

Corporate Governance Report 2020

Corporate governance means that the Board uses processes and steering documents to both support and check that Christian Berner Tech Trade AB is run as sustainably, responsibly and efficiently as possible, and that the governance becomes a tool in the development of the Group.

Through clearly set structures and regulations, we ensure that our guidelines on how we conduct business are well-defined. When the corporate governance is clear, the employees' focus can be freed up to continuously develop and improve our business towards set goals.

Shareholders

Christian Berner Tech Trade AB (publ) is a Swedish public limited company listed on Nasdaq Stockholm since 31 March 2017 as a part of the Small Cap segment. The company follows the Code at Nasdaq Stockholm and applies Nasdaq Stockholm's regulations for issuers and has no deviation to report. The code applies to all Swedish companies whose shares are listed on a regulated market in Sweden.

Share capital

It has total share capital of SEK 0.63 million distributed across a total of 18,759,398 shares, divided into 1,250,000 class A shares and 17,509,398 class B shares, all of which have a par value of SEK 0.03. All class A shares entitle the holder to ten (10) votes at the General Meeting and all class B shares entitle the holder to one (1) vote at the General Meeting.

The number of shareholders at 31 December 2020 was 2,066 (1,889). The ten largest shareholders had a total shareholding of 77.0 (80.9) per cent of the total shares and 85.6 (88.1) per cent of the votes. See the table of the 10 largest shareholders on page 30.

Nomination Committee

The task of Christian Berner's Nomination Committee is to prepare proposals ahead of the upcoming Annual General Meeting with regard to the chair of the meeting, the Board fees, auditors' fees, Board of Directors, Chairman of the Board, auditors and Nomination Committee. The Nomination Committee shall consist of three members appointed one each by

the three largest shareholders in terms of votes at the time of the Annual General Meeting. If a shareholder declines to appoint a member, the right to appoint the member shall pass to the next-largest shareholder in terms of votes. If the member's association to the shareholder which nominated the member ceases, or if the member for any other reason leaves the Nomination Committee, the shareholder has the right to replace this member on the Nomination Committee. If a shareholder who has appointed a member to the Nomination Committee disposes of a significant portion of its shares in the company before the work of the Nomination Committee is concluded, the member appointed by this shareholder shall, if the Nomination Committee so decides, step down and be replaced by a new member appointed by the largest shareholder in terms of votes who is not already represented on the Nomination Committee. The Nomination Committee appoints a chair from among its members, who must not be the Chairman of the Board. The Nomination Committee ahead of the 2021 Annual General Meeting consists of Kristina Brandt (chair), Joachim Berner and Johan Lannebo.

Nomination Committee's work

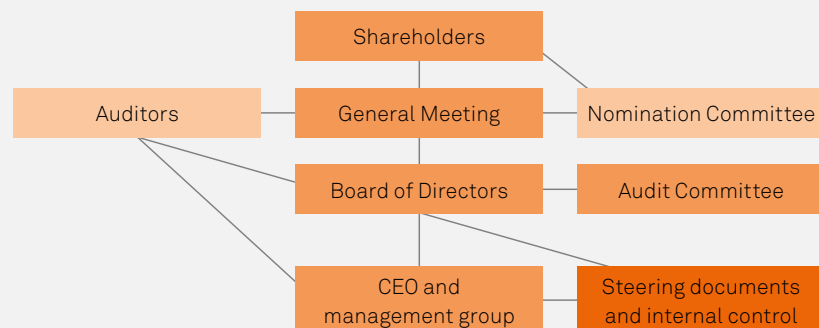
The members confirmed that there are no conflicts of interest that affect their assignment. During the autumn of 2020, the Nomination Committee interviewed all Board members, employee representatives, the CEO and CFO, which provided the possibility of obtaining information about the work in the Board, the Audit Committee, and the company's finance function. The Nomination Committee thereby received documentation to assess if the Board's composition is satisfactory and the need for competence and experience in the Board. The shareholders had the opportunity to submit proposals and opinions to the Nomination Committee prior to the 2020 Annual General Meeting. No remuneration has been paid by Christian Berner Tech Trade AB to the members of the Nomination

Committee for their work. The Nomination Committee's proposals for the 2021 Annual General Meeting are presented by the convening notice for the AGM and on the company's website, christianberner.com.

General Meeting

According to the Swedish Companies Act (2005:551), the General Meeting is the highest decision-making body of the company. The Annual General Meeting must be held within six months of the end of the financial year. The Annual General Meeting of Christian Berner Tech Trade AB usually takes place in April in Mölnlycke. At the Annual General Meeting, the shareholders exercise their right to vote on key issues, such as the adoption of the income statement and balance sheet, the appropriation of the company's profit or loss, the approval of discharge from liability for the members of the Board of Directors and the CEO, the election of members of the Board of Directors and auditors, as well as the remuneration of the Board of Directors and auditors. In addition to the Annual General Meeting, Extraordinary General Meetings may be convened. According to the Articles of Association, notice of General Meetings shall be given through an announcement in "Post- och Inrikes Tidningar" (the Swedish Official Gazette) and by publishing the notice on the company's website. At the same time as giving notice, the company shall announce in "Göteborgs-Posten" and "Dagens Industri" that notice has been given. The Annual General Meeting that was planned for 22 April 2020 was postponed and did not take place until 10 June as the Board felt that it needed more time to monitor the COVID-19 pandemic's development and possible impact on resolution proposals from the Board. Prior to the Annual General Meeting on 10 June, the Board of Directors decided to withdraw the dividend proposal of SEK 0.75 per share to evaluate a possible dividend later in the year, based on how the situation with COVID-19 developed. At the Annual General Meeting of 10 June, resolutions were made

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External steering documents

Among the external steering instruments that make up the framework for corporate governance in Christian Berner Tech Trade AB are the following:

- Swedish Companies Act
- Swedish Annual Accounts Act
- Nasdaq Stockholm rulebook
- Swedish Corporate Governance Code
- Applicable EU regulations

Internal steering documents

The binding internal steering instruments include:

- Articles of Association
- Formal work plan of the Board of Directors
- Instructions for the Audit Committee, the CEO and financial reporting to the Board
- Values
- Code of Conduct
- Finance policy
- Communication policy
- Other steering documents, policy documents, guidelines and instructions
- ISO 9001 and ISO 14001

In addition to these, there are processes for risk management, internal control and sustainability.

on the usual matters, including the appropriation of the company's profit, determination of the fees to be paid to the Board of Directors and the auditors, the number of Board members, the election of the Board of Directors, Chairman of the Board and auditors, as well as principles for the appointment of the Nomination Committee. Minutes from the Annual General Meeting are available on Christian Berner Tech Trade's website christianberner.com.

On 8 October, an Extraordinary General Meeting was held in Mölnlycke. The Extraordinary General Meeting resolved in accordance with the Board's proposal to pay a dividend of SEK 0.60 per share to the shareholders and carry forward the rest of the profit. Minutes from the Extraordinary General Meeting are available on Christian Berner Tech Trade's website christianberner.com.

The 2020 Annual General Meeting will be held on 29 April 2021 in Mölnlycke.

Right to participate in the General Meeting

Shareholders who wish to participate in the discussions at the General Meeting must be entered in the share register maintained by Euroclear Sweden five weekdays before the meeting and must also register with the company their intention to participate in the General Meeting no later than the date indicated in the notice convening the meeting. This date cannot be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must be no earlier than the fifth weekday before the General Meeting. Shareholders can attend general meetings in person or be represented by a proxy and may also be assisted by a maximum of two people. It is usually possible for shareholders to register for the General Meeting in a number of ways, as specified in the notice convening the meeting. Shareholders are entitled to vote on behalf of all the shares held by the shareholder.

Auditors

In order to examine the company's annual report and accounts as well as the management of the Board of Directors and the Chief Executive Officer, a registered accounting firm is appointed as the auditor at the Annual General Meeting. At the 2020 Annual General Meeting, the registered accounting firm KPMG AB (Norra Hamngatan 22, 404 39 Gothenburg) was elected as the auditor until the next Annual General Meeting. Authorised Public Accountant Mathias Arvidsson is the auditor in charge. The auditors have participated in the Board meeting to present KPMG's audit process and to give the Board members an oppor-

tunity to ask questions without the presence of management. The auditors also participated in the Audit Committee meetings. The auditors' fees are as stated in Note 8 for the Group.

Board of Directors

The Board of Directors is the highest decision-making body of the company after the Annual General Meeting. According to the Swedish Companies Act, the Board is responsible for the company's management and organisation.

The Board members are usually elected by the Annual General Meeting for the period until the end of the next Annual General Meeting. According to the company's Articles of Association, the Board of Directors must consist of at least three members and at most seven members and no deputies.

The company's Board of Directors currently comprises six ordinary members and two employee representatives as well as two deputy employee representatives. The Board of Directors consists of three women and three men. The company's Chief Executive Officer is not a member of the Board of Directors.

The Chairman of the Board is elected by the Annual General Meeting and has specific responsibility for the management of the work of the Board of Directors and for the work of the Board of Directors being well organised and carried out in an effective manner. The Board of Directors follows written rules of procedure, which are revised annually and adopted at the constituent Board meeting each year. The rules of procedure govern, among other things, the Board's work and functions and the division of work between the Board members and the Chief Executive Officer.

All Board members, with the exception of the Chairman of the Board Joachim Berner, are also independent in relation to the company's major shareholders.

Board work

At the constituent Board meeting, the Board of Directors also adopts instructions for the Chief Executive Officer, including financial reporting.

According to the rules of procedure currently in force, after the constituent meeting following the Annual General Meeting, the Board of Directors must meet on at least four scheduled occasions during the financial year. In addition to these Board meetings, further Board meetings may be convened to discuss issues that cannot be deferred to an ordinary Board meeting.

The overall task of the Board of Directors is to set the company's overall goals and strategy. The issues for the Board of Directors' work primarily concerns strategy work, follow-up and control of

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the company's operations and risks, value creation and control of the company's compliance with external and internal rules. The Board of Directors' follow-up of the company's compliance with internal and external rules is based partly on the reported results of the company's self-assessment process and partly on the risk-based mapping the company does annually. During the year, the Board of Directors held 11 Board meetings and attendance was 96 per cent in total. All members except Kerstin Gillsbro, who was absent from two out of 11 meetings, participated in all 11 meetings.

Evaluation of the Board of Directors

The Board of Directors is evaluated every year with the aim of both developing the Board work and creating a basis for the Nomination Committee's evaluation of the Board's composition. The evaluation of the Board was done in 2020 through interviews of each individual Board member. From the Board's evaluation, it was apparent that the Board work went well and that opinions from earlier evaluations were taken into account. The evaluation also showed that the Board's collective expertise and experience are well balanced.

Board fees

The Nomination Committee presents proposals for resolutions at the General Meeting concerning Board fees. Board fees are not paid for positions on the boards of subsidiaries. Board members who are employed within the Group do not receive any separate remuneration for Board work. At the 2020 Annual General Meeting, it was resolved, according to the Nomination Committee's proposal, that a fee of SEK 400,000 would be paid to the Chairman of the Board for the coming year and a fee of SEK 180,000 per Board member would be paid to other Board members who are not employed in the Group. Remuneration will be paid for the work of Board members on the Audit Committee established by the Board of Directors in the amount of SEK 100,000 for the Chairman of the Audit Committee and SEK 50,000 for the other two members of the Audit Committee. Information on the Board fees for 2020 is in Note 7 for the Group. The Nomination Committee's proposal on remuneration prior to the 2021 Annual General Meeting are presented by the convening notice for the Annual General Meeting.

Audit Committee

The company has an Audit Committee consisting of three members: Joachim Berner, Bertil Persson and committee chair Lars Gatenbeck. The Audit Committee must, without this affecting the general responsibilities and duties of the Board of Directors, among other things, monitor the company's financial reporting, monitor the effectiveness of the company's internal controls, self-assessment process and risk management, keep itself

informed about the auditing of the annual accounts and consolidated financial statements, review and monitor the impartiality and independence of the auditor and in doing so pay particular attention to whether the auditor provides the company with services other than auditing services, and support the Nomination Committee in preparing proposals for the Annual General Meeting's election of auditors. The Audit Committee also handles corruption or bribery according to the whistle-blower policy and alleged violations of the Competition Act. Complaints or matters of a similar nature are reported to the chair of the committee. All members of the Audit Committee are independent in relation to the company and the company's management. Bertil Persson and Lars Gatenbeck are also independent in relation to the company's major shareholders. During the year, the committee held four meetings with 100 per cent attendance.

Remuneration Committee

The Board of Directors of Christian Berner has decided not to establish a separate remuneration committee. The Board of Directors as a whole deals with issues such as those concerning principles for remuneration and other terms of employment for the company's Chief Executive Officer and senior executives. The Board of Directors must also monitor and evaluate the application of guidelines for the remuneration of senior executives that by law are to be decided by the Annual General Meeting. In 2020, the Board of Directors approved exceptions from the current decision on the senior executives' level of other remuneration for one senior executive. This is to follow employment agreements entered into. Included in this decision, the Board in its evaluation found that total remuneration levels in the company are suitable.

CEO and management group

The Chief Executive Officer for the Group is Bo Söderqvist. The Chief Executive Officer reports to the Board of Directors and is responsible for the company's routine administration and day-to-day operations. The division of work between the Board of Directors and the Chief Executive Officer is specified in the rules of procedure for the Board of Directors and the instructions for the Chief Executive Officer. The Chief Executive Officer may make the decisions required for the development of the business, within the parameters of the Swedish Companies Act and the business plan, budget and instructions for the Chief Executive Officer stipulated by the Board of Directors, as well as other guidelines and instructions which the Board of Directors may issue. The Chief Executive Officer must take the necessary steps to ensure that the company's accounts are fully compliant with the law and that asset management is conducted in a satisfactory manner. The Board of Christian Berner Tech Trade AB has drawn up instructions for the Chief Executive Officer, which must be adopted annually at the Board meeting immediately following each Annual General

Meeting. According to the instructions for financial reporting, the Chief Executive Officer is ultimately responsible for financial reporting at the company and must consequently ensure that the Board of Directors receives adequate information in order to enable the Board to continuously monitor the company's financial position. The Chief Executive Officer must keep the Board of Directors continuously informed about the development of the company's operations, the net revenue trend, the company's profit and financial position, liquidity and credit position, important business events and any other event, circumstance or situation that may be deemed of significance to the company's shareholders. Together with CEO Bo Söderqvist, Christian Berner Tech Trade's Group management was comprised of the CFO, the President of Christian Berner AB, the President of Zander & Ingeström AB, the President of A/S Christian Berner, the President of Christian Berner OY, the President of Christian Berner AS, the Director of Marketing and the CIO. During the autumn, the president of A/S Christian Berner concluded his employment in the Group and the president of Christian Berner AB took over as the president of the Danish subsidiary as well. The Group's management team thereby decreases by one person. The Group management meets regularly and addresses issues that, among other matters, concern corporate governance, reporting and strategy. In addition, Group management assists the CEO in carrying out decisions by the Board of Directors.

Group-wide areas of responsibility

The Group is responsible for and operates a number of areas that assist the Group and the country segments with Group-wide expertise and tasks. As help, they have a number of employees in the parent company, as well as borrowed help from the Group's subsidiaries and external consultants.

The Group works with internal control, where a dedicated controller works with the Group's internal control and reports to the Group's CFO, who reports to the Audit Committee. Within the area, work is being done to develop, improve and secure internal control with regard to financial reporting in the Group.

In the sustainability work, work is done in every Group company, but the coordination is done by the Group headed by the CFO. The area of risk management, where risks are evaluated, identified and priorities are consolidated, is a part of the CFO's responsibility and is coordinated by controllers at the Group level.

Diversity

Christian Berner shall actively work for gender equality and diversity. The company may not engage in any form of discrimination in its activities or recruitment processes. Prohibited bases of discrimination include, but are not limited to: age, disability, sexual orientation, gender, transgender identity or expression, religion or other belief or ethnicity.

Remuneration report

Introduction

This report describes the guidelines for remuneration of senior executives for Christian Berner Tech Trade AB, adopted by the 2020 Annual General Meeting, and how they were applied in 2020. The report also contains information on the remuneration of the CEO. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes.

Further information on remuneration of senior executives is in Note 7 (Employee and personnel expenses) on pages 58-59 in the Annual Report for 2020. Information on the Remuneration Committee's work in 2020 is in the corporate governance report on pages 33-35 of the Annual Report for 2020.

Board fees are not covered by this report. Such fees are decided on annually by the Annual General Meeting and are reported in Note 7 on page 59 of the Annual Report for 2020.

Development 2020

The CEO summarises the Group's development in his Message from the CEO on page 3 of this Annual Report for 2020.

Decision-making procedure for remuneration

Every year, the shareholders at the Annual General Meeting pass a resolution regarding the remuneration of the Board members (including members of the Board's Audit Committee). The Board of Directors appoints the CEO and approves his/her remuneration and the compensation to the other members of the Group management team. The Board of Directors prepares issues and proposals on remuneration of the Board and is responsible for ensuring that the principles for remuneration of the management are in line with the company's goals and the shareholders' interests.

Overall application of remuneration principles

The following guidelines cover the members of the Group management team of Christian Berner Tech Trade AB (publ) and were adopted by the 2020 Annual General Meeting.

Company's remuneration guidelines:

A successful implementation of the company's business strategy and the safeguarding of the company's long-term interests, including its sustainability, presuppose that the company can recruit and retain qualified employees. For further information on the company's business strategy, see page 7.

For this, Christian Berner Tech Trade AB must be able to offer competitive remuneration. These guidelines mean that senior executives can be offered competitive overall compensation. Variable cash remuneration that is covered by these guidelines shall have the purpose of promoting the company's business strategy and long-term interests, including its sustainability. As of today's date, the company has not established any long-term share-based incentive programmes.

Forms of remuneration, etc.

The remuneration of the CEO and senior executives shall consist of fixed cash salary, variable cash remuneration, pension benefits and other customary non-monetary benefits.

Fixed cash salary

Every member of the Group management team shall be offered a fixed cash salary that is market based in relation to the work's level of difficulty, the executive's experience, expertise, responsibility and qualitative performance. Fixed cash salary is revised annually as a main rule.

Variable cash remuneration

The variable cash remuneration shall take into account the individual's level of responsibility and degree of influence. The size of the variable remuneration shall be based on the individual's percentage fulfilment of set targets. The variable cash remuneration may be equivalent to a maximum of 42 per cent of the fixed annual cash salary for the CEO and a maximum of 25 per cent of the fixed annual cash salary for the other senior executives. Fulfilment of criteria for disbursements of variable cash remuneration shall be able to be measured during a period of one year.

Further cash variable remuneration can be payable in extraordinary circumstances on condition that such arrangements are only made at an individual level either with the aim of recruiting or retaining a senior executive, or as compensation for extraordinary work done beyond the person's ordinary duties. Such remuneration may not exceed an amount equivalent to 40 per cent of the fixed annual cash salary and may not be paid out more than once a year and individual. Decisions on further cash remuneration shall be made by the Board of Directors.

Pension

The CEO and other senior executives shall be covered by defined-contribution pension plans or ITP plans, in some cases with supplements. The pension premiums paid by the company shall amount to a maximum of 40 per cent of the senior executive's fixed annual cash salary unless the executive is covered by a defined-benefit pension according to compulsory collective agreement stipulations. Variable cash remuneration shall be pensionable to the extent that is pursuant to compulsory collective agreement provisions that are applicable to the senior executive.

Non-monetary benefits

Other customary non-monetary benefits can include, for example, medical expenses insurance, life insurance, health insurance and a company car. Premiums and other expenses due to other customary non-monetary benefits may combined amount to a maximum of 10 per cent of the fixed annual cash salary for senior executives.

End of employment

Upon an end of employment, the period of notice for the CEO and other executives may be a maximum of six months regardless of whether termination is made by the company or the executive resigns. If the company ends the employment, severance pay may be payable to the CEO equivalent to a maximum of the fixed cash salary for six months.

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Criteria for the allocation of variable cash remuneration, etc.

The remuneration is based on the individual's commitment and performance in relation to targets defined in advance, both individual targets and shared targets for the company as a whole, which may be financial or non-financial. The variable cash remuneration to the CEO shall be 100 per cent dependent on the outcome of EBITA at the Group level. The variable remuneration of other senior executives shall be 80 per cent dependent on the outcome of EBITA to some part attributable to the Group and to the most part attributable to the relevant Group company in which the senior executive is active. 20 per cent of the variable cash remuneration for other senior executives is dependent on fulfilment of individual goals, which are non-financial and which have clear connections to implementation of the company's business strategy or long-term goals (including its sustainability) or promote the senior executive's long-term development. It is the Board's opinion that the combination of individual non-financial goals and financial targets attributable partly to the Group and partly to the Group company where the senior executive has the greatest possibility to influence contributes positively to the company's business strategy, long-term interests and sustainability. When the measurement period for fulfilment of criteria for payment of variable cash remuneration ends, the degree to which the criteria were fulfilled shall be assessed. The Board of Directors is responsible for the assessment insofar as concerns variable cash remuneration of the CEO. Insofar as concerns variable cash remuneration of other senior executives, the CEO is responsible for the assessment. Insofar as pertains to financial targets, the assessment shall be based on the financial information most recently published by the company. The Board of Directors shall have the possibility to partly or entirely reclaim variable remuneration paid on incorrect grounds in accordance with law or agreement and with the limitations pursuant thereto.

Salary and terms of employment for employees

Christian Berner Tech Trade AB decided that the Remuneration Committee's tasks will be performed by the Board as a whole. In the preparation of the Board's proposal on these remuneration guidelines, and in the evaluation of the reasonability of the guidelines and the limitations pursuant to them, salary and terms of employment for the company's employees have been taken into account in that information on the employee's total remuneration, the composition of the remuneration and the increase and rate of increase of the remuneration over time constituted a part of the Board's decision input.

The decision-making process to adopt, revise and implement the guidelines

In light of the Board of Directors having decided that the tasks that normally fall to a Remuneration Committee shall be performed by the Board of Directors as a whole, the Board shall prepare proposals for new guidelines regarding remuneration of senior executives when necessary or at least every four years and present the proposal for decision at the Annual General Meeting. The guidelines shall apply until new guidelines have been adopted by the General Meeting. The Board of Directors, in its capacity as the Remuneration Committee, shall also follow and evaluate programmes for variable remuneration for company management, the application of guidelines for remuneration of senior executives and regarding remuneration structures and levels in the company. In the Board's handling of and decision in remuneration-related issues, the CEO or other persons in company management are not present insofar as they are affected by the issues.

Deviation from the guidelines

The Board may decide to temporarily deviate from the guidelines in part or in whole if in an individual case there are special reasons to do so and a deviation is necessary to safeguard the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As stated above, the Remuneration Committee's tasks include preparing the Board's decisions in remuneration issues, which includes decisions on deviations from the guidelines.

Follow-up of application of guidelines in 2020

In 2020, the company complied with the remuneration guidelines adopted by the General Meeting. In 2020, the Board of Directors approved exceptions from the current decision on the senior executives' level of other remuneration for one senior executive. This is to follow employment agreements entered into. Included in this decision, the Board in its evaluation found that total remuneration levels in the company are suitable. No other deviations from the guidelines were made and no deviations have been made from the decision-making process, which according to the guidelines shall be applied to determine the remuneration. In the Board's opinion, the total disbursed remuneration to senior executives constitutes a competitive remuneration in line with the company's guidelines. Providing competitive remuneration ensures that the company can recruit and retain qualified employees, which contributes to the company's long-term results in a positive way. The auditor's opinion on the company's compliance to the guidelines is available at www.christianberner.com. No remuneration has been reclaimed.

Table 1 – Total remuneration of CEO in 2020 and 2019

	2019	2020
Salary increase in %	7.4%	8.5%
Salary	2,236	2,425
Bonus	–	–
Other benefits	85	72
Pension	860	1,017
Other remuneration	24	9
	3,205	3,523

Application of performance criteria

The performance criteria for the CEO's variable remuneration are 100 per cent dependent on the outcome of EBITA % at a Group level. For 2020, the CEO's total remuneration is 100 per cent based on fixed salary and 0 per cent on variable remuneration.

Table 2 – CEO's performance during the reported financial year: variable cash remuneration

Executive	Description of criteria attributable to the remuneration component	Relative weighting of performance criteria	a) Measured performance and b) actual allocation / remuneration outcome
Bo Söderqvist, CEO	Financial outcome, EBITA %	100%	a) 6.1% b) SEK 0

Comparative information regarding changes in remuneration and the company's earnings

Table 3 – Changes in remuneration and the company's earnings in the past five reported financial years

	2015	2016	2017	2018	2019	2020
Total remuneration, CEO, SEK '000s	2,631	2,670	2,840	3,763	3,205	3,523
Remuneration increase in % for CEO		1.5%	6.4%	32.5%	-14.8%	9.9%
Group EBITA margin	5.7%	5.9%	4.8%	8.4%	7.5%	6.1%
EBITA margin change in percentage points		0.2%	-1.1%	3.6%	-0.9%	-1.5%
Average remuneration development based on the number of full-time equivalent employees in the Group		1.5%	0.7%	3.5%	5.2%	-3.8%

BOARD OF DIRECTORS

Board of Directors



Joachim Berner

Born 1962. Chairman of the Board of Directors since 2014 (Board member since 2013 and from 1989 to 2008). Member of the Audit Committee.

Education: Master of Science in Economics, MBA, from the School of Business, Economics and Law at the University of Gothenburg.

Other current positions:

Industrial advisor to Accendo Capital and Capman. Chairman of the Boards of Gårdaverken AB, Berner Fastighets AB and Seafire Capital (Publ). Member of the Boards of Yrkesakademien AB (publ) and Squid (njuice AB).

Shareholding in Christian Berner

Tech Trade: 1,250,000 class A shares and 3,192,083 class B shares through Gårdaverken AB.



Kerstin Gillsbro

Born 1961. Board member since 2016.

Education: Graduate Engineer in Civil Engineering from the Faculty of Engineering at Lund University.

Other current positions:

CEO of Jernhusen AB. Member of the Boards of JM, Green Building Council and JBS (Swedish Railway Industry's collaboration forum).

Shareholding in Christian Berner Tech

Trade: 5,300 class B shares.



Bertil Persson

Born 1961. Board member since 2018.

Education: Master of Science in Economics from the Stockholm School of Economics.

Other current positions:

Member of the Boards of Nobina AB, Bufab AB and Troax AB. Senior advisor and Hjalmarsson & Partners.

Shareholding in Christian Berner Tech

Trade: –



Stina Wollenius

Born in 1979. Board member since 2018.

Education: Master of Science in Industrial Economics from the KTH Royal Institute of Technology and Technische Universität Berlin.

Other current positions:

Chairman of the Board and CEO of Glasgruppen, member of the Boards of Svensk Planglasförening and Produktionslyftet (Rise).

Shareholding in Christian Berner Tech

Trade: 1,647 class B shares



Lars Gatenbeck

Born 1956. Board member since 2014. Chairman of the Audit Committee.

Independent in relation to the company and company management.

Education: Dr. Med. at Karolinska Institutet, Master of Science in Medicine at Karolinska Institutet.

Other current positions:

Industrial advisor to EQT. Chairmen of the Boards of Life Medical Sweden AB and Life Equity Group Holding AB, Deputy Chairman of Stiftelsen Industrifonden, member of the Boards of Ambea AB, Dataflow Group PTY, Panasia Health Ltd, Tunstall Healthcare Group Ltd, Cancerföreningen and the Silviahemmet Foundation. Trustee of the King Gustav V Jubilee Foundation.

Shareholding in Christian Berner

Tech Trade: 26,364 class B shares

BOARD OF DIRECTORS



Malin Domstad

Born 1970. Board member since 2015.

Education: BSc Industrial Automation at the University of Skövde.

Other current positions:

Head of Purchasing, Consolis S.A.S

Shareholding in Christian Berner Tech

Trade: 1,200 class B shares.



Anna-Maria Vikenadler

Born in 1968. Employee representative since 2019.

Education: Four-year Technical Upper-Secondary Programme in Chemistry, Ascheberg Gothenburg.

Other current positions:

Technical Sales Representative for Environmental and Process Technology in the Process & Environment business area at Christian Berner AB. Chairman of the Local Union Chapter at Christian Berner AB.

Shareholding in Christian Berner Tech

Trade: –



Sandra Fundin

Born in 1983. Employee representative since 2020.

Education: Event Marketing & Management.

Other current positions:

Marketing Coordinator at Christian Berner Business Services.

Shareholding in Christian Berner Tech

Trade: –

Auditor

Registered public accounting firm, KPMG AB, corporate identity number 556043-4465.

Chief Auditor, Mathias Arvidsson, born in 1975.

Mathias Arvidsson is an Authorised Public Accountant and a member of FAR.

MANAGEMENT

Management



Bo Söderqvist

Born 1963.

CEO of Christian Berner Tech Trade AB since 2010.

Education: Leadership training at the Swedish Institute of Management, Krauthammer International and Håkan Frödén Coaching & Communication. Training in steel and metal at SSAB Borlänge and Inexa. Sales training at BE-skolan.

Other current positions: Chairman of the Boards of Christian Berner AB, Christian Berner Oy, A/S Christian Berner, Christian Berner AS and Zander & Ingeström AB.

Shareholding in Christian Berner Tech Trade: 230,000 class B shares.



Torbjörn Gustafsson

Born 1976.

CEO of Christian Berner Tech Trade AB, employed since 2018.

Education: MSc in Economics at Lund University.

Other current positions:

Member of the Boards of Christian Berner AB, Christian Berner AS, Christian Berner Oy, Zander & Ingeström AB and Gapwaves AB.

Shareholding in Christian Berner Tech Trade: 450 class B shares.



Hans Lindqvist

Born in 1965.

President of Christian Berner AB, Supply Chain Director in Christian Berner Tech Trade AB and President of A/S Christian Berner since 1 December 2020. Employed since 2018.

Education: Graduate Engineer in Mechanical Engineering from Chalmers Institute of Technology.

Other current positions:

Member of the Board of Christian Berner AB and Chairman of the Board of Bullerbekämparen AB.

Shareholding in Christian Berner Tech Trade: 12,000 class B shares.



Erik Thorup

Born 1963.

President of A/S Christian Berner, employed since 2000.

Education: Graduate Engineer in Mechanical Engineering from the Technical University of Denmark and Bachelor's degree in Business Administration, International Business, from the Copenhagen Business School.

Other current positions:

Board member of A/S Christian Berner.

Shareholding in Christian Berner Tech Trade: 2,182 class B shares.

Resigned his employment and Board post in November 2020.



Henrik Westerholm

Born 1970.

President of Christian Berner Oy, employed since 2006.

Education: Engineer in Machine Automation from the Institute of Technology in Helsinki.

Other current positions:

Board member of Christian Berner Oy.

Shareholding in Christian Berner Tech Trade: 8,727 class B shares.

MANAGEMENT



 Herman Thon

Born 1970.

President of Christian Berner AS, employed since 2017.

Education: Leadership training from the Norwegian Defence University College, MSc in Marketing from Kristiania University College, MBA from the Norwegian School of Economics (NHH), Strategy and innovation from INSEAD Business School.

Other current positions: Member of the Boards of Christian Berner AS and Empakk AS.

Shareholding in Christian Berner Tech

Trade: –



 Joel Lybert

Born in 1975.

President of Zander & Ingeström, employed since 2019

Education: Bachelor of Science in Marine Engineering at Kalmar University.

Other current positions: Board member of Zander & Ingeström AB.

Shareholding in Christian Berner Tech

Trade: 1,000 class B shares.



 Ann Svensson

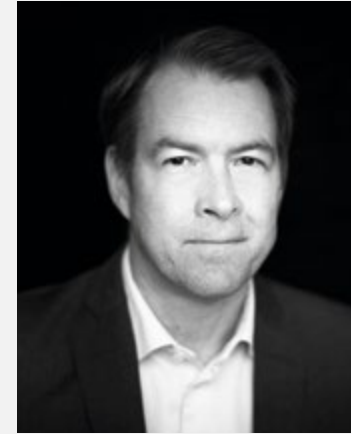
Born in 1969.

Marketing Manager of Christian Berner Tech Trade AB, employed since 2016.

Education: Berghs School of Communication.

Shareholding in Christian Berner Tech

Trade: 1,500 class B shares.



 Fredrik Berndtson

Born in 1973.

CIO of Christian Berner Tech Trade AB, employed since 2019.

Education: Master of Science in Chemical Engineering, Chalmers University of Technology, Bachelor of Science in Business Administration at the School of Business, Economics and Law at the University of Gothenburg

Shareholding in Christian Berner Tech

Trade: –

INTERNAL CONTROL

Internal control at Christian Berner

The Board of Directors has ultimate responsibility for internal control and governance in relation to financial reporting. The Board of Directors annually adopts specific documents that guide and support the management and other employees in their work to ensure that reporting is complete and accurate and gives a true and fair view. The Board of Directors and the management also define decision-making paths, responsibility paths and powers. These documents mainly comprise the Board of Directors' rules of procedure, the Chief Executive Officer's instructions and the finance policy, authorisation policy and finance handbook.

Christian Berner Tech Trade has an extensively decentralised responsibility for driving and implementing the strategy. Operating activities are conducted in independent operating units where the responsibility for profit/loss, the balance sheet and cash flow also rests. Managers of the operating units and their employees make the business decisions, ensure they are handled correctly and make sure the risk taking is balanced. As support, the respective companies regularly follow up the outcome of their business units' operations, as Group management does for the respective company in established Business Review Meetings (BRM).

Control activities

To limit identified risks to each process, a self-evaluation of defined controls shall be done annually and reported to the Audit Committee and the Board. The CFO is responsible for this self-evaluation process.

The Group has a self-evaluation programme that the subsidiaries shall follow; see illustration.

An assessment of the level of internal control and the effectiveness of the controls must be performed annually and driven by the companies' finance manager/controllers. The Group's CFO is responsible for presenting the results to the Audit Committee and the Board of Directors. Christian Berner Tech Trade has Group-wide monitoring, where subsidiaries and functions must monitor the effectiveness of the controls and report back to the Group controller. (Policy for internal governance and control).

Some key performance indicators are followed up monthly against the budget/forecast in the form of a documented account closing meeting between the Group companies' financial managers/controllers and Group controllers where the income statement and balance sheet are the most important.

Yearly cycle for internal control



INTERNAL CONTROL

2020 successes

At 1 January 2020, a new company was founded in the Group, Christian Berner Business Services AB, where the Group's common functions for Business Development & IT, Marketing and Accounting & Payroll have been gathered. During the year, work was done to adapt the internal control to the new organisation where large parts of the Group's business support functions are located in their own separate company.

In the autumn, the first collaboration meetings were also held between the operating companies and the service company to update the different companies' processes and to see how joint improvements and harmonisation can be done across the Group's companies.

By coordinating business support functions, opportunities are created to improve internal control over the Group and increase accessibility to functional expertise in the Group's business-operating companies. Examples of areas of development during the year are:

- improved procedures for the handling of trade receivables with much better results in the form of fewer overdue invoices and fewer credit days.
- Accounting plans were harmonised and coding instructions were made to ensure the book keeping in the companies.
- Improvement and clarification of the account closing process
- Development of the supplier invoice process, the invoicing process and the salary process.
- New and improved accounting guidelines.

During the year, policies in the accounting and IT area were revised to be adapted to the changes made, including the Policy for Transfer Pricing and the Policy for Credit Management.

Work was done during the year to improve control for GDPR. A training programme in GDPR for all staff was also developed with the aim of increasing understanding regarding GDPR in general, and what it means for the Group's companies specifically.

The Group's management group continued the work of deepening and improving risk management. In connection with COVID-19 breaking out, the management team and the organisation focused on the risks that arose and how they could be mitigated. In the spring, the management team focused on a number of risk areas in connection with COVID-19. In the autumn, the Group worked with a new process to develop a strategic plan for the upcoming three-year period. The Group also developed a new model and process for the breakdown of the plan to activities and how follow-up is done. The work and results have provided insights into risks and

opportunities for the operations, and how the Group's companies chose to act to manage them. With the follow-up model, a chance is also provided to continuously monitor and, when necessary, revise the plan.

In the autumn, two companies were acquired, Empakk AS and Alfa Tec Sweden AB. Collaboration groups were formed to integrate the companies in a good way and to give us a template for how new companies are to be integrated in the best way.

2020 is the fifth year the Group has worked with self-assessment of the internal control and the focus during the year was to improve procedures in the accounting area and to rework the tasks that the financial manager in CBAB had to transition to the new position of Chief Accountant in the Group.

The background is that there is a delegated responsibility to the subsidiaries to show how they follow Group-wide policies, and work is being done to capture this in the self-evaluation work. The evaluation was developed during the year and new control points were identified and tested. The subsidiaries were not visited by the Group controller during the year due to COVID-19.

KPMG was re-elected at the General Meeting and served its second year as the auditors for the Group and had the opportunity to further get to know the Group and subsidiaries. The audit has provided some new insights regarding strengths and areas that have further improvement potential.

We are continuing to develop the Group at a high pace and to maintain the same pace in our development of corporate governance. We are confidently looking forward to the work of 2021 and the development steps that await.

Planning for 2021

Continued development of Group-wide processes and with development of local and relevant control points in the subsidiaries' self-evaluations.

Develop Christian Berner Business Services as the Group's centre for Group-wide functions.

Development of the Group's sustainability work and framework for the sustainability work.

Risks and risk management

Conducting business involves taking risks. Good risk management provides opportunities for a better business while risks that are not properly managed can be costly to the business.

Risk assessment

There is an established policy for risk management, "Policy for internal governance and control", which the company follows in its work. Within the scope of Christian Berner Tech Trade AB's risk management process, a number of risk areas have been identified. These are analysed and evaluated regularly by Group management. The company's CFO leads this work together with the company's controller. Significant risks and uncertainties are presented on pages 45-46 together with the steps that can be taken to handle the risks.

Risk spread

Christian Berner Tech Trade's earnings, financial position and strategic position are affected by both internal factors, which the Group itself has control over, and external factors where the possibility of influence is more limited.

The Group works to identify, evaluate, manage and follow up risks that affect the business. The objective is for the Group's goals to be achieved through deliberate and well-considered risk taking that follows the guidelines the Group has set. Christian Berner has activities directed at customers in many different market segments and niches within, above all, the Nordic countries. The wide-spread customer stock provides less exposure to risks of a decline in a specific industry. A part of the Group's business is based to a large degree on sales in connection with large investments and projects, while other parts have a more on-going nature. In an economic decline, the investment willingness decreases while the on-going business is less affected. Christian Berner has actively increased the share of sales of on-going products and services to reduce the risks of exposure to an investment-intensive business. We work with around 150 suppliers from around the world, with the majority in Europe. The Group always wants to work closely with selected suppliers and build up a relationship where we create value together. If a supplier for some reason is not of current interest to continue cooperation with, the Group has the possibility to find a new supplier for similar solutions and to maintain the customer relationship.

Sustainability risks

Christian Berner acts responsibly and active sustainability work is therefore important for the company. Christian Berner takes a holistic view, centred around good business ethics, the environment, human rights and the company's future. Christian Berner complies with the international

INTERNAL CONTROL

conventions UN Global Compact, ILO and the OECD guidelines for multinational enterprises. The business comprises trading, distribution and a limited amount of processing. The Group's impact on the environment is limited and relates primarily to the transport of goods, business travel and waste management. None of the Group's companies are involved in any environmental disputes.

Crisis management

The Group's crisis management is decentralised, which means that insofar as possible, events should be solved locally, close to the origin of the event. If crises arise that can conceivably affect the Group, the CEO should be contacted immediately for a dialogue on the handling of resolution activities and how information should be formulated and coordinated. If the CEO cannot be reached, the CFO should be informed.

Surrounding world factors

The global pandemic, COVID-19, that struck the world during the year was also the external factor that had the greatest impact on the Group's corporate governance during the year. At the end of March, Group management established weekly meetings at which the risks concerning illness, credit risks, order situation and risks of supply chain interruptions were reported and managed. The Group also prepared scenarios on the development of earnings and liquidity, with action plans that matched every scenario. The scenarios were followed up at the Group's Board meetings, the Audit Committee and the management team meetings and activities, such as short-term lay-offs, credit checks and other cost-saving initiatives were decided on.

In addition to the pandemic, the Group worked intensively in the autumn with strategic planning, which involved the Board, Group management, subsidiaries and product areas. In this work, external factors were a significant part in the formulation of the plan by company and product area. This provided good insight into our current situation and provides a good platform to continuously evaluate changes in the surroundings and the risks and opportunities that accompany these changes.

Auditor statement on corporate governance report

To the General Meeting of shareholders of Christian Berner Tech Trade AB (publ), corp. ID no. 556026-3666

Assignment and division of responsibilities

It is the Board of Directors that is responsible for the corporate governance report for the year 2020 on pages 33–35 and 42–44 and for ensuring that it has been prepared in accordance with the Annual Accounts Act.

Review's focus and scope

Our review has been conducted in accordance with FAR's statement RevU 16 Auditor's review of the corporate governance report. This means that our review of the corporate governance report has another focus and is substantially more limited in scope than an audit conducted in accordance with the International Standards on Auditing and generally accepted auditing practice in Sweden. We consider that this review provides us adequate grounds for our opinions.

Opinions

A corporate governance report has been prepared. Disclosures in accordance with Chapter 6 Section 6 Paragraph 2 Items 2–6 of the Annual Accounts Act and Chapter 7 Section 31 Paragraph 2 of the same act is consistent with the annual accounts and consolidated accounts and is in compliance with the Annual Accounts Act.

Gothenburg, 23 March 2021
KPMG AB

Mathias Arvidsson
Authorised Public Accountant