

# Corporate governance report

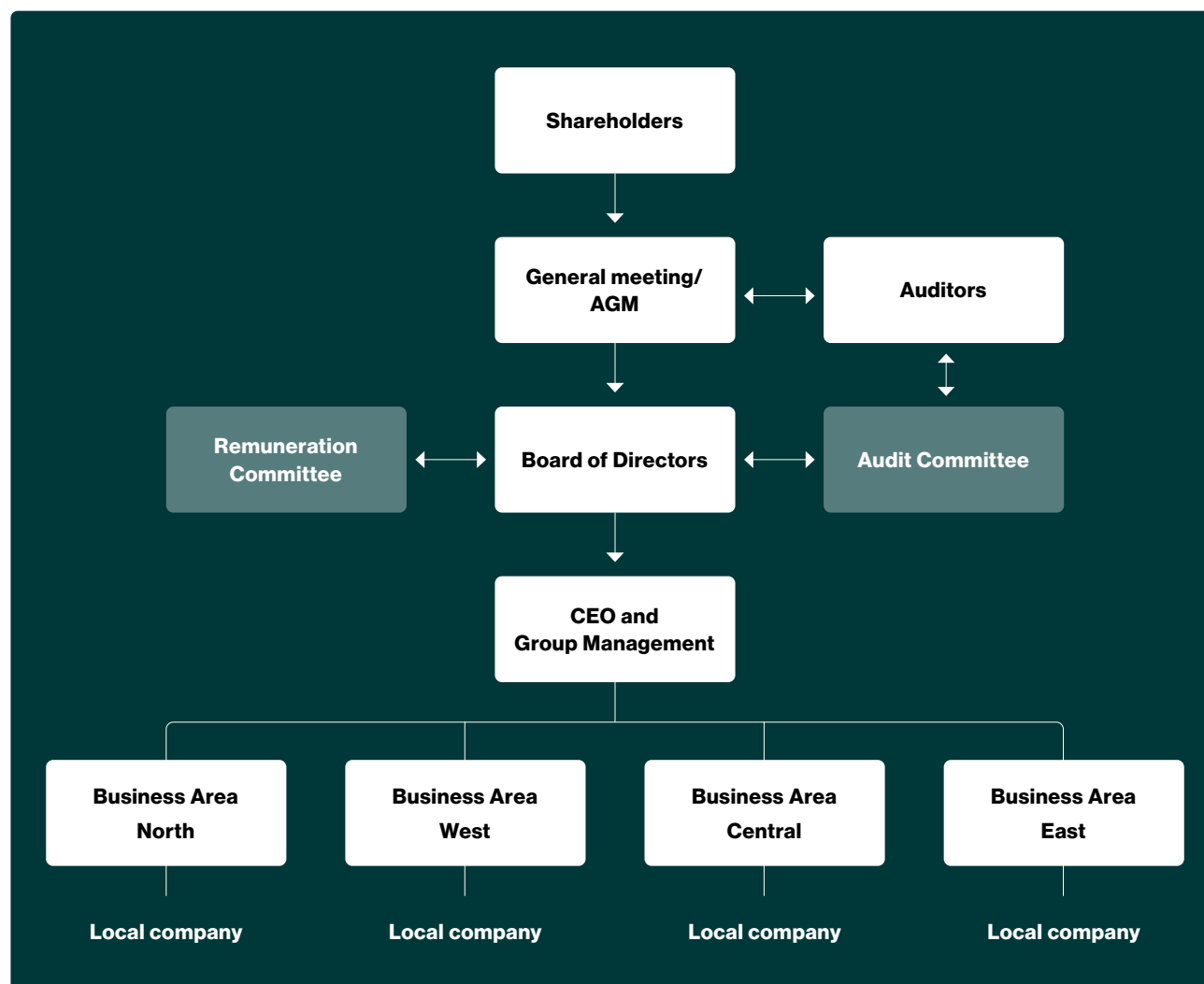
Corporate governance at Asker Healthcare Group is designed to support the Group's long-term strategy and ensure that the operations are governed sustainably, responsibly and effectively based on a good corporate culture and internal control. It defines the decision-making systems and structures and the division of responsibilities and duties. The purpose is to provide guidance for employees, ensure a good risk culture and create internal processes for adequate control. Robust corporate governance is ultimately a matter of Asker maintaining the confidence of shareholders, employees and other stakeholders.

*The 2022 corporate governance report has not been audited separately by Asker's auditors. The report contain disclosures in accordance with Chapter 6, Section 6 of the Swedish Annual Accounts Act.*

## Corporate governance structure

The Group's Parent Company is Asker Healthcare Group AB (the company), with its registered office in Danderyd, Sweden. The operations are conducted in four business areas by geography. The operating subsidiaries are independent and report to the relevant Business Area Director.

As a Swedish private limited liability company, Asker is subject to a number of external regulations that



affect its corporate governance. Examples of external regulations are:

- Swedish Companies Act
- Accounting legislation, including the Swedish Book-keeping Act, Swedish Annual Accounts Act and International Financial Reporting Standards (IFRS)
- Applicable EU regulations, such as the EU Medical Device Regulation 2017/745 (MDR), the EU In Vitro Diagnostic Medical Devices Regulation 2017/746 (IVDR) and the General Data Protection Regulation (GDPR).

The Swedish Corporate Governance Code (the "Code") is based on the principle of "comply or explain" and primarily applies to listed companies, but also symbolises market expectations of good corporate governance. Accordingly, Asker aims to implement the Code in its operations as far as possible. However, any deviations will not be noted separately in this report.

#### **Asker Management Standard – framework for Asker's decentralised corporate governance**

The healthcare systems in Europe vary between each country and hence it is important to have strong local operations that know the market and its conditions. Asker has adopted internal rules to govern the Group and processes to monitor compliance in order to ensure adherence with laws and regulatory requirements and the values and requirements that Asker also sets for all of the businesses within the Group. This corporate governance framework is called the Asker Management Standard. The purpose of the Asker Management Standard is to clarify the local responsibility for strategy and results, cooperation within the Group and the requirements the Group sets on the

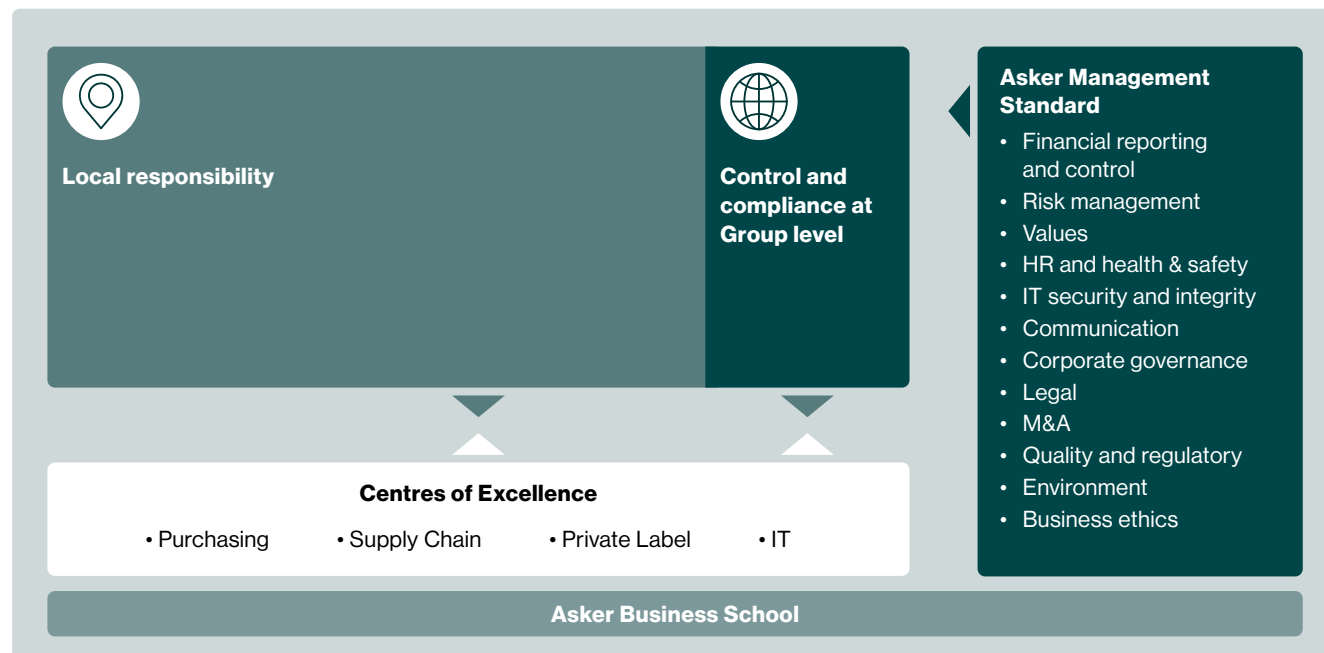
operations of subsidiaries. This is a decentralised governance model under which the subsidiaries have full responsibility for strategies and earnings.

The Asker Management Standard has been adopted by Asker's Board and Group Management Team, and it contains the values, Code of Conduct, compulsory policies and procedures, and non-compulsory guidelines for all companies within the Group. The documents are updated every year to reflect new legal requirements and regulations, as well as any changes to the risk profile. The documents define how Asker's operations are to be conducted, controlled and organised. The governing documents form the basis of Asker's decentralised organisation and are available to

all business areas and employees on the Group-wide intranet. Read more about Asker's values on [asker.com](http://asker.com). Important internal governing documents are:

- Articles of Association
- Rules of Procedure for the Board and its Committees
- Instructions for the CEO
- The Group's governing documents (Group-wide policies, procedures and guidelines)
- Asker's Code of Conduct

More information about Asker's corporate governance is available at [asker.com](http://asker.com).



### Ethics, sustainability and risk management

It is vitally important for a healthcare company like Asker to always act ethically, transparently and responsibly in all stages – from its partnerships with suppliers to meeting customers. Ethics, sustainability and risk management are thus integrated parts of the operations and areas that the Board and Group Management Team continuously discuss. The Board adopts the overall sustainability strategy every year.

Asker's Code of Conduct provides guidance on how all employees are expected to act. All employees also receive training to ensure they have a sound understanding of the content. The training and Code of Conduct also include actions and processes that prevent corruption and bribery. The Code of Conduct also clarifies that Asker is to promote equality and diversity. Asker makes decisions when recruiting, employing,

developing and promoting employees based on their merits, and does not take into consideration their sex, transgender identity or expression, age, sexual orientation, disability, ethnicity, religion or other belief. The Code of Conduct is followed up and adopted every year by the Board, which is the highest level in the company.

The Supplier Code of Conduct is based on Asker's Code of Conduct and internationally acknowledged conventions and declarations, and includes the areas of: Human rights and labour; Occupational health and safety and well-being; Environment; Responsible value chain; and Business ethics. Asker is to conduct responsible and sustainable business activities. Asker sets exactly the same requirements for its suppliers. The Supplier Code of Conduct is followed up and adopted every year by the Group Management Team.

The countries analyse risks every quarter, and follow-up takes place every six months together with the business areas and all central functions. These analyses involve ensuring that all identified risks have an action plan to minimise the impact and remain at an acceptable level. Risk management activities also provide continuous material for long-term business decisions. The Board studies the risk report every year, or more often if necessary.

Read more about Asker's sustainability activities on pages 34–66.

### General meetings

The general meeting is Asker's highest decision-making body and it is where shareholders exercise their decision-making power. At the Annual General Meeting (AGM), shareholders decide on central matters, such

### Composition of the Board

In 2022, the Board comprised six members and two deputies.

Board members	Elected (year)	Born	Sex	Attendance Board, total no. of meetings <sup>1)</sup>	Attendance Audit Committee, total no. of meetings	Attendance Remuneration Committee, total no. of meetings	Independent in relation to the company and Management Team	Independent in relation to the company's major shareholders
Håkan Björklund	2019	1956	M	6/6	–	2/2	Yes	Yes
Vidar Andersch	2019	1980	M	5/6	–	2/2	Yes	No
Nina Linander	2021	1959	F	6/6	5/5	–	Yes	Yes
Martin Lagerblad	2021	1982	M	6/6	4/5 <sup>2)</sup>	2/2	Yes	No
Richard Silén	2019	1973	M	6/6	1/5 <sup>2)</sup>	1/2 <sup>2)</sup>	Yes	No
Birgitta Stymne Göransson	2020	1957	F	6/6	–	–	Yes	Yes
Anders Nyman (deputy)	2019	1987	M	6/6	5/5	–	Yes	No
Niklas Rohdin (deputy)	2019	1973	M	4/6	–	–	Yes	No

<sup>1)</sup> Does not include per capsulam meetings.

<sup>2)</sup> Martin Lagerblad was elected on 17 February 2022 and Richard Silén stepped down on 28 April 2022.

as adopting the income statement and balance sheet, dividends, the composition of the Board, discharge of liability for the Board members and the CEO and the election of external auditors. The shareholders aim to achieve diversity, breadth and an even gender distribution when electing Board members.

Asker's financial year is from 1 January to 31 December, and the AGM is to be held within six months after the end of the financial year. Notice of the general meeting is to be issued by mail or e-mail not earlier than six weeks and not later than two weeks before the meeting. Resolutions at a general meeting are normally made by a simple majority and when electing, the party that received the highest number of votes is deemed to have been elected. However, certain resolutions, such as amendments to the Articles of Association, require a qualified majority. Shareholders that represent more than one-tenth of the company's votes are Nalka Invest (69 percent) and AP6 (19 percent). The Articles of Association do not contain any voting restrictions. The 2022 AGM authorised the Board, with or without preferential rights for shareholders, to resolve on new issues of shares, issues of convertibles and warrants, but at a maximum amount corresponding to 11,446,987 shares.

### Board of Directors

As regards to Board members elected at the shareholders' meeting, the Board is, in accordance with the Articles of Association, to comprise of one to ten Board members and a maximum of five deputy Board members. The Board is responsible for the company's organisation and management of the company's affairs. Accordingly, the Board makes decisions on the Group's strategy, annual reports, investments and divestment, appointing the CEO and matters

concerning the Group's organisational structure. The Board also approves the Group's sustainability report. The Board held six physical Board meetings in 2022. The CEO, CFO and COO attend all Board meetings. The company's General Counsel is the Board secretary. All Board meetings followed an approved agenda based on the Board's established year wheel, which is provided to Board members well in advance of Board meetings together with documentation for each item on the agenda.

Any potential conflicts of interest or disqualification situations are continuously addressed and in accordance with the Board's Rules of Procedure. This means that they are reported at each meeting and the Board member neither takes part in the discussion nor in the decision on the matter at hand. The work of the Board and the CEO is also evaluated every year in order to develop work practices and efficiency.

### Chairman

The Chairman leads the Board in its work and maintains regular contact with the CEO to remain informed about the Group's operations and performance. The Chairman is responsible for ensuring that the work of the Board is well organised and conducted efficiently and that the Board fulfils its obligations. The Chairman is also responsible for ensuring that other Board members receive the introduction, information and documentation necessary for maintaining a high level of quality in discussions and decision-making, and ensuring that the Board's decisions are executed.

### Board Committees

The Board's responsibility cannot be delegated but the Board can establish a Committee for preparatory work

and to investigate certain matters ahead of a decision being made. The Board has established two Committees to provide structure, improve efficiency and ensure the quality of its work: (i) Audit Committee, and (ii) Remuneration Committee. These Committees serve to prepare and process matters. The matters addressed at the Committee meetings are minuted and reports submitted to the next Board meeting. Both of the Committees act independently and if an external adviser or expert is engaged, the Committee makes sure that no conflicts of interest arise.

The main task of the Audit Committee is to assist the Board in monitoring the financial reporting, reporting procedures and accounting policies, and monitoring the audit of the company's and the Group's financial statements. The Committee also evaluates the quality of the Group's reporting, internal control and risk management, and examines reports and statements from Asker's external auditors. The Committee follows up the external auditors' assessment of their impartiality and independence and ensures that procedures are in place that stipulate which non-auditing services they provide to the company and the Group. The Committee also monitors to ensure compliance with the rules on auditor rotation. The external auditors regularly participate in Committee meetings.

The main task of the Remuneration Committee is to prepare recommendations for Board decisions on the appointment or dismissal of the CEO, including salary and other remuneration, and members of the Group Management Team. The Committee prepares recommendations for the Board's decisions on incentive programs and examines the outcome of variable remuneration components.

### Remuneration of Board of Directors

The 2022 AGM resolved that fees for the Board, for the period until the end of the following AGM, would amount to a total of SEK 1,075,000. Fees for the Chairman amount to SEK 400,000 and each of the other Board members who are independent of the owners are to receive SEK 300,000. Fees for the Chairman of the Audit Committee amount to SEK 75,000.

### External auditors

In accordance with the Articles of Association, the company is to have one or two auditors and a maximum of two deputy auditors or one registered public accounting firm. The 2022 AGM elected Ernst & Young Aktiebolag as the external auditor until the end of the 2023 AGM. Authorised Public Accountant Stefan Andersson Berglund is the Auditor in Charge.

The company's auditor follows an audit plan and reports their observations to the Board, both during the audit process and when the annual accounts are adopted. EY is the auditor for the majority of Asker Healthcare Group AB's subsidiaries.

The Board and Audit Committee meet the company's auditor once a year without the attendance of senior executives.

The independence of the external auditors is regulated in separate instructions decided by the Audit Committee that state the areas in which the external auditor may be engaged in matters alongside the normal auditing activities. The company's auditor continuously assesses their independence in relation to the company and provides written assurance to the Board every year that the accounting firm is independent in relation to Asker. Over the past year, the audi-

tors were engaged to provide advisory services mainly regarding accounting, acquisitions and tax matters.

### CEO and Group Management Team

The CEO is appointed by the Board and leads the company and the Group in accordance with the instructions adopted by the Board. The CEO is responsible for the day-to-day management of the company's and the Group's operations and is supported by the other members of the Group Management Team. The CEO's work is evaluated every year at a Board meeting without the attendance of senior executives. The CEO has no significant business relationships with the company or its Group companies.

In 2022, the Group Management Team held 20 scheduled meetings focusing on strategy, business updates, sustainability, IT security, risk-reducing activities and establishing a strong corporate culture.

Information regarding the CEO and other members of the Group Management Team is presented on page 79.

### Guidelines for remuneration of the CEO and members of the Group Management Team

Asker's remuneration is to be competitive and market-based, and may comprise the following components: fixed remuneration, short-term variable remuneration, pension and other benefits. Total remuneration also includes participation in an investment program for the Group Management Team and certain key individuals.

Fixed remuneration is re-evaluated every year and forms the basis for calculating variable remuneration.

The aim of short-term variable remuneration is to promote Asker's business strategy and long-term

interests, including its sustainability activities. The short-term variable remuneration is also dependent on the individual's fulfilment of annually established criteria. This means that the remuneration is clearly linked to the individual's efforts and performance. The criteria may be financial or non-financial, qualitative or quantitative.

Pension benefits, including health insurance, are defined contribution based. Other benefits may include preventive healthcare, medical expense insurance and company car. The outcome of short-term variable remuneration is followed up every year. Fulfilment of the criteria is assessed when the measurement period for criteria fulfilment for paying the short-term variable remuneration has ended. The Remuneration Committee is responsible for this assessment. Short-term variable remuneration for the CEO is also subsequently approved by the Board. Asker shall have the opportunity, according to law and any related restrictions, to claw back variable remuneration paid on incorrect grounds.

### Internal control

The Board has the overall responsibility for ensuring that the Group has efficiency systems in place for management and internal control. This responsibility includes annually evaluating the financial reporting that the Board receives and setting requirements for its content and presentation so as to assure the quality of the reporting.

The Board's work on internal control is based on control environment, risk assessment, control activities, information and communication and monitoring activities. Internal control has been designed to



provide reasonable assurance that the company's objectives can be achieved in terms of appropriate and effective operations, reliable financial reporting and compliance with laws and regulations. The CFO provides an annual report to the Board on the Group's financial internal control.

Asker does not have a separate internal audit function. Every year, the Audit Committee and Board evaluate the need for such a function, and there is not currently deemed to be such a need given the size and structure of the company. The Board monitors the internal control over the financial reporting based on regular monitoring together with the Audit Committee.

#### **Whistleblowing channel**

Asker is committed to creating an open corporate culture whereby employees are encouraged to discuss, react and take action to address anything that goes against our values. For this reason, the Group has implemented an external channel for whistleblowing. The channel is anonymous and managed by a third party. It is available 24 hours a day all year round and available in several countries and in different languages. Employees are encouraged to report conduct that could breach laws, Asker's internal regulations/processes/Code of Conduct or suspicions of other ethical violations. All reports are followed up and investigated. Asker does not tolerate any form of reprisals against someone who, in good faith, has reported a suspected

case of ethical violations. All whistleblowing cases are reported to the Board. One whistleblowing case was reported in the whistleblowing channel in 2022.

#### **Data protection**

Asker has established procedures and has a data privacy organisation in place to report and handle data privacy breaches. The data privacy organisation comprises of Asker's Data Protection Officer, the IT Security Committee and local data protection managers. In addition to the legal requirements on reporting data privacy breaches, the countries report the number of such incidents regularly in connection with the quarterly reporting. The results of such incidents are then reported to the Audit Committee.

## Board of Directors


**Håkan Björklund**

Chairman of the Board and member of Remuneration Committee

**Born:** 1956

**First elected:** 2019

**Education:** PhD in Neuroscience from Karolinska Institute

**Professional positions:** Board member of Bonesupport. Partner at Tellacpartners. Advisor to Rothschild private equity

**Professional experience:** CEO of Nycomed and Board member of Alere, Coloplast, Danisco, Lundbeck and Biovitrum

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** Yes


**Vidar Andersch**

Board member and member of Remuneration Committee

**Born:** 1980

**First elected:** 2019

**Education:** MSc - MS Mechanical Engineering, Industrial Economy, Lund University, Finance and Risk Management, and Production Management and Logistics, Technical University Munich

**Professional positions:** Investment Director AP6 – Sixth Swedish National Pension Fund

**Professional experience:** Former Board member of Waterjet Sweden AB, Yanzi Networks, Hoist Group Holding and deputy Board member Volvo Finance

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** No


**Nina Linander**

Board member and Chairman of Audit Committee

**Born:** 1959

**First elected:** 2021 and OneMed Group (2015– 2019)

**Education:** BSc Economics Stockholm School of Economics and MBA at IMD Business School, Lausanne

**Professional positions:** Chairman Greenlron H2 AB. Board member of Swedavia AB and Suominen Corporation

**Professional experience:** Partner at Stanton Chase International, SVP and Head of Treasury at Electrolux AB

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** Yes


**Martin Lagerblad**

Board member, Chairman of Remuneration Committee and member of Audit Committee

**Born:** 1982

**First elected:** 2021

**Education:** MSc Industrial Engineering, KTH Royal Institute of Technology

**Professional positions:** Managing Director Nalka, Board member of Open Air Group AB, Best Transport AB and Precis Digital AB

**Professional experience:** Management consultant at Bain & Company

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** No



**Richard Silén**

Board member

**Born:** 1973**First elected:** 2019

**Education:** MSc in Banking & Finance, University Lausanne, MSc Business Administration & Economics, Stockholm University

**Professional positions:** Managing Director of IH Long-Term Equity Advisors AB, investment committee member and Board member of Inter LongTerm Capital SA, Board member of ABB E-mobility AG and Cibes Lift Group AB

**Professional experience:** Senior Director at Nalka Invest AB

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** No

**Birgitta Stymne Göransson**

Board member

**Born:** 1957**First elected:** 2020

**Education:** MBA from Harvard Business School and MSc in Chemical Engineering and Biotechnology from KTH Royal Institute of Technology

**Professional positions:** Chairman of Industrifonden and MinDoktor and Board member of Elekta AB, Pandora AS and Bure Equity AB

**Professional experience:** CEO of Memira Group, CEO of Semantix Group, COO/CFO of Telefonos and various management positions, including McKinsey, Gambro and Åhléns

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** Yes

**Anders Nyman**

Deputy Board member and member of Audit Committee

**Born:** 1987**First elected:** 2019

**Education:** MSc in Finance & Accounting, Stockholm School of Economics

**Professional positions:** Investment Manager Nalka Invest, Board member Cibes Lift Group AB and Office Management AB

**Professional experience:** Management Consultant Boston Consulting Group and Deputy Board member Ryds Bilglas AB

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** No

**Niklas Rohdin**

Deputy Board member

**Born:** 1973**First elected:** 2019

**Education:** MSc Business, Gothenburg University

**Professional positions:** Investment Director AP6 – Sixth Swedish National Pension Fund

**Professional experience:** Investment Manager Knutsson Holding, Director KPMG

**Independent of Asker:** Yes

**Independent of major shareholders (>10%):** No



## Group Management Team



**Johan Falk**  
**Title:** CEO  
**Born:** 1971  
**Joined:** 2012  
**Education:** Master of Science Mechanical Engineering KTH Royal Institute of Technology  
**Professional experience:** Director Getinge, B&B Tools, McKinsey  
**Other appointments:** Board member of Uponor Oyj



**Kerstin Mjömark**  
**Title:** Head of Human Resources  
**Born:** 1979  
**Joined:** 2022  
**Education:** MSc Business and Economics, Uppsala University  
**Professional experience:** Director Corporate Responsibility, Boliden, Senior HR positions at Tele2 and Telia



**Sanna Norman**  
**Title:** Head of ESG  
**Born:** 1976  
**Joined:** 2018  
**Education:** Master of Mechanical Engineering, Chalmers University of Technology  
**Professional experience:** Senior Purchasing Manager Procter & Gamble, Senior Director Procurement SC Johnson



**Peter Gustafsson**  
**Title:** Chief Operational Officer  
**Born:** 1972  
**Joined:** 2013  
**Education:** Master of Science Mechanical Engineering, KTH Royal Institute of Technology  
**Professional experience:** Director Getinge, B&B Tools, McKinsey



**Thomas Moss**  
**Title:** CFO  
**Born:** 1973  
**Joined:** 2019  
**Education:** BA, M.Eng University of Cambridge  
**Professional experience:** Senior financial positions at Diageo plc, Vattenfall AB and Intrum AB



**Mattias Jaran**  
**Title:** Head of IT Integrity  
**Born:** 1972  
**Joined:** 2014  
**Education:** Master of Science in Engineering Physics, Uppsala University  
**Professional experience:** CIO, Arjo-Huntleigh, IS/IT Director & Head of IS/IT Post Merger Integration, Nycomed  
**Other appointments:** Chairman of the Board of aScan AS



**Jennie Espelund**  
**Title:** General Counsel  
**Born:** 1984  
**Joined:** 2021  
**Education:** Law degree (LLM), Lund University  
**Professional experience:** Legal Counsel Skanska AB (publ), Senior Associate Setterwalls lawfirm, Law clerk Malmö District Court



**Emma Rheborg**  
**Title:** Head of Communication  
**Born:** 1972  
**Joined:** 2021  
**Education:** MSc in Finance from School of Business, Economics and Law, University of Gothenburg  
**Professional experience:** Head of Communication & IR Internationella Engelska Skolan; Head of Communication, Nordea Sweden and Head of External communication, Nordea Group. Head of Communication, Ratos



**Ola Nordh**  
**Title:** Head of Mergers & Acquisitions  
**Born:** 1977  
**Joined:** 2022  
**Education:** MSc in Economics, Lund University  
**Professional experience:** Head of M&A Anticimex, Corporate development & M&A at MTG