

# CORPORATE GOVERNANCE AT ROTTNEROS

Rottneros is a Swedish public limited company based in Sunne, Sweden and is listed in the Small Cap segment on Nasdaq Stockholm ('the Stock Exchange'). Rottneros' corporate governance is based on the Swedish Companies Act, the Annual Accounts Act, the Rules of the Stock Exchange and the Swedish Code of Corporate Governance ('the Code'). This Corporate Governance Report refers to both Rottneros AB, which is the parent company, and the Group.

## PRINCIPLES FOR CORPORATE GOVERNANCE

Rottneros applies the rules prescribed by law or other enactment, and also the Code. Rottneros applied the Code without deviations in 2016.

## STRUCTURE FOR CORPORATE GOVERNANCE

The shareholders at the AGM/general meeting make the appointments by election and lay down the guidelines which will form the basis for the corporate governance of Rottneros. The following organisation chart summarises how corporate governance is organised at Rottneros.

## CONTROL INSTRUMENTS

The external control instruments that form the frameworks for corporate governance within Rottneros include the Swedish Companies Act, the Annual Accounts Act, the rules of the Stock Exchange, the Code and other relevant laws. Foreign subsidiaries apply the laws and ordinances in force in the country in question, but also ensure that the Group's guidelines for governance and control are observed.

The Board of Directors is ultimately responsible for the organisation and administration of the company's affairs. The authorities and bodies appointed by the authorities exercise supervision through receiving reports from the company and through regular checks conducted by the authorities.

The internal control instruments include the Articles of Association as adopted by the AGM and similarly the Rules of Procedure for the Board and the Terms of Reference for the CEO, the Board's committees and

the financial reporting. In addition, there are, for example, financial and quantitative targets, budgets, reports, policies, valuations and codes of conduct.

The policies resolved by the Board include the Code of Conduct, the Financial Policy, the Communication Policy, and the Environmental and Energy Policy. The CEO decides on the Customer Credit Policy, Crisis Management Policy, IT Security Policy and Work Environment Policy, which are communicated to the Board. There are also five other important steering documents decided by the CEO or the person appointed by the CEO.

## ANNUAL GENERAL MEETING

Rottneros' shareholders exercise their right to make decisions on the company's affairs at the AGM or, where applicable, an extraordinary general meeting. The AGM is Rottneros' highest decision-making body. The AGM makes decisions on the Articles of Association, appoints the Board of Directors and the Chairman of the Board, elects the auditors, adopts the income statement and balance sheet, makes decisions on the appropriation of profits and discharge from liability, and also makes decisions on nomination procedures, guidelines for the remuneration of senior executives, etc.

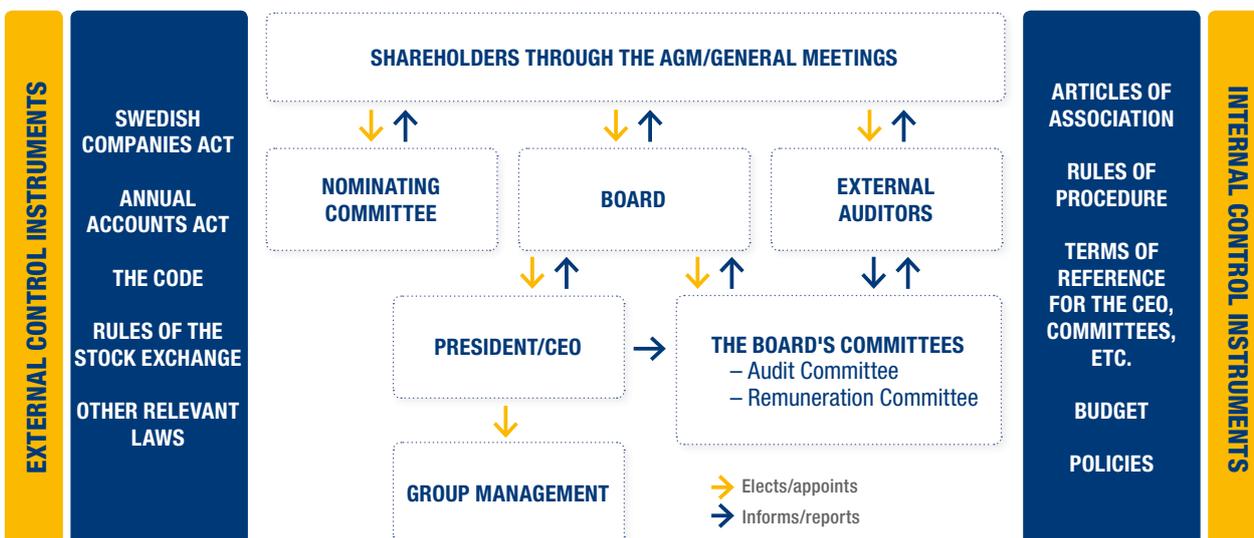
Each shareholder has the right to participate in the AGM, either in person or through an authorised proxy. Each shareholder has the right to raise issues to be addressed at the AGM.

Notices of meetings and other information prior to AGMs/general meetings are available on Rottneros' home page [www.rottneros.com](http://www.rottneros.com). Minutes, the CEO's statements, etc. from the latest meetings are also available on the home page.

## SHAREHOLDERS

Rottneros' ordinary shares have been listed on Nasdaq Stockholm since 1987. According to the share register kept by Euroclear Sweden, Rottneros had 10,092 shareholders on 31 December 2016. The share capital amounted to SEK 153,393,890, divided

## STRUCTURE FOR CORPORATE GOVERNANCE



among 153,393,890 ordinary shares, each carrying equal voting rights and equal rights to the company's profit and capital. The Articles of Association contain no restrictions on the number of votes each shareholder can cast at a general meeting.

Arctic Paper S.A. had a participating interest amounting to 51.0 per cent of the total number of shares and votes on 31 December 2016. Otherwise, none of the shareholders had a direct or indirect shareholding representing at least one tenth of votes attached to all shares in Rottneros.

Rottneros' holding of treasury shares amounts to 821,965, corresponding to around 0.54 per cent of the total number of shares. See pages 76-77 for additional information about the share, shareholders, etc. Information is also available on the company's home page.

### 2016 ANNUAL GENERAL MEETING

Rottneros' 2016 AGM was held on 30 May 2016 in Stockholm. Forty-two of the company's shareholders attended the meeting, representing 57.2 per cent of the company's votes and capital (excluding Rottneros' buyback shares). A majority of the Board members, including Chairman Rune Ingvarsson, as well as the CEO, were present. The company's auditor also attended the meeting.

Among other things, the AGM passed the following resolutions:

- The AGM resolved to discharge the Board of Directors and Chief Executive Officer from liability for the 2015 financial year.
- The AGM resolved in accordance with the Board of Directors' proposal to pay shareholders a dividend of SEK 0.30 per share as a regular dividend and SEK 0.20 per share as an extra dividend (total of SEK 0.50 per share).
- The Board should comprise six ordinary members.
- Marie S. Arwidson, Rune Ingvarsson and Per Skoglund were re-elected and Ulf Carlson, Per Lundeen and Roger Mattsson were newly elected as directors.
- Rune Ingvarsson was re-elected as Chairman of the Board.

- A fee of SEK 550,000 should be paid to the Chairman of the Board and SEK 275,000 to each of the other directors. Members of Board committees should not be paid a fee. Each employee representative will be paid a fee of SEK 27,500 for the time required to read materials prior to Board meetings. Auditors' fees are paid based on invoices approved by the CEO.
- Following a separate agreement with the company, a Board member may invoice the fees for the Board, together with statutory social security contributions and value added tax, through a company owned by the Board member, subject to the precondition that such payment is cost-neutral for the company.
- Re-election of the accounting firm Ernst & Young AB (EY) as auditors for the period up to and including the 2017 AGM, with Erik Sandström as auditor in charge.
- The AGM resolved in accordance with the Board's proposal to lay down guidelines for remuneration for the CEO and other senior executives. These entail, for example, that remuneration shall comprise fixed salary, possibly a variable remuneration component, other benefits and pension. The total remuneration package must be in line with market rates and competitive in the market in which the executives work. The variable component of remuneration, which is cash, is to be based on outcomes in relation to defined and measurable targets and is capped in relation to fixed salary. Matters relating to the remuneration of the executive management are dealt with by the Compensation Committee, except in respect of the CEO, whose remuneration is decided by the Board.

### NOMINATING COMMITTEE

Rottneros' AGM makes decisions on the principles for the appointment of the Nominating Committee. The 2016 AGM resolved that the Nominating Committee shall comprise the Chairman of the Board and two additional members. The Chairman of the Board may not be Chairman of the Committee. One of these two members,

in addition to the Chairman of the Board, must be appointed by the company's major shareholder and the other shall be appointed by one of the company's other four largest shareholders. Neither of these two members may be a Board member at the same time. The Nominating Committee appoints a Chairman from within its ranks. It is the responsibility of the Chairman of the Board to ensure that members are appointed as stated above. The principles also include a procedure for replacing members who leave the Nominating Committee before the end of their mandate or when a member represents a shareholder that is no longer one of the five largest shareholders.

The names of members of the Nominating Committee shall be presented at least six months prior to the 2017 AGM. The composition of the Nominating Committee at any given time will be published on Rottneros' home page. A press release with information about the composition of the Nominating Committee and how shareholders may submit suggestions to the Nominating Committee was published on 11 November 2016 and held available on Rottneros' home page. Olle Grundberg (Arctic Paper S.A.) was appointed Chairman of the Nominating Committee. Other members appointed were Stefan Sundh, PROAD AB, and Per Lundeen, Chairman of the Board of Rottneros AB. Altogether, the Nominating Committee represented just over 56 per cent of the votes attached to all shares in Rottneros.

The Nominating Committee shall submit proposals for decisions to the 2017 AGM as regards election of the Chairman for meetings, number of Board members and deputies, election of Board members and deputies, election of Chairman of the Board, fees for the Board, fees for the auditors, proposals concerning the election of auditors where appropriate and criteria for how a new nominating committee should be appointed.

### AUDITORS

Rottneros' auditors are elected at the AGM. At the 2016 AGM, Ernst & Young AB (EY) was elected as the company's auditor for

### COMPOSITION OF THE BOARD AND ATTENDANCE 2016

Amounts in SEK thousand		Dependence	Total fees, 2016/17	Total fees, 2015/16	Board meetings	Committee meetings
Per Lundeen <sup>2,3</sup>	(Chairman of the Board as of 9 Sept. 2016)	X	481	–	100%	100%
Marie S. Arwidson			275	275	100%	100%
Ulf Carlson			275	–	100%	0%
Rune Ingvarsson	(Chairman of the Board until 9 Sept. 2016)		344	550	100%	100%
Roger Mattsson <sup>3</sup>		X	275	–	100%	100%
Per Skoglund <sup>3</sup>		X	275	275	86%	100%
Roger Asserståhl			–	275	83%	100%
Dan Karlsson	(employee representative)		28	–	100%	–
Tomas Wasberg	(employee representative)		28	28	71%	–
Gun-Marie Nilsson	(employee representative/deputy)		28	28	100%	–
Mika Palmu	(employee representative/deputy)		28	–	50%	–
Bengt-Åke Andersson	(employee representative)		–	28	67%	–
Mikael Lilja	(employee representative)		–	28	50%	–

<sup>1</sup> For members who were newly elected at the 2016 AGM, attendance relates to the meetings held since the AGM. For members who served on the Board until the AGM in 2016, but who were not reelected, attendance relates to meetings before the AGM.

<sup>2</sup> Per Lundeen is dependent in relation to the company and its management since 30 May 2016 when he was elected to the Board, since he served as CEO of the company from 6 November 2014 until 1 September 2016.

<sup>3</sup> Dependent in relation to the company's largest shareholder, Arctic Paper S.A.

## CORPORATE GOVERNANCE REPORT

the period up until the 2017 AGM, with authorised public accountant Erik Sandström as auditor in charge. Rottneros' Articles of Association do not set down any term for the auditor. This means that auditors for Rottneros are elected annually at the AGM in accordance with the Swedish Companies Act.

### AUDIT WORK

The auditors examine the parent company's and the Group's annual accounts and accounting records and the administration of the company by the Board of Directors and the CEO. The company's auditor attends at least one Board meeting each year. The auditors attended all meetings of the Audit Committee and the 2016 AGM. The auditor attends the AGM to present the auditor's report.

Fees for the public accounting firm for 2016 (including fees for advisory services) are presented in Note 7 of the 2016 Annual Report.

### BOARD OF DIRECTORS

#### Composition of the Board and fees

According to the Articles of Association, the Board of Directors of Rottneros shall comprise a minimum of three and a maximum of ten members elected by the AGM. In addition, the employees elect two representatives with two deputies. The Board of Rottneros comprises six members without deputies elected at the AGM, and two members and two deputies appointed by the employees. The CEO is not a member of the Board but is called in to all Board meetings, except when the agenda includes an evaluation of the work of the Board and the CEO. At the AGM on 30 May 2016 CEO Per Lundeen was elected to serve as a director, after the board had appointed a new CEO. Board member Per Lundeen remained as CEO until 1 September 2016 when Lennart Eberleh took over as CEO. On 9 September 2016 the Board of Directors appointed Board member Per Lundeen to serve as the new Chairman of the Board until the 2017 AGM, when Rune Ingvarsson decided to step down from the post of Chairman for personal reasons. Other officials of the company are also called in when necessary to present matters. The company's CFO serves as secretary of the Board. The table on page 45 shows the composition of the Board in 2016 as well as remuneration paid to Board members for 2016 and 2015 respectively. Additional information about the Board members is presented on page 74.

### EVALUATION OF THE BOARD'S WORK

The Board of Directors conducts systematic evaluation work once a year where members are afforded an opportunity to present their views on work arrangements, Board material, their own and other members' contributions to the Board's work with a view to improving the work of the Board and also furnishing the Nominating Committee with relevant decision guidance documentation prior to the AGM.

### INDEPENDENCE

According to the Code, a majority of the members elected at the AGM must be independent in relation to the company and its management; also, at least two of these members must be independent in relation to the company's major shareholders. Rule 4.4 of the Code includes criteria to help assess the level of independence.

Rottneros' Board of Directors is considered to have met the requirements of the Code regarding independence, since two of the Board members elected at the AGM are considered independent of both the company and its management and of the company's major shareholders. All directors elected by the AGM have been independent of the Company and its management in 2016, with the exception of Board member Per Lundeen, who is not independent of the company and its management, since he served as CEO of the company from 6 November 2014 until 1 September 2016.

### BOARD WORK AND RESPONSIBILITIES

The Board of Directors oversees the work of the CEO and is responsible for ensuring that the organisation, management and guidelines for managing the company's funds are appropriate. The Board is also responsible for ensuring that the company is organised in such a way that its internal control is appropriate, that appropriate systems are monitoring the business and its risks, and that the company is in compliance with laws, rules and internal guidelines. The Board is also responsible for developing and monitoring the company's strategies through plans and objectives, decisions on acquisitions and divestments of activities, major investments, appointments of and remuneration for the management team as well as day-to-day monitoring during the year. The Board approves the budget and annual accounts.

### Rules of Procedure for the Board

The work of the Board of Directors follows specific Rules of Procedure prescribing the distribution of responsibilities between the Board and the CEO, between the Board's various committees and within the Board as well as instructions for financial reporting. The Board's Rules of Procedure contain special Terms of Reference for the CEO.

A statutory Board meeting is held immediately after the AGM or immediately after extraordinary general meetings where a new Board has been elected. Rottneros held a statutory Board meeting on 30 May 2016 where among other things members of the Board committees were appointed and the above-mentioned Rules of Procedure were adopted.

In addition to the statutory meeting, the Board convenes five scheduled meetings each year and additional meetings when the Chairman sees fit or within 14 days following a request for a meeting from a member of the Board or the CEO. In 2016 14 Board meetings were held. The work of the Board follows a schedule established in advance, which includes specific fixed items

that require decisions during the financial year:

- The year-end report, the Board's recommendations with respect to dividends and any necessary additions to the budget and business plan are dealt with in January/February. The Board also evaluates its work arrangements and procedures for making decisions and considers improvements to these.
- The official annual report is dealt with in March. The company's auditors report any observations made when conducting their audit. Remuneration issues are also dealt with.
- Quarterly results are addressed in April/May, July/August and October/November.
- Investment plans for the coming financial year and a review of the Group's strategies are dealt with in June.
- Preparations for the annual accounts and approval of the business plan for the coming year are dealt with in December.

The Board also receives a monthly report on the company's performance and liquidity trends. Other business is dealt with as determined by the nature of each individual matter.

### Financial Policy issues

The Board of Directors has ultimate responsibility for the Group's financial activities. The Board is responsible for approving the Group's Financial Policy, which is to be updated annually. The Board makes decisions on comprehensive mandates and limits for restricting financial risk-taking by the Group in accordance with the Financial Policy, and also makes decisions about long-term financing. The Board approves hedging levels based on proposals from the executive management. The Board has delegated the operational responsibility in line with the allocation of responsibility indicated by the Financial Policy laid down.

### THE BOARD'S CONTROL OF FINANCIAL REPORTING

The Board of Directors monitors the quality of financial reporting by providing instructions for its execution and through the Terms of Reference for the CEO. One of the tasks of the CEO is to work with the CFO to review and ensure the quality of all external financial reporting, including year-end releases, interim reports, annual reports, press releases with economic content and presentation materials produced for meetings with the media, shareholders and financial institutions.

The Board's Audit Committee works to ensure that financial reporting is accurate and maintains a high quality, and also that it is given final approval by the Board and communicated. The Board receives monthly financial reports, and the financial position of the company and the Group is addressed at each Board meeting. The Board also reviews interim reports and the annual report.

In order to ensure that the Board receives the information it needs, the company's

auditors report to the Board every year on observations made during the audit and express an opinion on the company's internal control, in addition to reporting to the Audit Committee. The company's auditors report to the Board at least once a year on whether the company has succeeded in ensuring that bookkeeping, administration and financial control are effective, after which the Board discusses this with the auditors without the presence of the CEO or other members of management.

#### THE BOARD'S COMMITTEES

The Board of Directors has full knowledge of and responsibility for all matters on which it must make decisions. However, work was conducted by two of the committees appointed by the Board during the year: the Audit Committee and the Compensation Committee.

#### AUDIT COMMITTEE

This Committee comprises at least three representatives of the Board of Directors. Its tasks include preparatory work for decisions to be made by the Board to assure the quality of the company's financial reporting, monitoring the efficiency of the company's internal controls and risk management, assisting the Nominating Committee when procuring audit services and arranging for the election and payment of the auditors, reviewing the scope and focus of audit assignments, addressing audit issues, evaluating audit work, establishing guidelines for the purchasing of permitted services other than auditing from the company's auditors, and if appropriate approve such services according to guidelines, following up and assessing the application of current accounting principles and adopting new accounting principles, and other accounting requirements as stipulated in legislation, generally accepted accounting principles, applicable Stock Exchange rules, etc. In 2016 the Audit Committee's rules of procedure were revised to comply with new regulations, such as the EU audit reform and amendments to the Swedish Companies Act, which entered into force in 2016.

The company's auditor in charge and representatives of the accounting firm are co-opted for most of the meetings. Senior executives are also co-opted for meetings when appropriate. Since the 2016 Annual General Meeting the Committee has consisted of Board members Marie S. Arwidson, Rune Ingvarsson, Roger Mattsson and Per Skoglund, and since 9 September 2016 of Board members Marie S. Arwidson, Ulf Carlson, Per Lundeen and Roger Mattsson. Marie S. Arwidson is Chairman of the Committee.

The Audit Committee held four meetings in 2016 and minutes are forwarded to the Board on an ongoing basis. The auditors attended all of the meetings of the Audit Committee.

#### REMUNERATION COMMITTEE

This Committee shall comprise at least two representatives of the Board of Directors.

The main tasks of the Committee are to prepare the Board's decisions on issues concerning principles for remuneration, remuneration and other terms of employment for the executive management; monitor and evaluate programmes for variable remuneration for the executive management, both ongoing and those that have ended during the year; and monitor and evaluate the application of the guidelines for remuneration for senior executives that the AGM is legally obliged to establish, as well as current remuneration structures and levels at the company.

The CEO's remuneration package and the principles for remunerating the executive management are determined by the Board. Remuneration for other senior executives is determined by the Compensation Committee within frameworks established by the Board and AGM.

Since the 2016 Annual General Meeting the Committee has consisted of Board members Marie S. Arwidson, Rune Ingvarsson and Per Skoglund, and since 9 September 2016 of Board members Ulf Carlson, Per Lundeen and Per Skoglund. Rune Ingvarsson was Chairman of the Committee until 9 September 2016 and Per Lundeen commencing on 9 September 2016.

The Committee held two meetings in 2016 and the Board received minutes from the Compensation Committee.

#### PRESIDENT/CEO

The CEO's responsibility as stipulated by the rules of the Swedish Companies Act and other legislation is to manage the company's day-to-day business according to the Board's guidelines and instructions and to take the measures necessary to ensure that the company's bookkeeping is managed in a satisfactory manner. The CEO also ensures that the Board receives the information it needs on an ongoing basis to monitor the company's and the Group's financial situation, position and development in a satisfactory way and to otherwise fulfil its reporting obligations with respect to the company's finances.

The company's CEO manages the business within the frameworks established by the Board in the special Terms of Reference for the CEO. These Terms of Reference include the CEO's responsibility for day-to-day business and matters that always require Board decisions or that must be reported to the Board, as well as the CEO's responsibility for presenting financial reports to the Board.

The CEO works with the Chairman to produce the materials required for information and decisions prior to Board meetings, presents matters and justifies proposed decisions.

The Board evaluates the work of the CEO on an ongoing basis.

In March 2016, the Board of Directors appointed Lennart Eberleh as new President and CEO of Rottneros AB. He assumed his position on 1 September 2016. He joins the company from BillerudKorsnäs, where he

served as Business Area Manager at Corrugated Solutions. Lennart Eberleh has more than 20 years of experience in a variety of management positions in the paper industry, at Stora, Billerud and BillerudKorsnäs, among other companies.

#### GROUP MANAGEMENT

The CEO leads the work of Group management and makes decisions in consultation with other members of the management team. In 2016 this team comprised the CEO and four additional individuals: one head of a subsidiary, the CFO and two heads of Group staff. Beginning on 1 February 2017, Group Management consists of the CEO and six other people: the heads of two subsidiaries, the CFO and three heads of Group staff. Information about the CEO and Group management is shown on page 75 of the 2016 Annual Report. Group management has regular operational reviews led by the CEO, often in conjunction with visits to the various units belonging to the Group.

In October 2016, the company appointed Monica Pasanen to serve as the new CFO of the Rottneros Group. She succeeds Krister Lindgren, who has served as interim CFO since 2013. Monica Pasanen most recently worked at Stora Enso, where she was responsible for Supply Chain in the Consumer Board division. She has more than 20 years of experience in a variety of management positions in both finance and marketing. She began working in the new position in January 2017.

#### GUIDELINES FOR REMUNERATION FOR SENIOR EXECUTIVES

The AGM decides on guidelines to determine remuneration for the CEO and other senior executives. The Board's proposed guidelines for the 2017 AGM are stated below. 'Other senior executives' currently refers to the six people who make up Group management together with the CEO and are presented on the company's home page and on page 75 of the 2016 annual report.

The remuneration paid to the CEO and other senior executives comprises fixed salary, possible variable component of pay, other benefits and pension. The total remuneration package must be in line with market rates and competitive in the market in which the executives work. Fixed salary and variable remuneration are related to the responsibilities and powers held by each executive. The variable component of remuneration, which is cash, is to be based on outcomes in relation to defined and measurable targets and is capped in relation to fixed salary. The variable component of pay for the CEO is capped at 50 per cent of fixed salary and the variable component of pay for other senior executives is capped at 30 per cent of fixed salary. The programme for the variable components of pay should be designed so that the Board can impose conditions, restrict or decline to make payments of variable component of pay in exceptional financial circumstances if such a measure is considered to be reasonable and

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compatible with the duties of the company in relation to shareholders, employees and other interested parties.

The period of notice is between six months and one year should notice be given by the executive, and between one and two years should notice be given by the company. The CEO is entitled to severance pay and a salary during the period of notice of in total up to an amount corresponding to the fixed salary for one year.

Pension benefits are either defined benefit or defined contribution plans or a combination thereof, and entitle the officer to receive a pension from no earlier than the age of 65.

Issues relating to remuneration for the executive management shall be dealt with by the Compensation Committee. Remuneration principles and other employment conditions for the executive management as well as remuneration for the CEO shall be decided by the Board of Directors. If the company in a particular case assigns an individual Board member tasks on behalf of the company over and above their regular board and committee duties, the Board shall determine the level of remuneration, which must be reasonable and in line with market rates.

The Board will conduct an annual evaluation of whether or not to propose a long-term incentive programme at the AGM.

The Board shall be entitled to deviate from the guidelines if there are special reasons to do so in an individual case.

Pay and remuneration for the CEO and other senior executives in 2016 can be found in Note 6 of the annual report.

### Variable remuneration

The variable remuneration for the company's senior executives (i.e. CEO and other people in the Rottneros Group management) is compatible with the guidelines for the remuneration for senior executives determined at the 2016 AGM, which were reported above.

Variable remuneration is dependent on the achievement of targets, which are set annually. These targets are broken down into specified quantitative objectives, mainly directed at financial objectives, results and cash flow of the Group, but also – in relation to Heads of Units – the respective business unit, and also qualitative personal objectives, which means that the variable remuneration is related to the individual's efforts and performance.

Variable remuneration for the CEO is capped at 50 per cent of fixed salary. Variable remuneration for other senior executives is capped at 30 per cent of fixed salary.

As a benchmark, variable remuneration is not pensionable, nor does it qualify for holiday pay. The Board can impose conditions, restrict or decline to make payments of variable remuneration in exceptional financial circumstances if the Board considers such measures to be reasonable and compatible with the responsibilities of the company in relation to shareholders, employees and other interested parties.

### FURTHER INFORMATION IS AVAILABLE AT WWW.ROTTNEROS.COM

- Articles of Association
- Information from past AGMs (notices, minutes, resolutions, CEO statements)
- Information about the Nominating Committee
- Corporate governance reports from 2008 to 2016 (included in the Annual Report for the respective year)

### ROTTNEROS' SYSTEM FOR INTERNAL CONTROL AND RISK MANAGEMENT IN CONJUNCTION WITH THE FINANCIAL REPORTING

The Board of Directors is responsible for internal control in accordance with the Swedish Companies Act and the Code. According to the Swedish Annual Reports Act, the Corporate Governance Report shall include information about the most important elements of the company's system for internal control and risk management in conjunction with financial reporting.

Rottneros' internal control structure is predominantly based on the COSO model, according to which reviews and assessments are made in the following areas: control environment, risk assessment, control activities, information, communication and follow-up.

### CONTROL ENVIRONMENT

The Board of Directors has drawn up a number of steering documents for the company's internal control and governance, including Rules of Procedure for the Board and Terms of Reference for the CEO and the Board's committees, reporting instructions and a Financial Policy. Financial information is reported through a Group-wide reporting system.

The CEO and Group management, who report to the Board in accordance with established procedures, are responsible for maintaining an effective control environment and day-to-day internal control and risk management. Managers at various levels within the company have the same responsibility within their respective areas of responsibility and in turn report to Group management.

### INFORMATION AND COMMUNICATION

The information contained in Rottneros' important control documents, in the form of policies, guidelines and manuals, is primarily communicated through a Group-wide intranet.

### RISK ASSESSMENT

Rottneros continuously updates its risk analysis with respect to assessing the risks that may result in errors in the financial reporting. This is done mainly through contacts between Group management and the subsidiaries' management teams. At risk reviews, Rottneros identifies areas where there is an increased risk of errors occurring.

### CONTROL ACTIVITIES

Monthly financial reports are prepared for all of the companies within the Group together with consolidated financial reports. These form the basis of the monthly meetings at each mill, where the President, CFO and Group Controller review the respective company's management group. A specific analysis is conducted of production, order status, cost follow-up, investments and cash flow. A conference call is held every quarter where the quarterly accounts and the subsidiary's updated forecasts are analysed. The CFO also visits the subsidiaries several times a year. These meetings are regularly supplemented with Heads of Finance meetings at which the CFO, financial manager of each subsidiary and the Group Controller meet. At these meetings, particular emphasis is placed on following up any problems and ensuring the accuracy of financial reporting. Forecasts are updated every four months for all Group companies and there are finance functions, including controllers, both locally and centrally, that compare these forecasts with outcomes and ensure that the financial information is true and accurate.

Through the Audit Committee, the Board of Directors monitors the reliability of the financial reporting, evaluates recommendations for improvement and discusses issues relating to the identified risks. The Audit Committee presents regular oral reports to the Board and makes recommendations on matters that require a decision from the Board. The control environment has been created through shared values, corporate culture, rules and policies, communication and follow-up, as well as the way in which the business is organised. The main tasks of Group staff are to implement, further develop and maintain the Group's control routines and also to introduce internal control routines aimed at business-critical issues.

Rottneros' auditors examine both the financial information for the half year and the annual accounts. Every year the auditors also examine a sample of controls and processes and report any areas for improvement to both Group management and also the management team for each subsidiary. The auditor in charge also attends most meetings of the Audit Committee.

The finance functions for Rottneros are found locally at each company and report via a Group-wide reporting system. The Group Controller also works closely with subsidiary representatives in matters concerning the annual accounts and reporting.

### INTERNAL AUDIT FUNCTION

Rottneros has not had any reason to establish an internal audit function to date. The Board of Directors was of the opinion that the business did not need such a function.

Instructions are available and an ongoing evaluation is conducted to ensure that officers at the organisation have the competence and support resources required to perform their work concerning the production of financial reports.

# PROPOSED APPROPRIATION OF PROFITS

The consolidated income statement and balance sheet will be submitted to the AGM on 16 May 2017 for adoption.

Consolidated accounts have been prepared in accordance with international financial reporting standards (IFRS) as adopted by the EU and give a true and fair view of the Group's financial position and results of operations. The Annual Report has been prepared in accordance with generally accepted accounting principles and gives a true and fair view of the parent company's financial position and results of operations.

The Directors' Report for the Group and parent company gives a true and fair summary of the development of the Group's and parent company's operations, financial position and results of operations and describes significant risks and uncertainties faced by the parent company and companies included in the Group.

The Board has considered the Company's financial position, cash flows and future prospects in its proposed dividend. A detailed account regarding the Board's proposed dividend is available on the Company's website, [www.rottneros.com](http://www.rottneros.com).

## AT THE DISPOSAL OF THE ANNUAL GENERAL MEETING:

Retained earnings	340,868,822
Net profit for the year	107,935,603
SEK	448,804,425

## THE BOARD OF DIRECTORS PROPOSES:

To be distributed to shareholders <sup>1,2</sup>	61,028,770
To be carried forward	387,775,655
SEK	448,804,425

<sup>1</sup> After adjustment for repurchased shares in treasury.

<sup>2</sup> Ordinary dividend SEK 0.30 per share and extra dividend SEK 0.10 per share.

STOCKHOLM 9 MARCH 2017

ROTTNEROS AB (PUBL), CORPORATE ID NO. 556013-5872

**Per Lundeen**  
Chairman of the Board

**Marie S. Arwidson**  
Board Member

**Ulf Carlson**  
Board Member

**Rune Ingvansson**  
Board Member

**Roger Mattsson**  
Board Member

**Per Skoglund**  
Board member

**Dan Karlsson**  
Board Member,  
employee representative

**Tomas Wasberg**  
Board Member,  
employee representative

**Lennart Eberleh**  
President and CEO

Our audit report was submitted on 16 March 2017

Ernst & Young AB

**Erik Sandström**  
Authorised Public Accountant