

# Corporate Governance Report 2023

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The Swedish Corporate Governance Code in force during the financial year 2023 (the “Code”) came into force on January 1, 2020. The rules of the Code are a supplement to the main provisions of the Swedish Companies Act (2005:551) regarding a company’s organization, but also to the relatively extensive self-regulation that exists for corporate governance in the Swedish markets. The Code is based on the principle of “comply or explain”. According to this principle a company may choose whether it wants to follow a clause in the Code or explain why it has chosen not to.

## CORPORATE GOVERNANCE CODE APPLICATION

The common shares of VNV Global AB (publ) (the “Company” or “VNV Global”) are listed for trading on Nasdaq Stockholm. As a Swedish listed company, the Company applies the Code in full. The Company did not deviate from the Code during 2023.

The main principles of corporate governance in the Company are described below.

## Shareholders’ Meetings

The annual general meeting (the “AGM”) is the highest decision-making body of the Company, in which all shareholders are entitled to attend in person or by proxy. The AGM of the Company is generally held in Stockholm, Sweden, where the Company’s shares are listed and where most of the Company’s shareholders are domiciled, in the Swedish language but with simultaneous interpretation into English, once per year, no later than six months after the end of the financial year.

The task of the AGM is to report on the financial results and take decisions on corporate matters, including payment of dividends and amendments to the Articles of Association. The AGM also appoints members of the Board of Directors and auditors and determines the remuneration of the Board of Directors and auditors.

The AGM was held on May 4, 2023. Apart from customary matters, the 2023 AGM resolved to authorize the Board, during the period until the next AGM and on one or more occasions:

- i) to resolve upon issuances of new shares, with or without deviating from the shareholders’ preferential rights, to be paid for in cash, in kind or by way of set-off, provided such issuance does not exceed an increase of 20 percent of the number of ordinary shares outstanding at the time of the resolution on the authorization; and
- ii) to buy back ordinary shares up to 10 percent of the Company’s total number of shares, subject to customary restrictions on share repurchases imposed under the Nasdaq Nordic Main Market Rulebook for Issuers of Shares.

## Major Shareholders

The largest shareholder is Acacia Partners, whose aggregate shareholding as at year-end 2023 amounted to 26,697,576 shares, representing a total of 19.74 percent of the outstanding shares of the Company. Other major shareholders include E. Öhman J:or Aktiebolag, with a total of 24,088,029 shares, representing 17.91

percent of the outstanding shares of the Company, and Black Ice Capital, with a total of 6,787,872 shares, representing 5.05 percent of the outstanding shares of the Company. There are no other shareholders holding more than 5 percent of the shares of the Company.

## Nomination Committee

Shareholders in the Company have the right to nominate members of the Board of Directors, and auditors, to the AGM.

At the 2023 AGM, it was resolved to establish a Nomination Committee consisting of representatives of the three largest shareholders of the Company, as at the last banking day of August 2023. The Nomination Committee for the 2024 AGM consists of the following members: Björn Fröling, appointed by E. Öhman J:or Aktiebolag, Jake Hennemuth, appointed by Acacia Partners, Stephen Paice, appointed by Baillie Gifford & Co, and Tom Dinkelspiel, Chairman of the Board. At the Nomination Committee’s first meeting Björn Fröling was elected Chairman of the Committee. The Nomination Committee’s task is to prepare proposals for the following resolutions at the 2024 AGM: (i) election of the chairman of the AGM, (ii) the election of Board members, (iii) the election of the Chairman of the Board, (iv) the remuneration of the directors, (v) election of auditors and remuneration of the Company’s auditors, and (vi) proposals on the nomination process for the AGM 2025.

In proposing Board members for election at the AGM, the Nomination Committee is guided by section 4 of the Code, which contains provisions regarding diversity and breadth of qualifications, experience and background, gender equality, and the directors’ independence of the company, its executive management and major shareholders.

## Appointment and Remuneration of the Board of Directors and the Auditors

The Board shall consist of not less than three and not more than ten directors with no alternate directors. The Board is appointed annually at the AGM for the period until the closing of the next AGM. The term of office of a director may be terminated prematurely at the director’s own request to the Board or by the general meeting. In addition, the office of a director may be terminated prematurely by the Board upon the occurrence of any of the following events: (i) if he/she becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health; (ii) if he/she becomes bankrupt or compounds with his creditors;

or (iii) if he/she is prohibited by law from being a director. Where a director’s term of office is terminated prematurely, then the other directors shall take steps to have a new director appointed by the general meeting, for the remaining term of the office. However, such new appointment may be postponed until the next AGM at which an election of directors shall take place, provided that the remaining directors form a quorum and that the remaining number of directors is not less than the prescribed minimum number of directors.

Auditors are elected by the AGM for a term of one year at a time.

## The 2023 Board of Directors

The 2023 AGM resolved, in accordance with the Nomination Committee’s proposal, to re-elect Josh Blachman, Per Brilioth, Ylva Lindquist and Keith Richman. Tom Dinkelspiel and Kelly Merryman Hoogstraten were elected as new members, with Tom Dinkelspiel as Chairman. All Directors are independent vis-à-vis the Company and its management, with the exception of Per Brilioth, who is Managing Director of the Company. All Directors are independent of the Company’s major shareholders, with the exception of Tom Dinkelspiel, who is Chairman of E. Öhman J:or Aktiebolag, the second largest shareholder of the Company.

## Board of Directors

Lars O Grönstedt

*Chairman and board member up until the 2023 AGM*

Tom Dinkelspiel

*Chairman and board member from the 2023 AGM*

Swedish citizen, born 1967. Member of the Board since 2023 and Chairman since 2023. Member of the Compensation Committee and the Audit Committee since 2023. Tom Dinkelspiel has dedicated most of his professional life to the Öhman group, including as Head of Research, Deputy CEO and later CEO at E. Öhman J:or Fondkommission AB. From 2004 to 2013 he was Group CEO and since 2013 Executive Chairman of Öhman. He is also Chairman of Nordnet AB (publ) since 2019. Tom has studied at the Stockholm School of Economics.

*Holdings in the Company:* 204,592 Common Shares and 25,118,520 Common Shares held by closely associated persons.

*Remuneration:* USD 83 thousand. No agreement regarding severance pay or pension.

**Kelly Merryman Hoogstraten***Board member from the 2023 AGM*

US citizen, born 1976. Member of the Board since 2023. Kelly Merryman Hoogstraten is the CEO of the independent film and television studio The Wonder Project.

She has for the last 20 years been at the forefront of innovation in digital media and technology, holding senior leadership roles at Netflix, YouTube and Aura. Kelly's earlier career includes positions in management consulting and private equity. She holds a BBA in Finance and Business Honors from the University of Texas at Austin's McCombs School of Business and an MBA from Harvard Business School.

*Holdings in the Company:* 0 Common Shares.

*Remuneration:* USD 63 thousand. No agreement regarding severance pay or pension.

**Josh Blachman***Board member*

US citizen, born 1974. Member of the Board since 2013 and Chair of the Audit Committee since 2018. Josh Blachman is a Founder and Managing Director of Atlas Peak Capital, an investment firm focused on private technology companies. Prior to co-founding Atlas Peak Capital, Josh Blachman was a Vice President at Saints Capital where he completed a variety of investments

in private technology companies. Previously, Josh Blachman worked in the Corporate Development groups at Microsoft and Oracle where he evaluated and executed both acquisitions and investments. Josh Blachman holds Bachelor and Master of Science degrees in Industrial Engineering from Stanford University and an MBA from the Stanford Graduate School of Business.

*Holdings in the Company:* 17,790 Common Shares.

*Remuneration:* USD 101 thousand. No agreement regarding severance pay or pension.

**Ylva Lindquist***Board member*

Swedish citizen, born 1961. Member of the Board since 2015 and member of the Compensation Committee since 2023. Ylva Lindquist has held operational roles as Vice President Compliance, Epiroc Group, Vice President and General Counsel, EMEA at Xylem Inc and Partner at Hammarskiöld & Co. She has also been junior judge at Stockholm City Court. Ylva Lindquist holds a Master of Law from Stockholm University.

*Holdings in the Company:* 8,518 Common Shares.

*Remuneration:* USD 99 thousand. No agreement regarding severance pay or pension.

**Keith Richman***Board member*

US citizen, born 1973. Member of the Board since 2013 and Chair of the Compensation Committee since 2023. Keith Richman is currently CEO of Boosted Commerce, an eCommerce aggregation platform selling across Amazon, DTC and Wholesale channels. Until September 2018, Keith Richman was Founder and President of Defy Media, an Internet entertainment community for men. Prior to co-founding Defy Media, Keith Richman was the Co-Founder and Vice-President of OnePage (acquired by Sybase 2002) and Co-Founder and Director of Business Development for Billpoint Inc. (acquired by eBay in 1999). Previous posts include Director of Corporate Planning at the Walt Disney Company, where he focused on consumer products, cable and emerging media. Keith Richman holds Bachelor and Master of Arts degrees in International Policy Studies from Stanford University.

*Holdings in the Company:* 20,790 Common Shares.

*Remuneration:* USD 101 thousand. No agreement regarding severance pay or pension.

**Per Brilioth***Managing Director and Board member*

Swedish citizen, born 1969. Member of the Board and Managing Director since 2007. Between 1994 and 2000, Per Brilioth was head of the Emerging Markets section at Hagströmer & Qviberg and he has worked close to the Russian stock market for a number of years. Per Brilioth is a graduate of Stockholm University and holds a Master of Finance from London Business School. Other significant board assignments: member of the boards of Comuto SA (BlaBlaCar), Simbio Holdings Limited (Gett), VEF AB, Kontakt East Holding AB, NMS Invest AB and Voi Technology AB.

*Holdings in the Company:* 1,969,563 Common Shares (of which 27,777 are Saving Shares under LTIP 2023), 625,000 Shares of Class C 2023, 625,000 Shares of Class D 2023 and 20,571 Common Shares held by closely associated person.

*Salary and variable remuneration:* See the section "Remuneration of the senior management" below.

*Agreement regarding severance pay and pension:* Per Brilioth has the right of twelve months' full salary in the event of termination by the Company. Should he resign on his own initiative, he must give six months' notice. Per Brilioth enjoys a contribution-based pension plan in line with Swedish market practice.

**Board Meetings**

The Board of Directors meets at least six times per year, and more frequently when necessary. Meetings are conducted in person, by video conference and by telephone, and, on occasion, resolutions may be passed by circulation. The Managing Director is in regular contact with the Chairman of the Board of Directors as well as with the other members of the Board of Directors. During 2023, the Board held a total of twelve meetings, of which two physical meetings, nine by video conference and one by circulation.

**Evaluation of the Board of Directors and the Managing Director**

The Chairman of the Board annually conducts an evaluation of the Board by distributing self-assessment forms and conducting one-on-one interviews with the other Board members with a view to assessing how well the Board functions and whether there are areas that need improvement or competences that are deemed lacking. The Chairman compiles the results of the self-assessment forms and interviews and presents them to the Nomination Committee along with any issues raised by Board members during the year.

The Board evaluates the work of the Managing Director at one of the in-person meetings in the form of a discussion in camera (without management present) at which the performance of senior management is also discussed.

**Work and Responsibilities**

The Board of Directors adopts decisions on overall issues affecting the group which include preparing and issuing investment recommendations to the Boards of the subsidiaries. The Board of Directors' primary duties are the organization of the Company and the management of the Company's operations including:

- Decisions regarding the focus of the business and adoption of Company policies;
- Supply of capital;
- Appointment and regular evaluation of the work of the Managing Director and Company management;
- Approval of the reporting instructions for the Company management;
- Ensuring that the Company's external communications are open, objective and appropriate for target audiences;
- Ensuring that there is an effective system for follow-up and control of the Company's operations

**Composition of the Board of Directors, elected on May 4, 2023, including meeting attendance**

Name	Elected to the Board	Position	Independent in relation to the Company and the Company's management	Independent in relation to the Company's major shareholders	Attended Board meetings	Annual Board fee, USD thousand <sup>1</sup>
Tom Dinkelspiel	2023	Chairman	Yes	No	100%	83 <sup>2,3</sup>
Josh Blachman	2013	Member	Yes	Yes	100%	101 <sup>2</sup>
Per Brilioth	2007	Member	No	Yes	100%	–
Ylva Lindquist	2015	Member	Yes	Yes	100%	99
Keith Richman	2013	Member	Yes	Yes	100%	101 <sup>3</sup>
Kelly Merryman Hoogstraten	2023	Member	Yes	Yes	100%	63
Number of meetings					12	447

1. The table shows the remuneration as resolved at the 2023 AGM.

2. Includes remuneration for participation in the Audit Committee.

3. Includes remuneration for participation in the Compensation Committee.

and financial position vis-à-vis the established goals; and

- Follow-up and monitoring that the operations are carried out within established limits in compliance with laws, regulations, stock exchange rules, and customary practice on the securities market.

The Board shall on a continuous basis (at least once a year) meet with the Company's auditors to stay informed of the direction and extent of the audit. The Board and the auditors shall also discuss the coordination between internal control and external audit and the auditors' views on potential risks to the Company's quality of reporting.

The Board shall on an annual basis in connection with the end of the financial year, evaluate the performance by the Company's auditors. They shall inform the nomination committee of the result of the valuation, to be considered when they nominate auditors for the AGM.

The Board shall further assist the nomination committee in the process of nominating auditors and proposing the remuneration for the auditors.

#### **Sub-committees of the Board**

The Board has among its members constituted an Audit Committee and a Compensation Committee.

#### **Audit Committee**

The main tasks of the Audit Committee follow from Chapter 8, Section 49b of the Swedish Companies Act, which prescribes in pertinent part that, provided the responsibility and tasks of the Board shall not be otherwise affected, the Audit Committee shall:

1. Supervise the Company's financial reporting and issue recommendations and proposals to ensure the veracity of the reporting;
2. With regard to the financial reporting, supervise the effectiveness of the Company's internal controls and risk management;
3. Keep informed of the audit of the Annual Report and Group Annual Report and of the conclusions of the quality control of the Swedish Inspectorate of Auditors;
4. Inform the Board on the results of the audit and on the manner in which the audit contributed to the veracity of the financial reporting and the role played by the Audit Committee;

5. Review and supervise the impartiality and independence of the Auditor and in particular note whether the Auditor provides other services to the Company besides audit services; and
6. Contribute to the proposal to the General Meeting regarding election of Auditors.

The Audit Committee consists of Josh Blachman and Tom Dinkelspiel and has held four meetings during 2023. Josh Blachman was present on all meetings and Tom Dinkelspiel was present on the two meetings held after he had been appointed in connection with the 2023 AGM.

#### **Compensation Committee**

The main task of the Compensation Committee is to review and propose amendments to the Remuneration Principles as well as to propose for the Board's consideration the structure and size of the Company's long term incentive programs and other variable remuneration as well as the annual remuneration of the Managing Director. The Compensation Committee consists of Keith Richman (Chair), Tom Dinkelspiel and Ylva Lindquist. The Compensation Committee has held three meetings during 2023, where all members were present.

#### **Management**

The Managing Director, who is a member of both the Board of Directors as well as of group management, prepares and issues investment recommendations in co-operation with the other members of the Board. For a detailed presentation of the management, see the section "*Board of Directors, Group Management and Auditors*".

#### **Group Management up until November 30, 2023**

Per Brilioth: Managing Director.  
Nadja Borisova: Chief Financial Officer.  
Anders F. Börjesson: General Counsel.  
Björn von Sivers: Investor Relations and Investment Manager.

#### **Group Management from December 1, 2023**

Per Brilioth: Managing Director.  
Björn von Sivers: Chief Financial Officer and Senior Investment Director.  
Elise Kielos: General Counsel.

Per Brilioth: *Managing Director*  
See heading "*Board of Directors*" above.

*Nadja Borisova: Chief Financial Officer (up until November 30, 2023)*

Swedish citizen, born 1968. Employed since 2010. Holdings in the Company per November 30, 2023: 181,851 Common Shares (of which 3,333 are Saving Shares under LTIP 2023), 75,000 Shares of Class C 2023 and 75,000 Shares of Class D 2023.

*Anders F. Börjesson: General Counsel (up until November 30, 2023)*

Swedish citizen, born 1971. Employed since 2008. Holdings in the Company per November 30, 2023: 97,216 Common Shares (of which 3,333 are Saving Shares under LTIP 2023), 75,000 Shares of Class C 2023, 75,000 Shares of Class D 2023 and, 3,426 Common Shares which are held by closely associated persons.

*Björn von Sivers: IR and Investment Manager (up until November 30, 2023), thereafter Chief Financial Officer and Senior Investment Manager*  
Swedish citizen, born 1988. Employed since 2012. Holdings in the Company: 48,982 Common Shares (of which 16,666 are Saving Shares under LTIP 2023), 375,000 Shares of Class C 2023 and 375,000 Shares of Class D 2023.

*Elise Kielos: General Counsel (from December 1, 2023)*

Swedish citizen, born 1993. Employed since 2022. Holdings in the Company: 4,552 Common Shares (of which 4,444 are Saving Shares under LTIP 2023), 100,000 Shares of Class C 2023 and 100,000 Shares of Class D 2023.

#### **Other Management**

In addition to the group management, the group retains the services of local directors in its subsidiaries, of whom four in Cyprus and one in Bermuda.

#### **Investor Relations**

The Investor Relations function of the Company is handled in-house by Björn von Sivers.

#### **Remuneration of the Board of Directors and Group Management**

*Remuneration of the Company's Board of Directors*  
At the 2023 AGM it was resolved that the remuneration of the Board of Directors should be a total of USD 500 thousand, with USD 120 thousand to the Chairman and

USD 95 thousand to each of the four other Directors who were not employed by the Company and that a total of USD 24 thousand be allocated to work on Board committees, of which USD 6 thousand to each of the members of the Audit Committee and USD 6 thousand to each of the members of the Compensation Committee. It is noted that Tom Dinkelspiel waived his remuneration for the work in the Compensation Committee. The Nomination Committee encourages each Director – for so long as the value of his or her shareholding in the Company is less than their annual Board fee – to apply 25 percent of their annual Board fee toward purchasing shares in the Company.

#### **Remuneration of the Senior Management**

New guidelines for the remuneration of senior management (the "**Guidelines**") were adopted at the 2020 AGM. The Guidelines are valid for four years meaning they are still in force. New guidelines will be adopted at the 2024 AGM. No material changes are expected and the board's final proposal for new guidelines will be presented before the 2024 AGM and be published on the Company's website.

The Guidelines stipulate that remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of the Guidelines – resolve on share or share price-related remuneration as well as other forms of remuneration without limitation.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 100 per cent of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance and one-time highly remarkable achievements and results. Such remuneration may not exceed an amount corresponding to 200 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the Board of Directors based on a proposal from the Compensation Committee.

For the Managing Director and other executives, pension benefits, including health insurance, shall be premium defined. Variable cash remuneration shall not

qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (Sw. *sjukvårdsförsäkring*) and partial compensation for loss of salary in connection with parental leave. Such benefits may amount to not more than 50 per cent of the fixed annual cash salary.

In 2023, the Managing Director received a fixed annual salary of USD 509 thousand (year 2022: USD 502 thousand). The Managing Director was awarded variable remuneration for 2023 in the amount of USD 1,365 thousand (year 2022: USD 320 thousand). The Managing Director has a pension plan based on Swedish market practice, which is accounted for as a defined contribution plan in accordance with IAS 19. The premium is calculated on the basis of the Managing Director's base salary. The Managing Director is entitled to twelve months' full salary in the event of termination by the Company. Should he himself choose to resign the notice period is six months.

In 2023, the combined fixed annual salary to the other senior executives amounted to a total of approximately USD 603 thousand (year 2022: USD 623 thousand). The senior management was awarded variable remuneration for 2023 in the amount of USD 1,372 thousand (year 2022: USD 597 thousand). Like the Managing Director, the other senior executives have a pension plan based on Swedish market practice, which is accounted for as a defined contribution plan in accordance with IAS 19. The premium is calculated on the basis of base salary. Other benefits include market-based work injury insurance, life insurance, private health insurance as well as compensation for loss of salary in connection with parental leave. The employment agreements of the other members of the group management have a six months' notice period if the Company terminated the agreement and a three months' notice period if the employee terminates the agreement.

### Incentive Programs

#### Outstanding programs C 2023 and D 2023

VNV Global operates long-term incentive programs for management and key personnel. The purpose of the programs is to encourage personnel to work in the long term and to further commit them to the Company. In 2023, two separate new incentive programs for management and key personnel, Series C 2023 and Series D 2023, were launched to replace the incentive

programs 2019 to 2022. The 2019 to 2022 programs were cancelled, with the exception of some vested shares in the 2022 program. The C 2023 and D 2023 programs contain a five-year performance period (10/2023 to 3/2028).

The incentive program C 2023 ties rewards to performance of the VNV Global share price and the incentive program D 2023 ties rewards to performance of the Company's net asset value.

Some or all of the incentive shares will be redeemed or reclassified as ordinary common shares. If the performance conditions are not fulfilled, then the incentive shares will be redeemed at nominal value and cancelled.

The participants will be compensated for dividends and other value transfers to the shareholders during the term of the program. The participants are also entitled to vote for their shares of Series C 2023 and D 2023 during the measurement period. If a participant ceases to be employed by the Group within this period, the plan shares will be redeemed, unless otherwise resolved by the Board on a case-by-case basis. The fair value of the shares of Series C 2023 and D 2022 on the grant date was calculated on the basis of the market price of the Company's shares on the grant date and prevailing market conditions by using a Monte Carlo Valuation Method.

The Company has compensated participants for the tax impact arising from the fact that the subscription price was below fair market value. The cost of this subsidy, social fees excluded, is distributed over five years and amounted to USD 0.3 mln for LTIP C 2023 and USD 0.1 mln for LTIP D 2023.

#### Redeemed and Canceled Plan Shares

During November 2023, 2,008,545 incentive shares of Series C 2019, 502,138 incentive shares of Series C 2020, 560,000 incentive shares of Series C 2021 and 1,078,001 incentive shares of Series C 2022 have been redeemed and canceled under the terms of the respective program.

#### Other Matters related to Remuneration

In addition to their Board fees as resolved by the 2023 AGM, two Directors, Josh Blachman and Keith Richman, have during 2023 received remuneration for consultancy services outside the scope of their duties as Directors in the Company under separate contracts. During 2023, the gross annual cost per contract was USD 102 thousand for Keith Richman and USD 77 thousand for Josh Blachman.

There are no agreements on severance payment or pensions for the Board of Directors with the exception for Per Brilioth's pension agreement in his capacity as Managing Director, see "*Remuneration of the Senior Management*" above.

Except as otherwise stated there are no reserved or accrued amounts in the Company for pensions or other post-employment or post-assignment for members of the Board of Directors or the senior executives.

#### Treasury Shares

As of January 1, 2023, the Company had repurchased 322,871 shares pursuant to a repurchase mandate granted at the 2022 AGM. During 2023, 0 shares were repurchased, and 322,871 previously repurchased shares were cancelled. As of December 31, 2023, the Company thus, owned no own shares.

#### Auditors

At the 2022 AGM, the audit firm PricewaterhouseCoopers AB, Sweden ("**PwC**"), was appointed as auditor for the period up to the next AGM.

Bo Karlsson, born 1966. Authorized Public Accountant at PwC's Gothenburg office and serves as Auditor in charge since the Annual General Meeting 2022.

During 2023, PwC conducted their review of the Company's interim report for the third quarter in accordance with ISRE 2410.

In addition to the audit assignment, the Company has consulted with PwC in connection with the rights issue as well as on general tax and accounting issues. The remuneration paid to PwC during 2023 is disclosed in note 6 to the consolidated financial statements.

PwC is obliged to verify its independence before accepting independent advisory assignments from the Company.

#### Internal control

The Board of Directors is responsible for the Company's organization and administration of the Company's activities, which includes internal control. Internal control in this context regards those measures taken by the Company's Board of Directors, management and other personnel, to ensure that bookkeeping, asset management and the Company's financial condition in general are controlled in a reliable fashion and in compliance with relevant legislation, applicable accounting standards and other requirements for listed

companies. This control is exercised by the Board in its entirety. This report on internal control is made in accordance with section 7.4 of the Code, which governs internal control over the financial reporting, and in accordance with guidance provided by FAR, the institute for the accounting profession in Sweden, and by the Confederation of Swedish Enterprise.

VNV Global is an investment company whose main activity is the management of financial investments. As such, the Company's internal control over financial reporting is focused primarily on ensuring an efficient and reliable process for managing and reporting on purchases, sales and holdings of shares and equity-related instruments. According to the Swedish Corporate Governance Code, the Board shall ensure that the company has an adequate internal control and shall continuously evaluate the Company's internal control system. Since VNV Global is a relatively small organization, the Board has decided that an internal audit function is not needed, since the internal control can be maintained through the work methods described above. The system of internal control is normally described in terms of five different areas that are a part of the internationally recognized framework introduced in 1992 by The Committee of Sponsoring Organizations in the Treadway Commission (COSO). These areas, described below, are control environment, risk assessment, control activities, information and communication and monitoring.

Management continuously monitors the Company's operations in accordance with the guidelines set out below.

#### Control environment

The control environment, which forms the basis of internal control over financial reporting, to a large extent exists of the core values which the Board of Directors communicate and themselves act upon. VNV Global's ambition is that values such as precision, professionalism and integrity should permeate the organization. Another important part of the control environment is to make sure that such matters as the organizational structure, chain of command and authority are well defined and clearly communicated. This is achieved through written instructions and formal routines for division of labor between the Board of Directors on the one hand, and management and other personnel on the other. The Board of Directors establishes the general guidelines for VNV Global's core business, which comprises purchases, sales and holdings of shares

and equity-related instruments. To ensure a reliable and predictable procedure for purchases and sales of securities the Company has established a sequential process for its investment activities. The Board of Directors as a whole is responsible for identifying and reviewing potential investments or divestments. After review, a majority is needed to issue a recommendation for sale or purchase, upon which investment decisions are made by the board of directors of VNV (Cyprus) Limited, VNV Sweden AB or, in certain cases, of Vostok Co-Investment Coöperatief BA. As for the investment process, as for all other company activities they are governed by internal guidelines and instructions. VNV Global has a small and flat organizational structure. The limited number of staff members and the close cooperation among them contribute to high transparency within the organization, which complements fixed formal control routines. VNV Global's Chief Financial Officer is responsible for the control and reporting of the Company's consolidated economic situation to management and Board of Directors.

#### **Risk assessment**

The Board of Directors of VNV Global is responsible for the identification and management of significant risks for errors in the financial reporting. The risk assessment specifically focuses on risks for irregularities, unlawful benefit of external parties at VNV Global's expense and risks of loss or embezzlement of assets. It is the ambition of VNV Global to minimize the risk of errors in the financial reporting by continuously identifying the safest and most effective reporting routines. An internal control review is performed by management and assessed by the Board of Directors on a quarterly basis in connection with the review of the Company's quarterly reports. The Company's flat organizational structure and open internal communication facilitate the work to identify potential shortcomings in the financial reporting, and also simplify implementation of new, safer routines. The Board of Directors puts most effort into ensuring the reliability of those processes that are deemed to hold the greatest risk for error or where potential errors would have the most significant negative effect. Among other things this includes establishing clearly stated requirements for the classification and description of income statement and balance sheet items according to generally accepted accounting principles and applicable legislation. Another example is the routine of a sequential procedure for investment recommendations and approvals of the same.

#### **Control activities**

To verify compliance with the requirements and routines established in response to the risk assessment made, a number of concrete control activities need to be put in place. The purpose of the control activities is to prevent, detect and rectify any weaknesses and deviations in the financial reporting. For VNV Global's part such control activities include the establishment of verifiable written decisions at every instance in the investment procedure. In addition, after every completed transaction, purchase or sale, the whole process is examined to verify the validity of the transaction, from recommendation to approval, execution and entry of the transaction into the Company's books. Bank and share ledger reconciliations are also performed and compared to reported financial statement items. Control activities also include permanent routines for the presentation and reporting of company accounts, for example monthly reconciliations of VNV Global's assets and liabilities as well as quarterly reconciliation of portfolio changes. Special focus is also put on making sure that the requirements and routines for the accounting procedure, including consolidation of accounts and creation of interim and full year reports comply with pertinent legislation as well as generally accepted accounting principles and other requirements for publicly listed companies. Controls have also been carried out to ensure that the IT-/computer systems involved in the reporting process have a sufficiently high dependability.

#### **Regulatory Compliance**

VNV Global acknowledges the importance of complying with international best practice in relation to such fields as anti-bribery, anti-money laundering and international sanctions. These issues become all the more relevant with the Company's expanding geographic footprint, which includes jurisdictions which are subject to international sanctions and with a perceived heightened risk for corruption. To ensure full compliance by the Company and its portfolio companies with international norms, the Company has commissioned a tailored Compliance Toolbox, which includes checklists for use before and after investing, due diligence questionnaires and model contract clauses, all with the aim of ensuring that compliance permeates all aspects of the investment process. With the Compliance Toolbox now in its fourth year of operation, management continues to implement and adjust its content to make sure that the right balance between stringent control and expediency are maintained.

#### **Information and communication**

VNV Global has tried to ensure an efficient and accurate provision of information internally and externally. For this purpose, the Company has established fixed routines and invested in reliable technical applications to guarantee a fast and reliable way of sharing information throughout the organization. Internal policies and general guidelines for financial reporting are communicated between the Board of Directors, management and other personnel through regular meetings and e-mails. VNV Global's flat organizational structure and limited number of staff members further contributes to the efficient sharing of accurate information internally. To ensure the quality of the external reporting, which is an extension of the internal reporting, there is a written communication policy which sets out what information shall be communicated and how it shall be communicated.

#### **Monitoring**

The Board of Directors receives monthly NAV reports and detailed quarterly reports on VNV Global's financial position and changes in its holdings. The Company's financial situation and strategy are discussed at every Board meeting, as well as any problems in the business and financial reporting since the last Board meeting. Potential reported shortcomings are followed up via management. The Company prepares interim reports four times annually which are reviewed by the Board. A review of the Company's accounts is also performed by the Auditors at least once a year in addition to the comprehensive audit in connection with the Annual Report.

VNV Global is in full compliance with the NOREX member rules for issuers, which are rules and regulations for members and trading in the SAXESS system for each exchange in the NOREX-alliance, i.e. Nasdaq Nordic Exchanges in Copenhagen, Helsinki, Iceland and Stockholm, and Oslo Börs. There has not been any infringement to fair practices on the Swedish stock market.

Tom Dinkelspiel  
*Chairman*

Josh Blachman  
*Board member*

Ylva Lindquist  
*Board member*

Kelly Merryman Hoogstraten  
*Board member*

Keith Richman  
*Board member*

Per Brilioth  
*Managing Director and Board member*

# Auditor's report on the Corporate Governance Statement

To the general meeting of the shareholders in  
VNV Global AB (publ), corporate identity number  
556677-7917

## Engagement and responsibility

It is the board of directors who is responsible for the corporate governance statement for the year 2023 and that it has been prepared in accordance with the Annual Accounts Act.

## The scope of the audit

Our examination has been conducted in accordance with FAR's auditing standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

## Opinions

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2–6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Gothenburg, February 16, 2024

## PricewaterhouseCoopers AB

Bo Karlsson  
*Authorized Public Accountant*  
*Auditor in charge*

Johan Brobäck  
*Authorized Public Accountant*

**VNV Global AB (publ)**  
Mäster Samuelsgatan 1, 1st floor  
SE-111 44 Stockholm  
Sweden

Phone +46 8 545 015 50  
Fax +46 8 545 015 54

[www.vnv.global](http://www.vnv.global)  
[info@vnv.global](mailto:info@vnv.global)

