



**ALLIGO AB
CORPORATE
GOVERNANCE
REPORT
2023**

ALLiGO

CORPORATE GOVERNANCE REPORT

Alligo's corporate governance aims to ensure that the business creates long-term sustainable value for shareholders and other stakeholders. High standards of openness, reliability and ethical values are guiding principles for Alligo's business.

Alligo is a Swedish public limited company listed on Nasdaq Stockholm Mid Cap and applies the Swedish Code of Corporate Governance (the "Code"). The Code is available at www.corporategovernanceboard.se, where the Swedish model of corporate governance is also described.

This Corporate Governance Report is presented in accordance with the Swedish Annual Accounts Act and the Code and provides an account of Alligo's corporate governance during the 2023 financial year.

In 2023, there were no deviations from Nasdaq Stockholm's Rulebook, the Code or best practice in the stock market. The Corporate Governance Report constitutes a part of the formal annual accounts and has been reviewed by Alligo's auditors in accordance with the opinion on page 125.

Corporate governance structure at Alligo

The General Meeting of Shareholders is the company's highest decision-making body. The Board of Directors and its Chair, as well as the auditors where applicable, are appointed by the Annual General Meeting. The Nomination Committee drafts proposals for the Annual General Meeting regarding the composition of the Board of Directors. By order of the Annual General Meeting, it

is the duty of the appointed auditors to examine the financial statements and the administration of the Board of Directors and the CEO during the financial year. The Board of Directors is ultimately responsible for the company's organisation and administration. It is also the duty of the Board to ensure that all shareholders' interests in Alligo are provided for. The Board of Directors appoints the CEO and the Deputy CEOs.

The Audit Committee examines the procedures for risk management, governance, control and financial reporting. The Remuneration Committee prepares proposals concerning remuneration levels for the CEO as well as general incentive programmes for the approval of the Board. It is also the responsibility of the Remuneration Committee to decide on remuneration levels for other senior executives. The CEO and other members of the management are responsible for the day-to-day administration of Alligo.

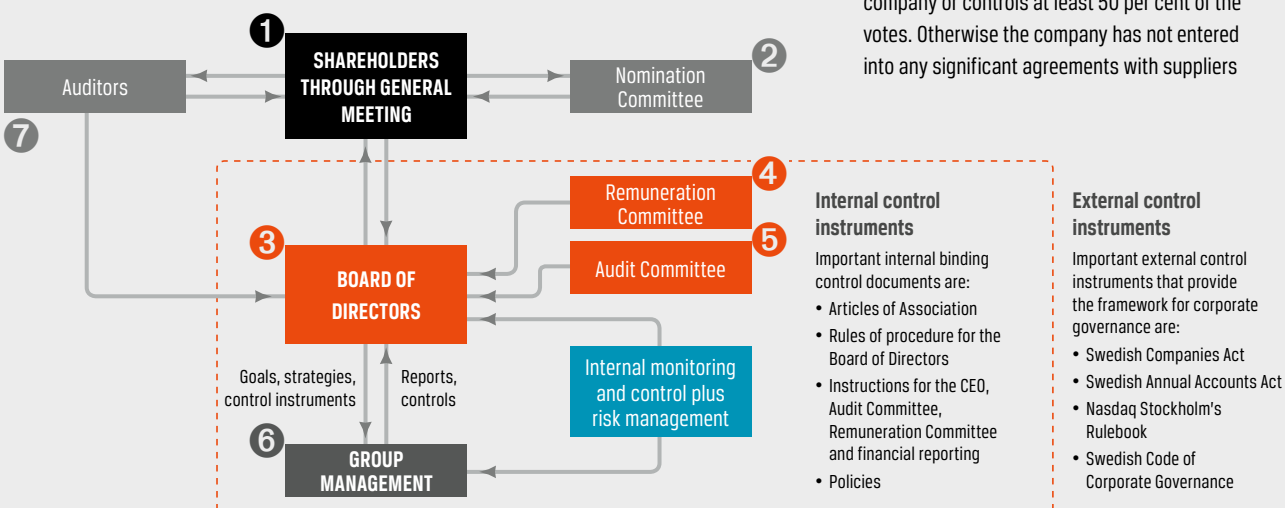
Share structure and holding of treasury shares

The share capital amounted to approximately MSEK 102 as at 31 December 2023. The distribution by class of share was as follows: Class A shares 564,073, Class B shares 50,342,116. The total number of shares before repurchasing was 50,906,189. The number of repurchased Class B shares was 855,300 and the total number of shares after repurchasing was 50,050,889.

All shares carry equal rights to Alligo AB's assets and earnings. Provided that registration to participate at the Annual General Meeting has taken place in the prescribed manner, each shareholder is entitled to vote at the general meeting on behalf of all owned, directly registered and represented shares. The company's Class A shares entitle the holder to ten votes each and Class B shares to one vote each. The Articles of Association contain no limitations concerning how many votes each shareholder may cast at the General Meeting of Shareholders. For repurchased shares held in treasury, all rights are waived until such time as the shares are reissued. The Board is authorised, during the period until the next Annual General Meeting, to decide to increase the company's share capital through a new issue of shares up to a maximum of ten per cent of the number of shares in the company as a means of payment for acquisitions.

According to Chapter 6, Section 2a of the Swedish Annual Accounts Act, listed companies are required to disclose information concerning certain circumstances that may affect opportunities to take over the company through a public takeover bid for the shares in the company. The company's lenders are entitled to cancel approved committed credit facilities if the company's shares are delisted from Nasdaq Stockholm or in connection with public takeover bids if the bidder secures a shareholding of more than 50 per cent of the number of shares in the company or controls at least 50 per cent of the votes. Otherwise the company has not entered into any significant agreements with suppliers

CORPORATE GOVERNANCE STRUCTURE



or employees that would be affected, change, expire or stipulate the payment of financial remuneration should control of the company change as a result of a public takeover bid for the shares in the company.

Treasury shares and incentive programmes

On 15 August 2023, Alligo's Board of Directors, on the basis of the authorisation granted by the Annual General Meeting of 24 May 2023, decided to repurchase some of the company's own Class B shares. The aim of this repurchase is to ensure that companies or businesses can be acquired in the future using treasury shares, while also facilitating the adaptation of the Group's capital structure. During the third quarter, 430,000 shares were repurchased, corresponding to 0.8 per cent of the total number of shares and 0.8 per cent of the total number of votes. As at 31 December 2023, Alligo's holding of Class B treasury shares amounted to 855,300, corresponding to 1.7 per cent of the total number of shares and 1.5 per cent of the total number of votes.

The 2022 Annual General Meeting approved a call option programme ("Call option programme 2022/2025") containing a maximum of 185,000 options, corresponding to approximately 0.36 per cent of the total number of shares and approximately 0.33 per cent of the total number of votes in the company. The programme is designed for key personnel in senior positions and provides the opportunity to acquire call options at market price for Class B shares repurchased by Alligo. After two years, a subsidy will be paid equivalent to the premium paid for each call option (before tax) provided that the option holder's employment at the Group has not been terminated and that the call options have not been divested prior to this point. The subsidy is recognised as an accrued expense until the time when the employment condition is met. The subsidy is also charged with social security contributions.

Each call option entitles the holder to acquire one (1) repurchased Class B share in the company on three occasions: 1) during the period from 2 June 2025 to 16 June 2025 inclusive, 2) during the period from 18 August 2025 to 1 September 2025 inclusive, and 3) during the period from 3 November 2025 to 17 November 2025 inclusive. The redemption price has been calculated as SEK 129.30, based on 120 per cent of the volume-weighted average price during the period 12 May to 25 May 2022. If the share price at the time

the call option is exercised exceeds SEK 194.00, the redemption price shall be increased krona for krona by the amount in excess of SEK 194.00. The option premium has been calculated as SEK 7.82 by an independent third party according to the accepted Black-Scholes model.

185,000 call options have been allotted and acquired by employees on market terms. Of these, 80,000 have been acquired by the Group CEO and CFO and 105,000 by other key personnel. The option premium paid totals MSEK 1.4.

In June 2022, a cash redemption of the remaining 8,000 outstanding options in the "Call option programme 2018/2022" took place for a cash sum of SEK 362,647.

1 Shareholders

As at 31 December 2023, Nordstjernan AB held 54.6 per cent of the share capital and 49.6 per cent of the total number of votes in the company. No other shareholders had direct or indirect shareholdings in the company representing more than one-tenth of the total number of votes. As at 31 December 2023, Alligo AB had approximately 6,000 shareholders. Further information regarding Alligo's shares and ownership structure as at 31 December 2023 is provided in the section on the Alligo share on pages 30–31.

General Meeting

The General Meeting of Shareholders is the company's highest decision-making body where shareholders exercise their voting rights. At the Annual General Meeting, decisions are made concerning the Annual Report, dividends, the election of the directors and auditors, directors' and auditors' fees, and other matters in accordance with the Swedish Companies Act and the Articles of Association.

Annual General Meeting 2023

The Annual General Meeting of Alligo AB was held on 24 May 2023 in Stockholm. The notice for the Annual General Meeting and the supporting documentation for the Meeting were published in accordance with the company's Articles of Association. A total of approximately 50 shareholders participated in the Meeting, representing a combined total of 78.8 per cent of the votes in the company. The Meeting was attended by all Board members and the company's auditors.

Among other decisions, the Meeting resolved on authorisations for repurchases of own shares and for new share issues in conjunction with

acquisitions, as well as on the amendment of the instructions for the Nomination Committee. The Board of Directors' remuneration report was also approved and the Board of Directors and CEO discharged from liability for their administration of the company during the 2022 financial year. Göran Näsholm, Pontus Boman, Stefan Hedelius, Johan Sjö, Christina Åqvist and Cecilia Marlow were re-elected to the Board of Directors. Göran Näsholm was re-elected Chair of the Board of Directors. The full minutes of the Meeting are available on Alligo's website.

2 Nomination Committee

The main tasks of the Nomination Committee are to submit proposals, in good time before the Annual General Meeting, for the election of the Chair of the Board and other Board members, resolutions on Board fees, the election of the auditor and resolutions on auditor's fees. The Nomination Committee is also responsible for the election of the Chair of the AGM and for any resolutions on amendments to the Instructions for the Nomination Committee.

In accordance with the instructions adopted at Alligo's Annual General Meeting in May 2023, the members of the Nomination Committee shall consist of the four largest shareholders in Alligo in terms of voting rights (in accordance with the share register maintained by Euroclear Sweden on the last banking day in February) who wish to appoint a member. If fewer than three members have been nominated in accordance with the above, other shareholders in the order of voting rights are to be granted the opportunity to nominate one member each until a total of three members have been nominated. The shareholder that controls the most voting rights in the company has the right to nominate the Chair of the Nomination Committee. The Chair of the Board shall be co-opted to the Nomination Committee (without voting rights) and coordinate the nomination procedure.

As part of the process to prepare a proposal for Board members, the Chair of the Board presents the evaluation of the Board's work carried out during the past year. The company's business and future direction are also presented by the CEO, while the Chair of the Audit Committee reports on the cooperation with the auditors. This then provides the basis for the work of the Nomination Committee, together with the requirements of the Code and Alligo's company-specific requirements.

Composition of the Board of Directors

In its nomination work, the Nomination Committee ensures that the proposed Board of Directors has a well-balanced composition in relation to the company's operations, stage of development and circumstances that ensures its ability to manage the company's affairs effectively and with integrity. The Board of Directors must contain the skills and qualities that are considered important for Alligo's continued development. In addition to good knowledge of Alligo's business and industry, the Board of Directors must also possess general expertise in areas such as corporate management, accounting, sustainability, law and finance. The composition of the Board must be characterised by diversity and breadth in terms of experience, qualifications and background, while giving consideration to an even gender distribution and continuity.

Nomination Committee 2024

In accordance with the resolution of the 2023 Annual General Meeting, the Chair of the Nomination Committee shall each year contact the four largest shareholders in terms of voting rights, as registered at the end of February, to ask them to appoint a member each to the Nomination Committee ahead of the upcoming Annual General Meeting.

At the Annual General Meeting 2023, a Nomination Committee was elected consisting of Peter Hofvenstam (Nordstjernan) as Chair, along with Stefan Hedelius (nominated by Tom Hedelius), Lilian Fossum Biner (nominated by Handelsbanken Fonder) and Björn Börjesson (nominated by Sandrew AB) as members of the Nomination Committee.

The Nomination Committee's complete motions regarding the Board of Directors and auditors will be presented in the notice for the 2024 Annual General Meeting and on the

Company's website. The Nomination Committee will present and motivate its motions regarding the Board of Directors and auditors on Alligo's website in conjunction with the publication of the notice for the Meeting and during the Annual General Meeting itself. The Nomination Committee has held four meetings ahead of the 2024 Annual General Meeting and has also maintained ongoing contact. No remuneration has been paid for the work of the Nomination Committee.

3 Board of Directors

The Board of Directors is ultimately responsible for the company's organisation and administration. In accordance with Alligo's Articles of Association, the Board of Directors is to comprise not fewer than five and not more than eight ordinary Board members. The Board of Directors is elected by the Annual General Meeting.

Board members

Alligo AB's Board of Directors comprises six ordinary Board members appointed by the 2023 Annual General Meeting: Göran Näsholm (Chair), Pontus Boman, Johan Sjö, Cecilia Marlow, Christina Åqvist and Stefan Hedelius. A presentation of these Board members, including information on other assignments and work experience, can be found on pages 80–81 and on Alligo's website. All Board members are independent in relation to the company and its senior executives. Two Board members are dependent in relation to the company's major shareholders. Accordingly, the Board of Directors meets the requirement that at least two of the Board members who are independent in relation to the company should also be independent in relation to major shareholders. There are also two employee representatives on the Board: Johanna Främberg and Emma Hammarlund.

According to the resolution of the Annual General Meeting, each Board member elected by

the Annual General Meeting receives a fee of SEK 300,000. The Chair of the Board receives a fee of SEK 650,000. A separate fee of SEK 150,000 is paid to the Chair of the Audit Committee and SEK 100,000 is paid to the Chair of the Remuneration Committee. The total Board fee of SEK 2,400,000 is unchanged compared with the previous year.

Refer to the table below for a summary of the members of the Board elected by the Annual General Meeting, their participation in committees, attendance at Board meetings, dependency and fees.

Chair of the Board

The Chair of the Board is responsible for ensuring that the work of the Board is well organised and conducted efficiently and that the Board performs its duties. In particular, the Chair is responsible for organising and leading the work of the Board in a manner that creates the best possible conditions for the Board to conduct its work. It is the Chair's task to ensure that a new Board member receives the required introductory training and any other training deemed appropriate by the Chair and the Board member, to ensure that the Board continuously updates and deepens its knowledge about the company, to ensure that the Board holds meetings as required and receives sufficient information and supporting data for its work, to propose an agenda for Board meetings in consultation with the CEO, to ensure that the decisions of the Board are carried out and to ensure that the work of the Board is evaluated annually. The Chair is responsible for all contact with the owners regarding ownership matters and for conveying feedback from the owners to the Board.

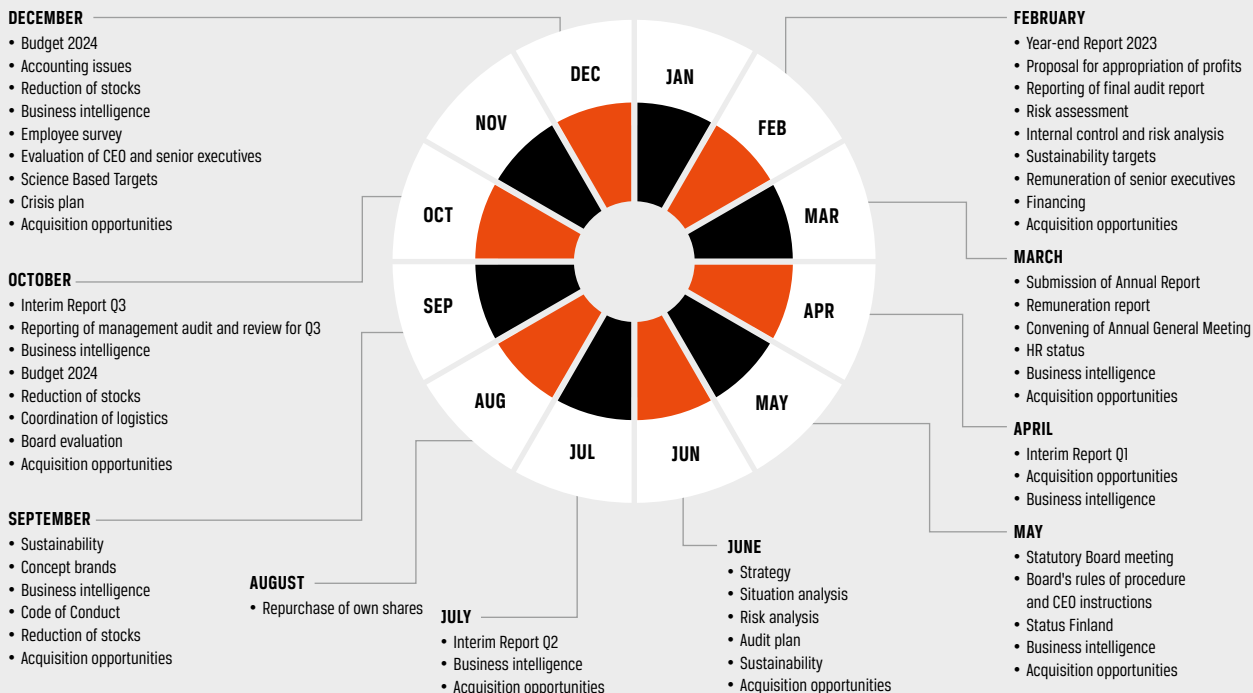
Duties of the Board

The Board of Directors is ultimately responsible for the company's organisation and for the administration of the company's affairs in the

BOARD COMPOSITION, ATTENDANCE, DEPENDENCY CONDITIONS AND FEES FOR 2023

Ordinary Board members	Year of election	Position	No. of meetings attended			Dependent in relation to		Fee, SEK
			Board of Directors	Audit Committee	Remuneration Committee	Alligo	Major shareholders	
No. of meetings			13	4	1			
Göran Näsholm	2019	Chair of the Board, Chair of the Remuneration Committee	13		1	No	No	750,000
Johan Sjö	2019	Board member	13		1	No	Yes	300,000
Pontus Boman	2022	Board member	13	4		No	Yes	300,000
Stefan Hedelius	2016	Board member	13			No	No	300,000
Cecilia Marlow	2022	Board member, Chair of the Audit Committee	13	4		No	No	450,000
Christina Åqvist	2020	Board member	13			No	No	300,000

THE WORK OF THE BOARD OF DIRECTORS IN 2023



interests of the company and of all shareholders in accordance with the Articles of Association, the Swedish Companies Act and other relevant laws and regulations and internal guidelines. This responsibility includes Alligo's sustainability work and the company's impact on the economy, environment and people.

The duties of the Board of Directors include establishing and monitoring the company's overall goals and strategies, ensuring effective systems for the monitoring and control of the business and associated risks, identifying the impact of sustainability issues on the company's risks and business opportunities, adopting guidelines on the company's conduct in society in order to secure its ability to create long-term value, and ensuring that the company's provision of information is characterised by transparency and is accurate, relevant and reliable. The Board is also responsible for decisions regarding acquisitions and divestments of businesses, major investments, repurchases of own shares, and for the appointment and remuneration of positions in the Group's corporate management.

Each year, the Board adopts written rules of procedure that regulate the work of the Board and its internal distribution of responsibility, including its committees and the distribution of responsibilities with internal business area boards, the procedure for resolutions within the Board, the agendas of Board meetings and the duties of the

Chair as well as instructions for financial reporting. The Board has also issued instructions to the CEO, which grant the authority to make decisions regarding investments, corporate acquisitions and sales as well as financing issues. The Board has also adopted a number of policies for the Group's operations, including a financial policy, privacy policy and code of conduct.

The Board of Directors oversees the work of the CEO through ongoing monitoring of the business during the year and ensures that the organisation, management and guidelines for the administration of the company's affairs are appropriate. The Board is also responsible for the company having adequate internal control and effective systems for the monitoring and control of operations and for the company's compliance with legislation and regulations applicable to its operations. The Board and CEO present the annual accounts to the Annual General Meeting.

Evaluation of the Board's work

The work of the Board is evaluated annually under the supervision of the Chair of the Board. The purpose of this evaluation is to enhance the working methods and efficiency of the Board of Directors by obtaining the opinions of the Board members on how Board work is carried out and which steps can be taken to improve the efficiency of Board work, on sustainable enterprise and on whether the Board is well balanced in

terms of skills. The results of the evaluation, performed in November, have been reported to and discussed by both the Board of Directors and the Nomination Committee and provide an important basis for the Nomination Committee ahead of the Annual General Meeting.

The Board evaluates the work of the CEO on an ongoing basis. This issue is also specifically addressed once a year without the presence of any member of the Group's corporate management. The Board also evaluates and comments on any significant assignments, if any, performed by the CEO outside the company. Each Board member is to independently assess the matters to be addressed by the Board and request the information deemed necessary to make well-founded decisions.

Each Board member is to continuously acquire any knowledge about the company's operations, organisation, markets and so forth required for the assignment.

Work of the Board

The work of the Board of Directors follows an annual plan. In addition to the statutory meeting, which is held in conjunction with the Annual General Meeting, the Board of Directors normally convenes on eight occasions each year (ordinary meetings) in connection with the publication of the interim reports, the signing of the Annual Report, the adoption of the budget and the moni-

toring of sustainability work, as well as an annual strategy meeting. Extraordinary meetings are convened when necessary. Each meeting follows an agenda, which is distributed to the Board members prior to each Board meeting along with supporting documentation. The decisions of the Board are made after discussions led by the Chair of the Board. The Remuneration Committee and Audit Committee appointed by the Board are tasked with drafting motions for resolutions by the Board and their work is carried out in accordance with instructions adopted annually by the Board.

The agenda for the statutory meeting of the Board includes the adoption of the rules of procedure for the Board of Directors, decisions regarding signatory powers and the approval of the minutes. The items addressed at the ordinary meeting in February include the year-end financial statements, the proposed appropriation of profit and the financial report. In conjunction with this meeting, the company's Auditor's Report to the Audit Committee and to the Board of Directors as a whole on their observations and assessments based on the audit performed. The company's auditors also present a corresponding report to the Audit Committee and to the Board of Directors as a whole on the management audit performed and the review of the third quarter. Each ordinary meeting also includes a number of fixed agenda items, including reports on the current financial outcome of the company's operations.

The Board of Directors held 13 Board meetings during the 2023 financial year, including a statutory meeting and three meetings per capsulam. The Board's work during the year focused on issues pertaining to measures taken to address the weak and uncertain market situation and follow-up of ongoing operations in general, the coordination of logistics and business systems in Norway, sustainability issues, acquisition opportunities, the Group's organisation and strategic development, and the Group's financial position. Refer to the table on page 75 for information regarding attendance at Board and committee meetings.

The CEO and the Group CFO report to and attend Board meetings. Other employees in the Group participate in Board meetings for the presentation of specific issues or whenever deemed appropriate. The Secretary of the Board is the Group CFO.

4 Remuneration Committee

The Remuneration Committee appointed by the Board prepares the motion regarding guidelines for determining remuneration and other terms of employment for senior executives. A proposal for new guidelines is to be prepared at least every four years and the Board submits the proposal for resolution by the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting of Shareholders. The Remuneration Committee shall also monitor and evaluate the programme for the variable remuneration of senior executives, the application of the guidelines for the remuneration of senior executives, as well as the current remuneration structures and remuneration levels at the company. The Board prepares an annual remuneration report on the application of the company's remuneration guidelines.

Remuneration of the CEO shall be decided by the Board of Directors after being prepared and recommended by the Remuneration Committee, within the scope of established remuneration principles. Remuneration of other senior executives shall be decided by the Remuneration Committee, within the scope of established remuneration principles and after consulting with the CEO. The Remuneration Committee informs the Board of its decisions.

The Remuneration Committee consists of the Chair of the Board Göran Näsholm (Chair of the Remuneration Committee) and Board member

Johan Sjö. The CEO presents reports to the Committee. The CEO does not report on their own remuneration. The Compensation Committee convened on one occasion during the 2023 financial year, during which minutes were taken. During the year, SEK 100,000 was paid to the Chair of the Committee.

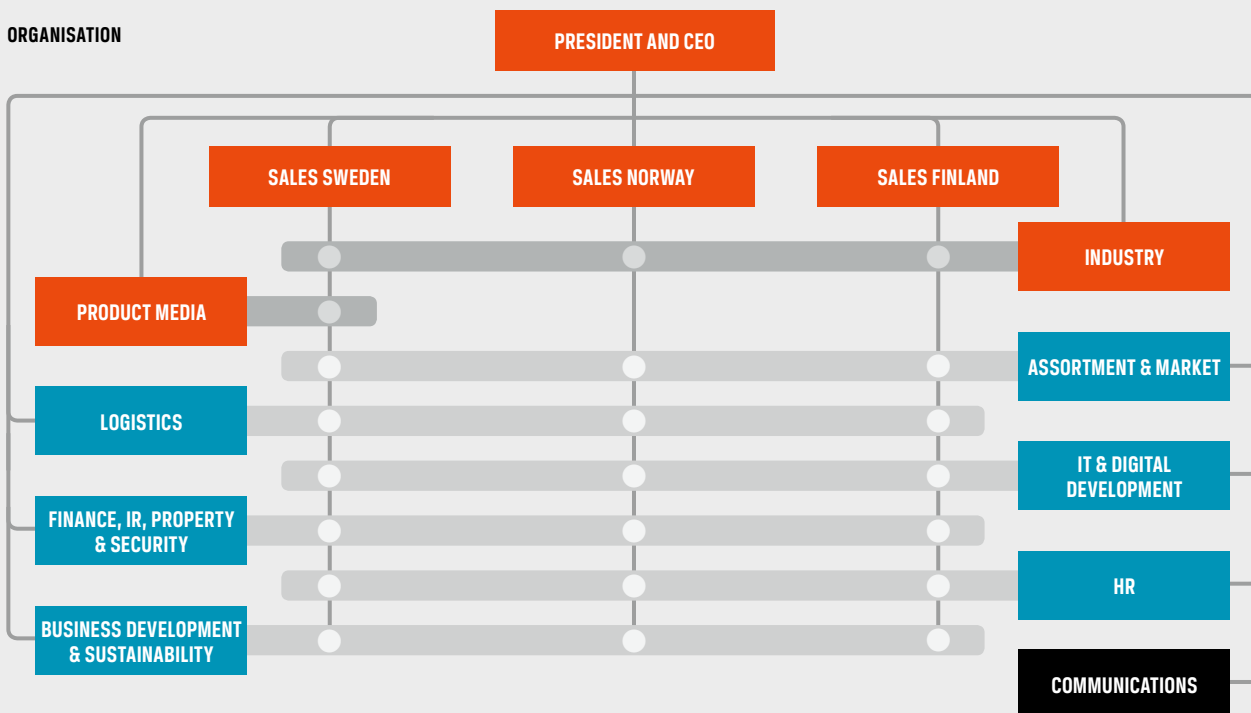
5 Audit Committee

The Board has appointed an Audit Committee, which – without influencing the responsibilities and duties of the Board in any other respect – is responsible for monitoring the company's financial reporting, monitoring the efficiency of the company's internal control and risk management with respect to its financial reporting, remaining informed about the audit of the Annual Report and consolidated financial statements, reviewing and monitoring the impartiality and independence of the auditors and whether the auditors have provided the company with services other than auditing services, and assisting in the preparation of motions regarding the election of auditors for resolution by the General Meeting of Shareholders.

The Audit Committee consists of Board member Cecilia Marlow (Chair of the Audit Committee) and Board member Pontus Boman. The committee members have particular expertise, experience and interest in financial and accounting matters. In conjunction with the Board of Directors' adoption of the annual accounts and



ORGANISATION



the accounts for the third quarter, the Audit Committee meets with and receives a report from the company's external auditors. At the same time, the Committee also meets with the auditors without the presence of the CEO, the Group CEO or other members of Group management. The Audit Committee meets ahead of each reporting date and the Group CFO attends these meetings. During the 2023 financial year, the Audit Committee held four minuted meetings, which report the results of its work to the Board of Directors on an ongoing basis. During the year, SEK 150,000 was paid to the Chair of the Committee.

6 CEO and Group management

The CEO manages the operations in accordance with the Swedish Companies Act and the framework established by the Board. With respect to the authority of the CEO to make decisions regarding investments, corporate acquisitions, corporate sales and financing issues, the rules approved by the Board of Directors apply. In consultation with the Chair of the Board, the CEO prepares the necessary information and supporting data for Board meetings, reports on various matters and explains the motivation for motions presented for resolution. Supporting information for the Board's examination of motions is sent to the Board members one week before the Board meeting. The Board also receives monthly reports containing up-to-date information about the commercial and financial development of the company, as well as the progress made in relation to sustainability.

The CEO leads the work of Group management and makes decisions in consultation with the

other members of management. The Group management meets once a month to follow up on operations and discuss general Group matters, including risk and sustainability, and drafts proposals for the strategic plan, business plan and budget which the CEO presents to the Board of Directors. The work to develop the business plan involves employees at many levels throughout the Group and is overseen by Group management on an ongoing basis. The matters examined by the Board of Directors have largely reflected the work of the Group management during the year. In addition, the CEO and the Group CFO ("Corporate management") hold monthly meetings with each country manager on country-specific issues, acquisitions and follow-up of operations, as well as six-monthly reviews with each Nordic function.

7 Auditors

According to the Articles of Association, a registered accounting firm (or, alternatively, one or two authorised public accountants) is to be elected as auditor. KPMG was elected as the company's auditor at the 2023 Annual General Meeting for the period until the end of the 2024 Annual General Meeting. The Chief Auditor is Helena Arvidsson Ålgne. KPMG performs the audit of Alligo AB and most of its subsidiaries. The company's auditors follow an audit plan, which includes feedback from the Board and the Audit Committee, and reports its findings to the company management teams, corporate management and the Board and Audit Committee of Alligo AB during the course of the audit and in conjunction with the adoption of the accounts for the third quarter and the annual accounts.

The company's auditor also participates in the Annual General Meeting, presenting and commenting on the audit work. The independence of the external auditors is regulated through special instructions established by the Board, which state the areas which may be addressed by the external auditors in addition to the normal audit work. KPMG continuously assesses its independence in relation to the company and provides the Board with written assurance of the auditing firm's independence in relation to Alligo each year. The total fee for KPMG's services in addition to the audit assignment amounted to MSEK 0 (1) during the 2023 financial year.

Ethical guidelines

Alligo strives to conduct its business with high requirements imposed on integrity and ethics. The Board of Directors adopts a Code of Conduct for the Group's operations on an annual basis, which also includes ethical guidelines. The Code of Conduct is available in full on the company's website.

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

The Board aims to ensure that the remuneration system in place for the CEO and other members of the Group's senior management is competitive and in line with market conditions. The guidelines for determining remuneration and other terms of employment for senior executives that applied for the 2023 financial year, which were adopted by the 2023 Annual General Meeting, are presented on pages 69-71.

INTERNAL CONTROL OF FINANCIAL REPORTING

Alligo's work with internal monitoring and control is designed to ensure that financial reporting is appropriate, accurate and reliable in accordance with applicable laws and regulations.

In accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance (the "Code"), the Board is responsible for ensuring that the company has good internal control and efficient processes that can ensure that the financial reporting is appropriate, correct and reliable in accordance with applicable reporting rules and other requirements that apply to listed companies. The following description is limited to the internal control of Alligo with respect to financial reporting.

Control environment

The basis of the internal control of the company's financial reporting comprises the control environment, including the organisation, decision paths, lines of authority and responsibilities documented and communicated in various control documents, such as control documents established by the Board, policies and Group-wide guidelines and manuals.

The Group's most important financial control documents are collated on Alligo's intranet and include a comprehensive financial policy, a reporting manual, a manual for the Group's internal bank, a description of accounting policies and expanded instructions preceding every closing of the books. These financial rules and regulations are updated regularly and training programmes are offered during the financial year to ensure the uniform implementation and application of the rules and regulations. On a more general level, all operations are to be conducted in accordance with Alligo's Code of Conduct.

Control activities

Alligo has established control structures to manage the risks that the Board of Directors and corporate management consider to be significant to the company's internal control with respect to financial reporting. Examples include transaction-related controls, such as regulations concerning authorisation and investments, as well as clear payment procedures and analytical controls performed by the Group's controller organisation. Controllers at all levels in the Group play a key role in terms of integrity, competence and the ability to create an environment that is conducive to achieving transparency and true and fair financial reporting.

The monthly earnings follow-up conducted via the internal reporting system is an important overall control activity. The earnings follow-up includes comparisons with previous years, previously set goals and the most recent forecast as well as the follow-up of adopted key performance indicators. This follow-up of earnings also functions as an important complement to the controls and reconciliations performed in the actual financial processes.

Follow-up

Follow-ups to assure the quality of the Group's internal control are performed within the Group in various ways. The central finance function works proactively through its participation in various projects aimed at developing internal control. The function also continuously conducts audits to assess the efficiency of internal controls in various parts of the Group and follows up the implementation of the Group's policies and guidelines.

Alligo strives to achieve an open corporate climate and high business ethics. The success of the Group is based on a number of ethical guidelines, which are described in Alligo's Code of Conduct. The Group's internal and external stakeholders play a key role in helping to identify any deviations from established values and ethical guidelines. To make it easier to identify such deviations, Alligo has introduced a whistleblowing system. The whistleblowing system allows any suspicions of misconduct to be reported anonymously. It is an important tool for reducing risks and fostering high business ethics and thereby maintaining customer and public confidence in the Group's operations.

Internal audit

The Board has decided not to establish a special internal audit function. This decision was made based on the size and operations of the Group as well as the existing internal control processes as described above. When necessary, the Audit Committee commissions external advisers to assist on projects relating to internal control.

Auditors' review of the six-month or nine-month report

Alligo's nine-month reports for the 2022 and 2023 financial years were reviewed by the company's external auditors in line with the Code.

Non-compliance

The company has not breached the rulebook of the stock exchange on which its shares are listed for trading or the best practice in the stock market.

BOARD OF DIRECTORS



GÖRAN NÅSHOLM

Chair of the Board since 2022. Board member since 2019.

Born: 1955.

Education/training: M.Sc. in Mechanical Engineering & M.Sc. Econ.

Other current assignments: Chair of the Board of Malef Holding AB, LW Sverige AB and Sell Power AB. Board member of Navogo Invest AB and Nordisk Bergteknik AB.

Work experience: President & CEO of Ahlsell AB. Senior positions in the Ahlsell Group, President of Jirva AB, Purchasing Director at Calor Celsius AB and senior positions in the Alfa Laval Group.

Independent in relation to:

- the company and its management: Yes.
- major shareholders: Yes.

Shares owned: 70,000 Class B shares (own holding).



CECILIA MARLOW

Board member since 2022.

Born: 1960.

Education/training: Master of Business Administration.

Other current assignments: Chair of the Board of NCS Colour AB, NCS Colour Holding AB and Wästbygg Gruppen AB (publ). Board member of SJ AB, Mordin AB, Segelman Virtual Stores AB and Bokusgruppen AB (publ).

Work experience: Chair of the Board/Board member of several listed and unlisted companies, including Spendrups Bryggeriaktiebolag, Desenio Group AB (publ), STH Svenska Handelsfastigheter, Kivra AB, AR Packaging Group AB, Perma Ventures AB, MatHem i Sverige AB, Platzer Fastigheter, Claes Ohlson and Midsona. Board member and CEO of Internationella Engelska Skolan.

Independent in relation to:

- the company and its management: Yes.
- major shareholders: Yes.

Shares owned: 1,500 Class B shares (own holding).



PONTUS BOMAN

Board member since 2022.

Born: 1971.

Education/training: M.Sc. Engineering.

Other current assignments: Investment Director at Nordstjernan with responsibility for the Trade & Industry sector, Chair of the Board of Rosti Group AB, Board member of Norva24 Group AB.

Work experience: President & CEO of Bergman & Beving AB, senior positions at B&B Tools, ESSVE, Boston Consulting Group and Accenture.

Independent in relation to:

- the company and its management: Yes.
- major shareholders: No.

Shares owned: –.



JOHAN SJÖ

Board member since 2019.

Born: 1967.

Education/training: M.Sc. in Economics.

Other current assignments: Senior Advisor Nordstjernan, Chair of the Board of AddLife AB, Dacke Industri AB and Momentum Group AB. Board member of Camfil AB and M2 Asset Management AB.

Work experience: Investment Director and Head of Distribution & Trade at Nordstjernan, President & CEO of Addtech AB and senior positions in the Bergman & Beving Group and at Alfred Berg/ABN Amro. Chair of the Board of Addtech AB, Bergman & Beving AB, OptiGroup AB and Prosero Security Group AB. Board member of Addtech AB and Bufab AB.

Independent in relation to:

- the company and its management: Yes.
- major shareholders: No.

Shares owned: 39,400 Class B shares (own holding).



CHRISTINA ÅQVIST

Board member since 2020.

Born: 1978.

Education/training: LL.B. and studies in economics.

Other current assignments: Partner at Indequity AB. Chair/member of the boards of companies in which Indequity invests.

Work experience: President & CEO of Distrelec Group AG and Head of Retail & Greenfield Expansion at B&B Tools. Consultant at Boston Consulting Group and corporate lawyer at Advokatfirman Vinge.

Independent in relation to:

- **the company and its management:** Yes.
- **major shareholders:** Yes.

Shares owned: 1,500 Class B shares (own holding).



STEFAN HEDELIUS

Board member since 2016.

Born: 1969.

Education/training: University studies in economics, various international executive education programmes.

Other current assignments: VD and Board member of Human Care Group AB. Board member of AddLife AB, Momentum Group AB, AIK Ishockey AB, Praktikertjänst AB.

Work experience: CEO of NOTE AB, Vice President Brand and Marketing for Scandinavian Airlines (SAS) and senior positions in the Ericsson Group.

Independent in relation to:

- **the company and its management:** Yes.
- **major shareholders:** Yes.

Shares owned: 1,500 Class B shares (own holding).



JOHANNA FRÅMBERG

Board member since 2022.

Employee representative.

Born: 1980.

Education/training: Vocational qualification in logistics.

Other current assignments: Process & Logistics Developer, Swedol AB.

Independent in relation to:

- **the company and its management:** No.
- **major shareholders:** Yes.

Shares owned: –.



EMMA HAMMARLUND

Board member since 2024.

Employee representative.

Born: 1988.

Education/training: Bachelor of Engineering in Textile Technology.

Other current assignments: PIM & MD Specialist, Swedol, Board member of Riksklubben Unionen Alligo, Regional Council representative of Unionen Göteborg.

Work experience: Operational buyer at Swedol, Textile engineer at Y. Berger & Co AB.

Independent in relation to:

- **the company and its management:** No.
- **major shareholders:** Yes.

Shares owned: –.

AUDITOR

KPMG AB has been the auditor for Alligo AB since 2016.

HELENA ARVIDSSON ÄLGNE

Authorised Public Accountant.

Born: 1962.

Helena Arvidsson Älgne has been Chief Auditor for Alligo AB since 2020.

GROUP MANAGEMENT



CLEIN JOHANSSON ULLENVIK

President and CEO since 2021.

Born: 1966.

Education/training: B.Sc. Business and Economics.

Other current assignments: Chair of the Board, Board member and/or CEO of several subsidiaries within the Alligo Group. Board member of Greenboys AB.

Work experience: President and CEO of Swedol AB (publ), President and CEO of Monier Roofing, senior positions at ABB and Ahlsell.

Shares owned: 35,658 Class B shares (own holding).

Call options: 50,000.



IRENE WISENBORN BELLANDER

CFO since 2021.

Born: 1973.

Education/training: M.Sc. Business Administration and Economics.

Other current assignments: Board member of several subsidiaries within the Alligo Group and of Wisenborn Invest AB.

Work experience: CFO Swedol AB (publ), CFO Bring, senior positions at Mekonomen and Lantmännen. Authorised Public Accountant PwC.

Shares owned: 8,300 Class B shares (own holding).

Call options: 30,000.



HÅKAN WANSELIUS

Head of Assortment and Procurement since 2022, Country Manager Sales Sweden since 2023.

Born: 1962.

Education/training: Marketing at post-secondary level.

Other current assignments: Board member of several subsidiaries within the Alligo Group.

Work experience: Head of Sales and Marketing at Swedol AB, Country Manager at Monier Roofing, Head of Sales and Marketing at Alcro-Beckers, Snickers Workwear and Black & Decker.

Shares owned: 500 Class B shares (own holding).

Call options: 13,000.



SEPPO RONKAINEN

Country Manager Sales Finland since 2022.

Born: 1969.

Education/training: M.Sc. Material and recycling technology.

Other current assignments: —.

Work experience: Senior positions at Metso: Outotec and Wärtsilä and CEO positions at medium-sized privately owned Finnish companies.

Shares owned: —.

Call options: —.



JOHNNY BERG

Acting Country Manager Sales Norway since 2024.

Born: 1975.

Education/training: Electrician.

Other current assignments: —.

Work experience: Senior positions at Tools Norway such as Regional Director, Nordic Assortment and Procurement Manager, and Sales Director.

Shares owned: —.

Call options: —.



PONTUS GLASBERG

Logistics Director since 2022.

Born: 1978.

Education/training: Technology/Economics programme.

Other current assignments: –.

Work experience: Logistics Director at Swedol AB, senior positions at Volvo CE and Spendrups.

Shares owned: 20,000 Class B shares (own holding).

Call options: 10,000.



PETER SÖDERBERG

Head of Business Development and Sustainability since 2022.

Born: 1973.

Education/training: M.Sc. Eng. and Industrial Economics.

Other current assignments: –.

Work experience: Business Development Manager at Swedol AB, partner at Occam Associates, management consultant at Boston Consulting Group.

Shares owned: 7,200 Class B shares (own holding).

Call options: 13,000.



TORBJÖRN ERIKSSON

Head of Industry Customer Segment since 2023.

Born: 1967.

Education/training: Mechanical engineer.

Other current assignments: –.

Work experience: Country Manager Sales Sweden at Alligo, Head of Division Tools Nordics, CEO of Tools Sweden, senior positions at Momentum Industrial and Movomech.

Shares owned: –.

Call options: 10,000.



GUSTAF JOHANSSON

CIO since 2022.

Born: 1988.

Education/training: MSc Computer Science and Engineering. MBA.

Other current assignments: Chair of the Board of JNF Momentum A/S.

Work experience: Senior positions at Momentum Group and B&B Tools.

Shares owned: 3,500 Class B shares (own holding).

Call options: 13,000.



KLAS WAHLSTRÖM

HR Director since 2022.

Born: 1962.

Education/training: MBA.

Other current assignments: Board member of Stenhusgruppen AB and subsidiaries.

Work experience: HR Director at Praktikertjänst, Nordic HR Director at Aleris, Deputy CEO, Nordic HR Director and other senior positions at Manpower.

Shares owned: –.

Call options: –.

EXCERPT FROM THE AUDITOR'S REPORT

Auditor's examination of the Corporate Governance Report

The Board of Directors is responsible for the Corporate Governance Report on pages 73-79 and that it is prepared in accordance with the Annual Accounts Act.

Our examination has been conducted in accordance with FAR's recommendation RevR 16 The auditor's examination of the Corporate Governance Report. This means that our examination of the Corporate Governance Report is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing

standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A Corporate Governance Report has been prepared. Disclosures in accordance with Chapter 6 Section 6 the second paragraph points 2-6 of the Annual Accounts Act and Chapter 7 Section 31 the second paragraph of the same law are consistent with the other parts of the annual accounts and consolidated financial statements and are in accordance with the Annual Accounts Act.

KPMG AB, Box 382, 101 27, Stockholm, was appointed auditor of Alligo AB (publ) by the general meeting of shareholders on 24 May 2023.
KPMG AB or auditors operating at KPMG AB have been the company's auditor since 2016.

Stockholm, 9 April 2024

KPMG AB

Helena Arvidsson Algne
Authorised Public Accountant

WE MAKE BUSINESSES WORK

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