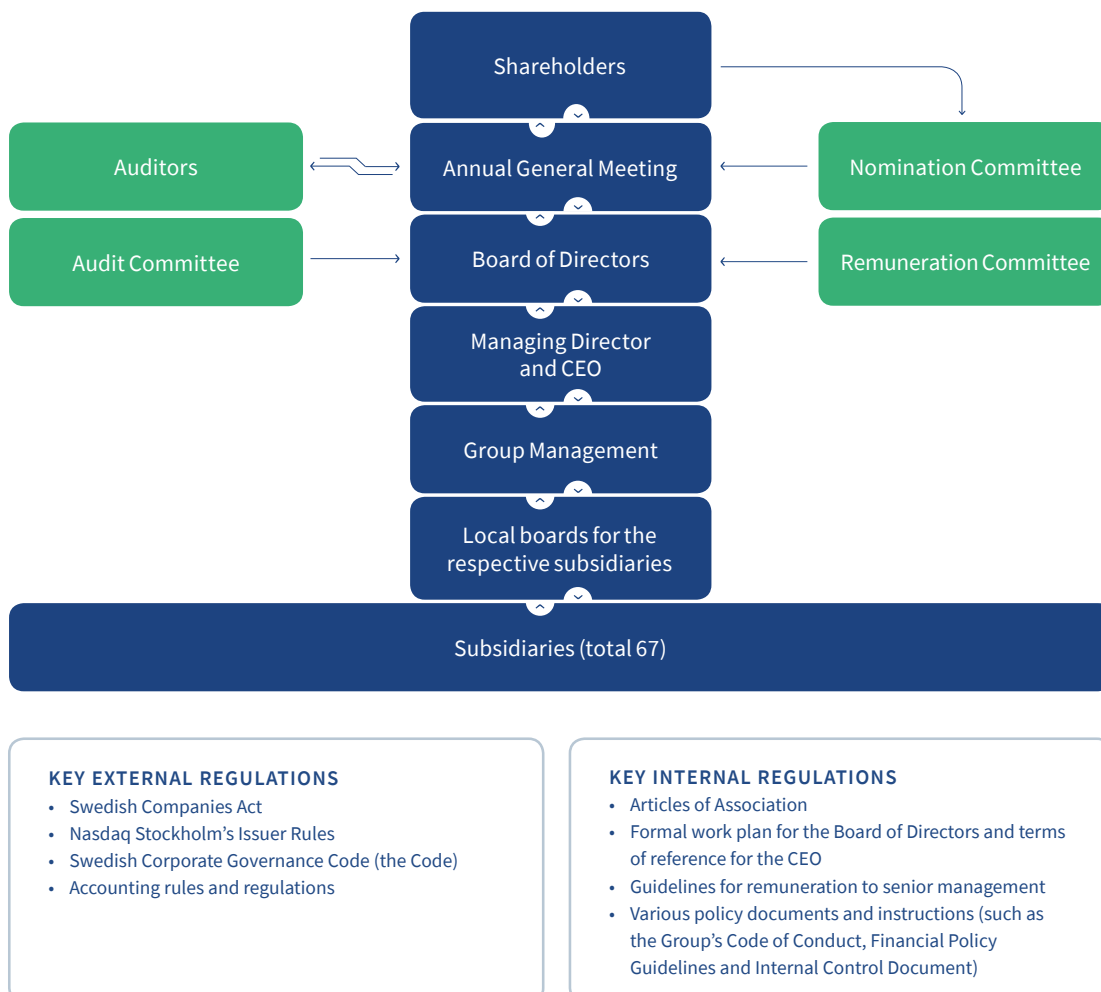


Corporate Governance

Decentralised governance and responsible decision making is one of Fagerhult's strengths, and permeates the entire organisation. The objective of corporate governance is to ensure that this is conducted in a clear, effective, reliable and business oriented manner. Corporate governance is designed to support the company's long-term strategies, market presence and competitiveness. At the same time, it should help maintain confidence in the Fagerhult Group among stakeholders, such as; shareholders, customers, suppliers, capital markets, society and employees.



Shareholders and general meetings of shareholders

The shareholders' rights to decide on Fagerhult's affairs are exercised at the Annual General Meeting (AGM), or if appropriate, the Extraordinary General Meeting (EGM), which is the company's highest decision making body. The AGM is to be held no later than six months after the end of the financial year and is usually held in late-April to mid-May. At the AGM, the shareholders elect the company's Board of Directors and appoint external auditors and decide on their fees. Furthermore, the AGM resolves on whether to adopt the income statements and balance sheets, to approve the appropriation of the company's profit and to discharge the Board and CEO from liability. The AGM also resolves on the composition of the Nomination Committee and its work, and makes decisions on principles for remuneration and other terms of employment for the CEO and other senior management.

The number of shareholders at year end was 6,917 (5,774). The largest individual shareholder is Investment AB Latour, in which the Douglas family are the main shareholders and hold a total of 46.3 per cent (48.3). For more information on the ownership structure, share capital, share price development, etc., please refer to the section on the Fagerhult share on pages 48–50 and to Note 34.

2019 Annual General Meeting

The 2019 AGM was held on 13 May in Habo. A total of 89 (104) shareholders were present at the meeting, representing 66.1 (69.7) per cent of the votes. Minutes from the AGM can be found on Fagerhult's website. All resolutions were passed with the required majority. Below is a selection of the resolutions passed at the meeting:

- Resolution on the distribution of a dividend of SEK 2.00 (2.00) per share.
- Eric Douglas, Cecilia Fasth, Morten Falkenberg and Jan Svensson were re-elected to the Board of Directors with Teresa Enander and Annica Bresky being elected as new members to the board.
- Jan Svensson was re-elected Chairman.
- Jan Svensson was co-opted ("adjungerad") to the Nomination Committee and he was also granted the authority to appoint four additional members, one each representing the four largest shareholders and for the details of this to be published no later than in connection with the Company's third quarter report.
- The AGM resolved to introduce a performance-based share-savings plan for senior management, "The Performance Based Share Program 2019".
- The AGM resolved to grant the Board of Directors authorisation to buy back the company's own shares, corresponding to a maximum of 10 per cent of total share capital, for the period until the date of the next AGM.

2019 Extraordinary General Meeting

On 7 February 2019 an EGM was held in Habo. The EGM was called to propose and resolve upon matters relating to the acquisition of iGuzzini illuminazione S.p.A. A total of 34 shareholders were present at the meeting, representing 71.6 per cent of the votes.

Minutes from the EGM can be found on Fagerhult's website. All resolutions were passed with the required majority;

- The Meeting resolved to amend § 4 and § 5 of the articles of association regarding the limits for share capital and number of shares.
- The Meeting resolved to grant authorization to the Board of Directors, up until the next annual general meeting, on one or several occasions, to resolve on the issue of new shares to form part of the purchase price for the acquisition of iGuzzini Illuminazione S.p.A. (the "Issue In-Kind").
- The Meeting resolved to grant authorization to the Board of Directors, up until the next annual general meeting, on one or several occasions, to resolve on the issue of new shares against cash payment with pre-emptive rights for the shareholders.

Nomination Committee

The Nomination Committee is to be formed after the Chairman of the Board has identified the four largest shareholders in the Company in terms of the number of votes that are to make up the Nomination Committee along with the Chairman who is cop-opted ("adjungerad"). The identity of these shareholders is to be based on the shareholders' register and list of nominees maintained by Euroclear Sweden AB and refer to those shareholders registered under their own names or as members of an owner group as per 31 August 2019. It shall not be necessary to change the composition of the Nomination Committee if only marginal changes in the ownership of shares occur after this date. The mandate for the Nomination Committee is until a new Nomination Committee is appointed.

LARGEST SHAREHOLDERS AS PER 31 AUGUST 2019

Name	No. of shares	Share capital and voting rights, %
Investment AB Latour	78,410,480	44.3
Lannebo Funds	13,511,460	7.6
FMR, Fidelity (US)	10,568,173	6.0
The Svensson family, foundation and company	9,618,442	5.4
Swedbank Robur		
Small Business Funds	8,510,529	4.8
Fimag S.p.A.	8,442,313	4.8
Nordea Funds	4,949,059	2.8

The Nomination Committee consists of the following individuals together with the names of the shareholders that they represent; Jan Svensson as Chairman of the Board of AB Fagerhult co-opted not entitled to vote, Johan Hjertson representing

THE NOMINATION COMMITTEE AHEAD OF 2020 AGM COMPRISES:

Member of the Nomination Committee	Representing	Participation/votes, %	Member of the Nomination Committee since
Jan Svensson (not entitled to vote)	Chairman of the Fagerhult Board	n/a	2008
Johan Hjertonsson	Investment AB Latour	46.3	2019
Johan Ståhl – Chairman	Lannebo Funds	7.6	2004
Evert Carlsson	Swedbank Robur Small Business Funds	3.2	2017
Adolfo Guzzini	Fimag S.p.A.	3.7	2019

Board of Directors elected by the AGM	Elected	Born	Fee	Number of shares/votes	Independent in relation to the owners	Independent in relation to the Company	Number of meetings – participated in
Chairman, Jan Svensson	2007	1956	750,000	37,800	No	Yes	9
Vice Chairman, Eric Douglas	1993	1968	350,000	82,622,480 ¹	No	Yes	8
Board Member, Cecilia Fasth	2014	1973	350,000	9,205	Yes	Yes	8
Board Member, Teresa Enander	2019	1979	350,000	4,200	Yes	Yes	4
Board Member, Annica Bresky	2019	1975	350,000	3,780	Yes	Yes	4
Board Member, Morten Falkenberg	2017	1958	350,000	14,325	Yes	Yes	9
Total			2,500,000	82,691,790 (46.9%)	4 (67%)	6 (100%)	9

1. Sum total of directly and indirectly held shares and shares representing other owners.

Investment AB Latour, Johan Ståhl (Chairman of the Nomination Committee) representing Lannebo Funds, Evert Carlsson representing Swedbank Robur Small Business Funds and Adolfo Guzzini representing Fimag S.p.A. The Nomination Committee for the 2020 AGM is also described above.

The Committee's representatives have broad and extensive experience of Board work and work on Nomination Committees.

The work of the Nomination Committee takes place during the end of the financial year and at the start of the new financial year. Prior to an AGM at which auditors are to be appointed, the Nomination Committee collaborates with the Audit Committee, which works with the evaluation of the work of the auditors. The Nomination Committee is to observe the guidelines that apply to independent Board members under the Swedish Corporate Governance Code when making nominations to the AGM. Shareholders have the opportunity to submit written proposals to the Nomination Committee.

External auditors

The company's auditor, elected at the AGM, examines AB Fagerhult's annual report and consolidated accounts, the administration of the company by the Board of Directors and the CEO, and the annual accounts of subsidiaries, and submits an audit report.

The audit is conducted in accordance with the Swedish Companies Act, International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden.

At the 2019 AGM, Öhrlings PricewaterhouseCoopers were re-appointed as auditors, with Peter Nyllinge as the Auditor-in-

Charge. Among his major auditing assignments, Peter Nyllinge also has Sandvik and Svensk Export Kredit.

The auditor participated at the Board and Audit Committee meeting in February 2019 and then reported on the 2018 audit. The auditor also participated at the Audit Committee meeting in December 2019.

Auditing of the Group's companies around the globe is coordinated by Öhrlings PricewaterhouseCoopers. All of the activities of companies with a significant scope of operations, including the newly acquired iGuzzini, are audited by PricewaterhouseCoopers in the respective country with the exceptions of the LED Linear, WE-EF and Veko groups who have a full scope audit by other auditors. For a number of smaller companies, the audit is performed by other accounting firms.

THE BOARD OF DIRECTORS

Board members

The Board of Directors determines issues concerning the Group's strategic focus, finances, investments, acquisitions, sales, organisational matters and rules and policies. The Board of Directors is kept abreast of the company's operations through monthly reports provided by Group Management.

The Board of Directors currently consists of six members elected by the general meeting, as well as two Board members and two deputy members elected by the trade unions. The six Board members combined represent ownership participations equivalent to 47 per cent (52) of the company's share capital and votes. The trade union representatives are the only Board members employed by the Company.

The CEO participates in all Board meetings and on occasion,

other company employees participate in Board meetings in a reporting capacity. The company's Chief Financial Officer serves as the Board's secretary.

For further information concerning the Board members elected at the company's general meeting, refer to the section concerning the Board of Directors on pages 64–65 of this annual report.

The Board's work is regulated by the Swedish Companies Act, the Articles of Association and the formal work plan adopted by the Board.

Among other things, the Board's work plan contains rules stipulating the number of Board meetings to be held each financial year, the issues to be addressed at the meetings, and the division of duties between the Board of Directors and the CEO. The CEO's terms of reference set out the CEO's duties and obligation to report to the Board.

Normally, five Board meetings are held each year and one statutory Board meeting. Four of these meetings address quarterly reports and the year-end report. At least one of the Board meetings takes place in conjunction with a visit to, and an in-depth review of, one of the Group's companies. One Board meeting per year is assigned additional time, and at this meeting a specific focus is placed on strategic issues. During 2019 the Board held 5 normal Board meetings, 1 statutory Board meeting and 3 additional Board meetings on topics specifically related to the acquisition of iGuzzini. The auditor of the company is present at Board meetings when needed, normally once a year. Notices and supporting documents are sent to the Board one week in advance of the Board meetings. When issues are to be decided upon, the Board usually receives supporting documents concerning these issues well in advance.

The Board appoints two different committees annually; the Audit Committee and the Remuneration Committee. The aim of these committees is to enhance and facilitate the Board's work, and to address matters related to each area.

Board of Directors' independence

Fagerhult's Board meets the stipulation in the Code that a majority of the elected members are independent of the company and its management, and that at least two of the members are independent in relation to major shareholders (that is, ownership exceeding 10 per cent). See the table on page 59. The Chairman of the Board, Jan Svensson was not considered independent for the majority of the year, as he represented the company's main shareholder in the roles of CEO and major shareholder in Investment AB Latour, however from 1 September 2019 he became independent. Eric Douglas represents Investment AB Latour and the Douglas family and is not considered to be independent. With the exception of the union representatives no members of the Board are employed by the Group. The Nomination Committee's assessment regarding whether each proposed member meets the independence requirements is announced in connection with the Committee's proposal.

The work of the Board in 2019

The Board met nine times during the year, with one of these meetings being the statutory Board meeting. Three of the nine meetings were fully attended by the Board. Four meetings plus the statutory meeting had one member absent and one board meeting had two members absent. The company's auditor was present at one of the Board meetings and two Audit Committee meetings. These were the Board and Audit Committee meetings in February that addressed the annual accounts for 2018, during which the auditor submitted his findings and the Audit Committee meeting in December.

Important matters dealt with during the year included, amongst other things:

- Long-term operational goals
- The strategic focus of the operations
- Business plans, financial plans and forecasts
- Major investments
- Decisions on long-term financing
- Policies and instructions
- Review of the Group's risk management
- Interim reports and annual accounts
- Reports by the Board's committees
- Review of the Group's CSR position and developments
- Follow-up of the external audit

Evaluation of the work of the Board

The Board will ensure that its work is continuously evaluated through a systematic and structured process. This evaluation is initiated by the Chairman of the Board. Among other things, the process includes an on-line questionnaire in which Board members have the opportunity to express their opinion of the Board's work and to propose ways to improve it. The results of the evaluation are disclosed to the Board, followed by discussions and decisions regarding changes in working methods.

The Board continuously evaluates the work of the CEO and Group Management.

The Audit Committee

The main duty of the Audit Committee is to audit the Group's accounting and financial reporting, as well as to remain in continuous contact with the auditors and review their work plan and fees. Furthermore, the Committee is to assist the Nomination Committee in its choice of auditors and their fees prior to those AGMs at which the appointment of auditors takes place.

In 2019, the Audit Committee was established as Cecilia Fasth as Chair and Teresa Enander as member. The CFO attended all Audit Committee meetings and the auditors attended two of the meetings. During the year, the Audit Committee had three meetings of which two were fully attended. The Chair of the Audit Committee gave a brief report to the Board at the December Board meeting.

The Remuneration Committee

The work of the Remuneration Committee is, on behalf of the Board, to prepare and negotiate issues concerning the salary and other remuneration to the CEO, and to approve the CEO's proposals for salaries and remuneration for the other members of senior management.

Its duties also include examining the fees to Board members in the event that they are engaged as consultants by the company's management. The Committee also addresses any Group-wide bonus system and option programmes.

Decisions concerning remuneration for the CEO are determined by the Board.

The Remuneration Committee consists of Jan Svensson (Chairman of the Board) and Eric Douglas (Vice Chairman of the Board). The Committee has had two meetings during the year, at which both members were present.

CEO and Group Management

Fagerhult's President and CEO is responsible for leading and developing operating activities pursuant to the guidelines and instructions issued by the Board. The framework is provided by the terms of reference issued to the CEO, which are determined annually by the Board.

The CEO is assisted by Group Management, consisting of the heads of business areas and staff units. In consultation with the Chairman, the CEO compiles the necessary information and documentation which provides the basis for the Board's work and for the Board to make informed decisions. The CEO is responsible for bringing matters to the attention of the Board and for motivating proposed decisions. The CEO is responsible for and reports on an ongoing basis to the Board on the company's development. In addition, the CEO leads the work of the Group Management and makes decisions in consultation with other members of management.

The CEO owns 7,706 shares in the company and this is stated in the presentation of the management on pages 66–67. The holding is not classified as significant and the CEO has no partnership in companies that have significant business relationships with companies in the Fagerhult Group.

During the year, the Group Management comprised the CEO, the CFO, the head of HR plus five managers with responsibility for the regional business areas and operations.

Group Management has had regular monthly meetings during the year where it followed up operations, discussed matters affecting the Group and drafted proposals for strategic alignment plans and budgets, which the CEO presented to the Board for decision. During 2019, five of the meetings were longer meetings of 2 days, during which the future strategy was discussed in more detail.

Management of subsidiaries

Fagerhult's operations are organised into four business areas which include 68 subsidiaries. The operations of the

respective subsidiaries are controlled by their Boards. The Boards of the subsidiaries consist of, among others, the managing director of the subsidiary, at least one business area manager and, in most cases, the Group's CEO and Group's CFO. A formal work plan is established annually for each subsidiary, in which responsibilities and authorities are clearly delegated and where the work of the subsidiary's Board is governed.

Fagerhult has a decentralised structure, with a strong focus on responsibility and performance, which combines with clear, Group-wide processes to realise synergies. The Company's senior managers and specialists meet continuously to reach a broad consensus on important issues.

Fagerhult's Code of Conduct and Fagerhult's global presence demand that our employees and business partners take responsibility – for themselves and for each other. The Code clarifies Fagerhult's position on issues related to human rights, labour conditions, the environment, business ethics and communication. The Code applies to all Fagerhult employees regardless of their position. The Board and Group Management have a particular responsibility to promote the application of the Code of Conduct. The Code is also communicated to all of Fagerhult's business partners with the expectation that it is complied with. Fagerhult acts as a reliable and honest Group that lives up to its commitments.

Fagerhult believes in long-term business relationships in which we, together with our business partners, create a basis for strong financial results, concern for the environment and social commitment.

REMUNERATION TO THE MANAGEMENT AND BOARD

Guidelines for remuneration to senior management

Remuneration to the CEO and other senior management consists of a fixed basic annual salary plus an annual variable remuneration in the form of a bonus scheme tied to relevant and appropriate performance measures plus a company car benefit and a pension scheme with contributions made by the employer and employee. Annual variable remuneration is based on achieving goals and is maximised at 30–50 per cent of the fixed basic annual salary. These guidelines are also proposed for future years.

In 2012, a long-term incentive scheme was introduced in the form of a performance-based share-savings plan for senior management. The first scheme was in place between 2012 and 2015 and the AGMs in 2013 to 2019 inclusive also resolved to approve additional share-savings plans that each extended over three years.

The remuneration to senior management supports the company's strategy and long term development and sustainability in several ways. Firstly, the total compensation is scheduled during the current year as a basic salary plus the annual bonus aimed at improving the overall result. Most importantly the long-term incentive scheme seeks performance in the longer, two-three year term by focusing on sustained delivery.

Secondly, the annual bonus scheme is frequently focussed on specific longer term aspects, for example sustained growth. Also, the annual schemes and long term schemes tie employees in together working in teams.

Fixed annual basic salaries for staff and senior management are reviewed simultaneously, thereby ensuring consistency of levels of increase. Often, there are many members of staff who are offered an annual bonus scheme, which again is tied to similar performance criteria to those of senior management.

The establishment and development of the executive remuneration policy is made by a combination of the board and the remuneration committee, sometimes with input from the market outside.

Long-term incentive scheme

In 2012, a long-term incentive scheme was introduced in the form of a performance-based share-savings plan for senior management. The first plan was approved by the 2012 AGM and runs from 2012 to 2015. The AGMs in 2013 to 2019 inclusive also resolved to approve additional share-savings plans that each extended over three years.

For further information on guidelines for remuneration, please refer to the material enclosed with the notice of the AGM. For additional information; see Note 2.

Remuneration to the Board

Fees payable to Board members are determined annually by the AGM. Board members who are also employees of the company receive no Board fees. From 2019 fees are also payable to members of the Audit Committees, separate than the standard Board fee. In 2019, remuneration was paid in accordance with the table on page 59.

Remuneration to the auditors

In 2019, remuneration was paid in accordance with Note 27 on page 103.

INTERNAL CONTROL OF FINANCIAL REPORTING

Internal control aims to ensure accurate and reliable financial reporting and accounting in line with applicable laws and regulations, accounting standards and other requirements for listed companies.

Control environment

The control environment comprises the values and ethics which the Board of Directors, Audit Committee, the CEO and Group Management communicate and operate under. The basis of internal control for financial reporting consists of the control environment together with the organisation, decision-making paths, authorities and responsibilities which are documented and communicated in governing documents. One example is the division of responsibilities between the Board and the CEO and instructions regarding the delegation

CODE OF CONDUCT

Our global presence demands that our employees and business partners take responsibility for themselves and for each other. Therefore, we have created a regulatory framework, our Code of Conduct.

Our Code of Conduct should be followed by everyone included in our Group, employees as well as the Board and Management. We also communicate our Code of Conduct to our business partners, with the expectation that it is complied with.

Our Code of Conduct states, amongst other things, that we will act as a reliable and honest Group that lives up to its commitments. We believe in long-term business relationships in which we, together with our business partners, create a basis for strong financial results, concern for the environment and social commitment.

of authority, as well as instructions applying to the accounting and reporting. Important internal control instruments include Fagerhult's Code of Conduct and values. The Code includes principles governing how business is to be conducted and was reinforced during late 2019 as 1,694 managers across the group underwent an online training and testing process. These values represent a long-term commitment and a shared base connected to the business concept and strategies guiding employees in daily operations.

Fagerhult is characterised by a decentralised organisation based on goal-oriented management, where good performances are rewarded.

Financial reporting to the Board

The CEO is responsible for ensuring that the Board receives the reports required for its ongoing assessment of the company's and the Group's financial positions. Fagerhult's Board receives monthly financial reports and the Group's financial situation is addressed at each Board meeting.

Risk assessment

Regarding financial risk assessment, the risks are assessed as mainly relating to the potential for material misstatement in the reporting of the company's financial position and performance. To minimise these risks, governing documents have been established for accounting, for procedures for annual reporting and for follow-up of reported annual accounts. Fagerhult's Board regularly assesses reporting from a risk perspective. As a support for these assessments, profit/loss items and balance-sheet items are compared with previous reports as well as budgets and forecasts. The risks identified in the financial reporting are managed through the Group's control structure.

In addition to assessing the risks in the financial reporting, the Board and management work continuously to identify and manage significant risks affecting Fagerhult's business from an operational and financial perspective. Read more about risks on pages 105–108.

Control activities and follow-up

Control activities involve all levels of the organisation and concern the measures selected to manage the Group's risks. To ensure completeness and accuracy in the financial reporting, instructions and guidelines are in place that have been communicated to the relevant personnel. The activities also limit risk from the identified risks. The Group's central control function analyses and monitors budget deviations, prepares forecasts, monitors significant variations between periods, and reports these to others within the organisation, thereby minimising the risk of errors in the reporting. Control activities also include follow-up and comparisons of earnings trends or significant individual items, account reconciliations and balances, and the approval of all proxy and attestation instructions, as well as accounting and valuation principles.

Monitoring of the effectiveness and compliance with these control activities takes place through programmed controls and through individually established procedures. The Group has a shared reporting system in which all reporting is carried out. Financial follow-up is carried out by Group Management in conjunction with regular visits to the subsidiaries, in parallel with development of the control function.

Information and communication

Fagerhult continuously provides information about the Group's performance and financial position to the market. The quality of external financial reporting is ensured through various activities and procedures. The CEO is responsible for the accuracy and high quality of all information provided, for example, financial press releases and presentation materials for various meetings with the media, shareholders and investors. An information policy applies for external communication that provides guidelines to the presentation of such information. The policy is intended to ensure that Fagerhult's information requirements are met in an accurate and complete manner. The most important governing documents, in the form of policies and instructions, are kept up-to-date and are communicated via the appropriate channels, mainly electronically.

Internal information and communication is about creating awareness among the Group's employees about external and internal governing instruments, including authorities and responsibilities. During the year the CFO reissued to the relevant personnel an update of the Group's Financial Internal Control Guidelines as well as the Group's Financial Policy document. The significant update to the internal controls document was the addition of an IT internal controls section.

Fagerhult's whistle-blower policy means that each employee

has the right to report suspected breaches of laws or regulations without fear of reprisal.

Evaluation of the need for a separate audit function

The Board and management have determined that a separate internal audit function will not be established in the Fagerhult Group. The Group's Finance department continually monitors compliance with the company's governance model, reporting principles and policies. In addition, the Finance department conducts ongoing analyses of the company's reporting and financial results to gain assurance regarding the trend.

Together with the controls implemented by the Group's management and the different business areas' existing control functions, discussions with the company's external auditors concerning the audit approach, as well as the auditing firm's extensive organisation are assessed as providing a satisfactory level of assurance. This means that a separate internal audit function is not considered necessary.

Activities in 2019

During the year, a key focus has been on completing the acquisition and integration of the iGuzzini business as well as executing the rights issue. A further key focus has been on developing the strategic alignment process. A process which is now in the communication stages with initial execution and implementation commencing in the first half of 2020. The process will establish a new strategy from 2021, i.e. when the current strategy period expires in 2020. Further work has been on mergers in the WE-EF group in Germany, mergers in the iGuzzini group in Italy and a business combination in the UK.

From a technology perspective the continued development of a connectivity strategy utilising the OR Technologies business in Australia as the foundation, has been a key project during the year, so too an investigation into the retail segment and how to address this in the future and lastly a dedicated project on insourcing components or luminaires which are currently outsourced.

Activities also covered the Group's internal controls and financial policies. Focus and priority has also been given to various senior level recruitments, particularly within the local managing and finance functions. Following the update of the Minimum Control Requirements and the initial issue of the Financial Internal Guidelines, follow up work has been performed locally, at subsidiary board meetings and with the company's auditor to improve the internal control in many businesses with the process and results being discussed by the auditor, the Audit Committee and the CFO. This work continues with further internal control improvements. The Minimum Control Requirement document and process is based on the COSO framework and the follow-up of internal control pursuant to these guidelines has become an integrated part of Group governance.