



ANNUAL REPORT 2022
NAXS AB (publ)

(This text is an in-house translation of the original Annual Report 2022 in Swedish)

NAXS AB (publ)**Annual Report 2022**

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The annual report for NAXS AB (publ) 556712-2972 consists of the Corporate Governance Report, the Directors' Report and of the related financial statements on pages 19-56. The Annual Report is published in Swedish and English.

Financial Information 2023

Annual General Meeting: March 30

Interim Report (3 months): April 24

Interim Report (6 months): July 20

Interim Report (9 months): October 26

NAXS AB (publ)

Corp. Reg. No. 556712-2972

Nybrogatan 8

114 34 Stockholm

Sweden

Comments by the CEO

Despite challenging macroeconomic environment, NAXS's financial results for 2022 were strong. The 4th quarter of 2022 represented the 10th consecutive quarterly NAV growth for the Company, with the NAV/share increasing by 3.9%. During FY 2022, the NAV per share increased by 22.1%, including the dividend paid in April.

On the investment side, NAXS made 2 new private equity fund commitments in 2022: the first one 5 MEUR to JAB Consumer Partners JCP V, which is focused on pet care & services, and the second one 75 MSEK to Mimir Industries, which follows a special situations investment strategy. NAXS was an existing investor in the predecessor funds of both managers.

As to NAXS's underlying funds, they acquired 13 new portfolio companies and signed or closed 4 full exits during 2022. Notably, Nordic Capital CV1 announced during the 4th quarter that it had signed an agreement to divest its portfolio company The Binding Site to Thermo Fisher Scientific, in one of the largest and most successful transactions in the Nordic private equity industry.

In April 2022, NAXS paid a dividend of SEK 3.50/share for FY 2022. The Company has now distributed a cumulative SEK 25,59 per share over the last 5 years to its shareholders through dividends and share repurchases.

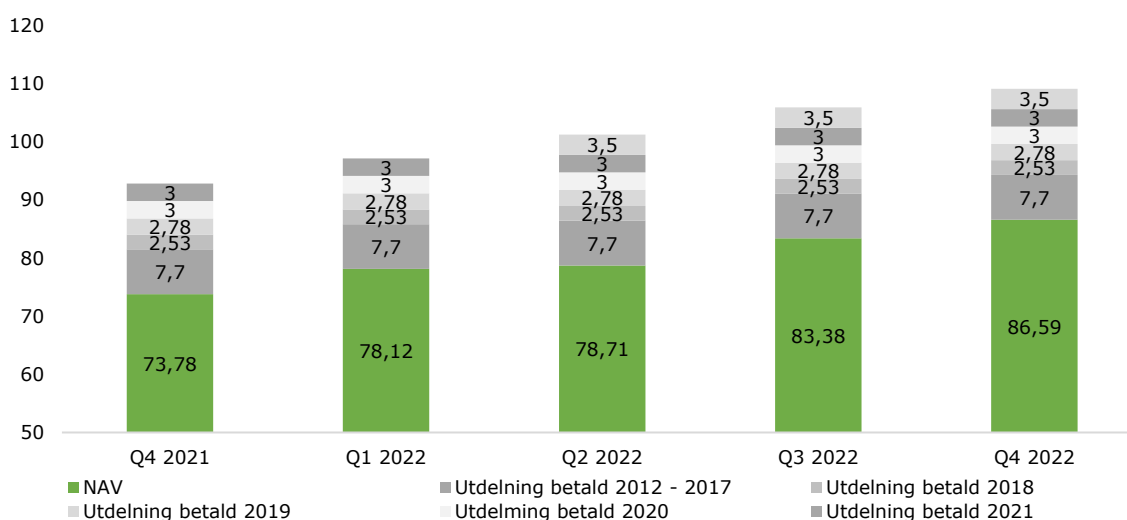
While NAXS has been an active investor during the last couple of years, it has maintained a significant amount cash on its balance sheet, which leaves the Company well positioned to continue to take advantage of the potential investment opportunities that may arise in 2023 and beyond.

Gösta Lundgren

The highlights of 2022 for the Company were:

- An increase of 22.1% in net asset value (NAV) per share (incl. dividend paid)

NAV per share (SEK)



- NAXS made 2 investment commitments to private equity funds, EUR 5 million to JAB JCP V and SEK 75 million to Mimir Industries.
- NAXS invested in shares in Chr Hansen Holding A/S for an amount of DKK 1.4 million, and also made a follow-on investment of SEK 4.4 million in Awilco Drilling
- NAXS' underlying funds acquired 13 new portfolio companies, bringing the total number of acquired companies since NAXS was founded to 176 (including the 114 portfolio companies that have been completely divested).

- NAXS' underlying funds signed agreements for or completed 4 new divestments/exit.
- The 114 total divestments completed since NAXS was founded have generated a gross average annual return (IRR) amounting to 17.5%.
- The 2022 Annual General Meeting resolved to pay a dividend of SEK 3.50 per share.
- The company has reassessed whether the functional currency of the Danish and Norwegian subsidiary should be DKK and NOK or SEK, respectively, i.e. the same as that of the parent company. Previously, the financial statements of the foreign subsidiaries were recalculated to SEK and the translation difference was reported in Other Comprehensive Income. As of December 31, 2022, the assessment has been modified in accordance with IAS 21.11(a). This means that the functional currency of the subsidiaries is now considered to be the same as that of the parent company and is reported in the income statement in the item Changes in Value. Earned translation difference has been transferred to Retained Earnings. The comparison year has been adjusted accordingly. The translation difference that is now included in the profit for the year amounts to MSEK 62.2 (13.5), which corresponds to SEK 5.63 (1.21) per share.

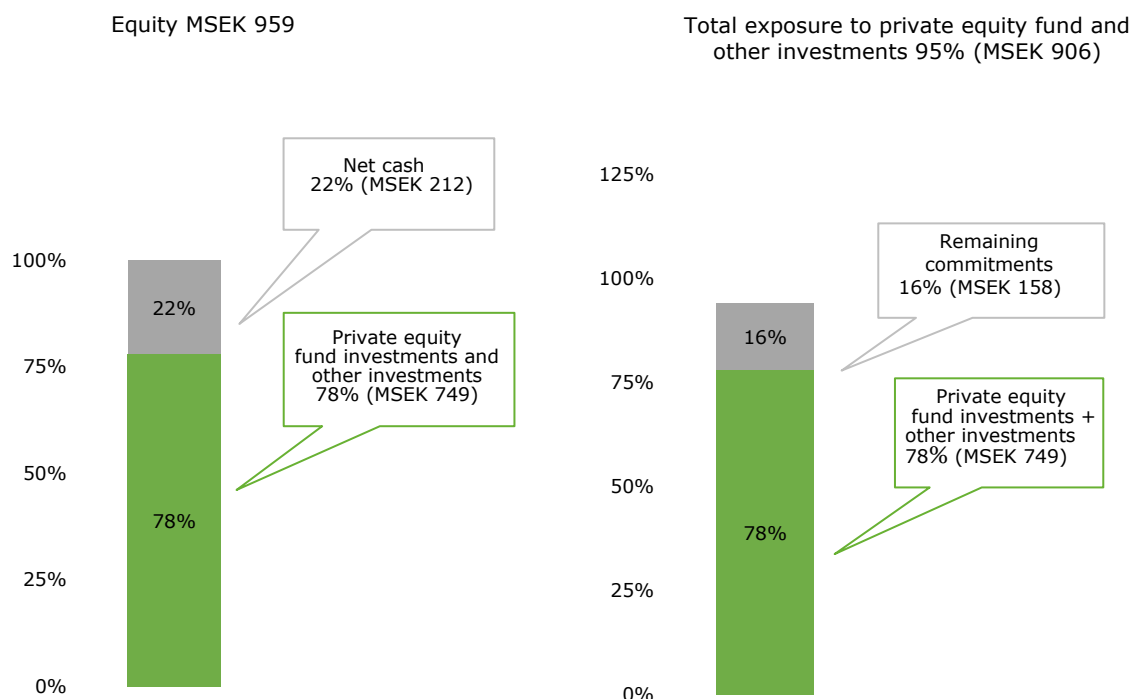
Private equity fund investments and other investments

NAXS's investments mainly consist of investments in private equity funds (the fund portfolio), but also of other investments ("Other investments").

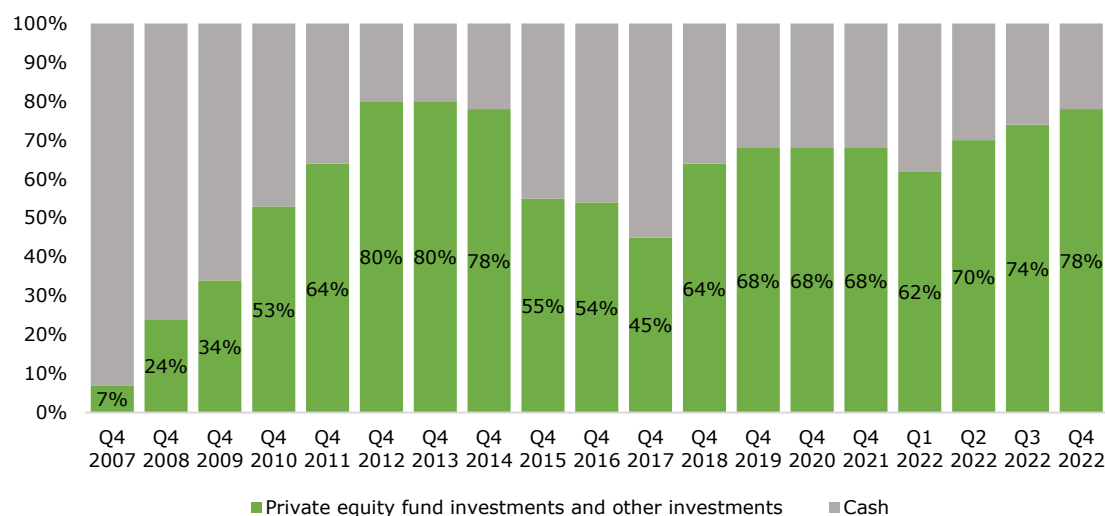
Exposure to private equity fund investments and other investments

As of December 31, 2022, the total exposure to private equity fund investments and other investments amounted to MSEK 906, which corresponds to 95 percent of the Company's equity.

Net cash, fund investments and other investments, and total exposure to private equity funds in percent of equity



Evolution of private equity fund investments and other investments (in % of equity)



The Fund portfolio

Private equity fund investments

As of December 31, 2022, NAXS had commitments to 15 private equity funds (13 buyout funds and 2 special situations fund).

At the end of 2022:

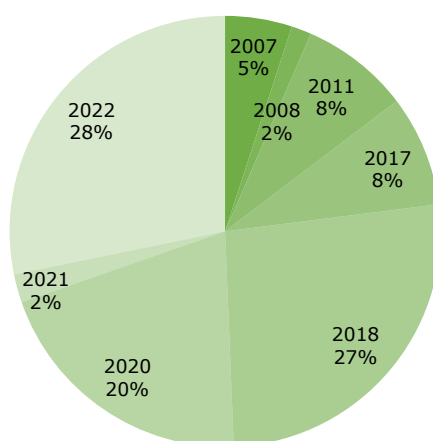
- private equity fund investments amounted to MSEK 688, which corresponds to 722 percent of the Company's equity;
- remaining commitments amounted to MSEK 158.

The table below summarizes NAXS's private equity fund commitments

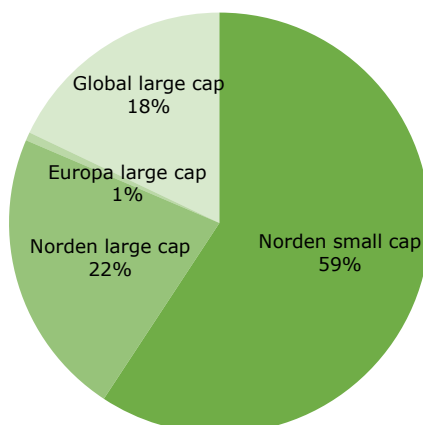
Fund	Commitment Year	Commitment Currency	Initial Commitment Amount (in 000s)
Apax Europe VII LP	2007	EUR	15 000
Equip Capital Fund I LP	2020	NOK	20 000
FSN Capital III LP	2008	EUR	10 000
Herkules Private Equity Fund III LP	2008	NOK	40 000
Intera Fund II KY	2011	EUR	7 250
JAB Consumer fund - GCB II	2018	USD	5 000
JAB Consumer fund - GCB III	2019	EUR	5 000
Mimir Invest AB	2017	SEK	50 000
Nordic Capital Fund VII LP	2008	EUR	20 000
Nordic Capital CV1	2018	EUR	14 654
Nordic Capital X LP	2020	EUR	2 000
Nordic Capital Evo Fund I LP	2021	EUR	1 000
Valedo Partners Fund II AB	2011	SEK	65 000

Through its mature fund portfolio, NAXS provides investors with an attractive exposure to the private equity asset class through a liquid instrument and with a good level of diversification:

- 15 private equity funds (13 buyout funds and 2 special situations fund) from 9 managers:
- 8 different vintage years: 2007, 2008, 2011, 2017, 2018, 2020 and 2021 (based on current commitments):



- an exposure to small-, mid-, and large cap and to all Nordic countries and to a certain extent to Europe, as well as to the rest of the world, mainly through the commitments to Apax and JAB (based on the fair value of the current portfolio companies):



- an exposure to 62 portfolio companies (remaining after 114 exits);
- the 114 exits have generated an average IRR of 17,5%.
- a diversified portfolio, where the 10 largest portfolio companies account for ca. 63% of the NAV, and no single portfolio company account for more than 13% of NAV.

Acquisitions and divestments by underlying funds

During 2022, NAXS' underlying funds made 13 new acquisitions and 4 full exits. As of December 31, 2022, NAXS's underlying funds had acquired a total of 176 companies, 114 of which had been fully divested.

2022 acquisitions (by fund and in alphabetical order)

Portfolio Company	Sector	Geography	Fund
Cautus Geo	Financial & Business Services	Norway	Equip I
JAB Pet Insurance platform	Pet care	USA	JAB JCP V
Euroatlas	Engineering	Europe	Mimir Industries
Lindemann	Engineering	Europe	Mimir Industries
Modus	Building & Construction	Sweden	Mimir Industries
Thermion	Building & Construction	Sweden	Mimir Industries
Svensk Kompressor	Business Services	Nordic	Mimir Industries
RLDatix	Healthcare	Europe	Nordic Capital X
Bilthouse	Financial & Business Services	Europe	Nordic Capital X
Ascot Lloyd	Financial & Business Services	Europe	Nordic Capital X
ProGlove	IT/Technology	Europe	Nordic Capital X
Ellos Group	Consumer goods	Sweden	Nordic Capital CV1
CARE Fertility	Healthcare	Europe	Nordic Capital Evo

2022 exits (by fund and in alphabetical order)

Portfolio Company	Sector	Entry year	Fund
Huarong	Financial services	2014	Apax VII
Meerivara	Healthcare equipment	2012	Intera II
Binding Site	Healthcare	2018	Nordic Capital CV1
Becksöndergaard	Consumer goods	2013	Valedo II

PORTFOLIO COMPANIES FROM UNDERLYING FUNDS AT DECEMBER 31, 2022 (by fund and in alphabetical order)

* indicates fully exited portfolio companies

** indicates portfolio companies that have been partially exited through an IPO

APAX EUROPE VII

Portfolio Company	Sector	Country
Acelity*	Healthcare products	USA
Advantage Sales & Marketing*	Sales and marketing services	USA
Apollo Hospitals*	Healthcare services	India
Aptos (Epicor spin-off)*	Enterprise application software	USA
Ascential*	B2B media	UK
Auto Trader Group*	Auto classified	UK
Bankrate*	Web-based personal finance services	USA
Cengage*	Educational publishing	USA
Cengage II	Educational publishing	USA
Dealer.com*	Digital marketing automotive sector	Canada
Electro-Stock*	Electrical components distribution	Spain
Epicor*	Enterprise application software	USA
Genex Services*	Healthcare software	USA
Golden Jaguar*	Restaurant chain	China
Huarong	Financial services	China
Hub International*	Insurance services	USA
iGate*	IT and business process outsourcing	India
Marken*	Healthcare logistics services	UK
Netrada*	E-commerce management services	Germany
Neobop (Tivit spin-off)*	Business process outsourcing	Brazil
One Call Care Management*	Healthcare	USA
Orange Switzerland*	Telecommunications	Switzerland

Paradigm*	Software for oil and gas industry	Global
Plantasjen*	Garden centers chain	Norway/Sweden
Psagot*	Financial services	Israel
Project X*	n/a	N/A
Qualitest*	Generic pharmaceuticals	USA
Rhiag*	Automotive parts	Italy
Sophos*	Security software	UK
SouFun*	Real estate internet portal	China
Takko	Fashion retailer	Germany
Trizetto*	Healthcare software	USA
Tivit	Business process outsourcing	Brazil
Tnuva*	Food manufacturing and distribution	Israel
Trader Corporation*	Auto classified	Canada
Weather Investments*	Telecommunications	Global

EQUIP CAPITAL FUND I

Portfolio company	Sector	Country
Bastard Burgers	Fast-casual burger restaurants	Sweden
Busfabriken	Indoor play centers	Sweden
Cure Media	Business Services	Sweden
Holy Greens	Chain of salad restaurants	Sweden
MakeupMekka	Cosmetics online retailer	Norway
Miles	IT service provider	Norway
Mimir	IT service provider	Norway
Riggrtech	Building & Construction	Norway
Rush	Indoor trampoline parks	Norway
Ryde Technology	Consumer services	Norway
ÖB Solutions	Building & Construction	Norway
Cautus Geo	Business services	Norway

FSN CAPITAL III

Portfolio Company	Sector	Country
Green Landscaping*	Landscaping contracting	Sweden
HusCompaniet*	Standardized housing building	Denmark
Lagkagehuset*	Bakery chain	Denmark
Norman*	Security software	Norway
PM Retail*	Fashion retail	Norway
Skamol	Insulation material	Denmark
Tactel*	Mobile software development	Sweden
Troax*	Machine safety solutions	Sweden
Vindora*	Education services	Sweden
Vizrt*	Digital media production tools	Norway

HERKULES PRIVATE EQUITY FUND III

Portfolio Company	Sector	Country
Bandak*	Machining and engineering	Norway
Enoro*	Software for utility services	Norway
Espresso House*	Coffee chain	Sweden
Gothia*	Financial services	Sweden
Harding*	Maritime lifesaving equipment	Norway
New Store Europe*	Interior design	Norway
Norsk Jernbanedrift*	Railway maintenance	Norway
Odlo*	Sportswear	Switzerland
Projectiondesign*	High performance projectors	Norway
Puzzle (formerly Intelecom)*	Telecommunications	Norway
Stamina*	Health service provider	Norway

INTERA FUND II

Portfolio Company	Sector	Country
Animagi*	Veterinary clinics	Finland
Evidensia*	Veterinary clinics	Europe
HopLop*	Indoor playgrounds	Finland

Kreate*	Infrastructure construction	Finland
Kamux*	Used car retail	Finland
Merivaara*	Healthcare technology	Finland
Renta*	Building & construction, rental equipment	Finland
Rototec*	Geothermal drilling	Finland
Royal Ravintolat/NoHo*	Accommodation and restaurant services	Finland
Silmäasema*	Ophthalmology services	Finland
Stella*	Home care services	Finland
Tamtron*	Industrial products	Finland

JAB GLOBAL CONSUMER BRANDS II

Portfolio Company	Sector	Country
JAB Acorn/Drinx	Holding company for consumer drinks brands	Global
JAB K.K.	Holding company for consumer indulgence brands	Global
JAB Pret Panera	Holding company for consumer casual dining brands	Global
JAB Petcare	Holding company for veterinary care investments	Global

JAB Global Consumer Brands III

Portfolio company	Sector	Country
JAB Pet care	Holding company for veterinary care investments	Global

JAB Consumer Partners - JCPV

Portfolio company	Sector	Country
JAB Pet Insurance platform	Holding company for pet care services	Global

MIMIR INVEST AB

Portfolio Company	Sector	Country
Emmaboda	Building & construction	Sweden
Karlsson Varuhus*	Discount retail	Sweden
Parken Zoo i Eskiltuna	Entertainment & zoological park	Sweden
Puumerkki	Building material distribution	Finland
Quadriga Systems Ltd*	Software solutions for hotel industry	UK
Recion	Project piping solutions	Finland
SI Glass	Building & construction	Norway
Terraroc	Industrial drilling consumables	Finland

MIMIR INDUSTRIES AB

Portfolio Company	Sector	Country
Euroatlas	Engineering industry	Europé
Lindemann	Engineering industry	Europé
Modus	Building construction	Sweden
Thermion	Building construction	Sweden
Svensk Kompressor	Business services	Nordic

NORDIC CAPITAL FUND VII

Portfolio Company	Sector	Country
Acino*	Pharmaceuticals	Switzerland
Binding Site*	Healthcare diagnostics	UK
Bladt Industries*	Steel structure manufacturing	Denmark
Britax*	Child safety products	UK
Convatec*	Healthcare products	USA
EG*	IT solution and services	Denmark
Ellos*	Online retail	Sweden
Europris*	Discount retail	Norway
Handicare*	Healthcare mobility solutions	Norway
Master Marine*	Offshore accommodation services	Norway
Munters*	Air treatment	Sweden
Itiviti*	Financial technology and services	Sweden
Resurs Group*	Financial services and insurance	Sweden
SafeRoad*	Traffic safety products and services	Norway
SiC Processing*	Wafer slurry recycling services	Germany
Sport Nordic Group*	Sporting goods retail	Denmark

Sunrise Medical* (<i>Handicare spin-off</i>)	Healthcare	USA
Thule*	Leisure outdoor industry	Sweden
Tokmanni*	Discount retail	Finland

NORDIC CAPITAL CV I

Portfolio Company	Sector	Country
Acino*	Pharmaceuticals	Switzerland
Binding Site*	Healthcare diagnostics	UK
Bladt Industries	Steel structure manufacturing	Denmark
Max-Inf*	Child safety products	UK
Ellos*	Online retail	Sweden
Ellos	Online retail	Sweden
Macro Offshore*	Offshore accommodation services	Norway
Itiviti*	Financial technology and services	Sweden
Sunrise	Healthcare mobility solutions	Germany
Unisport	Sporting goods retail	Denmark

NORDIC CAPITAL X

Portfolio company	Sector	Country
AdvanzPharma	Healthcare	Europe/UK
Ascot Lloyd	Healthcare	Europe
ArisGlobal	Healthcare services	US
Bilthouse	IT & Telecom	Europe
Cytel	Healthcare	US
Duco	Healthcare	Europe
Inovalon	IT & telecom	US
LEO Pharma	Financial & business services	Denmark
ProGlove	IT & telecom	Europe
Regnology/RegTech	Financial & business services	Europe
RLDatix	Healthcare	Europe
Sambla+Advisa	Media	Nordics
Siteimproved	IT/Business Services	Denmark
Sortera	Business services	Nordics
UVC	Healthcare	US
Vizrt	Production tools for digital media	Norwa

NORDIC CAPITAL Evo

Portfilio company	Sector	Country
Boost.ai	Financial Services	Europe
CARE Fertility	Healthcare	Europe
Equipe Zorgbedrijven	Healthcare	US
Qred	Financial Services	Europe

VALEDO PARTNERS FUND II

Portfolio company	Sector	Country
Aditro Logistics*	Third-party logistics	Sweden
ASA & Best Transport*	Courier services	Sweden
Becksöndergaard*	Fashion accessories	Denmark
Cambio*	Healthcare industry software	Sweden
CMA/Markör	Consumer surveys	Sweden
Evidensia*	Veterinary clinics	Sweden
JOBmeal*	Office coffee solutions	Sweden
Joe & the Juice	Juice & Coffee bars	Global
Lakrids by Johan Bülow	Premium confectionery	Denmark
Norva 24**	Construction services	Norway
Rapunzel of Sweden	Hair products and services	Sweden

Underlying funds

Summary information regarding NAXS's underlying private equity funds is provided below:

Apax Europe VII LP

Fund size: MEUR 11,000

Segment: large cap

Geographic focus: primarily Europe

Vintage: 2008

Website: www.apax.com

Description: Apax Europe VII is the seventh European fund raised by Apax Partners, one of the largest private equity organizations in the world, operating out of 9 offices on 4 continents. Funds advised by Apax Partners invest in four sectors: consumer, healthcare, services, tech & telecom.

No. of portfolio companies at December 31, 2022: 3

No. of fully divested portfolio companies at December 31, 2022: 33

Equip Capital Fund I LP

Fund size: MNOK 1,900

Segment: small/mid cap

Geographic focus: Norway and the Nordic region

Vintage: 2020

Website: www.equip.no

Description: Equip I is the first fund raised by Equip, a new private equity manager established by an Oslo-based team. Equip focuses on the small/midcap segment in the Nordic region, primarily Norway and Sweden, with three main focus sectors: consumer services, industrials and business services.

No. of portfolio companies at December 31, 2022: 12

No. of fully divested portfolio companies at December 31, 2022: 0

FSN Capital III LP

Fund size: MEUR 375

Segment: mid cap

Geographic focus: Norway and the Nordic region

Vintage: 2008

Website: www.fsncapital.no

Description: FSN Capital III is the third fund raised by FSN Capital Partners. The fund targets the Nordic mid-size market and operates out of offices in of Oslo, Stockholm and Copenhagen

No. of portfolio companies at December 31, 2022: 1

No. of fully divested portfolio companies at December 31, 2022: 9

Herkules Private Equity Fund III LP

Fund size: MNOK 6,000

Segment: mid cap

Geographic focus: Norway and the Nordic region

Vintage: 2008

Website: www.herkulescapital.no

Description: Herkules Private Equity III is the third fund raised by Oslo-based Herkules Capital (formerly Ferd Equity Partners). The fund focuses on the oil services, retail, services, telecom and healthcare industries.

No. of portfolio companies at December 31, 2022: 0

No. of fully divested portfolio companies at December 31, 2022: 11

Intera Fund II KY

Fund size: MEUR 200

Segment: small cap

Geographic focus: Finland

Vintage: 2011

Website: www.interapartners.fi

Description: Intera Fund II is the second fund raised by Intera Partners (see Intera Fund I KY above).

No. of portfolio companies at December 31, 2022: 0

No. of fully divested portfolio companies at December 31, 2022: 12

JAB Global Consumer Brands II SCA SICAR

Fund size: MUSD 5,000

Segment: large cap

Geographic focus: Global

Vintage: 2018

Description: the JAB funds co-invest with JAB Holding, a privately held group focused on consumer goods & services companies with premium brands.

No. of portfolio companies at December 31, 2022: 4 (platform investments)

No. of fully divested portfolio companies at December 31, 2022: 0

JAB Global Consumer Brands III SCA SICAR

Fund size: MUSD 3,800

Segment: large cap

Geographic focus: Global

Vintage: 2020

Description: the JAB funds co-invest with JAB Holding, a privately held group focused on consumer goods & services companies with premium brands.

No. of portfolio companies at December 31, 2022: 1 (platform investments)

No. of fully divested portfolio companies at December 31, 2022: 0

JAB Consumer Partners JCP V

Fund size: MEUR n/a

Segment: large cap

Geographic focus: Global

Vintage: 2022

Description: JAB's funds co-invest with JAB Holding, a privately owned company group with a focus on the premium segment of consumer goods and services

No. of portfolio companies at December 31, 2022: 1 (platform investments)

No. of fully divested portfolio companies at December 31, 2022: 0

Mimir Invest AB

Fund size: MSEK 200

Segment: small cap

Geographic focus: Nordic region

Vintage: 2017

Description: Mimir Invest is the first vehicle established by Mimir, a Stockholm-based private equity manager following a special situations strategy.

No. of portfolio companies at December 31, 2022: 6

No. of fully divested portfolio companies at December 31, 2022: 2

Mimir Industries AB

Fund size: MSEK <500 MSEK

Segment: small cap

Geographic focus: Nordic region

Vintage: 2022

Description: Mimir Industries is a second vehicle established by Mimir, a Stockholm-based private equity manager following a special situations strategy.

No. of portfolio companies at December 31, 2022: 5

No. of fully divested portfolio companies at December 31, 2022: 0

Nordic Capital CV I LP

Fund size: MEUR 2,500

Segment: mid and large cap

Geographic focus: primarily the Nordic region

Vintage: 2018

Description: Nordic Capital CV1, a continuation vehicle established by Nordic Capital, where its Fund VII has transferred its remaining nine unlisted portfolio companies. Nordic Capital Fund VII's original term expired in December 2017 and through the transfer, Nordic Capital will have the opportunity to maximize the value creation potential of these nine companies, providing them with active support and fresh capital over an additional five-year investment period under continued Nordic Capital management.

No. of portfolio companies at December 31, 2022: 4

No. of fully divested portfolio companies at December 31, 2022: 6

Nordic Capital Fund VII LP

Fund size: MEUR 4,300

Segment: mid and large cap

Geographic focus: primarily the Nordic region

Vintage: 2008

Description: Nordic Capital Fund VII is the seventh fund established by Nordic Capital and has a primary focus on medium and large transactions in the Nordic countries.

No. of portfolio companies at December 31, 2022: 0

No. of fully divested portfolio companies at December 31, 2022: 9

Nordic Capital Fund X LP

Fund size: MEUR 6,100

Segment: large and mid cap

Geographic focus: primarily the Nordic region and DACH

Vintage: 2020

Description: Nordic Capital Fund X is the tenth fund to be raised by Nordic Capital. The Fund is set to continue Nordic Capital's strategy of focusing on majority investments in the Healthcare, Technology & Payments and Financial Services sectors.

No. of portfolio companies at December 31, 2022: 16

No. of fully divested portfolio companies at December 31, 2022: 0

Nordic Capital Evo Fund I LP

Fund size: MEUR 1,200

Segment: mid cap

Geographic focus: Northern Europe

Vintage: 2021

Description: Nordic Capital Evo is the first mid-market fund established by Nordic capital and which aims to replicate in mid-cap companies and follows Nordic Capital's established strategy to focus on growth companies in the Healthcare, Technology & Payments and Financial Services sectors.

No. of portfolio companies at December 31, 2022: 4

No. of fully divested portfolio companies at December 31, 2022: 0

Valedo Partners Fund II AB

Fund size: MSEK 2,000

Segment: small cap

Geographic focus: Sweden

Vintage: 2011

Website: www.valedopartners.com

Description: Valedo Fund II is the second fund raised by Valedo, a Swedish small cap manager established in 2006 by a spin-off team from EQT. Valedo invests in small cap companies, where long-term value creation is primarily driven by growth.

No. of portfolio companies at December 31, 2022: 5

No. of fully divested portfolio companies at December 31, 2022: 6

Other Investments

Within the Other Investment category, NAXS held at the end of 2022;

- 120,437 shares in Scout Gaming Group AB (publ). Scout is a provider of Fantasy Sport and Daily Fantasy Sports solutions to online gaming operators. As of December 31, 2022, the holding of NAXS in Scout Gaming Group was valued at MSEK 0.1 (1.9). The shares are listed on Nasdaq First North. Additional information can be found on <https://www.scoutgaminggroup.com>.
- 228,946 shares in Awilco Drilling Plc, a UK-based drilling contractor. The shares are listed on the Euronext Growth Oslo. During the fourth quarter, Awilco carried out a 1:100 share split. In connection with a private placement during the fourth quarter of 2022, NAXS made a follow-on investment and subscribed for 220,662 shares corresponding to an amount of MSEK 4.4. As of December 31, 2022, the holding of NAXS in Awilco Drilling was valued at MSEK 7.7 (2.7). Additional information can be found on <https://www.awilcodrilling.com>.
- 65,572 shares in Keurig Dr Pepper, a leading producer and distributor of hot and cold beverages. The shares are listed on Nasdaq. At December 31, 2022, the holding of NAXS in Keurig Dr Pepper was valued at MSEK 24.4 (21.9). Additional information can be found on <https://www.keurigdrpepper.com>.
- 42,608 shares in Krispy Kreme Doughnuts, a leading doughnut and coffee chain. The shares are listed on Nasdaq. At December 31, 2022, the holding of NAXS in Krispy Kreme Doughnuts was valued at MSEK 4.6 (8.4).
- an investment in Pret Panera Company, which at December 31, 2022, was valued at MSEK 2.3 (1.7). Pret Panera is a global business in the casual fast food dining segment and include amongst others Panera, Pret-a-Manger and Espresso House.
- 3,300 shares in Chr Hansen Holding A/S. The shares were acquired in 2022. Chr. Hansen is a global, life sciences company that develops natural ingredient solutions for the food, nutrition, pharmaceutical and agricultural industries. Chr Hansen Holding A/S is listed on Nasdaq Copenhagen. As of December 31, 2022, the holding was valued at 2.4 (-) MSEK.
- 4,643,500 shares in Jacktel AS, a Norwegian offshore accommodation services provider. The shares are registered on the Euronext NOTC market. The shares were acquired during the first quarter via the conversion of bonds in Jacktel and were at September 30, 2022, valued at MSEK 6.4 (-).

In addition, NAXS held at December 31, 2022, 2 bonds issued by Jacktel AS:

- 1 senior secured bond issued in 2018 with a tenor of 5 years and a coupon of 10% p.a. During the first quarter of 2022, approximately 60% of the bond was converted into equity in Jacktel AS. At December 31, 2022, the remaining holding of NAXS was valued at MSEK 12.1 (6.4).
- 1 super senior bond issued in 2021, maturing in December 2023 and with a coupon of 10% p.a. At the end of the financial year, SEK 1.0 million was received when part of the bond was redeemed. At December 31, 2022, the holding of NAXS was valued at MSEK 0.8 (1.7).

Summary of Other Investments

Company	Sector	Type of instrument	Date of initial investment	Reported value, MSEK
Scout Gaming Group	iGaming	listed share (Nasdaq First North)	Q4 2017	0.1
Awilco Drilling	Energy	listed share (Euronext Growth Oslo)	Q1 2018	7.7
Jacktel	Energy	super senior secured bond	Q4 2018	12.1
Keurig Dr Pepper	Consumer goods & services	listed shares (Nasdaq NY)	Q3 2020	24.4
Pret Panera	Fast food casual	unlisted shares	Q4 2020	2.3
Krispy Kreme Doughnuts	Fast food casual	listed shares (Nasdaq NY)	Q1 2021	4,6
Jacktel	Energy	super senior secured bond	Q2 2021	0.8
Jacktel	Energy	Euronext NOTC registered shares	Q1 2022	6.4
Chr. Hansen Holding	Bioscience	listed share (Nasdaq Copenhagen)	Q4 2022	2.4
				60,8

Financial summary

Income statement in brief

Amounts in SEK 000s	2022	2021	2020	2019	2018
Change in value	194 317	192 788	32 657	52 702	42 397
Operating expenses	-15 323	-14 979	-13 558	-14 228	-16 674
Operating result	178 994	177 809	19 099	38 474	25 723
Net financial items	1 094	-396	5 019	-1 344	-7 235
Result before tax	180 088	177 413	24 118	37 130	18 488
Tax	-7	-	-	-	-
Net result for the year	180 081	177 413	24 118	37 130	18 488

Balance sheet in brief

Amounts in SEK 000s	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020	Dec 31, 2019	Dec 31, 2018
Private equity fund investments	687 989	513 925	428 651	439 638	406 861
Other long-term holdings of securities	60 801	44 693	31 695	40 824	56 784
Other current receivables	214	272	256	166	12 330
Cash and cash equivalents	211 668	265 523	219 127	229 748	261 444
Total assets	960 672	824 413	679 729	710 376	737 419
Equity	959 252	822 855	678 900	709 659	736 371
Other current liabilities and accrued expenses	1 420	1 558	829	717	1 048
Total equity and liabilities	960 672	824 413	679 729	710 376	737 419

Cash flow in brief

Amounts in SEK 000s	2022	2021	2020	2019	2018
Cash flow from/used in in operating activities	-14 299	-10 239	-12 335	30 254	11 355
Cash flow in investing activities	4 145	89 920	35 574	7 551	-78 774
Cash flow in/from financing activities	-43 684	-33 458	-33 458	-70 331	-120 617
Cash flow for the year	-53 838	46 223	-10 219	-32 526	-188 036
Cash and cash equivalents at the beginning of the year	265 523	219 127	229 748	261 444	449 671
Exchange rate differences in cash and cash equivalents	-17	173	-402	830	-191
Cash and cash equivalents at the end of the year	211 668	265 523	219 127	229 748	261 444

Alternative performance measures

NAXS applies the guidelines issued by the European Securities and Markets Authority (ESMA) for alternative key ratios. Alternative key figures are financial measures of historical or future earnings trend, financial position, financial results or cash flows that are not defined or specified in the applicable rules for financial reporting.

Alternative key ratios are stated when, in their context, they provide clearer or more in-depth information than the measures defined in applicable financial reporting rules. The alternative key figures are derived from the consolidated financial statements. Alternative key ratios are stated when, in their context, they supplement the measures defined in IFRS. The starting point for the provided alternative key figures is that they are used by management to assess the financial development and are thus considered to provide valuable information to analysts and other stakeholders. NAXS regularly uses alternative key ratios as a complement to those key ratios that generally constitute good accounting practice.

Below are definitions and all the alternative key figures used. Reconciliation with the financial statements is provided on page 20 of NAXS Year-end Report 2022 for the alternative key ratios for the Group that are not directly identifiable from the financial statements and which are deemed essential to specify.

Alternative Performance Measures

	2022	2021	2020	2019	2018
Equity ratio, percent	99,85	99,81	99,88	99,90	99,86
Gross IRR, percent	17,49	17,98	18,62	19,22	19,79
Net cash, MSEK	211,7	265,5	219,1	229,7	261,4
Net asset value (NAV), MSEK	959,3	822,9	678,9	709,7	736,4

Share data

	2022	2021	2020	2019	2018
Earnings per share, SEK *	16,22	15,91	2,16	3,24	1,45
Dividend per share, SEK	3,50	3,00	3,00	2,78	2,53
Repurchase of own shares per share, SEK	-	-	-	3,43	6,93
Net cash per share	19,11	23,81	19,65	20,60	21,94
Equity ratio, SEK	86,59	73,78	60,87	63,63	61,81
Net asset value (NAV) per share, SEK	86,59	73,78	60,87	63,63	61,81
Number of shares outstanding at year end	11 077 585	11 152 585	11 152 585	11 152 585	11 914 261
Weighted average number of shares outstanding *	11 105 710	11 152 585	11 152 585	11 446 292	12 749 703

* Basic and diluted

Definitions

Buyout fund

A private equity fund, whose strategy is to acquire a controlling interest in the targeted companies

Cash & cash equivalents

Cash, bank and short-term investments

Cash per share*

Cash & cash equivalents in relation to the number of outstanding shares at the end of the period

Commitment

The maximum amount that a limited partner agrees to invest in a fund

Current commitments

Acquisition cost for private equity fund investments, plus remaining commitments to private equity funds

Equity ratio*

Equity in relation to total assets.

IRR

The internal rate of return generated annually from cash flows between NAXS and the underlying private equity funds relating directly to investments in portfolio companies after deduction of the funds' carried interest but without deduction of the funds' management fees.

Net asset value (NAV)*

The fair value of total assets, less net debt (corresponds to equity)

Net asset value (NAV) per share*

The fair value of total assets, less net debt (corresponds to shareholders' equity attributable to the Parent Company's shareholders) in relation to the number of outstanding shares at the end of the period.

Net cash*

Cash and cash equivalents, short-term investments and interest-bearing current and long-term receivables, less interest-bearing current and long-term liabilities

Other long-term holdings of securities/ Other Investments

Investments in financial instruments other than private equity funds

Private equity fund investments

Fair value of investments in private equity funds

Profit per share

Profit for the year attributable to the Parent Company's shareholders divided by the average number of shares.

Special situations fund

A private equity fund, whose strategy is to acquire companies, where an active ownership is required, such as under-performing companies, and/or imply complex transactions, such as carve-outs from larger conglomerates.

Total assets*

All assets and liabilities not included in net cash.

Total exposure to private equity fund investments

Private equity funds investments and remaining commitments to private equity funds.

Total exposure to private equity fund investments and other investments

Total exposure to private equity funds increased with other investments.

* Refers to alternative key figures according to the European Securities and Markets Authority (ESMA).

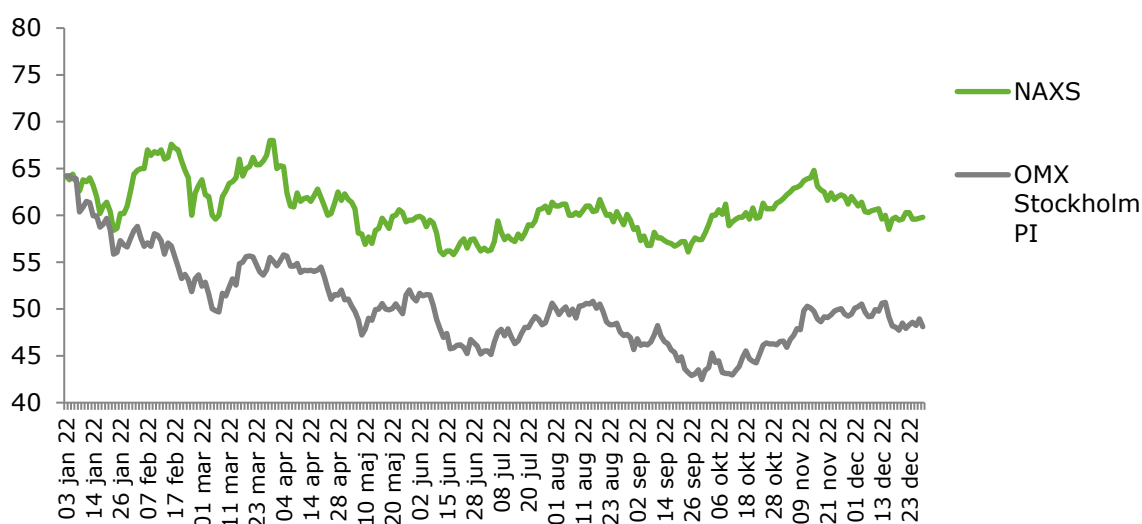
The Share

The NAXS share was initially listed on First North on May 14, 2007. Since June 8, 2010, the share is traded on Nasdaq Stockholm. The share trades under the designation "NAXS". 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, 75000 shares were bought back.

At the end of the year, the NAXS share price was SEK 59.80 and the total shareholders' equity per share was SEK 86.59. The Company's market capitalization was MSEK 662 and the number of shareholders was 4,889.

Larger shareholders are set forth in the Corporate Governance Report.

Evolution of the share price during 2022



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.

Board of Directors' Report

The Board of Directors and the CEO of NAXS AB (publ) ("NAXS", "the Company", or the "Parent Company"), Swedish corporate identification number 556712-2972, are hereby presenting the annual report for the Group and the Parent Company for the financial year 2022. The financial statements are subject to their adoption by the Annual General Meeting of the shareholders to be held on March 30, 2023.

Group

General operations

NAXS is listed on Nasdaq Stockholm. NAXS primarily invests 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 and may invest up to forty percent of its net asset value in any securities or assets in any jurisdiction.

Operations commenced on April 17, 2007, and the Company was listed on First North on May 14, 2007, where it traded until its change of listing to Nasdaq Stockholm on June 8, 2010. The share trades under the designation "NAXS".

NAXS AB, corporate ID 556712-2972 is the Group's parent company. NAXS AB has its registered office in Stockholm. QVT Financial LP with org.no 156508, with registered office in New York, USA, controls, via Tompkins Square Park SARL, 68.7% of the outstanding shares in NAXS AB.

In addition to the parent company, the group consists of the subsidiaries NAXS A/S, registered in Copenhagen, NAXS Nordic Access Buyout AB, registered in Stockholm, and NAXS Nordic Access Buyout AS, registered in Oslo. The Danish and Swedish subsidiaries operate as holding companies for the Group's investments.

Naccess Partners AB is contracted as the investment advisor to the Danish subsidiary.

Objective and investment strategy

Overall investment strategy

The strategy of NAXS AB (publ) (together, with its subsidiaries, "NAXS") is to seek to produce investment returns commensurate with the risk incurred in making those investments.

Investment criteria

NAXS may without limitation, except as set forth below, invest in private equity funds, which have one or more of the Nordic countries (Denmark, Finland, Norway and Sweden) as their investment focus.

NAXS may without limitation, except as set forth below, invest alongside private equity funds and other alternative assets funds.

Up to forty percent of NAXS's net asset value may be invested in any securities or assets in any jurisdiction.

Investment size and diversification

NAXS intends to hold a diversified portfolio of investments. However, NAXS may decide based on market conditions to place up to 40 percent of NAXS's net asset value at the time of the investment in a single investment.

Market review

The global economies and financial markets were characterised during 2022 by inflationary pressures, rising interest rates and increasing geopolitical instability.

Reflecting this challenging macroeconomic backdrop, the private equity industry experienced a lower level of activity, notably due to more challenging financing conditions and to the public markets being effectively closed an exit route for private equity managers.

Financial performance

Important events during the financial year

Net asset value at the end of the year was KSEK 959.

During the financial year, NAXS made two new investment commitments, EUR 5 million to JAB Consumer Partners – JCP V and SEK 75 million to Mimir Industries AB.

As for the underlying funds, they acquired 13 new portfolio companies and signed or closed 4 exits during the year.

In March, NAXS paid a dividend of SEK 3.50 per share.

The company has reassessed whether the functional currency of the Danish and Norwegian subsidiary should be DKK and NOK or SEK, respectively, i.e. the same as that of the parent company. Previously, the financial statements of the foreign subsidiaries were recalculated to SEK and the translation difference was reported in Other Comprehensive Income. As of December 31, 2022, the assessment has been modified in accordance with IAS 21.11(a). This means that the functional currency of the subsidiaries is now considered to be the same as that of the parent company and is reported in the income statement in the item Changes in Value. Earned translation difference has been transferred to Retained Earnings. The comparison year has been adjusted accordingly. The translation difference that is now included in the profit for the year amounts to MSEK 62.2 (13.5), which corresponds to SEK 5.63 (1.21) per share.

Operating profit

The operating profit/loss amounted to KSEK 178,994 (177,809) for the year. The operating profit/loss includes a change in value of KSEK 194,317 (192,7982), whereof KSEK 182,379 (187,576) is a change in value of private equity fund investments, and KSEK 11,938 (5,406) is a change in value of other investments. The unrealised currency effects are included in the changes in value and amounted to KSEK 19,304 (1,650) for the year. Operating expenses amounted to KSEK 15,323 (14,979).

Financial items

Financial items net totalled KSEK 1,094 (-396) for the year. The net interest income amounted to KSEK 1 120 (-569). Exchange rate profit/loss amounted to KSEK -26 (173).

Tax and net profit

The Group's profit/loss after financial items for the year amounted to KSEK 180,088 (177,413). Income taxes amounted to KSEK -7 (0). Net profit/loss after tax amounted to KSEK 180,081 (177,413). Earnings per share were SEK 16.22 (15.91).

Private Equity Fund Investments

During the year, net repayments from private equity funds amounted to KSEK 8,315 (100,326). As of December 31, 2022, Private equity fund investments amounted to KSEK 687,989 (513,925).

Other Investments

As of December 31, 2022, Other Investments amounted to KSEK 60,801 (44,693). During the financial year, net investments amounted to KSEK 4,170 (10,406).

Cash flow and financial position

Cash flow amounted to KSEK -53,838 (46,296). Adjustment for non-cash items amounted to KSEK -194,299 (-188,290). It consists mainly of reversed value changes on exited portfolio companies. Cash flow from operating activities amounted to KSEK -14,299 (-10,239).

Financing

The Group is financed with shareholders' equity. Shareholders' equity amounted to KSEK 959,252 (822,855) at the end of the year, corresponding to SEK 86.59 (73.78) per share and an equity/asset ratio of 99.9 (99.8) percent. Dividend to shareholders for the financial year 2022 amounted to KSEK 39,034 (33,458) corresponding to SEK 3.50 (3.00) per share.

Net cash

At the end of the year, net cash amounted to KSEK 211,668 (265,523), which corresponds to SEK 19.11 (23.81) per share. During the period, cash and cash equivalents were invested in interest-bearing instruments or held on interest-bearing bank accounts, in accordance with the Company's policy.

Future prospects

Our expectations for market conditions and private equity buyout activity remain consistent with those upon which our investment mandate is predicated.

Environment

The Company does not conduct any activity that may require an environmental permit.

Parent Company

The parent company holds participations in the subsidiaries and finances the subsidiaries' activities. The parent company's net income during the year amounted to 751 (927) TSEK. The profit/loss after financial items amounted to KSEK 76 768 (-3,865). The net interest income amounted to KSEK 279 (125) and exchange rate profit/loss amounted to KSEK 536 (480). Income tax amounted to KSEK 0 (0). The net profit/loss amounted to KSEK 76 768 (-3,865).

Proposal for appropriation of earnings

At the disposal of the Annual General Meeting are the following amounts in SEK:

Share premium reserve	577 705 947
Retained earnings	-83 788 268
Net profit for the year	76 767 547
<i>Total</i>	570 685 226

The Board of Directors and the CEO proposes that available earnings to be appropriated as follows:

Dividend, SEK 3.75 per share	41 540 944
To be carried forward	529 144 282
<i>Total</i>	570 685 226

In addition, the Board of Directors proposes to the Annual General Meeting to vote on a continued share repurchase mandate to repurchase own shares 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.

Consolidated income statement

Amounts in SEK 000s

	Note	2022	2021
Change in value	4	194 317	192 788
Operating costs	6	-14 176	-13 452
Cost for personnel	7	-1 147	-1 527
Operating profit		178 994	177 809
Financial items			
Financial income	9	1 359	-
Financial expenses	10	-265	-396
Net Financial items		1 094	-396
Profit after financial items		180 088	177 413
Income taxes	14	-7	-
Net profit		180 081	177 413
Attributable to:			
Equity holders of the parent company		180 081	177 413
Earnings per share, SEK*		16,22	15,91

*Basic and diluted

The groups comprehensive income is consistent with the net profit.

Consolidated balance sheet

Amounts in SEK 000s

	Note	2022-12-31	2021-12-31
Assets			
Private equity fund investments	12	687 989	513 925
Other long-term holdings of securities	13	60 801	44 693
Total non-current assets		<u>748 790</u>	<u>558 618</u>
Other current receivables	15	157	142
Prepaid expenses and accrued income	16	57	130
Cash and cash equivalents		211 668	265 523
Total current assets		<u>211 882</u>	<u>265 795</u>
Total assets		<u>960 672</u>	<u>824 413</u>
Equity	17		
Share capital		750	750
Other capital contribution		577 706	577 706
Retained earnings		380 796	244 399
Equity attributable to equity holders of the parent company		<u>959 252</u>	<u>822 855</u>
Total equity		<u>959 252</u>	<u>822 855</u>
Liabilities			
Accounts payable		418	-
Other current liabilities		59	555
Accrued expenses and deferred income	18	943	1 003
Total current liabilities		<u>1 420</u>	<u>1 558</u>
Total liabilities		<u>1 420</u>	<u>1 558</u>
Total equity and liabilities		<u>960 672</u>	<u>824 413</u>

Consolidated statement of changes in equity

Amounts in SEK 000s

	Equity attributable to shareholders of the Parent Company			
	Share capital	Other contributed capital	Retained earnings, incl. profit/ loss for the year	Total equity
Opening equity 2022-01-01	750	577 706	244 399	822 855
Total comprehensive income				
Net profit for the year			180 081	180 081
Other comprehensive income for the year			-	-
Total comprehensive income for the year	-	-	180 081	180 081
Value transfers to owners				
Dividend			-39 034	-39 034
Repurchases of own shares			-4 650	-4 650
Total value transfers to owners	-	-	-43 684	-43 684
Total transactions with the Group's owners for the year	-	-	-43 684	-43 684
Closing equity 2022-12-31	750	577 706	380 796	959 252
	Equity attributable to shareholders of the Parent Company			
	Share capital	Other contributed capital	Retained earnings, incl. profit/ loss for the year	Total equity
Opening equity 2021-01-01	750	577 706	95 419	673 875
Adjustment for retroactive application			5 025	5 025
Adjusted equity 2021-01-01	750	577 706	100 444	678 900
Total comprehensive income				
Net profit for the year			177 413	177 413
Other comprehensive income for the year				0
Total comprehensive income for the year	-	-	177 413	177 413
Value transfers to owners				
Dividend			-33 458	-33 458
Total value transfers to owners	-	-	-33 458	-33 458
Total transactions with the Group's owners for the year	-	-	-33 458	-33 458
Closing equity 2021-12-31	750	577 706	244 399	822 855

The company has reassessed whether the functional currency of the Danish and Norwegian subsidiary should be DKK and NOK or SEK, respectively, i.e. the same as that of the parent company. Previously, the financial statements of the foreign subsidiaries were recalculated to SEK and the translation difference was reported in Other Comprehensive Income. As of December 31, 2022, the assessment has been modified in accordance with IAS 21.11(a). This means that the functional currency of the subsidiaries is now considered to be the same as that of the parent company and is reported in the income statement in the item Changes in Value. Earned translation difference KSEK 62,170 (13,466) has been

transferred to Retained Earnings. The comparison year has been adjusted accordingly. The translation difference that is now included in the profit for the year amounts to KSEK 62.2 (13.5), which corresponds to SEK 5.63 (1.21) net profit per share.

Consolidated statement of cash flows

Amounts in SEK 000s

	Note 20	2022-12-31	2021-12-31
Operating activities			
Profit after financial items		180 088	177 413
Adjustment for non-cash items, etc.		-194 299	-188 290
		-14 211	-10 877
Income tax, paid		-7	-
Cash flow from operating activities before changes in working capital		-14 218	-10 877
Increase (-)/decrease (+) in operating receivables		57	-16
Increase (-)/decrease (+) in operating liabilities		-138	654
Cash flow from operating activities		-14 299	-10 239
Investing activities			
Acquisitions of private equity fund investments		-65 979	-31 280
Repayments of private equity fund investments		74 294	131 606
Sale of other long-term holdings of securities		-6 563	-16 071
Acquisitions of other long-term holdings of securities		2 393	5 665
Cash flow from investing activities		4 145	89 920
Financing activities			
Repurchase of own shares		-4 650	-
Dividend		-39 034	-33 458
Cash flow from financing activities		-43 684	-33 458
Cash flow during the year		-53 838	46 296
Cash and cash equivalents, beginning of the year		265 523	219 127
Exchange-rate differences in cash and cash equivalents		-17	173
Cash and cash equivalents at the end of the year		211 668	265 523

Parent company income statement

Amounts in SEK 000s

	Note	2022	2021
Other operating income	5	751	927
Operating costs	6	-3 757	-3 954
Cost for personnel	7	-1 147	-1 442
Operating loss		-4 153	-4 469
<i>Financial items</i>			
Profit from shares in group companies	8	80 106	-
Financial income	9	893	132
Financial expenses	10	-78	472
Profit/loss after financial items		76 768	-3 865
Income taxes	14	-	-
Net profit/loss for the year		76 768	-3 865

The result for the year corresponds to the total result for the year.

Parent company balance sheet

Amounts in SEK 000s

	Note	2022-12-31	2021-12-31
Assets			
Non-current assets			
Financial assets			
Shares in group companies	11	382 008	481 802
<i>Total financial assets</i>		<u>382 008</u>	<u>481 802</u>
Total non-current assets		<u>382 008</u>	<u>481 802</u>
Current assets			
Receivables from group companies			
Other current receivables	15	158	142
Prepaid expenses and accrued income	16	57	117
<i>Total current assets</i>		<u>215</u>	<u>259</u>
Cash and cash equivalents		<u>190 507</u>	<u>58 055</u>
Total current assets		<u>190 722</u>	<u>58 314</u>
Total assets		<u><u>572 730</u></u>	<u><u>540 116</u></u>
Shareholder's equity and liabilities			
Equity	17		
Restricted			
Share capital		<u>750</u>	<u>750</u>
<i>Total restricted equity</i>		<u>750</u>	<u>750</u>
Non-restricted			
Share premium reserve		577 706	577 706
Retained earnings		-83 789	-36 240
Earnings for the year		<u>76 768</u>	<u>-3 865</u>
<i>Total non-restricted equity</i>		<u>570 685</u>	<u>537 601</u>
Total equity		<u><u>571 435</u></u>	<u><u>538 351</u></u>
Current liabilities			
Accounts payable		418	423
Liabilities to group companies		-	368
Other current liabilities		-	12
Accrued expenses and deferred income	18	<u>877</u>	<u>962</u>
Total current liabilities		<u>1 295</u>	<u>1 765</u>
Total equity and liabilities		<u><u>572 730</u></u>	<u><u>540 116</u></u>

Parent company statement of changes in equity

Amounts in SEK 000s

	Restricted equity	Unrestricted equity			Total equity
	Share capital	Share premium reserve	Retained earnings	Profit/loss for the year	
Opening equity 2022-01-01	750	577 706	-36 240	-3 865	538 351
Total comprehensive income					
Profit for the year				76 768	76 768
Total comprehensive income for the year	-	-	-	76 768	76 768
Appropriations of profits			-3 865	3 865	-
Dividend			-39 034		-39 034
Repurchase of own shares			-4 650		-4 649
Closing equity 2022-12-31	750	577 706	-83 789	76 768	571 435

	Restricted equity	Unrestricted equity			Total equity
	Share capital	Share premium reserve	Retained earnings	Profit/loss for the year	
Opening equity 2021-01-01	750	577 706	2 485	-5 267	575 674
Total comprehensive income					
Profit for the year				-3 865	-3 865
Total comprehensive income for the year	-	-	-	-3 865	-3 865
Appropriations of profits			-5 267	5 267	-
Dividend			-33 458		-33 458
Closing equity 2021-12-31	750	577 706	-36 240	-3 865	538 351

Parent company statement of cash flows

Amounts in SEK 000s

	Note 20	2022	2021
Operating activities			
Profit after financial items		76 768	-3 865
Adjustment for non-cash items, etc.		-80 106	-
Cash flow from operating activities before changes in working capital		-3 338	-3 865
Increase (-)/decrease (+) in operating receivables		44	-3
Increase (-)/decrease (+) in operating liabilities		-470	930
Cash flow from operating activities		-3764	-2 938
Investing activities			
Investments in financial assets		-20 175	-
Divestment / reduction of financial assets		200 075	25 816
Cash flow from investing activities		179 900	25 816
Financing activities			
Repurchase of own shares		-4 650	-
Dividend		-39 034	-33 458
Cash flow from financing activities		-43 684	-33 458
Cash flow during the year		132 452	-10 580
Cash and cash equivalents, beginning of the year		58 055	68 635
Cash and cash equivalents, end of the year		190 507	58 055

Notes to the financial statements

Note 1 Accounting policies

Corporate information

The consolidated financial statements of NAXS AB (publ) ("NAXS", the "Group" or the "Company") for 2022 have been prepared by the Board of Directors and the CEO. The financial statements are subject to the approval of the Annual Meeting of the shareholders to be held on March 30, 2023. The Parent Company is a Swedish limited company (publ) incorporated and domiciled in Stockholm, with address Nybrogatan 8, SE-11434 Stockholm, Sweden, whose shares are publicly traded on Nasdaq Stockholm. NAXS focuses on investments in Nordic buyout funds. The objective is to make the Nordic private equity market accessible for a broader range of investors, while offering liquidity through the Company's publicly traded shares.

General accounting principles

These financial statements are prepared in accordance with GAAP follows.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations of International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Furthermore, the Council for financial reporting and recommendation RFR 1 Supplementary Accounting apply. The annual report for the parent company has been prepared according to the Annual Council for financial reporting RFR 2 Accounting for Legal Entities. Differences in Parent accounting policies are due to limitations in the ability to apply IFRS as a result of the Annual Accounts Act and, in some cases, because of the tax rules. The main differences are described below under "Differences between the Group and Parent Company".

Application of new and revised accounting rules

The International Accounting Standards Board (IASB) and International Financial Reporting Interpretations Committee (IFRIC) has issued and it has adopted new and revised standards with effect from financial year 2022. The Group has estimated that the new standards, amendments and interpretations that have entered into force will not have any material effect on the financial performance and position.

Standards, amendments and interpretations that have not yet entered into force or approved by the EU and which have not been early adopted by the Group.

A number of new standards and amendments, as well as interpretations of existing standards have been published but have not yet come into force. The Group has estimated that the new standards, amendments and interpretations that have not yet entered into force will not have any material effect on the financial performance and position.

Basis for establishing the parent company and consolidated financial statements

The Parent Company's functional currency is the Swedish krona, the reporting currency of the Parent Group. This means that the financial statements are presented in Swedish kronor. All figures, unless otherwise indicated, rounded to the nearest thousand. Rounding differences may occur.

Valuation of assets and liabilities is based on historical cost. The following assets and liabilities are valued in other ways:

- Private equity fund investments other long-term holdings of securities are valued at fair value
- Valuation of deferred tax assets and liabilities based on how the carrying values of assets or liabilities are realized or settled. Deferred tax is calculated using the current tax rate.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from these estimates.

The following accounting policies for the Group and parent company have been applied consistently to all periods presented in the consolidated and Parent Company financial statements.

Basis of consolidation

The consolidated accounts comprise the Parent Company and subsidiaries: subsidiaries are companies that are under a controlling influence from NAXS AB. When assessing whether controlling influence exists, consideration is given to both influence and influence on returns and partly whether de facto control exists. Subsidiaries are reported according to the acquisition method. For more information, see Note 9, Shares in Group companies.

When preparing the consolidated financial statements, intra-group transactions and transactions are eliminated.

Financial instruments

Financial instruments is reported according to IFRS 9 Financial Instruments. Financial instruments that NAXS reports in the balance sheet include, on the asset side, cash and cash equivalents, private equity fund investments and other financial investments. Liabilities include accounts payable. Only the categories that are relevant to the group are described below.

Financial assets

The Group classifies its financial assets in the following categories: Amortized cost (Hold to collect) and Fair value through the income statement. Classification and valuation of financial assets based on debt instruments is based on the business model applied for the management of the financial asset and the instrument's contractual cash flows.

Accrued acquisition value

Assets classified as in this category are financial assets that are held for the purpose of collecting contractual cash flows and where these cash flows consist solely of capital amounts and interest. This category includes cash and cash equivalents.

Fair value via the income statement, mandatory

A financial asset must be valued at fair value through profit or loss if it does not meet the criteria for valuation at amortized cost or at fair value through other comprehensive income. Financial assets that are managed and evaluated based on fair values are always classified at fair value via the income statement. This category includes investments in fund units (so-called private equity funds) and other financial investments.

Accounting and removal from the balance sheet

Purchases and sales of financial assets are reported on the business day, the date on which the Group commits to buy or sell the asset. Financial assets are removed from the balance sheet when the right to receive cash flows from the instrument has expired or has been transferred and the Group has transferred virtually all risks and benefits associated with ownership.

Valuation

Financial assets are initially measured at fair value plus, in cases where the asset is not recognized at fair value through the income statement, transaction costs directly attributable to the purchase. Transaction costs attributable to financial assets recognized at fair value through profit or loss are expensed directly in the income statement. Financial assets with embedded derivatives are regarded as a unit when an assessment is to be made if the cash flows from the asset consist solely of principal amounts and interest.

Investments in debt instruments

Subsequent valuation of investments in debt instruments depends on the Group's business model for managing the asset and what kind of cash flows the asset gives rise to. The Group classifies its investments in debt instruments in two valuation categories:

Amortized cost: Assets held for the purpose of collecting contractual cash flows and where these cash flows consist solely of capital amounts and interest, are reported at amortized cost. Interest income from such financial assets is reported as financial income by applying the effective interest method. Gains and losses arising from derecognition from the balance sheet are recognized directly in profit or loss within other gains and losses together with the exchange rate result. Impairment losses are reported on a separate line in the income statement.

Fair value through the income statement: Assets that do not meet the requirements for being recognized at amortized cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt instrument that is reported at fair value through the income statement and which is not included in a hedging relationship is reported net in the income statement in the period when the gain or loss

arises.

Financial liabilities valued at amortized cost

Accounts payable have a short-expected duration and are valued at face value. In addition, the Group has no significant financial liabilities.

Transactions, receivables and liabilities in foreign currency

Transactions in foreign currencies are translated at the exchange rate prevailing on the transaction date. Monetary assets and liabilities are translated at the closing date balance sheet date. Exchange differences arising on translation are recognized in the income statement. Non-monetary assets and liabilities are recorded at historical rates, i.e. the rates prevailing at each transaction date except for holdings in private equity funds which is valued at fair value through the income statement.

Foreign operations

The consolidated financial statements are presented in Swedish kronor, the Group's reporting currency. The company has reassessed whether the functional currency of the Danish and Norwegian subsidiary should be DKK and NOK or SEK, respectively, i.e. the same as that of the parent company. Previously, the financial statements of the foreign subsidiaries were recalculated to SEK and the translation difference was reported in Other Comprehensive Income. As of December 31, 2022, the assessment has been modified in accordance with IAS 21.11(a). This means that the functional currency of the subsidiaries is now considered to be the same as that of the parent company and is reported in the income statement in the item Changes in Value. Earned translation difference has been transferred to Retained Earnings. The comparison year has been adjusted accordingly.

Provisions

A provision is recognized when as a result of a past event there is a legal or informal obligation and it is likely that it must be met, and the amount can be reliably estimated. Where the effects of when in time the payment is made is material, the provision should be made at the present value of the expenditure which is expected to be required to settle the obligation.

Contingent

A contingent liability exists if there is a possible obligation that arises from past events and whose existence will be confirmed only by one or more uncertain future events, and when there is a commitment that is not recognized as a liability or provision because it is unlikely that an outflow of resources will be required, or the liability cannot be measured with sufficient reliability. The disclosure is made unless the possibility of an outflow of resources is remote.

Income tax

Income tax comprises current and deferred tax. Income tax is recognized in the income tax relates to items recognized in the income statement. Income tax is recognized directly in equity when the tax relates to items recognized directly in equity.

Current tax comprises tax based on taxable income for the current year and any adjustments relating to prior years.

Deferred tax is calculated on the differences (temporary differences) between assets and liabilities and taxable values on the other hand, their carrying values. The deferred tax is calculated on the basis of the tax rates that are deemed applicable to the tax regulation. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized only when it is probable that the deductible temporary differences can be utilized and lead to a reduction in future tax payments.

The cash flow statement

In preparing the cash flow analysis, the indirect method is used. In the application of the indirect method the net change in receipts and disbursements in operating activities is calculated by adjusting the net income for the change in operating assets and liabilities, items not included in cash and items included in cash flow for investing and financing activities. Cash equivalents in the cash flow statement is included in cash when the placements are short term only and is subject to an insignificant risk of changes in value.

Reporting by operating segment

Operating segments are reported in a manner consistent with the internal reporting provided to the CEO. The CEO is responsible for allocating resources and assessing the operating segments. The group has been identified this function as the CEO. The

investment strategy is oriented towards a diversified fund portfolio so that the holdings in the funds be evaluated as a whole, the Group has only one operating segment.

Alternative performance measures

The definitions for Alternative performance measure such as equity ratio, net asset value, net cash/net debt and gross IRR performance measures are provided on page 18. These alternative performance measures are essential for the understanding and evaluation of NAXS's business.

Differences between the Group and Parent Company

The Parent Company follows the same accounting principles as the Group with the following exceptions.

Formats

The balance sheet and income statement of the Parent Company are established in accordance with what is stated in the Annual Accounting Act.

Shares in subsidiaries

Shares in subsidiaries are accounted for under the cost method.

Note 2 Important estimates and assessments

In the application of valuation principles, assumptions and estimates are made in relation to factors that are uncertain at the time the valuation. Changes in assumptions could have a significant effect on the financial statements of the periods when the assumptions change. Private equity fund investments are valued at fair value. The Group applies its methods on a consistent basis between periods, but the fair value measurement always requires a significant degree of assessments. Private equity fund investments are valued at fair value according to the methods described above. Private equity fund investments are valued under the fair value method at fair value through the profit and loss statement. All private equity fund investments are unlisted. Private equity fund investments are valued based on the Company's portion of the value that the fund manager attributes to the fund's total holdings and is normally updated when the new valuation obtained. If NAXS estimates that the fund administrator has not sufficiently taken into account factors affecting the value of the underlying holdings, or if the valuation has been considered to differ materially from IFRS rules, NAXS proceeds to a valuation adjustment. Public holdings held by underlying funds are valued based on the holdings' share price at closing. At the end of the financial year, there was no need to adjust the fund managers' valuations to a significant extent.

Based on the controls that it applies, NAXS believes that the actual figures reported in the balance sheet and changes in fair value recognized in the income statement are thorough and balanced and reflect the underlying economic values.

Note 3 Risk exposure and risk management

The Company's business, financial condition and results could be impacted by a number of risk factors.

NAXS may without limitation, except as set forth below, invest in private equity funds, which have one or more of the Nordic countries (Denmark, Finland, Norway and Sweden) as their investment focus.

NAXS may without limitation, except as set forth below, invest alongside private equity funds and other alternative assets fund.

Up to forty percent of NAXS's net asset value may be invested in any securities or assets in any jurisdiction.

As the interest and therefore the competition for investment in private equity as an asset class increases, the number of investment opportunities with reasonable risk/return profile may decline. Much of the Company's return on invested capital will depend on the respective underlying private equity funds' ability and success to generate returns, which in turn is partly due to how skilful the fund managers and their portfolio companies' management teams are in implementing value-enhancing improvements in the portfolio

Note 3 (continued)

companies. Furthermore, the returns largely depend on the valuation of portfolio companies at the time of the investment and divestment, respectively.

Private equity funds generally use leverage to finance their investments. In a situation where a portfolio company's profits do not reach an adequate level and where market interest rates rise, this may result in decreased and even negative returns for private equity funds. Furthermore, market conditions that make it more difficult or expensive for private equity funds to obtain loans to finance acquisitions may result in reduced returns compared with historical ones.

Private equity funds are dependent on their investors having money available when the funds request drawn downs for investments. Under turbulent market conditions, there is a risk that some investors cannot meet their obligations. This could affect the Company's ability to pursue its investment strategy and affect the underlying funds' and NAXS's returns.

The Investment Manager has been contracted by the NAXS Group to advise on the Group's investment activities, under an advisory agreement. If the principals of the Investment Manager cease to work for the Investment Manager, this could have negative consequences for the Company's development, performance and financial position.

NAXS is exposed to currency risks in the investments made in private equity funds denominated in foreign currencies. No hedging is made on the private equity fund investments.

NAXS is also exposed to the risks related to the general macro-economic environment. The armed conflict between Russia and Ukraine, rising inflation and rising interest rates have led to significant macro- and geopolitical risks arising during the financial year, which may affect the valuation of NAXS investments.

NAXS's investments. It should be noted, however, that NAXS's current portfolio does not have any material exposure to Russia or Ukraine.

The Covid 19 pandemic is an additional risk which may adversely affect the company's investments.

Below is a description of financial risk exposure and risk management.

Financial risks

The main factors that help to limit the risks of NAXS activities are described below:

- Careful due diligence for new investments in private equity funds
- Diversified portfolio
- Active management and monitoring and relying on the Investment Adviser's recommendations are the prerequisite for transparency in corporate development and thereby to identify risks.

The main financial risks that NAXS is exposed to are market risks, including interest rate risk and currency risk.

Price risks

In a large extent, the Company's return on invested capital will depend on the respective underlying private equity fund's performance. NAXS has an investment strategy that results in a diversified portfolio of interests in ten private equity funds and one special situations fund. Moreover, the returns depend on the valuation of the portfolio companies at investment and divestment.

In addition to private equity fund investments, NAXS owned at year-end listed shares in Scout Gaming Group (publ), Awilco Drilling Plc, Keurig Dr Pepper, Krispy Kreme Doughnuts and Chr. Hansen Holding A/S. In addition, NAXS owned a senior covered bond and a super senior bond issued by the Norwegian company Jacktel AS, a wholly owned subsidiary of Macro Offshore AS, active in offshore accommodations. The bonds are unlisted but traded unofficially.

At the end of 2022, NAXS had allocated SEK 688 (645) million, which corresponds to 72 (78) percent of NAXS's equity. The capital is invested in 15 different private equity funds whereof 2 are special situation funds, as well as in other investments in the form of listed shares and in two high-yield bonds.

Note 3 (continued)

The total exposure in private equity fund investments and other investments is shown below:

<i>Total investments in private equity funds in thousands</i>	<i>2022-12-31</i>	<i>2021-12-31</i>
Investments in private equity funds	687 989	513 925
Other long-term holdings of securities	60 801	44 693

Below are what the effect on the results of a currency change of 10% based on the investments at year-end:

<i>Amounts in KSEK</i>	<i>2022</i>	<i>2021</i>
Investments in private equity funds	+/- 68 799	+/- 51 392
Other long-term holdings of securities	+/- 5 342	+/- 4 469

Interest rate risks

Private equity funds typically use high leverage to finance the investments in their target companies. In a situation where the target companies do not perform well and where market interest rates rise, this may lead to decreasing and even negative returns for private equity funds.

Regarding excess liquidity, which is exposed to interest rate risk, the goal is to maximize returns within NAXS's established policy. In addition, a high flexibility is targeted in order to meet potential new needs for liquidity. The investments are made in interest-bearing securities with short maturity, which means that the interest rate duration is less than 12 months.

Because of the Company's diversified portfolio and the large number of underlying fund investments, a qualitative analysis of risks (price and interest rate risk), such as e.g. a sensitivity analysis, could not be effected without unwarranted costs or with a sufficient degree reliability.

Currency exchange rate risks

NAXS's operations are exposed to currency risk in the investments denominated in foreign currencies. No currency hedging is made because of the long-term investment horizon. The total currency exposure of the private equity fund investments is shown below:

Total investments in foreign currency translated to SEK

<i>Amounts in KSEK</i>	<i>2022</i>	<i>2021</i>
EUR	251 418	235 524
NOK	27 105	18 366
USD	29 022	27 940
	307 545	281 830

Below are what the effect on the results of a currency change of 10% based on the investments at year-end:

<i>Amounts in KSEK</i>	<i>2022</i>	<i>2021</i>
EUR	+/-25 142	+/- 23 552
NOK	+/-2 711	+/- 1 837
USD	+/-2 902	+/- 2 794

As cash and cash equivalents in foreign currencies are exchanged into SEK when they are received, there is no currency risk in cash and cash equivalents.

Credit risk

Credit risk is the risk of a counterparty or issuer being unable to repay a liability to NAXS. NAXS is exposed to credit risk primarily through the placement of excess liquidity in interest-bearing securities. In order to minimize credit risk excess liquidity is invested in treasury bills and bank accounts with banks with high credit ratings.

Note 3 (continued)

Commitment Risk

NAXS can make commitments up to 130 percent of equity. NAXS may without limitation, except as set forth below, invest in private equity funds, which have one or more of the Nordic countries (Denmark, Finland, Norway and Sweden) as their investment focus. NAXS may without limitation, except as set forth below, invest alongside private equity funds and other alternative assets funds.

Up to forty percent of NAXS's net asset value may be invested in any securities or assets in any jurisdiction. The total commitments at the end of 2022 amounted to 72 (78) percent of the equity. The remaining fund commitment at the year-end amounts to KSEK 158 (86).

Equity-related risks

While it is expected that large shareholders and senior executives who hold shares in the Company consider their holdings as a long-term placements, there is a risk that senior executives and/or current large shareholders divest part or the totality of their stakes in the Company, which could negatively impact the Company's share price. At the end of 2022, the holding of NAXS's largest shareholder represented more than 50% of the shares in the Company. As a result, and if such holding does not change, the largest shareholders will have a controlling vote at the Annual General Meeting.

Note 4 Changes in value

TSEK	Group 2022	2021
<i>Changes in value of private equity fund investments</i>		
Value change on fund holdings	163 075	185 926
Unrealized exchange rate fluctuations	19 304	1 650
	<u>182 379</u>	<u>187 576</u>
Of which changes in value determined through valuation techniques	163 075	185 926
Of which changes in value caused by exchange rate changes	19 304	1 650
<i>Changes in value in other long-term holdings of securities</i>		
Dividends	481	290
Interest income	195	838
Value changes	11 262	4 278
	<u>11 938</u>	<u>5 406</u>
Of which changes in value determined on an active market	10 953	3 180
Of which changes in value determined through valuation techniques	309	1 098
Total reported changes in value	194 317	192 982

Changes in value caused by changes in exchange rates are calculated by comparing the exchange rate at the date of acquisition/beginning of the year and end of the year. It is the relevant fund's reporting currency that is the basis for calculation.

Note 5 Other operating income

	Parent Company	
TSEK	2022	2021
<i>Other operating income</i>		
Management fees	751	927
	751	927

Note 6 Other external expenses

	Group		Parent Company	
TSEK	2022	2021	2022	2021
Remuneration to the investment advisor	8 313	6 733	-	-
Carried interest to the investment advisor	1 120	2 049	-	-
Other consulting fees	3 993	3 054	3 179	2 529
Other expenses	750	1 616	578	1 425
Total	14 176	13 452	3 757	3 954

Auditors' fees are included in other professional fees in amounts as follows:

	Group		Parent Company	
TSEK	2022	2021	2022	2021
<i>Ernst & Young AB</i>				
Auditing	724	582	561	435
Auditing in addition to the audit assignment	130	-	-	-
Tax Advice	13	-	-	-
Other Services	-	-	-	-
Total remuneration to auditors	867	582	561	435

Auditing assignments involve the review of the accounting and annual financial statements, of the Board of Directors and the CEO. Audit outside of the auditing assignment relates to the costs of quality audits, such as review of interim reports and prospectuses. Other expenses relate to costs that are not classified as Audit, Accounting Operations, or tax advice.

Note 7 Employees and personnel expenses

	Group 2022		Parent Company 2022	
Average number of employees	Men	Women	Men	Women
Sweden				
Parent Company	1	-	1	-
Denmark	-	-	-	-
Norway	-	-	-	-
Total	1	-	1	-

	2022		2022	
Salaries and remuneration to the Board and CEO	Board and CEO	Variable remuneration	Board and CEO	Variable remuneration
Sweden				
Parent Company	1 127	-	1 387	-
Denmark	-	-	85	-
Norway	-	-	-	-
Total	1 127	-	1 472	-

Note 7 (continued)

Salaries, remuneration and social security costs

	Group		Parent Company	
KSEK	2022	2021	2022	2021
Salaries and other remuneration	1 127	1 472	1 127	1 387
Contractual pensions for the Board and CEO	-	-	-	-
Contractual pensions to others	-	-	-	-
Other social security costs	20	55	20	55
Total	1 147	1 527	1 147	1 442

	Group		Parent Company	
Proportion of men	2022	2021	2022	2021
Board of Directors	60%	71%	60%	67%
Group Management	100%	100%	100%	100%

	Parent Company	
	2022	2021
	Base salary/ board remuneration	Base salary/ board remuneration
Remuneration and other benefits during the year		
Dan Gold	-	-
Meg Eisner	-	-
Nikolai Jebsen	306	153
Børge Johansen	306	153
Synne Syrrist	306	153
John D. Chapman	-	130
Antony Gardner-Hillman	-	83
Damhnait Ni Chinneide	-	83
Andrew Wignall	-	83
Lennart Svantesson	208	550
Other senior executives (0 people)	-	-
Total	1 127	1 387

The board fee for the period up to the 2022 Annual General Meeting amounted to SEK 918,750. According to a resolution at the AGM, it was decided that the board fee would be the same for the period up to the 2023 AGM. Gösta Lundgren took over as interim CEO on April 29. Remuneration in the form of consulting fees for the work as CEO and CFO amounted to SEK 1,505,344 for 2022.

Note 8 Profit from shares in group companies

	Parent Company	
TSEK	2022	2021
Profit from sale of shares in NAXS A/S	80 106	-
Totalt	80 106	-

Note 9 Interest income and similar items

KSEK	Group		Parent Company	
	2022	2021	2022	2021
Interest income				
Group companies	-	-	-	132
Cash and cash equivalents	1 359	-	356	-
Net exchange-rate changes	-	-	537	-
Total	1 359	-	893	132

Note 10 Financial expenses

KSEK	Group		Parent Company	
	2022	2021	2022	2021
Interest expenses *				
Group companies	-	-	-77	-
Others *	-240	-569	-1	-7
Net exchange-rate changes	-25	173	-	479
Total	-265	-396	-78	472

*Where of KSEK 238 (561) negative interest on bank deposits.

Note 11 Participation in Group companies

KSEK	Parent Company	
	2022-12-31	2021-12-31
<i>Accumulated acquisition value</i>		
At the beginning of the year	481 802	481 802
Shareholder's contribution	20 175	-
Repurchase of shares in NAXS A/S	-119 969	-
At the end of the year	382 008	481 802

Specification of participations in Group companies

Group companies, Corp. Reg. No., registered office	Number of shares	% of share capital and voting rights	Book value 2022-12-31
NAXS Nordic Access Buyout AS, 990 796 114, Oslo	100	100	8 172
NAXS A/S, 34801525, Copenhagen	1,502,818	100	353 561
NAXS Nordic Access Buyout AB, 556735-9947, Stockholm	1000	100	20 275
Total			382 008

Note 12 Private equity fund investments

KSEK	Group	
	2022-12-31	2021-12-31
Unlisted holdings measured at fair value	687 989	513 925
Total	687 989	513 925
Private equity funds	2022	2021
Opening balance	513 925	428 651
Investments	65 979	31 280
Distributions	-74 294	-133 582
Reported profit through profit and loss	182 379	187 576
Reported valuation at year end	687 989	513 925

The table below summarizes NAXS's private equity fund commitments:

Fund	Commitment Year	Commitment Currency	Initial Commitment Amount (in 000s)
Apax Europe VII LP	2007	EUR	15 000
Equip Capital Fund I LP	2020	NOK	20 000
FSN Capital III LP	2008	EUR	10 000
Herkules Private Equity Fund III LP	2008	NOK	40 000
Intera Fund II KY	2011	EUR	7 250
JAB Consumer fund - GCB II	2018	USD	5 000
JAB Consumer fund - GCB III	2019	EUR	5 000
JAB Consumer Partners JCP V	2022	EUR	5 000
Mimir Invest AB	2017	SEK	50 000
Mimir Industries AB	2022	SEK	75 000
Nordic Capital Fund VII LP	2008	EUR	20 000
Nordic Capital CV1	2018	EUR	14 654
Nordic Capital X LP	2020	EUR	2 000
Nordic Capital Evo Fund I LP	2021	EUR	1 000
Valedo Partners Fund II AB	2011	SEK	65 000

At the end of 2022, NAXS's total exposure to private equity fund investments amounted to MSEK 959, of which private equity fund investments amounted to MSEK 688 and remaining commitments to MSEK 158.

Via the fund holdings, NAXS has an exposure to 62 companies, where the 10 largest portfolio companies account for approximately 63% of the NAXS's net asset value, and no single portfolio company account for more than 13% of NAXS's net asset value.

Note 13 Other long-term holdings of securities

KSEK	Group	
	2022-12-31	2021-12-31
Listed holdings measured at fair value	56 194	36 629
Unlisted holdings measured at fair value	4 607	8 064
Total	60 801	44 693
Other long-term holdings of securities	2022	2021
Opening balance	44 693	31 695
Investments	6 563	16 071
Repayments	-2 393	-8 479
Value changes	11 938	5 406
Reported value at year end	60 801	44 693

Note 13 (continued)

See description of other financial investments in Note 23

The table below describes NAXS' holdings of other financial investments.

Company	Sector	Type of instrument	Date of initial investment	Reported value, MSEK
Scout Gaming Group	iGaming	listed share (Nasdaq First North)	Q4 2017	0.1
Awilco Drilling	Energy	listed share (Euronext Growth Oslo)	Q1 2018	7.7
Jacktel	Energy	senior secured bond	Q4 2018	12.1
Keurig Dr Pepper	Consumer goods & services	listed share Nasdaq (NY)	Q3 2020	24.4
Pret Panera	Fast food casual	unlisted shares	Q4 2020	2.3
Krispy Kreme Doughnuts	Fast food casual	listed share (Nasdaq NY)	Q1 2021	4.6
Jacktel	Energy	super senior bond	Q2 2021	0.8
Jacktel	Energy	listed share (Euronext Growth Oslo)	Q1 2022	6.4
Chr. Hansen Holding A/S	Bioscience	listed share (Nasdaq Copenhagen)	Q4 2022	2.4
				60.8

Note 14 Taxes

	Group		Parent Company	
KSEK	2022	2021	2022	2021
Current tax				
Tax expenses for the year	-7	-	-	-
	-7	-	-	-
Deferred tax				
Deferred tax on revaluation of the carrying amount of deferred tax assets	-	-	-	-
Total reported tax	-7	-	-	-

	Group		Parent Company	
	Tax-rate %	2022	Tax-rate %	2022
Reconciliation of actual tax				
Profit before tax		180 088		76 767
Tax according to applicable tax rate	20,6%	-37 098	20,6%	-15 814
Effect of other tax rates for foreign subsidiaries	0,0%	52	0,0%	-
Tax effect of non-taxable income	-26,7%	44 300	-21,5%	16 502
Tax effect of non-deductible expenses	0,9%	-1 009	0,0%	-
Loss that cannot be utilized	5,3%	-6 245	0,9%	-688
Other taxes	0,0%	-7	0,0%	-
Reported tax	0,0%	-7	0%	-

Non-taxable income consists mainly of received dividends and non-deductible expenses consists mainly of reversed value changes from the funds exited portfolio companies during the year.

	Group		Parent Company	
	Tax-rate %	2021	Tax-rate %	2021
Reconciliation of actual tax				
Profit before tax		177 413		-3 865
Tax according to applicable tax rate	20,6%	-36 319	20,6%	796
Effect of other tax rates for foreign subsidiaries	0,6%	-961	0,0%	-
Tax effect of non-taxable income	-23,8%	41 534	0,0%	-
Tax effect of non-deductible expenses	1,9%	-3 190	-0,6%	-22
Loss that cannot be utilized	0,6%	-1 064	-20,0%	-774
Reported tax	0,0%	0	0%	0

Note 14 (continued)

Unrecognized deferred tax assets

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
Attributable to tax losses	10 180	9 092	6 304	5 616
	10 180	9 092	6 304	5 616

The tax losses are attributable to the Swedish and Norwegian operations which are not expected to be utilized in the future. The deficits have no time limit.

Note 15 Other current receivables

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
KSEK				
Other current receivables	157	142	158	142
Total	157	142	158	142

Note 16 Prepaid expenses and accrued income

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
KSEK				
Accrued income	-	13	-	-
Prepaid insurances	22	20	22	20
Other prepaid expenses	35	97	35	97
Total	57	130	57	117

Note 17 Equity

Group

Share capital in the Parent Company.

The share capital amounted as of December 31, 2022 to SEK 750,000 divided into 11,152,585 shares. Each share has one vote. The quota is SEK 0,067 per share.

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

Other contributed equity

Refers to equity contributed by shareholders. It also includes premiums paid in connection with new stock issues.

Retained earnings, including income for the year

Retained earnings, including income for the year, consist of accumulated income in the Parent Company and its subsidiaries.

Parent Company

Restricted equity

Restricted equity may not be reduced through profit distribution.

Unrestricted equity

Share premium reserve

When shares are issued at a premium, that is, when the price to be paid for the shares exceeds the nominal value of the shares, an amount equivalent to the amount above the nominal value of the shares will be transferred out of the share premium reserve. The share premium reserve is recognized as unrestricted equity.

Unrestricted equity

Retained earnings

Retained earnings consist of the preceding year's unrestricted equity after any transfer to statutory reserve and after any dividend payment. Retained earnings, together with net income for year, comprise the total unrestricted equity in the Company, i.e. the funds available for the dividend to shareholders.

Note 17 (continued)

Distributions

NAXS's distribution policy is to proceed over time to distributions amounting to a percentage of proceeds received from underlying private equity funds. The Board of Directors proposes to the Annual General Meeting a dividend for the fiscal year 2022, see the proposal for appropriation of earnings in note 24. In addition, the Board of Directors proposes to the Annual General Meeting to vote on a continued share repurchase mandate.

Earnings per share

	Group	
	2022	2021
Net profit attributable to equity holders in the parent company	180 080	177 413
Weighted average number of shares outstanding during the year, thousands	11 106	11 153
Profit per share (basic and diluted), SEK	16,22	15,91

Capital management

NAXS is financed with equity.

Note 18 Accrued expenses and prepaid revenues

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
KSEK				
Accrued Board fee	695	463	695	463
Accrued social security contributions	-	5	-	5
Other accrued expenses	249	536	182	494
Total	944	1 004	877	962

Other accrued expenses pertain primarily to accrued overheads.

Note 19 Pledged assets and contingent liabilities

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
KSEK				
Pledged assets	None	None	None	None
Contingent liabilities	None	None	None	None

The Group has made investment commitments, see Note 23.

Note 20 Notes to cash flow statement

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
KSEK				
<i>Adjustment for non-cash items</i>				
Change in value	-194 316	-188 117	-	-
Unrealized exchange-rate differences	17	-173	-	-
Total	-194 299	-188 290	-	-

	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
Interest received	1 359	-	356	132
Interest paid	239	569	77	7

Note 21 Transactions with related parties

In addition to the remuneration of directors and board as described in Note 7 has as previous year no transactions with related parties occurred during the fiscal year. Other related parties are QVT Financial LP which holds 68,7% of the capital. Of the dividend decided by the Annual General Meeting, QVT Financial LP received KSEK 26,627 (22,823) in dividend.

Note 22 Cash and cash equivalents

KSEK	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
<i>Cash and cash equivalents in cash flow statements</i>				
Short-term investments equivalent to cash	-	-	-	-
Cash on hand and balances with banks	211 668	265 523	190 507	58 055
Total	211 668	265 523	190 507	58 055

Reconciliation with balance sheet

KSEK	Group		Parent Company	
	2022-12-31	2021-12-31	2022-12-31	2021-12-31
Cash and cash equivalents	211 668	265 523	190 507	58 055
Total	211 668	265 523	190 507	58 055

Note 23 Financial assets and liabilities

TSEK		Group 2022	
Category	Amortized cost	Mandatory at fair value through the income statement	Total reported value
<i>Valuation</i>			
Private equity fund investments		687 989	687 989
Other long-term holdings of securities		60 801	60 801
Other short-term receivables	157		157
Prepaid expenses and accrued income	57		57
Cash and cash equivalents	211 668		211 668
Total financial assets	211 882	748 790	960 672
Accounts payable	418		418
Other current liabilities	59		59
Accrued expenses and deferred income	944		944
Total financial liabilities	1 420	-	1 420
TSEK		Group 2021	
Category	Amortized cost	Mandatory at fair value through the income statement	Total reported value
<i>Valuation</i>			
Private equity fund investments		513 925	513 925
Other long-term holdings of securities		44 693	44 693
Other short-term receivables	142		142
Prepaid expenses and accrued income	130		130
Cash and cash equivalents	265 523		265 523
Total financial assets	265 523	558 618	824 141
Other current liabilities	554		554
Accrued expenses and deferred income	1 004		1 004
Total financial liabilities	1 558	-	1 558

Note 23 (continued)

Disclosures for measurement at fair values in accordance with the fair value hierarchy

Level 1 – Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 – Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 – Techniques which use inputs that are not based on observable data.

As of December 31, 2022, the Group held the following financial assets and liabilities measure at fair value:

Assets	Level 1	Level 2	Level 3	Total
<i>Financial assets at fair value through profit or loss</i>				
Private equity fund investments	-	-	687 989	687 989
Other long-term holdings of securities	58 532	-	2 269	60 801
	58 532	-	690 258	748 790

As of December 31, 2021, the Group held the following financial assets and liabilities measure at fair value:

Assets	Level 1	Level 2	Level 3	Total
<i>Financial assets at fair value through profit or loss</i>				
Private equity fund investments	-	-	513 925	513 925
Other long-term holdings of securities	41 826	-	2 867	44 693
	41 826	-	516 792	558 618

There are no significant liabilities measured at fair value. Fair value of financial instruments traded in an active market is based on quoted market prices at the balance sheet date. A market is considered active if quoted prices from an exchange, broker, industry group, pricing service or supervisory body is readily and regularly available and those prices represent actual and regularly occurring market transactions on arm's length. The quoted market price used for the Group's financial assets is the current bid price. These instruments can be found in level 1.

Fair value of financial instruments not traded in an active market is determined using valuation techniques. In this respect, public market information is used as much as possible when this is available while the company-specific information is used as little as possible. If all of the significant inputs needed for fair value measurement of an instrument are observable, the instrument is classified in level 2.

In cases where one or more of the significant inputs are not based on observable market data, the instrument is classified in level 3. NAXS's private equity fund investments are classified in Level 3. The Company's specific valuation techniques and critical estimates are reported under accounting policies.

For those instruments in the balance sheet that are not measured at fair value, NAXS believe that the carrying amount is a reasonable approximation to fair value for these instruments.

Valuation techniques and significant unobservable input data for holdings belonging to level 3

In level 3, unlisted units in investment funds are reported. The company's holdings in unlisted investment funds (so-called private equity funds). The funds are valued using an alternative valuation method for which observable input data is not available. For private equity funds, valuation is based on rates and unit values received from the fund manager. The valuation follows accepted valuation principles for calculating fair values. The fair value is calculated by the underlying assets being market-valued and priced by the fund administrator. If NAXS assesses that the fund administrator's valuation has not sufficiently taken into account factors that affect the value of the underlying holdings or if the valuation made is deemed to deviate significantly from the accounting principles for valuation at fair value, an adjustment is made to the value.

Note 23 (continued)

The sensitivity table below shows the effect on profit before tax in SEK m in the event of changes in non-observable data, defined as the fund unit value (NAV exchange rate), in the event of a change of 10 percent.

<i>Amount in KSEK</i>	<i>Fair value</i>	<i>+/- 10 %</i>
Shares in private equity funds	687 989	+/- 68 799

Because of the Company's diversified private equity fund portfolio (different geographical areas, different industries and different vintages) and the fact that each private equity fund has a large number of holdings in various companies (the total number of individual investments amounted to 62 (54) at year-end) a change in the input to the possible fair value alternative assumptions would not involve significant changes in the fair value of the fund units in addition to changes in exchange rates. Note 3 presents a sensitivity analysis of the Company's foreign exchange risk.

The following table shows the changes of instruments at level 3 in 2022.

Valued at fair value	Funds	Other investments	Summa
Opening balance	513 925	2 867	516 792
Investments	65 979	-	65 979
Distributions	-74 294	-907	-75 201
Gains and losses recognized in profit or loss	182 379	309	182 688
Closing balance	687 989	2 269	690 258

The following table shows the changes of instruments at level 3 in 2021.

Valued at fair value	Funds	Other investments	Summa
Opening balance	428 651	-	428 651
Investments	31 280	7 419	38 699
Distributions	-133 582	-5 651	-139 233
Gains and losses recognized in profit or loss	187 576	1 098	188 674
Closing balance	513 925	2 867	516 792

Note 24 Proposal for appropriation of earnings

At the disposal of the Annual General Meeting are the following amounts in SEK:

Share premium reserve	577 705 947
Retained earnings	-83 788 268
Net profit for the year	76 767 547
<i>Total</i>	570 685 226

The Board of Directors and the CEO proposes that available earnings to be appropriated as follows:

Dividend, SEK 3.75 per share	41 540 944
To be carried forward	529 144 282
<i>Total</i>	570 685 226

In addition, the Board of Directors proposes to the Annual General Meeting to vote on a continued share repurchase mandate to repurchase own shares 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.

Note 25 Events after the year-end

No significant events have occurred after the end of the fiscal year.

The Board of Directors' certification

The consolidated financial statements and the Annual Report have been prepared in accordance with the international financial reporting standards referred to in the European Parliament and Council of Europe Regulation (EC) No. 1606/2002 of 19 July 2002, in application of international financial reporting standards, and give a true and fair view of the Parent Company's and Group's financial position and results of operations. The Administration Report for the Group and for the Parent Company gives a true and fair view of the development of the Group's and Parent Company's operations, financial position and results of operations and describes material risks and uncertainties facing the Parent Company and the companies within the Group.

Signed electronically. Dating according to our electronic signature

NAXS AB (publ), Corp. Reg. No. 556712-2972

Daniel Gold
Chairman

Margaret (Meg) Eisner
Director

Nikolai Jebsen
Director

Børge Johansen
Director

Synne Syrrist
Director

Gösta Lundgren
Chief Executive Officer

Our Auditor's Report was submitted which appears according to our electronic signature

Ernst & Young AB

Jesper Nilsson
Authorized/Approved Public Accountant

Auditor's report

To the general meeting of the shareholders of Naxs AB (publ), corporate identity number 556712-2972

Report on the annual accounts and consolidated accounts

Opinions

We have audited the annual accounts and consolidated accounts of Naxs AB (publ), except for the corporate governance statement on pages 19-26 for the year 2022. The annual accounts and consolidated accounts of the company are included on pages 3-18 and 27-56 in 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 of 31 December 2022 and its financial performance and 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 of 31 December 2022 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 19-26. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the group.

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.

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

Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current 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.

Fund units and other financial assets valued at fair value

The company's valuation of fund units at fair value level 3 has been considered a Key Audit Matter since the amounts involved are material for the financial reporting as a whole and that the valuation is associated with judgements. Financial instruments at fair value, shall in accordance with applicable accounting rules be classified in a fair value hierarchy (level 1, 2 and 3). Level 3 consists of assets for which directly or indirectly observable prices are missing. The company's fund units are reported in level 3. The fund units at fair value in level 3 in the balance sheet amounts to 688 million sek of the total assets of 961 million sek.

The accounting policies are presented in footnote 1 "företagsinformation", estimates and assessments are specified in footnote 2, and footnote 11 "Fondandelar" contains information regarding revaluations. In footnote 23 "Financial assets and liabilities" principles for fair value and classification of levels as well as principles regarding this are presented.

For fund units in level 3 fair values are determined by using external fund managers' reporting. If the company believes that the fund manager's valuation does not sufficiently take into account factors that affect the value of the underlying holdings, or if the valuation is considered to deviate significantly from the fair value, an adjustment of the value is done as described in the accounting principles.

In our audit we evaluated NAXS's processes for valuation of fund units. We have also reconciled booked values with the fund administrator's

valuation and any adjustments made by the company. We have also examined whether the information disclosed in the financial statements concerning fund units is appropriate.

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 1-2. The Board of Directors and the Managing Director 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 Managing Director

The Board of Directors and the Managing Director 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. The Board of Directors and the Managing Director 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 the Managing Director are responsible for the assessment of the company'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 the Managing Director intends to liquidate the company, to cease operations, or has no realistic alternative but to do so.

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 error, 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 error 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are

Appendix 1 Auditor's report for a public limited liability parent company preparing its consolidated accounts in accordance with International Financial Reporting Standards as adopted by the EU and the Annual Accounts Act, Corporate Governance Statement review according to law

appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

We must also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Naxs AB (publ) for the year 2022 and 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 statutory administration report and that the members of the Board of Directors and the Managing Director 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 opinions.

Responsibilities of the Board of Directors and the Managing Director

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 Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill 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 Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- 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.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional scepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined the Board of Directors' reasoned statement and a selection of supporting evidence in order to be able to assess whether the proposal is in accordance with the Companies Act.

The auditor's examination of the ESEF report

Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the Esef report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for NAXS AB (publ) for the financial year 2022.

Our examination and our opinion relate only to the statutory requirements.

Appendix 1 Auditor's report for a public limited liability parent company preparing its consolidated accounts in accordance with International Financial Reporting Standards as adopted by the EU and the Annual Accounts Act, Corporate Governance Statement review according to law

In our opinion, the ESEF report #[checksum] has been prepared in a format that, in all material respects, enables uniform electronic reporting.

Basis for opinion

We have performed the examination in accordance with FAR's recommendation RevR 18 Examination of the ESEF report. Our responsibility under this recommendation is described in more detail in the Auditors' responsibility section. We are independent of NAXS AB (publ) 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 evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the ESEF report in accordance with Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the ESEF report without material misstatements, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to obtain reasonable assurance whether the ESEF report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the ESEF report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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 ESEF report.

The audit firm applies ISQC 1 Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with professional ethical requirements, professional standards and legal and regulatory requirements.

The review includes, through various measures, obtaining evidence that the ESEF report has been drawn up in a format that enables uniform electronic reporting of the annual report and consolidated accounts. The auditor chooses which measures are to be carried out, including by assessing the risks of material inaccuracies in the reporting, whether these are due to irregularities or mistakes. In this risk assessment, the auditor takes into account those parts of the internal control that are relevant to how the board and the CEO prepare the basis for the purpose of designing audit measures that are appropriate in the circumstances, but not for the purpose of making a statement about the effectiveness of the internal control. The audit also includes an evaluation of the appropriateness and reasonableness of the board's and CEO's assumptions.

The audit measures mainly include validation that the ESEF report has been drawn up in a valid XHTML format and a reconciliation that the ESEF report is consistent with the audited annual report and consolidated accounts.

Furthermore, the review also includes an assessment of whether the group's profit and loss, balance sheet and equity statements, cash flow analysis and notes in the ESEF report have been marked with iXBRL in accordance with what follows from the ESEF regulation.

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

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

Stockholm the day as stated according to our electronic

signature

Ernst & Young AB

Jesper Nilsson

Authorized Public Accountant

The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 19-26 has been prepared in accordance with the Annual Accounts Act.