

ANNUAL REPORT 2014





Back with renewed energy!

» Since I returned as President of Rejlers in April we have gradually implemented changes to make the company more efficient and profitable. We have put many building blocks in place, and together with my colleagues I am continuing to develop the business towards our long-term targets. The engineering expertise we have in relation to various types of energy solutions, the infrastructure projects of the future, digitalised industrial processes and modern buildings, gives us a unique position that makes us competitive in the industry.

During the year we carried out strategic work resulting in targets for 2020. Our new growth target is 2020 – 3030 – 4040. By 2020, we will have at least 3,030 employees and revenue of at least SEK 4,040 million. We will reach this target by achieving annual growth of around 15 per cent in terms of revenue and 10 per cent in terms of the number of employees – both organically and through acquisitions. We have returned to a long-term financial target of an operating margin of at least 8 per cent. We will achieve our targets by being the most successful and healthy company in our industry in the Nordic region.

Rejlers achieved growth of 17 per cent during the year, of which 9 per cent was organic. We are primarily growing in Energy and Infrastructure, two priority areas for societal development. The acquisition of Sonika strengthened our expertise in the area of Building and property in the Stockholm region. We have noticed increased demand for our services, also within Industry. Recruitment is a priority area that will allow us to meet our customers' requirements, as well as continuing development of our employees.

Rejlers launched sustainability targets during the year. Sustainable solutions are a natural component of all the assignments we carry out for our customers. This entails energy-efficient solutions, development of renewable energy production and sustainable infrastructure. We inspire young people to choose the engineering profession by meeting students at universities and colleges, as well as through scholarships for engineer training programmes in South Africa through Star for Life.

We are continuing to encourage our employees and the world around us to engage in health-promoting activities. In 2014, 27 teams from Rejlers took part in the StafettVasan ski relay event, and several

Rejlers teams competed in the swim-run endurance event ÖTILLÖ in the Stockholm archipelago. Training and competing together is part of our culture. I had the honour of being part of Team Aron, headed by Aron Anderson, who completed a Swedish classic in a wheelchair and collected more than half a million Swedish kronor for the Swedish Childhood Cancer Foundation (Barncancerfonden). For the second year Rejlers is awarding a prize for Health-Promoting Manager of the Year in cooperation with Chef magazine.

In August I also took over as President of Rejlers Sweden, where we reorganised the business during the second half of the year. All five businesses in Norway were merged during the year to form the company Rejlers Norge. The focus during the year was on integrating business operations. Despite the weak state of the economy, we have significantly improved capacity utilisation in Finland and have developed new services there based on market needs. Thanks to committed work by my employees, we realised a substantial improvement in earnings by the end of the year.

Rejlers is ranked as one of the best employers in Sweden when employees are asked to rate their employers themselves in the annual survey conducted by Universum and Metrojobs. We have a good working environment at Rejlers. It should be enjoyable, fun and interesting to work together. Everything we do is permeated by our values. We are reliable and always endeavour to surpass your expectations. We will be a healthy employer, and our personal manner is a winning concept in all situations. We have the energy to continually improve so that we achieve our goals. Together we will be successful.

 Peter Rejler, President and CEO

2020
3030
4040

New targets provide energy!

Vision 2020

Rejlers will be the most successful and healthy company in its sector in the Nordic region. With the best employees, customers and owners, we contribute to the development of our society.

2020 – 3030 – 4040 means that in 2020 Rejlers will have at least 3,030 employees and achieve revenue of at least SEK 4,040 million.

Business concept

Rejlers will create value for customers, employees, owners and society by providing optimal technical solutions across generations.

Financial target

Rejlers' financial goal from 2015 onwards is to maintain an operating margin of at least 8 per cent over time.

Rejlers also has a financial target of stable development, where the company's equity/assets ratio will exceed 30 per cent.

Growth target

Rejlers will have annual growth of around 15 per cent in revenue and 10 per cent in the number of employees, making the growth target of 2020 – 3030 – 4040 possible. In 2020 we will have at least 3,030 employees with revenue of at least SEK 4,040 million.

Employee-related targets

Rejlers considers the health of its employees to be vital to its success. Absence due to sickness will not be higher than 2 per cent and staff turnover will be around 10 per cent. The result of our employee survey will be no lower than 80 per cent of the maximum result.

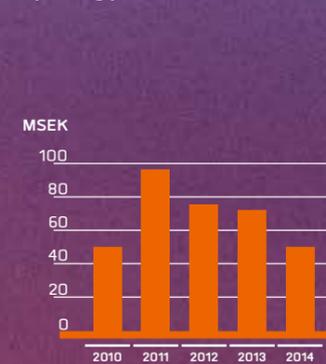
Sustainability targets

Rejlers will be the customer's obvious choice for energy-efficient and sustainable solutions.

We will reduce our carbon dioxide emissions by 10 per cent per employee each year.

We will encourage health-promoting activities and inspire young people to choose the engineering profession.

Operating profit



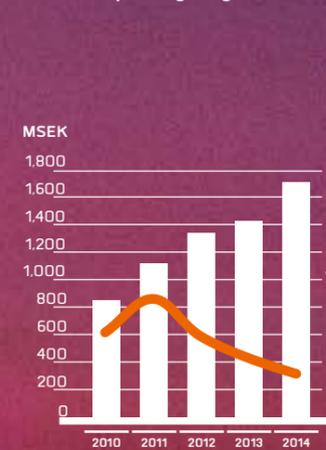
Number of employees



Continued growth in 2014

We achieved continued growth in 2014, through both recruitment and acquisitions. We have grown by a total of 5 per cent in terms of the number of employees. Growth in revenue was 17 per cent.

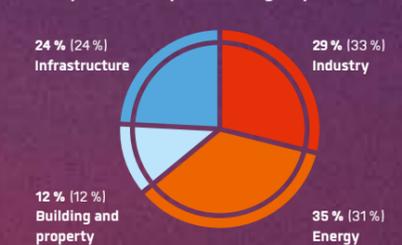
Revenue/Operating margin



Financial targets

Rejlers' financial goal from 2015 onwards is to maintain an operating margin of at least 8 per cent over time. Rejlers also has a financial target of stable development, where the company's equity/assets ratio will exceed 30 per cent. In 2014, the operating margin was 2.8 per cent. Viewed over five years from 2010–2014, the operating margin averages 5.3 per cent.

Group revenue by customer group



Growth strategy with spreading of risk

The Group's growth strategy is based on spreading of risk in the areas of Building and property, Energy, Industry and Infrastructure. This results in reduced dependence on economic conditions in Rejlers' business operations.

The comparison figures for 2013 are converted without the pro forma calculation included in the 2013 annual report.



A STRATEGY FOR PROFITABLE GROWTH

Growth

Our strategy is profitable growth in the Nordic region. This will take place principally in the metropolitan areas through organic growth and continued strategic acquisitions. There is a focus on an all-embracing perspective and high internal efficiency when we develop and refine the business.

Customers

We aim for a balanced customer base with differentiated sensitivity to market conditions. A strong local presence is crucial in enabling us to meet our customers' needs.

Partners

Increased international cooperation between our areas of expertise and with partners means that we are able to offer the best solutions that enhance our customers' projects.

Employees

Rejlers will be an attractive workplace with a health profile, committed employees and strong leadership. We will have a flat organisation notable for an entrepreneurial mentality and a clear sales focus.

Brand and culture

Rejlers is the engineering company that has grown through three generations of leadership. A clear corporate culture and a common set of values are a feature of our success. Through our proactive work towards our customers and our consistent and strong brand we make it possible for the company to develop further.

Sustainability

Rejlers employees will make a significant effort to develop a sustainable society through the assignments we carry out for our customers. This includes everything from energy-efficient solutions to the development of renewable energy production and a sustainable infrastructure. Our employees will have an understanding of the importance of the environment and make choices that contribute to sustainable development of the business. Through its social sponsorship, Rejlers will encourage health-promoting activities and inspire young people to choose the engineering profession.



About Rejlers

Rejlers is a Nordic group offering technical consultancy services to customers in the areas 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.

Figures in brief

Revenue: SEK 1,712 million (1,465)
 Operating profit: SEK 48.6 million (66.0)
 Operating margin: 2.8 per cent (4.5)
 Diluted earnings per share: SEK 2.75 (4.44)

The market

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

Assignments

Rejlers carries out around 11,000 customer assignments every year.
 Our ten largest customers are:
 Agder Energi
 Fortum
 LKAB
 Neste Jacobs
 Sandvik
 Siemens
 TelliaSonera
 The Swedish Transport Administration
 Vattenfall
 Volvo

Rejlers is here

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

History

Rejlers is a family company founded by Gunnar Rejler in Småland in 1942. The company has operated as a technical consultancy ever since.

Growth target

Rejlers will have annual growth of around 15 per cent in revenue and 10 per cent in the number of employees, making the growth target of 2020 – 3030 – 4040 possible. In 2020 we will have at least 3,030 employees with revenue of at least SEK 4,040 million.

The share

Rejlers Class B shares are listed on Nasdaq Stockholm. The Rejler family own 58 per cent of the voting power. Other major shareholders are Lannebo fonder, Nordea Investment Funds and Didner & Gerge Fonder.

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 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. At Rejlers 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.



Rejlers is one of Sweden's best employers

When employees are asked to rate their employers themselves, they rank Rejlers 30th out of 140 companies among large employers in the annual survey Sveriges Bästa Arbetsgivare (Sweden's Best Employers) conducted by Universum and Metrojobs. In this survey, employees assess their current employers on the basis of three factors: internal identity, satisfaction and loyalty.



Rejlers in Finland won the Visible Change competition in leadership training

In January Rejlers won first prize in the Visible Change competition held by the Institute of Marketing in Helsinki. Sixteen of our managers in Finland have completed the leadership training course. The jury's citation read:

"Rejlers been particularly successful in developing a leadership programme where managers coach staff and vice-versa; a leadership programme characterised by humility and constant development as a manager".

Peter Rejler re-assumed the role of President and CEO

In April Peter returned to the position of President and CEO after two years as Chairman of the Board, and in August he took over as President of the Swedish operation.

"It's a great pleasure for me to return to my operational role in the company founded by my grandfather. I see a lot of things in the company I want to help drive forward," says Peter.



Mats Åström – new CFO

Mats Åström was appointed as Rejlers' new Chief Financial Officer. He took up his duties on 1 December and is a member of Group management. Mats has many years of experience of working in senior financial positions. He previously worked as CFO, vice president and acting CEO of Prevas AB, and was most recently CFO of Danir AB.

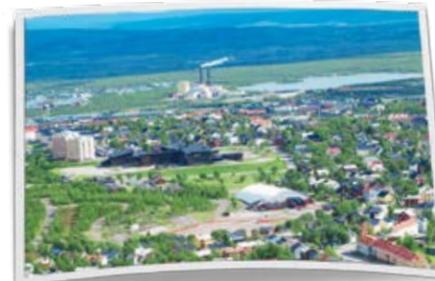


Official opening of our new office in Oslo

In November we officially opened our new office in Oslo, where we have brought together all our colleagues working in the region. The head office in Norway has around 100 consultants who work in the areas of electrical power, railways, telecoms and installation. On 1 July we merged five companies in Norway to make our business more efficient and bring our expertise together under one roof. We now have a total of around 250 employees in Norway.

Rejlers is expanding in Kiruna

There is intense pressure in the region around Kiruna, and there is great demand for skilled engineers. Rejlers has decided to establish a presence in Kiruna in order to come even closer to its customers. This applies in particular to assignments in the mining industry.



27 teams from Rejlers took part in StafettVasan

The year's StafettVasan ski relay event saw no fewer than 27 teams on the starting line. Nearly a tenth of the company's employees from Sweden, Finland and Norway were there. Rejlers provides sponsorship in the form of entry fee, food and accommodation for employees wishing to take part in the race.

"Healthiness is one of our watchwords, and competing together and challenging one another is part of our culture. Most people can be part of StafettVasan," says Peter Rejler, who was a member of one of the Rejlers teams.



Rejlers employees tackled the ÖTILLÖ challenge

Two teams from Rejlers competed in the ÖTILLÖ endurance event in 2014. They completed the 75 kilometre course on 1 September. The event involves swimming 10 kilometres and running 65 kilometres. Rejlers' President and CEO Peter Rejlers was a member of one of the teams. ÖTILLÖ is held across and between 26 islands in the Stockholm archipelago. It takes place from dawn to dusk, starting in Sandhamn and finishing on Utö. The event ranks as the toughest swim-run event in the world. Rejlers is the main sponsor of the event.

"It's a real challenge that demands willpower, endurance, focus on the goal, cooperation and above all passion. We chose to support the event because there is a clear connection between it and our values of health and success," says Peter Rejler.



Rejlers raised money for the Swedish Childhood Cancer Foundation through a classic event

Team Aron, which includes Peter Rejler and John Norling from Rejlers, completed a 'Swedish classic' event and raised more than half a million Swedish kronor for the Swedish Childhood Cancer Foundation. Aron Anderson's goal, together with Team Aron, was to complete a Swedish classic event in a wheelchair in less than 24 hours and to raise at least SEK 240,000 for the Swedish Childhood Cancer Foundation.

"It was an incredible honour to be part of Aron's team and help raise money for Swedish Childhood Cancer Foundation. Aron shows once again that it is possible to achieve your goals with the right attitude," says President and CEO Peter Rejlers.



Acquisitions during the year

Rejlers grows in the Stockholm region through the acquisition of Sonika

Sonika AB employs 12 people and is a technical consultancy business with the emphasis on installation management for technology-intensive construction projects. The company has expertise in electrical engineering, communication networks, telecoms/security and energy.

"As a result of the acquisition of Sonika we are growing in the Building and property area in the Stockholm region, a market

where we see good demand and positive market prospects. We are also strengthening and complementing our business operations in electrical engineering and installation services for the construction market: Sonika is a good fit for our culture with similar values such as reliability and a personal approach," says Peter Rejlers, President and CEO.



Health-Promoting Manager of the Year

Fredrik Ruben won the accolade of Health-Promoting Manager of the Year. The prize was awarded by Rejlers and Chef magazine during Chefgalan. Fredrik received the prize for his work as CEO of Vitec Mäklare, where he has worked on the issue of health, both systematically and with commitment. Rejlers supports the prize, which is awarded to an individual who has shown commitment and inspiration to giving his or her employees a feeling of well-being. The prize recognises the contributions of those role models who have influenced the well-being and results of both employees and the organisation through their leadership. In 2013, Rejlers President and CEO Peter Rejler received the prize awarded by the fitness centre chain SATS and Chef magazine.

Opportunities to create energy!



The industry for technical consultants

Technical consultancies are active early in the investment cycle with the whole of societal development. We are involved in all types of construction projects, the infrastructure, the environment, energy solutions and new products and processes for industry. Our consultants work on innovations, new construction, rebuilding, maintenance and streamlining. Rejlers' major colleagues in the industry are Sweco, ÅF, Etteplan, Pöyry, Norconsult, Multiconsult, Ramböll, Semcon, Grontmij and WSP.

The industry is continuing to grow and is consolidating more and more. The larger groups are acquiring small and medium-sized enterprises, which makes the players larger and stronger in terms of capital base. This is being done partly in order to be able to cope with large and complex projects that demand more resources. The competition in the technical consultancy market increases when international groups establish a presence in the Nordic region. At the same time, the larger Nordic companies are establishing a presence abroad.

The market

Rejlers' domestic markets are Sweden, Finland and Norway, with the rest of the Nordic region and the countries bordering the Baltic Sea as its growth markets. The customers are in the areas of Building and property, Energy, Industry and Infrastructure.

The economic climate for technical consultants improved in Sweden in 2014. The investments in Building and construction and Infrastructure are expected to continue for many years to come. The level of orders for industrial consultancy is improving in line with the increase in investments in manufacturing industry.

The strong downturn in oil prices has weakened the Norwegian economy, leading to tougher competition for technical consultancy services. The market prospects for technical consultants are good thanks to larger infrastructural investments being planned over the next five years, as well as investments in power plants and alternative energy sources.

The technical consultancy market is suffering from a low level of investment in Finland. At the end of the year the market for the export industry was showing signs of recovery, and domestic demand is consequently improving. The Infrastructure and Energy sector has an improved level of investment, and investments in construction in the cities are expected to continue.

Trend in Rejlers

In 2014 demand increased for our services in the area of Energy and Infrastructure in the Nordic region, and there is strong demand for Rejlers' services in Building and property projects in the urban areas. We are also seeing signs of the industrial market stabilising. We anticipate a continued positive market trend in 2015, and recruitment is a priority area that will allow us to meet our customers' needs.

During the year Rejlers carried out work on strategies resulting in new targets for 2020. There are good prospects for growth in areas of good profitability. Growth was 17 per cent during the year, of which 9 per cent was organic.

In Norway we merged five companies during the year, enabling us to achieve more efficient administration and greater cooperation between the divisions. November saw the official opening of our new office in Oslo, which is now home to all our employees who work in the region in the fields of electric power, railways, telecommunications and installation.

Energy saving and security solutions

The growth in the energy market is being driven by improved energy efficiency and sustainability and security solutions. At the same time, exten-

sive investments are being made in renewable energy production such as wind power, combined heat and power, solar energy and tidal power.

Rejlers now has an established business in large parts of this market in the Nordic countries, and we are continuing to grow in the energy sector. Among other things, we are involved in assignments aimed at reducing energy consumption in municipalities and in larger properties such as shopping malls, office buildings and hotels.

There is market potential for the management and analysis of large volumes of energy data. In Sweden we are the market leader in energy metering services, which are designed to reduce energy consumption. There is a positive trend for our energy metering services, where we collect, present and analyse data on energy consumption. Rejlers' energy metering services are also expanding in Norway and Finland.

New infrastructure projects in the Nordic region

A well-conceived infrastructure creates growth for society. The transport system involves not just 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 development.

Rejlers operates in large parts of the infrastructure sector, including telecommunications. Our infrastructural assignments generally run over several years. Large investments are also planned over the next few years, for instance to expand the telecommunications market and upgrade the road and rail network in the Nordic countries. Investments in high-speed trains are part of this. During 2014 we launched cooperation with Reinertsen and Norconsult, under the name R2N Civil Engineering. Comprehensive services in the railway sector are offered in this cooperation.

Our telecommunications business is growing, and projects across national boundaries are becoming increasingly common. We accompany the customer in working on the network planning and network design of fixed and mobile networks covering the entire Nordic region. The Swedish government's broadband target for 2020, that 90 per cent of all households and companies will have access to broadband speeds of at least 100 Mbps, is increasing the demand for our telecommunications services.

Focus on energy-efficient properties

Investments in private and public premises have offset the downturn in the housing sector in recent years. Construction investments are expected to increase in 2015, above all in housing and public buildings. New projects are being planned in the refurbishment and new production of properties with the focus on energy efficiency.

Rejlers' business is focused on consultancy services relating to public and commercial properties, and it is anticipated that there will continue to be great demand in these areas.

Improved industrial market

The market for the marketing and export industry in the Nordic region is showing signs of recovery, thereby improving domestic demand.

The market situation varies for Rejlers' industrial consultants. Demand is good from the mining industry and for assignments relating to environmental and energy investigations, but weak from the mechanical engineering industry.

Rejlers has expanded its cooperation with the major suppliers of control systems in Sweden. During the year we won the "Breakthrough Win" prize from ABB. This accolade is presented to partners who have stood out from the crowd during the year as a result of their successful completion of an automation project.

A strong Nordic offering



Sweden

Rejlers' business operations in Sweden are the largest in the Group, with just over 1,100 employees. The Stockholm-based consultancy Sonika has been acquired, with 12 employees. The year also ended with a commitment to a new office in Kiruna.

In August Peter Rejler became President of the Swedish operation. The business operations were reorganised during the second half of 2014 to strengthen cooperation between regions and divisions and to increase our market shares.

Services are offered in eight divisions in Sweden: Automation, Electric Power, Energy Services, Installation, Infrastructure, Mechanical, Process and Plant and Telecommunications. This is complemented by a breakdown of the business into nine regions that work together to find optimum solutions for our customers.

Demand for our services in Infrastructure and Energy increased in 2014. The market situation has been good for assignments in the area of Building and property in the urban areas. We are also seeing signs of the industrial market stabilising. Demand for technical consultancy services in Sweden is expected to increase, and we believe we will see a positive trend for Rejlers' services in 2015. Recruitment is a priority area so that we can meet our customers' requirements.



Finland

Rejlers has business operations in 14 locations in Finland. At the turn of the year we had around 450 employees.

In Finland, Rejlers offers consultancy services in automation, electrical power, mechanical engineering, installation, heating and plumbing, architecture, energy services, environmental technology, telecommunications and railways for customers in the areas of Building and property, Energy, Industry and Infrastructure.

In 2014 the technical consultancy market suffered from a low level of investment in Finland. The market for the export industry showed signs of recovery during the latter part of the year, thereby improving domestic demand. Despite the weak state of the economy we have substantially improved our capacity utilisation. Rejlers has actively worked to adapt operations and developed new services to meet the needs of the market. To take just one example, we have devised a management concept for energy-efficient solutions. We have also developed consultancy services for industrial plant maintenance.



Norway

Rejlers Norway has approximately 250 employees. The business operations are operated throughout the country in some 20 locations from north to south. Services are offered in the areas of electrical power, telecommunications, electrical safety, installation, energy and railways.

During 2014 Rejlers carried out a reorganisation which means that all business operations are run under a joint Norwegian management. Since the first quarter of 2014 we have also reported Norway as a separate segment alongside Finland and Sweden. The focus during the year was on integrating the business operations and improving profitability.

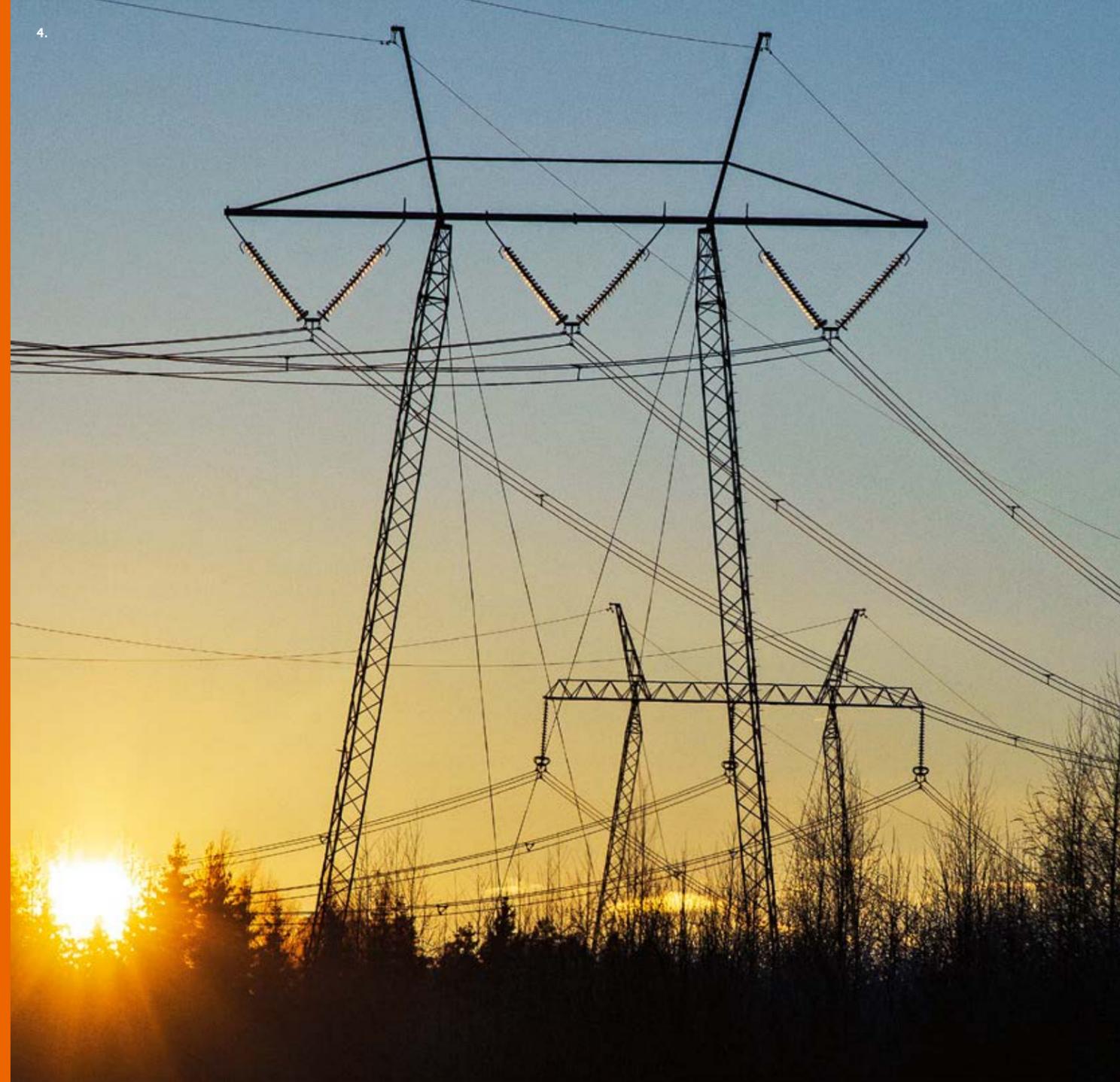
Rejlers' largest markets in Norway, Energy and Infrastructure, are undergoing extensive modernisation and are expected to grow in the next few years. The demand for our services in Infrastructure, Energy and Building and property improved during the fourth quarter. November saw the official opening of our new office in Oslo, which is now home to all our employees who work in the region in the fields of electric power, railways, telecommunications and installation. This gives us the opportunity to improve our efficiency and extend cooperation between the divisions.

Solutions for a sustainable energy supply

Large investments are on the way for the Nordic power market. Extensive initiatives are being taken in the distribution of renewable energy, with new safety and production requirements driving development forward. Rejlers offers services in all parts of the energy supply chain, from production and distribution to consumption.

Many assignments are concerned with improving the efficiency of existing facilities for energy companies. Rejlers works here on consultancy, investigation, project management, automation and design to make processes more efficient and improve safety for example in existing nuclear power and hydropower plants. Rejlers is also involved in the planning, project engineering and inspection of new facilities in renewable energy, such as wind power, tidal power and solar energy. Rejlers also has many years of experience in developing solutions for attaching new power sources to a functioning grid.

One of Rejlers' areas of strength is in working on the design, production, automation, preparation and analysis of electricity distribution networks and transformer stations. The environment is another area of growth, in which we carry out environmental impact assessments and work on cleaning up polluted sites. We also support our customers through various types of metering services in the area of energy. We collect, analyse and present data on energy consumption, which can lead to great energy savings and reduced emissions.



NORWAY

1. Safer and more stable power grids

During the year, Rejlers worked on project planning and checking more than 100 protective relays in the Hafslund power grid around Oslo. The new units have been integrated and connected to local and central control systems in the power supply grid. The project has led to improved safety and stability in the Hafslund grid.

SWEDEN

2. Wind power in Blaiken

Skellefteå Kraft and Fortum are building one of the largest wind power farms in Europe in the Blaiken area of northern Sweden, under the name of BlaikenVind. Rejlers has been engaged for several years on assignments in the wind farm, which is being built in three stages with 90 wind turbines. We have assisted in network project planning, design, energy metering, delivery control and inspection.

3. Biofuel-fired combined heat and power plants

Fortum Värme is building the largest biofuel-fired combined heat and power plant in Sweden, KVV8. This is a project with a major environmental focus with Rejlers consultants involved in a large number of different sub-projects for the power supply of the plant from 220 kV down to 230 V. The projects cover both high-voltage and low-voltage installations, power transformers, generator switchgear, lighting and shore connections for the new combined heat and power plant.

FINLAND/SWEDEN

4. Energy metering in the Nordic region

Rejlers works for a large number of customers in the Nordic region with various types of services in the area of energy metering, including the Swedish company Elverket i Vallentuna and the Finnish national grid company Fingrid.



Following our customers across the world

Irrespective of industry, continuous investments are required for increased productivity, quality and profitability. Rejlers has a long tradition of carrying out industrial projects around the Nordic region. We also have experience of following our customers in their projects across the world.

Rejlers' industrial consultants offer technical solutions and systems to streamline, automate and develop industrial processes and products. We are there the whole way from planning, concept design and analysis to project management, construction, implementation, commissioning and maintenance. Rejlers also undertakes innovation and development work to help customers develop new products and systems and offers delivery of whole systems or machines.

Rejlers works with industries such as mining, paper and pulp, as well as the steel and engineering industries. Our engineers also work with the food and pharmaceutical industries, as well as the automotive and offshore sectors. We either work in such a way that we are integrated into the customer's organisation or else we take overall responsibility for a delivery or function. A long-term approach and strong customer relations provide security in the large and often complex assignments in industry.

FINLAND

1. Increased safety for loading points

Rejlers has worked on the introduction of modernisation and safety projects for Prefere Resins in Finland. As a result of the projects, the company's loading points for tankers have improved in terms of both safety and ergonomics.

SWEDEN

2. Development of system for waste sorting

Rejlers has been awarded a contract to develop an optical waste sorting system by SpiralTrans in Leksand. The assignment is a turnkey contract with SpiralTrans that covers design, programming, supply of the control cabinet, electrical installation and commissioning of a system which will be supplied to KSRR, the refuse collection organisation in the Kalmarsund region.

3. Ore production in Boliden

Boliden has invested heavily in the Garpenberg Mine to increase the production of ore. Rejlers has been involved in the calculation, project planning and construction to develop and improve parts of the facility.

NORWAY

4. The port of Trondheim

The port company Trondheim Hamn IKS chose to engage the services of Rejlers experts for the introduction of a system to create efficient energy and environmental management in its buildings and facilities. Several municipalities cooperate within Trondheim Hamn IKS on the development of port operations in the region.



Working broadly with the infrastructure of the future

A functioning infrastructure is crucial for the development of a community, both for human mobility and for the competitiveness of trade and industry. Rejlers works broadly in the area of infrastructure on the modernisation and planning, for example, of roads, tunnels, railways, bridges, airports and ports.

Rejlers also works to meet the needs that follow from the rapid development taking place in the telecommunications sector. Another growth area is various types of environmental services related to urban and regional development projects being planned around the Nordic region.

Rejlers' assignments in the railway area cover everything from total project undertaking with project manager responsibility and preliminary studies to project planning of facilities for electrical, telecommunications, signal and safety systems. Railway assignments are often divided into several sub-projects that can run for many years.

The road and tunnel projects in the urban areas contain technically complex systems for control and monitoring for example of traffic flows and ventilation systems in tunnels. Another service provided by Rejlers is the planning and design of lighting in tunnels, on bridges and along roads.

Rejlers also offers a broad range of services in the telecommunications sector. Typical services provided by Rejlers are project management, automation, network planning, optimisation and network design of fixed and mobile networks. Rejlers' services and assignments develop as new techniques and players become established.



FINLAND

1. Contracts in the area of telecommunications

Rejlers has signed a contract with Telia-Sonera for the inspection and review of network projects and network planning. Several new employees have been recruited to work on the assignment, which will be carried out at several locations throughout Finland.

SWEDEN

2. Improving traffic information at Swedish railway stations.

Rejlers has been commissioned by the Swedish Transport Administration to submit proposals for the design of traffic information for passengers at around 160 of the country's railway stations. Extensive survey work will make it easier for passengers to find their way when planning a journey in the future. The work is will be done without previous inventory data and studies.

NORWAY

3. Large investment in rail

The intercity project is one of the largest railway investments being made in Norway. A number of new sections of railway line are planned in and around Oslo. Rejlers has signed a framework agreement with the Norwegian National Rail Administration (Jernbaneverket). We will contribute consultancy and specialist expertise in railway planning and implementation of the Intercity project.

4. Investigating freight traffic in Hedmark

Rejlers has been commissioned to investigate how freight traffic can best be developed in and around Kongsvinger. This development is important in particular to meet the needs of the forestry industry for transport to and from the rest of Europe.



1.



2.



3.



4.

From early drawings to finished building

In our Building and property area we work continuously on extensive projects of this type. Many interests have to be satisfied when new buildings are planned and existing ones are refurbished. Convenience, energy saving, monitoring, individualisation and profitability are just some of the requirements that have to be met.

At Rejlers, we aspire to create buildings that fulfil these needs by combining proven methods with innovative solutions. Rejlers works on both refurbishment and new production, for example, of business premises, schools, offices, hospitals, hotels, sports facilities, homes and industrial plants. We are also involved early in the process when new areas are to be developed.

The assignments cover everything from architecture and structural engineering to project management and project planning. We are involved as consultants in various phases of a project and also help our customers with checking and inspection of completed properties.

The range of services offered is wide, with everything from electrical, telecommunications and plumbing and heating project planning to control, regulation and communication technology. A growth area is building automation and various solutions for reducing energy consumption in buildings. Rejlers also works on assignments in power supply and lighting and develops solutions for alarm systems and fire safety.

Today, customers can obtain a clear picture of the final result during the construction process via analysis and visualisations. We make use of BIM (Building Information Modelling) for example.

FINLAND

1. New city library in Helsinki

Rejlers has been engaged to project-plan all electrical, audio and audiovisual systems when the City of Helsinki builds a new city library. The building, which will be 10,000 square metres in size, will be constructed entirely using energy-efficient solutions and will be classified as a near-zero-energy building. The city library has been designed by the firm of architects Arkkitehtitoimisto ALA.

SWEDEN

2. Humanisten to expand

Akademiska Hus is to refurbish and extend the Faculty of Arts (Humanisten) at the University of Gothenburg in order to co-site its activities. Rejlers has been contracted for the project planning of electrical, telecommunications and lift installations. The refurbished and extended building will cover an area of approximately 25,000 square metres.

3. New premises for Uppsala University

Uppsala University is planning to build new premises for the university's administration in an attractive location next to the Castle and the Botanical Garden in Uppsala. Rejlers is part of a group of consultants which has been commissioned by Akademiska Hus to undertake project planning of the electrical and telecommunications installations for the office building.

NORWAY

4. The Viking Ship in Hamar saves energy

The Olympic Hall in Hamar, known as Vikingskipet ('The Viking Ship') has reduced its energy consumption with help from Rejlers' consultancy specialists. The target is to halve energy consumption in the building which features energy-demanding technology.

Sustainable solutions are a natural part of all assignments!



Sustainability is integrated throughout our operation and signifies corporate social responsibility. Sustainable solutions are a natural component of all the assignments we carry out for our customers. This includes everything from energy-efficient solutions to the development of renewable energy production and a sustainable infrastructure. Rejlers takes ethical and social responsibility for the company's business operations, and encourages activities with a positive impact on employees, the environment and society. We make great demands in relation to ecological, ethical and economic aspects. 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.

Sustainability targets – 2020

- » Rejlers will be the customer's obvious choice for energy-efficient and sustainable solutions.
- » We will reduce our carbon dioxide emissions per employee by 10% a year.
- » We will encourage health-promoting activities and inspire young people to choose the engineering profession.

Sustainability strategy

Rejlers employees will make a significant effort to develop a sustainable society through the assignments we carry out for our customers. Our employees will have an understanding of the importance of the environment and make choices that contribute to sustainable development of the business. Through its social sponsorship, Rejlers will encourage health-promoting activities and inspire young people to choose the engineering profession.

Rejlers launched sustainability goals and a sustainability strategy during the year, in which our involvement is divided into the following areas: Employees, Environment and Society. Each area of sustainability has a strategic and long-term goal we actively work on and monitor. Our customers, employees and investors set strict requirements for our work on sustainability. Policies, the code of conduct and relevant sustainability links are available through our intranet.

EMPLOYEE RESPONSIBILITY

Rejlers considers the health of its employees to be vital to its success. Our target is to keep sick leave below 2 per cent, and to ensure that staff turnover does not exceed 10 per cent. Read more about our staff targets and trends in the section headed employees on p. 26-27.

Everybody has equal value

Rejlers endeavours to achieve diversity and equality. We support and respect the UN Global Compact and its ten principles relating to human rights, working conditions, environmental concerns and anticorruption.

All employees at Rejlers will be treated with respect and dignity. We endeavour to ensure that all employees are treated equally and are given the same opportunities. This is mirrored in our day-to-day operations and our recruitment.

Code of conduct

Rejlers endeavours to act responsibly in all the contexts in which we are active. The way we act at Rejlers is based on our values: reliable, successful, personal and healthy.

All employees have to follow the Rejlers code of conduct launched in 2013. This code contains rules for Rejlers' conduct in business and the company's responsibilities towards colleagues, customers, shareholders and other stakeholders. The contract of employment includes our code of conduct, which is signed by our employees.

CUSTOMER RESPONSIBILITY

Over the years we have developed close and open relationships with our customers. The customers have great trust in us and our quality-assured services. Rejlers holds ISO 9001 and ISO 14001 certification. This means that our assignments, from idea to execution, are planned and controlled in accordance with our requirements with regard to quality and the environment. Rejlers' values pervade the whole assignment process. Our objective is to have the most satisfied and loyal customers in the market. We measure customer satisfaction once a year, which provides us with valuable information on what we can improve. The targets for 2014 were surpassed.

ENVIRONMENTAL RESPONSIBILITY

The goal is for Rejlers to be the customer's obvious choice for energy-efficient and sustainable solutions. In our assignments we take great responsibility for employees, customers, the environment and a sustainable society.

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 buildings to the development of renewable energy production and sustainable infrastructure. Customer demand for sustainable and energy-efficient solutions is increasing, creating more business opportunities for Rejlers.

Our target of reducing our carbon dioxide emissions by 10 per cent per employee will be achieved by using environmentally smart transport when we travel on business and by replacing business travel with online meetings wherever possible. We will reduce carbon dioxide emissions for all company cars and our energy consumption per office. In Norway we have, for example, combined several offices into one head office in Oslo and have thus reduced energy consumption per office. In 2014 we started to measure and follow up our environmental targets, and the outcome will be reported externally for the first time in 2016.

Our employees will have an understanding of the importance of the environment and work towards international and national environmental targets. All employees undergo environmental training to enable them to make choices that contribute to sustainable development.

Rejlers supports the A Clean Baltic Sea project run by the John Nurminen Foundation. Efforts are made to clean discharges of phosphorus and to reduce the risk of accidental oil spills.

CORPORATE SOCIAL RESPONSIBILITY

Our goal is to encourage health-promoting activities and inspire young people to choose the engineering profession. Our business operations also contribute to the national economy by creating jobs and services meeting market needs.

Rejlers will inspire young people to study at universities and colleges and choose the engineering profession. We will achieve this firstly by taking part in labour market days and secondly by cooperating with the organisation Star for Life. We encourage health-promoting activities both internally and externally by supporting events such as the Stafett-Vasan ski relay event and ÖTILLÖ. During the year we helped raise money for the Swedish Childhood Cancer Foundation through involvement in sports events known as 'a Swedish Classic'.

Star for Life – school project in South Africa

Star for Life has a unique programme to prevent the spread of HIV and AIDS among young people in southern Africa. Coaching and guiding young people towards better self-esteem enables them to make healthy choices and have a better future. For six years, Rejlers has sponsored a school in South Africa, Qhakaza High School, which has 1,200 students. Some results of the programme are improved student health, a significant reduction in the number of teenage pregnancies, enhanced youth employment, more university enrolments and better future prospects. Rejlers funds scholarships for a number of final-year schoolchildren so that they can commence university studies to become engineers.



Ambassadors

Every year, Rejlers appoints three employees to act as ambassadors. They are given an important role in implementing and clarifying Rejlers' sustainability efforts in relation to colleagues, customers and other stakeholders. Their task also extends to inspiring schoolchildren to train to become engineers.

In February 2014, three ambassadors travelled to South Africa to talk about the engineering profession with students at Qhakaza High School. They also got to meet 17 of our scholars in South Africa and interview them. A film was made of their experiences and can be viewed at rejlers.com/se/starforlife.

Top result when employees are allowed to have their say

Employees

Rejlers has grown rapidly in recent years. New skills and strength have been added both by acquisitions and through recruitment in Sweden, Finland and Norway. Our staff feel satisfied, as revealed in both external surveys and the surveys we conduct ourselves.

Culture and brand

Having a strong employer brand is important to us. It was therefore pleasing to start the year by being nominated for the award of Employer Branding Company of the Year, a nomination we received for working inspirationally to describe what we have to offer as a place to work. Our success is linked to whether we succeed in continuing to attract, develop and retain the best staff. Both corporate culture and brand are important elements in being able to continue to grow and develop here.

Our corporate culture, with clear values, and our conscious efforts in the area of health contribute to our attractiveness as an employer. It also means that we find it easy to integrate new businesses. Each acquisition helps us 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 available at Rejlers. The Energized Engineering concept uses modern methods to demonstrate the knowledge and energy that exist in our company.

A company in which to feel satisfied

Both internal and external surveys show that Rejlers is a company whose employees feel satisfied. We are ranked in the top 30 out of 140 companies in the Universum and Metrojobbs survey of Sweden's Best Employers. Our annual staff survey also points to a strong result with regard to job satisfaction, working environment and leadership.

A healthy company

There has been a conscious focus on health at Rejlers for many years. We make active efforts to create the necessary basis for our employees to have a sense of well-being – where we also believe that we are successful as a company. A flexible approach to working hours and smart technical solutions are important elements. Good benefit solutions for fitness programme, healthcare, insurance, etc. also contribute to a positive climate that makes our employees' everyday lives easier, whether in relation to challenges at work or away from work.

Engaging in healthy activities at our offices brings staff closer together and increases the level of job satisfaction. One such initiative is the StafettVasan ski relay event, in which more than 25 teams took part. This is an activity in which employees from the entire Nordic region join forces to compete and spend time together. In Norway, many of our employees are involved in something known as Aktiv Bedrift (Active Company), where they can engage in healthy activities

individually or in groups. In Sweden the company pays entry fees for employees who enter various fun runs and similar events together.

In the company's health blog, employees write about the activities that give them a sense of well-being. This may be anything from fun runs to playing the guitar and going for woodland walks.

Manager development

A healthy relationship between employees and their managers is essential in enabling employees to have a sense of well-being. We place great emphasis on recruiting and developing our managers. Being a manager at Rejlers means developing both employees and business. Personal leadership is developed on the basis of our fundamental values and a common Leader Development Programme.

Employee development

Being a Rejlers employee should be simple. The organisation is flat and decentralised, with an unrestrained atmosphere, and decision paths are short. Constant personal development and new challenges motivate our employees and contribute significantly to satisfaction at the workplace.

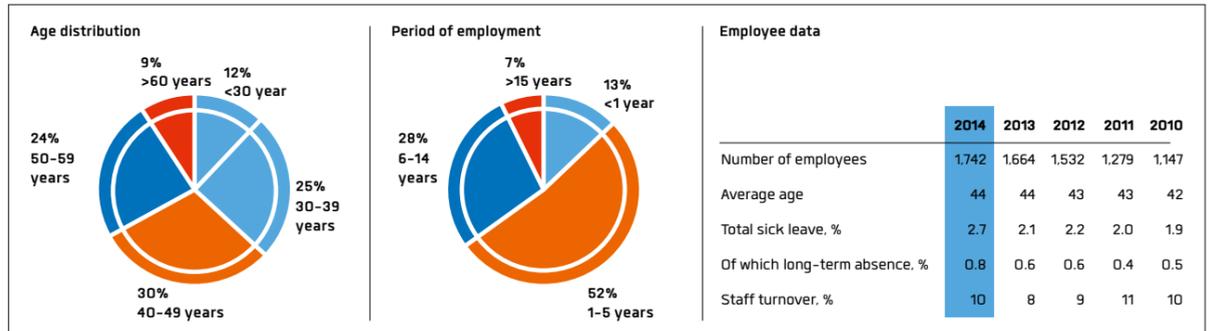
Our rapid growth means that new opportunities are always being

created for career development. This may involve new assignments and customers, project management responsibility, challenges elsewhere or taking on a managerial role. All employees have a development consultation with their line manager at least once a year. Based on these meetings, we formulate personal development plans for both short-term and long-term objectives covering both job duties and training.

We developed a new Group-wide intranet during the year. It is now easier for us to share and spread knowledge of the expertise that exists throughout the company. Staff are invited to be active and comment on what is happening in the industry and talk about new projects coming in.

350 new employees through recruitment and acquisitions

Rejlers considers the health of its employees to be vital to its success. We therefore have very demanding employee targets. Absence due to illness is not to exceed 2 per cent and staff turnover is not to exceed 10 per cent. The result of our employee survey will be no lower than 80 per cent of the maximum result. Absence due to illness was 2.7 per cent in 2014. Staff turnover was 10 per cent, and the outcome of the employee survey was 74 per cent of the maximum score.



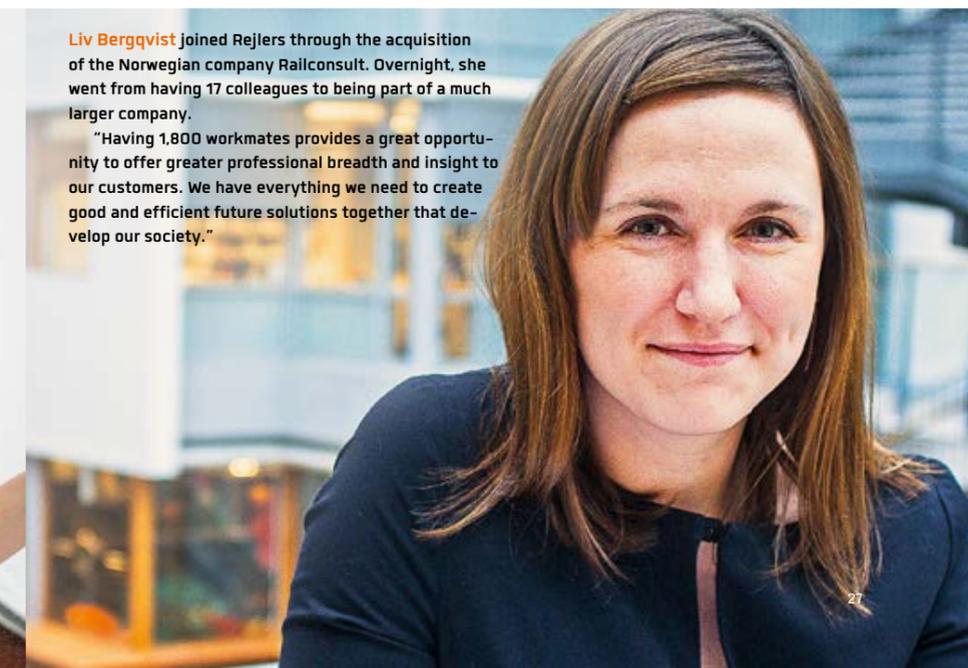
Jonas Holmstedt left Rejlers at the beginning of 2014. One year later he is back again, now in the role of head of division in the Swedish organisation.

"I have always felt happy at Rejlers. The combination of a strong local focus, where the offices cooperate in relation to customers and assignments, and the national perspective is a good mix. There is also a warm culture and a wish for us as employees to be able to develop and have a sense of well-being." Also shown in the picture are Lena Jansson and Anna Ravnell.



Timo Holmberg is responsible for the Energy and Infrastructure Divisions in Finland.

"I enjoy the atmosphere at Rejlers. It's good for Nordic team spirit when we meet and carry out activities together. Bringing more than 200 employees together every year to compete in ski relay events shows how healthy a company we are. It's also an easy way of getting to know one another in order to be able to cooperate more in business."



Liv Bergqvist joined Rejlers through the acquisition of the Norwegian company Railconsult. Overnight, she went from having 17 colleagues to being part of a much larger company.

"Having 1,800 workmates provides a great opportunity to offer greater professional breadth and insight to our customers. We have everything we need to create good and efficient future solutions together that develop our society."

**PETER REJLER**

Born 1966. Elected 2010. Master of Science in Engineering. President and CEO of Rejlers AB. 1999–2012. President and CEO of Rejlers AB. 2014–. President of Rejlers Sverige AB. 2014–. **Rejlers shareholding:** 911,250 A-class shares.

ÅSA SÖDERSTRÖM JERRING

Born 1957. Elected 2007. Graduate in economics. Previously CEO of Sweco Theorells, Ballast Väst and Chief Information Officer for NCC Bygg. **Other major assignments:** Chairman of the Board of ELU Konsult AB and Infobooks AB, Director of JM AB, Vattenfall AB, Delete Oy, Scanmast AB and Nordic Room Improvement AB. Board Member at IVA. **Rejlers shareholding:** 2,300 B-class shares.

THORD WILKNE

Born 1943. Elected 2007. Economist. Founder of WM-data. **Other major assignments:** Director of Addnode Group AB and Temagruppen Sverige AB. **Rejlers shareholding:** 200,000 B-class shares

ANDERS JONSSON

Born 1950. Elected 2011. Master of Science in Engineering. Previously ABB Group management in Zurich. **Other major assignments:** Chairman of the Board of Talis GmbH and Alimak-Hek AB. Vice Chairman of Swedish-Swiss Chamber of Commerce, Zurich. Director of Battenfeld Cincinnati GmbH, Mycron AB and adviser to Triton Advisers Ltd. **Rejlers shareholding:** 10,465 B-class shares.

LAURI VALKONEN

Born 1955. Elected 2002. Master of Science in Engineering. Formerly CEO of Rejlers Finland Oy. **Other major assignments:** Director of Suur-Savo Energistiftelse. Rejlers employee since 1985. **Rejlers shareholding:** 50,000 A-class shares, 435,675 B-class shares.

PETER REJLER

Born 1966. President and CEO of Rejlers AB and CEO of Rejlers Sverige AB. Employee since 1998. **Rejlers shareholding:** 911,250 A-class shares.

SEPPO SORRI

Born 1966. President Rejlers Finland Oy. Employee since 2005. **Rejlers shareholding:** –

MORTEN THORKILDSEN

Born 1961. CEO of Rejlers Norge AS. Employee since 2013. **Rejlers shareholding:** –

MATS ÅSTRÖM

Born 1965. Chief Financial Officer Rejlers AB. Employee since 2014. **Rejlers shareholding:** –

MIKAEL SCHMIDT

Born 1958. Head of HR for Rejlers AB. Employee since 2007. **Rejlers shareholding:** –

IVAR VERNER

Born 1947. Chairman/Vice Chairman since 2010. Elected in 2010. Graduate in economics. Former authorised public accountant. Chairman in Grant Thornton Sweden AB. **Other major assignments:** Chairman of the Boards of Eriandsons Brygga AB, Centrum-fastigheter i Norrtälje AB and Welcome Hotel and Director of Constrera AB, Bioarctic Neuroscience AB and Svenska Vårdfastigheter **Rejlers shareholding:** 5,000 B-class shares.

JAN SAMUELSSON

Born 1950. Elected 2010. Graduate in economics. Previously CEO of Lunds Energikoncernen AB. **Other major assignments:** Chairman of the Board of Värmeforsk, Energiforsk and Director of Stena Renewable AB. **Rejlers shareholding:** 600 B-class shares.

BJÖRN LAUBER

Born 1965. Employee representative. Elected 1998. Graduate in economics. Economist in Rejlers Sverige AB. **Rejlers shareholding:** –

HELENA NORDMAN-KNUTSON

Born 1964. Elected 2014. Graduate in economics and political science. Director Hallvarsson & Halvarson. **Other major assignments:** Director of Transmode Systems and Sensys Traffic. **Rejlers shareholding:** 200 B-class shares.

STEN PETERSSON

Date of birth: 1970. Employee representative. Elected 2009. Secondary school qualification in engineering. Project manager at Rejlers Sverige AB. **Rejlers shareholding:** 700 B-class shares.

The share

In February 2014, following authorisation from the Annual General Meeting held on 2 May 2013, Rejlers carried out a private placement to funds managed by Nordea Fonder AB. The reason for the deviation from the shareholders' preferential rights was to contribute new capital and in so doing to make possible re-financing of previous acquisitions and financing of future acquisitions. As a result of the private placement the number of shares in Rejlers increased by 900,000 from 11,421,721 to 12,321,721, broken down into 1,251,250 A-class shares (ten votes per share) and 11,070,471 B-class shares (one vote per share). The number of votes increased by 900,000 from 22,682,971 to 23,582,971. The new issue increased the share capital by SEK 1.8 million to SEK 24,643,442. The new shares represent approx. 7.3 per cent of the share capital and approx. 3.8 per cent of the votes in the company after the new issue.

Class A shares can be converted into Class B shares. Each shareholder who is entitled to vote at the Annual General 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 2014 AGM authorised the Board to decide upon the issue of new shares up to a maximum of 600,000 B-class shares without preferential rights for existing shareholders. In the event of full utilisation, this authorisation is equivalent to a dilution of 4.6 per cent of the capital and 2.5 per cent of the votes. During 2014 the Board did not make use of the Annual General Meeting's authorisation.

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 (2.00) per share corresponds to 73 per cent (45) of the earnings per share.

Listing and trading

The company's B-class shares have been listed on Nasdaq Stockholm since 18 December 2006 after having been listed on the Nordic Growth Market (NGM) since 8 May 2003. In 2014 shares to a total value of SEK 189.8 million were traded on Nasdaq OMX. The last price paid for Rejlers B-class shares was SEK 90.00 (93.50) per share at the end of the year, a decrease of 4 per cent compared with 30 December 2013. The highest and lowest prices over the year were SEK 110.50 and SEK 77.50 respectively.

Ownership

At the end of 2014, there were 1,980 (1,779) shareholders. Institutions and funds owned 34 (19) per cent of the votes and 65 (35) per cent of the capital. Foreign shareholders accounted for 12 (9) per cent of the votes and 20 (13) per cent of the capital. The Rejler family held 58 (61) per cent of the votes and 25 (27) per cent of the capital, with the CEO, Peter Rejler, holding 39 (40) per cent of the votes and 7 (8) per cent of the capital. Major shareholders alongside the family are Lannebo Fonder, Nordea Investment Funds and Didner & Gerge Fonder. 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. Contacts for this, in addition to the President, are the Group Chief Financial Officer and the person responsible for IR respectively.

Rejlers' ten largest owners

The table shows the situation as of 30/12/2014.

Name	A-Class shares	Class B shares	Holding (%)	Votes (%)
Peter Rejler	911,250	-	7.4	38.6
Jan Rejler, directly and through the company	262,500	382,450	5.2	12.8
Lannebo Fonder	-	1,458,676	11.8	6.2
Nordea Investment Funds	-	1,151,621	9.3	4.9
Didner & Gerge Fonder	-	1,141,291	9.3	4.8
Lauri Valkonen	50,000	420,895	3.8	3.9
Lisa Rejler	8,750	773,000	6.3	3.6
Swedbank Robur funds	-	829,906	6.7	3.5
Martina Rejler	8,750	696,250	5.7	3.3
Fondita Nordic Micro Cap	-	520,000	4.2	2.2
Total 10 largest shareholders	1,241,250	7,374,089	69.7	83.8
Total other shareholders	10,000	3,696,382	30.3	16.2
Total	1,251,250	11,070,471	100.0	100.0

Development of share capital

Year	Transaction	Increase in share capital	Total share capital	Increase in shares	Total shares
2003	New share issue	1,090,000	18,140,000	109,000	1,814,000
2005	New share issue	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	142,040	21,501,550	71,020	10,750,775
2007	New share issue	66,452	21,568,002	33,226	10,784,001
2008	New share issue	75,440	21,643,442	37,720	10,821,721
2010	New share issue	1,000,000	22,643,442	500,000	11,321,721
2013	New share issue	200,000	22,843,442	100,000	11,421,721
2014	New share issue ¹⁾	180,000	24,643,442	900,000	12,321,721

¹⁾ Private placement to funds managed by Nordea Fonder.

Data per share

	2014	2013	2012	2011	2010
Earnings per share after dilution, SEK	2.75	4.44	5.17	5.68	3.22
Equity per share at end of period	35.83	31.13	29.50	27.75	23.74
Dividend per share ¹⁾	2.00	2.00	3.00	3.00	1.75

¹⁾ 2014 proposed dividend

Distribution of shareholdings

The table shows the situation as of 30/12/2014.

Number of shares	Number of owners	Number of shares	Share of capital %	Share of votes, %
0-500	1,349	240,384	1.95	1.02
501-1,000	261	223,269	1.81	0.95
1,001-5,000	261	613,713	4.98	2.65
5,001-10,000	40	299,141	2.43	1.32
10,001-15,000	12	159,239	1.29	0.68
15,001-20,000	15	265,165	2.15	1.12
20,001-	42	10,520,810	85.39	92.26
Total	1,980	12,321,721	100.00	100.00

Development Rejlers' share jan 2010 – dec 2014



Five-year overview

Income statements in summary, SEK million

	2014	2013	2012	2011	2010
Operating income	1,711.5	1,464.7	1,332.7	1,146.0	838.9
Personnel costs	-1,192.0	-1,004.1	-929.7	-757.5	-578.8
Other external expenses	-440.6	-370.8	-304.0	-273.2	-194.4
Depreciation, amortisation and impairment losses	-29.3	-23.2	-19.5	-16.2	-15.3
Share in profits of associates	-1.0	-0.6	-0.1	1.2	0.8
Operating profit	48.6	66.0	79.4	100.3	51.2
Net financial items	-3.7	-2.3	-3.4	-2.7	-1.9
Earnings after net financial items	44.9	63.7	76.0	97.6	49.3
Tax	-11.0	-13.0	-17.5	-33.2	-14.0
Profit for the year	33.9	50.7	58.5	64.4	35.3
Data per share					
Earnings per share after dilution, SEK	2.75	4.44	5.17	5.68	3.22
Equity per share at end of period	35.83	31.13	29.50	27.75	23.74
Dividend per share (2014 proposed dividend)	2.00	2.00	3.00	3.00	1.75
Average number of shares	12,200,899	11,381,173	11,321,721	11,321,721	10,946,721
Number of shares at end of period	12,321,721	11,421,721	11,321,721	11,321,721	11,321,721

Balance sheets in summary, SEK million

	2014	2013	2012	2011	2010
Intangible assets	327.7	303.5	220.3	208.7	206.3
Property, plant and equipment	31.5	30.5	29.9	27.3	28.6
Financial assets (incl. deferred tax)	22.9	36.3	39.4	42.0	6.3
Current receivables	471.5	455.1	373.7	316.7	258.8
Cash and cash equivalents	89.8	49.0	38.7	48.7	39.6
Total assets	943.4	874.4	702.0	643.4	539.6
Equity	441.6	355.6	334.1	314.4	281.7
Non-current liabilities	155.1	146.8	106.7	114.2	93.5
Current liabilities	346.7	372.0	261.2	214.8	164.4
Total shareholders' equity and liabilities	943.4	874.4	702.0	643.4	539.6

Cash flow in summary, SEK million

	2014	2013	2012	2011	2010
Cash flow from the operating activities	68.2	20.0	61.1	61.0	19.2
Cash flow from investment activities	7.1	-84.1	-27.6	-63.5	-102.5
Cash flow from financing activities	-36.6	75.0	-43.0	11.8	63.3
Cash flow for the year	38.7	10.9	-9.5	9.3	-20.0

Key ratios

	2014	2013	2012	2011	2010
Operating margin, %	2.8	4.5	6.0	8.8	6.1
Profit margin, %	2.6	4.4	5.7	8.5	5.9
Return on equity after tax, %	8.5	14.7	18.0	21.6	14.1
Return on capital employed, %	9.4	14.3	19.2	26.8	11.3
Cash liquidity (excl. unused overdraft facility), %	162	136	158	170	186
Equity/assets ratio, %	46.8	40.7	47.6	48.9	52.2
Debt/equity ratio, times	0.2	0.6	0.3	0.3	0.2
Interest coverage ratio, times	7	10	15	20	22
Net liabilities, SEK million	62.1	154.7	57.9	55.9	24.4
Unused overdraft facility, SEK million	60.0	9.9	44.3	15.0	11.1
Available funds, SEK million ¹	149.8	58.9	83.0	63.7	50.7
Investments, SEK million	-6.3	84.9	28.2	66.1	106.4
Billing ratio, %	75.3	74.7	76.4	75.9	74.0
Number of working days	248	249	248	251	250
Full-time employees	1,690	1,537	1,429	1,216	1,010
Number of employees at year-end	1,742	1,664	1,532	1,320	1,091
Revenue per full-time employee, SEK thousand	1,022	953	933	942	830

¹ Available funds means cash and cash equivalents and unused overdraft facility.

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 2014 – 31 December 2014.

Business operations

Rejlers was founded in 1942 and offers services to customers in the areas of Building and Property, Energy, Industry and Infrastructure. At the end of the year, Rejlers had a total of 1,742 employees (1,664) at just under 80 sites in Sweden, Finland and Norway. The head office is located in Stockholm. Rejlers' operations are divided into three geographical segments: Rejlers Sweden, Rejlers Finland and Rejlers Norway.

Group revenue and profit

Revenue for the whole year totalled SEK 1,711.5 million (1,464.7), an increase of 17 per cent compared with the previous year. A total of 9 per cent of this growth is organic. Operating profit amounted to SEK 48.6 million (66.0). The operating margin amounted to 2.8 per cent (4.5). The billing ratio amounted to 75.3 per cent (74.7). Profit after net financial items was SEK 44.9 million (63.7), and profit after tax was SEK 33.9 million (50.7). Diluted earnings per share were SEK 2.75 (4.44). Financial income was SEK 3.5 million (3.8), and financial expenses were SEK -7.2 million (-6.1).

A low level of orders, project losses and restructuring costs in Norwegian operations have had a negative effect on the profit for the year. Profit in Norway has also been positively affected by SEK 3.7 million due to a change in the basis for calculating benefit-based pensions. Profit was burdened by the costs relating to the change of President in the Parent Company, as well as by retroactive pension premiums in Sweden relating to 2013. In conjunction with the acquisition of Rejlers Consulting, previous holdings in associates were revalued in accordance with IFRS. The revaluation had a negative effect on profits. The number of working days during the period was 248 (249).

Revenue, operating profit and operating margin by segment

	Revenue, SEK million		Operating profit, SEK million		Operating margin, %	
	2014	2013	2014	2013	2014	2013
Rejlers Sweden	1,111.7	1,032.6	74.9	68.5	6.7	6.6
Rejlers Finland	311.7	283.2	13.6	11.1	4.4	3.9
Rejlers Norway	305.6	151.9	-25.6	16.9	neg	11.1
Group wide	25.8	12.8	-14.3	-30.5	-	-
Eliminations	-43.2	-15.8	-	-	-	-
Total Group	1,711.5	1,464.7	48.6	66.0	2.8	4.5

Earnings per share

Diluted earnings per share for the whole year were SEK 2.75 (4.44). Equity per share was SEK 35.83 at the end of the period, compared to SEK 31.13 as at 31 December 2013.

Cash flow and financial position

The cash flow from operating activities amounted to SEK 68.2 million (20.0). The Group's cash and cash equivalents at the end of the period totalled SEK 89.8 million, compared to SEK 49.0 million as at 31 December 2013.

No part of the Group's overdraft facilities had been used as at 31 December 2014. At 31 December 2013, SEK 60.1 million was utilised and SEK 9.9 million was unutilised. Interest-bearing liabilities have fallen by SEK 96.8 million since 31 December 2013 and totalled SEK 106.9 million (203.7) at the end of the period. The decrease is largely due to repayments and the overdraft facility no longer being utilised. The equity/assets ratio at the end of the period was 46.8 per cent, compared to 40.7 per cent as at 31 December 2013. During the period, a dividend totalling SEK 24.6 million (34.0) was distributed.

Capital expenditure

Investments in property, plant and equipment totalled SEK 10.2 million (10.9) and investments in intangible assets and acquisitions totalled SEK 19.2 million (74.0). Investments in subsidiaries principally consist of Sonika AB and Rejlers Consulting AS. The latter acquisition was accompanied by a cash flow of SEK 61.5 million, but also by a pension liability of SEK 28.9 million. Depreciation, amortisation and impairment losses totalled SEK 29.3 million (23.2).

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 1,742 (1,664), an increase of 5 per cent. The number of full-time employees was 1,690 (1,537). At the end of the year, 13 (38) employees in Finland and 5 (-) in Norway had been laid off.

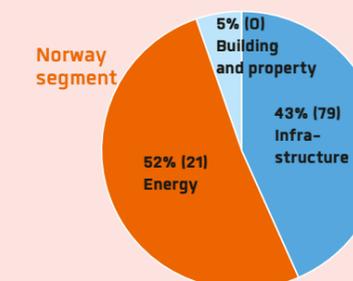
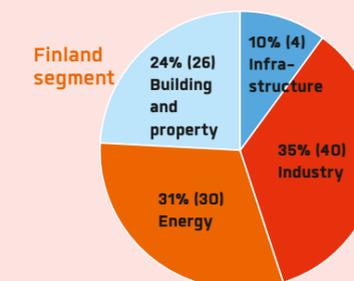
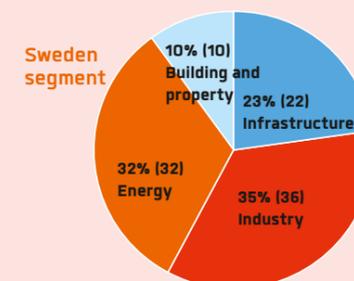
Rejlers Sweden

Demand for technical consultancy services in Sweden is expected to increase generally, and we believe we will see a positive trend for Rejlers' services in 2015. Recruitment is a priority area so that we can meet our customers' requirements. The infrastructure market is still growing, especially within railways, the underground railway and roads. The investments are expected to continue for many years to come. During the year we launched a partnership with Reinertsen and Norconsult under the name R2N Civil Engineering. This partnership offers a comprehensive range of services within the railway sector, including those relating to facilities, bridges, construction, land and environment, as well as track, electrics, signalling and telecommunications.

The Swedish government's broadband target for 2020, that 90 per cent of all households and companies in Sweden should have access to broadband speeds of at least 100 Mbps, is increasing the demand for our telecommunications services. Rejlers has been commissioned by several network providers to expand both their fibre-optic and mobile networks.

Investments in energy production and electricity distribution are expected to increase. Demand from our energy customers continues to be strong, and we have a great need to recruit. This development is positive for our energy metering services and there is a good level of demand for assignments designed to improve safety in the nuclear power industry.

The trend in the building and property market seems positive in major urban areas.



The assessment is that the industrial market will pick up in 2015. Rejlers has expanded its cooperation with major suppliers of control systems. During the year we won the "Breakthrough Win" prize from ABB. This accolade is presented to partners who have stood out from the crowd during the year as a result of their successful completion of an automation project. Demand remains good for assignments in the mining industry and for assignments relating to property automation, control systems and monitoring systems.

Rejlers Finland

The technical consultancy market is still suffering from a low level of investment in Finland. The market for the export industry is showing signs of recovery, thereby improving domestic demand. Rejlers has actively worked to adapt operations and developed new services to meet the needs of the market. To take an example, we have devised a management concept for energy efficient solutions. We have also developed consultancy services for industrial plant maintenance.

Rejlers is showing a positive trend in the area of Infrastructure, and we are experiencing strong demand for our telecommunications assignments. We are involved in large ongoing railway projects. Demand for our services is increasing in the area of energy. Electricity suppliers have a great need of our services as they are required to improve the efficiency of their grids. Our energy metering services have also done well. The construction market is characterised by tough competition. Demand for Rejlers' services is strong in the urban areas, from both private and public sector clients. The trend in the industrial market improved towards the end of the year. Despite tough competition, Rejlers' consultants have won new assignments from our key customers.

Rejlers Norway

The strong downturn in oil prices has weakened the Norwegian economy, leading to tougher competition for technical consultancy services. Rejlers' largest markets, i.e. Energy and Infrastructure, are undergoing extensive modernisation and are expected to grow in the next few years. Demand for our services in Infrastructure, Energy and Building and property improved during the latter part of the year. The telecommunications market is changing due to major operators merging and new players establishing a foothold. This will lead to greater demand for consultancy services. The transport market improved substantially during the second six months, and we are involved in the continued expansion of the railways in Norway. Demand is also good for our electricity planning and energy metering services for Building and property projects. Rejlers is focusing on assignments within the private property market in the major urban areas where we are seeing good growth.

Acquisitions

Rejlers acquired the remaining 51 per cent of the shares in Rejlers Consulting AS and 100 per cent of the shares in Sonika AB during the period. See also Note 28.

Sensitivity

Rejlers' earnings are most sensitive to changes in billing ratio, hourly rate and payroll expense trends. Each percentage point change in these parameters has the following impact on Rejlers' operating profit/loss in SEK million:

Rejlers' earnings are most sensitive to the following factors:

- Billing ratio
- Hourly rate
- Wage cost trends

Variable	+/- (SEK million)
Billing ratio	23
Hourly rate	17
Payroll expenses	12

Personnel costs account for around 70 per cent (69) of income, while other operating expenses, including depreciation and amortisation, account for around 28 per cent (27) of income. Each percentage point change in the above parameters has the following impact on Rejlers' operating profit/loss in SEK million:

Events after the end of the period

Rejlers acquired Enea's Swedish operation Energy Business Sweden AB (EBS) on 11 March 2015. EBS offers energy-efficient services for reduced energy consumption in properties and local authorities. EBS has eleven employees and annual revenue of SEK 30 million.

The Parent Company

The Parent Company's net revenue for the whole year totalled SEK 23.8 million (12.8) with profit after tax of SEK 34.8 million (13.1).

Board activities and corporate governance

Respecting Board activities and corporate governance, we refer to the Corporate Governance Report in this Annual Report. See pages 37-40.

Guidelines for remuneration and other terms of employment for senior executives

The 2014 Annual General Meeting established the following guidelines for remuneration to 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.

Remuneration to the President and other senior executives will 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 pensionable age for the President and the company as a whole is 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 managers, either via the ITP plan or through individual occupational pension insurance within the bounds of ITP.

A mutual notice period of 12 months applies between the company and the

Corporate governance report

President. A period of notice of six to 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. The Board's proposed guidelines for 2015 are largely unchanged compared to those for 2014, other than the pensionable age of the CEO.

Risks and risk management

There is a certain degree of risk-taking associated with all enterprises. Rejlers regularly conducts a survey of the risks faced by the Group, with the aim of continually enhancing and strengthening procedures for continuous risk follow-up. The Group's Board and senior management are responsible for risk management.

Strategic and operational risks

The market

Rejlers operates in Sweden, Finland and Norway, and is consequently dependent on the state of the economy in these markets. The company is also exposed to competition, both from international competitors and from a number of smaller, local competitors in each individual market. Political decisions also have a significant bearing on customers' propensity to invest.

Rejlers manages market risks by having a broad customer base, with an even distribution of private and public sector customers and offering a broad range of services in order to minimise sensitivity to sluggishness in individual sectors.

Assignments

Assignment risks comprise risks linked to an individual assignment. Rejlers operates with various forms of contract terms. A fixed-price assignment may mean an increased risk of misjudging the time taken to complete an assignment. Rejlers has a limited proportion of assignments at fixed price. 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.

Quality assurance of the assignments is done in the Group-wide business system which is certified in the operations in Sweden, Finland and parts of Norway to ISO 9001:2008 and ISO 14001:2004

Employees

Employees are a core resource for any consultancy company. There is always a risk of skilled employees leaving Rejlers and joining competitors, customers or starting their own businesses.

If the company is to grow, it is important not only to be able to retain existing employees but also to recruit new ones. When acquisitions are made, it is important that the new employees are integrated well into the business. Rejlers tries to act as a good employer and focuses strongly on the well-being of its employees. The size of the company means that it is possible to offer varied tasks, both geographically and in terms of skills. Offering a stimulating work-place for employees and providing good opportunities for training and development contribute to development of the company.

Acquisitions

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

With acquisitions, Rejlers' aspires to integrate new employees and businesses quickly, so that added value is created in both the purchasing company and the acquired company. The risk of making poor investments is also reduced by anchoring potential acquisitions locally in the organisation.

Media exposure and brand

With increased exposure and knowledge of Rejlers and the Rejlers brand, the risk for example of media scrutiny and negative publicity also increases. Rejlers has a structured way of working on monitoring and following what is written and reported about the company and the large projects we are involved in, both in the more traditional media and in the social media. Guidelines have been prepared for how the company's employees are to act in relation to various media.

Financial risks

Liquidity, currency and interest-rate risk

Changes in interest rates and exchange rates have an impact on cash flow, earnings and the balance sheet. The Group's expenses and income are mainly in the local currencies, Swedish kronor, Norwegian kroner and the euro. Even when drastic changes take place in exchange rates, the Group's balance sheet is only assessed to be exposed to a small extent.

The liquidity risk is limited by good liquidity planning. Seasonal downturns in liquidity are offset by changes in the overdraft facility 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.

The fact that the Group regularly makes acquisitions also changes indebtedness and financial risk. The Group has net borrowings, with the result that additional focus is required on liquidity and interest rate risk. The Group's equity/assets ratio remains good.

Credit risk

Credit risk means risks linked to the customers' ability to pay. Rejlers has large exposure to public sector customers, where the credit risk is low. Customers are invoiced on an ongoing basis, and the accrued credit risk is therefore relatively limited, even for large assignments.

The Rejlers share

The last price paid for Rejlers B-class shares was SEK 90.00 at the end of the year, a decrease of 4 per cent compared with 30 December 2013. Rejlers shares are listed on Nasdaq Stockholm.

The total number of shares is 12,321,721, divided into 1,251,250 A-class shares (ten votes per share) and 11,070,471 B-class shares (one vote per share). The total share capital in Rejlers is SEK 24,643,442, and the total number of votes is 23,582,971.

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. The Board of Rejlers proposes to the Annual General Meeting that a dividend of SEK 2.00 per share (2.00) be distributed for the financial year 2014, which is equivalent to 73 per cent of earnings per share. The amount of dividend to be paid corresponds to SEK 24.6 million (24.6).

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 137,650,878
The Board and President propose that a dividend be paid to the shareholders of	SEK 24,643,442
to be carried forward to new account	SEK 113,007,436

Rejlers is a Swedish public limited company whose B-class shares are listed on Nasdaq Stockholm 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 2014.

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 under 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

The companies B-class shares have been listed on Nasdaq Stockholm since 18 December 2006, which is a regulated marketplace for the trading of shares. Before this, the share had been listed on Nordic Growth Market, NGM, since 8 May 2003. As a result of a new share issue, the number of shares increased during the year from 11,421,721 to 12,321,721, made up of 1,251,250 A-class shares and 11,070,471 B-class shares. The number of votes has increased by 900,000, from 22,682,971 votes to 23,582,971 votes. The share capital has increased by SEK 1,800,000 to SEK 24,643,442. The newly issued shares correspond to 7.3 per cent of the share capital and 3.8 per cent of the votes in the company after the issues. A-class shares can be converted to B-class shares at the request of the shareholder. There is no limit on the number of votes a shareholder may cast at the Annual General Meeting. A-class shares give entitlement to 10 votes per share and B-class shares entitlement to one 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 General Meeting of Shareholders

The Annual General Meeting is the company's highest decision-making body, where all shareholders have the right to participate in decisions. If an individual shareholder wishes to have a motion discussed 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). Information that the notice has been issued must be provided through an advertisement in Dagens Nyheter.

The Annual General Meeting relating to the 2013 financial year was held on 29 April 2014 in Stockholm. The AGM was attended by 44 shareholders, representing 78.7 per cent of the voting power in the company and 59.9 per cent of the capital. All the Board members elected by the Annual General Meeting and the company's auditor attended the meeting. The meeting was chaired by the 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 2.00 per share be adopted.
- That the proposal of the auditor to discharge the Board Members and the President from liability be adopted.
- That Ivar Verner be elected as Chairman of the Board in accordance with the proposal of the Nomination Committee. In addition, a resolution was passed to elect Helena Nordman-Knutson and re-elect Peter Rejler, Jan Samuelsson, Åsa Söderström Jerring, Lauri Valkonen, Anders Jonsson and Thord Wilkne as Board members.

- A resolution on the principles for appointing the Nomination Committee and on its work, as well as guidelines for the remuneration of senior executives.
- That the Board be authorised to decide on a new issue of a maximum of 600,000 B-class shares without preferential rights for existing shareholders.

All adoption of resolutions at the Annual General Meeting was unanimous. Apart from the ordinary annual general meeting, the company did not hold any general meetings of shareholders in 2014. The 2015 Annual General Meeting regarding the 2014 financial year will be held on 4 May 2015 in Stockholm.

Nomination committee

The Nomination Committee nominates members for the Rejlers Board, who are then proposed to the Annual General Meeting. The work of the Nomination Committee begins with an evaluation of the sitting Board. In nominating members for the Board, the Nomination Committee takes account of the strategic skills, education and training and any other Board work of the potential members.

The Nomination Committee also gathers opinions from the major shareholders. The Nomination Committee presents proposals for remuneration to the Board members to the Annual General Meeting. The Nomination Committee also presents proposals for the election of auditors. The Nomination Committee is appointed by the Annual General Meeting. 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 och Johan Lannebo on behalf of Lannebo Funds.

The Nomination Committee has to draw up proposals for the chair of the meeting, proposals for the number of Board members, proposals for the fee payable to Board members, proposals for the Board and Chairman of the Board, proposals for the number of auditors and proposals on how the Nomination Committee is to be appointed ahead of the 2015 Annual General Meeting, together with its tasks.

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

The Board and Chairman of the Board of Rejlers are appointed by the Annual General Meeting. The Board adopts strategy and objective for Rejlers, ensures effective evaluation of the business and checks how the company is developing and its financial situation. The Board consisted of seven members during the 2014 financial year, who are presented in more detail on page 29. The Board held 14 minuted meetings during the 2014 financial year. The average attendance rate was 96 per cent, and Board meetings on average lasted around three hours. Representatives from the Group management and other management personnel regularly attended Board meetings during the year to discuss issues in their particular areas. In addition to the Board meetings mentioned above, the Board holds minuted teleconference meetings for updates on current issues. No Board decisions are made in these teleconference meetings.

The Board is further responsible for acquisitions and disposals of business operations, major investments and appointment and remuneration to Group management. The Board also adopts a business plan and annual accounts and monitors the work of the President.

The trade unions have appointed Björn Lauber and Sten Pettersson as staff representatives.

Ivar Verner was elected by the Annual General Meeting as the Chairman of the Board. At the first meeting of the new Board, a decision was made to set up an Audit Committee comprising Jan Samuelsson (chair) and Ivar Verner, as well as a decision that the Board in its entirety would constitute the Remuneration Committee. A decision was also made to set up a Project/Investment Committee comprising Peter Rejler and Ivar Verner.

In addition to the company’s President, Peter Rejler (Board member), other salaried employees from the organisation also participate in the work of the Board, when called on to report on specific matters.

The Board’s rules of procedure

The Board has not distributed any particular areas of responsibility within itself among the members. In addition to the distribution of responsibility which applies generally under the Swedish Companies Act, the articles of association and the Swedish Code of Corporate Governance, the Board’s work is governed by its rules of procedure, which among other things stipulate that the Board has to:

- In addition to the first meeting of the Board following election, hold at least five ordinary meetings.
- Establish the overarching objectives for the company’s operation and decide on the company’s strategy.
- Approve the budget and corresponding long-term plans including investment budget.
- Discuss matters concerning investments and similar items in amounts in excess of SEK 10 million if these fall outside the approved investment budget
- Decide on purchase and sale of real estate, shares or acquisition of the business of another company in excess of SEK 2 million.
- Decide on the formation and capitalisation of subsidiaries in excess of SEK 1 million.
- Appoint an audit committee.
- Appoint a project/investment committee.
- Adopt the annual accounts, administration report and interim reports.
- Raising of loans in excess of SEK 5 million.
- Introduction of large-scale processes and settlement of disputes of material significance.
- Other issues of material financial or other significance.

The composition of the Board

Name	Function	Independent	Elected	Attend-ance
Ivar Verner	Chairman ³¹	Yes	2010	14/14
Peter Rejler ¹	Board Member ³¹	No	2010	14/14
Anders Jonsson	Board Member	Yes	2011	11/14
Jan Samuelsson	Board Member	Yes	2010	14/14
Åsa Söderström Jerring	Board Member	Yes	2007	14/14
Lauri Valkonen ²	Board Member	No	2002	14/14
Thord Wilkne	Board Member	Yes	2007	14/14
Helena Nordman-Knutson	Board Member	Yes	2014	6/7

^[1] Dependent in relation to the company through employment as well as major shareholder.

^[2] Dependent due to previous position the Group (until April 2010).

^[3] During the period 1 January – 1 April, Peter Rejler was Chairman and Iva Verner was Vice Chairman.

The following matters have to be discussed at each ordinary Board meeting:

- A report on the company’s activities including financial management.
- A report on exceptional measures taken or events occurring between The Board meetings.
- The development of ongoing major projects and expected business events.

- A report on existing or potential disputes that may have a significant impact on the company’s business.

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

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 2014 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 attended two Board meetings, to report follow-up on Norway and in conjunction with the meeting on the closing of accounts. The company’s interim report for the third quarter was reviewed by the company’s auditor and reported to the Board’s audit committee.

Audit Committee

At the first meeting of the new Board after the 2014 Annual General Meeting, the Board appointed an Audit Committee made up of Jan Samuelsson (chair) and Ivar Verner. The Audit Committee held four meetings during the year. The committee rapporteur is normally the company’s Chief Financial Officer.

The Audit Committee’s main task is to secure compliance with established principles for financial reporting and internal control. The Audit Committee also monitors the company’s ongoing risk management, adopts supplementary instructions for the auditors for the audit operation, and monitors that laws, regulations, listing agreements and the Swedish Code of Corporate Governance are complied with. The Audit Committee also ensures that other assignments, in addition to auditing, performed by the company’s auditors come within the framework of established 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.

The composition of the Audit Committee

Name	Function	Attendance
Jan Samuelsson	Chairman	3/3
Ivar Verner	Board Member	3/3

Project/Investment Committee

At its first meeting following the 2014 Annual General Meeting, The Board appointed a Project/Investment Committee comprising Ivar Verner (chair) and Peter Rejler. The Investment Committee held three meetings during the year attended by both members. The committee rapporteur is normally the company’s Chief Financial Officer.

The principal task of the Investment Committee is to discuss items of business relating to investments requiring a decision by the Board.

Remuneration Committee

The Board has decided not to appoint a separate Remuneration Committee. Instead, the Board in its entirety 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 adopted by the Annual General Meeting. When negotiating with the President, the Remuneration Committee is represented by the Chairman of the Board.

Remuneration

At the 2014 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 at SEK 340.000 for the Chairman of the Board and SEK 160.000 each for other members who are not employees of Rejlers. In addition, provisions totalling SEK 160.000 were made for committee work. See Note 7 to the annual accounts for remuneration to the Board.

President and Group Management

The President is appointed by the Board and has the task of dealing with regular administration of the company according to the guidelines and instructions contained in law, the articles of association and the internal work instructions.

Regular administration comprises all measures that, in consideration of the scale and nature of the company’s business, are of an unusual character or of great significance or have explicitly been defined as falling within the responsibility of the Board.

Peter Rejler has been President and CEO of Rejlers since 1 April 2014. He was born in 1966, has been active in Rejlers since 1998 and has served as President since 1999 with the exception of the period 2012–2014, during which he was Executive Chairman of the Board. Since August 2014, Peter has also fulfilled the role of President of Rejlers’ Swedish operation.

Peter holds a bachelor’s degree in electronics and a master’s degree in mechanical engineering.

The President directs the work of the Group management and makes decisions in consultation with other members of the management team. The Group management holds regular meetings under the direction of the President. Between these meetings regular reconciliation takes place regarding the status of the operation concerned. The Group management prepares an annual business plan which is followed up through monthly reports, where the follow-up focuses on profitability, cost control and cash flow. The Group management consisted of the President, the CFO, the country managers for Norway and Finland, the Head of Communications and the Head of HR, a total of six members.

Information about the President and the members of the Group Management team, their ages, training and shareholdings, can be found in the Group Management section on page 28.

Auditing

Election of auditors is one of the tasks of the Annual General Meeting. The 2013 Annual General Meeting elected the audit firm Deloitte, with authorised public accountant Birgitta Lööf as auditor in charge, for a period of three years. Deloitte audits all active Rejlers companies in Sweden, Finland and Norway which were wholly owned by Rejlers during 2014.

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. Reporting to the Board takes place in conjunction with the annual closing of accounts.

In conjunction with the audit a review is also made of internal procedures and control systems.

During the audit review Deloitte was also appointed for other assignments. This work has included tax and acquisitions issues, as well as various audit issues (see also Note 8 to the annual accounts). All the assignments come within the framework of policy adopted by the audit committee.

Remuneration to the company’s auditors for 2014 and 2013 is set out in the Annual Report.

Financial reporting and information

Rejlers provides the market with regular information on the development and financial position of the company. Information is supplied regularly in the form of:

- Interim reports
- Rejlers’ annual report
- Press releases about news and events that may materially affect the valuation and future prospects of the company. Rejlers policy is to publish orders that may be of strategic value
- Presentations for financial analysts, investors and media
- Rejlers’ website – www.rejlers.com – where information is available in accordance with the above.

THE BOARD’S DESCRIPTION OF THE INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT

Control environment

The control environment constitutes the basis of internal control. The control environment creates the culture on the basis of which Rejlers operates and defines standards and guidelines for operation of the business. In practice, the control environment consists of documented guidelines, manuals and instructions communicated throughout the organisation. The quality system is supplemented by a series of documented directives, which include the establish of a financial manual containing policies for accounting and financial management, as well as an information policy. Rejlers maintains a quality system that includes procedures, instructions and templates for relevant processes. Rejlers makes continuous efforts to develop and improve quality and processes in order to fulfil the requirements set for consultancies by customers, suppliers and employees. The organisational structure is transparent, with defined roles and responsibilities that are communicated through documented work instructions for the Board, Board committees, the President and managers in the Group. There are rules of procedure for the Board and instructions for the President for 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 ensure compliance with the overall guidelines and policies and to make a regular assessment of the company’s financial situation.

The respective Boards have at their disposal a president, 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. Regular evaluations are conducted in the organisation at both function and departmental level in order to ensure relevant knowledge of financial reporting in the organisation. The aim is to be able to guarantee with reasonable assurance that Rejlers’ short-term and long-term targets are met. The purpose of the risk management and internal control in connection with financial reporting is to be able to guarantee with reasonable assurance that the external financial reporting is reliable with regard to interim reporting, annual reporting and the annual

accounts, and to ensure that the external financial reporting is prepared in accordance with laws, applicable financial reporting standards and other requirements to be met by listed companies.

Information and communication

The most important documents governing financial reporting are updated continuously and communicated to relevant employees through the company's intranet, information letters, regular meetings etc. Information channels are established in order to communicate to affected employees in the organisation as effectively as possible. Rejlers also has an information policy relating to both internal and external communication.

Control activities

The control structure has been designed to manage the risks the Board and the senior management consider significant for operational activity, compliance with laws and regulations and for financial reporting. Defined decision-making procedures, including an authorisation manual, are established for example for investments and signing of contracts. Where appropriate, automatic controls specifically related to financial reporting have been established. Most control activities are integrated into the company's key processes, such as order booking, revenue recognition, investments, supplier contracts and purchases. To ensure that risks in customer projects are noted and managed and are correctly reflected in the financial reporting, a separate function will be set up, the project office. Regular checks must be carried out to ensure that customer projects are being run in accordance with Rejlers' quality system, both with regard to implementation and financial follow-up. The IT structure is designed to manage potential IT-related risks with checks in the IT systems related to the processes that have an impact on financial reporting.

Monitoring

Each manager is responsible for ensuring adequate internal control in the unit concerned and controllers are responsible for ensuring that the units comply with the Group's directives for financial reporting. In addition, the internal control structure of separate decentralised functions is reviewed in a separate function. The Board considers Rejlers' significant areas of risk to be covered by the reviews carried out. The Board does not therefore see any need to set up a separate function for internal audit at present.

Stockholm, 20 March 2015
The Board of Rejlers AB

Income statement – Group

Amounts in SEK million	Note	2014	2013
Operating income			
Net revenue	5	1,708.6	1,463.2
Other operating income	6	2.9	1.5
Total operating income		1,711.5	1,464.7
Operating costs			
Personnel costs	7	-1,192.0	-1,004.1
Other external expenses	8	-440.6	-370.8
Depreciation, amortisation and impairment of property, plant and equipment and non-current assets	9-13	-29.3	-23.2
Share in profits of associates	14	-1.0	-0.6
Operating profit		48.6	66.0
Financial income	15	3.5	3.8
Financial expenses	16	-7.2	-6.1
Total net financial items		-3.7	-2.3
Profit before tax		44.9	63.7
Tax	17	-11.0	-13.0
PROFIT FOR THE YEAR		33.9	50.7
Attributable to the Parent Company's shareholders		33.9	50.7
Attributable to non-controlling interest		0.0	0.0
Basic earnings per share for Parent Company shareholders	18	2.78	4.45
Diluted earnings per share for profit attributable to Parent Company shareholders	18	2.75	4.44

Statement of comprehensive income – Group

Amounts in SEK million	2014	2013
Profit for the year	33.9	50.7
Other overall results		
Items that may be reclassified as profit:		
– Translation differences in foreign operations, after tax	7.0	-4.8
Items that will not be reclassified as profit:		
– Revaluation of net pension liability	-13.6	-
Comprehensive income for the year	27.2	45.9
Attributable to the Parent Company's shareholders	27.2	45.9
Attributable to non-controlling interest	0.0	0.0

Balance sheet – Group

Amounts in SEK million	Note	2014	2013	Amounts in SEK million	Note	2014	2013
ASSETS				EQUITY			
NON-CURRENT ASSETS				Share capital			
Intangible non-current assets				Other capital contributions			
Expenditure for software development brought forward	9	1.3	2.3	Reserves		-6.0	-13.0
Software	10	6.3	7.6	Profit retained, including profit for the year		271.1	275.5
Customer value	11	57.5	45.0	Total equity attributable to the Parent Company's shareholders		441.4	355.5
Goodwill	12	262.6	248.6	Equity attributable to non-controlling interests		0.2	0.1
Total intangible non-current assets		327.7	303.5	Total equity		441.6	355.6
Property, plant and equipment				LIABILITIES			
Equipment, tools and installations	13	31.5	30.5	Non-current liabilities			
Total property, plant and equipment		31.5	30.5	Liabilities to credit institutions	24	67.5	103.9
Financial non-current assets				Deferred tax liability	17	41.6	36.4
Participations in associates	14	1.3	33.0	Provisions for pensions	25	43.6	-
Long-term holdings of securities	19	0.9	0.8	Other liabilities		2.4	6.5
Other non-current receivables	20	2.4	1.4	Total non-current liabilities		155.1	146.8
Total financial non-current assets		4.6	35.2	Current liabilities			
Deferred tax receivables	17	18.3	1.1	Liabilities to credit institutions	24	39.4	99.8
Total non-current assets		382.1	370.3	Accounts payable		51.9	50.0
CURRENT ASSETS				Current tax liabilities		11.4	16.9
Current receivables				Other liabilities		94.2	86.2
Inventories		1.8	6.9	Accrued costs and prepaid income	26	149.8	119.1
Trade receivables	21	286.4	291.9	Total current liabilities		346.7	372.0
Current tax receivables		28.3	31.2	TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		943.4	874.4
Other receivables		8.9	11.2				
Prepaid costs and accrued income	22	146.1	113.9				
Total current receivables		471.5	455.1				
Cash and cash equivalents		89.8	49.0				
Total current assets		561.3	504.1				
TOTAL ASSETS		943.4	874.4				

Change in equity – Group

Amounts in SEK million	Equity attributable to the Parent Company's shareholders						
	Share capital	Other capital contributions	Reserves	Profit brought forward	Total	Non-controlling interests	Total equity
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
Comprehensive income for the year	-	-	-4.8	50.7	45.9	0.0	45.9
Dividend	-	-	-	-34.0	-34.0	-	-34.0
New share issue	0.2	9.4	-	-	9.6	-	9.6
Total changes attributable to transactions with the owners	0.2	9.4	-	-34.0	-24.4	-	-24.4
Closing equity 31/12/2013	22.8	70.2	-13.0	275.5	355.5	0.1	355.6
Opening equity 01/01/2014	22.8	70.2	-13.0	275.5	355.5	0.1	355.6
Translation difference	-	-	7.0	-	-7.0	0.1	7.1
Revaluation of net pension liability	-	-	-	-13.7	-13.7	-	-13.7
Profit for the year	-	-	-	33.9	33.9	0.0	33.9
Comprehensive income for the year	-	-	7.0	20.2	27.2	0.1	27.3
Dividend	-	-	-	-24.6	-24.6	-	-24.6
New share issue	1.8	81.5	-	-	83.3	-	83.3
Total changes attributable to transactions with the owners	1.8	81.5	-	-24.6	58.7	-	58.7
Closing equity 31/12/2014	24.6	151.7	-6.0	271.1	441.4	0.2	441.6

Cash flow – Group

Amounts in SEK million	Note	2014	2013
Cash flow from operating activities			
Operating profit/loss		48.6	66.0
Adjustments for items not included in cash flow			
Impairments on non-current assets	9-13	29.3	21.6
Capital gain from disposal of assets		-0.9	0.3
Other items		11.6	10.1
Total, items not affecting cash flow		40.0	32.0
Paid interest		-4.5	-3.8
Interest received		1.8	1.4
Tax paid		-21.3	-33.5
Cash flow from the year's operating activities before changes in working capital		64.6	62.1
Change in working capital			
Reduction in inventories		4.9	0.6
Increase in other current receivables		-31.1	-54.1
Increase in trade payables		7.2	-1.5
Increase in other current liabilities		22.6	12.9
Cash flow from operating activities		68.2	20.0
Investing activities			
Acquisition of property, plant and equipment		-10.1	-4.7
Acquisition of intangible non-current assets		-1.4	-10.6
Acquisition of businesses after deduction of acquired cash and cash equivalents	28	17.8	-69.4
Withdrawals from associates		1.5	0.5
Acquisition of long-term investments		-0.9	-1.0
Sale of long-term securities		0.2	1.1
Cash flow from investment activities		7.1	-84.1
Financing activities			
Loans raised		32.0	162.3
Repayment of loans		-127.4	-53.3
New share issue		83.3	-
Dividend paid to the Parent Company's shareholders		-24.6	-34.0
Cash flow from financing activities		-36.6	75.0
Cash flow for the year			
Cash and cash equivalents at start of year		49.0	38.7
Exchange rate differences in cash and cash equivalents		2.1	-0.6
Cash and cash equivalents at end of year		89.8	49.0

Notes – Group

Amounts in SEK million unless otherwise stated.

NOTE 1 GENERAL INFORMATION

Rejlers AB (556349-8426) (the Parent Company) and its subsidiaries (together forming the Group) is a Nordic group of companies offering services to customers in the areas of Building and property, Energy, Industry and Infrastructure.

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

The Annual Report and consolidated financial statements were approved for publication by the Board on 20 March 2015. It is proposed that the consolidated income statement and balance sheet as well as the Parent Company's income statement and balance sheet be presented for adoption at the Annual General Meeting on 4 May 2015.

NOTE 2 SUMMARY OF IMPORTANT ACCOUNTING POLICIES

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), as well as interpretations from the International Financial Reporting Interpretations Committee (IFRIC) 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 entered into force in 2014 and affect the consolidated financial statements:

IFRS 10 Consolidated Financial Statements replaces those parts of IAS 27 Consolidated and Separate Financial Statements focused on when and how an owner company has to prepare consolidated financial statements. IFRS 10 also replaces SIC-12 Consolidation – Special Purpose Entities in its entirety. The purpose of IFRS 10 is for there only to be one fundamental condition for consolidation of all companies regardless of the character of the investee. This fundamental condition is controlling influence. The definition of controlling influence contains the following three sub-elements: a) influence over the investee b) exposure to, or right to, variable return from the involvement in the investee, and c) possibility of using influence on the investee to affect the return from it. IFRS 10 contains detailed guidance on how a company is to apply the principle of controlling influence in a number of different situations, including agent relations and holdings of potential voting rights. Companies fulfilling the definition of an investment entity are not to consolidate their subsidiaries, and the holdings are instead to be measured at fair value in accordance with the rules of IFRS 9 Financial Instruments (or IAS 39 Financial Instruments: Recognition and Measurement).

IFRS 11 Joint Arrangements supersedes IAS 31 Interests in Joint Ventures and SIC-13 Jointly Controlled Entities – Non-monetary Contributions by Venturers. IFRS 11 classifies joint arrangements either as a joint operation or as a joint venture. Classification as a joint operation or a joint venture is determined by the parties' rights and obligations under the agreement. IFRS 11 specifies use of the equity method for interests in joint ventures. It is consequently not permitted to use the proportional method for joint ventures.

IFRS 12 Disclosure of Interests in Other Entities is to be applied to companies holding interests in subsidiaries, joint arrangements, associates or structured companies that are not consolidated. IFRS 12 establishes objectives for disclosures and specifies the minimum disclosures a company must make to fulfil these objectives. Companies have to supply information that helps users of their financial statements to assess the nature of and risk attributable to holdings in other units, as well as the impact these holdings have on the company's financial statements.

The amendments to IFRS 10, IFRS 11, IFRS 12, IAS 27 have not led to any major changes in Rejlers' financial statements as Rejlers does not have material non-controlling interests or material associates.

No other new and amended standards and interpretations have had a material impact on the consolidated financial statements for 2014.

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

The Group has not started to apply the new and amended standards and interpretations that have been published, but only enter into force for financial years beginning on or after 1 January 2015. The new and amended standards and interpretations assessed to have an impact on the consolidated financial statements in the period of initial application are described below.

IFRS 15 Revenue from Contracts with Customers was issued on 28 May 2014 and is to supersede IAS 18 Revenue and IAS 11 Construction Contracts. Application of IFRS 15 is mandatory for all IFRS reporting companies for financial years beginning on or after 1 January 2017. IFRS 15 signifies a model for revenue recognition for almost all revenue arising through contracts with customers, with the exception of leases, financial instruments and insurance contracts. The basic principle of revenue recognition is that companies have to recognise revenue when all the risks and benefits associated with the goods and/or services pass to the customers in exchange for payment for these goods or services.

IFRS 9 Financial Instruments was issued on 24 July 2014 and replaces IAS 39 Financial Instruments: Recognition and Measurement. The standard contains rules for recognition and measurement, impairment and write-off and general rules for hedge accounting. It is mandatory for periods beginning on or after 1 January 2018.

IFRS 15 and IFRS 9 have not yet been adopted by the EU. The senior management has not yet conducted a detailed analysis of the effects of applying IFRS 15 and IFRS 9 and therefore cannot yet quantify the effects.

The senior management deems that other new and amended standards and interpretations are not expected to have a material impact on the consolidated financial statements on initial application.

Standards	To be applied for financial years beginning on:
Improvements to IFRSs 2010–2012 cycle*	1 July 2014 or later
Improvements to IFRSs 2011–2013 cycle*	1 July 2014 or later
Amendments to IAS 19 Employee benefits (Employee contributions to defined benefit plans)*	1 July 2014 or later
Amendments to IFRS 11 Joint arrangements (Accounting for acquisitions of interests in joint operations)*	1 January 2016 or later
Amendments to IAS 16 Property, plant and equipment and	1 January 2016 or later
IAS 38 Intangible assets (Clarification of acceptable methods of depreciation and amortisation)	1 January 2016 or later
Amendments to IAS 16 Property, plant and equipment and IAS 41 Agriculture and forestry (Bearer plants)*	1 January 2016 or later
Amendments to IAS 27 Separate financial statements (Equity method in separate financial statements)*	1 January 2016 or later
Amendments to IFRS 10 Consolidated financial statements and IAS 28 Investments in associates (Sale or contribution of assets between an investor and its associate or joint venture)*	1 January 2016 or later
Improvements to IFRSs 2012–2014 cycle*	1 January 2016 or later
IFRS 14 Regulatory deferral accounts*	1 January 2016 or later
IFRS 15 Revenue from contracts with customers*	1 January 2017 or later
IFRS 9 Financial instruments*	1 January 2018 or later

* Not approved in the EU.

The IFRS Interpretations Committee has published the new interpretation below (IFRIC) which has not yet entered into force:

Interpretations	To be applied for financial years beginning on:
IFRIC 21 Levies**	17 June 2014 or later

** Approved in the EU as of 17 June 2014, applied for financial years beginning on or after 17 June 2014 in the EU.

Segment reports

The segment information is presented based on the senior management's perspective, and the operating segments are identified based on internal reporting to the company's highest executive decision-maker. 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, three operating segments are reported: technical consultancy in Sweden, Finland and Norway.

Classifications

Non-current assets and non-current liabilities are those assets and liabilities that are expected to be recovered, i.e. through utilisation or consumption, or are paid more than 12 months after the balance sheet date. Amounts that are expected to be recovered or paid within twelve 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 shares' voting rights, and companies in which the Group otherwise has controlling influence (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 by which the purchase price, or where applicable, the non-controlling interest and fair value of previous shareholdings on the acquisition date, exceeds the fair value of the Group's share of identifiable acquired net assets is reported as goodwill. If the difference is negative, this is recognised as a gain on an acquisition at low price directly in profit after re-testing of the difference.

Transactions with non-controlling interests which do not lead to loss of control are recognised as equity transactions, i.e. as transactions with the owners in their role as owners. In the case of acquisitions from non-controlling interests, the difference between the fair value of the purchase price paid and the actual acquired proportionate share of the fair value of the subsidiary's net assets is recognised in equity. Gains and losses on disposals to non-controlling interests are also recognised in equity.

If the business combination is carried out in several steps, the previous proportionate shares of equity in the acquired company are remeasured to their fair value at the time of acquisition. Any gain or loss arising as a result of remeasurement is recognised in profit or loss.

Each contingent consideration to be transferred by the Group is recognised at fair value at the time of acquisition. Subsequent changes in the fair value of a contingent consideration which has been classified as an asset or liability are recognised in accordance with IAS 39 either in the income statement or in other comprehensive income. A contingent consideration classified as equity is not remeasured, and subsequent settlement is recognised 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 to all shareholdings of between 20 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 the losses of an associate 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 undertaken 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:

- assets and liabilities are translated at the exchange rate on the balance sheet date,
- 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
- all exchange rate differences arising are reported as a separate element of the other comprehensive income.

On consolidation, exchange rate differences arising from the translation of the net investments in foreign operations are carried directly to other 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 is it 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 to identify any impairment loss and is recognised at cost less accumulated amortisation. 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 value

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 on a straight-line basis in order to distribute the cost of customer values over their estimated useful life (ten 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 estimated useful life (three to five years).

Expenditure for software development brought 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 (three 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 on 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 measured at fair value through the income statement, outstanding loans, trade receivables, other non-current receivables, other receivables and other current investments. Accounts payable, loans and other liabilities are reported under liabilities. Cash and cash equivalents comprise cash and bank balances. Financial instruments (which in the subsequent accounting are not recognised at fair value) are initially recognised at cost equivalent to the fair value of the instrument, with the addition of transaction expenses 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.

The purchase and sale of financial assets are recognised on the trade date, which is the date on which the company commits itself to purchase or sell the asset.

The fair value of listed financial assets is equivalent to the asset's listed buying rate on the balance sheet date. The fair value of unlisted financial assets is determined using measurement techniques, e.g. recently completed transactions, prices for 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

Outstanding loans and trade receivables are non-derivative financial assets, which have fixed or determinable payments and which are not listed on an active market. They are included in the 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 MEASURED AT FAIR VALUE VIA THE INCOME STATEMENT

A financial instrument in this category is valued on an ongoing basis at fair value with changes in value recognised in the income statement.

Available-for-sale financial assets

Available-for sale financial assets 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. The cost of the pension benefit for defined-benefit pension plans is determined based on actuarial calculations according to the Projected Unit Credit Method. Remeasurements, including actuarial gains and losses, effects of changes in the asset ceiling and return on assets under management (excluding the interest component recognised in the income statement) are recognised directly in the balance sheet with an income or expense corresponding to the change for the period in the statement of comprehensive income in the period in which they arise. Remeasurements recognised in other comprehensive income affect retained earnings and will be reclassified to the income statement. Service costs from prior periods are recognised in the income statement in the period in which the plan is changed. Net interest is calculated by applying the discount rate at the start of the period to the defined-benefit net liability or asset. The defined-benefit costs are divided into the following categories:

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 only recognised if an outflow regarding a particular item in this group of commitments is unlikely. 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 contains the fair value of what has been received or will be received. The company's income principally consists of revenue from consultancy, operating and administrative services, licence income from own products and maintenance rights and rights of use.

Consultancy income on current account is recognised as income when the work is carried out. Work in progress but not yet invoiced on current account is carried in the balance sheet at the invoicing value of work carried out.

For consultancy income at fixed price, the percentage-of-completion method is applied, i.e. income is recognised in relation to the degree of completion of the project concerned at the balance sheet date. Degree of completion is calculated on the basis of incurred cost in relation to the total cost of the project. If the total costs of a project are estimated to exceed the total income, the anticipated loss is recognised immediately in its entirety. If the final outcome cannot be estimated in a reliable way, income is recognised at a value corresponding to the costs. Ongoing non-invoiced fixed price projects are recognised net of any loss risks and advance payments, in the balance sheet as accrued income.

Income from operation and administrative services as well as maintenance rights and rights of use are recognised as income on a straight-line basis over the contract period.

License income is taken up as income on delivery of software if no material obligations remain after delivery. If significant adaptations remain after delivery, the income is accrued over the contract period with consideration of remaining 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.

Rejlers in some cases receives grants for payroll expenses. Where applicable these have reduced the company's employee expenses.

Cash flow statement

The cash flow statement is prepared according to the indirect method. Cash and cash equivalents 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 an insignificant risk of 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. Management of Rejlers' financial risk exposure is centralised in the company's financial 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 Swedish kronor, a translation difference arises because the

translation for the current year is at a different exchange rate than the previous year, and because the 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

Change in exchange rate EUR/SEK	2014	2013
+10%	1.0	0.8
-10%	-1.0	-0.8

Effect on profit after tax

Change in exchange rate NOK/SEK	2014	2013
+10%	1.9	1.7
-10%	-1.9	-1.7

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

This risk must be limited by means of good liquidity planning, with the aid of which Rejlers can secure credit facilities, for example, in good time. 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 that the Group will be able to pay these off without cost in the event of surplus liquidity.

Effect on profit after tax

Change in the interest rate	2014	2013
+1%	0.8	0.8
-1%	-0.8	-0.8

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, classified based on the time remaining, on the balance sheet date, until the contractual due date. The amounts also include estimated interest rates.

2014	less than 1 year	Between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions	39.4	31.9	35.6	-
Accounts payable and other liabilities	146.1	-	-	-
2013	less than 1 year	Between 1 and 2 years	between 2 and 5 years	more than 5 years
Liabilities to credit institutions	99.8	42.0	61.9	-
Accounts payable and other liabilities	136.2	-	-	-

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 institutions and Non-current liabilities to credit institutions in the Group's balance sheet).

During 2014, as in 2013, 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 2014, the equity/assets ratio was 47 per cent (41). The debt/equity ratio at 31 December 2014 and 2013 was as follows:

	2014	2013
Interest-bearing liabilities	106.9	203.7
Total equity	441.6	355.6
Debt/equity ratio, times	0.2	0.6

Certain particular conditions, known as covenants, apply to the Group's borrowing. The covenants which Rejlers has to maintain are that the equity/assets ratio must not exceed 30 per cent and that the net debt/equity ratio in relation to EBITDA must not exceed 2.5. The equity/assets ratio for the Group at the end of 2014 was 47 per cent, and the net debt/equity ratio in relation to EBITDA was 0.8.

At year-end the Group had SEK 89.8 million (49.0) in cash and cash equivalents.

NOTE 4 IMPORTANT ESTIMATES 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, growth of 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 per cent after tax, which is equivalent to 15 per cent (15) 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 have grown by approximately SEK 105 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		Norway		Group wide		Eliminations		The Group	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
	External sales	1,099.5	1,027.6	310.1	282.0	296.5	151.7	2.5	1.9	-	-	1,708.6
Sales between segments	10.7	4.6	0.1	0.2	9.0	0.1	23.4	10.9	-43.2	-15.8	-	-
Other income	1.5	0.4	1.5	1.0	0.0	0.1	-0.1	-	-	-	2.9	1.5
Total income	1,111.7	1,032.6	311.7	283.2	305.5	151.9	25.8	12.8	-43.2	-15.8	1,711.5	1,464.7
Depreciation	-8.6	-8.8	-7.8	-7.1	-8.5	-2.6	-4.4	-4.7	-	-	-29.3	-23.2
Other operating expenses	-1,028.2	-955.3	-290.3	-265.0	-322.6	-132.4	-35.7	-38.6	43.2	15.8	-1,633.6	-1,375.5
Operating profit/loss	74.9	68.5	13.6	11.1	-25.6	16.9	-14.3	-30.5	-	-	48.6	66.0
Capital expenditure	18.7	72.9	1.6	9.4	-26.6	1.8	-	0.9	-	-	-6.3	84.9

Operating segments

The Group's operations are controlled and reported in three geographical segments: Sweden, Finland and Norway.

The Sweden segment primarily consists of engineering consultancy services offered by Rejlers Sverige AB and metering services offered by Rejlers Energitjänster AB.

The Finland segment primarily consists of engineering consultancy services offered by Rejlers Oy and Lausamo Oy.

The Norway segment principally consists of the technical consultancy services operated in Rejlers Norge AS, Rejlers Consulting AS and Rejlers Elisikkerhet AS.

Group-wide refers to Parent Company revenue, 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. With effect from 1 January 2014, Rejlers Norway is reported as a separate segment. Norway was previously reported under the Sweden/Norway segment. Comparative figures for the segment are converted historically.

Information by country

	Revenue		Non-current assets	
	2014	2013	2014	2013
Sweden	1,099.5	1,032.6	82.7	74.1
Finland	308.0	276.7	94.4	92.5
Norway	296.5	151.9	25.9	6.5
Russia	2.1	6.5	0.0	0.1

External income recognised under the countries above represents income invoiced from the country concerned.

Income from transactions with one single customer in one case constitutes 11.8 per cent of total income. Transactions with this customer have taken place in the Sweden, Finland and Norway segments.

NOTE 6 OTHER OPERATING INCOME

	2014	2013
Hire of premises	0.2	0.1
Capital gains, non-current assets	0.1	0.3
Other operating income	2.6	1.1
Total	2.9	1.5

NOTE 7 EMPLOYEES

Full-time employees

	2014			2013		
	Women	Men	Total	Women	Men	Total
The Parent Company						
Sweden	5	7	12	7	5	12
Subsidiaries						
Sweden	164	830	994	156	821	977
Finland	72	369	441	61	345	406
Norway	32	211	243	18	113	131
Russia	-	-	-	6	5	11
Total Group	273	1,417	1,690	248	1,289	1,537

Remuneration to the President and CEO

Remuneration to the President has been decided by the Board following negotiations with the Chairman of the Board. The retirement age of the President has not been regulated by agreement but follows applicable legislation. The pension premium for the President amounts to 35% of the premium-based salary. However, this will be no more than ten price base units. A mutual notice period of 12 months applies between the company and the President. There are no agreements with regard to severance pay.

Remuneration to other senior executives

The President negotiates and agrees with other senior executives on their remuneration in consultation with the Chairman of the Board in accordance with the "grandfather principle". The retirement age of other senior executives is 65. Pensions for other senior executives are defined-contribution. A mutual period of notice of six to 12 months applies between the company and other senior executives. There are no agreements with regard to severance pay.

Wages, salaries, other remuneration, pensions and social security expenses – 2014

	Wages, salaries and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board of Directors and other senior executives	15.5	-	4.2	3.3
Other employees	834.5	1.7	99.1	199.1
Total	850.0	1.7	103.3	202.4

Wages, salaries, other remuneration, pensions and social security expenses – 2013

	Wages, salaries and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board of Directors and other senior executives	11.5	-	3.4	2.8
Other employees	698.0	2.1	176.9	80.2
Total	709.5	2.1	180.3	83.0

Remuneration to the Board

Remuneration to the Board is paid according to the Annual General Meeting's resolution. For the period between the 2014 Annual General Meeting and the 2015 Annual General Meeting a Board fee of SEK 340 thousand (300) is paid to the Chairman of the Board and a fee of SEK 160 thousand (140) to members of the Board who are not employees of the company. In addition, SEK 160 thousand (110) is paid as remuneration for committee work. There are no pension agreements or agreements on severance payments for the members of the Board with the exception of Peter Rejler.

Remuneration to the President, senior executives and Executive Chairman of the Board – 2014

	Remuneration of President	Other senior executives ²⁾	Executive Chairman of the Board
Salary and other benefits	5.2 ¹⁾	8.2	0.5
Variable remuneration	-	-	-
Pension expenses	1.9	1.3	0.1
Social security contributions	2.1	1.9	0.2
Total	9.2	11.4	0.8

¹⁾ With effect from 1 April 2014 Peter Rejler is President and CEO. Of salaries and other remuneration to President for the year, SEK 1.3 million pertains to Peter Rejler. The remaining SEK 3.9 million pertains to salary and severance pay for the previous President and CEO Eva Nygren. Peter Rejler received payment during the year as remuneration to the Executive Chairman of the Board. Remuneration to Peter Rejler totals SEK 2.0 million (1.5).

²⁾ Other senior executives comprise 5 (6) people at the end of 2014.

Remuneration to the President, senior executives and Executive Chairman of the Board – 2013

	Remuneration of President	Other senior managers	Executive Chairman of the Board
Salary and other benefits	2.7	6.3	1.2 ¹⁾
Variable remuneration	-	-	-
Pension expenses	1.0	1.4	0.5
Social security contributions	1.1	1.7	0.5
Total	4.8	9.4	2.2

¹⁾ As well as salary and other remuneration, Peter Rejler receives a Board fee in accordance with a decision of the Annual General Meeting of SEK 0.3 million.

Remuneration to the Board – 2014

Board fee in SEK thousand	Fee	Committee
Ivar Verner, Chairman ¹⁾	327	70
Peter Rejler, Board Member ¹⁾	100	23
Thord Wilkne, Board Member	154	-
Lauri Valkonen, Board Member	154	-
Jan Samuelsson, Board Member	154	35
Åsa Söderström Jerring, Board Member	154	18
Helena Nordman-Knutson, Board Member	106	-
Anders Jonsson, Board Member	154	12
Total	1,303	158

¹⁾ During the period 1 January – 1 April, Peter Rejler was Chairman and Iva Verner was Vice Chairman.

Remuneration to the Board – 2013

Board fee in SEK thousand	Fee	Committee
Peter Rejler, Chairman	300	-
Ivar Verner, Vice Chairman	300	30
Thord Wilkne, Board Member	140	-
Lauri Valkonen, Board Member	140	-
Jan Samuelsson, Board Member	140	50
Åsa Söderström Jerring, Board Member	140	-
Anders Jonsson, Board Member	140	30
Total	1,440	110

NOTE 8 AUDIT FEES

	2014	2013
Deloitte		
Audit fees	1.5	0.8
Fees for auditing work in addition to the audit assignment	0.3	0.1
Fees for tax advice	0.0	-
Fees for other assignments	0.4	0.1
Other audit firms		
Audit fees	0.2	0.3
Fees for other assignments	0.2	0.1
Fees for auditing work in addition to the audit assignment	-	-
Fees for tax advice	-	-
Total	2.6	1.4

Audit assignments refer to review of the annual accounts, the accounting records 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 findings made during this auditing work or while carrying out these assignments. Deloitte has been elected as auditor in charge since the 2013 Annual General Meeting.

NOTE 9 EXPENDITURE FOR SOFTWARE DEVELOPMENT BROUGHT FORWARD

	2014	2013
Acquisition values, opening balance	5.7	7.1
Software developed in-house over the year	-	0.4
Sales/disposals	-	-1.8
Accumulated acquisition values, closing balance	5.7	5.7
Opening depreciations	-3.4	-3.0
Depreciations for the year	-1.0	-1.0
Sales/disposals	-	0.6
Accumulated depreciation, closing balance	-4.4	-3.4
Residual value, closing balance	1.3	2.3

NOTE 10 SOFTWARE

	2014	2013
Acquisition values, opening balance	23.6	18.4
Translation difference	1.1	0.4
Purchases	1.2	4.4
Growth via corporate acquisitions	2.1	0.5
Sales/disposals	-1.5	-0.1
Accumulated acquisition values, closing balance	26.5	23.6
Opening depreciations	-16.0	-13.0
Translation difference	-0.9	-0.5
Sales/disposals	1.2	0.1
Via corporate acquisitions	2.4	-
Depreciations for the year	-4.0	-2.6
Accumulated depreciation, closing balance	-20.2	-16.0
Residual value, closing balance	6.3	7.6
Of which equipment financed by financial leasing:		
Accumulated acquisition values, closing balance	1.6	2.3
Accumulated depreciation, closing balance	-1.1	-1.2
Residual value, closing balance	0.5	1.1

NOTE 11 CUSTOMER VALUE

	2014	2013
Acquisition values, opening balance	67.5	47.4
Translation difference	1.3	0.7
Write-down	-	-0.5
Growth via corporate acquisitions	21.1	19.9
Accumulated acquisition values, closing balance	89.9	67.5
Opening depreciations	-22.5	-16.3
Translation difference	-1.4	-0.9
Write-down	-	0.5
Depreciations for the year	-8.5	-5.8
Accumulated depreciation, closing balance	-32.4	-22.5
Residual value, closing balance	57.5	45.0

The increase in customer value for the year comes from the acquisitions of Rejlers Consulting AS and Sonika AB. Fair values of acquired net assets were identified in the acquisition analyses. The remainder of the purchase considerations is attributable to acquired separable customer value as well as goodwill. Customer value is written off over a period of 10 years.

NOTE 12 GOODWILL

	2014	2013
Acquisition values, opening balance	250.6	180.6
Translation difference	4.4	-0.3
Acquisitions	10.1	70.5
Accumulated acquisition values, closing balance	265.1	250.6
Opening impairments	-2.0	-0.9
Impairment losses for the year ¹	-0.5	-1.1
Accumulated impairment, closing balance	-2.5	-2.0
Residual value, closing balance	262.6	248.6

¹ Impairment losses for the year comprise the discounted operation in Prekam International AB.

Impairment tests for cash-generating units with goodwill

The Group's goodwill has been acquired and is included in the business segments Sweden, Finland and Norway. 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) Growth in revenue

Revenue growth is based on forecasts for the development of the companies and the industry over the next few years, along with the trend in the hourly rate. Growth of 3 per cent has been assumed for the initial five-year period and thereafter perpetual growth of two per cent.

2) Operating margin

The operating margin is affected by the company's expenses, as well as income. 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, 16 (16) per cent for Rejlers Finland and 16 (16) per cent for Rejlers Norway. For the total Group it is 16 (15) per cent. The post-tax discount factor is calculated as 12 (12) per cent for Rejlers Sweden, 13 (13) per cent for Rejlers Finland and 12 (12) per cent for Rejlers Norway.

	Book value		Value-in-use	
SEK million	2014	2013	2014	2013
Rejlers Sweden	118.4	112.7	791.7	844.0
Rejlers Finland	93.2	87.1	212.7	175.8
Rejlers Norway	51.0	48.8	209.4	109.4
Total	262.6	248.6	1,213.8	1,129.2

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

	Growth in revenue		Operating margin		WACC after tax	
Sensitivity Analysis	2014	2013	2014	2013	2014	2013
Rejlers Sweden	3.0%	3.0%	8.0%	8.0%	12.0%	12.0%
Changed value SEK million +/- 1 %	+/-24	+/-26	+/-91	+/-96	+/-71	+/-75
Rejlers Finland	3.0%	3.0%	8.0%	8.0%	13.0%	13.0%
Changed value SEK million +/- 1 %	+/-7	+/-5	+/-25	+/-21	+/-18	+/-15
Rejlers Norway	3.0%	3.0%	8.0%	8.0%	12.0%	12.0%
Changed value SEK million +/- 1 %	+/-3	+/-3	+/-22	+/-12	+/-16	+/-9

The conclusion of the test is that there is no need for impairment.

NOTE 13 EQUIPMENT, TOOLS AND INSTALLATIONS

	2014	2013
Acquisition values, opening balance	97.6	92.2
Translation difference	1.7	0.6
Purchases	20.6	16.7
Growth via corporate acquisitions	6.9	1.2
Sales/disposals	-18.4	-13.1
Accumulated acquisition values, closing balance	108.4	97.6
Opening depreciations	-67.1	-62.3
Translation difference	-1.5	-1.0
Sales/disposals	7.1	8.9
Depreciations for the year	-15.4	-12.7
Accumulated depreciation, closing balance	-76.9	67.1
Residual value, closing balance	31.5	30.5

Of which equipment financed by financial leasing:

Accumulated acquisition values, closing balance	21.2	25.8
Accumulated depreciation, closing balance	-12.6	-14.5
Residual value, closing balance	8.6	11.3

NOTE 14 SUBSIDIARIES AND ASSOCIATES

Subsidiaries

For information on the Group's subsidiaries, see Note N on page 69.

Associates

	2014	2013
Opening carrying amount	33.0	37.1
Share in profits of associates	0.9	-0.6
Withdrawals from associates	-1.5	-0.5
Associates to subsidiaries	-31.1	-
Exchange rate conversion	-	-3.0
Closing carrying amount	1.3	33.0

During 2014 the remaining 51% of the shares in Rejlers Consulting AS were acquired. Following the acquisition Rejlers AB owns 100% of the shares.

	Corp. reg. no.	Reg. office	Business operations	Share of equity		Group share of profit for the year	
				2014	2013	2014	2013
Mirakelbolaget AB	556835-4350	Stockholm	Software development	50%	50%	0.9	0.3
Rejlers Consulting AS	979 982 747	Kristiansand	Consultancy	-	49%	-	-0.9

Summary of associates' financial information

	Income		Profit for the year		Assets		Liabilities	
	2014	2013	2014	2013	2014	2013	2014	2013
Mirakelbolaget AB	10.6	8.0	1.5	0.5	6.2	4.6	3.2	4.2
Rejlers Consulting AS	-	137.3	-	-0.6	-	105.5	-	57.9

NOTE 15 FINANCIAL INCOME

	2014	2013
Interest income	1.6	1.4
Exchange rate gains	1.6	2.3
Other financial income	0.3	0.1
Total	3.5	3.8

NOTE 16 FINANCIAL EXPENSES

	2014	2013
Interest expenses	-3.9	-3.3
Interest expenses, financial leasing	-0.3	-0.4
Exchange rate losses	-2.6	-2.2
Other financial expenses	-0.4	-0.2
Total	-7.2	-6.1

NOTE 17 TAXATION ON PROFIT/LOSS FOR THE YEAR

	2014	2013
The following items are included in tax expense:		
Taxation on profit/loss for the year	17.9	19.1
Deferred tax	-6.5	-2.2
Adjustment of deferred tax in previous year	-	-4.2
Adjustment previous year	-0.4	0.3
Total	11.0	13.0
Profit/loss before tax	44.9	63.7
Tax at applicable tax rate 22% (22)	9.9	14.0
Effect of foreign tax rates	-1.8	1.4
Effect of non-deductible expenses	3.8	4.3
Effect of non-taxable income	-0.8	-1.4
Effect of changed tax rates	-	-1.6
Adjustment previous year	0.0	-4.2
Annet	-0.1	0.5
Reported tax	11.0	13.0

The gross change in deferred taxes is as follows:

	2014	2013
Opening balance	35.3	36.5
Translation difference	0.3	0.8
Through business combinations	-0.7	4.4
Recognition in the income statement	-6.5	-6.4
Recognised in statement of total other comprehensive income	-5.1	-
Deferred tax, net	23.3	35.3

The change in deferred tax liabilities and receivables is shown below:

Deferred tax liabilities	Untaxed reserves	Customer value	Annet	Total
As of 01/01/2014	22.5	10.1	3.8	36.4
Recognised in the income statement	0.9	-2.0	0.7	-0.4
Increase through business combinations	-	5.5	-	5.6
Translation difference	-	0.0	0.1	0.0
As of 31/12/2014	23.4	13.6	4.6	41.6

Deferred tax liabilities	Untaxed reserves	Customer value	Annet	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	5.1	-	4.5
Translation difference	-	0.0	0.1	0.7
As of 31/12/2013	22.5	10.1	3.8	36.4

Deferred tax assets	Deficits for tax purposes	Provisions	Defined-benefit pension liability	Total
As of 01/01/2014	-	1.1	-	1.1
Recognised in the income statement	0.5	5.5	-	6.0
Growth via corporate acquisitions	-	6.2	-	6.2
Recognised in statement of total other comprehensive income	-	-	5.1	5.1
Translation difference	-	-0.1	-	-0.1
As of 31/12/2014	0.5	12.7	5.1	18.3

Deferred tax assets	Deficits for tax purposes	Provisions	Defined-benefit pension liability	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
As of 31/12/2013	-	1.1	-	1.1

NOTE 18 PROFIT PER SHARE

	2014	2013
Profit attributable to Parent Company shareholders	33.9	50.7
Average number of shares	12,200,899	11,381,173
Earnings per share (SEK per share), basic	2.78	4.45
Earnings per share (SEK per share), diluted	2.75	4.44

There is no options programme or similar, and consequently there are no dilution effects.

NOTE 19 LONG-TERM HOLDING OF SECURITIES

	2014	2013
Acquisition values, opening balance	0.8	0.8
Purchases during the year	0.1	-
Sales during the year	-	-0.1
Translation difference	0.0	0.1
Accumulated acquisition values, closing balance	0.9	0.8

NOTE 20 OTHER NON-CURRENT RECEIVABLES

	2014	2013
Deposits	0.6	0.2
Annet	1.8	1.2
Total	2.4	1.4

NOTE 21 TRADE RECEIVABLES

	2014	2013
Trade receivables	290.6	294.6
Provision for doubtful trade receivables	-4.2	-2.7
Total	286.4	291.9

Age analysis	2014	2013
Receivables not due	259.1	255.2
Due in <30 days	21.3	29.5
Due in 30-90 days	3.1	1.7
Due in >90 days	7.1	8.2
Total	290.6	294.6

Provisions for doubtful trade receivables	2014	2013
Provisions at the start of the year	-2.7	-1.1
Provisions during the year	-0.6	-1.6
Confirmed losses	-0.9	-
Provisions at the end of the year	-4.2	-2.7

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 classes of assets. Nor are there any other receivables or payables overdue.

NOTE 22 PREPAID EXPENSES AND ACCRUED INCOME

	2014	2013
Prepaid rents	9.1	8.6
Accrued leasing fees	0.2	0.8
Accrued income	121.3	90.7
Other items	15.5	13.8
Total	146.1	113.9

NOTE 23 OPERATIONAL LEASING

Operational leasing includes hire agreements relating to computer equipment and photocopiers as well as rental of premises. Future payments will fall due for payment as shown below.

	2014	2013
Within one year	19.1	45.4
Between one year and five years	162.9	65.2
More than five years	9.1	2.0
Total	191.1	112.6

Leasing fees were recognised as an expense of SEK 14.5 million (12.8) during the year

NOTE 24 LIABILITIES TO CREDIT INSTITUTIONS

Long-term	2014	2013
Bank loans	62.2	96.5
Financial leasing	5.3	7.4
Total	67.5	103.9

Short-term	2014	2013
Bank loans	35.6	94.8
Financial leasing	3.8	5.0
Total	39.4	99.8

The Group has an overdraft facility with a limit of SEK 60 million (70). The company does not have any liabilities falling due for payment in more than five years.

Maturity analysis, liabilities to credit institutions	2014	2013
Within one year	39.5	97.3
1-2 years	27.4	37.4
2-3 years	17.9	29.3
3-4 years	16.5	19.9
4-5 years	1.6	14.1

Financial leasing liabilities include cars leased for three years. No agreements fall due for payment in more than five years.

Terms and repayment periods

	Loan amount in currency	Carrying amount (SEK million)	Interest rate, %	Year of payment of balance
Bank loans, SEK	2.2	2.2	2.05	2015
Bank loans, SEK	4.5	4.5	1.11	2015
Bank loans, SEK	3.1	3.1	1.28	2016
Bank loans, SEK	10.0	10.0	1.80	2016
Bank loans, SEK	15.7	15.7	1.80	2018
Bank loans, SEK	27.2	27.2	1.87	2019
Bank loans, NOK	7.0	7.4	2.97	2016
Bank loans, EUR	2.9	27.8	1.93	2018

New loans were raised in connection with acquisitions during the year. The following conditions 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 2.5.

NOTE 25 PENSION COMMITMENTS**Defined-benefit pension plans****Sweden**

For salaried employees in Sweden, the defined-benefit pension commitments for retirement and family pension (alternatively survivor pension) are secured through an insurance policy with Alecta. According to a statement by the Swedish Financial Reporting Board, UFR 3 Classification of ITP plans funded through insurance with Alecta, this is a defined-benefit plan that covers several employees. For the 2014 financial year the company has not had access to information enabling it to account for its proportionate share of the plan's commitments, assets under management and costs, with the result that it has not been possible to recognise the plan as a defined-benefit plan. The ITP 2 pension plan secured through an insurance policy with Alecta is therefore recognised as a defined-contribution plan. Premiums for the defined-benefit retirement and family pension are individually calculated and depend, among other things, on salary, previously earned pension and expected remaining length of service. Expected contributions for the next reporting periods for ITP 2 policies taken out with Alecta total SEK 35.4 million (2014: 33.7). The Group's share of total contributions to the plan and the Group's share of the total number of active members in the plan are 0.00096 per cent (0.00053) and 0.00046 per cent (0.00130) respectively. The collective level of consolidation consists of the market value of Alecta's assets as a percentage of the insurance commitments calculated according to Alecta's actuarial methods and assumptions, which are not in agreement with IAS 19. The collective level of consolidation must normally be allowed to vary between 125 and 155 per cent. If Alecta's collective level of consolidation is lower than 125 per cent or higher than 155 per cent, measures must be taken aimed at creating the necessary conditions for the level of consolidation to return to the normal range. In the case of low consolidation, one measure may be raise the agreed price of new subscriptions and expanding existing benefits. In the case of high consolidation one measure may be to introduce premium reductions. At the end of 2014, Alecta's surplus in the form of the collective consolidation level amounted to 143 per cent (148).

Norway

In Rejlers Consulting AS and Rejlers Elskerhet AS there is a defined-benefit pension scheme for those employed before 1 April 2007. In 2014, 33 active employees and 28 retired employees were covered by the scheme. The pension scheme provides a defined future pension based on number of years of service and salary level at the time of retirement. The assets under management are managed by an external fund manager.

Finland

There are no defined-benefit plans in Finland.

Defined-benefit pension plans in the balance sheet

Current value of defined-benefit obligations	-153.8	-
Fair value of plan assets	110.2	-
Total	43.6	-
Pension provisions	43.6	-
Recognised in the balance sheet	43.6	-
Change in the defined-benefit pension obligation	2014	2013
Opening balance	-	-
Acquired pension obligations	-139.0	-
Service cost for current year	-5.0	-
Interest expenses	-5.6	-
Actuarial gains/losses as a consequence of changes in demographic assumptions	13.9	-
Actuarial gains/losses as a consequence of changes in financial assumptions	-26.2	-
Benefits paid	2.2	-
Employer contributions to paid-in pension assets	0.7	-
Total defined-benefit commitments	-153.8	-
Change in the fair value of the plan assets	2014	2013
Opening balance	-	-
Acquired plan assets	109.4	-
Contributions by the employer	6.2	-
Yield on plan assets, excl. interest	4.6	-
Actuarial gains/losses	-6.5	-
Benefits paid	-2.2	-
Employer contributions to paid-in pension assets	-1.3	-
Total defined-benefit commitments	110.2	-
Breakdown of plan assets	2014	2013
Shares	5%	-
Fixed-income securities	95%	-
Total	100%	-
Actuarial assumptions	2014	2013
Discount rate +1%/-1%	58.0/8.7	-
Future annual salary increase +1%/-1%	26.6/44.8	-
Future annual pension increase +1%/-1%	2.5/1.1	-

At the turn of the year, the average maturity of the pension plan was 6.5 years. Pension plan contributions are estimated at SEK 6.4 million for the coming year. The Group is exposed through the defined-benefit pension plans to a number of actuarial risks such as investment, risk, interest-rate risk, risk relating to age expectancy and risk of increase in pay. The company management judges, however, that in view of the size of the defined-benefit pension plan these risks are limited. The current value of the defined-benefit pension liability is calculated using a discount rate established on the basis of the rate of interest for corporate bonds in Norway. If the yield on assets under management is lower than this interest rate, this will create a deficit in the plan. At present, the plan has a relatively balanced spread of investments divided into shares and fixed-income securities. A rise in corporate bond rates would lead to a decrease in pension obligation. A rise in assumptions on life expectancy would also lead to an increase in pension liability. As the calculation of pension liabilities takes account of future pay increases, an increase in employee salaries leads to an increase in pension liability.

NOTE 26 ACCRUED COSTS AND PREPAID INCOME

	2014	2013
Accrued salaries	86.3	65.8
Accrued social security contributions	16.8	19.0
Prepaid income	11.3	8.1
Annet	35.5	26.2
Total	149.8	119.1

NOTE 27 PLEDGED ASSETS AND CONTINGENT LIABILITIES

	2014	2013
Bank overdraft		
Floating charges	69.7	45.9
Liabilities to credit institutions		
Equipment with financial leasing	42.3	38.5
Pledged shares	88.7	30.4
Other contingent liabilities		
Hire responsibilities	14.1	10.3
Total	214.8	125.1

NOTE 28 BUSINESS COMBINATIONS

During 2014, the Group acquired the remaining 51 per cent of the shares in Rejlers Consulting AS and its subsidiaries Rejlers Elisikkerhet AS, Rejlers Elprosjektering AS and Rejlers Services AS. In addition, all the shares in Sonika AB were acquired.

Acquisitions in 2014	Date	Share of trans.	Share after	Purchase price
Rejlers Consulting AS	07/01/2014	51%	100%	31.9
Sonika AB	01/10/2014	100%	100%	10.5
Total				42.4

Acquisitions in 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
Total				106.0

Contribution of the acquired businesses to revenue and profit/loss

	2014	2013
Contribution to revenue in the year's accounts	97.4	53.9
Contribution to revenue if the business had been owned for the full year	102.5	127.2
Contribution to operating profit in the year's accounts	-1.8	11.5
Contribution to operating profit/loss if the business had been owned for the full year	0.3	23.1

Total net assets of acquired businesses at time of acquisition

	Rejlers Consulting AS	Sonika AB	2014	2013
Property, plant and equipment non-current assets	15.5	0.3	15.8	3.0
Current assets	34.3	6.1	40.4	22.4
Cash and cash equivalents	61.5	-	61.5	27.0
Other current liabilities	-30.5	-3.6	-34.1	-14.4
Non-current liabilities	-30.5	-	-30.5	-17.2
Net identifiable assets and liabilities	50.3	2.8	53.1	20.8
Goodwill	0.5	6.2	6.7	70.4
Customer value	19.2	1.9	21.1	19.9
Deferred tax on intangible assets	-5.1	-0.4	-5.5	-5.1
Portion acquired earlier	-33.0	-	-33.0	-
Purchase price	31.9	10.5	42.4	106.0
Deductions:				
Cash and cash equivalents in acquired companies	-61.5	-	-61.5	-27.0
Paid with newly issued shares	-	-	-	9.6
Decrease in cash and cash equivalents (+), increase (-)	-29.6	10.5	-19.1	69.4

Surplus value is identified on acquisition. The surplus value is distributed between customer value and goodwill. During 2014, surplus value was distributed as follows: customer value SEK 21.1 million (19.9) and goodwill SEK 6.7 million (70.4). 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. These amounts totalled SEK 0.3 million (11).

NOTE 29 FINANCIAL INSTRUMENTS BY CATEGORY

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

2014	Financial assets measured at fair value via the income statement	Loan and trade receivables	Other financial liabilities	Total carrying amount	Fair value
Financial investments	0.9	-	-	0.9	0.9
Non-current receivables	-	2.4	-	2.4	2.4
Trade receivables	-	286.4	-	286.4	286.4
Other current receivables	-	37.2	-	37.2	37.2
Cash and cash equivalents	-	89.8	-	89.8	89.8
Total	0.9	415.8	-	416.7	416.7
Non-current interest-bearing liabilities	-	-	67.5	67.5	67.5
Current interest-bearing liabilities	-	-	39.4	39.4	39.4
Other current liabilities	-	-	105.6	105.6	105.6
Accounts payable	-	-	51.9	51.9	51.9
Total	-	-	264.4	264.4	264.4

2013	Financial assets measured at fair value via the income statement	Loan 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
Total	0.8	353.5	-	354.3	354.3

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
Total	-	-	346.4	346.4	346.4

Financial investments measured at fair value via the income statement measured at fair value according to level one (fair value established on the basis of quoted prices on an active market for the same instrument). A calculation of fair value based on discounted future cash flows, where a discount rate reflecting the counterparty's credit risk constitutes the most material input data, is not assessed as causing a material difference in comparison with the carrying amount of financial assets and financial liabilities which are included in level two. The carrying amount for all financial assets and liabilities is therefore considered to be a good approximation of the fair value.

NOTE 30 TRANSACTIONS WITH RELATED PARTIES

Rejlers has identified as related parties the Rejler family, with 58 per cent of the votes and associates.

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

Listing of related-party transactions

	Sales to related parties		Receivables from related parties	
	2014	2013	2014	2013
Associates	0.4	1.0	0.0	-
Rejler family	-	-	-	-

Remuneration to the Chairman of the Board

Peter Rejler was Executive Chairman until 1 April 2014 and as such received remuneration in the form of salary and pension premiums for work carried out beyond this role as Chairman of the Board.

On 1 April Peter Rejler was appointed CEO of the Group. The level of remuneration follows guidelines on market-based remuneration to senior executives. Decisions on level of remuneration are made by the Board excluding Peter Rejler.

NOTE 31 EVENTS AFTER THE END OF THE YEAR

Rejlers acquired Enea's Swedish operation Energy Business Sweden AB (EBS) on 11 March 2015. EBS offers energy-efficient services for reduced energy consumption in properties and local authorities. EBS has 11 employees and annual revenue of SEK 30 million.

Income statement – Parent Company

Amounts in SEK million	Note	2014	2013
Operating income			
Net revenue	B, C	23.8	12.8
Total operating income		23.8	12.8
Operating costs			
Other external expenses	C, D	-14.3	-22.0
Personnel costs	E	-19.7	-19.9
Depreciation, amortisation and impairment losses of property, plant and equipment and intangible non-current assets	K, L	-1.0	-0.9
Operating profit/loss		-11.2	-30.0
Profit/loss from financial items			
Share in profits, Group companies	F	69.9	48.5
Other interest income and similar profit/loss items	G	1.6	2.9
Interest expenses and similar profit items	H	-5.0	-5.0
Profit/loss after financial items		55.3	16.4
Balance sheet appropriations	I	-11.2	-0.2
Profit/loss before tax		44.1	16.2
Taxation on profit/loss for the year	J	-9.3	-3.0
PROFIT FOR THE YEAR		34.8	13.2

Statement of comprehensive income – Parent Company

Amounts in SEK million	Note	2014	2013
Profit for the year		34.8	13.2
Comprehensive income for the year		34.8	13.2

Balance sheet – Parent Company

Amounts in SEK million	Note	2014	2013
ASSETS			
NON-CURRENT ASSETS			
Intangible non-current assets			
Expenditure for software development brought forward	K	1.2	2.0
Total intangible non-current assets		1.2	2.0
Property, plant and equipment			
Equipment, tools and installations	L	0.6	0.8
Total property, plant and equipment		0.6	0.8
Financial non-current assets			
Participations in associates	M	0.7	37.4
Shares in Group companies	N	301.6	226.4
Other non-current receivables		1.4	0.9
Total financial non-current assets		303.7	264.7
Deferred tax receivables		-	0.9
Total non-current assets		305.5	267.5
CURRENT ASSETS			
Current receivables			
Receivables from Group companies		68.3	45.2
Current tax receivables		-	2.4
Other receivables		4.1	6.2
Prepaid costs and accrued income	O	1.2	0.9
Total current receivables		73.6	54.7
Cash and bank		13.9	0.4
Total current assets		87.5	55.1
TOTAL ASSETS		393.0	322.6
EQUITY			
Restricted equity			
Share capital		24.6	22.8
Reserves		29.6	29.6
Total restricted equity		54.2	52.4
Unrestricted equity			
Profit brought forward		-21.2	-9.8
Premium fund		124.2	42.6
Profit for the year		34.7	13.2
Total non-restricted equity		137.7	46.0
Total equity		191.8	98.4
Untaxed reserves	P	30.9	19.7
LIABILITIES			
Non-current liabilities			
Liabilities to credit institutions		41.4	70.4
Other non-current liabilities		1.4	0.9
Total non-current liabilities		42.8	71.3
Current liabilities			
Trade payables		2.8	2.8
Liabilities of Group companies		86.9	34.8
Liabilities to credit institutions		28.7	90.3
Other liabilities		0.5	1.0
Current tax liabilities		4.0	0.6
Accrued costs and prepaid income	Q	4.6	3.7
Total current liabilities		127.5	133.2
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		393.0	322.6
OFF-BALANCE SHEET ITEMS			
Amounts in SEK million	Note	2014	2013
Pledged assets and contingent liabilities	R	-	30.4

Change in equity – Parent Company

Amounts in SEK million	Restricted equity		Unrestricted equity		Total equity
	Share capital	Reserves	Premium fund	Retained earnings and the profit for the year	
Opening balance, 01/01/2013	22.6	29.6	33.2	24.2	109.6
Profit for the year	-	-	-	13.2	13.2
Transactions with shareholders					
Dividend in respect of 2012	-	-	-	-34.0	-34.0
New share issue	0.2	-	9.4	-	9.6
Closing balance, 31/12/2013	22.8	29.6	42.6	3.4	98.4
Opening balance, 01/01/2014	22.8	29.6	42.6	3.4	98.4
Profit for the year	-	-	-	34.7	34.7
Transactions with shareholders					
Dividend in respect of 2013	-	-	-	-24.6	-24.6
New share issue	1.8	-	81.5	-	83.3
Closing balance, 31/12/2014	22.8	29.6	124.1	13.5	191.8

Cash flow – Parent Company

Amounts in SEK million	Note	2014	2013
Funds provided			
Cash flow from the operating activities			
Operating profit/loss		-11.2	-30.0
Adjustment for items not included in cash flow			
Impairments on non-current assets		1.0	0.9
Total, items not affecting cash flow		1.0	0.9
Change in working capital			
Increase/decrease in current receivables		-21.3	-45.0
Increase/decrease in accounts payable		-0.1	-9.0
Increase/decrease in other current liabilities		52.0	19.3
Cash flow from the operating activities		17.0	-64.5
Investing activities			
Acquisition of subsidiaries		-40.0	-54.3
Withdrawals from associates		1.5	0.5
Acquisition of property, plant and equipment		-	-0.9
Cash flow from investment activities		-38.5	-54.7
Financing activities			
New share issue		83.3	-
Loans raised		32.0	121.9
Repayments		-122.7	-22.3
Group contributions received		67.0	45.0
Group contributions paid		-	-1.0
Paid dividend		-24.6	-34.0
Cash flow from financing activities		35.0	109.6
Cash flow for the year		13.5	-9.6
Cash and cash equivalents at start of year		0.5	10.0
Exchange rate differences in cash and cash equivalents		-0.1	0.1
Cash and cash equivalents at end of year		13.9	0.5

Notes – Parent Company

Amounts in SEK million unless otherwise stated.

NOTE A ACCOUNTING POLICIES

Supplementary disclosures

These accounting policies pertain to the Parent Company Rejlers 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 subsidiaries are recognised as financial income. Group contributions paid by parent company to subsidiaries are recognised as increase in participating interests in Group companies. Group contributions received by subsidiaries from Parent Company are recognised in equity. Group contributions paid by subsidiaries to Parent Company are recognised in equity.

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

For the recognition of financial guarantees the Parent Company applies RFR 2, which represents a relaxation in comparison with IAS 39 with regard to financial guarantee agreements issued in favour of subsidiaries and associates.

NOTE B INCOME

	2014	2013
Fees for work performed	23.8	11.5
Other income attributable to consultancy operations	-	1.3
Total	23.8	12.8

NOTE C PURCHASES AND SALES BETWEEN GROUP COMPANIES

	2014	2013
Purchases (in % of Other external costs)	21	15
Sales (as % of Total operating income)	99	87

NOTE D AUDIT FEES

	2014	2013
Audit fees	0.3	0.3
Fees for auditing work in addition to the audit assignment	0.2	0.1
Fees for tax advice	-	-
Fees for other assignments	0.2	-
Total	0.7	0.4

Remuneration for both 2013 and 2014 pertains to Deloitte.

NOTE E EMPLOYEES

	2014			2013		
	Women	Men	Total	Women	Men	Total
Average number of employees	5	7	12	7	5	12

Wages, salaries, other remuneration, pensions and social security expenses 2014

	Wages, salaries and other remuneration	Variable remuneration	Social security contributions	Pension expenses
Board and President	7.2	-	2.0	2.0
Other employees	4.1	-	0.8	2.5
Total	11.3	-	2.8	4.8

Wages, salaries, other remuneration, pensions and social security expenses 2013

	Wages, 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
Total	12.5	0.0	4.2	3.0

NOTE F SHARE IN PROFITS, GROUP COMPANIES

	2014	2013
Dividends from subsidiaries	2.9	4.5
Group contributions	67.0	44.0
Total	69.9	48.5

NOTE G OTHER INTEREST INCOME AND SIMILAR PROFIT ITEMS

	2014	2013
Exchange rate gains	1.3	2.3
Interest income, external	0.3	0.3
Interest income, internal	0.0	0.3
Total	1.6	2.9

NOTE H INTEREST EXPENSES AND SIMILAR PROFIT ITEMS

	2014	2013
Exchange rate losses	-1.9	-1.8
Interest expense, external	-2.8	-2.8
Interest expense, internal	-0.3	-0.4
Total	-5.0	-5.0

NOTE I BALANCE SHEET APPROPRIATIONS

	2014	2013
Provision to tax allocation reserve for the year	-14.0	-4.4
Reversal from tax allocation reserve for the year	2.8	4.4
Change in excess depreciation for the year	0.0	-0.2
Total	-11.2	-0.2

NOTE J TAXATION ON PROFIT/LOSS FOR THE YEAR

	2014	2013
The following items are included in tax expense:		
Taxation on profit/loss for the year	5.4	6.7
Tax attributable to Group contributions	-14.7	-9.7
Total	-9.3	-3.0
Profit/loss before tax	44.1	16.2
Tax at applicable tax rate 22% (22%)	-9.7	-3.5
Tax effect of:		
Non-deductible expenses	-0.2	-0.5
Non-taxable income	0.6	1.0
Reported tax	-9.3	-3.0

NOTE K EXPENDITURE FOR SOFTWARE DEVELOPMENT BROUGHT FORWARD

	2014	2013
Acquisition values, opening balance	3.9	3.9
Accumulated acquisition values, closing balance	3.9	3.9
Opening depreciations	-1.9	-1.1
Depreciations for the year	-0.8	-0.8
Accumulated depreciation, closing balance	-2.7	-1.9
Residual value, closing balance	1.2	2.0

NOTE L EQUIPMENT, TOOLS AND INSTALLATIONS

	2014	2013
Acquisition values, opening balance	0.9	0.0
Purchases		0.9
Accumulated acquisition values, closing balance	0.9	0.9
Opening depreciations	-0.1	-0.0
Depreciations for the year	-0.2	-0.1
Accumulated depreciation, closing balance	-0.3	-0.1
Residual value, closing balance	0.6	0.8

NOTE M PARTICIPATIONS IN ASSOCIATES

	Corp. reg. no.	Reg. office	Business operations	Share of equity		Book value	
				2014	2013	2014	2013
Mirakelbolaget AB	556835-4350	Stockholm	Software development	50%	50%	0.7	2.1
Rejlers Consulting AS ¹⁾	979 982 747	Kristiansand	Consulting	-	49%	-	35.3

¹⁾ At the beginning of 2014 the remaining 51% of Rejlers Consulting AS was acquired. The company is subsequently wholly owned by Rejlers AB.

NOTE N SHARES IN GROUP COMPANIES

	Book value	
	2014	2013
Sweden (registered office Stockholm)		
Rejlers Sverige AB	100.7	100.7
Råbe Industrikonsult i Örnsköldsvik AB	0.4	0.4
Råbe Industrikonsult i Göteborg AB	0.3	0.3
Finland		
Rejlers Finland Oy	44.4	44.4
Norway		
Rejlers Norge AS	88.7	1.0
Rejlers Consulting AS	67.1	-
Rejlers AS	-	12.0
Rejlers Elkraft AS	-	44.4
Rejlers Railconsult AS	-	12.0
Total	301.6	226.4

During the year Rejlers AS, Rejlers Elkraft AS, Rejlers Railconsult AS and Rejlers Elprosjektering AS were merged with Rejlers Norge AS. All the companies in the table above are wholly owned by Rejlers AB.

NOTE O PREPAID COSTS AND ACCRUED INCOME

	2014	2013
Prepaid rents	0.1	-
Accrued income	0.8	0.4
Annet	0.3	0.5
Total	1.2	0.9

NOTE P UNTAXED RESERVES

	2014	2013
Tax allocation reserve, tax 09	-	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	4.4
Tax allocation reserve, tax 15	14.0	-
Excess depreciation	0.5	0.6
Total	30.9	19.7

NOTE Q ACCRUED EXPENSES AND PREPAID INCOME

	2014	2013
Accrued salaries	2.5	-
Accrued social security contributions	0.9	0.8
Annet	1.2	2.9
Total	4.6	3.7

NOTE R PLEDGED ASSETS AND CONTINGENT LIABILITIES

	2014	2013
Participations in associates	-	30.4
Total	-	30.4

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, 20 March 2015, Rejlers AB (publ)

Ivar Verner
Chairman

Anders Jonsson
Director of the Board

Helena Nordman-Knutson
Director of the Board

Jan Samuelsson
Director of the Board

Åsa Söderström Jerring
Director of the Board

Lauri Valkonen
Director of the Board

Thord Wilkne
Director of the Board

Björn Lauber
Employee Representative

Sten Pettersson
Employee Representative

Peter Rejler
President, CEO and Board Member

Our auditor's report was presented on 31 March 2015
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 conducted an audit of the annual report and consolidated financial statements of Rejlers AB (publ) for the financial year 1 January 2014 – 31 December 2014 with the exception of the corporate governance report on pages 37–40. The annual accounts and consolidated financial statements are included in the printed version of this document on pages 34–70.

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.

Responsibilities of the auditor

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

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present, in all material respects, a true and fair view of the financial position of the Parent Company as of 31 December 2014 and of its financial performance and cash flows for the year then ended in accordance with the Annual Accounts Act. The consolidated financial statements have been prepared in accordance with the Annual Accounts Act and present, in all material respects, a true and fair view of the financial position of the Group as of 31 December 2014 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act. Our opinion does not pertain to the Corporate Governance Report on pages 37–40.

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 carried out a review of the proposed allocation of the company's profit or loss, as well as the Board's and the President's administration of Rejlers AB (publ.) for the financial year 1 January 2014 – 31 December 2014. 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 37–40 is prepared in accordance with the Swedish Annual Accounts Act.

Responsibilities of the auditor

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 obtained forms sufficient and appropriate grounds for the opinion we express.

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, 31 March 2015
Deloitte AB

Birgitta Lööf
Authorised Public Accountant

Definitions

Number of full-time employees

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

Return on shareholders' equity

Profit/loss after tax in relation to average equity.

Return on capital employed

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

Operating margin

Operating profit/loss after depreciation in relation to income.

Operating profit/loss per full-time employee

Operating profit/loss 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.

AGM information

The Annual General Meeting of Rejlers AB (publ.) will be held at 5.00 pm on Monday 4 May 2015 at the Lindhagen Conference Centre, Lindhagensgatan 126, in Stockholm.

Registration

Shareholders registered in the shareholders' register maintained by Euroclear Sweden AB no later than Monday 27 April 2015 are entitled to attend the Annual General Meeting. Those wishing to attend the Annual General Meeting must register no later than by 4.00 pm on Monday 27 April 2015, either by phone: +46 (0)771-78 00 00, by e-mail to arsstamman@rejlers.se or in writing to Rejlers AB at the address:

Annual General Meeting
Rejlers AB (publ)
PO Box 30233
SE-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.com, 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 27 April 2015 in order to participate in the Meeting. Shareholders must inform the fund manager of this in plenty of time before Wednesday 27 April 2015.

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 6 May 2015, with a payment date of 11 May 2015.

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Photographs: President's statement: Johan Olsson. Vision and goals: Carl-Frederic Salicath. Strategy: Folio Bildbyrå. Map: Folio Bildbyrå. An eventful year: Peter Rejler – Rickard Kilström, Mats Åhrström – Johan Olsson, Oslo office – Carl-Frederic Salicath, Kiruna – Alexandar Vujadinovic, Skiing pictures – Nisse Schmidt, Ötillö – Jakob Edholm, Health-Promoting Manager of the Year – Karina Ljundahl. The market and surrounding world: Jakob Edholm. Rejlers Nordic region: Shutterstock. Energy: Energy metering in the Nordic region – Carl-Frederic Salicath, KVV8 – Hans Ekestang. Infrastructure: Goods traffic in Hedmark – Wikimedia Commons. Building and property: Humanisten – Tenjin Visual/KUB arkitekter, Uppsala University – Photomontage 3XN, The Viking Ship – Pål Henning Berg. Industry: Trondheim – Åge Hojem/Port of Trondheim. Employees: Johan Olsson, Ulf Palm, Carl-Frederic Salicath. Board and management: Johan Olsson. **Production:** Concept and design – BerntzonBylund. Production – BerntzonBylund. Retouching – Morgan Ekner. Printing – Strokirk-Landström. Cover – Urban motif from Helsinki, Folio Bildbyrå.



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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