

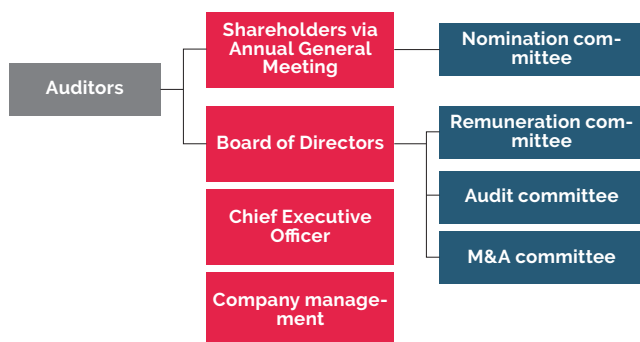
Corporate governance report

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.

This corporate governance report has been compiled in accordance with the Swedish Company Accounts Act and the Swedish Code of Corporate Governance.

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 Swedish Companies Act, the Swedish Company Accounts Act, the company's Articles of Association, the listing agreement with Nasdaq Stockholm and the Swedish Code of Corporate Governance. This code is based on the "comply or explain" principle. Proact deviates from the recommendations of the code in respect of one item: the company's half-yearly and nine-monthly reports have not been reviewed by the auditors. The Board has determined that based on the complexity of the company and the business risks, such a review would not add value corresponding to the resources and costs involved.

Governance structure



Annual General Meeting

The Annual General Meeting is the highest governing body of Proact. The Annual General Meeting of Proact IT Group AB is held annually in April or May in Stockholm. The time and date of the meeting is 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 Proact's Board of Directors and its Chair. 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 Chief Executive Officer
- making decisions on remuneration for Board of Directors and auditors
- approving the appointment of a nomination committee

Shareholders who do not have the opportunity to attend the General Meeting in person may instead participate via a representative. The Board of Directors also has the option of allowing shareholders to participate by postal vote.

The "Ownership" section in the Directors' Report indicates the direct or indirect shareholdings in the company which represent at least one-tenth of the voting rights for all shares in the company.

The "Shares" section also indicates the restrictions on how many votes each shareholder can cast at an Annual General Meeting.

Annual General Meeting 2022

Proact's Annual General Meeting was held by postal vote on 5 May 2022. 46 shareholders representing 51.2 per cent of both the number of shares and the total number of votes in the company exercised their voting rights by postal vote. Among other things, the following decisions were made:

- The income statement and balance sheet, and the consolidated income statement and consolidated balance sheet were approved and adopted.
- The Board's remuneration report was approved.
- The Board's proposal for a dividend of SEK 1.50 per share for the financial year 2021 was adopted.
- The Board of Directors and Chief Executive Officer were granted discharge from liability for the 2021 fiscal year.
- Remuneration payable to the Board of Directors was set at a total of SEK 2,055,000.
- Remuneration to the auditors will be paid in accordance with an approved invoice. PwC were re-elected as auditors.
- Anna Söderblom was newly elected as a Board member and was also elected as Chair of the Board. The following other Board members were re-elected:
 - Martin Gren
 - Annikki Schaeferdiek
 - Thomas Thuresson
 - Erik Malmberg
- A decision was made, with the requisite majority, to implement the performance share program in accordance with the Board's proposal. This program has been formulated to drive profitability and growth and includes around 19 individuals; the company's Chief Executive Officer, the Group executive management team and other key individuals within the company. For more information, see Note 9.

- Establishment of principles for the appointment of a nomination committee for the 2023 Annual General Meeting.
- A decision was made to authorise the Board to make decisions on the new issue of shares. It was noted that payment through set-off must only take place in connection with acquisitions.
- A decision was made to authorise the Board to implement buy-back and transfers of the company's own shares. It was also decided that the Board can only buy back shares in such numbers that bought-back shares, together with any newly issued shares according to the authorisation decided upon in the section above, do not exceed a total of 10 per cent of the now outstanding number of shares. It was noted that payment through set-off must only take place in connection with acquisitions and that the company is not allowed to sell its own shares on Nasdaq Stockholm.

Nomination committee

At the Annual General Meeting of Proact held on 6 May 2022, a decision was made for the nomination committee to comprise of representatives for the four biggest shareholders in terms of votes as at 30 September 2022; or the five biggest shareholders in terms of votes in the cases stated in the paragraph below. The nomination committee therefore has the right to require the attendance of the Chair of the Board at meetings of the nomination committee. The Chair of the Board must, without delay, contact the four biggest shareholders in terms of votes in accordance with Euroclear Sweden's list of shareholders as at 30 September 2022, and offer each and every one of them the opportunity to appoint a member of the nomination committee within a reasonable time.

If there is a change in the company's ownership structure after 30 September but before the date occurring two months before the forthcoming Annual General Meeting, and if a shareholder constituting one of the four biggest shareholders in the company in terms of votes after this change expresses a desire to the Chair of the nomination committee to become part of the nomination committee, this shareholder shall have the right to either appoint a further member of the nomination committee or, if so decided by the nomination committee, to appoint a member of the nomination committee who will replace the member that is the smallest shareholder in terms of votes after the change in ownership and that has appointed a member of the nomination committee. In addition, any member appointed by a shareholder that has sold more than half of its shareholding after 30 September and thus no longer constitutes one of the ten biggest shareholders in the company will be obliged to resign from the company's nomination committee within two weeks of the date of the sale.

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 Chair of the nomination committee. The mandate period of the nomination committee continues until a new nomination committee has been appointed.

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

- election of a Chair for the meeting
- election of a Chair of the Board and other company directors
- directors' fees divided between the Chair and other company directors, 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 announced on 13 October 2022: it consists of Malin Ruijsenaars, Chair (Aktiebolaget Grenspecialisten), Stephanie Göthman (Livförsäkringsbolaget Skandia), Johannes Wingborg (Länsförsäkringar Fondförvaltning AB) and Wilhelm Gruvberg (Alcur Fonder AB). This nomination committee represented a total of around 38 per cent of votes in Proact as at 30 September 2022.

The nomination committee has applied rule 4.1 in the Swedish Code of Corporate Governance as its diversity policy when devising the proposal for the Board, with the aim of achieving effective composition of the Board in terms of diversity and breadth with regard to factors such as gender, nationality, age and industry experience. The ambition of the nomination committee is to propose a Board composition where members complement one another with their respective experience and skills in a manner that gives the Board the opportunity to help bring about positive development of the company. The nomination committee always focuses on diversity so as to ensure that the Board has different perspectives on its Board work and the considerations made. The nomination committee also takes into account the need for rejuvenation and carefully examines whether the proposed Board members have the opportunity to devote sufficient time and care to their Board work. All shareholders have the opportunity to consult the nomination committee with suggestions for Board members. The nomination committee has held several minuted meetings.

A report on the work of the nomination committee is published on the Proact website – www.proact.se, at the latest in connection with the notice to attend the 2023 Annual General Meeting.

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.

Board composition and diversity

According to the Articles of Association, the Board of Directors must consist of three to eight members, with at 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 5 May 2022, it was decided that the Board would consist of five members and no deputies for the period until the next Annual General Meeting. The nomination committee applies the Swedish Code of Corporate Governance, section 4.1, as its diversity policy. The objective is to propose composition of a Board with complementary experience and skills, also demonstrating diversity in terms of age, gender, nationality and industry experience. The composition of the present Board is the result of the work of the nomination committee prior to the 2022 Annual General Meeting. The Board comprises members with experience of various industries, and there is even gender distribution.

The Articles of Association contain no provisions relating to the appointment or compulsory retirement of Board members or to amendments to the Articles of Association.

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

Every fiscal year, the Board of Directors carries out – either independently or with the help of external parties – a review of the work of the Board and CEO by means of:

- Evaluation of the work of the Board. A Board evaluation is carried out in the fourth quarter of the financial year with the assistance of an external consultant. The results of the questionnaire will be discussed by the Board and communicated to the nomination committee. The nomination committee will then hold interviews with all members during the same quarter or the first quarter of next year.
- Evaluation of the work of the CEO.
- The CEO'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 on 5 May 2022 set the Board's total remuneration at SEK 2,055,000, of which the Chair of the Board will receive SEK 575,000 and the other members SEK 275,000 each. A total of SEK 400,000 will be payable for committee work. 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 issued by the company.

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 Chair. 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 Chief Executive Officer.

In 2022, the Board held 13 meetings compared with 14 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, M&A 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 control.

Besides the ongoing follow-up and monitoring of business, over the year the Board of Directors has dealt with corporate strategy, acquisitions, capital structure and organisational questions.

Composition of the Board and attendance at Board meetings, 2022

Board member	Remuneration committee	Audit committee	M&A committee	Attendance at Board meetings, %
Anna Söderblom (from the 2022 Annual General Meeting)	•		•	100
Annikki Schaeferdiek				100
Martin Gren	•			100
Thomas Thuresson		•		100
Erik Malmberg		•	•	100
Eva Elmstedt (until the 2022 Annual General Meeting)	•		•	100

Board members' independence in respect of Proact, Proact's management team and major owners

Board member	Function	Date of birth	Nationality	Elected	Independent	Shareholding, 31/12/2022
Anna Söderblom	Chair	1963	Swedish	2022	Yes	3,500
Martin Gren	Member	1962	Swedish	2017	No	3,137,334 ¹⁾
Annikki Schaeferdiek	Member	1969	Swedish	2017	Yes	3,000
Thomas Thuresson	Member	1957	Swedish	2018	Yes	1,500
Erik Malmberg	Member	1982	Swedish	2020	Yes	-

1) Holding personally and via legal entity.

FEBRUARY

Year-end report, report from auditors, review BU West, acquisitions

MARCH

Decision on annual reports, preparation of Annual General Meeting

APRIL

Interim report January–March, review of the service delivery organisation and acquisitions.

MAY

Annual General Meeting, inaugural Board meeting, establishment of instructions and policies. Election of committees. Start-up strategy and review of portfolio, market and communication.

JUNE

Acquisitions

JULY

Interim report, January–June

SEPTEMBER

Strategy and business plan, plus sustainability, budget guidelines, review BU UK

OCTOBER

Interim report, January–September. Risk review and review BU Central

DECEMBER

Establishment of budgets. Organisational development. Evaluation of the work of the Board, the Chief Executive Officer and the corporate management team. Review BU NOBA.



Other information on Board members

- Anna Söderblom (Teacher/researcher at the Stockholm School of Economics plus Board work, previous senior positions at Microsoft, Posten and Industrifonden, among others). Member of the Board at Länsförsäkringar Liv, BTS Group, Midway Holding, B3 Consulting Group and Dedicare.
- Martin Gren (founder and advisor to Axis Communications AB) Chair at Axis Communications AB. Member of the Board at Askero Sagoboks Förlag AB, AB Grenspecialisten and H. Lundén Holding AB.
- Annikki Schaeferdiek (Founder and CEO of Syster P AB plus Board work, international experience in the IT/telecom industry). Chair of the Board at Formpipe Software AB Director of Syster P AB, Axiell Group AB and Addtech AB.
- Thomas Thuresson (Board work and CEO of Tetra Laval Real Estate AB, various previous positions at Alfa Laval Group, including as CFO) Chair of the Board at Terratech Group AB Director of JM AB and Skiold A/S and member of the Advisory Board for Solix Group AB.
- Erik Malmberg (Investment Advisory Professional, Triton Advisers (Sweden) AB). No other directorships

Remuneration committee

The duty of the remuneration committee is to examine the principles for remuneration, including performance-based remuneration and pension terms for the company's senior executives, and to give recommendations to the Board concerning these issues. Issues relating to the Chief Executive Officer'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.

More information on remuneration to the Chief Executive Officer and other corporate executive employees can be found in the annual report, Note 9.

The remuneration committee comprises two Board members and has held two minuted meetings during 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 stay abreast of the focus and scope of the audit and discuss views on the company's risks. Decisions by the Board are required for non-audit services from the selected auditor that exceed SEK 500 thousand. Total fees for non-audit services must not exceed 70 per cent 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 committee also deals with issues related to internal control, risks, insurance and GDPR.

After the 2022 Annual General Meeting, the audit committee comprises two Board members. The Chair of the audit committee prepares and convenes the meetings of the audit committee. The audit committee has held four minuted meetings during the year, as well as maintaining constant contact by telephone and email.

M&A committee

The committee's job is to prepare the Board's work on acquisitions in accordance with the company's acquisition strategy. This work includes evaluating potential acquisition candidates and assisting the management in matters such as financing, business valuation and pipeline of potential acquisitions.

During the year, the M&A committee consisted of two Board members and held seven meetings for which minutes were kept.

External auditors

The Annual General Meeting which was held on 5 May 2022 elected the firm of auditors Öhrlings PricewaterhouseCoopers AB (PwC), with Nicklas Kullberg as principal auditor, for the period up to the 2023 Annual General Meeting.

The auditors review the Board's and the Chief Executive Officer'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 audit 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.

PwC performs certain services for Proact in addition to audits. When PwC 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 PwC's independence.

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

Chief Executive Officer and Group executive

Jonas Hasselberg has been Chief Executive Officer and President of Proact IT Group AB since 1 September 2018. Jonas Hasselberg holds a Master of Science degree in Engineering Physics from KTH Royal Institute of Technology and has experience of senior positions at Telia Company, Nokia, Mycronic and Microsoft. Jonas Hasselberg owned 29,700 shares in the company as at 31 December 2022. Jonas Hasselberg has no significant shareholdings or co-ownership in companies with which Proact has significant business relationships.

The Chief Executive Officer manages operations in accordance with the instructions of the Board of Directors and the approved distribution of work between the Board and the Chief Executive Officer. The Chief Executive Officer is responsible for keeping the Board informed and for ensuring that the Board is provided with the requisite decision data. The Chief Executive Officer presents reports to the Board but is not a Board member. This is in accordance with applicable policy, in which neither the Chief Executive Officer nor another senior executive has to be a Board member in the parent company. In ongoing contact, the Chief Executive Officer keeps the Chair informed of the development and financial position of the company and the Group besides providing periodic reporting.

The Chief Executive Officer 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 2022, Proact's Group executive consisted of the Chief Executive Officer and ten other senior executives.

The subsidiaries running operations report to the relevant Business Unit Directors, who in turn report directly to the Chief Executive Officer. 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. Chair positions at the subsidiaries are held either by the Chief Executive Officer of Proact IT Group AB or by the relevant Business Unit Directors.

Remuneration to senior executives

The Annual General Meeting held on 6 May 2020 adopted the Board's proposal concerning guidelines for remuneration to senior executives, which should apply until the 2024 Annual General Meeting, unless circumstances arise that necessitate revision of this at an earlier stage. These guidelines include the Chief Executive Officer, the Deputy Chief Executive Officer and the corporate management team. The guidelines must promote the company's business strategy, long-term interests and sustainability.

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 wide range of company 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.

The Board's internal control report

Control 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 Chief Executive Officer, 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 and manuals – such as the Company Handbook and finance policy – affect financial reporting and 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 statements, as well as non-conformance reports relating to the company's profit and position. Extraordinary incidents and emerging risks are also reported each month. 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. Given the size of the company, there is no separate department for internal audits. Instead, this work is carried out from the Group finance function together with the company's own lawyers. The company performs regular audits of its subsidiaries. The outcome is reported to the CEO, CFO and Board of Directors.