

Corporate Governance Report

Governance, management and control of the Company are split between the shareholders at the AGM, the Board of Directors and the Chief Executive Officer (CEO) under the Swedish Code of Corporate Governance and statutes.

NAXS AB (publ) is a Swedish public company, whose shares are traded on Nasdaq Stockholm. The Company conducts its business based on Swedish legislation, primarily the Swedish Companies Act, the Nasdaq Stockholm rules for issuers – which also include the Swedish Code of Corporate Governance – and other relevant regulations and guidelines.

Since the Company's shares are traded on Nasdaq Stockholm and the Company must follow the securities market practice in force in the securities market, it applies the Swedish Code of Corporate Governance ("Code"). The text of the Code is available at www.bolagsstyrning.se.

This corporate governance report has been prepared in accordance with the Annual Account Act and the Code to describe how the company applied the Code during the fiscal year 2022. The corporate governance report is reviewed by the auditors in accordance with the Annual Accounts Act.

Articles of association

The Company's name is NAXS AB (publ) and it has its registered office in the municipality of Stockholm.

The Company shall directly or indirectly engage in investment activities and in connection therewith, acquire, own, manage and market the investments, shares and other securities and acquire rights and assume obligations related to these investments, or joint investments with companies or funds and related business. The articles of association also contain information on the share capital, number of directors and auditors, as well as provisions regarding the notice and agenda of the AGM. The articles of association are available in their entirety on the Company's website, www.naxs.se.

Board

The Board of Directors is responsible for, amongst others, establishing business and investment plans, budgets, policy goals, financial statements, as well as for appointing the CEO.

Ownership structure

The share capital of the Company amounted as of December 31, 2022 to SEK 750,000 divided into 11 152 585 shares.

The number of outstanding shares in the Company at the beginning of the year was 11,152,585 and 11,077,585 at the end of the year. During the year, 75,000 shares were bought back.

Each share has one vote. The Company's shares are registered with Euroclear Sweden AB. The quota value per share is SEK 0,067. The shares are traded on Nasdaq Stockholm. The number of shareholder's was 4 889.

Largest shareholders at 31 December 2022, according to Euroclear Sweden AB

Owner	No of shares	Votes and equity in %
Tompkins Square Park SARL	7 607 711	68,7
UBS Switzerland AG	602 000	5,4
Eccenovo AB	200 000	1,8
Didrik Hamilton	125 000	1,1
Others	2 542 874	23,0
Total outstanding shares	11 077 585	100,0

AGM 2022

At the AGM on March 30, 2022, 5 shareholders were registered, representing 69.54 percent of the total number of issued shares. The AGM was duly established and resolved, among other things, to;

- approve the balance sheets and income statements of the Group for 2021 and to grant the Board and CEO relief from liability in respect of the 2021 management;
- in accordance with the board's proposal that, the funds at the meeting's disposal shall be allocated as dividends to the shareholders of SEK 3,50 per share and that the company's remaining unrestricted equity shall be carried forward;
- re-elect Dan Gold, Meg Eisner, Nikolai Jebsen, Børge Johansen and Synne Syrrist as Board members, and re-elect Dan Gold as Chairman of the Board;
- that remuneration for the board, for the time until the end of the next annual general meeting, shall be paid in a total amount of SEK 918,750, whereof Synne Syrrist, Nikolai Jebsen and Børge Johansen, receives a fee of SEK 306,250 each;
- in accordance with the nomination committee's proposal, elect Meg Eisner (representing QVT Financial LP), Didrik Hamilton (representing himself) and Amaury de Poret (representing himself) were elected members of the nomination committee. Amaury de Poret was elected chairman of the nomination committee;
- adopt guidelines for remuneration of senior executives;
- adopt the Board's proposal to approve the authorization for the repurchase of shares. Shares may be acquired to the extent that the Company's holding of its own shares, on any occasion, does not exceed 10% of all shares in the Company.

Nomination Committee

At the AGM 2022, in accordance with the nomination committee's proposal, Meg Eisner (representing QVT Financial LP), Didrik Hamilton (representing himself) and Amaury de Poret (representing himself) were elected members of the nomination committee. Amaury de Poret was elected chairman of the nomination committee. The Nomination Committee can be contacted via e-mail to: adp@naccess.se.

Principles for appointing the Nomination Committee

The annual general meeting shall elect members of the nomination committee. A proposal for members and the chairman of the nomination committee shall be put forward by the current nomination committee. The nomination committee shall consist of three members. One member of the nomination committee shall be the chairman of the board of directors. However, the chairman of the board of directors of the Company shall not be chairman of the nomination committee. In its proposal for a new committee, the nomination committee shall take into account the shareholder base and the expressed willingness of the largest shareholders in the Company to participate in the nomination committee.

The nomination committee's mandate shall be for the period until a new nomination committee has been elected at a subsequent annual general meeting. However, the nomination committee may change the composition of the nomination committee during its mandate period if it deems it appropriate and practical or if it is motivated based on any material changes in the shareholder base (and/or if there has been an expressed interest from a large shareholder to appoint a member to the committee). In such cases, or if a member otherwise leaves the nomination committee for some other reason, the nomination committee shall offer the largest shareholder in turn, as applicable, based on votes, the possibility to appoint a member of the nomination committee for the remainder of that term, provided that there is nothing preventing such representation. However, no shareholder shall have the right to appoint more than one member to the nomination committee. The nomination committee shall vote on the proposed revised composition. No fees shall be paid to the members of the nomination committee. The nomination committee shall pursue the tasks that, according to the Swedish Code of Corporate Governance, are of the responsibility of a nomination committee.

AGM

NAXS's highest body is the general meeting, where all shareholders are entitled to participate either in person or by proxy. The AGM elects the Board and Chairman of the Board, approve the Company's and the consolidated balance sheets and income

statements decide on the disposition of the profits and decides to discharge the Board and CEO. The AGM also appoints the Company's auditors. The AGM also decides on the Board remuneration and approves the principles for remuneration and other terms of employment for senior management. At the AGM, each shareholder has as a general rule the right to vote for all of its shares. AGM decisions are taken by a simple majority of the votes cast. To protect the smaller shareholders, certain decisions taken by qualified majority of the votes cast and the shares represented. In addition, as a general rule the shareholders' meeting must not take decisions which may give an unfair advantage to certain shareholders or be detrimental to the Company or other shareholders.

AGM 2023

The next Annual General Meeting of shareholders in the Company will be held on March 30, 2023, in Stockholm. This Annual General Meeting will be held in accordance with the Company's by-laws and comply with the requirements of Swedish law.

The Board

Directors' responsibilities

According to the Swedish Companies Act and the Company's by-laws, the Board of Directors is responsible for establishing comprehensive, long-term strategies and objectives, setting budgets and business plans, review and approve financial statements and make decisions regarding investments and significant changes in the Company's organization and operations. The Board also appoints the CEO and sets his/her salary and other compensation.

Board composition

NAXS's Board of Directors shall consist of not less than 3 and not more than 8 members, with up to 5 substitutes. During 2022, the board has consisted of five regular members (no deputies). During the financial year, the board consisted of Daniel Gold (chairman of the board), Meg Eisner, Nikolai Jebsen, Børge Johansen and Synne Syrrist.

Further information regarding the directors is set forth below:

Dan Gold, Chairman of the Board

Mr. Gold (born 1968) has built and managed QVT Financial LP ("QVT") since its inception, starting with a proprietary trading group at Deutsche Bank A.G. He is QVT's Chief Executive Officer and Chief Investment Officer and a Managing Member of the general partner of QVT. Mr. Gold previously served as a Managing Director of DB Advisors L.L.C. He founded the QVT Group at Deutsche Bank shortly after joining Deutsche Bank in 1992, having previously worked as a proprietary trader at Daiwa Securities America and at Bear, Stearns & Co. Mr. Gold earned an A.B. in Physics from Harvard College. Mr. Gold has an indirect economic interest in NAXS through the shares held by the Majority Shareholder. Mr. Gold is an American citizen and resident.

- Shareholding in the Company: 0
- Attendance at board meetings: 8 of 9
- Dan Gold is independent of the Company. He is a nominee of the Company's largest shareholder.

Meg Eisner, director

Ms. Eisner (born 1986) is a partner at QVT and acts as its Chief Compliance Officer. Prior to joining QVT in 2007, Ms. Eisner earned an A.B. in International Political Economy, summa cum laude, from Fordham University. Ms. Eisner has an indirect economic interest in NAXS through the shares held by the Majority Shareholder. Ms. Eisner has been Chairman of the Company's Nomination Committee, acting as the representative of QVT and the Majority Shareholder, since 2019. Ms. Eisner is an American citizen and resident.

- Shareholding in the Company: 0
- Attendance at board meetings: 9 of 9
- Meg Eisner is independent of the Company. She is a nominee of the Company's largest shareholder.

Nikolai Jebsen, director

Mr. Jebsen (born 1984) is an independent consultant and investor. He was previously the Chief Financial Officer of Aurora LPG, a publicly traded provider of liquid petroleum gas transportation services, from its inception until its acquisition in 2017. Mr. Jebsen has extensive experience within the equity and debt capital markets from his time with Carnegie, Pareto and SEB, as well as in producing official financial reporting. He holds a BSc in Finance

from BI Norwegian Business School. Mr. Jebsen does not hold any shares in the Company. Mr. Jebsen holds dual Norwegian and American citizenship and is a Norwegian resident.

- Shareholding in the Company: 0
- Attendance at board meetings: 9 of 9
- Nikolai Jebsen is independent of the Company. He is a nominee of the Company's largest shareholder.

Børge Johansen, director

Mr. Johansen (born 1974) is an independent investor and a board member of Sector Alarm. He was also the Chief Executive Officer of Aurora LPG. Prior to Aurora, Mr. Johansen held research and investment management positions covering the maritime sector at Oslo Asset Management AS and Carnegie Investment Bank. He also brings several years of experience in M&A and corporate finance from engagements at Creo Advisors and Andersen Consulting. He holds an MSc from the Norwegian University of Science and Technology. Mr. Johansen does not hold any shares in the Company. Mr. Johansen is a Norwegian citizen and resident.

- Shareholding in the Company: 0
- Attendance at board meetings: 9 of 9
- Børge Johansen is independent of the Company. He is a nominee of the Company's largest shareholder.

Synne Syrrist, director

Ms. Syrrist (born 1972) is an independent business consultant and has extensive experience as a non-executive director of both private and public companies. Ms. Syrrist was previously a partner and financial analyst at First Securities AS. She currently serves on the board of several public companies, including Awilco LNG ASA, Awilco Drilling Ltd. and Aqualisbraemar LOC ASA. She holds an MSc from the Norwegian University of Science and Technology and qualified as an authorised financial analyst at the Norwegian School of Economics and Business Administration. Ms. Syrrist does not hold any shares in the Company. Ms. Syrrist is a Norwegian citizen and resident.

- Shareholding in the Company: 0
- Attendance at board meetings: 9 of 9
- Synne Syrrist is independent of the Company. She is a nominee of the Company's largest shareholder.

The CEO is not a board member but participates in the board meetings and provides any required information and conducts presentations.

NAXS meets the Nasdaq Stockholm stock exchange regulations and the Code's requirements that a majority of the elected board members are independent of the company and the Group management and that at least two of its members are also independent of the company's shareholders.

Board Rules

The Board's work is governed by the Rules of Proceedings governing the Board's work, decision-making, signatories and meeting schedule, which are adopted annually. The Board follows as a guiding principle a set of proceedings designed that the requirement for a satisfactory information and division of work between the Board and CEO are met. The Board has established specific CEO's instructions set forth in the Board's Rules. The Board monitors the CEO's activities, is responsible for establishing guidelines for the management of the Company and ensures that the Company's liquid assets are appropriately invested. The Board is also responsible for developing and monitoring the Company's strategies,

plans and objectives, taking decisions on acquisitions and disposals of businesses, major investments, appointments and remuneration of the management and ongoing monitoring of operations during the year.

Chairman

The Chairman is responsible for the Board members receiving regularly the information required to monitor the Company's financial position, earnings, liquidity, economic planning and development, to verify that the Board's decisions are implemented in an efficient manner and that the Board's work is duly evaluated. Furthermore, the Chairman is responsible for the organization of the Nomination Committee and participates in its work.

The Board's work in 2022

During the fiscal year 2022, the Board of NAXS held 9 meetings. All of the meetings were held by telephone and video conferencing. Under the current rules, the Board shall hold at least 5 regular meetings per calendar year. All the regular Board meetings follow a pre-defined agenda, which includes a report from the CEO as well as financial reports, updates on investments, financing issues and strategic issues. Key issues discussed during the fiscal year 2022 included financing issues, investment issues, share repurchase issues, distribution issues and the Group's future structure.

Audit Committee

The Company has decided that the entire Board shall be included in the Audit Committee. The Audit Committee's tasks are described in the Board's Rules. The Audit Committee shall inter alia monitor the Company's financial reporting, the effectiveness of the Company's internal controls, risk management on financial reporting, keep itself informed about the audit of annual and consolidated accounts, review and monitor the auditors' impartiality and independence, as well as assist the Nomination Committee in relation to the proposal for the appointment of the auditors.

Compensation Committee

The Company has decided that the entire Board shall be included in the Compensation Committee. The Remuneration Committee's tasks are described in the Board's Rules. The Remuneration Committee shall, inter alia, examine whether the compensation paid to senior executives (i.e. the CEO) is on market terms.

Evaluation of the Board's work

The Chairman of the Board evaluates annually the quality of the Board's work and what areas of improvements should be targeted to develop the quality and efficiency of the Board's work. The evaluation results are reported to the Nomination Committee.

Company Management

During 2022, NAXS's group management has consisted of Lennart Svantesson as CEO until April 28 and thereafter of Gösta Lundgren as interim CEO. Lennart Svantesson had been CEO of NAXS AB (publ) since June 2012.

Gösta Lundgren has extensive experience as a consultant with a focus on interim CFO assignments and on consolidated accounts for mainly listed companies. Prior to that, Gösta Lundgren has worked as finance director in Korbe Fastigheter KB and Max Matthiessen AB and as an auditor in Osborne Johnson Revisionsbyrå AB. Gösta Lundgren has been CFO in NAXS AB (publ) since 2007 when the company was founded. Gösta Lundgren has a bachelor's degree in business administration and a law degree from Uppsala University. Gösta Lundgren is a Swedish citizen.

Shareholding in NAXS: 12,500 via endowment insurance in own company.

The company's CEO

The CEO is responsible for the Company's operational management in accordance with the guidelines and instructions of the Board of Directors and shall ensure that the Board receives the information required for decision-making regarding the Company's and Group's financial position, earnings, liquidity and development. The CEO attends the board meetings, where he provides the required reporting.

Auditors

NAXS's auditors are appointed by the AGM for a period of one year. The current period runs out in 2022, and the next election is thus to take place at the 2023 AGM. The Company's registered accounting firm is Ernst & Young, and its chief auditor is authorized auditor Jesper Nilsson. Jesper Nilsson has been the Company's auditor since the 2016 AGM. The external auditor's role is to, on the shareholders' behalf and in accordance with applicable laws and regulations, review the Company's accounts, consolidated accounts, annual report, the Board of Directors and Corporate Governance Report. In addition, the Company's interim report for the third quarter of 2022 was reviewed by the auditors. The chief auditor also submits an audit report to the AGM.

Board fees

In accordance with the decisions of the AGM 2022, the Board of Directors receive annual fees amounting to a total of 918,750, whereof Synne Syrrist, Nikolai Jebsen and Børge Johansen, receives a fee of SEK 306,250 each. For more information on remuneration paid to the Board and senior executives, see Note 7, Employees and staff costs.

Guidelines for remuneration and other benefits for executives' remuneration

Before each AGM, the Board shall develop guidelines regarding salaries and other compensation for the CEO and other senior executives of the Company. The 2022 AGM adopted the proposal submitted by the Board regarding the guidelines for remuneration to the CEO and senior executives.

Current guidelines for executive compensation

The executive management of NAXS AB (publ) ("NAXS" or the "Company") fall within the provisions of these guidelines. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2022. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

In short, the Company's business strategy is the following.

NAXS primarily in private equity funds with a Nordic focus. NAXS may also make direct investments or co-investments alongside private equity or other alternative assets funds. In addition, NAXS may, to a limited extent, make other types of investments.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration. These guidelines enable the Company to offer the executive management a competitive total remuneration.

No long-term share-related incentive plans have been implemented by the Company. If the Company would implement any long-term share-related incentive plans it would be resolved by the general meeting and any such plans are therefore excluded from these guidelines.

Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits.

Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 50 per cent of the fixed annual cash salary.

For the CEO and other executives, pension benefits, if applicable, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall not qualify for pension benefits unless required for the executive in question by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (*Sw: sjukvårdsförsäkring*) and Company cars. Such benefits may amount to not more than 10 percent of the fixed annual cash salary.

Termination of employment

The notice period may not exceed six months without any right to severance pay if notice of termination of employment is made by the Company. The period of notice may not exceed six months without any right to severance pay when termination is made by the executive.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The board of directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the Company.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The board of directors shall prepare a proposal for new guidelines for executive remuneration at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The board of directors shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability.

Financial reporting

The Board should document how it ensures the quality of financial reporting and communicating with the auditors. The Board is responsible for the quality of financial reporting in each quarterly report. The Board reviews critically the accounting and financial reports issued by the Company, compliance, and any significant uncertainty in the reporting. The auditors attended two regular meetings of the Board during 2022, which were held digitally via Zoom. The entire Board reviews the interim reports before they are published. The Company's auditors attend the Board meeting in connection with the approval of the Company's annual report.

Internal control of financial reporting

Internal control

The Board is responsible for the internal controls under the Swedish Companies Act and the Code. The following description of internal control and risk management of financial reporting has been prepared in accordance with the Code.

NAXS has a centralized organization in the group with a CEO and CFO hired on a consulting basis. The former CEO was the only employee in the Company until end of April. The other professionals being engaged on a consultancy basis. The Group has a clear division of responsibilities and internal controls, which is the reason why the need for a separate internal audit function does not exist. Internal control and performance monitoring are conducted at several levels within the Group, both at the subsidiaries' level and at Group level.

Control environment

Internal control covers all companies within the Group and includes controlling the accuracy and reliability of reporting and ensuring that the adopted practices and policies are followed.

NAXS has established policies and procedures, including rules of proceedings for the Board, instructions for the CEO, instructions for financial reporting, financial and investment policy and authorization rules. Guidelines are also for decisions regarding the costs, private equity fund investments and more. Reporting Instructions are designed to support a relevant reporting that follows the organization's structure.

NAXS accounting policies and principles follow IFRS, which ensures a consistent and rigorous financial reporting.

Risk assessment

NAXS is exposed to a variety of risks, both externally and internally. The basis for risk management and risk assessment is to identify and analyse the Company's risks. Risk management is an integral part of the funds evaluation process to ensure that its policies are followed. Comprehensive risk assessments are carried out and where appropriate lead to specific measures to address existing risks.

Control Activities

Control activities consist of routines and procedures that ensure management directives are carried out and that control objectives for the management of significant risks are reached. Control activities are implemented within the organization. Activities include, among others, approval, verification, reconciliation, performance monitoring and allocation of tasks. NAXS assesses quarterly the valuation reports from underlying funds. The Group management makes regular controls, the results of which are reported to the Board.

Information and communication

Appropriate information and communication are essential for the internal control systems to function appropriately. NAXS receives quarterly or semi-annual reports from underlying funds relating the development of each fund. The Company's CFO then compiles a report on the Company's stake in the private equity fund investments and the value of such investments, which is presented to the CEO and the Board. NAXS is a small organization, which facilitates effective communication and information between the Company's management and the Board.

Follow-up

Monitoring is conducted in the ordinary course of business and forms part of the management's regular activities when carrying out their duties. Any weaknesses in internal controls should be reported to the Board.