

# BOARD OF DIRECTORS' REPORT

WITH CORPORATE GOVERNANCE REPORT  
REGISTERED NUMBER SE 556043-4200

The Board of Directors and President of AB Industrivärden (publ) herewith submit their annual report and consolidated financial statements for the 2011 fiscal year, the company's sixty-seventh year of operation. The following corporate governance report, income statements, balance sheets, statements of changes in shareholders' equity, statements of cash flows and notes to the financial statements are an integral part of this annual report and have been audited by the Company's auditor.

Industrivärden is one of the Nordic region's leading holding companies, taking an active ownership role in a concentrated selection of listed Nordic companies with good development potential. The goal is to generate high growth in net asset value over time and thereby give a total return to shareholders which is higher than average for the Stockholm Stock Exchange.

## Corporate governance report

Industrivärden's governing bodies consist of general shareholders' meetings, the Board of Directors, the President and CEO, and the auditor. At the Annual General Meeting, the shareholders elect a board and auditor. The Board appoints the President and CEO as well as Executive Vice President. The auditor audits the financial statements as well as the Board's and CEO's administration. The Nominating Committee is tasked with nominating directors and an auditor for election by the Annual General Meeting.

Industrivärden adheres to the Swedish Code of Corporate Governance. The Corporate Governance Report pertains to the 2011 fiscal year and has been audited by the Company's auditor.

## SHARES AND SHAREHOLDERS

Information on Industrivärden's stock and shareholders is provided in the Industrivärden Share Data section on pages 20–21.

## GENERAL SHAREHOLDERS' MEETINGS

General shareholders' meetings are Industrivärden's highest governing body. At the Annual General Meeting (AGM), which is held within six months after the end of the fiscal year, resolutions are made concerning recommendations and proposals set forth by the Nominating Committee, the Board of Directors and shareholders. Among other things, the income statement and balance sheet are adopted, a decision is made regarding the dividend, the Board of Directors and – where applicable – the auditor is elected and their fees are determined, and other items of legally ordained business are conducted.

## NOMINATING COMMITTEE

The members of the Nominating Committee ahead of the 2011 Annual General Meeting were Bo Damberg (the Jan Wallander and Tom Hedelius Foundation, and others), Ulf Lundahl (L E Lundbergföretagen), Sverker Martin-Löf (Chairman of Industrivärden), Anders Nyberg (SCA

Pension Foundations and others), and Håkan Sandberg (committee chair – Handelsbanken Pension Foundation and Handelsbanken Pension Fund). The same members have been appointed for nomination work ahead of the 2012 Annual General Meeting.

## MEMBERS OF THE BOARD OF DIRECTORS

Industrivärden's board of directors, which was appointed by the 2011 Annual General Meeting, has seven members. The Chairman of the Board, Sverker Martin-Löf, is a former CEO of SCA and is the Chairman of SCA, Skanska and SSAB, among other positions. Christian Caspar has served in several senior positions for more than 30 years with McKinsey and is a director of Stena and Bonnier. Boel Flodgren is a Professor of Business Law and former President of Lund University. Stuart Graham is a director of PPL Corporation and Skanska, where he is also a former CEO. Hans Larsson is Chairman of Handelsbanken. Fredrik Lundberg is CEO of L E Lundbergföretagen and Chairman of Holmen and Hufvudstaden. Industrivärden's CEO, Anders Nyrén, is a former Executive Vice President and CFO of Skanska and former Executive Vice President and CFO of Securum, among other positions. At the 2011 Annual General Meeting, Olof Faxander, Finn Johnsson and Lennart Nilsson declined re-election, and Christian Caspar and Stuart Graham were elected as new board members.

A presentation of other significant assignments held by the members of the Board can be found on page 49. A more detailed description of the board members' professional experience can be found on Industrivärden's website.

## INDEPENDENCE CONDITIONS

Independence conditions concerning the members of the Board of Directors are outlined in a table on page 32.

## DUTIES AND WORK OF THE BOARD OF DIRECTORS

The Board has ultimate responsibility for the Company's organization and administration, and is also responsible for making decisions on strategic matters. The Board's work is conducted according to a yearly plan. Each meeting follows an agenda, which together with the underlying documentation is distributed to the directors in advance of each board meeting. In general, the Board deals with matters of material importance, such as:

- setting the Board's work plan, including the CEO's instructions. These instructions cover, among other things, investment rules for equities and derivative instruments which indicate the maximum amounts for the CEO's authority between board meetings to decide on purchases and sales of stocks and derivative instruments;
- strategic matters regarding the forms and application of active ownership; and
- major purchases and sales of listed stocks.

## ATTENDANCE, FEES AND INDEPENDENCE CONDITIONS

| Name                            | Year elected | Board    | Audit Committee | Compensation Committee | Attendance at meetings |                  |             | Fee, 2011<br>SEK 000 <sup>3</sup> | Non-independence<br>in relation to<br>Industrivärden <sup>4</sup> | Non-independence<br>in relation to major<br>shareholders <sup>5</sup> |
|---------------------------------|--------------|----------|-----------------|------------------------|------------------------|------------------|-------------|-----------------------------------|---|---|
|                                 |              |          |                 |                        | Board                  | Audit Comm.      | Comp. Comm. |                                   |   |   |
| Sverker Martin-Löf <sup>1</sup> | 2002         | Chairman | Member          | Chairman               | All                    | All              | All         | 1,500                             |   |   |
| Christian Caspar                | 2011         | Director | Member          | –                      | All <sup>2</sup>       | All <sup>2</sup> | –           | 500                               |   |   |
| Boel Flodgren                   | 2002         | Director | Member          | –                      | All                    | All              | –           | 500                               |   |   |
| Stuart Graham                   | 2011         | Director | Member          | –                      | All <sup>2</sup>       | All <sup>2</sup> | –           | 500                               |   |   |
| Hans Larsson                    | 2010         | Director | Chairman        | Member                 | All                    | All              | All         | 500                               |   | X   |
| Fredrik Lundberg                | 2004         | Director | Member          | –                      | All                    | All              | –           | 500                               |   | X   |
| Anders Nyrén                    | 2001         | Director | –               | –                      | All                    | –                | –           | –                                 | X   |   |
| <b>Total</b>                    |              |          |                 |                        |                        |                  |             | <b>4,000</b>                      |   |   |

1) Sverker Martin-Löf was appointed as Vice Chairman in 2002 and as Chairman in 2010.

2) Christian Caspar and Stuart Graham were elected to the Board at the Annual General Meeting on May 5, 2011.

3) Pertains to decision made at 2011 Annual General Meeting. No fee is paid for committee work.

4) Anders Nyrén is President and CEO of Industrivärden and the only executive director of the Company.

5) Fredrik Lundberg is President and CEO of L E Lundbergföretagen, which is a major shareholder of Industrivärden. Hans Larsson serves as Chairman of foundations that are major shareholders of Industrivärden.

The Board has a central role in Industrivärden's business model for active ownership, which is described at length on pages 10–17.

In addition to the statutory board meeting, which is held in connection with the Annual General Meeting, the Board normally meets four times a year (regular meetings). Extra meetings are called when necessary.

The statutory meeting deals with adoption of the Board's work plan, decisions on the Company's signatories, appointment of persons to check the minutes of board meetings, and appointment of committee members.

In connection with the board meeting that deals with the annual financial statements, the Board of Directors' Report, the proposed distribution of earnings and the year-end report, the Company's auditor submits a report to the Audit Committee on the auditors' observations and remarks from their audit.

The regular meetings cover a number of set agenda items. These include, among other things, a report on the current financial result of operations and on the development of net asset value and the performance of the equities portfolio, including detailed information on equity transactions that have been carried out. Reporting also includes a description of the portfolio companies' performance and macroeconomic conditions. In addition, a special review is normally conducted of one or more of the portfolio companies and of potential investments. At one or more board meetings during the year, the management of one of the portfolio companies presents a report on their company's development.

Committees appointed by the Board are tasked with conducting drafting work on matters ahead of board decisions. Each year the Board evaluates the financial reporting it receives from the Company and makes demands on its content and structure in order to ensure the quality of the financial reporting.

The Board's work is evaluated yearly in a structured process conducted under the direction of the Chairman of the Board.

Board decisions are based on extensive documentation and are made following a discussion that is monitored by the Chairman. The Company Secretary is attorney Sven Unger, from the law firm Mannheimer Swartling.

## IMPORTANT MATTERS FOR THE BOARD IN 2011

The Board held a total of eight meetings in 2011. The most important duties for the Board concerned matters related to the holdings in the equities portfolio and strategic planning. In addition, the Board decided to carry out an issue of convertible bonds and to use the proceeds from the issue to further increase Industrivärden's ownership positions in portfolio companies.

## COMPENSATION COMMITTEE

The Board has appointed a compensation committee, which held two meetings. The guidelines for compensation of senior executives were adopted by the 2011 Annual General Meeting. The Compensation Committee draws up recommendations for the CEO's compensation and decides on compensation for the other members of the executive management. The members of the Compensation Committee are Chairman of the Board Sverker Martin-Löf (committee chair) and board member Hans Larsson. No compensation was paid for the directors' work on the committee.

## PROPOSED GUIDELINES FOR EXECUTIVE COMPENSATION

The Board has issued the following recommendation for decision by the 2012 Annual General Meeting: Compensation paid to the CEO and other members of the executive management shall consist of a base salary, a variable salary, other benefits and pension. The total compensation should be competitive and in line with the going rate in the market, and shall be commensurate with the executive's responsibilities and authority. The variable salary consists of a short-term variable salary component (yearly) and a long-term variable salary component. The short-term variable salary component is based on individual performance, shall have a cap, and never exceed the base salary. The long-term variable salary is based on the long-term performance of the Company's stock and shall have a cap. None of the variable components shall be pensionable. Upon cancellation of an executive's employment contract by the Company, a two-year notice period applies. No severance pay should be payable. Pension benefits shall be either defined-benefit or defined-contribution, or a combination of both, and give the members of the executive

management the right to retire from 60 or 65 years of age, depending on their position. The Board may depart from these guidelines if there are special reasons for doing so in individual cases. The proposal is generally consistent with the guidelines agreed on at the 2011 Annual General Meeting.

#### **AUDIT COMMITTEE**

The Audit Committee, which held two meetings during the year, includes all of the members of the Board except for the CEO. Hans Larsson is chair of the Audit Committee. The Audit Committee is tasked with reviewing the routines for the Company's risk management, governance and control, and financial reporting. The Company's investment instructions and finance policy are adopted each year by the Board. The Audit Committee maintains regular contact with the Company's auditor to ensure that internal and external reporting meet established requirements and to discuss the scope and focus of the audit work. The auditor reports its observations to the Audit Committee in connection with the audit of the year-end financial statements. No compensation was paid to the Audit Committee members for their work on the committee.

#### **AUDITOR**

At the 2010 Annual General Meeting, PricewaterhouseCoopers AB was elected as the Company's auditor for a term through the 2014 Annual General Meeting. The chief auditor is Anders Lundin, Authorized Public Accountant.

In 2011 the half-year interim report was reviewed by the Company's auditor. Against this background and in view of how the financial reporting has been organized in general, the Board finds no need for a dedicated review function in the form of an internal audit unit.

#### **RISKS AND UNCERTAINTIES**

The dominant risk in Industrivärden's business is share price risk, i.e., the risk of a decrease in value caused by changes in share prices. A 1% change in the share price of the holdings in the equities portfolio as per December 31, 2011, would have affected the market value by approximately +/- SEK 600 M. A detailed description of the risks associated with Industrivärden's business is provided on pages 40–41.

#### **INTERNAL CONTROL OF FINANCIAL REPORTING**

Against the background of the share price risk described above, the most important control process in Industrivärden's business consists of the con-

tinuous monitoring of its value exposure in the equities portfolio. Industrivärden's internal control is therefore primarily focused on ensuring the reliability of valuations of outstanding equity and derivative positions and of the reporting of purchases and sales of stocks and other securities.

According to the Swedish Companies Act, the Board is responsible for internal control. The instructions regulating the delegation of duties between the Board and the CEO lay out investment rules for equities and derivative instruments as well as a finance policy. Decision-making channels, authority and responsibility are defined by a set of investment rules as well as finance instructions. Industrivärden has a specially appointed investment committee that makes regular decisions on investment matters within the framework of the CEO's mandate.

Other processes with a bearing on the financial reporting are regulated by Industrivärden's insider rules, information policy, confidentiality policy and other policies. Industrivärden's greatest risk consists of value exposure in the equities portfolio. The predominant risk in work processes pertains to potential errors in the accounting and reporting of equity transactions. Industrivärden continuously assesses the risks in the handling of equity transactions, which are discussed with the auditor and affect the structure of internal risk control.

Control activities pertaining to the equities portfolio include, among other things, approval of all business transactions, registration in internal systems not later than the day after the transaction date, follow-up of equity transactions to ensure that they are in accordance with decisions made by the Investment Committee, and checks to make sure that the value of purchases and sales of stocks and of underlying stocks in derivative transactions is within the scope of established exposure limits. All equity positions are followed up on a continuous basis in real time. The Investment Committee, which is made up of the executive management, continuously follows up investment decisions that have been made and checks to ensure that they have been executed correctly. Minutes are recorded of Investment Committee meetings.

#### **INSIDER RULES**

Apart from adherence to applicable insider rules and stipulations on public disclosure regarding transactions in shares of the portfolio companies, Industrivärden has internal rules that prohibit employees from trading in shares in the companies in which Industrivärden has major shareholdings for 30 days prior to publication of interim reports and the year-end report, including the day of reporting. All employees of Industrivärden are required to report their total holdings of financial instruments in the active portfolio companies in an internal register.

## Operations

### SIGNIFICANT EVENTS

In January convertible bonds were issued directed at European institutions. The loan is worth EUR 550 M, has a term until 2017 and carries a coupon of 1.875%. The conversion price is SEK 162.00, which represents a premium over net asset value at the time of the issue.

Part of the proceeds from the convertible issue has been used for investments in the equities portfolio. Net purchases totaled SEK 4.5 billion and included 30 million shares in Volvo for SEK 2.9 billion.

### NET ASSET VALUE

During the year, net asset value decreased from SEK 57.7 billion, or SEK 149 per share, to SEK 40.1 billion, or SEK 104 per share, or by -28% reinvested dividend included. The components making up net asset value are shown in the following table:

|                                       | SEK billion |            | SEK per share |            |
|---------------------------------------|-------------|------------|---------------|------------|
|                                       | 12/31/2011  | 12/31/2010 | 12/31/2011    | 12/31/2010 |
| Equities portfolio                    | 56.9        | 71.1       | 147           | 184        |
| Interest-bearing net debt             | -16.8       | -13.4      | -43           | -35        |
| Net asset value                       | 40.1        | 57.7       | 104           | 149        |
| Net asset value after full conversion | 48.7        | 61.8       | 106           | 144        |

### Equities portfolio

The market value of the equities portfolio at year-end was SEK 56,903 M (71,092). The market value exceeded cost by SEK 18,389 M (37,743). During the year, stocks were purchased for SEK 4,461 M (2,547), net.

Taking into account purchases and sales, the value of the portfolio decreased by 26% during the year (increased by 28%). The stock market index (OMXSPI) fell 17% (rose 23%). The total return for the equities portfolio was -23% (31%), compared with -14% (27%) for the return index (SIXRX).

### SHAREHOLDINGS 2011

| SEK M                            | Dividend received 2011 | Change in value | Net purchase/sale (-)<br>per holding | Market value, 12/31/2011 | Total return, % |
|----------------------------------|------------------------|-----------------|--------------------------------------|--------------------------|-----------------|
| Handelsbanken                    | 632                    | -2,470          | 728                                  | 12,274                   | -12             |
| Sandvik                          | 428                    | -6,664          | 724                                  | 12,210                   | -34             |
| Volvo                            | 267                    | -4,263          | 2,873                                | 9,323                    | -32             |
| SCA                              | 283                    | -330            | 17                                   | 7,174                    | 0               |
| Ericsson                         | 175                    | -355            | 220                                  | 5,613                    | -3              |
| SSAB                             | 114                    | -2,965          | 61                                   | 3,443                    | -45             |
| Skanska                          | 385                    | -685            | -362                                 | 3,234                    | -6              |
| Indutrade                        | 75                     | -722            | -                                    | 2,695                    | -19             |
| Höganäs                          | 44                     | -196            | 199                                  | 937                      | -16             |
| <b>Total, equities portfolio</b> | <b>2,403</b>           | <b>-18,650</b>  | <b>4,461</b>                         | <b>56,903</b>            | <b>-23</b>      |
| <b>SIXRX</b>                     |                        |                 |                                      |                          | <b>-14</b>      |

### Short-term derivative transactions and equity trading

The Group company Nordinvest AB conducts short-term equity trading. Income totaled SEK 32 M (17). Industrivärden's total income from short-term derivative transactions and equity trading amounted to SEK 152 M (114).

### Interest-bearing net debt

At year-end 2011, convertible loans amounted to SEK 8,555 M (4,155) and other interest-bearing loans to SEK 8,225 M (9,246), whereby the total net debt amounted to SEK 16,780 M (13,401). The net debt-equities ratio was 29.5% (18.9%), and after full conversion of convertible loans, the net debt-equities ratio was 14.5% (13.0%) at the same point in time.

### Parent Company

The Parent Company reports income after financial items of SEK -12,959 M (11,141). Shareholders' equity amounted to SEK 29,411 M (43,919) at year-end.

### Proposed dividend

The Board of Directors proposes a dividend of SEK 4.50 (4.00) per share. The proposed dividend corresponds to 5.9% of the Parent Company's shareholders' equity and 4.4% of the Group's shareholders' equity. Of shareholders' equity 26%, or SEK 7.5 billion in the Parent Company, and 4.9%, or SEK 19.1 billion in the Group, is attributable to the fair valuation of assets and liabilities. Industrivärden's dividend policy is to pay the shareholders a dividend yield that is higher than the average for the Stockholm Stock Exchange. The Board finds that the proposed dividend is well balanced in view of the objectives, scope and risk of operations, as well as with respect to the Company's ability to meet its future obligations. According to the proposal, the total dividend payout amounts to SEK 1,738 M (1,545).