

# ANNUAL REPORT 2013



 **REJLERS**

ENERGIZED  
CONTENT



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## Cover

– The view of Oslo is photographed by Rejlers employee Carl-Frederic Salicath in Norway.

# A NORDIC PLATFORM BUILT FOR THE FUTURE

» I have had two eventful and productive years as President and CEO of Rejlers. I was brought in to take Rejlers to the next level and create a Nordic platform for continued expansion. We now have 1,800 fantastic employees in the Nordic region.

Our consultants are involved in the progress of society. This includes expanding the telecoms network, investments in infrastructure and more energy-efficient buildings. We are also helping to enhance the electricity network, improve the environment and streamline industry. We are involved in many challenging assignments where we have the chance to contribute our cutting-edge expertise, and you can read about a number of them in these pages.

It is pleasing to note that Rejlers has seen growth of 10 per cent over the year. Our primary area of growth have been our strategically important areas of Energy and Infrastructure which has created a better long-term balance between our four customer groups. Much of our growth has come in Norway. Thanks to the successful acquisitions we have made, and through organic growth, we now have 250 employees in Norway. During the year we changed the shape of our organisational structure, and since January 2014 all our activities have been gathered under the same management.

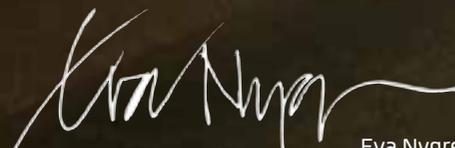
We took part in the Universum survey to find 'Sweden's Best Employers' for the first time, and the result was not long in coming. We went straight into the top 20. I was not surprised. Employees are happy at Rejlers. The family culture with clear values creates a good atmosphere in which to work. This is also shown by our own internal measurements.

Rejlers has been working with Star for Life for several years and from this year we will be financing grants for a number of pupils in their final year at school to enable them to go to university to train as engineers. We have also elected three of our employees to be CSR ambassadors. They travelled to South Africa together to talk about what it is like to be an engineer in the Nordic region and to learn more about the work that Star for Life does in schools.

In 2013 the Group acquired a new visual image and identity which permeates our communication at all levels. The Energized Engineering concept is used in everything from our website to social media and recruitment. This work has been successful. Rejlers' communication concept was nominated for the Svenska Designpriset 2013 and we were also nominated by Universum as 'Employer Branding Company of the Year 2014'.

With a strong Nordic platform in place and increased visibility in the marketplace, it is time for me to hand the baton back to Peter Rejler ahead of the shareholders' meeting. Rejlers is a fantastic company with competent and energetic employees. Thank you for all your good work over the past two years. I wish you every success in the future.

Eva Nygren



Eva Nygren will step down as President and CEO ahead of the 2014 shareholders' meeting.



THE ENERGY  
TO MOVE US

» In April I will resume the position of President and CEO of Rejlers. It is a fantastic feeling to be returning to the role I enjoy the most and to be able to resume management of the company that my grandfather once founded in Växjö. It feels wonderful to be taking over the reins and working in the business again.

Eva has led Rejlers for two years and built up a Nordic platform. We now have a clear organisation in place in Sweden, Finland and Norway. We are continuing to grow and have launched a new way of working with the brand and communicating with the world around in all our markets. Rejlers' continued development will be built on this platform. It is here that I and all our employees will continue to build a strong Rejlers.

We have a good position in the market. Long-term investments are driving social development forward and creating the conditions for new business and success for us. This includes ventures such as investment in an extended infrastructure, various different energy solutions efficient industry and modern premises. We now have a good balance between our customer groups. We will continue our growth in Energy and Infrastructure. The Building and Property area also has good growth prospects, particularly in our big cities.

I was involved in 2010 when we set Rejlers' targets for 2015: for the Group to have at least 2,015 employees and

revenue of at least SEK 2,015 million by 2015. We will continue to work towards these targets. At the same time, we have to put profitability first at all times. As we approach 2015 it is also time to set new and ambitious targets for the future, and to shape a new vision that looks beyond 2015.

Our employees are everything. Employees who bring in new assignments, who repeatedly win the confidence of our customers and who work together and care about each other. We gain a lot from what we call the Rejlers spirit and from our values which are deep-rooted. We are reliable and always try to deliver more than expected. We aim to be a healthy employer and our personal method is a winning concept in all situations. The assignments make us and our customers successful.

To be the best we must constantly aspire to run a little faster and become a little better. The aim is to regain first place in the industry, which I am convinced we will do. We want to develop, feel good and win together.



Peter Rejler

Peter Rejler will take up the post of President and CEO ahead of the 2014 shareholders' meeting.

FURTHER

#### About Rejlers

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

#### The figures in brief

Revenue:  
SEK 1,465 million (1,333)  
Operating profit:  
SEK 66.0 million (79.4)  
Operating margin:  
4.5% (6.0)  
Earnings per share after  
dilution: SEK 4.44 (5.17)

#### The market

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

#### Assignments

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

## Rejlers' Core values

» Rejlers is reliable because our employees strive to provide more than our customers expect. Our expert technicians give the Rejlers brand a unique quality stamp and we always deliver on time.

» We are successful because we dare to do things like take a stand and compete. We do not shy away from comparisons in the market and we have the will and the energy to constantly improve.

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

» A healthy company is built and maintained by all of us together. Within the Rejlers group we have created the best possible conditions for our employees to stay healthy. We also make sure our company's finances are healthy at all levels.

### Where we are

Rejlers has 1,800 employees in approx. 80 locations in Sweden, Finland, Norway and Russia.

### History

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

### Growth target

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

### The share

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



### One of Sweden's best employers

Employees in various companies around the country assessed their employers. The results were presented in Universum's annual survey of 'Sweden's Best Employers'. Rejlers took part in the survey for the first time and went straight into the top 20.

The survey asks employees to assess their current employer on these three factors: internal identity, satisfaction and loyalty.

Of the 100 or so companies surveyed, Rejlers placed 17th.



# 8000

ANNUAL ASSIGNMENTS FOR REJLERS

### Employees from Rejlers competed in the ÖTILLÖ

In September it was time for the ÖTILLÖ endurance race, which goes over and between 26 islands in the Stockholm archipelago. Rejlers is the principal sponsor for the event, and our employee Christian Pettersson was on the starting line for what is rated as one of the toughest races in the world. Christian has worked as a consultant at Rejlers since 1996. He was

competing for Rejlers for the third time. This year he entered together with Ulf Thelin.

"It takes immense focus and a lot of willpower to get to the end. Races of this kind create a positive feeling and are good for team spirit at work. Here, we are all battling for the same goal. Some are racing while others are there to cheer them on," says Christian.

### Morten Thorkildsen new President for Rejlers operations in Norway



The former head of IBM in Norway, Morten Thorkildsen, took the step over to Rejlers. On 11 November, he took up the new position of President for Rejlers operations in Norway.

"It will be exciting to gather all Rejlers' activities in Norway under one roof and take development forward. We have a lot of work to do to establish and develop Rejlers into a major technology consultancy in the Norwegian market. I like Rejlers' values and the people I met were a crucial factor in my choice of new workplace," says Thorkildsen.

"Morten has many years of experience in managing engineering companies operating in an international market. He is also used to viewing customers and business from a Nordic perspective. I think Rejlers will benefit greatly from that in the future," says Rejlers' departing President and CEO, Eva Nygren.

### Eva K. Nygren – New CFO

Eva K. Nygren was appointed as the new CFO of Rejlers. She took up her post on 1 February and is a member of the Group Management. Eva has many years of experience of financial matters in the engineering consultancy and newspaper industries, as both accounting manager and controller. She comes to Rejlers from a position as controller at Sweco Sverige.



## Peter and Lisa Rejler distributed bikes to the offices

Rejlers' Chairman Peter Rejler and his sister Lisa Rejler, IR and CSR Manager, made a tour of Rejlers offices. They talked about their visions and goals for a healthy and successful Rejlers and discussed the corporate culture and values with the employees. They also distributed bikes from Bianchi for the benefit of the environment and a healthy lifestyle.



## Peter Rejler named 'Health-promoting manager of the year'

Chef magazine, together with SATS, named Rejlers' acting Chairman, Peter Rejler, 'Health-promoting manager of the year'. He won the award for his commitment to helping staff to be more healthy. The prize was presented at the popular 'management gala' at the Grand Hotel in Stockholm on 13 March.

The citation read: *"The prize goes to Peter Rejler for his efforts to make all his employees understand the joy of being healthy and enthusiastic about making their company a healthy place. Peter Rejler has successfully created health-promoting conditions for many employees with his passionate, purposeful and systematic health-oriented leadership."*



## 25 teams from Rejlers in the StafettVasan race

This year's StafettVasan ski race saw no fewer than 25 teams from Rejlers in the starting line-up. Almost a tenth of the company's employees from Sweden, Finland and Norway were there.

## Acquisitions during the year:

### Umeå Industri och Kraftkonsult AB

Rejlers acquired Umeå Industri och Kraftkonsult AB (IKAB), with 19 employees. IKAB is one of Norrland's largest electricity consultancy companies, with many large energy and industrial companies as customers.

### Omega Elkraft

Rejlers acquired the Norwegian consultancy firm Omega Elkraft AS, which has 36 employees. The company is an electric power specialist and has offices in Oslo and Sarpsborg.

### Railconsult

The Norwegian consultancy firm Railconsult, which has 20 employees, became part of

Rejlers. The company provides technical consultancy services in the transport sector.

### Grundvattenteknik

Rejlers acquired Grundvattenteknik AB (GVT). The company has ten employees and has provided a variety of environmental services for over 20 years. With this acquisition, Rejlers is now also establishing a new office in Falun.

### Matti Leppä Oy

The Finnish engineering consultancy firm Matti Leppä Oy, which has 20 employees, became part of Rejlers during the year. The acquisition reinforces Rejlers' expertise within the Building and Property area.



During the year, Rejlers carried out extensive profiling work linked to the brand. The 'Energized Engineering' communication concept was launched in all Rejlers' markets. Among other things, the concept involved launching a new graphic profile, a new website and social media activities. The work also saw Rejlers nominated for the Svenska Designpriset, which is awarded to promote and develop Swedish graphic design and communication.

# Good outlook

## Engineering consulting

Engineering consultancies are involved early on in the investment cycle for social development as a whole. We are committed to all kinds of construction projects, infrastructure, the environment, energy solutions, and new products and processes for industry. Our consultants work on innovations, construction, conversion, maintenance and efficiency improvements. Rejlers' major competitors in this sector are Sweco, ÅF, Etteplan, Pöyry, Norconsult, Multiconsult, Ramböll, Semcon, Grontmij and WSP.

The industry is becoming ever more consolidated. The major corporations are acquiring small and medium-sized enterprises, making the players larger and more capital-rich. Reasons for this development include having the capacity to handle large and complex projects that require more resources, as well as the desire expressed by many customers to have a small number of large providers of consulting services. Competition in the engineering consultancy market is increasing as international groups establish themselves in the Nordic countries. At the same time, the major Nordic companies are setting up abroad.

## The market

Rejlers' domestic markets are Sweden, Norway and Finland, with the rest of the Nordic region and the Baltic States as its growth markets. The customers are in the areas of Energy, Infrastructure, Industry, and Building and Property. We have an office in Moscow operating in the Building and Property area.

After a declining market for engineering consultancy services in Sweden and Finland in 2013, demand is expected to increase again in 2014. In Norway, market prospects are

good and there is a great need for consultancy services to expand and modernise the electricity and telecommunications network and the railway system. Major infrastructure investments are planned for the next five years, along with investments in power plants and alternative energy sources.

The Infrastructure and Energy sector is still investing heavily throughout the Nordic region and investment in building projects is expected to increase in 2014. We also expect to see a recovery in the industrial market in the next two years.

## Rejlers' development

2013 was marked by growth and strong demand for most of Rejlers' services. However, the level of activity in some areas of industry in Sweden and Finland dropped off during the year. The order book for our services in the Energy and Infrastructure area in the Nordic region is good, and demand for Rejlers' services in Building and Property projects is positive in major conurbations.

We carried out a strategic review of operations during the year, to create opportunities for continued growth and greater profitability. This included acquiring companies within our growth areas of Energy and Infrastructure. Rejlers grew by 10 per cent over the year, primarily in Norway.

Thanks to acquisitions during the year, we have strengthened our expertise within the energy and environment, railway and building and property sectors.

## Energy saving and security solutions

The growth in the energy market is being driven by improved





energy efficiency, sustainability and security solutions. At the same time, extensive investments are being made in renewable energy production, such as wind power, cogeneration, hydro-electric power, solar energy and wave power. Rejlers now has established operations in large parts of this market in the Nordic region, and we are continuing to grow in the energy sector. We are involved in many assignments aimed at reducing energy consumption in municipalities and in larger buildings such as shopping centres, office buildings and hotels.

There is market potential for handling and analysing large volumes of energy data. In Sweden we are the market leader in energy metering services, which are designed to reduce energy consumption. Rejlers' energy metering services are also expanding in Norway and Finland.

#### **New infrastructure projects in the Nordic region**

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

Rejlers operates in large parts of the infrastructure sector, including telecommunications. Our infrastructure assignments often run for five years or more. Large-scale investments are planned for the next few years, including expanding the telecommunications network and upgrading the road and rail networks in the Nordic region. Investments in high-speed trains are a part of this.

Our telecoms business is growing and cross-border projects

are increasingly common. We are supporting our customers and working on the network planning and design of fixed and mobile networks covering the entire Nordic region.

#### **Focus on energy-efficient buildings**

Investments in private and public buildings have offset the decline in the residential sector in recent years. Construction programmes are expected to increase in 2014, particularly in housing and public buildings. New projects are being planned for the rebuilding and construction of properties with the focus on energy efficiency.

Rejlers' activities are concentrated on consultancy services relating to public and commercial properties, and we believe there will continue to be strong demand in these areas.

Public sector property owners are less sensitive to the economic cycle than other companies. This is true, for example, of schools, health centres, hospitals, prisons and police stations. Within the private sector, shopping centres, hotels and hospitals have continued to grow well.

#### **Varying industrial market**

Industrial consultants are dependent on developments in manufacturing and export industry in the Nordic region, which are showing signs of a slow recovery in the market.

The market situation varies for Rejlers' industrial consultants. Demand is weak in the engineering and paper industries, while the rate of investment is favourable in the mining and chemical industries. Demand for environmental and energy surveys is increasing.

# 3x2015

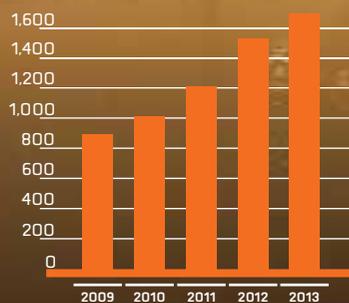
» **Rejlers 3x2015 growth target** means that, in 2015, the Group should have at least 2,015 employees and revenue of at least SEK 2,015 million.

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

Operating profit



Number of employees



**Continued growth in 2013**

Strong growth continued in 2013, and was accomplished through both recruitment and acquisitions. We have grown by 132 employees in net terms, equivalent to nine per cent. The Group's revenue increased by 10 per cent.

# Good progress towards our goals

## Mission

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

## Goals

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

## Strategy

Rejlers' main strategic points for attaining its goals are:

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

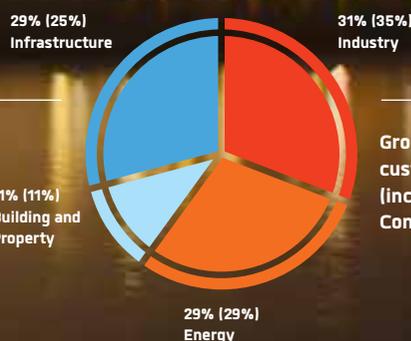
## Revenue/Operating margin



## Financial goals

Rejlers' financial goal from 2013 onwards is to maintain an operating margin of at least 10 per cent over time. In 2013, the operating margin amounted to 4.5 per cent. Over a five year period, 2009–2013, the average operating margin was 6.1 per cent.

■ Revenue ■ Operating margin



Group revenue by customer group (incl. Rejlers Consulting)

## Growth strategy with risk distribution

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

# INCREASED SPEED TOWA OUR GOALS

Conny Udd took over as President of Rejlers Sweden in January 2013. During the year, a new office was opened in Falun and Rejlers became a member of the Beyond Skiing Foundation, a business network which supports and promotes the activities leading up to the 2015 Nordic Ski World Championships in Falun.



ARDS



Rejlers' business in Sweden is the largest in the group, with almost 1,100 employees.

We made two acquisitions during the year. Umeå Industri och Kraftkonsult (IKAB) became part of Rejlers Sweden in the spring, and at the end of 2013, we acquired the environmental consultancy Grundvattenteknik (GVT). Rejlers opened an office in Falun in connection with the acquisition of GVT. In Sweden we have a presence in some 40 locations, from Gällivare in the north to Malmö in the south.

A reorganisation was carried out during the year. This created better conditions for cooperation between employees in different parts of the country and also with our colleagues in Norway and Finland. It also equips us to meet our customers' demands for national and Nordic

solutions. In Sweden, Rejlers provides services within eight divisions; automation, electric power, energy services, installation, infrastructure, mechanical engineering, process and plant, and telecommunications. The services are offered to customers within the areas of Building and Property, Energy, Industry and Infrastructure.

The year 2013 was marked by a strong market in Infrastructure and Energy. We won many exciting assignments in these areas and profitability was good. The Building and Property area also experienced a continued positive development, particularly in the major big cities. The market situation within Industry was more varied in Sweden. Parts of the sector experienced a declining market during the year.

# ACQUISITIONS AND IMPROVED PRESENCE

 Rejlers has operations in 14 locations in Finland as well as in Moscow. At the end of the year we had approx. 460 employees in Finland. During the year we acquired the engineering consultancy Sähköinsinööritoimisto Matti Leppä, which has 20 employees. The acquisition reinforces Rejlers' expertise in the Building and Property sector, and also gives us a stronger presence in Turku, one of the growing big cities in Finland.

In Finland, Rejlers provides consultancy services in the fields of architecture, automation,

energy, mechanical engineering, environmental technology and heating, ventilation and sanitation as well as complete deliveries to customers within Building and Property, Energy, Industry and Infrastructure.

2013 was a challenging year for technical consultancy services in Finland. There was good demand for our services within the Energy sector, while the situation was more varied within Infrastructure and in the Building and Property market. Parts of Industry suffered from a weak market all year.



**Seppo Sorri** has been President of Rejlers Finland since 2007. Here he is standing in front of the Maritime Museum in Kotka. This is a building with a bold visual language, the character of which is further enhanced in the evening by a thrilling exterior shaped by creative lighting. Rejlers was responsible for project-managing the electrical, telecommunications and security systems and the audiovisual facilities. Unusual and varied shapes put Rejlers' engineers to the test.



**Morten Thorkildsen** was appointed as the new President for Rejlers operations in Norway in November 2013. He previously worked at IBM for many years in a number of management positions, the last two years as CEO of IBM in Norway. Here he is standing on the Akrobaten footbridge over the tracks at Oslo Central Station.

# INTEGRATION CREATES ENERGY

 Rejlers achieved good growth in Norway in 2013 and now has offices in around 20 locations across the country. Omega Elkraft and Railconsult were acquired during the year, bringing us almost 60 new employees. Railconsult specialises in technical consultancy services within the transport sector. Omega Elkraft offers technical consultancy services within the area of electric power to network owners and operators of various types of electric power plant. Together with Rejlers' existing consultants in the electric power sector, this now makes Rejlers one of the largest players in the electric power industry in the Nordic market. At the end of the year, we also acquired the remaining 51 per cent of shares in our Norwegian associate Rejlers Consulting AS. Rejlers now has around 250 employees in Norway and we are making strenuous efforts to expand

further. A new organisational structure was established in Norway during the final quarter.

All operations now fall under Rejlers Norway. The new organisation applies from January 2014 and from the first quarter onwards Norway will follow in the footsteps of Sweden and Finland in being reported as a separate segment. The integration work initiated in 2013 will continue in 2014.

In Norway, Rejlers offers services within electric power, electrical safety, energy efficiency, railways and telecommunications. Rejlers' Norwegian market continued its positive development in 2013. Major investments are also expected in the areas where Rejlers is strong, such as telecommunications, electric power and infrastructure.

# BELOW THE SURFACE OF SARPSPBORG



**Picture:** In Sarpsborg, electric cables have been buried in the ground to make room for a new research centre above ground. We are responsible for planning, design and project management. The picture shows Jenny Ommedal, who works on electric power projects in Norway. She is one of many people working on our projects in the Energy area.

**About Energy:**

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

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

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



# FINLAND'S FUEL OF THE FUTURE



**Picture:** Ensto is a Finnish clean-tech company which develops and manufactures various electrical applications. Its development projects include charging stations for electric cars. Jani Räsänen, who is an engineer at Rejlers, was a member of the team that created a new station for rapid charging of electric cars. The station ensures that the car's batteries are fully charged in two hours.

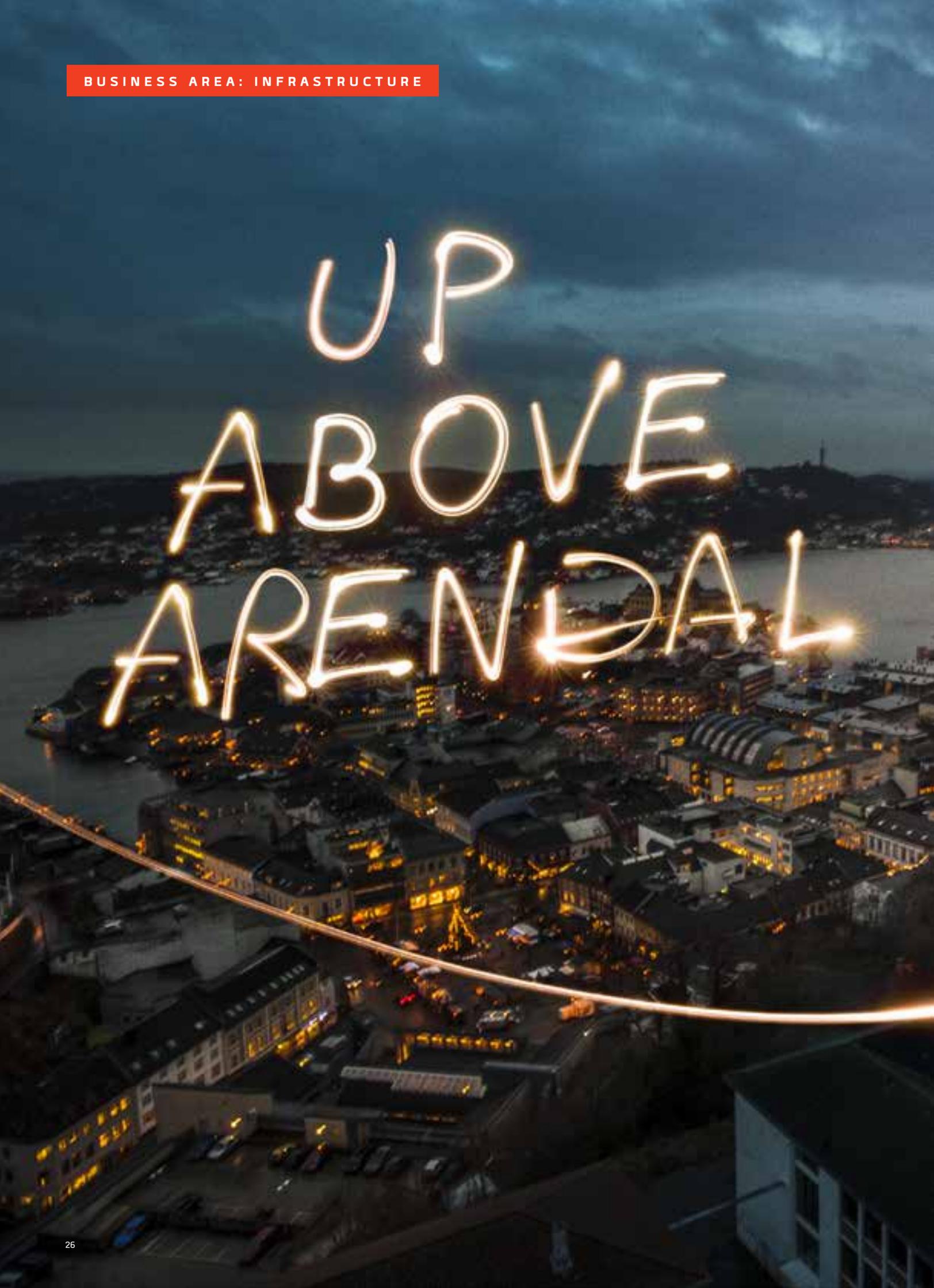
**About Industry:**

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

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

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

# UP ABOVE ARENDAAL





**Picture:** Øystein Johansen works as a field engineer in Norway. His job of troubleshooting and modernizing often takes him to high altitudes. He particularly enjoys working to improve mobile coverage in the area where he knows people.

**About Infrastructure:**

A fit-for-purpose infrastructure is essential to the development of a society. Both for individual mobility and for business competitiveness. Rejlers has a broad range of activities within Infrastructure, including the modernisation and planning of things like roads, tunnels, railways, bridges, airports and harbours.

Rejlers also works to meet the needs arising from the rapid development in the telecommunications sector. Another growth area is a range of environmental services for urban development projects around the Nordic countries.

Rejlers' assignments in the rail sector cover everything from total project commitment with project manager responsibility and pre-studies to planning and design of facilities for electrical, telecommunications, signalling and safety systems. Railway assignments are often divided into several sub-projects that can run for many years.

Road and tunnel projects in the major conurbations often involve technically complex systems for controlling and monitoring factors such as traffic flows and ventilation in tunnels. Another service Rejlers provides is the planning and design of lighting in tunnels, on bridges and along roads.

Rejlers also offers a broad range of services in the telecoms sector. Typical services provided by Rejlers are project management, automation, network planning, optimisation and network design for fixed and mobile networks. As new technologies and players establish themselves, Rejlers' services and assignments are developing.

# THE EVOLUTION OF SLUSSEN



**Picture:** Rejlers is developing the new Slussen interchange in Stockholm. Rejlers' Björn Dahlin is part of a team involving consultants from several other companies designing electrical, telecommunications and traffic management systems. The project is split into three areas: soil, water and land. We are involved in all the facilities for land and water.

**About Building and Property:**

Within our 'Building and Property' area we are constantly working on this type of large-scale project. There are many interests that need to be considered when planning new buildings and modernising existing ones. Comfort, energy saving, monitoring, customisation and profitability are just some of the requirements that have to be taken into account.

At Rejlers, we aim to create buildings that fulfil these requirements by combining tried and tested methods with innovative solutions.

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

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

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

The customer can now be given a clear picture of the final result throughout the construction process through analysis and visualisation. For example, we use BIM (Building Information Modelling).





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### 1. Expanding the mobile network

We are planning and project managing the dismantling of old mobile equipment for Huawei in order to make space for the new 4G network in Sweden. We are also participating in the planning for the expansion of new base stations for the 4G network in Sweden.

### 2. New life for old railways

Can a disused stretch of railway be revived and if so, how? These are issues we are currently investigating in connection with the Tinnosbanen, Norway's oldest electric railway. The assignment is for the Norwegian National Rail Administration.

### 3. Modernised metro to be automated

The metro in Helsinki is currently undergoing modernisation involving a gradual transition to an automated control system. Helsinki's traffic authority commissioned our project management services in conjunction with the introduction of the new control system.

### 4. New light on the Regional Archives in Gothenburg

The Regional Archive buildings in Gothenburg were designed by the architect Gustaf Améen and completed in 1911. A comprehensive renovation has been carried out and a modern extension has been added. Rejlers was involved in planning the electrical and telecommunications systems. Care was taken to design lighting that highlights the characteristic architecture of the building.

### 5. Energy metering for Fingrid

Rejlers has signed an agreement with Fingrid, the Finnish national grid company. The agreement covers technical consultancy services within energy metering.

### 6. Oil purified, not discarded

Rejlers has been involved in developing and producing control systems for a modular plant that purifies oils both chemically and mechanically. The assignment was for Recond Oil, which develops new technology for purifying oils within industry and for recovering all sorts of oils that would otherwise be discarded.

### 7. Finnair's new head office (HOTT)

Construction of Finnair's new head office at Helsinki airport started in January 2012. Rejlers was responsible for planning all the electrical and lighting systems in the building. We also designed the telecoms and security systems. The seven-storey complex complies with the international LEED standard.

### 8. Industrial estate saves energy

Raufoss Industripark is one of the largest industrial estates in Norway, with almost 300 buildings. They see great financial and economic benefits in energy-saving measures. Rejlers has been allocated the task of running energy analyses and energy labelling on the site.

### 9. New lighting system in nuclear power plant

At the Lovisa nuclear power plant, outside the town of the same name, a new lighting system is being designed for emergency situations and evacuation. Ville-Veikko Karhunen and his fellow engineers at Rejlers in Finland are working on this assignment and on other maintenance work for Fortum Power and Heat.



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#### 10. Fast trains across the country

The Swedish Transport Administration has commissioned Rejlers to produce a technical system standard for high-speed trains in Sweden. This is a prestigious assignment that could see fast trains crossing the country in the future.

#### 11. Transmission lines for wind power

In Piteå the plans to construct a large new wind farm, with the potential for almost 1,100 wind turbines, are well advanced. Rejlers has been commissioned to project-plan parts of the new power cable that will transfer electricity from the wind farm to the national grid.

#### 12. Construction of transmission mast on Svalbard

Torfjellet on Svalbard is home to the Avinors facility, which is part of the approach system for Longyearbyen airport. Rejlers has designed the transmission mast, which is intended to withstand the tough demands of the climate on Svalbard, with permafrost and strong winds.

#### 13. Treatment system in nuclear power plant

Westinghouse Electric Sweden has engaged Rejlers to produce installation documents and sustainability analyses for a treatment system for radioactive waste gases at the Oskarshamn 2 nuclear power plant.

#### 14. Good lighting makes people feel safe

In Kristiansand we are working on a lighting plan to improve safety on major pedestrian and cycle routes. The project is intended to ensure that people feel safe when travelling along central routes in the city, both day and night.



#### 15. New bentonite plant

LKAB's existing plant for milling and drying bentonite in Luleå is over 40 years old. Now a new plant is to be built, and Rejlers is contributing know-how in many areas. Among other things, we have been engaged as technical managers for the mechanical design, electrical, automation and ventilation systems.

#### 16. Sports hall in Yaroslavl

ZAO Hansastroi has signed a contract with Rejlers including technical consultancy to gain planning approval and design of the electrical systems for a sports hall in the city of Yaroslavl. The total floor area is around 16,000 sqm.

#### 17. Aker Brygge receives support from Rejlers

Stranden 1 is the building that marks the entrance to Aker Brygge, the area that has become one of Oslo's most popular meeting places. Stranden 1 is undergoing a thorough renovation both inside and out. Rejlers is project-managing all the electrical systems.

#### 18. Karhula paper mill

Rejlers is planning the pipe system, heating cables and steel structures for a heat recovery project at Karhula paper mill.

#### 19. Flying and surfing indoors

Sirius is a sports and leisure centre in Pyttis which opened in 2013, where you can both fly and surf indoors. Rejlers was commissioned to design solutions for electricity and telecoms and for the building's security systems.





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# We have the energy to make the world a bit better!

» **Corporate Social Responsibility** (CSR) means carrying out business responsibly. The objective is to take ethical and social responsibility for the company's operating activities, and to encourage activities with a positive impact on employees, the environment and communities. We set strict requirements for the environmental, ethical and socio-economic aspects of our business. Rejlers also has wide-ranging involvement in health-promoting activities, including through cooperation with organisations that support sport and with the Star for Life organisation in South Africa.

## CSR STRATEGY

Rejlers has produced a CSR strategy which breaks down our commitment into the following areas: Employees, Environment and Society. Our sustainability work has two strategic long-term goals which we will be actively pursuing in 2014.

## Everybody has equal value

Rejlers supports and respects the ten principles relating to human rights, labour law, environmental problems and anti-corruption in the UN's Global Compact.

All employees at Rejlers will be treated with respect and dignity. We work to ensure that all employees are treated equally and given the same opportunities regardless of gender, ethnicity or country of origin, religion, age, sexual orientation or political opinion. This is mirrored in our day-to-day operations and our recruitment.

## Code of Conduct

Rejlers' Code of Conduct was launched in 2013. The Code contains rules for Rejlers' business

behaviour and the company's responsibility towards colleagues, customers, shareholders and other stakeholders. In our dealings with customers, subcontractors, suppliers and other stakeholders, we take great care when providing benefits or activities of various kinds to promote contacts or relationships.

## ENVIRONMENT

Rejlers is making a major contribution to the development of a sustainable society through the projects we are running for our customers. Many of our assignments relate to sustainable, energy-efficient solutions. One aim is to reduce greenhouse gas emissions by using green transport when we travel on business and replacing business trips with online meetings wherever possible. Another aim is for all employees to attend the environmental training that Rejlers introduced during the year.

The major environmental benefits of Rejlers' business occur when we help our customers to streamline, modernise and automate their infrastructure and processes. This includes everything from energy savings and the choice of materials in our buildings to the development of renewable energy production and sustainable infrastructure.



Rejlers' three CSR ambassadors together with this year's scholarship winners.

Rejlers' employees should have an understanding of the importance of the environment and work towards international and national environmental targets. Employees at Rejlers should contribute their knowledge and, together with our customers, make choices that contribute to sustainable development.

Rejlers holds ISO 9001 and ISO 14001 certification. This means that our assignment, from concept to execution, is planned and



The picture was taken when Rejlers' CSR ambassadors visited South Africa in February.

controlled with regard to quality and the environment. Rejlers also works to minimise its own direct environmental impact in our own office environments and when we travel. In 2013/14 a bike will be allocated to each office in the interests of health and the environment.

Rejlers is supporting the Clean Baltic Sea Project, which is being run by the John Nurminen Foundation. Efforts are underway to clean up phosphorous contamination and reduce the risk of oil spills.

## SOCIETY

Rejlers' greatest contribution to social development is to create new jobs by continuing to grow in the Nordic region and maintaining good profitability. One aim is to inspire young people to go to university and choose a career in engineering. We are doing this by participating in 'labour market days' and by working with the Star for Life organisation. Our other aim is to encourage sport and exercise by supporting networks and events like the Stafettvasan, ÖTILLÖ and Beyond Skiing.

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

Star for Life is a unique programme which aims to prevent the spread of HIV and AIDS among young people in Southern Africa. By coaching and guiding young people to greater self-esteem, we can help them to make healthy choices and have a better future. For the fifth year in a row, Rejlers is sponsoring a school in South Africa, Qhakaza High School, which has over 1,000 pupils. Some results of the programme are improved student health, a significant reduction in the number of teenage pregnancies, a rise in youth employment, more university enrolments and better future prospects. In 2014, Rejlers will be financing grants for a number of pupils in their final year at the school to enable them to go to university and train as engineers.

### CSR ambassadors

Rejlers' employees are encouraged to apply to become CSR

ambassadors. A jury elects three people. This year, Eleonora Karlsson, Antti Autio and Eirik Lundevold were selected. They are trained in CSR work and their activities include a trip to South Africa in February with Star for Life and talk about the engineering profession at our school, Qhakaza High School. They also have the opportunity to meet our scholarship winners in South Africa and follow their progress. The ambassadors play an important role in implementing and publicising Rejlers' CSR work to colleagues, customers and other stakeholders.

### ÖTILLÖ

ÖTILLÖ is multisport/aquathlon race that takes place between 26 islands in the Stockholm archipelago, from Sandhamn to Utö. Aquathlon means that competitors alternate between swimming and running. Rejlers enters a team and is the main sponsor of the event.

### Beyond Skiing

Rejlers is a member of the Beyond Skiing Foundation, a business network which supports and promotes the activities leading up to the 2015 Nordic World Ski Championships in Falun. We are taking part to demonstrate our strong commitment to healthy activities. By joining the network, Rejlers also hopes to be able to make new business contacts and to expand its own network locally within the region and also nationally and internationally.

### Cycling to Paris for the Swedish Childhood Cancer Foundation

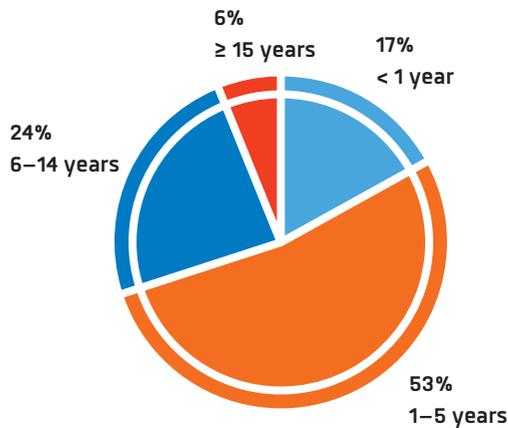
Team Rynkeby is an international charity project involving 1,200 cyclists who ride to Paris every summer to raise money for children with cancer and their families. In 2013 Rejlers sponsored the team, headed by Aron Anderson. Aron developed cancer when he was eight years old and has been wheelchair-bound ever since. He 'cycled' to Paris by pedalling with his arms on a specially-built bike.



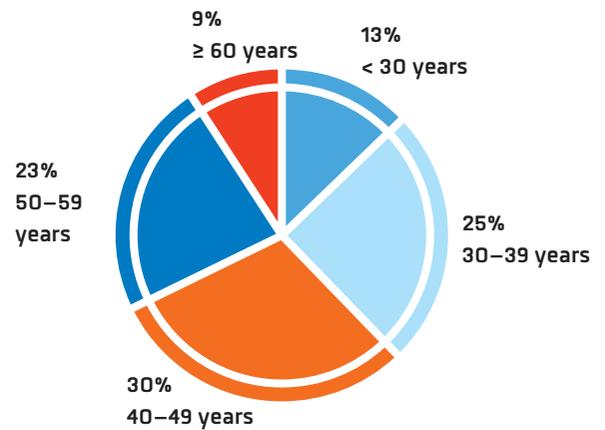
# ENERGY AT WORK



Stina Thullbom, mechanical engineering consultant  
Stefan Nilsson, telecommunications consultant  
Lars Andersson, mechanical engineering consultant  
Mats Lundström, Regional Manager  
Barbro Nilsson, office administrator



Time at the company



Age distribution

» **Rejlers has enjoyed rapid growth** in recent years. New expertise and strengths have been added both by acquisitions and through recruitment in Norway, Sweden and Finland. In 2013, we took part in the Universum survey to find 'Sweden's Best Employer' for the first time, and the result was not unexpected; we went straight into the top 20. We were also named as 'Newcomer of the Year', where young professional engineering graduates list their dream employers.

**Culture and brand**

It is important for us to have a strong brand as an employer. Our success is linked to our ability to continue to attract, develop and retain the best employees. This is where both the corporate culture and the brand are important elements in our ability to go on growing and developing.

Our corporate culture with its clear values and our conscious commitment to health also increase our attractiveness as an employer. They also make it easy for us to integrate new businesses. Each acquisition helps us to improve. We gain new ideas, knowledge and solutions. During the year our work on the brand contributed to greater visibility and understanding of the opportunities that exist at Rejlers. The Energized Engineering concept uses modern methods to highlight the know-how and energy that we have.

**A healthy company**

Rejlers has been consciously committed to health for many years. We work actively to create the conditions that allow our employees to feel good – then we also believe we are succeeding as a company. A flexible approach to working hours and convenient technical solutions are major elements. Good benefit solutions for fitness programme, healthcare, insurance, etc. contribute to a positive climate that makes our employees' lives easier, whether they are tackling challenges at work or in their own lives.

**Manager development**

A healthy relationship between employees and their managers is a prerequisite for employees to feel good. We place great emphasis on recruiting and developing our managers. Being a manager at Rejlers means involvement in both employees and business development. Personal leadership is developed based on our fundamental values and a general Leader Development Programme.

**Employee development**

It should be easy to be a Rejlers employee. The organisation is flat and decentralised, the ceilings are high and the decision paths are short. Constant personal development and new challenges motivate our employees and contribute significantly to well-being in the workplace.

Our rapid growth means that new opportunities for career development are being created all the time. This includes new assignments and customers, assignment manager responsibility, challenges in other places, or taking on a managerial role. All employees have a development meeting with their line manager at least once a year. Based on these meetings, we formulate personal development plans for short-term and long-term objectives covering both job duties and training.

| Employee data                 | 2013  | 2012  | 2011  | 2010  | 2009 |
|-------------------------------|-------|-------|-------|-------|------|
| Number of employees           | 1,664 | 1,532 | 1,279 | 1,147 | 961  |
| Average age                   | 44    | 43    | 43    | 42    | 42   |
| Total sick leave, %           | 2.1   | 2.2   | 2.0   | 1.9   | 2.4  |
| Of which long-term absence, % | 0.6   | 0.6   | 0.4   | 0.5   | 0.9  |

Mats Lithner and Linda Rabbe Haugen

## “There are many experts in different areas at Rejlers”

» **Mats and Linda started at Rejlers at roughly the same time.**

Mats was recruited in 2010 to work on rail projects all over Sweden. Linda came to Rejlers in Norway as a specialist in energy efficiency.

She has just taken a step up to Division Manager. Mats recently submitted a report in which he looked into a technical system standard for high-speed trains in Sweden. Although they work in different countries with different skills, they share the same view of the company they are now part of.

“Rejlers is not just an ordinary engineering consultancy company. There’s something in the culture that makes it more enjoyable here. The family spirit is strong and the values are deep-rooted. We have a personal relationship with each other, and I like that,” says Mats.

“I also like the team spirit and the focus on health that permeates the company. Having health as a value is something special; just look at all the people entering the StafettVasan,” says Linda.

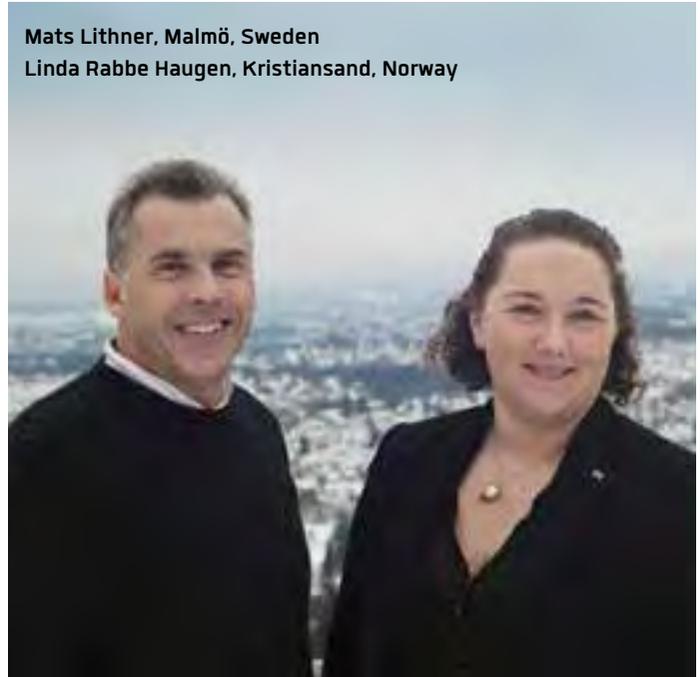
For several years now, crowds of Rejlers employees from Sweden, Finland and Norway have come to the starting line to race in teams of five in the StafettVasan. For a few days they travel together, stay in hostels and exchange ski waxing tips. Last year, around 110 people from Rejlers could be found along the route of the Vasaloppet race.

Linda and Mats look forward to the future with confidence. Our local presence with many offices all over the Nordic region is the foundation. As an employee you have a great responsibility to do business and drive the company forward. They also believe that increased Nordic cooperation is the key to success for Rejlers.

“Many of our customers are Nordic and of course infrastructure has no boundaries. Just look at what we are doing in Malmö where work has been ongoing for many years to connect Sweden to the rest of Europe via the City Tunnel and the Öresund Bridge.”

Mats and Linda also talk a lot about the brand. It is important to go on explaining what we can do and who we are, to attract new colleagues and customers. Another success factor is to go on developing our cutting edge skills.

“There are many experts in different areas at Rejlers. It is fantastic to be able to work in an environment where there is so much knowledge. It is a learning experience in every way,” says Linda.



Read more interviews with our employees at [rejlers.com](https://www.rejlers.com)



**LAURI VALKONEN**

**Born 1955**

Elected 2002.  
Master of Science in Engineering.  
Formerly CEO of Rejlers Finland Oy  
Other major assignments:  
Board Member at Suur-Savo  
Energistiftelse.  
Rejlers employee since 1985.  
Rejlers shareholding:  
50,000 Class A shares,  
438,000 Class B shares.

**PETER REJLER**

**Born 1966**

Chairman since 2 May 2012,  
elected 2010.  
Master of Science in Engineering.  
Former President and CEO of  
Rejlers AB, 1999–2012.  
Deputy President and CEO of  
Rejlers AB.  
Rejlers shareholding:  
911,250 Class A shares.

**THORD WILKNE**

**Born 1943**

Elected 2007.  
Economist.  
Founder of WM-data.  
Other major assignments: Board  
Member at Addnode Group AB,  
Temagruppen Sverige AB and  
DIBS Payment Services AB.  
Rejlers shareholding:  
200,000 Class B shares.

**ANDERS JONSSON**

**Born 1950**

Elected 2011.  
Master of Science in Engineering.  
Previously a Group executive for  
ABB in Zurich.  
Other major assignments:  
Chairman of the Board of Talis  
GmbH and Alimak Hek AB. Board  
Member at Battenfeld Cincinnati  
GmbH. Micronic Mydata. Vice  
Chairman of the Swedish-Swiss  
Chamber of Commerce and  
advisor to Triton Advisers Ltd.  
Rejlers shareholding:  
10,456 Class B shares.

**STEN PETTERSSON**

**Born 1970**

Employee representative.  
Elected 2009.  
Technical college engineer.  
Project Manager at Rejlers  
Sverige AB.  
Rejlers shareholding:  
700 Class B shares.

**JAN SAMUELSSON**

**Born 1950**

Elected 2010.  
Bachelor of Science in Economics.  
Formerly CEO of Lunds  
Energikonscernen AB.  
Other major assignments:  
Chairman of the Board of  
Värmeforsk and Board Member  
at Stena Renewable AB.  
Rejlers shareholding:  
500 Class B shares.

**BJÖRN LAUBER**

**Born 1965**

Employee representative.  
Elected 1998.  
Bachelor of Science in Economics.  
Economist at Rejlers Sverige AB.  
Rejlers shareholding:  
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**ÅSA SÖDERSTRÖM JERRING**

**Born 1957**

Elected 2007.  
Bachelor of Science in Economics.  
Former President of SWECO  
Theorells, Ballast Väst and  
Information Manager at NCC Bygg.  
Other major assignments:  
Chairman of the Board of ELU  
Konsult AB and Infobooks AB.  
Board Member at JM AB, Vattenfall  
AB, San Sac AB, Scanmast AB and  
Nordic Home Improvement AB.  
Board Member at IVA.  
Rejlers shareholding:  
2,300 Class B shares.

**IVAR VERNER**

**Born 1947**

Vice-Chairman since 2 May 2012,  
Elected 2010.  
Bachelor of Science in Economics.  
Former authorised public accountant,  
Chairman of Grant Thornton  
Sweden AB.  
Other major assignments: Chairman of  
the Board of Erlandsons Brygga AB,  
Constretra and Centrum Fastigheter i  
Norrtälje AB.  
Vice Chairman of Forex Bank and  
Board Member at Bioarctic  
Neuroscience AB.  
Rejlers shareholding:  
5,000 Class B shares.

**MARIANNE FROSTESJÖ (not shown)**

**Born 1967**

Employee representative, deputy.  
Elected 2007.  
Technical college engineer.  
Mechanical Design Engineer at  
Rejlers Sverige AB.  
Rejlers shareholding:  
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**EVA K NYGREN****Born 1958**

CFO of Rejlers AB.  
Employee since 2013.  
Rejlers shareholding:

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**CONNY UDD****Born 1971**

President of Rejlers Sverige AB.  
Employee since 2001.  
Rejlers shareholding:

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**SEPPO SORRI****Born 1966**

President of Rejlers Finland Oy.  
Employee since 2005.  
Rejlers shareholding:

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**EVA NYGREN****Born 1955**

Departing President and CEO  
of Rejlers AB.  
Employee since 2012.  
Rejlers shareholding:

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**MORTEN THORKILDSEN****Born 1961**

President of Rejlers Norge AS.  
Employee since 2013.  
Rejlers shareholding:

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**REBECKA OXELSTRÖM****Born 1973**

Head of Communications,  
Rejlers AB.  
Employee since 2012.  
Rejlers shareholding:

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**MIKAEL SCHMIDT****Born 1958**

Head of HR, Rejlers AB.  
Employee since 2007.  
Rejlers shareholding:

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# The share

The Rejler Group's share capital at the year-end amounts to SEK 22,843,442 and the total number of votes is 22,682,971. At year-end, the total number of shares in the company was 11,421,721, divided into 1,251,250 Class A shares (ten votes per share) and 10,170,471 Class B shares (one vote per share). Class A shares can be converted into Class B shares. Each shareholder who is entitled to vote at the Shareholder's Meeting may vote with the full number of votes he or she owns and represents in shares, without limitation as to voting rights. Each share has an equal right to shares in the company's assets and profits.

## Authority for new issue

The 2013 Annual General Meeting authorised the Board to make decisions about new issues, of no more than 1,000,000 Class B shares, up to the next Annual General Meeting. In the event of full utilisation, this authorisation is equivalent to a dilution of 8.1 per cent of the capital and 4.2 per cent of the votes. During 2013, the Board made a non-cash issue of 100,000 Class B shares with the authorisation of the Annual General Meeting in connection with the acquisition of Umeå Kraft Konsult AB (IKAB).

In February 2014, Rejlers made use of the authorisation from the Annual General Meeting on 2 May 2013 to issue a total of 900,000 new Class B shares in Rejlers without preferential rights for existing shareholders to funds managed by Nordea Fonder AB. The reason for waiving shareholders' preferential rights was to inject new capital and hence enable the refinancing of earlier acquisitions and the financing of future ones.

## Dividend policy

Rejlers' long-term dividend policy is that around 50 per cent of the company's profit after tax should be distributed to the shareholders. The Board's proposed dividend of SEK 2.00 (3.00) per share corresponds to 45 per cent (58) of the earnings per share.

## Listing and trading

The company's Class B shares have been listed on the Nasdaq OMX's Nordic list since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. 2013 saw 1,401,862 shares converted to a total value of SEK 122,788,496 on Nasdaq OMX. The closing price for the Rejlers Class B share was SEK 93.50 (70.00) at the end of the year, an increase of 34 per cent compared with 28 December 2012. The highest and lowest prices over the year were SEK 100.00 and SEK 69.25 respectively.

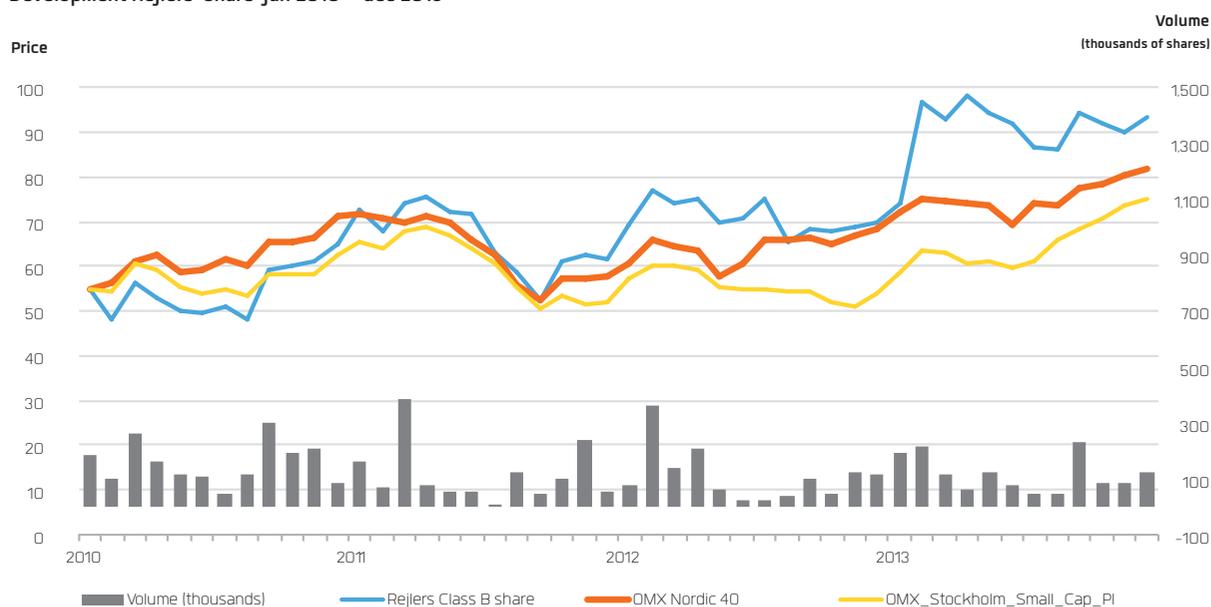
## Ownership

At the end of 2013, there were 1,779 shareholders. Institutions and funds owned 19 per cent of the votes and 35 per cent of the capital. International shareholders accounted for nine per cent of the votes and 13 per cent of the capital. The Rejler family held 61 per cent of the votes and 27 per cent of the capital, with the Chairman of the Board, Peter Rejler, holding 40 per cent of the votes and eight per cent of the capital. The major shareholders outside the family were Lannebo Fonder, Didner & Gerge Fonder and Board Member Lauri Valkonen. The 10 largest shareholders are listed in the table on the following page.

## Shareholder contact details

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

## Development Rejlers' share jan 2010 – dec 2013



## Rejlers' ten largest owners

The table shows the situation as of 30/12/2013.

| Name   | Class A shares   | Class B shares    | Holding (%)  | Votes (%)    |
|--|------------------|-------------------|--------------|--------------|
| Peter Rejler                                 | 911,250          | –                 | 8.0          | 40.2         |
| Jan Rejler, directly and through the company | 262,500          | 382,450           | 5.6          | 13.3         |
| Lannebo Micro Cap                            | –                | 1,444,000         | 12.6         | 6.4          |
| Didner & Gerge Småbolag                      | –                | 989,180           | 8.7          | 4.4          |
| Lauri Valkonen                               | 50,000           | 443,000           | 4.3          | 4.2          |
| Lisa Rejler                                  | 8,750            | 773,000           | 6.9          | 3.8          |
| Swedbank Robur Fonder                        | –                | 829,906           | 7.3          | 3.7          |
| Martina Rejler                               | 8,750            | 696,250           | 6.2          | 3.5          |
| Fondita Nordic Micro Cap                     | –                | 466,200           | 4.1          | 2.1          |
| Lannebo Micro Cap II                         | –                | 361,264           | 3.2          | 1.6          |
| Total 10 largest shareholders                | 1,241,250        | 6,385,250         | 66.9         | 83.2         |
| Total other shareholders                     | 10,000           | 3,785,221         | 33.1         | 16.8         |
| <b>Total</b>                                 | <b>1,251,250</b> | <b>10,170,471</b> | <b>100.0</b> | <b>100.0</b> |

## Development of share capital

| Year | Transaction                   | Increase in share capital | Total share capital | Increase in shares | Total shares |
|------|-------------------------------|---------------------------|---------------------|--------------------|--------------|
| 2003 | New share issue <sup>1)</sup> | 1,090,000                 | 18,140,000          | 109,000            | 1,814,000    |
| 2005 | New share issue <sup>2)</sup> | 3,219,510                 | 21,359,510          | 321,951            | 2,135,951    |
| 2006 | 5:1 split                     | –                         | 21,359,510          | 8,543,804          | 10,679,755   |
| 2006 | New share issue <sup>3)</sup> | 142,040                   | 21,501,550          | 71,020             | 10,750,775   |
| 2007 | New share issue <sup>3)</sup> | 66,452                    | 21,568,002          | 33,226             | 10,784,001   |
| 2008 | New share issue <sup>3)</sup> | 75,440                    | 21,643,442          | 37,720             | 10,821,721   |
| 2010 | New share issue <sup>4)</sup> | 1,000,000                 | 22,643,442          | 500,000            | 11,321,721   |
| 2013 | New share issue <sup>5)</sup> | 200,000                   | 22,843,442          | 100,000            | 11,421,721   |

1) New share issue backed by subscription options.

Only Class B shares were issued.

2) Non-cash issue in conjunction with the acquisition of Rejlers Invest Oy.

Only Class B shares were issued.

3) Additional purchase price attributable to the acquisition of Rejlers Invest Oy.

Only Class B shares were issued.

4) Non-cash issue in conjunction with the acquisition of the Råbe companies.

Only Class B shares were issued.

5) Non-cash issue in connection with the acquisition of Umeå Industri- och Kraftkonsult AB (IKAB).

Only Class B shares were issued.

## Data per share

|  | 2013               | 2012  | 2011  | 2010  | 2009  |
|--|--------------------|-------|-------|-------|-------|
| Earnings per share after dilution, SEK | 4.44               | 5.17  | 5.68  | 3.22  | 2.61  |
| Equity per share at end of period      | 31.13              | 29.50 | 27.75 | 23.74 | 21.31 |
| Dividend per share                     | 2.00 <sup>1)</sup> | 3.00  | 3.00  | 1.75  | 1.50  |

<sup>1)</sup> 2013 proposed dividend

## Distribution of shareholdings

The table shows the situation as of 30/12/2013.

| Number of shares | Number of owners | Number of shares  | Share of capital % | Share of votes, % |
|------------------|------------------|-------------------|--------------------|-------------------|
| 0–500            | 1,192            | 217,938           | 1.91               | 0.96              |
| 501–1,000        | 246              | 214,684           | 1.88               | 0.95              |
| 1,001–5,000      | 236              | 599,138           | 5.25               | 2.69              |
| 5,001–10,000     | 40               | 315,857           | 2.77               | 1.44              |
| 10,001–15,000    | 13               | 169,135           | 1.48               | 0.75              |
| 15,001–20,000    | 11               | 200,666           | 1.76               | 0.88              |
| 20,001–          | 41               | 9,704,303         | 84.96              | 92.33             |
| <b>Total</b>     | <b>1,779</b>     | <b>11,421,721</b> | <b>100.00</b>      | <b>100.00</b>     |

# Five-year overview

## Income statements in summary, SEK million

|  | 2013        | 2012        | 2011         | 2010        | 2009        |
|--|-------------|-------------|--------------|-------------|-------------|
| Operating income                                 | 1,464.7     | 1,332.7     | 1,146.0      | 838.9       | 776.8       |
| Personnel costs                                  | -1,004.1    | -929.7      | -757.5       | -578.8      | -533.8      |
| Other external expenses                          | -370.8      | -304.0      | -273.2       | -194.4      | -185.6      |
| Depreciation, amortisation and impairment losses | -23.2       | -19.5       | -16.2        | -15.3       | -17.0       |
| Share in profits of associates                   | -0.6        | -0.1        | 1.2          | 0.8         | 0.3         |
| <b>Operating profit</b>                          | <b>66.0</b> | <b>79.4</b> | <b>100.3</b> | <b>51.2</b> | <b>40.7</b> |
| Net financial items                              | -2.3        | -3.4        | -2.7         | -1.9        | -0.4        |
| <b>Earnings after net financial items</b>        | <b>63.7</b> | <b>76.0</b> | <b>97.6</b>  | <b>49.3</b> | <b>40.3</b> |
| Tax  | -13.0       | -17.5       | -33.2        | -14.0       | -12.0       |
| <b>Profit for the year</b>                       | <b>50.7</b> | <b>58.5</b> | <b>64.4</b>  | <b>35.3</b> | <b>28.3</b> |
| <b>Data per share</b>                            |             |             |              |             |             |
| Earnings per share after dilution, SEK           | 4.44        | 5.17        | 5.68         | 3.22        | 2.61        |
| Equity per share at end of period                | 31.13       | 29.50       | 27.75        | 23.74       | 21.31       |
| Dividend per share (2013, proposed dividend)     | 2.00        | 3.00        | 3.00         | 1.75        | 1.50        |
| Average number of shares                         | 11,381,173  | 11,321,721  | 11,321,721   | 10,946,721  | 10,821,721  |
| Number of shares at end of period                | 11,421,721  | 11,321,721  | 11,321,721   | 11,321,721  | 10,821,721  |

## Balance sheets in summary, SEK million

|   | 2013         | 2012         | 2011         | 2010         | 2009         |
|---|--------------|--------------|--------------|--------------|--------------|
| Intangible assets                                 | 303.5        | 220.3        | 208.7        | 206.3        | 105.6        |
| Property, plant and equipment                     | 30.5         | 29.9         | 27.3         | 28.6         | 31.1         |
| Financial assets (including deferred taxes)       | 36.3         | 39.4         | 42.0         | 6.3          | 3.0          |
| Current receivables                               | 455.1        | 373.7        | 316.7        | 258.8        | 185.0        |
| Cash and cash equivalents                         | 49.0         | 38.7         | 48.7         | 39.6         | 62.7         |
| <b>Total assets</b>                               | <b>874.4</b> | <b>702.0</b> | <b>643.4</b> | <b>539.6</b> | <b>387.4</b> |
| Shareholders' equity                              | 355.6        | 334.1        | 314.4        | 281.7        | 230.6        |
| Non-current liabilities                           | 146.8        | 106.7        | 114.2        | 93.5         | 33.7         |
| Current liabilities                               | 372.0        | 261.2        | 214.8        | 164.4        | 123.1        |
| <b>Total shareholders' equity and liabilities</b> | <b>874.4</b> | <b>702.0</b> | <b>643.4</b> | <b>539.6</b> | <b>387.4</b> |

### Cash flow in summary, SEK million

|                                      | 2013        | 2012        | 2011       | 2010         | 2009         |
|--------------------------------------|-------------|-------------|------------|--------------|--------------|
| Cash flow from operating activities  | 20.0        | 61.1        | 61.0       | 19.2         | 30.7         |
| Cash flow from investment activities | -84.1       | -27.6       | -63.5      | -102.5       | -12.3        |
| Cash flow from financing activities  | 75.0        | -43.0       | 11.8       | 63.3         | -32.8        |
| <b>Cash flow for the year</b>        | <b>10.9</b> | <b>-9.5</b> | <b>9.3</b> | <b>-20.0</b> | <b>-14.4</b> |

### Key ratios

|   | 2013  | 2012  | 2011  | 2010  | 2009 |
|---|-------|-------|-------|-------|------|
| Operating margin, %                                 | 4.5   | 6.0   | 8.8   | 6.1   | 5.2  |
| Profit margin, %                                    | 4.4   | 5.7   | 8.5   | 5.9   | 5.2  |
| Return on equity after tax, %                       | 14.7  | 18.0  | 21.6  | 14.1  | 12.2 |
| Return on capital employed, %                       | 14.3  | 19.2  | 26.8  | 11.3  | 16.3 |
| Cash liquidity (excl. unused overdraft facility), % | 136   | 158   | 170   | 186   | 201  |
| Equity/assets ratio, %                              | 40.7  | 47.6  | 48.9  | 52.2  | 59.5 |
| Debt/equity ratio, times                            | 0.6   | 0.3   | 0.3   | 0.2   | 0.1  |
| Interest coverage ratio, times                      | 10    | 15    | 20    | 22    | 41   |
| Net liabilities, SEK million                        | 154.7 | 57.9  | 55.9  | 24.4  | -    |
| Unused overdraft facility, SEK million              | 9.9   | 44.3  | 15.0  | 11.1  | 15.0 |
| Available funds, SEK million <sup>1)</sup>          | 58.9  | 83.0  | 63.7  | 50.7  | 77.7 |
| Investments, SEK million                            | 84.9  | 28.2  | 66.1  | 106.4 | 13.0 |
| Billing ratio, %                                    | 75    | 76    | 76    | 74    | 74   |
| Number of working days                              | 249   | 248   | 251   | 250   | 249  |
| Full-time employees                                 | 1,537 | 1,429 | 1,216 | 1,010 | 895  |
| Number of employees at year-end                     | 1,664 | 1,532 | 1,320 | 1,091 | 967  |
| Revenue per full-time employee, SEK thousands       | 953   | 933   | 942   | 830   | 868  |

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

# Definitions

**Number of full-time employees**

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

**Return on shareholders' equity**

Profit after tax in relation to average equity.

**Return on capital employed**

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

**Available funds**

Cash and cash equivalents plus overdraft facility.

**Billing ratio**

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

**Shareholders' equity per share**

Equity divided by total number of shares.

**Cash liquidity**

Current assets divided by current liabilities.

**Net liabilities**

Interest-bearing liabilities less cash and cash equivalents.

**Revenue per full-time employee**

Income per full-time employee.

**Earnings per share, SEK**

Profit after tax divided by total number of shares.

**Interest coverage ratio**

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

**Operating margin**

Operating profit after depreciation in relation to income.

**Operating profit per full-time employee**

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

**Debt/equity ratio**

Interest-bearing liabilities in relation to equity.

**Equity/assets ratio**

Adjusted equity in relation to balance sheet total.

**Profit ratio**

Profit after financial income and expenses in relation to income.

# Directors' report

## Rejlers AB (publ)

Corporate Reg. No. 556349-8426

The Board and President of Rejlers AB (publ) hereby present the Annual Report and consolidated financial statements for the financial year 1 January 2013 – 31 December 2013.

## Business operations

Rejlers was founded in 1942 and offers services to customers within the areas of Building and Property, Energy, Industry and Infrastructure. At the end of the year, Rejlers had a total of 1,664 employees (1,532), distributed across more than 80 offices in Sweden, Finland, Norway and Russia. The head office is located in Stockholm. Rejlers' business is split into two segments – Rejlers Sweden/Norway and Rejlers Finland. Operations in Sweden and Norway fall under the Sweden/Norway segment, while operations in Finland and Russia fall under the Finland segment.

## Group revenue and profit

Revenue for the year totalled SEK 1,464.7 million (1,332.7), an increase of 10 per cent compared with the previous year. Operating profit amounted to SEK 66.0 million (79.4). Operating margin amounted to 4.5 per cent (6.0). The billing ratio was 75 per cent (76). The profit after net financial items amounted to SEK 63.7 million (76.0) and the profit after tax was SEK 50.7 million (58.5). Earnings per share were SEK 4.44 (5.17). Financial income was SEK 3.8 million (2.2), and financial expenses were SEK -6.1 million (-5.6).

Measures have been taken during the year to discontinue and restructure unprofitable activities in Sweden. Combined with a weaker order situation, particularly in the fourth quarter, this led to poorer performance for the Sweden/Norway segment. The market situation within Finnish industry weakened further in 2013, reducing revenue and decreasing profits.

There was one more working day in the year compared with the previous year.

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

## Revenue, operating profit and operating margin by segment

|                       | Revenue, SEK million |                | Operating profit, SEK million |             | Operating margin, % |            |
|-----------------------|----------------------|----------------|-------------------------------|-------------|---------------------|------------|
|                       | 2013                 | 2012           | 2013                          | 2012        | 2013                | 2012       |
| Rejlers Sweden/Norway | 1,184.5              | 1,062.8        | 85.4                          | 91.7        | 7.2                 | 8.6        |
| Rejlers Finland       | 283.2                | 288.4          | 11.1                          | 22.6        | 3.9                 | 7.8        |
| Group wide            | 12.8                 | 12.8           | -30.5                         | -34.9       | -                   | -          |
| Eliminations          | -15.8                | 31.3           | -                             | -           | -                   | -          |
| <b>Total Group</b>    | <b>1,464.7</b>       | <b>1,332.7</b> | <b>66.0</b>                   | <b>79.4</b> | <b>4.5</b>          | <b>6.0</b> |

## Earnings per share

For the full year earnings per share, after dilution, amounted to SEK 4.44 (5.17). Equity per share was SEK 31.13 at the end of the period, compared with SEK 29.50 as at 31 December 2012.

## Cash flow and financial position

The cash flow from operating activities amounted to SEK 20.0 million (6.1). The Group's cash and cash equivalents at the end of the period totalled SEK 49.0 million, compared with SEK 38.7 million as at 31 December 2012. SEK 60.1 million (-) of the Group's overdraft facility was used, and SEK 9.9 million (44.3)

was unused as at 31 December 2013. Interest-bearing liabilities have risen by SEK 107.1 million since 31 December 2012 and amounted to SEK 203.7 million at the end of the period. The increase is largely due to loans taken out in connection with acquisitions. The equity/assets ratio at the end of the period was 40.7 per cent compared with 47.6 as at 31 December 2012. During the period, dividends were distributed to the amount of SEK 34.0 million (34.0).

## Capital expenditure

Investments in equipment totalled SEK 10.9 million (9.2) and investments in intangible assets and acquisitions totalled SEK 74.0 million (19.0). The increases mainly relate to the acquisitions that have been made during the period. Depreciation, amortisation and impairment losses totalled SEK 23.2 million (19.5).

## Research and development

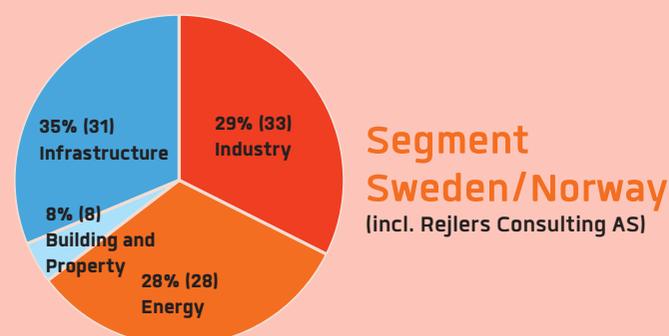
The vast majority of Rejlers' development work takes place within the context of customer projects. Other development costs are booked on an ongoing basis. These costs do not amount to any significant sum.

## Employees

The number of employees at the end of the year was 1,664 (1,532), an increase of nine per cent. The number of full-time employees was 1,537 (1,429).

## Rejlers Sweden/Norway

Rejlers Sweden provides consultancy services in the fields of automation, electric power, infrastructure, installation, mechanical engineering, process and equipment and telecommunications, primarily to four customer groups: Building and Property, Energy, Industry and Infrastructure. Rejlers also provides energy metering services to utility companies, electricity trading companies, and property companies. In Norway, Rejlers offers services within electric power, planning of electric systems in buildings, electrical safety, energy efficiency, railways and telecommunications. At the end of the year, Rejlers Sweden/Norway had 1,191 (1,079) employees.



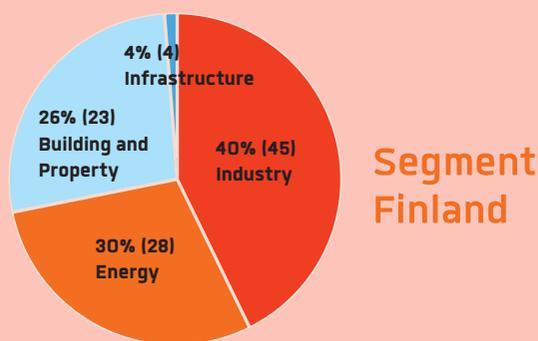
After a declining market for technical consultancy services in Sweden in 2013, demand is expected to increase over the course of 2014. The market prospects are good in Norway, with excellent opportunities for growth in Energy and Infrastructure. Major investments in the railway network and in telecommunications and electricity networks are planned in Sweden and Norway over the next few years. Within the segment, we have several framework agreements in place with the network operators and there is a huge need for consultancy services now that the Norwegian Armed Forces are expanding and modernising their network.

The opportunities for growth are excellent within the Energy area. Rejlers is involved in some large assignments within thermal power, hydro power and nuclear power, as well as with environmental and energy surveys. The purpose of many of the ongoing assignments is to reduce energy consumption in municipalities and in larger properties such as shopping centres, office buildings and hotels. Construction investments in Sweden are expected to increase in 2014, above all in housing and public buildings. Demand for Rejlers' services in Building and property projects is positive in major conurbations.

The market situation is varied for Rejlers' industrial assignments, and the view is that demand will improve in 2014.

### Rejlers Finland

2013 was a challenging year for technical consultancy services in Finland, which has been affected by a weaker economy. Demand is still considered to be good within the Energy sector.



The market for infrastructure projects is changing. We are noticing less demand for railway projects. Despite this, Rejlers is involved in large assignments running over several years. The telecommunications business has expanded with many assignments involving major network projects.

This is a positive development for our services within Energy, and several important framework agreements have been signed. There is greater demand for assignments related to renewable energy sources and also for energy metering services designed to reduce energy consumption.

The market situation for building projects is difficult to judge. During the year we have taken on new assignments and new customers. The acquisition of Matti Leppä Oy strengthens our expertise in services within electrical installation and energy-efficient solutions for the construction market.

New industrial investments are being delayed, which is leading to the weak market situation continuing. Measures are constantly being taken to counter the prevailing market conditions.

### Acquisitions

During the period, Rejlers acquired 100 per cent of the shares in Umeå Industri och Kraftkonsult AB (IKAB), Omega Elkraft AS, Railconsult AS, Grundvattenteknik AB (GVT) and Sähköinsinööri-toimisto Matti Leppä Oy (Matti Leppä).

Transaction costs for the acquisitions amounted to SEK 1.1 million. If the acquired companies had been owned for the whole year, they would have contributed SEK 127.2 million to revenue and SEK 23.1 million to operating profit.

### Sensitivity

Rejlers' earnings are most sensitive to the following factors:

- Billing ratio
- Hourly rate
- Wage cost trends

Personnel costs amount to around 69 (70) per cent of the company's income, while other operating expenses, including depreciation, amount to around 27

(24) per cent of the income. Each percentage point change in the above parameters has the following impact on Rejlers' operating profit in SEK million:

| Variable      | +/- (SEK million) |
|---------------|-------------------|
| Billing ratio | 17                |
| Hourly rate   | 13                |
| Wage costs    | 10                |

### Events after the end of the period

At the end of the year, Rejlers acquired the remaining 51 per cent of shares in our Norwegian associate Rejlers Consulting AS (Netconsult). The acquisition took effect on 1 January 2014. See Note 30.

Rejlers made use of the authorisation from the Annual General Meeting on 2 May 2013 for a targeted issue of 900,000 new Class B shares without preferential rights for existing shareholders to funds managed by Nordea Fonder AB. The shares had an issue price of SEK 94.50 per share. The issue price represents a discount of 0.6% against the volume-weighted average buy price of Rejlers Class B shares in the period from 5 to 18 February 2014 inclusive.

Eva Nygren will step down as President and CEO ahead of the 2014 Annual General Meeting. She will be succeeded by Peter Rejler, who resumes his position as President and CEO after two years as Executive Chairman of the Board of Directors.

### The Parent Company

The Parent Company's net revenue for the period amounted to SEK 12.8 million (18.0) with a profit after tax amounting to SEK 13.1 million (28.1).

### Board activities and corporate governance

Respecting Board activities and corporate governance, we refer to the Corporate Governance Report in this Annual Report. See pages 46–48.

### Guidelines for remuneration and other terms of employment for senior executives

At the 2013 Annual General Meeting, the Board agreed the following guidelines for the remuneration of the President and other senior executives. "Other senior executives" refers to members of the Group management. The main principle for these guidelines is that senior executives at Rejlers should be offered remuneration at market rates to enable the company to attract, develop and retain key personnel. In general, Rejlers does not offer any benefits greater than those constituting local practice.

The remuneration of the President and other senior executives should be at the market rate and consist of a basic salary, variable remuneration, pensions and, in certain cases, other benefits. The variable remuneration is limited to no more than 60 per cent of the basic salary.

The variable remuneration is primarily based on the Group's profit and the individually attained result in relation to the quantitative and qualitative goals set.

The President and the company are entitled to demand retirement from the age of 62. The pension is premium-based and no pension commitments exist over and above the pension premiums paid. The general pension plan applies for other senior executives, either via the ITP plan or through individual occupational pension insurance within the framework of ITP.

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

According to a resolution adopted at the Annual General Meeting, the Board was also given the right to deviate from the above proposed guidelines should there be special cause to do so in individual cases. The Board's proposed guidelines for 2014 are more or less unchanged compared to those for 2013.

### Risks and risk management

There is a certain degree of risk-taking associated with all enterprises. Rejlers regularly maps the Group's risks in order to continuously enhance and

strengthen the procedures for ongoing risk monitoring. Work to draw up Group-wide guidelines for monitoring and managing identified risks went on throughout 2013 and will continue in 2014. The Group Board and senior management are responsible for risk management.

### Strategic and operational risks

#### – The market

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

Rejlers manages market risks by maintaining a broad customer base, with an even spread of private sector and public sector clients, as well as a broad range of services in order to minimise sensitivity to downturns in individual sectors.

#### – Assignments

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

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

#### – Employees

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

If the company is to grow, it is important to be able to retain existing employees and also to recruit new ones. When acquisitions are made, it is important that the new employees are well integrated into the operating activities. Rejlers tries to be a good employer and places great stress on the well-being of its employees. The size of the company means that it is possible to offer a variety of tasks, both geographically and in terms of skills. Offering employees a stimulating workplace and providing good opportunities for training and development helps the company to develop.

#### – Acquisitions

Taking over consultancy companies always involves a risk that staff from the company taken over will resign. Major takeovers place a strain on the organisation and place internal issues in the spotlight, which may inhibit marketing efforts.

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

#### – Media exposure and branding

Rejlers intensified its efforts to strengthen the brand during 2013. Increased exposure and awareness of Rejlers also increases the risk, for example, of media scrutiny and negative publicity. Rejlers uses a structured method to monitor and track what is written and reported about the company and the major projects in which we are involved, both in the more traditional media and in social media. Guidelines have also been drawn up on how the company's employees should conduct themselves in relation to various media.

### Financial risks

#### – Liquidity, currency and interest rate risk

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

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

As the Group has completed a number of acquisitions, the indebtedness and financial risks have increased. The Group is a net borrower, meaning that additional focus is required on liquidity and interest rate risk. The Group's equity/assets ratio remains healthy.

#### – Credit risk

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

#### The Rejlers share

The closing price for the Rejlers Class B share was SEK 93.50 at the end of the year, an increase of 34 per cent compared with 28 December 2012. Rejlers' shares are listed on the Nasdaq OMX Nordic Exchange.

The total number of shares is 11,421,721, divided into 1,251,250 Class A shares (ten votes per share) and 10,170,471 Class B shares (one vote per share). The Rejler Group's share capital amounts to SEK 22,843,442 and the total number of votes is 22,682,971.

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

#### Dividend

Rejlers' long-term policy is that around 50 per cent of the company's profit after tax should be distributed as dividend. Rejlers' Board proposes to the Annual General Meeting that a dividend of SEK 2.00 per share (3.00) be distributed for the financial year 2013, which corresponds to 45 per cent of the earnings per share. The total dividend amount is SEK 24.6 million (34.0). The 900,000 Class B shares issued in February 2014 entitle the holder to dividends.

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

#### Proposal for distribution of profits

|  |                |
|--|----------------|
| Non-restricted equity in the Parent Company amounts to | SEK 46,000,964 |
| The Board and the President propose that               |                |
| shareholders receive a total of                        | SEK 24,643,442 |
| to be carried forward to new account                   | SEK 21,357,522 |

# Corporate governance report

Rejlers is a Swedish public limited company whose Class B shares are listed on the NASDAQ OMX Nordic Exchange in the Small Cap segment. Since 1 July 2008, the company has applied the Swedish Code of Corporate Governance and herewith presents its report on Corporate Governance for the year 2013.

## General

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

## Shareholders

Since 18 December 2006, the company's Class B share has been listed on Nasdaq OMX, the Nordic list which is a regulated market place for the trading of shares. Before this, the share had been listed on Nordic Growth Market, NGM, since 8 May 2003. In connection with the acquisition of Umeå Industri och Kraftkonsult AB (IKAB), Rejlers AB made a targeted new issue of 100,000 Class B shares. The new issue was registered with the Swedish Companies Registration Office on 29 May 2013. The total number of shares in the company increased during the year from 11,321,721 to 11,421,721, divided into 1,251,250 Class A shares and 10,170,471 Class B shares; the number of votes increased by 100,000 from 22,582,971 to 22,682,971. The new issue increased the share capital by SEK 200,000 to SEK 22,843,442. The newly issued shares represent 0.9% of the capital and 0.4% of the votes in the company after the issues. A targeted new issue of 900,000 Class B shares was made on 27 February 2014. Class A shares can be converted into Class B shares at the request of the shareholder. There is no limit on how many votes a shareholder may cast at the Annual General Meeting. Class A shares give an entitlement to 10 votes per share and Class B shares an entitlement to 1 vote per share. Shareholders with more than 10 per cent of the votes are Peter Rejler and Jan Rejler through companies.

## Annual General Meeting and Shareholder's Meeting

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

The Annual General Meeting relating to the 2012 financial year was held on 2 May 2013 in Stockholm. The meeting, was attended by 30 shareholders, representing 79.4% of the votes and 59.8% of the capital in the company. All the Board Members elected by the Annual General Meeting and the company's auditor were present at the Annual General Meeting. The meeting was chaired by the Vice Chairman of the Board, Ivar Verner. The minutes of the Annual General Meeting are available from the company's website.

## A number of resolutions were passed at the meeting, including the following:

- That the proposal of the Board to pay a dividend of SEK 3.00 per share be adopted.
- That the proposal of the auditor to grant the Board Members and the President discharge from liability be adopted.
- That in accordance with the Nomination Committee's proposal, Peter Rejler be re-elected as Chairman of the Board with Ivar Verner as Vice Chairman, and that Jan Samuelsson, Åsa Söderström Jerring, Lauri Valkonen, Anders Jonsson and Thord Wilkne be re-elected to the Board.
- A resolution on the principles for appointing the Nomination Committee and on its work, as well as guidelines for the remuneration of senior executives.
- To authorise the Board to decide on the issue of new shares up to a maximum of 1,000,000 class B shares without preferential rights for existing shareholders.

All adoption of resolutions at the Annual General Meeting was unanimous. Apart from the Annual General Meeting, the company has not held any other Shareholder's Meetings during the course of 2013. The 2014 Annual General Meeting relating to the 2013 financial year will be held on 29 April 2014 in Stockholm.

## Nomination committee

In accordance with the resolution adopted at the 2013 Annual General Meeting, the Chairman of the Board was entrusted with requesting the three largest shareholders in the company to select representatives for a Nomination Committee. The Nomination Committee must nominate the meeting chairman, the Chairman of the Board, the Board Members, and, where appropriate, the auditor, as well as remuneration for their assignment and any participation in Board committees. Board Members are elected for one year, until the next Annual General Meeting. The composition of the Nomination Committee has been published on the company's website since November 2013.

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

The Nomination Committee, whose task is to prepare cases in advance of the 2014 Annual General Meeting, is made up of Kent Hägglund on behalf of Peter Rejler, Martina Rejler on behalf of Jan Rejler and Johan Lannebo on behalf of Lannebo Fonder.

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

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

## Board

In the judgment of the Nomination Committee, the members of the Board are independent of the large shareholders and the company respectively, in accordance with the Swedish Code of Corporate Governance, and have the experience required under the listing agreement. Dependent Board members are Peter Rejler (partly in his capacity as a major shareholder, and partly relative to the company) and Lauri Valkonen, who formerly served as managing director at one of the Group's subsidiaries (dependent relative to the company).

Peter Rejler was elected by the Annual General Meeting as Chairman of the Board, with Ivar Verner as Vice Chairman. At the first board meeting following election, the Board Members decided to set up an Audit Committee comprising Jan Samuelsson (chair), Ivar Verner and Anders Jonsson, and that the Board in its entirety would constitute the Remuneration Committee. It was also decided that a Project/Investment Committee would be formed, consisting of Peter Rejler and Ivar Verner.

Salaried employees from the organisation, other than the company's President, Eva Nygren, also participate in the work of the Board, e.g. when called on to report on specific issues. As staff representatives, the trade unions have appointed Björn Lauber and Sten Pettersson, along with Marianne Frostesjö as deputy.

### The composition of the Board

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

1) Dependent in relation to the company through employment as well as major shareholder.

2) Dependent due to previous position in the Group (until April 2010).

3) Board Members appointed by the employees.

Information about Board members, including their age, education and shareholdings can be found in the Board section on page 40.

### Work of the Board

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

Apart from the issues relating to control, the Board's main tasks are strategic issues concerning the business, the company's organisation, acquisitions and economic and finance issues. The Board regularly monitors the company's income, costs and earnings where the outcome for the period

is compared to the budget and the outcome for the previous year. The company's major financial entities are subject to monitoring.

The Chairman of the Board constitutes the link between the President and the other members. The task of the Chairman is to lead the work of the Board and to ensure that the Board complies with relevant laws, rules and recommendations.

During 2013 the Board held seven minuted Board meetings. Four of these were held in connection with the company issuing interim reports. At the Board meetings held during the year, the Board dealt with questions concerning the company's operations and finance, the company's strategic direction, management issues, acquisitions, internal inspection issues and reports from the Audit Committee, questions concerning the brand, and other matters that needed to be dealt with by the Board according to the decision-making procedure. In 2013, the Board made use of the authorisation provided by the Annual General Meeting to issue new shares in connection with the acquisition of IKAB.

The evaluation of the Board takes place on an ongoing basis, both respecting the Board as a whole and the individual Board Members. The assessment was carried out during 2013 under the direction of the Nomination Committee in the form of a Board survey. The entire Board took part in the survey and discussed the evaluation. The Board also used the occasion to assess the President and the company's management in their absence, but in the presence of the company's auditor. The company's auditor participated in one Board meeting, in connection with the meeting to consider the annual accounts. The company's interim report for Q3 was reviewed in brief by the company's auditor and reported to the Board's Audit Committee.

### Audit Committee

In connection with the first board meeting following election after the 2013 Annual General Meeting, the Board appointed an Audit Committee made up of Jan Samuelsson (chair), Ivar Verner and Anders Jonsson. The Audit Committee held four meetings over the course of the year. The committee's rapporteur is normally the company CFO.

### The composition of the Audit Committee

| Name                   | Function               | Attendance |
|------------------------|------------------------|------------|
| Åsa Söderström Jerring | Chairman <sup>1)</sup> | 2/2        |
| Jan Samuelsson         | Chairman <sup>1)</sup> | 2/2        |
| Anders Jonsson         | Board Member           | 3/4        |
| Ivar Verner            | Board Member           | 4/4        |

1) Åsa Söderström Jerring was Chairman until the 2013 Annual General Meeting. Jan Samuelsson was Chairman after the Annual General Meeting.

The Audit Committee's main task is to assure compliance with established principles for financial reporting and internal control. The Audit Committee also monitors the company's ongoing risk management, establishes supplementary instructions for the auditors regarding the audit, monitors compliance with laws, regulations and the listing agreement as well as the Swedish Code of Corporate Governance, while also ensuring that any assignments in addition to audits performed by the company's auditors fall within the framework of the set policy.

Over the course of the year, the Audit Committee also followed up on operational control of commissioned work and the instructions that apply from preparing quotes up to complete delivery within an assignment.

In addition, the Audit Committee monitors changes to audit rules that may have an effect on the company's financial reporting and the external financial information it issues, while also evaluating the need for an internal audit function on a yearly basis. In the current situation, it is deemed that the company's size and complexity do not justify a separate auditing unit.

instead the finance function manages the ongoing control and pursues improvement projects for financial control and inspection. Internally, auditing focuses on assignment performance, performance monitoring and any need to change routines. This is done within the framework of the Quality and Environment group's work.

#### **Project/Investment Committee**

In connection with the first board meeting following election after the 2013 Annual General meeting, the Board appointed an Project/Investment Committee made up of Ivar Verner (chair) and Peter Rejler. The Investment Committee held seven meetings over the course of the year, six of them attended by Peter Rejler and seven by Ivar Verner. The committee's rapporteur is normally the company CFO.

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

#### **Remuneration Committee**

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

#### **President and Group Management**

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

Information about the President and the members of the Group Management team, their ages, education and shareholdings, can be found in the Group Management section on page 40.

#### **Auditing**

Election of auditors is one of the tasks of the Annual General Meeting. At the 2013 Annual General Meeting, the accounting firm Deloitte was elected, with Authorised Public Accountant Birgitta Lööf as principal auditor for a period of three years. Deloitte is auditing all of Rejlers' active companies in Sweden, Finland and Norway that were wholly owned by Rejlers in 2013. The auditor works on the basis of an audit plan and reports his observations to the Audit Committee on an ongoing basis throughout the year. Reports are made to the Board in connection with the drawing up of the Annual Accounts.

In connection with the audit, internal processes and control systems are also reviewed.

Deloitte has also been engaged for other tasks beside the audit review. This work has included tax and acquisitions issues, and various reporting issues (see also Note 8 to the Annual Report). All assignments are within the framework of the policy established by the Audit Committee.

Remuneration to the company's auditors for 2013 and 2012 is set out in the Annual Report.

#### **Internal control and financial reporting**

The internal control environment is based on rules of procedure, policies and guidelines for managing the Group's risks. Each year, the Board updates and establishes its rules of procedure, its instructions to the President, and its decision-making and authorisation procedures, as well as financial policy. The Company's President and Group Management have operational

responsibility for internal controls and the work is monitored by the Board's Audit Committee. Based on the Board's instructions, as well as on legislation and regulations, the management team has distributed and allocated responsibilities and roles to the organisation's employees. The operations manual regulating the distribution of responsibility in project operations, among other things, was subject to revision over the course of the year. At present, the Board deems that this structure and the monitoring performed by the company's financial department as well as by Quality and Environment satisfies the need for an internal verification and audit function.

There are rules of procedure for the Board and instructions for the President of each company in the Group, and these are based on the same principles as those for Rejlers AB.

Each company has a Board whose task is to continuously monitor compliance with the overall guidelines and policies and to make an ongoing assessment of the company's financial situation.

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

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

#### **Remuneration**

At the 2013 Annual General Meeting a resolution was adopted on guidelines for the remuneration of the President and senior executives. These were, in the main, the same as for the previous year. The main principle for these guidelines is that senior executives at Rejlers should be offered remuneration at market rates to enable the company to attract, develop and retain key personnel. The remuneration structure may be made up of a basic salary, variable remuneration, and, in some cases, other benefits. Variable remuneration for senior executives is limited to no more than 60 per cent of the basic salary. The full guidelines are available as an Appendix to the meeting minutes on the company's website. In this context, "senior executives" refers to members of the Group's Management Group.

Remuneration to the Board was established at the Annual General Meeting as SEK 300,000 to the Chairman of the Board and the Vice Chairman of the Board, and SEK 140,000 to Board Members who are not employed in the Rejler Group, plus SEK 140,000 to be distributed among the members of a Board committee.

See Note 7 to the Annual Report for details of the remuneration paid to the Board.

# Income statement – Group

| Amounts in SEK millions   | Note | 2013            | 2012            |
|---|------|-----------------|-----------------|
| <b>Operating income</b>   |      |                 |                 |
| Net revenue   | 5    | 1,463.2         | 1,328.5         |
| Other operating income  | 6    | 1.5             | 4.2             |
| <b>Total operating income</b>   |      | <b>1,464.7</b>  | <b>1,332.7</b>  |
| <b>Operating costs</b>  |      |                 |                 |
| Personnel costs   | 7    | -1,004.1        | -929.7          |
| Other external expenses   | 8    | -370.8          | -304.0          |
| Depreciation, amortisation and impairment losses of property, plant and equipment and intangible non-current assets | 9–13 | -23.2           | -19.5           |
| Share in profits of associates  | 14   | -0.6            | -0.1            |
| <b>Total operating costs</b>  |      | <b>-1,398.7</b> | <b>-1,253.3</b> |
| <b>Operating profit</b>   |      | <b>66.0</b>     | <b>79.4</b>     |
| Financial income  | 15   | 3.8             | 2.2             |
| Financial expenses  | 16   | -6.1            | -5.6            |
| <b>Net financial items</b>  |      | <b>-2.3</b>     | <b>-3.4</b>     |
| <b>Profit before tax</b>  |      | <b>63.7</b>     | <b>76.0</b>     |
| Tax   | 17   | -13.0           | -17.5           |
| <b>PROFIT FOR THE YEAR</b>  |      | <b>50.7</b>     | <b>58.5</b>     |
| Attributable to the Parent Company's shareholders   |      | 50.7            | 58.5            |
| Attributable to non-controlling interest  |      | 0.0             | 0.0             |
| Earnings per share for profit attributable to Parent Company shareholders, before dilution                          | 18   | 4.45            | 5.17            |
| Diluted earnings per share for profit attributable to Parent Company shareholders                                   | 18   | 4.44            | 5.17            |

# Statement of comprehensive income – Group

| Amounts in SEK millions                           | 2013        | 2012        |
|---|-------------|-------------|
| Profit for the year                               | 50.7        | 58.5        |
| <b>Other comprehensive income</b>                 |             |             |
| Items to be transferred to the income statement   |             |             |
| Translation differences                           | -4.8        | -4.3        |
| <b>Comprehensive income for the year</b>          | <b>45.9</b> | <b>54.2</b> |
| Attributable to the Parent Company's shareholders | 45.9        | 54.2        |
| Attributable to non-controlling interest          | 0.0         | 0.0         |

# Balance sheet – Group

| Amounts in SEK millions                              | Note | 2013         | 2012         | Amounts in SEK millions   | Note | 2013         | 2012         |
|--|------|--------------|--------------|---|------|--------------|--------------|
| <b>ASSETS</b>  |      |              |              | <b>SHAREHOLDER'S EQUITY</b>   |      |              |              |
| <b>NON-CURRENT ASSETS</b>                            |      |              |              | Share capital   |      |              |              |
| <b>Intangible non-current assets</b>                 |      |              |              | Other capital contributions   |      |              |              |
| Expenditure for software development brought forward | 9    | 2.3          | 4.1          | Reserves  |      | -13.0        | -8.2         |
| Software   | 10   | 7.6          | 5.4          | Profit retained, including profit for the year                        |      | 275.5        | 258.8        |
| Customer value                                       | 11   | 45.0         | 31.1         | <b>Total equity attributable to the Parent Company's shareholders</b> |      | <b>355.5</b> | <b>334.0</b> |
| Goodwill   | 12   | 248.6        | 179.7        | Equity attributable to non-controlling interests                      |      | 0.1          | 0.1          |
| <b>Total intangible non-current assets</b>           |      | <b>303.5</b> | <b>220.3</b> | <b>Total equity</b>   |      | <b>355.6</b> | <b>334.1</b> |
| <b>Property, plant and equipment</b>                 |      |              |              | <b>LIABILITIES</b>  |      |              |              |
| <b>Non-current liabilities</b>                       |      |              |              | Liabilities to credit institutions                                    |      |              |              |
| Equipment, tools and installations                   | 13   | 30.5         | 29.9         | Deferred tax liability  | 17   | 36.4         | 37.4         |
| <b>Total property, plant and equipment</b>           |      | <b>30.5</b>  | <b>29.9</b>  | Other liabilities   |      | 6.5          | 4.4          |
| <b>Financial non-current assets</b>                  |      |              |              | <b>Total non-current liabilities</b>                                  |      |              |              |
| Participations in associates                         | 14   | 33.0         | 37.1         |   |      | <b>146.8</b> | <b>106.7</b> |
| Long-term holdings of securities                     | 19   | 0.8          | 0.8          | <b>Current liabilities</b>  |      |              |              |
| Other non-current receivables                        | 20   | 1.4          | 0.6          | Liabilities to credit institutions                                    | 24   | 99.8         | 31.7         |
| <b>Total financial non-current assets</b>            |      | <b>35.2</b>  | <b>38.5</b>  | Accounts payable  |      | 50.0         | 53.6         |
| Deferred tax receivables                             | 17   | 1.1          | 0.9          | Current tax liabilities   |      | 16.9         | 4.0          |
| <b>Total non-current assets</b>                      |      | <b>370.3</b> | <b>289.6</b> | Other liabilities   |      | 86.2         | 68.2         |
| <b>CURRENT ASSETS</b>                                |      |              |              | Accrued costs and prepaid income                                      | 25   | 119.1        | 103.7        |
| <b>Current receivables</b>                           |      |              |              | <b>Total current liabilities</b>                                      |      | <b>372.0</b> | <b>261.2</b> |
| Inventories  |      | 6.9          | 7.9          | <b>Total liabilities</b>  |      |              |              |
| Trade receivables                                    | 21   | 291.9        | 262.5        |   |      | <b>518.8</b> | <b>367.9</b> |
| Current tax receivables                              |      | 31.2         | 4.1          | <b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>                     |      |              |              |
| Other receivables                                    |      | 11.2         | 10.1         |   |      | <b>874.4</b> | <b>702.0</b> |
| Prepaid costs and accrued income                     | 22   | 113.9        | 89.1         |   |      |              |              |
| <b>Total current receivables</b>                     |      | <b>455.1</b> | <b>373.7</b> |   |      |              |              |
| Cash and cash equivalents                            |      | 49.0         | 38.7         |   |      |              |              |
| <b>Total current assets</b>                          |      | <b>504.1</b> | <b>412.4</b> |   |      |              |              |
| <b>TOTAL ASSETS</b>                                  |      | <b>874.4</b> | <b>702.0</b> |   |      |              |              |

# Change in equity – Group

| Amounts in SEK millions   | Equity attributable to the Parent Company's shareholders |                             |              |                        |              | Non-controlling interests | Total equity |
|---|--|-----------------------------|--------------|------------------------|--------------|---------------------------|--------------|
|   | Share capital  | Other capital contributions | Reserves     | Profit brought forward | Total        |                           |              |
| Opening equity 01/01/2012   | 22.6   | 60.8                        | -3.9         | 234.7                  | 314.2        | 0.2                       | 314.4        |
| Translation difference  | –  | –                           | -4.3         | –                      | -4.3         | –                         | -4.3         |
| Profit for the year   | –  | –                           | –            | 58.5                   | 58.5         | 0.0                       | 58.5         |
| <b>Comprehensive income for the year</b>                          | –  | –                           | <b>-4.3</b>  | <b>58.5</b>            | <b>54.2</b>  | <b>0.0</b>                | <b>54.2</b>  |
| Dividend  | –  | –                           | –            | -34.0                  | -34.0        | –                         | -34.0        |
| Acquisitions from owners with non-controlling interests           | –  | –                           | –            | -0.4                   | -0.4         | -0.1                      | -0.5         |
| <b>Total changes attributable to transactions with the owners</b> | –  | –                           | –            | <b>-34.4</b>           | <b>-34.4</b> | <b>-0.1</b>               | <b>-34.5</b> |
| <b>Closing equity 31/12/2012</b>                                  | <b>22.6</b>  | <b>60.8</b>                 | <b>-8.2</b>  | <b>258.8</b>           | <b>334.0</b> | <b>0.1</b>                | <b>334.1</b> |
| Opening equity 01/01/2013   | 22.6   | 60.8                        | -8.2         | 258.8                  | 334.0        | 0.1                       | 334.1        |
| Translation difference  | –  | –                           | -4.8         | –                      | -4.8         | -0.0                      | -4.8         |
| Profit for the year   | –  | –                           | –            | 50.7                   | 50.7         | 0.0                       | 50.7         |
| <b>Comprehensive income for the year</b>                          | –  | –                           | <b>-4.8</b>  | <b>50.7</b>            | <b>45.9</b>  | <b>0.0</b>                | <b>45.9</b>  |
| Dividend  | –  | –                           | –            | -34.0                  | -34.0        | –                         | -34.0        |
| New share issue   | 0.2  | 9.4                         | –            | –                      | 9.6          | –                         | 9.6          |
| <b>Total changes attributable to transactions with the owners</b> | <b>0.2</b>   | <b>9.4</b>                  | –            | <b>-34.0</b>           | <b>-24.4</b> | –                         | <b>-24.4</b> |
| <b>Closing equity 31/12/2013</b>                                  | <b>22.8</b>  | <b>70.2</b>                 | <b>-13.0</b> | <b>275.5</b>           | <b>355.5</b> | <b>0.1</b>                | <b>355.6</b> |

# Cash flow – Group

| Amounts in SEK millions   | Note | 2013         | 2012         |
|---|------|--------------|--------------|
| <b>Cash flow from operating activities</b>  |      |              |              |
| Operating profit  |      | 66.0         | 79.4         |
| <b>Adjustments for items not included in cash flow</b>                                  |      |              |              |
| Impairments on non-current assets   | 9–13 | 21.6         | 19.5         |
| Capital gains from the disposal of assets   |      | 0.3          | 0.0          |
| Other items   |      | 10.1         | -0.7         |
| <b>Total, items not affecting cash flow</b>   |      | <b>32.0</b>  | <b>18.8</b>  |
| Paid interest   |      | -3.8         | -3.2         |
| Interest received   |      | 1.4          | 0.5          |
| Tax paid  |      | -33.5        | -20.6        |
| <b>Cash flow from the year's operating activities before changes in working capital</b> |      | <b>62.1</b>  | <b>74.9</b>  |
| <b>Change in working capital</b>  |      |              |              |
| Increase/decrease in inventory  |      | 0.6          | -3.8         |
| Increase in other current receivables   |      | -54.1        | -60.7        |
| Increase/decrease in trade payables   |      | -1.5         | 20.1         |
| Increase in other current liabilities   |      | 12.9         | 30.6         |
| <b>Cash flow from operating activities</b>  |      | <b>20.0</b>  | <b>61.1</b>  |
| <b>Investment activities</b>  |      |              |              |
| Acquisition of property, plant and equipment  |      | -4.7         | -9.2         |
| Acquisition of intangible non-current assets  |      | -10.6        | -3.0         |
| Acquisition of operations after deductions for acquired cash and cash equivalents       | 27   | -69.4        | -16.0        |
| Acquisition of associates   | 14   | –            | –            |
| Withdrawals from associates   | 14   | 0.5          | 1.1          |
| Acquisition of long-term investments  |      | -1.0         | -0.5         |
| Sale of long-term securities  |      | 1.1          | –            |
| <b>Cash flow from investment activities</b>   |      | <b>-84.1</b> | <b>-27.6</b> |
| <b>Financing activities</b>   |      |              |              |
| Loans raised  |      | 162.3        | 12.2         |
| Repayment of loans  |      | -53.3        | -20.7        |
| Acquisitions of shares in subsidiaries from non-controlling interests                   |      | –            | -0.5         |
| Dividend paid to the Parent Company's shareholders                                      |      | -34.0        | -34.0        |
| <b>Cash flow from financing activities</b>  |      | <b>75.0</b>  | <b>-43.0</b> |
| <b>Cash flow for the year</b>   |      | <b>10.9</b>  | <b>-9.5</b>  |
| Cash and cash equivalents at start of year  |      | 38.7         | 48.7         |
| Exchange rate differences in cash and cash equivalents                                  |      | -0.6         | -0.5         |
| <b>Cash and cash equivalents at end of year</b>   |      | <b>49.0</b>  | <b>38.7</b>  |

# Notes – Group

Amounts in SEK millions unless stated otherwise

## NOTE 1 GENERAL INFORMATION

Rejlers AB (556349-8426) (the Parent Company) with its subsidiaries (together, the Group) is a Nordic group which offers services to customers within the areas of Building and Property, Energy, Industry and Infrastructure.

The Parent Company is a limited liability company registered in Sweden and its registered office is in Stockholm. The address of the Head Office is: Box 30233, Lindhagensgatan 126, SE-104 25, Stockholm, Sweden. The company's Class B shares are listed on the Nasdaq OMX Nordic Exchange.

The Annual Report and consolidated financial statements were approved for publication by the Board on 13 March 2014. It is proposed that the consolidated income statement and balance sheet as well as the Parent Company's income statement and balance sheet be put forward for adoption at the Annual General Meeting on 29 April 2014.

## NOTE 2 SUMMARY OF IMPORTANT ACCOUNTING PRINCIPLES

### Basis for preparation of the reports

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

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

### The following new and amended IFRS standards and interpretations have entered into force and affect the Group for the 2013 financial year:

Amendments to IAS 1 Presentation of Financial Statements require additional details under additional comprehensive income with items grouped into two categories: a) items not to be transferred to the income statement, and b) items to be transferred to the income statement if certain criteria are met. The amendment means a new layout for other comprehensive income.

IFRS 13 Fair Value Measurement lays down rules for fair value measurement where this is required by other standards. The standard is applicable to the fair value measurement of both financial and non-financial items. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the "exit price"). IFRS 13 also requires more extensive quantitative and qualitative disclosures of valuation at fair value. The change has only a small effect on Rejlers' financial statements.

IAS 19, Employee Benefits (amendments). The new IAS 19 makes changes to the reporting of defined benefit pension schemes. The amendments mean that the present value of the defined benefit commitments is posted in its entirety to the statement of financial position because the option of accruing actuarial profits and losses as part of the corridor has been removed. In future, these will be recognised under total other comprehensive income. Net pension liabilities are still calculated using the discount rate for the pension provision. Previously, the expected yield was used for plan assets and the discount rate was used to calculate the interest costs of the pension commitment. The change has only a small effect on Rejlers' financial statements.

IFRS 7, Financial Instruments: Disclosures (amendment). The amendment concerns disclosure requirements for offsetting financial assets and liabilities and potential netting-off effects in the case of binding framework agreements. The annual improvements to IFRS standards issued between 2009–2011 have not changed the accounting principles applied. The change has only a small effect on Rejlers' financial statements.

### New and amended standards and interpretations that have not yet come into force

A number of new or modified IFRS standards are scheduled to take effect in 2014 and beyond. None of these is considered to have a material impact on the Group's financial statements. The amendment to IAS 36 which applies from 2014 and removes the requirement to disclose the recovery value has been applied early, starting from the 2013 financial year. Otherwise, Rejlers has not applied any of the future standards early. Standards that are expected to come into effect from 2015 have not been evaluated by the Group.

The International Accounting Standards Board (IASB) has issued the following new and revised standards that have not yet come into force:

| Standards  | Apply to financial years beginning on or after: |
|--|---|
| IFRS 10 Consolidated Accounts **   | 1 January 2014 or later                         |
| IFRS 11 Joint Arrangements **  | 1 January 2014 or later                         |
| IFRS 12 Disclosure of Interests in Other Entities **   | 1 January 2014 or later                         |
| Amendments to IFRS 10, IFRS 11 and IFRS 12 (Transitional Provisions)   | 1 January 2014 or later                         |
| Amendments to IAS 27 Separate Financial Statements **  | 1 January 2014 or later                         |
| Amendments to IAS 28 Investments in Associates and Joint Ventures **   | 1 January 2014 or later                         |
| Investment Entities (amendments to IFRS 10, IFRS 12 and IAS 27) *  | 1 January 2014 or later                         |
| Amendments to IAS 32 Financial Instruments: Presentation (offsetting financial assets and financial liabilities)                   | 1 January 2014 or later                         |
| Amendments to IAS 39 Financial Instruments: Recognition and Measurement (replacement of counterparty to continue hedge accounting) | 1 January 2014 or later                         |
| Improvements to the IFRS 2010–2012 cycle *   | 1 July 2014 or later                            |
| Improvements to the IFRS 2011–2013 cycle *   | 1 July 2014 or later                            |
| Amendments to IAS 19 Remunerations to Employees (defined-benefit schemes) *  | 1 July 2014 or later                            |

## IFRS 9 Financial Instruments and subsequent amendments to IFRS 9 and

## IFRS 7 Financial Instruments: Disclosures and IAS 39 Financial Instruments: Reporting and Valuation \*

1 January 2015 or later

\* Not approved within the EU

\*\* According to the IASB, IFRS 10, IFRS 11, IFRS 12, IAS 27 and IAS 28 enter into force from the financial year beginning 1 January 2013, but within the EU they will not enter into force until the financial year beginning 1 January 2014 or later.

The IFRS Interpretations Committee has published the following new interpretation (IFRIC) which has not yet taken effect:

| Interpretations   | Apply to financial years beginning on or after: |
|-------------------|---|
| IFRIC 21 Levies * | 1 January 2014 or later                         |

\* Not approved within the EU

## Segment reports

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

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

## Classifications

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

## Consolidation principles

### – Subsidiaries

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

The acquisition method is used for reporting the Group's business combinations. The purchase price for the acquisition of a subsidiary is determined by the fair value of the transferred assets and liabilities, and the value of the equity instruments issued as consideration. The purchase price also includes the fair value of all assets or liabilities that arise from an agreement regarding contingent purchase price. Costs related to acquisition are booked when they are incurred. Identifiable acquired assets and liabilities taken over in a business combination are valued initially at the fair value on the acquisition date. For each acquisition, the Group determines whether a non-controlling interest in the acquired company is to be recognised at fair value or according to the proportion of the shareholding to the acquired company's net assets.

The amount whereby the purchase price, or where applicable, non-controlling interest as well as the fair value on the acquisition date of previous

shareholdings, exceeds the fair value of the Group's share of identifiable acquired net assets is reported as goodwill. If the amount falls short of the fair value of the acquired subsidiary's assets, i.e. in the event of a "bargain purchase", the difference is recognised directly in the statement of comprehensive income.

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

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

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

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

## – Associates

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

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

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

## Translation of foreign currency

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

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

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

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

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

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

### Property, plant and equipment

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

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

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

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

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

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

### Intangible assets

#### – Goodwill

The amount whereby the purchase price, or where applicable, non-controlling interests as well as the fair value on the acquisition date of previous holdings, exceeds the fair value of the identifiable acquired net assets, is reported as goodwill. Goodwill on acquisitions of subsidiaries is reported as intangible assets. Goodwill on acquisitions of associates is included in the value of holdings in associates and tested for any need for impairment as part of the value of the total holding. Goodwill is tested annually in order to identify any need for impairment and reported at the acquisition value less accumulated impairments. The impairment of Goodwill is not reversed. Profit or loss in the

event of disposal of a unit includes the remaining carrying amount of the goodwill relating to the unit disposed of. Goodwill is divided between cash-generating units when testing any need for impairment. This division takes place between the cash-generating units, or groups of cash-generating units, which are expected to benefit from the operating acquisition that gave rise to the goodwill item.

#### – Customer values

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

#### – Software

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

#### – Expenditure for software development carried forward

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

#### Impairment of non-financial assets

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

#### Financial assets and liabilities

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

A financial asset or liability is included in the balance sheet when the company becomes a party to the instrument's contractual terms. Trade receivables are included in the balance sheet when the invoice has been sent. Debt is included when the counterparty has fulfilled its obligations and a contractual obligation to pay exists, even if an invoice has not yet been received. Accounts payable are taken up when the invoice has been received. A financial asset is eliminated from the balance sheet when the

rights in the agreement are realised or fall due or the company loses control over them. The same applies to part of a financial asset. A financial liability is eliminated from the balance sheet when the obligation in the agreement is fulfilled or eliminated in some other way. The same applies to part of a financial liability.

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

The fair value of listed financial assets is equivalent to the asset's listed buy rate on the balance sheet date. The fair value of unlisted financial assets is determined using valuation techniques, e.g. recently completed transactions, the price of similar instruments or discounted cash flows.

For each report, the company assesses whether there are objective indications that a financial asset needs to be written down.

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

#### **– Loans outstanding and trade receivables**

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

#### **– Financial assets valued at fair value via the income statement**

Financial instruments in this category are valued on an ongoing basis at fair value, with value changes reported in the income statement.

#### **– Financial assets which can be sold**

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

#### **– Other financial liabilities**

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

#### **Inventories**

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

#### **Taxes**

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

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

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

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

#### **Employee remuneration – Pension commitments**

The pension solutions within the Group have been classified as defined-contribution and defined-benefit pension schemes. In the case of defined-contribution pension solutions, premiums are booked in step with the period to which they relate. When defined benefit pension plans are classified as such, an independent actuary must calculate the scope of the commitments in defined benefit pension plans in accordance with the "Project unit credit method", in a manner that distributes the cost over the working life of the employee. These commitments are valued at the current value of future payments using a discount rate.

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

#### **– Severance pay**

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

#### **– Profit share and bonus schemes**

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

#### **Provisions**

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

Provisions for restructuring include costs for terminating leasing contracts and for severance pay. No provisions are made for future operating losses. If there are a number of similar commitments, an evaluation is made of the probability of an outflow of resources being required to settle this group of commitments as a whole. A provision is reported only if the probability of an outflow relating to a particular item in this group of commitments is not insignificant. The provisions are valued at the current value of the amount expected to be required to settle the commitment. In

this connection, a discount rate before tax, which reflects a current market assessment of the time-related value of money and the risks associated with the provision, is used.

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

### Income reporting

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

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

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

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

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

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

### Leasing

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

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

### Dividends

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

### Loan costs

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

### State subsidies

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

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

### Cash flow statement

The cash flow statement is prepared according to the indirect method. Liquid assets in the cash flow statement consist of cash and bank balances as well as current investments with a maturity from the acquisition date of less than three months, which are only exposed to insignificant risk for value fluctuation.

### Parent Company accounting policies

The Parent Company has prepared its financial statements and annual report in accordance with the Swedish Annual Accounts Act and Swedish Financial Accounting Standards Council recommendation RFR 2 Accounting for Legal Entities. See Note A Accounting policies.

## NOTE 3 FINANCIAL RISK FACTORS AND OTHER RISKS

The overall objective of Rejlers' financial operations is to support the operational activities by securing financing and credit promises, as well as efficient cash flow management both locally and centrally, and to deal with the financial risks to which the Group is exposed. The handling of Rejlers' financial risk exposure is centralised in the Group's finance department. The company has a financial policy set by the Board, which describes the objectives for the financial functions and the distribution of responsibilities within them. This financial policy aims to control and limit the financial risk to which the Group is exposed by means of establishing targets, guidelines and rules for the handling of financial risk exposure and cash flow management. The following financial risks are considered to be present in Rejlers' operations.

### Currency risk

The risk of fluctuations in the value of a currency in relation to other currencies poses a currency risk. Exchange risks are limited, since the majority of payments are made in the local currencies of the respective companies. When subsidiaries' balance sheets in the local currency are converted to SEK, a translation difference arises because the translation for the current year is at a different exchange rate than the previous year, and because income statements are translated at a different exchange rate than the balance sheets. Rejlers' Policy is not to hedge translation differences.

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

### Effect on profit after tax

| Exchange rate change EUR/SEK | 2013 | 2012 |
|------------------------------|------|------|
| + 10%                        | 0.8  | 1.7  |
| - 10%                        | -0.8 | -1.7 |

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

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

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

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

#### Effect on profit after tax

| Change in the interest rate | 2013 | 2012 |
|-----------------------------|------|------|
| + 1%                        | 0.8  | 0.6  |
| - 1%                        | -0.8 | -0.6 |

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

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

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

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

| 2013                                   | less than<br>1 year | Between<br>1 and 2<br>years | between<br>2 and 5<br>years | more<br>than 5<br>years |
|--|---------------------|-----------------------------|-----------------------------|-------------------------|
| Liabilities to credit institutions     | 99.8                | 42.0                        | 61.9                        | –                       |
| Accounts payable and other liabilities | 136.2               | –                           | –                           | –                       |
| 2012                                   | less than<br>1 year | Between<br>1 and 2<br>years | between<br>2 and 5<br>years | more<br>than 5<br>years |
| Liabilities to credit institutions     | 28.5                | 26.6                        | 30.4                        | –                       |
| Accounts payable and other liabilities | 93.0                | –                           | –                           | –                       |

#### Capital risk management

The Group's objective respecting the capital structure is to safeguard the Group's ability to continue its operations so that it can continue to generate a return for the shareholders and benefits for other stakeholders as well as maintaining an optimum capital structure in order to keep capital costs down.

To maintain or adjust the capital structure, the Group may change the dividend paid to shareholders, repay capital to shareholders, issue new shares or sell assets to reduce liabilities. In the same way as other companies in the industry, the Group assesses the capital based on the equity/assets ratio and debt/equity ratio. The debt/equity ratio is calculated as net liabilities divided by equity. Net liabilities are calculated as the total borrowing (including the items "Short-term liabilities to credit institutes" and "Non-current liabilities to credit institutes" in the Group's balance sheet).

During 2013, as in 2012, the Group's strategy was to maintain a strong balance sheet with an equity/assets ratio of not less than 30 per cent and a low debt/equity ratio. At the end of 2013, the equity/assets ratio was 41 per cent (48). The debt/equity ratios as at 31 December 2013 and 2012 were as follows:

|                          | 2013  | 2012  |
|--------------------------|-------|-------|
| Total borrowing          | 203.7 | 96.6  |
| Total equity             | 355.6 | 334.1 |
| Debt/equity ratio, times | 0.6   | 0.3   |

At year-end the Group had SEK 49.0 million (38.7) in cash and cash equivalents.

#### NOTE 4 IMPORTANT EVALUATIONS AND ASSESSMENTS

The Group makes assumptions and estimates about the future.

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

##### – Testing for goodwill impairment

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

To assess the future cash flow, the Group Management has compiled a forecast on the basis of budgets for future years and an assessment of the subsequent four years. On average, a growth of approximately 3 per cent was used in the calculations that were performed. Forecast cash flows were then calculated at current value, with a discount rate of 12 (12) per cent after tax, which corresponds to approximately 15 (16) per cent before tax.

If the estimated discount rate after tax which was applied for discounted cash flows had been one percentage point lower, the value-in-use for the Group would grow by approximately SEK 99 million.

##### – Income reporting

The valuation of projects in progress is done according to the percentage of completion method. Fees for work performed but not invoiced are recorded in the balance sheet as current account assignments as are fixed-price assignments which have been valued at the invoicing price after deduction of any discrepancies between production and the level of completion.

Ongoing assignments are normally invoiced monthly. The level of completion in fixed prices is assessed by allowing the head of assignment to compile an assessment of work completed and work remaining. Income is not reported if there is any uncertainty regarding the value.

#### – Income taxes

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

### NOTE 5 SEGMENT INFORMATION

#### Income statement in summary per segment

|                                | Sweden          |                | Finland       |               | Group wide   |              | Eliminations |              | Group           |                 |
|--------------------------------|-----------------|----------------|---------------|---------------|--------------|--------------|--------------|--------------|-----------------|-----------------|
|                                | 2013            | 2012           | 2013          | 2012          | 2013         | 2012         | 2013         | 2012         | 2013            | 2012            |
| External sales                 | 1,179.3         | 1,041.3        | 282.0         | 287.2         | 1.9          | 0.0          | –            | –            | 1,463.2         | 1,328.5         |
| Sales between segments         | 4.7             | 18.4           | 0.2           | 0.1           | 10.9         | 12.8         | -15.8        | -31.3        | –               | –               |
| Other income                   | 0.5             | 3.1            | 1.0           | 1.1           | –            | –            | –            | –            | 1.5             | 4.2             |
| <b>Total income</b>            | <b>1,184.5</b>  | <b>1,062.8</b> | <b>283.2</b>  | <b>288.4</b>  | <b>12.8</b>  | <b>12.8</b>  | <b>-15.8</b> | <b>-31.3</b> | <b>1,464.7</b>  | <b>1,332.7</b>  |
| Depreciation                   | -11.4           | -11.7          | -7.1          | -5.9          | -4.7         | -1.9         | –            | –            | -23.2           | -19.5           |
| Other operating expenses       | -1,087.7        | -958.9         | -265.0        | -259.9        | -38.0        | -46.2        | 15.8         | 31.3         | -1,374.9        | -1,233.7        |
| Share in profits of associates | –               | -0.5           | –             | –             | -0.6         | 0.4          | –            | –            | -0.6            | -0.1            |
| <b>Total costs</b>             | <b>-1,099.1</b> | <b>-971.1</b>  | <b>-272.1</b> | <b>-265.8</b> | <b>-43.3</b> | <b>-47.7</b> | <b>15.8</b>  | <b>31.3</b>  | <b>-1,398.7</b> | <b>-1,253.3</b> |
| <b>Operating profit</b>        | <b>85.4</b>     | <b>91.7</b>    | <b>11.1</b>   | <b>22.6</b>   | <b>-30.5</b> | <b>-34.9</b> | <b>–</b>     | <b>–</b>     | <b>66.0</b>     | <b>79.4</b>     |
| Net financial items            | –               | –              | –             | –             | –            | –            | –            | –            | -2.3            | -3.4            |
| <b>Profit before tax</b>       | <b>–</b>        | <b>–</b>       | <b>–</b>      | <b>–</b>      | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>63.7</b>     | <b>76.0</b>     |
| Tax                            | –               | –              | –             | –             | –            | –            | –            | –            | -13.0           | -17.5           |
| <b>Profit for the year</b>     | <b>–</b>        | <b>–</b>       | <b>–</b>      | <b>–</b>      | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>–</b>     | <b>50.7</b>     | <b>58.5</b>     |
| Capital expenditure            | 74.7            | 9.1            | 9.4           | 19.1          | 0.9          | 0.0          | –            | –            | 0               | 28.2            |

## Operating segments

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

The Sweden/Norway segment primarily consists of engineering consultancy services offered by Rejlers Sverige AB and metering services offered by Rejlers Energitjänster AB. Operations in Norway are also included.

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

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

Eliminations refers to transactions between the segments.

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

The same accounting policies apply to operating segments as to the Group as a whole. The segment breakdown has not changed compared to the previous year.

## Information by country

|         | Revenue |       | Non-current assets |      |
|---------|---------|-------|--------------------|------|
|         | 2013    | 2012  | 2013               | 2012 |
| Sweden  | 1,032.6 | 974.7 | 74.1               | 48.8 |
| Finland | 276.7   | 280.9 | 92.5               | 81.2 |
| Norway  | 151.9   | 86.1  | 6.5                | 2.8  |
| Russia  | 6.5     | 7.7   | 0.1                | 0.1  |

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

Income from transactions with one single customer in one case constitutes 11.0 per cent of total income. Transactions with this customer have taken place in both the Sweden/Norway and Finland segments.

## NOTE 6 OTHER OPERATING INCOME

|                                   | 2013       | 2012       |
|-----------------------------------|------------|------------|
| Hire of premises                  | 0.1        | 0.1        |
| Contribution and support          | –          | 0.6        |
| Capital gains, non-current assets | 0.3        | 0.2        |
| Other operating income            | 1.1        | 3.3        |
| <b>Total</b>                      | <b>1.5</b> | <b>4.2</b> |

## NOTE 7 EMPLOYEES

### Full-time employees

|                           | 2013       |              |              | 2012       |              |              |
|---------------------------|------------|--------------|--------------|------------|--------------|--------------|
|                           | Women      | Men          | Total        | Women      | Men          | Total        |
| <b>The Parent Company</b> |            |              |              |            |              |              |
| Sweden                    | 7          | 5            | 12           | 5          | 7            | 12           |
| <b>Subsidiaries</b>       |            |              |              |            |              |              |
| Sweden                    | 156        | 821          | 977          | 130        | 795          | 925          |
| Finland                   | 61         | 345          | 406          | 56         | 359          | 415          |
| Norway                    | 18         | 113          | 131          | 6          | 51           | 57           |
| Estonia                   | –          | –            | –            | 3          | 5            | 8            |
| Russia                    | 6          | 5            | 11           | 4          | 8            | 12           |
| <b>Total for Group</b>    | <b>248</b> | <b>1,289</b> | <b>1,537</b> | <b>204</b> | <b>1,225</b> | <b>1,429</b> |

### Gender distribution for Board Members and senior executives

|                                       | 2013     |          |           | 2012     |           |           |
|---------------------------------------|----------|----------|-----------|----------|-----------|-----------|
|                                       | Women    | Men      | Total     | Women    | Men       | Total     |
| Board Members                         | 1        | 8        | 9         | 2        | 8         | 10        |
| President and other senior executives | 3        | 4        | 7         | 2        | 3         | 5         |
| <b>Total for Group</b>                | <b>4</b> | <b>9</b> | <b>13</b> | <b>4</b> | <b>11</b> | <b>15</b> |

## Remuneration process

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

## Pensions

The pensionable age of the President is 62 and for other senior executives it is 65. The pension premium for the President amounts to 35% of the premium-based salary.

Defined benefit retirement and family (or only family) pension commitments under the ITP 2 plan for salaried employees in Sweden are secured through an insurance policy taken out through Alecta. According to a statement by the Swedish Financial Reporting Board, UFR 3 Classification of ITP schemes financed via insurance from Alecta, this is a defined benefit plan that comprises several employers. For the financial year 2013, the Group has not had access to information that would make it possible to report its proportional share of the commitments, assets under management and costs of the plan, which means it cannot be recognised as a defined benefit plan. The ITP 2 pension plan secured via an insurance policy taken out with Alecta is therefore recognised as a defined contribution plan. Premiums for the defined benefit retirement and family pension are calculated individually and depend, among other things, on salary, accrued pension entitlement and expected time until retirement. Expected expenses in the next reporting period for ITP 2 insurance policies with Alecta amount to SEK 33.6 million (2013: 30.0). The Group's share of the total expenses for the plan and of the total number of members in the plan total 0.00053 per cent (0.00275) and 0.00130 per cent (0.00126) respectively.

The collective consolidation level consists of the market value of

Alecta's assets expressed as a percentage of the insurance undertakings estimated in accordance with Alecta's actuarial methods and assumptions, which do not correspond with IAS 19. The collective consolidation level should normally be allowed to vary between 125 and 155 per cent. If Alecta's collective consolidation level falls below 125 per cent or exceeds 155 per cent, measures must be taken to ensure that the consolidation level returns to the normal range. In the case of low consolidation, one measure could be to increase the agreed price for subscribing to and increasing existing benefits. In the case of high consolidation, a measure might be to introduce premium reductions. At the end of 2013, Alecta's surplus in the form of the collective consolidation level amounted to 148 per cent (129).

### Notice period and severance pay

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

### Salaries, other remuneration, pensions and social security costs – 2013

|                                   | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|-----------------------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board and other senior executives | 11.5                            | –                     | 3.4                           | 2.8              |
| Other employees                   | 698.0                           | 2.1                   | 176.9                         | 80.2             |
| <b>Total</b>                      | <b>709.5</b>                    | <b>2.1</b>            | <b>180.3</b>                  | <b>83.0</b>      |

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

|                                   | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|-----------------------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board and other senior executives | 14.2                            | 1.3                   | 4.1                           | 3.7              |
| Other employees                   | 624.6                           | 8.1                   | 158.9                         | 75.2             |
| <b>Total</b>                      | <b>638.8</b>                    | <b>9.4</b>            | <b>163.0</b>                  | <b>78.9</b>      |

### Remuneration to the Board of Directors

Remuneration to the Board is paid according to the Annual General Meeting's resolution. For the period between the 2013 Annual General Meeting and the 2014 Annual General Meeting, a Director's fee amounting to SEK 300,000 (300,000) will be paid to the Chairman and Vice Chairman of the Board, and a fee amounting to SEK 140,000 (140,000) will be paid to Board members who are not employed by the company. In addition, SEK 110,000 (140,000) will be paid for committee work. There are no pension contracts or agreements on severance payments for Board Members apart from the Chairman.

### Remuneration to the President, senior executives and Executive Chairman of the Board of Directors.

|                                 | 2013                          |                         |                                 | 2012                          |                         |                                 |
|---------------------------------|-------------------------------|-------------------------|---------------------------------|-------------------------------|-------------------------|---------------------------------|
|                                 | Remuneration to the President | Other senior executives | Executive Chairman of the Board | Remuneration to the President | Other senior executives | Executive Chairman of the Board |
| Remuneration and other benefits | 2.7                           | 6.3                     | 1.2 <sup>1)</sup>               | 2.1                           | 9.4                     | 1.2 <sup>1)</sup>               |
| Variable remuneration           | –                             | –                       | –                               | 0.2                           | 1.1                     | –                               |
| Pension expenses                | 1.0                           | 1.4                     | 0.5                             | 0.9                           | 2.7                     | 0.2                             |
| Social security contributions   | 1.1                           | 1.7                     | 0.5                             | 0.7                           | 3.3                     | 0.4                             |
| <b>Total</b>                    | <b>4.8</b>                    | <b>9.4</b>              | <b>2.2</b>                      | <b>3.9</b>                    | <b>16.5</b>             | <b>1.8</b>                      |

<sup>1)</sup> Apart from salaries and other remuneration, Peter Rejler receives a Board fee of SEK 0.3 million approved by the Annual General Meeting.

### Remuneration to the Board of Directors

| Board fee in SEK thousands           | Fee          | Committee  | Fee          | Committee  |
|--------------------------------------|--------------|------------|--------------|------------|
| Peter Rejler, Chairman               | 300          | –          | 300          | –          |
| Ivar Verner, Vice Chairman           | 300          | 30         | 300          | 60         |
| Thord Wilkne, Board Member           | 140          | –          | 140          | –          |
| Lauri Valkonen, Board Member         | 140          | –          | 140          | –          |
| Jan Samuelsson, Board Member         | 140          | 50         | 140          | –          |
| Åsa Söderström Jerring, Board Member | 140          | –          | 140          | 50         |
| Åsa Landén Ericsson, Board Member    | –            | –          | 140          | –          |
| Anders Jonsson, Board Member         | 140          | 30         | 140          | 30         |
| <b>Total</b>                         | <b>1,300</b> | <b>110</b> | <b>1,440</b> | <b>140</b> |

**NOTE 8 AUDITOR'S FEES**

|  | 2013       | 2012       |
|--|------------|------------|
| <b>Deloitte</b>  |            |            |
| Audit fees   | 0.8        | –          |
| Fees for auditing work in addition to the audit assignment | 0.1        | –          |
| Fees for tax advice  | –          | –          |
| Fees for other assignments                                 | 0.1        | –          |
| <b>Other audit firms</b>                                   |            |            |
| Audit fees   | 0.3        | 1.0        |
| Fees for other assignments                                 | 0.1        | 0.6        |
| Fees for auditing work in addition to the audit assignment | –          | 0.1        |
| Fees for tax advice  | –          | 0.1        |
| <b>Total</b>   | <b>1.4</b> | <b>1.8</b> |

Audit assignments refer to the reviewing of the annual report, the accounts and the administration by the Board and President. Auditing assignments also include tasks which the company's auditors are required to perform or advise on and to other contributions resulting from observations made during this auditing work or while carrying out these assignments. Deloitte has been selected as the principal auditor since the Annual General Meeting of 2013. In 2012 and up to the 2013 Annual General Meeting, the Group's auditor was PWC.

**NOTE 9 SOFTWARE DEVELOPMENT EXPENDITURE CARRIED FORWARD**

|  | 2013        | 2012        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 7.1         | 7.2         |
| Software developed in-house over the year              | 0.4         | 0.4         |
| Sales/disposals  | -1.8        | -0.5        |
| <b>Accumulated acquisition values, closing balance</b> | <b>5.7</b>  | <b>7.1</b>  |
| Opening depreciations                                  | -3.0        | -2.0        |
| Depreciations for the year                             | -1.0        | -1.0        |
| Sales/disposals  | 0.6         | –           |
| <b>Accumulated depreciation, closing balance</b>       | <b>-3.4</b> | <b>-3.0</b> |
| <b>Residual value, closing balance</b>                 | <b>2.3</b>  | <b>4.1</b>  |

**NOTE 10 SOFTWARE**

|  | 2013         | 2012         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 18.4         | 20.6         |
| Translation difference                                 | 0.4          | -0.5         |
| Purchases  | 4.4          | 4.6          |
| Growth via corporate acquisitions                      | 0.5          | –            |
| Sales/disposals  | -0.1         | -6.3         |
| <b>Accumulated acquisition values, closing balance</b> | <b>23.6</b>  | <b>18.4</b>  |
| Opening depreciations                                  | -13.0        | -18.1        |
| Translation difference                                 | -0.5         | 0.3          |
| Sales/disposals  | 0.1          | 6.3          |
| Depreciations for the year                             | -2.6         | -1.5         |
| <b>Accumulated depreciation, closing balance</b>       | <b>-16.0</b> | <b>-13.0</b> |
| <b>Residual value, closing balance</b>                 | <b>7.6</b>   | <b>5.4</b>   |

Of which equipment financed by financial leasing:

|   |            |            |
|---|------------|------------|
| Accumulated acquisition values, closing balance | 2.3        | 2.1        |
| Accumulated depreciation, closing balance       | -1.2       | -0.5       |
| <b>Residual value, closing balance</b>          | <b>1.1</b> | <b>1.6</b> |

**NOTE 11 CUSTOMER VALUE**

|  | 2013         | 2012         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 47.4         | 42.7         |
| Translation difference                                 | 0.7          | -0.4         |
| Write-down   | -0.5         | –            |
| Growth via corporate acquisitions                      | 19.9         | 5.1          |
| <b>Accumulated acquisition values, closing balance</b> | <b>67.5</b>  | <b>47.4</b>  |
| Opening depreciations                                  | -16.3        | -11.7        |
| Translation difference                                 | -0.9         | -0.2         |
| Write-down   | 0.5          | –            |
| Depreciations for the year                             | -5.8         | -4.4         |
| <b>Accumulated depreciation, closing balance</b>       | <b>-22.5</b> | <b>-16.3</b> |
| <b>Residual value, closing balance</b>                 | <b>45.0</b>  | <b>31.1</b>  |

This year's acquisition of customer values is attributable to the acquisition of IKAB, Omega Elkraft AS, Railconsult AS and Matti Leppä Oy. The acquisition analyses identified fair values for the acquired net assets. The remainder of the purchase price is attributable to acquired separable customer values as well as goodwill. Customer value is written off over a period of 10 years. Impairments for the year refer to discontinued operations in Rejlers Drift och Underhåll AB.

## NOTE 12 GOODWILL

|  | 2013         | 2012         |
|--|--------------|--------------|
| Acquisition values, opening balance                    | 180.6        | 170.0        |
| Translation difference                                 | -0.3         | -2.4         |
| Acquisitions   | 70.5         | 13.0         |
| <b>Accumulated acquisition values, closing balance</b> | <b>250.6</b> | <b>180.6</b> |
| Opening impairments                                    | -0.9         | 0.0          |
| Impairments for the year <sup>1)</sup>                 | -1.1         | -0.9         |
| <b>Accumulated impairment, closing balance</b>         | <b>-2.0</b>  | <b>-0.9</b>  |
| <b>Residual value, closing balance</b>                 | <b>248.6</b> | <b>179.7</b> |

1) Impairments for the year refer to discontinued operations in Rejlers Drift och Underhåll AB.

### Impairment tests for cash-generating units with goodwill

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

#### 1) Revenue growth

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

#### 2) Operating margin

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

#### 3) Discount factor (WACC)

The pre-tax discount factor is calculated as 15 (15) per cent for Rejlers Sweden/Norway and 16 (16) per cent for Rejlers Finland, with a total of 15 (16) per cent for the Group. The post-tax discount factor is calculated as 12 (11) per cent for Rejlers Sweden/Norway and 13 (13) per cent for Rejlers Finland.

| SEK million     | Book value   |              | Value-in-use   |              |
|-----------------|--------------|--------------|----------------|--------------|
|                 | 2013         | 2012         | 2013           | 2012         |
| Rejlers Sweden  | 181.9        | 122.1        | 953.4          | 787.8        |
| Rejlers Finland | 66.7         | 57.6         | 175.8          | 197.7        |
| <b>Total</b>    | <b>248.6</b> | <b>179.7</b> | <b>1,129.2</b> | <b>985.5</b> |

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

| Sensitivity Analysis                 | Growth in revenue |       | Operating margin |       | WACC after tax |       |
|--------------------------------------|-------------------|-------|------------------|-------|----------------|-------|
|                                      | 2013              | 2012  | 2013             | 2012  | 2013           | 2012  |
| Rejlers Sweden/Norway                | 3.0%              | 3.0%  | 8.0%             | 8.0%  | 12.0%          | 11.0% |
| Change in value +/- 1% (SEK million) | +/-29             | +/-25 | +/-108           | +/-89 | +/-84          | +/-69 |
| Rejlers Finland                      | 3.0%              | 3.0%  | 8.0%             | 8.0%  | 13.0%          | 13.0% |
| Change in value +/- 1% (SEK million) | +/-5              | +/-6  | +/-21            | +/-22 | +/-15          | +/-17 |

The conclusion from the tests is that there is no need for impairment.

## NOTE 13 EQUIPMENT, TOOLS AND INSTALLATIONS

|  | 2013        | 2012         |
|--|-------------|--------------|
| Acquisition values, opening balance                    | 92.2        | 81.0         |
| Translation difference                                 | 0.6         | 0.6          |
| Purchases  | 16.7        | 16.5         |
| Growth via corporate acquisitions                      | 1.2         | -            |
| Sales/disposals  | -13.1       | -5.9         |
| <b>Accumulated acquisition values, closing balance</b> | <b>97.6</b> | <b>92.2</b>  |
| Opening depreciations                                  | -62.3       | -53.7        |
| Translation difference                                 | -1.0        | -0.6         |
| Sales/disposals  | 8.9         | 3.7          |
| Depreciations for the year                             | -12.7       | -11.7        |
| <b>Accumulated depreciation, closing balance</b>       | <b>67.1</b> | <b>-62.3</b> |
| <b>Residual value, closing balance</b>                 | <b>30.5</b> | <b>29.9</b>  |

Of which equipment financed by financial leasing:

|   |       |       |
|---|-------|-------|
| Accumulated acquisition values, closing balance | 25.8  | 30.0  |
| Accumulated depreciation, closing balance       | -14.5 | -14.7 |
| Residual value, closing balance                 | 11.3  | 15.3  |

**NOTE 14 ASSOCIATES**

The remaining 51% of the shares in Rejlers Consulting AS were acquired in 2014. Rejlers AB now owns 100% of the shares. See Note 30.

|                       | Co. reg. no. | Reg. office  | Business operations  | Share of equity |      | Group share in profit for the year |      |
|-----------------------|--------------|--------------|----------------------|-----------------|------|------------------------------------|------|
|                       |              |              |                      | 2013            | 2012 | 2013                               | 2012 |
| Mirakelbolaget AB     | 556835-4350  | Stockholm    | Software development | 50%             | 50%  | 0.3                                | 0.2  |
| Rejlers Consulting AS | 979 982 747  | Kristiansand | Consulting           | 49%             | 49%  | -0.9                               | -0.3 |

**Participations in associates**

|   | 2013        | 2012        |
|---|-------------|-------------|
| Opening carrying amount                   | 37.1        | 39.4        |
| Share in profits of associates            | -0.6        | -0.1        |
| Excluding profits/losses from associates. | -0.5        | -1.1        |
| Exchange rate conversion                  | -3.0        | -1.1        |
| <b>Closing carrying amount</b>            | <b>33.0</b> | <b>37.1</b> |

**Summary of associates' financial information**

|                       | Income |       | Profit for the year |      | Assets |       | Liabilities |      |
|-----------------------|--------|-------|---------------------|------|--------|-------|-------------|------|
|                       | 2013   | 2012  | 2013                | 2012 | 2013   | 2012  | 2013        | 2012 |
| Mirakelbolaget AB     | 8.0    | 7.9   | 0.5                 | 0.3  | 4.6    | 5.2   | 4.2         | 4.0  |
| Rejlers Consulting AS | 137.3  | 129.4 | -0.6                | 0.7  | 105.5  | 122.0 | 57.9        | 76.1 |

**NOTE 15 FINANCIAL INCOME**

|                        | 2013       | 2012       |
|------------------------|------------|------------|
| Interest income        | 1.4        | 0.5        |
| Exchange rate gains    | 2.3        | 1.7        |
| Other financial income | 0.1        | 0.0        |
| <b>Total</b>           | <b>3.8</b> | <b>2.2</b> |

**NOTE 16 FINANCIAL COSTS**

|                                   | 2013        | 2012        |
|-----------------------------------|-------------|-------------|
| Interest costs                    | -3.3        | -2.6        |
| Interest costs, financial leasing | -0.4        | -0.6        |
| Exchange rate losses              | -2.2        | -2.4        |
| Other financial expenses          | -0.2        | 0.0         |
| <b>Total</b>                      | <b>-6.1</b> | <b>-5.6</b> |

**NOTE 17 TAX ON PROFITS FOR THE YEAR**

|  | 2013        | 2012        |
|--|-------------|-------------|
| <b>The following items are included in the tax cost:</b> |             |             |
| Taxation on profit for the year                          | 19.1        | 15.9        |
| Deferred tax   | -2.2        | 1.4         |
| Adjustment previous year                                 | -4.2        | -           |
| Adjustment previous year                                 | 0.3         | 0.2         |
| <b>Total</b>   | <b>13.0</b> | <b>17.5</b> |
| <b>Profit before tax</b>                                 | <b>63.7</b> | <b>76.0</b> |
| Tax as per current tax rate 22% (26.3)                   | 14.0        | 20.0        |
| Effect of foreign tax rates                              | 1.4         | -0.3        |
| Effect of non-deductible expenses                        | 4.3         | 3.1         |
| Effect of non-taxable income                             | -1.4        | -5.6        |
| Effect of changed tax rates                              | -1.6        | -0.6        |
| Adjustment previous year                                 | -4.2        | 0.9         |
| Other  | 0.5         | -           |
| <b>Reported tax</b>                                      | <b>13.0</b> | <b>17.5</b> |

The gross change in deferred taxes is as follows:

|  | 2013        | 2012        |
|--|-------------|-------------|
| Opening balance                        | 36.5        | 33.8        |
| Translation difference                 | 0.8         | 0.2         |
| Increase through business combinations | 4.4         | 1.1         |
| Recognition in the income statement    | -6.4        | 1.4         |
| <b>Total deferred tax, net</b>         | <b>35.3</b> | <b>36.5</b> |

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

| Deferred tax liabilities               | Untaxed reserves | Customer value | Other      | Total       |
|--|------------------|----------------|------------|-------------|
| As of 01/01/2013                       | 26.8             | 7.1            | 3.5        | 37.4        |
| Recognised in the income statement     | -4.3             | -2.1           | 0.2        | -6.2        |
| Increase through business combinations | 0.0              | 4.5            | -          | 4.5         |
| Translation difference                 | -                | 0.6            | 0.1        | 0.7         |
| <b>As of 31/12/2013</b>                | <b>22.5</b>      | <b>10.1</b>    | <b>3.8</b> | <b>36.4</b> |

| Deferred tax liabilities               | Untaxed reserves | Customer value | Other      | Total       |
|--|------------------|----------------|------------|-------------|
| As of 01/01/2012                       | 24.9             | 4.1            | 6.0        | 35.0        |
| Recognised in the income statement     | 1.9              | 1.9            | -2.7       | 1.1         |
| Increase through business combinations | -                | 1.1            | -          | 1.1         |
| Translation difference                 | -                | -              | 0.2        | 0.2         |
| <b>As of 31/12/2012</b>                | <b>26.8</b>      | <b>7.1</b>     | <b>3.5</b> | <b>37.4</b> |

| Deferred tax receivables               | Untaxed reserves | Provisions | Other    | Total      |
|--|------------------|------------|----------|------------|
| As of 01/01/2013                       | -                | 0.9        | -        | 0.9        |
| Recognised in the income statement     | -                | 0.2        | -        | 0.2        |
| Increase through business combinations | -                | 0.1        | -        | 0.1        |
| Translation difference                 | -                | -0.1       | -        | -0.1       |
| <b>As of 31/12/2013</b>                | <b>-</b>         | <b>1.1</b> | <b>-</b> | <b>1.1</b> |

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

**NOTE 18 EARNINGS PER SHARE**

|   | 2013        | 2012        |
|---|-------------|-------------|
| Profit attributable to Parent Company shareholders        | 50.7        | 58.5        |
| Average number of shares                                  | 11,381,173  | 11,321,721  |
| <b>Earnings per share (SEK per share) before dilution</b> | <b>4.45</b> | <b>5.17</b> |
| <b>Diluted earnings per share (SEK per share)</b>         | <b>4.44</b> | <b>5.17</b> |

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

**NOTE 19 LONG-TERM HOLDINGS OF SECURITIES**

|  | 2013       | 2012       |
|--|------------|------------|
| Acquisition values, opening balance                    | 0.8        | 0.8        |
| Purchases for the year                                 | –          | 0.0        |
| Sales for the year                                     | -0.1       | –          |
| Translation difference                                 | 0.1        | 0.0        |
| <b>Accumulated acquisition values, closing balance</b> | <b>0.8</b> | <b>0.8</b> |

**NOTE 20 OTHER NON-CURRENT RECEIVABLES**

|              | 2013       | 2012       |
|--------------|------------|------------|
| Deposits     | 1.4        | 0.6        |
| <b>Total</b> | <b>1.4</b> | <b>0.6</b> |

**NOTE 21 TRADE RECEIVABLES**

|   | 2013         | 2012         |
|---|--------------|--------------|
| Trade receivables                           | 294.6        | 263.6        |
| Reservation for uncertain trade receivables | -2.7         | -1.1         |
| <b>Total</b>                                | <b>291.9</b> | <b>262.5</b> |

**Maturity analysis**

|                     | 2013         | 2012         |
|---------------------|--------------|--------------|
| Receivables not due | 255.2        | 220.1        |
| Due in <30 days     | 29.5         | 25.2         |
| Due in 30–90 days   | 1.7          | 10.5         |
| Due in >90 days     | 8.2          | 7.8          |
| <b>Total</b>        | <b>294.6</b> | <b>263.6</b> |

**Provisions for uncertain trade receivables**

|  | 2013        | 2012        |
|--|-------------|-------------|
| Provisions at the start of the year      | -1.1        | -0.4        |
| Provisions during the year               | -1.6        | -1.0        |
| Confirmed losses                         | –           | 0.3         |
| <b>Provisions at the end of the year</b> | <b>-2.7</b> | <b>-1.1</b> |

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

**NOTE 22 PREPAID COSTS AND ACCRUED INCOME**

|                      | 2013         | 2012        |
|----------------------|--------------|-------------|
| Prepaid rents        | 8.6          | 7.4         |
| Accrued leasing fees | 0.8          | 1.3         |
| Accrued income       | 90.7         | 69.6        |
| Other items          | 13.8         | 10.8        |
| <b>Total</b>         | <b>113.9</b> | <b>89.1</b> |

**NOTE 23 OPERATIONAL LEASING**

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

|                            | 2013         | 2012        |
|----------------------------|--------------|-------------|
| Within one year            | 45.4         | 31.3        |
| Between one and five years | 65.2         | 65.1        |
| More than five years       | 2.0          | 1.1         |
| <b>Total</b>               | <b>112.6</b> | <b>97.5</b> |

During the period, leasing fees have been written off to the amount of SEK 12.8 million (48.2).

**NOTE 24 LIABILITIES TO CREDIT INSTITUTIONS**

| Long-term         | 2013         | 2012        |
|-------------------|--------------|-------------|
| Bank loans        | 96.5         | 53.9        |
| Financial leasing | 7.4          | 11.0        |
| <b>Total</b>      | <b>103.9</b> | <b>64.9</b> |

**Short-term**

|                   | 2013        | 2012        |
|-------------------|-------------|-------------|
| Bank loans        | 94.8        | 25.8        |
| Financial leasing | 5.0         | 5.9         |
| <b>Total</b>      | <b>99.8</b> | <b>31.7</b> |

The Group has an unused overdraft facility of up to SEK 70 million (44). The company has no liabilities that fall due for payment later than five years.

**Maturity analysis, liabilities to credit institutions**

|                 | 2013 | 2012 |
|-----------------|------|------|
| Within one year | 97.3 | 33.7 |
| 1–2 years       | 37.4 | 34.3 |
| 2–3 years       | 29.3 | 23.0 |
| 3–4 years       | 19.9 | 10.1 |
| 4–5 years       | 14.1 | –    |

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

#### Conditions and repayment dates

|                 | Loan amount in currency | Recognised amount (SEK million) | Interest rate, % | Year of payment of balance |
|-----------------|-------------------------|---------------------------------|------------------|----------------------------|
| Bank loans, SEK | 10.5                    | 10.5                            | 2.68             | 2015                       |
| Bank loans, SEK | 5.0                     | 5.0                             | 2.35             | 2016                       |
| Bank loans, SEK | 15.0                    | 15.0                            | 2.78             | 2016                       |
| Bank loans, SEK | 19.9                    | 19.9                            | 2.68             | 2016                       |
| Bank loans, SEK | 38.7                    | 38.7                            | 2.68             | 2018                       |
| Bank loans, NOK | 11.0                    | 11.6                            | 2.90             | 2016                       |
| Bank loans, EUR | 0.5                     | 4.5                             | 1.53             | 2014                       |
| Bank loans, EUR | 2.9                     | 26.1                            | 2.14             | 2018                       |

Acquisitions in Finland during the year were financed with loans in EUR. The following terms apply to the Group's bank loans:

- The equity/assets ratio must not fall below 30 per cent.
- The net debt/equity ratio in relation to EBITDA must not exceed 2.

#### NOTE 25 ACCRUED COSTS AND PREPAID INCOME

|                                       | 2013         | 2012         |
|---------------------------------------|--------------|--------------|
| Accrued salaries                      | 65.8         | 67.5         |
| Accrued social security contributions | 19.0         | 18.8         |
| Prepaid income                        | 8.1          | –            |
| Other                                 | 26.2         | 17.4         |
| <b>Total</b>                          | <b>119.1</b> | <b>103.7</b> |

#### NOTE 26 COMMITMENTS AND CONTINGENT LIABILITIES

|   | 2013         | 2012         |
|---|--------------|--------------|
| <b>Bank overdraft</b>                     |              |              |
| Floating charges                          | 45.9         | 44.2         |
| <b>Liabilities to credit institutions</b> |              |              |
| Equipment with financial leasing          | 38.5         | 24.3         |
| Participations in associates              | 30.4         | 36.3         |
| <b>Other contingent liabilities</b>       |              |              |
| Hire responsibilities                     | 10.3         | 10.6         |
| <b>Total</b>                              | <b>125.1</b> | <b>115.4</b> |

#### NOTE 27 OPERATING ACQUISITIONS

During the period, Rejlers has acquired all of the shares in Umeå Industri och Kraftkonsult AB (IKAB), Omega Elkraft AS, Railconsult AS, Rejlers Norge AS, Sähköinsinööritoimisto Matti Leppä Oy (Matti Leppä) and Grundvattenteknik AB (GVT)

| Acquisitions 2013 | Date       | Share of trans. | Share after | Purchase price |
|-------------------|------------|-----------------|-------------|----------------|
| IKAB              | 01/05/2013 | 100%            | 100%        | 14.9           |
| Omega             | 01/06/2013 | 100%            | 100%        | 46.6           |
| Railconsult       | 01/10/2013 | 100%            | 100%        | 20.9           |
| Rejlers Norge AS  | 01/11/2013 | 100%            | 100%        | 0.1            |
| Matti Leppä       | 01/11/2013 | 100%            | 100%        | 17.9           |
| GVT               | 01/12/2013 | 100%            | 100%        | 5.6            |
| <b>Total</b>      |            |                 |             | <b>106.0</b>   |

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

#### Contribution of the acquired operations to revenue and profit

|   | 2013  | 2012 |
|---|-------|------|
| Contribution to revenue in the year's accounts  | 53.9  | 48.0 |
| Contribution to revenue, if the operation has been owned for the entire year              | 127.2 | 56.7 |
| Contribution to operating profit in the year's accounts                                   | 11.5  | 5.7  |
| Contribution to operating profit where the operations have been owned for the entire year | 23.1  | 7.3  |

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

|   | 2013         | 2012        |
|---|--------------|-------------|
| Property, plant and equipment                   | 3.0          | 0.1         |
| Current assets                                  | 22.4         | 1.3         |
| Cash and cash equivalents                       | 27.0         | 3.2         |
| Other current liabilities                       | -14.4        | -2.5        |
| Non-current liabilities                         | -17.2        | –           |
| <b>Net identifiable assets and liabilities</b>  | <b>20.8</b>  | <b>2.1</b>  |
| Goodwill  | 70.4         | 13.1        |
| Customer value                                  | 19.9         | 5.2         |
| Deferred tax on intangible assets               | -5.1         | -1.3        |
| Acquisitions from non-controlling interests     | –            | 0.5         |
| <b>Purchase price</b>                           | <b>106.0</b> | <b>19.6</b> |
| Deductions:                                     |              |             |
| Cash and cash equivalents in acquired companies | -27.0        | -3.1        |
| Paid with newly issued shares                   | 9.6          | –           |
| <b>Decrease in cash and cash equivalents</b>    | <b>69.4</b>  | <b>16.5</b> |

The acquisition of IKAB was partly financed with newly issued shares. The ordinary shares that constitute a part of the transferred payment have been calculated at fair value based on the average stock exchange price as at 30 April 2013. The surplus value is distributed between customer value and goodwill. During 2013, the surplus value has been distributed as follows: customer value SEK 19.9 million (5.2) and goodwill SEK 70.4 million (13.1). The goodwill value, which is not tax-deductible, includes the technical competence of staff, as well as acquired customer relationships that are not separable, along with synergies. Otherwise, the fair value of the assets and liabilities at the time of acquisition corresponds to the carrying amount in the acquired companies. There are no uncertain receivables among the acquired assets. Acquisition related costs have been booked as other external costs when they were incurred. The total of these sums amounts to SEK 1.1 million (0.0).

## NOTE 28 FINANCIAL INSTRUMENTS BY CATEGORY

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

| 2013                                     | Financial assets valued at fair value via the income statement        | Loans outstanding and trade receivables        | Other financial liabilities        | Total carrying amount        | Fair value        |
|--|---|--|------------------------------------|------------------------------|-------------------|
| Financial investments                    | 0.8   | –  | –                                  | 0.8                          | 0.8               |
| Non-current receivables                  | –   | 1.4  | –                                  | 1.4                          | 1.4               |
| Trade receivables                        | –   | 291.9  | –                                  | 291.9                        | 291.9             |
| Other current receivables                | –   | 11.2   | –                                  | 11.2                         | 11.2              |
| Cash and cash equivalents                | –   | 49.0   | –                                  | 49.0                         | 49.0              |
| <b>Total</b>                             | <b>0.8</b>  | <b>353.5</b>                                   | <b>–</b>                           | <b>354.3</b>                 | <b>354.3</b>      |
| Non-current interest-bearing liabilities | –   | –  | 103.9                              | 103.9                        | 103.9             |
| Other non-current liabilities            | –   | –  | 6.5                                | 6.5                          | 6.5               |
| Current interest-bearing liabilities     | –   | –  | 99.8                               | 99.8                         | 99.8              |
| Other current liabilities                | –   | –  | 86.2                               | 86.2                         | 86.2              |
| Accounts payable                         | –   | –  | 50.0                               | 50.0                         | 50.0              |
| <b>Total</b>                             | <b>–</b>  | <b>–</b>                                       | <b>346.4</b>                       | <b>346.4</b>                 | <b>346.4</b>      |
| <b>2012</b>                              | <b>Financial assets valued at fair value via the income statement</b> | <b>Loans outstanding and trade receivables</b> | <b>Other financial liabilities</b> | <b>Total carrying amount</b> | <b>Fair value</b> |
| Financial investments                    | 0.8   | –  | –                                  | 0.8                          | 0.8               |
| Non-current receivables                  | –   | 0.6  | –                                  | 0.6                          | 0.6               |
| Trade receivables                        | –   | 262.5  | –                                  | 262.5                        | 262.5             |
| Other current receivables                | –   | 14.2   | –                                  | 14.2                         | 14.2              |
| Cash and cash equivalents                | –   | 38.7   | –                                  | 38.7                         | 38.7              |
| <b>Total</b>                             | <b>0.8</b>  | <b>316.0</b>                                   | <b>–</b>                           | <b>316.8</b>                 | <b>316.8</b>      |
| Non-current interest-bearing liabilities | –   | –  | 64.9                               | 64.9                         | 64.9              |
| Other non-current liabilities            | –   | –  | 4.4                                | 4.4                          | 4.4               |
| Current interest-bearing liabilities     | –   | –  | 31.7                               | 31.7                         | 31.7              |
| Other current liabilities                | –   | –  | 72.3                               | 72.3                         | 72.3              |
| Accounts payable                         | –   | –  | 53.6                               | 53.6                         | 53.6              |
| <b>Total</b>                             | <b>–</b>  | <b>–</b>                                       | <b>226.9</b>                       | <b>226.9</b>                 | <b>226.9</b>      |

Financial non-current assets valued at fair value via the income statement are measured at fair value according to level 1 (quoted prices in active markets for identical instruments). Calculating fair value based on discounted future cash flow, where the key input value is a discount rate reflecting the counterparty credit risk, is not considered to produce any material difference compared to the reported value of financial assets and liabilities included in level 2. For all financial assets and liabilities, the reported value is therefore considered to be a good approximation to the fair value.

## NOTE 29 TRANSACTIONS WITH RELATED PARTIES

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

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

### Summary of transactions with related parties

|               | Sales to related parties |      | Receivables from related parties |      |
|---------------|--------------------------|------|----------------------------------|------|
|               | 2013                     | 2012 | 2013                             | 2012 |
| Associates    | 1.0                      | 0.3  | –                                | 0.3  |
| Rejler family | –                        | –    | –                                | –    |

### Remuneration to the Chairman of the Board

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

## NOTE 30 EVENTS AFTER THE YEAR-END

On 7 January 2014, Rejlers acquired Rejlers Consulting AS. The purchase price amounted to SEK 64.9 million. If the company had been owned throughout 2013, it would have contributed SEK 137.3 million to revenue and SEK -1.1 million to operating profit.

### Net assets acquired

|  |             |
|--|-------------|
| Property, plant and equipment                  | 15.5        |
| Current assets                                 | 34.3        |
| Cash and cash equivalents                      | 61.5        |
| Other current liabilities                      | -30.5       |
| Pension commitments                            | -30.5       |
| <b>Net identifiable assets and liabilities</b> | <b>50.3</b> |
| Goodwill                                       | 1.4         |
| Customer value                                 | 18.1        |
| Deferred tax on intangible assets              | 4.9         |
| <b>Purchase price</b>                          | <b>64.9</b> |
| Deductions:                                    |             |
| Cash and cash equivalents                      | -61.5       |
| <b>Decrease in cash and cash equivalents</b>   | <b>3.4</b>  |

The acquisition of Rejlers Consulting took place in stages. 49 per cent was acquired in 2011 and the remaining 51 per cent in January 2014. Revaluation resulted in a loss of SEK 2.7 million. The goodwill value, which is not tax-deductible, includes the technical competence of staff, as well as intangible assets that are not separable, along with synergies. Otherwise, the fair value of the assets and liabilities at the time of acquisition corresponds to the carrying amount in the acquired companies. There are no uncertain receivables among the acquired assets. Acquisition related costs have been booked as other external costs when they were incurred. The total of these sums amounts to SEK 0.3 million. The acquisition analysis is preliminary as assets in the acquired companies have not yet undergone final analysis.

Eva Nygren will step down as President and CEO at the Shareholders' Meeting on 29 April 2014.

On 19 February 2014, Rejlers' Board made use of the authorisation from the Annual General Meeting on 2 May 2013 to issue a total of 900,000 new Class B shares in Rejlers without preferential rights for existing shareholders to funds managed by Nordea Fonder AB. The issue was fully subscribed by Nordea Fonder AB. The shares had an issue price of SEK 94.50 per share, which means that the company will gain around SEK 85 million before issue costs. The reason for waiving shareholders' preferential rights is that the Board considers it advantageous for the company and the shareholders to take the opportunity to inject new capital on terms attractive to the company, and hence enable the refinancing of earlier acquisitions and the financing of future ones. Overall, the Board considers that the new issue will help to create value for all the company's shareholders. The new issue increases the number of shares in the company amount by 900,000 from 11,421,721 to 12,321,721, divided into 1,251,250 Class A shares and 11,070,471 Class B shares. The number of votes in the company will increase by 900,000 from 22,682,971 to 23,582,971. The new issue increases the share capital by SEK 1.8 million to SEK 24,643,442. The new shares represent approx. 7.3% of the capital and 3.8% of the votes in the company after the issue.

# Income statement – Parent Company

| Amounts in SEK millions   | Note    | 2013         | 2012         |
|---|---------|--------------|--------------|
| <b>Operating income</b>   |         |              |              |
| Net revenue   | B, C    | 12.8         | 18.0         |
| <b>Total operating income</b>   |         | <b>12.8</b>  | <b>18.0</b>  |
| <b>Operating costs</b>  |         |              |              |
| Other external expenses   | C, D    | -22.0        | -14.9        |
| Personnel costs   |         | -19.9        | -36.3        |
| Depreciation, amortisation and impairment losses of property, plant and equipment and intangible non-current assets | K, L, M | -0.9         | -0.7         |
| Profit from shares in associates  |         | –            | 0.0          |
| <b>Operating profit</b>   |         | <b>-30.0</b> | <b>-33.9</b> |
| <b>Profit from financial items</b>  |         |              |              |
| Share in profits, Group companies   | F       | 48.5         | 70.8         |
| Other interest income and similar profit items  | G       | 2.9          | 2.0          |
| Interest expenses and similar profit items  | H       | -5.0         | -5.3         |
| <b>Profit after financial items</b>   |         | <b>16.4</b>  | <b>33.6</b>  |
| Balance sheet appropriations  | I       | -0.2         | -2.0         |
| Taxation on profit for the year   | J       | -3.0         | -3.5         |
| <b>PROFIT FOR THE YEAR</b>  |         | <b>13.2</b>  | <b>28.1</b>  |

# Statement of comprehensive income – Parent Company

| Amounts in SEK millions                  | Note | 2013        | 2012        |
|--|------|-------------|-------------|
| Profit for the year                      |      | 13.2        | 28.1        |
| <b>Comprehensive income for the year</b> |      | <b>13.2</b> | <b>28.1</b> |

# Balance sheet – Parent Company

| Amounts in SEK millions                              | Note | 2013         | 2012         |
|--|------|--------------|--------------|
| <b>ASSETS</b>  |      |              |              |
| <b>NON-CURRENT ASSETS</b>                            |      |              |              |
| <b>Intangible non-current assets</b>                 |      |              |              |
| Expenditure for software development brought forward | K    | 2.0          | 2.8          |
| <b>Total intangible non-current assets</b>           |      | <b>2.0</b>   | <b>2.8</b>   |
| <b>Property, plant and equipment</b>                 |      |              |              |
| Equipment, tools and installations                   | L    | 0.8          | 0.0          |
| <b>Total property, plant and equipment</b>           |      | <b>0.8</b>   | <b>0.0</b>   |
| <b>Financial non-current assets</b>                  |      |              |              |
| Participations in associates                         | M    | 37.4         | 37.9         |
| Shares in Group companies                            | N    | 226.4        | 162.5        |
| Other non-current receivables                        |      | 0.9          | –            |
| <b>Total financial non-current assets</b>            |      | <b>264.7</b> | <b>200.4</b> |
| Deferred tax receivables                             |      | 0.9          | 0.0          |
| <b>Total non-current assets</b>                      |      | <b>267.5</b> | <b>203.2</b> |
| <b>CURRENT ASSETS</b>                                |      |              |              |
| <b>Current receivables</b>                           |      |              |              |
| Trade receivables                                    |      | –            | 0.2          |
| Receivables from Group companies                     |      | 11.2         | –            |
| Current tax receivables                              |      | 2.4          | 2.3          |
| Other receivables                                    |      | 40.2         | 6.4          |
| Prepaid costs and accrued income                     | O    | 0.9          | 0.7          |
| <b>Total current receivables</b>                     |      | <b>54.7</b>  | <b>9.6</b>   |
| Cash and bank  |      | 0.4          | 10.0         |
| <b>Total current assets</b>                          |      | <b>55.1</b>  | <b>19.6</b>  |
| <b>TOTAL ASSETS</b>                                  |      | <b>322.6</b> | <b>222.8</b> |
| <b>SHAREHOLDER'S EQUITY</b>                          |      |              |              |
| <b>Restricted equity</b>                             |      |              |              |
| Share capital  |      | 22.8         | 22.6         |
| Reserves   |      | 29.6         | 29.6         |
| <b>Total restricted equity</b>                       |      | <b>52.4</b>  | <b>52.2</b>  |
| <b>Unrestricted equity</b>                           |      |              |              |
| Profit brought forward                               |      | –9.8         | –3.9         |
| Premium fund   |      | 42.6         | 33.2         |
| Profit for the year                                  |      | 13.2         | 28.1         |
| <b>Total non-restricted equity</b>                   |      | <b>46.0</b>  | <b>57.4</b>  |
| <b>Total equity</b>                                  |      | <b>98.4</b>  | <b>109.6</b> |
| Untaxed reserves                                     | P    | 19.7         | 19.6         |
| <b>LIABILITIES</b>                                   |      |              |              |
| <b>Non-current liabilities</b>                       |      |              |              |
| Liabilities to credit institutions                   |      | 70.4         | 43.7         |
| Other non-current liabilities                        |      | 0.9          | –            |
| <b>Total non-current liabilities</b>                 |      | <b>71.3</b>  | <b>43.7</b>  |
| <b>Current liabilities</b>                           |      |              |              |
| Accounts payable                                     |      | 2.8          | 12.0         |
| Liabilities of Group companies                       |      | 34.8         | 12.1         |
| Liabilities to credit institutions                   |      | 90.3         | 17.4         |
| Other liabilities                                    |      | 1.0          | 1.5          |
| Current tax liabilities                              |      | 0.6          | –            |
| Accrued costs and prepaid income                     | Q    | 3.7          | 6.9          |
| <b>Total current liabilities</b>                     |      | <b>133.2</b> | <b>49.9</b>  |
| <b>Total liabilities</b>                             |      | <b>204.5</b> | <b>93.6</b>  |
| <b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>    |      | <b>322.6</b> | <b>222.8</b> |
| <b>OFF-BALANCE SHEET ITEMS</b>                       |      |              |              |
| Amounts in SEK millions                              | Note | 2013         | 2012         |
| Pledged assets and contingent liabilities            | R    | 30.4         | 36.3         |

# Changes in equity – Parent Company

| Amounts in SEK millions               | Restricted equity |             | Unrestricted equity |   | Total equity |
|---------------------------------------|-------------------|-------------|---------------------|---|--------------|
|                                       | Share capital     | Reserves    | Premium fund        | Retained earnings and the profit for the year |              |
| Opening balance, 01/01/2012           | 22.6              | 29.6        | 33.2                | 30.1  | 115.5        |
| Profit for the year                   | –                 | –           | –                   | 28.1  | 28.1         |
| <b>Transactions with shareholders</b> |                   |             |                     |   |              |
| Dividend in respect of 2011           | –                 | –           | –                   | -34.0   | -34.0        |
| <b>Closing balance, 31/12/2012</b>    | <b>22.6</b>       | <b>29.6</b> | <b>33.2</b>         | <b>24.2</b>                                   | <b>109.6</b> |
| Opening balance, 01/01/2013           | 22.6              | 29.6        | 33.2                | 24.2  | 109.6        |
| Profit for the year                   | –                 | –           | –                   | 13.2  | 13.2         |
| <b>Transactions with shareholders</b> |                   |             |                     |   |              |
| Dividend in respect of 2012           | –                 | –           | –                   | -34.0   | -34.0        |
| New share issue                       | 0.2               | –           | 9.4                 | –   | 9.6          |
| <b>Closing balance, 31/12/2013</b>    | <b>22.8</b>       | <b>29.6</b> | <b>42.6</b>         | <b>3.4</b>                                    | <b>98.4</b>  |

# Cash flow – Parent Company

| Amounts in SEK millions   | Note | 2013         | 2012         |  |                   |
|---|------|--------------|--------------|--|-------------------|
| <b>Funds provided</b>   |      |              |              |  |                   |
| <b>Cash flow from operating activities</b>  |      |              |              |  |                   |
| Operating profit  |      | -30.0        | -33.9        | Withdrawals from associates                            | 0.5 1.1           |
| <b>Adjustment for items not included in cash flow</b>                                   |      |              |              | Funds received on the liquidation of subsidiaries      | - 10.1            |
| Impairments on non-current assets   |      | 0.9          | 0.7          | Acquisition of property, plant and equipment           | -0.9 -            |
| Profit from shares in associates  |      | -            | 0.0          | <b>Cash flow from investment activities</b>            | <b>-54.7 11.2</b> |
| Capital gains on the liquidation of subsidiaries  |      | -            | -2.8         | <b>Financing activities</b>                            |                   |
| <b>Total, items not affecting cash flow</b>   |      | <b>0.9</b>   | <b>-2.1</b>  | Loans raised   | 121.9 -           |
| Dividends from Group companies  |      | 4.5          | 18.4         | Repayments   | -22.3 -16.3       |
| Interest received   |      | 0.6          | 0.4          | Group contributions received                           | 45.0 54.0         |
| Paid interest   |      | 3.2          | -3.0         | Group contributions paid                               | -1.0 -0.6         |
| Tax paid  |      | -2.6         | -1.9         | Paid dividend  | -34.0 -34.0       |
| <b>Cash flow from the year's operating activities before changes in working capital</b> |      | <b>-29.7</b> | <b>-21.1</b> | <b>Cash flow from financing activities</b>             | <b>109.6 3.1</b>  |
| <b>Change in working capital</b>  |      |              |              | <b>Cash flow for the year</b>                          | <b>-9.6 -14.8</b> |
| Increase/decrease in current receivables  |      | 45.2         | -1.4         | Cash and cash equivalents at start of year             | 10.0 24.8         |
| Increase/decrease in accounts payable   |      | -9.0         | 10.0         | Exchange rate differences in cash and cash equivalents | 0.1 0.0           |
| Increase/decrease in other current liabilities  |      | 19.3         | -15.6        | <b>Cash and cash equivalents at end of year</b>        | <b>0.5 10.0</b>   |
| <b>Cash flow from operating activities</b>  |      | <b>64.5</b>  | <b>-29.1</b> |  |                   |
| <b>Investment activities</b>  |      |              |              |  |                   |
| Acquisition of subsidiaries   |      | -54.3        | -            |  |                   |

# Notes – Parent Company

Amounts in SEK millions unless stated otherwise

## NOTE A ACCOUNTING PRINCIPLES

### Additional information

These accounting principles refer to the Parent Company Rejler-koncernen AB.

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

### Taxes

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

Group contributions received from a subsidiary are reported as financial income and Group contributions paid to subsidiaries are reported as financial expenses.

### Long-term holdings of securities

Long-term securities holdings are reported at acquisition value.

### Participations in associates

Participations in associates are recognised at acquisition value.

### Financial guarantees

To report financial guarantees, the Parent Company uses RFR 2, which is a relaxation compared to IAS 39 with regard to financial guarantee contracts benefitting subsidiaries and associates.

## NOTE B INCOME

|   | 2013        | 2012        |
|---|-------------|-------------|
| Fees for work performed                             | 11.5        | 15.1        |
| Other income attributable to consultancy operations | 1.3         | 2.9         |
| <b>Total</b>  | <b>12.8</b> | <b>18.0</b> |

## NOTE C PURCHASES AND SALES BETWEEN GROUP COMPANIES

|  | 2013 | 2012 |
|--|------|------|
| Purchases (in % of Other external costs) | 15   | 22   |
| Sales (as % of Total operating income)   | 87   | 71   |

## NOTE D AUDITOR'S FEES

|  | 2013       | 2012       |
|--|------------|------------|
| Audit fees   | 0.3        | 0.3        |
| Fees for auditing work in addition to the audit assignment | 0.1        | 0.1        |
| Fees for tax advice  | –          | 0.0        |
| Fees for other assignments                                 | –          | 0.5        |
| <b>Total</b>   | <b>0.4</b> | <b>0.9</b> |

The payments for 2013 relate to Deloitte and those for 2012 to PWC.

## NOTE E EMPLOYEES

|                             | 2013  |     |       | 2012  |     |       |
|-----------------------------|-------|-----|-------|-------|-----|-------|
|                             | Women | Men | Total | Women | Men | Total |
| Average number of employees | 7     | 5   | 12    | 5     | 7   | 12    |

### Salaries, other remuneration, pensions and social security costs – 2013

|                     | Salaries and other remuneration | Variable remuneration | Social security contributions | Pension expenses |
|---------------------|---------------------------------|-----------------------|-------------------------------|------------------|
| Board and President | 4.0                             | –                     | 1.1                           | 1.0              |
| Other employees     | 8.5                             | 0.0                   | 3.1                           | 2.0              |
| <b>Total</b>        | <b>12.5</b>                     | <b>0.0</b>            | <b>4.2</b>                    | <b>3.0</b>       |

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

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

**NOTE F SHARE OF EARNINGS, GROUP COMPANIES**

|                                      | 2013        | 2012        |
|--------------------------------------|-------------|-------------|
| Dividends from subsidiaries          | 4.5         | 18.4        |
| Impairment of shares in subsidiaries | –           | -1.0        |
| Group contributions                  | 44.0        | 53.4        |
| <b>Total</b>                         | <b>48.5</b> | <b>70.8</b> |

**NOTE G OTHER INTEREST INCOME AND SIMILAR PROFIT ITEMS**

|                           | 2013       | 2012       |
|---------------------------|------------|------------|
| Exchange rate gains       | 2.3        | 1.6        |
| Interest income, external | 0.3        | –          |
| Interest income, internal | 0.3        | 0.4        |
| <b>Total</b>              | <b>2.9</b> | <b>2.0</b> |

**NOTE H INTEREST COSTS AND SIMILAR LOSS ITEMS**

|                          | 2013        | 2012        |
|--------------------------|-------------|-------------|
| Exchange rate losses     | -1.8        | -2.3        |
| Interest costs, external | -2.8        | -2.2        |
| Interest costs, internal | -0.4        | -0.8        |
| <b>Total</b>             | <b>-5.0</b> | <b>-5.3</b> |

**NOTE I APPROPRIATIONS**

|  | 2013        | 2012        |
|--|-------------|-------------|
| Tax allocation reserve provisions for the year | -4.4        | -4.5        |
| Tax allocation reserve reversals for the year  | 4.4         | 2.9         |
| Change in accelerated depreciation             | -0.2        | -0.4        |
| <b>Total</b>                                   | <b>-0.2</b> | <b>-2.0</b> |

**NOTE J TAX ON PROFITS FOR THE YEAR**

|  | 2013        | 2012        |
|--|-------------|-------------|
| <b>The following items are included in the tax cost:</b> |             |             |
| Taxation on profit for the year                          | 6.7         | 10.5        |
| Tax attributable to Group contributions                  | -9.7        | -14.0       |
| <b>Total</b>   | <b>-3.0</b> | <b>-3.5</b> |
| <b>Profit before tax</b>                                 | <b>16.1</b> | <b>31.6</b> |
| Tax as per current tax rate 22% (26.3%)                  | -3.5        | -8.3        |
| <b>Tax effect of:</b>                                    |             |             |
| Non-deductible expenses                                  | -0.5        | -0.8        |
| Non-taxable income                                       | 1.0         | 5.6         |
| <b>Reported tax</b>                                      | <b>-3.0</b> | <b>-3.5</b> |

**NOTE K CAPITALISED SOFTWARE DEVELOPMENT COSTS**

|  | 2013        | 2012        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 3.9         | 3.9         |
| <b>Accumulated acquisition values, closing balance</b> | <b>3.9</b>  | <b>3.9</b>  |
| Opening depreciations                                  | -1.1        | -0.4        |
| Depreciations for the year                             | -0.8        | -0.7        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-1.9</b> | <b>-1.1</b> |
| <b>Residual value, closing balance</b>                 | <b>2.0</b>  | <b>2.8</b>  |

**NOTE L EQUIPMENT, TOOLS AND INSTALLATIONS**

|  | 2013        | 2012        |
|--|-------------|-------------|
| Acquisition values, opening balance                    | 0.0         | 0.0         |
| Purchases  | 0.9         | –           |
| <b>Accumulated acquisition values, closing balance</b> | <b>0.9</b>  | <b>0.0</b>  |
| Opening depreciations                                  | -0.0        | -0.0        |
| Depreciations for the year                             | -0.1        | -0.0        |
| <b>Accumulated depreciation, closing balance</b>       | <b>-0.1</b> | <b>-0.0</b> |
| <b>Residual value, closing balance</b>                 | <b>0.8</b>  | <b>0.0</b>  |

**NOTE M PARTICIPATIONS IN ASSOCIATES**

|                                     | Co. reg. no. | Reg. office  | Business operations  | Share of equity |      | Book value |      |
|-------------------------------------|--------------|--------------|----------------------|-----------------|------|------------|------|
|                                     |              |              |                      | 2013            | 2012 | 2013       | 2012 |
| Mirakelbolaget AB                   | 556835-4350  | Stockholm    | Software development | 50%             | 50%  | 2.1        | 2.6  |
| Rejlers Consulting AS <sup>1)</sup> | 979 982 747  | Kristiansand | Consulting           | 49%             | 49%  | 35.3       | 35.3 |

1) The remaining 51% of Rejlers Consulting AS was acquired at the beginning of 2014. The company is now 100% owned by Rejlers AB. See Note 30 for the Group.

**NOTE N SHARES IN GROUP COMPANIES**

|   | Book value   |              |
|---|--------------|--------------|
|   | 2013         | 2012         |
| <b>Sweden (registered office Stockholm)</b> |              |              |
| Rejlers Sverige AB                          | 100.7        | 100.7        |
| ComIT Rejlers AB                            | –            | 2.1          |
| Rejlers Energitjänster AB                   | –            | 0.1          |
| Rejlers Drift och Underhåll AB              | –            | 2.5          |
| Råbe Industrikonsult i Örnsköldsvik AB      | 0.4          | 0.4          |
| Råbe Industrikonsult i Göteborg AB          | 0.3          | 0.3          |
| <b>Finland</b>                              |              |              |
| Rejlers Finland Oy                          | 44.4         | 44.4         |
| <b>Norway</b>                               |              |              |
| Rejlers Norge AS                            | 1.0          | –            |
| Rejlers AS                                  | 12.0         | 12.0         |
| Omega Elkraft AS                            | 44.4         | –            |
| Railconsult AS                              | 12.0         | –            |
| <b>Total</b>                                | <b>226.4</b> | <b>162.5</b> |

During the year, ComIT Rejlers AB, Rejlers Drift och Underhåll AB and Rejlers Energitjänster AB were sold to Rejlers Sverige AB. The companies in the course of liquidation, Råbe Industrikonsult i Västerås AB, Råbe Industrikonsult i Kalmar AB, Råbe Industrikonsult i Helsingborg AB, as well as Rejler OÜ were also liquidated.

**NOTE O PREPAID COSTS AND ACCRUED INCOME**

|                | 2013       | 2012       |
|----------------|------------|------------|
| Prepaid rents  | –          | 0.7        |
| Accrued income | 0.4        | 0.0        |
| Other          | 0.5        | –          |
| <b>Total</b>   | <b>0.9</b> | <b>0.7</b> |

**NOTE P UNTAXED RESERVES**

|                                | 2013        | 2012        |
|--------------------------------|-------------|-------------|
| Tax allocation reserve, tax 08 | –           | 4.4         |
| Tax allocation reserve, tax 09 | 2.8         | 2.8         |
| Tax allocation reserve, tax 10 | 6.2         | 6.2         |
| Tax allocation reserve tax 12  | 1.3         | 1.3         |
| Tax allocation reserve tax 13  | 4.5         | 4.5         |
| Tax allocation reserve tax 14  | 4.4         | –           |
| Accelerated depreciation       | 0.6         | 0.4         |
| <b>Total</b>                   | <b>19.7</b> | <b>19.6</b> |

**NOTE Q ACCRUED COSTS AND PREPAID INCOME**

|                                       | 2013       | 2012       |
|---------------------------------------|------------|------------|
| Accrued salaries                      | –          | 4.4        |
| Accrued social security contributions | 0.8        | 2.0        |
| Other                                 | 2.9        | 0.5        |
| <b>Total</b>                          | <b>3.7</b> | <b>6.9</b> |

**NOTE R COMMITMENTS AND CONTINGENT LIABILITIES**

|                              | 2013        | 2012        |
|------------------------------|-------------|-------------|
| Participations in associates | 30.4        | 36.3        |
| <b>Total</b>                 | <b>30.4</b> | <b>36.3</b> |

# Declaration

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

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

Stockholm, 13 March 2014

**Peter Rejler**  
Chairman

**Jan Samuelsson**  
Board Member

**Björn Lauber**  
Board Member, employee  
representative

**Ivar Verner**  
Vice Chairman

**Åsa Söderström Jerring**  
Board Member

**Sten Pettersson**  
Board Member, employee  
representative

**Anders Jonsson**  
Board Member

**Lauri Valkonen**  
Board Member

**Thord Wilkne**  
Board Member

**Eva Nygren**  
President and CEO

Our auditor's report was presented on 18 March 2014.  
Deloitte AB

**Birgitta Lööf**  
Authorised Public Accountant

# Auditor's report

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

## Statement on the annual report and consolidated financial statements

We have audited the annual report and consolidated financial statements of Rejlers AB (publ) for the financial year from 1 January 2013 to 31 December 2013, with the exception of the Corporate Governance Report on pages 50–52. The company's annual accounts are included in the printed version of this document on pages 47–81.

## Responsibility of the Board and the President for the annual report and consolidated financial statements

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

## Auditors' responsibility

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

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

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

## Opinion

It is our view that the annual report has been prepared in accordance with the Swedish Annual Accounts Act and in all essential respects presents a fair and true view of the Parent Company's financial position as of 31 December 2013, and of its financial performance and cash flows for the year in accordance with the Swedish Annual Accounts Act, and that the consolidated financial statements have been prepared in accordance with the Swedish Annual Accounts Act and in all essential respects present a fair and true view of the Group's financial position as of 31 December 2013, and of its financial performance and cash flows in accordance with the International Financial Reporting Standards as adopted by the EU, and with the Swedish Annual Accounts Act. Our opinion does not pertain to

the Corporate Governance Report on pages 50–52.

The Directors' Report is consistent with the annual accounts and other parts of the consolidated accounts.

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

## Report on any other requirements pursuant to laws and other regulations

In addition to our audit of the annual report and consolidated financial statements, we have reviewed the proposed allocation of the company's profit or loss, as well as the Board's and the President's management of Rejlers AB (publ) for the financial year from 1 January 2013 to 31 December 2013. We have also conducted a statutory review of the Corporate Governance Report.

## Responsibility of the Board and President

The Board is responsible for the proposed allocation of the company's profit or loss, and the Board and President are jointly responsible for management in accordance with the Swedish Companies Act and for ensuring that the Corporate Governance Report on pages 50–52 is prepared in accordance with the Swedish Annual Accounts Act.

## Auditors' responsibility

Our responsibility is to express an opinion with reasonable assurance regarding the proposed allocation of the company's profit or loss as well as the management of the company, based on our audit. We have performed the audit in accordance with generally accepted auditing standards in Sweden.

As the basis for our opinion regarding the Board's proposed allocation of the company's profit or loss, we have reviewed the Board's reasoned statement as well as a sampling of the documentation on which the statement is based, in order to determine whether the proposal is compatible with the Swedish Companies Act.

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

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

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

## Opinion

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

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

Stockholm, 18 March 2014, Deloitte AB  
Birgitta Lööf, Authorised Public Accountant

# Meeting information

The Annual General Meeting of Rejlers AB (publ) will be held at 5.00 pm on Tuesday 29 April 2014 at the Lindhagen Conference Centre, Lindhagensgatan 126, in Stockholm.

## Registration

Shareholders registered in the shareholders' register maintained by Euroclear Sweden AB no later than Wednesday 23 April 2014 are entitled to participate in the General Meeting. Those who wish to participate in the General Meeting must register no later than by 5.00 pm on Wednesday 23 April 2014, either by phone: +46 (0)734 40 41 63, by e-mail to [arsstamman@rejlers.se](mailto:arsstamman@rejlers.se) or in writing to Rejlers AB at the address:

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

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

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

## Nominee shareholder shares

Shareholders whose shares are registered in the name of a nominee ("in place of the shareholder") must temporarily re-register the shares in their own name with their fund manager before 23 April 2014 in order to participate in the Meeting. Shareholders must inform the fund manager of this in good time before 23 April 2014.

## Authorisation for proxy representation

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

## Issues

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

## Dividend

The Board proposes that a dividend of SEK 2.00 per share be paid to shareholders. The proposed record day is 5 May 2014, with a payment date of 8 May 2014.

## Financial information

Annual General Meeting: 29 April 2014

For the financial year 2014, the company will publish reports as follows:

|            |                                       |            |                      |
|------------|---------------------------------------|------------|----------------------|
| 2014       |                                       | 2015       |                      |
| 29 April   | Interim report January–March 2014     | 9 February | Year-End Report 2014 |
| 25 July    | Interim report January–June 2014      |            |                      |
| 30 October | Interim report January–September 2014 |            |                      |

*Rejlers is growing rapidly and is one of the Nordic region's major engineering consultants. We have 1,800 experts, who work in Building and property, Energy, Industry and Infrastructure. When you come to us, you find specialist engineers of the highest quality with a broad range of skills, and not least energy that gives results! We call it Energized Engineering – and you will find it at Rejlers.*

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