

# ANNUAL REPORT 2019



## Invitation to Annual General Meeting

The shareholders of Poolia AB (publ) are hereby summoned to the Annual General Meeting on Tuesday 28 April 2020 at 15:00 in the company's premises in Stockholm at Torsgatan 11.

### Attendance

Shareholders wishing to participate in the Annual General Meeting must partly be listed in the shareholders' register kept by Euroclear Sweden AB no later than Wednesday 22 April 2020, and partly notify Poolia of their attendance no later than Wednesday 22 April 2020.

Notice of attendance at the Annual General Meeting can be sent to:

Poolia AB  
FAO: Kent Thudén  
Box 207  
101 24 Stockholm

The notice can also be given by  
telephone: +46 8-555 368 50  
e-mail: kent.thuden@poolia.se

The notice must specify your name, telephone number, personal or corporate identity number, as well as the number of representatives. In order for nominee shareholders to be entitled to participate in the Annual General Meeting, the shareholder must register the holding in their own name, so that the share ownership is registered well before 22 April 2020.

### Dividend

The Board proposes that no dividends are paid to the shareholders.

## Financial calendar

|                        |                 |
|------------------------|-----------------|
| Interim report Jan–Mar | 28 April 2020   |
| Interim report Jan–Jun | 24 July 2020    |
| Interim report Jan–Sep | 26 October 2020 |
| Year-end report 2020   | February 2021   |

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ISIN code: SE0000567539

Abbreviated name on Nasdaq Stockholm Small Cap: POOL B

LEI code: 549300TMUX6ZE1FLLV16

# A WORD FROM THE MANAGING DIRECTOR

At the end of 2018, Poolia merged with Uniflex and 2019 has been our first year as a joint group. The merged company has become a stronger staffing and recruitment company with a broad offer and activities in Sweden, Finland Norway and Germany. The merger has also led to economies of scale and cost synergies, with a positive impact on the operating profit. The merger has been well received by clients, suppliers and employees alike. The activities within Poolia and Uniflex will continue to operate under their respective brand.

## Falling demand in the staffing industry

The staffing industry is characterised by highly fluctuating demand. 2019 was a generally weak year with lowered demand. In the fourth quarter, the turnover of Sweden's ten largest staffing companies dropped by 16 per cent. Price compression remains high, especially in the Uniflex segment. With a long experience of both upturns and downturns in the staffing industry, we have developed a good preparedness to handle dwindling demand by largely basing our activities on variable costs. This has allowed us to report a positive operational profit again this year. We have even increased our operational profit compared to the previous year. In 2020, we will continue working to improve the operation, and we are working actively to turn the trend of declining turnover.

## Events and developments in the Poolia Group

Of course, we are not satisfied with the decrease in the group's turnover and profitability, although it has improved, is still unsatisfactory. Our goal is to show growth and to produce an operating margin of four to five per cent for the group as a whole. For this reason, we kept a large focus in 2019 on making Poolia more sales-oriented, agile and digital, where we took a number of measures and new initiatives. We are both proud and happy to say that we received high scores in the customer and employee surveys again this year. The number of visits we have made to our clients this year is higher than previously, and our development of services and digital tools is going well. As an example, we have changed or upgraded the staffing systems in all our markets in the last year. We have also shared Poolia Sweden's AI advertising tool Poolia Social Media Boost with both Poolia and Uniflex throughout the Nordic region. Our consultants and clients are now signing most agreements and other documents digitally. We also offer our customers the possibility to book short-term staff online if they wish. Since the automation trend is likely to continue, we have several exciting projects underway within this area.

In Sweden, we have relocated the main offices of both Poolia and Uniflex to more fitting premises, without compromising the work environment, while still achieving lower rent costs. In this respect, a goal that we have attained was to keep Poolia's Stockholm office in the city area. The reason being to make it easy for candidates and staff to reach us. We have also joined all staff at Uniflex' new office in Globen, partly to save money and partly to facilitate management and knowledge exchange.

Furthermore, we have intensified our cross-selling efforts between Poolia and Uniflex in Sweden, with excellent results. This means that when the staffing industry recovers, we will have more customer contracts than ever to shift our operation into a higher gear. In 2020, we will continue our intense sales efforts, but we will also resume the great progress that Poolia Sweden has made to build the brand.

In our German operation, we have managed during the year to reduce the rate of income loss that we have incurred in the last few years in the wake of changes in German legislation for staffing companies, and we now have a solid foundation to stand on in Germany when the demand goes up. In Norway, we have established Poolia within the framework of Uniflex's operation in the country. We have gained a number of new clients for Poolia, but also achieved synergies with the Uniflex customer base. The addition of Poolia to our Uniflex operation in Norway has been successful and we have managed to increase the turnover in Norway during the year. In Finland, both Poolia and Uniflex have had their best years in a long time in terms of both growth and profitability.

As we are now looking ahead to the coming year, I am convinced that we have an excellent platform to continue building the new Poolia Group. We have healthy operations in all our markets and we have committed employees who will all contribute in their own way to our success. I would therefore like to take this opportunity to thank our amazing staff – all the employees working with our clients and all our inhouse staff working with sales, HR and administration. Thank you all very much, and thank you to all our clients for the great collaborations in 2019. We are looking forward to an exciting and rewarding 2020!

After the reporting period, the pandemic Covid-19 has started spreading. This could have a massive effect on the staffing industry, as many companies and organisations are signalling that they are planning both terminations of their own staff and reduced numbers of external consultants and temporary staff. Poolia has already felt the reduced demand in certain parts of the operation. The management and the board of directors continuously monitoring the development of the business in this context in order to quickly and effectively be able to manage the potential risks and situations that could arise.

Stockholm, 6 April 2020

**Jan Bengtsson**, MD & President

# POOLIA'S BUSINESS CONCEPT

Poolia's business concept is to assist companies and organisations with staffing and recruitment of qualified competencies. Competencies contributing to the success of our clients.

For 30 years, we have been part of the labour market, and we are well aware of the present and future challenges facing our customers. The world is constantly changing, and in 2019 we have for example focused on development and digitalisation of our processes, offers and benefits.

## Our vision

Poolia is a staffing and recruitment company. But we prefer to view ourselves as experts in finding and matching competencies. Because people always make all the difference. Individuals achieve results. The right person in the right place gives a successful business. We have summarised this in our vision:

**The right person. In the right place. Every time.**

## Values

The Poolia Group has four values which provide the foundation for the company's activities and permeate everything we do. We want our values to help our employees grow and feel satisfied in their work. The four values and their content are as follows:

**Commitment** – I always do my best

**Joy** – I am here wholeheartedly

**Focus on business** – Business comes first

**Responsibility** – I assume responsibility, I matter, and we are the good company.

Through our values, we want to express our credibility, not only in our cooperation with clients and employees, but also in our contacts with candidates, shareholders and other interested parties.

## Focus areas and strategy 2020

In preparation of 2020, the board of Poolia AB has decided the following three focus areas for the group:

- A. Profitable growth
- B. Increased digitalisation
- C. Increased attractiveness

# MARKETS/SEGMENTS

## POOLIA

Poolia focuses on staffing in the salaried employee market and is currently operating in Sweden, Germany, Finland and Norway. There are no plans at present to expand to new markets; instead, the focus over the next few years will be on developing the activities in the countries where the company is currently operating.

### Poolia's success factors



MODERN  
TOOLS



THE MOST  
EXPERIENCE



UNIQUE SELECTION  
PHILOSOPHY



POOLIA  
QUALITY

#### The most experience

For 30 years, Poolia has been focusing on one thing: finding qualified competence in the salaried employee market. This delimitation is our strength and makes us perhaps the most experienced recruitment consultants in the business. We have solid experience within a number of specialisations. We understand companies and their trading conditions. And we know what is required by the individual.

#### Poolia quality

We keep our promises. Poolia is a certified staffing company and a devoted employer with a high rating in employee indexes. In Sweden alone, we carry out more than 1,000 recruitments and 1,200 staffing assignments per year. We offer our customers – in both the private and public sectors – tried and tested, and quality-assured processes along with a professional partner in staffing matters. Poolia Sverige AB has both quality and environmental certifications.

#### Unique selection philosophy

The candidate's CV is important, but it is not everything. We know that the context determines how well a person performs. For this reason, we conduct extensive tests and interviews with all candidates to identify their driving forces and ambitions. The aim is to find the individual and the personality that most closely matches the client's expectations. When we have a full profile, we not only propose a suitable individual – we propose the right individual.

#### Modern tools

A growing presence online and in social media such as Facebook and LinkedIn has changed the rules of the game. Identifying qualified candidates today, both active and passive, requires an understanding of the individual's online behaviour, an ability to create attractive job ads and the right tools to communicate in digital channels. Poolia offers both advice and advanced digital services to advertise in relevant channels for a specific need. For all advertising, we ensure that the client's brand is safeguarded.

### Poolia's business areas

Poolia offers high-level competency within the business areas of recruitment and staffing all over Sweden. From Malmö in the south to Umeå in the north. Our service areas are:

- Staffing
- Interim Management
- Recruitment
- Executive Search

### Poolia's specialities

The service areas of recruitment and staffing are divided into a number of specialities:

- Bank & Finance
- Economics
- HR & Payroll
- Administration
- Engineering
- Law
- Life Science
- IT
- Purchasing & Logistics
- Sales & Marketing



**Jan Bengtsson**  
MD Poolia Sweden

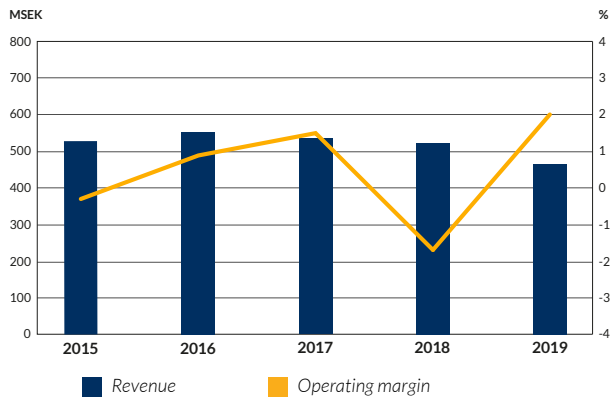


**Tobias Rebenich**  
MD Poolia Germany

### Poolia Sweden

Poolia Sweden's income decreased by 12 per cent to SEK 460 million with an operating profit of SEK 10.5 million. The operating margin for the entire year was 2.3 per cent. Poolia's Swedish operation represented 27 per cent of the consolidated income.

**POOLIA SWEDEN: REVENUE AND OPERATING MARGIN**



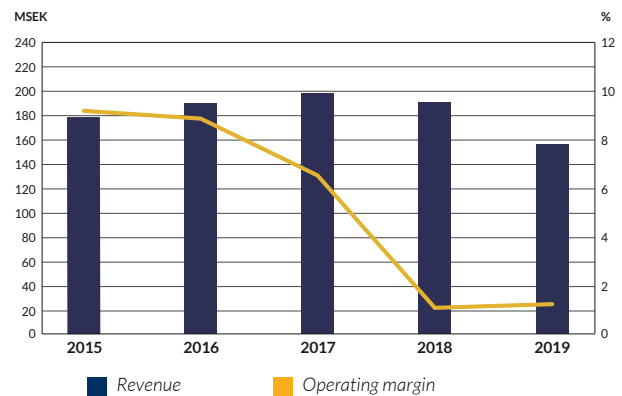
In light of the weak demand in the staffing industry over the year, savings have been necessary, especially on overheads. This has allowed us to maintain a positive operating profit.

Staffing represented 86 per cent of income and Recruitment was 14 per cent. The recruitment operation is growing well. The growth in the staffing business is still not satisfactory. In order to create growth in the business, the company will be investing more in marketing and sales in 2020. Growth creation will be facilitated in the future by the fact that since 2019, Poolia is also conducting activities in four new locations from Uniflex's offices in Karlstad, Skövde, Sundsvall and Växjö.

### Poolia Germany

Poolia Germany's income amounted to SEK 157 million, which is a reduction of 17 per cent compared to the previous year. The operating profit amounted to SEK 1.9 million and the operating margin to 1.2 per cent. Poolia Germany represented 9 per cent of the Poolia Group's consolidated income. Staffing represented 84 per cent of income and Recruitment was 16 per cent. The professional areas that Poolia Germany primarily focuses on are economics, finance, payroll, HR, administration and IT.

**POOLIA GERMANY: REVENUE AND OPERATING MARGIN**



In order to stop the negative trend that began in 2018 in the wake of less beneficial legislation for staffing companies in Germany, Poolia Germany initiated a major change programme in early 2019. The programme reduced the cost mass and created conditions to maintain a positive operating profit and to create growth in the long term.

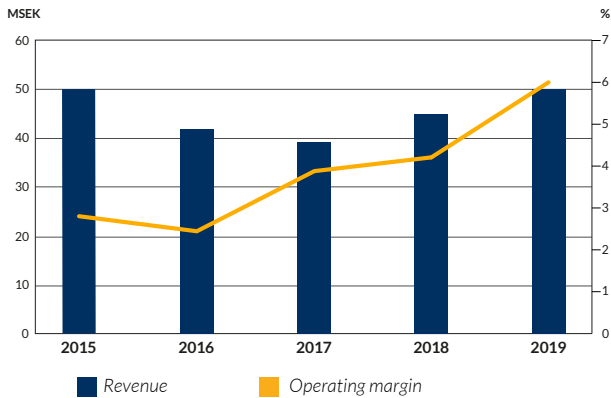


**Esa Rantanen**  
MD Poolia Finland

## Poolia Finland

Poolia Finland's income amounted to SEK 50 million, which is a reduction of 12 per cent compared to the previous year. The operating profit amounted to SEK 3.0 million and the operating margin to 6.0 per cent. Poolia Finland represented 3 per cent of the Poolia Group's consolidated income. Staffing represented 89 per cent of income and Recruitment was 11 per cent.

### POOLIA FINLAND: REVENUE AND OPERATING MARGIN



The activities in Poolia Finland are primarily conducted out of Helsinki, but Uniflex's office network has given customers the option of service in more locations. The professional areas that Poolia Finland primarily focuses on are economics, payroll, HR, administration and IT.

Poolia Finland's operation has developed well over the year and we will continue on this path in 2020, with a large focus on sales.



## UNIFLEX

Uniflex works with staffing and recruitment of staff within the professional categories of industry, storage, construction, sales and customer services, and is currently located in Sweden, Norway and Finland. There are no plans at present to expand to new markets; instead, the focus over the next few years will be on developing the activities in the countries where the company is currently operating.

### Uniflex's success factors

#### The right price

The right price means that Uniflex offers competitive prices to customers hiring large staff volumes. Achieving this while maintaining a good profit margin requires low overhead costs. It also means that the lower the price, the more consultants for the inhouse staff to manage.

#### Speed

Uniflex has an organisation and a working method designed according to the customer's need for quick staffing services. Customers often choose to hire staff from the actor that can provide it the quickest.

#### Flexibility

In the same way that the customers want quick provision of staff, they sometimes have a need to quickly phase out hired staff. Uniflex has an organisation that is well adapted to these needs.

### Uniflex's operation and professional categories

Uniflex works primarily with staffing. The recruitment business represents less than 1 per cent of turnover. The distribution of the turnover reflects the market on which Uniflex Sweden operates. The professional categories that Uniflex Sweden operates in are:

- Industry
- Storage/Logistics
- Construction and infrastructure
- Customer service



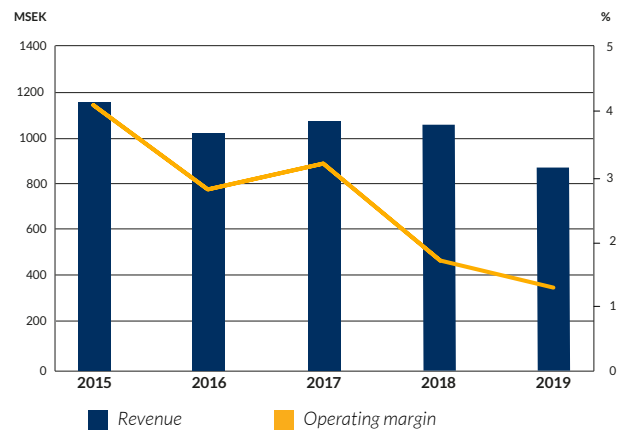
**Jan Bengtsson**  
MD Uniflex Sweden

### Uniflex Sweden

Uniflex Sweden's income decreased by 18 per cent to SEK 868 million with an operating profit of SEK 11.3 million.

The operating margin for the entire year was 1.3 per cent. Uniflex's Swedish operation represented 52 per cent of the Poolia Group's consolidated income.

UNIFLEX SWEDEN: REVENUE AND OPERATING MARGIN



The market on which Uniflex Sweden is operating is extremely competitive and in the last few years, a large number of new competitors have established themselves on the market. At the same time, the turnover of the entire industry decreased in 2019. All in all, this has led to a decreased turnover and profitability for Uniflex Sweden. In order to counter this trend, certain cost savings have been made during the year, and the sales focus has been shifted towards customers assessed to be prepared to pay for the competency and flexibility that the company offers.



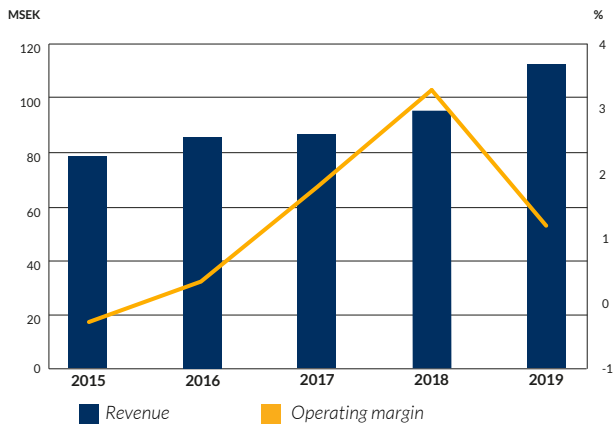


**Christopher Carey**  
MD Uniflex & Poolia Norway

### Uniflex Norway

Poolia Norway's income amounted to SEK 111 million, which is a reduction of 17 per cent compared to the previous year. The operating profit amounted to SEK 1.9 million and the operating margin to 1.7 per cent. Uniflex Norway represented 7 per cent of the Poolia Group's consolidated income.

**UNIFLEX NORWAY: REVENUE AND OPERATING MARGIN**



The growth of Poolia Norway has continued in 2019. However, the profitability has decreased slightly. The operation focuses primarily on the professional categories of construction and oil/gas. Both of these areas are weather dependent and therefore have large seasonal variations, with demand being greatest in the period from March to October. The establishment of Poolia in Norway at the end of 2018 is expected to contribute to more even revenue streams and to increased profitability. Poolia Norway will be reported within the segment Uniflex Norway for the time being.

### Poolia Norway

Poolia started in Norway in conjunction with the merger at the end of 2018. Activities are currently conducted as a division of Uniflex Norway and they are included in the reporting of the segment Uniflex Norway.

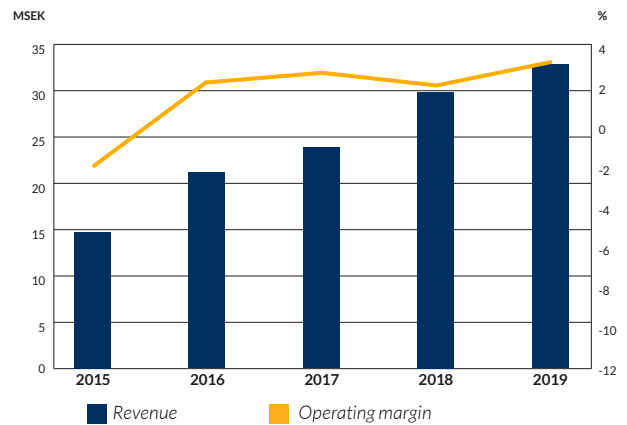


**Esa Rantanen**  
MD Uniflex Finland

### Uniflex Finland

Uniflex Finland's income amounted to SEK 33 million, which is a reduction of 10 per cent compared to the previous year. The operating profit amounted to SEK 1.0 million and the operating margin to 3.2 per cent. Poolia Finland represented 2 per cent of the Poolia Group's consolidated income.

**UNIFLEX FINLAND: REVENUE AND OPERATING MARGIN**



The activities in Uniflex Finland are conducted from three locations. The professional categories that constitute Uniflex Finland's primary focus are construction, industry and customer service. The challenge for Uniflex Finland is to achieve profitable growth in the operation. In 2019, we have done so successfully, and the company has good conditions to continue on the same path in 2020 as well.

# THE POOLIA SHARE

Poolia was introduced on the Stockholm Stock Exchange on 23 June 1999. On 31 December 2019, the share capital amounted to SEK 9,327,374 distributed over 46,636,868 shares, of which 10,864,300 are A shares and 35,772,568 are B shares, at a quoted value of 20 öre. All shares are equally entitled to shares in the company's assets and profit. A shares entitle the holder to one vote and B shares to a 1/5 vote.

## Price trends

The share price was SEK 7.84 at the start of the year and SEK 6.08 on 30 December 2019. The highest listing of the year for the Poolia share was SEK 8.82 and the lowest of the year was SEK 5.38.

## Trading

The Poolia share is listed on Nasdaq Stockholm, Small Cap, under the name POOL B. One trading lot comprises 1 share and the quoted value is 20 öre.

## Dividend policy

The board's long-term dividend policy means that the annual dividend should normally exceed 50% of the group's profit after tax.

### DISTRIBUTION BY SIZE AS PER 30 DECEMBER 2019

| Number of shares | Number of shareholders | Holding %     | Votes %       |
|------------------|------------------------|---------------|---------------|
| 1-1,000          | 3 307                  | 2.13          | 1.10          |
| 1,001-5,000      | 1 039                  | 5.41          | 2.80          |
| 5,001-50,000     | 326                    | 9.45          | 4.89          |
| 50,001-          | 51                     | 83.00         | 91.20         |
| <b>Total</b>     | <b>4 723</b>           | <b>100.00</b> | <b>100.00</b> |

### THE 10 MAJOR SWEDISH SHAREHOLDERS AS AT 30 DECEMBER 2019

| Name                                    | A shares          | B shares          | Holding %    | Votes %      |
|---|-------------------|-------------------|--------------|--------------|
| Björn Öräs                              | 10 864 300        | 0                 | 23.30        | 60.29        |
| Rödgladan AB (Björn Öräs)               |                   | 8 523 901         | 18.28        | 9.46         |
| AB Traction                             |                   | 3 743 317         | 8.03         | 4.15         |
| Försäkringsaktiebolaget, Avanza Pension |                   | 2 051 397         | 4.40         | 2.28         |
| Fredrik Palmstierna                     |                   | 1 117 442         | 2.40         | 1.24         |
| Sara Öräs                               |                   | 977 150           | 2.10         | 1.08         |
| Jenny Pizzignacco                       |                   | 858 078           | 1.84         | 0.95         |
| Caroline Öräs                           |                   | 849 590           | 1.82         | 0.94         |
| Strand Småbolagsfond                    |                   | 621 134           | 1.33         | 0.69         |
| Nordnet Pensions-försäkring AB          |                   | 606 099           | 1.30         | 0.67         |
| <b>Total</b>                            | <b>10 864 300</b> | <b>19 348 108</b> | <b>64.80</b> | <b>81.75</b> |

### THE 10 MAJOR FOREIGN SHAREHOLDERS AS AT 30 DECEMBER 2019

| Name  | A shares | B shares         | Holding %   | Votes %     |
|---|----------|------------------|-------------|-------------|
| UBS Switzerland AG, Switzerland               |          | 854 800          | 1.83        | 0.95        |
| Placeringsfond Småbolagsfond, Norden, Finland |          | 580 221          | 1.24        | 0.64        |
| EFG Bank / Geneva, Switzerland                |          | 378 539          | 0.81        | 0.42        |
| SEB Life International Assurance, Ireland     |          | 356 151          | 0.76        | 0.40        |
| Nordea 1 SICAV, Luxembourg                    |          | 217 176          | 0.47        | 0.24        |
| SEB Life International, Ireland               |          | 95 000           | 0.20        | 0.10        |
| Ålandsbanken AB, Finland                      |          | 85 340           | 0.18        | 0.09        |
| SEB AB, Luxembourg Branch, Luxembourg         |          | 69 582           | 0.15        | 0.08        |
| CBLDN-OP Custody LTD CLT, United Kingdom      |          | 47 081           | 0.10        | 0.05        |
| Nordea Bank ABP, Nordea Bank AB, Finland      |          | 45 183           | 0.10        | 0.05        |
| <b>Total</b>                                  | <b>0</b> | <b>2 729 073</b> | <b>5.85</b> | <b>3.03</b> |

## KEY RATIOS PER SHARE

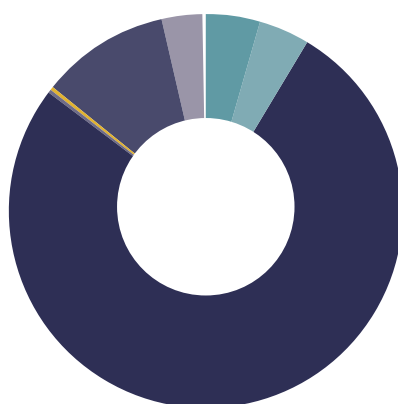
|   | 2019       | 2018       | 2017       | 2016       | 2015       |
|---|------------|------------|------------|------------|------------|
| Number of shares, average <sup>1)</sup>     | 46 636 868 | 46 636 868 | 46 636 868 | 17 121 996 | 17 121 996 |
| Number of shares, outstanding <sup>1)</sup> | 46 636 868 | 46 636 868 | 46 636 868 | 17 121 996 | 17 121 996 |
| Earnings per share, SEK <sup>1)</sup>       | 0.51       | 0.24       | 0.81       | 0.68       | 0.89       |
| Equity per share, SEK <sup>1)</sup>         | 3.31       | 3.11       | 3.67       | 4.76       | 4.41       |
| Dividend per share, SEK <sup>2)</sup>       | 0.00       | 0.25       | 0.60       | 0.60       | 0.50       |
| Share price 31/12, SEK                      | 6.08       | 7.82       | 16.00      | 15.60      | 12.40      |
| P/E ratio                                   | 11.9       | 32.6       | 20.8       | 22.9       | 13.9       |

<sup>1)</sup> Converted as if the merger with Uniflex had occurred on 1 January 2017.

<sup>2)</sup> In accordance with the board's proposal.

## OWNERSHIP CATEGORIES, VOTES %

- Financial corporations 4.72%
- Other financial corporations 4.15%
- Swedish private individuals 76.41%
- Public sector 0.48%
- Trade associations 0.20%
- Other Swedish legal persons 10.57%
- Owners residing abroad 3.33%
- Others 0.13%



## SHARE CAPITAL DEVELOPMENT (ISSUED SHARES)

| Year | Event            | Change in share capital | Total share capital | Change in the number of shares | Total number of shares |
|------|------------------|-------------------------|---------------------|--------------------------------|------------------------|
| 1997 | Bonus issue      | 50 000                  | 100 000             | 500                            | 1 000                  |
| 1999 | Split            | -                       | 100 000             | 4 999 000                      | 5 000 000              |
| 1999 | New share issue  | 7 301.76                | 107 301.76          | 365 088                        | 5 365 088              |
| 1999 | Bonus issue      | 965 715.84              | 1 073 017.60        | -                              | 5 365 088              |
| 1999 | New share issue  | 266 660.20              | 1 339 677.80        | 1 333 300                      | 6 698 388              |
| 2000 | New share issue  | 193 599.80              | 1 533 277.60        | 968 000                        | 7 666 388              |
| 2001 | Bonus issue      | 3 066 555.20            | 4 599 832.80        | 15 332 776                     | 22 999 164             |
| 2003 | Share redemption | -913 148.80             | 3 686 684.00        | -4 565 744                     | 18 433 420             |
| 2004 | Reduction        | -184 401.90             | 3 502 282.10        | -                              | 18 433 420             |
| 2004 | New share issue  | 1 354.00                | 3 503 636.10        | 6 770                          | 18 440 190             |
| 2004 | Bonus issue      | 184 401.90              | 3 688 038.00        | -                              | 18 440 190             |
| 2005 | New share issue  | 956.00                  | 3 688 994.00        | 4 780                          | 18 444 970             |
| 2006 | New share issue  | 4 307.20                | 3 693 301.20        | 21 536                         | 18 466 506             |
| 2009 | Share redemption | -268 902.00             | 3 424 399.20        | -1 344 510                     | 17 121 996             |
| 2018 | New share issue  | 5 902 974.40            | 9 327 373.60        | 29 514 872                     | 46 636 868             |

# FIVE-YEAR SUMMARY

The tables below show a summary of financial information for the financial years 2015–2019. The merger between Poolia and Uniflex is reported as if it occurred on 1 January 2017. The comparative figures for 2017 therefore include Uniflex's income, costs, assets and liabilities. Periods before 2017 have not been converted. For 2015, the profit/loss statement and certain key performance indicators have been converted due to the discontinued operation in the United Kingdom.

| AMOUNTS IN SEK MILLION  | 2019         | 2018         | 2017         | 2016         | 2015         |
|---|--------------|--------------|--------------|--------------|--------------|
| <b>PROFIT AND LOSS STATEMENT SUMMARY</b>  |              |              |              |              |              |
| Operating income  | 1 679.1      | 1 942.6      | 1 958.6      | 784.8        | 757.1        |
| Operating expenses  | -1 618.1     | -1 920.3     | -1 897.4     | -758.1       | -738.2       |
| Operating profit before depreciation and impairment   | 61.0         | 22.3         | 61.2         | 26.7         | 18.9         |
| Depreciation of fixed assets  | -31.4        | -5.4         | -2.6         | -3.7         | -2.9         |
| Operating profit  | 29.6         | 16.9         | 58.6         | 23.0         | 16.0         |
| Financial items   | -0.7         | 0.5          | -2.2         | -2.5         | 6.5          |
| Profit before tax   | 28.9         | 17.4         | 56.4         | 20.5         | 22.5         |
| Taxes   | -5.2         | -4.8         | -16.0        | -6.8         | -6.5         |
| <b>Profit/loss for the year from remaining activities</b>                                       | <b>23.7</b>  | <b>12.6</b>  | <b>40.4</b>  | <b>13.7</b>  | <b>16.0</b>  |
| Profit after taxes for discontinued operations  | 0.0          | -1.2         | -2.8         | -2.0         | -0.7         |
| <b>Profit for the year</b>  | <b>23.7</b>  | <b>11.4</b>  | <b>37.6</b>  | <b>11.7</b>  | <b>15.3</b>  |
| <b>BALANCE SHEET SUMMARY</b>  |              |              |              |              |              |
| <b>ASSETS</b>   |              |              |              |              |              |
| Goodwill  | 20.9         | 19.2         | 18.8         | 18.7         | 18.5         |
| Right-of-use assets *)  | 39.3         | -            | -            | -            | -            |
| Other fixed assets  | 6.0          | 5.3          | 6.9          | 5.1          | 7.3          |
| Deferred tax assets   | 9.6          | 13.8         | 10.8         | 11.2         | 11.6         |
| Current receivables   | 375.3        | 435.7        | 437.9        | 174.4        | 175.2        |
| Cash and cash equivalents   | 29.9         | 57.5         | 78.5         | 36.6         | 20.2         |
| Assets held for sale  | -            | -            | 7.0          | -            | -            |
| <b>Total assets</b>   | <b>481.0</b> | <b>531.5</b> | <b>559.9</b> | <b>246.0</b> | <b>232.9</b> |
| <b>EQUITY AND LIABILITIES</b>   |              |              |              |              |              |
| Equity  | 154.2        | 144.9        | 171.1        | 81.6         | 75.5         |
| Long-term lease liabilities *)  | 18.6         | -            | -            | -            | -            |
| Short-term lease liabilities *)   | 20.3         | -            | -            | -            | -            |
| Liabilities to credit institutions  | -            | 40.1         | 20.4         | 14.2         | 1.9          |
| Other current liabilities   | 287.9        | 346.5        | 364.7        | 150.2        | 155.5        |
| Liabilities held for sale   | -            | -            | 3.7          | -            | -            |
| <b>Total equity and liabilities</b>   | <b>481.0</b> | <b>531.5</b> | <b>559.9</b> | <b>246.0</b> | <b>232.9</b> |
| *) Leasing assets and leasing liabilities according to IFRS 16 applicable as of 1 January 2019. |              |              |              |              |              |
| <b>KEY PERFORMANCE INDICATORS</b>   |              |              |              |              |              |
| Operating margin, % <sup>1)</sup>   | 1.8          | 0.9          | 3.0          | 2.9          | 2.1          |
| Profit margin, % <sup>1)</sup>  | 1.7          | 0.9          | 2.9          | 2.6          | 2.9          |
| Return on equity, %   | 15.4         | 7.6          | 23.0         | 14.9         | 21.3         |
| Return on capital employed, %   | 14.3         | 10.6         | 31.7         | 24.2         | 28.5         |
| Return on assets, %   | 5.8          | 3.5          | 10.4         | 8.8          | 9.9          |
| Equity ratio, %   | 32.1         | 27.3         | 30.6         | 33.2         | 32.4         |
| Proportion of risk-bearing capital, %   | 32.1         | 27.3         | 30.6         | 33.2         | 32.4         |
| Number of full-time equivalents, average <sup>1)</sup>  | 2 638        | 3 380        | 3 534        | 1 469        | 1 353        |
| Income per employee, SEK thousands <sup>1)</sup>  | 583          | 576          | 555          | 534          | 560          |
| Earnings per share, SEK <sup>1)</sup>   | 0.51         | 0.27         | 0.87         | 0.80         | 0.93         |

<sup>1)</sup> Refers to remaining activities.

## Reconciliation of alternative performance measures

Definitions of key performance indicators are found on p. 69. Poolia reports certain alternative performance measures (APM) in the year-end report, which are not defined in accordance with IFRS. Poolia has chosen to present the company's alternative performance measures in a separate appendix, in accordance with a decision by the European Securities and Markets Authority (ESMA). The appendix has been published on [www.poolia.com](http://www.poolia.com).

# SUSTAINABLE BUSINESS

This is Poolia’s sustainability report for the financial year 2019. The sustainability report has been produced in accordance with the provisions in Chapters 6 and 7 of the Annual Accounts Act (ÅRL). This sustainability report comprises the entire Poolia Group, which includes the companies in Sweden, Finland, Norway and Germany. The activities in Sweden represent approximately 80 per cent of the total group sales. The operations of all companies within the group offer services relating to staffing and recruitment.

## General information about Poolia’s operation

Poolia AB is an actor in the staffing and recruitment industry and the group companies are certified by the trade organisations in Sweden, Finland, Norway and Germany. We help companies and organisations with recruitment and staffing of qualified competencies. Our business is to provide staff, either for permanent employment or temporarily. This is our core business that we have been working with since 1989.

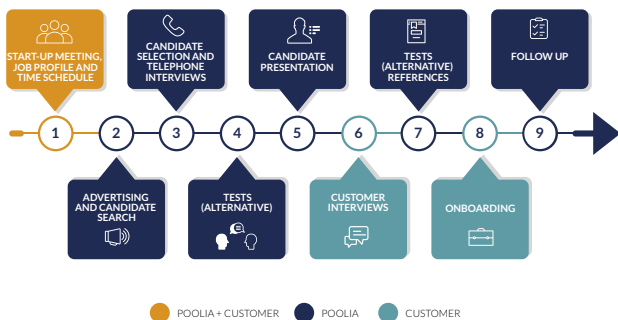
The majority of the staff whose main employment is to work as hired consultants receive a salary even if they are not working. This guaranteed salary usually amounts to between 75% and 100% of the monthly salary depending on country, collective agreements and employment period.

## Poolia’s business model

Poolia’s business model is to provide clients with staff, either for permanent employment (recruitment) or temporarily (staffing).

## THE RECRUITMENT PROCESS

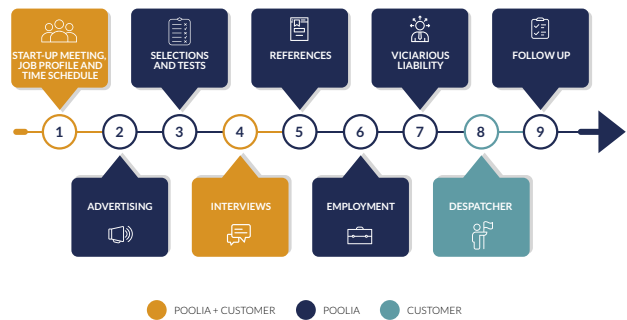
The process begins with an order/request from a client. Poolia then provides a suitable candidate that the client may then hire.



## THE STAFFING PROCESS

The process begins with an order/request from a client. Based on the client’s needs, Poolia provides the appropriate competence for as long as the client wants. In the case of staffing, Poolia is the employer and assumes the full employer responsibility. This means, among other things, that Poolia is responsible for salary discussions, work environment issues, etc.

For both recruitment and staffing, Poolia follows up on whether the recruitment was successful and handles any comments or complaints from the client or the candidate.



## Materiality analysis

As a first step in our materiality analysis, we enlist sustainability consultants to review and survey our activities in Sweden. Based on the results, various focus areas within our activities have been identified, which our stakeholders could then choose from. In 2019, a decision was made to apply the same focus areas to all the group companies.

The materiality analysis identified the following prioritised focus areas:

- Customer and employee satisfaction
- Diversity and equality
- Physical and psychosocial work environment
- Job security

For all major changes to any of Poolia's activities, we carry out a new materiality analysis based on Poolia's business model in order to identify coming challenges and possibilities and to ensure that our operation takes into consideration important social and environmental aspects. Risk and impact analyses are monitored at the management level, where the consequences result in prioritised areas that are broken down into a project list and followed up at each management group meeting. The aim of a risk and opportunity analysis is to discover different possible scenarios, positive and negative, in good time and thereby be able to prepare the company for changes. A proactive approach gives a more secure operation and can open up new business opportunities. Senior managers are responsible for annual risk and opportunity analyses being carried out in regard to all parts of the operation.

Noted risks can be rectified to the greatest extent possible through risk reduction and identified opportunities can be utilised. The annual business planning process includes analysis of strengths, weaknesses, threats and possibilities associated with the risk analysis. Examples include risks and opportunities associated with material environmental aspects, requirements on our services made by customers and legislation, potential emergency situations within any area and other necessary projects that have been identified.

Poolia's monitoring of processes, procedures and guidelines is analysed each year. All companies in Sweden and Norway that are certified within quality, environment and work environment are reviewed annually by both internal and external auditors. This includes all business areas, staff and local offices. We also follow up on deviations from the previous year and what measures we have taken to prevent further deviations.

## Management and responsibility for sustainability aspects in the operation

The board of directors and the managing director have the

overall responsibility for the sustainability efforts in the operation. Poolia's business management system in Sweden and Norway is designed according to ISO standard and OHSAS standard in regard to the activities in the subsidiary Uniflex Sweden. Poolia is certified according to the standards ISO 14001 (Environment), ISO 9001 (Quality). The subsidiary Uniflex Sweden, which represents a large part of the activities in Sweden, is also certified according to OHSAS 18001 (work environment). Through external and internal audits of existing business management systems, Poolia in Sweden and Norway continuously ensure that there are quality-assured procedures and processes to manage the business and its associated risks.

Poolia has set policies for environment, quality and work environment, which provide the basis for the work within these areas of the business. Policies are annually reviewed and revised as needed by Poolia's management. Policies referred to in this sustainability report have been produced in and for the operation in Sweden. Similar compliance regulations exist for the operations in Norway, Finland and Germany. We intend to produce group-wide policies so that they are the same for all countries in 2020.

The nature of the operation means that a large number of relevant issues for the sustainability efforts are situated within the scope of staffing and work environment issues. Poolia's HR director is responsible for procedures, processes and policies within these areas. Policies on staffing and work environment are communicated to all new employees and to all employees in the event of changes.

Through external compliance auditing, Poolia in Sweden and Norway ensure knowledge and compliance with laws and requirements within environment and work environment that are relevant to the activities. Once annually, the sustainability manager presents the company's goals and outcomes within the scope of the company's sustainability issues. Objectives and key performance indicators within quality, environment and work environment are analysed and reviewed. A revision of the objectives is carried out in the management.

Our marketing division is responsible for ensuring that market activities comply with our internal policies and current legislation. In accordance with Poolia's communication policy, we never market ourselves with images, messages or in contexts that include or allude to sex, alcohol, politics, gambling or drugs.

In addition to policies within the areas mentioned above, we have a code of conduct/ethical rules that summarise current guidelines for the operation.

Refer to the corporate governance report for more information on governance and responsibilities in the company.

## Customer and employee satisfaction

### Customer satisfaction

Having satisfied customers is a cornerstone of sustainable success in the long term. This applies not least to the staffing industry, where customers have especially high-set expectations on us as suppliers. Poolia is always striving towards the greatest possible customer satisfaction, which is one of Poolia's most important quality objectives. We continuously measure customer satisfaction through customer surveys and then carefully follow up to improve further.

### Customer offer

For close to 30 years, Poolia has been focusing on one thing: Providing qualified competence. This delimitation is our strength and has given us solid experience within a number of specialisations. We understand the companies and their business conditions, and we know what is required from our candidates. Through a quality-assured process, modern candidate platform, leading digital tools and a unique selection philosophy, we deliver on our promise – appointments of the highest quality.

### Customer surveys

During our many years working with recruitment and staffing, we have created quality-assured processes which help us to always deliver the highest quality to our customers. Our consultants and Poolia's overall undertaking are continuously evaluated – both during and after the completed assignment – to ensure that we are always living up to our customers' needs and wishes. In 2019, everyone within the group was meeting the customer satisfaction targets.

### Employee satisfaction

Satisfied employees are necessary for a successful company. This is particularly clear in a service company, where there is a direct correlation between employee energy and satisfaction, satisfied customers and profitability.

Today's labour market is significantly more mobile than ever before, for example due to a greater focus on the individual development. Employment periods are becoming shorter, as employees are focusing more on personal development with a more rapid skills and career development, and they change jobs more often. This, in combination with how the people entering the labour market today set stricter demands on their workplace in terms of development needs and work environment, means that companies must make even greater efforts to attract and maintain the right competence.

Another trend that impacts companies on the current labour market is the employee's possibility and propensity to share their experiences in digital social networks. This in turn means that the employer brand to an increasing extent is created in social channels and by the employees themselves. This occurs

whether the company is carrying out its own marketing in social media or not.

### Employee surveys

To be an attractive employer, Poolia places great emphasis on leadership and employeeship in the relationships created between people in the workplace. This is why we conduct regular employee surveys, partly to generally analyse development opportunities, partly to enable Poolia's different companies and departments to analyse challenges and create their own action plans. In 2019, all the companies exceeded the set targets.

## Diversity and equality

As an employer, we have to ensure that we are working to promote gender equality and diversity, while counteracting discrimination and all other types of victimisation.

### Gender equality

According to Poolia's gender equality policy and in accordance with the Discrimination Act, the company is to promote equal rights for women and men in terms of work, employment and other working conditions and development opportunities. Together with the employees, Poolia must work to eliminate and prevent differences in salaries and other employment terms between women and men who carry out work that is to be considered equal or equivalent, and to promote equal opportunities for salary development for women and men.

Since 2017, Poolia in Sweden carries out a statutory annual salary survey as an important part of the work to identify possible unreasonable salary differences between the genders. In the latest salary survey, there were no undue salary differences between the genders in any professional category. In the other countries, there are similar systems for surveillance to ensure that there are no unreasonable salary differences between the genders.

### Diversity

In order to increase diversity in the company, the selection and recruitment process must be designed to minimise the risk of discrimination. Poolia never accommodates customer demands that may be discriminatory. This means that the company does not consider possible demands from customers in terms of gender, age, religious beliefs, etc. Poolia does not accept indirect discrimination either, such as seeking people with exceptional Swedish language skills in job advertisements rather than stating Swedish as a language requirement. The first type of language requirement risks indirectly leading to ethnic discrimination, as it limits the possibility for foreign-born applicants to be hired. A selection and recruitment process that counteracts discrimination is a way to maintain, or increase, the diversity in the company.



### Employee gender distribution

The average number of employees for the whole group in 2019 was 2,896 people. The gender distribution among the employees in the group during 2019 was 42 per cent women and 58 per cent men. The gender distribution among the internal staff during 2019 was 65 per cent women and 35 per cent men. The reason why the proportion of women is greater than the proportion of men is the large number of employees within the area of HR, where the applicants are predominately women. The gender distribution among the hired staff during 2019 was 40 per cent women and 60 per cent men. The majority of our staffing activities consist of jobs within industry and warehousing, with predominately male applicants. This is the reason why the Poolia group has slightly more men than women among the hired staff. As we are striving towards an even gender distribution within the group, we are trying to impact this distribution by encouraging female applicants for traditionally male-dominated professions and male applicants for traditionally female-dominated sectors.

### Average age

The average age for all employees within the group was 36 years in 2019. The average age for the internal staff was 38 years in 2019. For the hired staff, the average age was 33 years.

### Reported cases

Poolia has not had any reported cases of discrimination or other form of victimisation in 2019.

## Physical and psychosocial work environment

As part of Poolia's systematic work environment management there are structured procedures to investigate and prevent risks in the physical and psychosocial work environment. The HR department provides regular training on work environment issues. Within Poolia, it is encouraged to report occupational injuries and incidents to your superior, by providing information on how to do this already upon employment. Statistics are also kept of types of occupational injury and incident, as well as measures and risk assessments in the work environment.

### Reported workplace accidents

In 2019, a total of 76 occupational injuries were reported by manual workers. 63 of these occupational injuries were reported in Sweden, 12 in Finland and 1 in Norway. For office workers, there were a total of 9 occupational injuries reported in 2019. Of the total 85 occupational injuries in 2019, 89.4 per cent involved manual workers and 10.6 per cent involved office workers.

### Reported incidents

In 2019, a total of five incidents were reported. One in Norway, and the rest in Sweden.

### Preventive health care

Poolia offers its employees preventive health care in the form of allowances or other health promotion measures to contribute to wellbeing and improved health.

## Job security

All companies within the Poolia group are members of trade organisations and have collective agreements to guarantee secure employment terms for Poolia employees. As members and certified recruitment and staffing companies, we are audited and evaluated on an annual basis. Due to these memberships, Poolia has collective agreements regulating employment forms and salary levels for both stationary and travelling staff.

## A sustainable and certified environmental effort

Poolia strives to be a good company. As a natural component of this, Poolia in Sweden and Norway are certified within the environmental area through ISO 14001. Poolia's environmental policy describes and establishes a common view of environmental impact and management of environmental issues within the company. The policy highlights the importance of keeping an environmental perspective on everything we do. In the same way that Poolia aims to only collaborate with suppliers conducting active environmental and sustainability efforts, this is now also a requirement set by our customers in nearly every case.

## Material sustainability risks and risk management

In accordance with Chapter 6, Section 12 of the Annual Accounts Act, the sustainability report for a company must always include the areas of environment, social conditions, staff, respect for human rights and anti-corruption measures. In this report, the company is to describe the business model for the operation, policy document within the various areas, the results of these policies, material risks in these areas and how they are managed, as well as central result indicators for the operation. Below, we account for these mandatory items.

### Environment

Being a service company, Poolia does not conduct any activities with environmental impact but considers it natural to consider the environmental impact of the activities and how it can be mitigated.

### Risk management – Environment

Poolia in Sweden and Norway are certified in accordance with the environmental management system ISO 14001. Poolia chooses to rent premises, which are centrally located to avoid unnecessary travel and thereby minimise the negative environmental impact. In Poolia's energy surveys, no significant energy consumption has been seen.

Poolia carries out a number of measures to promote the environment. Examples include using public transport to a great extent when visiting our customers, and travel by bicycle whenever possible. Poolia is constantly working to reduce its energy consumption by avoiding unnecessary printouts, turning off the lights and our computers. We encourage all employees who use a car for work to drive eco-friendly and have issued instructions for this.

Poolia strives to only hire suppliers who are certified according to ISO 14001 or who conduct systematic environmental management efforts. Examples of suppliers that are essential to the operation are those regularly hired and which entail a large cost for Poolia, such as landlords, electricity producers, suppliers of furniture and office supplies.

Once per year, we conduct an environmental audit to analyse and identify the environmental aspects. The environmental audit also provides the basis for determining the next year's environmental objectives. Examples of environmental aspects that Poolia is focusing on include energy and resource consumption, business trips and material use.

#### **Social conditions, staff and human rights**

The core values within Poolia are based on a fundamental view of all people's equal worth and equal conditions for different individuals and groups. Attracting the best consultants and employees and keeping them is a basic condition for a profitable and successful business.

Questions relating to human rights in Poolia's operation focus on areas such as equal pay and equal employment terms and counteracting all types of victimisation. Human rights also relate to being aware of the employee's rights and Poolia's obligations as an employer. As an employer, Poolia must promote equal salaries and other terms for all employees, regardless of gender and background.

Poolia must strive to provide the same conditions for women and men in terms of taking parental leave without any negative impact on their salary development or career opportunities. In the recruitment process and dialogue with the client, it must be clear that the selection is made based on competence and not on any parameters that could be considered discriminatory.

Poolia must work actively to counteract all types of victimisation in order to eliminate the risk of a poor reputation, difficulties recruiting staff and a deteriorated working environment.

#### **Risk management – Social conditions, staff and human rights**

Poolia conducts an annual salary survey to identify any undue salary differences between women and men in different professional categories. The company reviews the risks to

employees in terms of the possibility to combine parenthood and work, the process for recruitment and promotion, working conditions, training and professional development, salaries and other employment terms.

Poolia's HR department provides training on working environment issues and information about how to report occupational injuries and incidents. Supervisors inform new employees of the importance of our hired out staff reporting incidents and accidents in order to reduce the occurrence of workplace accidents and occupational illness.

Poolia carries out annual employee surveys which include questions about both physical and psychosocial working environment, the perception of stress and imbalance in the professional role and the awareness of how to report an incident or a workplace accident. One of Poolia's most important tools to develop the operation and evaluate it is the employee surveys that continuously measure our employees' satisfaction. Poolia has clear processes for managing rehabilitation cases.

For Poolia, social responsibility is a matter of minimising the negative impact that a company may have on people and the environment. This is done by showing respect for all people and their human rights, in addition to complying with labour law principles, environmental standards, etc.

Within Poolia in Sweden and Norway, policy compliance is verified through annual external and internal reviews. Policy compliance is also audited through candidate and employee surveys. As Poolia is a certified staffing company in Sweden, Norway, Finland and Germany, compliance is also audited by a joint certification board in each country.

#### **Corruption and bribery**

Poolia has a zero-tolerance policy against corruption and bribery. The risk of bribery and corruption is considered small, as we have continuous verification of expenses in conjunction with work.

#### **Risk management – Corruption and bribery**

Poolia's anti-corruption policy is communicated to all employees, and supervisors are responsible for their employees' compliance with the policy. The policy clearly states the guidelines to follow. Poolia also has a whistle-blower function to which any improprieties can be reported and which [provides information] about what happens when the report is received by Poolia.

## External commitments to social sustainability

Being a good company is a cornerstone of Poolia's core values. Working with issues relating to sustainability both internally and externally is therefore a natural part of our everyday operation. When it comes to external sustainability, we are committed to supporting various projects, both centrally in Poolia and through our local offices in the countries where we operate. Below, we provide a few examples of such undertakings.

### Collaboration with Korta Vägen

Korta Vägen provides training for foreign-born persons with a higher degree or at least three years of academic studies in their home country, in order to increase their chances of finding work in their chosen profession. The training programme Korta Vägen is organised by Stockholm University. Poolia has collaborated with Korta Vägen for several years, and we have organised seminars offering tips and advice on how to enter the Swedish labour market, interview training and internships with our clients, and in some cases we have recruited participants.

### Contribution to SOS Barnbyar

Poolia supports SOS Barnbyar, which is an organisation working for each child's right to a home. SOS Barnbyar provides a new home for children who have lost everything and supports vulnerable children and families at risk of separation.

### Gold sponsor of Ung Företagsamhet

In its role as a gold sponsor, Poolia contributes financial resources and personal commitment to Ung Företagsamhet. Ung Företagsamhet is a politically independent, non-profit education organisation that teaches upper-secondary pupils about business to give them a possibility to practice and develop their creativity and entrepreneurship.

### Årets unga ledande kvinna

Årets unga ledande kvinna (Young female leader of the year) aims to increase the gender equality among leaders in Jönköping County by highlighting role models. The initiative was started by Ridsportalliansen Jönköping and Poolia contributes its support. Surplus from the project goes to Ridsportalliansen's work to inspire and provide tools for young leaders. This year, the project has enabled leadership training for 20 young people.

### Digital Leader of the Year

#### – Poolia's own award at Jönköpingsgalan

Change processes entail both challenges and opportunities. They especially require good leadership. Digitalisation is a change affecting all industries. At Poolia, we have therefore created an award that is presented at Jönköpingsgalan. The award distinguishes and pays tribute to managers who are successful in their digital change process. It is presented to a manager and leader working in Jönköping County, who during the year has taken their operation through a journey of digital change.

### Barncancerfonden

Poolia supports Barncancerfonden, an organisation working to prevent and combat cancer in children. Each year, Barncancerfonden funds 90 per cent of all Swedish research on childhood cancers, with no government funding. Barncancerfonden is completely dependent on voluntary support from businesses and private individuals. In addition to research, Barncancerfonden finances care, care development and support for afflicted families. They also disseminate information about childhood cancers. All with the aim of creating the best possible conditions to achieve the overall goal of ensuring that all children who suffer from cancer will recover.

### Redeem, Save the Children

We collaborate with Redeem, which is a leading global service provider in resale of mobile phones and other electronic devices. When we change our mobile phones, Redeem sell our old phones and we donate the profit to Save the Children.

# AUDITOR'S REVIEW OF THE SUSTAINABILITY REPORT

TO THE ANNUAL GENERAL MEETING OF POOLIA AB (PUBL)  
CORPORATE IDENTITY NUMBER 556447-9912

## Auditors' opinion regarding the statutory sustainability report

### Engagement and responsibility

The Board is responsible for the Corporate Governance Report for the financial year 2019 on pages 13–18, and for ensuring that it is prepared in accordance with the Annual Accounts Act.

### Focus and scope of the review

Our examination has been conducted in accordance with FAR's auditing standard RevR 12 *The auditor's opinion regarding the statutory sustainability report*. This means that our examination of the statutory sustainability report is substantially different and 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 opinion.

### Opinion

A statutory sustainability report has been prepared.

Stockholm, 6 April 2020

Grant Thornton Sweden AB

**Mia Rutenius**

*Authorised Public Accountant*

# DIRECTORS' REPORT

## POOLIA AB (PUBL) ORG.NR 556447-9912

The Board and Managing Director of Poolia AB (publ.), registered office in Stockholm, Sweden, hereby submits its annual report and consolidated accounts for the financial year 2019. The following profit and loss statements, comprehensive income statements, balance sheets, statements of changes in equity, cash flow statements along with the accounting policy and notes comprise Poolia's formal financial statements. The corporate governance report is found on pages 27–32.

## Group structure

On 31 October 2018, Poolia AB merged with Uniflex AB. Detailed information about the merger is available at [www.poolia.com](http://www.poolia.com). The figures in this annual report refer to their combined operations. The group has opted to convert the comparative figures, meaning that the merger has been reported as if it occurred on 1 January 2017. The comparative figures for 2017–2018 therefore include Uniflex's income, costs, assets and liabilities. Periods before 2017 have not been converted, and comparative figures for these have therefore not been produced.

Poolia has acquired 51 per cent of the shares in Student Node AB with access on 1 April 2019. Student Node organises events for university students. The aim of the acquisition is to increase the awareness of Poolia among students and thereby improve candidate flow. The business within Student Node is reported in the segment Poolia Sweden. The consolidated income and profit/loss during the reporting period has been marginally affected by the acquired business. For further information, see Note 33.

## Activity Statement

Poolia's business concept is to assist companies and organisations with staffing and recruitment of qualified competencies. Competencies contributing to the success of our clients.

Poolia has two brands. The first is Poolia, which focuses on hiring and recruitment of staff within the business areas: Bank & Finance, Economics, HR & Payroll, Administration, Engineering, Law, Life Science, IT, Purchasing & Logistics and Sales & Marketing. Over the year, Poolia has conducted business in Sweden, Finland and Germany. The second is Uniflex, which primarily focuses on hiring of industrial labourers, warehouse staff and customer service employees. Over the year, Uniflex has conducted business in Sweden, Finland and Norway. Uniflex's Norwegian operation also includes Poolia's Norwegian operation.

Poolia applies segment accounting in accordance with the internal reporting, which in addition to geographic distribution also includes a division between Poolia and Uniflex. For Poolia, the geographic segments consist of Sweden, Finland and Germany, whereas Uniflex comprises Sweden, Finland and Norway. It is at this level that Poolia's senior management analyse the operation. All parent company costs are distributed over the operating segments. Uniflex Germany is reported as a discontinued operation.

## The Poolia share

Poolia is listed on Nasdaq Stockholm, Small Cap, under the name POOL B. As at 31 December 2019, there is a total 46,636,868 issued shares, distributed as 10,864,300 A shares and 35,772,568 B shares. Each A share entitles the holder to one vote, and each B share gives 1/5 of a vote. The closing day rate was SEK 6.08. Over the year, 11,366,984 shares have been cashed in at an amount of SEK 73 million. At the end of 2019, the company's majority shareholder, Björn Örås, controlled 69.76 per cent of the votes and 41.57 per cent of equity. Björn Örås is also the chair of Poolia AB. No other shareholder had a holding corresponding 10 per cent of the votes or more.

| Segment         | Subsidiary   | Ownership | Proportion of turnover | Established   |
|-----------------|--|-----------|------------------------|---|
| Poolia Sweden   | Poolia Sverige AB<br>(incl. subsidiaries on commission)  | 100%      | 27.4%                  | Gothenburg, Jönköping, Linköping, Malmö, Stockholm, Sundsvall, Umeå, Uppsala, Örebro  |
|                 | Poolia Malmö AB  | 100%      |                        |   |
|                 | Poolia Executive Search AB                               | 91%       |                        |   |
|                 | Poolia Danmark A/S                                       | 100%      |                        |   |
|                 | Student Node AB  | 51%       |                        |   |
| Poolia Germany  | Poolia Deutschland GmbH                                  | 100%      | 9.4%                   | Düsseldorf, Frankfurt, Hamburg, Hannover, Köln, Mannheim, München, Stuttgart  |
| Poolia Finland  | Poolia Suomi Oy  | 100%      | 3.0%                   | Helsinki, Hämeenlinna, Kokkola, Oulu  |
|                 | Poolia IT Oy   | 100%      |                        |   |
| Uniflex Sweden  | Uniflex Sverige AB<br>(incl. subsidiaries on commission) | 100%      | 51.7%                  | Arvika, Borlänge, Borås, Eskilstuna, Gävle, Gothenburg, Halmstad, Helsingborg, Jönköping, Kalmar, Karlskoga, Karlstad, Kiruna, Kristianstad, Linköping, Ljungby, Ludvika, Luleå, Lund, Malmö, Norrköping, Nässjö, Olofström, Skövde, Sollefteå, Stockholm, Sundsvall, Säfte, Tranås, Uddevalla, Uppsala, Umeå, Varberg, Vetlanda, Värnamo, Västerås, Växjö, Älmhult, Örebro |
|                 | Utvecklingshuset COM AB                                  | 100%      |                        |   |
| Uniflex Norway  | Uniflex & Poolia Norge AS                                | 100%      | 6.6%                   | Bergen, Oslo, Stavanger, Trondheim  |
| Uniflex Finland | Uniflex Suomi Oy   | 100%      | 2.0%                   | Helsinki, Hämeenlinna, Kokkola, Oulu  |

**THE 10 MAJOR SHAREHOLDERS AS AT 30 DECEMBER 2019**

| Name  | A shares          | B shares          | Holding %    | Votes %      |
|---|-------------------|-------------------|--------------|--------------|
| Björn Öräs                                  | 10,864,300        | 0                 | 23.30        | 60.29        |
| Rödglådan AB<br>(Björn Öräs)                |                   | 8,523,901         | 18.28        | 9.46         |
| AB Traction                                 |                   | 3,743,317         | 8.03         | 4.15         |
| Försäkringsaktiefbolaget.<br>Avanza Pension |                   | 2,051,397         | 4.40         | 2.28         |
| Fredrik Palmstierna                         |                   | 1,117,442         | 2.40         | 1.24         |
| Sara Öräs                                   |                   | 977,150           | 2.10         | 1.08         |
| Jenny Pizzignacco                           |                   | 858,078           | 1.84         | 0.95         |
| UBS Switzerland AG.<br>Switzerland          |                   | 854,800           | 1.83         | 0.95         |
| Caroline Öräs                               |                   | 849,590           | 1.82         | 0.94         |
| Strand Småbolagsfond                        |                   | 621,134           | 1.33         | 0.69         |
| <b>Total</b>                                | <b>10,864,300</b> | <b>19,596,809</b> | <b>65.32</b> | <b>82.05</b> |

There are no limitations on the transferability of shares set out in the articles of association. There are no agreements between shareholders that the company is aware of which would entail a limitation in the right to transfer shares. Nor is the company party to any agreement which would come into effect, change or cease to apply if control of the company is altered due to a public takeover bid.

In accordance with the articles of association, board members are appointed each year at the annual general meeting. The articles of association contain no restrictions regarding the appointment or dismissal of board members or regarding changes to the articles of association.

Decisions must be made in accordance with the Companies Act. There is no agreement between the company and board members or employees that establishes compensation in the event that the latter give their notice, are given notice of dismissal without valid reason or if their employment is terminated as the result of a public takeover bid, other than the agreements between the company and its senior management reported in Note 8, which comprises severance pay for the MD and other senior management for a maximum of 12 months.

## Significant events in 2019

- Poolia acquires shares in the student event company Student Node AB.
- Poolia Sweden and Uniflex Sweden migrate their IT platforms to a more modern, efficient and less costly IT platform.
- Part of the savings made in the year is used for increased investment in marketing and sales.

## Market development

In 2019, the demand for both hiring and recruitment services fell, and the price compression remained high – especially for the Uniflex activities.

## Seasonal variations

The company is not conducting a strongly seasonal operation, but the existing variations are attributable to calendar effects.

## Income

The consolidated income decreased by 13.6 per cent to SEK 1,679 (1,943) million. Currency fluctuations have had a positive effect on income with 0.7 per cent in 2019.

Temporary staffing remained the predominate service area, representing 94 (94) per cent of income. The proportion of recruitment remains unchanged at 6 (6) per cent.

The income for Poolia Sweden decreased by 11.8 per cent to SEK 460.1 (521.5) million. The income for Poolia Germany amounted to SEK 157.4 (190.4) million, a decrease of 17.4 per cent. Poolia Finland increased its income by 12.5 per cent to SEK 50.2 (44.6) million.

The income for Uniflex Sweden decreased by 18.3 per cent to SEK 867.5 (1,061.6) million. The income for Poolia Norway amounted to SEK 111.1 (94.7) million, an increase of 17.3 per cent. Uniflex Finland increased its income by 10.3 per cent to SEK 32.9 (29.8) million.

## Earnings

The operating profit amounted to SEK 29.6 (16.9) million and the operating margin to 1.8 (0.9) per cent. The operating profit was reduced by SEK 16.2 million due to items affecting comparability, primarily costs related to the merger and the move of Poolia's Stockholm office. The consolidated net financial expense was SEK -0.7 (0.5) million. Profit before tax was SEK 28.9 (17.4) million. The group's tax expense amounted to SEK -5.2 (-4.8) million.

## Financial position

The group's liquid assets as at 31 December 2019 amounted to SEK 29.9 (57.5) million. The Swedish part of the group has a joint cash pool and a granted credit facility of SEK 40 (40) million, of which SEK 0.0 (34.6) million had been utilised as at 31 December 2019. The credit facility of SEK 20 million previously available in the Uniflex part, of which SEK 5.5 million had been utilised by Uniflex Norway as at 31 December 2018, has been cancelled by the company and as of June, the Uniflex companies are part of the joint cash pool. The parent company accounts include the parent company's credit balance or credit drawdown. The cash flow from the operating activities of the remaining operations was SEK 53.8 (0.3) million for the period. The equity ratio was 32.1 (27.3) per cent as per 31 December 2019. Applied principles for financial risk management and exposure to various types of risks are described in Note 4.

## Investments

Consolidated investments in fixed assets amounted to SEK 2.2 (3.3) million.

## Goodwill

The group's goodwill as at 31 December 2019 amounted to SEK 20.9 (19.2) million. No write-down requirement has been discovered in the annual impairment testing. Applied principles in the valuation and a summary of the distribution over cash-generating units can be found in Note 15.

## Employees

The average number of full-time equivalents amounted to 2,896 (3,442). As per 31 December 2019, the number of employees was 3,455 (4,104) people.

The majority of Poolia's employees are consultants hired for shorter or longer periods to clients in various industries.

The inhouse staff, who are responsible for sales, appointments, follow-up and administration, make up approximately 10 per cent of the entire staff.

Poolia is conducting consistent and long-term HR initiatives, with recurring employee surveys and performance reviews, opportunities for continued professional development and effective internal communications as important ingredients.

Poolia diligently complies with laws and regulations in each country, for example in relation to employment and salary models, working hours, working environment and occupational healthcare. Gender equality in the workplace is to be expected at Poolia.

## Environmental information

Poolia does not conduct any activities subject to mandatory reporting or licensing pursuant to the Environmental Code. One of the company's core values is to be "the good company", a concept that includes taking environmental responsibility as a matter of course. This means that the company with good margin fulfils the requirements set out in each country's environmental legislation for a company involved in Poolia's type of business.

Environmental adaptation is carried out based on what is technically possible, financially reasonable and environmentally justified considering the size and resources of the group. Poolia is environmentally certified since 2012 in accordance with ISO 14001:2004 Environmental management systems, and in accordance with ISO 14001:2015 since 2016. For more detailed information about Poolia's sustainability initiatives, see pages 13-18.

## Guidelines for compensation to senior management

At the annual general meeting in 2019, a decision was made regarding guidelines for compensation to senior management. In 2019, the company's senior management has comprised the group management, consisting of the President/MD of the parent company, the country managers of Sweden, Finland, Germany and Norway, the market area directors of Poolia Sweden and Uniflex Sweden, the sales director in Sweden, CFO and HR director. The outcome for 2019 in regard to variable remuneration for the President/MD was 0 per cent and for the other members of senior management, the variable remuneration was between 0 and 25 per cent. The Board proposes that the annual general meeting of 2020 sets the following guidelines for compensation to senior management.

### Scope and applicability of the guidelines

These guidelines apply to the Company's board members and managing director as well as all members of the Company's management who report directly to the MD at any given time. To the extent that a board member of the Company carries out work on behalf of the Company aside from their board membership, these guidelines are also applicable to any remuneration paid to the board member for such work.

The guidelines must be applied from the time they are adopted by the annual general meeting 2020 until the next annual general meeting. The guidelines include remuneration for senior management that has been agreed during the above-mentioned period and/or the changes made to such agreed remuneration. The guidelines do not cover remuneration decided by the general meeting, such as director's fees and share-related incentive programmes.

The board implements the guidelines and makes decisions regarding remuneration to the managing director. The managing director in turn makes decisions regarding remuneration to other members of senior management.

### How the guidelines contribute to Poolia's business and sustainability strategy and long-term interests

The company is a staffing and recruitment company, and its business strategy (in brief) is to help companies and organisations with recruitment and staffing of qualified competencies. Page 4 of the annual report for 2018 contains a more detailed description.

A successful implementation of the Company's business and sustainability strategy and the preservation of these long-term interests require the Company to recruit and maintain a leadership with adequate expertise and capacity to attain the set objectives. In order to do this, it must be possible to offer senior management competitive remuneration. These guidelines contribute to Poolia's business strategy, long-term interests and sustainability by allowing the possibility of offering senior management such competitive remuneration.



### Forms of remuneration

Senior management must be remunerated at the market rate of pay and at a competitive level. Remuneration is payable as a fixed cash salary (basic salary), variable compensation, pension and other benefits.

**The fixed salary/basic salary** must be individual to each senior manager. The fixed salary is to be reviewed regularly (usually annually) and be based on the senior manager's position, responsibilities, competency, experience and performance.

**Variable compensation** is to be based on set and measurable criteria designed with the aim of promoting long-term value creation. The variable compensation must be proportionate to the senior manager's responsibilities and performance and may correspond to no more than 80 per cent of the managing director's annual fixed salary and no more than 100 per cent of other senior manager's annual fixed salary. The variable compensation must not be pensionable, unless otherwise prescribed in binding collective agreement provisions.

**Pension benefits** are to be determined by premiums to the extent that the senior manager is not covered by other defined benefit pension pursuant to binding collective agreement provisions. For the managing director, the premium-based pension benefits must be established in an individual pension agreement. For other senior manager's, the premium-based pension commitments must essentially correspond to the premium level set out in Industrins och handelns tilläggspension (ITP) at any given time. The pension premiums for a premium-based pension may amount to no more than 30 per cent of the senior manager's annual fixed salary unless otherwise prescribed in binding collective agreement provisions. The premium is paid as long as the employment lasts. The normal retirement age complies with the statutory retirement age.

**Other benefits** may include car benefit, occupational health services, life and medical insurance and other similar benefits. Other benefits must constitute a smaller proportion of the total remuneration and may correspond to no more than 10 per cent of the senior manager's annual fixed salary.

**Adaptations to foreign regulations** For employment terms subject to other regulations than the Swedish ones, appropriate adaptations can be made, in terms of pension and other benefits, to comply with mandatory regulations or established local practice, in which case the general aim of these guidelines is to be fulfilled to the greatest extent possible. Deviations from these guidelines are to be specified in the board's annual report of paid and due remuneration subject to the guidelines.

### Criteria for the payment of variable compensation

The criteria providing the basis for payment of variable compensation shall be established annually by the board in order

to ensure that they are in line with the Company's current business strategies and performance targets. The criteria can be individual or general, financial or non-financial, and must be worded in such a way that they benefit the Company's business strategy, sustainability strategy and long-term interests.

The financial criteria that form the basis of possible variable compensation must be based on relevant key performance indicators such as contribution margin, earnings before interest and taxes (EBIT), turnover developments, etc. and their composition may vary depending on the phase that the board considers the Company to be in.

The non-financial criteria that provide the basis for possible variable compensation must be linked to clear and measurable operational objectives, such as concluding essential agreements on behalf of the Company, conducting activities according to the Company's business plan, expansion/establishment, and achievement of targets within the scope of the Company's sustainability efforts.

The period that provides the basis for assessment of whether the criteria have been fulfilled must be at least one quarter. The assessment of the extent to which the criteria have been fulfilled must be carried out after the end of the measuring period. For the managing director, the board is responsible for this assessment. For other senior managers, the managing director is responsible for the assessment. The assessment of whether financial criteria have been fulfilled must be based on the accounts and the latest published financial information from the Company.

The Company has not utilised the option of reclaiming variable compensation in accordance with agreement.

### Consideration of salary and employment terms for company employees

In order to assess the reasonability of the guidelines, the board has considered the salary and employment terms of the company's employees when preparing the proposal for these guidelines. In doing so, the board has considered information regarding the total remuneration paid to the employees, which forms of remuneration are used, how the level of remuneration has changed over time and at what rate. The board reports the development of the gap between the remuneration of senior management and that of other employees in the board's annual report of paid and due remuneration subject to the guidelines.

### Termination of employment and severance pay

For senior managers, the period of notice in case of termination by the Company shall be no longer than 12 months, whereas the period of notice in case of termination by the senior manager shall be no longer than six months. No severance pay is payable.

Compensation can be provided in return for a non-compete agreement. Such compensation relates to possible loss of income and is only payable to the extent that the previous senior manager is not entitled to severance pay. The compensation may amount to no more than 100 per cent of the senior manager's fixed salary

at the time of termination, unless otherwise prescribed in law, binding collective agreement or established practice. This type of compensation is payable for the entire time the non-compete agreement is valid, which may be no longer than 12 months following the termination of employment.

#### **Decision-making process to establish, review and implement the guidelines**

The entire board prepares a decision regarding proposed guidelines for remuneration to senior management. During each operating year, the board must also monitor and evaluate programmes that are ongoing and completed during the year in regard to variable compensation to the company management, the implementation of guidelines for remuneration to senior management and remuneration structures and levels within the company.

The board must produce a proposal for new guidelines each year and present the proposal for a decision at the annual general meeting. The guidelines are valid until new guidelines have been adopted by the annual general meeting.

The managing director or other senior managers cannot be present during the board's processing and decisions in matters relating to remuneration in accordance with these guidelines, to the extent that they are personally affected.

#### **Deviation from the guidelines**

The board may decide to temporarily deviate from the guidelines (in full or in part), if there is cause to do so in an individual case and the deviation is necessary in order to fulfil the company's long-term interests and sustainability, or to ensure the financial strength of the group.

Special reasons may include that a deviation is deemed necessary in order to recruit or keep key persons, or extraordinary circumstances, such as the Company achieving a certain desired outcome sooner than planned, the Company successfully concluding a certain agreement within a shorter period of time and on better terms than predicted, or the Company increasing its value, turnover or profit to a greater extent than expected.

Information regarding guidelines for compensation adopted at the 2019 annual general meeting and other principles for employment terms for senior management can be found in Note 8.

### **Parent Company**

The parent company primarily deals with general group management, development, finances and IT management. The turnover in 2019 amounted to SEK 11.7 (15.2) million and the profit after financial items was SEK 27.4 (-12.0) million. The improvement in profit is largely explained by dividends from foreign subsidiaries in a total amount of SEK 26.9 million in 2019.

In conjunction with the merger, the profit/loss up until 31 October 2018 in the transferring company Uniflex AB has been

recorded in the parent company Poolia AB. The transferred loss amounts to approx. SEK -2.5 million referring entirely to costs in connection to the merger.

### **Risks and uncertainties**

All business activities entail risks to some extent. Poolia continuously assesses what risks the company is exposed to and minimises them, partly through preventive measures and partly through action plans for the management of potentially risky situations. The risks that the Poolia Group is exposed to can be divided into three different categories: operative risks, legal risks and financial risks.

#### **Operative risks**

##### *Economic trend and demand*

There is an underlying structural growth in the staffing industry, but the volume is also affected by economic trends. More general world events that can lead to changed customer behaviours, such as increasing environmental considerations, pandemics, political uncertainty etc. can have an impact on Poolia's operations. There is a high correlation between growth in the staffing industry and growth in the general economy.

After the reporting period, the pandemic Covid-19 has started spreading. This could have a massive effect on the staffing industry, as many companies and organisations are signalling that they are planning both terminations of their own staff and reduced numbers of external consultants and temporary staff. Poolia has already felt the reduced demand in certain parts of the operation. The management and the board of directors continuously monitoring the development of the business in this context in order to quickly and effectively be able to manage the potential risks and situations that could arise.

Generally speaking, when there is low or stagnated growth in the general economy, the staffing service market drops. The explanation is that during downwards trends, client companies have thus far had redundancies and consequently a lesser need to bring in temporary manpower from outside. During times of recession, the need for recruitment services also drops significantly. One challenge for Poolia is to handle cyclical fluctuations while maintaining profitability.

##### *Risks during a boom*

During periods of increased growth, the operation is dependent on how successful Poolia is in attracting and recruiting qualified staff. One success factor is access to the competencies that are in demand, and as a result the growth rate is largely determined by this.

##### *Risks during a recession*

When the economic trend turns downwards, profitability becomes dependent partly on how quickly Poolia intercepts and interprets the market signals, and partly on our ability to adapt the company's costs to the recession. We are therefore working

constantly to increase the proportion of variable costs.

The largest cost item is payroll expenses and there are variable payroll systems for both consultants and inhouse staff. Today, the majority of Poolia's employees have a partially variable salary. In regard to fixed costs, such as premises and IT, our ambition is always to optimise the tie-in period in relation to cost and to create flexibility by paying per user when it comes to IT-related costs.

#### *Customer dependence*

Poolia's business concept is to deliver quality to create happy customers who choose to continue buying services from Poolia. In order to ensure that our services lead to happy customers, we follow-up assignments with a customer survey, which ensures the quality of the contract in question as well as the development of our processes.

Having a large part of income from a small number of individual customers, or customers in a single industry, always entails a risk for a company of Poolia's type. We are working actively with customer segmentation to create a good spread over both industries and customer sizes in order to reduce our dependence on individual customer companies and industries. During 2019, our ten largest clients represented 25 (25) per cent of the total consolidated income. No single client corresponds to more than 10 per cent of the total consolidated income.

#### *Dependency on individuals*

Just like any other service company, Poolia is dependent on the employees involved in the activities. In order to minimise dependency on individuals and to achieve a higher level of efficiency and quality in our services, we work according to our ISO processes.

#### *Liability risks*

Poolia's liability risks are primarily risks of damage caused by a consultant to the client's operation or property as well as occupational injuries. Poolia's policy is not to assume functional responsibility, i.e. responsibility for management; the service consists instead of providing the client with the requested competency. Relevant information for the assignment regarding the consultant's competency and background is regularly produced for each contract. The group has insurance coverage in accordance with Poolia's general terms of delivery.

#### *Property risks*

Poolia's activities are carried out in rented premises which entail risks of burglary, sabotage and fire. Poolia leases a large proportion of its computers, where the value is safeguarded through lease agreements and the associated insurances. Furthermore, Poolia is working continuously to manage digital information in accordance with ISO 27001 (information security management), which reduces the risk of loss of digital information.

As Poolia outsources its entire IT operation, there is a great deal of flexibility, security and availability in Poolia's IT platform.

With this, Poolia is able to quickly start up activities in a new location.

#### **Legal risks**

The demand for Poolia's services is largely dependent on the laws and regulations of the labour market and the staffing industry in the countries where we operate. Future changes to these laws and regulations may therefore come to have both positive and negative effects on Poolia. The country managers are responsible for carefully monitoring developments in this area, for example by obtaining information from the trade organisations in each country.

#### **Financial risks**

Poolia is exposed to different types of financial risks. The company's overall policy for the financial risk management is to strive at any given time to minimise the negative effects on the company's profit resulting from market fluctuations. However, there is no hedging of the currency exposure incurred in the dealings with foreign subsidiaries. The company is working to ensure that, when possible, profits from the foreign units are distributed in the Swedish parent company. The group's financial policy is established annually by the board and regulates how financial risks are to be managed and which financial instruments may be used.

#### *Currency risk*

The currency risk is the risk of exchange rate changes having a negative effect on the consolidated profit. Poolia's currency exposure occurs during financing within the group and in the conversion of foreign subsidiaries' balance sheets and profit and loss statements to SEK. The conversion exposure relates to conversion from Euro, NKK and DKK. The financial policy states that conversion exposure is not to be the subject of currency hedging. For 2019 the conversion of the foreign subsidiaries has had a positive effect on consolidated equity with SEK -3.7 (1.3) million. Poolia currently has no other currency exposure.

#### *Interest risk*

Interest risk refers to the risk of fluctuations in market interest having a negative effect on the consolidated net interest income. The group's exposure to interest risk was limited at year-end. In addition to a granted credit facility SEK 40 (60) million, Poolia has no interest-bearing financial liabilities, and the interest-bearing financial assets consist primarily of short-term bank funds. A change in the market interest by one percentage point will affect all the group's interest-bearing assets and liabilities and would have an effect on profit before tax of approximately SEK 0.3 million.

#### *Credit and counterparty risk*

Credit and counterparty risk refers to the risk of the counterparty being unable to fulfil their commitment and thereby

causing the group to incur a loss. The group is exposed to credit and counterparty risk if surplus liquidity is placed in financial assets. In order to limit the counterparty risk, only counterparties with a high credit rating are acceptable according to the established financial policy. As per 31 December 2019, there were no derivatives.

Poolia's greatest current assets consist of trade debtors. Bad debt losses can occur in a business relationship or dispute if the client becomes insolvent. In relation to the portfolio of outstanding trade debtors, Poolia's claim against an individual client is relatively small. This means that the risk of bad debt losses is limited. The group implements a credit policy that involves credit assessment and careful payment monitoring.

The commercial credit risk within the group is limited, as there is no substantial concentration of credit risk for the group in relation to any particular client, counterparty or specific geographic region. The maximum credit risk corresponds to the recognised value of Poolia's financial assets.

#### *Liquidity risk and cash flow analysis*

The liquidity risk is the risk of the group encountering difficulty in producing the money to fulfil commitments associated with financial instruments. Poolia's liquid assets are currently placed in a short-term bank account or deposit. There is currently no refinancing need.

### Expected future development

Throughout 2019, demand has been faltering in the staffing industry. It is difficult to predict what 2020 will bring, but normally a recession in the staffing industry will last for five to six quarters. This means that an improved demand can be expected in the second half of 2020. However, there is great uncertainty in this assumption. Not least considering the uncertain situation in the world economy due to Brexit, trade wars and the pandemic Covid-19 outbreak after the reporting period. This could have a massive effect on the staffing industry, as many companies and organisations are signalling that they are planning both terminations of their own staff and reduced numbers of external consultants and temporary staff. Poolia has already felt the reduced demand in certain parts of the operation. The management and the board of directors continuously monitoring the development of the business in this context in order to quickly and effectively be able to manage the potential risks and situations that could arise.

In the section "Risks and uncertainties" above, there is a more detailed description of the impact of economic trends on Poolia's activities.

### Sustainability Report

In accordance with Chapter 6, Section 11 of the Annual Accounts Act, the company has chosen to produce the statutory sustainability report as a separate report in relation to the annual report. The sustainability report can be found on pages 13–18 of this document.

### Events After Year-End

After the reporting period, the pandemic Covid-19 has started spreading. This could have a massive effect on the staffing industry, as many companies and organisations are signalling that they are planning both terminations of their own staff and reduced numbers of external consultants and temporary staff. Poolia has already felt the reduced demand in certain parts of the operation. The management and the board of directors continuously monitoring the development of the business in this context in order to quickly and effectively be able to manage the potential risks and situations that could arise.

No other events prompting adjustments or other considerable events not prompting adjustments have occurred between 31 December and the date of approval and issuing. The Group's financial reports for the reporting period that ended on 31 December 2019 (including comparative figures) were approved by the Board on 6 April 2020.

### Proposed Distribution of Profit

In case of a positive result, Poolia's activities generate a cash flow exceeding the necessary working capital. The ambition for dividends to shareholders in accordance with the dividends policy is that they should normally exceed 50 per cent of the consolidated profit after tax. The company's growth strategy primarily involves organic growth. In exceptional cases, and especially when entering new markets, there may be acquisitions.

In view of the uncertain situation due to the current Covid-19 pandemic, and to further reinforce Poolia's already strong financial position and thus increase the company's financial stamina, the Board proposes that no dividends are paid to the shareholders.

#### **At the annual general meeting's disposal in the parent**

|                     |                   |
|---------------------|-------------------|
| Retained profits    | 41,085,902        |
| Profit for the year | 36,688,417        |
|                     | <b>77,774,319</b> |

#### **The board proposes the profit to be allocated as follows:**

|                          |                   |
|--------------------------|-------------------|
| Dividend to shareholders | 0                 |
| Carried forward          | 77,774,319        |
|                          | <b>77,774,319</b> |

# CORPORATE GOVERNANCE REPORT

## Description of Poolia

Poolia AB is a Swedish public limited liability company registered in Stockholm. The company is the parent company of the Poolia Group (Poolia). In 2019, the group had activities in Sweden, Finland, Germany and Norway. Poolia's B share is listed on Nasdaq Stockholm, Small Cap.

On 31 October 2018, Poolia merged with Uniflex. Detailed information about the merger is available at [www.poolia.com](http://www.poolia.com).

## Regulations and policy instruments

Poolia's corporate governance is regulated partly by Swedish legislation, primarily the Companies Act, and partly by the regulations for issuers on the Stockholm Stock Exchange, which includes the Swedish Code of Corporate Governance (the Code).

Poolia is subject to the provisions set out in the Regulation (EU) No 596/2014 on market abuse (MAR), which entails strict requirements on how Poolia handles insider information. MAR regulates how insider information is to be published on the market, under which circumstances such publication can be postponed and Poolia's obligation to keep a list of people working for the company who have had access to insider information about Poolia (referred to as a logbook).

Since July 2017, Poolia uses the digital tool InsiderLog to ensure that this log management meets the requirements of MAR and Poolia's insider policy: from the decision to postpone publication of insider information all the way down to the notice that must be given to Finansinspektionen once the insider event has occurred and the information has been published. Only authorised persons within Poolia have access to InsiderLog. More information can be found at [www.insiderlog.se](http://www.insiderlog.se).

In addition to legislation and general regulations and recommendations, the articles of association, formal work plans for the board and committees, the directive for the managing director, guidelines for internal control and risk management as well as policies and other guidelines constitute central documents for the corporate governance. The articles of association can be found at [www.poolia.com](http://www.poolia.com).

## Poolia's implementation of the Code

Poolia complies with the Code without exception.

## Corporate Governance

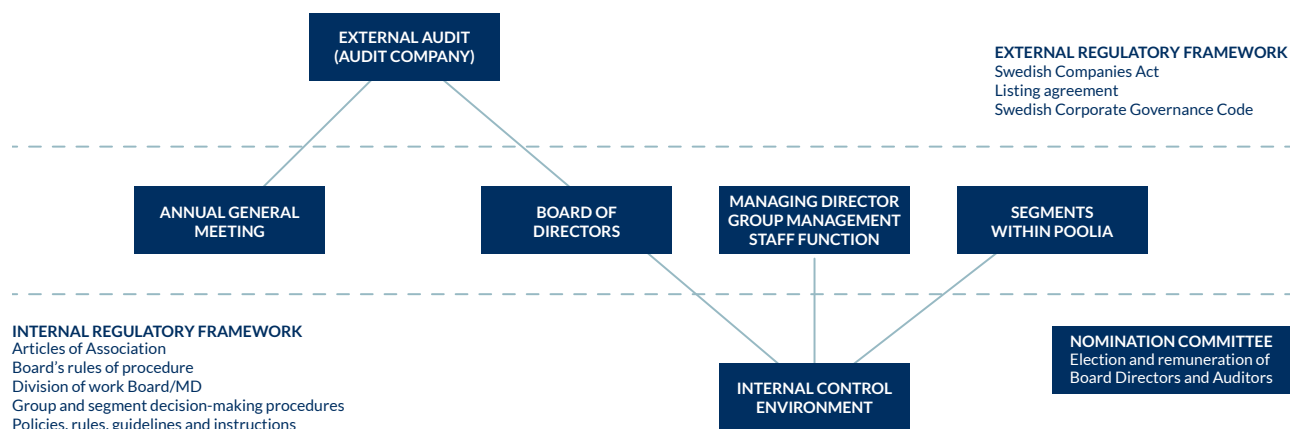
### THE 10 MAJOR SHAREHOLDERS AS AT 30 DECEMBER 2019

| Name                                    | A shares          | B shares          | Holding %    | Votes %      |
|---|-------------------|-------------------|--------------|--------------|
| Björn Öräs*                             | 10,864,300        | 0                 | 23.30        | 60.29        |
| Rödglådan AB (Björn Öräs)               |                   | 8,523,901         | 18.28        | 9.46         |
| AB Traction*                            |                   | 3,743,317         | 8.03         | 4.15         |
| Försäkringsaktiebolaget. Avanza Pension |                   | 2,051,397         | 4.40         | 2.28         |
| Fredrik Palmstierna*                    |                   | 1,117,442         | 2.40         | 1.24         |
| Sara Öräs                               |                   | 977,150           | 2.10         | 1.08         |
| Jenny Pizzignacco                       |                   | 858,078           | 1.84         | 0.95         |
| UBS Switzerland AG. Switzerland         |                   | 854,800           | 1.83         | 0.95         |
| Caroline Öräs                           |                   | 849,590           | 1.82         | 0.94         |
| Strand Småbolagsfond                    |                   | 621,134           | 1.33         | 0.69         |
| <b>Total</b>                            | <b>10,864,300</b> | <b>19,596,809</b> | <b>65.32</b> | <b>82.05</b> |

\* Representative on the Nomination Committee

### OWNERSHIP CATEGORIES AS PER 30 DECEMBER 2019

| Category                     | Votes %       |
|------------------------------|---------------|
| Financial corporations       | 4.72          |
| Other financial corporations | 4.15          |
| Swedish private individuals  | 76.41         |
| Public sector                | 0.48          |
| Trade associations           | 0.20          |
| Other Swedish legal persons  | 10.57         |
| Owners residing abroad       | 3.33          |
| Others                       | 0.13          |
| <b>Total</b>                 | <b>100.00</b> |



## General Meeting of Shareholders

The general meeting of Poolia AB is the company's highest decision-making body, through which the shareholders exercise control of the company.

The general meeting's primary tasks include establishing the company's balance sheets and profit and loss statements, determining the allocation of profit as well as remuneration principles for senior management and discharge from liability for the board, the President and the MD.

Following a proposal from the nomination committee, the general meeting elects board members and auditors for the period up to the next annual general meeting, determines compensation for the board and auditors and principles for the appointment of next year's nomination committee. All shareholders who are registered in the ownership records and who notify the company of their attendance in accordance with the issued invitation has the right to participate in the annual general meeting. Each B share corresponds to 1/5 vote, while each A share gives one vote. All shares are equally entitled to shares in the company's assets and profit.

An extraordinary general meeting is held when the board deems it appropriate or when either the auditor or a shareholder representing at least ten per cent of all issued shares submits a written request for such an extraordinary general meeting for a specific reason.

## Annual General Meeting 2019

The latest annual general meeting was held on 3 May 2019 in Stockholm. Participating in the meeting were shareholders representing 74.2 per cent of the votes and 50.2 per cent of the capital. In accordance with the nomination committee's proposal, the general meeting re-elected Örås, Dag Sundström, Anna Söderblom, Jenny Pizzignacco and Ewa Gidlöf to the board of directors. Björn Örås was re-elected as chairman. No vice chair was elected. The annual general meeting also set the directors' fees to SEK 500,000 (500,000) for the chair of the board and SEK 185,000 (185,000) for each member not employed by the company. The meeting elected Grant Thornton Sweden AB as the company's auditor up until the next annual general meeting. It was noted that Grant Thornton appointed authorised public accountant Mia Rutenius as the primary auditor. It was decided that the auditor's fee will be paid according to an approved bill.

The annual general meeting established the 2018 profit/loss statement and balance sheet in accordance with the board's proposal. At the same time, the meeting discharged the board members and MD from liability for the management of 2018. The meeting also decided:

- to approve the nomination committee's proposed principles for the makeup of the nomination committee, and
- guidelines for compensation to senior management.

## Annual General Meeting 2020

The annual general meeting regarding the financial year 2019 will be held in the company's premises in Stockholm at Torsgatan 11, on 28 April 2020 at 15:00. The annual report will be available from 6 April 2020 at the company's website [www.poolia.com](http://www.poolia.com). The summons to the general meeting is posted in the Swedish Official Gazette and Dagens Industri on 31 March 2020. The company's website has information about deadline and recipient for shareholders wishing to add an item to the meeting agenda.

## Board of Directors

### The board's responsibility

Poolia's board of directors has the overall responsibility for the company's organisation and management and for ensuring that guidelines for the management of company funds are appropriately worded and complied with. The board is also responsible for producing and evaluating Poolia's overall, long-term strategies and goals, establishing a budget and business plans, reviewing and approving the annual accounts, adopting general guidelines, making decisions in matters regarding acquisitions and divestments, and making decisions on major investments and substantial changes to Poolia's organisation and operation. The Board appoints an MD and establishes the MD's directive. The Board sets salaries and remuneration for the MD and other senior management based on guidelines adopted by the general meeting. The board must always act in the interests of the company and all its shareholders.

### Composition of the board

Poolia's board consists of five members. The MD is not a member of the board, but gives reports at its meetings together with the company's CFO. Other company officials regularly reports to the board according to need. For more detailed information about the board members, see page 33.

### Independence of the board

The members of Poolia's board of directors are considered independent from both the company and its owners, with the exception of Björn Örås who, being the majority owner, cannot be considered independent.

## Nomination Committee

The nomination committee is a body within the general meeting tasked with preparing the meeting's decisions on election and remuneration. In accordance with a decision at the annual general meeting of 2019, the chair of the board must contact the three largest shareholders in the company before the end of the third quarter of the year prior to the annual meeting, who are then entitled to appoint a member each for the nomination committee.

If one of the three largest shareholders waives their right to appoint a member to the nomination committee, the next shareholder in terms of size is afforded the opportunity to appoint such a member. The appointment of the nomination committee is valid until such a time as a new committee has been appointed. The composition of the nomination committee must be announced no later than in conjunction with the company's third-quarter report or in a separate announcement no later than six months before the annual general meeting. The announcement must at the same time inform all shareholders of who they can contact in nomination matters.

The nomination committee is formed based on the known shareholding in the company as at 30 September in the year prior to the annual general meeting. If an owner who has not appointed a member of the nomination committee becomes one of the company's three largest shareholders after the formation of the nomination committee, the committee may, if they deem it necessary, offer this owner the possibility to appoint a member to the nomination committee. Changes in the nomination committee must be announced immediately.

The nomination is to prepare and submit proposals to the annual general meeting for:

- The chair of the annual general meeting.
- Candidates for chair of the board and other members of the board of directors.
- Directors' fees distributed between the chair and the other members as well as possible compensation for committee work.
- Candidates for auditor, substitute auditor and their fees (where applicable).
- Criteria for the appointment of future nomination committees.

No fee is paid to the members of the nomination committee. The nomination committee is entitled, following approval by the chair of the board, to charge expenses to the company relating, for example, to recruitment consultants or other costs necessary for the nomination committee to fulfil its assignment.

The nomination committee for the annual general meeting 2019 consisted of three members. The nomination committee was led by Hans Hedström from Carnegie Fonder. In the nomination preparations for the annual general meeting 2019 and the drafting of its proposed new board, the nomination committee applied item 4.1 of the Swedish Code of Corporate Governance as the diversity policy. This relates to diversity and scope of the board members' competencies, experience and background.

The nomination committee made the assessment that the board should possess combined knowledge and experience in matters significant to the operation of a service company of Poolia's type. This includes finances, marketing, recruitment, HR development and leadership. As in previous years, the nomination committee has taken care to ensure that the board meets the requirement of a gender balance. Over the last five years, the proportion of female board members has varied between

40 per cent and 60 per cent. In the proposed board of directors, the proportion of women remained unchanged at 60 per cent. The nomination committee felt that its proposed board thereby met the requirement set out in the Swedish Code of Corporate Governance regarding gender balance.

The proposed board of directors also fulfilled the Code's requirements for board member independence. The nomination committee has assessed the board members Dag Sundström, Anna Söderblom, Jenny Pizzignacco and Eva Gidlöf to be independent, both in terms of the company, the company management and the majority owners. Björn Örås was considered independent in relation to the company, but not in relation to the majority owners.

A report regarding the nomination committee's work was submitted along with the committee's justified statement, which was published in preparation of the annual general meeting 2019.

Poolia's nomination committee for the annual general meeting 2020 was appointed on 28 October 2019 and consists of Petter Stillström (AB Traction), Fredrik Palmstierna and Björn Örås. Petter Stillström has been chosen as the chair of the nomination committee.

## Chair of the Board

The chair leads the board's work so that this is carried out in accordance with laws and regulations. The chair monitors the operation through dialogue with the MD and is responsible for ensuring that the other members obtain adequate information and documentation for their work. The chair coordinates the annual review of the work carried out by the board and the MD, which is also shared with the nomination committee. The share also participates in review and development concerning the senior management of the group. The chair of the board represents the board both externally and internally. At the annual general meeting 2019, Björn Örås was re-elected as chairman. He has been the chair of the board since 2000.

## The Work of the Board

### The board's work in 2019

In 2019, the board has held six regular meetings, of which one was a strategy session and one was the meeting following election. During these meetings, the board has discussed the permanent items of each meeting agenda, such as business situation, market situation, financial reports, budget, forecasts and projects. In addition, overall strategic matters have been analysed, including the company's direction, business intelligence and growth opportunities. The MD and the CFO have participated in all board meetings, except in matters relating to compensation for senior management, review of the board's and the MD's work and private meetings with the company auditor. During the year, operations or staff manager(s) have participated in three board meetings to report the results of their activities.



The board of directors has comprised the members elected by the annual general meeting: Björn Örås (chair), Dag Sundström, Anna Söderblom, Jenny Pizzignacco and Eva Gidlöf. For more information about the current board members' main appointments outside of the group and shareholding in the company, see page 32.

Attendance at board meetings is specified below.

#### BOARD COMPOSITION AND ATTENDANCE

| Member            | Elected | Title    | Attendance | Independent in relation to the company and the company management | Independent in relation to the company's major shareholders |
|-------------------|---------|----------|------------|---|---|
| Björn Örås        | 1989    | Chairman | 7/7        | Yes   | No  |
| Dag Sundström     | 2011    | Member   | 7/7        | Yes   | Yes   |
| Anna Söderblom    | 2013    | Member   | 7/7        | Yes   | Yes   |
| Jenny Pizzignacco | 2018    | Member   | 7/7        | Yes   | Yes   |
| Eva Gidlöf        | 2018    | Member   | 7/7        | Yes   | Yes   |

#### Audit Committee

In 2019, the audit committee consisted of the full board of directors. The audit committee is responsible for the preparation of the board's work and the quality assurance of Poolia's financial reporting. The committee meets with the company's auditor, for example to discuss the external auditor and the view of the company's risk, establish guidelines for what services other than auditing that Poolia may procure from the company auditors, evaluate the audit and inform the nomination committee, and assist the nomination committee in drafting a proposal for auditor and the auditor's fee. The audit committee also monitors the effectiveness of Poolia's risk management and internal control in regard to the company's financial reporting. The audit committee meets with Poolia's auditor at least twice annually, of which one time must be in the absence of the company management.

#### Remuneration Committee

In 2019, the remuneration committee consisted of the full board of directors. The committee is responsible for the MD's employment terms and benefits. The committee also handles matters relating to the remuneration of other members of senior management. The committee is to obtain information about the total remuneration paid by the company to senior management. If incentive programmes in the form of an employee share-option plan or similar are proposed for the company management or other employees, the basis for a decision in this matter must be provided to the shareholders before the general meeting and must clearly indicate the justifications, essential terms, possible dilution and the estimated cost to Poolia of such a programme in case of various outcomes.

#### Managing Director (President)

The MD leads the operation within the framework established by the board of directors. The latest applicable MD's directive was established by the board on 3 May 2019 and regulates the MD's role in the company. The MD provides necessary bases

for information and decisions at board meetings. The MD or their representative reports to the board. The MD keeps the board and the chairperson informed of the company's financial position and development. The board carries out an annual review of the MD's methods and performance.

#### Senior Management

The MD of Poolia AB leads the senior management, who are appointed by the MD in consultation with the chair of the board. The MD is in regular contact with the senior management and also holds formal meetings with them on a monthly basis.

#### SENIOR MANAGEMENT

| Name                     | Title                                 | Employed |
|--------------------------|---------------------------------------|----------|
| Jan Bengtsson            | MD & President                        | 1997     |
| Kent Thudén              | CFO                                   | 2008     |
| Elin Strandberg          | HR Director                           | 2010     |
| Claes Gellstrup          | Saled Director Sweden                 | 2017     |
| Charlotte Järebj Hellman | Market Area Director Poolia Sweden    | 2001     |
| Jonas Nilsson            | Market Area Director Uniflex Sweden   | 2002     |
| Mattias Melander         | Market Area Director Uniflex Sweden   | 2006     |
| Tobias Rebenich          | MD Poolia Germany                     | 2011     |
| Christopher Carey        | MD Uniflex & Poolia Norway            | 2010     |
| Esa Rantanen             | MD Poolia Finland and Uniflex Finland | 2016     |

#### Internal Management and Control

The board is responsible for ensuring that the company has adequate internal control and formalised procedures to ensure compliance with established principles for financial reporting and internal control, and that the company's financial reports are produced in accordance with legislation, applicable accounting standards and other requirements for listed companies.

## Financial Reporting

Interim reports and the year-end report are processed by the board and issued by the MD on behalf of the board. The MD is responsible for completing the accounts of the group company in accordance with the law and that assets are managed in a satisfactory manner.

A financial statement is produced for the group and submitted to the board each month.

Each month, the senior managers report to the MD of Poolia AB regarding the events of the previous period. The aim of these reports is to clarify the business situation and the financial position and to clarify any potential risks that have arisen. In addition, monthly analysis and follow-up meetings are held between the MD of Poolia AB and each senior manager.

## Internal Audit

The board has made the assessment that Poolia does not need to introduce a separate internal audit function in addition to the existing processes and functions for internal control. The follow-up conducted by the board and the management is considered to meet this need. However, an annual assessment is carried out of whether such a function is needed to maintain control within the company.

## Auditors

In 2019, the annual general meeting appointed Grant Thornton Sweden AB as the company's auditor for a term of one year. It was noted that Grant Thornton appointed authorised public accountant Mia Rutenius as the primary auditor. Mia Rutenius is an authorised public accountant and partner in Grant Thornton Sweden AB. According to Poolia's assessment, Mia Rutenius has no relationship with Poolia or its affiliated companies, which could affect the auditor's independence in relation to the company. Mia Rutenius is also assessed to have the necessary expertise to carry out the assignment as Poolia's auditor. During the year, Mia Rutenius has attended two board meetings, at which times she has also submitted written audit reports.

## The board's description of internal control in regard to the financial reporting.

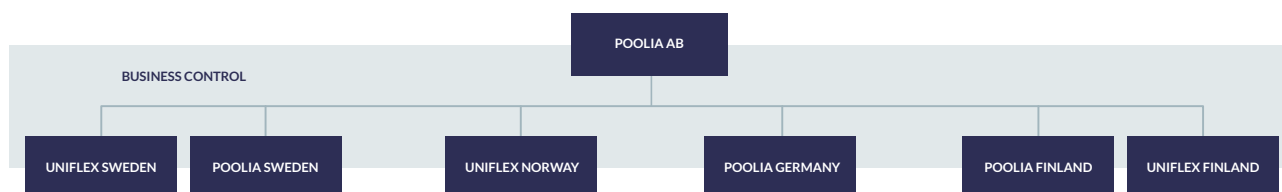
Pursuant to the Swedish Companies Act and the Code, the board is responsible for the company's internal control. The five components of the corporate governance report are control environment, risk assessment, control activities, information and communication, and follow-up.

### Control environment

Effective board work is the basis of effective internal control. The board has established structured processes and rules of procedure. An important part of the board's work is to develop and adopt fundamental rules and guidelines. Employees have access to these guidelines for example via Poolia's intranet. Poolia's ambition is for the control environment to be permeated by the company's values in terms of "the good company", i.e. compliance with laws and regulations, professionalism and confidence building.

Furthermore, the board's work aims to ensure a structured and transparent organisation with an allocation of responsibilities and processes that benefit an effective management of operational risks and facilitate goal achievement. Poolia's internal and external accounting is divided according to function with defined responsibilities. Responsibilities are divided across the different segments (Poolia Sweden, Poolia Finland, Poolia Germany, Uniflex Sweden, Uniflex Norway and Uniflex Finland). The responsibility of the Staff Functions is divided into Administration, HR, Marketing, Sales, Accounting, Payroll, Finance and IT.

Poolia has a conceptual framework that guides decisions and actions throughout the organisation. The foundation of this framework is the business plan, the company's ISO processes, the financial handbook and guidelines intended to achieve an effective, structured and cohesive working method within the company. The guidelines include instructions for the President, managing directors of subsidiaries, financial policy, information policy and decision rules. Authorisation rules are in place to reinforce the control of decisions regarding investments, expenses and contracts. Revisions are made regularly to ensure that guidelines and policy documents are up to date. In addition, there are procedures to adapt them if other circumstances emerge requiring the documents to be updated.



*Poolia AB's role in the Group is to work on overall policy and development issues, Group-wide support functions and the provision of support to the operational entities. The country managers have full responsibility for the operations in their own country, including the income statement and balance sheet, sales and marketing, finance, business development and HR.*

### Risk assessment

Within the scope of ongoing activities and follow-up, there are procedures for risk assessment and thereby for opportunities to carry out correct financial reporting. Together with the CFO, the finance director of each subsidiary has a special responsibility for risk analysis, implementation of laws and ordinances and for ensuring the financial reporting.

Integrated systems and established follow-up procedures as well as analysis of key performance indicators are important components to identify possible risks of material errors in the accounts. Risk assessment, risk identification and improvement of procedures are all based on the President determining the specific areas within the process for financial reporting that are to be prioritised and focused on. The focus areas are reviewed by the CFO together with the finance director of each subsidiary. The process aims to identify material risks and needs for measures are reported to the President and the MD of each subsidiary. The procedures described above include the following areas: liquidity monitoring, trade debtors, deviation analysis, credit granting, insurance coverage, income and payroll process, management process, approval and authorisation process.

Business intelligence is conducted through senior management continuously reporting market changes to the MD of Poolia AB. The latter then reports the most essential items to the board.

### Control activities

A control structure is being constructed based on the most critical processes within the company. The aim is to prevent, detect and correct possible errors or deviations that arise in the financial reporting and to prevent any irregularities and various types of hostile events. The monitored risks are those deemed to be the most material according to the risk assessment.

Together with the finance director of each subsidiary, the CFO sets requirements for correct financial reporting and relevant follow-up and deviation analysis, as needed. The continuous monitoring is primarily presented in a monthly report produced by the finance director of each subsidiary and presented to the CFO, the President and the MD of their respective subsidiary. Poolia's monthly reporting includes both financial and non-financial key performance indicators.

The reports are followed up at monthly meetings with the MD. The monthly reports are based on the outcome from the accounting system. The standardisation of the reporting facilitates follow-up and monitoring of each country's development, results and risk analyses.

### Information and communication

The company's essential policy documents in terms of regulations, guidelines and manuals, to the extent that they refer to the financial reporting, are continuously updated and communicated via the intranet, internal meetings and other targeted dissemination of policy documents. Overall strategy directives are communicated throughout the organisation to ensure that all employees are familiar with them and act accordingly.

For an effective internal dissemination of information, there are guidelines and procedures for how financial information is communicated between management and employees as well as between the parent company and the subsidiaries. For communication with external parties, the board has established an information policy with guidelines for what is to be communicated, by whom and in what way.

The aim of the policy is to ensure correct and full compliance with the information obligation. For shareholders and other external interested parties wanting to monitor the company's development, the current financial information is continuously published on Poolia's website.

### Follow-up

Follow-up of the internal control and its effectiveness is an integrated part of the ongoing operation. The board's work includes continuous follow-up of the effectiveness of internal controls and discussion of essential questions regarding accounting and reporting.

The board's evaluation of the operation's performance and results through an adequate report package containing outcomes, forecasts and analysis of important key factors is part of the accountability structure.

Control and monitoring are part of the parent company management and the management of the regular activities of each subsidiary, but also part of the daily tasks of each employee. Possible shortcomings and errors in the internal control and follow-up systems are to be reported to a superior.

Policies, guidelines and procedures are updated and evaluated according to need, but at least once per year. The responsibility for the maintenance of updated documents and communication of these lies with the board in regard to general policy documents and with the President or the respective staff manager for other documents. Recommendations from external auditors carrying out independent review of the internal control within the scope of a statutory audit are reported to the management and the board. These recommendations are followed up and, where necessary, a measure is taken to manage the potential risk.

Poolia will continue to work proactively with risk management and internal control through annual evaluation and updating of internal policy documents and guidelines. The ambition of this work is to ensure that the internal control is kept at a satisfactory level.

## BOARD OF DIRECTORS

**Björn Öräs**

Born 1949  
Chair  
Member of the board since the foundation in 1989.

**Education:**

Bachelor of Economics, Lund University.

**Background:**

Product Manager, Pierre Robert, Product Line Manager, IKEA, MD and Advertising Agency Director, Appel & Falk, Blanking, MD, Poolia. Business: Björn Öräs Marketing, Karat Utveckling, SMA.

**Board appointments:**

Chair of Dedicare AB (publ.) and Bro Hof Slott.

**Shareholding:**

10,864,300 A shares and 8,523,901 B shares.

**Dag Sundström**

Born 1955  
Member of the board since 2011.

**Education:**

Master of Science in Engineering Physics, KTH Royal Institute of Technology, Stockholm, Master of Science in Business and Economics, Stockholm School of Economics, Stockholm.

**Background:**

Management Consultant; Director McKinsey & Company Inc, MD and President Teleca AB, XLENT Consulting Group, private business Dag Sundström Consulting AB, InterPares Management Consultants.

**Board appointments:**

Chair of Raoul Wallenbergskolorna AB, DS Holding AB and Dag Sundström Consulting AB. Board member of Dedicare AB (publ.).

**Shareholding:**

3,000 B shares.

**Anna Söderblom**

Born 1963  
Member of the board since 2013.

**Education:**

Higher Education Diploma in Mathematics, Lund University, Degree of Doctor of Philosophy in Business and Economics, Stockholm School of Economics, Stockholm.

**Background:**

Working at the Stockholm School of Economics as a researcher and teacher. Previously Marketing Director at Microsoft Norden and Posten Brev and head of investments at Industrifonden..

**Board appointments:**

Chair of Advenica AB. Board member Almi Företagspartner AB, BTS Group AB, Länsförsäkringar Liv Försäkringsaktiebolag, Midway Holding AB and Cabonline Holding AB.

**Shareholding:**

15,000 B shares.

**Jenny Pizzignacco**

Born 1979  
Member of the board since 2018 (Uniflex since 2013).

**Education:**

Master of Science in Business and Economics, Lund University.

**Background:**

Business Development Manager Dedicare AB (publ). Previously recruitment consultant at Poolia Sverige AB, acting CFO of Dedicare AB (publ.) and Managing Director of Dedicare Nurse Sverige AB.

**Board appointments:**

None.

**Shareholding:**

858,078 B shares.

**Eva Gidlöf**

Born 1957  
Member of the board since 2018 (Uniflex since 2016).

**Education:**

Bachelor /Degree in Social Sciences, Uppsala University.

**Background:**

20 years within the Caggemini Group (publ.), including Vice President of Nordic Management and MD of Caggemini Sverige. MD of Bankgirot and Executive Vice President of Tieto Corporation (publ.). Some 25 board appointments in various industries over the last 20 years.

**Board appointments:**

Chair of Metria AB and board member of Mercuri International Group AB. Board member of SNS Förtroenderåd and nomination committee.

**Shareholding:**

17,000 B shares.

# MANAGING DIRECTOR AND OTHER SENIOR MANAGEMENT



**Jan Bengtsson**

President Poolia AB,  
MD Poolia Sweden and  
Uniflex Sweden  
Born 1967  
Employed in Poolia/Uniflex  
since 1997.

**Education:**  
Master of Science in  
Business and Economics,  
Stockholm University.

**Background:**  
MD of Uniflex AB (publ.)  
since 2002.

**Shareholding:**  
360,000 B shares.



**Kent Thudén**

CFO  
Born 1965  
Employed by Poolia/Uniflex  
since 2008.

**Education:**  
Master of Science in  
Business and Economics,  
Stockholm University.

**Background:**  
Authorised public account-  
tant and Senior Manager  
Ernst & Young AB, Ekonomi-  
chef Scania Chassi.

**Shareholding:** 0



**Elin Strandberg**

HR Director  
Born 1981  
Employed by Poolia/Uniflex  
since 2010.

**Education:**  
Bachelor, in Personnel,  
Work and Organization,  
PAO programme,  
Stockholm University.

**Background:**  
Previously Head of HR,  
Business Area Manager  
and Key Account Manager  
at Uniflex.

**Shareholding:** 0



**Claes Gellstrup**

Sales Director Sweden  
Born 1972  
Employed by Poolia/Uniflex  
since 2017.

**Education:**  
Executive Management  
Program, Stockholm School  
of Economics Stockholm,  
IHM DIHM Economics, IHM  
Master, Styrelseakademien.

**Background:**  
COO at Dafo Brand AB  
and MD för Brainpeople  
AB. Former Deputy MD of  
Dreamwork, Business Area  
Manager at G4S and several  
roles within Manpower.

**Shareholding:** 0



**Charlotte Järeby Hellman**

Deputy MD Poolia Sweden  
Born 1973  
Employed by Poolia  
since 2001.

**Education:**  
Service Management  
programme, University  
of Gothenburg

**Background:**  
Account Manager at  
Manpower Key Customers,  
Sales Director Provobis  
Frimurarehotellet,  
Linköping.

**Shareholding:** 0



**Jonas Nilsson**

Market Area Director  
Uniflex Sweden  
Born 1968  
Employed by Poolia/Uniflex  
since 2002.

**Education:**  
4-year technical upper-  
secondary programme.

**Background:**  
Former Regional Manager  
and Sales Director at Uniflex  
and work at Poolia as  
Business Area Manager and  
Regional Manager.

**Shareholding:**  
33,150 B shares.



**Mattias Melander**

Market Area Director  
Uniflex Sweden  
Born 1974  
Employed by Poolia/Uniflex  
since 2006.

**Education:**  
Upper-secondary education  
and higher education in  
coaching for sports and  
psychology.

**Background:**  
Managing Director and  
self-employed as well as  
former Key Account  
Manager and Regional  
Manager at Uniflex.

**Shareholding:** 0



**Tobias Rebenich**

MD Poolia Germany  
Born 1971  
Employed by Poolia  
since 2011.

**Education:**  
Bank apprentice at the  
chamber of commerce,  
economics studies.

**Background:**  
Area Manager Amadeus  
FiRe Germany, executive  
position Robert Half  
Tyskland, branch manager  
Manpower Germany.

**Shareholding:** 0



**Christopher Carey**

MD Uniflex & Poolia Norway  
Born 1977  
Employed by Poolia/Uniflex  
since 2010.

**Education:**  
Technical Information  
Design, Gothenburg

**Background:**  
Technical engineer and  
Key Account Manager  
for Sigma Technology,  
Key Account Manager  
for Meritmind, Business  
Area Manager and  
Regional Manager for  
Uniflex Sweden.

**Shareholding:** 0



**Esa Rantanen**

MD Poolia Finland and  
Uniflex Finland  
Born 1963  
Employed in Poolia/Uniflex  
since 2016.

**Education:**  
MJD, Diploma in marketing  
and communication  
management, Marketing  
Institute.

**Background:**  
Business Manager  
Manpower Group Oy.

**Shareholding:** 0

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| AMOUNTS IN SEK THOUSANDS  | Note       | 2019          | 2018          |
|---|------------|---------------|---------------|
| <b>Operating income</b>   | 6, 7       | 1,679,069     | 1,942,559     |
| <b>Operating expenses</b>   |            |               |               |
| Other expenses  | 9          | -202,686      | -106,674      |
| Staff expenses  | 8          | -1,415,411    | -1,813,616    |
| Depreciation of tangible and intangible assets  | 16, 17, 18 | -31,401       | -5,426        |
| <b>Operating profit</b>   | 7          | <b>29,571</b> | <b>16,843</b> |
| <b>Earnings from financial investment</b>   |            |               |               |
| Interest income and similar profit items  | 11         | 1,141         | 3,231         |
| Interest charges and similar loss items   | 12         | -1,805        | -2,750        |
| <b>Profit after financial items</b>   |            | <b>28,907</b> | <b>17,324</b> |
| Tax expense   | 13         | -5,241        | -4,766        |
| <b>Profit for the year from remaining activities</b>  |            | <b>23,666</b> | <b>12,558</b> |
| <b>Discontinued operations</b>  |            |               |               |
| Profit/loss for the year from discontinued operations   | 14         | 0             | -1,176        |
| <b>Profit for the year</b>  |            | <b>23,666</b> | <b>11,382</b> |
| <b>Other comprehensive income</b>   |            |               |               |
| <b>Items that can be reclassified to profit/loss</b>  |            |               |               |
| Translation differences   | 4          | -3,695        | 1,289         |
| <b>Comprehensive income for the year</b>  |            | <b>19,971</b> | <b>12,671</b> |
| <b>PROFIT FOR THE YEAR ATTRIBUTABLE TO:</b>   |            |               |               |
| Owners of the Parent Company  |            | 23,706        | 11,382        |
| Non-controlling interests   |            | -40           | 0             |
| Profit per share, from remaining activities and discontinued operations, before and after dilution, SEK | 24         | 0.51          | 0.24          |
| Profit per share, from remaining activities before and after dilution, SEK                              |            | 0.51          | 0.27          |
| <b>COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:</b>   |            |               |               |
| Owners of the Parent Company  |            | 20,011        | 12,671        |
| Non-controlling interests   |            | -40           | 0             |

## CONSOLIDATED BALANCE SHEET

| Amounts in SEK thousands                   | Note   | 31/12/2019     | 31/12/2018     |
|--|--------|----------------|----------------|
| <b>ASSETS</b>                              |        |                |                |
| <b>Non-current assets</b>                  |        |                |                |
| Goodwill                                   | 15, 33 | 20,875         | 19,213         |
| Other intangible assets                    | 16, 33 | 2,941          | 1,892          |
| Right-of-use assets                        | 18     | 39,299         | -              |
| Other tangible assets                      | 17     | 3,104          | 3,360          |
| Deferred tax assets                        | 13     | 9,582          | 13,790         |
| <b>Total non-current assets</b>            |        | <b>75,801</b>  | <b>38,255</b>  |
| <b>Current assets</b>                      |        |                |                |
| Trade receivables                          | 21, 28 | 255,665        | 287,024        |
| Current tax assets                         |        | 17,381         | 18,691         |
| Other receivables                          |        | 5,819          | 3,914          |
| Prepaid expenses and accrued income        | 22, 28 | 96,386         | 126,144        |
| Cash and cash equivalents                  | 28, 29 | 29,916         | 57,506         |
| <b>Total current assets</b>                |        | <b>405,167</b> | <b>493,279</b> |
| <b>Total assets</b>                        |        | <b>480,968</b> | <b>531,534</b> |
| <b>EQUITY AND LIABILITIES</b>              |        |                |                |
| <b>Equity</b>                              |        |                |                |
| Share capital                              | 23     | 9,327          | 9,327          |
| Other paid-in capital                      |        | 265,654        | 265,654        |
| Reserves                                   |        | -3,767         | -72            |
| Retained earnings                          |        | -118,001       | -130,048       |
| Non-controlling interests                  |        | 1,008          | 9              |
| <b>Total equity</b>                        |        | <b>154,221</b> | <b>144,870</b> |
| <b>Non-current liabilities</b>             |        |                |                |
| Lease liabilities, non-current             | 18     | 18,601         | -              |
| <b>Total non-current liabilities</b>       |        | <b>18,601</b>  | <b>0</b>       |
| <b>Current liabilities</b>                 |        |                |                |
| Current liabilities to credit institutions | 25     | 0              | 40,129         |
| Lease liabilities, current                 | 18     | 20,291         | -              |
| Trade payables                             | 28     | 15,929         | 26,209         |
| Other liabilities                          | 26     | 88,340         | 118,803        |
| Accrued expenses and deferred income       | 27     | 183,586        | 201,523        |
| <b>Total current liabilities</b>           |        | <b>308,146</b> | <b>386,664</b> |
| <b>Total equity and liabilities</b>        |        | <b>480,968</b> | <b>531,534</b> |



## CONSOLIDATED CASH FLOW STATEMENT

| Amounts in SEK thousands  | Note | 2019           | 2018           |
|---|------|----------------|----------------|
| <b>OPERATING ACTIVITIES</b>   |      |                |                |
| Profit after financial items  |      | 28,946         | 17,324         |
| <b>Non-cash flow items</b>  |      |                |                |
| Depreciation and impairment charged to earnings                             |      | 31,401         | 5,426          |
| Exchange loss/gain  |      | -3,447         | -748           |
| Paid taxes  |      | -1,800         | -7,533         |
| <b>Cash flow from operating activities before change in working capital</b> |      | <b>55,100</b>  | <b>14,469</b>  |
| <b>Change in working capital</b>  |      |                |                |
| Increase (-)/decrease (+) in current receivables                            |      | 56,960         | 9,250          |
| Increase (-)/decrease (+) in current liabilities                            |      | -58,247        | -23,395        |
| <b>Cash flow from operating activities</b>                                  |      | <b>53,813</b>  | <b>324</b>     |
| <b>INVESTING ACTIVITIES</b>   |      |                |                |
| Acquisition of equipment  | 16   | -1,210         | -2,991         |
| Acquisition of intangible assets  | 17   | -715           | -267           |
| Acquisitions of subsidiaries  | 33   | -271           | -              |
| <b>Cash flow from investing, remaining activities</b>                       |      | <b>-2,196</b>  | <b>-3,258</b>  |
| <b>FINANCING ACTIVITIES</b>   |      |                |                |
| Borrowing from credit institutions  | 29   | -              | 19,688         |
| Repayment of borrowings from credit institutions                            | 29   | -40,129        | -              |
| Repayment of lease liabilities  | 18   | -27,960        | -              |
| Shareholder dividends   |      | -11,659        | -38,920        |
| <b>Cash flow from financing activities, remaining activities</b>            |      | <b>-79,748</b> | <b>-19,232</b> |
| <b>Cash flow for the year, remaining activities</b>                         |      | <b>-28,131</b> | <b>-22,166</b> |
| Cash and cash equivalents at the beginning of the year                      |      | 57,506         | 78,572         |
| Exchange rate differences in cash and cash equivalents                      |      | 541            | 1,100          |
| <b>Cash and cash equivalents at the end of the year</b>                     | 29   | <b>29,916</b>  | <b>57,506</b>  |

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| Amounts in SEK thousands  | Share capital | Other paid-in capital | Translation reserve | Retained earnings | Non-controlling interests | Total equity  |
|---|---------------|-----------------------|---------------------|-------------------|---------------------------|---------------|
| Opening balance 01/01/2018  | 9,327         | 265,654               | -1,361              | -102,510          | 9                         | 171,119       |
| <b>Comprehensive income</b>   |               |                       |                     |                   |                           |               |
| Profit for the year   | -             | -                     | -                   | 11,382            | -                         | 11,382        |
| <b>Other comprehensive income</b>                                   |               |                       |                     |                   |                           |               |
| <i>Items that can be reclassified to profit/loss</i>                |               |                       |                     |                   |                           |               |
| Exchange differences  | -             | -                     | 1,289               | -                 | -                         | 1,289         |
| Total other comprehensive income                                    | -             | -                     | 1,289               | -                 | -                         | 1,289         |
| <b>Total comprehensive income</b>                                   | -             | -                     | <b>1,289</b>        | <b>11,382</b>     | -                         | <b>12,671</b> |
| <b>Owner transactions</b>   |               |                       |                     |                   |                           |               |
| Shareholder dividends   | -             | -                     | -                   | -38,920           | -                         | -38,920       |
| Closing balance as at 31/12/2018                                    | 9,327         | 265,654               | -72                 | -130,048          | 9                         | 144,870       |
| Opening balance as at 01/01/2019                                    | 9,327         | 265,654               | -72                 | -130,048          | 9                         | 144,870       |
| <b>Comprehensive income</b>   |               |                       |                     |                   |                           |               |
| Profit for the year   | -             | -                     | -                   | 23,706            | -40                       | 23,666        |
| <b>Other comprehensive income</b>                                   |               |                       |                     |                   |                           |               |
| <i>Items that can be reclassified to profit/loss</i>                |               |                       |                     |                   |                           |               |
| Exchange differences  | -             | -                     | -3,695              | -                 | -                         | -3,695        |
| Total other comprehensive income                                    | -             | -                     | -                   | -                 | -                         | -3,695        |
| <b>Total comprehensive income</b>                                   | -             | -                     | <b>-3,695</b>       | <b>23,706</b>     | <b>-40</b>                | <b>19,971</b> |
| <b>Owner transactions</b>   |               |                       |                     |                   |                           |               |
| Non-controlling interests arising from acquisitions of subsidiaries | -             | -                     | -                   | -                 | 1,039                     | 1,039         |
| Shareholder dividends   | -             | -                     | -                   | -11,659           | -                         | -11,659       |
| Closing balance as at 31/12/2019                                    | 9,327         | 265,654               | -3,767              | -118,001          | 1,008                     | 154,221       |

## STATEMENT OF COMPREHENSIVE INCOME, PARENT COMPANY

| AMOUNTS IN SEK THOUSANDS                           | Note   | 2019          | 2018           |
|--|--------|---------------|----------------|
| <b>Operating income</b>                            |        | 11,670        | 15,185         |
| <b>Operating expenses</b>                          |        |               |                |
| Other external expenses                            | 9      | -2,871        | -6,908         |
| Staff expenses                                     | 8      | -8,394        | -19,381        |
| Depreciation of tangible and intangible assets     | 16, 17 | -405          | -460           |
| <b>Operating profit/loss</b>                       |        | <b>0</b>      | <b>-11,564</b> |
| <b>Earnings from financial investment</b>          |        |               |                |
| Profit/loss from participations in group companies | 10     | 26,889        | -1,303         |
| Interest income and similar profit items           | 11     | 856           | 1,462          |
| Interest charges and similar loss items            | 12     | -327          | -614           |
| <b>Profit/loss after financial items</b>           |        | <b>27,418</b> | <b>-12,019</b> |
| Group contributions received                       |        | 11,940        | 750            |
| Tax expense  | 13     | -2,670        | 2,773          |
| <b>Profit/loss for the year</b>                    |        | <b>36,688</b> | <b>-8,496</b>  |
| <b>Other comprehensive income</b>                  |        |               |                |
| Other comprehensive income                         |        | -             | -              |
| <b>Comprehensive income for the year</b>           |        | <b>36,688</b> | <b>-8,496</b>  |

## BALANCE SHEET, PARENT COMPANY

| AMOUNTS IN SEK THOUSANDS                       | Note   | 31/12/2019     | 31/12/2018     |
|--|--------|----------------|----------------|
| <b>ASSETS</b>                                  |        |                |                |
| <b>Fixed assets</b>                            |        |                |                |
| <b>Intangible assets</b>                       |        |                |                |
| Other intangible assets                        | 16     | 195            | 600            |
| <b>Total intangible assets</b>                 |        | <b>195</b>     | <b>600</b>     |
| <b>Tangible assets</b>                         |        |                |                |
| Equipment                                      | 17     | 0              | 0              |
| <b>Total tangible assets</b>                   |        | <b>0</b>       | <b>0</b>       |
| <b>Financial assets</b>                        |        |                |                |
| Participations in group companies              | 19     | 33,682         | 33,682         |
| Receivables from group companies <sup>1)</sup> | 20     | 38,750         | 40,750         |
| Deferred tax assets                            | 13     | 3,089          | 5,759          |
| <b>Total financial assets</b>                  |        | <b>75,521</b>  | <b>80,191</b>  |
| <b>Current assets</b>                          |        |                |                |
| <b>Current receivables</b>                     |        |                |                |
| Receivables from group companies <sup>1)</sup> | 20     | 33,359         | 41,123         |
| Other receivables <sup>1)</sup>                |        | 160            | 850            |
| Prepaid expenses and accrued income            | 22     | 773            | 707            |
| <b>Total current receivables</b>               |        | <b>34,292</b>  | <b>42,680</b>  |
| <b>Liquid assets</b>                           |        | <b>107</b>     | <b>-</b>       |
| <b>Total assets</b>                            |        | <b>110,115</b> | <b>123,471</b> |
| <b>EQUITY AND LIABILITIES</b>                  |        |                |                |
| <b>Equity</b>                                  |        |                |                |
| <b>Restricted equity</b>                       |        |                |                |
| Share capital                                  | 23     | 9,327          | 9,327          |
| <b>Total restricted equity</b>                 |        | <b>9,327</b>   | <b>9,327</b>   |
| <b>Non-restricted equity</b>                   |        |                |                |
| Share premium reserve                          |        | 270,371        | 270,371        |
| Retained earnings                              |        | -229,285       | -209,130       |
| Profit/loss for the year                       |        | 36,688         | -8,496         |
| <b>Total non-restricted equity</b>             |        | <b>77,774</b>  | <b>52,745</b>  |
| <b>Total equity</b>                            |        | <b>87,101</b>  | <b>62,072</b>  |
| <b>Current liabilities</b>                     |        |                |                |
| Trade payables                                 |        | 730            | 946            |
| Liabilities to group companies <sup>1)</sup>   | 20     | 20,620         | 23,141         |
| Current liabilities to credit institutions     | 25, 28 | 0              | 34,641         |
| Other liabilities                              | 26     | 652            | 413            |
| Accrued expenses and deferred income           | 27     | 1,012          | 2,258          |
| <b>Total current liabilities</b>               |        | <b>23,014</b>  | <b>61,399</b>  |
| <b>Total equity and liabilities</b>            |        | <b>110,115</b> | <b>123,471</b> |

1) Items for 2018 have been adjusted in comparison to the annual report for 2018, as a classification error between the items current and non-current inter-company transactions had occurred. The items for 2019 have been similarly adjusted in comparison to the year-end report for 2019 for the same reason.

## CASH FLOW STATEMENT, PARENT COMPANY

| AMOUNTS IN SEK THOUSANDS  | Note | 2019           | 2018           |
|---|------|----------------|----------------|
| <b>OPERATING ACTIVITIES</b>   |      |                |                |
| Profit after financial items  |      | 27,418         | -12,019        |
| <b>Non-cash flow items</b>  |      |                |                |
| Depreciation and impairment charged to earnings                             |      | 405            | 460            |
| Financial items   |      | -              | 1,303          |
| <b>Cash flow from operating activities before change in working capital</b> |      | <b>27,823</b>  | <b>-10,256</b> |
| <b>Change in working capital</b>  |      |                |                |
| Increase (-)/decrease (+) in current receivables                            |      | 8,388          | 1,175          |
| Increase (-)/decrease (+) in current liabilities                            |      | -3,744         | 4,404          |
| <b>Cash flow from operating activities</b>                                  |      | <b>34,467</b>  | <b>-4,677</b>  |
| <b>INVESTING ACTIVITIES</b>   |      |                |                |
| Acquisition of fixed assets   |      | 2,000          | -              |
| <b>Cash flow from investment activities</b>                                 |      | <b>2,000</b>   | <b>-</b>       |
| <b>FINANCING ACTIVITIES</b>   |      |                |                |
| Borrowing from credit institutions  | 29   | -              | 14,200         |
| Amortisation of bank overdraft facilities                                   | 29   | -34,641        | -              |
| Shareholder dividends   |      | -11,659        | -10,273        |
| Group contributions received  |      | 11,940         | 750            |
| <b>Cash flow from financing activities</b>                                  |      | <b>-34,360</b> | <b>4,677</b>   |
| <b>Cash flow for the year</b>   |      | <b>107</b>     | <b>0</b>       |
| Cash and cash equivalents at the beginning of the year                      |      | 0              | -              |
| <b>Cash and cash equivalents at the end of the year</b>                     | 29   | <b>107</b>     | <b>-</b>       |

## STATEMENT OF CHANGES IN EQUITY, PARENT COMPANY

| AMOUNTS IN SEK THOUSANDS                  | Share capital | Share premium reserve | Retained earnings | Profit/loss for the year | Total    |
|---|---------------|-----------------------|-------------------|--------------------------|----------|
| Closing balance 31/12/2017                | 3,424         | 0                     | 3,650             | 56,437                   | 63,511   |
| Profit carried forward from previous year |               |                       | 56,437            | -56,437                  | 0        |
| <b>Comprehensive income</b>               |               |                       |                   |                          |          |
| Profit for the year                       |               |                       |                   | -8,496                   | -8,496   |
| Other comprehensive income                |               |                       | -                 | -                        | -        |
| <b>Owner transactions</b>                 |               |                       |                   |                          |          |
| Shareholder dividends                     |               |                       | -10,273           |                          | -10,273  |
| Merger difference                         |               |                       | -258,944          |                          | -258,944 |
| New share issue                           | 5,903         | 275,078               |                   |                          | 280,981  |
| Issue expenses                            |               | -4,707                |                   |                          | -4,707   |
| Closing balance 31/12/2018                | 9,327         | 270,371               | -209,130          | -8,496                   | 62,072   |
| Profit carried forward from previous year |               |                       | -8,496            | 8,496                    | 0        |
| <b>Comprehensive income</b>               |               |                       |                   |                          |          |
| Profit for the year                       |               |                       |                   | 36,688                   | 36,688   |
| Other comprehensive income                |               |                       | -                 | -                        | -        |
| <b>Owner transactions</b>                 |               |                       |                   |                          |          |
| Shareholder dividends                     |               |                       | -11,659           |                          | -11,659  |
| Closing balance 31/12/2019                | 9,327         | 270,371               | -229,285          | 36,688                   | 87,101   |

# NOTES

All amounts are in SEK thousands unless otherwise specified.

## **NOTE 1 GENERAL INFORMATION**

The consolidated accounts were approved for publishing by the board of directors on 6 April 2020, and were finally adopted by the parent company annual general meeting on 28 April 2020.

## **NOTE 2 ACCOUNTING PRINCIPLES**

The consolidated accounts have been produced in accordance with the International Financial Reporting Standards (IFRS) as approved by the EU and interpretations by the IFRS Interpretations Committee (IFRIC). The group also implements RFR 1, Supplementary Accounting Rules for Groups, which specifies the additions to IFRS that are required in accordance with the provisions of the Annual Accounts Act. The annual report for the parent company has been established in accordance with the Annual Accounts Act and RFR 2 Accounting Rules for Legal Persons.

### **Recognition of acquisitions of companies under the same controlling influence**

On 31 October 2018, a merger was completed between Poolia and Uniflex. Detailed information about the merger is available at [www.poolia.com](http://www.poolia.com) and in Note 30 Related-party transactions on page 61. The figures in this annual report refer to their combined operations.

The merger with Uniflex was an acquisition of a company under the same controlling influence, i.e. a common control transaction, as Uniflex was controlled by the principal shareholder both before and after the merger. Recognition of acquisitions of companies under the same controlling influence is not regulated in IFRS. The group's chosen accounting principle is to place common control transactions under recognised values. The difference between the merger consideration (issue in kind) and the recognised value of acquired assets and liabilities is recognised under equity as a shareholder transaction. The group opted to convert the comparative figures, meaning that the merger was reported as if it occurred on 1 January 2017. The comparative figures for 2017 therefore included Uniflex's income, costs, assets and liabilities. Periods before 2017 were not converted, and comparative figures for these have therefore not been produced.

### **Recognition of the merger in the parent company**

The assets and liabilities transferred from Uniflex AB were recognised in the parent company as the book values of Uniflex AB as per 31 October 2018. The profit in Uniflex AB up until 31 October 2018 was transferred in its entirety to Poolia AB.

### **New and amended standards**

The International Accounting Standards Board (IASB) has published certain new and amended standards, which have entered into force and are applicable to the financial year 2019.

### **IFRS 16**

IFRS 16 Leases introduces a "right of use model", which for the lessee means that essentially all lease agreements must be recognised in the balance sheet as right of use and leasing liability. This also affects the profit/loss statement, as the cost is normally higher during the first years of a lease contract, after which it decreases. In addition, the cost is recognised as depreciation on the asset and interest expenses on the liability rather than other external costs. Times for cash flows are not affected. However, the cash flow statement is impacted as cash flows from the operating activities will be higher, due to the majority of payments made on the leasing liability being classified as financing activities. Only the part of the payments that refers to interest is included under operating activities. The group implements the concession rules for short leases (12 months or less) and lease agreements where the underlying asset amounts to a low value. These are recognised in the operating profit in the same way as previous operational lease agreements. The group uses IFRS 16 from 1 January 2019 and has chosen to implement the simplified method during the transition. According to this approach, the right of use asset and the leasing liability are recognised in the same amount, and no adjustment of retained profits has been made. Comparative data has not been recalculated.

The effect of implementing the new rules have entailed a reduction of profit before tax of approx. SEK 0.2 million for January–December 2019. Changes due to the transition to IFRS 16 Leases are reported in the table Transition effects IFRS 16 in Note 18 Right-of-use assets on page 58 below. On the first day of implementation (1 January 2019), an average marginal loan rate of 3.0 per cent was used.

The new and amended standards that entered into force in 2019 have not otherwise had any considerable effect on the consolidated financial reports.

The new and amended standards and interpretations that have been issued, but which enter into force for financial years starting after 1 January 2019 have not yet become applicable in the group and are not expected to have any considerable effect on the financial reports.

### **Consolidated accounts**

The consolidated accounts comprise Poolia AB (publ) and all its subsidiaries. Information regarding the composition of the group can be found in note 19. The group has no considerable minority interests. Subsidiaries are companies over which the group has controlling influence. Controlling influence exists when the group has control of a company and when it is exposed or entitled to variable returns from its holdings in that company and the possibility to impact the returns through its influence. Normally, there is a subsidiary where the group holds or disposes of more than half of the votes in the company.



Subsidiaries are included in the consolidated accounts as of the time when the controlling influence was obtained and up to the time when the controlling influence ends.

Subsidiaries are recognised in accordance with the acquisition method. Acquired identifiable assets, liabilities and contingent liabilities are recognised at fair value on the day of acquisition. The purchase sum also includes the assets and liabilities resulting from a contract on contingent consideration at the time of acquisition. All costs relating to acquisition are reported in the profit/loss account as they arise. If the acquisition value for the acquired shares exceeds the total fair value of the acquired identifiable assets and liabilities, the difference is recognised as goodwill. If the cost of acquisition is less than the fair value calculated as described above, the difference is recognised directly in the profit/loss account.

Holdings without controlling influence initially consist of the minority share of the fair value of net assets. These holdings are recognised in the consolidated accounts as a part of equity, separated from the equity of the parent company. Items related to Holdings without controlling influence are included in the consolidated statement of comprehensive income and is recognised separately from the parent company profit/loss and comprehensive income as a distribution of these figures for the period.

Changes in the parent company's share in a subsidiary which do not entail a loss of the controlling influence are recognised as equity transactions (i.e. as transactions with the group owners). Any difference between the amount by which holdings without controlling influence is adjusted and the fair value of the paid or received compensation is recognised directly under equity and distributed over the parent company owners.

All internal transactions between group companies as well as inter-company transactions are eliminated in the consolidated accounts.

#### Recognition of segments

The segment information of the Poolia group is presented from the perspective of the company management, and business segments are identified based on the internal reporting to the company's senior executives. The group has identified the parent company MD, the president, as its highest executive and the internal reporting used by the president to monitor the business and make decisions on resource allocation provides the basis for the segment information presented. In addition to geographical division, Poolia's segment reporting also entails a division between Poolia and Uniflex. For Poolia, the geographic segments consist of Sweden, Finland and Germany, whereas Uniflex comprises Sweden, Finland and Norway. Poolia United Kingdom and Uniflex Germany are reported as discontinued operations.

The same accounting principles are used for all segments as for the group.

#### Revenue recognition

##### a. Sale of services

Poolia's income from agreements with clients are recognised in the amount that the group is expecting to be entitled to in exchange for transferring control of the promised service, with deduction of value-added tax. The group's income comprises sale of services within the areas of staffing and recruitment.

Income from staffing is recognised over time, i.e. over the period in which the services are provided. Sale of staffing services is carried out at a fixed hourly rate. The majority of invoicing is done monthly in arrears based on the hours worked by the hired staff and a normal collection period of 30–60 days.

IFRS 15 Revenue from Contracts with Customers replaced existing standards relating to revenue recognition as of 2018. Revenue is recognised when the customer takes control of the sold service and is able to use and make gains from the service. The company's previous assessment was that the recruitment service should be viewed as a whole, as a performance undertaking, and thereby be recognised at a certain point in time. The company has carried out a renewed analysis of the contracts for the recruitment service and considers them to comprise several separate performance undertakings, and the revenue is consequently recognised, as of 1 January 2019, at the rate that each performance undertaking is fulfilled. This means that Poolia recognises the revenues earlier compared to the assessment used in 2018. The effects refer to the activities in Poolia Sweden as a whole and amounts, in the financial year 2019, to SEK 2.4 million in increased revenues and operating profit.

##### b. Interest income

The interest income is distributed over the maturity period, implementing the effective interest method.

##### c. Dividend income

Dividend income is recognised when the right to obtain payment has been established.

#### Leased assets

##### (Accounting principle applicable from 1 January 2019)

##### *The group as a lessee*

For all agreements concluded 1 January 2019 or later, the group considers whether the contract constitutes or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration". To implement this definition, the Group makes an assessment of whether the agreement meets the requirements in three evaluations:

- The contract contains an identified asset which is either explicitly identified in the contract or implicitly specified

by being identified at the time when the asset was made available to the Group.

- The Group is entitled to essentially all the financial gains that arise through the use of the identified asset throughout the entire lease period, considering the Group's rights within the application are defined within the contract.
- The Group is entitled to control the use of the identified asset throughout the entire lease period. The Group assesses whether it has the right to control "how and for what purpose" the asset is used throughout the lease period.

#### *Valuation and recognition of leases as a lessee*

At the start of the lease, the Group recognises a right of use and a leasing liability in the balance sheet. The right of use is valued at acquisition value, which includes the amount at which the leasing liability was originally valued, any initial direct expenses incurred by the Group, an estimation of the consolidated expense of disassembly and removal of the asset at the end of the lease period and any leasing charges paid prior to the start of the lease (reduced by any received benefits). The Group writes off the right of use linearly from the start of the lease until the earliest time out of the lease period right of use and the termination of the lease. The group also makes an assessment of a potential impairment need for the right of use when there is an indicated reduction in value. At the start of the lease, the Group values the leasing liability at present value of the leasing charges that are not paid at this time. The leasing charges are discounted with the use of the implicit interest rate of the lease, if this rate can be easily determined, or the Group's marginal loan rate. The leasing charges included in the valuation of the leasing liability includes base rates (including material base rates), variable leasing charges based on an index or price, amounts expected to be paid by the Group pursuant to residual value guarantees and payments made according to options that the Group can be reasonably sure will be utilised. After the initial date the liability is reduced by payments and increased by interest. The liability is revaluated to reflect any new assessment or change, or if there are amendments to the material base rates. When the leasing liability is revaluated, the corresponding adjustment must be made to the right of use or in the profit/loss if the right of use has already been assigned zero value. The Group has opted to recognise short-term leases, and leases for which the underlying asset has a low value by utilising the practical solution provided in IFRS 16. Instead of recognising a right of use and a leasing liability, leasing charges in reference to these leases are expensed linearly over the lease period. In the balance sheet, rights of use have been included in the item Right-of-use assets, while the leasing liability is included in the items Non-current leasing liabilities and Current leasing liabilities.

#### **Leased assets**

##### **(Accounting principle applicable prior to 1 January 2019)**

*Operational leasing – The Group as a lessee*

As the group currently only has operational leases, all leases are considered operational leases. When the group is the lessee, leasing charges for operational leases are expensed linearly over the leasing period. Associated costs, such as maintenance and insurance, are expensed as they arise.

#### **Remuneration for employees**

Employee remuneration in the form of wages, paid holidays, paid sick leave, etc., along with pensions, are recognised as they are earned. When it comes to pensions and other remunerations after the termination of the employment, these are classified as either defined contribution plans or defined benefit plans.

#### *Defined contribution plans*

For defined contribution plans, the company pays fixed rates to a separate, independent legal entity, and is under no obligation to pay any further charges. The Group's profit is encumbered by costs at the rate that the benefits are earned, which normally coincides with the time of the premium being paid.

#### *Defined benefit plans*

The only defined benefit plan in the Group consists of the ITP plan in Alecta. ITP is a plan that comprises several employers and is classified as a defined benefit plan in accordance with IAS 19. However, Alecta has not been able to produce sufficient information to enable recognition of a defined benefit plan, and the ITP plan is therefore recognised as a defined contribution plan.

In Finland, there is a statutory retirement and disability pension, which is regulated in the Employees Pensions Act (APL) and which is applicable to all companies in Finland. Pension commitments pursuant to APL are to be reported in accordance with the provisions on defined contribution pension plans, meaning that paid premiums are expensed as the charges are being paid and the benefits are earned.

#### **Foreign currency**

Transactions in foreign currency are recognised in each unit based on that unit's functional currency, pursuant to the exchange rate on the transaction date. Monetary assets and liabilities in foreign currency are recalculated on each closing day according to the closing day rate. The exchange rate differences that arise will be included in the profit/loss for the period. exchange rate differences on non-current loans within the group are booked directly under consolidated equity, as the transaction is of such a nature that it is not intended to be regulated.

When creating the consolidated accounts, the balance sheets of the group's overseas activities are converted from their functional currencies to SEK, based on the closing day exchange rate. The profit/loss statement is recalculated to the average rate for the period. The conversion differences that arise are recognised against the conversion reserve under equity. The accumulated conversion difference is re-entered and recognised

as part of a capital gain or loss in the cases where the overseas operation is sold. Goodwill and adjustments of fair value, which are attributable to acquisitions of operations with another functional currency than SEK, are considered as assets and liabilities in the acquired operation's currency, and is recalculated to the closing day exchange rate.

### Intangible assets

#### *Goodwill*

Goodwill is comprised of the amount by which the acquisition value exceeds the fair value of the group's share of the acquired subsidiary's identifiable net assets at the time of acquisition. If, at the time of acquisition, it emerges that the fair value of the acquired assets, liabilities and contingent liabilities exceeds the acquisition value, the surplus is immediately recognised as revenue in the profit/loss statement.

Goodwill has an indefinite period of use and is recognised at acquisition value with deductions for accumulated impairment. When an operation is sold, any undepreciated share of the goodwill attributable to this operation is recognised in the calculation of profit or loss from the sale.

#### *Other intangible assets*

Other intangible assets, primarily in the form of customer relationships, new investments and improvements of administrative systems, are recognised at acquisition cost with deductions for accumulated depreciation and possible impairment. Internally generated intangible assets are only recognised as an asset if an identifiable asset has been created, if it is likely that the asset will generate future financial gain, and if the expenses to develop the asset can be reliably calculated. If the asset does not fulfil the requirements to be recognised as an internally generated asset in the balance sheet, development expenses are recognised as a cost in the period during which they arise.

Customer relationships are written off over 5 years. Write-off of other intangible assets are expensed so that the value of the asset is linearly depreciated over its estimated period of use, which is approximately 3–5 years. Continuous adaptations of a basic investment are normally written off directly as an IT expense, or balanced over a maximum of 3 years.

### Tangible assets

Tangible assets are recognised as assets in the balance sheet if it is likely that the company will benefit from future financial gains and the acquisition value of the asset can be reliably calculated. Tangible assets, consisting primarily of inventory and computers, are recognised at acquisition cost with deductions for accumulated depreciation and possible impairment. Write-offs of other tangible assets are expensed so that the value of the asset is linearly depreciated over its estimated period of use.

The following percentages have been applied: Inventories and computers: 20–33%.

### Impairment

For each report, an assessment is made of whether there is any indication of a value decrease of the group's assets. If there is, a calculation of the asset's recoverable amount is made. Goodwill has been allocated to cash generating units and, along with intangible assets with an indefinite period of use and intangible assets which are not yet in use, it is subject to annual impairment testing, even if there is no indication of a decrease in value. However, the assessment of impairment needs is carried out more often if there is an indicated value decrease. The recoverable amount consists of the highest out of the asset's value in use in the operation and the value that would be acquired if the asset was sold to an independent party, i.e. the net selling price.

The value in use consists of the present value of all deposits and payments attributable to the asset during the period in which it is expected to be used in the operation, adding present net selling price at the end of the period of use. If the calculated recoverable amount is less than the carrying amount, an impairment is made to the recoverable amount of the asset.

Impairment is recognised in the profit/loss statement. Effectuated impairments are reversed if there are any changes in the assumptions that entailed the original impairment, which mean that the impairment is no longer justified. Impairment reversal is not carried out so that the carrying amount exceeds what would have been recognised after deductions for planned depreciation if no impairment had been made. A reversal of impairments is recognised in the profit/loss statement. Impairment of goodwill is not reversed.

### Taxes

The total consolidated tax expense is comprised of current and deferred tax. Current tax is tax that will be paid or received in the present year, as well adjustments of current tax for previous years. Deferred tax is calculated on the difference between carrying and taxable values for the company's assets and liabilities. Deferred tax is recognised according to the balance sheet method. Deferred tax liabilities are essentially recognised for all taxable temporary differences, whereas deferred tax assets are recognised to the extent it is likely that the amounts can be used to set off future taxable surpluses.

The recognised value of deferred tax assets is tested at each period end and reduced to the extent it is no longer likely that sufficient taxable surpluses will be available to be used in full or in part to set off the deferred tax asset.

Deferred tax is calculated according to the tax rates that are expected to apply for the period in which the asset is recovered or the debt is settled. Deferred tax is recognised as income or expense in the profit/loss statement, except when it refers to transactions or events that have been recognised directly against equity. In that case, the deferred tax will also be recognised directly against equity.

Deferred tax assets and tax liabilities are offset, as they are attributable to income tax which is charged by the same

authority and as the group intends to regulate taxes through a net amount.

### Provisions

A provision is recognised in the balance sheet when there is an undertaking, when it is likely that an outflux of resources will be required to regulate the undertaking, and when it is possible to reliably estimate the amount. Provisions are tested at the end of each period.

### Financial instruments

#### *Initial valuation and recognition*

Financial assets and financial liabilities are recognised when the group is a party in the agreement terms of the financial instrument. Financial assets are taken off the balance sheet when the contractual rights relating to the financial asset end, or when the financial asset and all considerable risks and benefits are transferred. A financial liability is taken off the balance sheet when it is extinguished, i.e. when it is fulfilled, annulled or terminated.

#### *Initial classification and valuation of financial assets*

In addition to the trade debtors that do not include a significant financing component and are valued at the transaction price in accordance with IFRS 15, all financial assets are initially recognised at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those identified and which are effective hedging instruments, are placed into the following categories:

- Accrued acquisition value
- Fair value through profit/loss
- Fair value through other comprehensive income

In the periods included in the financial report, the Group has no financial assets classified as recognised at fair value through the profit/loss or at fair value through other comprehensive income.

#### *The classification is determined by both:*

- the company's business model and the management of the financial asset, and
- the properties of the contractual cash flows from the financial asset

All income and expenses relating to financial assets recognised in the profit/loss are classified in one of the items 'Financial expenses', 'Financial income' or 'Other financial items', with the exception of impairment of trade debtors, which is classified in the item 'Other expenses'.

#### *Subsequent valuation of financial assets*

##### *Financial assets valued at accrued acquisition value*

Financial assets are valued at accrued acquisition value if the assets fulfil the following conditions and are not recognised at fair value through the profit/loss:

- they are held within the scope of a business model, the goal of which is to hold the financial assets and to collect contractual cash flows, and
- the contractual terms of the financial assets entail cash flows which are only payments of principal amounts and interest on the outstanding capital amount.

After the initial recognition, these financial assets are valued at accrued acquisition value using the effective interest method. Discounting is omitted if the effect of such is inconsiderable. The Group's liquid assets, trade debtors and most other receivables belong to this category of financial instruments.

#### *Impairment of financial assets*

The impairment rules of IFRS 9 use more forward looking information to account for expected credit losses due to the introduction of the expected loss model. This replaced the earlier impairment model of incurred losses used in IAS 39. The financial assets affected by the new requirements include bonds and promissory notes, which are valued at accrued acquisition value or fair value through other comprehensive income, trade debtors, contract assets recognised and valued pursuant to IFRS 15 and loan commitments which are not recognised as fair value through the profit/loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers more general information in the assessment of credit risk and the valuation of expected credit losses, including earlier events, current conditions and reasonable and well-founded forecasts which affect the expected possibility to obtain future cash flows from the asset.

#### *Trade debtors and other receivables, and contract assets*

The Group applies a simplified method for recognition of trade debtors, other receivables and contract assets, and recognises expected credit losses for the remaining maturity period. These credit losses are expected reductions in contractual cash flows, considering the risk of non-payment at some time during the maturity of the financial instrument. In this calculation, the Group uses its prior experience, external indicators and forward-looking information in order to estimate the expected credit losses with the help of a provision matrix.

The Group tests impairment of trade debtors collectively, where the receivables are grouped based on the number of days due, as they have the same credit risk properties.

*Classification and valuation of financial liabilities*

The Group's financial liabilities include loans, trade creditors and other liabilities. Financial liabilities are initially recognised at fair value adjusted for transaction costs (if applicable), unless the Group has classified the financial liability at fair value through the profit/loss. After initial recognition, financial liabilities are valued at accrued acquisition value using the effective interest method, with the exception of financial liabilities, which are recognised at fair value through the profit/loss and which after initial recognition are recognised at fair value of profit or loss in the profit/loss statement.

All interest-related charges and, if applicable, changes in the fair value of an instrument, which are reported in the profit/loss, are included in the items 'Financial expenses' or 'Financial income'.

*Cash and cash equivalents*

Cash and cash equivalents consist of cash with financial institutions and current cash investments with a maturity from the point of acquisition of less than three months, which are only subjected to an inconsiderable risk of value fluctuations. Cash and cash equivalents are recognised at their nominal value.

The Swedish part of the Group has a joint cash pool. The Group recognises combined balances or credits with the bank as cash and cash equivalents and current liabilities to credit institutes, respectively.

**Equity, reserves and dividends***Share capital*

The share capital represents the nominal value (quota value) of issued shares.

*Share premium reserve/Other capital infusion*

Share premium reserve/Other capital infusion includes possible premiums obtained from the new issue of share capital. Any transaction costs associated with the new emission of shares are deducted from the infused capital, with consideration to any income tax effects.

*Translation reserve*

The translation reserve contains exchange rate differences from the translation of financial reports regarding the Group's foreign operations to SEK.

*Retained profits*

Retained profits includes all undistributed profits and share-based remunerations for employees in the current and previous financial years.

All transactions with the parent company owner are recognised separately under equity. Dividends that will be paid to shareholders are included in the item "Other liabilities" once they have been approved at a general meeting before the end of the reporting period.

**Accounting principles of the parent company**

The parent company has produced its annual report in accordance with the Annual Accounts Act and RFR 2 Accounting Rules for Legal Persons, as well as applicable statements from the Swedish Financial Reporting Board. RFR 2 means that the parent company in the annual report for the legal person must implement all IFRS standards and statements approved by the EU, as far as possible within the scope of the Annual Accounts Act and the Safeguarding of Pension Commitments, etc. Act, considering the correlation between accounting and taxation.

The recommendation provides the exemptions and amendments in relation to IFRS. The changes to RFR 2 Accounting Rules for Legal Persons which entered into force and are applicable to the financial year 2019, along with the changes that enter into force from 1 January 2020, have not had/been deemed to have any considerable effect on the parent company's financial reports. The parent company's accounts correspond to the group's principles, with the exemptions listed below.

*Leasing*

In the parent company, all leases are reported as operational leases. The company expenses lease charges linearly over the lease period. Associated costs, such as maintenance and insurance, are expensed as they arise.

*Taxes*

The tax legislation allows for provisions to special reserves and funds. This means that the companies, within certain limits, can dispose of and retain recognised profits in the operation without immediate taxation. The untaxed reserves will be subject to taxation only once they are dissolved. In the event that activities operate at a loss, however, the untaxed reserves can be used to cover the loss without any taxation being necessary.

*Liquid assets*

The Swedish part of the Group has a joint cash pool. The parent company recognises group's combined balances or credits with the bank as liquid assets and current liabilities to credit institutes, respectively. The subsidiaries' balances and credits are recognised in the parent company as inter-company transactions.

*Group contributions*

Group contributions, both received and provided, are recognised as a profit-adjusting entry, in accordance with the alternative rule in RFR 2.

*Participations in group companies*

Participations in group companies are recognised at acquisition value after deductions for possible impairment.

*Recognition of the merger with Uniflex*

The assets and liabilities transferred from Uniflex AB were recognised in the parent company as the book values of Uniflex

AB as per 31 October 2018. The profit in Uniflex AB up until 31 October 2018 was transferred in its entirety to Poolia AB. For further information, see note 30 Related-party transactions on page 61.

### NOTE 3 SIGNIFICANT ESTIMATIONS AND ASSESSMENTS FOR ACCOUNTING PURPOSES

Estimations and assessments are continuously evaluated based on previous experience and other factors, including expectations of future events which are considered reasonable in the current conditions.

Poolia makes estimations and assumptions regarding the future. The resulting accounting estimations will, per definition, rarely correspond to the actual profit/loss. The estimations and assumptions that entail a considerable risk of significant adjustments to carrying amounts for assets and liabilities in the following financial year are discussed below.

#### a. Testing of impairment need for goodwill

Each year, Poolia considers whether there is any impairment need in regard to goodwill, in accordance with the accounting principle described in Note 2. However, the assessment of impairment needs is carried out more often if there is an indicated value decrease during the year. The recoverable amount for the cash generating units has been established by calculating the value in use. Certain estimations need to be made for these calculations. For these and a sensitivity analysis, see Note 14.

#### b. Income taxes

Poolia has a total recognised deferred tax asset of SEK 9.6 (13.8) million, which is mainly attributed to historical tax losses in the operation. Out of the deferred tax asset, SEK 2.0 million refers to merger-locked tax losses of SEK 9.6 million in the parent company. These losses are locked against group contributions and profits in the parent company up until the income year 2023. As the amount is only locked for a period of time, the company has made it assessment that it will be possible to use within the group in the future. The total booked tax asset comprises 58 (65) % of the total potential tax asset which can be recovered when the operations generate a tax excess. The tax asset is calculated in accordance with current tax legislation in the countries concerned and the assessed development of the tax profit/loss in the different countries. A deteriorated development of the future tax profit than what the management assessed as at 31 December 2019 could entail a lower valuation of the tax asset than the one reported at present. A lower future tax profit than what the company assessed as at 31 December 2019 could entail a higher valuation of the tax asset than the one reported at present.

### NOTE 4 FINANCIAL RISK MANAGEMENT

Poolia is exposed to different types of financial risks. The company's overall policy for the financial risk management at any given time is to minimise the negative effects on the company's profit resulting from market fluctuations.

The group's financial policy is established annually by the board and regulates how financial risks are to be managed and which financial instruments may be used.

#### Currency risk

The currency risk is the risk of exchange rate changes having a negative effect on the consolidated profit and equity. Poolia's currency exposure occurs during financing within the group and in the conversion of foreign subsidiaries' balance sheets and profit and loss statements to SEK (conversion exposure).

The conversion exposure refers to the conversion from EUR, NOK and DKK. The financial policy states that conversion exposure is not to be the subject of currency hedging. For 2019 the conversion of the foreign subsidiaries has had a negative effect on consolidated equity with 3,669 (1,289).

Poolia currently has no other currency exposure.

#### CURRENCY EFFECTS IN THE CONSOLIDATED PROFIT AND LOSS STATEMENT 2019 (2018) SEK MILLIONS

| Currency     | Net turnover       | Operating profit/loss | Net profit/loss  |
|--------------|--------------------|-----------------------|------------------|
| EUR          | 7.5 (16.1)         | 0.2 (0.4)             | 0.1 (0.3)        |
| NOK          | 4.4 (7.4)          | 0.1 (0.3)             | 0.1 (0.2)        |
| DKK          | 0.0 (0.1)          | 0.0 (0.0)             | 0.0 (0.0)        |
| <b>Total</b> | <b>11.9 (23.6)</b> | <b>0.3 (0.7)</b>      | <b>0.2 (0.5)</b> |

#### CONVERSION EXPOSURE IN THE CONSOLIDATED BALANCE SHEET, BEFORE POSSIBLE TAX EFFECTS 2019 (2018) SEK MILLIONS

| Currency | Net investment | Effect on equity of 1% change |
|----------|----------------|-------------------------------|
| EUR      | 35.4 (44.6)    | 0.4 (0.4)                     |
| NOK      | -9.1 (-10.7)   | -0.1 (-0.1)                   |
| DKK      | 1.5 (2.8)      | 0.0 (0.0)                     |

### Interest risk

Interest risk refers to the risk of fluctuations in market interest having a negative effect on the consolidated net interest income. The group's exposure to interest risk was limited at year-end. Poolia has no essential holdings in interest-bearing financial liabilities. The group has a granted credit facility of SEK 40 (60) million, which at year-end was utilised at SEK 0.0 (40.1) million. Interest-bearing financial assets mainly consist of short-term bank funds. A change in the market interest by one percentage point will affect all the group's interest-bearing assets and liabilities and would have an effect on profit of SEK 0.3 million.

### Credit and counterparty risk

Credit and counterparty risk refers to the risk of the counterparty being unable to fulfil their commitment and thereby causing the group to incur a loss. The group is exposed to credit and counterparty risk when surplus liquidity is placed in financial assets. In order to limit the counterparty risk, only counterparties with a high credit rating are acceptable according to the established financial policy. In 2019 and 2018, there were no derivatives. The commercial credit risk within the group is limited, as there is no substantial concentration of credit risk for the group in relation to any particular client, counterparty or specific geographic region. The maximum credit risk corresponds to the recognised value of Poolia's financial assets.

### Liquidity risk

The liquidity risk is the risk of the group encountering difficulty in producing the money to fulfil commitments associated with financial instruments. Poolia's liquid assets are currently placed in a short-term bank account or deposit. There is currently no refinancing need. See note 24 for maturity analysis.

### NOTE 5 PURCHASING AND SALES BETWEEN GROUP COMPANIES

The parent company's net turnover refers to delivery of services to subsidiaries. Out of the parent company's other external expenses, 11.6 (12.4) % refers to purchases from other group companies.

### NOTE 6 OPERATING INCOME

#### DISTRIBUTION OF INCOME BY SERVICE AREA

| Group        | SEK million    |                | Change in %   | Proportion % |             |
|--------------|----------------|----------------|---------------|--------------|-------------|
|              | 2019           | 2018           |               | 2019         | 2018        |
| Staffing     | 1,575.1        | 1,829.1        | -13.9%        | 94%          | 94%         |
| Recruitment  | 104.0          | 113.5          | -8.4%         | 6%           | 6%          |
| <b>Total</b> | <b>1,679.1</b> | <b>1,942.6</b> | <b>-13.6%</b> | <b>100%</b>  | <b>100%</b> |



**NOTE 7 INFORMATION ABOUT SEGMENTS**

Poolia applies segment accounting in accordance with the internal reporting, which in addition to geographic distribution also includes a division between Poolia and Uniflex.

For Poolia, the geographic segments consist of Sweden, Germany and Finland, whereas Uniflex comprises Sweden, Norway and Finland. All parent company costs are distributed over the operating segments.

No single client corresponds to more than 10 per cent of the total consolidated income. The group has one client, whose revenue comprises around 5 (3) per cent of the group's income. The revenue from this client amounts to SEK 76.2 (58.6) million and is recognised in the segment Uniflex Sweden.

| 2019   | Poolia<br>Sweden | Poolia<br>Germany | Poolia<br>Finland | Uniflex<br>Sweden | Uniflex<br>Norway | Uniflex<br>Finland | Group   | Total            | Uniflex<br>Germany | Elimination | Group            |
|--|------------------|-------------------|-------------------|-------------------|-------------------|--------------------|---------|------------------|--------------------|-------------|------------------|
| <b>Operating income</b>                                  |                  |                   |                   |                   |                   |                    |         |                  |                    |             |                  |
| Staffing   | 394,673          | 131,633           | 44,527            | 862,645           | 110,946           | 30,285             |         | 1,574,709        |                    |             | 1,574,709        |
| Recruitment  | 65,397           | 25,731            | 5,634             | 4,875             | 150               | 2,573              |         | 104,360          |                    |             | 104,360          |
| <b>Total operating income</b>                            | <b>460,070</b>   | <b>157,364</b>    | <b>50,161</b>     | <b>867,520</b>    | <b>111,096</b>    | <b>32,858</b>      | -       | <b>1,679,069</b> | -                  | -           | <b>1,679,069</b> |
| <b>Operating profit</b>                                  | <b>10,514</b>    | <b>1,904</b>      | <b>3,006</b>      | <b>11,258</b>     | <b>1,884</b>      | <b>1,044</b>       |         | <b>29,610</b>    | -                  | -           | <b>29,610</b>    |
| Financial income   |                  |                   |                   |                   |                   |                    | 1,141   | 1,141            |                    |             | 1,141            |
| Financial expenses                                       |                  |                   |                   |                   |                   |                    | -1,805  | -1,805           |                    |             | -1,805           |
| Tax expense  |                  |                   |                   |                   |                   |                    | -5,241  | -5,241           |                    |             | -5,241           |
| <b>Profit for the year before discontinued operation</b> |                  |                   |                   |                   |                   |                    |         |                  |                    |             | <b>23,705</b>    |
| Profit discontinued operation                            |                  |                   |                   |                   |                   |                    |         |                  |                    | -           | -                |
| <b>Profit for the year</b>                               |                  |                   |                   |                   |                   |                    |         |                  |                    |             | <b>23,705</b>    |
| Assets   | 192,960          | 37,679            | 16,058            | 215,612           | 27,802            | 4,620              | 38,361  | 533,092          |                    | -52,131     | 480,961          |
| Liabilities  | 111,355          | 14,920            | 8,910             | 151,971           | 41,562            | 11,268             | 38,892  | 378,878          |                    | -52,131     | 326,747          |
| Investments  | 453              | 931               | 423               | 344               | -                 | 45                 | -       | 2,196            |                    |             | 2,196            |
| Depreciation and impairment                              | -1,881           | -446              | -169              | -                 | -                 | -11                | -28,894 | -31,401          |                    |             | -31,401          |
| <b>2018</b>  |                  |                   |                   |                   |                   |                    |         |                  |                    |             |                  |
| <b>Operating income</b>                                  |                  |                   |                   |                   |                   |                    |         |                  |                    |             |                  |
| Staffing   | 449,725          | 167,534           | 39,704            | 1,049,813         | 94,579            | 27,701             |         | 1,829,056        |                    |             | 1,829,056        |
| Recruitment  | 71,785           | 22,851            | 4,913             | 11,794            | 85                | 2,075              |         | 113,503          |                    |             | 113,503          |
| <b>Total operating income</b>                            | <b>521,510</b>   | <b>190,385</b>    | <b>44,617</b>     | <b>1,061,607</b>  | <b>94,664</b>     | <b>29,776</b>      | -       | <b>1,942,559</b> | -                  | -           | <b>1,942,559</b> |
| <b>Operating profit</b>                                  | <b>-8,847</b>    | <b>2,069</b>      | <b>1,597</b>      | <b>18,263</b>     | <b>3,134</b>      | <b>627</b>         | -       | <b>16,843</b>    | -                  | -           | <b>16,843</b>    |
| Financial income   |                  |                   |                   |                   |                   |                    | 3,231   | 3,231            |                    |             | 3,231            |
| Financial expenses                                       |                  |                   |                   |                   |                   |                    | -2,750  | -2,750           |                    |             | -2,750           |
| Tax expense  |                  |                   |                   |                   |                   |                    | -4,766  | -4,766           |                    |             | -4,766           |
| <b>Profit for the year before discontinued operation</b> |                  |                   |                   |                   |                   |                    |         |                  |                    |             | <b>12,558</b>    |
| Profit discontinued operation                            |                  |                   |                   |                   |                   |                    |         |                  |                    | -1,176      | -1,176           |
| <b>Profit for the year</b>                               |                  |                   |                   |                   |                   |                    |         |                  |                    |             | <b>11,382</b>    |
| Assets   | 212,244          | 51,305            | 19,113            | 282,005           | 16,294            | 6,083              | -       | 587,044          |                    | -55,510     | 531,534          |
| Liabilities  | 150,064          | 16,543            | 9,905             | 200,349           | 26,954            | 10,110             | -       | 413,925          |                    | -27,261     | 386,664          |
| Investments  | 2,856            | 493               | -                 | -                 | -                 | -                  | -       | 3,349            |                    |             | 3,349            |
| Depreciation and impairment                              | -5,118           | -277              | -31               | -                 | -                 | -                  | -       | -5,426           |                    |             | -5,426           |

**NOTE 8 PERSONNEL**

| Average number of employees | Number of employees |              | Of whom are men |              |
|-----------------------------|---------------------|--------------|-----------------|--------------|
|                             | 2019                | 2018         | 2019            | 2018         |
| Parent Company              | 1                   | 5            | 1               | 3            |
| Subsidiary                  | 2,895               | 3,437        | 1,685           | 2,045        |
| <b>Group total</b>          | <b>2,896</b>        | <b>3,442</b> | <b>1,686</b>    | <b>2,048</b> |

| Geographical distribution | Number of employees |              | Of whom are men |              |
|---------------------------|---------------------|--------------|-----------------|--------------|
|                           | 2019                | 2018         | 2019            | 2018         |
| Sweden                    | 2,327               | 2,760        | 1,369           | 1,664        |
| Germany                   | 249                 | 359          | 80              | 135          |
| Finland                   | 173                 | 160          | 92              | 91           |
| Norway                    | 147                 | 163          | 145             | 158          |
| <b>Group total</b>        | <b>2,896</b>        | <b>3,442</b> | <b>1,686</b>    | <b>2,048</b> |

The parent company board of directors consists of two men and three women. Other senior management in the group consists, as per 31 December 2019, of eight men and two women.

| Board members     | Born in year | Member  | Shareholding                |
|-------------------|--------------|---------|-----------------------------|
| Dag Sundström     | 1955         | 2011    | 3 000 B                     |
| Anna Söderblom    | 1963         | 2013    | 15 000 B                    |
| Eva Gidlöf        | 1957         | 2018    | 17 000 B                    |
| Jenny Pizzignacco | 1979         | 2018    | 858 078 B                   |
| Björn Öräs        | 1949         | Founder | 10 864 300 A<br>8 523 901 B |

| Salaries and other compensation | Salaries and other compensation |                  | Social contributions |                | Pension expenses |               |
|---------------------------------|---------------------------------|------------------|----------------------|----------------|------------------|---------------|
|                                 | 2019                            | 2018             | 2019                 | 2018           | 2019             | 2018          |
| Parent Company                  | 4,591                           | 9,372            | 1,551                | 3,488          | 972              | 2,137         |
| Subsidiary                      | 1,121,966                       | 1,280,782        | 340,341              | 399,292        | 60,331           | 67,221        |
| <b>Group total</b>              | <b>1,126,557</b>                | <b>1,290,153</b> | <b>341,892</b>       | <b>402,780</b> | <b>61,303</b>    | <b>69,358</b> |

**Terms and compensation for senior management**

At the annual general meeting in May 2019, guidelines were set for compensation to senior management in accordance with the Board's proposal. Over the year, the whole Board has been functioning as a remuneration committee. In accordance with the annual general meeting's decision, the directors' fee for the parent company board was 185 per member, and 500 to the chairman Björn Öräs. The company's MD Jan Bengtsson is entitled to a fixed salary of SEK 3,600 per year. In addition, Bengtsson is entitled to a profit-based compensation, based on the outcome of the group's turnover and operating margin, which could lead to a maximum annual remuneration of 6,480. For the financial year 2019, Bengtsson has received 3,600 in salary and 0 in variable compensation.

In 2019, the company's senior management has comprised the President/MD of the parent company, the country managers of Sweden, Finland, Germany and Norway, the market area

directors of Poolia Sweden and Uniflex Sweden, the finance director, the HR director and the CFO.

According to Poolia's guidelines, the variable compensation for the managing director may amount to no more than 80 per cent of their basic salary, and for other senior management to a maximum 100 per cent of their basic salary. The outcome for 2019 in regard to the variable compensation to the managing director was 0 per cent, and for other members of senior management, the variable compensation varied from 0 to 25 per cent. For further information about compensations to senior management, see tables below.

In the event of termination by the employee or by the company, respectively, the managing director and other senior managers are entitled to 3 or 6, and to 3, 6, or 12 months' notice. There are no agreements regarding additional severance pay for the senior management. Other senior managers are entitled to pension benefits primarily in accordance with the rules set out in collective agreements according to the ITP plan. Certain senior managers also have access to a company car. The value is recognised under Other benefits in the table below. The retirement age for all senior management is 65 years at the earliest.

Poolia has no current share option scheme. The previous share option scheme, incentive programme 2018/19, with 78,000 subscription options matured on 31 May 2019 without any subscriptions.

**Pensions**

The group has various pension schemes. The pension schemes are funded through payments to insurance companies. In Germany, Norway and Finland, the pension schemes are defined contribution plans.

**Defined contribution plans in Sweden**

For employees, future pension is FORA, a defined contribution plan according to which the group pays set contributions to a separate legal entity. The group has no legal or informal obligation to pay further pension contributions if FORA does not have enough assets to pay all compensation to employees relating to current or previous periods.

As of 1 July 2007, salaried employees born in 1979 or later are subject to the new ITP plan, which changes defined benefit pension plans to defined contribution plans.

For a limited number of employees within the group, a high-earner scheme has been set up with separate insurance companies. All such agreements constitute defined contribution plans.

**Defined benefit plans in Sweden**

For salaried employees in Sweden, the defined benefit undertakings of the ITP 2 plan for retirement and family pension is ensured through an insurance policy in Alecta. According to a statement by the Swedish Financial Reporting Board, UFR 10 Recognition of ITP plans funded through an insurance policy with Alecta, this is a defined benefit plan covering several employers.

**2019**

| <b>Senior Management</b>                      | <b>Salary/directors' fees</b> | <b>Variable salary</b> | <b>Other benefits</b> | <b>Pension charge</b> |
|---|-------------------------------|------------------------|-----------------------|-----------------------|
| Chair of the board Björn Örås                 | 500                           |                        |                       |                       |
| Board member Dag Sundström                    | 185                           |                        |                       |                       |
| Board member Anna Söderblom                   | 185                           |                        |                       |                       |
| Board member Jenny Pizzignacco                | 185                           |                        |                       |                       |
| Board member Eva Gidlöf                       | 185                           |                        |                       |                       |
| President Jan Bengtsson                       | 3,600                         | 0                      |                       | 660                   |
| Other members of senior management (9 people) | 11,261                        | 864                    | 164                   | 2,550                 |
| <b>Total</b>                                  | <b>16,101</b>                 | <b>864</b>             | <b>164</b>            | <b>3,210</b>          |

**2018**

| <b>Senior management 01/11/2018-31/12/2018</b> | <b>Salary/directors' fees</b> | <b>Variable salary</b> | <b>Other benefits</b> | <b>Pension charge</b> |
|--|-------------------------------|------------------------|-----------------------|-----------------------|
| Chair of the board Björn Örås                  | 83                            |                        |                       |                       |
| Board member Dag Sundström                     | 31                            |                        |                       |                       |
| Board member Anna Söderblom                    | 31                            |                        |                       |                       |
| Board member Jenny Pizzignacco                 | 31                            |                        |                       |                       |
| Board member Eva Gidlöf                        | 31                            |                        |                       |                       |
| President Jan Bengtsson                        | 550                           | 62                     |                       | 107                   |
| Other members of senior management (9 people)  | 1,703                         | 254                    | 27                    | 401                   |
| <b>Total</b>                                   | <b>2,460</b>                  | <b>316</b>             | <b>27</b>             | <b>508</b>            |

**2018**

| <b>Senior management Poolia up until 31/10/2018</b> | <b>Salary/directors' fees</b> | <b>Variable salary</b> | <b>Other benefits</b> | <b>Pension charge</b> |
|---|-------------------------------|------------------------|-----------------------|-----------------------|
| Chair of the board Björn Örås                       | 417                           |                        |                       |                       |
| Board member Dag Sundström                          | 154                           |                        |                       |                       |
| Board member Anna Söderblom                         | 154                           |                        |                       |                       |
| Board member Lennart Pihl                           | 108                           |                        |                       |                       |
| Board member Azita Shariati                         | 46                            |                        |                       |                       |
| Board member Marika Skärvik                         | 62                            |                        |                       |                       |
| President Morten Werner                             | 2,040                         |                        |                       | 679                   |
| Other members of senior management (4 people)       | 4,718                         |                        | 133                   | 783                   |
| <b>Total</b>  | <b>7,699</b>                  | <b>0</b>               | <b>133</b>            | <b>1,462</b>          |

**2018**

| <b>Senior management Uniflex up until 31/10/2018</b> | <b>Salary/directors' fees</b> | <b>Variable salary</b> | <b>Other benefits</b> | <b>Pension charge</b> |
|--|-------------------------------|------------------------|-----------------------|-----------------------|
| Chair of the board Björn Örås                        | 417                           |                        |                       |                       |
| Board member Jenny Pizzignacco                       | 146                           |                        |                       |                       |
| Board member Eva Gidlöf                              | 146                           |                        |                       |                       |
| Board member Staffan Jufors                          | 102                           |                        |                       |                       |
| Board member Henrik Källén                           | 44                            |                        |                       |                       |
| Managing Director Jan Bengtsson                      | 2,750                         | 309                    |                       | 544                   |
| Other members of senior management (7 people)        | 5,595                         | 1,284                  |                       | 1,548                 |
| <b>Total</b>   | <b>9,200</b>                  | <b>1,593</b>           | <b>0</b>              | <b>2,092</b>          |

For the financial year 2019, the company has not had access to the information needed to report its proportional share of the plan's undertakings, plan assets and costs, which has made it impossible to report it as a defined benefit plan. The ITP 2 pension plan, which is secured through an insurance policy with Alecta, is therefore reported as a defined contribution plan. The premium for the defined retirement and family pension is individually calculated depending on salary, previously earned pension and expected remaining period of employment, among other factors. Expected fees in the next reporting period for ITP 2 policies with Alecta amount to 10,173 (12,280). The group's share of the total charges for the plan and the groups share of the total number of active members of the plan amount to 0.04979 (0.07324) per cent and 0.04461 (0.04878) per cent respectively.

The collective consolidation level consists of the market value of Alecta's assets as a percentage of the insurance undertakings calculated according to Alecta's actuarial methods and assumptions, which do not coincide with IAS 19. The collective consolidation level must normally vary between 125 per cent and 155 per cent, with the goal being 140 per cent. If Alecta's collective consolidation level is less than 125 per cent or more than 155 per cent, measures must be taken in order to create the conditions to return the consolidation level to the normal interval. In the event of low consolidation, one possible measure can be to increase the agreed price for new policies and extend existing benefits. In case of high consolidation, a possible measure can be to introduce reduced premiums. At the end of 2019, Alecta's surplus in the form of the collective consolidation level amounted to 148 (142) per cent. Poolia AB has pension commitments to former presidents Monika Elling and Morten Werner of 2,931 (2,253) and 1,892 (1,948) respectively, which have been secured through capital insurance payments (see Note 30).

#### NOTE 9 REMUNERATION OF AUDITORS

|   | Group        |              | Parent Company |              |
|---|--------------|--------------|----------------|--------------|
|   | 2019         | 2018         | 2019           | 2018         |
| Deloitte, audit engagement  | 216          | 1,156        | 216            | 325          |
| Grant Thornton, audit engagement  | 1,330        | 102          | 290            | -            |
| Deloitte, auditing activities in addition to the audit engagement       | 182          | 1,159        | 182            | 1,159        |
| Grant Thornton, auditing activities in addition to the audit engagement | -            | 245          | -              | 245          |
| BDO, auditing activities in addition to the audit engagement            | -            | 226          | -              | 226          |
| Deloitte, tax consultancy   | -            | 90           | -              | 90           |
| Grant Thornton, tax consultancy   | 108          | -            | 45             | -            |
| Deloitte, other services  | -            | 31           | -              | 31           |
| Grant Thornton, other services  | 62           | -            | 51             | -            |
| <b>Total</b>  | <b>1,898</b> | <b>3,009</b> | <b>784</b>     | <b>2,076</b> |

The audit engagement refers to the auditor's remuneration for the statutory audit. The fee includes the audit of the annual report and accounts, the work of the board of directors and managing director, as well as the fee for auditing advice provided in association with the audit engagement. Auditing outside of the audit engagement refers primarily to review of prospectuses and interim reports.

#### NOTE 10 PROFIT/LOSS FROM PARTICIPATIONS IN GROUP COMPANIES

| Parent Company                                  | 2019          | 2018          |
|---|---------------|---------------|
| Impairment of participations in group companies | -             | -1,303        |
| Dividends from subsidiaries                     | 26,889        | -             |
| <b>Total</b>                                    | <b>26,889</b> | <b>-1,303</b> |

#### NOTE 11 INTEREST AND SIMILAR INCOME

|                           | Group        |              | Parent Company |              |
|---------------------------|--------------|--------------|----------------|--------------|
|                           | 2019         | 2018         | 2019           | 2018         |
| Interests                 | 332          | 446          | 856            | 914          |
| Exchange rate differences | 809          | 2,785        | 0              | 548          |
| <b>Total</b>              | <b>1,141</b> | <b>3,231</b> | <b>856</b>     | <b>1,462</b> |

Out of the parent company's interest income, 856 (914) refers to income from group companies.

#### NOTE 12 INTEREST AND SIMILAR EXPENSE

|                           | Group         |               | Parent Company |             |
|---------------------------|---------------|---------------|----------------|-------------|
|                           | 2019          | 2018          | 2019           | 2018        |
| Interests leasing         | -1,273        | -             | -              | -           |
| Other interests           | -159          | -444          | -140           | -229        |
| Exchange rate differences | 0             | -1,443        | -3             | -           |
| Other                     | -373          | -863          | -183           | -385        |
| <b>Total</b>              | <b>-1,805</b> | <b>-2,750</b> | <b>-326</b>    | <b>-614</b> |

Of the interest expense in the mother company, 0 (2) refers to costs relating to group companies.

**NOTE 13 TAXES**

|                                 | Group         |               | Parent Company |              |
|---------------------------------|---------------|---------------|----------------|--------------|
|                                 | 2019          | 2018          | 2019           | 2018         |
| <b>Tax on the year's profit</b> |               |               |                |              |
| Current tax                     | -1,148        | -7,533        | -              | -            |
| Deferred tax                    | -4,093        | 2,767         | -2,670         | 2,773        |
| <b>Total tax expense</b>        | <b>-5,241</b> | <b>-4,766</b> | <b>-2,670</b>  | <b>2,773</b> |

**CORRELATION BETWEEN THE YEAR'S TAX EXPENSE AND THE NET PROFIT FOR THE YEAR**

| Group SEK thousands   | Group         |               | Parent Company |                |
|---|---------------|---------------|----------------|----------------|
|   | 2019          | 2018          | 2019           | 2018           |
| <b>Net profit before tax</b>  | <b>28,907</b> | <b>16,146</b> | <b>39,358</b>  | <b>-11,269</b> |
| Tax in accordance with the current tax rate for the parent company 21.4 (22.0)% | -6,186        | -3,552        | -8,423         | 2,479          |
| Tax effect of:  |               |               |                |                |
| Tax adjustment for previous years   | 330           | -113          | -              | -235           |
| Non-deductible expenses   | -656          | -1,278        | -140           | -457           |
| Non-taxable income  | 699           | 0             | 5,784          | 0              |
| Utilised loss in Norway   | 413           | 664           | -              | -              |
| Utilised loss in Finland  | 193           | 147           | -              | -              |
| Utilised loss in Denmark  | 7             | 60            | -              | -              |
| Change in temporary differences   | -419          | -273          | 109            | 986            |
| Tax rate differences  | 378           | -421          | -              | -              |
| <b>Tax expense for the year</b>   | <b>-5,241</b> | <b>-4,766</b> | <b>-2,670</b>  | <b>2,773</b>   |

**Deferred tax asset**

The deferred tax asset, i.e. the difference between the income tax actually recognised in this and previous profit/loss statements (expensed tax) on the one hand, and the income tax that the company will finally incur due to the activities carried out in this and previous financial years (full tax) on the other, amounts to the following:

| Group SEK thousands                          | 2019         | 2018          |
|--|--------------|---------------|
| Referring to non-utilised deficit deductions | 8,005        | 11,794        |
| Referring to temporary differences           | 1,577        | 1,996         |
| <b>Total deferred tax asset</b>              | <b>9,582</b> | <b>13,790</b> |

| Temporary differences SEK thousands | 2018         | Change      | 2019         |
|-------------------------------------|--------------|-------------|--------------|
| Capital insurance                   | 873          | 5           | 878          |
| Pension provisions                  | 353          | -64         | 289          |
| Trade debtors                       | 15           | 56          | 71           |
| Tangible assets                     | 172          | -13         | 159          |
| Intangible assets                   | 583          | -403        | 180          |
| <b>Total temporary differences</b>  | <b>1,996</b> | <b>-419</b> | <b>1,577</b> |

Deferred tax assets are recognised to the extent it is deemed likely that sufficient taxable profits will be available in the future. Deferred tax assets in Sweden amount to 9,582 (13,790), of which 9,582 (13,790) was recorded. Of this amount, 3,089

(5,759) refers to the parent company, of which 1,988 is merger-locked and cannot be utilised towards group contributions or own profits up until the income year 2023. As the amount is only locked for a period of time, the company has made its assessment that it will be possible to use within the group in the future.

In addition to the recognised deferred tax assets, the group has non-recognised deferred tax assets referring to tax-related deficit deductions in Denmark, Norway and Finland amounting to 32,735 (34,793) corresponding to non-recognised deferred tax assets of 7,037 (7,474). There are no maturities on the deficit deductions.

The tax rate is 21.4 per cent in Sweden, 22 per cent in Denmark, 22 per cent in Norway, 20 per cent in Finland and around 32 per cent in Germany.

**NOTE 14 PROFIT/LOSS FROM DISCONTINUED OPERATION**

Uniflex's operation in Germany as per 1 January 2018 is thus reported as a discontinued operation.

| Uniflex Germany SEK thousand                              | 2019     | 2018          |
|---|----------|---------------|
| <b>Profit/loss from financial investments</b>             |          |               |
| Financial items   | -        | -1,176        |
| <b>Profit/loss from discontinued operation before tax</b> | <b>-</b> | <b>-1,176</b> |
| Tax expense   | -        | -             |
| <b>Profit for the year from discontinued operation</b>    | <b>-</b> | <b>-1,176</b> |

**NOTE 15 GOODWILL**

| Group   | 2019            | 2018            |
|---|-----------------|-----------------|
| <b>Opening costs of acquisition</b>             | <b>150,602</b>  | <b>145,624</b>  |
| Acquisitions for the year                       | 1,592           | -               |
| Translation differences                         | 1,474           | 4,978           |
| <b>Closing accumulated costs of acquisition</b> | <b>153,668</b>  | <b>150,602</b>  |
| <b>Opening impairment</b>                       | <b>-131,389</b> | <b>-126,814</b> |
| Translation differences                         | -1,404          | -4,575          |
| <b>Closing accumulated impairment</b>           | <b>-132,793</b> | <b>-131,389</b> |
| <b>Recognised value</b>                         | <b>20,875</b>   | <b>19,213</b>   |

Impairment testing (including sensitivity analysis) is carried out annually on goodwill, and whenever there are indications of impairment needs. Goodwill is monitored and impairment tested by the management at segment level, comprising cash generating units. The recoverable amount for the cash generating units have been calculated as value in use based on fiscal budgets approved by the board of directors. The assessment is based on the 2020 budget and the company management's forecast for the coming four years in terms of net cash flows based on the most important assumptions, which are income and operating costs, which results in the profit margin. All assumptions regarding the five-year forecast are made

individually for each cash generating unit based on its market position and respective market properties and development. The forecasts represent the company management's assessment and are based on both external information sources and previous experiences and expectations on the market, and the annual increase in growth in the five-year forecast is estimated at between 2–5 per cent. For the period after the five years, a growth of 2 per cent is estimated. Poolia's weighted average cost of capital for 2019 was 15.4 per cent before tax (15.5 per cent) and has been used as a discount rate in the determination of recoverable amounts. A sensitivity analysis has been carried out for the assumptions above an a reasonable change in income, operating costs or discount rate will not entail an impairment need. The sensitivity analysis shows that if the assessed volume growth in the next five years after 2019 were half that assessed by the company as per 31 December 2019, this would not entail any impairment need. A sensitivity analysis is also carried out in regard to operating costs increased by five percentage points, which would not entail any impairment need. If the reassessed estimated discount rate before tax applied to discounted cash flows had been five percentage points higher than the company's estimate, it would not entail any impairment need.

All in all, no impairment need has been identified in this year's testing. In the table below, the recognised value for goodwill is presented per segment, i.e. per country.

|                | 2019          | 2018          |
|----------------|---------------|---------------|
| Poolia Sweden  | 16,192        | 14,600        |
| Poolia Germany | 4,683         | 4,613         |
| <b>Total</b>   | <b>20,875</b> | <b>19,213</b> |

#### NOTE 16 OTHER INTANGIBLE ASSETS

##### CUSTOMER RELATIONS

| Group   | 2019          | 2018          |
|---|---------------|---------------|
| <b>Opening costs of acquisition</b>             | <b>3,039</b>  | <b>3,039</b>  |
| Acquisitions for the year                       | 1,350         | -             |
| <b>Closing accumulated costs of acquisition</b> | <b>4,389</b>  | <b>3,039</b>  |
| <b>Opening depreciations</b>                    | <b>-2,240</b> | <b>-1,632</b> |
| Depreciation for the year                       | -811          | -608          |
| <b>Closing accumulated depreciation</b>         | <b>-3,051</b> | <b>-2,240</b> |
| <b>Recognised value</b>                         | <b>1,338</b>  | <b>799</b>    |

##### OTHER INTANGIBLE ASSETS

| Group   | 2019          | 2018          |
|---|---------------|---------------|
| <b>Opening costs of acquisition</b>             | <b>38,293</b> | <b>37,800</b> |
| Acquisitions for the year                       | 1,210         | 493           |
| Disposal  | -35,751       | -             |
| Translation differences                         | 18            | 0             |
| <b>Closing accumulated costs of acquisition</b> | <b>3,770</b>  | <b>38,293</b> |

|   |                |                |
|---|----------------|----------------|
| <b>Opening depreciations</b>            | <b>-37,199</b> | <b>-33,101</b> |
| Impairments                             | -              | -3,638         |
| Depreciation for the year               | -708           | -460           |
| Disposal                                | 35,751         | -              |
| Translation differences                 | -11            | 0              |
| <b>Closing accumulated depreciation</b> | <b>-2,167</b>  | <b>-37,199</b> |
| <b>Recognised value</b>                 | <b>1,603</b>   | <b>1,093</b>   |
| <b>Total recognised value</b>           | <b>2,941</b>   | <b>1,892</b>   |

| Parent Company                      | 2019         | 2018         |
|-------------------------------------|--------------|--------------|
| <b>Opening costs of acquisition</b> | <b>9,383</b> | <b>9,383</b> |
| Disposal                            | -8,002       | -            |
| <b>Closing costs of acquisition</b> | <b>1,381</b> | <b>9,383</b> |

|   |               |               |
|---|---------------|---------------|
| <b>Opening depreciations</b>            | <b>-8,783</b> | <b>-8,322</b> |
| Disposal                                | 8,002         | -             |
| Depreciation for the year               | -405          | -460          |
| <b>Closing accumulated depreciation</b> | <b>-1,186</b> | <b>-8,783</b> |
| <b>Recognised value</b>                 | <b>195</b>    | <b>600</b>    |

During 2018, impairment referred to investment in a website and business support systems.

#### NOTE 17 TANGIBLE ASSETS

| Group SEK thousands                             | 2019          | 2018          |
|---|---------------|---------------|
| <b>Opening costs of acquisition</b>             | <b>14,627</b> | <b>11,485</b> |
| Acquisitions for the year                       | 715           | 2,856         |
| Sales/Disposal                                  | -3,792        | -             |
| Translation differences                         | 48            | 286           |
| <b>Closing accumulated costs of acquisition</b> | <b>11,598</b> | <b>14,627</b> |

|   |                |                |
|---|----------------|----------------|
| <b>Opening depreciations</b>            | <b>-11,267</b> | <b>-10,702</b> |
| Sales/Disposal                          | 3,792          | 185            |
| Depreciation for the year               | -977           | -720           |
| Translation differences                 | -42            | -30            |
| <b>Closing accumulated depreciation</b> | <b>-8,494</b>  | <b>-11,267</b> |
| <b>Recognised value</b>                 | <b>3,104</b>   | <b>3,360</b>   |

| Parent company SEK thousands        | 2019       | 2018       |
|-------------------------------------|------------|------------|
| <b>Opening costs of acquisition</b> | <b>341</b> | <b>341</b> |
| Disposal                            | -341       | -          |
| <b>Closing costs of acquisition</b> | <b>0</b>   | <b>341</b> |

|   |             |             |
|---|-------------|-------------|
| <b>Opening depreciations</b>            | <b>-341</b> | <b>-341</b> |
| Disposal                                | 341         | -           |
| <b>Closing accumulated depreciation</b> | <b>0</b>    | <b>-341</b> |
| <b>Recognised value</b>                 | <b>0</b>    | <b>0</b>    |

**NOTE 18 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

| Group SEK thousands   | 2019           | 2018          |
|---|----------------|---------------|
| <b>Opening costs of acquisition</b>                             | <b>0</b>       | -             |
| Adjustment in transition to IFRS 16                             | 75,516         | -             |
| Acquisitions for the year                                       | 9,222          | -             |
| Clearance/disposals   | -19,306        | -             |
| <b>Closing accumulated costs of acquisition</b>                 | <b>65,432</b>  | -             |
| <b>Opening depreciations</b>                                    | <b>0</b>       | -             |
| Depreciation for the year                                       | -28,894        | -             |
| Clearance/disposals   | 2,761          | -             |
| <b>Closing accumulated depreciation</b>                         | <b>-26,133</b> | -             |
| <b>Recognised value</b>   | <b>39,299</b>  | -             |
| <b>Transition effects IFRS 16</b>                               |                |               |
| Undertakings for operational lease agreements as per 31/12/2018 |                | 81,672        |
| Discounted according to the group's marginal loan rate 3%       |                | -5,732        |
| Deduction for current leases expensed on a straight-line basis  |                | -424          |
| <b>Recognised lease liability as per 1 January 2019</b>         |                | <b>75,516</b> |
| <i>Of which:</i>  |                |               |
| Current leasing liabilities                                     |                | 30,838        |
| Non-current leasing liabilities                                 |                | 44,678        |

The interest expenses for the year referring to the lease liability amount to 1,273 and are recognised as interest expenses in the group's comprehensive income.

As of 31 December 2019, the group had entered leases which had not yet started, in regard to premises for the company's Swedish head office at Torsgatan 11 in Stockholm. The contract entered into force in February 2020 and is valid for five years. The total future cash flow for this agreement amounted to approximately SEK 26 million.

**Operational lease agreements**

The year's cost for operational lease agreements in the group amounts to 29,962 (29,175), of which SEK 25,804 (25,201) refers to rent. The most essential lease agreements refer to rent of premises for activities. The agreements normally have a validity of between one and three years and can be extended at the end of the lease period. The agreements have normal indexing clauses and there are no terms regarding acquisition of the objects. The parent company only has one operational lease agreement. Future leasing fees regarding operational lease agreements in the group in regard to premises and cars are distributed as follows:

| SEK thousands                             | Group         | Parent Company |
|---|---------------|----------------|
| Within one year                           | 20,292        | 140            |
| Later than one year but within five years | 18,907        | 0              |
| Later than five years                     | 46            | 0              |
| <b>Total</b>                              | <b>39,245</b> | <b>140</b>     |

**NOTE 19 PARTICIPATIONS IN GROUP COMPANIES**

| SHARES IN SWEDISH SUBSIDIARIES  | SIZE             |                     | VALUE         |                  |
|---|------------------|---------------------|---------------|------------------|
|   | Number of shares | Equity proportion % | Nominal value | Recognised value |
| Poolia Sverige AB<br>C.I.N. 556426-7655, Stockholm                    | 1,000 000        | 100                 | TSEK 100      | 14,164           |
| Poolia Ekonomi AB<br>C.I.N. 556363-8039, Stockholm                    | 1,000            | 100                 | -             | -                |
| Poolia IT AB<br>C.I.N. 556447-9581, Stockholm                         | 1,000            | 100                 | -             | -                |
| Poolia Office Professionals AB<br>C.I.N. 556532-4240, Stockholm       | 1,000            | 100                 | -             | -                |
| Poolia Interim AB<br>C.I.N. 556532-5221, Stockholm                    | 1,000            | 100                 | -             | -                |
| Poolia Life Science & Engineering AB<br>C.I.N. 556532-4232, Stockholm | 1,000            | 100                 | -             | -                |
| Poolia Väst AB<br>C.I.N. 556399-9621, Stockholm                       | 1,000            | 100                 | -             | -                |
| Poolia Syd AB<br>C.I.N. 556417-7581, Stockholm                        | 1,000            | 100                 | -             | -                |
| Poolia Juridik AB<br>C.I.N. 556420-3841, Stockholm                    | 1,000            | 100                 | -             | -                |
| Poolia Jönköping AB<br>C.I.N. 556557-4067, Jönköping                  | 1,000            | 100                 | -             | -                |
| Poolia Umeå AB<br>C.I.N. 556501-9246, Stockholm                       | 1,000            | 100                 | -             | -                |
| Poolia Örebro AB<br>C.I.N. 556889-7473, Stockholm                     | 500              | 100                 | -             | -                |
| Poolia Linköping AB<br>C.I.N. 556889-7622, Stockholm                  | 500              | 100                 | -             | -                |
| Poolia Sundsvall AB<br>C.I.N. 556889-7614, Stockholm                  | 500              | 100                 | -             | -                |
| Poolia Uppsala AB<br>C.I.N. 556584-1748, Stockholm                    | 1,000            | 100                 | -             | -                |
| Poolia Gävle AB<br>C.I.N. 556599-5999, Stockholm                      | 1,000            | 100                 | -             | -                |
| Poolia PR AB<br>C.I.N. 556558-8141, Stockholm                         | 1,000            | 100                 | -             | -                |
| Poolia Malmö AB<br>C.I.N. 556801-5035, Stockholm                      | 1,200            | 100                 | -             | -                |
| Studentkraft Partnerbolag AB<br>Org nr 556830-9917, Stockholm         | 500              | 100                 | -             | -                |
| Student Node AB<br>C.I.N. 559036-2751, Stockholm                      | 25,500           | 51                  | -             | -                |
| Poolia Executive Search AB<br>C.I.N. 556573-6336, Stockholm           | 1,000            | 91                  | TSEK 91       | 91               |
| Uniflex Sverige AB<br>C.I.N. 556637-0341, Stockholm                   | 20,000           | 100                 | TSEK 2,000    | 2,000            |
| Uniflex Fordon AB<br>C.I.N. 556909-6349, Stockholm                    | 10,000           | 100                 | -             | -                |
| Uniflex Sverige B&A AB<br>C.I.N. 556913-1997, Stockholm               | 10,000           | 100                 | -             | -                |
| Uniflex Logistik AB<br>C.I.N. 556921-1393, Stockholm                  | 10,000           | 100                 | -             | -                |
| Uniflex Kundservice AB<br>C.I.N. 556921-2458, Stockholm               | 10,000           | 100                 | -             | -                |
| Utvecklingshuset COM AB<br>C.I.N. 556505-8771, Stockholm              | 1,000            | 100                 | -             | -                |



**SHARES IN FOREIGN SUBSIDIARIES**

|   |         |     |                |               |
|---|---------|-----|----------------|---------------|
| Poolia Suomi Oy<br>C.I.N. 1614293-5, Helsinki           | 140,000 | 100 | EUR<br>118,000 | 3,410         |
| Poolia IT Oy<br>C.I.N. 2774648-6,<br>Helsinki           | 1,000   | 100 | EUR<br>2,500   | -             |
| Poolia Danmark A/S<br>C.I.N. 25507835, Copenhagen       | 902     | 100 | DKK<br>902,000 | 700           |
| Poolia Deutschland GmbH<br>C.I.N. HRB 56837, Düsseldorf | -       | 100 | -              | 5,223         |
| Uniflex & Poolia Norge AS<br>C.I.N. 995 419 408, Oslo   | 1,000   | 100 | NOK<br>100,000 | 4,651         |
| Uniflex Suomi Oy<br>C.I.N. 23385494-9, Helsinki         | 1,000   | 100 | EUR<br>10,000  | 3,444         |
| <b>Total</b>  |         |     |                | <b>33,682</b> |

**NOTE 20 RECEIVABLES AND LIABILITIES GROUP COMPANIES**

|                                 | Long-term     |               | Short-term    |               |
|---------------------------------|---------------|---------------|---------------|---------------|
|                                 | 2019          | 2018          | 2019          | 2018          |
| Poolia Sverige AB               | 17,000        | 17,000        | 32,361        | 39,324        |
| Poolia Malmö AB                 | -             | -             | -1,078        | -5,417        |
| Studentkraft<br>Partnerbolag AB | -             | -             | -             | -32           |
| Poolia Executive Search AB      | -             | -             | -117          | 638           |
| Poolia Deutschland GmbH         | -             | -             | 125           | 85            |
| Poolia Suomi Oy                 | -             | -             | 4             | 45            |
| Poolia Danmark A/S              | -             | -             | -             | -613          |
| Uniflex Sverige AB              | -             | -             | -19,244       | -17,079       |
| Utvecklingshuset COM AB         | -             | -             | -181          | -             |
| Uniflex & Poolia Norge AS       | 15,750        | 16,750        | 618           | 750           |
| Uniflex Suomi Oy                | 6,000         | 7,000         | 251           | 281           |
| <b>Total</b>                    | <b>38,750</b> | <b>40,750</b> | <b>12,739</b> | <b>17,982</b> |

**NOTE 21 TRADE RECEIVABLES**

| Group SEK thousands                               | 2019           | 2018           |
|---|----------------|----------------|
| Trade receivables, gross                          | 255,928        | 287,329        |
| Opening provision for<br>expected bad debt losses | -305           | -48            |
| Provisions for the period                         | -271           | -308           |
| Real losses                                       | 109            | 52             |
| Reversed provisions                               | 209            | 12             |
| Translation differences                           | -5             | -13            |
| Closing provision for<br>expected bad debt losses | -263           | -305           |
| <b>Trade debtors, net</b>                         | <b>255,665</b> | <b>287,024</b> |

| Overdue receivables<br>which are not considered bad debt | 2019          | 2018          |
|--|---------------|---------------|
| 1-30 days  | 25,680        | 24,511        |
| 31-90 days   | 5,774         | 794           |
| 91-180 days  | 333           | 370           |
| >180 days  | 103           | -50           |
| <b>Total</b>   | <b>31,890</b> | <b>25,625</b> |

All reported amounts are expected to be paid.

**NOTE 22 PREPAID EXPENSES AND ACCRUED INCOME**

| TSEK   | Group         |                | Parent Company |            |
|--|---------------|----------------|----------------|------------|
|  | 2019          | 2018           | 2019           | 2018       |
| Accrued income<br>from fees                  | 84,906        | 111,938        | -              | -          |
| Other prepaid expenses<br>and accrued income | 11,480        | 14,206         | 773            | 707        |
| <b>Total</b>                                 | <b>96,386</b> | <b>126,144</b> | <b>773</b>     | <b>707</b> |

**NOTE 23 SHARE CAPITAL**

|                         | A shares   | B shares   | Total      |
|-------------------------|------------|------------|------------|
| As per 1 January 2019   | 10,864,300 | 35,772,568 | 46,636,868 |
| As per 31 December 2019 | 10,864,300 | 35,772,568 | 46,636,868 |

A shares entitle the holder to one vote and B shares to a 1/5 vote. The quota value is 20 öre per share.

Poolia has no current share option scheme. The previous share option scheme, incentive programme 2018/19, lapsed on 31 May 2019 without any subscription. For further information about incentive programme 2018/19, refer to the Annual Report for 2018.

**Capital management**

Capital refers to equity. The group's aim in terms of capital management is to secure the group's survival and room to manoeuvre and to ensure that the owners continue to see a yield from their investment.

In order to maintain and adapt the capital structure, the group can distribute funds, increase equity by issuing new shares or injecting capital, repurchasing shares, or by reducing or increasing liabilities. According to the group's long-term dividend policy, the aim is for dividends to normally exceed 50 per cent of the consolidated profit after tax. The change in equity shows the distribution of equity over its components and the change over the period.

**NOTE 24 EARNINGS PER SHARE**

|  | 2019   | 2018       |
|--|--------|------------|
| Profit for the year, SEK thousands   | 23,705 | 11,382     |
| Profit for the year attributable to the parent company shareholders, SEK thousands | 23,666 | 11,382     |
| Number of shares, average (000)  | 46,637 | 46,637     |
| Number of shares, average after dilution (000)                                     | 46,637 | 46,637     |
| Profit per share, SEK  | 0.51   | 0.24       |
| Profit per share after dilution, SEK   | 0.51   | 0.24       |
| Proposed dividend per share, SEK   | 0.00   | 0.25       |
| Proposed dividend, SEK   | 0      | 11,659,217 |

**NOTE 25 LIABILITIES TO CREDIT INSTITUTIONS**

The Swedish part of the group has a joint cash pool and a granted credit facility of SEK 40 (40) million, of which SEK 0.0 (34.6) million had been utilised as at 31 December 2019. The credit facility of SEK 20 million previously available in the Uniflex part, of which SEK 5.5 million had been utilised by Uniflex Norway as at 31 December 2018, has been cancelled by the company and as of June, the Uniflex companies are part of the joint cash pool. The parent company accounts include the parent company's credit balance or credit drawdown.

**NOTE 26 OTHER LIABILITIES**

|                           | Group         |                | Parent Company |            |
|---------------------------|---------------|----------------|----------------|------------|
|                           | 2019          | 2018           | 2019           | 2018       |
| Value-added tax           | 36,677        | 41,400         | 314            | 192        |
| Staff-related liabilities | 47,253        | 62,500         | 304            | 221        |
| Other liabilities         | 4,410         | 14,903         | 34             | 0          |
| <b>Total</b>              | <b>88,340</b> | <b>118,803</b> | <b>652</b>     | <b>413</b> |

**NOTE 27 ACCRUED EXPENSES AND DEFERRED INCOME**

|  | Group          |                | Parent Company |              |
|--|----------------|----------------|----------------|--------------|
|  | 2019           | 2018           | 2019           | 2018         |
| Holiday pay liability                      | 70,064         | 77,217         | 0              | 307          |
| Staff-related taxes and charges            | 18,315         | 11,509         | 906            | 884          |
| Accrued salaries                           | 89,985         | 102,606        | 0              | 332          |
| Other accrued expenses and deferred income | 5,221          | 10,191         | 106            | 735          |
| <b>Total</b>                               | <b>183,586</b> | <b>201,523</b> | <b>1,012</b>   | <b>2,258</b> |

## NOTE 28 FINANCIAL ASSETS AND LIABILITIES

| Financial assets valued at accrued acquisition value             | Group          |                | Parent Company |               |
|--|----------------|----------------|----------------|---------------|
|  | 2019           | 2018           | 2019           | 2018          |
| Liquid assets  | 29,916         | 57,506         | 107            | -             |
| Trade debtors  | 255,665        | 287,024        | -              | -             |
| Receivables from group companies                                 | -              | -              | 72,109         | 81,873        |
| Accrued income from fees   | 84,906         | 111,938        | -              | -             |
| <b>Total</b>   | <b>370,487</b> | <b>456,468</b> | <b>72,216</b>  | <b>81,873</b> |
| <b>Financial liabilities valued at accrued acquisition value</b> | <b>2019</b>    | <b>2018</b>    | <b>2019</b>    | <b>2018</b>   |
| Trade creditors  | 15,929         | 26,209         | 730            | 946           |
| Liabilities to group companies                                   | -              | -              | 20,620         | 23,141        |
| Liabilities to credit institutions                               | -              | 40,129         | -              | 34,641        |
| <b>Total</b>   | <b>15,929</b>  | <b>66,338</b>  | <b>21,350</b>  | <b>58,728</b> |
| <b>Maturity analysis</b>   | <b>2019</b>    | <b>2018</b>    | <b>2019</b>    | <b>2018</b>   |
| <b>Financial assets</b>  |                |                |                |               |
| <b>Liquid assets</b>   |                |                |                |               |
| 1-30 days  | 29,916         | 57,506         | 107            | -             |
| <b>Trade debtors</b>   |                |                |                |               |
| 1-30 days  | 185,206        | 261,399        | -              | -             |
| 31-90 days   | 70,459         | 25,625         | -              | -             |
| <b>Total trade debtors</b>                                       | <b>255,665</b> | <b>287,024</b> | <b>-</b>       | <b>-</b>      |
| <b>Receivables from group companies</b>                          |                |                |                |               |
| 1-30 days  | -              | -              | 33,359         | 41,123        |
| 365- days  | -              | -              | 38,750         | 40,750        |
| <b>Total receivables from group companies</b>                    | <b>-</b>       | <b>-</b>       | <b>72,109</b>  | <b>81,873</b> |
| <b>Accrued income from fees</b>                                  |                |                |                |               |
| 1-90 days  | 84,906         | 111,938        | -              | -             |
| <b>Total financial assets</b>                                    | <b>370,487</b> | <b>456,468</b> | <b>72,216</b>  | <b>81,873</b> |
| <b>Financial liabilities</b>                                     |                |                |                |               |
| <b>Trade creditors</b>   |                |                |                |               |
| 1-30 days  | 15,929         | 26,209         | 730            | 946           |
| <b>Liabilities to group companies</b>                            |                |                |                |               |
| 1-30 days  | -              | -              | 20,620         | 23,141        |
| <b>Liabilities to credit institutions</b>                        |                |                |                |               |
| 1-30 days  | -              | 40,129         | -              | 34,641        |
| <b>Total financial liabilities</b>                               | <b>15,929</b>  | <b>66,338</b>  | <b>21,350</b>  | <b>58,728</b> |

For all financial assets and liabilities, unless otherwise specified in a note, the recognised value is considered a good approximation of the real value due to the short maturities.

**NOTE 29 CASH FLOW STATEMENT**

| Liquid assets          | Group         |               | Parent Company |          |
|------------------------|---------------|---------------|----------------|----------|
|                        | 2019          | 2018          | 2019           | 2018     |
| Cash and bank balances | 29,916        | 57,506        | 107            | -        |
|                        | <b>29,916</b> | <b>57,506</b> | <b>107</b>     | <b>-</b> |

| Group                                      | 2018   | Cash flow from financing activities | 2019 |
|--|--------|-------------------------------------|------|
| Current liabilities to credit institutions | 40,129 | -40,129                             | 0    |

| Parent Company                             | 2018   | Cash flow from financing activities | 2019 |
|--|--------|-------------------------------------|------|
| Current liabilities to credit institutions | 34,641 | -34,641                             | 0    |

**Information on paid interests**

- During the year, interest received in the group amounted to 332 (446).
- During the year, interest paid in the group amounted to 159 (444).
- During the year, interest received in the parent company amounted to - (-).
- During the year, interest paid in the parent company amounted to 140 (227).

**NOTE 30 RELATED-PARTY TRANSACTIONS**

The chairman of Poolia's board of directors and its majority shareholder Björn Örås is also the chair and majority shareholder of Dedicare AB and BroHof Golf AB. No board member or senior manager has or has had any direct or indirect involvement in any business transactions, which are or were of an unusual nature in regard to their terms, which have occurred in the current or previous fiscal year. Nor has Poolia provided loans, issued guarantees or personal guarantees for any of the board members, senior managers of company auditors.

During the financial year 2018, Uniflex AB (C.I.N. 556462-0887) (ceding undertaking) merged with Poolia AB (acquiring company). The transfer of financial statements took place as per 31 October 2018 Assets and liabilities were incorporated in the recognised values of the acquiring company. The net turnover in the ceding undertaking up until the merger amounted to 7,102 and the operating loss was -2,542. A summarised balance sheet for the ceding undertaking before the merger is presented below.

| Assets in SEK thousands           | 2018-10-31    |
|-----------------------------------|---------------|
| Participations in group companies | 10,095        |
| Receivables from group companies  | 25,819        |
| Current receivables               | 5,080         |
| Liquid assets                     | 0             |
| <b>Total assets</b>               | <b>40,994</b> |

| Equity and liabilities in SEK thousands | 2018-10-31    |
|---|---------------|
| Restricted equity                       | 3,472         |
| Non-restricted equity                   | 15,473        |
| Liabilities with group companies        | 20,319        |
| Current liabilities                     | 1,730         |
| <b>Total equity and liabilities</b>     | <b>40,994</b> |

In the merger between Poolia AB and Uniflex AB on 31 October 2018, an issue of 6,840,485 new A shares in Poolia and 22,674,387 new B shares in Poolia were registered to provide the merger consideration. Through this issue, Poolia's share capital increased by SEK 5,902,974.40 to SEK 9,327,373.60.

Shareholders entered into the Uniflex shareholders' register kept by Euroclear Sweden AB when the merger was registered received merger consideration. For each A share in Uniflex, they obtained 1.7 A shares in Poolia and for each B share in Uniflex, they received 1.7 B shares in Poolia. The crediting of the new shares in Poolia occurred on 1 November 2018 and as of this date, trading in B shares in Poolia comprising the merger consideration is possible.

**NOTE 31 PLEDGED ASSETS AND CONTINGENT LIABILITIES****GROUP SEK thousands**

| Pledged assets  | 2019         | 2018          |
|---|--------------|---------------|
| Floating charges referring to bank overdraft facilities | 0            | 20,000        |
| Participations in group companies                       | 0            | 12,745        |
| Pledged capital insurances for former MD, see Note 8    | 4,824        | 4,201         |
| Cash deposits relating to lease contracts               | 1,500        | 0             |
| Restricted cash relating to lease contracts.            | 503          | 479           |
| <b>Total pledged assets</b>                             | <b>6,827</b> | <b>37,424</b> |

**Contingent liabilities**

|  |              |               |
|--|--------------|---------------|
| Bank guarantee for rent                                | 193          | 3,923         |
| <b>Total contingent liabilities</b>                    | <b>193</b>   | <b>3,923</b>  |
| <b>Total pledged assets and contingent liabilities</b> | <b>7,019</b> | <b>41,347</b> |

**PARENT COMPANY SEK thousands**

| Pledged assets                               | 2019         | 2018          |
|--|--------------|---------------|
| Participations in group companies            | 0            | 14,164        |
| Capital insurances for former MD, see Note 8 | 4,824        | 4,201         |
| <b>Total pledged assets</b>                  | <b>4,824</b> | <b>18,365</b> |

**Contingent liabilities**

|  |               |               |
|--|---------------|---------------|
| Pledges for subsidiaries                               | 10,579        | -             |
| <b>Total contingent liabilities</b>                    | <b>10,579</b> | <b>-</b>      |
| <b>Total pledged assets and contingent liabilities</b> | <b>15,402</b> | <b>18,365</b> |

## NOTE 32 REVENUE RECOGNITION ACCORDING TO IFRS 15

| 2019   | Poolia<br>Sweden | Poolia<br>Germany | Poolia<br>Finland | Uniflex<br>Sweden | Uniflex<br>Norway | Uniflex<br>Finland | Group            |
|--|------------------|-------------------|-------------------|-------------------|-------------------|--------------------|------------------|
| <b>Operating income</b>                                  |                  |                   |                   |                   |                   |                    |                  |
| Staffing   | 394,673          | 131,633           | 44,527            | 862,645           | 110,946           | 30,285             | 1,574,709        |
| Recruitment  | 65,397           | 25,731            | 5,634             | 4,875             | 150               | 2,573              | 104,360          |
| <b>Total operating income</b>                            | <b>460,070</b>   | <b>157,364</b>    | <b>50,161</b>     | <b>867,520</b>    | <b>111,096</b>    | <b>32,858</b>      | <b>1,679,069</b> |
| <b>Time of revenue recognition</b>                       |                  |                   |                   |                   |                   |                    |                  |
| The performance undertaking is fulfilled at a given time | 65,397           | 25,731            | 5,634             | -                 | -                 | -                  | 96,762           |
| The performance undertaking is fulfilled over time       | 394,673          | 131,633           | 44,527            | 867,520           | 111,096           | 32,858             | 1,582,307        |
| <b>Total</b>   | <b>460,070</b>   | <b>157,364</b>    | <b>50,161</b>     | <b>867,520</b>    | <b>111,096</b>    | <b>32,858</b>      | <b>1,679,069</b> |
| <b>2018</b>  |                  |                   |                   |                   |                   |                    |                  |
| <b>Operating income</b>                                  |                  |                   |                   |                   |                   |                    |                  |
| Staffing   | 449,725          | 167,534           | 39,704            | 1,049,813         | 94,579            | 27,701             | 1,829,056        |
| Recruitment  | 71,785           | 22,851            | 4,913             | 11,794            | 85                | 2,075              | 113,503          |
| <b>Total operating income</b>                            | <b>521,510</b>   | <b>190,385</b>    | <b>44,617</b>     | <b>1,061,607</b>  | <b>94,664</b>     | <b>29,776</b>      | <b>1,942,559</b> |
| <b>Time of revenue recognition</b>                       |                  |                   |                   |                   |                   |                    |                  |
| The performance undertaking is fulfilled at a given time | 71,785           | 22,851            | 4,913             | -                 | -                 | -                  | 99,549           |
| The performance undertaking is fulfilled over time       | 449,725          | 167,534           | 39,704            | 1,061,607         | 94,664            | 29,776             | 1,843,010        |
| <b>Total</b>   | <b>521,510</b>   | <b>190,385</b>    | <b>44,617</b>     | <b>1,061,607</b>  | <b>94,664</b>     | <b>29,776</b>      | <b>1,942,559</b> |

**NOTE 33 BUSINESS COMBINATIONS**

Poolia has acquired 51 per cent of the shares in Student Node AB with access on 1 April 2019. Student Node organises events for university students. The aim of the acquisition is to increase the awareness of Poolia among students and thereby improve candidate flow. The initial purchase price was SEK 0.3 million. In total, a maximum of SEK 4 million is payable in purchase and additional purchase price for the entire operation. As of 31 December 2019, there is SEK 1.3 million booked as additional purchase price and liability. The business within Student Node is reported in the segment Poolia Sweden. The consolidated income and profit/loss during the reporting period has been marginally affected by the acquired business.

As the total purchase sum exceeds the net value of all acquired assets and liabilities, goodwill is recognised. This goodwill amounts to SEK 1.6 million and consists of future cash flows (such as synergies through coordination of the activities in Sweden and by optimising sales and development of services), see table Acquisition Balance Sheet Student Node.

| Acquisition Balance Sheet Student Node              | Redovisat värde i förvärvad enhet | Verkligt värde justering | Verkligt värde redovisat i koncern |
|---|-----------------------------------|--------------------------|------------------------------------|
| Goodwill  | -                                 | 1,592                    | 1,592                              |
| Customer relations                                  | -                                 | 1,350                    | 1,350                              |
| Deferred tax liability for customer relations       | -                                 | -282                     | -282                               |
| Non-controlling interests                           | -                                 | -1,039                   | -1,039                             |
| Cash and cash equivalents                           | 29                                | -                        | 29                                 |
| <b>Net identifiable assets and liabilities</b>      | <b>23</b>                         | <b>1,627</b>             | <b>1,650</b>                       |
| Purchase price excluding indirect acquisition costs |                                   |                          | 1,650                              |
| Contingent additional consideration not deducted    |                                   |                          | -1,350                             |
| Acquired cash and cash equivalents deducted         |                                   |                          | -29                                |
| <b>Net effect on liquid assets</b>                  |                                   |                          | <b>271</b>                         |

**NOTE 34 PROPOSED ALLOCATION OF THE COMPANY'S PROFIT****PROPOSED PROFIT ALLOCATION****At the disposal of the annual general meeting (in SEK)**

|                     |                   |
|---------------------|-------------------|
| Retained funds      | 41,085,902        |
| Profit for the year | 36,688,417        |
|                     | <b>77,774,319</b> |

**The Board proposes the profit to be allocated as follows:**

|                              |                   |
|------------------------------|-------------------|
| Paid out to the shareholders | 0                 |
| Carried forward              | 77,774,319        |
|                              | <b>77,774,319</b> |

**NOTE 35 EVENTS AFTER YEAR-END**

After the reporting period, the pandemic Covid-19 has started spreading. This could have a massive effect on the staffing industry, as many companies and organisations are signalling that they are planning both terminations of their own staff and reduced numbers of external consultants and temporary staff. Poolia has already felt the reduced demand in certain parts of the operation. The management and the board of directors continuously monitoring the development of the business in this context in order to quickly and effectively be able to manage the potential risks and situations that could arise.

No other events prompting adjustments or other considerable events not prompting adjustments have occurred between 31 December and the date of approval and issuing. The Group's financial reports for the reporting period that ended on 31 December 2019 (including comparative figures) were approved by the Board on 6 April 2020.

# STATEMENT BY THE BOARD OF DIRECTORS

The Board of Directors and the Managing Director hereby certify that the annual accounts have been produced in accordance with the Annual Reports Act and RFR 2 and give an accurate view of the company's financial position and performance and that the annual report gives an accurate view of the developments in the company's operation, financial position and performance and describes material risks and uncertainties that the company is facing.

The Board of Directors and the Managing Director hereby

certify that the consolidated accounts have been produced in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Reports Act, and that they give an accurate view of the group's financial position and performance and that the annual report for the group gives an accurate view of the developments in the group's operation, financial position and performance and describes the material risks and uncertainties that the companies within the group are facing.

*Stockholm, 6 April 2020*

**Björn Örås**  
*Chairman of the Board*

**Dag Sundström**  
*Board member*

**Anna Söderblom**  
*Board member*

**Jenny Pizzignacco**  
*Board member*

**Eva Gidlöf**  
*Board member*

**Jan Bengtsson**  
*Managing Director*

*Our audit report was submitted on 6 April 2020*

Grant Thornton Sweden AB

**Mia Rutenius**  
*Authorised public accountant*

# AUDIT REPORT

TO THE ANNUAL GENERAL MEETING OF POOLIA AB (PUBL)  
CORPORATE IDENTITY NUMBER 556447-9912

## Report on the annual accounts and consolidated accounts

### Opinions

We have carried out an audit of the annual accounts and consolidated accounts for Poolia AB (publ) for 2019, with the exceptions of the corporate governance report on pages 27–34. The Company's annual accounts and consolidated accounts are included on pages 20–64 of this document.

In our opinion, the annual accounts and consolidated accounts have been produced in accordance with the Annual Accounts Act and that they present fairly, in all material respects, the financial position of the Parent Company as of 31 December 2019 and its financial performance and cash flow for the year in accordance with Annual Accounts Act. The consolidated accounts have been drawn up in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the Parent Company as of 31 December 2019 and its financial performance and cash flow according to International Financial Reporting Standards (IFRS) as adopted by the EU, and the Annual Accounts Act. The statutory administration report is consistent with the other parts of the annual accounts and the consolidated accounts.

We therefore recommend that the general meeting of shareholders adopt the income statement and balance sheet for the Parent Company and the Group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the contents of the supplementary report provided to the Parent Company's Board of Directors pursuant to Article 11 of Regulation (EU) No. 537/2014 on the Statutory Audit of Public-Interest Entities.

### Basis for opinions

We have carried out the audit in accordance with the International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the Parent Company and the Group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This means that, to the best of our knowledge, no prohibited services listed in article 5.1 of Regulation (EU) No. 537/2014 on the Statutory Audit of Public-Interest Entities have been provided to the audited company, or where appropriate, to its parent company or controlled company within the EU.

We believe the audit evidence we have obtained to be sufficient and appropriate as basis for our opinions.

### Other information

The audit of the annual accounts and consolidated accounts for 2018 was carried out by a different auditor which submitted an audit report on 11 April 2019 with unmodified statements in Report on annual accounts and consolidated accounts.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the annual accounts and consolidated accounts of the current period, and include the most important recognised risks of significant errors. These matters were addressed in the context of our audit of the annual accounts and consolidated accounts as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters.

### Revenue recognition

#### *Description of the area*

The Group's reported revenue at 31 December 2019 was SEK 1,679 million and mainly includes sale of services in the areas of temporary staffing and permanent placement. Revenue is recognised in a way which reflects the transfer to the customer in terms of control of the promised service, and thus the fulfilment of the undertaking.

Revenue recognition is based on information from the Company's time ledger that records hours worked and includes manual elements, meaning that there is a risk of errors unless appropriate control activities are in place to manage the risk. These risks relating to completeness and occurrence in the revenue recognition have significant impact on the financial reporting, which is why we have deemed them to be key audit matters.

The Company's accounting policies for revenue recognition can be found in Note 2 to the annual accounts.

#### *How this matter was examined in the audit*

Our auditing activities include, but were not limited to the following:

- Review of accounting principles, account of significant transaction flows and critical business systems, and evaluation of whether the Company's key control environment is working appropriately
- Examination of accrued revenue with a focus on completeness of data in transfers between systems and examination of accounting data and reconciliation against subsequent billing
- Samples of individual revenue transactions to verify their



existence matched against payments, that they have been priced according to current client contracts, and that revenue has been recognised in the period in which the Company fulfilled its commitment

- Examination of the completeness of reported revenue during the fiscal year by comparison between time reporting system and reports
- Analytical review of reported revenue on a monthly basis and development of revenue and margins in order to identify significant fluctuations
- We have also examined whether the information disclosed in the annual accounts is consistent with the requirements of the Annual Accounts Act and IFRS.

### Valuation of deferred tax assets

#### *Description of the area*

The Group's reported deferred tax assets at 31 December 2019 were SEK 9.6 million. Our assessment is that the measurement of deferred tax assets is a key audit matter as the measurement is significantly dependent on the perceived chances of utilising loss carryforwards against future profits.

For further information on accounting policies for deferred tax assets relating to utilised loss carryforwards, see Note 2 and for additional disclosures, see Note 13 of the annual accounts.

#### *How this matter was examined in the audit*

Our auditing activities include, but were not limited to the following:

- We have checked that disclosures on loss carryforwards are consistent with the tax return and tax calculations
- We have been provided with the budget for 2020 and have evaluated the Company's assessment regarding the reasonableness of significant assumptions used in the reporting of deferred tax relating to loss carryforwards
- We have examined whether the information disclosed in the annual accounts is consistent with the requirements of the Annual Accounts Act and IFRS.

### Information other than the annual accounts and consolidated accounts

This document also contains information other than the annual accounts and consolidated accounts, which is presented on pages 2–19 and 69–70. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance or conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is

materially inconsistent with the annual accounts and consolidated accounts. In this procedure, we also take into account our knowledge otherwise obtained in the audit and assess whether the information appears to be materially misstated.

If, based on the work performed concerning this information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and for ensuring that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts, the Board of Directors and the Managing Director are responsible for the assessment of the Company's and the Group's ability to continue as a going concern. They disclose, as applicable, matters related to the going concern and use of the going concern basis of accounting. The going concern basis of accounting is, however, not applied if the Board of Directors and the Managing Director intend to liquidate the Company, cease operations, or have no realistic alternative but to do so.

### Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these annual accounts and consolidated accounts.

As part of an audit according to ISAs, we use our professional judgement and have a professionally sceptical approach throughout our audit. We also:

- identify and evaluate the risks of material misstatements in the annual accounts and consolidated accounts, regardless if they stem from fraud or error, design and carry out auditing activi-

ties based on factors such as these risks, and obtain audit evidence that is sufficient and appropriate to form the basis of our opinions. The risk of not discovering a material misstatement as a result of fraud is bigger than for a material error due to error, as fraud may include acting collusion, forgeries, intentional omissions, incorrect information, or neglecting internal control.

- gain understanding of the company's internal control of relevance for our audit in order to design auditing measures that are suitable given the circumstances, but not to comment on the effectiveness of the internal control.
- evaluate the suitability of the accounting principles that are used and the reasonableness of the Board of Directors and Managing Director's estimations in the accounts and associated documentation.
- draw conclusions regarding the suitability of the Board of Directors and Managing Director using the assumptions of continued going concern when creating the annual accounts and consolidated accounts. We also conclude, based on the obtained auditing evidence, whether there are any material uncertainty factors regarding such events or circumstances that may lead to significant doubts about the Company or Company Group's ability to continue as a going concern. If we conclude that there are material uncertainty factors, we must in our audit report focus on the information in the annual accounts and consolidated accounts on the material uncertainty factor or, if such information is insufficient, modify the opinion on the annual accounts or consolidated accounts. Our conclusions are based on the audit evidence obtained until the date of the audit report. However, future events or circumstances may result in a company or company group being unable to continue as a going concern.
- evaluate the overall presentation, structure, and contents of the annual accounts and consolidated accounts, including the information, and whether the annual accounts and consolidated accounts reflect the underlying transactions and events in an accurate way.
- obtain sufficient and appropriate audit evidence regarding the financial information in the units or business activities within the Company Group in order to comment on the consolidated accounts. We are responsible for governance, monitoring, and implementation of the consolidated accounts. We are solely responsible for our opinions.

We must inform the Board of Directors of the planned scope, focus, and date of the audit. We must also inform of any relevant observations during the audit, including any material shortcomings identified in the internal control.

We must also supply the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence and bring up all relationships and other circumstances that can reasonable have influenced our independence, and where relevant the actions taken to combat this.

Of the areas that are communicated with the Board of Directors, we determine which areas have been most important to the audit of the annual accounts and consolidated accounts, including the most important identified risks of significant misstatements, and which therefore constitute the key audit matters for the audit. We describe these matters in the audit report unless legislations or other statutes prevent us from doing so.

## Report on other legal and regulatory requirements

### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Poolia AB (publ) for 2019 and the proposed appropriations of the Company's profit or loss.

We recommend to the general meeting that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

### Basis for opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities are further described in the Auditor's Responsibilities section. We are independent of the Parent Company and the Group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe the audit evidence we have obtained to be sufficient and appropriate as basis for our opinions.

### Responsibility of the Board of Directors and the Managing Director

The Board is responsible for the proposal concerning appropriations of the Company's profit or loss. Proposing a dividend includes an assessment of whether the dividend is justifiable considering the requirements that the nature, scope and risks of the Company's and the Group's operations place on the size of the Parent Company's and the Group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the Company's organisation and the administration of its affairs. This includes, among other things, continuous assessment of the Company's financial situation and ensuring that the Company's organisation is designed so that accounting, management of assets and the Company's financial affairs are otherwise controlled in a

reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions, and, among other matters, shall take measures that are necessary to handle the Company's accounting in accordance with law and to conduct the management of assets in a reassuring manner.

#### **Auditor's responsibility**

Our objective for the audit of the administration, and therefore our opinion regarding discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect has:

- undertaken any action or been guilty of any omission which could give rise to liability to the Company; or
- in any other way acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective for the audit of the proposed appropriations of the Company's profit or loss, and therefore our opinion regarding same, is to assess with a reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the Company, or that the proposed appropriations of the Company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we use our professional judgement and have a professionally sceptical approach throughout our audit. The audit of the governance and the proposal concerning appropriations of the Company's profit or loss is mainly based on the audit of the financial statements. Any additional audit measures are taken based on our professional assessment of risks and relevance. This means that we focus our audit on such measures, matters, and circumstances that are essential to the business operations and where deviations and breaches would be of special importance to the company's situation. We review and examine decisions made, information used in decisions, actions taken, and other circumstances relevant to our opinion regarding discharge from liability. As basis for our opinion regarding the Board of Director's proposal for appropriations of the Company's profit or loss, we have examined whether the proposal is compatible with the Companies Act.

#### **Auditor's review of the Corporate Governance Report**

The Board is responsible for the Corporate Governance Report on pages 27-34 and for ensuring it is prepared in accordance with the Swedish Annual Accounts Act.

Our review was conducted in accordance with FAR's statement RevU 16 Auditor's Review of the Corporate Governance Report. This means that our review of the Corporate Governance Report has another focus and is substantially less in scope than the focus and scope of an audit according to the International Standards on Auditing and good generally accepted auditing practices in Sweden. We believe that this review gives us a sufficient ground for our statements.

A corporate governance report has been prepared. Disclosures required under Chapter 6, Section 6 (2-6) of the Annual Accounts Act and Chapter 7, Section 31 (2) of the same Act are consistent with other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

Grant Thornton Sweden AB, Bo 7623, 103 94 Stockholm was appointed the auditor for Poolia AB (pub) at the Annual General Meeting on 3 May 2017 and has been the Company's auditor since 3 May 2019.

*Stockholm, 6 April 2020*

Grant Thornton Sweden AB

**Mia Rutenius**

*Authorised Public Accountant*

# DEFINITIONS

Poolia reports certain alternative performance measures (APM) in the annual report, which are not defined in accordance with IFRS. Poolia has chosen to present the company's alternative performance measures in a separate appendix, in accordance with a decision by the European Securities and Markets Authority (ESMA). The appendix has been published on [www.poolia.com](http://www.poolia.com).

## KEY PERFORMANCE INDICATORS DEFINED IN ACCORDANCE WITH IFRS

### Earnings per share

Net profit after tax divided by average number of shares.

## KEY PERFORMANCE INDICATORS NOT DEFINED IN ACCORDANCE WITH IFRS

### Growth

Percentage increase of the operating income compared to the corresponding period in the previous year.

### Proportion of risk-bearing capital

Equity including holdings without controlling influence and provisions for taxes as a percentage of total assets.

### Return on equity

Net profit after tax divided by average equity.

### Return on capital employed

Profit before taxes plus financial costs divided by average capital employed.

### Return on assets

Profit before taxes plus financial costs divided by average capital employed.

### Equity per share

Equity divided by the number of outstanding shares.

### Income per employee

Operating income divided by average number of full-time equivalents.

### P/E ratio

Share price at year-end divided by profit per share.

### Operating margin

Operating profit as a percentage of operating income.

### Equity ratio

Equity including holdings without controlling influence as a percentage of total assets.

### Capital employed

Total assets reduced by non-interest-bearing liabilities including provisions for taxes.

### Profit margin

Profit before taxes as a percentage of operating income.

### Cash flow per share

Operating cash flow divided by average number of outstanding shares before dilution.

### Operating profit

Operating income reduced by operating costs.

## OPERATIONAL MEASURES

### Number of full-time equivalents, average

Total number of hours worked during the year divided by the normal working hours of a full-time employee.

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