

Corporate governance report

Rottneros is a Swedish public limited company based in Sunne, Sweden and is listed in the Mid 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, as well as the Code. Rottneros applied the Code without deviations in 2022.

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 organisation chart on the next page 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 reports received 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, the Sustainability Policy, the Environmental and Energy Policy, the Anti-Corruption Policy, the Competition Policy, the Insider Policy and the Board's Diversity Policy. The CEO takes decisions regarding the Customer Credit Policy, crisis management instructions, IT Policy, Work Environment Policy and ethical rules for suppliers to Rottneros, which are shared with the Board. There are also 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 decides on the Articles of Association, appoints the Board of Directors and the Chairman of the Board, elects the auditor, adopts the income statement and balance sheet and decides on the appropriation of profits and discharge from liability, decides on the Nomination Committee, guidelines for remuneration of senior executives, etc.

Rottneros' Articles of Association do not contain specific provisions on the appointment and dismissal of members of the Board of Directors or on amendments to the Articles of Association.

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 the Rottneros website. Minutes, the CEO's statements, etc. from the latest meetings are also available on the website.

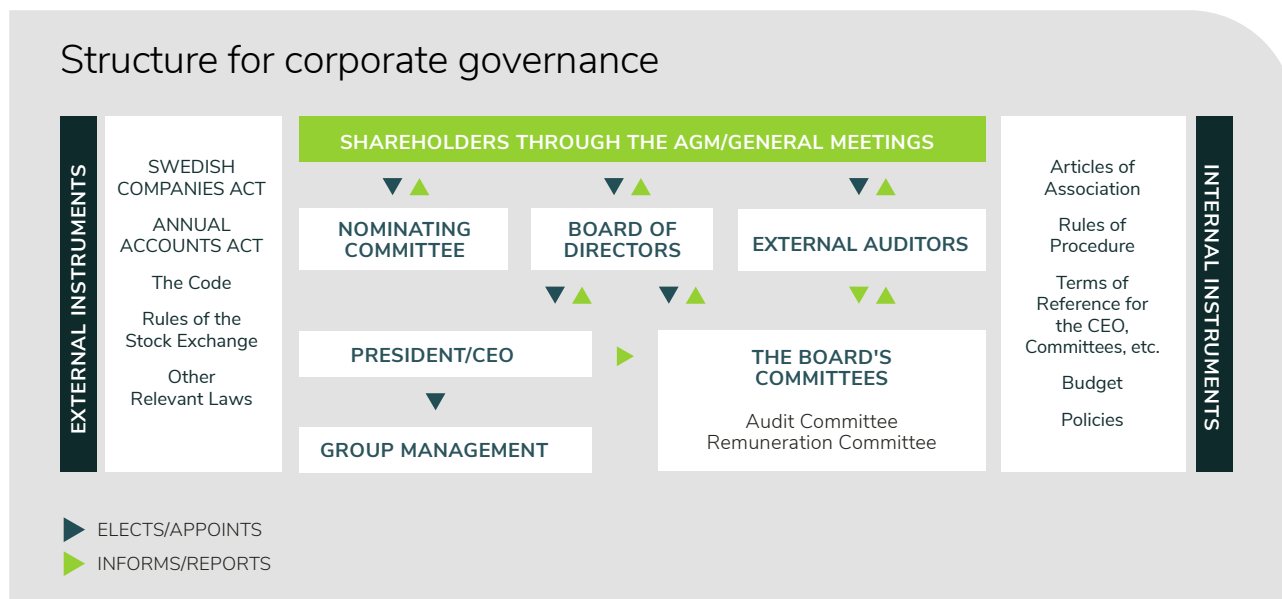
SHAREHOLDERS

The Rottneros share has been listed on Nasdaq Stockholm since 1987. According to the share register maintained by Euroclear Sweden, Rottneros had 13,543 shareholders as of 31 December 2022. The share capital amounted to 153,393,890 SEK, divided among 153,393,890 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.

As of 31 December 2022, Arctic Paper S.A. had an ownership state of 51.0 percent of the total number of shares and votes. Otherwise, none of the shareholders has 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 percent of the total number of shares. See pages 58-59 for additional information about the share, shareholders, etc. Information is also available on the company's website.

Structure for corporate governance



2022 ANNUAL GENERAL MEETING

Rottneros held its 2022 AGM on 28 April 2022 in Söderhamn. The meeting was attended by 23 of the company's shareholders representing 53.8 percent of the company's votes and capital (excluding Rottneros' treasury shares). A majority of the Board members, including Chairman of the Board Per Lundeen, 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 2021 financial year.
- The AGM resolved in accordance with the Board's proposal and the auditors' approval that the funds available to the AGM be carried forward and that no dividend be paid.
- The Board shall consist of six ordinary members.
- Marie S. Arwidson, Per Lundeen, Roger Mattsson and Conny Mossberg were re-elected as members. Julia Onstad and Johanna Svanberg were elected as new members.
- Per Lundeen was re-elected to serve as Chairman of the Board.
- A fee of 600,000 SEK shall be paid to the Chairman of the Board and 300,000 SEK to each of the other members. Additionally, a fee of 20,000 SEK should be paid to each of the members of the Audit Committee and 10,000 SEK to each of the members of the Remuneration Committee. Each employee representative will be paid a fee of 30,000 SEK for the time needed to read materials prior to meetings. Auditors' fees are paid based on invoices approved by the CEO.
- The registered accounting firm KPMG AB was re-elected as the company's auditor until the end of the 2023 AGM, with Mattias Eriksson as auditor in charge.
- The AGM resolved in accordance with the Board's proposal to approve the remuneration report for the 2021 financial year.

NOMINATING COMMITTEE

Rottneros' AGM makes decisions on the principles for the appointment of the Nominating Committee. 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 largest 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 no later than six months prior to the 2023 AGM. The composition of the Nominating Committee at any given time will be published on the Rottneros website. 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 14 October 2022 and has been made available on the Rottneros website. Michal Jarczynski, appointed by Arctic Paper S.A., was appointed Chairman of the Nominating Committee. Other members were Stefan Sundh, appointed by PROAD AB, and Per Lundeen, Chairman of the Board of Rottneros AB. Together, the Nominating Committee represents approximately 58.5 percent of the votes for all shares in Rottneros.

The Nomination Committee shall submit proposals for decisions to the 2023 Annual General Meeting regarding the election of the chairman of the meeting, the number of board members and deputies, the election of the chairman and other members of the board, board fees and remuneration for committee work, the election and remuneration of auditors, and, where applicable, changes to the instructions for the Nominating Committee.

The Board has adopted a specific Diversity Policy concerning the composition of the Board of Directors. This policy is available on the Rottneros website.

AUDITORS

Rottneros' auditors are elected at the AGM. At the 2022 AGM, KPMG AB, with Authorised Public Accountant Mattias Eriksson as auditor in charge, was re-elected as auditor for the period until the 2023 AGM. 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 2022 AGM. The auditor attends the AGM to present the auditor's report.

Fees to the audit firm for 2022 are shown in Note 5 of the annual report.

BOARD OF DIRECTORS

Composition and fees of the Board

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. Rottneros' Board of Directors consists of six members elected by the AGM without deputies, as well as 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. Other officials of the company are also called in when necessary to present matters. The table on page 73 shows the composition of the Board in 2022, as well as remuneration paid to Board members for 2022 and 2021, respectively. Additional information about the Board members is presented on page 104.

Evaluation of the Board's work

The Board carries out an annual systematic evaluation in which members are given the opportunity to voice their views on working methods, Board materials, and their own and other members' contributions to the Board's work. The purpose is to improve the work of the Board and also to furnish 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 executive management; also, at least two of these members must be independent in relation to the company's major shareholders.

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 executive management and of the company's major shareholders. In 2022, all of the directors elected by the AGM have been independent in relation to the company and its management.

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. Moreover, the Board is 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 28 April 2022 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 eight 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. Twelve Board meetings were held in 2022.

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 public 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, July and October.
 - 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 the 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 reports, interim reports, annual reports, press releases with economic content and presentation materials 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

Composition of the Board and attendance 2022

Amounts in TSEK		Dependence	Total fees, 2022/23 ⁴	Total fees, 2021/22 ⁴	Attendance 2022	
					Board meetings, %	Committee meetings, %
Per Lundeen ¹	Chairman	X	600	580	100	100
Marie S. Arwidson			320	295	100	100
Ulf Carlson ²			100	305	100	100
Roger Mattsson ¹		X	320	295	100	100
Conny Mossberg ¹		X	310	285	100	100
Julia Onstad ^{1,3}		X	310	-		100
Johanna Svanberg ³			320	-		100
Mika Palmu	Employee representative			30	92	-
Jerry Sohlberg	Employee representative			30	100	-
Jörgen Wasberg	Employee representative/ deputy			30	100	-
Jimmy Thunander	Employee representative/ deputy			30	100	-

1) Dependent in relation to the company's largest shareholder, Arctic Paper S.A.

2) Board member until 28 April 2022

3) Board member from 28 April 2022

4) Including fees for committee work

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. Work was conducted by two of the committees appointed by the Board during the year: the Audit Committee and the Remuneration 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 and providing recommendations and proposals to ensure the accuracy of the reporting concerning e.g. 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 and evaluating audit work.
- Establishing guidelines for the purchasing of permitted services other than auditing from the company's auditors, and if appropriate approving 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.

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 2022 AGM the Committee has consisted of Board members Marie S. Arwidson, Per Lundeen, Roger Mattsson and Johanna Svanberg. Marie S. Arwidson is Chairwoman of the Committee.

The Audit Committee held five meetings in 2022 and the Board receives regular reports from the meetings. 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 Remuneration Committee within frameworks established by the Board and AGM.

Since the 2022 AGM, the Remuneration Committee has consisted of Per Lundeen, Conny Mossberg and Julia Onstad. Per Lundeen is Chairman of the Committee.

The Committee held three meetings in 2022 and the Board was informed about the work carried out by the Remuneration Committee.

CEO/ PRESIDENT

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 Groups' 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.

GROUP MANAGEMENT

The CEO leads the work of Group management and makes decisions in consultation with other members of the management team. In 2022, this consisted of the CEO and seven other people: an operations officer, a site manager, the CFO and four chiefs of staff. Information about the CEO and Group management is shown on page 106 of the 2022 Annual Report. Group management has regular operational reviews led by the CEO.

FURTHER INFORMATION IS AVAILABLE AT WWW.ROTTNEROS.COM

- Articles of Association
- Information from previous AGMs (notices, minutes, resolutions, CEO statements)
- Information about the Nominating Committee
- Corporate governance reports from 2011 to 2022 (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 Accounts 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, information and communication, risk assessment, control activities 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, with the aim of ensuring a clear definition of roles and responsibilities. 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 the day-to-day internal control and risk management work. 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 in Rottneros' important steering documents, including 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 subsidiary, where the CEO and CFO hold a review session with the respective company's management. A specific analysis is conducted of production, order status, cost follow-up, investments and cash flow. The CFO is also in regular contact with the subsidiaries. In addition, regularly scheduled Finance meetings are held at which the CFO, financial manager of each subsidiary, the Group Controller and other controllers 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.

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

Summary of the Board's work in 2022

DECEMBER

- Preparation of annual accounts
- Investment framework
- Budget
- Evaluation of the Board's work
- Evaluation of the CEO's work

OCTOBER

- Q3 interim report
- Audit report (internal controls, early warnings)
- Evaluation of the need for an internal audit function

AUGUST

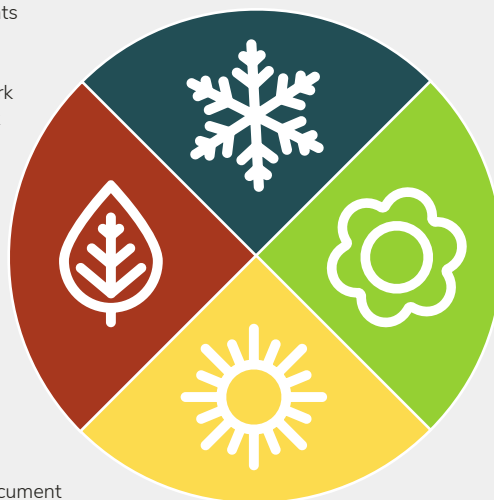
- Policy document

JULY

- Q2 interim report
- Audit report

JUNE

- Investments
- Strategy



JANUARY

- Year-end report
- Audit report
- Dividend
- Evaluation of the audit

MARCH

- Annual report
- Compensation issues
- Preparation for the Annual General Meeting

APRIL

- Q1 interim report
- Annual General Meeting
- Statutory meeting
- Rules of Procedure
- Monitoring of investments

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 procedures and also to introduce internal control routines aimed at business-critical issues.

Rottneros' auditors examine 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. Rottneros' Group-wide finance functions are represented locally at each company and report via a Group-wide reporting system. The finance function has regular meetings and a close cooperation 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 is of the opinion that the business does 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.

WHISTLE BLOWER SERVICE

Rottneros strives to maintain an open business climate and a high standard of business ethics. The whistleblower service is an "early warning system" and important for safeguarding good corporate governance, eliminating risks and ensuring that customers and the public continue to trust the Group.

The whistleblower service can be used anonymously to provide information about something that the person believes could seriously affect the organisation or someone's life or health. The service can also be contacted in cases of failure to comply with values and ethical principles. To ensure anonymity, the service is provided by an external party, through which the individual who reported the matter may also receive feedback. The channel is encrypted and password protected; all messages are treated with confidentiality.

The CFO and the HR Officer have been appointed by the President to serve as "Case Managers" for incoming cases. The cases are addressed without delay and reported to the President, or to the Chairman of the Board if the President is involved in the case. The number of incoming cases is reported to the Audit Committee on a quarterly basis. If the need arises and the privacy of all parties can be ensured, reporting can be more detailed.