



# Corporate governance report



### CORPORATE GOVERNANCE REPORT FOR EOLUS VIND AB (PUBL)

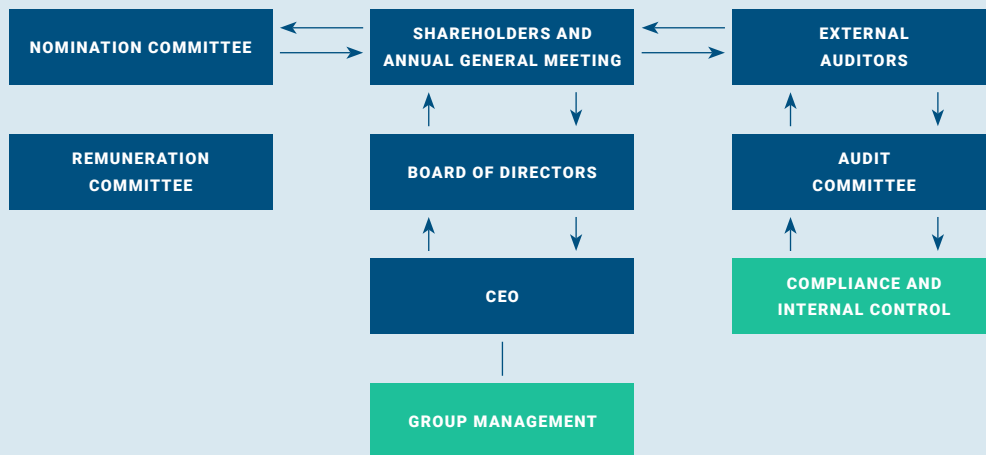
Eolus Vind AB is a Swedish public limited liability company that has been listed on Nasdaq Stockholm since February 2, 2015. Eolus is governed through General Meetings, the Board of Directors, the CEO and Group management in accordance with the Swedish Companies Act, the Articles of Association and the terms of reference for the Board of Directors and the CEO. Representatives from the Eolus Group’s management are also members of its subsidiaries’ boards.

With Nasdaq Stockholm, Eolus has committed to apply the Swedish Corporate Governance Code (the “Code”), <https://bolagsstyrning.se/current-code> which is to be applied by all Swedish limited liability companies whose shares are traded on a regulated market in Sweden. Eolus is governed by external requirements and also internal governing documents, processes and risk management. The Corporate Governance Report is included in Eolus’s Annual Report.

### ARTICLES OF ASSOCIATION

The current Articles of Association were adopted at the Annual General Meeting on May 19, 2021. They state that the Board’s registered office is to be in Hässleholm, Sweden, that the Board’s members are to be elected every year by the Annual General Meeting for a period up to the next Annual General Meeting, and that one Class A share entitles the holder to one vote while one Class B share entitles the holder to one-tenth of a vote. There are otherwise no restrictions in the Articles of Association as regards how many votes each shareholder may cast at an Annual General Meeting. Class A shares and Class B shares entitle the holder to the same dividend. The Articles of Association do not specify specific provisions as regards the election of the Board of Directors other than what is stated in Swedish law. The complete Articles of Association are available on Eolus’s website, [www.eolus.com](http://www.eolus.com).

### GOVERNANCE STRUCTURE



### CENTRAL EXTERNAL GOVERNING DOCUMENTS

- Swedish Companies Act.
- Nordic Main Market Rulebook for Issuers of Shares.
- The Swedish Corporate Governance Code.
- Swedish Annual Accounts Act.
- The Swedish Securities Market Act.
- The EU’s Market Abuse Regulation.
- International Financial Reporting Standards (IFRS) and other accounting rules.

### CENTRAL INTERNAL GOVERNING DOCUMENTS:

- The Articles of Association, which are available on Eolus’s website.
- Terms of reference for the Board and the Board’s committees, including instructions for the CEO.
- Group-wide policies adopted by the Board:
  - Code of Conduct
  - Code of Conduct for Suppliers and Business Partners
  - Corporate Governance Policy
  - Communication and Insider Policy
  - Environmental Policy
  - Finance and Risk Policy
  - HR Policy
  - Human Rights Policy
  - IT Policy
  - Privacy Policy
  - Sustainable Procurement Policy
  - Work Environment Policy

## SHAREHOLDERS

Information about Eolus's shareholders can be found on pages 11–12 and in Note 29 on page 140 of the Annual Report.

## GENERAL MEETING

The shareholders exercise their decision-making rights regarding central issues at the General Meeting. The Meeting resolves on adoption of the income statement and balance sheet, appropriation of the company's profit or loss, discharge of liability for Board members and CEO, election of the Board of Directors and auditors, and remuneration of the Board of Directors and auditors.

Notice convening the Annual General Meeting for Eolus must be issued not earlier than six weeks and not later than four weeks prior to the Meeting.

The notice is to be advertised in Post- och Inrikes Tidningar and on Eolus's website. The fact that notification has been issued is to be announced in the Swedish daily Dagens Industri. Shareholders who wish to participate in the Annual General Meeting are to notify the company by no later than the date stipulated in the notice.

### 2023 Annual General Meeting

Eolus's 2023 Annual General Meeting was held in Hässleholm, Sweden, on Thursday, May 12. 45 shareholders were represented at the Meeting, corresponding to 36% of the voting rights in the company. In addition to shareholders, the Chairman of the Board, CEO and other members of the Group Management as well as the auditor were represented at the Meeting. The minutes of the Meeting are available on Eolus's website, www.eolus.com. All resolutions were made in accordance with the proposals from the Nomination Committee and the Board of Directors.

Some of the resolutions passed by the Meeting include:

- Dividend of SEK 1.50 per share for the 2022 fiscal year.
- The Board of Directors is to comprise six members, with no deputy members.
- Re-election of Board members Hans-Göran Stennert, Hans Johansson, Hans Linnarson, Bodil Rosvall Jönsson, Jan Johansson and new election of Marie Grönborg.

- Re-election of Hans-Göran Stennert as Board Chairman.
- Re-election of PricewaterhouseCoopers AB as the company's auditors with re-election of Vicky Johansson as Auditor in Charge.
- Fees to the Board Chairman, Board members and auditor.
- Rules for the appointment and work of the Nomination Committee.

### 2024 Annual General Meeting

The next Annual General Meeting for Eolus's shareholders will be held on Thursday, May 16, 2024. For more information about the Annual General Meeting, registration, etc. refer to page 149.

## NOMINATION COMMITTEE

The Nomination Committee nominates the people who are proposed for election to Eolus's Board of Directors at the Annual General Meeting. It also presents proposals for auditors' fees, Board fees for the Chairman and other Board members, and remuneration for committee work. All the proposals are presented at the Annual General Meeting, in the notice and on the website ahead of the Annual General Meeting. The Nomination Committee comprises the Chairman of the Board and representatives appointed by Eolus's three largest shareholders in terms of voting rights on August 31, 2023. Hans-Göran Stennert, Chairman of the Board, presented the Nomination Committee's composition on November 16, 2023.

Ahead of the Annual General Meeting on May 16, 2024, the Nomination Committee consists of the following members:

- Hans-Göran Stennert (in his capacity as Chairman of the Board of Eolus Vind AB).
- Ingvar Svantesson, appointed by Domneåns Kraftaktiebolag (15.6% of the voting rights).
- Hans Gydell, appointed by Hans-Göran Stennert, (12.1% of the voting rights).
- Hans Johansson, appointed by Åke Johansson (6.6% of the voting rights).

The Nomination Committee held its first meeting on February 21, 2024. The Nomination Committee has more

meetings scheduled before the Committee presents its proposals to the 2024 Annual General Meeting. The work of the Nomination Committee begins with the members reviewing the evaluation of the Board carried out during the year.

## DIVERSITY ON THE BOARD

The Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Under this rule, the Board is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances. The Board members elected by the shareholders' meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. The company is to strive for gender balance on the Board. The Nomination Committee found that the evaluation of the Board indicated that the work of the Board has functioned well. The number of Board members is considered appropriate and the expertise possessed by the Board is both complementary and relevant.

## THE BOARD OF DIRECTORS AND ITS WORK

Eolus's Board of Directors decides on the company's business focus, strategy, business plan, resources and capital structure, organization, acquisitions, major investments and divestments, annual reports and interim reports, as well as other general matters of a strategic nature. The Board also appoints the CEO who is in charge of the day-to-day management in accordance with the Board's instructions.

### Board members

Board members are elected every year by the Annual General Meeting for the period up until the next Annual General Meeting. According to the Articles of Association, the Board is to comprise no fewer than four and no more than ten regular members and no more than six deputy members.

From the Annual General Meeting on May 12, 2023, the Board has consisted of six members. For a presentation of the Chairman of the Board and Board members, and their independence of Eolus and senior management (also independence for members of the Audit Committee), major shareholders, number of participations shares

in the company and previous experience, see pages 77–78. Eolus's CEO is not a member of the Board.

### The work of the Board

At the first regular Board meeting following the Annual General Meeting, Eolus's Board adopts written instructions that describe the Board's terms of reference. The adopted terms of reference stipulate the division of duties among the Board's members and how often the Board will convene. Furthermore, the terms of reference regulate the Board's duties, quorum, instructions for the CEO, the delegation of responsibilities between the Board and the CEO, and more. The Board has also established a Remuneration Committee comprising three Board members, and an Audit Committee comprising two Board members.

The Board convenes according to a one-year plan proposed in advance and more meetings are arranged as needed. The Board held 14 minuted Board meetings during the 2023 fiscal year.

The issues addressed in 2023 included:

- Annual accounts including the auditors' report, the proposed distribution of profit and year-end report.
- Annual Report and Sustainability Report and preparations ahead of the Annual General Meeting.
- Follow-up with the Auditor in Charge regarding the year's audit.
- Interim reports.
- Terms of reference for the Board and the CEO.
- Annual review of policies.
- Budget.
- Strategic issues and risks.
- Ongoing forecasts.
- Business plan.
- Project acquisitions and divestments.
- Liquidity planning with respect to future prioritized projects.
- Economic climate and conditions.
- Development of Eolus's sustainability practices.

In addition to Board meetings, the Chairman of the Board and the CEO engage in ongoing dialogue regarding management of the company. The CEO, Per Witalisson,

is in charge of implementation of the business plan, the day-to-day management of the company's affairs and the daily operations of the company. Prior to Board meetings, Board members receive written information in the form of a CEO report containing a follow-up of the company's sales, operational results, liquidity forecasts, interest rate and currency hedges, order backlog update, total scale of energy facilities under construction and comments on the performance of various markets. Prior to Board meetings, Board members also review the balance sheet and cash flow statement.

The Chairman presents the results of the annual evaluation of the Board's work. The evaluation includes the composition of the Board, the individual Board members and the Board's work and procedures.

The Code contains rules concerning the Board members' independence and stipulates that a majority of Board members must be independent of the company and senior management. At least two of the Board members who are independent of the company and senior management must also be independent of all shareholders who control 10% or more of the shares or votes in Eolus Vind AB. No more than one person from senior management may be a member of the Board.

### REMUNERATION COMMITTEE

The Remuneration Committee comprises Hans-Göran Stennert, Jan Johansson and Bodil Rosvall Jönsson. Hans-Göran Stennert is the Committee's Chairman.

The duties of the Remuneration Committee include:

- preparing and, on behalf of the Board, making decisions on matters regarding the remuneration policy, remuneration and other terms of employment for senior management including submitting proposals to the Annual General Meeting on behalf of the Board on the remuneration guidelines for senior executives that the Annual General Meeting is to resolve on,
- monitoring and evaluating any ongoing and during-the-year adopted programs for variable remuneration to senior management,
- monitoring and evaluating application of the remuneration guidelines for senior executives as adopted by the Annual General Meeting, as well as relevant remuneration structures and levels in the company,
- ensuring that the company's auditor submits a written statement to the Board no later than three weeks before the Annual General Meeting regarding whether the guidelines for remuneration of senior executives valid

since the previous Annual General Meeting have been followed, and

- carrying out the other duties that are assigned the Remuneration Committee in the Swedish Corporate Governance Code and other applicable rules and regulations for the company.

The Remuneration Committee held three minuted meetings in 2023, at which all members were present, and all Board members attended one of the meetings.

### AUDIT COMMITTEE

The Audit Committee consists of Hans Linnarson and Bodil Rosvall Jönsson. Hans Linnarson is the Committee's Chairman.

The duties of the Audit Committee include:

- monitoring the company's financial reporting,
- monitoring the effectiveness of the company's risk management and internal controls over financial reporting and providing recommendations and proposals to ensure the reliability of financial reporting,
- annually evaluating the need for an internal audit, which is incumbent upon the Board,
- remaining informed about the audit of the annual report and consolidated financial statements, and assessing how the audit contributed to the reliability of financial reporting,
- meeting the company's auditor on an ongoing basis to learn about the focus and scope of the audit and to discuss views on the company's risks,
- determining guidelines for non-auditing services that the company may procure from the company's auditor,
- reviewing and monitoring the auditor's impartiality and independence,
- assisting the Nomination Committee in preparing proposals for the General Meeting's decisions regarding auditors and fees for the audit assignment,
- executing the other duties incumbent upon the Audit Committee by law, under the Swedish Corporate Governance Code, and in accordance with other relevant rules and regulations for the company.

The Audit Committee held five minuted meetings in 2023, and all members were present.

### CHIEF EXECUTIVE OFFICER

The CEO of Eolus is Per Witalisson (born 1971), Master of Business Administration. The Board has adopted instructions for the work and role of the CEO. The CEO is responsible for the day-to-day management of the Group's business in accordance with the Board's guidelines. For a presentation of the CEO, refer to page 79. For information about CEO remuneration, refer to Note 6.

### GROUP MANAGEMENT

Per Witalisson leads the work of Group Management and makes decisions in consultation with other members of management. Group Management consists of seven people – the CEO, COO/Deputy CEO, CFO, CCO, General Counsel, Head of Communications and Sustainability, and Head of HR. For a presentation of the management, see pages 79–80. During 2023, management held 17 meetings. The year's meetings were dominated by a continuous reconciliation of the rolling business plan, strategy issues, action plans and the impact of the pandemic on the Group's operations. Standing items on the agenda are minutes from the previous meeting, reports from establishment operations, the operational team, finances, project development, establishment, sales and marketing, operation, foreign operations, personnel, occupational health and safety, and legal issues.

### AUDIT

At the Annual General Meeting on May 12, 2023, Pricewaterhouse Coopers AB (PwC) was re-elected with Vicky Johansson re-elected as Auditor in Charge. The auditors review the annual accounts and annual report, as well as the company's ongoing operations and procedures in order to form an opinion on the accounts and the administration of the Board of Directors and the CEO. The annual accounts and the annual report are audited in February and March. An examination is then made of whether the Annual General Meeting's guidelines for the remuneration of senior executives have been followed. Eolus's third-quarter report is reviewed in October and an

### BOARD ATTENDANCE IN 2023

	Function	Independent <sup>1)</sup>	Board meetings	Remuneration Committee	Audit Committee
Hans-Göran Stennert	Chairman	2)	14 of 14	3 of 3	
Sigrun Hjelmquist	Board member	X	5 of 5 <sup>3)</sup>	2 of 2	
Hans Johansson	Board member	X	14 of 14		
Hans Linnarson	Board member	X	13 of 14		5 of 5
Bodil Rosvall Jönsson	Board member	X	14 of 14	3 of 3	5 of 5
Jan Johansson	Board member	X	14 of 14	1 of 1	
Marie Grönborg	Board member	X	9 of 9 <sup>4)</sup>		

<sup>1)</sup> According to the definition in the Swedish Corporate Governance Code.

<sup>2)</sup> Not independent (in relation to Eolus's major shareholders).

<sup>3)</sup> Stepped down at the Annual General Meeting on May 12, 2023.

<sup>4)</sup> Elected at the Annual General Meeting on May 12, 2023.

interim review is performed in November. In addition to Eolus, Vicky Johansson is also auditor for Doro AB (publ), Euroflorist 2.0 Obligation AB (publ), Arjo AB (publ) and BHG Group AB (publ). Vicky Johansson is an authorized public accountant and member of FAR. In 2023, fees paid to PwC for non-audit assignments totaled SEK 1 M (1).

## REMUNERATION

### Remuneration of the Board

Fees and other remuneration of the Board, including the Chairman of Eolus's Board, are determined by the Annual General Meeting. The Annual General Meeting on May 12, 2023 resolved on annual fees totaling KSEK 1,575, of which KSEK 450 would be paid to the Chairman and KSEK 225 to each of the other Board members. For more information about remuneration of the Board, refer to Note 6.

### CURRENT GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES

#### Scope and applicability of the guidelines

These guidelines comprise the persons who are part of the management group in Eolus, currently the CEO, COO/Deputy CEO, CFO, CCO, General Counsel, Head of Communications and Sustainability, and Head of HR.

To the extent that a Board member performs work for Eolus in addition to the assignment as Board member, these guidelines shall apply also for any remuneration (e.g. consultancy fee) for such assignment.

The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the AGM 2021. These guidelines do not apply to any remuneration decided or approved by the general meeting.

#### The guidelines' promotion of the company's business strategy, long-term interests and sustainability

In brief, Eolus' business strategy is to construct turnkey facilities for renewable energy and energy storage in order to create value at all stages in the planning, establishment and operation of such facilities, and offer attractive and competitive investment objects to both local and interna-

tional investors. More information on the company's business strategy is available in Eolus' latest annual report.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain a highly competent management with capacity of achieving specified goals. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the senior executives a competitive total remuneration. Variable cash remuneration covered by these guidelines shall be based on criteria that aim at promoting the company's business strategy and long-term interests, including its sustainability.

#### Types of remuneration, etc.

The remuneration shall be on market terms and be competitive, and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. For the individual senior executive, the level of remuneration shall be based on such factors as position, competence, experience and performance. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

If the satisfaction of criteria for awarding variable cash remuneration is measured over a period of one year, the yearly variable cash remuneration may amount to not more than five monthly salaries for the CEO, not more than four monthly salaries for the deputy CEO and not more than three monthly salaries for other senior executives. If the satisfaction of criteria for awarding variable cash remuneration is measured over a period of several years, the variable cash remuneration relating to such period of time may in total (i.e. including variable cash remuneration relating to measurement periods of one year) amount to the combined maximum of the yearly variable cash remuneration for the respective executives during the financial years included in such measurement period. Variable remuneration shall not qualify for pension benefits, save as required by mandatory collective bargaining agreement.

Pension benefits, including health insurance, shall be defined contribution, insofar as the executive is not covered by defined benefit pension under mandatory

collective bargaining agreements. Pension premiums for defined contribution pensions may amount to a maximum of 30 percent of the pensionable income.

Other benefits may include life insurance, medical insurance and a company car. Premiums and other costs relating to such benefits may amount to a total of not more than 15 per cent of the pensionable income.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

#### Termination of employment

Senior executives shall be employed until further notice or for a specified period of time. Upon termination of employment, the notice period may not exceed twelve months. Severance pay shall not be paid. In the event of termination by the senior executive, the notice period may not exceed twelve months for the CEO and six months for the other senior executives.

#### Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be based on predetermined and measurable financial and non-financial criteria which shall be determined by the Board of Directors, such as return on equity, delivery of on-going projects, orders received and reduction of capex. The criteria shall apply for one financial year at a time. By rewarding clear and measurable progress in bonus goals that are linked to the company's financial and operational development, the criteria will contribute to supporting and motivating employees to achieve Eolus' business strategies, long-term goals and sustainability.

The extent to which the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable cash remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial criteria, the evaluation shall be based on the latest financial information made public by the company.

#### Salary and employment conditions

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

#### Consultancy fee to Board members

In case a Board member (including through a wholly owned company) performs services for Eolus in addition to his or her assignment as Board member, additional compensation (consultancy fees) may be paid, provided that such services contribute to the implementation of Eolus' business strategy and the safeguarding of Eolus' long-term interests, including its sustainability. The annual consultancy fee for a Board member may not exceed the annual Board fee for such Board member. The consultancy fee shall be market-based and proportionate to the benefit to Eolus.

#### The decision-making process to determine, review and implement the guidelines

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the Board of Directors' decision on proposal for guidelines for remuneration to senior executives. The Board of Directors shall prepare a proposal for new guidelines when there is a need for significant changes and at least every fourth year, and the proposal shall be presented for resolution at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for senior executives, the application of the guidelines for senior executive remuneration as well as the current remuneration structures and compensation levels in the company. The members of the Remuneration Committee are independent in relation to the company and the executive management. The CEO or other members of the executive management, do not attend in the Board of

Directors' processing of and resolutions regarding remuneration-related matters, in so far as they are affected by the matters.

**Deviation from the guidelines**

The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

For more information about remuneration of senior executives, refer to Note 6 of this Annual Report and the remuneration report on pages 82–84.

**The Board's proposed guidelines for remuneration of senior executives**

The Board of Directors intends to propose that the Annual General Meeting 2024 resolves on an adjustment to the current guidelines adopted by the Annual General Meeting 2021. The proposal entails that only such variable cash remuneration that is measured over a period of one year may be paid to senior executives and that variable cash remuneration to senior executives other than the CEO may amount to four months' salary. No other significant changes are proposed.

**Remuneration of auditors**

Fees for the audit assignment are paid as invoiced and amounted to SEK 1 M for the 2023 fiscal year. Fees paid to PwC for non-audit assignments totaled SEK 1 M during the 2023 fiscal year. For more information about the remuneration of auditors, refer to Note 7.

**SUSTAINABILITY**

The Board of Eolus is ultimately responsible for ensuring that the company is managed in a sustainable and responsible manner. The Board has delegated day-to-day responsibility for sustainability to the CEO who is responsible for execution of the Board's decisions and strategies. Group Management is responsible for guidelines,

strategies, priorities and decisions related to sustainability. Eolus's Head of Communications and Sustainability is a member of Group Management and ensures that sustainability is integrated into the operations.

Eolus's approach to sustainability is aligned with the 2030 Agenda and the Ten Principles of the UN Global Compact, and have been governed by Eolus's Code of Conduct and various policies, guidelines and procedures. Moving forward, the focus of Eolus's sustainability strategy 2040, which was adopted by the Board in 2023, will govern the company's sustainability initiatives.

Eolus has signed the UN Global Compact, which means the company has committed to support ten principles in the areas of human rights, labor, environment and anti-corruption. As part of this commitment, Eolus presents a report every year on the company's work and results in the four areas in a Communication on Progress.

Eolus's Sustainability Report can be found on pages 40–61 of this Annual Report and Sustainability Report. For the auditor's statement on the sustainability report, refer to page 62.

**THE BOARD'S DESCRIPTION OF INTERNAL CONTROL OVER FINANCIAL REPORTING FOR THE 2023 FISCAL YEAR**

The Board's responsibility for internal control is governed by the Swedish Companies Act and the Swedish Corporate Governance Code. This includes monitoring Eolus's financial reporting and the effectiveness of the company's internal control and risk assessment.

Internal control over financial reporting aims to provide reasonable assurance of the reliability of the external financial reporting in the form of annual reports and interim reports published by Eolus every year, and that financial reporting is prepared in accordance with the law, applicable accounting standards and other requirements for listed companies. Internal control also aims to ensure high-quality financial reporting to company management and the Board so that decisions are made on accurate information.

To describe internal control over financial reporting, Eolus proceeds from the five components of internal control defined in the COSO Internal Control-Integrated Framework – Control Environment, Risk Assessment,

Control Activities, Information and Communication, and Monitoring Activities. The description below refers therefore to Eolus's internal control system in relation to the 2013 edition of the COSO framework.

**Control environment**

The terms of reference for the Board and the Board's instructions for the duties of the CEO and the Board's committees clearly define the delegation of responsibilities and powers in order to ensure effective management of risks in the business operations. The Audit Committee reviews the instructions and procedures used in the financial reporting process, as well as accounting policies and changes thereof. The CEO reports to the Board of Directors, according to established procedures, on the operations and financial performance prior to every Board meeting. Internal control instruments for financial reporting mainly comprise the Finance and Risk Policy, Communication and Insider Policy, IT Policy and the Group's accounting manual, which defines the accounting and reporting rules.

**Risk assessment**

Significant risks for the operations are analyzed by the Board of Directors as part of financial reporting. These are described in the company's guidelines for risk management and internal control. The risk areas are documented on the basis of probability and their probable impact. Based on this, control processes are designed to ensure high-quality financial reporting.

**Control structures**

The organizational structure, delegation of responsibilities and rules of authorization are clearly described and communicated through terms of reference. The operations are organized into functions that are monitored. The company performs an annual self-assessment of internal controls in management, core and support processes. The results of this self-assessment form the basis for ongoing improvement initiatives for risk management and internal control.

**Information and communication**

An accounting manual with guidelines and instructions

for financial reporting has been produced. The accounting manual is continuously updated and issued to the concerned employees at Eolus. Prior to all quarterly and annual accounts, specific written instructions are also provided to ensure accurate information in the external reporting. Employees receive regular information about updates to policies and guidelines on Eolus's intranet.

External financial communication is governed by Eolus's information and insider policy, which address responsibilities, procedures and rules. The policy is continuously evaluated to ensure that information to the stock market maintains high quality and complies with the stock exchange's rules. Financial information such as quarterly reports, annual reports and significant events are published through press releases and on Eolus's website. Meetings with financial analysts are arranged regularly in conjunction with the publication of quarterly reports.

**Monitoring**

Group management continuously analyzes the financial performance of the Group's segments. At all levels of the organization, continuous monitoring is generally performed through comparisons against budget, forecasts and plans, as well as evaluation of key figures.

Prior to Board meetings, the Board receives financial reporting on Eolus's performance. In addition to formal reporting, there are informal information channels to the CEO and Board for significant information from the employees. The Board continuously evaluates the information provided by the CEO. This involves ensuring that measures are taken regarding any shortcomings and proposed measures that have arisen during the internal control and external audit.

The Board and the auditor have regular dialogues. All members of the Board and the auditor receive a copy of interim reports before they are published. The Board and the auditor meet at least once per year, without the presence of management.

**Internal audit opinion**

To date, the Board has not found any reason to establish an internal audit function, as the above functions are deemed to fulfill this duty. However, the Board annually evaluates the need for such a function.



# Eolus Board of Directors



Sigrun Hjelmquist stepped down from Eolus's Board at the 2023 Annual General Meeting. Marie Grönborg was elected new Board member.

**HANS-GÖRAN STENNERT** Chairman of the Board

**Born:** 1954  
**Elected:** 2008, Chairman since 2009.

**Education and background:** Holds a Master of Business Administration degree and has extensive experience from positions and assignments in the IKEA Group, including Board member of INGKA Holding BV, which was the IKEA Group's holding company in 1993–2007, of which the last nine years he served as Chairman of the Board.

**Other assignments:** Board member of Cuptronic Technology AB and the Kamprad Family Foundation.

**Shareholding in Eolus:**  
Class A shares: 380,100.  
Class B shares: 606,354.

**Dependencies in accordance with the Swedish Corporate Governance Code:** Independent of the company and senior management. Not independent in relation to major shareholders.

**MARIE GRÖNBORG** Board member

**Born:** 1970  
**Elected:** 2023

**Education and background:** MSc in Chemical Engineering from Chalmers University of Technology/Imperial College. Experience from several senior positions in Swedish industrial companies, including EVP Business Area Specialties and Solutions/Innovation in the Perstorp Group, CEO of Purac AB and CEO of TreeToTextile AB.

**Other assignments:** Board member of SSAB AB, Permascand Top Holding AB and Aduro Clean Technologies Inc.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 3,025

**Dependencies in accordance with the Swedish Corporate Governance Code:** Independent of the company and senior management, as well as major shareholders.

**HANS JOHANSSON** Board member

**Born:** 1965  
**Elected:** 2016

**Education and background:** Extensive experience in the Swedish building materials trade through assignments in purchasing firm Woody Bygghandel AB, which has some 40 member companies, and in operations at the family firm Borgunda Bygghandel where he is the CEO.

**Other assignments:** CEO and Chairman of Borgunda Bygghandel AB and CEO or Board member in the associated subsidiaries. Chairman of the Board of Borgunda Drift & Förvaltning, Borgunda Holding AB, Borgunda Logistics AB, Borgunda Tributo AB, Borgunda Uterque AB, Skövdevillan AB, Skövdevillan Holding AB and Vendunt Ett AB. Board member of Borgunda Gård AB, Credibilis Nordic Holding AB, Norskär AB, Stenatorp Såg AB and Tile i Skaraborg AB. Partner of Borgunda Fastighet Handelsbolag.

**Shareholding in Eolus:**  
Class A shares: 189,520.  
Class B shares: 40,418.

**Dependencies in accordance with the Swedish Corporate Governance Code:** Independent of the company and senior management, as well as major shareholders.



**JAN JOHANSSON** Board member

**Born:** 1959  
**Elected:** 2019

**Education and background:** Master of Science in Road and Hydraulic Engineering from the Faculty of Engineering, Lund University. Active within the Peab Group between 1986–2013, most recently as CEO of Peab AB. CEO of Malmö Cityfastigheter AB 2014–2018

**Other assignments:** Chairman of the Board of Starka AB and Malmö Cityfastigheter AB. Board member of Bravida Holding AB.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 2,000.

**Dependencies in accordance with the Swedish**

**Corporate Governance Code:** Independent of the company and senior management, as well as major shareholders.



**HANS LINNARSON** Board member

**Born:** 1952  
**Elected:** 2017

**Education and background:** Electronics engineer and B.A. Experience from a number of different assignments as CEO of Swedish international industrial companies for more than 30 years, such as Enertec Component AB, CTC AB and Askö Cylinda AB. Leading positions within the Electrolux Group and CEO of Husqvarna AB.

**Other assignments:** Chairman of the Board of Ellwee AB (publ), EW Fritid AB, Hörberg Petersson Tronic AB, Nibe Industrier AB and N.P. Nilssons Trävaruaktiebolag. Board member of Inission AB, Nordiska Plast AB and Zinkteknik i Bredaryd Aktiebolag.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 2,500.

**Dependencies in accordance with the Swedish**

**Corporate Governance Code:** Independent of the company and senior management, as well as major shareholders.



**BODIL ROSVALL JÖNSSON** Board member

**Born:** 1970  
**Elected:** 2017

**Education and background:** Master of Business Administration from the Faculty of Economics and Business Administration, Lund University. Senior Advisor Hypergene and Navet. Former Board member of Handelsbanken Malmö-Triangeln, CEO of Business Region Skåne/Enterprise Manager at Skåne County Council 2013–2016, CEO of Minc 2006–2013 and positions within E.ON 1996–2006.

**Other assignments:** CEO and Board member of BRJ Management AB. Chairman of the Board of VoiceDiagnostic Sweden AB. Board member of Upptec AB, Språkservice i Sverige AB, Språkservice Sverige Produktions AB and Malmö FF.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 4,000.

**Dependencies in accordance with the Swedish**

**Corporate Governance Code:** Independent of the company and senior management, as well as major shareholders.

**OTHER DISCLOSURES REGARDING THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES**

The assignments of Board members and senior executives described above refer to assignments outside the Eolus Group, and do not include assignments as a deputy or Board member of subsidiaries for which the person is a Board member of the Parent Company. Reported shareholdings comprise both direct, indirect and related party shareholdings in accordance with the shareholder register maintained by Euroclear on December 31, 2023 and thereafter with any changes known by Eolus. The Board members were elected at the Annual General Meeting on May 12, 2023 for the period until the 2024 Annual General Meeting. There are no separate agreements with major shareholders, customers, suppliers or other parties under which Board members or senior executives have been elected or appointed. There are no agreements with Eolus or any of its subsidiaries regarding benefits after the completion of each assignment. There are no close family ties between the company's Board members and senior executives. Nor do any conflicts of interest exist, whereby the private interests of Board members and senior executives could conflict with those of Eolus. All Board members and senior executives can be reached by contacting Eolus's head office.



# Eolus's Group Management



There were two changes to Eolus's Group Management in 2023:

- Christer Baden Hansen took office as Chief Commercial Officer and member of Group Management on February 1, 2023.
- Michiel Messing, Head of Construction, stepped down from Eolus's Group Management in July 2023 and left the company in October 2023.

Information about members of Group Management is presented below. Assignments outside of Eolus are presented under Other assignments, but not assignments as deputy Board members. Shareholdings in Eolus are reported as of March 13, 2024 and include own shares, both direct and indirect, and those of related parties.

**PER WITALISSON** CEO

**Born:** 1971  
Employed since 2006 and CEO since August 2012.

**Education:** Master of Business Administration.  
**Previous positions:** Auditor at Ernst & Young from 1996–2006, where he was an authorized public accountant from 2003–2006.

**Other assignments:** Board member of Triventus AB.

**Shareholding in Eolus:**  
Class A shares: 15,925.  
Class B shares: 52,916.

**MAGNUS AXELSSON** COO and Deputy CEO

**Born:** 1973  
Employed since 2022.

**Education:** BSc in Energy Systems.  
**Previous positions:** Senior positions in the energy sector, in companies such as E.ON, Sarepta Energi and Austri Vind.

**Other assignments:** None

**Shareholding in Eolus:**  
Class A shares: 0  
Class B shares: 776

**CHRISTER BADEN HANSEN** Chief Commercial Officer

**Born:** 1979  
Employed since 2023.

**Education:** M.Sc. Economics and Business Administration  
**Previous positions:** Senior positions at Vestas, including Vice President, Head of Global Sales, Vestas Group and member of the expanded global management team.

**Other assignments:** None.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 12,083.



**KARL OLSSON** General Counsel

**Born:** 1963  
Employed since 2011.

**Education:** Bachelor of Laws degree.  
**Previous positions:** Lawyer at Setterwalls and Linklaters law firms, and General Counsel in Vattenfall AB's Group staff unit. He has also been an employee and member of the management team at Awapatent AB and conducted his own business Terrier Law AB.

**Other assignments:** Chairman of the Board of Vindkraft i Dalåsen AB. Board member and CEO of Terrier Law AB. Board member of Skogskovall AB.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 9,541.



**CATHARINA PERSSON** CFO

**Born:** 1975  
Employed since 2013.

**Education:** Master of Business Administration  
**Previous positions:** Previously CFO at ACAP Invest AB (publ).

**Other assignments:** Chair of the Board of Wind Farms Götaland Svealand AB and Wind Farm Jenasen AB. Board member of SD Förvaltning i Malmö AB.

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 7,985.



**HELÉNE SEBRÉN** Head of HR

**Born:** 1969  
Employed since 2022.

**Education:** BSc in Human Resources Management and Labor Law.  
**Previous positions:** Consultant assignment as Head of HR at Eolus 2020–2022, Head of HR at Tetra Pak, Sony Ericsson and Länsförsäkringar, as well as HR consultant with own business.

**Other assignments:** None

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 1,991.



**KARIN WITTSSELL HEYDL**

Head of Communications, Sustainability and IT

**Born:** 1972  
Employed since 2022.

**Education:** BSc in Communication Studies.  
**Previous positions:** Director of Corporate Communications and Marketing at Wihlborgs Fastigheter AB, and several positions in communication and marketing in a range of industries.

**Other assignments:** None

**Shareholding in Eolus:**  
Class A shares: 0.  
Class B shares: 3,364.