

Corporate governance report

Proact IT Group AB (publ) is a parent company in the Proact Group which consists of a number of subsidiaries as outlined in the annual report, Note 17.

The parent company and Group are governed via the Annual General Meeting, the Board of Directors and the Chief Executive Officer in accordance with the Companies Act, the Swedish Company Accounts Act, the company's Articles of Association, the listing agreement with NASDAQ OMX in Stockholm and the Swedish Code of Corporate Governance. Any deviations from the Code are explained in the relevant sections.

Annual General Meeting

The Annual General Meeting is the supreme governing body of Proact. The Annual General Meeting of Proact IT Group AB is held annually in April or May near the company's head office in Kista. The time and date of the meeting are published at the latest when the interim report for the third quarter is issued and published simultaneously on the company's website. The Annual General Meeting elects the Board of Directors for the company. The other tasks of the Annual General Meeting also include

- approving and adopting the company's income statements and balance sheets
- making decisions on allocation of the company's profit
- making decisions on changes to the Articles of Association
- electing auditors
- making decisions on discharge from liability for Board members and the Managing Director
- making decisions on remuneration for the Board of Directors and auditors

Shareholders who do not have the opportunity to attend the General Meeting in person may instead participate via a representative.

Annual General Meeting 2011

9 shareholders, representing 33.1% of both the number of shares and the total number of votes in the company, participated in Proact's Annual General Meeting which took place in Kista on 04 May 2011. The Board of Directors, executive team and company's auditors were present at this meeting. Among other things, the following decisions were made:

- Chairman of the Board Anders Hultmark was appointed Chairman of the meeting.
- The income statement and balance sheet, and the consolidated income statement and consolidated balance sheet were approved and adopted
- Establishment of a proposed dividend of SEK 1.50 per share
- The Board of Directors and Chief Executive Officer were granted discharge from liability for the 2010 business year
- Remuneration payable to the Board of Directors was set at a total of SEK 1,195,000
- Remuneration to the auditors will be paid in accordance with an approved invoice
- Anders Hultmark, who was also elected Chairman of the Board, was re-elected as a Board member. Other Board members re-elected were:

- o Christer Holmén
- o Eva Elmstedt
- o Mikael Gottschlich
- o Roger Bergqvist

- Establishment of guidelines on remuneration for senior executives
- Establishment of principles for the appointment of a nomination committee for the 2012 Annual General Meeting
- Decision on changing the decision made at the 2010 annual general meeting concerning the purpose of the buy-back of shares. The original purpose decided upon was to provide the Board with the opportunity to adjust the company's capital structure. This decision was supplemented with provision of an option to the Board to allow it to use bought-back shares as cash in or for the financing of acquisitions of companies or businesses
- Authorisation for the Board of Directors to make decisions, for the period until the next annual meeting, on one or more occasions, on the issue of new shares without preferential rights for shareholders, of a total of no more than 933,000 shares against property other than cash or by set-off
- Authorisation for the Board of Directors to make decisions on acquisition of up to 10 % of the number of outstanding shares in the company by the next Annual General Meeting

Nomination committee

At Proact's Annual General Meeting, held on 04 May 2011, it was decided that the nomination committee is to consist of representatives of the four biggest shareholders and the Chairman of the Board, and that the Chairman of the Board should contact the biggest shareholders in accordance with Euroclear Sweden's list of shareholders as at 30 September 2011.

The names of the members of the nomination committee must be published as soon as the nomination committee has been appointed. If any of the biggest owners declines to appoint a representative on the nomination committee, the next shareholder in order of size must be given the opportunity to appoint such a representative. A representative of the shareholders is appointed chairman of the nomination committee. The mandate period of the nomination committee continues until a new nomination committee has been appointed.

If any significant change in the ownership structure takes place once the nomination committee has been appointed, the composition of the nomination committee must be amended in accordance with the principles above.

Where appropriate, the nomination committee must prepare and submit to the Annual General Meeting proposals for:

- election of a Chairman for the meeting
- election of a Chairman of the Board and other company directors
- directors' fees divided between the Chairman and other members, plus remuneration for committee work
- election of and payment to auditors (where appropriate)
- decisions on principles for the appointment of a nomination committee.



Work of the nomination committee

The composition of the nomination committee was published on 31 October 2011. It comprises Chairman of the Board Anders Hultmark, along with Erik Sjöström (Skandia Liv) – Chairman of the nomination committee – and Michael Gobitschek (Skagen Fonder) and Kerstin Stenberg (Robur Småbolagsfonder). The nomination committee represents in total around 37 % of votes in Proact as at 30 September 2011.

All shareholders have the opportunity to consult the nomination committee with suggestions for Board members. The nomination committee has held one minuted meeting. Among other things, the nomination committee has assessed the overall suitability of the Board on the basis of an assessment of Proact's future development and challenges.

A report on the work of the nomination committee is published on the Proact website – www.proact.se – in connection with the publication of its proposal to the 2012 annual general meeting concerning election of the Board of Directors.

Board of Directors

Proact's Board of Directors makes decisions on issues relating to Proact's strategic focus, investments, finance, organisational issues, acquisitions and divestments and more important policies. The Board must also ensure that correct information is given to Proact's stakeholders in accordance with the governing regulations mentioned above.

According to the Articles of Association, the Board of Directors must consist of three to eight members, with at the most five deputy members. These members, and where appropriate their deputies, are elected each year at the Annual General Meeting for the period until the next Annual General Meeting. At the Annual General Meeting held on 04 May 2011, it was decided that the Board would consist of five members and no deputies for the period until the next Annual General Meeting.

The Board is deemed to be compliant with the stock exchange rules from NASDAQ OMX Stockholm and the Swedish Code of Corporate Governance in respect of requirements for independent Board members.

Once per business year, the Board members discuss the following amongst themselves or with the assistance of external parties:

- Evaluation of the work of the Board
- Evaluation of the work of the Managing Director
- The Managing Director's view of the work of the Board

This review forms the basis for the Board's future working methods.

Board remuneration

The Annual General Meeting held on 4 May 2011 established the total remuneration to the Board at SEK 1,195,000. The Chairman of the Board will be paid a fee of SEK 375,000, while other members will be paid SEK 150,000 each, plus SEK 220,000 for committee work, to be distributed SEK 100,000 to the audit committee and SEK 60,000 each to the remuneration committee and the acquisitions committee. No further payments have been made to the Board over the year.

Board members are not included in any share or share price-related incentives schemes.

The Board's procedures

The work of the Board is governed by a set of procedures established annually which regulate the members' mutual division of work, decision-making arrangements, signing on behalf of the company, a meeting agenda for the Board and the tasks of the Chairman. The work of the Board follows a set agenda intended to ensure that the Board's information needs are satisfied and that there is an appropriate distribution of work between the Board and the Managing Director.

In 2011, the Board held nine meetings compared with ten in the previous year. The control issues arising at Board meetings are dealt with by the Board where appropriate following preparation by the remuneration committee or audit committee. In addition, the company's auditors report directly at least once a year to the Board their observations from the review and their assessments of the company's internal accounting control.

Besides the ongoing follow-up and monitoring of business, over the year the Board of Directors has dealt with strategies, expansion to new countries, capital structure and organisational issues. The Board has also relocated one of its meetings to subsidiaries so as to form a better view of local conditions.

Composition of the Board and presence at Board meetings, 2011

Board member	Remuneration committee	Acquisitions committee	Audit committee	Presence at Board meetings
Anders Hultmark	X	X		100%
Christer Holmén			X	100%
Eva Elmstedt	X			100%
Mikael Gottschlich		X		78%
Roger Bergqvist		X	X	100%

Independence of Board members

Board member	Function	Date of birth	Nationality	Elected	Independent	Shareholding 31/12/2011
Anders Hultmark	Chairman	1954	Swedish	2005	Yes	866,607
Christer Holmén	Member	1960	Swedish	2009	Yes	3,700
Eva Elmstedt	Member	1960	Swedish	2009	Yes	0
Mikael Gottschlich	Member	1961	Swedish	2009	Yes	0
Roger Bergqvist	Member	1948	Swedish	2009	Yes	1,500



Other information on Board members

- **Anders Hultmark** (committed owner of companies)
Chairman of the Board at Industrial Growth Company AB, HMark Holding AB, Provexa AB, Pulsteknik AB
Member of the Board at Arkivator AB, Arkivator Holding AB, Investmentbolaget Källafors AB, IGC Growth Consulting AB
- **Christer Holmén** (Ek. Dr.)
Member of the Board at Hemfrid AB, Förvaltnings AB Gullbergsvass, Saltsteinen AB
- **Eva Elmstedt** (Vice President Product Related Services, Ericsson AB)
Member of the Board at Addtech AB
- **Mikael Gottschlich** (private investor)
Chairman of the Board at Sentat Asset Management AB, Håmex AB and CKT Capital AB
Member of the Board at Net Entertainment AB
- **Roger Bergqvist** (independent consultancy)
Member of the Board at BE Group AB, Cybercom Group AB, Lagercrantz Group AB, Stockholms Byggplåt AB, Corroventa AB, Stillfront Group AB

Remuneration Committee

The job of the remuneration committee is to examine the principles for remuneration, including performance-based remuneration and pension terms for the company's senior officer, and to give recommendations to the Board concerning these issues. Issues relating to the Managing Director's terms of employment, remuneration and benefits are prepared by the remuneration committee and decided upon by the Board of Directors. This committee also discusses the general starting points for setting salary levels within the Group.

At the Annual General Meeting on 7 May 2012, the Board will present for the approval of the Board proposals for principles for remuneration and other terms of employment for the corporate executive.

More information on remuneration to the Managing Director and other corporate executive staff can be found in the annual report, Note 9.

The remuneration committee has held two meetings over the year, as well as maintaining constant contact by telephone and e-mail.

Acquisitions committee

The job of the acquisitions committee is to work together with the Managing Director, and where appropriate the corporate executive, to analyse and prepare various alternative acquisitions/business startups prior to decisions by the Board.

The acquisitions committee has held two meetings over the year, as well as maintaining constant contact by telephone and e-mail.

Audit Committee

The job of the audit committee is to prepare Board work on quality assurance of the company's financial reporting. This committee maintains constant contact with the company's external auditors in order to keep abreast of the focus and scope of the audit and to discuss views on the company's risks. Decisions by the Board are required for services other than auditing exceeding 10 % of the budgeted audit fee. This committee is also tasked with providing its evaluation of the audit work to the nomination committee and with assisting the nomination committee with production of the nomination committee's proposals to the

Annual General Meeting concerning the election of auditors and the size of the audit fee.

The audit committee consists of two Board members, which is a deviation from the recommendation in the Swedish Code of Corporate Governance for three Board members. With regard to the size and complexity of the company, the Proact Board of Directors has decided that two members are satisfactory for the task.

The company's CFO prepares and convenes the meetings of the audit committee.

The audit committee has held four meetings over the year, as well as maintaining constant contact by telephone and e-mail.

External auditors

The Annual General Meeting which was held on 10 May 2010 elected the firm of auditors Ernst & Young (E&Y), with Ola Wahlqvist as the primary auditor for the period up to the 2013 Annual General Meeting. In 2011, Rickard Andersson from E&Y has replaced Ola Wahlqvist as the primary auditor.

The auditors review the Board's and the Managing Director's management of the company and the quality of the company's accounts documentation.

The auditors' report on the results of their review to shareholders by means of the auditor's report, which is presented at the Annual General Meeting. In addition, the auditors submit detailed reports at the meetings of the audit committee with the committee and to the Board of Directors at least once a year.

The company's half-yearly and nine-monthly reports have not been reviewed by the auditors. This is a deviation from the recommendation in the Swedish Code of Corporate Governance. The Board is of the opinion that any such review on the basis of a cost perspective is not necessary, given the company's degree of complexity and business risks.

E&Y performs certain services for Proact in addition to audits. When E&Y is engaged to provide services other than auditing, this takes place in accordance with the rules decided upon by the audit committee for approval of the nature and scope of the services and remuneration for the same. Proact is of the opinion that execution of these services is within the guidelines and has not impacted upon E&Y's independence.

Further information on remuneration to the auditors can be found in the annual report, Note 8.

President and Group executive

Olof Sand is the Managing Director and President of Proact. Olof Sand was born in 1963, is an engineer and has studied economics and marketing at Uppsala University. He has also completed the Advanced Management Program at Harvard Business School in the USA, IFL training under the auspices of the School of Business, Economics and Law in Stockholm, as well as MBA training at Uppsala University. He has previously held positions as the Managing Director of ABB Communications and Vice President of Tele2. He was one of the founders of consultancy company Acando AB, and its Senior Vice President. He took over his current position as the Managing Director of Proact IT Group in January 2005. As at 31 December 2011, Olof Sand owned 158,798 shares and 50,000 purchase options in the company. These options are issued by SEB and have a redemption price of SEK 45.

Olof Sand has no significant shareholdings or co-ownership in companies with which Proact has significant business relationships.



The Board's report on internal inspection

The Managing Director manages operations in accordance with the instructions of the Board of Directors and the approved distribution of work between the Board and the Managing Director. The Managing Director is responsible for keeping the Board informed and for ensuring that the Board is provided with the requisite decision data. The Managing Director presents reports to the Board but is not a Board member. This is in accordance with applicable policy, in which either the Managing Director or another senior officer must be a Board member in the parent company. In ongoing contact, the Managing Director keeps the Chairman informed of the development and financial position of the company and the Group besides providing periodic reporting.

The Managing Director and other members of the corporate executive hold regular meetings in order to review results development, update forecasts and plans, and make decisions on various issues.

As at 31 December 2011, Proact's Group executive consisted of the Managing Director and six other senior officers. Of the other senior officers, three people are employed by the parent company and three by subsidiaries.

The subsidiaries running business report to the relevant regional managers, which in turn report directly to the Managing Director. Reporting takes place on a monthly basis, with more in-depth quarterly reviews of the operations in question. The Boards of Directors of the subsidiaries principally consist of members of Proact's Group executive. The Chairman positions at the subsidiaries are held either by the Managing Director of Proact IT Group AB or by the relevant regional managers.

Remuneration to senior officers

The Annual General Meeting held on 04 May 2011 assumed principles concerning remuneration to senior officers, which means that remuneration must be made up of a set salary, variable remuneration, other customary benefits and pension. Total remuneration to officers must be in line with market conditions and competitive on the labour market on which the officer is active, and significant performance must be reflected in the total remuneration.

The set salary and variable remuneration must be related to the responsibilities and authorisations of the officials. The total variable remuneration for all senior officers must be maximised (to an amount corresponding, on average, to eight monthly salaries) and based on results in relation to targets set, as well as coinciding with the interests of shareholders.

Provision of information

Proact strives to maintain communication with its shareholders and other stakeholders which is correct, clear, factual, reliable and quick. It must also be characterised by openness.

Proact regularly publishes interim reports and annual reports in Swedish and English. Events which are deemed to affect rates are published as press releases. The Proact website also includes a large amount of information which is updated regularly.

In addition, Proact communicates with the capital market and the media by means of meetings with analysts and journalists in connection with the publication of the interim reports and annual reports. Representatives of Proact also take part regularly in various meetings of shareholders and analysts.

Inspection environment

Internal controls at Proact are based on a control environment which includes organisation, decision paths, authorisations and responsibilities. This is documented and communicated in steering documentation such as internal policies, guidelines and instructions. For example, this is applicable to the distribution of work between the Board of Directors and the Managing Director, and between the various units within the organisation, and also via instructions for rights of authorisation, accounting and reporting, etc. The Board follows up to ensure compliance with set principles for financial reporting and internal controls, and also maintains the appropriate relationships with the company's auditors.

The corporate executive reports to the Board based on established procedures. The corporate executive is responsible for the system of internal controls which is required for handling significant risks in ongoing operations. For example, guidelines and instructions for various officials are compiled in order to reinforce understanding and the importance of their respective roles, and hence also to contribute towards good internal control.

Risk assessment and inspection activities

The Board holds overall responsibility for risk management. Clear organisation and decision-making arrangements aim to create good awareness of risks among employees and well considered risk-taking. The risk assessment includes identification, charting and assessment of risks at all levels within the Group. Activities and reporting take place regularly in order to maintain good internal control, and hence to prevent and detect risks.

Information and communication

Essential guidelines, manuals, etc. which affect financial reporting are updated and communicated regularly to the relevant personnel within the Group. There are both formal and informal information channels for the corporate executive and Board for essential information from employees. For external communication, the company complies with the governing rules discussed previously.

Follow-up

The Board receives monthly financial reports. The Board regularly evaluates the information submitted by the corporate executive. The work of the Board also includes ensuring that measures are implemented with regard to any shortcomings and proposals for measures which have arisen during external audits.

Proact has no internal auditing of its own due to the view that there are no special circumstances within the organisation or any other conditions which would justify this.

