

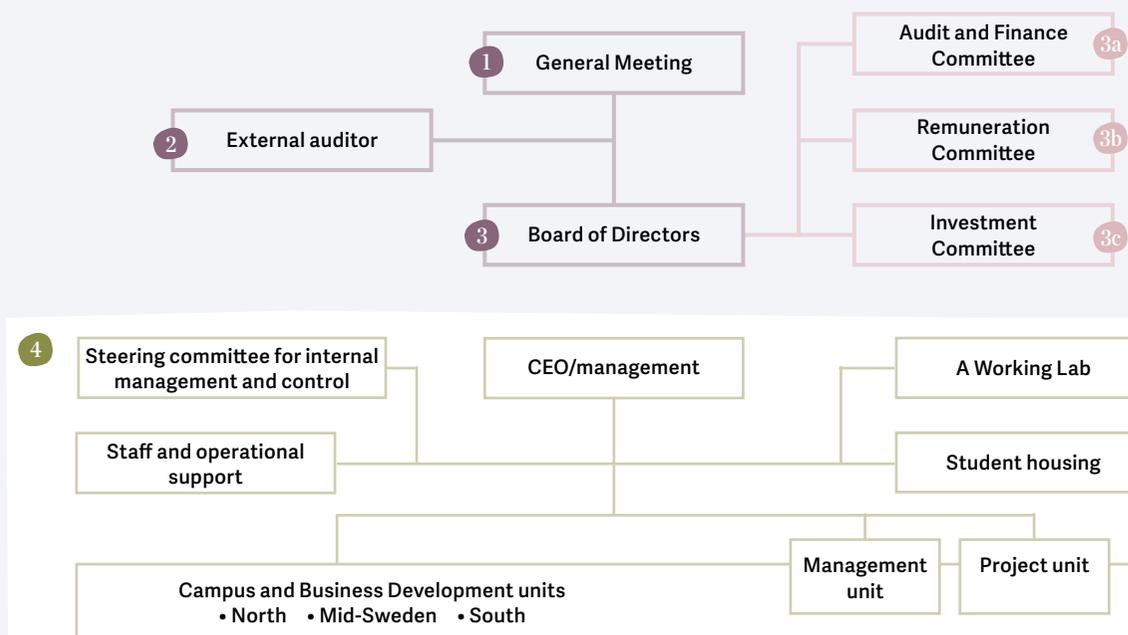
# Corporate Governance Report

This corporate governance report describes the structure and principles for governance of operations at Akademiska Hus to achieve the vision of strengthening Sweden as a nation of knowledge. With a well-supported strategy and clear allocation of responsibility between different Company bodies, the operation is efficiently governed to guide us towards our goals.

## FOUNDATIONS OF CORPORATE GOVERNANCE

Akademiska Hus AB (publ) is a property company that is wholly owned by the Swedish state. Its administration is handled by the Ministry of Enterprise and Innovation on behalf of the Ministry of Education and Research, which is the principal. The Company bases its corporate governance on the application of Swedish law, the State's ownership policy and principles for companies with state ownership, the Swedish Code of Corporate Governance (the Code), Akademiska Hus' mission and the Articles of Association. Because the Company is wholly owned by the Swedish state, certain provisions of the Code do not apply, as it is primarily written for businesses with diversified ownership. Deviations from the Code are described on page 55.

## ORGANISATIONAL STRUCTURE



## Akademiska Hus Assignment

Akademiska Hus is to own, develop and manage properties for colleges and universities, where the primary focus is on education and research. Operations will be run on a commercial basis and generate a yield that is in line with the market by setting rents that take into account the operating risk. Akademiska Hus will work

to assure the long-term, sustainable development of university and college campuses.

Akademiska Hus will contribute to the creation of more student housing by making clear that the Company's focus includes the construction and management of student housing.

## 1 GENERAL MEETING

The General Meeting is the highest decision-making body at Akademiska Hus. The shareholder exercises influence at the General Meeting. In addition, the General Meeting appoints the Board of Directors and auditor. According to the State's ownership policy, the Annual General Meeting must be held before 30 April each year. Notice of General Meetings shall be published no earlier than six weeks and no later than four weeks prior to the Meeting in Post- och Inrikes Tidningar, as well as on the Company's website. Members of the Swedish Parliament (the Riksdag) and the public have the right to participate and must register their participation as described in the notice.

### Annual General Meeting 2021

The Annual General Meeting was held on 28 April 2021. Because of the ongoing pandemic, the meeting was conducted digitally, pursuant to the Swedish Act (2020:198) on Temporary Exemptions. The public had been given the opportunity to participate in the meeting. The meeting was opened by Chairperson of the Board Anitra Steen, who was

also appointed to chair the proceedings. The owner was represented by Christine Leandersson, Ministry of Enterprise and Innovation.

### Decisions at the 2021 Annual General Meeting

The Annual General Meeting adopted the income statement and statement of financial position for the 2020 financial year and discharged the Board of Directors and the CEO from liability for the year. The AGM approved the Board's proposal for profit distribution, which entails a dividend of SEK 2,142 million to the owner. Other matters addressed included the resolution that the State's ownership policy, which also includes the Government's principles for corporate governance, remuneration and other terms of employment for senior executives, as well as external reporting in companies with state ownership, shall apply to Akademiska Hus. The meeting also adopted principles for remuneration for senior executives and remuneration report, resolutions on fees to the Board of Directors and committees, as well as election of the Chair of the Board and Board members, and the auditor. The minutes

and other documents related to the AGM are posted on the Akademiska Hus website [akademiskahus.se](http://akademiskahus.se).

### Annual General Meeting 2022

The next Annual General Meeting will be held on 28 April 2022 in Stockholm.

## 2 AUDITORS

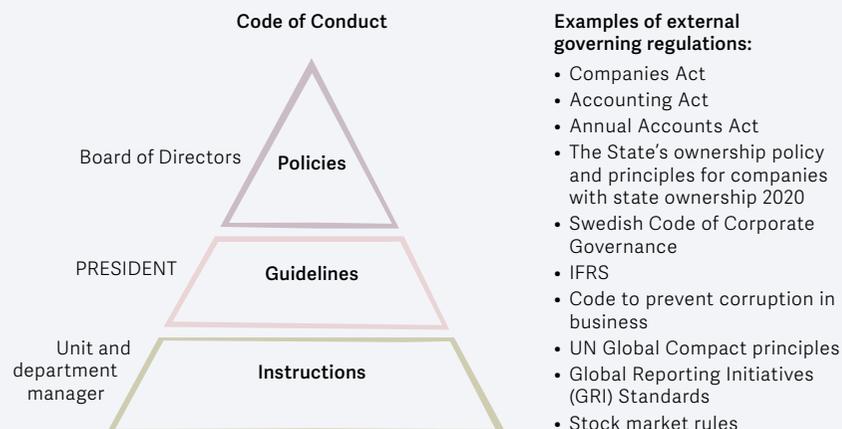
The 2021 AGM resolved to elect PricewaterhouseCoopers AB (PwC) to serve as auditors, with Helena Ehrenborg as lead auditor, for a one-year period until the 2022 AGM. The auditors perform a limited review of the interim report as at 30 September and audit the annual and consolidated accounts. They also conduct a management audit, a limited review of the sustainability report, a review of the EMTN prospectus and an assessment of compliance with our framework for green bonds. In addition, the auditors express their opinions of this corporate governance report and whether Akademiska Hus complies with the adopted principles for remuneration to senior executives, and submit their statements to the meeting. Every year the auditors review their audit plan and risk assessment with the Audit and Finance Committee. The auditors participate in at least two committee meetings per year. Each year the auditors attend at least one meeting with the Board of Directors that is not attended by the Chief Executive Officer.

Akademiska Hus has no internal audit function. Instead, the management allocated dedicated resources tasked with developing and strengthening the area of internal management and control where the Audit and Finance Committee receives regular feedback on the work. The Board of Directors believes that the best way to improve internal management and control is a long-term focused initiative in this area. Consequently, the Board's continued assessment is that no internal audit function is needed. The decision is addressed annually to be considered once again.

## 3 BOARD OF DIRECTORS

The Board of Directors is responsible for the organisation and for management of the affairs of the company. The Board of Directors convenes the Annual General Meeting.

## GOVERNANCE STRUCTURE



The work is based on the Rules of Procedure adopted annually by the Board of Directors, which determines the allocation of work among the directors, the number of regular Board meetings, matters to be addressed at regular Board meetings and the responsibilities of the Chairman of the Board. The division of responsibilities between the Board and the CEO is regulated by special instructions to the CEO. In addition, the Rules of Procedure are adopted annually for each of the Board's committees. The Board has also adopted the "Instructions for financial reporting" to regulate financial reporting procedures to the Board.

### Nomination process

Directors of state-owned enterprises are appointed through a structured nomination process with common uniform principles as outlined in the State ownership policy and principles for companies with state ownership. These principles replace the rules in the Code for preparation of decisions for nomination of Directors and auditors. The Board nomination process is co-ordinated by the department for companies with state ownership at the Ministry of Enterprise and Innovation. A consistent and structured approach ensures a high standard of quality throughout the nomination process. The need for skills is analysed based on the company's operations, situation and future challenges, the composition of the Board and completed board evaluations. The owner's expectation for diversity on the Boards of Directors under the ownership policy is also observed. Upon completion of the process nominations are announced in accordance with the Code.

### Composition of the Board of Directors

According to the Articles of Association, the Board of Directors for Akademiska Hus shall consist of a minimum of three and a maximum of ten Directors elected by the Annual General Meeting, with no deputies. Until the 2021 AGM, the Board consisted of eight Directors elected by the AGM. The Annual General Meeting on 28 April 2021 resolved that the Board should have eight members elected by the AGM. In addition, the Board includes two employee representatives designated by their respective trade unions. At the Annual General Meeting, seven members were re-elected and one new member was elected through a new election.

The Annual General Meeting concluded that the Board of Directors has the skills, experience and background for governance of the company, as well as an appropriate composition, characterised by the diversity and breadth, in light of Akademiska Hus' activities, stage of development and relationships in general. The Board achieved the Government objective of equal gender distribution with respect to its composition in connection with the Annual General Meeting. One Board member stepped down after the Annual General Meeting, for which reason a vacancy arose.

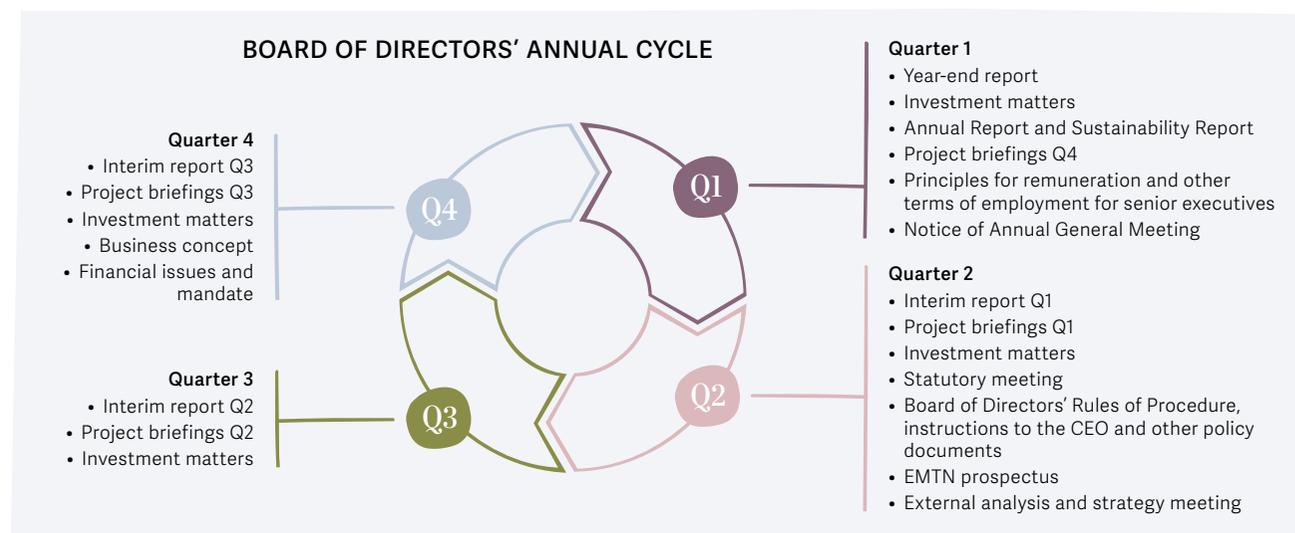
### Work of the Board of Directors in 2021

In its Rules of Procedure the Board set a schedule for information and decisions during its work year that essentially follows the Board's annual cycle (see below). At all Board meetings during the year the CEO presents a report on significant events involving the Company and the respective committee chairs present reports from the committee meetings that were held between Board meetings. During the year the Board focused in particular on issues concerning innovation, digitalisation, risk and internal control, information security, energy issues and climate targets. In addition, a number of investment matters were addressed. In 2021, twelve regular Board meetings were held, including the statutory

meeting and one meeting that was held per capsulam. To inform and update members about its activities, some Board meetings are usually held at the centres of education that are Akademiska Hus' customers and combined wherever possible with meetings with the leadership of these institutions. In 2021 this was not possible, given the ongoing pandemic. The attendance at the meetings by the members of the Board of Directors is presented in the table below.

| Board of Directors  | Presence/Total number of meetings |
|---------------------|-----------------------------------|
| Anitra Steen, chair | 12 / 12                           |
| Anders Larsson      | 12 / 12                           |
| Anna Magnusson*     | 4 / 4                             |
| Britta Burreau*     | 7 / 7                             |
| Christer Nerlich    | 11 / 12                           |
| Erik Sandstedt**    | 7 / 8                             |
| John Johnsson**     | 8 / 8                             |
| Peter Gudmundson    | 12 / 12                           |
| Robin Teigland      | 12 / 12                           |
| Svante Hagman       | 12 / 12                           |
| Thomas Jennlinger*  | 4 / 4                             |
| Örjan Wikforss      | 12 / 12                           |

\* Left the Board of Directors in 2021 \*\* Elected at the 2021 Annual General Meeting



## BOARD COMMITTEES

The Board has established three committees to specifically monitor and prepare Board issues within their respective focus areas. Committee members are elected at the statutory Board meeting held immediately after the AGM. Representatives of the business such as the CEO, CFO, Human Resources Director, Market Area Director and Project Manager may participate at committee meetings in the capacity of presenters.

**3a** The primary duties of the Audit and Finance Committee are as follows:

- Support and follow up financing activities.
- Prepare matters to be decided by the Board, including the Finance Policy.
- Monitor the Company's financial reporting and ensuring that it maintains a high standard of quality.
- Regarding the financial statements, monitor the efficiency of the Company's internal control systems and risk management.
- Meet regularly with the Company's auditors to learn about the scope, focus and results of the audit.
- Remain informed about the audit of the annual accounts and the consolidated accounts.
- Establish guidelines for non-audit services that may be procured from the Company's auditors.
- Prepare proposals for the election of auditors at the Annual General Meeting.

In 2021 the focus was on risk management and internal control, information security and the taxonomy, where the committee monitored the work. Moreover, the committee discussed relevant accounting regulations. The attendance at the meetings by the members of the Board of Directors is presented in the table below.

| Audit and Finance Committee | Presence/Total number of meetings |
|-----------------------------|-----------------------------------|
| Christer Nerlich, chair     | 8 / 8                             |
| Britta Burreau*             | 4 / 4                             |
| Erik Sandstedt**            | 4 / 4                             |
| Peter Gudmundson            | 8 / 8                             |

\* Left the Board of Directors in 2021 \*\* Elected at the 2021 Annual General Meeting

**3b** The primary duties of the Remuneration Committee are as follows:

- Prepare decisions regarding terms and conditions for salaries and employment for the CEO and senior executives.
- Formulate proposals for guidelines for remuneration and other terms of employment for the CEO and other senior executives.
- Monitor and evaluate the application of the principles for remuneration to senior executives prior to adoption by the AGM.
- Serve as advisory body to the CEO regarding succession planning and appointment of senior executives.
- Propose appropriate employment contract templates for senior executives to the Board of Directors.

In 2021, the Remuneration Committee followed the work of developing a new reporting model for senior executives and followed up on HR activities. The attendance at the meetings by the members of the Board of Directors is presented in the table below.

| Remuneration Committee | Presence/Total number of meetings |
|------------------------|-----------------------------------|
| Anitra Steen, chair    | 3 / 3                             |
| Anna Magnusson*        | 1 / 1                             |
| Erik Sandstedt**       | 2 / 2                             |

\* Left the Board of Directors in 2021 \*\* Elected at the 2021 Annual General Meeting

**3c** The primary duties of the Investment Committee are as follows:

- Prepare and analyse proposals for major investments prior to decisions by the Board of Directors.
- Monitor and analyse the Company's reporting of major projects in progress.
- Assist Executive Management with development of documentation for decision-making for major investments.

In 2021, the focus continued to be placed on sustainability, with clear consideration given to the choice between not building, remodelling and as a last resort, new construction. The attendance at the meetings by the members of the

Board of Directors is presented in the table below.

| Investment Committee | Presence/Total number of meetings |
|----------------------|-----------------------------------|
| Svante Hagman, chair | 6 / 6                             |
| Robin Teigland       | 5 / 6                             |
| Örjan Wikforss       | 6 / 6                             |

## Evaluation of the work of the Board and the CEO

The Board of Directors conducts an annual evaluation of the work of the Board and the CEO. The evaluation takes place either internally or externally with the aim of developing the working forms and efficiency of the Board of Directors. The results of the evaluation are presented to both the Chairperson and the Board of Directors as a whole. The owner, through the Government Offices, is also informed about the results of the evaluation. For 2021, the evaluation was conducted with the help of external support. The Board members responded to a questionnaire and participated in interviews.

The work of the Government Offices related to the Board nomination process also includes an ongoing evaluation of the boards of all state-owned companies, which includes their work, the composition of the Board and their skills.

## 4 THE COMPANY'S ORGANISATION

### CEO and Executive Management

The CEO, or the Vice President acting on behalf of the CEO, is responsible for ongoing management in compliance with applicable laws and regulations and in accordance with the instructions for the CEO approved by the Board. Executive Management consists of ten members including the CEO. Executive Management is a forum for information and decisions regarding joint strategic Company matters and often serves as the steering committee for strategically important projects. In addition to the CEO, the Executive Management team comprises the CFO, Project Manager, two Market Area Directors, Administrative Manager, Corporate Communications Officer, Head of Innovation and Sustainable Development, the Human Resources Director and the General Counsel, all of whom report directly to the CEO. Executive Management has an even distribution between the number of men and women.

## Operational units

The Company's main processes are conducted within four operational units. The Management unit is responsible for management deliverables with a focus on customer benefit, ensures sustainable and efficient operation, and pursues energy efficiency improvements and digitalisation of the property management organisation. The Project unit is responsible for efficient project deliverables with a focus on customer benefit, ensuring high standards for sourcing and project leadership skills, while creating conditions for efficient and sustainable management. The Campus and Business Development unit is divided into three geographic areas: North, Mid-Sweden and South. The unit's primary areas of responsibility include strategic customer relationships, development of knowledge and learning environments of the future, strategic campus and property development, and overarching responsibility for investments. Student housing is responsible for developing campus-based undergraduate and graduate student housing. A Working Lab is Akademiska Hus' service offering and concept for co-working, makerspace, Learning Lab and other flexible meeting places. The organisation provides conditions that enable us to achieve our strategic goals and, with a focus on the management business, makes it possible to adapt the company faster and more efficiently to external changes.

## Staff and operational support

A number of staff and support functions with a variety of areas of expertise provide support to management and the business in its day-to-day work. Organisationally HR, common service, innovation and sustainable development, communication and legal affairs, including purchasing, falls under the CEO. Business including risk management, finance, IT, analysis and valuation, controlling, internal management and control, information security and risk management are subordinate to the CFO, who in turn is subordinate to the CEO.

## Steering committee for internal management and control

The steering committee for internal management and control serves as support for the CEO to develop governance, risk management and internal control. The committee consists of the CEO, the CFO, General Counsel and business

developers for internal management and control. Developments take place in close collaboration with the Audit and Finance Committee.

## SUSTAINABLE MANAGEMENT

The Board of Directors is responsible, based on instructions provided by the owner, for adopting a strategy and objectives for the company. A detailed structure provides support for how Akademiska Hus should be managed, with sustainability as a key component. The strategy and operational planning process is carried out annually, beginning with strategy days held for the Board and management. The sustainability perspective has been fully integrated into the adopted strategy in a sustainable objective. This approach includes the global goals for sustainable development, which is in line with owner expectations. In addition to the strategy, individual climate targets have been defined. The business plan and associated scorecard are formulated based on the adopted strategy. The Company-wide business plan is based on operational plans and budgets for operational units, as well as common staff and support functions. The plans and scorecard specify activities to be implemented to achieve both strategic goals including climate targets, as well as key figures for measurement and follow-up purposes. In addition, risks that may result in goals not being met are identified and included, along with activities to address them. The adopted business plan is followed up on a regular basis through quarterly reporting to the Board of

Directors. In addition, quarterly feedback sessions are held at the unit level with the coordinators of the respective operational units and common staff and support functions. The potential of each employee to both contribute and influence the work of achieving the common goals is clarified through the project-specific appraisal assignment, which is an advanced form of the performance review. The Board of Directors is also ultimately responsible for ensuring that the Company is run in compliance with laws and regulations, as well as the guidelines provided by the owner. As part of this work, the Board adopts relevant policies and governing documents (see image on page 50). The strategy and operational planning process, along with the adopted governing documents, serve as the foundation for the overarching governance of the Company.

## CODE OF CONDUCT, BUSINESS ETHICS AND EQUAL TREATMENT

Akademiska Hus has a Code of Conduct which states that the company will follow the principles of the UN Global Compact, Agenda 2030, the UN Guiding Principles on Business and Human Rights, the ILO Core Conventions and the OECD Guidelines for Multinational Enterprises. For the company's employees, there are also business ethics guidelines to help employees to act correctly and ethically, based in part on the rules in the Code against corruption. This provides guidance on how employees should behave and provides guidance in potentially difficult sit-



uations. An Ethics Council provides support to employees to which questions or suspected deviations from ethical guidelines or other irregularities can be reported. A code of conduct is enclosed for suppliers as part of all tenders, which each tenderer must read, accept and ensure that subcontractors, if any, also comply with the code. Akademiska Hus has also set up an independent system for whistle-blowing, to which both Akademiska Hus' employees and external participators can anonymously report suspected irregularities. In 2021 the Company received no reports about corruption that led to a police complaint through the Ethics Council, whistle-blower system or directly from employees. The Board of Directors of Akademiska Hus has also approved both a work environment policy and an equal treatment plan, which includes equal opportunity and equal treatment. The plan was formulated in collaboration with trade union representatives and the outcome is continually monitored by both Executive Management and the Board of Directors.

## REMUNERATION

Guidelines for remuneration to senior executives were adopted by the Annual General Meeting. The guidelines are in line with the principles for remuneration and other terms and conditions of employment for senior executives in state-owned companies approved by the Government, as well as the Code. The remuneration report will be presented to the 2022 Annual General Meeting and also published. A fee is paid to the members of the Board of Directors according to a decision reached at the Annual General Meeting. The members of the Board of Directors who are employed within Akademiska Hus and the Government Offices do not receive any fee for this work. See the table on page 79 for information about remuneration.

Remuneration to the CEO and other senior executives comprises a basic salary and a pension. Payment to the CEO is decided by the Board of Directors following a recommendation from the Remuneration Committee. Remuneration to other senior executives is decided by the CEO following consultation with the Remuneration Committee. Remuneration comprises a basic salary and a defined contribution pension based on the ITP premiums according to a collective agreement. No variable or bonus-based

remuneration is paid. Salary surveys are conducted to make a comparison with other property companies. For a detailed description of remuneration, pensions, periods of notice, severance pay and fees to auditors, see Notes 11 and 12.

## INTERNAL CONTROL OF FINANCIAL REPORTING

The Board of Directors has overall responsibility for internal control of financial reporting, as regulated by the Swedish Companies Act and the Code. The following section has been prepared in accordance with the Annual Accounts Act and the Code and is thus limited to internal control of financial reporting, which aims to provide reasonable assurance regarding the reliability of external financial reporting in the form of interim reports and annual reports. Internal control at Akademiska Hus is based on the COSO Framework for Internal Control, which is an established framework.

### Control environment

The basis for internal control comprises the control environment in the organisation and decision procedures, as well as roles and responsibilities. Each year the Board of Directors adopts a number of policy documents such as the Rules of Procedure for the Board of Directors and its committees, instructions to the CEO, allocation of responsibility and authority, as well as the instructions for financial reporting. The Board also adopts all governing documents at the policy level according to an established plan that includes an internal management and control policy. The control environment also encompasses the culture and the values based on which the Board of Directors and corporate management communicate and act, which is communicated in part via the Code of Conduct that is adopted annually by the Board of Directors. The responsibility of the Board of Directors and the internal allocation of work within its committees are clarified in the Rules of Procedure. The Board of Directors has established an Audit and Finance Committee which has tasks that include preparing the Board's work with quality assurance of the Company's financial reporting. The Chief Financial Officer is responsible for ensuring that internal accounting policies and guidelines for financial reporting

are in place and formulated in compliance with current legal requirements, listing requirements and accounting standards.

### Risk assessments

Akademiska Hus has an established process to identify, assess and manage risks where each risk has a risk owner. Risk management comprises an integral component of operations management, where risk analyses are conducted on both a Company-wide and unit level. The material risks that are identified are documented together with activities in business and operational plans to allow for follow up. For a more extensive description, see the risk section in the annual report on pages 45–48. Risk assessments to identify the processes where the greatest risk of errors that could have a material impact on financial reporting can be found, are carried out regularly. Risks relating to financial reporting are regularly discussed with the Company's external auditors, who also present their annual risk assessment to the Audit and Finance Committee, as well as the Board of Directors.

### Control activities

The Company's internal processes and procedures provide support for ongoing risk management. Control activities aimed at preventing, discovering and managing the risk of significant errors take place at both the comprehensive and the detail levels and include approval of transactions, authorisation of supplier invoices and payments, account reconciliations and analytical follow-up of results.

IT systems that are used for financial reporting include built-in automatic controls to ensure reliable financial reporting. There are also processes and control measures in the general IT environment regarding matters such as system permissions, system updates and backup procedures. As the digital development advances, functional IT processes and information security are becoming increasingly important.

Akademiska Hus works continually to improve processes linked to financial reporting, which includes both business and IT processes. As part of developing and strengthening internal control, work is underway to as-

sess risks, as well as to document and formalise controls within processes which, based on risk analysis, are considered to be significant for financial reporting. This work is carried out with the involvement of the people who work within the processes to create a sense of participation and to promote willingness to carry out checks.

### Information and communication

Governing documents such as policies and guidelines are available for all employees on the Company's intranet. Internal information channels in general include information from regular meetings of Executive Management, leadership forums held four times a year, local information meetings for all employees and meetings in various forums for concerned specialist functions.

The Audit and Finance Committee and the Board receive financial information from Executive Management at each balance sheet date. In addition, the Audit and Finance Committee receives regular feedback regarding the initiatives conducted with the aim of strengthening and developing internal management and control within Akademiska Hus as a whole. The Audit and Finance Committee also receives regular feedback from the external auditors and is thereby kept up to date on current observations related to internal management and control.

External reporting complies with the State's ownership policy guidelines. Financial information, including the annual report, quarterly reports and the year-end report, can be found on the Akademiska Hus website [www.akademiskahus.se](http://www.akademiskahus.se).

### Follow-up and evaluation

Internal control of financial reporting is monitored and evaluated continuously by the Board of Directors, CEO, Executive Management and the accounting and finance departments to ensure that procedures are appropriate and efficient. Improvement and development opportunities are identified in this process.

On each balance sheet date, the CEO and CFO review the financials with the individual responsible for each operational unit to monitor and discuss the financial performance and important business-related matters.

The overall financial results of the staff and support functions are also monitored.

Each quarter the Board receives financial information and an analysis, as well as a report from the most recent meetings of the different committees. The Audit and Finance Committee has a specific responsibility to follow up audit matters and more extensive matters of principle with regard to financial reporting where issues concerning property valuation and the liability portfolio are particularly important.

The Company's external auditors assess the internal controls as part of the annual audit, after which recommendations are provided. Akademiska Hus includes these recommendations in the ongoing work of developing and strengthening internal control. During the year, follow-up through self-assessments was also carried out in connection with selected processes that were deemed to be significant for financial reporting, which encompassed both business and IT processes. Separate assessments of the special focus areas are also carried out as needed; such assessments were conducted in 2021.

### Deviations from the code Nomination Committee

(Code rule 1.3, 2.1–2.7, 4.6, 8.1, 10.2, point 1–2, 4.5)

The Code has mainly been prepared for companies with a spread of ownership. At such companies, the election committee is in the first instance a body for shareholders to prepare decisions regarding appointments. For state-owned companies, the rules regarding an election committee are replaced by principles governing a structured nomination process according to the Government's ownership policy.

### Reporting of the independence of Board members

(Code rule 4.5)

The purpose of this code rule is to protect minority shareholders in limited liability companies, which is not applicable to wholly state-owned companies.

# Board of Directors



## ANITRA STEEN

Chairperson since 2016. Remuneration Committee Chairperson.

**Year of birth:** 1949

**Other positions:** Chairperson of AFA Försäkring and Teracom Group AB. Board member of Oral Care AB and Baven AB.

**Previous positions:** Under-secretary at the Ministry of Finance, State Secretary at the Ministry of Education and Ministry of Finance, Director General of the National Agency for Higher Education Services and the National Tax Board, as well as CEO of Systembolaget AB. Chairperson of Stockholm University and Board member of SAS, Södersjukhuset hospital, Lantmännen, PostNord, Attendo AB, and others.

**Education:** B.A.



## CHRISTER NERLICH

Member since 2017. Chairman of the Audit and Finance Committee

**Year of birth:** 1961

**Position:** Chief Financial Officer, Vasakronan.

**Previous positions:** Chief Financial Officer AP Fastigheter and Corporate finance NewSec.

**Education:** MBA.



## ERIK SANDSTEDT

Board member elected in 2021.

**Year of birth:** 1976

**Position:** Deputy Director and company manager, Ministry of Enterprise and Innovation.

**Other positions:** Board member of Apoteket AB and PostNord AB.

**Previous positions:** Equity research analyst at Handelsbanken Capital Markets and Kaupthing Bank.

**Education:** MBA.



## PETER GUDMUNDSON

Member since 2017.

**Year of birth:** 1955

**Position:** Professor, Royal Institute of Technology.

**Other positions:** Member of the Royal Swedish Academy of Engineering Sciences (IVA).

**Previous positions:** Vice-Chancellor KTH, Vice Dean KTH, Head of Department KTH, CEO SICOMP, consultant Tre Konsulter AB, and researcher Brown Boveri Research Centre in Switzerland.

**Education:** PhD. Eng. and M.Sc. Eng.



## ROBIN TEIGLAND

Member since 2020.

**Year of birth:** 1964

**Position:** Professor of Digitalisation, Chalmers University of Technology

**Other positions:** Board member of the Swedish Civil Aviation Administration, Member of the Royal Swedish Academy of Engineering Sciences (IVA); Director of Ocean Data Factory Sweden

**Previous positions:** Professor of Business Administration and Board member, Stockholm School of Economics

**Education:** BA, MA, MBA, PhD in Business Administration

# Board of Directors



## SVANTE HAGMAN

Member since 2020. Investment Committee Chairperson.

**Year of birth:** 1961

**Position:** Senior advisor construction and real estate.

**Other positions:** Chairman of BIM Alliance, Byggnadsfirman Erik Wallin AB, Ekens Golv AB, NVBS Rail, AIX Arkitekter and Teqt Goch Group AB; member of the Royal Swedish Academy of Engineering Sciences (IVA).

**Previous positions:** Chairman of the Swedish Construction Federation and member of the Confederation of Swedish Enterprise, CEO NCC Sverige, Business Area Manager NCC Housing and NCC Infrastructure, as well as other positions within NCC.

**Education:** MBA.



## ÖRJAN WIKFORSS

Member since 2017.

**Year of birth:** 1950

**Position:** CEO of Arkitekturanalys AB.

**Other positions:** Vice Chairman of the Board of Directors of the Royal Swedish Opera, and member of the Royal Swedish Academy of Engineering Sciences (IVA).

**Previous positions:** Professor in Project Communication, Royal Institute of Technology, adjunct professor at Chalmers and SLU, head of IT and R&D at Sweco, CEO of FFNS Arkitekter and Wikforss Arkitektkontor, chairman of the National Association of Swedish Architects, Board member of Tengbom arkitekter, Svensk Industridesign, SVID, Sveriges Arkitekter, Sweco Connect, Svensk Byggtjänst, Arkitektur Förlag, and others.

**Education:** Architect, PhD



## ANDERS LARSSON

Employee representative (SEKO union) since 2009.

**Year of birth:** 1963

**Position:** Operating engineer, Akademiska Hus.

**Education:** Production engineering studies.



## JOHN JOHNSSON

Employee representative (Ledarna union) since 2021.

**Year of birth:** 1982

**Position:** Energy engineer, Akademiska Hus.

**Other positions:** Member of HSB 51.

**Previous positions:** Construction project supervisor at Ramböll, construction project supervisor at Uppsala Region and operating manager at Uppsala Region.

**Education:** M.Sc. Eng.

## AUDITORS

Öhrlings PricewaterhouseCoopers AB (PwC). Lead auditor: Helena Ehrenborg, since 2018. Authorised public accountant.

**Year of birth:** 1965

**Education:** MBA.

**Other audit assignments, selection:** Specialfastigheter Sverige AB, Jernhusen AB, Nordr AB and Bonnier Fastigheter AB

# Executive Management



## CAROLINE AREHULT

CEO. Employed 2021.

**Year of birth:** 1973

**Previous positions:** CEO Hemfosa and Skanska Fastigheter Stockholm; property manager and head of marketing and rentals, Skanska.

**Education:** M.Sc. Eng.



## CATARINA FRITZ

Chief Financial Officer and Vice President. Employed 2016.

**Year of birth:** 1963

**Other positions:** Board member of Green Cargo and Friends of Moderna Museet.

**Previous positions:** CFO at Keolis Sweden, Frösunda LSS, Addici, Aditro Group and the Stockholm Stock Exchange, as well as CFO at Investor.

**Education:** MBA.



## JONAS BJUGGREN

Administrative Manager. Employed 2017.

**Year of birth:** 1974

**Other positions:** Board member of Kungsleden AB.

**Previous positions:** Regional Manager Vasakronan, Market Area Manager and Business Unit Manager at AP Fastigheter and Project Manager at Skanska and Sweco.

**Education:** M.Sc. Eng.



## PETER BOHMAN

Market Area Director. Employed 2013.

**Year of birth:** 1972

**Other positions:** Board member of Luleå Science Park AB, SLU Holding and Realus AB.

**Previous positions:** Terminal Manager and on-call Airport Director at Stockholm-Arlanda Airport. Various management positions at Swedavia.

**Education:** MBA.



## ULF DÄVERSJÖ

Head of Innovation and Sustainable Development. Employed 2014.

**Year of birth:** 1979

**Other positions:** Board member of Accessy Intressenter AB.

**Previous positions:** Purchasing Director Akademiska Hus, Management Consultant Capgemini Consulting, and Global Purchaser Arla Foods.

**Education:** M.Sc., MBA.

# Executive Management



## HAYAR GOHARY

Project Manager. Employed 2007.

**Year of birth:** 1975

**Previous positions:** Project manager for Vallentuna Municipality. Project manager for Akademiska Hus. Business manager for the new Albano Campus.

**Education:** M.Sc. Eng.



## MAGNUS HUSS

Market Area Director.  
Employed 1993.

**Year of birth:** 1967

**Other positions:** Board member of Byggherrarna.

**Previous positions:** Project Manager, Head of Property Management and Property Manager Akademiska Hus Stockholm. Engineer and facilities technician at the National Board of Public Buildings.

**Education:** Engineering degree, technical college.



## MARIE HALLANDER LARSSON

Human Resources Director.  
Employed 2017.

**Year of birth:** 1961

**Other positions:** Brunmåla Häst-klinik AB and HR Comittment AB.

**Previous positions:** Human Resources Director for Försäkringskassan, Swedbank AB, Posten AB, Scandic Hotels AB and Wedins AB.

**Education:** BA.



## CAROLIN ÅBERG SJÖQVIST

General Counsel. Employed 2004.

**Year of birth:** 1968

**Previous positions:** Lawyer, Advokatfirman Glimstedt and Associate Judge of Appeal, Court of Appeal for Western Sweden.

**Education:** LLM



## CECILIA WIDE

Corporate Communications Officer. Employed 2012.

**Year of birth:** 1969

**Previous positions:** Head of Corporate Communications at SP Sveriges Tekniska Forskningsinstitut AB.

**Education:** BA.

# Audit report

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## REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

### Opinions

We have audited the annual accounts and the consolidated accounts of Akademiska Hus AB (publ) for the 2021 financial year with the exception of the Corporate Governance Report on pages 49–59. The Company’s annual accounts and consolidated accounts are included on pages 38–98 of this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the Parent Company as at 31 December 2021 and of its financial performance and its cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the Group as at 31 December 2021 and of their financial performance and cash flow in accordance with International Financial Reporting Standards (IFRS), as endorsed by the EU, and the Annual Accounts Act. Our opinions do not cover the Corporate Governance Report on pages 49–59. The Administration Report is consistent with the other parts of the annual accounts and the consolidated accounts.

We therefore recommend that the Annual General Meeting of shareholders adopt the Income Statement and Statement of Financial Position for the Parent Company and the Group.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the Audit Committee of the Group and the Parent Company in accordance with the Audit Regulation (537/2014) Article 11.

### Basis for opinions

We conducted our audit in accordance with 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 includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Our audit approach

### *Audit focus and scope*

The Group's remit is to own, develop and manage properties for colleges and universities, where the primary focus is on education and research. In an operation such as Akademiska Hus, it is the major impact of estimates and judgments made by the Board and management on financial reporting that mainly affects our risk assessment. We have assessed that valuation of properties is the single greatest risk of errors in the annual accounts. We have also identified a number of other risks as well as material areas that have an impact on financial reporting.

Our audit includes a review of all material properties and business processes for the financial reporting, including the rental process, purchase process, financing process and valuation process.

We designed our audit by determining materiality and assessing the risks of material misstatement in the consolidated financial statements. We paid particular attention to those areas in which the Chief Executive Officer and the Board of Directors made subjective assessments, such as important reporting-related estimates that were made based on assumptions and forecasts regarding future events, which are inherently uncertain. As with all audits, we have also taken into account the risk that the Board and the Chief Executive Officer will override the internal control, and, among other things, considered whether there is evidence of systematic deviations that have given rise to the risk of material misstatements due to irregularities.

We tailored our audit so as to be able to complete a satisfactory examination aimed at enabling us to express an opinion on the financial statements as a whole, taking account of the structure of the group, the accounting process and controls, and the industry in which the group operates.

## Materiality

The scope and focus of the audit were affected by our assessment of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or mistakes. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgment, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole (see table below). Based on these thresholds, as well as qualitative considerations, we determined the focus and scope of the audit and the nature, timing and scope of our audit procedures, and assessed the effect of any misstatements, both individually and in aggregate, on the financial statements as a whole.

### *Overall group materiality*

- Overall materiality level: SEK 1,250 million (1,100)
- Special materiality: SEK 229 million (200)

### *How we determined this level*

- Overall materiality level: 1% of the Group's total assets.
- Special materiality: 5% of the Group's profit before taxes excluding changes in the value of properties and financial instruments. Based on review of items in the income statement and statement of financial position related to property management.

### *Rationale for selection of materiality benchmark*

We chose total assets as a benchmark for our overall assessment of materiality for the accounts as a whole given that the value of the properties has a significant impact and significance for the Group's financial position and constitutes a particularly significant area for the audit. We also defined a specific materiality for the audit of results from property management, including the working capital-related balance sheet items.

## Key audit matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in the audit of the annual accounts and consolidated accounts for the relevant period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

### KEY AUDIT MATTER

#### Valuation of properties

Please refer to the Administration Report and the description of the Akademiska Hus Group's summary of important accounting and valuation principles in Note 2 as well as Change in the value of properties Note 13.

The value of properties as at 31 Dec. 2021 is SEK 112.3 billion. The properties comprise an essential portion of the statement of financial position and the valuation of properties is inherently subjective and the object of the management's assessments of e.g. the location, condition and future rental revenue of the specific property.

Fair value of the Group's property holdings is based on internal calculations, primarily by applying the cash flow valuation. For a smaller portion of the property holdings, either the sales comparison approach or valuation at cost is used. To ensure the quality of the internal valuations, external valuations have been obtained for approximately 30 per cent of the value of the property holdings.

In determining the fair value of the properties, current information regarding the specific property is considered, such as the rental agreements in place, assessment of rental income and operating costs. In order to achieve a final valuation, the company applies assumptions and undertakes judgments on future yields, net operating expenses and estimated market rents, and these assumptions and judgments are impacted by the yield requirements in place and by comparable market transactions.

The significance of the estimations and judgments applied in establishing the fair value of the investment properties, together with the fact that the amounts are significant, implies that the valuation of the investment properties comprises a Key Audit Matter in the audit.

### HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

Among other things, our audit focused on the company's internal control and quality assurance as regards the executed valuations as at 31 Dec. 2021. The audit team, including our valuation specialists, have obtained and examined a selection of the valuation reports to assess the cash flow valuation that Akademiska Hus applies, the mathematical accuracy and the reasonableness of the assumptions made.

Our audit included, among other things, the following audit procedures

- Followed up that the valuations comply with Akademiska Hus' property valuation guidelines and instructions.
- Reviewed on a sample basis significant controls in the Group's internal valuation process.
- Tested the mathematical calculations in the model on a random sample basis.
- Assessed input data through random follow-up against historical outcomes and compared with available market data.
- We have had meetings with the management at which important assumptions and judgments have been discussed.
- Tested, on a sample basis, input data in the calculation models in relation to information in relevant systems.
- Obtained the external valuations and compared them with the internal evaluations.

Our work focused on the largest properties, the most essential assumptions and the properties for which variations in value were greatest compared with previous years. In cases where the assumptions on future net operating income, leasing level and yield requirements were outside our initial expectation, these deviations were discussed with representatives of the Group and additional audit evidence was obtained as needed.

Finally, we checked that the models used, the assumptions made and the sensitivity analyses undertaken by Akademiska Hus, are correctly described in Note 13.

The valuations are based on assessments and are by their nature subject to an inherent uncertainty. Based on our review, our assessment is that the assumptions used by Akademiska Hus are within an acceptable range.

As a result of our audit, we have not reported any significant observations to the Audit Committee.

### Other information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1–37 and 104–127. The remuneration report prepared by the company also constitutes other information and can be found on the company’s website. The Board of Directors and the Chief Executive Officer 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 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 otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, 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.

### Responsibilities of the Board of Directors and the Chief Executive Officer

The Board of Directors and Chief Executive Officer are responsible for the preparation of the annual accounts and consolidated accounts and 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, and the Annual Accounts Act. The Board of Directors and Chief Executive Officer 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 Chief Executive Officer are responsible for the assessment of the compa-

ny’s and the Group’s ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and Chief Executive Officer intend to liquidate the company, to cease operations, or have no realistic alternative but to do so.

The Board’s Audit Committee shall, without prejudice to the Board of Director’s responsibilities and tasks in general, among other things oversee the company’s financial reporting process.

### 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 mistakes, 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 mistakes and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

A further description of our responsibility for the audit of the annual accounts and consolidated accounts is available on the Swedish Inspectorate of Auditor’s website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar).

This description is part of the audit report.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

#### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have examined the administration of the Board of Directors and Chief Executive Officer of Akademiska Hus AB for 2021, as well as the proposed appropriations of the Company’s profit or loss.

We recommend to the General Meeting of shareholders that the profit be appropriated in accordance with the proposal in the Administration Report and that the members of the Board of Directors and the Chief Executive Officer 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 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of the Board of Directors and the Chief Executive Officer

The Board of Directors is responsible for the proposal for appropriations of the company’s profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company’s and the Group’s type of operations, size and risks 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 organization and the administration of the company’s affairs. This includes among other things continuous assessment of the company’s and the Group’s financial situation and ensuring that the company’s organization is designed so that the accounting, management of assets and the company’s financial affairs otherwise are controlled in a reassuring manner. The Chief Executive Officer shall manage the ongoing administration according to the Board of Directors’ guidelines and instructions and among other matters take measures that are necessary to fulfil the company’s accounting in accordance with law and handle the management of assets in a reassuring manner.

### Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about 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 Chief Executive Officer in any material respect:

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

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with 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.

A further description of our responsibility for the audit of the administration is available on the Swedish Inspectorate of Auditor's website: [www.revisorsinspektionen.se/revisornsansvar](http://www.revisorsinspektionen.se/revisornsansvar).

This description is part of the audit report.

### Auditor's review of the corporate governance report

The Board of Directors is responsible for the Corporate Governance Report on pages 49–59 and for ensuring that it is prepared in accordance with the Swedish Annual Accounts Act. Our review has been conducted in accordance with Statement RevU 16 The Auditor's Examination of the Corporate Governance Report issued by FAR, the professional institute for authorised public accountants in Sweden. This means that our examination of the Corporate Governance Report has a different orientation and is significantly more limited in scope compared with the orientation and scope of an audit according to International Standards on Auditing and generally accepted auditing standards in Sweden. We believe this review gives us a sufficient basis for our opinion. A corporate governance report has been prepared. Disclosures pursuant to Ch. 6 § 6 second para. points 2–6 of the Annual Accounts Act and Ch. 7 § 31 second para. of the said Act are consistent with the other parts of the annual accounts and consolidated financial statements, and comply with the Annual Accounts Act.

Öhrlings PricewaterhouseCoopers AB, 113 97 Stockholm, was appointed auditor of Akademiska Hus AB by the General Meeting on 28 April 2021 and has been the company's auditor since 27 April 2018.

Stockholm, 16 March 2022  
Öhrlings PricewaterhouseCoopers AB

Helena Ehrenborg  
Authorised Public Accountant