

#### Summary of associates' financial information

|                                     | Income |       | Profit for the year |      | Assets |       | Liabilities |       |
|-------------------------------------|--------|-------|---------------------|------|--------|-------|-------------|-------|
|                                     | 2012   | 2011  | 2012                | 2011 | 2012   | 2011  | 2012        | 2011  |
| Mirakelbolaget AB                   | 7.9    | 1.7   | 0.3                 | 0.0  | 5.2    | 4.2   | 4.0         | 3.5   |
| Rejlers Consulting AS <sup>1)</sup> | 129.4  | 114.4 | 0.7                 | -0.5 | 122.0  | 127.0 | 76.1        | 107.5 |

1) Rejlers Consulting AS has changed its name from Nettkonsult AS and is the Parent Company of a Group which includes the wholly owned subsidiaries Rejlers Elsikkerhet AS, Rejlers Services AS and Rejlers Elprosjektering AS.

#### NOTE 15 FINANCIAL INCOME

|                        | 2012       | 2011       |
|------------------------|------------|------------|
| Interest               | 0.5        | 1.1        |
| Exchange rate gains    | 1.7        | 1.3        |
| Other financial income | 0.0        | 0.0        |
| <b>Total</b>           | <b>2.2</b> | <b>2.4</b> |

#### NOTE 16 FINANCIAL COSTS

|                                   | 2012        | 2011        |
|-----------------------------------|-------------|-------------|
| Interest                          | -2.6        | -2.1        |
| Interest rates, financial leasing | -0.6        | -0.6        |
| Exchange rate losses              | -2.4        | -2.4        |
| Other financial expenses          | 0.0         | 0.0         |
| <b>Total</b>                      | <b>-5.6</b> | <b>-5.1</b> |

## NOTE 17 TAX ON PROFITS FOR THE YEAR

|  | 2012        | 2011        |
|--|-------------|-------------|
| <b>The following items are included in the tax cost:</b> |             |             |
| Taxation on profit/loss for the year                     | 15.9        | 29.4        |
| Deferred tax   | 1.4         | 3.8         |
| Adjustment previous year                                 | 0.2         | 0.0         |
| <b>Total</b>   | <b>17.5</b> | <b>33.2</b> |
| <b>Profit/loss before tax</b>                            | <b>76.0</b> | <b>97.6</b> |
| Tax as per current tax rate                              | 20.0        | 25.7        |
| Effect of foreign tax rates                              | -0.3        | -0.3        |
| Effect of non-deductible expenses                        | 3.1         | 8.0         |
| Effect of non-taxable income                             | -5.6        | -0.2        |
| Utilisation of deductions for losses                     | 0.0         | -0.3        |
| Effect of changed tax rates                              | -0.6        | 0.2         |
| Adjustment previous year                                 | 0.9         | 0.1         |
| <b>Reported tax</b>                                      | <b>17.5</b> | <b>33.2</b> |

## The changes to deferred tax liabilities and receivables are listed below:

| Deferred tax liabilities               | Untaxed reserves | Customer value | Other      | Total       |
|--|------------------|----------------|------------|-------------|
| As at 01/01/2012                       | 24.9             | 4.1            | 6.0        | 35.0        |
| Recognised in the income statement     | -1.8             | 1.9            | -1.5       | -1.4        |
| Recognised directly in equity          | 3.7              | -              | -1.0       | 2.7         |
| Increase through business combinations | -                | 1.1            | -          | 1.1         |
| <b>As at 31/12/2012</b>                | <b>26.8</b>      | <b>7.1</b>     | <b>3.5</b> | <b>37.4</b> |

| Deferred tax liabilities                                    | Untaxed reserves | Customer value | Other      | Total       |
|---|------------------|----------------|------------|-------------|
| As of 01/01/2011  | 20.4             | 2.5            | 6.0        | 28.9        |
| Recognised in the income statement                          | 4.5              | 0.4            | -          | 4.9         |
| Recognised in statement of total other comprehensive income | -                | 0.8            | -          | 0.8         |
| Increase through business combinations                      | -                | 0.4            | -          | 0.4         |
| <b>As of 31/12/2011</b>                                     | <b>24.9</b>      | <b>4.1</b>     | <b>6.0</b> | <b>35.0</b> |

| Deferred tax receivables           | Tax losses | Provisions | Other      | Total      |
|------------------------------------|------------|------------|------------|------------|
| As at 01/01/2012                   | 0.4        | 0.5        | 0.3        | 1.2        |
| Recognised in the income statement | -0.4       | 0.4        | -0.3       | -0.3       |
| <b>As at 31/12/2012</b>            | <b>0.0</b> | <b>0.9</b> | <b>0.0</b> | <b>0.9</b> |

| Deferred tax receivables           | Tax losses | Provisions | Other      | Total      |
|------------------------------------|------------|------------|------------|------------|
| As of 01/01/2011                   | 0.0        | 0.0        | 0.0        | 0.0        |
| Recognised directly in equity      | 0.1        | -          | -          | 0.1        |
| Recognised in the income statement | 0.3        | 0.5        | 0.3        | 1.1        |
| <b>As of 31/12/2011</b>            | <b>0.4</b> | <b>0.5</b> | <b>0.3</b> | <b>1.2</b> |

## The gross change in deferred taxes is as follows:

|  | 2012        | 2011        |
|--|-------------|-------------|
| Opening balance                        | 33.8        | 28.9        |
| Increase through business combinations | 1.1         | 0.4         |
| Recognition in the income statement    | -1.1        | 3.8         |
| Tax recognised in equity               | 2.7         | 0.7         |
| <b>Closing balance</b>                 | <b>36.5</b> | <b>33.8</b> |

## NOTE 18 EARNINGS PER SHARE

|  | 2012        | 2011        |
|--|-------------|-------------|
| Profit attributable to Parent Company shareholders | 58.5        | 64.3        |
| Average number of shares                           | 11,321,721  | 11,321,721  |
| <b>Basic earnings per share (SEK per share)</b>    | <b>5.17</b> | <b>5.68</b> |
| <b>Diluted earnings per share (SEK per share)</b>  | <b>5.17</b> | <b>5.68</b> |

There is no options programme or other similar scheme and hence there are no dilution effects.

## NOTE 19 LONG-TERM HOLDINGS OF SECURITIES

|  | 2012       | 2011       |
|--|------------|------------|
| Acquisition values, opening balance                    | 0.8        | 0.9        |
| Purchases for the year                                 | 0.0        | -          |
| Sales for the year                                     | -          | -0.1       |
| Translation difference                                 | 0.0        | 0.0        |
| <b>Accumulated acquisition values, closing balance</b> | <b>0.8</b> | <b>0.8</b> |

## NOTE 20 OTHER NON-CURRENT RECEIVABLES

|              | 2012       | 2011       |
|--------------|------------|------------|
| Deposits     | 0.6        | 0.6        |
| <b>Total</b> | <b>0.6</b> | <b>0.6</b> |

## NOTE 21 TRADE RECEIVABLES

|   | 2012         | 2011         |
|---|--------------|--------------|
| Trade receivables                           | 263.6        | 211.4        |
| Reservation for uncertain trade receivables | -1.1         | -0.4         |
| <b>Total</b>                                | <b>262.5</b> | <b>211.0</b> |

| Maturity analysis   | 2012         | 2011         |
|---------------------|--------------|--------------|
| Receivables not due | 220.1        | 191.3        |
| Due in <30 days     | 25.2         | 14.4         |
| Due in 30-90 days   | 10.5         | 2.9          |
| Due in >90 days     | 7.8          | 2.8          |
| <b>Total</b>        | <b>263.6</b> | <b>211.4</b> |

| Provisions for uncertain trade receivables | 2012        | 2011        |
|--|-------------|-------------|
| Provisions at the start of the year        | -0.4        | -0.2        |
| Provisions during the year                 | -1.0        | -0.4        |
| Confirmed losses                           | 0.3         | 0.2         |
| <b>Provisions at the end of the year</b>   | <b>-1.1</b> | <b>-0.4</b> |

The individually assessed receivables where there is a need for impairment primarily pertain to some customers who have ended up in a difficult financial position. An assessment has been made that some of the receivables can be expected to be recovered. There are no provisions for other asset classes. Nor are there any other receivables or payables overdue.

## NOTE 22 PREPAID COSTS AND ACCRUED INCOME

|                      | 2012        | 2011        |
|----------------------|-------------|-------------|
| Prepaid rents        | 7.4         | 5.5         |
| Accrued leasing fees | 1.3         | 0.9         |
| Accrued income       | 69.6        | 71.6        |
| Other items          | 10.8        | 7.2         |
| <b>Total</b>         | <b>89.1</b> | <b>85.2</b> |

## NOTE 23 OPERATIONAL LEASING

Operational leasing includes hire agreements relating to computer equipment and photocopiers as well as rental of premises. No agreements fall due for payment later than five years. Future payments will fall due for payment as shown below.

|                            | 2012        | 2011        |
|----------------------------|-------------|-------------|
| Within one year            | 31.3        | 27.8        |
| Between one and five years | 65.1        | 44.7        |
| More than five years       | 1.1         | 5.3         |
| <b>Total</b>               | <b>97.5</b> | <b>77.8</b> |

During the period, leasing fees have been expensed in the amount of SEK 48.2 million (8.1).

**NOTE 24 LIABILITIES TO CREDIT INSTITUTIONS**

| Long-term         | 2012        | 2011        |
|-------------------|-------------|-------------|
| Bank loans        | 53.9        | 67.3        |
| Financial leasing | 11.0        | 11.9        |
| <b>Total</b>      | <b>64.9</b> | <b>79.2</b> |

| Short-term        | 2012        | 2011        |
|-------------------|-------------|-------------|
| Bank loans        | 25.8        | 21.3        |
| Financial leasing | 5.9         | 4.2         |
| <b>Total</b>      | <b>31.7</b> | <b>25.5</b> |

The Group has an overdraft facility of up to around SEK 44 million (15).  
The company has no liabilities due for payment later than five years.

| Maturity analysis, liabilities to credit institutions | 2012 | 2011 |
|---|------|------|
| Within one year                                       | 33.7 | 31.7 |
| 1–2 years   | 34.3 | 24.8 |
| 2–3 years   | 23.0 | 24.0 |
| 3–4 years   | 10.1 | 21.8 |
| 4–5 years   | –    | 14.4 |

Financial leasing liabilities mainly include cars leased for three years.  
No agreements fall due for payment later than five years.

**Conditions and repayment dates**

|                 | Loan amount in currency | Recognised amount | Interest rate, % | Year of payment of balance |
|-----------------|-------------------------|-------------------|------------------|----------------------------|
| Bank loans, SEK | 16.9                    | 16.9              | 2.36             | 2015                       |
| Bank loans, SEK | 6.8                     | 6.8               | 3.22             | 2016                       |
| Bank loans, SEK | 20.0                    | 20.0              | 3.70             | 2016                       |
| Bank loans, NOK | 15.0                    | 15.0              | 3.14             | 2017                       |
| Bank loans, EUR | 0.8                     | 0.8               | 1.93             | 2014                       |
| Bank loans, EUR | 1.4                     | 1.4               | 1.71             | 2015                       |

The following terms apply to the Group's bank loans:

- The equity/assets ratio must not fall below 25 per cent.
- The net debt/equity ratio in relation to EBITDA must not exceed 2.

**NOTE 25 ACCRUED COSTS AND PREPAID INCOME**

|                                       | 2012         | 2011        |
|---------------------------------------|--------------|-------------|
| Accrued salaries                      | 67.5         | 52.4        |
| Accrued social security contributions | 18.8         | 25.4        |
| Annet                                 | 17.4         | 7.7         |
| <b>Total</b>                          | <b>103.7</b> | <b>85.5</b> |

**NOTE 26 COMMITMENTS AND CONTINGENT LIABILITIES**

|   | 2012         | 2011         |
|---|--------------|--------------|
| <b>Bank overdraft</b>                     |              |              |
| Floating charges                          | 44.2         | 39.0         |
| <b>Liabilities to credit institutions</b> |              |              |
| Equipment with financial leasing          | 24.3         | 16.0         |
| Participations in associates              | 36.3         | 35.9         |
| Participation in subsidiaries             | 148.6        | 171.3        |
| <b>Other contingent liabilities</b>       |              |              |
| Hire responsibilities                     | 10.6         | 3.9          |
| <b>Total</b>                              | <b>264.0</b> | <b>266.1</b> |

**NOTE 27 OPERATING ACQUISITIONS**

During 2012, the Group acquired all the shares in H.T. Industrial Consultants AB, Hekab and Enerplan Oy, as well as the remaining 20 per cent of Lausamo Project in Russia. The assets and liabilities of part of Ramböll's operations in Finland were also acquired.

| Acquisitions 2012              | Date       | Share of trans. | Share after | Purchase price |
|--------------------------------|------------|-----------------|-------------|----------------|
| Hekab                          | 01/01/2012 | 100             | 100         | 0.2            |
| Part of Ramböll Finland        | 01/02/2012 | –               | –           | 14.1           |
| H.T. Industrial Consultants AB | 01/05/2012 | 100             | 100         | 1.7            |
| Lausamo Project                | 30/11/2012 | 20              | 100         | 0.5            |
| Enerplan Oy                    | 30/11/2012 | 100             | 100         | 3.1            |
| <b>Total</b>                   |            |                 |             | <b>19.6</b>    |

| Acquisitions 2011 | Date       | Share of trans. | Share after | Purchase price |
|-------------------|------------|-----------------|-------------|----------------|
| Lausamo Oy        | 30/04/2011 | 45              | 100         | 13.1           |
| Nitek             | 30/09/2011 | 100             | 100         | 5.0            |
| <b>Total</b>      |            |                 |             | <b>18.1</b>    |

**Contribution of the acquired operations to revenue and profit/loss**

|  | 2012 | 2011 |
|--|------|------|
| Contribution to revenue in the year's accounts   | 48.0 | 35.0 |
| Contribution to revenue, where the operations have been owned for the entire year          | 56.7 | 45.0 |
| Contribution to operating profit in the year's accounts                                    | 5.7  | 3.0  |
| Contribution to operating profit, where the operations have been owned for the entire year | 7.3  | 5.0  |

**Total net assets of operations acquired at the time of acquisition**

|   | 2012        | 2011        |
|---|-------------|-------------|
| Property, plant and equipment                   | 0.1         | 0.0         |
| Current Assets                                  | 1.3         | 0.2         |
| Cash and cash equivalents                       | 3.2         | 0.0         |
| Other current liabilities                       | -2.5        | -0.2        |
| <b>Net identifiable assets and liabilities</b>  | <b>2.1</b>  | <b>0.0</b>  |
| Goodwill  | 13.1        | 4.0         |
| Customer value                                  | 5.2         | 1.3         |
| Deferred tax on intangible assets               | -1.3        | -0.3        |
| Acquisitions from non-controlling interests     | 0.5         | 13.1        |
| <b>Purchase price</b>                           | <b>19.6</b> | <b>18.1</b> |
| Cash and cash equivalents in acquired companies | -3.1        | 0.0         |
| <b>Decrease in cash and cash equivalents</b>    | <b>16.5</b> | <b>18.1</b> |

The surplus value is distributed between customer value and goodwill. During 2012, the surplus value has been distributed as follows: customer value SEK 5.2 million (1.3) and goodwill SEK 13.1 million (4.0). The goodwill value, which is not tax-deductible, includes the technical competence of staff, as well as acquired customer relationships that are not separable, along with 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 have been booked as other external costs when they were incurred. The total of these sums amounts to SEK 0 (0).

During 2012, the remaining shares in Lausamo Project in Russia were acquired from non-controlling interests for SEK 0.5 million. During 2011, the remaining 45 per cent of Lausamo Oy was acquired for SEK 13.1 million as an incremental acquisition. Revaluation resulted in a loss of SEK 0.1 million.

#### NOTE 28 FINANCIAL INSTRUMENTS BY CATEGORY

The fair value and carrying amount are recognised in the balance sheet below:

| 2012                                     | Financial non-current assets valued at fair value via the income statement        | Loans outstanding and trade receivables        | Other financial liabilities        | Total carrying amount        | Fair value        |
|--|---|--|------------------------------------|------------------------------|-------------------|
| Financial investments                    | 0.8   | –  | –                                  | 0.8                          | 0.8               |
| Non-current receivables                  | –   | 0.6  | –                                  | 0.6                          | 0.6               |
| Trade receivables                        | –   | 262.5  | –                                  | 262.5                        | 262.5             |
| Other current receivables                | –   | 14.2   | –                                  | 14.2                         | 14.2              |
| Cash and cash equivalents                | –   | 38.7   | –                                  | 38.7                         | 38.7              |
| <b>Total</b>                             | <b>0.8</b>  | <b>316.0</b>                                   | <b>–</b>                           | <b>316.8</b>                 | <b>316.8</b>      |
| Non-current interest-bearing liabilities | –   | –  | 64.9                               | 64.9                         | 64.9              |
| Other non-current liabilities            | –   | –  | 3.1                                | 3.1                          | 3.1               |
| Current interest-bearing liabilities     | –   | –  | 31.7                               | 31.7                         | 31.7              |
| Other current liabilities                | –   | –  | 72.3                               | 72.3                         | 72.3              |
| Accounts payable                         | –   | –  | 53.6                               | 53.6                         | 53.6              |
| <b>Total</b>                             | <b>–</b>  | <b>–</b>                                       | <b>225.6</b>                       | <b>225.6</b>                 | <b>225.6</b>      |
| <b>2011</b>                              | <b>Financial non-current assets valued at fair value via the income statement</b> | <b>Loans outstanding and trade receivables</b> | <b>Other financial liabilities</b> | <b>Total carrying amount</b> | <b>Fair value</b> |
| Financial investments                    | 0.8   | –  | –                                  | 0.8                          | 0.8               |
| Non-current receivables                  | –   | 0.6  | –                                  | 0.6                          | 0.6               |
| Trade receivables                        | –   | 211.0  | –                                  | 211.0                        | 211.0             |
| Other current receivables                | –   | 16.2   | –                                  | 16.2                         | 16.2              |
| Cash and cash equivalents                | –   | 48.8   | –                                  | 48.8                         | 48.8              |
| <b>Total</b>                             | <b>0.8</b>  | <b>276.6</b>                                   | <b>–</b>                           | <b>277.4</b>                 | <b>277.4</b>      |
| Non-current interest-bearing liabilities | –   | –  | 79.2                               | 79.2                         | 79.2              |
| Current interest-bearing liabilities     | –   | –  | 25.5                               | 25.5                         | 25.5              |
| Other current liabilities                | –   | –  | 69.2                               | 69.2                         | 69.2              |
| Accounts payable                         | –   | –  | 34.6                               | 34.6                         | 34.6              |
| <b>Total</b>                             | <b>–</b>  | <b>–</b>                                       | <b>208.5</b>                       | <b>208.5</b>                 | <b>208.5</b>      |

#### NOTE 29 TRANSACTIONS WITH RELATED PARTIES

Rejlers has identified the Rejler family, which holds 61 per cent of the votes, and associates as related parties.

Purchases and sales between both Group companies and related parties take place on market terms.

#### Summary of transactions with related parties

|               | Sales to related parties |      | Receivables from related parties |      |
|---------------|--------------------------|------|----------------------------------|------|
|               | 2012                     | 2011 | 2012                             | 2011 |
| Associates    | 0.3                      | –    | 0.3                              | –    |
| Rejler family | –                        | 0.2  | –                                | –    |

#### INCOME STATEMENT – PARENT COMPANY

| Amounts in SEK million  | Note    | 2012         | 2011         |
|---|---------|--------------|--------------|
| <b>Operating income</b>   |         |              |              |
| Net revenue   | B, C    | 18.0         | 15.5         |
| Capitalised production costs  |         | –            | 1.2          |
| <b>Total operating income</b>   |         | <b>18.0</b>  | <b>16.7</b>  |
| <b>Operating costs</b>  |         |              |              |
| Other external expenses   | C, D    | -14.9        | -15.8        |
| Personnel costs   |         | -36.3        | -16.4        |
| Depreciation, amortisation and impairment losses of property, plant and equipment and intangible non-current assets | K, L, M | -0.7         | -0.4         |
| Profit/loss from shares in associates   |         | 0.0          | 1.5          |
| <b>Operating profit/loss</b>  |         | <b>-33.9</b> | <b>-14.4</b> |
| <b>Profit/loss from financial items</b>   |         |              |              |
| Share in profits, Group companies   | F       | 70.8         | 37.3         |
| Other interest income and similar profit/loss items   | G       | 2.0          | 1.3          |
| Interest expenses and similar profit items  | H       | -5.3         | -4.7         |
| <b>Profit/loss after financial items</b>  |         | <b>33.6</b>  | <b>19.5</b>  |
| Balance sheet appropriations  | I       | -2.0         | 0.7          |
| Taxation on profit/loss for the year  | J       | -3.5         | -1.0         |
| <b>PROFIT FOR THE YEAR</b>  |         | <b>28.1</b>  | <b>19.2</b>  |

#### STATEMENT OF COMPREHENSIVE INCOME – PARENT COMPANY

| Amounts in SEK million                   | Note | 2012        | 2011        |
|--|------|-------------|-------------|
| Profit for the year                      |      | 28.1        | 19.2        |
| <b>Comprehensive income for the year</b> |      | <b>28.1</b> | <b>19.2</b> |

**BALANCE SHEET – PARENT COMPANY**

| Amounts in SEK million                               | Note | 2012         | 2011         | Amounts in SEK million                            | Note | 2012         | 2011         |
|--|------|--------------|--------------|---|------|--------------|--------------|
| <b>ASSETS</b>  |      |              |              | <b>EQUITY</b>                                     |      |              |              |
| <b>NON-CURRENT ASSETS</b>                            |      |              |              | <b>Restricted equity</b>                          |      |              |              |
| <b>Intangible non-current assets</b>                 |      |              |              | Share capital                                     |      | 22.6         | 22.6         |
| Expenditure for software development brought forward | K    | 2.8          | 3.5          | Restricted reserves                               |      | 29.6         | 29.6         |
| <b>Total intangible non-current assets</b>           |      | <b>2.8</b>   | <b>3.5</b>   | <b>Total restricted equity</b>                    |      | <b>52.2</b>  | <b>52.2</b>  |
| <b>Property, plant and equipment</b>                 |      |              |              | <b>Unrestricted equity</b>                        |      |              |              |
| Equipment, tools and installations                   | M    | 0.0          | 0.0          | Profit brought forward                            |      | 29.3         | 44.1         |
| <b>Total property, plant and equipment</b>           |      | <b>0.0</b>   | <b>0.0</b>   | Profit for the year                               |      | 28.1         | 19.2         |
| <b>Financial non-current assets</b>                  |      |              |              | <b>Total non-restricted equity</b>                |      | <b>57.4</b>  | <b>63.3</b>  |
| Participations in associates                         | N    | 37.9         | 39.0         | <b>Total equity</b>                               |      | <b>109.6</b> | <b>115.5</b> |
| Shares in Group companies                            | O    | 162.5        | 170.7        | Untaxed reserves                                  | Q    | 19.6         | 17.6         |
| <b>Total financial non-current assets</b>            |      | <b>200.4</b> | <b>209.7</b> | <b>LIABILITIES</b>                                |      |              |              |
| Deferred tax receivables                             |      | 0.0          | –            | <b>Non-current liabilities</b>                    |      |              |              |
| <b>Total non-current assets</b>                      |      | <b>203.2</b> | <b>213.2</b> | Liabilities to credit institutions                |      | 43.7         | 60.6         |
| <b>CURRENT ASSETS</b>                                |      |              |              | <b>Total non-current liabilities</b>              |      | <b>43.7</b>  | <b>60.6</b>  |
| <b>Current receivables</b>                           |      |              |              | <b>Current liabilities</b>                        |      |              |              |
| Trade receivables                                    |      | 0.2          | –            | Trade payables                                    |      | 12.0         | 2.0          |
| Receivables from Group companies                     |      | –            | 3.1          | Liabilities of Group companies                    |      | 12.1         | 28.1         |
| Current tax receivables                              |      | 2.3          | 4.0          | Liabilities to credit institutions                |      | 17.4         | 16.8         |
| Other receivables                                    |      | 6.4          | 0.9          | Other liabilities                                 |      | 1.5          | 0.5          |
| Prepaid costs and accrued income                     | P    | 0.7          | 0.4          | Accrued costs and prepaid income                  | R    | 6.9          | 5.3          |
| <b>Total current receivables</b>                     |      | <b>9.6</b>   | <b>8.4</b>   | <b>Total current liabilities</b>                  |      | <b>49.9</b>  | <b>52.7</b>  |
| Cash and bank  |      | 10.0         | 24.8         | <b>Total liabilities</b>                          |      | <b>93.6</b>  | <b>113.3</b> |
| <b>Total current assets</b>                          |      | <b>19.6</b>  | <b>33.2</b>  | <b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b> |      | <b>222.8</b> | <b>246.4</b> |
| <b>TOTAL ASSETS</b>                                  |      | <b>222.8</b> | <b>246.4</b> | <b>OFF-BALANCE SHEET ITEMS</b>                    |      |              |              |
|  |      |              |              | Amounts in SEK million                            | Note | 2012         | 2011         |
|  |      |              |              | Pledged assets and contingent liabilities         | S    | 135.7        | 63.6         |

**CHANGES IN EQUITY – PARENT COMPANY**

| Amounts in SEK million                | Restricted equity |             | Unrestricted equity |   | Total equity |
|---------------------------------------|-------------------|-------------|---------------------|---|--------------|
|                                       | Share capital     | Reserves    | Premium fund        | Retained earnings and the profit for the year |              |
| Opening balance, 01/01/2011           | 22.6              | 29.6        | 33.2                | 30.7  | 116.1        |
| Profit for the year                   | –                 | –           | –                   | 19.2  | 19.2         |
| <b>Transactions with shareholders</b> |                   |             |                     |   |              |
| Dividend in respect of 2010           | –                 | –           | –                   | -19.8   | -19.8        |
| <b>Closing balance, 31/12/2011</b>    | <b>22.6</b>       | <b>29.6</b> | <b>33.2</b>         | <b>30.1</b>                                   | <b>115.5</b> |
| Opening balance, 01/01/2012           | 22.6              | 29.6        | 33.2                | 30.1  | 115.5        |
| Profit for the year                   | –                 | –           | –                   | 28.1  | 28.1         |
| <b>Transactions with shareholders</b> |                   |             |                     |   |              |
| Dividend in respect of 2011           | –                 | –           | –                   | -34.0   | -34.0        |
| <b>Closing balance, 31/12/2012</b>    | <b>22.6</b>       | <b>29.6</b> | <b>33.2</b>         | <b>24.2</b>                                   | <b>109.6</b> |

**CASH FLOW – PARENT COMPANY**

| Amounts in SEK million  | Note | 2012         | 2011        |
|---|------|--------------|-------------|
| <b>Funds provided</b>   |      |              |             |
| <b>Cash flow from the operating activities</b>  |      |              |             |
| Operating profit/loss   |      | -33.9        | -14.4       |
| <b>Adjustment for items not included in cash flow</b>                                   |      |              |             |
| Impairments on non-current assets   |      | 0.7          | 0.4         |
| Profit/loss from shares in associates   |      | 0.0          | -1.5        |
| Capital gains on the liquidation of subsidiaries  |      | -2.8         | -           |
| <b>Total, items not affecting cash flow</b>   |      | <b>-2.1</b>  | <b>-1.1</b> |
| Dividends from Group companies  |      | 18.4         | 17.3        |
| Interest received   |      | 0.4          | 0.2         |
| Paid interest   |      | -3.0         | -2.5        |
| Tax paid  |      | -1.9         | -6.2        |
| <b>Cash flow from the year's operating activities before changes in working capital</b> |      | <b>-21.1</b> | <b>-6.7</b> |
| <b>Change in working capital</b>  |      |              |             |
| Increase/decrease in current receivables  |      | -1.4         | 31.2        |
| Increase/decrease in accounts payable   |      | 10.0         | -0.8        |
| Increase/decrease in other current liabilities  |      | -15.6        | 12.1        |
| <b>Cash flow from operating activities</b>  |      | <b>-29.1</b> | <b>35.8</b> |

| Investing activities                                   | Note | 2012         | 2011         |
|--|------|--------------|--------------|
| Acquisition of subsidiaries                            |      | -            | -1.7         |
| Acquisition of associates                              |      | -            | -36.0        |
| Withdrawals from associates                            |      | 1.1          | -            |
| Funds received on the liquidation of subsidiaries      |      | 10.1         | -            |
| Acquisition of intangible assets                       |      | -            | -1.2         |
| <b>Cash flow from investment activities</b>            |      | <b>11.2</b>  | <b>-38.9</b> |
| <b>Financing activities</b>                            |      |              |              |
| Loans raised   |      | -            | 35.8         |
| Repayments   |      | -16.3        | -8.1         |
| Group contributions received                           |      | 54.0         | 20.0         |
| Group contributions paid                               |      | -0.6         | -            |
| Paid dividend  |      | -34.0        | -19.8        |
| <b>Cash flow from financing activities</b>             |      | <b>3.1</b>   | <b>27.9</b>  |
| <b>Cash flow for the year</b>                          |      | <b>-14.8</b> | <b>24.8</b>  |
| Cash and cash equivalents at start of year             |      | 24.8         | -            |
| Exchange rate differences in cash and cash equivalents |      | 0.0          | 0.0          |
| <b>Cash and cash equivalents at end of year</b>        |      | <b>10.0</b>  | <b>24.8</b>  |

**NOTES – PARENT COMPANY**

Amounts in SEK million unless otherwise specified.

**NOTE A ACCOUNTING POLICIES**
**ADDITIONAL INFORMATION**

These accounting policies refer to the Parent Company Rejlerkoncernen AB.

The Parent Company has prepared its annual accounts in accordance with the Swedish Annual Accounts Act and RFR2 Accounting for legal entities. Resulting differences from IFRS are reported here.

**TAXES**

In the Parent Company, untaxed reserves are reported inclusive of deferred tax liability. In the consolidated financial statements, untaxed reserves have been divided into deferred tax and equity.

**GROUP CONTRIBUTIONS**

Group contributions paid and received were previously recognised directly in equity with the associated tax effects. From 2011 onwards, Group contributions paid and received will be recognised in the financial items. This new policy has been applied retroactively, and the comparison figures for 2010 have been adjusted.

**LONG-TERM HOLDINGS OF SECURITIES**

Long-term securities holdings are reported at acquisition value.

**PARTICIPATIONS IN ASSOCIATES**

Participations in associates are recognised at acquisition value.

**FINANCIAL GUARANTEES**

The Parent Company applies RFR 2 to the reporting of financial guarantees, which represents a relaxation compared with IAS 39 with regard to financial guarantee contracts issued for the benefit of subsidiaries and associates.

**NOTE B INCOME**

|   | 2012        | 2011        |
|---|-------------|-------------|
| Fees for work performed                             | 15.1        | 0.8         |
| Other income attributable to consultancy operations | 2.9         | 14.7        |
| <b>Total</b>  | <b>18.0</b> | <b>15.5</b> |

**NOTE C PURCHASES AND SALES BETWEEN GROUP COMPANIES**

|  | 2012 | 2011 |
|--|------|------|
| Purchases (in % of Other external costs) | 22%  | 9%   |
| Sales (as % of Total operating income)   | 71%  | 87%  |

**NOTE D AUDITOR'S FEES**

|  | 2012       | 2011       |
|--|------------|------------|
| <b>PwC</b>   |            |            |
| Audit fees   | 0.3        | 0.3        |
| Fees for auditing work in addition to the audit assignment | 0.1        | 0.3        |
| Fees for tax advice  | 0.0        | 0.1        |
| Fees for other assignments                                 | 0.5        | 0.9        |
| <b>Total</b>   | <b>0.9</b> | <b>1.6</b> |

**NOTE E PERSONNEL**

|   | 2012  |     |       | 2011  |     |       |
|---|-------|-----|-------|-------|-----|-------|
|   | Women | Men | Total | Women | Men | Total |
| Full-time employees                       | 5     | 7   | 12    | 2     | 8   | 10    |
| <b>Distribution on balance sheet date</b> |       |     |       |       |     |       |
| Board Members                             | 2     | 8   | 10    | 2     | 8   | 10    |
| President and other senior executives     | 2     | 3   | 5     | 0     | 4   | 4     |

**Salaries, other remuneration, pensions and social security costs 2012**

|                     | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|---------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board and President | 3.6                             | 0.2                   | 1.0                           | 1.1              |
| Other employees     | 9.9                             | 0.5                   | 3.8                           | 2.2              |
| <b>Total</b>        | <b>13.5</b>                     | <b>0.7</b>            | <b>4.8</b>                    | <b>3.3</b>       |

**Salaries, other remuneration, pensions and social security costs 2011**

|                     | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|---------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board and President | 2.4                             | 0.3                   | 0.6                           | 0.4              |
| Other employees     | 5.4                             | -                     | 2.9                           | 2.6              |
| <b>Total</b>        | <b>7.8</b>                      | <b>0.3</b>            | <b>3.5</b>                    | <b>3.0</b>       |

## NOTE F SHARE OF EARNINGS GROUP COMPANIES

|                                      | 2012        | 2011        |
|--------------------------------------|-------------|-------------|
| Dividend                             | 18.4        | 17.3        |
| Impairment of shares in subsidiaries | -1.0        | -           |
| Group contributions                  | 53.4        | 20.0        |
| <b>Total</b>                         | <b>70.8</b> | <b>37.3</b> |

## NOTE G OTHER INTEREST INCOME AND SIMILAR PROFIT ITEMS

|                          | 2012       | 2011       |
|--------------------------|------------|------------|
| Exchange rate gains      | 1.6        | 1.1        |
| Interest rates, external | -          | 0.1        |
| Interest, internal       | 0.4        | 0.1        |
| <b>Total</b>             | <b>2.0</b> | <b>1.3</b> |

## NOTE H INTEREST COSTS AND SIMILAR LOSS ITEMS

|                          | 2012        | 2011        |
|--------------------------|-------------|-------------|
| Exchange rate losses     | -2.3        | -2.2        |
| Interest rates, external | -2.2        | -1.8        |
| Interest, internal       | -0.8        | -0.7        |
| <b>Total</b>             | <b>-5.3</b> | <b>-4.7</b> |

## NOTE I APPROPRIATIONS

|  | 2012        | 2011       |
|--|-------------|------------|
| Tax allocation reserve provisions for the year | -4.5        | -1.3       |
| Tax allocation reserve reversals for the year  | 2.9         | 2.0        |
| Change in accelerated depreciation             | -0.4        | -          |
| <b>Total</b>                                   | <b>-2.0</b> | <b>0.7</b> |

## NOTE J TAX ON PROFITS FOR THE YEAR

|  | 2012        | 2011        |
|--|-------------|-------------|
| <b>The following items are included in the tax cost:</b> |             |             |
| Taxation on profit/loss for the year                     | 10.5        | 4.2         |
| Tax attributable to Group contributions                  | -14.0       | -5.2        |
| <b>Total</b>   | <b>-3.5</b> | <b>-1.0</b> |
| <b>Profit/loss before tax</b>                            | <b>31.6</b> | <b>20.2</b> |
| Tax as per current tax rate (26.3%)                      | -8.3        | -5.3        |
| <b>Tax effect of:</b>                                    |             |             |
| Non-deductible expenses                                  | -0.8        | -0.3        |
| Non-taxable income                                       | 5.6         | 4.6         |
| <b>Reported tax</b>                                      | <b>-3.5</b> | <b>-1.0</b> |

## NOTE K CAPITALISED SOFTWARE DEVELOPMENT COSTS

|  | 2012        | 2011        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 3.9         | 2.7         |
| Software developed in-house over the year              | -           | 1.2         |
| <b>Accumulated acquisition values, closing balance</b> | <b>3.9</b>  | <b>3.9</b>  |
| Opening depreciations                                  | -0.4        | -           |
| Depreciations for the year                             | -0.7        | -0.4        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-1.1</b> | <b>-0.4</b> |
| <b>Residual value, closing balance</b>                 | <b>2.8</b>  | <b>3.5</b>  |

## NOTE L GOODWILL

|  | 2012        | 2011        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 1.3         | 1.3         |
| <b>Accumulated acquisition values, closing balance</b> | <b>1.3</b>  | <b>1.3</b>  |
| Opening depreciations                                  | -1.3        | -1.3        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-1.3</b> | <b>-1.3</b> |
| <b>Residual value, closing balance</b>                 | <b>0.0</b>  | <b>0.0</b>  |

## NOTE M EQUIPMENT, TOOLS AND INSTALLATIONS

|  | 2012       | 2011       |
|--|------------|------------|
| Acquisition values, opening balance                    | 0.0        | 0.0        |
| <b>Accumulated acquisition values, closing balance</b> | <b>0.0</b> | <b>0.0</b> |
| Opening depreciations                                  | 0.0        | 0.0        |
| Depreciations for the year                             | 0.0        | 0.0        |
| <b>Accumulated depreciation, closing balance</b>       | <b>0.0</b> | <b>0.0</b> |
| <b>Residual value, closing balance</b>                 | <b>0.0</b> | <b>0.0</b> |

## NOTE N PARTICIPATIONS IN ASSOCIATES

|                                     | Corp. reg. no. | Reg. office  | Business operations  | Share of equity |      | Book value |      |
|-------------------------------------|----------------|--------------|----------------------|-----------------|------|------------|------|
|                                     |                |              |                      | 2012            | 2011 | 2012       | 2011 |
| Mirakelbolaget HB                   | 916411-2725    | Växjö        | Software development | -               | 50%  | -          | 3.0  |
| Mirakelbolaget AB                   | 556835-4350    | Stockholm    | Software development | 50%             | 50%  | 2.6        | 0.7  |
| Rejlers Consulting AS <sup>1)</sup> | 979.982.747    | Kristiansand | Consulting           | 49%             | 49%  | 35.3       | 35.3 |

<sup>1)</sup> Rejlers Consulting AS has changed its name from Nettkonsult AS and is the Parent Company of a Group which includes the wholly owned subsidiaries Rejlers Elsikkerhet AS, Rejlers Services AS and Rejlers Elprosjektering AS.

## NOTE O SHARES IN GROUP COMPANIES

|  | Book value   |              |
|--|--------------|--------------|
|  | 2012         | 2011         |
| <b>Sweden (registered office Stockholm)</b>          |              |              |
| Rejlers Ingenjörer AB                                | 100.7        | 28.3         |
| ComIT Rejlers AB                                     | 2.1          | 2.1          |
| Rejlers Energijjänster AB                            | 0.1          | 0.1          |
| Rejlers Drift och Underhåll AB                       | 2.5          | 2.5          |
| Råbe Industrikonsult i Örnsköldsvik AB               | 0.4          | 3.9          |
| Råbe Industrikonsult i Västerås AB in liquidation    | -            | 54.3         |
| Råbe Industrikonsult i Kalmar AB in liquidation      | -            | 11.6         |
| Råbe Industrikonsult i Helsingborg AB in liquidation | -            | 8.0          |
| Råbe Industrikonsult i Göteborg AB                   | 0.3          | 2.5          |
| <b>Finland</b>                                       |              |              |
| Rejlers Finland Oy                                   | 44.4         | 44.4         |
| <b>Norway</b>  |              |              |
| Rejlers AS   | 12.0         | 12.0         |
| <b>Estonia</b>                                       |              |              |
| Rejlers OÜ   | -            | 1.0          |
| <b>Total</b>   | <b>162.5</b> | <b>170.7</b> |

## NOTE P PREPAID COSTS AND ACCRUED INCOME

|                | 2012       | 2011       |
|----------------|------------|------------|
| Prepaid rents  | 0.7        | 0.2        |
| Accrued income | 0.0        | 0.2        |
| <b>Total</b>   | <b>0.7</b> | <b>0.4</b> |

## NOTE Q UNTAXED RESERVES

|                                | 2012        | 2011        |
|--------------------------------|-------------|-------------|
| Tax allocation reserve, tax 07 | -           | 2.9         |
| Tax allocation reserve, tax 09 | 4.4         | 4.4         |
| Tax allocation reserve, tax 10 | 2.8         | 2.8         |
| Tax allocation reserve, tax 11 | 6.2         | 6.2         |
| Tax allocation reserve, tax 12 | 1.3         | 1.3         |
| Tax allocation reserve, tax 13 | 4.5         | -           |
| Accelerated depreciation       | 0.4         | -           |
| <b>Total</b>                   | <b>19.6</b> | <b>17.6</b> |

## NOTE R ACCRUED COSTS AND PREPAID INCOME

|                                       | 2012       | 2011       |
|---------------------------------------|------------|------------|
| Accrued salaries                      | 4.4        | 2.4        |
| Accrued social security contributions | 2.0        | 1.9        |
| Annet                                 | 0.5        | 1.0        |
| <b>Total</b>                          | <b>6.9</b> | <b>5.3</b> |

## NOTE S PLEDGED ASSETS AND CONTINGENT LIABILITIES

|                              | 2012         | 2011        |
|------------------------------|--------------|-------------|
| Shares in subsidiaries       | 100.7        | 28.3        |
| Participations in associates | 35.0         | 35.3        |
| <b>Total</b>                 | <b>135.7</b> | <b>63.6</b> |



## DECLARATION

The Board and the President affirm that the consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and that they provide a fair and true view of the Group's position and financial performance. The annual report has been prepared in accordance with good accounting practice and presents a fair and true view of the Parent Company's position and financial performance.

The Directors' report for the Group and the Parent Company gives a fair and true view of the development of the business, position, and financial performance of the Group and the Parent Company, and describes significant risks and uncertainty factors faced by the Parent Company and the companies that comprise the Group.

Stockholm, 25 March 2013

|                                     |  |  |
|-------------------------------------|--|--|
| Peter Rejler<br>Chairman            | Jan Samuelsson<br>Board Member         | Björn Lauber<br>Board Member, employee representative    |
| Ivar Verner<br>Vice Chairman        | Åsa Söderström Jerring<br>Board Member | Sten Pettersson<br>Board Member, employee representative |
| Anders Jonsson<br>Board Member      | Lauri Valkonen<br>Board Member         |  |
| Åsa Landén Ericsson<br>Board Member | Thord Wilkne<br>Board Member           |  |

Eva Nygren  
President and CEO

Our auditor's report was presented on 3 April 2013.  
PricewaterhouseCoopers AB

Lars Wennberg  
Authorised Public Accountant

## AUDITOR'S REPORT

To the Annual General Meeting of Rejlerkoncernen AB (publ.) Corporate Registration Number 556349-8426

### STATEMENT ON THE ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

We have performed an audit on the annual report and consolidated financial statements of Rejlerkoncernen AB (publ.) for the year 2012, with the exception of the Corporate Governance Report on pages 49–51. [The company's annual report and consolidated financial statements are included in the printed version of this document on pages 45–79.]

### RESPONSIBILITY OF THE BOARD AND THE PRESIDENT FOR THE ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

The Board and President are responsible for preparing an annual report that presents a fair and true view in accordance with the Swedish Annual Accounts Act, and consolidated financial statements that present a fair and true view in accordance with the International Financial Reporting Standards as adopted by the EU, and with the Swedish Annual Accounts Act, and are furthermore responsible for the internal controls which the Board and President deem necessary to prepare an annual report and consolidated financial statements free of material misstatement, regardless of whether such misstatements are due to irregularities or errors.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion of the annual report and the consolidated financial statements based on our audit. We have performed the audit in accordance with the International Standards on Auditing and generally accepted auditing standards in Sweden. These standards require that we comply with professional ethical requirements, and that we plan and perform the audit so as to reasonably ascertain that the annual report and the consolidated financial statements are free of material misstatement.

An audit involves various steps taken to obtain audit evidence regarding the amounts and other disclosures in the annual report and consolidated financial statements. The auditor chooses which steps to take, including an assessment of the risk of material misstatement in the annual report and consolidated financial statements, regardless of whether such misstatement arises from irregularities or errors. In performing this risk assessment, the auditor takes into account those parts of the internal controls of relevance to how the company prepares its annual report and consolidated financial statements in order to present a fair and true view, for the purpose of developing review procedures that are appropriate under the circumstances, though not in order to express an opinion on the effectiveness of the company's internal controls. An audit also involves an evaluation of the appropriateness of the accounting policies applied as well as the plausibility of the Board's and President's estimates in the financial statements, and further involves an assessment of the overall presentation of the annual report and consolidated financial statements.

We believe that the audit evidence we have obtained forms sufficient and appropriate grounds for the opinion we express.

### OPINION

It is our view that the annual report has been prepared in accordance with the Swedish Annual Accounts Act and in all essential respects presents a fair and true view of the Parent Company's financial position as of 31 December 2012, and of its financial performance and cash flows for the year in accordance with the Swedish Annual Accounts Act. The consolidated financial statements have been prepared in accordance with the Swedish Annual Accounts Act and in all essential respects present a fair and true view of the Group's financial position as at 31 December 2012, and of its financial performance and cash flows in accordance with the International Financial Reporting Standards as adopted by the EU, and with the Swedish Annual Accounts Act. Our opinion does not pertain to the Corporate Governance Report on pages 49–51. The Directors' Report is consistent with the annual accounts and other parts of the consolidated accounts.

We therefore recommend that the Annual General Meeting adopt the income statement and balance sheet for both the Parent Company and the Group.

### REPORT ON ANY OTHER REQUIREMENTS PURSUANT TO LAWS AND OTHER REGULATIONS

In addition to our audit of the annual report and consolidated financial statements, we have also performed a review of the proposed allocation of the company's profit or loss, as well as the Board's and the President's management of Rejlerkoncernen AB (publ.) for the year 2012. We have also conducted a statutory review of the Corporate Governance Report.

### RESPONSIBILITY OF THE BOARD AND PRESIDENT

The Board is responsible for the proposed allocation of the company's profit or loss, and the Board and President are jointly responsible for management in accordance with the Swedish Companies Act and for ensuring that the Corporate Governance Report on pages 49–51 is prepared in accordance with the Swedish Annual Accounts Act.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion with reasonable assurance regarding the proposed allocation of the company's profit or loss as well as the management of the company, based on our audit. We have performed the audit in accordance with generally accepted auditing standards in Sweden. As the basis for our opinion regarding the Board's proposed allocation of the company's profit or loss, we have reviewed the Board's reasoned statement as well as a sampling of the documentation on which the statement is based, in order to determine whether the proposal is compatible with the Swedish Companies Act.

As the basis for our opinion concerning discharge from liability, in addition to our audit of the annual report and consolidated financial statements, we examined significant decisions, actions taken and the circumstances of the company in order to be able to determine the liability, if any, of any Board Member or the President to the company. We have also examined whether any Board Member or the President has performed any other act in contravention of the Swedish Companies Act, the Swedish Annual Accounts Act or the company's Articles of Association.

We believe that the audit evidence we have gathered as described above constitutes sufficient and appropriate grounds for our opinion.

In addition, we have read the Corporate Governance Report. Based on our reading and our knowledge of the company and the Group, we believe that we have sufficient grounds for our opinion. This means that our statutory review of the Corporate Governance Report has a different aim and is substantially less extensive in scope than an audit conducted in accordance with the International Standards on Auditing and other generally accepted auditing standards in Sweden.

### OPINION

We recommend that the Annual General Meeting allocate the profit in accordance with the proposal in the Directors' Report and discharge the members of the Board and the President from liability for the financial year.

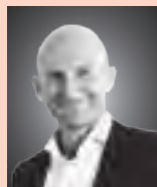
A corporate governance report has been drawn up and its statutory information is consistent with the other parts of the annual accounts and the consolidated financial statements.

A separate list of loans and securities has been prepared in accordance with the provisions of the Swedish Companies Act.

Stockholm, 3 April 2013  
PricewaterhouseCoopers AB

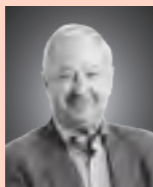
Lars Wennberg  
Authorised Public Accountant

THE BOARD OF DIRECTORS



**PETER REJLER – BORN 1966**

Chairman since 2 May 2012, elected 2010  
Master of Science in Engineering  
Rejlers shareholding:  
911,250 Class A shares



**IVAR VERNER – BORN 1947**

Vice Chairman since 2 May 2012, elected 2010  
Bachelor of Science in Economics  
Former authorised public accountant, Chairman in Grant Thornton Sweden AB.  
Other major duties:  
Board Member at Bioarctic Neuroscience AB, Chairman of the Board at Erlandsons Brygga AB, Byggillet AB and Centrumfastigheter i Norrtälje AB.  
Rejlers shareholding:  
5,000 Class B shares\*



**ÅSA SÖDERSTRÖM JERRING – BORN 1957**

Elected 2007  
Bachelor of Science in Economics  
Former President SWECO Theorells, Ballast Väst and Information Manager NCC Bygg.  
Other major duties:  
Chairman of the Board of ELU Konsult AB and Infobooks AB.  
Board Member of JM AB, Geveko AB, Comfort-Kedjan AB, Arkitekterna Krook & Tjäder AB and San Sac AB. Board Member at IVA and Nordic Home Improvement AB.  
Rejlers shareholding:  
2,300 Class B shares



**ÅSA LANDÉN ERICSSON – BORN 1965**

Elected 2003  
Master of Science in Engineering, MBA Insead  
President, Enfo Pointer AB.  
Other major duties:  
Board Member at ENEA AB.  
Rejlers shareholding:  
4,700 Class B shares

MANAGEMENT GROUP



**EVA NYGREN – BORN 1955**  
President and CEO, Rejlerkoncernen AB  
Employee since 2012  
Rejlers shareholding:  
1,500 Class B shares



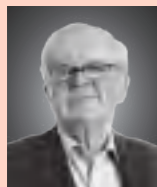
**EVA K NYGREN – BORN 1958**  
CFO, Rejlerkoncernen AB  
Employee since 2013  
Rejlers shareholding:  
–



**MIKAEL SCHMIDT – BORN 1958**  
HR Manager, Rejlerkoncernen AB  
Employee since 2007  
Rejlers shareholding:  
–



**REBECCA OXELSTRÖM – BORN 1973**  
Communications Director, Rejlerkoncernen AB  
Employee since 2012  
Rejlers shareholding:  
–



**THORD WILKNE – BORN 1943**

Elected 2007  
Economist  
Founder of WM-data  
Other major duties:  
Addnode AB, Intellecta AB, Temagruppen Sverige AB, DIBS Payment Services AB and Trygga Hem Skandinavien AB.  
Rejlers shareholding:  
200,000 Class B shares



**ANDERS JONSSON – BORN 1950**

Elected 2011  
Master of Science in Engineering  
Previously a Group executive for ABB in Zurich.  
Other major duties:  
Board Member of Micronic Mydata, Alimak Hek, Swedish Swiss Chamber of Commerce in Zurich, and private equity advisor.  
Rejlers shareholding:  
10,456 Class B shares



**JAN SAMUELSSON – BORN 1950**

Elected 2010  
Bachelor of Science in Economics  
Formerly CEO of Lunds Energikoncernen AB.  
Other major duties:  
Board Member of Stena Renewable AB and Pilum AB. Chairman of Värmeforsk.  
Rejlers shareholding:  
200 Class B shares



**LAURI VALKONEN – BORN 1955**

Elected 2002  
Master of Science in Engineering  
Formerly CEO of Rejlers Finland Oy  
Other major assignments:  
Board Member of Suur-Savo Energistiftelse, Hirvensalmi Andelsbank.  
Rejlers employee since 1985.  
Rejlers shareholding:  
50,000 Class A shares  
443,000 Class B shares



**CONNY UDD – BORN 1971**  
President, Rejlers Ingenjörer AB  
Employee since 2001  
Rejlers shareholding:  
5,000 Class B shares



**SEPPO SORRI – BORN 1966**  
President, Rejlers Oy  
Employee since 2005  
Rejlers shareholding:  
–



**TIMO HOLMBERG – BORN 1969**  
Business Area Manager, Rejlers OY  
Employee since 1996  
Rejlers shareholding:  
2,750 Class B shares



**HENRIK ERICHSEN – BORN 1960**  
President, Rejlers AS  
Employee since 2008  
Rejlers shareholding:  
–



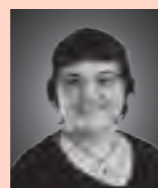
**BJÖRN LAUBER – BORN 1965**

Employee Representative  
Elected 1998  
Bachelor of Science in Economics  
Economist at Rejlers Ingenjörer AB.  
Rejlers shareholding:  
–



**STEN PETERSSON – BORN 1970**

Employee Representative  
Elected 2009  
Technical college engineer  
Project manager, Rejlers Ingenjörer AB.  
Rejlers shareholding:  
700 Class B shares



**MARIANNE FROSTESJÖ – BORN 1967**

Employee representative, deputy  
Elected 2007  
Technical college engineer  
Mechanical Design Engineer at Rejlers Ingenjörer AB.  
Rejlers shareholding:  
–



**KJELL MYRANN – BORN 1952**  
President, Rejlers Consulting AS  
Employee since 2011  
Rejlers shareholding:  
–



**AUDITOR**  
**LARS WENNBERG – BORN 1957**  
Authorised Public Accountant  
Auditor of the company since 2007

\*Owned through endowment insurance.  
Shares as at 25 March 2013

## FIVE-YEAR OVERVIEW

### FIVE-YEAR OVERVIEW

#### Income statements in summary, SEK million

|  | 2012        | 2011         | 2010        | 2009        | 2008        |
|--|-------------|--------------|-------------|-------------|-------------|
| Operating income                                 | 1,332.7     | 1,146.0      | 838.9       | 776.8       | 797.6       |
| Personnel costs                                  | -929.7      | -757.5       | -578.8      | -533.8      | -503.4      |
| Other external expenses                          | -304.0      | -273.2       | -194.4      | -185.6      | -183.7      |
| Depreciation, amortisation and impairment losses | -19.5       | -16.2        | -15.3       | -17.0       | -14.9       |
| Share in profits of associates                   | -0.1        | 1.2          | 0.8         | 0.3         | 0.5         |
| <b>Operating profit/loss</b>                     | <b>79.4</b> | <b>100.3</b> | <b>51.2</b> | <b>40.7</b> | <b>96.1</b> |
| Net financial items                              | -3.4        | -2.7         | -1.9        | -0.4        | 1.1         |
| <b>Earnings after net financial items</b>        | <b>76.0</b> | <b>97.6</b>  | <b>49.3</b> | <b>40.3</b> | <b>97.2</b> |
| Tax  | -17.5       | -33.2        | -14.0       | -12.0       | -27.5       |
| <b>Profit for the year</b>                       | <b>58.5</b> | <b>64.4</b>  | <b>35.3</b> | <b>28.3</b> | <b>69.7</b> |
| <b>Data per share</b>                            |             |              |             |             |             |
| Earnings per share, SEK                          | 5.17        | 5.68         | 3.22        | 2.61        | 6.45        |
| Equity per share at end of period                | 29.50       | 27.75        | 23.74       | 21.31       | 21.50       |
| Dividend per share (2012, proposed dividend)     | 3.00        | 3.00         | 1.75        | 1.50        | 2.50        |
| Average number of shares                         | 11,321,721  | 11,321,721   | 10,946,721  | 10,821,721  | 10,809,147  |
| Number of shares at end of period                | 11,321,721  | 11,321,721   | 11,321,721  | 10,821,721  | 10,821,721  |

#### Balance sheets in summary, SEK million

|   | 2012         | 2011         | 2010         | 2009         | 2008         |
|---|--------------|--------------|--------------|--------------|--------------|
| Intangible assets                                       | 220.3        | 208.7        | 206.3        | 105.6        | 104.0        |
| Property, plant and equipment                           | 29.9         | 27.3         | 28.6         | 31.1         | 34.7         |
| Financial non-current assets (including deferred taxes) | 39.4         | 42.0         | 6.3          | 3.0          | 3.0          |
| Current receivables                                     | 373.7        | 316.7        | 258.8        | 185.0        | 189.8        |
| Cash and cash equivalents                               | 38.7         | 48.7         | 39.6         | 62.7         | 77.1         |
| <b>Total assets</b>                                     | <b>702.0</b> | <b>643.4</b> | <b>539.6</b> | <b>387.4</b> | <b>408.6</b> |
| Shareholder's equity                                    | 334.1        | 314.4        | 281.7        | 230.6        | 232.7        |
| Non-current liabilities                                 | 106.7        | 114.2        | 93.5         | 33.7         | 33.8         |
| Current liabilities                                     | 261.2        | 214.8        | 164.4        | 123.1        | 142.1        |
| <b>Total shareholders' equity and liabilities</b>       | <b>702.0</b> | <b>643.4</b> | <b>539.6</b> | <b>387.4</b> | <b>408.6</b> |

#### Cash flow in summary, SEK million

|   | 2012        | 2011       | 2010         | 2009         | 2008        |
|---|-------------|------------|--------------|--------------|-------------|
| Cash flow from the operating activities | 61.1        | 61.0       | 19.2         | 30.7         | 92.0        |
| Cash flow from investment activities    | -27.6       | -63.5      | -102.5       | -12.3        | -32.9       |
| Cash flow from financing activities     | -43.0       | 11.8       | 63.3         | -32.8        | -27.8       |
| <b>Cash flow for the year</b>           | <b>-9.5</b> | <b>9.3</b> | <b>-20.0</b> | <b>-14.4</b> | <b>31.3</b> |

#### Key ratios

|   | 2012  | 2011  | 2010  | 2009 | 2008 |
|---|-------|-------|-------|------|------|
| Operating margin, %                                 | 6.0   | 8.8   | 6.1   | 5.2  | 12.0 |
| Profit margin, %                                    | 5.7   | 8.5   | 5.9   | 5.2  | 12.2 |
| Return on equity after tax, %                       | 18.0  | 21.6  | 14.1  | 12.2 | 33.8 |
| Return on capital employed %                        | 19.2  | 26.8  | 11.3  | 16.3 | 27.2 |
| Cash liquidity (excl. unused overdraft facility), % | 158   | 170   | 186   | 201  | 188  |
| Equity/assets ratio, %                              | 47.6  | 48.9  | 52.2  | 59.5 | 57.0 |
| Debt/equity ratio, times                            | 0.3   | 0.3   | 0.2   | 0.1  | 0.1  |
| Interest coverage ratio, times                      | 15    | 20    | 22    | 41   | 62   |
| Net liabilities, SEK million                        | 57.9  | 55.9  | 24.4  | -    | -    |
| Unused overdraft facility, SEK million              | 44.3  | 15.0  | 11.1  | 15.0 | 15.0 |
| Available funds, SEK million <sup>1)</sup>          | 83.0  | 63.7  | 50.7  | 77.7 | 92.1 |
| Investments, SEK million                            | 28.2  | 66.1  | 106.4 | 13.0 | 33.6 |
| Debiting ratio %                                    | 76    | 76    | 74    | 74   | 79   |
| Number of working days                              | 248   | 251   | 250   | 249  | 250  |
| Full-time employees                                 | 1,429 | 1,216 | 1,010 | 895  | 893  |
| No. of employees                                    | 1,532 | 1,320 | 1,091 | 967  | 964  |
| Revenue per full-time employee, SEK thousands       | 933   | 942   | 830   | 868  | 893  |

<sup>1)</sup> Available funds means cash and cash equivalents and unused overdraft facility

## MEETING INFORMATION

The Annual General Meeting of Rejlerkoncernen AB (publ) will be held at 5.00 pm on Thursday 2 May 2013 at the Lindhagen Conference Centre, Lindhagensgatan 126, in Stockholm.

### REGISTRATION

Shareholders registered in the shareholders' register maintained by Euroclear Sweden AB no later than Thursday 25 April 2013 are entitled to participate in the Annual General Meeting. Those who wish to participate in the Annual General Meeting must register no later than by 5.00 pm on Thursday 25 April 2013, either by phone: (+46)(0)8 692 10 00, by e-mail to arsstamman@rejlers.se or in writing to Rejlerkoncernen AB at the address:

Annual General Meeting  
Rejlerkoncernen AB (publ)  
PO Box 30233,  
104 25 Stockholm

When registering, the name, social security number/corporate ID number, address and telephone number and number of shares represented must be stated.

The notice to attend the Annual General Meeting can be found on the Rejlers website, [www.rejlers.com](http://www.rejlers.com), and will also be placed in newspapers in the manner prescribed by the Articles of Association.

### NOMINEE SHAREHOLDER SHARES

Shareholders whose shares are registered in the name of a nominee ("in place of the shareholder") must temporarily re-register the shares in their own name with their fund manager before 25 April 2013 in order to participate in the Meeting. Shareholders must inform the fund manager of this in plenty of time before 25 April 2013.

### AUTHORISATION FOR PROXY REPRESENTATION

Shareholders represented by proxy must issue authorisation for their representative. The authorisation should be sent to the company at the address below well in advance of the AGM. If the authorisation is issued by a legal entity, a certified copy of the proof of registration for the legal entity must be attached.

### ISSUES

The Annual General Meeting will address the issues as prescribed by law and the Articles of Association, as well as further issues stipulated in the notice to attend.

### DIVIDEND

The Board proposes that a dividend of SEK 3 per share be paid to shareholders. The proposed record day is 7 May 2013, with a payment date of 13 May 2013.

## DEFINITIONS

### NUMBER OF FULL-TIME EMPLOYEES

Attendance and absence hours (excluding long-term absence) divided by normal hours.

### RETURN ON SHAREHOLDERS' EQUITY

Profit/loss after tax in relation to average equity.

### RETURN ON CAPITAL EMPLOYED

Profit/loss after net financial items plus financial expenses in relation to average capital employed.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents plus overdraft facility.

### INVOICING RATIO: DEBITING RATIO

Time that can be invoiced in relation to total attendance time.

### SHAREHOLDERS' EQUITY PER SHARE

Equity divided by total number of shares.

### CASH LIQUIDITY

Current assets divided by current liabilities.

### NET LIABILITIES

Interest-bearing liabilities less cash and cash equivalents.

### REVENUE PER FULL-TIME EMPLOYEE

Income per full-time employee

### EARNINGS PER SHARE, SEK

Profit after tax divided by total number of shares.

### INTEREST COVERAGE RATIO

Profit/loss after net financial items plus financial expenses in relation to financial expenses.

### OPERATING MARGIN

Operating profit/loss after depreciation in relation to income.

### OPERATING PROFIT/LOSS PER FULL-TIME EMPLOYEE

Operating profit/loss excluding items affecting comparability per full-time employee, average.

### DEBT/EQUITY RATIO

Interest-bearing liabilities in relation to equity.

### EQUITY/ASSETS RATIO

Adjusted equity in relation to balance sheet total.

### PROFIT RATIO

Profit after financial income and expenses in relation to income.

## Photographers

Daniel Shearing/ACE, David Talbot, Eddie Granlund/Folio, Ferenc Cegledi/Shutterstock, Fredric Alm/LKAB, Håkan Flank, Johan Töpel/Johner, Lunds Energikoncern, Magnus Länje, Maria Åsén, Marianne Hermansen/Agder Energi, Mats Karlén, Matton, Morgan Ekner, Njål Svingheim, Perry Nordeng, Peter Phillips, Robert Neumann/Shutterstock, Star for Life, Sven Halling/Johner, Timo Vesterinen, Tomas Oneborg/Scanpix, Werner Nystrand/Folio

## Production

Concept and design BerntzonBylund  
Repro Citat AB  
Printer Edita Västra Aros AB



*Rejlers is growing rapidly and is one of the Nordic region's major engineering consultants. We have 1,500 experts, who work in Building and property, Energy, Industry and Infrastructure. When you come to us, you find specialist engineers of the highest quality with a broad range of skills, and not least energy that gives results! We call it Energized Engineering – and you will find it at Rejlers.*

---

REJLERKONCERNEN AB (publ) Corporate Reg. No. 556349-8426, PO Box 30233, SE-104 25 Stockholm.  
Tel. +46 (0)8 692 10 00, Fax +46 (0)8 654 33 39, e-mail: [info@rejlers.se](mailto:info@rejlers.se), [www.rejlers.com](http://www.rejlers.com).

 **REJLERS**