

Corporate Governance Report

Corporate governance at Swedfund

Swedfund is a limited company wholly owned by the Swedish government with a specific public policy assignment, which is set out in the Owner Instructions.

According to this assignment, Swedfund must contribute to achievement of the objective set out in Sweden's Global Development Policy of fair and sustainable global development and, together with strategic partners, the Company must contribute to investments that are not deemed to be realisable solely through commercial financing. Swedfund must ensure that its investments are sustainable from an economic, environmental, climate and social perspective.

The Owner Instructions set out a number of mission objectives for the organisation. These are described in more detail in the Directors' Report under the Portfolio companies' results section on pages 58-74.

Both external and internal regulations form the basis for Swedfund's governance. Swedfund applies the Swedish Corporate Governance Code. Deviations from this Code in the financial year are explained below. The main reason behind such non-conformities is Swedfund's ownership circumstances, with Swedfund being a wholly state-owned company and thus not a listed

company with dispersed ownership. The Company's auditors have conducted a statutory review of the corporate governance report.

The State's Ownership Policy, the Owner Instructions for the Company, the Articles of Association and the objectives established by the Annual General Meeting and the Board of Directors govern the Company's operations. Swedfund's strategy and policy documents form the starting point for the performance of its assignment. Swedfund's policies form a key part of the Company's values, governance and internal control, and are regularly incorporated into working methods and agreements. The training of Swedfund staff and external board members in direct holdings is ongoing. The Company is also affiliated to a number of international conventions and regulations which have impacted the working methods that are followed in different ways.

Swedish Corporate Governance Code

The Swedish Corporate Governance Code forms part of the State's corporate governance framework. Swedfund adheres to this Code in accordance with the Owner Instructions.

Deviations from the Code

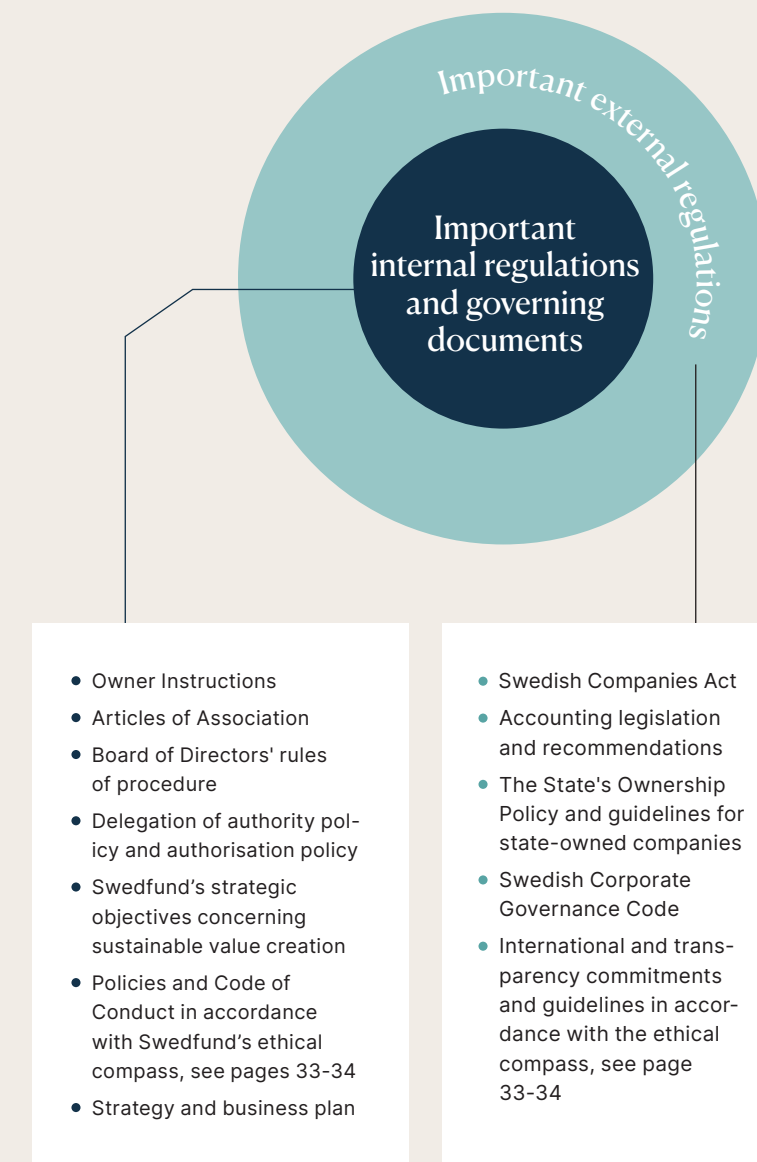
Swedfund deviated from the provisions of the Code in the 2024 financial year on the following points:

- i. Nomination committee. Due to its ownership structure, Swedfund has no nomination committee. Instead, the nomination process for Board members and election of the Chair of the Board of Directors and auditors is based on a separate process for state-owned companies in accordance with the State's Ownership Policy.
- ii. The Board of Directors' independence in relation to the owner. In accordance with the State's Ownership Policy, Swedfund does not report whether or not Board members are independent of the owner.
- iii. Remuneration committee. The Board of Directors has instead opted to perform this task.

Corporate governance amongst the portfolio companies

As regards investments through equity, Swedfund normally has a role as a minority shareholder, but usually endeavours to ensure that it holds a board position. In connection with fund investments, Swedfund is

Governing documents



often represented on the fund's advisory board. Through active ownership, based on the three pillars (Impact on society, Sustainability and Financial viability), governance and follow-up take place through board work, self-evaluations and ESG advocacy work etc. The management of Swedfund's investments involves incorporating the Company's policies into investment agreements as and when appropriate. Funds for Technical Assistance (TA) can also be used as a tool for quality-enhancing initiatives among the portfolio companies. Information on the development of the portfolio companies is obtained through regular owner dialogues, the follow-up of annual reports and other agreed information. Swedfund strives to maintain an active dialogue with stakeholders such as owners, business partners, civil society organisations, trade unions and the media. For further information, see Swedfund's stakeholder and materiality analysis on pages 127-128.

Votes and owners

The Annual General Meeting is the supreme decision-making body within Swedfund, and it is through attendance at this meeting and participation in owner dialogue that the Swedish government exercises its influence on the Company. The Ministry of Finance is responsible for managing the State's ownership of Swedfund, while the Ministry of Foreign Affairs is responsible for the Company's development cooperation policy. Notice of annual general meetings and extraordinary general meetings where amendments to the Articles of Association are on the agenda must be issued no earlier than six weeks and no later than four weeks prior to the meeting. Notice is issued through publication in the official Swedish gazette, Post- och Inrikes Tidningar, and on Swedfund's website. Mem-

bers of Parliament have the right to attend the meeting and to ask the Company questions during the meeting. Under normal circumstances, the meeting is also open to the general public.

Annual General Meeting 2024

Swedfund's Annual General Meeting was held on Friday 26 April 2024 at Westmanska Palatset in Stockholm. The meeting was open to the general public, and the minutes of the Annual General Meeting are available on Swedfund's website. The Annual General Meeting adopted the presented income statement and balance sheet as of 31 December 2023 and discharged the members of the Board of Directors and the CEO from liability for the 2023 financial year. The Annual General Meeting also presented proposals for the appropriation of profit and proposals concerning guidelines for the remuneration of senior executives, and prepared the remuneration report for 2023. Ernst & Young AB was re-elected as auditor by the Annual General Meeting with Jesper Nilsson as lead auditor.

Board of Directors

According to the Articles of Association, the Board of Directors must consist of at least six and not more than nine members, without deputies. The Annual General Meeting shall appoint the Chair of the Board of Directors. If the Chair resigns during their term of office, the Board of Directors must elect a Chair from amongst its members for the period through until the end of the Annual General Meeting when a new Chair is elected by the meeting.

Composition of the Board

Board member, Kerstin Borglin resigned at the 2024 Annual General Meeting. At the

Annual General Meeting, Catrina Ingelstam, Josefine Ekros Roth, Roshi Motman, Torgny Holmgren, Catrin Fransson, Anna Stellingner and Caroline Af Kleen were re-elected as Board members, and Johan Mörnstam was newly elected. Following the Annual General Meeting, the Board of Directors consisted of eight members, six women and two men. Catrin Fransson was re-elected as Chair of the Board. No member of Swedfund's executive management is a member of the Board of Directors. Information about the members of the Board of Directors is provided on pages 121-122.

Responsibilities and duties of the Board of Directors

The Board of Directors is required to assess the Company's financial situation on an ongoing basis, and ensure that the Company achieves the objectives that have been set and manages its resources appropriately. The Board of Directors is required to ensure that the Company's organisation is such that accounting, financial management and the Company's financial circumstances are generally subject to satisfactory controls. The Board of Directors must ensure that the Company has effective systems in place for monitoring and controlling the Company's operations, and must keep abreast of and evaluate how the Company's internal control systems are functioning. The Board of Directors makes business decisions on matters that fall outside the scope of day-to-day management and the delegated mandate of the CEO, which includes, for example, major investment decisions. The Board of Directors is responsible for setting objectives and establishing a strategy for the Company's operations. It is the responsibility of the Board of Directors to integrate sustainable enterprise into the Company's

Key matters for the Board of Directors in 2024

February

Year-end report, portfolio report, investment matters, ownership report, capital injection for 2023 and request for 2024

April

Constituting items, portfolio report, interim report, investment matters

July

Investment matters, interim report

October

Interim report, portfolio report, investment matters, Ukraine, IT and digital maturity analysis

March

Integrated report 2023, audit report, notice and resolutions in advance of the Annual General Meeting, investment matters

June

Policy issues, 2024 audit, organisational issues, portfolio status report, investment matters

September

Portfolio report, investment matters

November/December

Budget for 2025, internal audit, policy issues, status report for investment portfolio and PA, capital mobilisation, investment matters

business strategy and business development, and to establish strategic objectives for sustainable value creation in accordance with the Ownership Policy. The Board of Directors is responsible for the Company's riskmanagement and compliance. This means that the Board of Directors is responsible for ensuring that risks associated with the Company's operations are regularly identified, analysed and managed appropriately, and that there is adequate control over the Company's compliance with laws and other rules that apply to the Company's operations. The Board of Directors is also responsible for establishing, implementing and following up the policy documents and other forms of governing documents relevant to the organisation, such as the rules of procedure for the Board of Directors and the Audit Committee, and the CEO's instructions. Amongst other things, these policy documents set out how responsibilities and authorities are delegated between the

Board of Directors, the Chair of the Board of Directors and the CEO.

The Board of Directors has set up an integrated Audit Committee whose duties are aimed at the quality assurance of external financial and sustainability reporting and ensuring that the Company has appropriate risk management in place, that established principles for external reporting and internal control are complied with, and that Swedfund undergoes qualified, effective and independent auditing. The Audit Committee also prepares sustainability-related matters, such as sustainability policy and anti-corruption policy, as well as material sustainability issues for consideration by the Board of Directors.

The Audit Committee consists of four Board members appointed annually by the Board. Since the inaugural Board meeting in 2024, the Audit Committee has consisted of Catrina Ingelstam (Chair), Josefine Ekros Roth, Torgny Holmgren and Caroline af Kleen.

The Board of Directors is responsible for maximising long-term value creation at Swedfund and for ensuring that operations are conducted in a way that promotes sustainable development from a financial, social, environmental and climate perspective. The Board of Directors is responsible for the Company's organisation and management of its affairs in the interests of the Company and the shareholders. The Board of Directors is responsible for ensuring that the Company acts as a role model within the area of sustainable enterprise and also otherwise operates in manner that is worthy of public confidence. The Board of Directors appoints the Chief Executive Officer (CEO) and determines the salary and other benefits of the CEO.

Chair of the Board

The Chair is responsible for evaluating the work of the Board of Directors on an annual basis and for ensuring that the evaluation is reported as and when relevant to the owner's nomination administrator. The 2024 Board evaluation was carried out within the Board and involved a collective evaluation of the work and expertise of the Board of Directors. As and when necessary, the Chair is involved in connection with important contacts and represents the Company in relation to ownership matters. The Chair of the Board of Directors is also responsible for maintaining contact with representatives of the Company's owners with the aim of coordinating their views with these representatives when the Company is facing particularly important decisions.

The work of the Board of Directors and the Audit Committee in 2024

In 2024, the Board met on thirteen occasions, which included seven ordinary meetings,

three extraordinary meetings and three meetings per capsulam. Amongst other matters, the meetings considered investment cases and business operations based on the three pillars (Impact on society, Sustainability and Financial viability), annual and interim financial statements and related reports, CSRD, budget and business objectives, policy issues, organisational and staffing issues, and evaluation of the work of the Board of Directors and the CEO. Ordinary Board meetings were held in the form of physical meetings.

In 2024, the Audit Committee met on seven occasions, with the meetings being held in both digital and physical format. Amongst other things, the Audit Committee prepared questions regarding interim reports and integrated reporting for 2023 (including the Annual Report, Sustainability and Corporate Governance Report), risk/internal control, policy updating, CSRD, audit plans for internal and external audits, as well as reporting and follow-up of audit reports and previous observations from the auditors.

CEO and Company management

Maria Håkansson has been CEO of Swedfund since 2018. The CEO is responsible for the day-to-day management of the Company's operations with the care and to the extent necessary to ensure that operations are carried out in accordance with applicable legislation, the Articles of Association, the CEO's instructions, the Board of Director's instructions and the State's Ownership Policy. The CEO signs on behalf of the Company with regard to the ongoing administration of the Company within the adopted budget. Decisions within the CEO's own decision-making remit are reported to the Board of Directors at the next meeting. When a member of the management team

signs on behalf of the Company, this is also reported at the next meeting.

Management work is coordinated by a management team based on Swedfund's organisation. At the end of 2024, in addition to the CEO, the management team comprising a total of eight members consisted of the Chief HR & Administration Officer, Chief Legal Counsel, Chief Financial Officer, Chief Strategy & Communications Officer, Chief Investment Officer, Chief Sustainability Officer and Chief Business Development & Special Operations Officer. The management team is responsible for proposing and implementing strategies and business plans, budgets and operational planning, governance and organisational issues, and for monitoring Swedfund's financial development and initiatives relating to sustainability.

Auditors

The State's Ownership Policy states that responsibility for the election of auditors by the Annual General Meeting in state-owned companies always lies with the owner. Proposals for the election of auditors and approval of auditor's fees in state-owned companies are submitted by the Board of Directors. Auditors are normally appointed for a term of one year. The auditors are accountable to the owner at the general meeting and submit audit reports concerning Swedfund's integrated reports and the Board of Directors' management. The auditors submit a summary report on the audit to the Audit Committee and the Board of Directors, firstly in connection with the management audit and the general review of the interim report for January to September, and secondly, in connection with the audit of the annual financial statements. The external auditors attended five of the Audit Committee's meetings in 2024 and one

Member	Position	Board of Directors' meetings	Audit Committee
Catrin Fransson	Chair of the Board of Directors	13/13	
Torgny Holmgren	Member of the Board of Directors, Member of the Audit Committee	13/13	7/7
Catrina Ingelstam	Member of the Board, Chair of the Audit Committee	13/13	7/7
Kerstin Borglin	Board member (until the 2024 Annual General Meeting)	3/13	
Roshi Motman	Board member	10/13	
Anna Stellingner	Board member	11/13	
Caroline af Kleen	Member of the Board of Directors, Member of the Audit Committee	12/13	7/7
Josefine Ekros Roth	Member of the Board of Directors, Member of the Audit Committee	13/13	6/7
Johan Mörnstam	Board member (from the 2024 Annual General Meeting)	7/13	

board meeting. The remuneration paid to the auditors is presented in Note 6.

Remuneration of senior executives

Swedfund applies the Government's guidelines for persons in management positions (see 'Guidelines for the remuneration of senior executives at Swedfund International AB', which can be found on Swedfund's website). The pay conditions for the CEO and other senior executives are presented in Note 5 on page 94. Swedfund also prepares a Remuneration Report for approval by the Annual General Meeting.

Internal control regarding financial reporting

Under the Swedish Companies Act and the Swedish Corporate Governance Code, the Board of Directors is responsible for ensuring that the Company has good internal controls in place. This report has been prepared in accordance with Chapter 6, Section 6 of the Swedish Annual Accounts Act and Sections 7.3-7.4 of the Swedish Corporate Governance Code, and is limited to the internal controls regarding financial reporting. Effective board work forms the basis for

good internal control. Swedfund's internal controls can be described based on the following five main areas.

Governance and control environment

The basis for internal controls regarding financial reporting is the control environment. The Board of Directors has overall responsibility for financial reporting, which refers primarily to interim reports (quarterly) and the integrated reports (annual). Every year, the Board of Directors adopts a set of written rules of procedure for its work, and specifies the division of work between the

Board of Directors on the one hand and the CEO and the Audit Committee on the other.

The Audit Committee appointed by the Board of Directors is tasked with preparing matters for decisions by the Board. The Audit Committee works according to an adopted annual schedule and is responsible for monitoring and quality assurance of the Company's financial reports. Its tasks cover areas such as the effectiveness of the Company's internal control, risk-based annual plan for internal audits, assessments of estimates and reported values which could impact on the quality of financial reports, as well as the follow-up of observations from external and internal audits. The Audit Committee also keeps abreast of the auditing of the Annual Integrated Report (including the annual report and reports regarding corporate governance and sustainability) and management through regular attendance at the Committee's meetings by the Company's auditors. The CFO and CSO are co-opted to the Committee's meetings, and the Committee's members are also in regular contact with these executives between ordinary meetings. The CEO is available at all Committee meetings.

One aspect of the Board of Directors' work is to prepare, update and approve a number of fundamental policies which govern the Company's work. The Board of Directors issues guidelines setting out the conditions for an organisational structure with a clear delegation of powers and responsibilities documented in a set of instructions for the work of the CEO, and in a policy concerning the delegation of authority. Based on these, internal rules, processes and structures are created which form the basis for internal governance and control throughout the organisation. Finan-

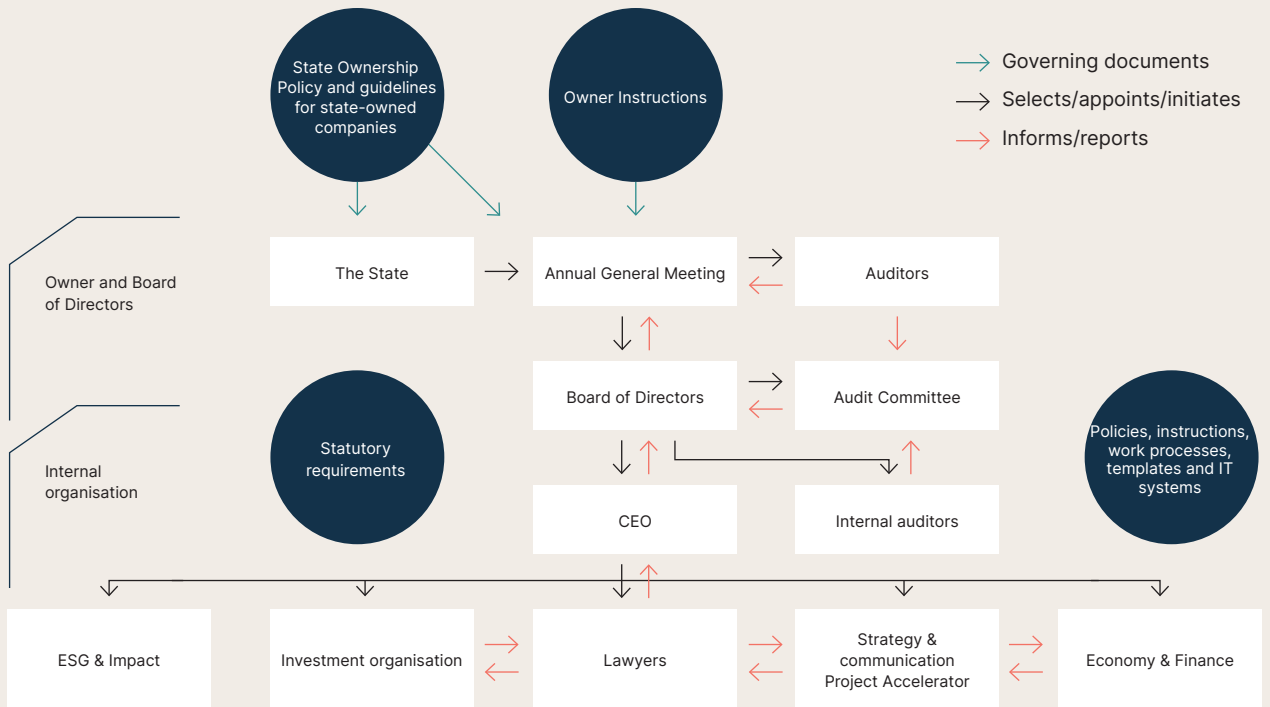
cial Policy, Risk Policy, Sustainability Policy, accounting and reporting instructions and an investment manual set out the framework and provide guidance in key areas for the Company's financial reporting.

The competence of the employees and the core values that the Board of Directors and the management operate on the basis of and communicate also form a significant part of the control environment. The CEO is tasked with establishing guidelines to ensure that all employees understand the requirements regarding the maintenance of ethical values and the role of the individual in this task, which is partly governed by Swedfund's Code of Conduct. The Code of Conduct adopted by the Board of Directors, which all Swedfund employees have undertaken to follow, includes a section to prevent conflicts of interest and other similar situations from arising. This states, among other things, that employees are not permitted to participate in projects where a conflict of interest could arise or where there are parallel assignments which could jeopardise the employee's loyalty to Swedfund. To ensure compliance, there is a process where employees are under an obligation to declare any conflicts of interest and parallel assignments every year or as and when necessary.

Risk assessment

There may be a risk of material misstatement in the financial statements in connection with the accounting and valuation of assets, liabilities, income and expenses, collection and compilation of sustainability information or deviations from information requirements. Other risks relating to financial reporting include fraud, loss or misappropriation of assets or undue favouring of other parties at

Corporate governance structure



the Company's expense. Accounting and financial reporting policies and directives and associated processes cover areas of particular importance to promote accurate and complete accounting, reporting and timely disclosure.

Identified risk types are managed through well-defined business processes with integrated risk management measures, as well as through the clear division of responsibilities and tasks and an appropriate decision-making policy. This means that special approval is required for investments and other important transactions to ensure that assets are managed appropriately. The Company's risks are managed in accordance with the Board of Directors' established Risk Policy and Financial Policy, and reporting on financial risks takes place on a regular basis.

In connection with the evaluation of new technical feasibility studies within the Project Accelerator and case studies within investing activities, detailed analyses (due diligence) are carried out of factors such as expected impact on society, sustainability risks, performance trends and financial position. Based on the assessment of impacts and risks, special terms and conditions are included in agreements as and where necessary in order to reduce risk exposure. Find out more about Swedfund's management of financial risks in Notes 20 and 26, and general information about Swedfund's risks and risk management on pages 35-36.

Control activities

To ensure that financial and sustainability reports present a true and fair picture of the business and maintain the desired level of quality, Swedfund's processes include various control activities. These control activities involve every level of the organisation,

from the Board of Directors and the management to other employees, and are intended to prevent, detect and correct any errors and non-conformities.

Outcomes are followed up on a monthly basis with respect to budgets and/or forecast and liquidity monitoring within the Company and reported at all Board meetings. Examples of other control activities within Swedfund's operation include the approval and control of different types of accounting transactions, reconciliations, analysis of key performance indicators and relationships, as well as other follow-up of financial information, which are carried out on an ongoing basis by the Company's management and the finance function.

In addition to this, portfolio company reviews are conducted regularly for each sector and for the Project Accelerator, where the investment and project portfolios are evaluated based on the three pillars: Impact on society, Sustainability and Financial viability. These meetings are attended by certain members of the management team. The portfolio's status is reported to the Board of Directors on a quarterly basis based on the three pillars through a portfolio report.

Swedfund has developed a comprehensive investment process to ensure that high levels of quality are maintained during the preparation of investment cases. In connection with the evaluation of new investments, a special process has been established where an investment committee, comprising the management team and the person responsible for the specific project, evaluates a potential investment in two stages before it is presented to the Board of Directors for a final decision.

The process of active ownership amongst the portfolio companies involves the invest-

ment organisation taking responsibility for regularly monitoring developments within the three pillars, Impact on society, Sustainability and Financial viability, by obtaining and analysing financial and non-financial reports, conducting visits and actively participating in board work, investment committees and advisory boards. Part of the aim of this is to ensure the assessment of developments in the value of investments, which are in turn reflected in Swedfund's income statement and balance sheet and the results of portfolio companies. Swedfund has an established process for valuing the portfolio holdings. Proposals for impairment and provisions for credit losses are prepared based on the Company's valuation policy and decided once a quarter by management. Internal control and management of the Company are evaluated annually by the Company's external auditors. A special audit function in the form of an internal audit unit has also been set up, which reports to the Board of Directors. In 2024, the internal audit unit conducted two reviews regarding model risk and the Project Accelerator.

Information and communication

The Company's information and communication channels contribute to complete, accurate and timely financial and non-financial reporting. All Swedfund employees have access to the Company's policies, guidelines and manuals. During regular joint information meetings for all employees at the Company's head office and regional offices, the importance of applying the rules and processes that exist is stressed, and the associated resultant changes are described in more detail. Within the Company's various departments, reviews and updates are carried out concerning the application of these documents on an ongoing basis as and

when necessary. Formal and informal communication between employees and management is facilitated by the fact that the employees are small in number and largely geographically concentrated at the head office and two regional offices.

The Board of Directors and the Audit Committee regularly review the management's reports concerning financial developments with analyses and comments on outcomes, budgets and forecasts. The Board of Directors also regularly receives detailed portfolio reports which present developments for each investment and in the portfolio, based on the three pillars of Impact on society, Sustainability and Financial viability. In 2024, regular in-depth studies concerning relevant sustainability issues were presented to the Board of Directors on climate and biodiversity.

Swedfund also has an established whistleblower function that can be used in the event of suspected irregularities by executives within Swedfund or one of its portfolio companies. The whistleblower service can be used in connection with suspected cases of corruption, accounting errors, deficiencies in internal control or other doubts which could seriously harm the Company's interests or the health and safety of individuals.

Swedfund also has an established complaints mechanism, which can be used to draw attention to issues linked to Swedfund or Swedfund's portfolio companies.

Follow-up

Control activities are monitored on an ongoing basis by Swedfund's management and employees to ensure that risks have been appropriately taken into account and managed. These procedures include the monitoring of results against budgets and forecasts, portfolio analyses and the follow-up

of key performance indicators. Policy documents and other governance documents are evaluated on an annual basis. The Company's financial situation is discussed at each Board meeting. Interim reports and the Integrated Annual Report are submitted to the Audit Committee for preparation, and to the Board of Directors for approval.

The Audit Committee carries out preparatory work for the Board of Directors' evaluation of the information provided by the management and the Company's auditors. This includes reviewing the valuation basis, impairment needs and provisions for credit losses in Swedfund's investments on a quarterly basis, as well as evaluating the valuation process and governing documents in the form of a valuation policy. The responsibilities of the Audit Committee also include ensuring that, on behalf of the Board of Directors, action is taken concerning any shortcomings and proposed measures that have emerged from the external audit of integrated reporting and internal control.

The Audit Committee reviews the internal and external auditors' audit plans and considers the auditors' observations on an ongoing basis. The Board of Directors and the Audit Committee also receive summary audit reports. At least once a year, the Board of Directors meets with the Company's auditors in the absence of the CEO and other members of the management. These meetings normally take place in connection with the discussion/decision on the Annual Integrated Report.

As of 31 December 2024, the assessment is that the control activities relating to internal control of the financial reporting are adequate.

Board of Directors



Catrin Fransson

(born 1962)
Chair

Board member since: 2022

Education: MBA, Luleå University of Technology, Senior Executive Program, London Business School.

Current position: Board work.

Other board assignments: LKAB (board member), PRI Pensionsgaranti (board member).

Previous positions: Almi Företagspartner Stockholm Sörmland AB (chair), Swedbank Robur AB (chair), Swedbank Franchise AB (chair), Entercard AB (board member), Swedbank Försäkring (board member).



Roshi Motman

(born 1979)
Board member

Board member since: 2019

Education: Industrial Engineering and Management, Chalmers University of Technology, Electrical Engineering, Chalmers University of Technology.

Current position: Self-employed.

Other board assignments: –

Previous positions: CEO Amuse Music, ICE telecom (board member), CEO Millicom Ghana (Tigo), CEO AirtelTigo Ghana, Chair of the Board of Ghana Telecom Chambers, Chair of the Investment Committee Digital Changemakers Ghana (Tigo/Reach for Change).



Johan Mörnstam

(born 1966)
Board member

Board member since: 2024

Education: Executive MBA, Business Administration, Lund University.

Current position: CEO E.ON Sverige AB.

Other board assignments: E.DSO (European Distribution System Operators) (chair), EU DSO Entity (board member), Energiföretagen (board member).

Previous positions: Mobile Heights (board member), Enerjisa Enerji SA (board member), Enerjisa Üretim SA (chair), Malmberg Vatten & Malmberg Borning AB (chair), Åhus (board member), other assignments within the E.ON group.



Catrina Ingelstam

(born 1961)
Board member

Board member since: 2019

Education: MBA and commercial law, Stockholm University, approved public accountant FAR (not active).

Current position: Board assignments, self-employed.

Other board assignments: SH Pension (chair), LÖF – regionernas ömsesidiga försäkringsbolag (board member), Kommuninvest i Sverige AB (board member), Sparbanken Rekarne AB (member).

Previous positions: Sjätte AP-fonden (chair), Spiltan Fonder AB, Orio AB, Sparbanken Sjuhärad AB, Dina Försäkringar Mälardalen AB, Salus Ansvar AB, KPA AB and subsidiaries, Folksam LO Fondförsäkring AB and subsidiaries, Folksam Fondförsäkring AB, Min Pension i Sverige AB, Kammarkollegiet.

Board of Directors



Anna Stellingner

(born 1974)
Board member

Board member since: 2023

Education: Master's degree in Political Science and Bachelor's degree in French, Lund University, and International Master in International Relations at Sciences Po in Paris, France.

Current position: Head of International and EU Affairs at the Confederation of Swedish Enterprise.

Other board assignments: Business Sweden (member), Swedish Institute of International Affairs (board member).

Previous positions: Lund University (vice chair and board member).



Caroline af Kleen

(born 1977)
Board member

Board member since: 2023

Education: MSc. Business Administration and Economics.

Current position: CFO of the Swedish Red Cross.

Other board assignments: –

Previous positions: –



Josefine Ekros Roth

(born 1974)
Board member

Board member since: 2023

Education: Bachelor of Arts in International Economics, University of Westminster, Master's degree in European Politics, College of Europe.

Current position: Under-Secretary, Ministry of Finance.

Other board assignments: Samhall (board member), Specialfastigheter (ledamot).

Previous positions: Industrifonden (board member).



Torgny Holmgren

(born 1954)
Board member

Board member since: 2017

Education: MBA, Stockholm School of Economics.

Current position: Senior adviser, board assignments.

Other board assignments: SNV Netherlands Development Organisation (board member).

Previous positions: Expert Group for Aid Studies (board member), Water Aid (board member).

Signatures of the Board of Directors

Swedfund International AB's Board of Directors and CEO hereby submit Swedfund International AB's Integrated Report, including the Annual Report, Sustainability Report and Communication on Progress (COP) for 2023.

Swedfund International AB has produced this Annual Report in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and as adopted by the EU. In addition, the standards of the Swedish Financial Reporting Board and its recommended RFR 2 Supplementary

Accounting Rules for Legal Entities have also been applied.

The Annual Report also includes the Company's Sustainability Report in accordance with Chapter 6, Section 11 of the Swedish Companies Act, and the Sustainability Report in accordance with the Global Reporting Initiative, GRI. The information provided corresponds with the factual circumstances and nothing of any material importance has been omitted which could impact on the picture of the Company which is created in the Annual Report, the Sustainability Report and the COP.

Stockholm, 28 March 2025

Catrin Fransson Chair	Johan Mörnstam	Catrina Ingelstam	Caroline af Kleen
Roshi Motman	Anna Stelling	Torgny Holmgren	Josefine Ekros Roth

Maria Håkansson CEO

Our audit report was submitted on 31 March 2025

Jesper Nilsson Authorised Public Accountant Ernst Young AB

Auditor's Report

To the general meeting of the shareholders of Swedfund International AB, corporate identity number 556436-2084

This is a translation from the Swedish original.

Report on the annual accounts Opinions

We have audited the annual accounts of Swedfund International AB for the year 2024 with the exception of the corporate governance report on pages 116–122. The company's annual report is included on pages 58–115 and 123 of this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of Swedfund International AB as of 31 December 2024 and its financial performance and cash flow for the year in accordance with International Financial Reporting Standard (IFRS), as adopted by the EU and the Swedish Financial Reporting Board's recommendation RFR 2, as well as the Swedish Annual Accounts Act.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of Swedfund International AB in accordance with professional ethics for

accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

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

Other information than the annual report

This document also contains other information than the annual report, which can be found on pages 1–57 and 116–139. The Remuneration Report for the financial year 2024 also constitutes other information. The Board of Directors and the Chief Executive Officer are responsible for this other information.

Our opinion on the annual report does not cover this information, and we do not express any form of assurance conclusion regarding it.

In connection with our audit of the annual report, it is our responsibility to read the other information identified above and consider whether it is materially inconsistent with the annual report or with the knowledge we obtained during the audit, or otherwise appears to be materially misstated.

If, based on the work performed, we conclude that the other information contains a material misstatement, we are required to report it. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Chief Executive Officer are responsible for the preparation of the annual report and for ensuring that it provides a true and fair view in accordance with the Swedish Annual Accounts Act, IFRS as adopted by the EU, and the Swedish Financial Reporting Board's recommendation RFR 2. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with

ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

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

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other legal and regulatory requirements

Opinions

In addition to our audit of the annual accounts, we have also audited the administration of the Board of Directors and the Managing Director of Swedfund International AB for the year 2024 and the proposed appropriations of the company's profit or loss.

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

Basis for Opinions

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

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

Responsibilities of the Board of Directors and the Managing Director

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

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

Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

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

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

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

As part of an audit in accordance with generally accepted auditing standards in Sweden, We exercise professional judgment and maintain professional skepticism

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

Auditors' examination of the Corporate Governance report

The Board of Directors is responsible for the corporate governance report for the financial year 2024, presented on pages 116–120, and for ensuring that it is prepared in accordance with the State Ownership Policy and Guidelines for State-Owned Enterprises (the ownership policy).

Our examination has been conducted in accordance with FAR's recommendation RevU 16, The Auditor's Examination of the Corporate Governance Report. This means that our examination of the corporate governance report differs in focus and is significantly less extensive in scope compared to an audit conducted in accordance with International Standards on Auditing and generally accepted auditing practices in Sweden.

We believe that our examination provides a sufficient basis for our statements.

A corporate governance report has been prepared. The information required under the ownership policy is consistent with the annual report.

Stockholm, 31 March 2025
Ernst & Young AB

Jesper Nilsson
Authorized Public Accountant