

Corporate governance report

A limited company whose transferable securities are admitted to trading on a regulated market shall prepare a corporate governance report. The corporate governance report has been reviewed by the Company's auditors in accordance with the contingent considerations of the Swedish Annual Accounts Act, and the auditor's opinion is included in conjunction with this report. Application of the Swedish Code of Corporate Governance ("the Code") is at present not compulsory for companies whose shares are traded on Nasdaq First North. The Board of Directors of Alcadon Group AB intends to apply those sections of the Code that are considered relevant to the Company and its shareholders, taking into account the scope of operations.

Alcadon Group AB (publ), reg.no. 559009-2382, is a Swedish public limited company governed by Swedish law. During 2024, business operations were conducted in Sweden, Norway, Denmark, Germany, Belgium, the United Kingdom, Ireland, and the Netherlands. The operating subsidiaries are: Alcadon AB (Sweden), Alcadon AS (Norway), Alcadon ApS (Denmark), Alcadon GmbH (Germany), Alcadon B.V. (Belgium), Networks Centre Ltd. (the United Kingdom), Networks Centre Ltd. (Scotland), Communications Centre International Ltd. (the United Kingdom), Wood Communications Ltd (Ireland), and Networks Centre B.V (the Netherlands).

The corporate governance report has been prepared in accordance with the Swedish Annual Accounts Act. The corporate governance of Alcadon Group AB is based on Swedish legislation, primarily the Swedish Companies Act, the agreement with the First North marketplace, and other relevant rules and guidelines. Since 14 September 2016, the Company's share is listed on Nasdaq First North under the ticker ALCA.

The bases for governance of the Company and the Group are, among other things, the Articles of Association, the Swedish Companies Act, and the Stockholm Stock Exchange's regulations for listing on First North.

Since Alcadon Group's share is not listed on a regulated market, the Code does not apply to the Company. Nevertheless, Alcadon Group's corporate governance is, to a great extent, inspired by the code. Since 2017, a Nomination Committee has been in place which fulfils the guidelines regarding independence as stated in the Code.

SHAREHOLDERS

Alcadon Group's share is listed on Nasdaq First North. Companies listed on Nasdaq First North are required to have a Certified Adviser with, among other things, responsibility for supervision. Alcadon Group's Certified Adviser is Svensk Kapitalmarknadsgranskning AB (SKMG).

The number of shareholders in Alcadon Group amounted to 5,368 on 31 December 2024. For further information on shareholders and ownership structure, please refer to page 69.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Company's highest decision-making body is the Annual General Meeting, where the shareholders' influence in the Company is exercised. Shareholders who wish to attend the Annual General Meeting, in person or by proxy, must be entered in the share register no later than Wednesday, 23 April 2025 and notify the Company in accordance with the notice.

Notice of an Annual General Meeting is given by advertisement in Post och Inrikes Tidningar and on the Company's website (www.alcadongroup.se). At the time of the notice, shareholders are informed that notice has been given through an advert in Svenska Dagbladet.

At the Annual General Meeting, the shareholders decide, among other things, on the election of the Board of Directors and auditor, how the Nomination Committee is to be appointed, and on the discharge of the Board of Directors and the CEO for the past year. Decisions are made also on the adoption of the financial reports, appropriation of retained earnings, and fees for the Board of Directors and auditor.

ANNUAL GENERAL MEETING 2024

The 2024 Annual General Meeting was held on 26 April 2024 in Stockholm. For information about the Annual General Meeting and the decisions made, please refer to the Company's communiqué from the Annual General Meeting, which is available on the Company's website www.alcadongroup.se/investors/company-groups/

ANNUAL GENERAL MEETING 2025

The 2025 Annual General Meeting will take place in Stockholm on Tuesday 29 April 2025 at 10:00 am. Shareholders wishing to have matters considered at the

meeting must submit such proposals to the Chairman of the Board, Pierre Fors, well in advance of the publication of the notice of the meeting, which is expected to be published at the end of March 2025. More information on the 2025 Annual General Meeting can be found on page 74 of this Annual Report.

THE BOARD OF DIRECTORS

According to the Articles of Association, the Board of Directors shall consist of a minimum of three and a maximum of ten members with a maximum of five deputies. The five members elected by the General Meeting were appointed at the 2024 Annual General Meeting for the period until the next Annual General Meeting. In accordance with the Swedish Corporate Governance Code. There is no rule on the maximum time a member can serve on the Board. The average age of the members is 59 years and one of the members is a woman.

Four of the members are considered by the Nomination Committee to be independent in relation to the Company, the Company management and the Company's major shareholders. Pierre Fors is considered by the Nomination Committee to be independent in relation to the Company's major shareholders. As a former employee of the Company and also a major shareholder in Alcadon Group AB, Pierre is not considered independent of the Company and its management. Alcadon Group thus fulfils the requirements of the Code regarding the independence of the Board of Directors in relation to the Company, company management and the Company's major shareholders. For information on the members elected by the Annual General Meeting, please refer to page 70.

The work and responsibilities of the Board of Directors

On 26 April 2024, the Board of Directors of Alcadon Group adopted rules of procedure for the Board of Directors with instructions regarding the division of work between the Board of Directors and the CEO and instructions for financial reporting. The Board of Directors is responsible for ensuring that Alcadon Group's organisation is designed so that accounting, asset management and other financial conditions are controlled in a satisfactory manner.

The Board of Directors shall assess the financial situation of the group on an ongoing basis.

The Board of Directors' Rules of Procedure state that prior to releasing a notice, the Chair of the Board, in consultation with the CEO, shall draw up an agenda for each meeting and determine the decision-supporting and general documentation necessary for the matters currently at issue. The Board of Directors is called to a statutory meeting after the Annual General Meeting and, in addition, at least four ordinary meetings per year.

The four ordinary meetings coincide with the dates of the external financial reporting. In addition, a regular

meeting is held in June for a strategic and governance discussion and a meeting in December to review the budget and business plan for the following year.

At the board meeting where the annual accounts are presented, usually in February, the auditor takes part in order to convey any observations from the audit for the previous year. In addition to the ordinary meetings, the Board of Directors is called to extra meetings when the situation requires. During the year, the Board met 15 times, including one statutory meeting.

Board attendance rate in 2024

Name	Position	Elected	Depen- dence	Attend- ance
Pierre Fors	Chairman	2016	Yes ¹⁾	15/15
Jonas Mårtensson	Vice Chairman	2016	No	15/15
Marie Ygge	Member	2019	No	15/15
Lars Engström	Member	2020	No	15/15
Mikael Vaezi	Member	2024	Yes ²⁾	7/8

¹⁾ As the former CEO of the Company and a member of the Board of Directors and a major shareholder in Alcadon Group, Pierre Fors is to be regarded as dependent in relation to the Company and its management but independent in relation to major shareholders.

²⁾ Dependent in relation to Spiltan, which is the Company's largest shareholder, but independent in relation to the Company and its management.

The Chairman leads the work of the Board of Directors and is responsible for ensuring that the other members receive the information necessary to maintain the quality of the Board's work and to exercise it in accordance with the Companies Act. Together with the CEO, the Chairman represents the Company in ownership matters.

The Board of Directors oversees the work of the Executive Director and is responsible for ensuring that the organisation is fit for purpose.

The Board of Directors establishes Alcadon Group's overall goals and strategies, decides on budget and business plans, processes and approves annual accounts and interim reports, and defines key policies and regulatory systems. The Board of Directors shall follow the financial development, ensure the quality of financial reporting and internal control, and regularly monitor and evaluate operations based on the objectives and guidelines set by the Board. The Board of Directors shall also decide on major investments and changes in Alcadon Group AB's organisation and operations.

Fees of the Board of Directors

The Chairman and the board members were paid fees in accordance with the Parent Company's Annual General Meeting 2024.

Any work in addition to regular board work shall be on market terms and shall be agreed directly between the Company and the director concerned. The extent of these consultancy fees is separately disclosed in the annual report.

In addition to ordinary fees, the Company has had

transactions amounting to SEK 1.4 million (0.9) with Paseca AB, which is owned by the Chairman of the Board, Pierre Fors. The transactions relate to consulting services.

All transactions are considered commercially reasonable and based on market conditions.

Fees of the Board of Directors as decided by the Annual General Meeting 2024

KSEK	2024
Pierre Fors, board member and Chairman of the Board	365
Jonas Mårtensson, board member and Vice Chairman	235
Marie Ygge, board member	175
Lars Engström, board member	175
Mikael Vaezi, board member	175

BOARD COMMITTEES

During the year, the Board of Directors has not appointed any special board committees. Issues regarding remuneration of the CEO and senior executives, as well as audit matters, are dealt with by the entire Board of Directors. The Board of Directors appoints, when needed, internal work groups whose tasks are to develop and prepare supporting documentation prior to upcoming Board of Directors' decisions.

AUDIT

The auditors are tasked with scrutinising the Company's financial reporting and the administration of the Company by the Board of Directors and the Chief Executive Officer. The election of auditors took place at the 2024 Annual General Meeting, when Grant Thornton Sweden AB was re-elected as auditor for the period until the end of the 2025 Annual General Meeting. The auditor in charge is authorised public accountant Daniel Forsgren (born 1972). The auditor in charge receives, for information, regular notices of board meetings and general meetings, board minutes, monthly financial reports, CEO reports and other information of material importance to the business.

The audit also covers the Company's internal control and management audit. The audit is based on an assessment of risks and areas of particular importance. At the Board's annual review of the annual accounts, the auditors present a written audit memorandum.

The principal auditor met with the Board of Directors on one occasion to present the work of his evaluation of internal control and the audit of the annual accounts for the financial year 2024. Members of the Board of Directors met with the auditor on a few occasions during the year without the presence of the Chief Executive Officer or any other member of the Executive Board.

Grant Thornton submits an audit report for Alcadon Group AB and the Group. Grant Thornton also performs services for companies within the Alcadon Group in addition to the audit work. In addition to auditing,

ISRE and tax advice, Grant Thornton Sweden has also provided audit opinions. Grant Thornton International has provided consulting and tax advice. For this work, Grant Thornton has invoiced a total amount of SEK 3.1 million (2.6) for 2024.

The auditor is remunerated for his work in accordance with the decision of the Annual General Meeting. For information on fees paid to the auditor in 2024, please refer to Note 5.

THE CEO

The Board of Directors appoints the CEO of Alcadon Group AB, who is also the Group CEO. The CEO manages the business within the framework established by the Board. The CEO prepares the necessary information and decision-making documentation for Board meetings, acts as rapporteur at Board meetings and submits reasoned proposals for decisions.

The Chief Executive Officer shall provide the members of the Board of Directors on a monthly basis with the information necessary to monitor the position, activities and development of the Company and the Group, and shall keep the Chairman of the Board of Directors regularly informed of these activities. The CEO shall take the necessary steps to ensure that the accounts are kept in accordance

law and to ensure that assets are managed in a satisfactory manner. The detailed division of responsibilities between the Board of Directors and the tasks of the Chief Executive Officer is set out in written instructions for the Chief Executive Officer, which are continuously updated. The CEO attended all Board meetings in 2024. Sonny Mirborn, who had been President and CEO of Alcadon Group AB since 11 July 2019, left Alcadon on 30 September 2024. Pierre Fors was acting President and CEO during the period 1 October 2024 until 6 January 2025, when Fredrik Valentin took over as President and CEO.

At least once a year, the Board carries out an internal evaluation of the work of the Executive Director. This includes both a check against compliance with agreed instructions and reporting procedures as well as an assessment of the fulfilment of a number of operational criteria. This includes a number of soft criteria such as leadership, business acumen and respect, as well as the functioning of the management team and the ability to deal with cross-cutting issues.

REMUNERATION OF THE CHIEF EXECUTIVE OFFICER AND OTHER SENIOR EXECUTIVES

The Board of directors determines and decides on the basic salary, variable remuneration, pension benefits, and other terms of employment for the CEO. The CEO, together with the Chairman of the Board, manages and decides on corresponding matters for other senior executives, and is responsible for the preparation of general principles for salary setting. The CEO can apply a

salary conversion.

In addition to the CEO, the group of other senior executives consists of seven people. Through the Group Executive Board, we create opportunities for stronger leadership, we consolidate the links between our Swedish and foreign operations and promote cross-functional business development projects. Internal recruitment to group management allow us to capitalise on the collective experience and strong culture the Company exhibits today, while external recruitment puts us in a further favourable position as we enter the next phase of our development with both continuity and development of our group management.

The remuneration principles for 2024 have remained unchanged compared to what applied previously. The notice period for the CEO is a mutual notice period of six months with full salary and other benefits. In the event of termination by the Company, a severance payment corresponding to three months' salary is paid. For other senior executives, a notice period of three to twelve months applies. For information on the amount of remuneration paid to the CEO and senior executives, please refer to Note 7.

INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN FINANCIAL REPORTING

According to the Swedish Companies Act, the Annual Accounts Act and the general advice of the Swedish Accounting Standards Board, the Board of Directors is obliged to ensure that the Company has satisfactory internal control, to keep itself informed about the Company's internal control system and to assess how well the system is working.

Alcadon Group's work with internal control is based on the internal control principles developed by the Committee of Sponsoring Organisations of the Tradeway Commission (COSO). These principles have five basic elements;

1. Control environment, 2. Risk assessment, 3. Control activities, 4. Information/communication and 5. Monitoring.

Control environment

The internal control within the Alcadon Group is based on a control environment including organisation, decision-making routes, authorities and responsibilities. This is documented and communicated in governing documents such as internal policies, guidelines and instructions. For example, this applies to the division of work between the Board of Directors and the CEO, and instructions for attestation rights, accounting and reporting.

Risk assessment

The Board of Directors has the ultimate responsibility for risk management. Through a clear organisation and

decision-making process, including a high level of risk awareness among employees, with common definitions and principles within established frameworks, risk-taking is controlled. Risk areas are business and industry-related risks, as well as risks associated with the closing process linked to financial reporting, operational risks and legal risks. See also pages 26 to 27 with regard to risks and risk management.

Control activities

The Group's business processes include financial controls over the authorisation and accounting of business transactions. In the accounting and reporting process, there are controls, including accounting, valuation and disclosure requirements, as well as the application of significant accounting policies and estimates both in individual subsidiaries and at Group level. The accounting and finance function in Alcadon Group AB is responsible for the preparation of financial statements, quarterly reports, controls and analyses in the Group and in all subsidiaries.

The regular analysis of the respective organisations' monthly financial reporting covers significant items such as assets, liabilities, income, expenses and cash flow.

Together with the analysis performed at Group level, this important part of internal control helps to ensure that the financial reporting does not contain any material errors or deviate from generally accepted accounting principles or laws and regulations.

All financial reports and other press releases are published simultaneously with the announcement on the Alcadon Group website.

Information/Communication

The Group has information and communication channels aimed at promoting complete and accurate financial and business reporting.

Internal instructions and guidelines on accounting for operations and financial reporting, as well as regular updates and announcements on reporting and disclosure requirements and changes in accounting policies, are made available and known to relevant staff. All subsidiaries prepare monthly financial and management reports for the Executive Board, analysing and commenting on financial performance and risks.

The Board of Directors of the Alcadon Group receives a monthly summary of the subsidiaries' reports from the CEO, together with a business report for Alcadon Group and a financial report for the Group completed by the CFO.

Monitoring

The Board of Directors has not established a function for internal audit. The main work relating to internal auditing is handled by the Company's CFO. The Board of Directors' assessment is that this approach, together with the monthly financial reports which the Board of

Directors receives, at present is satisfactory and fulfils the requirements on reporting and internal control that can be set.

At each Board meeting, the Group's financial situation is addressed. The Board of Directors reviews all interim reports and the Annual Report before publication. The Board of Directors receives annual and regular reports from the auditors. The Board of Directors monitors all measures taken to improve or change the controls.

The Group's financial reporting process is reviewed annually by the Executive Board and forms a basis for the evaluation of the internal management system and internal governing documents to ensure that they cover all key areas financial reporting. The processes for financial reporting are of material importance for the Board of Directors' monitoring of operations and are evaluated continuously.

DIRECT OR INDIRECT SHAREHOLDINGS

As at 31 December 2024, persons with 'insider status' in the Company own shares corresponding to 9.9% of the capital and votes in the Company. Please refer to pages 70-73 for information on the shareholding of board members and senior executives.

PROCEDURES FOR INSIDE INFORMATION, INSIDER SUBSCRIPTIONS AND REPORTING OF CHANGES IN HOLDINGS FOR PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES

On 3 July 2016, EU Market Abuse Regulation 596/2014/ EU (MAR) entered into force and thereby became directly applicable as Swedish law. The Market Abuse Regulation extends the rules relating to market abuse, which previously only covered financial instruments admitted to trading on a regulated market, to also include financial instruments traded on a Multilateral Trading Facility (MTF), i.e., including Nasdaq First North. Alcadon Group AB is consequently covered by this law and these rules.

The Board of Directors has developed a procedure for how this shall be handled. The procedure contains the following sections:

- Procedure for the disclosure of inside information.
- Procedure for drawing up an insider list.
- Procedure for transactions carried out by persons discharging managerial responsibilities and related parties.
- Procedure for trade bans during so-called closed periods.

The above procedures specify which measures shall be taken to ensure that Alcadon Group AB fulfils its obligations in accordance with the Market Abuse Regulation. Alcadon Group's Board of Directors is responsible for the preparation and establishment of

the procedures. The above procedures are administered by the Company's CFO, Niklas Svensson, on behalf of Alcadon.

VOTING RESTRICTIONS

The Articles of Association do not contain any restrictions on the number of votes each shareholder can cast at a Annual General Meeting.

CERTAIN ARTICLES OF ASSOCIATION PROVISIONS

The articles of association do not contain any specific contingent considerations on the appointment and dismissal of directors or on the amendment of the articles of association.

AUTHORISATIONS PROVIDED BY THE ANNUAL GENERAL MEETING

The Annual General Meeting on 26 April 2024 resolved to authorise the Board of Directors, on one or more occasions prior to the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares in a number that in total at any time does not exceed 10 percent of the total number of outstanding shares in the Company at the time of the authorisation by the Annual General Meeting. The authorisation shall include the right for the Board of Directors to resolve on a new issue of shares against cash payment and with or without contingent consideration for non-cash consideration or set-off or otherwise with conditions in accordance with the Swedish Companies Act. Issues in cash or by way of set-off that deviate from the shareholders' preferential rights shall be made on market terms. The main purpose of the authorisation is to give the Board of Directors flexibility in its work to ensure that the Company can raise capital for acquisitions of companies and businesses in an appropriate manner. The authorisation also enable the Board of Directors to decide on directed share issues also in situations that do not involve acquisitions but are more concerned with securing the Company's liquidity.

THE NOMINATION COMMITTEE

Alcadon Group's work on corporate governance is largely inspired by the Code. The Code states that the Nomination Committee is the body of the general meeting with the sole task of preparing the meeting's decisions on election and remuneration issues and, where applicable, procedural issues for the next Nomination Committee.

The members of the Nomination Committee, irrespective of how they are appointed, shall represent the interests of all shareholders.

The Nomination Committee of Alcadon Group AB has, prior to the 2025 Annual General Meeting, been appointed according to the principles decided at the

2024 Annual General Meeting, which entails, among other things, that;

- The Chairman of the Board shall, no later than 15 October 2024, convene the three largest shareholders in terms of voting rights or owners representing the three largest groups of owners of the Company, each of whom has the right to appoint one member of the Nomination Committee.
- In addition, the Chairman of the Board of Directors shall be a member of the Nomination Committee at the time of its constitution.

Nomination Committee

In accordance with the above, Alcadon Group AB informed on 11 October 2024 that Alcadon Group's Nomination Committee for the 2025 Annual General Meeting consists of;

- Carl Johan Högbom (appointed by and representing Investment AB Spiltan)
- Sven Thorén (appointed by and representing Athanase Industrial Partners)
- Jacob Lundgren (appointed by and representing Andra AP-fonden)
- Jonas Mårtensson (Chairman of the Board of Alcadon at the time of the Nomination Committee's constitution)

The Nomination Committee has evaluated the work of the Board, expertise and composition. In its evaluation, the Nomination Committee paid particular attention to the need for diversity and breadth on the Board, as well as the need for gender balance. Results of the Board evaluation has been communicated in writing to the Nomination Committee, the Board of Directors, the CEO

and the auditor. The board evaluation was discussed at several of the Nomination Committee's working meetings and at an ordinary Board meeting of Alcadon Group AB.

The members have not received any fees or remuneration for their work on the Nomination Committee.

The Nomination Committee held seven minuted meetings in 2024 and 2025 and a number of additional meetings.

Proposal to be submitted to the 2025 Annual General Meeting for decision

The Nomination Committee will submit proposals to the 2025 Annual General Meeting for decision;

- election of the Chairman of the Annual General Meeting
- the number of board members and auditors
- the remuneration and fees of the Board of Directors and the auditor and, where the Board of Directors has decided to set up audit and remuneration committees, the remuneration of their members.
- election of the Board of Directors, Chairman of the Board and auditor
- principles for the work of the nomination committee

It is noted that Jonas Mårtensson did not participate in the decision regarding the Nomination Committee's proposal for board fees, nor in the resolutions regarding the Nomination Committee's proposal to propose the re-election of Jonas Mårtensson to the Board.

AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE STATEMENT



To the general meeting of the shareholders in Alcadon Group AB (publ), corporate identity number 559009-2382

Engagement and responsibility

It is the board of directors who is responsible for the corporate governance statement for the year 2024 on pages 19 – 24 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been 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.

Opinions

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

Stockholm March 27, 2025

Grant Thornton Sweden AB

Daniel Forsgren

Authorized Public Accountant

