



BTS Annual report

2024



# Contents

Words from the CEO	7	Note 11	Financial items	42	
Growth, profitability, and acquisitions	8	Note 12	Tax on profit for the year	42	
Financial information		Note 13	Earnings per share	42	
		Note 14	Dividend per share	42	
	BTS share information	12	Note 15	Financial assets	43
	Five-year summary	14	Note 16	Investments in associated companies	43
	Management report	17	Note 17	Deferred tax	44
Consolidated income statement	20	Note 18	Prepaid expenses and accrued income	44	
Consolidated statement of comprehensive income	20	Note 19	Equity and appropriation of earnings	44	
Consolidated balance sheet	21	Note 20	Financial instruments and financial risk management	44	
Changes in consolidated equity	23	Note 21	Non-current liabilities	47	
Consolidated cash flow statement	24	Note 22	Bank overdraft facility	47	
Parent company's income statement	25	Note 23	Accrued expenses and prepaid income	47	
Parent company's statement of comprehensive income	25	Note 24	Business acquisitions	47	
Parent company's balance sheet	26	Note 25	Pledged assets	48	
Changes in Parent company's equity	27	Note 26	Contingent liabilities on behalf of Group companies	48	
Parent company's cash flow statement	28	Note 27	Events after the close of the fiscal year	48	
Notes to the Annual report	29				
Note 1	General information	29	Declaration by the Board	49	
Note 2	Significant accounting policies	29	Auditor's report	50	
Note 3	Transactions with related parties	33			
Note 4	Information about auditors' fees	34			
Note 5	Leases	34			
Note 6	Government grants	34			
Note 7	Average number of employees, salaries, other compensation, and social security contributions	35			
Note 8	Intangible assets	38			
Note 9	Property, plant, and equipment	39			
Note 10	Segment reporting	40			
Governance and management					
Sustainability report				55	
Corporate governance report				85	
The Board of Directors and auditor				90	
Senior executives				93	
Global partners				94	
Shareholder information				96	

A more detailed description of the operations is presented on the company's website, [www.bts.com](http://www.bts.com).

# Helping the world's leading companies turn strategy into results

BTS is a global professional services firm headquartered in Stockholm, Sweden, with about 1,200 professionals in 38 offices located on six continents.

## BTS's offices around the world



### BTS Group's four operational units

BTS Group's operative activities are run through four units, and the executive management has full business and profit and loss responsibility for their respective geographical markets.

**BTS North America** consists of BTS's operations in the U.S., excluding APG, but including VBS with its operations in Canada and Switzerland.

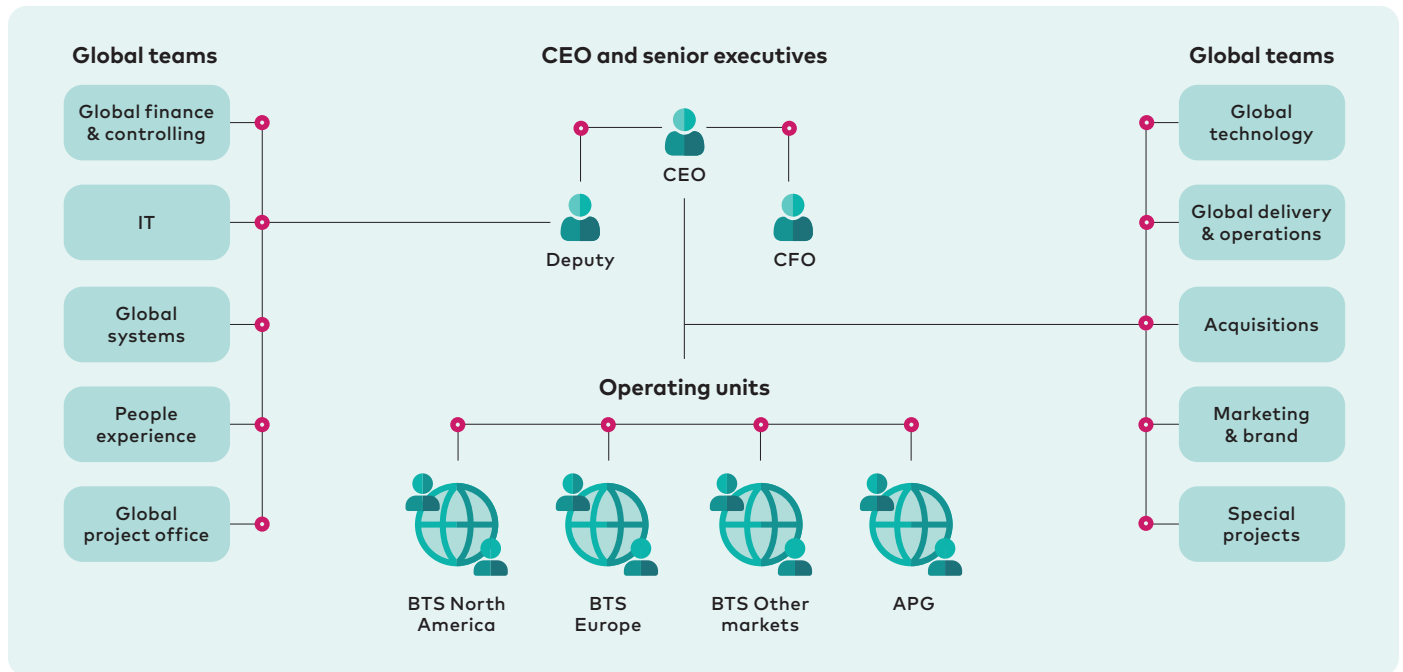
**BTS Europe** consists of operations in France, Germany, the Netherlands, Sweden, and the UK.

**BTS Other markets** consists of operations in Argentina, Australia, Brazil, China, Costa Rica, Indonesia, India, Italy, Japan, Malaysia, Mexico, Singapore, South Africa, South Korea, Spain, Taiwan, Thailand, and the United Arab Emirates.

### Advantage Performance Group (APG)

operates in the U.S. market and delivers performance improvement through sales and leadership training that results in meaningful business impact using its Advantage Way<sup>SM</sup> implementation process.

# Organizational structure



## BTS's services

BTS is a consultancy firm specializing in the people side of strategy. For almost four decades we have been designing powerful experiences that have a profound and lasting impact on businesses and their people. Our next-generation approach combines deep business knowledge with transformational development to help companies and their people to evolve together and turn strategy into results. Our services include:

- Strategy execution & business transformation
- Leadership readiness & development
- Go to market
- Talent acquisition & succession

## Areas of expertise

BTS has several areas of expertise. Specialists and thought leaders have been gathered within each area and are responsible for developing new concepts and solutions as well as ensuring the use of best practices across BTS Group:

- Strategy execution
- Leadership development
- Sales & marketing
- Assessment
- Innovation
- BTS Spark – developing educational leadership
- Business acumen
- Change & transformation
- Leadership coaching
- Executive & team performance

- Digital services
- Diversity, equity, and inclusion

## Group-internal functions

Group-internal functions include Group finance, Investor relations, Corporate communications, and Global operations development.

# 2024 in brief

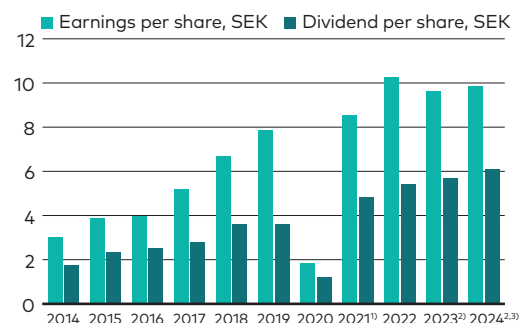
- Net sales amounted to SEK 2,802 million (2,683). Adjusted for changes in foreign exchange rates, net sales increased 5 percent.
- EBITA increased by 6 percent to SEK 365 million (346).
- Profit before tax amounted to SEK 468 million (295). Excluding the reversed provision of earn-out, the profit before tax increased 2 percent to SEK 272 million (267).<sup>1)</sup>
- Profit after tax amounted to SEK 387 million (215). Excluding the reversed provision of earn-out, the profit after tax increased 3 percent to SEK 191 million (186).<sup>1)</sup>
- Earnings per share amounted to SEK 19.93 (11.08). Excluding the reversed provision of earn-out, earnings per share increased 3 percent to SEK 9.84 (9.62).<sup>1) 2)</sup>

## Key ratios

SEK millions	2024	2023
Net sales	2,802	2,683
EBITA	365	346
EBITA margin, %	13.0	12.9
EBIT	298	288
EBIT margin, %	10.6	10.7
EBT	468	295
Net profit	387	215
Net profit margin, %	13.8	8.0
Operating capital	1,382	1,071

SEK millions	2024	2023
Return on operating capital, %	24	27
Return on equity, %	26	17
Equity ratio, %	49	44
Cash flow from operating activities	386	166
Cash flow	25	-24
Cash and cash equivalents	703	532
Number of employees at year-end	1,172	1,111
Average number of employees	1,177	1,152
Net sales per employee	2,381	2,329

## Earnings and dividends per share

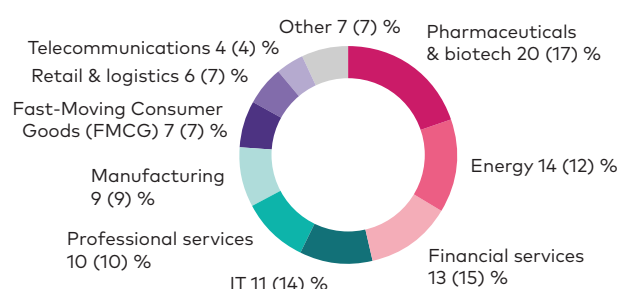


<sup>1)</sup> Earnings per share; Excluding forgiven PPP loan.

<sup>2)</sup> Excluding the reversed provision of earn-out.

<sup>3)</sup> Dividend per share; Proposed dividend.

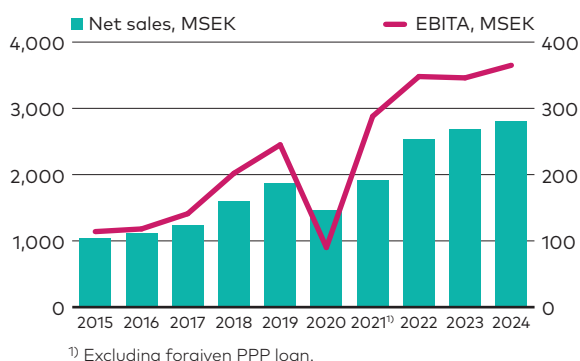
## Revenue source per sector 2024 (2023)



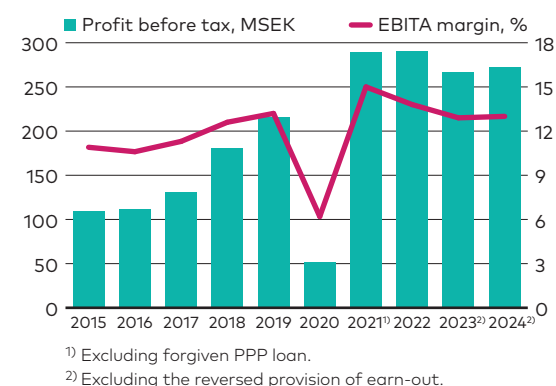
<sup>1)</sup> During 2024, provisions of earn-out related to the earlier acquisitions *R/L* and *Netmind* were reversed, impacting the net financial items positively by MSEK 196. During 2023, a provision of earn-out related to the earlier acquisition of *MTAC* was reversed, impacting the net financial items positively by MSEK 28. For a more detailed description, see Note 24 *Business acquisitions*.

<sup>2)</sup> Before and after dilution of shares.

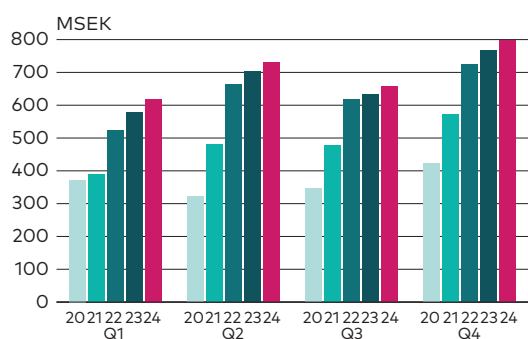
## Net sales and EBITA



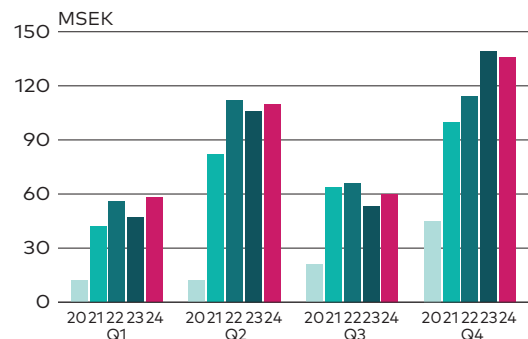
## Profit before tax and EBITA margin



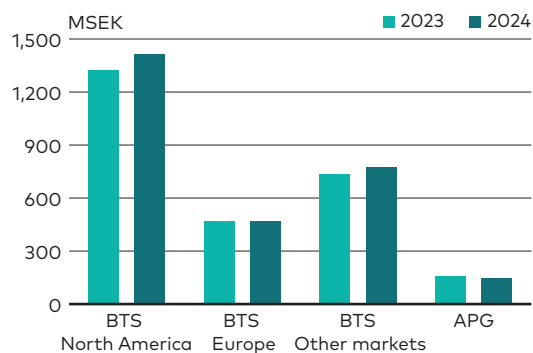
## Revenue by quarter



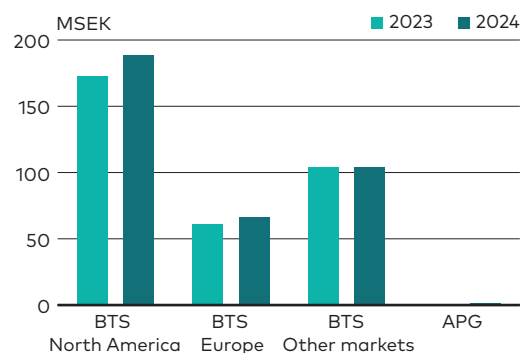
## EBITA by quarter



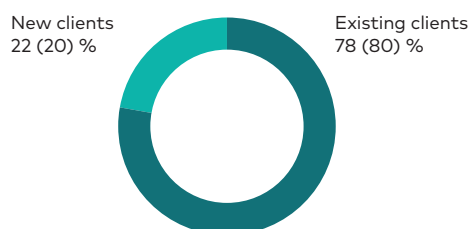
## Net sales per operating unit



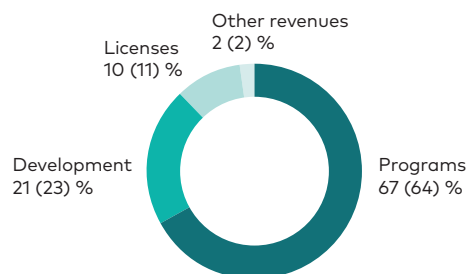
## EBITA per operating unit



## Revenue generation 2024 (2023)



## Net sales by source of revenue 2024 (2023)



# Vision, purpose, value proposition, and financial goals

BTS competes in both talent and HR consulting, as well as in traditional consulting markets. BTS's services support a broad range of client challenges including top-to-bottom, on-demand leadership development, talent selection and readiness, strategy creation and strategy implementation, as well as culture and broad-scale change. For almost 40 years, BTS has been focused on the people-side of change and on powering better performance using proprietary simulation, learning, coaching, and assessment methodologies. We partner with nearly 1,200 organizations, including over 40 of the world's 100 largest global corporations.

<p><b>Vision</b></p> <p>The global leader in turning strategy into action.</p> 	<p><b>Purpose</b></p> <p>We inspire and equip people to do the best work of their lives, creating better businesses and a better world.</p> 
<p><b>Value proposition</b></p> <p>We make strategy personal and drive great execution. Our unforgettable experiences create levels of alignment, mindset, and capability that deliver better results, faster.</p> 	<p><b>Financial goals</b></p> <p>BTS's financial goals over time are:</p> <ul style="list-style-type: none"><li>• A revenue growth, adjusted for changes in exchange rates, of 20 percent, primarily organic.</li><li>• An EBITA margin of 17 percent.</li><li>• An equity ratio that does not fall below 50 percent over extended periods.</li></ul> 



# Rebound continued for BTS Europe and good momentum for our AI tools

We made a lot of progress in 2024. We strengthened our capabilities with AI-based tools that we now offer globally, we made two acquisitions including *SEAC*, which means that we now have a significantly stronger base in Southeast Asia. Overall, it was a year with a challenging market and conservative clients, but we have also shown that we can reverse the trend with the right measures, as in the case with BTS Europe.

Net sales for the full year amounted to MSEK 2,802 (2,683), an increase of 5 percent adjusted for changes in foreign exchange rates. The star of the second half of the year was BTS Europe which grew by 14 percent, ending up with just about the same net sales for the year as in 2023 at MSEK 470, after a weak first half of the year. The strong recovery came as previously postponed projects progressed, the pipeline grew, and new client projects were won. Profitability increased significantly as a result of former cost measures. BTS Europe's return to double-digit growth in the second half of this challenging year demonstrates that we can reverse a negative trend with the right measures.

BTS North America and BTS Other markets both grew by 7 percent respectively, adjusted for changes in foreign exchange rates. Overall, demand was good in BTS North America, especially in the first half of the year, while there were also some signs of continued market conservatism with hesitant customers. BTS Other markets reported good demand in many of its markets including in the Middle East, where government agencies launched various projects.

## AI development and sales

The momentum continues to be good for our subscription-based AI tool Verity, which has been used more widely for leadership and sales training. We have received more orders since we marketed the tool globally, and the AI bots are being used at scale. We have had several clients using them for 4,000 or 5,000 or even 7,000 participants.

We see potential to improve our margins in 2025 by utilizing some advantages of scale and AI. We continue to explore AI to streamline our operations, a process that will continue and expand during 2025. We expect reduced contractor spend and consultant productivity improvements – effects we plan to increase over time.

## Growth strategy for 2025+

In 2024 we worked on several initiatives to increase both organic and acquired growth. We have grown a larger sales-



Jessica Skon

force with more capacity to bring in revenue. We have added several new services where we see increased demand. Also, the market outlook is more positive for 2025 than for the two previous years. We will further strengthen and broaden our service offering via client-backed innovation, acquisitions, and partnerships. We aim to expand our geographic footprint. Operationally, we are focusing on increasing automation for scale, strengthening our global teamwork, and nurturing our client relationship culture. These are just some of the measures planned to bring BTS back to where it belongs, thriving with double-digit growth and higher margins.

## Outlook 2025

We believe that the result (EBITA) will be better than in 2024.

Stockholm, April, 2025

**Jessica Skon**  
CEO of BTS Group AB (publ)

# Growth and profit year after year

BTS has a strong position in a large, growing, and highly fragmented market. The total market value is estimated to be over USD 30 billion and is expected to grow by 4–5 percent annually. BTS's market share is estimated to be less than 1 percent.

## The early years

In 1986, BTS's Chairman of the Board and former CEO, Henrik Ekelund, explored the management consulting space and established a vision of the future. While many firms were able to help their clients find the right strategy, their clients often still struggled to execute. And Henrik knew why. The best strategy in the world will fail if it does not account for the business's most valuable asset: its people.

Henrik founded BTS to do things differently, to create a human-centered consulting firm. Unlike other consultancies, BTS does not believe in cookie-cutter solutions to business problems. With a relentless focus on quality, we create deeply customized, engaging, and powerful experiences that provide clients with the tools they need to deliver results in the real world.

Almost 40 years later, BTS has grown from its modest start in Stockholm, Sweden, to become a global player and now serves 40 of the world's 100 largest companies and 60 of the Fortune 100. Here, we present selected highlights from this exciting journey – and we're only just getting started.

## Continuous growth and profit during the 1990s

BTS has delivered profit every year and profit growth in nearly every year, regardless of market conditions and despite substantial costs for acquisitions, investments in product development, and market establishment around the world.

This development is a result of BTS's growth strategy, dynamic business model, and its entrepreneurial culture. The strategy to generate growth focuses on growing revenue and share of wallet per client account by offering innovative digital solutions and content in BTS's programs. Furthermore, BTS aims to expand to new geographies organically as well as through acquisitions.

In the 1990s, BTS successfully managed to achieve continuous profitable growth. Favorable market conditions and new product initiatives, as well as new offices in the U.S., the UK, Finland, and South Africa, played a major role in the company's growth during this period.

## New initiatives and increased profits during the early 2000s

When the market conditions worsened between 2001 and 2003, BTS managed to maintain a healthy level of revenue, despite the unfavorable business climate (particularly in the IT, telecom, and manufacturing industries, where BTS was predominantly active) by adhering to its successful long-term strategy. BTS successfully reinforced the business for future growth and profitability by implementing a range of new

initiatives, such as expanding into new industries and geographical markets.

BTS constantly strives to improve profitability, therefore the main focus during these years was to continuously improve billability, project execution, systems, and processes to reduce overhead; and by optimizing pricing, increasing licensing, and adding recurring revenue services. The changes and initiatives implemented during the period of consolidation between 2001 and 2003 have, in combination with a focus on raising the proportion of revenues from licensing, led to improvements in margins.

During 2002 and 2003, BTS opened businesses in Australia and Spain. These new offices grew substantially and served as starting points for several new offices in Asia and Latin America.

## Acquisitions in 2005 and 2006

BTS's strategy for acquisitions aims to create a broader base for future organic growth by adding new markets, new value-adding products and services, and new talent.

BTS acquired *The Strategic Management Group Learning Solutions Inc.* in 2005 and *The Advantage Performance Group Inc. (APG)* and *The Real Learning Company Inc. (RLI)* in 2006. The acquisitions have added new technologies and delivery methods, a broader client base, and a wealth of new talent to BTS.

## The 2008–2009 recession

The recession during 2008 and 2009 had a significant negative impact on the industry. Most companies saw their revenues decline by 20 to 40 percent in 2009.

### Average growth per year, 2001–2024 (CAGR)

12%

Net sales growth  
per year <sup>1)</sup>

15%

EBITA growth  
per year

<sup>1)</sup> Currency adjusted.



BTS's recession strategy was based on two key factors: the company's low market share and highly competitive offerings. By focusing its resources on highly prioritized accounts, BTS was able to maintain its revenue and profit levels.

At the same time, BTS made strategic investments and progress during the recession, creating a strong foundation for growth from 2010 onward.

### Growth from 2010 to 2019

During the years 2010 to 2019, BTS's revenue grew by an average of 10 percent annually (currency adjusted) with growth in all regions. BTS grew the average size of its projects by offering global services and more complete solutions, thereby delivering improved results for clients.

In 2013, BTS acquired all the business operations of the Danish company *Wizerize A/S*. The acquisition created new opportunities to offer digitally enabled solutions that were built on current and future social and mobile IT platforms. These solutions supplemented and strengthened BTS's existing offerings very well.

In 2014, BTS acquired all the businesses of the American companies *Sandra Hartog Associates Inc.* and *Fenestra Inc.*, which strengthened BTS's position in the fast-growing market for services and technology within assessment services.

In 2015, BTS acquired the South African company *Avocado Vision Pty Ltd.*, which provided BTS and *Avo Vision* with major opportunities in the fast-growing and important African market, which had an enormous need for talent development. All the business operations in the Australian company *Synergy Group Pty Ltd.* were also acquired in 2015. This represented a significant strengthening of BTS's operations in Australia, increased BTS's delivery capacity, and created a considerably stronger and broader offering in Australia.

In 2016, BTS acquired all business operations of the Italian companies *Cesim Italia Srl.* and *Design Innovation Srl.*, which significantly strengthened BTS's position in southern Europe through the addition of several major Italian clients, and also reinforced BTS's Italian operations by supplementing them with further expertise and innovative solutions. Furthermore, the acquisitions also provided a good opportunity to help many of the major Italian companies globally.

In 2017, BTS acquired all the businesses of the English company *Coach in a Box Holdings Ltd.* and its subsidiaries, as well as the German company *MTAC GmbH*.

*Coach in a Box* helps leaders at all levels to improve and change using a coaching approach that is virtual, affordable, scalable, and fast. BTS and *Coach in a Box*'s combined services strengthened the client offering and made the companies stronger partners in the market, thus creating synergies and significant growth opportunities.

*MTAC* works with some of the largest organizations in the German-speaking part of Europe with innovative education and simulation-based services for strategy implementation, business acumen, leadership, and marketing. The acquisition provided BTS with a base in German-speaking countries, which easily now makes it the largest market in Europe. It also allowed BTS to serve existing global clients better, and created significant growth potential. In addition, *MTAC* added top knowledge in the area of marketing expertise, which is now a new area of expertise for BTS.

In 2019, BTS acquired all the businesses of the American company *Polaris Assessment Systems Inc.*, the company *SwissVBS AG.* and its subsidiaries, and the Swedish company *Samsari AB*.

*Polaris* offers candidate evaluation and interviewing techniques and services, as well as methods that enable





clients to effectively recruit, develop, and promote employees. Through the acquisition of *Polaris*, BTS gained two business advantages: new industry-leading services that gave access to a new market segment worth approximately USD 2 billion globally, and secondly, we brought on board three influential thought leaders in this market segment.

*SwissVBS* provides high-impact digital learning solutions for the modern corporate learner. It operates primarily in the European and North American markets, bringing thought leadership and creative solutions to clients through digital journeys as well as learning reinforcement methods. The *SwissVBS* team brings world-class expertise in digital learning and performance support. This means that BTS can offer clients a wider range of solutions and become even more competitive as an end-to-end talent partner. *SwissVBS* also brought over clients with whom the company had developed strong relationships and won awards – making BTS stronger in the Canadian and German-speaking markets.

*SwissVBS* was established in St. Gallen in 2001 as an off-spring of the *University of St. Gallen*. Since then, it has successfully grown into a respected provider of customized digital learning for some of the world's largest corporations.

The acquisition of *Samsari* brought years of experience to BTS through a team with skills in change management, transformation projects, and communication – skills that are becoming increasingly important and thus strengthen the BTS service offering as a whole. The acquisition also contributed to broadening the BTS client base in the Nordic market.

### The COVID-19 pandemic 2020

The entire industry faced an enormous challenge early in 2020 when all physical training was canceled – wiping out 70 percent of BTS's revenue. In addition, many companies stopped or reduced investments in all forms of training.

To address this challenge, BTS decided on a strategy to become stronger in the long-term, allowing BTS to continue to increase revenue and earnings for the years ahead. With BTS's rapid refocus on virtual and digital solutions, BTS managed to compensate for almost three quarters of the 70 percent revenue loss in 2020. BTS also gained an important lead. The changes in the market proved to be lasting, even after the COVID-19 crisis was over, and a significant share of demand is still centered on virtual and digital solutions. Overall, BTS tackled the potential crisis for the industry, brought about by the 2020 pandemic very well.

### 2021 – Post pandemic, coming out strong

The pandemic initiated significant changes to strategies and organizations in major companies around the world, leading to an increased demand for BTS's services and making BTS an even more attractive partner for clients today.

In 2021, BTS acquired the American company *Bates Communications Inc.* and all the businesses of the Spanish company *Netmind SL*.

*Bates* helps some of the top companies in the world to execute their strategies, primarily in the U.S., and the client portfolio has only a limited overlap with that of BTS. *Bates'* senior talent and consultants have brought complementary and sought-after capabilities to BTS. Their team members have backgrounds and significant experience in business, strategy, corporate communication, and management psychology. The acquisition created the conditions for the original operations in both companies to develop major synergies in their service offerings and client bases.

The acquisition of *Netmind* enabled BTS to considerably strengthen its position in the Spanish-speaking markets. With its focus on digital and agile change solutions, *Netmind's* offering complements BTS, which thus strengthened its

position for continued growth in Spain and in other markets. *Netmind* partnered with some of the world's leading companies to succeed in the digital field using *Netmind's* innovative solutions, proprietary concepts and methods, in-house models for agile change, and an extensive library of courses and training. *Netmind's* client base has only a limited overlap with BTS, which offers significant potential for synergies.

BTS came out of the pandemic as a stronger organization with an expanded client base, a stronger offering of services, and increased revenue from virtual and digital solutions. Overall, a new level was reached during 2021, and BTS is well positioned for continued long-term sustainable and profitable growth.

## 2022 – A turbulent year

During turbulent years, such as 2022, BTS tends to be the most creative, with breakthrough client engagement models, and improvements to the business and operations at a higher speed. BTS made strategic investments and progress during the year, creating a solid foundation for growth for the coming years.

Despite the challenging market, BTS continued its growth story in 2022 with all units growing by double-digits. The interim report for the fourth quarter of 2022 presented the 22nd record quarter (not including 2020) where revenues, as well as operating profit, exceeded the outcome for the same period the previous year. The revenue increased by 17 percent during 2022 compared to the previous year, of which 15 percent was organic.

BTS closed the year ready for even more volatility and a more conservative market. There was no doubt that 2023 would be more challenging due to market uncertainty, and BTS continued to prepare, with all units focusing on the CEOs, industries, and companies that were believed to be more recession-resilient. BTS ended 2022 with a strong deal pipeline across the units, and the demand for BTS's services was strong.

## 2023 – A year of innovation and successful transformations in challenging market conditions

As anticipated, 2023 was another challenging year. BTS ended the year by having the best fourth quarter in its history and thereby met the outlook and delivered EBITA in line with the previous year.

As BTS has proven throughout our history, the company never wastes a tough economic year. When the market slows, it gives BTS the chance to see things more clearly and drive shifts that position the company for long-term, profitable growth. The measures implemented and actions taken during 2023 positioned BTS for scale. The measures span from operational efficiency and development, overall competitiveness and pipeline discipline, to innovation and talent growth. BTS continued to drive further improvements in our internal ways of working. With the cost structure in place, we were energized and ready for continued growth.

In May 2023, BTS acquired *The Boda Group (Boda)* and through this acquisition BTS entered the Executive coaching market, which is a large and growing segment. With the expertise from *Boda*, BTS is able to help leaders, from CEOs to

Vice Presidents, grow and develop to become better equipped to support their organizations' strategy and culture. *Boda* brought an impressive client portfolio, which includes global leaders in technology, life science, and financial and professional services. *Boda* also served premier companies within the private equity and venture capital sectors, and its client portfolio has limited overlap with BTS.

## 2024 – A year of operational progress to take us back to double-digit growth and higher margins

We made a lot of progress in 2024. We strengthened our capabilities with AI-based tools that we now offer globally, and we made two important acquisitions; *Wonderway GmbH (Wonderway)* and *Seasia Leadavation Company Ltd (SEAC)*.

In June 2024, BTS acquired the business of *Wonderway*, an early-stage startup specializing in AI-powered sales performance SaaS products headquartered in Berlin, Germany. *Wonderway's* cutting-edge sales AI tool, broader proprietary technology, and strong team of experts in both AI and sales performance, strengthens BTS's ability to deliver ongoing behavior change at scale for the clients.

In July 2024, BTS acquired the business of *SEAC*, based in Bangkok. *SEAC* is a leading leadership and talent development company, delivering impactful leadership and talent development solutions through their proprietary and innovative learning processes and technology platforms. With *SEAC's* client portfolio of both local and global companies operating in the region, and with only a limited overlap with BTS, the acquisition of *SEAC* significantly enhances BTS's position in Thailand and strengthens its market presence in Southeast Asia.

Overall, 2024 was a year with a challenging market and conservative clients. We worked on several initiatives to increase both organic and acquired growth. We have grown a larger salesforce with more capacity to bring in revenue. We have added several new services where we see increased demand. We will further strengthen and broaden our service offering via client backed innovation, acquisitions, and partnerships. We aim to expand our geographic footprint. Operationally, we are focusing on increasing automation for scale, strengthening our global teamwork, and nurturing our client relationship culture. These are just some of the measures planned to bring BTS back to where it belongs – thriving with double-digit growth and higher margins.

# BTS share information

On June 6, 2001, the BTS share was floated on Nasdaq Stockholm. The share capital at December 2024 totals SEK 6,465,606, distributed among 853,800 Class A shares and 18,543,019 Class B shares, each with a quotient value of SEK 0.33. Each Class A share entitles the holder to ten votes, each Class B share is entitled to one vote. All shares carry equal rights to participate in the company's assets and profits.

At December 31, 2024, there were 4,008 (4,038) shareholders in the company, a decrease of 1 percent. In the past few years, BTS has increased its investor relation activities, including webcasted interim report presentations in Sweden, and roadshows to financial centers in Europe.

## Dividend policy

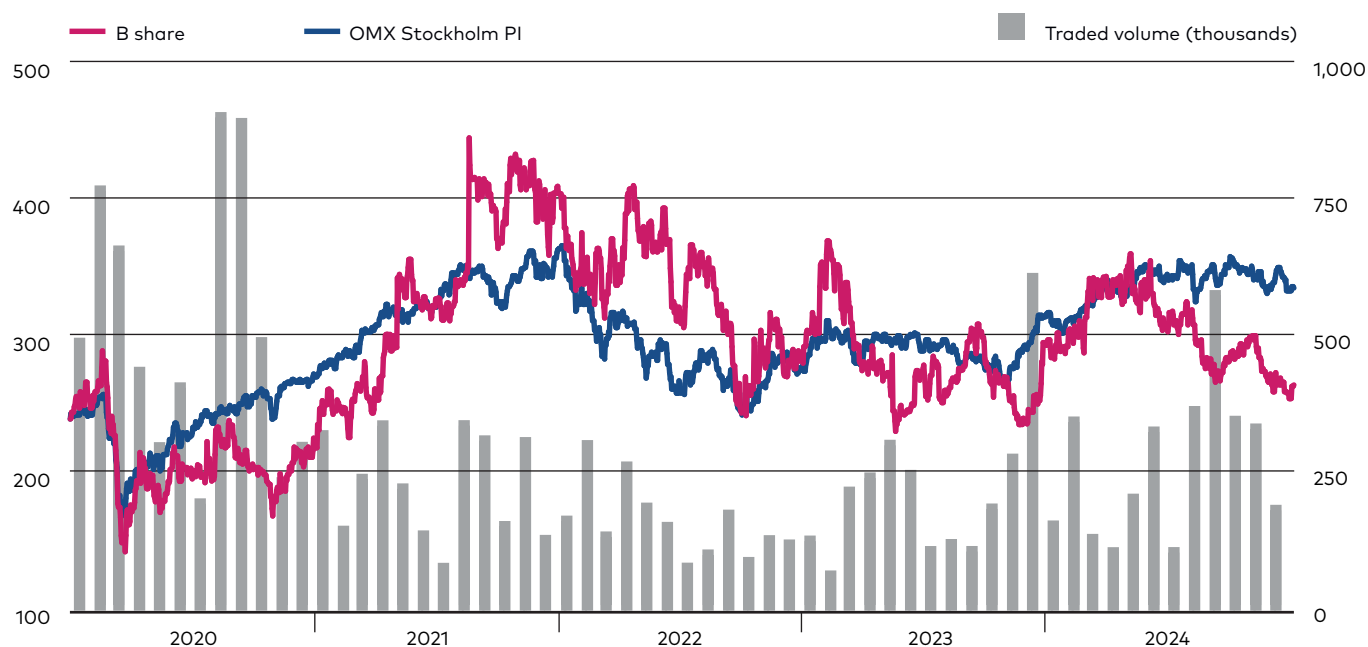
The company's goal is to distribute 40 to 65 percent of profit after tax in the long run.

SEK	2024	2023	2022	2021	2020
Share price, December 31	263.00	296.00	291.00	403.00	217.00
Earnings per share	19.93	11.08	10.24	11.11	1.82
Price/earnings ratio, December 31	13.20	26.71	28.42	36.28	119.23
Cash and cash equivalents per share, December 31	36.26	27.44	29.78	30.68	30.60
Equity per share, December 31	85.80	67.05	62.66	50.75	36.75
Dividend per share	6.10 <sup>1)</sup>	5.70	5.40	4.80	1.20

<sup>1)</sup> Proposed dividend.

## BTS Group AB share price 2020–2024

Share price quotes cover opening price first day of trading 2020 to closing price last day of trading 2024.



Sources: Bloomberg and Fidessa

## Share capital

### Change in capital

Year	Transaction	Increase in share capital, SEK	Share capital, SEK	Class A shares	Class B shares	Total number of shares	Par value per share, SEK
1999	Formation of the company	100,000	100,000	439,900	560,100	1,000,000	00:10
1999	New issue	8,200	108,200		82,000	1,082,000	00:10
2001	Stock dividend issue	4,219,800	4,328,000			1,082,000	04:00
2001	4:1 split		4,328,000	1,319,700	1,926,300	4,328,000	01:00
2001	Conversion of Class A to Class B shares			-1,475,000	1,475,000	4,328,000	01:00
2001	New issue	1,500,000	5,828,000		1,500,000	5,828,000	01:00
2002	New issue	69,300	5,897,300		69,300	5,897,300	01:00
2006	3:1 split		5,897,300	569,200	11,225,400	17,691,900	00:33
2006	New issue	118,800	6,016,100		356,400	18,048,300	00:33
2012	New issue	5,922	6,022,022		17,765	18,066,065	00:33
2013	New issue	174,601	6,196,623		523,805	18,589,870	00:33
2014	New issue	18,834	6,215,457		56,500	18,646,370	00:33
2017	New issue	80,227	6,295,684		240,681	18,887,051	00:33
2018	New issue	42,288	6,337,972		126,865	19,013,916	00:33
2019	New issue	101,459	6,439,431		304,376	19,318,292	00:33
2021	New issue	18,685	6,458,116		56,055	19,374,347	00:33
2023	New issue	7,490	6,465,606		22,472	19,396,819	00:33

## Ten largest shareholders

Name	Number of Class A shares	Number of Class B shares	Holding	Holding %	Votes %
Henrik Ekelund, incl. companies	816,000	2,827,334	3,643,334	18.8	40.6
Lannebo Asset Management		2,324,982	2,255,995	12.0	8.6
Stefan af Petersens, incl. companies	37,800	2,218,195	2,255,995	11.6	9.6
Nordea Funds		1,588,647	1,588,647	8.2	5.9
SEB Funds		1,406,592	1,406,592	7.3	5.2
Swedbank Robur Funds		1,180,246	1,180,246	6.1	4.4
ODIN Funds		760,000	760,000	3.9	2.8
AMF Pension & Funds		564,007	564,007	2.9	2.1
Handelsbanken Funds		509,755	509,755	2.6	1.9
Alcur Funds		503,272	503,273	2.6	1.9
<b>Total for 10 largest shareholders</b>	<b>853,800</b>	<b>13,883,031</b>	<b>14,736,831</b>	<b>76.0</b>	<b>82.8</b>
Other shareholders		4,659,988	4,659,988	24.0	17.2
<b>Total all shareholders</b>	<b>853,800</b>	<b>18,543,019</b>	<b>19,396,819</b>	<b>100.0</b>	<b>100.0</b>

# Five-year summary

## Income statement

Consolidated income statements in summary

SEK millions	2024	2023	2022	2021	2020
Net sales	2,802	2,683	2,530	1,917	1,464
Operating expenses	-2,363	-2,261	-2,110	-1,557	-1,309
Forgiven PPP loan	–	–	–	50	–
Depreciation of property, plant, and equipment	-74	-76	-72	-71	-65
Amortization of intangible assets	-67	-58	-45	-33	-26
<b>EBIT</b>	<b>298</b>	<b>288</b>	<b>303</b>	<b>305</b>	<b>65</b>

## Net sales per operating unit

SEK millions	2024	2023	2022	2021	2020
BTS North America	1,415	1,324	1,254	949	689
BTS Europe	470	469	459	353	316
BTS Other markets	773	732	661	493	363
APG	144	158	156	121	95
<b>Total</b>	<b>2,802</b>	<b>2,683</b>	<b>2,530</b>	<b>1,917</b>	<b>1,464</b>

## EBITA per operating unit

SEK millions	2024	2023	2022	2021	2020
BTS North America	188.2	172.8	170.2	152.8	48.8
BTS Europe	65.8	61.0	82.4	51.0	19.5
BTS Other markets	103.7	103.6	86.7	75.2	19.4
APG	-1.2	0.2	2.3	2.9	-2.9
<b>EBITA per operating unit</b>	<b>356.5</b>	<b>337.6</b>	<b>341.5</b>	<b>282.0</b>	<b>84.8</b>
Effects of IFRS 16	8.3	8.1	6.8	6.3	5.5
Forgiven PPP loan	–	–	–	49.7	–
<b>EBITA</b>	<b>364.8</b>	<b>345.7</b>	<b>348.3</b>	<b>338.0</b>	<b>90.3</b>

## Operating units

**BTS North America** consists of BTS's operations in the U.S., excluding APG, but including VBS with its operations in Canada and Switzerland.

**BTS Europe** consists of operations in France, Germany, the Netherlands, Sweden and the UK.

**BTS Other markets** consists of operations in Argentina, Australia, Brazil, China, Costa Rica, India, Indonesia, Italy, Japan, Malaysia, Mexico, Singapore, South Africa, South Korea, Spain, Taiwan, Thailand and the United Arab Emirates.

**APG** consists of operations in Advantage Performance Group in the U.S.



**Balance sheet**

Consolidated balance sheets in summary

SEK millions	2024	2023	2022	2021	2020
<b>Assets</b>					
Non-current assets	1,666	1,466	1,244	1,147	826
Accounts receivable	727	714	723	557	409
Other current assets	267	243	215	194	134
Cash and cash equivalents	703	532	577	594	591
<b>Total assets</b>	<b>3,363</b>	<b>2,956</b>	<b>2,759</b>	<b>2,492</b>	<b>1,960</b>
<b>Equity and liabilities</b>					
Equity	1,665	1,301	1,214	983	710
Interest-bearing liabilities	421	302	221	281	404
Non-interest-bearing liabilities	1,278	1,353	1,324	1,228	846
<b>Total equity and liabilities</b>	<b>3,363</b>	<b>2,956</b>	<b>2,759</b>	<b>2,492</b>	<b>1,960</b>

**Cash flow**

Consolidated cash flow in summary

SEK millions	2024	2023	2022	2021	2020
Cash flow from operating activities	386	166	199	312	242
Cash flow from investing activities	-188	-105	-76	-182	-148
Cash flow from financing activities	-51	-84	-208	-161	213
<b>Cash flow for the year</b>	<b>146</b>	<b>-24</b>	<b>-85</b>	<b>-30</b>	<b>307</b>
Cash and cash equivalents, start of year	532	577	594	591	316
Translation differences in cash and cash equivalents	25	-21	68	34	-33
<b>Cash and cash equivalents, end of year</b>	<b>703</b>	<b>532</b>	<b>577</b>	<b>594</b>	<b>591</b>

**Financial ratios for the Group**

SEK millions	2024	2023	2022	2021	2020
Net sales	2,802	2,683	2,530	1,917	1,464
EBITA	365	346	348	338	90
EBITA margin, %	13.0	12.9	13.8	17.6	6.2
EBIT	298	288	303	305	65
EBIT margin, %	10.6	10.7	12.0	15.9	4.4
Profit margin, %	13.8	8.0	7.8	11.2	2.4
Earnings per share, SEK	19.93	11.08	10.24	11.11	1.82
Operating capital	1,382	1,071	858	670	523
Return on operating capital, %	24	27	36	42	12
Equity	1,665	1,301	1,214	983	710
Return on equity, %	26	17	18	25	5
Equity per share, SEK	85.80	67.05	62.66	50.75	36.75
Equity ratio, %	49	44	44	39	36
Dividend per share, SEK	6.10 <sup>1)</sup>	5.70	5.40	4.80	1.20
Cash flow	146	-24	-85	-30	307
Cash and cash equivalents	703	532	577	594	591
Number of employees at year-end	1,172	1,111	1,180	1,071	821
Average number of employees	1,131	1,152	1,129	936	843
Net sales per employee	2.5	2.3	2.2	2.0	1.7

<sup>1)</sup> Proposed dividend.

**Definitions****EBITA margin**

Operating profit before amortization of intangible assets, financial items, and tax as a percentage of net sales.

**EBIT margin**

Operating profit before financial items and tax as a percentage of net sales.

**Profit margin**

Profit for the period as a percentage of net sales.

**Earnings per share**

Earnings attributable to the Parent company's shareholders divided by the number of shares before dilution.

**Operating capital**

Balance sheet totals less cash and cash equivalents, other interest-bearing assets, and non-interest-bearing liabilities.

**Return on operating capital**

Operating profit (EBIT) as a percentage of average operating capital.

**Return on equity**

Profit after tax on an annual basis as a percentage of average equity.

**Equity per share**

Equity excluding non-controlling interests, divided by the number of shares at the end of the year.

**Equity ratio**

Equity as a percentage of the balance sheet total.

**Dividend per share**

Dividends proposed or adopted, divided by the number of shares at year-end.

**Net sales per employee**

Net sales divided by the average number of employees.

**Price/earnings ratio**

Price per share divided by earnings per share.

**Net liabilities**

Interest-bearing, long-term, and short-term liabilities, excluding lease liabilities, decreased with interest-bearing assets, and cash and cash equivalents.

# Management report

The Board of Directors and the CEO of BTS Group AB (publ), corporate identity number 556566-7119 (hereinafter referred to as BTS), hereby submit their annual accounts and consolidated financial statements for the fiscal year 2024. The consolidated income statement and balance sheet, as well as the Parent company's income statement and balance sheet, will be submitted to the Annual General Meeting for adoption.

## Operations

BTS is a global professional services firm headquartered in Stockholm, Sweden, with 38 offices located on six continents. BTS's clients are often leading multinational companies. BTS is an expert in behavior change and cares deeply about both delivering results for its clients and ensuring that their people do the best work of their lives. The company's engagements range from embedded multi-year transformation projects to brief, targeted capability development.

For almost 40 years, BTS has been focused on the people-side of change and on powering better performance using proprietary simulation, learning, coaching, and assessment methodologies. BTS's primary services include *Strategy execution & business transformation*, *Leader readiness & development*, *Go to market*, and *Talent acquisition & succession*. In support of these services, BTS has several areas of expertise responsible for developing new concepts and solutions as well as ensuring the use of best practices across the Group within each service. More information regarding BTS's areas of expertise can be found on the company's website, [www.bts.com](http://www.bts.com).

## Revenue and profit

BTS's net sales increased by 4 percent during the year to SEK 2,802 million (2,683). Adjusted for changes in exchange rates, revenues increased by 5 percent.

EBITA increased during the year to SEK 365 million (346). EBITA margin was 13.0 percent (12.9).

EBIT increased to SEK 298 million (288). EBIT margin was 10.6 percent (10.7). EBIT was charged with SEK -66.7 million (-57.7) for amortization of intangible assets attributable to acquisitions and digital investments.

Consolidated profit before tax for the year increased to SEK 468 million (295). During the year, provisions of earn-out were reversed for earlier acquisitions of *RLI* and *Netmind*, impacting the net financial items positively by SEK 29 million in the first quarter and SEK 166 million in the third quarter. During the fourth quarter of 2023, a provision of earn-out related to the earlier acquisition of *MTAC* was reversed, positively impacting the net financial items by SEK 28 million. Excluding the provision of earn-out, the profit before tax increased by 2 percent to SEK 272 million (267).

Net sales for BTS North America totaled SEK 1,415 million (1,324). Adjusted for changes in exchange rates, revenue increased by 7 percent. EBITA totaled SEK 188 million (173) and the EBITA margin was 13.3 percent (13.0).

Net sales for BTS Europe totaled SEK 470 million (469).

Adjusted for changes in exchange rates, revenues decreased by 1 percent. EBITA totaled SEK 66 million (61) and the EBITA margin was 14.0 percent (13.0).

Net sales for BTS Other markets totaled SEK 773 million (732). Adjusted for changes in exchange rates, revenues increased by 7 percent. EBITA totaled SEK 104 million (104) and the EBITA margin was 13.4 percent (14.2).

Net sales for APG reached SEK 144 million (158). Adjusted for changes in exchange rates, revenue decreased by 9 percent. EBITA totaled SEK -1 million (0) and the EBITA margin was -0.8 percent (0.1).

## Financial position

The cash flow from operating activities amounted to SEK 386 million (166). The cash flow before changes in working capital amounted to SEK 305 million (329). The cash flow from changes in working capital amounted to SEK 81 million (-164).

At the end of the period, cash and cash equivalents were SEK 703 million (532). The Group's interest-bearing loans, attributable to previously completed acquisitions, totaled SEK 421 million (302) at the end of the period. Equity totaled SEK 1,665 million (1,301) at year-end, and the equity ratio was 49 percent (44).

## Business acquisitions

BTS acquired the business of *Wonderway GmbH (Wonderway)* and *Seasia Leadavation Company Ltd (SEAC)* in 2024. *Wonderway's* AI tool, broader proprietary technology, and strong team of experts in both AI and sales performance, strengthens BTS's ability to deliver ongoing behavior change at scale for the clients, and the acquisition of *SEAC* will significantly enhance BTS's position in Thailand and strengthen its market presence in Southeast Asia.

For a more detailed description, see Note 24 *Business acquisitions*.

## Employees

The number of employees in BTS Group AB at December 31, 2024 was 1,172 (1,111).

The average number of employees during the year was 1,131 (1,152).

## Shareholders

The total number of shares outstanding at December 31, 2024 was 19,396,819, consisting of 853,800 Class A and 18,543,019 Class B shares. Each Class A share entitles the holder to 10 votes per share, each Class B is entitled to one vote per share.

The company's articles of association contain no restrictions on the transfer of shares. The company has one shareholder, Henrik Ekelund, including companies, whose holdings exceeded 10 percent of votes at year-end 2024. Some

employees own shares in the company, but the employees as a whole have no investment through any pension fund or the like. The company is not aware of any agreements between shareholders that would restrict the right to transfer shares. Neither is there any agreement to which the company is a party that would take effect, be changed, or cease to apply if control of the company changed as a result of a public takeover bid.

### Parent company

The activities of the Parent company, BTS Group AB, consist exclusively of tasks internal to the Group. The assets of the Parent company consist primarily of shares in subsidiaries, cash and cash equivalents. The company's net sales totaled SEK 5.2 million (3.8), and profit after financial items SEK 78.7 million (106.1). Cash and cash equivalents were SEK 6.5 million (1.0).

### Sustainability report and Corporate governance report

In accordance with the *Annual Accounts Act* (Chapter 6, Paragraph 11), BTS has chosen to establish the statutory Sustainability report and the statutory Corporate governance report (*Annual Accounts Act*, Chapter 6, Paragraph 8) as two reports separate from the Annual report. The Sustainability report and the Corporate governance report were submitted to the auditor at the same time as the Annual report for 2024, and can be found on pages 55–89.

### Information about risk and uncertainty

#### Market risks

##### *Sensitivity to economic conditions*

Demand for training is sensitive to economic fluctuations. Slower growth and cost-cutting programs affect corporate training budgets and might negatively affect corporate training budgets for some clients. Similarly, economic recovery increases willingness to invest in training.

##### *Dependence on individual clients*

BTS's ten largest clients accounted for 21 percent (19) of its sales in 2024. By striving for a broad client base, BTS limits its dependence on individual clients.

##### *No sectors dominate*

BTS's clients are mainly active in nine business sectors: IT, Equipment & software, Financial services, Manufacturing, Pharmaceuticals & biotech, *Fast-Moving Consumer Goods* (FMCG), Energy, Telecommunications, Professional services, and Retail. The global distribution of its clients' operations helps reduce BTS's exposure to cyclical fluctuations in specific industries.

##### *Geographical spread*

50 percent (49) of BTS's sales in 2024 came from the operating unit BTS North America, BTS Other markets represented 28 percent (27), BTS Europe accounted for 17 percent (18), and APG 5 percent (6).

##### *Fragmented competitive situation*

The market for corporate training is fragmented. BTS encounters

different competitors in different markets and has no global competitor.

##### *Macro-economic trends and geopolitical risks*

Political instability, armed conflicts, protectionism, and geopolitical tensions have increased in recent years. The Global Leadership Team and the Board continuously assess macro-economic trends and geopolitical risks affecting BTS's operations, and develop appropriate action plans accordingly.

#### Operational risks

##### *Quality and brands*

BTS builds its marketing on network-based sales developed over the years by good client relationships, which are brought about by high demand for the quality of BTS services. BTS minimizes the risk of having dissatisfied clients by recruiting and cultivating qualified coworkers and by ensuring that all development and deliveries adhere to established and continuously updated processes. BTS also follows up on quality in every project.

##### *Intellectual property*

BTS owns all rights to the business simulations it develops for clients, thus retaining the right to reuse general intellectual property, such as software and adaptations, when developing new simulations. For license-based products and solutions, the client purchases the number of licenses needed for the employees participating.

##### *Securing human resources*

Rapid growth requires intense recruitment and training of employees. At the same time, it is essential to retain competent personnel. To meet these requirements, BTS follows an established model for recruiting and skills development.

##### *Dependence on key personnel*

To reduce dependence on individual employees, and to ensure the long-term quality of BTS training courses, methods, processes, technologies, and business simulations are well documented.

#### Financial risks

Effective and systematic assessments of financial and commercial risks are vital to BTS. The Group's financial policy specifies guidelines and objectives for managing financial risks within the Group. Financing and financial risk management have been gathered under the Group finance function. The subsidiaries manage all foreign exchange dealings and credit to clients within the framework of the policy. For details, see Note 2, *Significant accounting policies*, and Note 20, *Financial instruments and financial risk management*.

##### *Foreign exchange risks*

The day-to-day exposure to fluctuations in exchange rates is limited as revenues and expenses are primarily in the same currency in each market. BTS does not normally hedge its foreign exchange exposure. The sensitivity analysis below

shows the effects on operating profits of changes in the value of USD, EUR, and GBP in relation to the Swedish krona (SEK).

	Percentage change	Change <sup>1)</sup> SEK thousands
SEK/USD	+/-10%	17,576
SEK/EUR	+/-10%	4,036
SEK/GBP	+/-10%	4,745

<sup>1)</sup> Based on 2024 figures.

### Credit risks

BTS only accepts creditworthy counterparties. BTS's accounts receivable are distributed among a large number of companies operating in different sectors. The maximum credit risk at year-end was 27,026 (31,298) which represents the largest total credit exposure towards any single group.

### Liquidity risk and interest rate risk

BTS manages liquidity risk by maintaining sufficient cash and cash equivalents, and a reserve in the form of an approved overdraft facility. BTS may borrow funds only with the approval of the Board of Directors. Any excess liquidity in subsidiaries is initially to be used to repay loans. Interest rates on the Group's financial assets and liabilities are usually fixed for short periods. Interest rate risk refers to changes in market rates that could adversely affect BTS, either through the increased cost of borrowing for the company or through fluctuations in returns on the funds invested at variable interest rates.

### Significant events after the close of the fiscal year

To further strengthen its coaching offerings, BTS signed an agreement in March 2025 regarding the acquisition of *Sounding Board* in the U.S. Details regarding the acquisition were communicated in a press release on March 3, 2025.

### Research and development

The development that BTS has gone through during the year is essentially related to client-specific product development, which has been expensed directly. No research has taken place.

For a more detailed description, see Note 2, *Significant accounting policies*.

### Multiple-year review

Performance for the past five fiscal years is presented below.

SEK thousands	2024	2023	2022	2021	2020
Net sales	2,802,054	2,682,892	2,529,634	1,916,762	1,464,155
Operating expenses	-2,363,013	-2,260,975	-2,109,688	-1,557,303	-1,308,726
Forgiven PPP loan	-	-	-	49,694	-
Depreciation of property, plant, and equipment	-74,253	-76,211	-71,630	-71,189	-65,123
Amortization of intangible assets	-66,733	-57,656	-45,065	-32,764	-25,700
<b>EBIT</b>	<b>298,055</b>	<b>288,050</b>	<b>303,251</b>	<b>305,200</b>	<b>64,607</b>
EBIT margin, %	10.6	10.7	12.0	15.9	4.4
Number of employees at year-end	1,172	1,111	1,180	1,071	821
Average number of employees	1,131	1,152	1,129	936	843
Net sales per employee	2,478	2,329	2,241	2,048	1,736

### Proposed appropriation of earnings

#### Parent company

The following funds are at the disposal of the Annual General Meeting:

	SEK
Retained earnings	89,138,975
Profit for the year	73,089,302
<b>Total</b>	<b>162,228,277</b>

The Board of Directors proposes that earnings be appropriated as follows:

	SEK
To be distributed to shareholders: SEK 6.10 per share totaling <sup>1)</sup>	118,320,596
To be carried forward	43,907,681
<b>Total</b>	<b>162,228,277</b>

<sup>1)</sup> The total amount of the proposed dividend is based on the number of outstanding shares as of April 24 2025.

The Board proposes a dividend of SEK 6.10 per share, amounting to SEK 118,321 thousand (110,562), to be paid on two occasions in the amount of SEK 3.05 per payment. The dividend is proposed to be paid on May 23, 2025 and November 21, 2025, respectively.

### Statement from the Board of Directors on the proposed dividend

The proposed dividend to shareholders will reduce the Parent company's equity ratio to 11 percent, and the Group's equity ratio to 48 percent. The equity ratio, as well as the cash situation, is considered satisfactory.

The Board of Directors is of the opinion that the proposed dividend will not prevent the company from fulfilling its obligations in the short or long run, nor from making the requisite investments. Thus, the proposed dividend is justifiable in terms of the provisions of Chapter 17, Paragraph 3, Sections 2–3 of the *Swedish Companies Act* (Prudence rule).

Regarding the operations of the Group and the Parent company in other respects, please see the following income statements and balance sheets as well as the cash flow statements and accompanying notes.

# Consolidated income statement

SEK thousands	NOTE	2024	2023
<b>Net sales</b>	10	<b>2,802,054</b>	<b>2,682,892</b>
<b>Operating expenses</b>			
Other external expenses	3, 4, 5, 6, 20	-798,952	-761,759
Employee benefit expenses	6, 7	-1,564,061	-1,499,216
Depreciation of property, plant, and equipment and amortization of intangible assets	5, 8, 9	-140,986	-133,867
<b>Total operating expenses</b>		<b>-2,503,999</b>	<b>-2,394,842</b>
<b>OPERATING PROFIT (EBIT)</b>	10	<b>298,055</b>	<b>288,050</b>
<b>Financial items</b>			
Financial income	11	8,914	5,576
Financial expenses	11	-35,765	-26,794
Reversed provision of earn-out	11, 24	195,677	28,342
<b>Total gain/loss on financial items</b>		<b>168,826</b>	<b>7,123</b>
Result from associated companies and joint venture	16	704	-39
<b>PROFIT BEFORE TAX</b>		<b>467,584</b>	<b>295,134</b>
Tax on profit for the year	12	-80,621	-80,320
<b>PROFIT FOR THE YEAR</b>		<b>386,963</b>	<b>214,815</b>
Profit for the year attributable to the Parent company's shareholders		386,496	214,815
Profit for the year attributable to non-controlling interests		467	-
<b>Earnings per share</b> (profit for the year attributable to the Parent company's shareholders)			
Earnings per share, before dilution, SEK	13	19.93	11.08
Average number of shares during the year	19	19,396,819	19,384,610
Dividend per share, SEK	14	6.10 <sup>1)</sup>	5.70

<sup>1)</sup> Proposed dividend.

# Consolidated statement of comprehensive income

SEK thousands	NOTE	2024	2023
<b>PROFIT FOR THE YEAR</b>		<b>386,963</b>	<b>214,815</b>
<b>Other comprehensive income</b>			
<i>Items that later could be reclassified to profit or loss</i>			
Translation differences in equity	19	83,390	-33,142
<b>Other comprehensive income for the year, net after tax</b>		<b>83,390</b>	<b>-33,142</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>470,353</b>	<b>181,673</b>
Portion attributable to the Parent company's shareholders		469,850	181,673
Portion attributable to non-controlling interests		503	-

# Consolidated balance sheet

SEK thousands	NOTE	12-31-24	12-31-23
<b>ASSETS</b>			
<b>Non-current assets</b>			
<i>Intangible assets</i>			
Goodwill	8	1,272,214	1,103,993
Other intangible assets	8	161,728	153,592
<b>Total intangible assets</b>		<b>1,433,942</b>	<b>1,257,584</b>
<i>Property, plant and equipment</i>			
Equipment	9	33,175	38,002
Right-of-use assets	5	159,907	142,408
<b>Total property, plant and equipment</b>		<b>193,082</b>	<b>180,410</b>
<i>Financial assets</i>			
Deferred tax assets	17	7,964	9,886
Investments in associated companies	16	5,352	1,430
Other non-current receivables	20	25,274	17,158
<b>Total financial assets</b>		<b>38,591</b>	<b>28,474</b>
<b>Total non-current assets</b>		<b>1,665,615</b>	<b>1,466,468</b>
<b>Current assets</b>			
<i>Current receivables</i>			
Accounts receivable	20	726,946	714,315
Other current receivables	20	28,377	25,868
Prepaid expenses and accrued income	18	239,073	217,456
<b>Total current receivables</b>		<b>994,396</b>	<b>957,638</b>
Cash and cash equivalents	20, 22	703,332	532,315
<b>Total current assets</b>		<b>1,697,729</b>	<b>1,489,953</b>
<b>TOTAL ASSETS</b>		<b>3,363,344</b>	<b>2,956,421</b>

SEK thousands	NOTE	12-31-24	12-31-23
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>	19		
Share capital		6,466	6,466
Other paid-in capital		144,840	144,840
Retained earnings, including profit for the year and translation reserve		1,512,947	1,149,348
<b>Total equity attributable to the Parent company's shareholders</b>		<b>1,664,253</b>	<b>1,300,653</b>
Attributable to non-controlling interests		503	–
<b>Total equity</b>		<b>1,664,755</b>	<b>1,300,653</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities	5, 20	115,826	105,176
Deferred tax liability	17	97,369	95,886
Acquisition-related liabilities	20, 24	192,482	324,823
Interest-bearing liabilities to credit institutions	20, 21	202,500	57,753
Other non-current liabilities	20	10,989	8,076
<b>Total non-current liabilities</b>		<b>619,166</b>	<b>591,714</b>
<b>Current liabilities</b>			
Accounts payable	20	54,086	58,383
Tax liabilities		106	14,176
Lease liabilities	5, 20	52,461	42,004
Acquisition-related liabilities	20, 24	16,497	94,835
Interest-bearing liabilities to credit institutions	20, 22	218,453	244,577
Other current liabilities	20	56,541	59,112
Accrued expenses and prepaid income	23	681,278	550,966
<b>Total current liabilities</b>		<b>1,079,422</b>	<b>1,064,053</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,363,344</b>	<b>2,956,421</b>

Information on pledged assets and contingent liabilities in Notes 25 and 26.



# Changes in consolidated equity

SEK thousands	NOTE 19	Share capital	Other paid-in capital	Translation reserve	Retained earnings including profit for the year	Equity attributable to the Parent company's shareholders	Attributable to non-controlling interests	Total equity
Opening balance at January 1, 2023		6,458	138,533	152,728	916,212	1,213,930	–	1,213,930
<b>Comprehensive income</b>								
Profit for the year					214,815	214,815		214,815
<b>Other comprehensive income</b>								
Translation differences				–33,142		–33,142		–33,142
<b>Total comprehensive income</b>		–	–	–33,142	214,815	181,673	–	181,673
<b>Transactions with shareholders</b>								
New issue		7	6,307			6,315		6,315
Share-based payment according to IFRS 2					3,380	3,380		3,380
Dividends to shareholders					–104,682	–104,682		–104,682
Other					39	39		39
<b>Total transactions with shareholders</b>		7	6,307	–	–101,264	–94,949	–	–94,949
<b>Closing balance at December 31, 2023</b>		<b>6,466</b>	<b>144,840</b>	<b>119,586</b>	<b>1,029,763</b>	<b>1,300,653</b>	<b>–</b>	<b>1,300,653</b>
Opening balance at January 1, 2024		6,466	144,840	119,586	1,029,763	1,300,653	–	1,300,653
<b>Comprehensive income</b>								
Profit for the year					386,496	386,496	467	386,963
<b>Other comprehensive income</b>								
Translation differences				83,355		83,355	35	83,390
<b>Total comprehensive income</b>		–	–	83,355	386,496	469,850	503	470,353
<b>Transactions with shareholders</b>								
Share-based payment according to IFRS 2					3,380	3,380		3,380
Dividends to shareholders					–110,562	–110,562		–110,562
Other					931	931		931
<b>Total transactions with shareholders</b>		–	–	–	–106,251	–106,251	–	–106,251
<b>Closing balance at December 31, 2024</b>		<b>6,466</b>	<b>144,840</b>	<b>202,940</b>	<b>1,310,007</b>	<b>1,664,253</b>	<b>503</b>	<b>1,664,755</b>

# Consolidated cash flow statement

SEK thousands	NOTE	2024	2023
<b>Operating activities</b>			
Profit before tax		467,584	295,134
Adjustments for non-cash items			7
Depreciations and amortizations	5, 8, 9	140,986	133,867
Reversed provisions of earn-out	20, 24	-195,677	-28,342
Other items		-1,143	-
Tax paid for the year		-106,587	-71,242
<i>Cash flow from operating activities before changes in working capital</i>		<i>305,163</i>	<i>329,417</i>
<i>Cash flow from changes in working capital</i>			
Change in accounts receivable		34,641	-12,621
Change in other operating receivables		-33,686	-54,611
Change in accounts payables and other operating liabilities		79,835	-96,535
<i>Cash flow from changes in working capital</i>		<i>80,791</i>	<i>-163,767</i>
<b>Cash flow from operating activities</b>		<b>385,953</b>	<b>165,650</b>
<b>Investing activities</b>			
Investment in property, plant and equipment	9	-9,853	-9,171
Investment in intangible assets	8	-23,927	-31,074
Acquisitions of companies after deduction of cash and cash equivalents	24	-158,919	-65,334
Divestment		5,715	-
Change in other financial assets		-1,487	210
<b>Cash flow from investing activities</b>		<b>-188,470</b>	<b>-105,368</b>
<b>Financing activities</b>			
Amortization of loan	20	-27,531	-20,000
Borrowings	20	146,155	94,140
Dividends to shareholders	14	-110,562	-104,682
Amortization lease liabilities	5	-59,370	-53,863
<b>Cash flow from financing activities</b>		<b>-51,308</b>	<b>-84,405</b>
<b>Cash flow for the year</b>		<b>146,176</b>	<b>-24,123</b>
Cash and cash equivalents, start of year		532,315	577,061
Translation differences in cash and cash equivalents		24,842	-20,623
<b>Cash and cash equivalents, end of year</b>		<b>703,332</b>	<b>532,315</b>

# Parent company's income statement

SEK thousands	NOTE	2024	2023
<b>Net turnover</b>	3	<b>5,190</b>	<b>3,790</b>
<i>Operating expenses</i>			
Other external expenses	3, 4	748	-2,867
Employee benefit expenses	7	-2,116	-2,039
<b>Total operating expenses</b>		<b>-1,369</b>	<b>-4,906</b>
<b>OPERATING PROFIT (EBIT)</b>		<b>3,821</b>	<b>-1,116</b>
<i>Financial items</i>	11		
Gains/losses from participation in Group companies		59,544	75,662
Interest income and similar profit/loss items		5,292	3,561
Interest expenses and similar profit/loss items		-25,120	-16,496
<b>Total gain/loss on financial items</b>		<b>39,717</b>	<b>62,726</b>
<b>Profit after financial items</b>		<b>43,538</b>	<b>61,610</b>
Appropriations <sup>1)</sup>		35,200	44,500
<b>PROFIT BEFORE TAX</b>		<b>78,738</b>	<b>106,110</b>
Tax on profit for the year	12	-5,649	-6,302
<b>PROFIT FOR THE YEAR</b>		<b>73,089</b>	<b>99,808</b>

<sup>1)</sup> Entirely attributable to group contributions received.

## Parent company's statement of comprehensive income

SEK thousands	2024	2023
<b>PROFIT FOR THE YEAR</b>	<b>73,089</b>	<b>99,808</b>
Other comprehensive income	–	–
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>73,089</b>	<b>99,808</b>

# Parent company's balance sheet

SEK thousands	NOTE	12-31-24	12-31-23
<b>ASSETS</b>			
<b>Non-current assets</b>			
<i>Financial assets</i>			
Participations in Group companies	15	367,227	367,227
Receivables from Group companies		79,683	76,974
<b>Total non-current assets</b>		<b>446,909</b>	<b>444,200</b>
<b>Current assets</b>			
<i>Current receivables</i>			
Receivables from Group companies		139,251	114,128
Other current receivables		0	0
Prepaid expenses and accrued income		285	277
<b>Total current receivables</b>		<b>139,536</b>	<b>114,406</b>
Cash and cash equivalents	20	6,522	985
<b>Total current assets</b>		<b>146,057</b>	<b>115,391</b>
<b>TOTAL ASSETS</b>		<b>592,967</b>	<b>559,591</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
<i>Restricted equity</i>			
Share capital	19	6,466	6,466
<b>Total restricted equity</b>		<b>6,466</b>	<b>6,466</b>
<i>Non-restricted equity</i>			
Retained earnings		89,139	99,893
Profit for the year		73,089	99,808
<b>Total non-restricted equity</b>		<b>162,228</b>	<b>199,701</b>
<b>Total equity</b>		<b>168,694</b>	<b>206,166</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Acquisition-related liabilities	20	–	55,023
Interest-bearing liabilities to credit institutions	20, 21	202,500	57,753
<b>Total non-current liabilities</b>		<b>202,500</b>	<b>112,776</b>
<b>Current liabilities</b>			
Accounts payable	20	647	236
Tax liabilities		3,017	2,130
Debt to Group companies	20	689	666
Interest-bearing liabilities to credit institutions	20	217,305	237,045
Other current liabilities	20	9	9
Accrued expenses and prepaid income	23	106	562
<b>Total current liabilities</b>		<b>221,773</b>	<b>240,649</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>592,967</b>	<b>559,591</b>

Information on pledged assets and contingent liabilities in Notes 25 and 26.

# Changes in Parent company's equity

SEK thousands	NOTE 19	Share capital	Retained earnings	Profit for the year	Total equity
Opening balance at January 1, 2023		6,458	86,756	111,512	204,726
By AGM proposed appropriation					
Transfer to retained earnings			111,512	-111,512	-
Comprehensive income for the period				99,808	99,808
Transactions with shareholders					
Dividends to shareholders			-104,682		-104,682
New issue		7	6,307	-	6,315
Closing balance at December 31, 2023		6,466	99,893	99,808	206,166
Opening balance at January 1, 2024		6,466	99,893	99,808	206,166
By AGM proposed appropriation					
Transfer to retained earnings			99,808	-99,808	-
Comprehensive income for the period				73,089	73,089
Transactions with shareholders					
Dividends to shareholders			-110,562		-110,562
Closing balance at December 31, 2024		6,466	89,139	73,089	168,694

# Parent company's cash flow statement

SEK thousands	NOTE	2024	2023
<b>Operating activities</b>			
Operating profit (EBIT)		3,821	-1,116
Financial income and expenses	11	-19,827	-12,936
Tax paid for the year		-4,762	-8,495
<i>Cash flow from operating activities before changes in working capital</i>		-20,768	-22,547
<b>Cash flow from changes in working capital</b>			
Change in operating receivables		-74,639	-32,074
Change in accounts payables and other operating liabilities		35,178	9,802
<i>Cash flow from changes in working capital</i>		-39,461	-22,272
<b>Cash flow from operating activities</b>		<b>-60,229</b>	<b>-44,819</b>
<b>Investing activities</b>			
Dividends received from subsidiaries		51,321	75,662
<b>Cash flow from investing activities</b>		<b>51,321</b>	<b>75,662</b>
<b>Financing activities</b>			
Repayment of loan	20	-20,000	-20,000
Borrowings	20	145,007	94,140
Dividends to shareholders	14	-110,562	-104,682
<b>Cash flow from financing activities</b>		<b>14,445</b>	<b>-30,543</b>
<b>Cash flow for the year</b>		<b>5,537</b>	<b>300</b>
Cash and cash equivalents, start of year		985	685
<b>Cash and cash equivalents, end of year</b>		<b>6,522</b>	<b>985</b>

# Notes to the Annual report

## NOTE 1 | General information

The Parent company is a public limited liability company registered and headquartered in Stockholm, Sweden at Grevgatan 34, SE-114 53 Stockholm. The Parent company is listed on Nasdaq Stockholm. BTS is an international consulting and education firm that focuses on individuals when organizations are executing strategic changes and works with leaders at all levels to help them make better decisions, progress from decision to action, and deliver favorable results. BTS offers a broad range of services that meet the needs in both strategy execution and talent development, with services that follow the employee from evaluation for selection and development to strategic consensus and strategy implementation. This is achieved through programs that enable strategy execution and business transformation, leader readiness and development, go to market preparedness, as well as talent acquisition and succession. BTS's programs are enabled by business simulations and other forms of experiential learning and implementation tools. The majority of BTS's clients are leading large enterprises.

The Annual report and consolidated financial statements were approved for publication by the Board of Directors on April 24, 2025, to be presented at the AGM on May 16, 2025.

## NOTE 2 | Significant accounting policies

Amounts are stated in SEK thousands unless otherwise stated.

BTS prepares its consolidated financial statements in compliance with the *Annual Accounts Act*, the Swedish Financial Reporting Board's recommendation *RFR 1, Supplementary Accounting Regulations for Groups*, the *International Financial Reporting Standards (IFRS)*, and interpretations issued by the *International Financial Reporting Interpretations Committee (IFRIC)* as approved by the European Union. Unless otherwise stated, these principles were also applied to the multi-year reviews presented.

The Parent company has followed the provisions of the *Annual Accounts Act* and *RFR 2, Accounting for Legal Entities*. The Parent company's shareholdings in subsidiaries are reported using the cost method.

The Parent company recognizes group contributions in the income statement, which deviates from the accounting policies applied in the Group.

The most important accounting principles applied in the preparation of the consolidated financial statements are described below. These policies were applied consistently for all years presented, unless otherwise stated.

### Changes in accounting principles

There are no new *IFRS* standards or *IFRIC*s statements that have had a significant impact on the Group's earnings and position during the financial year 2024. No new *IFRS* standards or interpretations have been applied prematurely.

### New accounting principles 2024

In April 2024, the *International Accounting Standards Board (IASB)* issued *IFRS 18*, which replaces the part of *IAS 1* that introduces the presentation of financial statements. *IFRS 18* introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore,

entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes, and discontinued operations, of which the first three are new. *IFRS 18* are effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. *IFRS 18* will apply retrospectively. BTS is currently working to identify all impacts that the amendments will have on the primary financial statements and notes to the financial statements.

*IAS 1* has changed in regard to classification of current and non-current liabilities in connection with covenants. This means that the classification of non-current liabilities where covenants exist may change to current liabilities. This change has not had an impact on the classification in 2024.

Other new and amended standards and interpretations that enter into force on 1 January, 2025 or subsequently are not expected to have any material impact on BTS's financial statements.

### Consolidated financial statements

Subsidiaries are all companies (including structured entities) over which the Group has control. The Group controls a company when it is exposed to, or entitled to, variable returns from its holding in the company and is able to impact returns through its influence in the company. Subsidiaries are included in the consolidated financial statements from, and including, the date on which control was transferred to the Group. They are excluded from the consolidated financial statements from, and including, the date on which control ceases.

The Group's annual accounts have been prepared according to the acquisition method. A subsidiary's purchase price consists of the fair value of the transferred assets, liabilities, and the shares issued by the Group. The purchase price also includes the fair value of all the assets or liabilities that result from a contingent purchase price agreement. Acquisition-related costs are expensed as they occur. Identifiable acquired assets and assumed liabilities in a business combination are initially valued at fair value on the acquisition date, based on a market evaluation performed at the time of the acquisition. The acquired subsidiaries' equity is completely eliminated, which means that only the portion of the subsidiary's equity that was gained after the acquisition is included in Group equity.

If the consolidated acquisition value of the subsidiary's shares exceeds the net value of identified acquired assets and assumed liabilities recorded in an acquisition analysis, the difference is recognized as goodwill.

Companies acquired during the fiscal year are included in the consolidated financial statements beginning on the date the Group began to exercise control over the company, with the amounts referring to the period after this date.

When the Group no longer has control, each remaining holding is measured at fair value on the date control no longer applies. The change in carrying amount is recognized in profit or loss. Fair value is used as the initial recognized value and provides the basis for continued recognition of the remaining holding as an associate, joint venture, or financial asset. All amounts relating to the disposed unit, previously recognized in other comprehensive income, are recognized as if the Group had directly disposed of the attributable assets or liabilities. This can result in amounts previously recognized in other comprehensive income, being reclassified to profit or loss.

Intra-group transactions and balance sheet items, as well as intra-group profits or intra-group losses, are eliminated in full.

All transactions with non-controlling interests are recognized in equity as long as they do not cause any change in control.

These transactions do not create goodwill, or gains or losses.

The accounting principles for subsidiaries have been amended where appropriate in order to ensure the consistent application of the Group's principles.

### Exchange rates for currencies most relevant to the Group:

	Average 2024	December 31, 2024	Average 2023	December 31, 2023
USD	10.57	11.00	10.60	10.04
EUR	11.43	11.49	11.47	11.10
GBP	13.51	13.85	13.19	12.77
AUD	6.97	6.86	7.05	6.82
SGD	7.91	8.11	7.90	7.60
AED	2.88	3.00	2.89	2.75

Other currencies have not had a material impact on the consolidated balance sheets or income statements.

### Revenue/Assignments in progress

Revenue is recognized on delivery of services to clients, based on agreements signed.

Income from completed customization/development assignments, and the expenses attributable to the assignment, are recognized as revenue and expenses respectively, in proportion to the degree of completion of the assignment at the end of the reporting period (percentage of completion method). The degree of completion of an assignment is determined by comparing the expenses incurred up to the end of the reporting period with the estimated total expenditure for the assignment. If the outcome of a service assignment cannot be reliably calculated, the revenue from that assignment is recognized only to the extent corresponding to the assignment expenses incurred that are likely to be covered by the client. Anticipated losses on assignments are recognized directly as expenses.

When educational services, "programs", are delivered to a client, they are recognized as revenue immediately upon implementation.

Revenues for licenses, i.e. the client's right to independently use the materials and solutions for a certain period and/or a certain number of occasions, are recognized when a binding agreement has been reached and BTS has fulfilled its obligations to the client, and the amount of the revenue is known.

BTS's business model with the four categories of revenue is further presented in Note 10 *Segment reporting*.

### Research and development

Expenditure for client-specific product development is recognized as an expense directly. Expenditure related to development projects (attributable to the development and testing of new or improved products) is capitalized as an intangible asset to the extent that such expenditure can be expected to generate future economic benefits. The company has not conducted any research. The development normally conducted by BTS is client specific.

### Employee benefits

#### Pensions

The Group has different pension plans in different countries. All are defined-contribution plans, and the assets are managed by external parties. The company pays fixed fees and has thereby fulfilled its obligations. The costs are charged to consolidated earnings as pension rights are vested.

### Share-based payments

During the first quarter of 2017, some of the major shareholders of BTS issued a total of 50,000 call options on market terms to Jessica Skon, CEO of BTS Group AB since 2022, at an exercise price of SEK 80.00 per share. The accounting fair value of these, is reported over the term up to the first quarter of 2024 according to *IFRS 2* and has been calculated using the *Black-Scholes* model, taking into account the conditions prevailing at the time of the issue. No provisions related to the options are accounted for in the consolidated balance sheet.

In 2022, BTS Group AB issued employee stock options to senior executives. The program makes it possible for these employees to acquire shares in the company. The fair value of the granted options is recognized under staff costs, with a corresponding increase in equity. The fair value was calculated on the grant date and is distributed over the vesting period using the *Black-Scholes* model, taking into account the conditions prevailing at the grant date. The recognized cost is equivalent to the fair value of an estimate of the number of options and shares expected to be earned. The accounting cost according to *IFRS 2* amounted to SEK 3,380 thousand (3,380) during 2024. No provisions related to the options are recorded in the Group's balance sheets. In cases where social security contributions relating to share-based payments to employees arise, these are considered part of remuneration for employee work, and are expensed in distribution over the periods in which the services are rendered. Provision for social security contributions is based on the fair value of the options at each reporting date, and the fair value is calculated using the same valuation model and parameter values as used when the options were issued.

For a more detailed description, see Note 7 *Average number of employees, salaries, other compensation, and social security contributions*.

### Borrowing

Borrowing expenses are charged to earnings for the period to which they refer.

Borrowings are recognized initially at the amount received less transaction costs. After the date of acquisition, the loan is measured at amortized cost as per the effective interest method. The effective interest method distributes interest income and expenses over the relevant period. The effective interest is the interest rate that exactly discounts the estimated future disbursements to the financial liability's net carrying amount.

Non-current liabilities are liabilities with an anticipated duration longer than 12 months. All others are current liabilities.

### Income taxes

Income taxes recognized comprise taxes for the current year that are to be paid or received as well as changes in deferred tax. All tax liabilities and claims are measured at their nominal amounts according to the tax rules and tax rates that have been decided or announced, and are most likely to be adopted. Tax effects associated with items recognized in the income statement are also recognized in the income statement. Tax effects associated with items recognized in equity are also recognized in equity.

Current tax is the tax to be paid or received for the current year. This includes adjustments of current tax attributable to prior periods.

According to the balance sheet method, deferred tax is calculated on all temporary differences between the carrying amount and tax base of assets and liabilities. Deferred tax assets relating to loss carry-forwards or other future tax-effective deductions are recognized to the extent that it is likely they can be used to offset profits for future taxation.



## Segment reporting

Operating segments are reported in a manner that agrees with internal reporting that is provided to the chief operating decision-maker. The chief operating decision-maker is the function responsible for the allocation of resources and assessment of operating segments' earnings. In the Group it is the Parent company's CEO who makes strategic decisions. BTS's operating segments consist of the Group's operating units: BTS North America, BTS Europe, BTS Other markets and APG. Each subsidiary's share of consolidated sales is used as a weight, for the allocation of Group-wide overhead.

## Leases and rental agreements

The Group recognizes a right-of-use asset and a lease liability in the balance sheet on the date the leased asset became available for use by the Group. Terms and conditions are negotiated separately for each lease and contain a large number of different terms and conditions. The Group's leases are mainly for office premises.

The right-of-use asset comprises the initial measurement of the lease liability plus any lease payments paid on or before the commencement date and any initial directly related costs. The leased asset is amortized straight-line over the lease term, and the useful life begins on the commencement date of the lease. The leased asset is subsequently measured at cost less accumulated depreciation and impairment and is adjusted for any remeasurement.

Options to extend or terminate leases are included in the majority of the Group's leases for office premises. The terms are used to maximize flexibility in managing the leases. Options for extending or terminating leases are included in the asset and the liability where it is reasonably certain that they will be exercised. However, the majority of the extension options that pertain to existing leases have not been included in the lease liability because the Group can replace the assets without significant costs or disruptions in operations.

The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease. If that rate cannot be readily determined, the incremental borrowing rate is used. The lease term is the non-cancellable period for which a lessee has the right to use an underlying asset, plus additional periods when it is reasonably certain that the extension option will be exercised. Lease payments included in the measurement comprise of fixed payments, and variable lease payments that depend on an index or a rate. When adjustments of lease payments that depend on an index or a rate come into effect, the lease liability is remeasured and adjusted against the right-of-use asset. The lease liability is subsequently measured at amortized cost adjusted for any remeasurement.

Each lease payment is allocated between repayment of the liability and financial expense. The financial expense is distributed over the lease term so that each reporting period is charged with an amount equivalent to a fixed interest rate for the liability recognized for each period.

No right-of-use asset or lease liability is recognized for leases with a term of 12 months or less or when the value of the underlying asset is less than USD 5,000. Lease payments for these leases are recognized as a cost straight-line over the lease term. The Group's low-value assets include IT equipment and office machinery.

The right-of-use asset is recognized under *Property, plant, and equipment* in the consolidated balance sheet. The lease liability is recognized in the category of *Non-current liabilities*, and also in *Current liabilities* for the portion of the lease liability that falls due for payment within the next 12 months. Depreciation of the right-of-use asset is recognized in operating profit and interest expenses and on the lease liability under net financial items. The accounting effects of the Group's leases are presented in Note 5 *Leases*.

## Property, plant, and equipment

Property, plant, and equipment are recognized at acquisition cost less accumulated depreciation and any impairment losses. The acquisition cost includes expenses directly attributable to the acquisition of the asset. Planned depreciation is charged on a straight-line basis based on the acquisition cost and the estimated useful life. For existing assets, a depreciation period of 3–6 years is applied for *Equipment and installations*.

The residual value and useful life are tested annually and adjusted as necessary.

## Intangible assets

### Goodwill

Goodwill is initially valued as the amount by which the total purchase price of the acquired net assets exceeds the fair value of the identifiable acquired assets and assumed liabilities. If the purchase price is lower than the fair value of acquired net assets, the difference is recorded directly in the income statement.

Impairment tests are conducted annually, or more frequently if there are indications of a decline in value.

### Franchise contracts

Acquired franchise contracts have a limited useful life and are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated period of use (15 years).

### Technology, products, and software

Acquired technology, products, and software have a limited useful life and are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated useful life (2–9 years).

### Client contracts

Acquired client contracts have a limited useful life and are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated useful life (2–15 years).

### Brands

Acquired brands with a limited useful life are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated useful life (10 years).

## Government grants

Government grants and support from governments are recognized as receivables in the balance sheet when there is reasonable assurance that the grant will be received and that BTS will comply with the conditions associated with the grant. Grants received to compensate for expenses incurred are recognized as a reduction of the relevant expense in the same period as the expenses they are intended for are reported.

## Impairment of non-financial assets

When there are indications that the carrying amount of any property, plant, and equipment, or intangible assets exceeds its recoverable amount, an impairment test is performed. The recoverable amount is the higher of an asset's net realizable value and value in use. If it cannot be determined for an individual asset, the recoverable amount of the smallest cash-generating unit to which the asset belongs is calculated.

Each year the Group performs impairment tests on goodwill according to the following principle: The recoverable amounts are based on the value in use, calculated as the present value of future growth and earnings forecasts over multiple years, taking into

account extrapolated cash flows beyond this multi-year period. Impairment tests are carried out on the operating segment level, which is the lowest level in the company at which goodwill is monitored.

Any impairment is recognized immediately as an expense and is not reversed.

### Financial instruments

#### Classification

The Group classifies its financial assets and liabilities in the following categories: *Financial assets measured at fair value through profit or loss*, *Financial assets measured at amortized cost*, *Financial liabilities at fair value through profit or loss*, and *Financial liabilities valued at amortized cost*. The classification is dependent on for what purpose, and under which business model, the financial asset or liability was acquired.

BTS has no financial assets that are valued at fair value through profit or loss as of the closing date.

#### Financial assets valued at amortized cost

Financial assets valued at amortized cost are financial instruments that are held within the framework of a business model whose purpose is to collect contractual cash flows. The contractual cash flow consists solely of principal amounts and interest and are valued at amortized cost in accordance with the effective interest method.

Examples of BTS's financial assets measured at amortized cost include accounts receivable.

#### Financial liabilities at fair value through profit or loss

Financial liabilities measured at fair value through profit or loss are limited to additional purchase prices attributable to company acquisitions.

#### Financial liabilities valued at amortized cost

Financial liabilities valued at amortized cost are all other financial instruments, such as liabilities to credit institutions and accounts payable.

#### Accounting and valuation

Financial assets are initially recognized at fair value plus transaction costs for all financial assets that are not reported at fair value through profit or loss. Financial assets recognized at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the income statement. Financial assets are recognized in the balance sheet when the Group becomes a party to the contractual terms of the instrument. Usual purchases and sales of financial assets are reported on the settlement date. Financial assets are removed from the balance sheet when the right to receive cash flows from the instrument has expired or been transferred, and the Group has transferred virtually all risks and benefits associated with ownership. Financial liabilities are recognized when the Group becomes bound by the contractual obligations attributable to the instrument. Financial liabilities are removed from the balance sheet when the obligation in the agreement has been fulfilled or otherwise extinguished. Loan receivables and accounts receivable, as well as other financial liabilities, are reported after the acquisition date at amortized cost using the effective interest method.

#### Offset of financial instruments

Financial assets and liabilities are offset and reported with a net amount in the balance sheet, only when there is a legal right to offset the reported amounts, and when there is an intention to settle them with a net amount, or to simultaneously realize the asset and settle the debt.

### Impairment of financial instruments

At each financial year-end, the financial assets valued at impairment tests are valued at amortized cost according to the model for expected loan losses. Expected credit losses represent the difference between all contractual cash flows that fall due in accordance with the contract, and all cash flows that the Group expects to receive are valued at present value using the original effective interest rate. Write-downs of accounts receivable correspond to the expected credit loss for the entire term.

### Translation of foreign currency

#### Functional currency and presentation currency

Items in the financial statements for the various units in the Group are measured in the currency used in the economic environment in which the company conducts its main business activities (functional currency). Swedish krona (SEK), which is the Group's presentation currency, is used in the consolidated financial statements.

#### Transactions and balance sheet items

Transactions in foreign currency are translated into functional currency at the exchange rate prevailing on the transaction date or the date the items are remeasured. Currency gains and currency losses that arise from payment of such transactions, and translation of assets and liabilities in foreign currency at the exchange rate at the end of the reporting period, are recognized in profit or loss.

#### Group companies

Profit or loss and financial position for all Group companies, whose functional currency is different from the presentation currency, are translated to the Group's presentation currency as follows:

- Assets and liabilities for each of the balance sheets are translated at the exchange rate at the end of the reporting period.
- Income and expenses for each of the income statements are translated at the average exchange rate for the year.
- All exchange differences that arise are recognized in other comprehensive income.

Goodwill and fair value adjustments, arising at acquisition of foreign operations, are treated as assets and liabilities of those operations and translated at the exchange rate prevailing at the end of the reporting period. Exchange differences are recognized in other comprehensive income.

### Cash flow statement

The cash flow statement is prepared according to the indirect method. The reported cash flow comprises only transactions that entail incoming and outgoing payments. Cash flow is reported divided into continuing operations, investing activities, and financing activities.

Cash and cash equivalents are cash and demand deposits at banks and similar institutions, plus current liquid investments with a duration of less than three months from the date of acquisition.

### Critical estimates and judgments

To prepare the financial statements in accordance with *IFRS*, executive management must make judgments, estimates, and assumptions that affect the application of accounting policies and the amounts recognized as assets, liabilities, income, and expenses. The estimates and assumptions are based on historical experience and various other factors that appear reasonable under the prevailing circumstances. The results of these estimates and assumptions are then used to judge the carrying amounts of assets and liabilities that are not evident from other sources. Actual outcomes may deviate from these estimates and judgments. Estimates and judgments are periodically reviewed. Changes in estimates are recognized in the period in which the change is made if the change affected only that period.

### Impairment tests on goodwill and intangible assets with indefinite useful life

Each year the Group performs impairment tests on goodwill and intangible assets with an indefinite useful life in accordance with the principle described above. Recoverable amounts for cash-generating units have been determined by calculating the value in use. Certain estimates must be made for these calculations; see Note 8 *Intangible assets*.

### Determination of additional consideration

To determine anticipated additional consideration, the Group makes reasonable estimates of future growth and earnings over multiple years, separately for each subsidiary acquired.

### Parent company's accounting policies

Significant accounting principles used in the preparation of the Parent company's financial statements are set out below. These principles have been applied consistently for all years presented, unless otherwise stated.

### Compliance with standards and legislation

The Parent company has prepared its Annual report in accordance with the *Annual Accounts Act* and the *Swedish Financial Reporting Council's* recommendation *RFR 2 Accounting for legal entities*. According to *RFR 2*, the Parent company shall, in its annual accounts for the legal entity, apply as far as possible all *IFRS* standards and opinions adopted by the EU within the framework of the *Annual Accounts Act* with regard to the relationship between accounting and taxation. The recommendation prescribes the exceptions and additions to *IFRS* to be applied.

### Segment reporting

The Parent company does not apply segment reporting, as the company is not part of any of the operating segments. The Parent company is reported as part of the Group-wide activities in the Group's segment reporting.

### Shares in subsidiaries and shareholder contributions

Shares in subsidiaries are reported in the Parent company in accordance with the cost method after deduction of impairment charges. When there is an indication that shares in subsidiaries have decreased in value, a calculation of the recoverable value is made. If this is lower than the reported value, the proportion is written down.

Shareholder contributions are reported as an increase in participations in Group companies and are tested for impairment.

### Dividends from subsidiaries

The Parent company recognizes dividends from subsidiaries as financial income, regardless of whether they were earned before or after the acquisition.

### Group contributions

In Sweden, group contributions are tax-deductible, unlike shareholder contributions. Group contributions from the Parent company to subsidiaries are reported as an expense within appropriations in the financial statements. Group contributions received by the Parent company from subsidiaries are accounted for in accordance with the same principles as dividends from subsidiaries. Group contributions are therefore reported as income within appropriations in the financial statements.

### Borrowing costs

Borrowing costs are expensed by the Parent company in profit or loss for the period to which they are attributable.

### Financial instruments

Due to the connection between accounting and taxation, the rules regarding financial instruments according to *IFRS 9* are not applied in the Parent company as a legal entity, but the Parent company applies the cost method in accordance with the *Annual Accounts Act*. In the Parent company, financial fixed assets are therefore valued at acquisition value, and financial current assets according to the lowest value principle, with application of write-down for expected credit losses according to *IFRS 9* regarding assets which are debt instruments.

For other financial assets, write-down is based on market values.

### Changes to RFR 2

The amendments to *RFR 2* have not had any material effect on the Parent company's financial statements for 2024.

### Changes to RFR 2 that have not yet entered into force

Management's assessment is that the amendments to *RFR 2* are in line with the upcoming amendments to *IFRS*, and there are no variations or differences in these amendments that apply to the legal Parent company. Accordingly, the impact of these changes on the Parent company's financial statements will be similar to the impact on the Group's financial statements.

## NOTE 3 | Transactions with related parties

The Parent company has a close relationship with its subsidiaries, see Note 15 *Financial assets*. Except for transactions between Group companies, related-party transactions (the Board, the CEO, and other senior executives) took place as shown in Note 7 *Average number of employees, salaries, other compensation, and social security contributions*. The Group has also acquired services from a related party with a value of SEK 3.4 million (4.7) on market terms and conditions.

### Purchases and sales between Group companies

#### Group

Market terms and conditions apply to the supply of services between subsidiaries. The value of these is shown in Note 10 *Segment reporting*.

Receivables and liabilities between Group companies are attributable exclusively to intercompany selling and purchasing transactions. The value of these is specified in Note 10. The liabilities are interest-free.

#### Parent company

Of the Parent company's total purchasing expenses, 0 percent (0) refer to other Group companies. Of the Parent company's sales, 100 percent (100) refer to other Group companies.

**NOTE 4 | Information about auditors' fees****Fees and remuneration**

SEK thousands	Group		Parent company	
	2024	2023	2024	2023
<b>Ernst &amp; Young and PwC</b>				
Audit assignments	1,906	1,655	1,191	822
Other assignments	–	931	–	–
<b>Other auditors</b>				
Audit assignments	1,397	1,322	–	–
Other assignments	399	171	–	–
<b>Total</b>	<b>3,702</b>	<b>4,079</b>	<b>1,191</b>	<b>822</b>

The 2024 AGM elected the registered public accounting firm *Ernst & Young* for the period until the end of the 2025 AGM.

In 2023, 1,655 relates to *PwC Sweden* for auditing services and includes 65 for statutory certificates on issue. Of the fees for other assignments in 2023, 931 relate to *PwC Sweden* for assistance with acquisition-related due diligence services over the course of the year.

**NOTE 5 | Leases****Reported items in the balance sheet****Right-of-use assets**

The majority (97%) of BTS's leases relate to office premises. Other leased assets mainly relate to office machines. The following table presents the right-of-use assets per lease category.

Right-of-use assets		
SEK thousands	12-31-24	12-31-23
Premises	154,781	136,813
Other leased assets	5,126	5,595
<b>Total</b>	<b>159,907</b>	<b>142,408</b>

**Change in right-of-use assets**

SEK thousands	12-31-24	12-31-23
<b>Right-of-use assets</b>		
Accumulated acquisition value, opening balance	274,098	280,231
Contract updates	39,842	0
Additional right-of-use assets	62,122	63,431
Terminated contracts	–14,948	–62,615
Translation differences	18,145	–6,950
<b>Accumulated acquisition value, closing balance</b>	<b>379,260</b>	<b>274,098</b>
<b>Depreciation of right-of-use assets</b>		
Accumulated depreciations, opening balance	131,690	142,929
Contract updates	31,683	0
Depreciations for the year	57,951	57,409
Terminated contracts	–10,860	–62,615
Translation differences	8,889	–6,032
<b>Accumulated depreciations, closing balance</b>	<b>219,353</b>	<b>131,690</b>
<b>Right-of-use assets at December 31</b>	<b>159,907</b>	<b>142,408</b>

**Lease liabilities**

SEK thousands	12-31-24	12-31-23
Non-current lease liabilities	115,826	105,176
Current lease liabilities	52,461	42,004
<b>Total</b>	<b>168,286</b>	<b>147,181</b>

**Maturity structure for future expected cash flows for lease liabilities**

SEK thousands	2024	2023
Within 1 year	56,569	46,530
1–2 years	51,009	43,373
2–3 years	33,386	38,002
3–4 years	23,489	23,413
4–5 years	8,788	13,761
Later than 5 years	12,680	6,742
<b>Total</b>	<b>185,920</b>	<b>171,822</b>

The Group's cash outflow for lease liabilities amounted to 59,370 (53,863).

The average borrowing rate for the Group is 5.5 percent.

**Recognized items in the income statement****Depreciation for the year per type of right-of-use asset**

SEK thousands	2024	2023
Premises	55,295	55,153
Other leased assets	2,656	2,256
<b>Total</b>	<b>57,951</b>	<b>57,409</b>

Interest expenses related to leases are included in the item financial expenses with 10,120 (9,364).

Lease payments for low-value leases and short-term leases amounted to 1,344 (1,487) and are included in *Other external expenses* in the income statement.

**NOTE 6 | Government grants**

Government grants are not recognized in the income statement until there is reasonable assurance that the unit will comply with the conditions associated with the grant and that the grant will be received.

Otherwise, in 2024, the Group has only benefited from local support measures to a very limited extent. These have reduced personnel costs by 112 (111) and other external expenses by 0 (0).

**Government grants**

SEK thousands	2024	2023
Personnel costs	112	111
<b>Total</b>	<b>112</b>	<b>111</b>

**NOTE 7 | Average number of employees, salaries, other compensation, and social security contributions****Average number of employees, per country  
Group**

Country	2024			2023		
	Number of employees	Of which women	Of which men	Number of employees	Of which women	Of which men
Argentina	9	6	3	10	6	4
Australia	28	20	8	33	23	9
Brazil	13	7	6	15	10	5
Canada	45	23	22	50	25	25
China	5	4	1	8	6	2
Costa Rica	1	1	0	1	1	–
France	17	9	8	17	9	8
Germany	23	12	11	27	13	15
India	160	62	98	154	58	97
Indonesia	4	1	3	5	1	4
Italy	37	22	15	43	24	19
Japan	10	4	6	10	5	5
Malaysia	6	4	3	7	4	3
Mexico	16	9	7	19	11	8
Netherlands	10	4	6	12	5	7
Singapore	26	17	9	28	17	12
South Africa	27	18	9	30	20	10
South Korea	32	21	11	10	7	3
Spain	89	53	37	109	62	47
Sweden	30	17	13	35	19	16
Switzerland	5	1	4	6	2	4
Taiwan	4	2	2	5	3	2
Thailand	31	22	9	6	4	2
United Arab Emirates	19	12	6	17	10	7
United Kingdom	104	59	46	102	57	46
United States	377	218	159	391	227	165
<b>Total for the Group</b>	<b>1,131</b>	<b>630</b>	<b>501</b>	<b>1,152</b>	<b>627</b>	<b>524</b>

**Distribution of senior executives by gender**

	2024		2023	
	Women %	Men %	Women %	Men %
CEO and other senior executives (excl. the Board)	25	75	22	78
Board Parent company	40	60	40	60

**Parent company**

The Parent company had no employees in 2024.

**Salaries, other compensation, and social security contributions****Group**

SEK thousands	2024	2023
Salaries and compensation	1,292,079	1,254,365
Social security contributions	198,539	202,137
whereof pension expenses	40,389	42,447

Pension expenses for employees who are president, or a member of the Board of a Group company, totaled 4,119 (3,832). All pension plans are defined-contribution plans.

**Board fees**

SEK thousands		2024	2023
Henrik Ekelund	Chairman of the Board	519	500
Reinhold Geijer	Member	232	225
Mariana Burenstam Linder	Member	232	225
Stefan Gardefjord <sup>1)</sup>	Member	337	325
Anna Söderblom <sup>1)</sup>	Member	337	325
Olivia Ekelund	Deputy member	59	55
<b>Total</b>		<b>1,716</b>	<b>1,655</b>

<sup>1)</sup> Of which committee work 105 (100).

## Salaries and other compensation by country and divided between Board members/CEO and other employees

Group	2024		2023	
	Board and CEO	Other employees	Board and CEO	Other employees
SEK thousands				
<b>In Sweden</b>				
Parent company	1,716	–	1,655	–
Subsidiaries	3,759	29,348	3,842	32,979
<b>Total Sweden</b>	<b>5,475</b>	<b>29,348</b>	<b>5,497</b>	<b>32,979</b>
<b>Outside Sweden</b>				
BTS North America and APG	30,137	721,396	30,924	701,862
BTS Europe	15,520	149,526	17,450	141,483
BTS Other markets	44,893	295,784	37,783	286,387
<b>Total outside Sweden</b>	<b>90,549</b>	<b>1,166,707</b>	<b>86,158</b>	<b>1,129,732</b>
<b>Total for the Group</b>	<b>96,024</b>	<b>1,196,055</b>	<b>91,654</b>	<b>1,162,711</b>

### Terms of employment and compensation for senior executives

#### Guidelines for compensation and other terms of employment for senior executives

These guidelines include the CEO and other senior executives. The guidelines do not cover remuneration decided by the Annual General Meeting.

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

Information about the company's business strategy and long-term interests, including its sustainability, can be found on the company's website, [www.bts.com](http://www.bts.com), and in the Sustainability report on pages 55–84.

Successful implementation of the company's business strategy and the safeguarding of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. This requires that the company can offer competitive remuneration. These guidelines enable senior executives to be offered a competitive total remuneration.

#### Types of remuneration

Remuneration to senior executives must be market-based and may consist of basic salary/fixed remuneration, variable remuneration, pension, and other benefits. The Annual General Meeting may in addition – and independently of these guidelines – decide on, for example, share and share price-related remuneration.

**Basic salary/fixed remuneration** must be individual for each individual executive. The basic salary must be reviewed regularly (usually annually) and based on the executive's position, responsibilities, competence, experience, and performance.

**Variable remuneration** shall be based on predetermined and measurable criteria, designed for the purpose of promoting long-term value creation. The variable remuneration may not exceed 300 percent of the annual fixed salary. The variable remuneration shall not be pensionable, to the extent that nothing else follows from mandatory collective agreement provisions.

**Pension benefits** shall be defined-contribution to the extent that the executive is not covered by another defined-benefit pension in accordance with mandatory collective agreement provisions. Premiums are paid for as long as the employment lasts. The ordinary retirement age follows the retirement age set by law. For the CEO, pension benefits shall amount to no more than

35 percent of the annual basic salary. For other senior executives, pension benefits shall amount to no more than 30 percent of the annual basic salary.

**Other benefits** may include car benefits, occupational health care, life and health insurance, and other similar benefits. Other benefits shall constitute a smaller proportion of the total remuneration and may correspond to no more than 10 percent of the senior executive's annual fixed salary.

**Adaptations to foreign regulations.** For terms of employment that are subject to rules other than Swedish, with regard to pension benefits and other benefits, appropriate adjustments may be made to comply with such mandatory rules or established local practice, whereby the overall purpose of these guidelines shall be met as far as possible. Deviations from these guidelines must be stated in the Board's Annual report on paid and outstanding compensation covered by the guidelines.

#### Criteria for payment of variable compensation

The criteria on which the payment of variable compensation is based shall be determined annually by the Board in order to ensure that the criteria are in line with the company's current business strategies and performance targets. The criteria can be individual or common, financial or non-financial, and must be designed in such a way that they promote the company's business strategy, sustainability strategy, and long-term interests.

Financial criteria that form the basis for any variable compensation shall be based on relevant key figures and their composition may vary depending on the phase in which the Board deems that the company is in.

Non-financial criteria that form the basis for any variable compensation must be linked to clear and measurable business-related goals, such as the conclusion of agreements essential to the company, activities carried out according to the company's business plan, expansion/establishment, and achieved objectives within the company's sustainability work.

The period on which the assessment of whether the criteria have been met or not, shall be at least three months. The assessment of the extent to which the criteria have been met shall be made when the measurement period has ended. Regarding the CEO, the Board is responsible for the assessment. For other senior executives, the CEO is responsible for the assessment. The assessment of whether financial criteria have been met shall be based on the accounting and the most recently published financial information from the company.

#### Salary and terms of employment for the company's employees

In the preparation of the Board's proposal for these remuneration guidelines, salary and terms of employment for the employees of the company have been taken into account by including information on the employees' total compensation, remuneration components and the increase and growth rate of compensation over time as part of the Board's basis of decision when evaluating whether the guidelines, and the restrictions that follow from them, are reasonable. The development of the gap between the remuneration of senior executives and the remuneration of other employees will be reported in the compensation report.

#### Termination of employment and severance pay

For senior executives, the notice period in the event of termination by the company shall not exceed 12 months, while the notice period in the event of termination by the senior executive shall not exceed 6 months. Severance pay is paid only to the CEO and then for a maximum of 12 months.



### Decision-making process to determine, review and implement the guidelines

The Board as a whole prepares decisions on proposed guidelines for remuneration to senior executives. The Board shall also, during each financial year, monitor and evaluate ongoing programs, as well as programs completed throughout the year, for variable remuneration for company management, the application of guidelines for remuneration to senior executives and current remuneration structures and compensation levels in the company.

The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting.

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 which they are involved.

### Derogation from the guidelines

The Board of Directors may decide to temporarily derogate from the guidelines (in whole or in part) if, in an individual case, there are special reasons for this and a derogation is necessary to meet the company's long-term interests and sustainability, or to ensure the Group's financial viability.

### Remuneration and benefits for the senior executives

Remuneration includes basic salary, other benefits, variable remuneration and pension expenses. Other benefits consist exclusively of company cars and all pension plans are defined-contribution plans.

	2024	2023
<b>Total remuneration paid to senior executives</b>	<b>31,999</b>	<b>32,480</b>
<i>of which pension expenses</i>	<i>1,407</i>	<i>1,390</i>
<b>CEO</b>		
Salary and other benefits	14,460	14,054
<i>of which variable remunerations</i>	<i>9,227</i>	<i>8,844</i>
<b>Other senior executives</b>		
Salary and other benefits	16,132	17,036
<i>of which variable remunerations</i>	<i>8,857</i>	<i>9,823</i>

The basis for the CEO's variable remuneration is a model that provides remuneration based on consolidated results that exceed set profitability targets. The CEO has a contribution-based pension entitlement amounting to 13 percent (13) of the fixed remuneration paid in the form of pension insurance with a pension entitlement from age 65. The CEO's employment contract is subject to a mutual notice period of six months. In addition, the CEO is entitled to severance pay corresponding to 12 months' salary if the company terminates their employment.

Variable remuneration to other senior executives is based on targets achieved by the company and the individual. Provisions for pensions are made with 0–30 percent (0–30) of the fixed salary and are paid as pension insurance entitling the executive to a pension from the age of 65. No other senior executive is entitled to severance pay.

### Share-based payment

#### Employee option program 2022/2027

A resolution was adopted at the Extraordinary General Meeting held in July 2022 regarding the employee stock option program 2022/2027, comprising 495,000 employee stock options, as well as hedging measures for this purpose. There are two series of employee stock options with vesting periods of three years (series 2022/2025) and five years (series 2022/2027) respectively, which require retained employment within the Group. Only thereafter can the options be exercised.

An employee stock option, regardless of series, entitles the employee to the acquisition of one Class B share in BTS. The exercise price for each employee stock option of the 2022/2025 series shall correspond to 120 percent of the volume-weighted average price for Class B shares in BTS on Nasdaq Stockholm, and 140 percent for employee stock options of the 2022/2027 series, in both cases calculated on the volume-weighted average price of BTS shares on Nasdaq Stockholm for a period of 30 trading days prior to the grant date of September 30, 2022. The exercise price for each employee stock option of the 2022/2025 series was calculated to be SEK 336.50, and the exercise price of the 2022/2027 series was calculated to be SEK 392.60.

The value of the employee stock options has been calculated using *Black-Scholes* valuation model based on share price and other market conditions prevailing at September 30, 2022, without taking into account restrictions on the rights related to disposal, whereby the accounting cost was calculated to be a total of SEK 12.6 million, which in accordance with *IFRS 2* was accrued annually during vesting periods. The cost for the financial year amounted to SEK 3,380 thousand (3,380). Other important inputs in the model were the volume-weighted average price that preceded the allocation of SEK 280.40, the above strike price, a volatility of 35 percent, an anticipated present value of dividends of SEK 22.20 and SEK 38.00 respectively, and a risk-free interest rate of 2.44 and 2.36 percent respectively, at maturities of 3.25 and 5.25 years.

Where necessary, social security contributions are recognized as an expense during the vesting period, and during that period a provision for these is built up. The value of this provision, and thus the reported cost, is revalued on an ongoing basis based on the value of the employee stock options.

The employee stock option program has been secured with warrants issued free of charge to the wholly owned subsidiary BTS Sverige AB. The terms of the employee stock options correspond in all material respects to the terms of the warrants securing them.

The option program entails a dilution of no more than approximately 2.6 percent of the share capital and approximately 1.8 percent of the voting rights for all shares.

**NOTE 8 | Intangible assets****Group**

SEK thousands	12-31-24	12-31-23
<b>Goodwill</b>		
Accumulated acquisition cost, opening balance	1,103,993	908,882
Investments for the year	96,200	210,966
Divestment for the year	-2,376	-
Translation difference	74,397	-15,856
<b>Carrying amount, closing balance</b>	<b>1,272,214</b>	<b>1,103,993</b>

**Other intangible assets**

SEK thousands	12-31-24	12-31-23
<b>Franchise contracts</b>		
Accumulated acquisition cost, opening balance	12,416	12,500
Translation difference	1,183	-84
<b>Accumulated acquisition cost, closing balance</b>	<b>13,599</b>	<b>12,416</b>
Accumulated amortization, opening balance	12,416	12,500
Translation difference	1,183	-84
<b>Accumulated amortization, closing balance</b>	<b>13,599</b>	<b>12,416</b>
<b>Carrying amount, closing balance</b>	<b>0</b>	<b>0</b>

SEK thousands	12-31-24	12-31-23
<b>Technology, products &amp; software</b>		
Accumulated acquisition cost, opening balance	275,579	226,094
Investments for the year	46,923	54,916
Disposals	-	-600
Translation difference	23,074	-4,831
<b>Accumulated acquisition cost, closing balance</b>	<b>345,576</b>	<b>275,579</b>
Accumulated amortization, opening balance	175,832	139,801
Amortization for the year	47,940	40,930
Disposals	-	-600
Translation difference	16,082	-4,299
<b>Accumulated amortization, closing balance</b>	<b>239,854</b>	<b>175,832</b>
<b>Carrying amount, closing balance</b>	<b>105,723</b>	<b>99,748</b>

SEK thousands	12-31-24	12-31-23
<b>Customer contracts</b>		
Accumulated acquisition cost, opening balance	79,303	65,765
Investments for the year	9,806	17,882
Disposals	-	-3,667
Translation difference	5,465	-678
<b>Accumulated acquisition cost, closing balance</b>	<b>94,574</b>	<b>79,303</b>
Accumulated amortization, opening balance	53,601	49,976
Amortization for the year	9,239	8,386
Disposals	-	-3,667
Translation difference	3,177	-1,094
<b>Accumulated amortization, closing balance</b>	<b>66,018</b>	<b>53,601</b>
<b>Carrying amount, closing balance</b>	<b>28,556</b>	<b>25,701</b>

SEK thousands	12-31-24	12-31-23
<b>Brands</b>		
Accumulated acquisition cost, opening balance	73,901	57,256
Investments for the year	7,014	17,882
Disposals	-	-376
Translation difference	5,209	-861
<b>Accumulated acquisition cost, closing balance</b>	<b>86,124</b>	<b>73,901</b>
Accumulated amortization, opening balance	45,759	38,775
Amortization for the year	9,553	8,340
Disposals	-	-376
Translation difference	3,363	-980
<b>Accumulated amortization, closing balance</b>	<b>58,676</b>	<b>45,759</b>
<b>Carrying amount, closing balance</b>	<b>27,449</b>	<b>28,142</b>
<b>Total closing balance, carrying amount of other intangible assets</b>	<b>161,728</b>	<b>153,592</b>

**Impairment tests**

The value of goodwill is tested annually through an impairment test or more often if there are indications of impairment. Goodwill is distributed among the cash-generating units that are expected to benefit from the synergies in acquisitions and are consistent with the Group's operating units/operating segments, which is the lowest level in the company at which goodwill is monitored. Impairment tests, therefore, occur for each operating entity and are BTS North America, BTS Europe, and BTS Other markets.

Recoverable amounts for the units are determined by calculating the value in use. These calculations are based on estimated future cash flows, based on the present value of future growth and profit forecasts over a four-year period, and extrapolated cash flows beyond the four-year period. Significant assumptions used to calculate value-in-use:

- Forecast of operating margin.
- Growth rate for periods beyond the budget period.
- Selected discount rate after tax.

The forecasted operating margin has been determined based on past performance and expectations of future market developments in each unit. In order to extrapolate cash flows beyond the budget period, a growth rate of 1.5–2.0 percent (1.5–2.0) has been used, which is considered a conservative estimate. In addition, a pre-tax discount rate in local currency has been used in the calculations for each operating unit. The discount rate – the weighted average cost of capital (WACC) – consists of risk-free interest, the market risk premium, and a company-specific risk premium, as well as a market capital structure for each unit. The discount rates used are for BTS North America 12.9 percent (12.6), BTS Europe 12.0 percent (11.6), and BTS Other markets 15.5 percent (13.8).

Following the impairment tests, it was concluded that no impairment loss existed as of December 31, 2024.

At the impairment tests, sensitivity analyses have also been made for each operating unit:

- A scenario where the estimated operating margin was 10 percent lower than the base assumption.
- A scenario where the estimated growth rate used to extrapolate cash flows beyond the budget period was 10 percent lower than the base assumption.
- A scenario where the estimated WACC applied to discount cash flows was 10 percent higher than the base assumption.



## Reduction of the value in use as a percentage of each sensitivity analysis

	BTS North America		BTS Europe		BTS Other markets	
	2024	2023	2024	2023	2024	2023
10% lower operating margin	-10.4	-10.4	-10.4	-10.4	-10.3	-10.3
10% lower long-term growth	-1.1	-1.2	-1.2	-1.3	-0.7	-0.7
10% higher discount rate	-9.1	-9.2	-9.2	-9.3	-9.0	-9.0

None of the cases above should lead to an impairment in a single operational unit. The calculations are hypothetical and should not be seen as an indication that these factors are more or less likely to change. The sensitivity analysis should therefore be interpreted with caution.

## Distribution of goodwill and other intangible assets by segment

## Group

12-31-24

SEK thousands	BTS North America	BTS Europe	BTS Other markets	APG	Total
Goodwill	771,010	159,524	341,680	–	1,272,214
Technology, products & software	71,590	20,648	13,485	–	105,723
Customer contracts	17,899	2,595	8,062	–	28,556
Brands	15,133	0	12,316	–	27,449
<b>Total</b>	<b>875,632</b>	<b>182,768</b>	<b>375,543</b>	<b>–</b>	<b>1,433,942</b>

12-31-23

SEK thousands	BTS North America	BTS Europe	BTS Other markets	APG	Total
Goodwill	713,637	117,723	272,632	–	1,103,993
Technology, products & software	80,146	7,325	12,276	–	99,748
Customer contracts	22,989	84	2,628	–	25,701
Brands	19,115	12	9,016	–	28,142
<b>Total</b>	<b>835,888</b>	<b>125,145</b>	<b>296,552</b>	<b>–</b>	<b>1,257,584</b>

## NOTE 9 | Property, plant, and equipment

## Group

SEK thousands	12-31-24	12-31-23
<b>Equipment</b>		
Accumulated acquisition cost, opening balance	162,867	162,072
Investments for the year	9,853	9,171
Disposals	-7,525	-5,009
Translation difference	11,238	-3,367
<b>Accumulated acquisition cost, closing balance</b>	<b>176,433</b>	<b>162,867</b>
Accumulated depreciation, opening balance	124,865	112,969
Depreciation for the year	16,302	18,803
Disposals	-7,089	-3,589
Translation difference	9,180	-3,317
<b>Accumulated depreciation, closing balance</b>	<b>143,259</b>	<b>124,865</b>
<b>Carrying amount, closing balance</b>	<b>33,175</b>	<b>38,002</b>

**NOTE 10 | Segment reporting****Group**

The Group's operations are managed and reported by the operating units BTS North America, BTS Europe, BTS Other markets, and APG, which are the Group's segments.

BTS North America consists of BTS's operations in the U.S. excluding APG but including VBS with its operations in Canada and Switzerland.

BTS Europe consists of operations in France, Germany, the Netherlands, Sweden, and the UK.

BTS Other markets consists of operations in Argentina, Australia, Brazil, China, Costa Rica, India, Indonesia, Italy, Japan, Malaysia, Mexico, Singapore, South Africa, South Korea, Spain, Taiwan, Thailand, and the United Arab Emirates.

APG has operations in the U.S.

Operating units invoice one another for services based on time expended and on market terms.

Group-wide costs are invoiced, and amortization of intangible assets is allocated among the operating units.

2024 SEK thousands	BTS North America	BTS Europe	BTS Other markets	APG	Eliminations	Unallocated	Group
<b>Income</b>							
External sales	1,415,487	469,789	772,956	143,822			2,802,054
Internal sales	130,797	151,582	63,994	1,372	-347,745		-
<b>Total income</b>	<b>1,546,284</b>	<b>621,370</b>	<b>836,950</b>	<b>145,194</b>	<b>-347,745</b>		<b>2,802,054</b>
<b>Operating profit (EBIT)</b>	<b>136,962</b>	<b>61,054</b>	<b>92,973</b>	<b>-1,198</b>		<b>8,263</b>	<b>298,055</b>
Financial income						8,914	8,914
Financial expenses						-35,765	-35,765
Reversed provision of earn-out						195,677	195,677
Associated companies, profit after tax						704	704
Tax on profit for the year						-80,621	-80,621
<b>Profit for the year</b>							<b>386,963</b>
<b>Other information</b>							
Assets	1,622,560	792,055	1,062,807	45,846	-319,832	159,907	3,363,344
Liabilities	725,148	632,323	460,797	31,866	-319,832	168,286	1,698,588
Investments	99,327	20,189	68,953	-	-		188,470
Depreciation of property, plant, and equipment	-7,127	-3,284	-5,887	-5		-57,951	-74,253
Amortization of intangible assets	-51,281	-4,755	-10,697	-	-		-66,733

2023 SEK thousands	BTS North America	BTS Europe	BTS Other markets	APG	Eliminations	Unallocated	Group
<b>Income</b>							
External sales	1,324,300	468,517	731,964	158,110			2,682,892
Internal sales	123,879	118,873	54,986	507	-298,245		-
<b>Total income</b>	<b>1,448,179</b>	<b>587,390</b>	<b>786,950</b>	<b>158,617</b>	<b>-298,245</b>		<b>2,682,892</b>
<b>Operating profit (EBIT)</b>	<b>128,495</b>	<b>57,874</b>	<b>93,366</b>	<b>221</b>		<b>8,095</b>	<b>288,050</b>
Financial income						5,576	5,576
Financial expenses						-26,794	-26,794
Reversed provision of earn-out						28,342	28,342
Associated companies, profit after tax						-39	-39
Tax on profit for the year						-80,320	-80,320
<b>Profit for the year</b>							<b>214,815</b>
<b>Other information</b>							
Assets	1,527,751	707,502	972,109	54,859	-448,208	142,408	2,956,421
Liabilities	778,743	585,095	554,615	38,342	-448,208	147,181	1,655,767
Investments	96,881	1,530	6,956	-	-		105,367
Depreciation of property, plant, and equipment	-7,940	-3,889	-6,959	-14		-57,409	-76,211
Amortization of intangible assets	-44,347	-3,094	-10,214	-	-		-57,656

## Total sales according to business model

SEK thousands	2024					2023				
	BTS North America	BTS Europe	BTS Other markets	APG	TOTAL	BTS North America	BTS Europe	BTS Other markets	APG	TOTAL
Programs	850,140	316,301	598,821	110,951	<b>1,876,213</b>	768,972	313,979	516,343	124,146	<b>1,723,440</b>
Development	351,024	104,865	125,968	–	<b>581,857</b>	328,954	105,230	177,182	–	<b>611,366</b>
Licenses	177,200	34,788	25,406	32,860	<b>270,255</b>	195,548	40,220	17,226	33,958	<b>286,951</b>
Other revenue	37,122	13,835	22,761	10	<b>73,729</b>	30,826	9,088	21,215	7	<b>61,136</b>
<b>TOTAL</b>	<b>1,415,487</b>	<b>469,789</b>	<b>772,956</b>	<b>143,822</b>	<b>2,802,054</b>	<b>1,324,300</b>	<b>468,517</b>	<b>731,965</b>	<b>158,110</b>	<b>2,682,892</b>

The BTS business model is divided into four categories of revenue; *Programs*, *Development*, *Licenses*, and *Other revenue*.

Upon delivery of *Programs* (training services), these are recognized and invoiced directly after implementation.

For performed *Development*, the income and expenses attributable to the assignment are reported as revenue or cost in relation to the degree of completion of the assignment on the balance sheet date (percentage of completion method). The degree of completion of an assignment is determined by comparing expenses incurred on the balance sheet date with estimated total expenses for the assignment. Normally, invoicing takes place as the work proceeds in accordance with agreed terms.

Revenue from *Licenses*, that is, the customer's right to use BTS's material and solutions for a certain time and/or number of occasions, is reported when a binding agreement has been reached and BTS has fulfilled its obligations towards the customer and when the amount of revenue is known. Invoicing takes place in accordance with agreed terms.

*Other revenue* mainly relates to invoiced expenses in connection with *Development* and *Programs*. These are invoiced and recognized as revenue simultaneously with each project.

The majority of individual customer contracts do not exceed 12 months. The payment terms are usually between 45 and 90 days and do not exceed one year in any case. The compensation is usually set at a fixed price. In the rare case of a complaint, individual compensation can be agreed upon. Of the Group's total revenue, 65,036 (100,150) refers to Sweden, the Group's country of domicile. The value of the Group's fixed assets in Sweden amounted to 596 (433).

Total revenue from the U.S. subsidiaries exceeded 10 percent of the Group's total revenue and amounted to 1,551,433 (1,473,902) and the non-current assets for the subsidiaries in the U.S. totaled 863,938 (851,771).

None of the individual customer revenue during 2024 exceeds 10 percent of the Group's total revenue. The Group's reported contract assets and contract liabilities are shown in Notes 18 *Prepaid expenses and accrued income* and 23 *Accrued expenses and prepaid income*.

**NOTE 11 | Financial items****Group's financial items**

SEK thousands	2024	2023
Interest income	8,914	5,576
<b>Total financial income</b>	<b>8,914</b>	<b>5,576</b>
Interest expenses	-25,645	-17,430
Interest expenses leases	-10,120	-9,364
<b>Total financial expenses</b>	<b>-35,765</b>	<b>-26,794</b>
Reversed provision of earn-out	195,677	28,342
<b>Total gain/loss on financial items</b>	<b>168,826</b>	<b>7,123</b>

**Parent company's financial items**

SEK thousands	2024	2023
<b>Gains/losses on other securities and receivables held as non-current assets</b>		
Dividends from subsidiaries	51,321	75,662
Other items	8,223	-
<b>Total</b>	<b>59,544</b>	<b>75,662</b>
Interest income	5,292	3,561
Interest expenses	-25,120	-16,496
<b>Total gain/loss on financial items</b>	<b>39,717</b>	<b>62,726</b>

**NOTE 12 | Tax on profit for the year****Group**

SEK thousands	2024	2023
Current tax expense	-92,267	-82,048
Current tax attributable to previous years	960	-
Postponed tax income/expense (+/-)	10,686	1,728
<b>Tax for the year</b>	<b>-80,621</b>	<b>-80,320</b>

**Parent company**

SEK thousands	2024	2023
Current tax for the year	-5,649	-6,302

**Reconciliation of effective tax****Group**

SEK thousands	2024	2023
<b>Profit before tax</b>	<b>467,584</b>	<b>295,134</b>
Adjusted by the reversed provisions of earn-out <sup>1)</sup>	-195,677	-28,342
<b>Profit before tax excluding the reversed provisions of earn-out</b>	<b>271,907</b>	<b>266,793</b>
Tax expense based on Swedish income tax rates, 20.6% (20.6%)	-56,013	-54,959
Effects of different tax rates:		
Difference in tax rate for foreign subsidiaries	-23,103	-22,305
Non-deductible expenses	-9,766	-7,559
Non-taxable income	7,301	4,503
Tax attributable to previous years	960	-
<b>Effective tax recognized</b>	<b>-80,621</b>	<b>-80,320</b>
<i>Effective tax rate</i>	<i>17.2%</i>	<i>27.2%</i>
<i>Effective tax rate excluding the reversed provisions of earn-out</i>	<i>29.7%</i>	<i>30.1%</i>

<sup>1)</sup> Non-taxable income

**Parent company**

SEK thousands	2024	2023
<b>Profit before tax</b>	<b>78,738</b>	<b>106,110</b>
Tax expense based on Swedish income tax rates, 20.6% (20.6%)	-16,220	-21,859
Tax effects of:		
Dividends from subsidiaries	10,572	15,586
Non-deductible expenses	-1	-29
<b>Effective tax recognized</b>	<b>-5,649</b>	<b>-6,302</b>
<i>Effective tax rate</i>	<i>7.2%</i>	<i>5.9%</i>

**NOTE 13 | Earnings per share****Group**

Earnings per share are calculated by dividing the profit attributable to the Parent company's shareholders with the weighted average number of common stock on issue during the period.

	2024	2023
Profit for the year attributable to the Parent company's shareholders, SEK thousands	386,496	214,815
Earnings per share, before and after dilution, SEK	19.93	11.08
Average number of shares, before and after dilution, thousands	19,397	19,384

**NOTE 14 | Dividend per share**

Dividends paid in 2024 totaled SEK 110,562 thousand (SEK 5.70 per share). Dividends paid 2023 totaled SEK 104,682 thousand (SEK 5.40 per share).

At the Annual General Meeting on May 16, 2025, the Board proposes a dividend of SEK 6.10 per share, amounting to SEK 118,321 thousand (110,562), to be paid on two occasions in the amount of SEK 3.05 per payment. The total amount of the proposed dividend is based on the number of outstanding shares as of April 24, 2025, and is not recognized as a liability in these financial statements.

**NOTE 15 | Financial assets****Participations in Group companies****Parent company**

SEK thousands	Number of shares	Equity % <sup>1)</sup>	Carrying amount 12-31-24	Carrying amount 12-31-23
BTS Sverige AB	5,000	100	7,456	7,456
Corporate identity number: 556566-7127				
Domicile: Stockholm				
BTS USA, Inc.	1,000	100	148,389	148,389
Corporate identity number: 06-1356708				
Domicile: Delaware				
BTS in London Ltd.	5,000	100	60,052	60,052
Corporate identity number: 577 1376 13				
Domicile: London				
Business Training Systems AS	100	100	94	94
Corporate identity number: 957 694 187				
Domicile: Oslo				
Catalysts for profitability and growth Ltd.	1,000	100	1	1
Corporate identity number: 1998/010779/07				
Domicile: Centurion				
BTS Finland AB	1,000	100	100	100
Corporate identity number: 556583-1673				
Domicile: Stockholm				
BTS Asia Pacific PTE Ltd.	50,000	100	40,153	40,153
Corporate identity number: 200811464Z				
Domicile: Singapore				
Business Training Solutions Headquarters S.L.	1,031	100	21,216	21,216
Corporate identity number: B13781083				
Domicile: Bilbao				
BTS Management SA	1,000	100	673	673
Corporate identity number: 01 73.802 11				
Domicile: Geneva				
Business Game Factory Oy	90,750	100	654	654
Corporate identity number: 1807788-2				
Domicile: Helsinki				
BTS Brussels NV	620,000	100	587	587
Corporate identity number: 878.155.648				
Domicile: Brussels				
BTS Coach in a Box Holdings Ltd.	56,000	100	3	3
Corporate identity number: 5379864				
Domicile: Portsmouth				
Bates Communications Inc.	201,000	100	87,849	87,849
Corporate identity number: 04-3549253				
Domicile: Boston				
<b>Total shares in subsidiaries</b>			<b>367,227</b>	<b>367,227</b>

<sup>1)</sup> The voting share equals the capital share for the Parent company's shareholdings in all participations in Group companies.

**NOTE 16 | Investments in associated companies****Investments according to the equity method**

SEK thousands	2024	2023
Opening balance	1,430	1,531
Translation difference, opening balance	83	-102
Reclassification of accumulated profits	931	-
Investments for the year	2,183	-
Share of profit from associated companies	704	-
Translation difference, result of the year	22	-
<b>Carrying amount, closing balance</b>	<b>5,352</b>	<b>1,430</b>

**NOTE 17 | Deferred tax****Deferred tax assets****Group**

SEK thousands	12-31-24	12-31-23
Opening balance, net	9,886	14,332
Recognized change for the year	-2,187	-1,928
Translation differences	265	-2,518
<b>Closing balance, net</b>	<b>7,964</b>	<b>9,886</b>

The amount concerns unused loss carry-forwards in subsidiaries which are expected to be utilized during upcoming years. There are no significant time restrictions which limit the utilization.

**Deferred tax liabilities****Group**

SEK thousands	12-31-24	12-31-23
Opening balance, net	95,886	83,932
Recognized change for the year	-6,862	14,823
Translation differences	8,345	-2,869
<b>Closing balance, net</b>	<b>97,369</b>	<b>95,886</b>

**Group**

SEK thousands	12-31-24	12-31-23
Non-current part	80,487	80,739
Current part	16,882	15,147
<b>Total</b>	<b>97,369</b>	<b>95,886</b>

Deferred tax liability is attributable to temporary differences regarding intangible assets.

The preliminary acquisition analysis regarding the year's acquisitions of *Wonderway* and *SEAC* has been determined. The effect of the determination is an increase in goodwill and a provision for deferred tax liability of 6,011.

**NOTE 18 | Prepaid expenses and accrued income****Group**

SEK thousands	12-31-24	12-31-23
Accrued income (current contract assets attributable to consulting services)	140,201	127,728
Prepaid expenses	98,872	89,728
<b>Total</b>	<b>239,073</b>	<b>217,456</b>

**NOTE 19 | Equity and appropriation of earnings****Group and Parent company**

As of December 31, 2024, the share capital consists of 853,800 Class A shares and 18,543,019 Class B shares, totaling 19,396,819 shares with a total value of SEK 6,465,606. Each share has a quotient value of SEK 0.33. Each Class A share entitles the holder to ten votes per share, each Class B one vote per share.

Number of shares	2024			2023		
	Number of Class A shares	Number of Class B shares	Total	Number of Class A shares	Number of Class B shares	Total
Opening balance	853,800	18,543,019	19,396,819	853,800	18,520,547	19,374,347
New issue	–	–	–	–	22,472	22,472
<b>Closing balance</b>	<b>853,800</b>	<b>18,543,019</b>	<b>19,396,819</b>	<b>853,800</b>	<b>18,543,019</b>	<b>19,396,819</b>
Average number of shares during the year	19,396,819			19,384,610		

The equity in all Group companies that have a functional currency different from the reporting currency is translated into the reporting currency (SEK). Translation differences arise if the SEK exchange rate for a functional currency at the end of the period is different from its rate at the start of the period. These translation differences have no effect on taxes. The closing accumulated translation differences recognized directly in equity totaled 50,248. The opening accumulated differences totaled -33,142.

**Proposed appropriation of earnings**

The Board of Directors proposes that earnings be appropriated as follows:

	SEK
To be distributed to shareholders: SEK 6.10 per share totaling <sup>1)</sup>	118,320,596
To be carried forward	43,907,681
<b>Total</b>	<b>162,228,277</b>

<sup>1)</sup> The total amount of the proposed dividend is based on the number of Outstanding shares as of April 24, 2025.

The Board proposes a dividend of SEK 6.10 per share, amounting to SEK 118,321 thousand (110,562), to be paid on two occasions of SEK 3.05 each. The dividend is proposed to be paid on May 23, 2025 and November 21, 2025 respectively.

**NOTE 20 | Financial instruments and financial risk management****Policies for financing and financial risk management**

The Board directs and monitors BTS's financing activities and financial risks. Financing and risk management are gathered under the Group finance function and conducted in compliance with a financial policy adopted by the Board of Directors that stresses low risk. The aim of the company's risk management is to optimize the Group's cost of capital and, in a deliberate manner, to manage and control the Group's financial risks. Hedging instruments may be used within given parameters. Future payments are not normally hedged. Cash and cash equivalents may be invested in interest-bearing accounts or in interest-bearing securities carrying low credit risk. The duration of the investment portfolio must not exceed twelve months.

During the year, BTS's holdings of financial instruments were limited to primary instruments such as accounts receivable, trade payables, and similar instruments. Client contracts contain no currency clauses or features that could be considered embedded derivatives. No hedging instruments were held, purchased, or sold during the year; the same applies to the previous year.

**Fair value of financial assets and liabilities****Group**

SEK thousands	12-31-24	12-31-23
<b>Financial assets</b>		
Other non-current receivables	25,274	17,158
Accounts receivable	726,946	714,315
Other current receivables	28,377	25,868
Cash and cash equivalents	703,332	532,315
<b>Total financial assets</b>	<b>1,483,930</b>	<b>1,289,655</b>
<b>Non-current liabilities</b>		
Lease liabilities	115,826	105,176
Acquisition-related liabilities	192,482	324,823
Interest-bearing liabilities to credit institutions	202,500	57,753
Other non-current liabilities	10,989	8,076
<b>Total non-current financial liabilities</b>	<b>521,797</b>	<b>495,828</b>
<b>Current liabilities</b>		
Accounts receivable	54,086	58,383
Lease liabilities	52,461	42,004
Acquisition-related liabilities	16,497	94,835
Interest-bearing liabilities to credit institutions	218,453	244,577
Other current liabilities	56,541	59,112
<b>Total current financial liabilities</b>	<b>398,039</b>	<b>498,911</b>
<b>Total financial liabilities</b>	<b>919,836</b>	<b>994,739</b>

Fair value is equal to book value.

**Parent company**

SEK thousands	12-31-24	12-31-23
<b>Financial assets</b>		
Cash and cash equivalents	6,522	985
<b>Total financial assets</b>	<b>6,522</b>	<b>985</b>
<b>Non-current financial liabilities</b>		
Acquisition-related liabilities	–	55,023
Interest-bearing liabilities to credit institutions	202,500	57,753
<b>Total non-current financial liabilities</b>	<b>202,500</b>	<b>112,776</b>
<b>Current financial liabilities</b>		
Accounts payable	647	236
Interest-bearing liabilities to credit institutions	217,305	237,045
Other current liabilities	698	675
<b>Total current financial liabilities</b>	<b>218,650</b>	<b>237,956</b>
<b>Total financial liabilities</b>	<b>421,150</b>	<b>350,732</b>

Fair value is equal to book value.

**Financial assets****Financial assets valued at amortized cost**

Other non-current receivables chiefly consist of rental deposits and interest-bearing financial claims on various counterparties. Rental deposits have a maturity corresponding to their respective leases. The reported value is deemed equivalent to the fair value.

Accounts receivable denominated in foreign currencies are measured at the closing rate. Accounts receivable in the BTS North America operating unit constitute 43 percent (49) of the Group's total accounts receivable.

**Distribution of accounts receivable by currency****Group**

SEK thousands	12-31-24	12-31-23
USD	339,198	378,054
EUR	130,976	139,669
GBP	101,239	73,759
SEK	27,763	27,966
Other currencies	127,770	94,867
<b>Total accounts receivable</b>	<b>726,946</b>	<b>714,315</b>

Historically, the Group has had very low credit losses on accounts receivable. The spread of risk is good among companies, sectors, and geographic markets. Fair value agrees with the carrying amount and no significant impairment of accounts receivable has been recognized during the year, in line with the previous year. The Group applies the simplified method for calculating expected loan losses. The method means that expected losses over the entire term of the loan are used as a basis for accounts receivable and contract assets. Expected credit loss is based on the clients' payment and loss history.

At December 31, 2024, accounts receivable totaling 85,395 (93,119) were more than 30 days past due. The maturity structure is shown in the table below.

**Group**

SEK thousands	12-31-24	12-31-23
Total accounts receivable	726,946	714,315
whereof 1–30 days overdue	88,920	115,453
whereof 31–60 days overdue	32,317	33,012
whereof more than 60 days overdue	53,079	60,106

**Group****Loss allowance**

SEK thousands	12-31-24	12-31-23
Opening balance	5,579	2,689
Translation differences	365	–29
Loss allowance for the year	5,110	3,656
Reversal of previous loss allowance	–949	–526
Confirmed losses	–912	–211
<b>Closing balance</b>	<b>9,192</b>	<b>5,579</b>

**Cash and cash equivalents**

Cash and cash equivalents consist of bank balances, and short-term investments in accordance with the decided financial policy.

**Financial liabilities****Financial liabilities valued at amortized cost**

Financial liabilities held during the year are measured at the amortized cost using the effective interest rate method. At year-end 2024 the financial liabilities consisted of accounts payable and non-current liabilities.

Accounts payable are deemed reasonably approximate to their fair value. All accounts payable fall due within 12 months, of which most are due within a month, which is why they are not discounted to present value.



### Financial liabilities at fair value through profit or loss

BTS only has contingent purchase consideration attributable to business combinations that are measured at fair value through profit or loss.

### Calculation of fair value

When the fair value of an asset or liability is to be determined, the Group uses observable data to the greatest extent possible. Fair values are categorized at different levels in a fair value hierarchy based on input data used in the valuation technique as follows:

*Level 1:* According to prices quoted in an active market for identical instruments.

*Level 2:* Based on directly or indirectly observable market data which is not included in Level 1.

*Level 3:* Based on input data which are not observable in the market.

The fair value corresponds to the carrying amount, with the exception of the bond loan. The following summarizes the methods and assumptions that were mainly used to determine the fair value of the Group's financial instruments.

### Conditional additional purchase prices

Contingent consideration is valued at market value according to Level 3, i.e. fair value based on input data which is not observable in the market. The calculation of contingent consideration depends on the parameters in each agreement. These parameters are mainly linked to expected results for the acquired companies over the next three years. An increase in the expected results means a higher liability for contingent consideration. However, there is usually a ceiling for each conditional purchase price that limits how large the debt can be. The maximum payment for contingent consideration was 304,345 (581,447) at the balance sheet date. The Group's reported acquisition-related liabilities only includes provisions for conditional additional purchases. Reported items regarding conditional additional purchases (Level 3) are reported as Non-current and Current acquisition-related liabilities in the Consolidated balance sheet and are presented below. This year's reversed provision of earn-out relates to the 2020 acquisition of *RLI* and the 2021 acquisition of *Netmind*. The reversal has been reported in the Group income statement and has positively impacted the net financial items by 195,677. The reversal has no further impact on the 2024 Group income statement or the Group balance sheet at December 31, 2024.

SEK thousands	12-31-24	12-31-23
Opening balance	419,658	291,609
Paid price	-73,138	-18,935
Translation differences	28,272	-3,273
Additional consideration	29,865	178,598
Reversed provision of earn-out	-195,677	-28,342
<b>Closing balance</b>	<b>208,980</b>	<b>419,658</b>

### Foreign exchange risk

The Group is exposed to foreign exchange risks associated with the translation of foreign subsidiaries, which influences profit and equity in the Group. The currencies with the greatest influence are USD, EUR, and GBP. Transaction exposure is limited because revenues and expenses are primarily denominated in the same currency in each market. BTS does not normally hedge its foreign exchange exposure. The sensitivity analysis below shows the effects on operating profits based on BTS's 2024 income statement and should be viewed only as an indication of currency impact.

SEK thousands	Percentage change	Change in profit		Change in equity	
		2024	2023	2024	2023
SEK/USD	+/-10%	17,576	18,539	72,694	67,090
SEK/EUR	+/-10%	4,036	7,087	10,935	10,136
SEK/GBP	+/-10%	4,745	407	15,679	11,728

### Credit risk

Credit risk refers to the possibility that companies may not be fully paid for their accounts receivable from clients. BTS only accepts creditworthy counterparties in financial transactions, with limits determined individually per customer. Creditworthiness is determined through customary credit checks with satisfactory outcomes.

The intention is for credit limits to reflect the solvency of each customer. BTS maintains sufficiently diversified risk. BTS's accounts receivable and sales are spread among a large number of companies operating in a variety of sectors.

The maximum credit risk exposure on accounts receivable at year-end was 726,946 (714,315). Fair value agrees with book value.

### Liquidity risk and interest rate risk

Cash and cash equivalents consist exclusively of bank balances. BTS manages liquidity risk by maintaining sufficient cash and cash equivalents including unutilized portions of the approved overdraft facility. Interest rates on the Group's financial assets and liabilities are usually fixed for short periods. Interest rate risk refers to changes in the market interest rate that could negatively impact BTS's results

	Percentage change in market interest rate	Change in interest expense, SEK thousands, 2024
Interest bearing liabilities	+/-10%	-2,551

BTS's policy allows borrowing with the Board's approval. Any surplus cash in subsidiaries should primarily be used to repay loans. Interest risk related to interest income is limited to the fluctuating return on cash and cash equivalents invested at variable rates.

### Group

SEK thousands	12-31-24	12-31-23
Cash and cash equivalents	703,332	532,315
Unutilized portion of bank overdraft facility	48,439	50,233
<b>Cash and cash equivalents available</b>	<b>751,772</b>	<b>582,548</b>

### Capital risk

BTS's goal for its capital structure is to safeguard the Group's ability to continue to expand its operations so that they continue to generate a return for shareholders and benefit other stakeholders, while at the same time keeping the cost of capital at a reasonable level.

To maintain or change the capital structure, dividends can be increased or decreased, shares can be issued or repurchased, and assets can be acquired or divested.

BTS's financial objective – and a measure of its capital risk – is to maintain an equity ratio of at least 50 percent over extended periods. At year-end, the Group's equity ratio was 49 percent (44).

### Reconciliation net debt/net cash

SEK thousands	12-31-24	12-31-23
Cash and cash equivalents	703,332	532,315
Non-current loans	-202,500	-57,753
Current loans	-218,453	-244,577
<b>Net cash</b>	<b>282,379</b>	<b>229,986</b>

**Change in net debt/net cash**

SEK thousands	Cash and cash equivalents	Current loans	Non-current loans	Net
Opening balance 01-01-24	532,315	244,577	57,753	229,986
Translation differences	24,842	–	–	24,842
Cash flow	146,176	–26,123	144,747	27,552
Closing balance 12-31-24	703,332	218,453	202,500	282,379

SEK thousands	Cash and cash equivalents	Current loans	Non-current loans	Net
Opening balance 01-01-23	577,061	142,906	77,753	356,403
Translation differences	–20,623	–	–	–20,623
Cash flow	–24,123	94,140	–20,000	–98,263
Not affecting cash flow	–	7,531	–	–7,531
Closing balance 12-31-23	532,315	244,577	57,753	229,986

Leases are not included in the Group's definition of net debt/net cash. Total lease liabilities as of December 31, 2024 amounted to 168,286 (147,180).

**Change lease liabilities**

SEK thousands	2024	2023
Opening balance	147,180	140,342
Not affecting cash flow	67,447	63,431
Cash flow	–59,370	–53,863
Translation differences	13,029	–2,729
Closing balance	168,286	147,180

Total liabilities to credit institutions amounted to 420,953 (302,329) as of December 31, 2024. For the majority of these liabilities, the Group has undertaken to meet certain financial covenants, which are measured and reported on a quarterly basis. The primary covenant requires that the ratio of EBITDA to net debt meets agreed thresholds. As of December 31, 2024, all financial commitments were fulfilled.

**Liabilities to credit institutions**

SEK thousands	12-31-24	12-31-23
Non-current liabilities	202,500	57,753
Current liabilities	218,453	244,577
Total	420,953	302,329

**Maturity analyses for liabilities to credit institutions**

SEK thousands	12-31-24
2024	218,453
2025	–
2026	–
2027	–
2028	–
2029	202,500
Total	420,953

**NOTE 21 | Non-current liabilities**

Non-current liabilities refer to interest-bearing loans from credit institutions which will be repaid as follows. The amounts include the agreed interest rate.

**Group**

SEK thousands	12-31-24
2026	9,825
2027	9,825
2028	9,825
2029	206,382
Total	235,858

**Parent company**

SEK thousands	12-31-24
2026	9,825
2027	9,825
2028	9,825
2029	206,382
Total	235,858

**NOTE 22 | Bank overdraft facility****Group**

SEK thousands	12-31-24	12-31-23
Approved credit limit	245,744	242,531
Unutilized portion	–48,440	–50,233
Credit utilized	197,305	192,298

**Parent company**

SEK thousands	12-31-24	12-31-23
Approved credit limit	200,000	225,000
Unutilized portion	–2,695	–32,702
Credit utilized	197,305	192,298

**NOTE 23 | Accrued expenses and prepaid income****Group**

SEK thousands	12-31-24	12-31-23
Accrued salaries and other compensation incl. social security contributions	298,439	252,015
Accrued income (current contract assets attributable to consulting services)	302,799	249,432
Other accrued expenses	80,040	49,519
Total	681,278	550,966

**Parent company**

SEK thousands	12-31-24	12-31-23
Other items	106	562

**NOTE 24 | Business acquisitions****Acquisitions for the year**

On June 20, 2024, BTS acquired the business of *Wonderway GmbH* (*Wonderway*), as previously communicated in a press release on the same date. The acquisition encompasses the business, operations, and assets, notably the intellectual property and technologies.

*Wonderway* is a early-stage startup specializing in AI-powered sales performance SaaS products headquartered in Berlin, Germany. *Wonderway's* cutting-edge sales AI tool, broader proprietary technology, and strong team of experts in both AI and sales performance, strengthens BTS's ability to deliver ongoing behavior change at scale for the clients.

On July 30, 2024, BTS acquired the business of *Seasia Leadavation Company Ltd (SEAC)*, based in Bangkok, Thailand,

as previously communicated in a press release on the same date. The acquisition encompasses all operations, including employees, technology, intellectual property, customer relations, brands and equipment.

SEAC is a leading leadership and talent development company, delivering impactful leadership and talent development solutions through their proprietary and innovative learning processes and technology platforms. With SEAC's client portfolio of both local and global companies operating in the region, and with only a limited overlap with BTS, the acquisition of SEAC significantly enhances BTS's position in Thailand and strengthens its market presence in Southeast Asia.

#### Purchase price allocation

The acquisition calculations, determined as of the acquisition date and translated at the exchange rate on the balance sheet date, December 31, 2024:

#### Group

SEK thousands	Wonderway	SEAC	Total
Intangible assets	20,037	19,778	39,815
Tangible assets	–	593	593
Receivables	–	3,791	3,791
Current liabilities	–2,639	–14,351	–16,990
Non-current liabilities	–4,809	–	–4,809
<b>Identifiable assets</b>	<b>12,589</b>	<b>9,812</b>	<b>22,401</b>
Goodwill	35,876	60,324	96,200
<b>Total purchase price</b>	<b>48,465</b>	<b>70,136</b>	<b>118,601</b>
Provision for conditional consideration	–29,865	–	–29,865
<b>Purchase price paid in cash</b>	<b>18,600</b>	<b>70,136</b>	<b>88,736</b>

#### Allocation of acquired intangible assets

SEK thousands	Wonderway	SEAC	Total
Technology, products & software	17,153	5,842	22,995
Customer contracts	2,884	6,922	9,806
Brands	0	7,014	7,014
<b>Total</b>	<b>20,037</b>	<b>19,778</b>	<b>39,815</b>

Goodwill consists of expected future synergy effects in the form of an expanded product range and services. Alongside synergy effects, the addition of qualified employees and future profitability components are included in the goodwill item.

The acquisition of Wonderway includes a provision for a conditional consideration. This provision for conditional consideration is included in the balance sheet item *Acquisition-related non-current liabilities* at the amount of SEK 29,865 thousand. The purchase price can amount to anywhere between 0 and a maximum of SEK 48,243 thousand.

The acquisitions in 2024 contributed with SEK 35,997 thousand to the Group's net sales and SEK 2,625 thousand to the Group's profit after tax. If the acquisitions had been completed on January 1, 2024, they would have contributed approximately with SEK 87 million to the Group's net sales, and approximately SEK 11 million to the Group's profit after tax. No acquisition costs were capitalized but were instead expensed in their entirety. Expenses for completing the acquisitions are included in the Group's operating expenses for 2024 at the amount of SEK 3,898 thousand.

#### Group cashflow from business acquisitions

SEK thousands	2024	2023
Acquisitions of companies for the year		
Purchase price paid in cash	–88,736	–46,399
Deduction of cash and cash equivalents	–	–
Additional consideration, previous acquisitions	–70,182	–18,935
<b>Cash flow</b>	<b>–158,919</b>	<b>–65,334</b>

#### Provisions for conditional considerations

BTS's total provision for earn-out related to acquisitions are recognized at fair value and is included in the long- and short-term liabilities in the Group's balance sheet. The provisions of earn-out for acquisitions are performance-based and amounted SEK 208,980 thousand per December 31.

During 2024, previous provisions of earn-out related to *RLI*, acquired 2020, and *Netmind* acquired 2021, were reversed, positively impacting net financial items and, consequently, the result before and after tax, by SEK 195,677 thousand. During 2023, a provision of earn-out related to the earlier acquisition of *MTAC* was reversed, impacting the net financial items positively by SEK 28,342 thousand. The reversals had no further impact on the Group's income statement or the Group balance sheet per December 31, each respective year.

#### NOTE 25 | Pledged assets

##### Group

SEK thousands	12-31-24	12-31-23
Assets pledged for debts to credit institutions		
Company mortgages	10,000	10,000

#### NOTE 26 | Contingent liabilities on behalf of Group companies

##### Parent company

SEK thousands	12-31-24	12-31-23
Guarantee commitments on behalf of subsidiaries	35,744	5,648

#### NOTE 27 | Events after the close of the fiscal year

To further strengthen its coaching offerings, BTS signed an agreement in March 2025 regarding the acquisition of *Sounding Board Inc. (Sounding Board)* in the U.S. Details regarding the acquisition were communicated in a press release on March 3, 2025. Work on the purchase price allocation has begun, but since the acquisition took place in March 2025, the initial accounting of the business was incomplete at the time the Annual report was approved for issue. This is because complete financial accounts for *Sounding Board* have not yet been prepared, and it is therefore not yet possible to determine the net assets or consolidated surplus values.

The net sales of *Sounding Board* in 2024 amounted to approximately USD 7 millions.

The Board of Directors and Chief Executive Officer affirm that the consolidated financial statements were prepared in accordance with *International Financial Reporting Standards (IFRS)* and that the Annual report was prepared in accordance with generally accepted accounting principles in Sweden. The Annual report and consolidated financial statements, respectively, provide a true and fair view of the Parent company's and the Group's financial positions and earnings.

The management report for the Parent company and the Group provides a fair review of developments in the Parent company's and the Group's operations, financial position, and earnings, and describes the material risks and uncertainties facing the Parent company and the companies that are part of the Group.

The undersigned hereby also submit the BTS Group's Sustainability and Corporate governance report for 2024.

The consolidated income statement and balance sheet, as well as the Parent company's income statement and balance sheet, will be submitted for adoption to the Annual General Meeting of May 16, 2025.

Stockholm, Sweden, April 24, 2025

Henrik Ekelund  
Chairman of the Board

Jessica Skon  
Chief Executive Officer

Reinhold Geijer  
Member of the Board

Mariana Burenstam Linder  
Member of the Board

Anna Söderblom  
Member of the Board

Stefan Gardefjord  
Member of the Board

Our audit report was submitted on April 25, 2025  
*Ernst & Young AB*

Andreas Nyberg Selvring  
Authorized Public Accountant

# Auditor's report

Unofficial translation

To the General Meeting of the shareholders of BTS Group AB (publ),  
corporate identity number 556566-7119

## Report on the annual accounts and consolidated accounts

### Opinions

We have audited the annual accounts and consolidated accounts of BTS Group AB (publ) for the year 2024. The annual accounts and consolidated accounts of the company are included on pages 17–49 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 2024 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 2024 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. Management 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.

Our opinions in this report on the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's audit committee in accordance with the Audit Regulation (537/2014) Article 11.

### 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. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

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

### Other information

The audit of the Annual Report for 2023 has been carried out by another auditor who submitted an auditor's report dated 12 April 2024 with unqualified statements in the Report on the Annual Report.

### 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, however we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

## Revenues

### Description of the key audit matter

As can be seen from Note 2 *Significant accounting policies* under the heading "Revenues/Assignments in progress" on page 30 and from Note 10, BTS has mainly four revenue streams: Programs, Customizations, Licenses, and Other Revenue.

BTS's revenue is mainly generated through projects that are based on customer agreements and can last for a shorter or longer period of time. Revenues are usually set at a fixed price and depend on management's assessment of how far each project has progressed at the time of the financial statements. The Group's balance sheet includes accrued income of SEK 239 million and deferred income of SEK 681 million.

Program revenues amount to SEK 1,876 million, represent 67% of total net sales and account for the majority of the Group's gross profit. The program revenues consist of training services and the revenues are recognized immediately after implementation.

Customization revenues amounted to SEK 582 million and represent 21% of total net sales. Calculation of contract revenues is decentralized in the organization and a number of variables need to be taken into account to ensure that the transaction has taken place and been booked in the correct period. Revenue is reported over time.

We have assessed the reporting of Programs and Customizations as a particularly important area in our audit based on the size of revenues in relation to other income items and the volume of transactions. In addition, the assessment of the completion rate for fixed-price projects that are reported over time.

### How our audit addressed this key audit matter

We have conducted a review of the Group's principles for recognition of revenues to verify compliance with IFRS. In our audit, we have gained an understanding of and mapped the transaction flow for contract revenues and evaluated BTS's controls to manage the risk of errors in accounting.

We have performed analytical substance review of reported contract revenues broken down into different customer agreements and geographic markets. We have also verified that these have been priced in accordance with applicable agreements with customers for a selection of individual revenue transactions, verified revenue through reconciliation against documentation and reviewed that revenue has been recognized in the period in which BTS fulfilled its commitments. Selections have been made of projects against agreements, internal delivery certificates that prove the degree of completion, invoices and payments. Furthermore, we have also reviewed a selection of project fees in the accounting against customer agreements and model for revenue recognition, and that the company's model is in accordance with current accounting standards. To verify the reasonableness of the company's model for calculating the completion rate and whether shorter assignments are invoiced in a timely manner, we performed a trend analysis of the distribution of revenue over the year to detect peaks or troughs in the revenue stream over the year. In addition, a review has been conducted with project managers for a selection of projects to assess the most significant estimates and challenged the assessments regarding the degree of completion.

We have reviewed the additional information provided in the annual report.

## Goodwill and shares in subsidiaries

### Description of the key audit matter

The Group's balance sheet includes goodwill of total SEK 1,272 million, which corresponds to 38% of the balance sheet total as of December 31, 2024. Shares in Group companies amount to SEK 367 million in the parent company as of December 31, 2024.

Goodwill with indefinite useful life is subject to annual impairment test.

BTS examines at least annually, and in the event of an indication of a decline in value, that the carrying values do not exceed the recoverable value of the assets. Shares in Group companies are assessed on an ongoing basis during the year if there are indications of a decline in value and, if this is the case, the recoverable value of the asset is calculated. The recoverable values of goodwill and participations in Group companies are determined by a present value calculation of future cash flows per cash-generating unit and are based on the expected outcome of a number of factors based on management's business plans and forecasts.

Estimates of recoverable values are based on management's assumptions such as future cash flows, growth, discount rate and investment needs. We have therefore assessed that the valuation of goodwill and participations in Group companies is a particularly important area in the audit.

A description of BTS's goodwill and impairment test can be found in Note 2 *Significant accounting policies* in the section "Goodwill" on page 31 and the section "Impairment tests on goodwill and intangible assets with indefinite useful life" section on page 33 and in Note 8. A description of participations in Group companies is set out in Note 2 in the section "Parent Company's accounting policies" on page 33 and in Note 15.

### How our audit addressed this key audit matter

In our audit, we have evaluated and tested management's process for establishing impairment tests for goodwill and participations in Group companies and how cash-generating entities are identified. With the support of our valuation specialists, we have reviewed the company's model and method for conducting impairment tests for goodwill and participations in Group companies and evaluated the plausibility of assumptions such as discount rates and applied long-term growth by using data for companies in comparable industries. We have conducted sensitivity analyses of key assumptions in the company's calculation of discounted future cash flow and evaluated the accuracy of previous forecasts and assumptions.

We have reviewed the additional information provided in the annual report.



### 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 1–16 and 55–96. 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 consider 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.

The Audit Committee shall, without prejudice to the Board of Director's responsibilities and tasks in general, among other things oversee the company's financial reporting process.

### 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 consid-

ered 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 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, actions taken to eliminate threats or related safeguards applied.

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.

## **Report on other legal and regulatory requirements**

### **Report on the audit of the administration and the proposed appropriations of the company's profit or loss**

#### *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 BTS Group AB (publ) for the year 2024 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 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 BTS Group AB for the financial year 2024.

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

In our opinion, the Esef report 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 BTS Group AB 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 examination involves obtaining evidence, through various procedures, that the Esef report has been prepared in a format that enables uniform electronic reporting of the annual and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design audit procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the Esef report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the Esef report has been prepared in a valid XHTML format and a reconciliation of the Esef report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the Esef report have been marked with iXBRL in accordance with what follows from the Esef regulation.

Ernst & Young AB with responsible auditor Andreas Nyberg Selvring, was appointed auditor of BTS Group AB by the general meeting of the shareholders on May 3, 2024 and has been the company's auditor since May 3, 2024.

Stockholm, April 25, 2025  
*Ernst & Young AB*

Andreas Nyberg Selvring  
Authorized public accountant

# Sustainability report

## BTS prepares for the requirements of the EU's sustainability directive

### Basis for preparation and accounting principles

The BTS Sustainability Report has been prepared in accordance with the provisions of the *Annual Accounts Act (ÅRL)*, Chapters 6 and 7, and the wording applied before July 1, 2024, and covers the entire BTS Group. BTS's Board of Directors is responsible for the Sustainability report.

Our perspective on sustainability is holistic, encompasses environmental, social, and business perspectives, with the UN's Agenda 2030 as a guiding framework. Based on these perspectives, BTS has established a sustainability focus with relevant goals and activities where we can exert influence and contribute effectively.

The industry-standard term ESG stands for "Environmental, Social, Governance", representing the three key criteria: environmental, social responsibility, and corporate governance – which are used to assess a company's sustainability performance. Our ESG target and our sustainability activities are recurring topics on the Board's agenda and are regularly reviewed by company management and the Sustainability Manager.

### In 2024, we have:

- Completed the Group's reporting in accordance with the EU's *Corporate Sustainability Reporting Directive (CSRD)*.
- Implemented two important support systems; *Cleerit* for analysis and documentation, *Zero Mission* for collection, and reporting of sustainability data.
- Completed the first steps of a CSRD gap analysis and worked on a *Double materiality analysis*, which will be finalized in the spring of 2025.
- Launched an anti-corruption training program for all employees.
- Conducted the annual IT and data security training for all employees.
- Continued to educate and engage employees in discussions about diversity and inclusion, highlighting their contribution to employee well-being and our unique corporate culture.
- Continuously measured and monitored the company's overall sustainability goals.
- Initiated the process of setting long-term carbon dioxide emission targets and applied to the *Science Based Targets initiative (SBTi)* for validation of our 2030 targets for Scope 2 and Scope 3 emissions, as well as our *Net Zero* goal for 2050. *SBTi* supports organizations and companies in setting science-based climate goals.
- Ensured continued ISO27001 certification, guaranteeing data security and proper management of employees and information.
- Received a higher ESG score at *EcoVadis* again: 54 (49).
- Received the *Nasdaq ESG Transparency Partner award* again.



Our business model and strategy

BTS's vision

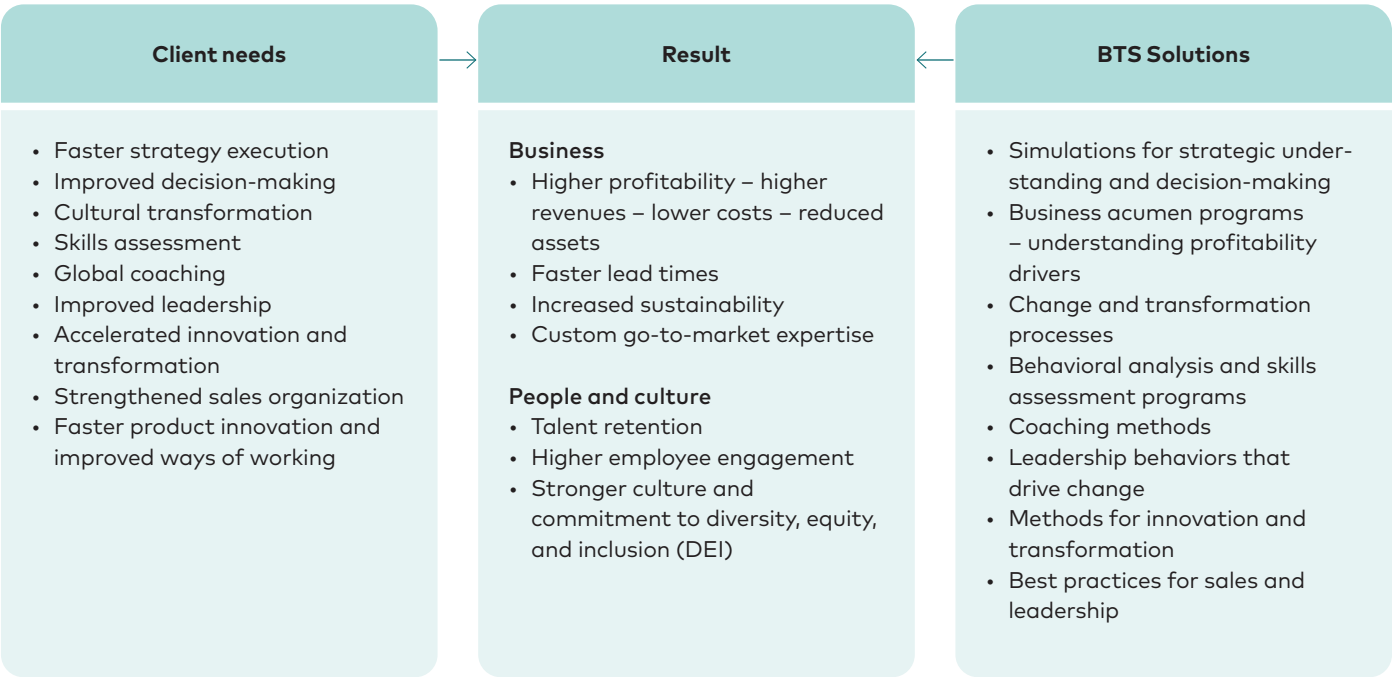
Global leadership in transforming strategy into action.

Our business model is based on the principle that strategic success depends on the willingness and ability of individuals to implement the strategy

BTS is a global service company that supports clients' strategy implementation and culture change, focusing on the employees' ability to lead and deliver on the change that the company

management aims to achieve. BTS develops leaders at all levels to improve leadership and decision-making; transforms decisions into action and delivers expected results through consensus, changing attitudes and developing skills.

For almost 40 years, we have created engaging and impactful training programs that have had a profound impact on our clients' employees, both personally and professionally. We inspire new ways of thinking and help leaders and employees strengthen the critical behaviors and skills companies need to adapt faster and drive better results.



Our organization is global with strong local roots to meet our clients' unique needs

BTS was founded in 1986, headquartered in Stockholm and is listed on Nasdaq Stockholm. The company has 1,172 employees in 38 offices across all continents.

Our clients operate mainly in nine industries: IT, financial services, manufacturing, professional services, pharmaceuticals & biotechnology, the grocery industry (also known as *Fast Moving Consumer Goods – FMCG*), energy, telecom and trade & distribution. This industry diversity places high demands on our employees when delivering training programs; requiring them to have, or quickly develop, an understanding of an industry's development and of a client's specific business culture.

## BTS value chain and stakeholders

Below is a presentation of our overall value chain based on the company's clients and their unique needs.



We strive to meet the expectations of all stakeholders

BTS's stakeholders place different demands on the business and we work continuously to ensure that their expectations are met. We also evaluate the extent to which our relationship can affect the environment and climate. This analysis will be part of the 2025 *Double materiality analysis*.

Examples of our stakeholders in the value chain:





### Our overall goal for sustainability work is to contribute to the UN's climate goals for 2030 and 2050

BTS is committed to actively supporting the *UN's Agenda for 2030 and 2050*, with a particular focus on creating a positive climate impact, upholding strong social responsibility, fostering an equal and growth-oriented workplace, and maintaining a high level of business ethics.

#### Environment

- Reducing the company's carbon emissions by 50 percent by 2030, using 2019 as the baseline year, in line with the Scope 2 and Scope 3 targets set by the company.

#### Social

- BTS aims to be an inclusive workplace with gender parity among employees (50 percent women, 50 percent men) and balanced leadership representation (40-60 percent women).
- BTS strives to be an attractive workplace: targeting a 90-percent or higher employee satisfaction rate.

#### Governance

- All employees must acknowledge BTS's Code of Business Conduct and complete training in sustainability and anti-corruption.

### BTS has designed its sustainable business strategy based on the UN's Agenda 2030

- Goals and action plans to reduce our climate impact in our offices and through travel.
- Processes ensuring high-quality training in which BTS and clients jointly consider the environment and climate.
- Commitment to social responsibility for a stronger society.
- A positive, sustainable, and equal workplace, providing the best conditions for personal development.
- Strong business ethics and responsible operations to foster a sustainable business culture that also inspires change among our clients and suppliers.
- Support for clients in implementing and measuring the results of strategy shifts and cultural changes, where sustainability is increasingly prioritized.

*EcoVadis* is a global player that provides sustainability ratings and assessments. A measurable sub-goal to externally validate our progress toward our overall and strategic goal is to achieve at least 50 points on a 100-point scale in the *EcoVadis* scorecard. In 2024, BTS scored 54 points.

#### EcoVadis score

2020	45
2021	51
2022	53
2023	49
2024	54

### BTS has identified seven of the UN's 17 Sustainable Development Goals where the company can make the greatest impact

<b>4</b> QUALITY EDUCATION 	<b>5</b> GENDER EQUALITY 	<b>8</b> DECENT WORK AND ECONOMIC GROWTH 	<b>10</b> REDUCED INEQUALITIES 	<b>11</b> SUSTAINABLE CITIES AND COMMUNITIES 	<b>13</b> CLIMATE ACTION 	<b>17</b> PARTNERSHIPS FOR THE GOALS 
Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all	Achieve gender equality and empower all women and girls	Promote sustained, inclusive, and sustainable economic growth, full and productive employment and decent work for all	Reduce inequality within and among countries	Make cities and human settlements inclusive, safe, resilient, and sustainable	Take urgent action to combat climate change and its impacts	Strengthen the means of implementation and revitalize the global partnership for sustainable development



## The business strategy is linked to the development of a sustainable business

Below is a presentation of the positive and negative impact our operations have on the environment and climate, based on our resources and business model.



### Input

#### Employees

- BTS's own research on leadership behaviors
- Business meetings with clients
- Client interviews

#### Suppliers

- Purchase technical equipment
- Purchase of system services
- Purchase of paper and office supplies
- Utilization of different means of transport for meetings with clients

#### Negative impact

- Air travel for internal and external meetings
- Quality issues with system suppliers

#### Positive impact

- Prioritizing virtual meetings over physical ones, whenever possible
- Exclusively using certified system suppliers with high-security services



### Business

#### Activity

- Customizing and developing training solutions with clients including workshops, educational business and leadership simulations, and educational materials
- Conducting workshops and conferences with clients, either virtually or on-site
- Following up and measuring the results of executed programs

#### Negative impact

- Air travel to client-specified locations for program delivery
- In-person meetings requiring rented computers
- High-energy consumption for data storage of digital applications
- Ongoing use of paper for training materials

#### Positive impact

- Collaborating with clients to increase the proportion of virtual meetings over physical meetings whenever possible
- Using global cloud service providers with more energy-efficient data storage
- Minimizing paper-based materials in favor of digital materials

"Making strategy personal means aligning people with our clients' direction, shifting mindsets, and building critical capabilities. This applies across all industries and is more important than ever in today's constantly evolving world. As sustainability demands grow, we are adapting our services by developing blended solutions – combining virtual and in-person experiences. BTS's solutions are designed to be both impactful and flexible, meeting our clients' expectations while also reducing environmental impact."

Stefan Hellberg, Executive Vice President,  
Global Head of Sustainability, BTS Group AB (publ)

## Material sustainability to be analyzed and finalized in 2025

### The materiality process

A significant part of our sustainability work consists of evaluating various factors where the company has an impact in the areas of environment, social responsibility and corporate governance. Through this evaluation, we can understand which areas are essential for us and our partners, as well as how the company can prioritize and manage different types of risks. The following six areas have been identified as priorities for delivering on the goals that the company has set for profitability and sustainability:

- Managing the company's own travel emissions
- Minimizing the company's energy consumption
- Reducing clients' climate impact through our sustainability leadership programs
- Being and acting as a responsible employer
- Ensuring high data security
- Making conscious and responsible purchases

### Materiality impact in the value chain

Our analysis and risk impact cover the entire value chain, considering different aspects and impacts at different phases where we believe we can make a difference. As the business is conducted from offices, homes, or conference hotels for training program delivery (as requested by clients), our influence and control mainly concern air travel, commuting, energy use in the office, and staff management. This will be specified in a section on *Double materiality analysis* in the 2025 Annual Report.

The company is aware that human rights violations may exist among its suppliers. Due to limited transparency from our major suppliers on this important issue and the resulting limited opportunities to directly influence them, management has chosen to focus on factors where the company has a greater ability to make an impact.

### Sustainability governance

The Board of Directors oversees sustainability work and acts as a strategic advisor, while the management team is responsible for the day-to-day operations and implementation of the Board's decisions.

#### *The role and responsibilities of the Board of Directors*

BTS has five Board members; three men and two women. The Board of Directors is responsible for setting the organization's long-term sustainability strategy and goals. It shall ensure that the organization follows its vision and mission and that material impact, risk, and opportunity-related issues are handled in accordance with the strategy.

The Board oversees the Global Leadership Team's work on sustainability and is responsible for ensuring that the organization follows applicable laws, regulations, and guidelines regarding sustainability. The Board is also responsible for identifying and managing potential risks that could impact the organization.

#### *Risk management and internal control*

The company's risk management is evaluated by the Board's Audit Committee. This includes ensuring that guidelines and policies support a sustainable organization and that they are properly implemented.

The committee's role includes ensuring that the company's risks are evaluated and managed. The committee ensures that the Board receives the necessary expertise on risk-related new laws and regulations under the *Corporate Sustainability Reporting Directive (CSRD)*. All sustainability aspects are analyzed and implemented gradually across all BTS processes, as part of a prioritized and ongoing effort. The committee meets four times a year and consists of two Board members.

More information regarding internal control and a more detailed description of the Audit Committee's role can be found under the heading *Audit Committee* in the Corporate governance report on page 87.

#### *The roles and responsibilities of the BTS Global Leadership Team*

The Global Leadership Team consists of four people; two men and two women – the CEO, the deputy CEO/President of BTS Other markets, and the two Presidents of BTS North America and BTS Europe. The team is responsible for implementing the sustainability strategies and targets set by the Board of Directors. The team regularly reports sustainability-related challenges and opportunities to the Board's Audit Committee and the Board of Directors as a whole.

The company's Sustainability Manager reports directly to the CEO.



# Our commitment to a better environment and climate impact



## Governance for reduced climate impact

BTS is committed to understanding the environmental impact of its business operations and is taking action to reduce it. We continuously work to reduce our negative impact by reducing our emissions from electricity consumption in offices and air travel, maximizing reuse and recycling, and improving energy efficiency wherever feasible.

We also influence clients' sustainability efforts by supporting them in their ESG transition through training programs that help implement sustainable strategies and cultures.

## Sustainable strategy for the environment

BTS' sustainability strategy is to optimize energy consumption and use environmentally friendly products and services. The organization aims to become more energy efficient, which aligns with the expectations of clients and other stakeholders.

We follow the principles of efficient resource use (optimizing the use of non-renewable resources) and an approach focused on "eco-cycling" – recycling of consumables. However, recycling conditions may vary for significantly across the countries in which we operate due to differences in laws, regulations, and infrastructure. Our goal is to utilize local recycling opportunities whenever possible and thus contribute to positive environmental progress.

### Percentage of offices with recycling

2022	47%
2023	48%
2024	49%

Internally, we use video meetings and other technology to meet virtually, instead of traveling. Clients are also advised to hold leadership programs digitally whenever possible. In March 2020, during the Covid pandemic, virtual work became the norm for us as well as for many of our clients. This significantly reduced our carbon footprint and that of our clients for a period of time. Now, the norm is shifting toward a combination of virtual work and physical participation, leading to increased travel.

To support the global fight for decarbonization, the company has implemented a number of different initiatives:

### For our clients

- Offer virtual training via digital communication platforms to reduce the need for travel.
- Offer virtual self-learning through digital learning solutions.
- Offer digital communication platforms in physical programs and workshops, reducing the need for printed educational materials.

### Within BTS:

- Continue to use virtual meeting places to reduce travel.
- Invest in activities in collaboration with the *Rainforest Trust*, to protect rainforests and endangered species.

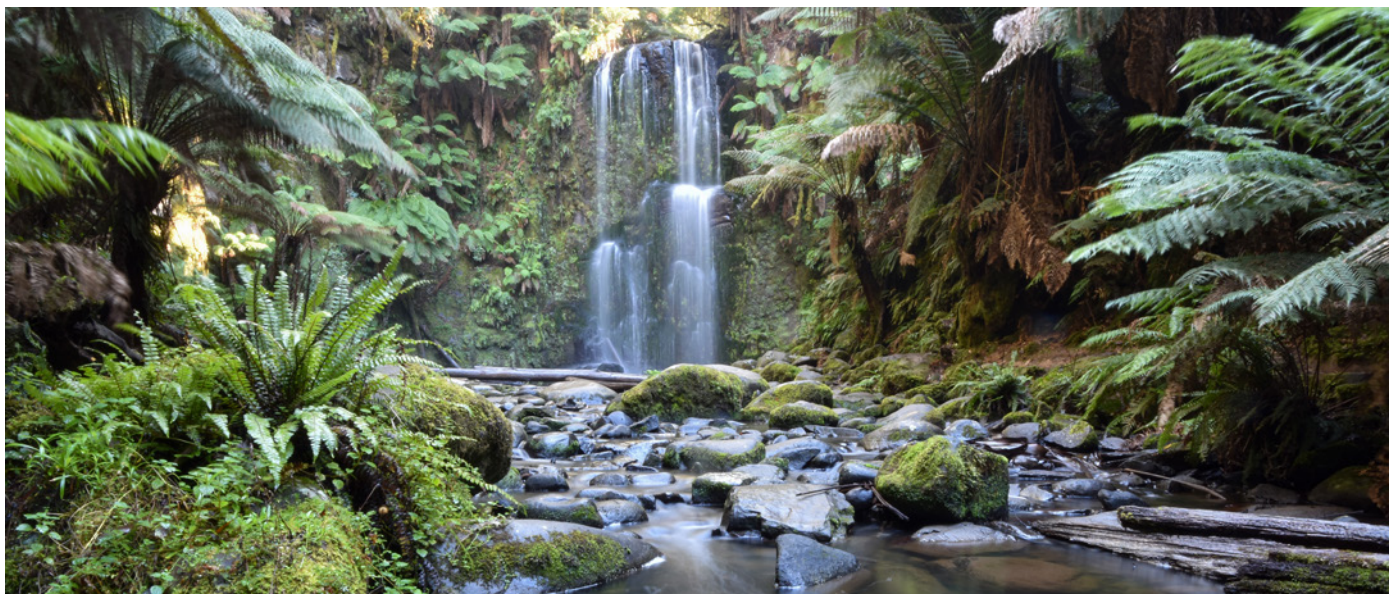
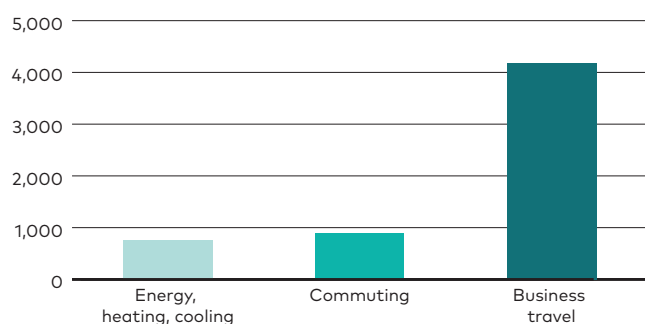
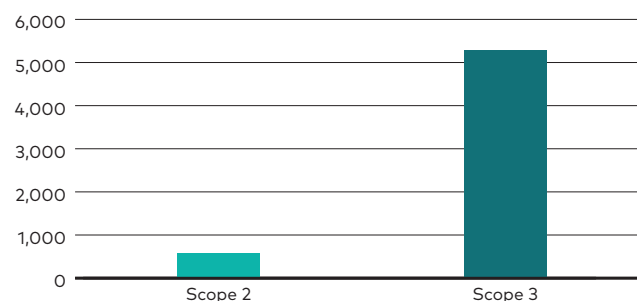
When clients request global training programs, we collaborate with them to decide whether the programs should be conducted virtually or in person, or as a hybrid. In addition, we assess which local consultants within our global organization can optimally lead the programs based on the training location. Two key factors guide our decision-making: program quality (our ability to meet the clients' needs) and sustainability (minimizing negative environmental impact).

## Continuous work to reduce our emissions

To measure, calculate and report greenhouse gas emissions, we use the *Greenhouse Gas Protocol (GHG)* method to assess climate impact potential. The approach is operational control, and in the company's data compilation, emissions are reported in metric tons of carbon dioxide equivalents (tCO<sub>2</sub>e), including various gases such as CH<sub>4</sub>, N<sub>2</sub>O, CO<sub>2</sub>, HFCs, PFCs, NF<sub>3</sub> and SF<sub>6</sub>. Reporting according to GHG is divided into three different parts:

- **Scope 1** covers *direct* emissions arising from sources owned or leased by the company, such as real estate and vehicles. As BTS does not own any real estate and leases only a few vehicles, no data has been reported or targets set for Scope 1 in 2024.
- **Scope 2** includes *indirect* emissions from purchased electricity, steam, heating and cooling. For BTS, purchased electricity and climate control for office premises are included. These emissions have increased during the financial year as the company has expanded its workforce, partly due to acquisitions, which have increased the number of offices. Scope 2 emissions totaled approximately 573 tCO<sub>2</sub> in 2024, corresponding to 12 percent of total emissions.
- **Scope 3** includes *other indirect* emissions that the organization can influence, such as purchases of materials (paper and plastic), fuel, energy-related activities, waste management, business travel by air, and commuting. BTS measures air travel, which has the greatest environmental impact, to monitor the company's emissions and identify opportunities for reduction. BTS's footprint from business-related air travel in 2024, combined with the energy impact of purchased electricity, had an estimated emission of 4,189 tCO<sub>2</sub>, representing 88 percent of total emissions. The increased Scope 3 emissions from 2023 to 2024 resulted from a doubling of demand for deliveries at various conference centers, leading to more flights. However, the 2024 emissions remained approximately 75 percent lower than in 2019 (pre-pandemic) when estimated emissions were 15,750 tCO<sub>2</sub>. This is despite the fact that the number of employees has increased by 45 percent since 2019.



Emissions tCO<sub>2</sub> per categoryEmissions tCO<sub>2</sub> per Scope

## Climate report

	Scope 2			Scope 3			Total	
	Total	tCO <sub>2</sub> per employee	Related electricity	Business travel (flights and commuting)	Total	tCO <sub>2</sub> per employee	Total	Total tCO <sub>2</sub> per employee
2019	480	0.62	550	15,750	16,300	20.9	16,780	21.5
2020	519	0.62	187	4,000	4,187	5.0	4,706	5.6
2021	610	0.57	170	3,200	3,370	3.1	3,980	3.7
2022	630	0.56	165	3,000	3,165	2.8	3,795	3.4
2023	640	0.56	120	2,101	2,221	1.9	2,861	2.5
2024	573	0.51	190	5,085	5,275	4.7	5,848	5.2

Another dimension of the GHG method is to calculate emission intensity. The purpose of the calculation is to evaluate the relationship between total emissions and the number of employees. As the company grows, total emissions may increase in line with the number of employees, affecting both electricity use and greenhouse gas emissions. BTS measures emission intensity per full-time equivalent. Total emissions were 5,848 tCO<sub>2</sub>, which equates to approximately 5.2 tCO<sub>2</sub> per employee.

Emissions tCO<sub>2</sub> per business unit

North America	2,995
India, Middle East, Africa	924
South Europe, Latin America	653
Asia Pacific	641
Europe	635
<b>BTS Group Total</b>	<b>5,848</b>

### Net Zero by 2050 and Science-based targets under application

During the year, we defined targets for environmental impact. An overall decision was made that BTS will achieve Net Zero – i.e. carbon neutrality – by 2050. Furthermore, we have decided that the company's goal will focus on a smaller footprint through greater efficiency in the use of the company's premises for lower energy consumption (Scope 2), and a reduction in business air travel (Scope 3).

The *Science Based Targets initiative (SBTi)* supports companies in setting science-based climate goals. An application has been submitted to *SBTi* for validation of our goals.

### We also support our clients in implementing sustainable strategies through various training initiatives

Part of our service offering consists of training programs that support our clients in their sustainability work. During the year, programs were implemented to support the execution of sustainability strategies and innovation processes, as well as cultural change for diversity and inclusion.

The programs expose clients' employees to real-world situations where they learn to make trade-offs between short- and long-term gains while considering environmental and safety impacts. Managers and employees gain a better understanding of the importance of developing long-term sustainable business operations.

### Environmental responsibility outside our area of operation: The importance of contributing to global sustainability by protecting rainforests from deforestation, as well as endangered species from extinction

The main reason we invest in rainforests is to enhance our social responsibility outside the company. The investments have become an important factor for both our employees and clients – demonstrating a commitment to a better world with visible and measurable results – a mission the company hopes will inspire other actors.

Since 2010, through donations to the *Rainforest Trust*, we have invested in protecting the planet's most endangered rainforests and animal species. The *Rainforest Trust's* mission is to protect the most endangered tropical rainforests in South America, Asia and Africa, thereby also saving endangered animal species.

### Taxonomy

We present the company's taxonomy in Appendix 1: *The EU Taxonomy Regulation*.

## Our social responsibility



### BTS has a global presence with diversity, equality, and inclusion

In all entrepreneurial efforts, it is the employees who create lasting value. Attracting, developing and retaining competent employees is a prerequisite for a company's ability to deliver strong results and succeed in the long term. This is especially important in a service company like BTS, where high-quality work and client relationships have a direct and positive correlation with client satisfaction and profitability. We continuously work to preserve and further develop our culture to ensure that we remain an attractive employer and thereby remains an important partner to our clients.

### Talent Management and Talent Pipeline are cornerstones of our business

Through effective talent management and sourcing, we can ensure that we have the right people in the right place at the right time, leading to success and increased competitiveness.



### Talent Management

Talent Management is a strategic discipline for BTS that encompasses all the processes and strategies needed to attract, develop, motivate and retain high-performing employees. In a consulting company, this means ensuring

that the company has the right skills to meet client needs and drive the company forward. Below are some of our key components of talent management:

Recruitment and selection

Onboarding

Competence development

Performance management

Career development

Succession planning

Retention

- 1. Recruitment and selection:** Identifying and attracting the best talent that fits our culture and requirements.
- 2. Onboarding:** Welcoming and integrating new employees into the company so that they quickly become productive and feel like part of the team.
- 3. Competence development:** Continuously educating and developing employees' skills and knowledge, through, for example, courses, workshops and mentoring.
- 4. Performance management:** Setting clear goals, providing regular feedback, and assessing employee performance to ensure they are achieving their goals. Performance reviews are conducted continuously throughout the year.
- 5. Career development:** Helping employees plan and develop their path forward at BTS, by offering various career paths and development opportunities.
- 6. Succession planning:** Identifying and developing future leaders within the company to ensure continuity and growth.
- 7. Retention:** Keeping talent and skilled employees by creating an attractive work environment, offering competitive salaries and benefits, and recognizing and rewarding employees' efforts.



### Talent Pipeline

Talent Pipeline is a proactive strategy to ensure that BTS has a steady supply of qualified candidates for future needs. This is especially important in a consulting

company where the need for specific skills can change quickly. Below are steps we take to build an effective Talent Pipeline:

Identification of our business needs

Talent pool development

Employer Branding

Relationship building

Continuous assessment

Collaboration with recruiters

- 1. Identification of our business needs:** Mapping the company's short- and long-term needs in terms of skills and talent.
- 2. Talent pool development:** Building networks and databases of potential candidates, even if they are not needed immediately. This can include former employees, candidates from previous recruitment processes, and people who have expressed interest in the company.
- 3. Employer branding:** Building the company's brand as an attractive employer to attract talent. This can include maintaining a social media presence, participating in career events, and offering internships.
- 4. Relationship building:** Keeping in touch with former employees and potential candidates, such as by continuously sharing updates on the company's development.
- 5. Continuous assessment:** Evaluating and regularly updating the Talent Pipeline to ensure that the included candidates are still relevant and available.
- 6. Collaboration with recruiters:** Working closely with internal and external recruiters to ensure that the Talent Pipeline is filled with qualified and interested candidates.





**Gender equality is an important prerequisite in our culture**  
For our long-term sustainability, gender balance is important and is therefore taken into account in talent management, as well as selection and hiring processes. The proportion of female employees has been higher than 50 percent since 2019, and in 2024 the proportion was 55 percent (the company's target is 50 percent). The pandemic led us to create opportunities to offer more flexible working conditions with fewer long trips, which helping to create a more even gender distribution in the organization.

**Gender distribution, average number of employees**

Year	Total	Women		Men	
	Number	Number	%	Number	%
2019	779	412	53%	368	47%
2020	843	440	52%	403	48%
2021	1,071	561	52%	509	48%
2022	1,129	606	54%	522	46%
2023	1,152	627	54%	524	45%
2024	1,131	630	56%	501	44%

In 2024, the positive trend continued, with more women in senior roles across the organization. The proportion of women on the Board of Directors was 40 percent and in the Global Leadership Team 50 percent.

**Percentage of women at senior levels**

2022	24%
2023	25%
2024	26%

**Equal treatment is fundamental and is maintained through education and leadership**  
BTS believes that it is fundamental for every employee, without discrimination, to have the same opportunities for personal development, job satisfaction and a clear understanding of their role in the company's operations. We offer a workplace that provides a safe and healthy environment built on equality, pluralism, and respect for the individual, in accordance with the following principles:

- All employees must be treated with dignity and respect.
- BTS does not tolerate discrimination or harassment based on gender, ethnicity, disability, nationality, religion, philosophical or political opinions, age, sexual orientation, family status, trade union activity, or any other factor.
- BTS stands for fair and inclusive practices throughout its operations and strives to completely eliminate bias, discrimination, bullying, and harassment.

Since 2022, we have implemented a more targeted and cohesive approach to diversity, equity, and inclusion (DEI). We have made conscious global efforts to ensure that our values in these areas are consistently upheld in both client engagement and internal culture. Internally, the company has reinforced this commitment through a cross-regional training program.

**Annual employee survey provides important feedback to management**  
In order to remain an attractive employer, our managers maintain a continuous dialogue with employees. Management conducts an annual employee engagement survey (*Business Practices Survey*) to analyze current employee perceptions,



views on the culture and workplace, and gather feedback on leadership. In addition, the employees are encouraged to provide suggestions for development opportunities and operational improvements.

Based on the data collected from the survey, local management teams develop action plans in collaboration with employees to ensure that we maintain a high degree of motivation and participation among the employees. When asked if employees enjoy working at BTS, 89 percent were positive, maintaining a consistently high level.

"I enjoy working at BTS" (ratings of 4 and 5 on a five-point scale); "I agree" or "I completely agree".

#### Percentage of employees that enjoy working at BTS

Year	Percentage
2020	90%
2021	90%
2022	91%
2023	89%
2024	89%

#### BTS is a member of the United Nations Global Compact on Human Rights

We follow the *United Nations* (UN) Universal Declaration of Human Rights and see no risk of violations within the company's operations. We comply with the labor laws that apply in each country where we operate. BTS is a member of the *UN Global Compact* and adheres to its principles regarding working conditions and business ethics.

We have clarified employee rights in a global Health and Safety Policy with the aim of ensuring that all employees receive the support they need in various workplace and personal situations. The policy serves as a guide to the company's management in different countries and is aligned with the laws and regulations that apply to each country and state where we operate. Areas covered include terms and conditions of employment, codes of conduct, reporting of deviations, employee development, support for better health, and guidelines for working both in the office and from home.

#### We prioritize personal health, privacy, and safety

One of the biggest risks in business today is employees pushing themselves too hard, which can lead to stress and exhaustion. Through our global and regional planning teams, as well as local leadership, this risk is mitigated through early action when patterns of consistently excessive working hours are observed among staff. Due to the nature of different client engagements, work-life balance can be affected as assignments may require travel, sometimes across regions. The new way of working, with an increased focus on virtual meetings and remote deliveries, has provided new opportunities for employees to be more flexible from where they work, which has generally improved work-life balance, thereby reducing the risk of stress.

In 2024, we continued our efforts to create a safe and secure workplace, and launched various initiatives and programs to support employee health – including stress management, physical activity and various forms of counseling. During the year, 1,004 working days (8,028 hours) of virtual personal health support were invested through the organization

*TaskHuman*, which offers coaching in mental balance, physical health, financial well-being, home and family, nutrition and personal development.

#### Personal development plans anchored in performance appraisals

BTS has clear personal development plans for all employees with a number of concrete competency steps; a plan for the company's consultants and a plan for operational and administrative staff. During the year, 20 percent of all employees advanced to the next career level.

Number of promoted employees	Number	%
2021	219	21%
2022	235	22%
2023	244	22%
2024	226	20%

In 2024, all our consultants were offered continuous training and reinforcement of various skills to successfully develop and deliver the company's programs and enhance participant experiences for clients.

A total of 22,922 hours were allocated to these programs, which were offered at local, regional, and global levels. This corresponded to approximately 20 hours per employee, including 4,937 hours across 35 different business and leadership development programs. Our advantage is that we can use many of our own leadership and change programs to develop our own employees.

During the year, an internal, global conference was held for senior consultants and operational leaders with 300 participants. The focus of the conference was:

- Strategic goals and priorities for executing the company's 2025 strategy.
- Managing clients' specific needs and business cultures.
- Engaging with global clients and expanding our offerings across various industries.

In addition, corresponding conferences were held at the regional level for all employees.

Employee training	Employee training hours in total	Training hours per employee
2020	55 638	66
2021	64,260	60
2022	46,289	41
2023	51,840	45
2024	52,450	46

For employees at senior levels, mandatory development programs are conducted annually for personal development and to deepen their understanding of our corporate culture. These programs are designed to ensure that leaders align with the company's values and that the culture continues to develop in a sustainable way. In addition to this, specific development initiatives have been implemented based on the requirements of specific job roles.

In a two-week onboarding program, new employees are introduced to BTS's vision, business model, and working methods in the company's various areas of expertise. The program provides new employees with a better understanding of the company's responsibility to clients, employees, and the environment. Senior managers lead these programs, allowing them and the new hires to engage in discussions and get to know each other. For employees at higher levels, a similar program is offered to strengthen their networking skills and leadership capabilities. In addition, a leadership handbook is provided that outlines key principles of effective leadership within the company.

#### **Our culture is rooted in our values**

Our core values are designed to maintain our unique culture of respect and trust, rooted in striving for excellence while being both high-performing and big-hearted.

These core values play an important role in the development of our leaders and employees. The core values are also used as a framework for evaluating annual results, managerial behaviors, and in performance reviews.

#### **Social commitment to sustainable communities**

##### **BTS actively contributes to a developing and sustainable world**

Since its founding in 1986, BTS's management has maintained the ambition to contribute to societal progress. We invest in people and communities around the world to improve opportunities for a better life. These investments enable various vulnerable groups to access education free of charge or at a greatly reduced price through our training solutions, which are delivered by our own employees or partner networks. BTS has unified these initiatives under a division called *BTS Spark*.

BTS Spark offers subsidized programs for microentrepreneurs, vulnerable audiences, students, and teachers. These programs are designed to empower educators and leaders in non-profit organizations by helping them increase the efficiency of their operations. The programs also include support for farmers to improve their soil management and adapt to climate change. Together, these efforts contribute to a more sustainable future for the world around us. Since its inception, 809,897 individuals have participated in these programs. As part of our commitment, we partner with several key stakeholders:

- *Educational organizations*: Developing school leaders and administrators.
- *Non-profit organizations*: Providing training programs that improve leadership.
- *Communities*: Supporting specific groups and improving quality of life for their members.
- *BTS clients*: Assisting clients' specific efforts for social responsibility (CSR) – strategy, innovation processes, diversity, and inclusive culture.
- *Banks' non-profit divisions*: Training small business entrepreneurs and issuing microloans.
- *CSR institute*: Supporting both female and male entrepreneurs in developing countries.

## **BTS Core Values**

P

#### **Positive spirit and fun**

- We believe that a "can-do" attitude and humor enhance a successful business.
- We believe in looking at problems openly and view them as opportunities.
- We strive to maintain a good spirit.

E

#### **Honesty and integrity**

- We believe in being loyal to those who are not present.
- We believe in giving and receiving feedback constructively.
- We believe in treating people as equals and in respecting others' differences.

O

#### **Opportunities based on merit**

- We reward and provide people with opportunities based on results and competences.
- We make decisions and evaluate ideas based on their facts and merits.
- We achieve success through hard and effective work.

P

#### **Putting the team first**

- We believe that BTS's success depends on teamwork, and if the team needs support, we do our very best to provide it.
- We believe in putting the team first in individual decisions and thinking of the individual in team decisions.

L

#### **Lasting value for clients and people**

- We strive to build long-term relationships with our clients to create a legacy for the client and his or her staff.
- We focus on driving results forward – in learning, improved behavior and business performance.
- We encourage the learning, development, and rewarding of BTS and its staff.
- We create our growth through our clients' success and our active business generation.

E

#### **Excellence through professionalism**

- We strive to deliver top quality solutions and services, within deadlines, to exceed client expectations.
- We balance clients' and BTS competences, best practices and methods, to achieve optimal results.

## BTS Spark drives our social responsibility globally

### Create conditions for leaders within education and non-profit organizations to achieve better results

#### BTS Spark

Leadership development and mental coaching as well as physical and digital training programs conducted by BTS's network of facilitators

#### Multipliers for Non-Profit Organizations

Both traditional (client-specific) and open leadership programs, conducted by BTS

### Education and support activities for entrepreneurs, underserved groups, communities, families, and students

#### BTS One for One for Entrepreneurship:

Business simulations for entrepreneurship and financial literacy, conducted by BTS's partners

#### BTS Sustainable Communities:

Supports the development of local communities' sustainability through educational programs delivered by BTS and Avo Vision

*Leaders in educational institutions and non-profit organizations*  
BTS Spark conducts leadership training and leadership coaching for non-profit school leaders and organizations at subsidized prices. In 2024, BTS Spark's coaches supported school leaders and non-profit organizations in the UK, USA, Canada, Australia, Singapore, China, Indonesia, Kenya, and South Africa. Clients included school districts, ministries of education, school networks, independent schools, universities, professional organizations, and global NGOs. In 2024, 2,103 leaders in schools, colleges and universities were coached through BTS Spark's program. Since its inception, the total number of leaders reached 23,754.

#### *Development of micro-entrepreneurs, students, teachers, and farmers*

BTS Spark's *One for One* initiative supports entrepreneurs, students, families, and farmers in developing countries. For every participant sponsored by a client in one of BTS's programs, BTS Spark provides a free or heavily subsidized training opportunity to a participant from a disadvantaged area.

In collaboration with BTS Spark, the *German Sparkassenstiftung for International Cooperation* (GSIC) has globally implemented four business simulations (*Savings Game*, *Micro Business Game*, *Farmers Business Game*, *Managing Climate*

*Resilience Business Game*), to strengthen financial literacy and entrepreneurial skills, and help businesses manage the impact of climate change on the business.

A total of 18,517 people (1,160 training sessions) participated in the *Savings Game*, the *Micro Business Game*, including farmers in the *Farmers Business Game*, and *Managing Climate Resilience Business Game*.

In total since 2010, BTS and GSIC have reached more than 211,305 participants globally.

#### *We support and train for sustainable communities*

Our main partner in this area is Avo Vision in South Africa, which is 49 percent owned by BTS. Through Avo Vision, we offer subsidized education for local communities and institutions, primarily in South Africa, with programs for entrepreneurs, families, students, immigrants, and other vulnerable groups. The programs focus specifically on housing issues, citizens' financial literacy, tree felling integrated with entrepreneurship, and water and energy supply – providing knowledge to help individuals make better decisions for an improved quality of life and a more sustainable society.

In 2024, Avo Vision reached a cumulative 574,838 participants, an increase of 53,588 participants during the year.



# Corporate governance for high business ethics

## Ethics and morals first

Sustainability and good business ethics have always been a prerequisite for BTS's growth and its ability to attract new employees and clients internationally. Our culture is characterized by a high work ethic and good business ethics, and they apply both internally and to all assignments we take on.

## BTS Code of Business Conduct

All employees have signed the *BTS Code of Business Conduct* and are personally responsible for applying these principles in their daily operations. Any violations of these principles must be reported. Non-compliance with these principles is not tolerated and is addressed at the corporate level rather than by local officials. During the year, one exceptional case was reported and successfully handled.

### Percentage of employees who signed the BTS Code of Business Conduct

2020	100%
2021	100%
2022	100%
2023	100%
2024	100%

## The risk of bribery and corruption is minimized through training, policy enforcement, and control in the business

Our operations are largely managed locally with continuous follow-up by regional management teams. BTS complies with the laws of the countries in which the company operates. Employees may not accept payment or receive other benefits from any third party that could affect, or be perceived as affecting, the objectivity of business decisions. Potential risks include partnerships that require the purchase of materials or services from specific suppliers, client expectations for compensation when participating in BTS client events, and benefits that may be offered when clients evaluate suppliers. These processes are monitored by local business management, who ensure that these risks are minimized.

The company's *Anti-corruption and bribery policy* shall ensure that all business relationships are conducted honestly and ethically. We have zero tolerance for bribery and corruption and will act fairly and with integrity in all our business relationships and transactions, regardless of where the company is located. BTS's policy applies to all individuals who work for us, regardless of their level or employment relationship. It also applies to anyone who performs services on behalf of BTS. During the first half of 2024, 75 percent of our employees completed virtual training on bribery and corruption, conducted by *KnowBe4*.

BTS has had no reported cases of corruption or other irregularities during the year.

### Number of cases of corruption or other irregularities

2020	0
2021	0
2022	0
2023	1
2024	0

## Encrypted whistleblower function with anonymity

BTS has a whistleblower policy and a secure external reporting function with anonymity for the reporter. The whistleblower system provides the company with a better opportunity to detect any business-unethical behavior within our operations. Any cases are handled by *Whitepaper Advisors (WA)*, an external and neutral party, and the name of the whistleblower is protected through encrypted communication, after which WA liaises with a committee at BTS. The reporting individual can track the case anonymously.

### Number of cases of whistleblowing

2020	0
2021	0
2022	0
2023	0
2024	0

## Guidelines for IT security

IT security is a priority area since our business relies on various data and training platforms, that handle varying levels of confidential documentation in client assignments. In addition, the company must protect its own intellectual property and systems from infringement. We have 15 different IT and security guidelines that regulate the management of equipment, behavior, and systems and applications. New employees are informed of and required to sign our guidelines as part of the onboarding program, and compliance is tested regularly through random checks, as well as via a training program on IT and data security provided by *KnowBe4*.

## Contracted consultants and suppliers are certified

In addition to our own employees, we use contracted consultants for leadership, sales training and coaching. These consultants are subject to the same requirements as BTS employees and must comply with the *BTS Contractor Code of Business Conduct*, which is tailored to their role as external partners.






To ensure the quality and professional development of contracted consultants, they are certified to deliver our solutions.

Our suppliers of systems, software and technical equipment are certified for data security, ensuring that they have systems and processes in place to prevent data breaches and safeguard our employees' data.

#### Number of contracted consultants per region

Europe	159
North America	257
Rest of the world	220
<b>Total</b>	<b>636</b>

## Goals and Key Performance Indicators (KPIs)

Focus area	KPIs	Target 2030	Outcome 2024	Outcome 2023	FN's SDG-goals (Sustainable Development Goals)
<b>Environment</b>  Measures for a cleaner environment and climate impact	Scope 3: Carbon impact of business travel (metric tons of CO <sub>2</sub> )	<8,567	3,696	3,032	 
	Scope 2: Carbon impact of office operations (metric tons of CO <sub>2</sub> )	400	690	640	
	Number of data centres	0	0	0	
	Number of racks connected to external data centers (6,000 kWh per month)	2	2	2	
	Absorption of carbon dioxide by protected rainforests (million metric tons CO <sub>2</sub> )		17.0	16.4	
<b>Social responsibility</b>  Equal and developing business culture and responsible entrepreneurship	Percentage of women in the company	45–55%	54%	54%	    
	Percentage of women in the Global Leadership Team	50%	50%	40%	
	Percentage of employees promoted	>15%	20%	20%	
	Percentage of employees with access to health support and support in stress management	100%	95%	95%	
	Number of micro-entrepreneurs and leaders who participated in BTS sponsored programs, cumulative	1,000,000	809,897	735,538	
	Percentage of employees who report enjoying working at BTS (Employee Survey)	>85%	89%	89%	
<b>Corporate governance</b>  Strong business ethics and responsible business for a sustainable culture  Ensured quality of subcontractors	Percentage of employees who have signed the <i>BTS Code of Business Conduct</i>	100%	100%	100%	  
	Percentage of contractors who have signed the <i>BTS Contractor Code of Business Conduct</i>	100%	80%	80%	
	Number of reported cases of corruption or other violations of the BTS Code of Business Conduct	0	0	1	
	Percentage of employees who have completed IT and data security training	100%	75%	100%	
	Percentage of IT providers certified by BTS	100%	100%	100%	

## APPENDIX 1 | The EU Taxonomy Regulation

Since the year 2021, BTS has been subject to the *EU Taxonomy Regulation*, aimed at showing the extent to which the company's operations are environmentally sustainable and meet the EU's six environmental objectives:

1. Climate change mitigation (code *CCM*).
2. Climate change adaptation (code *CCA*).
3. Sustainable use and protection of water and marine resources (code *WTR*).
4. Transition to a circular economy (code *CE*).
5. Pollution prevention and control (code *PPC*).
6. Protection and restoration of biodiversity and ecosystems (code *BIO*).

BTS falls under the taxonomy as the company is classified as a large group, has shares listed on a regulated market, and has an average of more than 500 employees.

### The EU taxonomy facts

The *EU Taxonomy Regulation* is a common classification system within the EU, to define environmentally sustainable investments and economic activities, and it includes environmental goals and rules. It is an important part of EU's action plan for more sustainable growth, and a prerequisite for investors and companies to be able to direct capital towards sustainable alternatives. 2022 is the base year for taxonomy alignment reporting, which means that no changes can be reported.

To meet the criteria of the taxonomy, the business:

1. Must substantially contribute to at least one of the six environmental objectives as defined in the regulation.
2. Does not significantly harm (DNSH) any of the other five environmental objectives, as defined in the regulation.
3. Must comply with minimum safeguards.

### BTS's taxonomy results 2024

The BTS share of the taxonomy eligible activities is identified based on materiality. For 2024, BTS reports according to the *Regulation (EU) 2020/852*, the percentage of turnover, capital expenditures (CapEx) and operating expenditures (OpEx) that are eligible for and aligned with the taxonomy.

*Regulation (EU) 2020/852* establishes the criteria for determining whether an economic activity qualifies as environmentally sustainable. Based on the analysis carried out, BTS considers the following economic activities to be eligible according to *EU Taxonomy Regulation: CCM 7.7 Acquisition and ownership of buildings*. BTS owns no buildings, but all BTS new or renegotiated right-of-use assets fall under the EU Taxonomy economic activity *CCM 7.7 Acquisition and ownership of buildings* under climate change mitigation delegated act and are therefore included in our taxonomy reporting for CapEx.

### Accounting principles

#### Turnover

Revenue under the taxonomy is the same as net sales per the Group's income statements, see page 20 in the *Annual report 2024*. Total turnover has been defined as the Group's *Net sales* in accordance with *IFRS 15*. The part of the revenues that is eligible according to the taxonomy for the type of services that BTS conducts is considered negligible. In the few exceptions where BTS uses its dedicated servers for a client to store digital learning solutions, these costs are not disclosed separately in the accounting. No turnover is therefore deemed to fall within the scope of the taxonomy during the 2024 fiscal year. For more information regarding net sales, see Note 10 *Segment reporting* in the *Annual report 2024*.

#### CapEx

According to the taxonomy, total CapEx covers the investments made during the fiscal year to increase the value of the fixed assets. Total CapEx has been defined as *Investments in intangible assets, investments in property, plant and equipment*, as well as new and renegotiated *right-of-use* assets for the fiscal year. Additions to goodwill are not included in the denominator. The part of CapEx that is eligible according to the taxonomy consists of new and renegotiated right-of-use assets. During 2024, the CapEx amounted to SEK 62,122 thousand (63,431), representing a decrease of 2 percent compared to the previous year. This is also shown in the table on page 76. For more information on investments see Note 5 *Leases*, Note 8 *Intangible assets* and Note 9 *Property, plant, and equipment* in the *Annual report 2024*.

BTS does not have a CapEx plan.

#### Taxonomy eligible CapEx for economic activity

SEK thousands	2024	2023 <sup>1)</sup>
Property, plant, and equipment	-9,853	-9,171
Intangible assets	-63,743	-90,680
Right-of-use assets	-62,122	-63,431
<b>Total</b>	<b>-135,718</b>	<b>-163,282</b>

<sup>1)</sup> For 2024, the definition and calculation of CapEx has been updated to include all the investments made during the fiscal year, to increase the value of tangible and intangible assets as well as new and renegotiated right-of-use assets. The reported investments for 2023 have been adjusted to correspond to this updated definition. In BTS Annual report 2023, only the portion of the year's investments that affected cash flow was included.

#### OpEx

With regard to the taxonomy's definition of OpEx, BTS's assessment is that no taxonomy-eligible OpEx was carried out during the fiscal year of 2024, and therefore no taxonomy-eligible OpEx is reported.





### Nuclear and fossil gas related activities

BTS Group does not carry out any economic activities in the areas of nuclear energy and fossil gas. A table is presented below in accordance with *ESMA* and *EU Commission requirements*.

#### Nuclear energy related activities

1. The undertaking carries out, funds, or has exposures to research, NO development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2. The undertaking carries out, funds or, has exposures to construction and safe operation of new nuclear installations to produce electricity or process heating, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3. The undertaking carries out, funds, or has exposures to safe operation of existing nuclear installations that produce electricity or process heating, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No

#### Fossil gas related activities

4. The undertaking carries out, funds, or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5. The undertaking carries out, funds, or has exposures to construction, refurbishment and operation of combined heating/cooling and power generation facilities using fossil gaseous fuels.	No
6. The undertaking carries out, funds, or has exposures to construction, refurbishment and operation heat generation facilities that produce heating/cooling using fossil gaseous fuels.	No



## 1. Proportion of turnover from products or services associated with Taxonomy-aligned economic activities – disclosure covering year 2024

Economic activities (1)	2024			Substantial contribution criteria					
	Code <sup>1)</sup> (2)	Turnover (3) TSEK	Proportion of turnover (4) %	Climate change mitigation (5) Y;N; N/EL <sup>2)</sup>	Climate change adaptation (6) Y;N; N/EL <sup>2)</sup>	Water (7) Y;N; N/EL <sup>2)</sup>	Pollution (8) Y;N; N/EL <sup>2)</sup>	Circular economy (9) Y;N; N/EL <sup>2)</sup>	Biodiversity (10) Y;N; N/EL <sup>2)</sup>

### A. TAXONOMY-ELIGIBLE ACTIVITIES

#### A.1. Environmentally sustainable activities (Taxonomy-aligned)

Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%	–	–	–	–	–	–
Of which enabling activity		0	0%	0%	–	–	–	–	–
Of which transitional activity		0	0%	0%					

#### A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)

				EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0	0%	0%	–	–	–	–	–
A. Turnover of Taxonomy-eligible activities (A.1 + A.2)		0	0%	0%	–	–	–	–	–

### B. TAXONOMY NON-ELIGIBLE ACTIVITIES

Turnover of Taxonomy-non-eligible activities (B)		2,802,054	100%
<b>TOTAL</b>		<b>2,802,054</b>	<b>100%</b>

<sup>1)</sup> See the EU's six environmental objectives (code) defined under the heading *Taxonomy*.

<sup>2)</sup> Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.

N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

<sup>3)</sup> EL – Taxonomy-eligible activity for the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

DNSH criteria (Does Not Significantly Harm)									
Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Proportion of Taxonomy aligned (A.1) or eligible (A.2) turnover, year 2023 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T

-	-	-	-	-	-	-	0%		
-	-	-	-	-	-	-	0%	E	
-	-	-	-	-	-	-	0%		T

							0%		
							0%		

## 2. Proportion of CapEx from products or services associated with Taxonomy-aligned economic activities — disclosure covering year 2024

Economic activities (1)	2024			Substantial contribution criteria					
	Code <sup>1)</sup> (2)	CapEx (3) TSEK	Proportion of CapEx (4) %	Climate change mitigation (5) Y;N; N/EL <sup>2)</sup>	Climate change adaptation (6) Y;N; N/EL <sup>2)</sup>	Water (7) Y;N; N/EL <sup>2)</sup>	Pollution (8) Y;N; N/EL <sup>2)</sup>	Circular economy (9) Y;N; N/EL <sup>2)</sup>	Biodiversity (10) Y;N; N/EL <sup>2)</sup>

### A. TAXONOMY-ELIGIBLE ACTIVITIES

#### A.1. Environmentally sustainable activities (Taxonomy-aligned)

CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%	–	–	–	–	–	–
Of which enabling activity		0	0%	0%	–	–	–	–	–
Of which transitional activity		0	0%	0%					

#### A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)

				EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>
Acquisition and ownership of buildings <sup>4)</sup>	CCM <sup>1)</sup> 7.7	62,122	46%	N <sup>2)</sup>	N/EL <sup>3)</sup>	N/EL <sup>3)</sup>	N/EL <sup>3)</sup>	N/EL <sup>3)</sup>	N/EL <sup>3)</sup>
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		62,122	46%	46%	–	–	–	–	–
A. CapEx of Taxonomy-eligible activities (A.1 + A.2)		62,122	46%	46%	–	–	–	–	–

### B. TAXONOMY NON-ELIGIBLE ACTIVITIES

CapEx of Taxonomy-non-eligible activities (B)		73,596	54%
<b>TOTAL</b>		<b>135,718</b>	<b>100%</b>

#### Proportion of CapEx/Total CapEx

Code <sup>1)</sup>	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	46%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

<sup>1)</sup> See the EU's six environmental objectives (code) defined under the heading *Taxonomy*.

<sup>2)</sup> Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.

N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

<sup>3)</sup> EL – Taxonomy-eligible activity for the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

<sup>4)</sup> New rental contracts during 2023 disclosed as *Right-of-use assets* in the balance sheet.

DNSH criteria (Does Not Significantly Harm)									
Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Proportion of Taxonomy aligned (A.1) or eligible (A.2) CapEx, year 2023 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
-	-	-	-	-	-	-	0%		
-	-	-	-	-	-	-	0%	E	
-	-	-	-	-	-	-	0%		T
							39%		
							39%		
							39%		

### 3. Proportion of OpEx from products or services associated with Taxonomy-aligned economic activities — disclosure covering year 2024

Economic activities (1)	2024			Substantial contribution criteria					
	Code <sup>1)</sup> (2)	OpEx (3) TSEK	Proportion of OpEx (4) %	Climate change mitigation (5) Y;N; N/EL <sup>2)</sup>	Climate change adaptation (6) Y;N; N/EL <sup>2)</sup>	Water (7) Y;N; N/EL <sup>2)</sup>	Pollution (8) Y;N; N/EL <sup>2)</sup>	Circular economy (9) Y;N; N/EL <sup>2)</sup>	Biodiversity (10) Y;N; N/EL <sup>2)</sup>

#### A. TAXONOMY-ELIGIBLE ACTIVITIES

##### A.1. Environmentally sustainable activities (Taxonomy-aligned)

OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%	–	–	–	–	–	–
Of which enabling activity		0	0%	0%	–	–	–	–	–
Of which transitional activity		0	0%	0%					

##### A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)

				EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>	EL; N/EL <sup>3)</sup>
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0	0%	0%	–	–	–	–	–
A. OpEx of Taxonomy-eligible activities (A.1 + A.2)		0	0%	0%	–	–	–	–	–

#### B. TAXONOMY NON-ELIGIBLE ACTIVITIES

OpEx of Taxonomy-non-eligible activities (B)		0	0%
<b>TOTAL</b>		0	0%

<sup>1)</sup> See the EU's six environmental objectives (code) defined under the heading *Taxonomy*.

<sup>2)</sup> Y – Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective.

N – No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

<sup>3)</sup> EL – Taxonomy-eligible activity for the relevant environmental objective.

N/EL – Taxonomy-non-eligible activity for the relevant environmental objective.

DNSH criteria (Does Not Significantly Harm)							Proportion of Taxonomy aligned (A.1) or eligible (A.2) OpEx, year 2023 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
Climate change mitigation (11)	Climate change adaption (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)			
Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T

-	-	-	-	-	-	-	0%		
-	-	-	-	-	-	-	0%	E	
-	-	-	-	-	-	-	0%		T

							0%		
							0%		

**APPENDIX 2** | Average number of employees per country

Country	Women	Men	Total
Argentina	6	3	9
Australia	20	8	28
Brazil	7	6	13
Canada	23	22	45
China	4	1	5
Costa Rica	1	0	1
France	9	8	17
Germany	12	11	23
India	62	98	160
Indonesia	1	3	4
Italy	22	15	37
Japan	4	6	10
Malaysia	4	3	6
Mexico	9	7	16
Netherlands	4	6	10
Singapore	17	9	26
South Africa	18	9	27
South Korea	21	11	32
Spain	53	37	89
Sweden	17	13	30
Switzerland	1	4	5
Taiwan	2	2	4
Thailand	22	9	31
United Arab Emirates	12	6	19
United Kingdom	59	46	104
United States	218	159	377
<b>Total for the Group</b>	<b>630</b>	<b>501</b>	<b>1,131</b>



## APPENDIX 3 | Environmental, social, and governance matrix



## Environment



## Social responsibility



## Corporate governance

BTS's  
client offering

Virtual and on-site training programs  
Digital solutions

Employee development  
Cultural development

Implementation of sustainability strategies  
Implementing a culture of diversity and inclusion

BTS's  
operations

Reduction of air travel  
Office – energy footprint  
Office supplies recycling  
Work from home or in office  
Invest in planet-protecting projects

Diversity and inclusion  
Human capital development  
Staff conditions  
Health and safety at work  
Employee well-being  
Social impact

Business Integrity  
Respect for human rights  
Sustainable management of suppliers  
Datapolicy  
Engaging stakeholders  
Fair fiscal policies

BTS's  
documents

Environmental policy  
Sustainability policy  
Guidelines for working from home

Global health and safety policy  
Equal treatment policy  
Anti-slavery and human trafficking guidelines  
Core values  
Personal development plans  
Recruitment templates (selection and onboarding)  
Membership of the UN Global Compact

Sustainability strategy  
Code of Business Conduct  
Contractor Code of Business Conduct  
Anti-bribery and anti-corruption policy  
Whistleblower policy  
IT security policy  
Data privacy policy  
Risk management policy  
Management and finance policy  
EU Taxonomy Regulation

## APPENDIX 4 | Examples of Corporate Social Responsibility (CSR) programs

### Business simulation to create resilience to climate change

Climate change poses major challenges, especially for small entrepreneurs and farmers in developing countries. Extreme weather events, changing precipitation patterns and rising temperatures threaten their economic existence. To counter these risks, *German Sparkassenstiftung for International Cooperation (GSIC)* has developed the *Managing Climate Resilience Business Game* together with BTS. Since 2022, it has been successfully utilized worldwide to raise awareness of climate-related risks among entrepreneurs, farmers, and financial institutions in a practical way and to communicate resilient business strategies.

The added value of this business game is particularly evident in the agricultural sector: In East Africa, more and more women are taking part in the training courses who previously suffered from crop failures. During the training, they have not only been able to understand how these losses are related to climate change but also learned how to minimize their risk in a targeted manner. They have adopted new methods for learning about changes in agricultural conditions and now know which cereals should be grown in the future to better adapt to climatic changes. They have also developed strategies to better protect their crops against droughts. During the training, they benefit from practical examples and the exchange with other participants. The interactive seminar



sections help them to implement what they have learned in a sustainable way in their companies and to achieve long-term changes for their economic stability.

GSIC is committed to financial inclusion and economic development worldwide and supports small business owners, farmers and financial institutions in particular. With projects in over 50 countries, innovative learning methods such as business games are used to promote sustainable economic development and climate adaptation. *The Managing Climate Resilience Business Game* is a central part of this strategy and impressively demonstrates how practice-oriented education can contribute to strengthening economic resilience.



### Messy Leadership

During 2024, BTS continued its long-term commitment, through BTS Spark, to sharing its leadership development and coaching expertise with leaders across the education and non-profit sectors. Over the course of the year, 2,285 teachers and leaders were helped to flourish in their roles – to feel confident, resourceful, and fully capable of leading with purpose, ambition and authenticity. This program was delivered to individual leaders and their teams across the U.S., Canada, Australia, the UK, Singapore, Indonesia, and beyond.

In addition to this program, our BTS Spark team also shared valuable leadership insights, practical tools and tips to thousands more education leaders through the publication of a new book – *Embracing MESSY Leadership: How the Experience of 20,000 School Leaders Can Transform You and Your School*. This practical book brings our learning from thousands of coaching conversations to offer a very practical guide to school leader-

ship today, unpacking five important leadership attributes and sharing tried-and-tested tools that school leaders have found especially helpful in building these capabilities. Publishers ASCD distributed 8,500 copies of the book to school leaders across the U.S., with a further 2,200 copies bought or shared by our BTS Spark team.

We were delighted to be able to share the 'uncommon sense' of *MESSY Leadership* through conference keynotes, webinars, and podcasts across the globe, including at the *World Education Summit* in March – and to launch a new range of leadership programs to support leaders in putting the five *MESSY Leadership* attributes into practice. School leaders from Washington DC Public Schools in the U.S. and from across the UK were the first to take part in these *MESSY Leadership* programs and workshops.

### Leadership development in Senegal's rural areas

San Francisco-based BTS employee Laine Forman traveled to Senegal to conduct a leadership workshop with *Tostan*, a non-governmental organization (NGO) established to empower rural and remote African communities. They bring about positive social transformation and sustainable development through a holistic empowering education program. Laine has been aligned with *Tostan* for several years and through our BTS Spark Social Impact initiative. She was able to provide their teams with pro bono coaching and leadership training paid for by our client *Frank Rimerman & Co.* This arrangement was made possible via the work of co-account managers Gad Nestel and Laine Forman who worked tirelessly to raise over \$40,000 USD in funding from clients, primarily *Frank Rimerman & Co.*, to support our coaching with under-served education and non-profit leaders.

This Spark Social Impact initiative has supported the coaching of over three dozen leaders across Senegal, Kenya, South Africa, and the U.S., including educators, community leaders, and local youth development organizations.

*Tostan*, an NGO established in 1991 and headquartered in Dakar, Senegal, works to empower rural and remote African communities to drive positive social transformation and sustainable development through a holistic empowering education program. Their human rights-based program has reached more than five million people across six African countries.

"I had the incredible honor of traveling to Senegal to work with *Tostan* — a transformative NGO that empowers communities in six African countries through initiatives that foster health, education, and human rights. Their work has led to the abandonment of harmful practices like child marriage and female genital mutilation in thousands of communities. Over the past year, I've had the privilege of supporting *Tostan* through virtual small group coaching and, most recently, in-person workshops to support a C-suite leadership transition. We will continue to support *Tostan* with BTS's micro-simulations in climate change, micro-finance, and agriculture — all of this made possible with the support of BTS Spark. It's an honor to be part of an organization that prioritizes social impact and contributes in such meaningful ways."

Laine Forman

### Regeneration of landscapes and livelihood project – Limpopo province

In South Africa's Limpopo province, GA-Kibi villages, bush encroachment by indigenous invasive species has degraded 25,000 hectares of drought-prone rangeland, limiting community access and livestock grazing. To reverse this, BTS launched a regeneration initiative driven by green enterprises under BTS's partner *Avo Vision's* initiative *Green Business Value Chain*. These enterprises clear invasive species, transforming harvested biomass into value-added products such as wood, biochar, and charcoal. After extensive community engagement, we recruited and trained 25 "greenpreneurs", equipping them with business acumen through simulation-based training. They are incubated and connected to markets, creating sustainable income streams.

A partnership with the *Social Employment Fund (SEF)* — part of the *Presidential Employment Stimulus* — subsidized salaries, easing working capital demands during incubation. To date, the project has created 517 jobs, cleared 293 hectares, and injected R9.8 million into 11 of 14 villages facing high unemployment and poverty. As sales gain traction, enterprises are moving from incubation to growth, enhancing economic activation. To secure environmental gains, we are introducing regenerative agriculture practices, ensuring long-term resilience.

The *Managing Climate Resilience Business Game* will further embed sustainable resource management principles, empowering the community to shift the dial toward a greener, more prosperous future. Overall *Avo Vision* has engaged in our various programs over 53,000 participants and supported 291 micro, small, and medium-sized-businesses in 2024. All this is working toward the fulfilment of our vision of sustainable communities.



**APPENDIX 5 | Investments in Rainforest Trust's projects**

**BTS contributes to global sustainability by protecting rainforests from deforestation and endangered species from extinction**

Since 2010, BTS's total investments, including matching investments, have helped protect approximately 49,656 acres (201 square kilometers) of rainforest, which annually absorbs over 16 million metric tons of CO<sub>2</sub> from being released into the atmosphere, while also protecting endangered animal species; birds, monkeys, and tigers.

**Below are the listed donations that BTS has made and how many acres<sup>1)</sup> have been protected from deforestation**

- 2010 and 2011 – Donation of \$20,000 to Las Tangaras, Colombia → 200 acres
- 2014 and 2015 – Donation of \$12,000 to El Jaguar, Colombia → 300 acres
- 2015 – Donation of \$10,000 to Sumatra, Indonesia → 2,933 acres
- 2016 – Donation of \$431 to Balanga, Congo → 560 acres
- 2016 – Donation of \$10,000 to Airo Pai, Peru → 9,009 acres
- 2017 and 2018 – Donation of \$20,000 to Borneo, Indonesia → 10,000 acres
- 2019 – Donation of \$10,000 to the *Community Empowerment Project*, Liberia → 4,310 acres
- 2020 – Donation of \$10,000 to *Save West Africa's Last Intact Forests*, Liberia → 2,786 acres
- 2021 – Donation of \$10,000 to *Create a Wildlife Corridor*, Thailand → 1,016 acres
- 2022 – Donation of \$10,000 to *Save the Brazilian Amazon* → 9,346 acres
- 2023 – Donation of \$10,000 to *Conservation Action Fund* → 5,000 acres
- 2024 – Donation of \$10,000 to *Conservation Action Fund* → 5,000 acres

<sup>1)</sup> One acre corresponds to 4,047 square meters.

**The auditor's statement regarding the statutory sustainability report**

To the Annual General Meeting of BTS Group AB, org.nr 556566-7119.

**Assignment and division of responsibilities**

The Board of Directors is responsible for the Sustainability report for 2024 on pages 55-84 and for ensuring that it is prepared in accordance with the *Annual Accounts Act* in accordance with the older wording that applied before July 1, 2024.

**The scope and extent of review**

Our review has been conducted in accordance with FAR's recommendation *RevR 12 Auditor's opinion on the statutory sustainability report*. This means that our review of the Sustainability report has a different focus and a significantly smaller scope compared to the focus and scope of an audit according

to *International Standards on Auditing* and generally accepted auditing practice in Sweden. We believe that this review provides us with sufficient grounds for our statement.

**Statement**

A Sustainability report has been prepared.

Stockholm April 25, 2025  
*Ernst & Young AB*

Andreas Nyberg Selvring  
Authorized Public Accountant

# Corporate governance report

BTS Group AB is a public limited liability company based in Stockholm, Sweden, and listed on NASDAQ Stockholm AB. Consequently, the BTS Group's corporate governance is based on Swedish legislation and regulations such as the *Companies Act*, the set of rules for issuers on NASDAQ Stockholm, the *Swedish Code of Corporate Governance* (the Code) and the company's own articles of association.

Since 2008, BTS Group has followed the Code in all essential parts with few deviations. In 2024, the Code was applied with one deviation, regarding the company's auditors have not reviewed BTS's half-year or nine-month report.

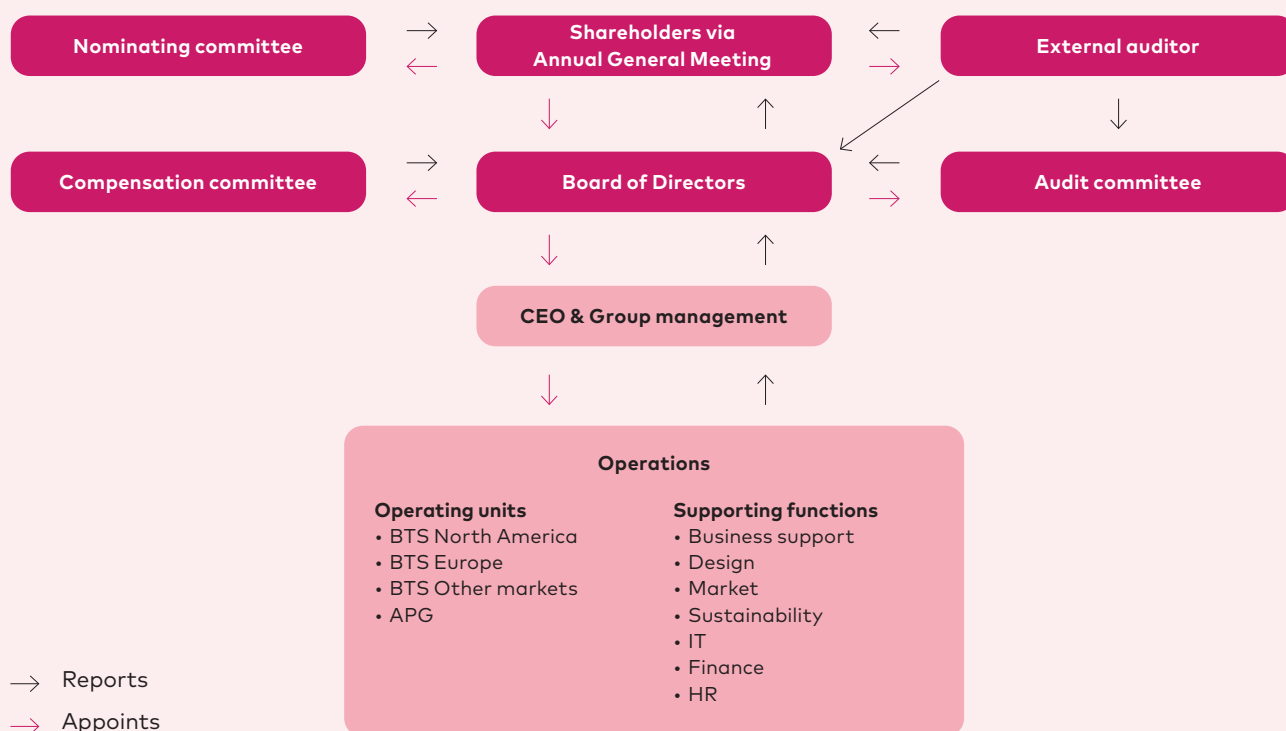
## Corporate governance structure

The corporate bodies of BTS Group AB comprise the following:

- Annual General Meeting (AGM) – the highest decision-making body
- Board of Directors – ultimately responsible for the company's organization and management
- Chief Executive Officer (CEO) – responsible for day-to-day management
- Auditors – audit the management of the Board of Directors and the CEO at the request of the shareholders/AGM

## Corporate governance structure

Governance and reporting



## Shareholders

The total number of shares outstanding is 19,396,819, consisting of 853,800 Class A and 18,543,019 Class B shares. Each Class A share entitles the holder to ten votes per share, each Class B one vote per share.

At December 31, 2024, BTS Group AB had 4,008 shareholders. The ten largest shareholders had total

shareholdings corresponding to 76.0 percent of shares and 82.8 percent of votes. A list of the largest shareholders is found on page 13 in this Annual report.

## Annual General Meeting

BTS's highest decision-making body is the Annual General Meeting (AGM). Notice of the AGM shall be published no



earlier than six weeks and no later than four weeks before the AGM through a press release and thereafter be kept available on the company's website and appear in *Post- och Inrikestidningar* and *Svenska Dagbladet*. All shareholders entered in the share register on the record date who have notified the company in time of their intention to participate in the AGM may attend. Shareholders unable to attend may be represented by proxy.

The AGM elects the company's Board of Directors and the Chairman of the Board. The business of the AGM includes:

- Adopting the income statement and balance sheet.
- Determining the appropriation of the company's earnings.
- Deciding whether to discharge the members of the Board and the CEO from liability to the company.
- Electing auditors.
- Determining fees to be paid to the Board and auditors.
- Adopting guidelines for remuneration to senior executives.
- Deciding on changes to the number of shares and their structure.

## 2024 Annual General Meeting

The 2024 AGM was held on Friday, May 3, at Hallvarsson & Halvarsson in Stockholm. 48 shareholders attended, representing 81.4 percent of the number of shares outstanding and 86.7 percent of the votes. Decisions made include the following:

- The income statement and balance sheet and the consolidated income statement and balance sheet for the fiscal year 2023 were adopted.
- The proposed dividend for the fiscal year 2023, of SEK 5.70 per share was approved, to be paid in two installments of SEK 2.85 each.
- The Board of Directors and the CEO were discharged from liability for their management during the fiscal year as recommended by the auditors.
- A total of SEK 1,735,000 in fees was approved to be paid to members of the Board, of which SEK 525,000 to be paid to the Chairman and SEK 235,000 each to other members, and SEK 60,000 to the deputy board member. For work on Board committees, fees totaling SEK 210,000 were approved to be paid.
- Auditors' fees were approved to be paid based on approved invoices.
- For the period until the next Annual General Meeting, Mariana Burenstam Linder, Henrik Ekelund, Stefan Gardefjord, Reinhold Geijer, and Anna Söderblom were

re-elected as members of the Board, and Olivia Ekelund was re-elected as deputy of the Board. Henrik Ekelund was re-elected Chairman of the Board.

- For the period until the next Annual General Meeting, the audit firm *Ernst & Young* was newly elected as Auditor with Andreas Nyberg Selvring as managing auditor for the audit.
- Authorized the Board to make decisions on the issue of shares or convertibles (maximum 1,200,000 Series B shares) in connection with company acquisitions no later than the next Annual General Meeting.
- Authorized the Board to make decisions on the acquisition and transfer of own shares in connection with company acquisitions no later than the next Annual General Meeting. Acquisitions may take place of a maximum of as many shares as repurchased shares, together with any newly issued shares according to authorization, in total amount to a maximum of 10 percent of the shares outstanding at any given time.

## Nominating Committee

The Nominating Committee has the task of preparing and submitting proposals to the Annual General Meeting concerning the following, when relevant:

- Election of a president for the Annual General Meeting.
- Election of the Chairman of the Board and other members of the Board.
- Board fees: in total and divided among the Chairman and other members of the Board, as well as compensation for work on committees.
- Audit fees.
- Election of Auditor and Deputy auditor.
- Adoption of a policy for appointing the Nominating Committee.

The Nominating Committee for BTS Group AB was appointed on October 24, 2024. BTS's three largest shareholders, in consultation with Henrik Ekelund, Chairman of the Board, appointed Anders Dahl (representing Henrik Ekelund), Claes Murander (representing Lannebo Fonder), Stefan af Petersens (personal holdings) and Henrik Ekelund to the committee. Anders Dahl was appointed chairman of the Nominating Committee.

The Nominating Committee has applied Rule 4.1 of the *Swedish corporate governance code* as its diversity policy in the preparation of its motion concerning directors. This means the Board of Directors is to have an appropriate composition

## Composition and independence of the 2024 Board

Member	Position	Elected	Committee work	Independent	Board meeting attendance
Henrik Ekelund	Chairman of the Board	1986		No <sup>1)</sup>	10/10
Reinhold Geijer	Member	2016		Yes	10/10
Mariana Burenstam Linder	Member	2004		Yes	10/10
Stefan Gardefjord	Member	2003	Audit Committee	Yes	10/10
Anna Söderblom	Member	2017	Audit Committee	Yes	10/10
Olivia Ekelund	Deputy	2021		No <sup>2)</sup>	6/10

<sup>1)</sup> Henrik Ekelund is the largest shareholder in BTS.

<sup>2)</sup> Not independent in relation to major shareholders.

taking into consideration the company's operations, stage of development and other circumstances. It shall be characterized by versatility and breadth concerning the elected directors' expertise, experience, and background, and an even gender balance is to be sought.

Shareholders in BTS Group AB have been able to contact the Nominating Committee to propose candidates to the Board.

All of the Nominating Committee's candidates based on the above will be announced in the notice for the 2025 AGM. The Nominating Committee's statement supporting its proposal for the Board of Directors of BTS Group AB, as well as the information about the candidates nominated by the committee will be published on [www.bts.com](http://www.bts.com) when the proposal is announced.

## Board of Directors

### The Board's responsibility and working methods

The Board of Directors has ultimate responsibility for the company's organization and management and is appointed by the shareholders at each AGM for the period from that AGM until the end of the next. BTS's Board decides on issues such as strategic direction, acquisitions, investments, financing, and Group-wide policies. The Board continuously assesses the Group's financial situation and evaluates the operational management. BTS's Board shall also ensure proper disclosure to BTS's various stakeholders.

The articles of association specify that BTS's Board shall consist of no fewer than three and no more than eight members. The AGM held on May 3, 2024, decided that for the period until the next AGM the Board would consist of five members and one deputy member.

Once each fiscal year, the the Board's work is assessed, either by the Board alone or with external assistance, providing a basis for the Board's future procedures.

The Board is deemed to comply with the *NASDAQ Stockholm* marketplace rules and the *Swedish Code of Corporate Governance* regarding requirements for independence of members of the Board in relation to the company, company management, and large shareholders.

Information about the Board of Directors can be found on pages 90–91 in this Annual report.

### The work of the Board of Directors

In addition to legislation and recommendations, a written set of procedures, adopted annually, governs the work of the Board. The Board's set of procedures is intended to clarify and regulate the Board's tasks and how it works, as well as the division of responsibilities among the Chairman, other Board members, and the CEO. According to these procedures, the Board shall normally hold a minimum of four ordinary meetings. At each of these meetings, the Board deals with issues of material significance to the company. In addition, the Board receives reports from senior management about current business conditions in the Group's market segments.

Board meetings are held regularly in connection with the company's financial reports, and otherwise as required. The Board deals with the year-end report and proposed

appropriation of earnings in February, interim reports in April–May, August, and October–November, and the budget for the coming year in December. Occasionally, an issue is delegated to the Chairman of the Board and the CEO for joint deliberation. The company's CFO serves as Board secretary. During the past year, ten Board meetings were held.

### Evaluation of the Board and the CEO

Every year an external party performs an evaluation of the work of the Board, at the request of the Board. The purpose of the evaluation is to get an opinion on the Board members' views of how the Board's work is conducted, and what measures can be taken to streamline the Board's work. The Board evaluation was executed via comprehensive interviews with each Board member. The Nominating Committee's members have reviewed the evaluation for the year 2024.

The Board continuously evaluates the CEO's work by following the development of the business towards set goals as well as through an annual CEO evaluation.

### Compensation to the Board

The AGM held on May 3, 2024, approved a total of SEK 1,735,000 in fees to be paid to the Board, with SEK 525,000 to be paid to the Chairman, SEK 235,000 each to the members, and SEK 60,000 to the deputy member.

The AGM also approved a fee of SEK 210,000 for committee work, to be distributed among the members of the company's committees. The AGM also determined that auditors' fees will be paid based on approved invoices.

The members of the Board are not included in any incentive programs for Group employees that are based on shares or share prices.

### Remuneration Committee

The Remuneration Committee has the task of reviewing and recommending to the Board policies for compensation for the company's senior executives, including performance-based payments and pension benefits. Issues concerning the CEO's terms of employment, compensation, and benefits are prepared by the Remuneration Committee and decided by the Board. The duties of the Remuneration Committee were performed during the year by the Board as a whole.

### Audit Committee

The Board has appointed an Audit Committee (AC). The purpose of the committee is to facilitate and streamline the Board's work, strengthen internal control, and facilitate communication between the Board and the auditors. The committee's tasks include, among other things, preparation of the Board's work on quality assurance of financial and operational reporting, monitoring the effectiveness of BTS's internal control and risk management, and evaluation of the ongoing audit efforts. Furthermore, the Audit Committee shall establish guidelines for which services other than auditing the company may purchase from the company's auditors, and also ensure that the sustainability-related work and its reporting meet current requirements. The committee also has the task of providing its evaluation of the audit work to the



Nominating Committee and to assist the Nominating Committee in preparing the Nominating Committee's proposal for the Annual General Meeting regarding the election of auditors and audit fees. The Audit Committee consists of two members Stefan Gardefjord (Chairman of the Committee) and Anna Söderblom. The company's *Chief Accounting Officer (CAO)* and *Group Controller* participate in all committee meetings. The company's *Chief Financial Officer (CFO)* and Auditor participate when necessary. The Audit Committee held four meetings in 2024, where all the members of the committee participated.

### Auditors

The auditors examine the management of the company by the Board and CEO, as well as the quality of the company's accounts. They report the results of their audit to the shareholders through the audit report, which is submitted at the AGM.

In addition, the auditor participates in the Board meeting when the financial accounts are presented and submits a report on the audit of the company's earnings, financial position, and internal control. The company's auditor may also submit a statement of their findings directly to the Chairman of the Board, if deemed necessary. The Board shall at least once a year, without the presence of the CEO or other members of management, meet the company's auditor. During the year, the auditor participated in one Board meeting, and on this occasion also reported the audit in writing.

The auditor is elected by the AGM for a period of one year. The 2024 AGM newly elected the registered public accounting firm *Ernst & Young* with Andreas Nyberg Selvring as Managing Auditor for the period until the end of the 2025 AGM.

More information about auditor compensation can be found in Note 4 *Information about auditors' fees*, page 34 in this Annual report.

For 2024, the company's auditors did not review BTS's half-year or nine-month report, which deviates from *the Code*. The Board has so far determined that the company does not need further review, as the financial reporting is considered to be of high quality and that the internal control is deemed to be good and therefore the additional cost for such an audit cannot be justified. The Board continuously monitors the issue and, if it deems it justified, will reconsider its decision.

### Senior executives

BTS's senior executives include: Jessica Skon, President & CEO of BTS Group AB, Philios Andreou, President and CEO of BTS Other markets and Deputy CEO of BTS Group AB, and Stefan Brown, CFO and Vice President of BTS Group AB. Information about senior executives is found on page 93 in this Annual report.

### Guidelines for compensation and other terms of employment for senior executives

The Extraordinary General Meeting held on July 8, 2022, adopted guidelines for remuneration and other terms of employment for senior executives. The guidelines apply until further notice, unless circumstances arise that necessitate an earlier revision.

A successful implementation of the company's business strategy and the safeguarding of the company's long-term interests, including its sustainability, requires that the company can recruit and retain qualified employees. This requires that the company can offer competitive remuneration. The guidelines support BTS's business strategy, long-term interests, and sustainability by enabling the company to offer senior executives a competitive total remuneration. Remuneration to senior executives must be market-based and may consist of basic salary/fixed remuneration, variable remuneration, pension, and other benefits. The Annual General Meeting may in addition – and independently of these guidelines – decide on, for example, share and share price-related remuneration.

The guidelines are found on pages 36–37 in this Annual report.

### Information and communication

The overall goal of BTS's communication is to provide shareholders and employees, market participants, and other stakeholders with an up-to-date, true, and fair view of the company and its business operations. Communication shall be correct, credible, relevant to the company's stakeholders, and based on ongoing contacts, clarity, and good ethics. BTS believes that high-quality communication efforts actively help bolster confidence in the company and its management, making it easier to achieve business objectives.

BTS publishes up-to-date information about the company on its website. Interim reports and Annual reports are published in Swedish and English. Events that could be expected to affect the share price are announced in press releases. In addition, the company communicates with mass media, capital markets, and shareholders when interim reports are published. BTS also participates in marketing activities on an ongoing basis.

### The Board of Directors' description of internal control concerning financial reports

Good corporate governance is about organization and structured processes in a strong control environment, proper handling of financial information, and minimizing risk. A good control environment is also based on an organizational structure with clear, documented delegation of decision-making authority, well-defined policies and guidelines, and a corporate culture with good common values.

### Control environment

Internal control at BTS is based on a control environment embracing the organization, lines of decision-making, authority, and responsibility. The Board of Directors has a written set of procedures that clarifies the Board's responsibility and regulates how Board tasks are delegated. The set of procedures also specifies which issues are submitted to the Board for a decision. How roles are divided between the Board and the CEO is established in the Board's set of procedures and its instructions to the CEO. The Board and the CEO manage the business in accordance with the *Companies Act*, applicable laws and regulations, rules and regulations for stock market companies, and *the Code*, etc.

The company has established policies in areas such as financial reporting, IT and IT security, human resources (compensation to senior executives), sustainability, etc. The Board's instructions to the CEO specify financial responsibilities and authority, as do procedures adopted for signing authorizations. To limit and control financial risk, the Board has adopted a financial policy.

The company's operating organization is adopted and communicated through an organization chart augmented by the assignment of roles and responsibilities.

The Board of Directors follows up to ensure that policies adopted for financial reporting and internal control are adhered to and maintains appropriate relationships with the company's auditors. Company management is responsible for maintaining internal controls to manage significant operational risks.

### **Risk assessment and control activities**

The Board of Directors has ultimate responsibility for risk management. A well-defined organization and decision-making procedures are intended to foster prudent risk-taking and strong risk awareness among employees. To ensure that internal routines and controls have worked adequately and uniformly, the most important processes have procedural descriptions. Built-in checkpoints help minimize the risk of accounting errors. Procedures for the company's accounting and consolidation systems are also documented. Ongoing activities aim to maintain effective internal control, helping to prevent and detect risks.

### **Information and communication**

Significant guidelines, policies, governing financial reporting are updated and communicated on an ongoing basis to personnel affected in the Group. Both formal and informal channels to company management and the Board exist to communicate significant information from employees. For external communication, the company follows the governing regulations discussed above.

### **Follow-up**

The Board of Directors continuously evaluates the information provided by company management. The work of the Board includes ensuring that actions are taken concerning any deficiencies or proposals for corrective action arising from external audits.

The auditors' reporting regarding internal control is discussed at the Audit Committee meetings. The auditors' remarks on any identified shortcomings, along with BTS's documented action plans, are discussed and approved. Thereafter, the auditors' report is discussed along with the company's action plans at the next Board meeting.

BTS has no internal audit unit of its own, based on the assessment that there are no special circumstances in operations – such as Group size, organizational or reporting structure – that justify such a unit. The follow-up performed by the Board and management is considered to meet the need.

## **Auditor's statement on the Corporate Governance Report**

To the Annual General Meeting of BTS Group AB, org. nr 556566-7119.

### **Assignment and division of responsibilities**

The Board of Directors is responsible for the Corporate Governance Report for 2024 on pages 85–89 and for ensuring that it is prepared in accordance with the *Annual Accounts Act*.

### **Scope and scope of the audit**

Our review has been conducted in accordance with FAR's recommendation *RevR 16 Auditor's review of the Corporate Governance Report*. This means that our review of the Corporate Governance Report has a different focus and a significantly smaller scope compared to the focus and scope of an audit in accordance with *International Standards on Auditing* and generally accepted auditing practice in Sweden. We believe that this review provides us with sufficient basis for our statements.

### **Statement**

A corporate governance report has been prepared. Information in accordance with Chapter 6. Section 6, second paragraph, items 2–6 of the *Annual Accounts Act* and Chapter 7. Section 31, second paragraph, of the same Act are in accordance with the Annual Accounts and the Consolidated Financial Statements and are in accordance with the *Annual Accounts Act*.

Stockholm, April 25, 2025  
*Ernst & Young AB*

Andreas Nyberg Selvring  
Authorized Public Accountant

# The Board of Directors and auditor



## Henrik Ekelund

Chairman of BTS Group AB since 2022.

Born 1955.

Shareholdings in BTS Group AB (including companies): 816,000 Class A shares, 2,827,334 Class B shares, totally 3,643,334 shares.

Henrik Ekelund is the founder of BTS and was its CEO from its inception in 1986 until 2022. Henrik Ekelund has comprehensive experience as a board member and owner of growth enterprises. Henrik Ekelund graduated with a degree in Business Administration at the Stockholm School of Economics.

Independent of the company, not independent to its major shareholders.



## Mariana Burenstam Linder

Member of the Board of BTS Group AB since 2004.

Born 1957.

Other assignments: Member of the Board of *Latour AB*, CEO of *ProactiveMedicine AB*. Shareholdings in BTS Group AB: 22,100 Class B shares.

Mariana Burenstam Linder has extensive experience from management positions in several Swedish companies. Former positions include founder and CEO of *Burenstam & Partners AB*, CEO of *Ainax AB*, Head of *Enskilda Banken AB* with global responsibility for Private Banking, deputy CEO of *SEB*, CIO of *Trygg-Hansa AB* and later the SEB Group, CEO of *ABB Financial Consulting* and CEO of *Nordic Management AB*. Mariana Burenstam Linder graduated in Business Administration at the Stockholm School of Economics.

Independent of the company and its major shareholders.



## Stefan Gardefjord

Member of the Board of BTS Group AB since 2003.

Born 1958.

Other assignments: Chairman of the Board of *GomSpace AB*. Member of the Board of *Knowit AB* and *Remos Space Systems AB*.

Shareholdings in BTS Group AB: 20,000 Class B shares.

Stefan Gardefjord has been President and CEO of *Swedish Space Corporation*, CEO of *Logica Sverige AB*, and member of the executive management of Logica. He has since 1987 held several senior positions in the *WM-data Group*, including CEO *WM-data Sverige AB*, CEO of various subsidiaries, Group business area head, and Group director of marketing, sales, and information. Stefan Gardefjord graduated in Business at upper secondary school.

Independent of the company and its major shareholders.



### Reinhold Geijer

Member of the Board of BTS Group AB since 2016.

Born 1953.

Other assignments: Board member of *Skandia*, *The Swedish Export Credit Corporation* and *Eterna Invest*.

Shareholdings in BTS Group AB: 10,000 Class B shares.

Reinhold Geijer was CEO of *The Royal Bank of Scotland's Nordic branch* 2003–2015, and also CEO of *Nordisk Renting AB* 2001–2015. He has also served as CFO of *Telia*, CEO of *Foreningssparbanken* (now *Swedbank*), worked within *Ericsson*, *SSAB Swedish Steel*, and *Weyerhaeuser Company* in the U.S. Reinhold Geijer graduated in Business Administration at the Stockholm School of Economics.

Independent of the company and its major shareholders.



### Anna Söderblom

Member of the Board of BTS Group AB since 2017.

Born 1963.

Teacher and researcher at the Stockholm School of Economics.

Other assignments: Chairperson of *Proact IT Group AB* and *Net Insight AB*. Board member in *Länsförsäkringar Liv Försäkringsaktiebolag*, *HAKI Safety AB*, *Dedicare AB*, and *Webstep ASA*.

Shareholdings in BTS Group AB: 500 Class B shares.

Anna Söderblom has earlier, among other things, been operational as the head of technical support and marketing director at *Microsoft Nordic*, marketing director at *Sweden Post, Letter Division*, and investment manager at *Industrifonden*. Anna Söderblom has a university degree in mathematics from Lund University and a PhD in Business Administration from the Stockholm School of Economics.

Independent of the company and its major shareholders.



### Olivia Ekelund

Deputy Board member of BTS Group AB since 2021.

Born 1994.

Freelance journalist.

Master of Philosophy from the University of Edinburgh.

Shareholdings in BTS Group AB: 0.

Independent of the company, not independent to its major shareholders.

### AUDITOR

*Ernst & Young AB*.

Managing Auditor: Andreas Nyberg Selvring, Authorized Public Accountant.

The above information on shareholdings was correct at December 31, 2024.

"Overall, 2024 was a year with a challenging market and conservative clients. We worked on several initiatives to increase both organic and acquired growth. We have grown a larger salesforce with more capacity to bring in revenue. We have added several new services where we see increased demand. We will further strengthen and broaden our service offering via client-backed innovation, acquisitions, and partnerships. We aim to expand our geographic footprint. Operationally, we are focusing on increasing automation for scale, strengthening our global teamwork, and nurturing our client relationship culture. These are just some of the measures planned to bring BTS back to where it belongs, thriving with double-digit growth and higher margins."

*Jessica Skon, CEO of BTS Group AB*

# Senior executives



## Jessica Skon

Global Partner.

CEO of BTS Group AB since 2022.

Born 1977.

Employee of BTS since 1999.

Other assignments: Member of the Board of Trustees of Harvey Mudd College.

Shareholdings in BTS Group AB: 69,264 Class B shares, 200,000 Class B share stock options.

Jessica Skon graduated in International Business and French at the University of Minnesota.



## Philios Andreou

Global Partner.

Deputy CEO of BTS Group AB, President and CEO of BTS Other markets.

Born 1967.

Employee of BTS since 2003.

Shareholdings in BTS Group AB: 95,828 Class B shares, 175,000 Class B share stock options.

Philios Andreou has a university degree in Economics & Accounting from Southampton University and a PhD in Consumer psychology from the same university.



## Stefan Brown

CFO and Executive Vice President of BTS Group AB.

Born 1963.

Employee of BTS since 1990.

Shareholdings in BTS Group AB: 4,190 Class B shares, 30,000 Class B share stock options.

Stefan Brown graduated in Business Administration at the Stockholm University.



# Global partners



**Kathryn Clubb**

Global Partner. Executive Vice President, Global Head of Change & Transformation, President and CEO of BTS North America.

Born 1957.

Employee of BTS since 2019.



**Joel Sigrist**

Global Partner. Executive Vice President, President and CEO of BTS Europe.

Born 1972.

Employee of BTS since 2003.



**David Ackley**

Global Partner. Executive Vice President.

Born 1969.

Employee of BTS since 1996.



**Rommin Adl**

Global Partner. Executive Vice President.

Born 1964.

Employee of BTS since 1994.



**Todd Ehrlich**

Global Partner. Executive Vice President.

Born 1968.

Employee of BTS since 1995.



**Patrick Fei**

Global Partner. Executive Vice President, Managing Director Asia.

Born 1974.

Employee of BTS since 2000.

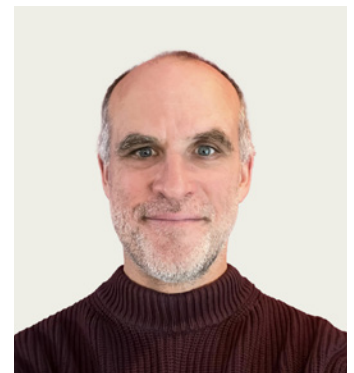


**Stefan Hellberg**

Global Partner. Executive Vice President, Global Head of Sustainability.

Born 1957.

Employee of BTS since 1986.



**Peter Mulford**

Global Partner. Executive Vice President, Global Head of Innovation & Digital Transformation.

Born 1968.

Employee of BTS since 1997.



**Dan Parisi**

Global Partner.  
Executive Vice President,  
Global Head of Strategy  
Execution & Business Acumen.  
Born 1968.  
Employee of BTS since 1995.



**Fredrik Schuller**

Global Partner.  
Executive Vice President.  
Born 1978.  
Employee of BTS since 2004.



**Steve Toomey**

Global Partner.  
Executive Vice President.  
Born 1963.  
Employee of BTS since 1995.



**Marta Zaragoza**

Global Partner.  
Executive Vice President,  
Managing Director Southern  
Europe & Latin America.  
Born 1971.  
Employee of BTS since 2006.



**Jonathan Hodge**

President and CEO of APG.  
Born 1972.  
Employee of BTS since 2006.

# Shareholder information

## Annual General Meeting 2025

Shareholders of BTS Group AB (publ) are invited to attend the Annual General Meeting on Friday, May 16, 2025, at 10:00 p.m. at the office of Hallvarsson & Halvarsson, located at Malmskillnadsgatan 29, 9<sup>th</sup> floor, Stockholm.

Shareholders wishing to participate must be entered in the share register maintained by *Euroclear Sweden AB* no later than Thursday, May 8, 2025, and must have notified BTS Group AB no later than Monday, May 12, 2024.

Shareholders may notify by writing to BTS Group AB, Grevgatan 34, SE-114 53 Stockholm or email at [ir@bts.com](mailto:ir@bts.com) or phone at +46 8 58 70 70 00. The notification should include the shareholder's name, personal ID number or corporate registration number, address, phone number, and the number of shares held.

To participate in the AGM, shareholders who have registered their shares under the name of a trustee must temporarily register them with *Euroclear Sweden AB* under their own name. Such re-registration requests should be made well in advance of Monday, May 12, 2025.

## Dividend

The Board proposes a dividend of SEK 6.10 per share, amounting to SEK 118.3 million (110.6), disbursed in two payments of SEK 3.05 each.

## 2025 reporting dates and financial information

Interim reports:	
January–March	May 16, 2025
January–June	August 22, 2025
January–September	November 12, 2025
Year-end report	February 20, 2026

The above reports can be ordered from BTS Group AB, Grevgatan 34, SE-114 53 Stockholm, phone +46 8 58 70 70 00 or email [ir@bts.com](mailto:ir@bts.com). Financial information from BTS Group AB is also published on [www.bts.com](http://www.bts.com).

## Definitions

BTS Group AB, BTS Group AB (publ), BTS, the company BTS Group AB with or without the Group's subsidiaries (unless otherwise indicated by the context).

Every care has been taken in the translation of this Annual report. In the event of discrepancies, however, the Swedish original will supersede the English translation.



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to do the best work of their lives.



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