

ANNUAL REPORT - 2022

Nilörngruppen AB



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NILORN IN BRIEF

Nilorn is an international group, founded in 1977, that adds value through branding and design in the form of labels, packaging and accessories to customers, especially in the fashion and garment industries. Nilorn aims to augment customer competitiveness by offering services covering all design resources, plus a logistics system that guarantees reliable and prompt deliveries.

Nilorn is one of Europe's leading players with sales of MSEK 788 and deliveries of more than 1.5 billion labels per year, of different sizes and types.

Nilorn has operations in Sweden, Denmark, Norway, Finland, United Kingdom, Italy, Germany, Belgium, France, Portugal, Spain, Austria, Hong Kong, China, Bangladesh, Pakistan, India, Turkey and USA. There are partner companies in Switzerland, Holland and USA.

Nilorn applies the motto 'maximum customer satisfaction'. The entire corporate structure is based on this central theme, which constitutes the basis for Nilorn's operations, from design to manufacturing, sales, logistics and service.

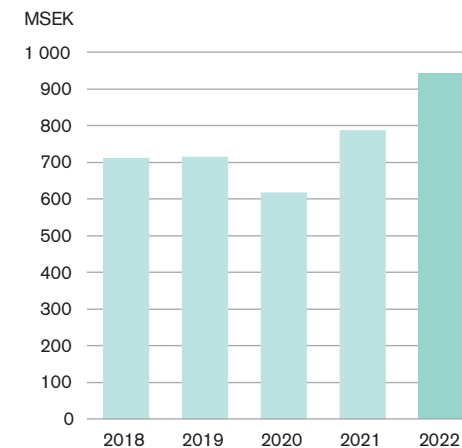
The vision is 'The best label & branding company worldwide'.

Year 2022 in brief

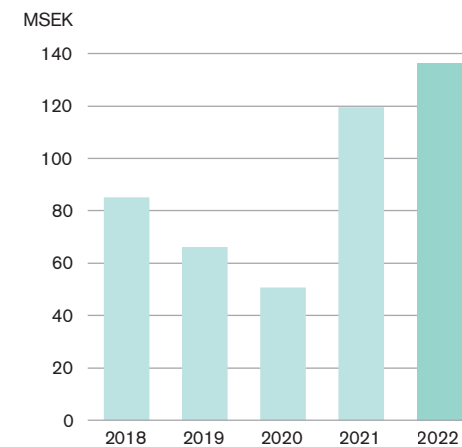
- Order bookings increased by 14 percent to MSEK 983 (864).
- Consolidated sales in SEK increased by 20 percent to MSEK 943 (788).
- Operating profit amounted to MSEK 136.4 (119.6).
- Profit for the year amounted to MSEK 101.0 (87.4).
- Earnings per share amounted to SEK 8.86 (7.67).
- Cash flow from operating activities amounted to MSEK 26.7 (78.8).
- Net cash excluding IFRS16 amounted to MSEK 33.0 (75.1).
- The Board of Directors proposes to the Board a dividend of SEK 5.00 (5.00) per share, corresponding to MSEK 57.0 (57.0).
- Nilörngruppen AB has acquired Bally Labels AG in Switzerland together with two of the employees, who will own 10 percent each. The acquisition is consolidated in Nilörngruppen starting 31 December 2022.

NILORN IN NUMBERS					
	2022	2021	2020	2019	2018
Net sales, MSEK	942,8	788,3	618,2	715,4	712,0
Operating profit, MSEK	136,4	119,5	50,8	66,2	85,2
Profit for the period, MSEK	101,0	87,4	33,5	47,2	70,7
Earnings per share, SEK	8,9	7,7	2,9	4,1	6,2
Return on capital employed, %	35,0	37,4	17,2	25,2	41,8
Return on equity, %	33,0	35,8	16,9	25,7	42,3
Equity ratio, %	55,8	50,0	49,7	45,3	53,0
Average number of employees	587	553	499	494	482

Net revenue



Operating profit



Dear shareholders, customers and employees

Nilörn has had its best year ever with a turnover of 943 million SEK and an operating profit of 136 million SEK. Despite an uncertain external environment where the end consumer has been cautious and some retailers have had high inventory levels, Nilörn has continued to add value to the market and win customers in a turbulent world.

This development has been particularly strong in France and Italy, especially in the luxury segment. The value of a stable partner with an understanding of future opportunities in digital solutions has been crucial. We also see positive developments in Germany, but weaker ones in England and the Nordics.

The company's own production facilities in Bangladesh, Portugal, and Hong Kong have developed well and continue to contribute to our high profitability and competitive advantages. Demand for European production continues to increase. Alternative solutions to production in China also contribute to achieving full capacity in our production facility in Bangladesh.

"Our ambition is to guide and help our customers in choosing a more sustainable label and packaging arrangements, based on customers' unique requirements."

I am proud and impressed by what we have achieved. We continue to build and strengthen our offering and be a credible supplier. Nilörn has developed digital products and systems to increase efficiency and sees sustainability as a driving force. Through our in-house platform, NilörnConnect, each garment receives a unique identity that can be traced allowing the brand to communicate with the end consumer and provide the opportunity for increased traceability and transparency. Nilörn focuses on being a leading sustainability partner and guides its customers to choose a more sustainable label and packaging setup. The physical product is still an important part, but the added value lies largely in simplifying and clarifying in the above-mentioned areas. This also applies to directives, laws, and regulations. Our task is to be a stable partner who contributes specialist competence.

FUTURE

The external environment with the war in Ukraine, high inflation, and rising interest rates naturally affects general consumption negatively. However, most of our customers are still optimistic about the full year of 2023, but we expect a slightly weaker start due to high inventory values and challenging comparison figures, as the first half of 2022 was very strong.

The progress we have made in the luxury segment in Italy and France is expected to have an effect during the year and contribute to both turnover and results. The work of strengthening and creating an efficient organization continues, and we have just started the process of establishing Nilörn with its own office and warehouse in Vietnam.

Investments in systems and organization are necessary for Nilörn to continue to be an attractive supplier and thus have the conditions to maintain good growth in the coming years. Nilörn group's own production in Bangladesh and Portugal has been a success factor, and we are now investigating the possibility of expanding in Bangladesh by building a completely new factory and also expanding our factory in Portugal.

I am convinced that Nilörn is on the right track. The changes and improvements being made make Nilörn stronger and help us to continue to create positive trends as we have done over the past 15 years.

Borås, 2023.03.27



Krister Magnusson
CEO Nilörngruppen AB



Business concept, goals & strategy

VISION

"The best label and branding company worldwide."

BUSINESS CONCEPT

Nilörn's business concept is to offer sustainable profiling concepts that strengthen the image of customer brands. The concepts contain branding and design, product development, integrated logistics solutions and RIS (Retail Information Service). Nilörn's business concept is summarized in 'Adding value to your brand'.

GOAL

Nilörn's overriding and long-term goal is to be one of the leading players in the markets where the Group is established.

STRATEGY

The strategy is focused on profitable growth based on a strong offering in branding and design, sustainability, technical innovation and digital solutions. Our task is to be a reliable partner who contributes specialist expertise so that customers can choose the best solution.

The strategy is to increase the value content of the products, establish an even closer collaboration with key customers, utilize common resources and optimize the manufacturing structure with respect to own manufacturing and collaboration with partner companies. The strategy means that Nilörn aims to take a clear position as a global leading player with a range of products and services that offer added value for customers.

Nilörn has a decentralized sales organization, but with centrally supporting functions. The goal is for us to be and be perceived

as flexible and agile while at the same time having structure and efficiency.

VALUES

In a decentralized organization with a large measure of freedom under responsibility, the group's values are important and act as a guideline. We have developed an efficient decentralized organization with a clear mandate and quick decision-making. It gives the individual employee the opportunity to act themselves, which our customers experience through fast service. A lot of work is being done to spread Nilörn's values and get a feeling of "we" within the group.

Our key values are:

Innovation (we must be proactive)

Respect (we operate in many countries, cultures and religions and must show respect for each other, our customers and suppliers)

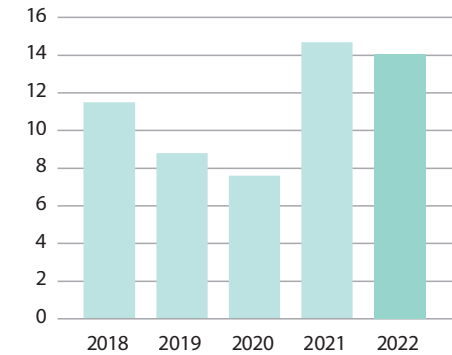
Responsibility (in a decentralized organization everyone must dare and be mandated to act and take responsibility)

GROWTH AND PROFITABILITY GOALS

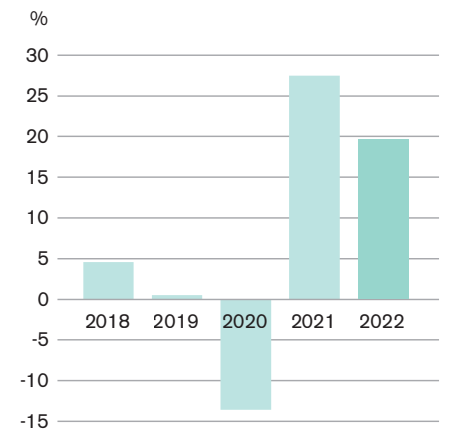
Nilörn strives for sustainable and profitable growth. The goal for growth is 7 percent per year with an operating margin exceeding 10 percent and net liabilities not exceeding two times profit before interest, taxes, depreciation and amortization (EBITDA).

Over the past five years annual growth has been 7 percent with an operating margin of 12 percent.

Operating profit margin by year



Growth in percent per year



Nilorn – The small company’s flexibility with the big company’s synergies

OWN PRODUCTION – EXTERNAL SOURCING

Historically, Nilorn was a label producer with production in Europe, in, among other countries, Sweden, Germany, Belgium, England, Denmark and Portugal. Much of this production has been terminated or sold and the former production companies have become our sales units in Europe, but the tradition and the technical knowledge remains. This is a great advantage in discussions with and advising our customers.

Nilorn still has production in Portugal of both woven and printed labels and during 2017 we started similar production in Bangladesh. We also have our own production of printed labels in England, Germany, Turkey and Hong Kong and close co-operation with external key suppliers in other countries such as China, Hong Kong, India, Pakistan, Turkey, Italy and others. The internal production accounts for 19 percent of consolidated sales. In-house production of

labels with variable data (Retail Information Service) is a prerequisite for providing a high level of service (control of quality and lead time), since they are produced at the time of order as opposed to other labels, such as woven, which are inventoried and delivered ‘from the shelf’. The production in Portugal gives us the opportunity of short lead times for delivery in Europe at the same time as retaining the technical know-how within the Group. This was an advantage when starting the factory in Bangladesh. Bangladesh is an important textile nation with a high rate of growth, but also a country where it is difficult to gain control over quality, working conditions and sustainability. By starting our own production in this country, we gain control over service, quality and especially, CSR - and we are therefore in a position to secure the offer to our customers.

Limited own production gives Nilorn the flexibility to operate in the country where the customers want delivery rather than focusing on filling our own factories. This allows us to provide better service

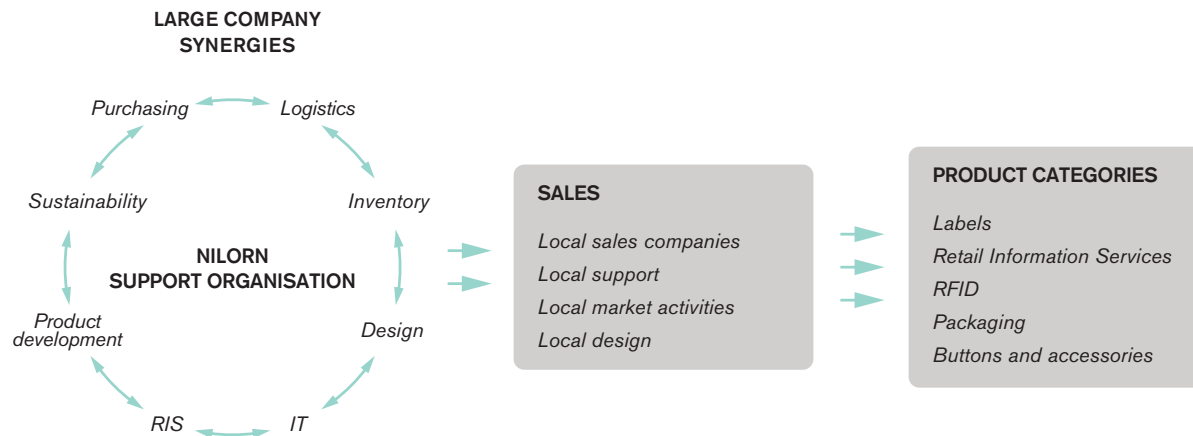
to our customers at the same time as it gives Nilorn increased flexibility to adapt costs to demand.

TRANSFORMATION TO A PROFITABLE GROWTH COMPANY

Since 2009 Nilorn has undergone a transformation from previously having been focused on production to a group that is steeped in service and puts the customer at the centre. Nilorn has built and now has distribution units in Turkey, Hong Kong, China, Bangladesh, Pakistan, India, England, Portugal and a central warehouse in Germany for the European operations. The distribution units serve the European sales companies with product development, sourcing, warehousing and distribution.

Nilorn has managed to create the small company’s flexibility with a large company’s synergies. The central units that serve business operations are:

- Design (design is also local with the sales units, in support of sales and to capture local differences).
- RIS (Retail Information Service) to give the customers a simple and effective solution with respect to variable data.
- Purchasing in order to take advantage of the Group’s benefit of scale when it comes to purchasing and to gain control of the supply chain.
- Logistics to ensure effective deliveries.
- Sustainability to gain control of our suppliers and to secure the Group’s work with sustainability and also to support the customers in this process.
- IT in order to ensure effective management of the Group’s processes.
- Economy and finance for effective internal control, correct reporting of data, business management/support and management of the Group’s financial risks.



Nilorn is active in a market with a few very large players - such as Avery Dennison, which is an American listed company with factories around the world - and where labels for the textile industry is one of several businesses with many small local players. Nilorn is sufficiently large to have a global distribution network and group-wide synergies that many smaller companies lack and at the same time small enough to maintain short decision paths and a flexible organization where the staff thrives and the customers feel that they are at the centre. Act local, be global. For to take the next step in Nilorn's growth journey and take advantage of the economies of scale in recent years we have strengthened our CSR team, built a new purchasing organization, hired competence in compliance, started a new Material Team, developed digital products and continued to develop our IT systems. All these areas are closely linked and together they contribute to increased efficiency and that we will reach our sustainability goals.

Over the past 10 years the Group has:

- Increased sales by 146 percent.
- Had an average operating margin of 11.6 percent.
- Each year paid a dividend of between 60 and 99 percent of net profit, except for 2019 due to Covid-19.
- Had a strong balance sheet with an equity ratio of 45-56 percent.

DISTRIBUTION BY PRODUCT CATEGORY

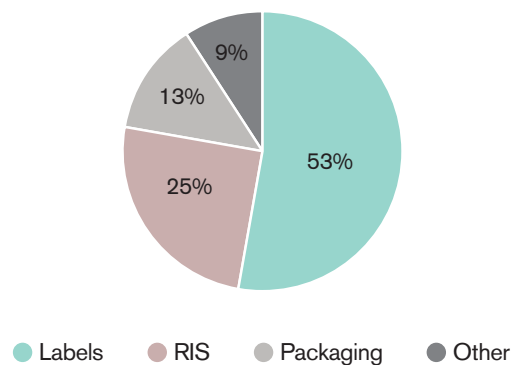
Nilorn's sales by product category is shown in the pie chart on the right side.

The product range of labels includes woven labels, printed textile labels, printed hanging labels and flossed labels. Labels is the largest product category with 53 percent of total sales. It is also

the category which is most complex to produce and has the highest margins.

The RIS (Retail Information Service) accounts for 25 percent of total sales and includes all labels with variable data such as price labels, size labels, washing advice labels and RFID (radio frequency identification). Nilorn has grown sharply in the latter area in recent years and now has 12 persons working full-time on adapting Nilorn's systems to receive their files easily and makes it simple for the customer's suppliers to order via Nilorn's web solution. The production of RIS labels is local and 'to-order' from customers - and most often in-house by Nilorn locally for fast delivery and quality control. RFID refers to labels containing a chip that is programmed with data (intelligent labels). RFID gives the customer significantly better control of their goods and more efficient handling. RFID labels have existed for many years, but it is only recently that prices have come down and enquiries have increased. Nilorn is investing heavily in RFID and has several projects together with customers.

Revenue by product category 2022



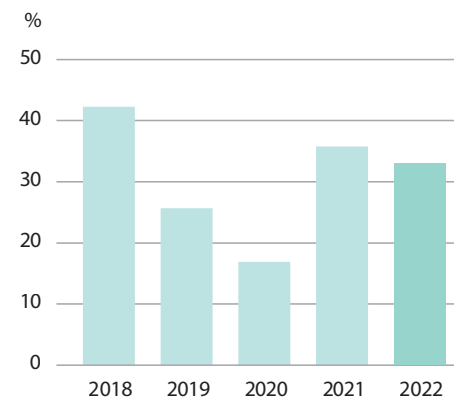
Packaging accounts for 13 percent of consolidated sales. This is an area with slightly lower margins, but with great potential, especially due to increased online sales, where packaging becomes an increasingly important feature for a positive customer experience.

CUSTOMERS

The selling companies meet customers all over Europe who are mainly brand owners. Most of the deliveries are to the suppliers of the brand owners, i.e. the factories that make the customers' garments. These factories are predominantly in Asia, but also in Europe in countries such as Turkey, Portugal, Italy and the Baltic States, etc. In most cases the customers guarantee the inventory of labels which are unique to them and also the accounts receivable from the sub-suppliers of the customers.

Nilorn has more than 1,000 customers, with the 10 largest accounting for approximately 30 percent of consolidated sales. The 20 largest account for 44 percent of the total.

Return on equity



Market with opportunities

Both the global and the European market for branding and design is growing. Brand owners are increasing their investments in measures that will contribute to strengthening their brands, where labels, packaging and accessories are important elements.

MARKET IN TRANSFORMATION CREATES OPPORTUNITIES

Both low-price brands and high-price brands invest more and more resources in differentiating themselves. The market for labels, packaging and accessories follows the development of the fashion industry. This applies to colors, textiles and combination of materials. In today's society, more and more trends are running at the same time. In addition, the life cycles of the collections are getting shorter as the trends are changing ever faster.

New regulations also affect demand. As an example, a few years ago the EU introduced stricter requirements by which textile products must be labelled, in accordance with special regulations. In the longer term, demand from the fashion and textile industry is affected by the overall economic development, with important factors such as GDP growth and private consumption.

The growing importance of the brand means that the development for branding and design has been positive which contributes to strengthening the profiling and increase sales. Demand is rising in Europe as well as other markets. Since an increasing number of customers are demanding a holistic concept, Nilorn offers branding, design, product development along with providing professional logistics solutions.

CUSTOMERS WITH HIGH DEMANDS

Nilorn has extensive experience in co-operating with the fashion industry and as the market's leading specialist, the Group has solid knowledge in branding and design development. Nilorn mainly co-operates with customers who have high requirements for concept development that strengthen their brands. Through close co-operation with customers, Nilorn has an understanding of which factors contribute to differentiating and strengthening the most important asset of the customers, their brands. NFC chip, or a unique QR code allows the brand to communicate with the final consumer, thereby increasing traceability transparency. This is in line with the circular economy where we as a company want to contribute. This is an area where we will continue to invest in the coming years. With this as starting point, Nilorn develops concepts that help to distinguish and strengthen the most important asset of customer companies, their brands. This creates value for both Nilorn's customers, the brand owners, and for their customers, the end consumers.

TRENDS IN THE MARKET

- Growing investments in brand profiling
- Sharper focus on sustainability
- The market for branding and design concepts follows the trends of fashion
- More and more trends are current at the same time
- Technical advances create new opportunities
- Growing interest for RFID



Customer-unique solutions based on a broad offer

Nilorn has the market's broadest offer in branding and design of labels, packaging and accessories. The Group offers; branding consultation and design expertise with focus on the fashion and garment industry, control over production with high quality and IT and logistics solutions that gives the customers control over the flow of their labels, packaging and accessories. This means that Nilorn can guarantee timely deliveries all over the world.

THE BRAND INCREASINGLY IMPORTANT

At Nilorn's design departments, we use the term concept when we talk about our work. A concept can contain anything from a few to more than 50 labels and packages in addition to other accessories with branded details. There is a 'theme' that unites all the elements of the concept. Logos, graphic expressions, colors, patterns or materials can be used to give a unified impression in a way that promotes strong communication. The most common elements in a concept is woven labels, hanging paper tags, plastic, leather or textile materials. Latex, metals and composite materials are other common materials. Other important elements of a concept are packaging, cartons, wrapping, tissue paper and accessories. With different printing and stamping methods, foil embossing and different ways of attaching the labels, the opportunities are infinite. Another important detail for us at Nilorn is the location of the labels on a garment. Placements that

surprise and have a function are important elements of a concept. Customers appreciate our expertise and often ask us to participate in their own design process at an early stage. In a good concept, labels should work individually, together and in harmony with the garment. Graphic design combined with exciting materials must highlight the unique values that create a link between the brand and the product. The idea that consumers appreciate our labels so much that they end up on the desktop instead of in the waste basket is what stimulates our graphic designers.

DESIGN PROCESS WITH FOCUS ON MEETING NEEDS

When the customer experiences a need for renewed or stronger profiling and wants to achieve a change, that's when Nilorn's services are in demand. In today's competitive market it is more important than ever to be seen and heard. The difference between success and failure can be subtle. Brand profiling has a direct link

to the consumer's choice of product and is crucial to how a brand is perceived.

At Nilorn, the graphic designers compile all the material needed to strengthen the identity of a brand. Once the image and goals are identified, Nilorn's design team creates a customized solution for each individual purpose. All signals are co-ordinated into a whole that focuses on strengthening the customer's brand. The finished result contains everything from packaging, accessories, labels, placement solutions and choice of materials. The concept is presented to the customer in an exciting and creative manner according to the customer's wishes. Nilorn's combination of experience and new thinking creates new dimensions for brand development.

NILORN'S COMPETITIVE ADVANTAGES

- Close co-operation with several of the world's leading brands
- Competence in branding, design and product development of brands
- Logistic solutions and IT systems on a global basis
- A well-developed international sales and distribution network
- High competence in sustainability which is Nilorn's main USP (Unique Selling Point)
- A flexible organisation with short decision path

The Nilorn process

MEETING: Meetings between client and Nilorn. In close cooperation clients needs identifies and results in a design brief.

DESIGN: Unique design skills create tailor-made concepts for different customer segments.

PRODUCT DEVELOPMENT: Based on design and high quality technical solutions.

PRODUCTION: Own manufacturing combined with a network of partners in strategic markets throughout the world.

LOGISTICS: Electronic web-based ordering system allows delivery within 48 hours.

MANUFACTURER: Production location where the labels are sewn into the garment.

CONSUMER: End user of the long chain from idea to product.



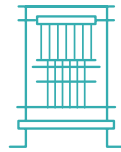
MEETING



DESIGN



PRODUCT
DEVELOPMENT



PRODUCTION



LOGISTICS



MANUFACTURER



CONSUMER

Creative design

Nilorn's design departments in Sweden, England, Germany, Belgium and Denmark, have graphic artists and branding consultants specialised in development of graphic concepts for fashion and fashion-related products. Customers are offered a unique and expressive product appearance with the support of labels, packaging and accessories. As is the case in all visual communication, it is important to attract, guide and provide information. For producers of functional materials in, for example, the sports segment we have seen an increased need for communication.

CONCEPTS THAT STRENGTHEN BRANDS

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process at an early stage. In a good concept, labels should work individually, together and in harmony with the garment. Graphic design combined with exciting materials must highlight the unique values that create a link between the brand and the product. The idea that consumers appreciate our labels so much that they end up on the desktop

DESIGN PROCESS WITH FOCUS ON MEETING NEEDS

When the customer experiences a need for renewed or stronger profiling and wants to achieve a change, that's when Nilorn's services are in demand. In today's competitive market it is more important than ever to be seen and heard. The difference between success and failure can be subtle. Brand profiling has a direct link to the consumer's choice of product and is crucial to how a brand is perceived.

At Nilorn, the graphic designers compile all the material needed to strengthen the identity of a brand. Once the image and goals are identified, Nilorn's design team creates a customized solution for each individual purpose. All signals are co-ordinated into a whole that focuses on strengthening the customer's brand. The finished result contains everything from packaging, accessories, labels, placement solutions and choice of materials. The concept is presented to the customer in an exciting and creative manner according to the customer's wishes. Nilorn's combination of experience and new thinking creates new dimensions for brand development.

Retail Information Service (RIS)

THE PERFECT SOLUTION FOR LABELS WITH VARIABLE INFORMATION

One element of Nilorn's business concept is to simplify label handling for its customers. Our appreciated web platform gives our customers full control of production in progress, lead times and stock status. As experts in handling labels, packaging and accessories we offer efficient customer solutions where the cost and time aspect go hand-in-hand with secure and global distribution alternatives.

UNIQUE IT AND LOGISTICS SOLUTION

One of the most important aspects when it comes to production of labels with barcodes and laundry information is that the label contains information that varies. It is a matter of labels needing to be distributed in different production countries and where the time aspect often is crucial. Nilorn, with its global network and flexible production solves what, for many customers, is perceived as both complicated, time consuming and expensive.

The process is simple for the customers. One example is when, at the same time as the customer placing the production order with a manufacturer, information is transferred to Nilorn about which information should appear on the label. Depending on the customer's wishes, production of the labels is automatically started, or a confirmation is obtained from the customer's manufacturer before production starts. The labels are then distributed directly to the manufacturer.

Customers who choose to work with Nilorn receive help to ensure production and distribution of the labels. All information about the entire process is available on Nilorn's web platform and can be monitored in ten languages on a 24/7 basis.

NILORN'S WEB PLATFORM

With our know-how and experience in meeting the production and distribution needs for large global chains, as well as smaller local brands, we dare say that our solution is unique and that our customers are satisfied. Nilorn has a large number of different alternatives for handling labels with variable information.

The most common types of labels are the following:

- Adhesive labels
- Hanging tags
- Laundry recommendation labels
- RFID labels



Nilorn's head office, RIS department

NILORN:CONNECT

ADDING INFORMATION TO YOUR BRAND

A digital twin of each physical product allows brands to collect and share extended and unique information about individual products. Our platform of digital services helps brands achieve this.

It is no longer an option for brands to avoid genuinely working with their sustainability goals and actions if they want to remain attractive and competitive in the long run. Companies that prepare will have a significant advantage when requirements for transparency and traceability increase. Meanwhile, others will fall behind and face a more significant challenge when requirements, such as the Digital Product Passport, become effective. Consumers are becoming more aware and make purchasing decisions with sustainability and the environment in mind. Therefore, the ability of brands to manage and share such information is key for consumers. This means brands need to have control and traceability of their products like material composition, factories involved, working conditions, etc. It is time for brands lagging in these areas to prepare and take action to improve.



DATA CARRIERS/LABELS

Unique QR codes are the most common way to label individual products, which consumers can scan via a mobile phone. NFC is another option but currently has a much higher price point and is, therefore, mainly used for exclusive and high-value products. QR codes can also be combined with RFID to support stock management and consumer interactions with a single label. For unique QR codes, the recommendation is to use the GS1 Digital Link-standard with a sub-domain of the brand's domain to avoid a solution vendor lock.



A global market

To participate in, and compete for, the big branding and design assignments it is necessary to be close to the customers, since the decisions on strategic issues are made at the clients head office. Labels, packaging and accessories are becoming increasingly important to the brand and is therefore an increasingly more common issue for our customers' top management. However, our customers' production is usually done in low-cost countries, in Asia and the former Eastern Europe for instance. As customer companies have expanded to new geographic markets both in terms of sales and manufacturing, the branding and design industry has become more global.

FROM LOCAL TO GLOBAL

The development means that the branding and design companies must be close to both their customers and their suppliers in order to be able to handle deliveries timely on virtually a worldwide basis. The garments are designed and sold in Western Europe, but production mainly takes place in Asia. The branding and design concepts are also developed in close co-operation with the brand owners in Western Europe, but most labels, packaging and accessories are delivered directly to the manufacturers - especially in Asia, where China is still the most important purchasing market for the textile industry.

Nilorn's main customers, the brand owners, concentrate their resources on branding and design, brand development, marketing and sales, while manufacturing is outsourced to subcontractors.

GLOBAL DELIVERIES

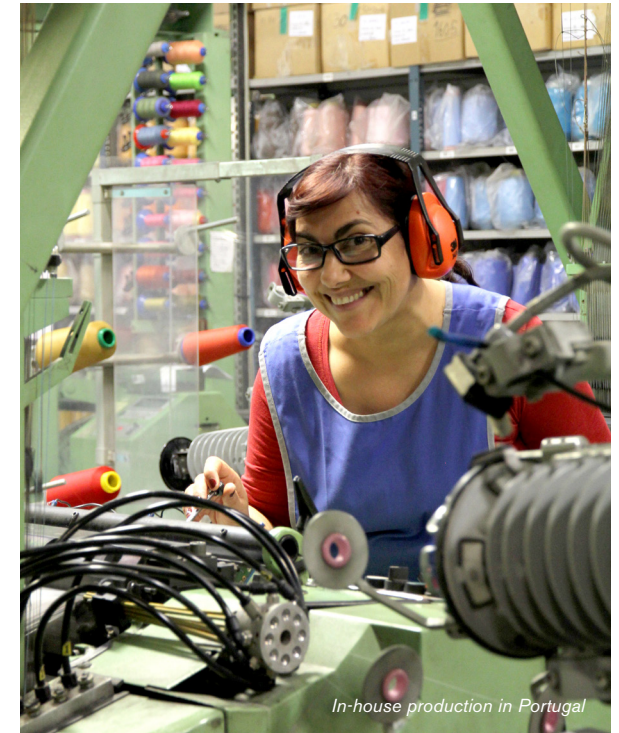
This development requires that Nilorn has a presence in these countries, through its own companies and a network of strategic partners. Through co-operation with partner companies Nilorn has access to high-quality production in the growth markets in Asia, where Nilorn East Asia, in Hong Kong, is an important hub of the operations, together with the distribution units in China, India, Bangladesh, Pakistan and Turkey.

An important part of Nilorn's strategy is to continue adding strong and professional partners to the Group's network, the purpose being to offer effective logistics services to our customers, regardless of where in the world the customer produces its goods. In order to strengthen Nilorn's branding, design and product development, a joint product development function has been built.

For really fashion-oriented goods, which are purchased mid-season and have extreme demands on short lead times, Turkey and Portugal have become an increasingly important purchasing market for the European clothing companies. Nilorn has had its own factory in Portugal for a long time for production of both woven labels and printed textile and paper labels with short lead times for the European market.

BOTH OWN MANUFACTURING AND CO-OPERATION PARTNERS

Nilorn has operations in Sweden, Denmark, Norway, Finland, United Kingdom, Italy, Germany, Belgium, France, Portugal, Spain, Austria, Hong Kong, China, Bangladesh, Pakistan, India, Switzerland and Turkey. There are partner companies in Holland and the United States. Nilorn's presence in Europe is important, as that is where the purchasing decisions are made and where branding, design and concept for garments, labels and packaging



In-house production in Portugal

accessories are developed. Access to in-house production, in combination with production with partner companies, allows the Group to maintain the highest quality, flexibility, adaptation to customers and to live up to the demand for competitive pricing. The access to in-house manufacturing creates advantages for product development and sample management – the process of making reality out of something that only a few days ago was at the idea stage is rapid.

Sustainability work

NILORN WORKS ACTIVELY TO CONTRIBUTE TO A MORE SUSTAINABLE FUTURE.

Sustainability at Nilorn means meeting the long-term needs of individuals and customers in a responsible way. We have chosen to focus our sustainability work on three areas:

- **Customers** - We develop products in close cooperation with our customers and work together to reduce their environmental impact.
- **Supply chain** - We believe in close cooperation with our partners. By engaging in a meaningful way throughout our supply chain, we can help ensure that our company and our suppliers maintain the highest standards in working practices, human rights and environmental issues.
- **Own business** - We work responsibly for employee well-being and environmental impact. Competent and committed employees provide the basis for Nilorn to be innovative and competitive.

RULES AND FRAMEWORKS

All Nilorn's activities must comply with national and international laws and conventions. Since 2017, Nilorn has signed the Global Compact's sustainability guidelines. The Global Compact is the world's largest sustainability initiative, with approximately 12,000 participating companies and organisations in over 160 countries. Nilorn is committed to realising and integrating the ten principles of human rights, labour law, the environment and anti-corruption based on the UN Universal Declaration of Human Rights, the ILO Declaration of Fundamental Principles and Rights at Work, the RIO Declaration on Environment and Development and the UN Convention Against Corruption.



Nilorn's Code of Conduct is based on the Ethical Trading Initiative's Base Code and all Nilorn suppliers are expected to sign agreements and follow our supplier handbook, which includes, among other things, a Code of Conduct, environmental requirements, and a chemical list. Nilorn is a member of Sedex and uses SMETA supply chain audit as part of following up.

We use REACH (The EU regulation on the supply and use of substances) as the basis for the Nilorn Restricted Substance List. By signing our agreement, our suppliers certify that they comply with legislation and restrictions regarding the use of chemicals. Nilorn is a member of RISE chemical group. The purpose of the Group is to communicate legal requirements and other information in the field of chemicals and support the member companies' daily chemical work. We participate in the Group's network meetings and use the Chemicals Guide to comply with legislation and recommendations.

Nilorn has zero tolerance for bribery and corruption. Our anti-corruption policy is applied internally and in cooperation with suppliers and other external contacts. All employees are subject to this policy, meaning staff may not receive gifts or other benefits beyond what is considered moderate. If this happens, it should be done with full transparency and following the company's rules regarding the value and type of gift.

Since 2017, Nilorn has published annual statements in accordance with the UK's Modern Slavery Act, where we outline the measures we take to reduce the risk of modern slavery that may occur in our supply chain and operations.

Nilorn Sweden has introduced an environmental management system according to the requirements of Svensk Miljöbas (Swedish Environmental Base). The environmental management system is audited annually by Svensk Miljöbas' approved auditors.



UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Most of the UN's 17 Sustainable Development Goals (SDGs) can be linked to the company's activities, but we have identified six particularly relevant goals to Nilorn. These six global goals are where we have the most significant impact – in other words, the goals our business affect the most and where we see the greatest opportunities to contribute to sustainable development.



OUR OFFER

Our goal is to reduce our environmental impact by making active choices while at the same time meeting our customers' needs for materials and fast delivery. We review processes, materials, and certifications in our organisation and our supply chain to offer a product range that includes more sustainable alternatives. We are committed to evaluating, preventing or reducing environmental impact and other potentially negative effects of our activities, products and services.

We work with several product certifications to demonstrate improvements along our value chain, such as:

- bluesign®
- FSC™ (Forest Stewardship Council)
- GOTS (Global Organic Textile Standard)
- GRS (Global Recycle Standard) and RCS (Recycled Claim Standard)
- LEATHER STANDARD by OEKO-TEX®, class 1
- STANDARD 100 by OEKO-TEX®, class 1

These certifications include different product types and differ slightly in terms of focus areas and requirements regarding environmental and social/ethical performance. Our focus is on FSC™, Higg, Oeko-Tex® and SMETA, for which the majority of our production units are certified or audited. Nilorn Bangladesh, Nilorn East Asia, Nilorn India and Nilorn Portugal all have a GRS certificate. Nilorn's factories in Portugal and Hong Kong are bluesign® SYSTEM PARTNERS. bluesign® is based on five principles to ensure more responsible production: resource management, emissions to air and water, consumer safety, and work environment and safety.

Higg Index

Companies use the Higg Index Tools to measure their climate and social impact throughout the supply chain. Since 2020, we have used two Higg Index modules for both internal and external production units: Facility Environmental Module (FEM) and Facility Social Labour Module (FSLM). This gives us the opportunity to measure different parts of the supply chain and highlight where the greatest impacts occur and where we can make changes. The modules are based on self-assessment resulting in a score that can be verified through an external review. The Higg FEM module includes the following indicators: water use, greenhouse gas emissions, waste management, chemical management, environmental management systems, wastewater and energy use. Reporting for Nilorn Bangladesh, Nilorn East Asia, Nilorn Portugal, Nilorn Turkey and Nilorn UK is verified by a third-party. The Higg FSLM module includes: working hours, salaries and compensation, health and safety and terms of employment. Nilorn Bangladesh, Nilorn East Asia and Nilorn Turkey have made the self-assessment.

Nilorn has been awarded the Nasdaq ESG Transparency Partner for our transparency to stakeholders when it comes to environmental, social and governance issues (ESG).



Nilörngruppen's Sustainability Report 2022

Further information about our work can be found in the Sustainability Report, which is available here: www.nilorn.com/sv/hallbarhet



The mark of responsible forestry



Nilorn has been awarded the Nasdaq ESG Transparency Partner for our efforts to be transparent to the market when it comes to environmental, social and governance issues (ESG).

History

1970's

Nilorn's origin is a design firm started in Borås by Claes-Göran Nilsson in the beginning of the 1970s. The business evolved to also be responsible for the production of labels outsourced to manufacturers in Europe.

1980's

Nilorn sees opportunities to streamline the production of labels and to expand. The first manufacturing company, Borås Etikettväveri, is acquired, as is Försäljnings AB Nordiska Bandväveriet, Screentryckeriet Dekoratorens and Menda in Denmark. Towards the end of the decade Svenska Bandfabriken, Bohus Textilkonst and Nordisk Heliotextil are acquired.

1990's

To ensure international expansion, a private placement to external financiers is made in 1990. The largest textile printer in the Nordic Region, K Björn Eriksen in Denmark is acquired the same year and in 1992 Bally Labels in Switzerland is added. Shamrock-Ruga in Belgium and Dalle Caen in France are acquired in 1995. In 1998 Arko Etiketten in Germany is acquired and Nilörngruppen AB is listed on the Stockholm Stock Exchange. In Britain, leading label producer, H.H. Calmon & Co Ltd, which also has operations in Portugal and Hong Kong, India and the Dominican Republic is added. In the same year 20 percent of the German label manufacturer, Gustav König Etiketten, is acquired.

2000's

Belgium's largest label manufacturer, Nominette, was acquired in 2001. Nilorn East Asia Ltd in Hong Kong was established in the same year.

In 2004 Claes-Göran Nilsson, Nilorn's founder, resigned as Chairman of the Board of Directors and left all his assignments in the Group. Nilorn changed its strategy from being a label manufacturer to being a company with increased focus on design and efficient logistic solutions. Partner agreements were entered into with production units in China, Bangladesh, India, Turkey and Tunisia.

In 2005 the Swedish production unit for woven labels, Borås Etikettväveri, was closed and part of the production was moved to Nilorn's production unit in Portugal.

In 2006 restructuring of production operations continued and the production of woven labels was moved from England and Germany – primarily to Portugal.

In 2007 the Belgian production of woven labels was terminated and the former partner, Hazer Etiket, was acquired and its name was changed to Nilorn Turkey.

In 2008 production at Nilorn Turkey was phased out and the company's efforts were concentrated to purchasing and sales.

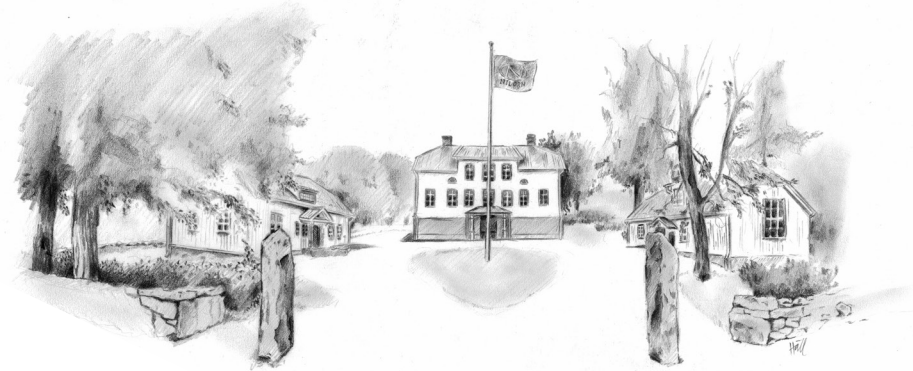
In 2009 Claes af Wetterstedt took over as President and Chief Executive Officer. Traction, who had been a shareholder since 2005, raised its stake to 65 percent of the shares outstanding and Nilörngruppen AB was delisted as of 30 June from the Stockholm Stock Exchange. A new Board of Directors took over in connection with the Annual General Meeting and Petter Stillström took over the chairmanship.

2010's

In 2010 subsidiaries were established in Bangladesh and China (Shanghai). Logistics in Europe is streamlined by establishing a central warehouse for the German and Belgian operations.

In 2012 Nilorn moved its warehouse from Sweden to the central warehouse in Germany in an effort to make operations more efficient. The Group established production of Care Labels (textile printing) in Hong Kong. This was also the first year when all operating companies in the Group showed positive results.

In 2014 Nilorn Pakistan Ltd was established and the production of both woven and printed labels was expanded in Portugal. A sales office was also opened in Italy.



Nilorn's head office

In 2015 Nilörngruppen AB's share was listed on Nasdaq First North Premier.

In 2017 production started in Bangladesh. A European distribution company is established in Germany. A Sustainability Manager for the Group is hired in January and sales representation is opened in Spain.

In 2018 Nilörngruppen AB changes its listing to Nasdaq OMX Small Cap. Investments are made in new looms at the Portugal plant.

In 2019 Nilorn invests MGBP 2.1 in its own building in England and a building in Sweden in the amount of MSEK 7. Implementation of the new enterprise system continues and major focus is placed on sustainability. A new five-colour printing press and new looms are installed at Nilorn Bangladesh.

2020's

In 2020, Krister Magnusson took over as President and CEO. The company performed better than feared through the pandemic with a turnover loss of 9%, adjusted for currency effects.

In 2022 Restructuring and reinforcement in terms of purchasing, CSR compliance and investment in RFID and connected products continues. Best year ever in terms of sales and earnings.

Multi-year Survey

SUMMARY OF NILORN'S DEVELOPMENT 2018 – 2022

<i>Amounts in SEKm</i>	2022	2021	2020	2019	2018
Income statement					
Net turnover	942,8	788,3	618,2	715,4	712,0
Operation profit	136,4	119,5	50,8	66,2	85,2
Net financial items	-4,7	-4,0	-3,7	-3,1	-1,4
Profit before tax	132,4	116,2	47,1	63,1	83,8
Skatt	-31,4	-28,8	-13,6	-15,8	-13,1
Profit for the year	101,0	87,4	33,5	47,2	70,7
Profit/loss attributable to equity holders of the Parent Company	101,0	87,4	33,5	47,2	70,7
Balance sheet					
Non-current assets	161,5	158,9	156,1	181,1	80,3
Inventories	212,1	145,9	106,6	119,0	107,9
Trade receivables	99,0	114,2	72,0	59,4	83,2
Other current assets	28,2	20,6	21,3	20,6	31,9
Cash and cash equivalents	113,1	116,4	66,3	32,3	37,9
Total assets	614,0	556,1	422,3	412,4	341,2
Equity attributable to the Parent Company's equity holders	333,2	278,3	209,8	186,7	180,8
Total equity	333,2	278,3	209,8	186,7	180,8
Non-current liabilities	37,8	51,8	56,0	51,3	2,1
Trade payables	62,4	98,5	62,9	54,3	69,6
Other current liabilities	180,6	127,5	93,6	120,1	88,7
Total liabilities and equity	614,0	556,1	422,3	412,4	341,2

<i>Amounts in SEKm</i>	2022	2021	2020	2019	2018
Key ratios and other information					
Net turnover increase, %	19,6	27,5	-13,6	0,5	4,6
Operating margin, %	14,5	15,2	8,2	9,3	11,7
Profit margin, %	14,0	14,7	7,6	8,8	11,5
Capital employed	428,8	354,0	289,3	309,4	221,2
Average capital employed	391,4	321,6	299,3	265,3	205,4
Return on capital employed, %	35,0	37,4	17,2	25,2	41,8
Average equity	305,8	244,0	198,3	183,7	167,3
Return on equity, %	33,0	35,8	16,9	25,7	42,3
Equity/assets ratio, %	55,8	50,0	49,7	45,3	53,0
Interest-bearing net liability	41,9	86,8	38,1	-41,8	-2,5
Number of employees	587	553	499	494	482

For definitions of alternative key financial indicators, refer to page 56.



Nilörngruppen's share 2022

THE SHARE

Nilörngruppen's class B share is listed on Nasdaq OMX Nordic Small Cap since 4 April 2018 after having been listed on First North Premier since 12 June 2015. The voting value is 10 votes per class A share and one vote per class B share.

OWNERSHIP STRUCTURE

At year-end 2022 Nilörngruppen AB had 5,067 (4,327) share-holders. At year-end the ten largest owners held 51.6 percent of the capital and 75.1 percent of the votes.

DIVIDEND

The Board of Directors proposes to the Board a dividend of SEK 5.00 (5.00) per share, corresponding to MSEK 57.0 (57.0).

DIVIDEND POLICY

Given that Nilörngruppen is a listed company, Nilörngruppen's overall goal is to create value for shareholders. Dividends require that the Annual General Meeting decides thereon, and that Nilörngruppen AB has distributable funds. Consideration shall also be given to the Group's financial position, earnings and expected development, investment needs and relevant economic conditions. The dividend policy strives for a long-term sustainable dividend between 60-90% of net profit

<i>Amounts in SEK</i>	2022	2021	2020	2019	2018
Per-share data					
Numbers of shares outstanding, thousands	11 402	11 402	11 402	11 402	11 402
Profit	8,86**	7,67	2,94	4,14	6,20
Dividend	5,00*	5,00	2,00	0,00	4,00
Equity	29,22	24,41	18,40	16,37	15,85

* Proposed dividend

**Earnings per share are calculated as profit for the period attributable to holders of shares in the Parent Company in relation to 11,401,988 outstanding shares.

THE 10 LARGEST SHAREHOLDERS AS OF 31 DECEMBER 2022

Owner	Number of shares		Share, %	
	A-shares	B-shares	Votes	Capital
AB TRACTION	960 000	2 040 000	58.1	26.3
NORDNET PENSIONS FÖRSÄKRING AB		689 898	3.4	6.1
CACEIS BANK, W-8IMY		595 750	3.0	5.2
HAGBERG, JOHAN MAGNUS		389 560	1.9	3.4
VJ INVEST AS		350 059	1.8	3.1
ABG SUNDAL COLLIER AS A		348 218	1.7	3.1
VPF FONDS FINANS NORDEN		314 264	1.6	2.8
AVANZA PENSION		271 534	1.4	2.4
VARNER EQUITIES AS		223 120	1.1	2.0
IBKR FINANCIAL SERVICES AG, W8IMY		215 684	1.1	1.9
AMOUNT	960 000	5 438 087	75.0	56.1
OTHER (5 057 ST)		5 003 901	25.0	43.9
TOTAL	960 000	10 441 988	100,0	100,0

Administration Report

The Board of Directors and the Chief Executive Officer of Nilörngruppen AB (publ), corporate ID number 556322-3782, hereby submit their annual report and consolidated financial statements for the 2022-01-01 – 2022-12-31 financial year.

CORPORATE GOVERNANCE

Nilörngruppen AB is a Swedish corporation with its domicile in Borås and follows the Swedish Companies Act.

SHAREHOLDERS

The Annual General Meeting gives shareholders an opportunity to ask questions directly to the Chairman of the Board of Directors, the Board of Directors and the President. Invitation to the 2023 Annual General Meeting, to be held in Borås 3 May 2023 will be advertised in nationwide daily newspapers not less than four weeks before this date. The Company responds throughout the year to inquiries from shareholders. Published documents and press releases during 2022 are available at the Company's website www.nilorn.com

OWNERSHIP STRUCTURE

As of 31 December 2022, the Company's share capital consisted of 960,000 Class A shares and 10,441,988 Class B shares. Each class A share entitles the holder to ten votes and each Class B share entitles its holder to one vote.

As of 31 December 2022, there were 5,067 shareholders in Nilörngruppen AB (4,327). The largest shareholder was AB Traction which held 26.3 percent of the capital and 58.1 percent of the votes.

BUSINESS

Nilörngruppen AB is an international group, established in 1977, that adds value to trademarks through branding and design in the

form of labels, packaging and accessories to customers, primarily in the fashion and clothing industry. Nilorn strives to increase customer competitiveness by offering services covering all design resources, plus a logistics system that guarantees secure and timely deliveries. Nilorn is one of Europe's leading players with revenue of MSEK 943 (788). Nilorn delivers more than 1.7 billion labels per year of different sizes and types. Nilorn is represented with subsidiaries in Sweden, Denmark, Germany, Belgium, United Kingdom, Portugal, Hong Kong, India, Turkey, Bangladesh, China, Pakistan and USA.

Nilorn applies the motto 'maximum customer satisfaction'. The entire corporate structure is based on this central theme, which forms the basis of all activities within the Nilorn Group, from design to manufacturing, sales, logistics and service.

SUMMARY OF 2022

Order bookings

Order bookings increased by 14 percent to MSEK 983 (864).

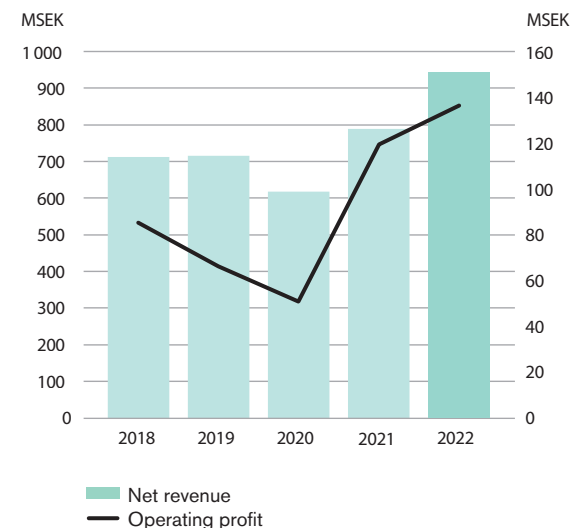
Net revenue

Net revenue increased by 20 percent to MSEK 943 MSEK (788). Foreign currency exchange rates affected revenue positively by MSEK 90. This means that the underlying organic growth increased revenue by 8 percent. SEK has weakened during the year compared to all currencies related to Nilorn, which has had a major impact on the turnover for the year. However, the Group's revenue is met by costs in each respective currency, which minimizes the effect on profit.

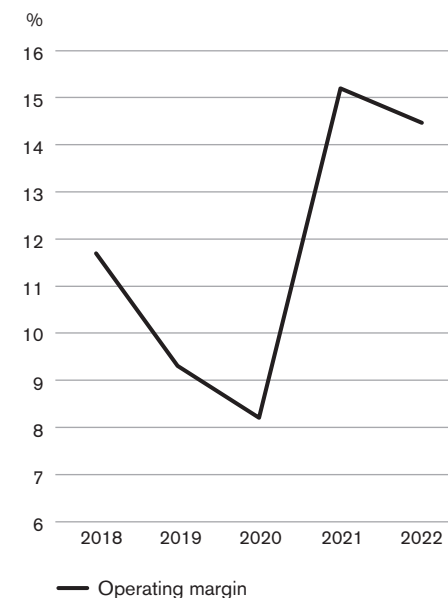
Profit

Operating profit amounted to MSEK 136.4 (119.5), which lakes for an operating margin of 14.5 percent (15.2). Raw materials and goods for resale relative to revenue was 55.8 (54.0) percent. The gross profit margin is affected by product and client mix and by major individual orders.

Net revenue and operating profit



Operating margin



Other income amounted to MSEK 32.4 (11.9) of which is mainly attributable currency. External costs increased to MSEK 71.2 (62.0). Personnel costs increased to MSEK 194.3 (163.9). Depreciation increased to MSEK 29.9 (25.9).

Operating profit amounted to SEK 136.4 (119.5) million, giving an operating margin of 14.5 percent (15.2).

The tax expense amounted to MSEK -31.4 MSEK (-28.8), which is equivalent to a tax rate of 23.7 percent (24.8). Profit after taxes amounted to MSEK 101.0 (87.4). Nilorn operates in both low- and high-tax countries and the average tax depends on developments in the respective country.

Tie-up capital

Capital tied up in inventories increased by MSEK 66 to MSEK 212 (146) and trade receivables decreased by MSEK 15 to MSEK 99 (114). A large part of Nilorn's business is based in Asia, where both trade receivables and inventories are recorded in Hong Kong Dollar (HKD), which means that currency fluctuations will have considerable effect on capital tied up when converted to SEK. Assets are financed in local currency, however, so the effect on profit is marginal.

Cash flow, capital expenditure and financial position

Cash flow from operating activities amounted to MSEK 26.7 (78.8). Cash flow from investment activities amounted to MSEK -8.4 (-11.8). Net cash at the end of the period stood at MSEK 11.2 of which IFRS 16, increased interest-bearing liabilities by MSEK 22. Comparable numbers not including the effect of IFRS 16 is net cash of MSEK 33.0 (75.1).

Cash and cash equivalents amounted to MSEK 113 at year-end (116). In addition, hereto there were unutilized bank credit facilities totaling MSEK 46 (47). Equity amounted to MSEK 333 at year-end (278). The difference is made up of the year's profit of MSEK 101 (87), dividend paid MSEK -57 (-23), revaluation of pension plan of MSEK -2 (0) and translation differences of MSEK 13 (4).

The equity ratio at year-end stood at 54 percent (50).

Reporting of segments

The Group's segment division consists of geographical areas. The table for sales and operating profit is presented under Note 3. During the year, external sales, converted to SEK, in Asia increased by 15 percent, in the rest of Europe by 27 percent and in Sweden by 25 percent.

Operating profit increased in Asia by SEK 6.3 million to SEK 72.9 million, the rest of Europe by SEK 10.7 million to SEK 51.9 million and in Sweden by SEK 0.4 million to SEK 13.6 million.

Group-wide operating profit decreased by SEK 0.6 million to SEK -2.1 million.

Personnel

The average number of employees in the Group at year-end 2022 was 587 (553), of which 247 (227) were women. 317 (303) of the employees were engaged in production and warehousing. For additional details refer to Note 7.

Since May 2017 there is a compensation committee for handling salary levels, pension benefits, incentive matters and other terms of employment for the President and other Members of Group Management.

Significant events

The Board of Directors proposes to the Annual General Meeting that a dividend of SEK5.00 per share will be paid for the 2022 operating year equivalent to MSEK 57.0 (57.0).

Nilörngruppen AB acquires Bally Labels AG in Switzerland together with two of the employees, Liana Zanin and Ayse Peter, who will own 10 percent each. The acquisition will be consolidated into Nilörngruppen as of December 31, 2022. As a partner company, most of the sales are already consolidated in Nilorn's figures and the acquisition will therefore have a limited but positive effect on Nilorn's earnings.

TRANSACTIONS WITH CLOSELY RELATED PARTIES

During the year Nilörngruppen AB sold services for TSEK 82 (75) to the principal owner, AB Traction. No transactions with a significant effect on the Group's profit and financial position have occurred during the period. The Parent Company's transactions with subsidiaries relate to design, product development, IT and other services.

Refer to Note 7 for information about salaries and other remuneration to management and the Board of Directors.

RESEARCH AND DEVELOPMENT

Costs for research and development are expensed and were less than one percent of net revenue for 2022 (<1 percent). The development is related to the development of new IT systems and is capitalized on the balance sheet

RISKS AND UNCERTAINTY FACTORS

Nilorn is dependent on economic trends in individual markets where the Group conducts business, and also by the overall development of the world economy. Political decisions, such as the introduction of quotas and tariffs, can also affect the Group's development, particularly in the short term.

Nilorn uses external suppliers, primarily in the Far East, which means that changes in prices for freight, raw materials, wages, etc. can affect the Group's economic development. Nilorn has built a broad network of suppliers and therefore feels that there is no significant risk with respect to the supply of products. Due to its international operations the Group is also affected by currency developments. Such effects are especially significant when converting revenue and profits to SEK, which is the Group's functional currency, although revenue and costs are in relatively close balance in each respective currency.

FINANCIAL RISKS

Nilorn is exposed to risks related to financial instruments, such as cash and cash equivalents, trade receivables, trade payables and debts. Risks related to such instruments are primarily:

- Interest risks relating to cash and cash equivalents and debts,
- Financing risks relating to the Group's capital needs,
- Currency risks relating to profits and net investments in foreign subsidiaries, and
- Credit risks relating to financial and commercial activities.

Handling and monitoring the financial risks are centralized to the head office accounting and finance department in Borås, where market trends of interest rates and currencies are continuously monitored. The department acts in accordance with the financial policy adopted by the Board of Directors. Also refer to the description of various risks in Note 2.

SUSTAINABILITY REPORT

The sustainability work at Nilorn is closely related to the Company's longterm relationship with customers, employees and other stakeholders. For Nilorn sustainability means working to fulfil the needs of people and society, without jeopardizing the opportunity for future generations to fulfil these needs and includes work with the environment, anti-corruption, personnel, social conditions and human rights. Nilorn's efforts with sustainability are based on managing risks and opportunities in relation to these areas. The risks deemed to be of great importance to the business, and how they are handled, are reported in Note 2. In other respects, risks are included as a part of which sustainability issues we should prioritize.

Our sustainability efforts are governed by a Group-wide Sustainability Manager based at the Swedish head office and a Supply, Sourcing and CSR Manager based in Hong Kong, both of whom report to the Company's management. Nilorn CSR and Corporate Sustainability Advisory Team (CSAT) was formed in 2018. The purpose of the group is to further integrate CSR and sustainability in the organisation's daily operations, to spread knowledge and share experiences. The team's members are personnel from the design department, product development, production, purchasing, sales and CSR from across different Nilorn companies.



The policies and guidelines that primarily concern sustainability efforts are our sustainability policy, our overall HR policy, the equality policy, the code of conduct with ethical guidelines for personnel and the supplier behavior code together with other documented requirements that Nilorn's suppliers are expected to comply with. With these, we cover the environment, anti-corruption, personnel, social conditions and human rights. For more details on the work with account and follow-up of these policies, see our Sustainability Report. Sustainability report for Nilorn can be found in a sustainability report that is available here: www.nilorn.com/sustainability

THE GROUP'S OUTLOOK FOR 2023

It has been volatile since the pandemic and it is a continued uncertain market climate. From a rapid deceleration associated with the pandemic to a speedy recovery, many customers are sitting with large stocks of final products. Increased costs for the end consumer affects consumption at the same time as Nilorn has succeeded well in the luxury segment which has been less affected. Most of our customers remain optimistic about 2023, but against the background of the weaker development at the end of 2022 we expect this trend to continue even in the first half of 2023. The work with structural improvements in, among other things, purchasing, CSR-connected products and the sales process will continue and come to make us even stronger and more attractive as a supplier.



PARENT COMPANY OPERATIONS

The Parent Company's business largely consists of managing group-wide functions such as branding and design, product development, accounting, administration, information and IT. The average number of employees during 2022 was 26 persons (23).

Dividends from subsidiaries were received during the year in an amount of MSEK 57 (14) and group contributions were received in an amount of MSEK 13 (13).

Net revenue for the period January - December amounted to MSEK 33 (30). The operating result amounted to MSEK -6.2 (-2.8) and profit after net finance items was MSEK 50 (11).

PROPOSED ALLOCATION OF PROFIT (TSEK)

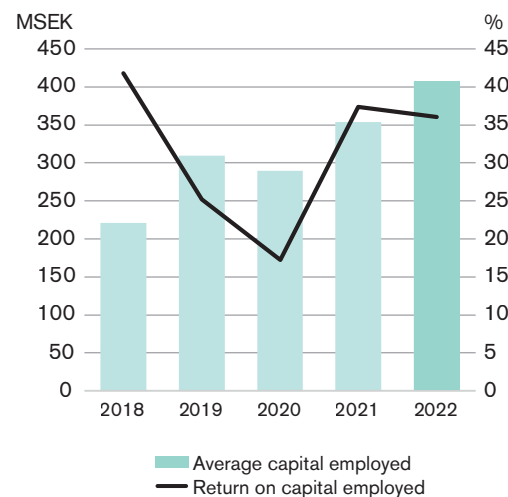
The Company's annual report will be presented for adoption at the Annual General Meeting to be held 3 May 2023.

The following amounts in the Parent Company are at the disposal of the Annual General Meeting:

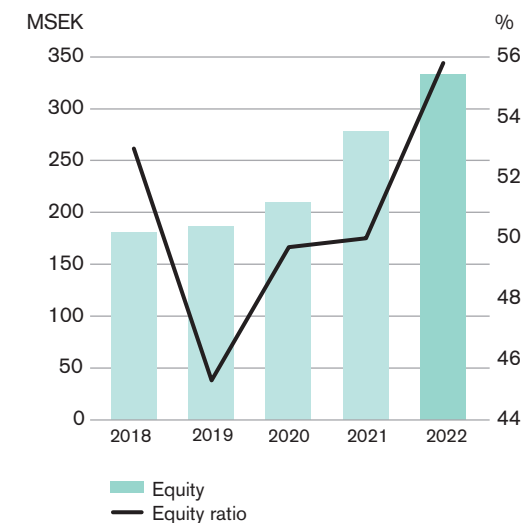
Retained earnings	178 490
Paid out Dividend	-57 010
<u>Profit for the year</u>	<u>58 492</u>
Funds available for distribution	179 972

The total dividend proposed by the Board of Directors amounts to MSEK 57.0, equivalent to SEK 5.00 (5.00) per share. The consolidated equity attributable to the Parent Company's shareholders amounts to MSEK 333.2 as of 31 December 2022 and unrestricted equity in the Parent Company was MSEK 180. Taking the above into account, and what has otherwise come to the knowledge of the Board of Directors, the assessment of the Board of Directors is that the proposed dividend is justifiable considering the demands that the nature, scope and risks of the business poses on the size of the Company's and the Group's equity, as well as on the Group's consolidation needs, liquidity and financial position in other respects. Regarding the consolidated and Parent Company's results and financial position, please refer to the following income statements, balance sheets and accompanying notes.

Capital employed and return on capital employed



Equity and equity ratio



Corporate governance report

CORPORATE GOVERNANCE

Nilörngruppen AB applies the principles of good corporate governance to promote trust among all stakeholders, thereby increasing competitiveness. Among other things, this means that operations are organised in an efficient manner with clear rules for delegation, that the financial, environmental and social reporting is characterised by transparency and that the Company in all respects is a responsible company.

Nilörngruppen AB is listed on Nasdaq OMX Nordic Small Cap since 4 April 2018 and follows the rules of The Swedish Code for Corporate Governance ("The Code"). The principles applied by Nilörngruppen AB for corporate governance are based on Swedish legislation, primarily the Companies Act and The Annual Accounts Act, as well as NASDAQ Stockholm AB's (Stockholmsbörsen) rules and regulations. Nilörngruppen AB's Board of Directors has drawn up this corporate governance report in accordance with these rules.

Described below is how the Group is governed, step by step, from the owners to the operative activities and how corporate governance was conducted in the Nilorn Group during 2022.

THE SWEDISH CODE OF CORPORATE GOVERNANCE

Deviations from the code

Rule: Nomination committee

Explanation: Nilörngruppen AB does not have an appointed nomination committee, since the ownership structure is clear, with Traction owning a majority of the votes and also because there are no other owners with a significant ownership stake. However, shareholders are always welcome to submit comments and/or suggestions on the composition of the Board of Directors to the Chairman of the Board, Petter Stillström (telephone +46-(0)8-506 289 00).

ARTICLES OF ASSOCIATION

In addition to legislation, rules and recommendations, the Articles of Association constitute a central document for the governance of the Company. The Articles of Association are adopted by the Annual General Meeting of shareholders and contain some basic information on the Company, such as the kind of business the company is to conduct, the size of the share capital, the number of shares issued, the size of the Board of Directors and how the Annual General Meeting is to be convened. The complete Articles of Association are available at Nilorn's website www.nilorn.com

Responsibility for management and control of the Group is shared among the shareholders at the Annual General Meeting and the CEO, which is in accordance with the Swedish Companies Act, other legislation, the Board of Directors and the CEO, which occurs in accordance with the Swedish Companies Act, other legislation and regulations, rules in force for stock market companies, the Articles of Association, the internal rules of procedure of the Board Directors and other internal control instruments.

SHAREHOLDERS

At year-end 2022 Nilörngruppen AB had 5.067 shareholders (4.327). The ten largest shareholders at year-end owned 56.1 percent of the capital and 75.0 percent of the votes and the largest owner, AB Traction, owned 26 percent of the capital and 58 percent of the votes.

ANNUAL GENERAL MEETING

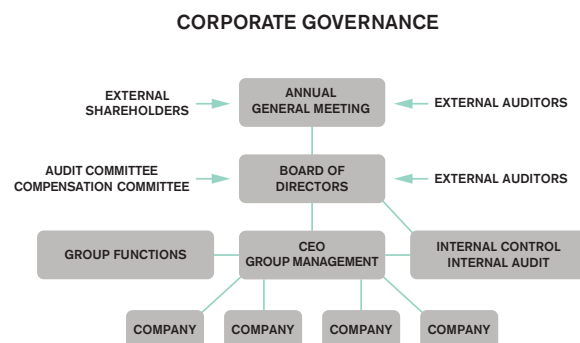
The highest decision-making body is the general meeting of shareholders, where all shareholders have the right to participate. The general meeting of shareholders has the right to decide on all matters not contrary to Swedish law. At the general meeting of shareholders, shareholders exercise their right to vote to decide on the composition of the Board of Directors, auditors and other central issues such as adoption of the Company's balance sheet and statement of income, allocation of results and decide on discharge from responsibility for the Board of Directors and the President. Shareholders may turn to the Board of Directors to raise an issue to be dealt with at the general meeting of shareholders, or to the Chairman of the Board of Directors with suggestions to nominate directors.

ANNUAL GENERAL MEETING 2022

Nilörngruppen AB's Annual General Meeting was held on May 3, 2022 in Borås. Complete information about the 2021 regularly scheduled Annual General Meeting is available at the website www.nilorn.com

ANNUAL GENERAL MEETING 2023

The Annual General Meeting will be held May 3, 2023. See Annual General Meeting for further details.



THE BOARD OF DIRECTORS AND ITS INDEPENDENCE

The Board of Directors of Nilörngruppen AB is bound by the requirements for independence set forth in The Code. The main features of the requirement for independence are that only one member of management may be a member of the Board of Directors and that at least two of the directors elected by the general meeting of shareholders who are independent relative to the Company and its management must also be independent relative to the Company's major shareholders.

The Board of Directors shall consist of not less than three and a maximum of six directors. Since the 2022 Annual General Meeting the Board of Directors has had five members. At the 2022 Annual General Meeting Petter Stillström, Johan Larsson and Henrik Lange were re-elected. Ann-Christine Hvittfeldt and Magnus Johansson were elected as new directors. All directors with the exception of Petter Stillström and Henrik Lange are independent relative to the Company and its major owners. Petter Stillström is the CEO and a major owner of AB Traction and Henrik Lange is director in AB Traction.

TASKS OF THE BOARD OF DIRECTORS

The tasks of the Board of Directors are governed by law and recommendations and by the rules of procedure of the Board of Directors. The Board of Directors review the rules of procedure annually and adopts them by a decision of the Board of Directors. The rules of procedure regulate the distribution of responsibility between the Board of Directors and the President,

the President's powers, the meeting schedule and reporting. The Board of Directors meetings deal with budgets, interim reports, the annual accounts, the business situation, capital expenditures and business establishment. The Board of Directors also receive reports on a monthly basis on the Company's financial position. At the regularly scheduled Board of Directors meetings reports are also submitted about the day-to-day operations of the Group's companies, with in-depth analysis and proposals for action. Also dealt with, are issues concerning long term business strategy and structural and organizational issues. As the Board of Directors consists of Swedish directors only, Swedish is spoken at meetings and all documentation is in Swedish. Normally, five to ten board of directors' meetings are held each year. During 2022 the Board of Directors held ten regularly scheduled meetings and one statutory meeting after the Annual General Meeting. The Chairman maintains regular contact with the President and follows the Group's business and development.

One time per year the Chairman of the Board of Directors initiates an evaluation of the work of the Board of Directors. Each director answers a questionnaire. The answers are compiled and the results discussed at a board meeting. The Board of Directors continuously evaluates the work of the President by following the development of the business towards the set goals.

AUDIT COMMITTEE

The Board of Directors has considered the matter of establishing a separate audit committee but has decided that the Board of

Directors in its entirety shall handle these matters, thus constituting an audit committee. The audit committee receives continuous information about internal controls and compliance, checking of reported values, estimates, assessments and other matters that may affect the quality of financial reporting. The results of the Group's internal controls are reported continuously to the audit committee, which in turn issues guidelines for the work going forward. The audit committee prepares and decides on audit issues as well as quality assurance of the Company's internal governance and control with respect to:

- Financial reporting
- Risk management and risk control
- Compliance
- Other internal governance and control

The Company's auditors are in charge of examining how well the overall rules for internal control are complied with in the Group's companies. The auditors also report on their findings with respect to internal control. Following the review of the auditors, the Company's auditors prepare an audit memorandum for the Board of Directors with comments on the individual companies and the Group as a whole. The auditors also personally report their findings following their review and their evaluation of the Company's internal control and application of accounting policies during one Board of Directors meeting.

REMUNERATION COMMITTEE

The remuneration committee consists of Petter Stillström and Henrik Lange. Remuneration of the Chief Executive Officer and other members of senior management shall consist of a market-based fixed salary. Variable compensation such as bonuses may be allowed, where justified, to make possible recruitment and retention of key individuals and to stimulate improvements in sales and results. Variable remuneration shall be based on pre-determined and measurable criteria such as earnings and sales development. The variable remuneration may not exceed 50 percent of the fixed remuneration. The Guidelines were approved in the Annual General Meeting in 2022 and the same guidelines will be proposed to the Annual General Meeting in 2023.

COMPOSITION OF THE BOARD OF DIRECTORS

2022			Presence		Independence	
Director	Elected	Fee SEK	Regularly scheduled Board of Directors meetings	Statutory Board of Directors meetings	Relative to the Company and management	Relative to major shareholders
Stillström Petter (Chairman since 2009)	2007	240,000	10/10	1/1	yes	no
Johan Larsson	2018	120 000	10/10	1/1	yes	yes
Henrik Lange	2021	120 000	10/10	1/1	yes	no
Magnus Johansson	2022	120 000	10/10	1/1	yes	yes
Ann-Christine Hvittfeldt	2022	120 000	10/10	1/1	yes	yes

There shall be no separate fee for members of senior management for board-of-directors work in Group companies. Pension benefit shall be equal to the ITP plan, or when relating to members of senior management outside Sweden, pension benefits that are customary in the country in question. Severance pay does not occur within the Group.

TERMS OF EMPLOYMENT FOR THE CEO

Compensation to the CEO consists of a fixed salary and a bonus maximized to six monthly salaries. Refer to Note 7. No Board of Directors fee is paid to the President. Pension benefits amount to 25 percent of the fixed salary. For the CEO, a mutual notice period of nine months applies.

COMPENSATION TO THE BOARD OF DIRECTORS

The General Meeting of Shareholders decides on fees to the directors elected by the General Meeting of Shareholders. The distribution of fees between the Chairman and other directors is shown in Note 7 of the annual report. No additional compensation has been paid to any director.

AUDITOR

At the 2022 Annual General Meeting, the audit firm KPMG was appointed as auditor. In conjunction with the Annual General Meeting, Mathias Arvidsson was appointed to serve as responsible for the audit. Mathias Arvidssons other assignments Christian Berner, Nelly NLY and IKEA of Sweden. Mathias Arvidsson owns no shares in Nilörngruppen AB.

THE AUDIT WORK

The Group applies international reporting standards, International Financial Reporting Standards (IFRS), when preparing the Group's financial reporting. Auditing of the annual report, the consolidated financial statements and the accounting, the management by the Board of Directors and the President is performed in accordance with generally accepted auditing standards in Sweden.



OPERATIONAL MANAGEMENT OF THE BUSINESS

The Board of Directors of Nilörngruppen AB appoints the President of the Parent Company, who also serves as Chief Executive Officer. Written instructions establish how responsibilities are divided between the CEO and the Board of Directors. The CEO's responsibility for day-to-day operations includes ongoing investments and divestments, personnel, financial and accounting issues, day-to-day contacts with the Company's stakeholders, such as authorities and the financial market, and to ensure that the Board of Directors gets the information needed to make well-founded decisions. The CEO

reports to the Board of Directors. The CEO has appointed a management group which consists of the manager for Asia and the CEO.

Group management is responsible for implementation of the Group's overall strategy, ongoing business management, design and compliance with policy and risk management, financing issues and other matters incumbent upon a management group. Other issues dealt with may be corporate acquisitions and group-wide projects. The management group meets regularly to drive and follow up on current projects and business issues.

Report of the Board of Directors on internal control

GENERAL

The Board of Directors is responsible for the corporate governance work and the internal control in accordance with the Swedish Companies Act and The Swedish Code of Corporate Governance. The all-embracing purpose is to protect the Company's assets and the investment of the shareholders. This description of internal control and risk management is submitted by Nilorn's Board of Directors and has been compiled in accordance with The Swedish Code of Corporate Governance and is thus limited to internal control of the financial reporting. The Board of Directors has chosen to integrate the report of the Board of Directors on internal control in the corporate governance report and only describe how it is organized without providing statement on how well it has worked and without review by the auditor. Nilorn's internal control structure is based on the COSO model (Committee of Sponsoring Organizations of the Treadway Commission) and assessments are made in the fields of control environment, risk assessment, control activities, information and communication, and follow-up.

CONTROL ENVIRONMENT

The goal of the internal control is to create a clear responsibility structure and an efficient decision-making process. An important part hereof is to define and adopt a number of basic policies, guidelines and frameworks for the Company's financial routines.

The rules of procedure for the Board of Directors and for the CEO establish a role and responsibility distribution aimed at effective management of business risks. The Board of Directors has also adopted a number of basic guidelines and policies of importance to the internal control, such as financial policy, accounting and reporting instructions, financial manual personnel manual, anti-corruption policy and information policy. The basic policy and governance documents are subject to ongoing review. Management regularly reports to the Audit Committee based on established routines. The Board of Directors evaluates on an ongoing basis the operations and results in the form of an appropriate reports package containing an income statement and a balance sheet, and other relevant operational and financial information.

RISK ASSESSMENT

Risk assessment is performed on an ongoing basis in the Group to identify significant risks. Risk management includes identification, analysis and efforts to prevent risks from occurring or minimise their effects. As far as the financial reporting is concerned, the most important risks are judged to be the risk of significant errors in the valuation of assets, liabilities, revenue or costs, or changed business conditions, etc. The risk analysis has identified a number of critical risks. Major focus is on purchasing and revenue processes since this is where the largest flows in the Group are.

CONTROL ACTIVITIES

The Group's central staff is responsible for designing, implementing, enhancing and maintaining control routines and control activities in order to effectively manage the risks that the Board of Director and management deem to be essential. The control activities are aimed at timely detection or prevention of the risk of incorrect reporting.

Nilorn has introduced a control system to verify the various processes and to ensure the accuracy of the financial reporting. To safeguard the internal controls there are both automated controls such as IT-based systems that handle authorization rights, and manual controls in the form of, for example; reconciliation, internal Board of Directors meetings, internal audit and self-evaluation.

Detailed economic analysis of results and follow-up to plans and forecasts complement the controls and provide an overarching confirmation of the quality of the reporting. All reporting companies have a responsible chief financial officer, or a controller responsible for the accuracy of the financial reporting from the unit. Nilorn's controller function follows up and analyses to verify that the reporting from each unit is correct, complete and timely. Presidents are not allowed to appoint or dismiss the chief financial officer and the chief financial officers report directly to the Group's CFO.

The results and follow-ups of the controls are presented to and discussed by the Audit Committee. Most processes are wholly

or partially centralized, such as design, purchasing, logistics, financing, IT and consolidated summaries. The Board of Directors receives regular financial reports and the financial situation of the Group and the different companies is dealt with at every Board of Directors meeting.

INFORMATION AND COMMUNICATION

Nilorn's significant and governing documentation in the form of policies, guidelines and manuals regarding financial reporting, is communicated primarily via the intranet and the Group's finance manual.

The Board of Directors receives financial reports on a regular basis. For communication with internal and external parties there is a communications and IR policy that provides guidelines for how this communication should take place. The purpose of the policy is to ensure that all information obligations are complied with in a correct and complete manner.

FOLLOW-UP

The Board of Directors and management monitors on an ongoing basis the Group's compliance with adopted policies and guideline. Nilorn's business units are Integrated through common business and consolidated reporting systems, as well as common accounting Instructions. The Groups central finance function also works closely with subsidiary controllers regarding financial statements and reporting. Nilorn has no separate internal auditing function. On the other hand, Nilorn has a defined process for evaluation of and follow-up of internal control. The form of follow-up is decided on by the Board of Directors, which also assesses the need for a separate internal auditing function.

The Group applies international accounting standards, International Financial Reporting Standards (IFRS), when preparing the Group's reporting. An ongoing review is performed each autumn by the external auditor. Starting in 2018, the consolidated Q3 interim report is reviewed by the Company's auditor. This review follows the recommendation issued by FAR SRS.

Consolidated Income Statement

<i>Amounts in TSEK</i>	<i>Note</i>	2022	2021
	1, 2		
Net revenue	3	942 811	788 305
Other operating income	5	32 447	11 877
Total operating revenue		975 258	800 182
Raw materials and supplies		-526 292	-424 174
Other external costs	28	-71 173	-61 953
Personnel costs	7	-194 303	-163 876
Depreciation amortisation and impairment charges	9, 10	-29 921	-25 941
Other operating expenses	6	-17 154	-4 691
Operating result	3	136 415	119 547
Financial income	3, 26	745	653
Financial expense	3, 27	-4 743	-3 996
Net finance items		-3 998	-3 343
Profit before taxes		132 417	116 204
Taxes	3, 8	-31 417	-28 766
Profit for the year		101 000	87 438
Attributable to:			
The Parent Company's equity holders		101 000	87 438
Average number of shares outstanding in thousands			
Average number of shares outstanding in thousands		11 402	11 402
after dilution		11 402	11 402
Earnings per share, SEK		8.86	7.67
Earnings per share, SEK after dilution		8.86	7.67
Dividend per share, SEK			
(for 2023, as proposed by the Board of Directors)		5.0	5.0

Consolidated Report on Comprehensive Result

<i>Amounts in TSEK</i>	2022	2021
Profit for the year	101 000	87 438
Other comprehensive result that can be restated as profit for the year		
Translation differences	12 743	3 817
Revaluation of refined pension plan	-1 772	0
Total comprehensive result for the period	111 971	91 255
Period's comprehensive result attributable to:		
The Parent Company's equity holders	111 971	91 255

Consolidated Balance Sheet

<i>Belopp i TSEK</i>	<i>Not</i>	2022	2021
	1, 2		
ASSETS			
Non-current assets			
Intangible non-current assets	9	38 619	25 617
Tangible non-current assets	10, 25	110 443	119 941
Shares in associated companies	12	0	0
Long-term receivables	13	4 032	3 345
Deferred tax assets	8	8 439	10 034
Total non-current assets		161 533	158 937
Current assets			
Inventories	15	212 130	145 917
Trade receivables	16	99 009	114 216
Other receivables	16	14 283	8 524
Current tax assets		6 641	2 484
Prepaid expenses and accrued income	17	7 298	9 624
Cash and cash equivalents		113 085	116 367
Total current assets		452 446	397 132
TOTAL ASSETS		613 979	556 069
EQUITY AND LIABILITIES	1, 2		
Equity			
Share capital		2 850	2 850
Other contributed capital		43 231	43 231
Reserves		6 311	-6 432
Retained earnings including the year's profit		280 827	238 609
Equity attributable to the Parent Company's equity holders		333 219	278 258
Summa eget kapital		333 219	278 258
Long-term liabilities			
Long-term provisions	19	1 096	691
Deferred tax liabilities	8	5 922	5 022
Liabilities to credit institutions	18	25 318	26 984
Interest bearing lease liabilities	25	5 430	19 147
Total long-term liabilities		37 766	51 844
Current liabilities			
Short-term interest-bearing liabilities	18	48 486	14 309
Interest bearing lease liabilities	25	16 386	15 274
Trade payables		62 432	98 450
Current tax liabilities		23 855	21 134
Other non-interest-bearing liabilities		40 314	24 030
Accrued expenses and prepaid income	20	51 521	52 770
Total current liabilities		242 994	225 967
TOTAL EQUITY AND LIABILITIES		613 979	556 069

Changes in Consolidated Equity

CLASSIFICATION OF EQUITY

Share capital

Item share capital includes the Parent Company's registered share capital. The share capital consists of 960,000 class A shares (quotient value SEK 0.25) and 10,441,988 class B shares (quotient value SEK 0.25). There was no change in the distribution between class A and class B shares during the year.

Other contributed capital

Transactions that have occurred include issuance of shares at a premium. The amount included in Other contributed capital thus in its entirety equivalent to capital added over and above the nominal amount of the issue.

Reserves

Reserves consist in their entirety of translation differences attributable to the translation of foreign subsidiaries in accordance with IAS 21.

Retained earnings

Retained earnings are equivalent to accumulated profits and losses generated totally in the Group, less dividends paid.

CAPITAL MANAGEMENT

The Group's equity, which in its entirety is attributable to the Parent Company's equity holders amounted to TSEK 333,219 (278,258). Nilorn's financial strategy is to create satisfactory financial conditions for the Group's operations and development. For 2022 the return on equity was 33.0 percent (35.8) and the equity ratio was 54.3 percent (50.0).

The Board of Directors proposes to the Annual General Meeting that a dividend of SEK5.00 per share will be paid for the 2022 operating year equivalent to MSEK 57.0 (57.0).

	Share capital	Other contributed capital	Reserves	Retained earnings incl. profit for the year	Total	Total equity
<i>Amounts in TSEK</i>						
EQUITY 2020-12-31	2 850	43 231	-10 249	173 977	209 809	209 809
Profit for the year				87 438	87 438	87 438
Other comprehensive result						
Period's translation differences			3 817		3 817	3 817
Dividen				-22 806	-22 806	-22 806
EQUITY 2021-12-31	2 850	43 231	-6 432	238 609	278 258	278 258
Profit for the year				101 000	101 000	101 000
Other comprehensive result						
Period's translation differences			12 743		12 743	12 743
Revaluation of refined pension plan				-1 772	-1 772	-1 772
Transactions with shareholders						
Dividen				-57 010	-57 010	-57 010
EQUITY 2022-12-31	2 850	43 231	6 311	280 827	333 219	333 219

Consolidated Cash Flow Statement

<i>Amounts in TSEK</i>	2022	2021
Operating activities		
Operating profit	136 415	119 547
<i>Adjustment for items not included in cash flow</i>		
Depreciation, amortisation and impairment charges	29 921	25 941
Other items not affecting liquidity	-23 865	-18 402
	142 471	127 086
Interest income	745	654
Interest paid	-1 326	-751
Taxes paid	-32 853	-12 529
Cash flow from operating activities before changes in working capital	109 037	114 460
Cash flow from changes in working capital		
Inventories	-55 423	-37 684
Trade receivables	22 731	-35 278
Other short term receivables	-7 475	692
Accounts payable	-39 246	32 053
Other liabilities	-2 890	4 582
Cash flow from operating activities	26 734	78 825
Investment activities		
Acquisition of intangible non current assets	-6 076	-4 719
Acquisition of tangible non current assets	-10 572	-6 122
Acquisition of financial non current assets	0	0
Acquisition of business	6 290	-
Received in sale of tangible non current assets	1 080	0
Change in long term receivable	909	-899
Cash flow from investment activities	-8 369	-11 740
Financing activities		
Repayment/ raised loans	33 816	861
Dividend paid	-57 010	-22 806
Cash flow financing activities	-23 194	-21 945
Cash flow for the year	-4 829	45 140
Cash and cash equivalents at beginning of year	116 367	66 276
Translation difference in cash and cash equivalents	1 547	4 951
Cash and cash equivalents at year end	113 085	116 367

* By cash and cash equivalents is meant bank deposits and short-term investments with a tenor of less than three months.

Parent Company Income Statement

<i>Belopp i TSEK</i>	Note	2022	2021
	1, 2		
Net revenue	4	32 845	29 575
Other operating income	5	88	145
		32 933	29 720
Raw materials, supplies and merchandise	4	0	0
Other external costs	28	-12 358	-9 548
Personnel costs	7	-23 266	-20 457
Depreciation, amortisation and impairment charges	9, 10	-3 535	-2 494
Operating profit		-6 226	-2 779
Profit from financial investments			
Result from shares in Group companies	29	56 859	14 353
Interest income and similar items	26	3 347	1 397
Interest expense and similar items	27	-3 948	-2 146
Profit after financial items		50 032	10 825
Year end appropriations	24	9 815	10 484
Taxes on the year's profit	8	-1 355	-1 550
Profit for the year		58 492	19 759

Profit for the year is equivalent to comprehensive result for the year.

Reconciliation of posts attributable to the Investment Activities

<i>Interest-bearing liabilities</i>	2022	2021
At the beginning of the year	47 006	46 145
Change in utilization of overdraft	33 815	861
Recorded value at the end of the year	80 821	47 006

Parent Company Balance Sheet

<i>Amounts in TSEK</i>	Not	2022	2021
ASSETS	1, 2		
Non-current assets			
Intangible non-current assets	9	26 287	23 573
Tangible non-current assets	10	617	657
<i>Financial non-current assets</i>			
Shares in Group companies	11	128 378	111 139
Due from Group companies	14	23 311	6 209
<i>Total financial non-current assets</i>		<i>151 689</i>	<i>117 348</i>
Total non-current assets		178 593	141 578
Current assets			
<i>Short-term receivables</i>			
Accounts receivable	16	50	78
Due from Group companies		100 783	48 600
Other receivables		2 297	1 374
Prepaid expenses and accrued income	17	898	1 017
<i>Total short-term receivables</i>		<i>104 028</i>	<i>51 069</i>
Cash and cash equivalents		0	43 305
Total current assets		104 028	94 374
TOTAL ASSETS		282 621	235 952
EQUITY AND LIABILITIES	1, 2		
Equity			
<i>Restricted equity</i>			
Share capital (960.000 A shares quotient value SEK 0.25 and 10.441.988 B shares, quotient value SEK 0.25)		2 850	2 850
<i>Total restricted equity</i>		<i>2 850</i>	<i>2 850</i>
<i>Unrestricted equity</i>			
Premium reserve		121 480	158 731
Profit for the year		58 492	19 759
<i>Total unrestricted equity</i>		<i>179 972</i>	<i>178 490</i>
Total equity		182 822	181 340
Untaxed reserves	23	16 370	12 800
Current liabilities			
Interest-bearing liabilities to credit institutions	18	17 810	0
Account payable		800	1 160
Due to Group companies		38 204	32 219
Other non-interest-bearing liabilities		18 014	919
Accrued expenses and prepaid income	20	8 601	7 514
Total current liabilities		83 429	41 812
TOTAL EQUITY AND LIABILITIES		282 621	235 952

Changes in Parent Company Equity

<i>Amounts in TSEK</i>	Share capital	Unrestricted equity	Total equity
EQUITY 2020-12-31	2 850	181 537	184 387
Profit for the year	-	19 759	19 759
Dividend	-	-22 806	-22 806
EQUITY 2021-12-31	2 850	178 490	181 340
Profit for the year	-	58 492	58 492
Dividend	-	-57 010	-57 010
EQUITY 2022-12-31	2 850	179 972	182 822

Profit for the year is equivalent to comprehensive result for the year.



Cash Flow Statement for the Parent Company

Amounts in TSEK	2022	2021
Operating activities		
Operating result	-6 226	-2 779
<i>Adjustment for items not included in cash flow</i>		
Depreciation, amortisation and impairment charges	3 535	2 494
Other items not affecting liquidity	-96	8
	-2 787	-277
Interest income	3 347	1 397
Interest paid	-3 948	-2 146
Taxes paid	-1 355	-1 550
Cash flow from operating activities before changes in working capital	-4 743	-2 576
Cash flow from changes in working capital		
Trade receivables	28	-33
Other short-term receivables	-52 988	36 477
Trade payables	-360	646
Other current liabilities	7 392	-18 843
Cash flow from operating activities	-50 671	15 671
Investment activities		
Acquisition of intangible non-current assets	-6 026	-4 719
Acquisition of tangible non-current assets	-86	-86
Acquisition of and additions to Group companies	-464	0
Received from sales of tangible non-current assets	0	3
Change in long-term receivable	-17 102	-115
Cash flow from investment activities	-23 678	-4 917
Financing activities		
Net changes in short-term interest-bearing loans	17 810	0
Dividend income	56 859	14 353
Group contributions, received	13 464	13 441
Group contributions, rendered	-79	-93
Dividend paid	-57 010	-22 806
Cash flow from financing activities	31 044	4 895
Cash flow for the year	-43 305	15 649
Cash and cash equivalents at beginning of year	43 305	27 656
Cash and cash equivalents at year-end	0	43 305



* By cash and cash equivalents is meant bank balances and short-term investments with a tenor of less than three months.

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1) Accounting policies

The consolidated financial statements for Nilörngruppen AB for the financial year ending 31 December 2022 have been approved by the Board of Directors and the President for publication on 12 April 2023 and will be presented to the 2023 Annual General Meeting for adoption. The Parent Company is a Swedish corporation (publ.), domiciled in Borås, Sweden

REGULATIONS APPLIED

The Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as approved by the EG Commission for application within EU. In addition, RFR 1 Supplementary Accounting Rules for Groups of The Swedish Financial Reporting Board (RFR) has been applied, which means that certain supplementary information is provided in the consolidated financial statements. The accounting policies presented in the description below have been applied consistently for all periods covered by the consolidated financial statements. The principles have also been applied within the corporate group. The consolidated financial statements are mainly based on acquisition values, except in the case of certain financial assets and liabilities, which are valued at fair values. The financial reports have been prepared using Swedish kronor (SEK), which is The Parent Company's functional currency and also its reporting currency.

Preparation of financial reports according to IFRS requires management to make assessments, estimates and assumptions. Critical estimates and assessments are usually based on historical experience and on future expected events. Information about areas estimates and assessments applied include uncertainty is found in note 1.

Non-current assets, long-term liabilities and provisions essentially consist of amounts expected to be recovered or paid more than twelve months after the balance sheet date. Current assets, current liabilities and provisions essentially consist of amounts expected to be recovered or paid within twelve months of the balance sheet date.

Group

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). Since Nilörngruppen AB is a company within EU, only IFRS approved by EU are applied.

Shareholder contributions are carried directly to equity with the recipient and are capitalized as shares with the donor, to the extent an impairment charge is not required.

New accounting policies 2022

No new accounting principles that have significantly affected Nilorn have been implemented for the year 2022.

New accounting policies 2023

Management assesses that new or changed standards and new interpretations that have not entered into force are not expected to have significant impact on the Group's financial reports when they are applied for the first time.

Parent Company

The Parent Company's annual accounts are prepared in accordance with the Swedish Annual Accounts Act and application of RFR 2. In accordance with this recommendation, the Parent Company shall prepare its reports in accordance with IFRS as issued by IASB and interpretations (IFRIC) adopted by EU to the extent they are not in conflict with the Swedish Annual Accounts Act. Unless otherwise stated, the accounting principles have been applied consistently on all periods.

In Sweden group contributions are deductible as opposed to shareholder contributions. Group contributions are reported in such a manner that they essentially reflect the transaction's economic substance, which means that group contributions received and rendered, and their current tax effect are reported in the income statement. The Parent Company reports all holdings in subsidiaries at cost after deduction of any accumulated impairment.

Due to the relationship between the accounting and the taxation, the deferred tax liability on untaxed reserves in the Parent Company's financial statements is reported as a part of untaxed reserves. på obeskattade reserver som en del av obeskattade reserverna.

CRITICAL ESTIMATES AND JUDGMENTS

Management is of the opinion that the following areas include the most critical estimates and judgments performed in conjunction with preparing the financial reports, where a differing judgment may result in significant changes in the financial reports during the coming year.

- Judgment if the probability that deferred tax assets may be realised.
- Judgments and significant assumptions in impairment-testing of assets.
- Judgments when determining and disclosures regarding provisions and contingent liabilities.

When preparing the financial statement in accordance with IFRS, estimates and assessments have been made relative to these areas. These assessments are based on historical experience and the various assumptions that management and the Board of Directors feel are reasonable under prevailing conditions. In cases where it has not been possible to determine the reported value on assets and liabilities via information from other sources, such assessments and assumptions are the basis for the valuation. If other assessments are made, or other circumstances arise, the actual outcome may differ from these assessments. Especially in the areas of taxes and disputes, and the valuation of trade receivables, assessments can have a significant impact on Nilorn's profit and financial position.

Valuation of tax loss carryforwards

As of 31 December 2022, the Group has tax loss carryforwards amounting to TSEK 33.661 These tax loss carryforwards have been tested as other date of closing the books and it has been judged as probable that the tax loss carryforward can be offset against surpluses in future taxation. Deferred tax assets attributa-

ble to these tax loss carryforwards amount to TSEK 5.269 and refer to the tax loss carryforwards in Belgium, which can be utilised for unlimited time. Operations in Belgium are expected to generate future surpluses. Nilorn therefore feels that there are factors that convincingly indicate that the tax loss carryforwards which tax assets are attributable to will be able to be utilized against future surpluses.

Disputes

Nilorn is not involved in any disputes.

Kundfordringar

Receivables are reported net after making a provision for doubtful claims. The net value reflects the amounts expected to be collected based on circumstances known on the balance sheet date. Changes in circumstances, such as an increase in defaults, or changes in significant customer's financial position, may entail significant discrepancies in the valuation. At year-end 2022 trade receivables amounted to TSEK 99,009, net after reserves for doubtful claims. The reserve for doubtful claims amounted to TSEK 6,109 at the end of 2022 (5,826).

Receivable from Group companies and shares in Group companies (Parent Company)

If the economic development in a subsidiary deteriorates beyond the Company's assessments, an impairment charge against shares and an increase in the reserve for receivables may become necessary, with a resultant negative effect on profit. There were no provisions in the Parent Company attributable to Group companies.

BASES FOR CONSOLIDATION

The consolidated financial statements include Nilörngruppen AB and its subsidiaries. The financial reports for the Parent Company and the subsidiaries included in the consolidated financial statements refer to the same period and are prepared in accordance with the accounting policies that apply to groups. All intra-group transactions, revenue, costs, gains and losses arising in transactions between companies included in the consolidated financial statements are eliminated in their entirety.

A subsidiary is included in the consolidated financial statements from the time of acquisition, which is the date when the Parent Company acquires a controlling influence and is included in the consolidated financial statements until the day when the controlling influence ceases. Subsidiaries are included in the consolidated financial statements according to the purchase method of accounting. Inter alia, this means that the acquisition value is allocated to acquired assets, assumed commitments and liabilities at the acquisition date on the basis of their fair values. The Group's equity includes the Parent Company's equity and the portion of the subsidiaries' equity added after the time of acquisition. Foreign subsidiaries report their financial position and results to the Parent Company in its own currency. Translation then takes place in accordance with the current rate method, which means that the balance sheet is converted at the exchange rate prevailing on the balance sheet date and the income statement is converted using the average for the financial year. Transactions in foreign currency are converted to functional currency at the exchange rate prevailing on the transaction day. Foreign exchange gains and losses arising in transactions in foreign currency, and upon translation of monetary assets and liabilities in foreign currency, are converted at the rate prevailing on the balance sheet date and are reported in the income statement. The income statements and balance sheets of all Group companies using another functional currency than the reporting currency are translated to the Group's currency by translating all balance sheet items except for the net result at the rate prevailing on the balance sheet date and the net result is translated using the average rate of exchange. All arising exchange rate differences are reported as part of other comprehensive result.

The consolidated financial statements contain no year-end appropriations in the income statement, or any untaxed reserves in the balance sheet. The tax portion of year-end allocations is treated as tax on the year's result, with the rest carried to the year's result. The tax portion of untaxed reserves is dealt with in a similar way, while the remainder is included in profit for the year. The tax portion of untaxed reserves is dealt with in a similar manner as a deferred tax liability, while the remaining portion is included in consolidated is included in consolidated equity. The deferred tax

liability has been calculated using current tax rates in each respective country.

The Group's accounting principles are consistently applied to all reporting and consolidation of subsidiaries.

NONCURRENT ASSETS

Intangible and tangible non-current assets

Intangible and tangible non-current assets are reported as assets in the balance sheet if it is likely that future economic benefits will accrue to the company and if the cost of the asset can be calculated in a reliable manner.

Intangible and tangible non-current assets are valued at cost, less depreciation according to plan and any impairment. Depreciation according to plan is calculated based on the acquisition value and takes into account each asset's individually assessed period of use. Residual values have been deemed irrelevant and are not taken into account. Depreciation commences from the date of acquisition. The following intervals shows the assessment made for each asset class.

<i>Intangible assets</i>	10-20%
<i>Buildings</i>	1.25-10%
<i>Plant and machinery</i>	10-20%
<i>Equipment, tools, fixtures and fittings</i>	20-33.3%

Gains or losses arising upon sale or disposal of intangible and tangible non-current assets consist of the difference between the selling price and the carrying value. The result is reported as other operating income /-expense.

IMPAIRMENT OF INTANGIBLE AND TANGIBLE NON-CURRENT ASSETS

The Group continuously evaluates the book values of non-current assets. If there is any indication that a non-current asset's value has declined, the recovery value of the asset is determined.

By recovery value is meant the higher of an asset's net realizable value and its value in use. The asset is depreciated by the amount by which the asset's carrying value exceeds its recovery value and the cost is carried to profit and loss. An asset's value in use is calculated by discounting future cash flows. In order to determine the value in use, assets are grouped to cash-generating units, which is the smallest group of assets which gives rise to current payment surpluses independent of other assets or groups of assets. The basis for grouping into cash-generating units is the geographic segments. The calculation and testing as of 31 December 2022 were performed based on an internal assessment of cash flows five years forward and thereafter using an assumed growth rate of 1 percent. The discount rate before taxes was set at 7-13 percent depending on market.

FINANCIAL INSTRUMENTS

The Group classifies its financial instruments and financial liabilities in the following categories:

- Financial assets valued at fair value via the income statements or other comprehensive result.
- Financial assets valued at accrued acquisition value.
- Liabilities are valued at accrued acquisition value.
- Derivative instruments.

Aside from foreign exchange derivatives, the Group only has financial assets and liabilities in the accrued acquisition value category.

Financial assets

Assets held for the purpose of collecting contractual cash flows and where these flows only constitute capital amounts and interest are valued at accrued acquisition value. They are included in current assets, with the exception of items with a maturity date more than 12 months from the balance sheet date and are included in financial revenue. The Group's financial assets valued at accrued acquisition value (previously loan receivables and trade receivables) consist of the items trade receivables, other long-term receivables, and cash and cash equivalents.

Purchases and sales of financial assets are reported on the transaction day, the date when the Group undertakes to buy or sell the asset. Financial assets are removed from the balance sheet when the right to receive cash flows from the instrument ceases or has been transferred and the Group has transferred virtually all risks and benefits associated with the ownership. Financial assets are valued initially at fair value plus, in cases when the asset is not reported at fair value via the income statement, transaction costs directly attributable to the purchase. After the acquisition point in time they are reported at accrued acquisition value with application of the effective rate method.

The Group estimates the future expected credit losses linked to assets reported at accrued acquisition value. The Group reports a credit reserve for such expected credit losses on each reporting date. The loss reserve relating to financial assets is based on assumptions of risk of default and expected loss levels. The Group reports a credit reserve for such expected credit losses on each reporting date. The loss reserve relating to financial assets is based on assumptions of the risk for default and expected loss levels. The Group makes its own assessments for assumptions and choice of input data for the calculation of the impairment. These are based on history, known market conditions and forward-looking estimates at the end of each reporting period. For assessing

Liabilities

Liabilities are classified as other financial liabilities, which means that they are initially carried at the amount received, less any transaction costs. After the acquisition date loans are valued at accrued acquisition value in accordance with the effective compound rate method. Long-term liabilities have an expected maturity of more than one year, while short-term liabilities have an expected maturity of less than one year. Financial liabilities are recognized when the counter-party has performed and there is a contractual obligation to pay, even if an invoice has not yet been received. Trade payables are obligation to pay for goods or services acquired in operating activities from suppliers. Trade payables are classified as current liabilities if they fall due within one year or earlier.

If not, they are carried as long-term liabilities.

Derivative instruments

The Group's derivative instruments at year-end 2022 are shown in Note 30.

ASSOCIATED COMPANIES

Investments in associated companies where the parent Company, directly or indirectly, owns between 20 and 50 percent of the voting power, or otherwise has significant influence.

Associated companies are reported in accordance with the equity method.

In the consolidated balance sheet shares in associated companies are carried as a separate item among financial non-current assets.

REVENUE RECOGNITION

A major portion of Nilorn's revenue is obtained from the sale of goods. Sales are recognized when significant risks and benefits have been transferred to the buyer, when the seller no longer has any control over the goods sold, when the value of the transaction can be measured in an accurate manner and it is probable that the economic benefits associated with the sale will accrue to the benefit of the Company. The value of the transaction is affected by, inter alia, discounts granted and exchange rate differences.

The fair value of the items is equivalent with the carrying amount of the items. Revenue from services provided is recognized when the services are performed. Intra-group sales are eliminated in the consolidated financial statements.

LEASING

All leases with a lease term longer than twelve months, with the exception of assets of low value, and (b) amortization of leased assets separately from the interest expense on leasing in the income statement.

FINANCIAL INCOME AND EXPENSE

Financial income and expense consist of interest income on bank

balances and receivables as well as inter-bearing securities, interest expense on loans, exchange rate differences and changes in the value of financial investments. Commissions paid or received in with issuance/raising of loans are allocated over the life of the loan. Payments under financial leases are reallocated as either interest expense or repayment of principal. The interest expense is recognized as a financial cost. Interest income on receivables and interest expense on liabilities are calculated using the effective rate method. The effective interest rate is the rate that discounts the estimated future receipts and payments over a financial instrument's expected maturity to the financial asset's or liability's net value. Transaction costs, including issuing costs, are expensed directly when receivables and liabilities are valued at fair value via profit and loss and are allocated over the maturity when measured at acquisition cost.

SEGMENT REPORTING

Geographic markets provide products or services within a special economic environment subject to risks and returns that differ from the risks and the returns that apply to units active in other economic environments. Nilorn's geographic areas constitute segments. The market grouping made reflects the natural boundary of the markets in the Group. The markets are Sweden, Other Europe and Asia. Sweden and Other Europe consists of sales units. Segment Asia has no sales unit, but consists primarily of sourcing, warehousing and distribution. The grouping reflects the Company's internal organization and reporting system. Operating expenses not included in the segments are recognized as Group-wide costs and include primarily costs for Group management, central

INVENTORIES

Inventories are valued at the lower of cost and market, i.e. at the lower of cost and fair value. The first-in-first-out principle is applied for determining cost. Fair value consists of estimated selling value, less estimated selling cost.

TAXES

The Group uses the balance sheet method to calculate deferred tax assets and tax liabilities. The balance sheet method means that calculations are made based on the tax rates prevailing on the balance sheet date applied to temporary differences between and asset's or

a liability's book and tax value, and tax loss carryforwards. Deferred tax assets are recognised in the balance sheet only up to the value that can probably be utilised within the foreseeable future. An individual review is made for each company. When calculating deferred taxes, the current nominal tax rate in each country is used.

The individual companies' untaxed reserves, split between equity and deferred taxes, are recognised in the consolidated balance sheet.

The taxes attributable to the year's change in untaxed reserves is recognised in the consolidated income statement as deferred taxes.

The tax legislation in certain countries allows provision to separate reserves and funds. In this way companies can, within certain limits, use and retain reported profits in the business without making them subject to immediate taxation. Such untaxed reserves become subject to taxation only when utilised for a purpose other than covering losses.

The Group's total taxes in the income statement consist of current taxes on the taxable profit for the period and deferred taxes. Current tax for the period is based on profit for the period adjusted for tax non-deductible expenses and non-taxable income. The current tax is calculated on the basis of the applicable tax rates at the balance sheet date. The deferred taxes essentially consist of changes in deferred tax assets relating to tax loss carryforwards and other temporary differences, and any change in untaxed reserves.

CONTINGENT LIABILITIES

A contingent liability is recognised when there is a possible undertaking due to events that have occurred and the existence of which are confirmed only by one or more future events, or when there is an undertaking not recognised as a liability or provision because it is improbable that an outflow of resources will be required.

PROVISIONS

Provisions are carried in the balance sheet when the company has a legal or informal undertaking as a result of an event, and when it is probable that an outflow of resources will be demanded to settle the commitment, and that a reliable estimate of the amount can be

made. The provision is recognised in the amount corresponding to the best estimate of the payment required to settle the commitment. Provisions are carried in the balance sheet as other short-term and long-term liabilities.

PENSIONS

In Nilorn there are mostly defined contribution pension plans. The Swedish companies switched during the year from a defined benefit ITP plan to a defined contribution plan.

There are defined benefit pension plans in Turkey. The year's pension cost and the present value of defined benefit obligations for the employees in Turkey have been calculated using the Projected Unit Credit Method. For further information, refer to Note 19.

The Group's payments for defined contribution pension schemes are expensed in the period during which the employees have performed the services the fee relates to.

2) Financial risks and risk management

The group is exposed through its operations to different kinds of financial risks. By financial risk is meant fluctuations in the Company's profit and cash flow due to changes in foreign exchange rates, interest rate levels, re-financing and credit risks.

Management of the Group's financial risks is concentrated to a central finance function that operates based on a finance policy adopted by the Board of Directors.

The Group's finance function is responsible for capital procurement as well as currency and risk management for the Group as a whole. The overarching goal for the finance function is to provide cost-effective financing and to minimise negative effects on the Group's profit due to market fluctuations.

CURRENCY RISK

Transaction exposure

Commercial flows of receipts and payments in different currencies give rise to transaction risk.

Commercial flows are mainly denominated in the subsidiaries' own currency and the transaction risk is therefore deemed to be low and is not hedged. In companies where purchases and sales are in different currencies, there is the possibility of currency hedging through forward contracts, however. Most of the Nilorn Group revenue – about 90 percent – is in currencies other than the Group's functional currency. Thanks to local purchases and sales there is matching among the subsidiaries within the same currency area, however. That means that the impact of that currency on consolidated net profit is limited, but has major effect on individual items in the consolidated income statement, such as net revenue, raw materials and supplies, goods for resale, etc. The effect hereof is that a 10 percent stronger Swedish krona impacts consolidated revenue negatively by approximately MSEK 70 and net profit by approximately MSEK 4.

Counterparties in derivative transactions consist only of credit-worthy banks, with the lowest long-term rating AA- according to S&P. Hedge accounting of the forward contracts are not made.

Market valuation according to IFRS 9 Financial instruments: Accounting and valuation are made operating, which means that unrealized gains and losses are recognised in the income statement.

Balance exposure

Aside from the transaction exposure described above, the Group is affected by currency movements thanks to the receivable and liabilities that continuously arise in foreign currencies. A major portion of the risks that arise must be covered by financing in each respective company's currency, or by hedging.

Translation exposure

Nilorn's income statement and balance sheet are denominated in SEK. Most of the Group's subsidiaries report in currencies other

than SEK, which means that Nilorn's consolidated profit and equity is exposed to currency fluctuations. This currency risk is called translation exposure.

Expected future results and equity in foreign subsidiaries are not hedged. Upon sale of a foreign subsidiary the translation difference is carried to profit and loss and thus affects the result.

INTEREST RISK

Interest risk refers to the risk that the Group's exposure to changes in market interest rates can have a negative effect on net profit. Management of the Group's interest rate exposure is centralized, which means that the central financial function is charged with responsibility for handling this exposure. The duration and loan terms for loans raised are determined based on Nilorn's future liquidity needs, the interest rate situation and other factors in the credit market, which may be relevant at the time of a need for borrowing. The Group is well capitalized and the need for loan financing is basically limited to working capital financing in countries where overdraft checking account facilities are not available. Interest costs is estimated to increase by about 0.4 percent if the loan interest rate rises by 1 percent.

Surplus liquidity is used primarily to reduce the external loan debt. The security of principal is the priority.

FINANCING RISK

Nilorn has an overdraft checking account facility in a total approved amount of MSEK 120, of which MSEK 74 was utilized as of 31 December 2022. The Company's need for external financing may increase over time. The Company's ability to pay its debt and fulfil its obligations and live up to the terms and conditions for the overdraft checking account facility, and also the Company's ability to raise loans on favorable terms and conditions, or to obtain credit at all and to make payments in accordance with its obligations, rests the Company's future profits, among other things. Certain

aspects of the Company's results depend on economic, financial, competition-related and other factors beyond the control of Nilorn. If the Company fails in fulfilling its obligations under the checking account overdraft facility, or in the future breaches any of the terms and conditions for the credit, this may have a significant negative impact on the Company's business, results and financial position.

A continuous dialogue is held with the Group's main bank regarding financing of the Group. There are covenants with the Company's lenders.

RAW MATERIAL RISK

Price risk

Raw materials price risk refers to the risk that the costs for direct and indirect materials rise when raw material prices rise on the world market. The Group does not hedge any of its purchases of raw materials as this is judged to have limited impact on the result.

Supplier dependence

There are alternative suppliers for all goods the Nilorn procures. For this reason, the assessment is that Nilorn would not be seriously injured if an individual supplier were to be unable to meet all requirements.

CREDIT RISK

The risk that the Group's customers do not fulfil their obligations, i.e. that Nilorn does not receive payment for its trade receivables, is a customer credit risk. Nilorn checks the credit of its customers which involves obtaining information about customers' financial position from different credit reporting agencies. Monitoring of outstanding receivables is ongoing, and reminders and interest in-



voices are sent out whenever necessary. The Group's outstanding trade receivables are reviewed, and individual risk assessment is made based on guarantees from clients, due dates and history.

IT-SECURITY

Nilorn works actively with IT security and has taken a variety of measures to prevent IT problems from occurring. To the extent problems would still arise, immediate action is taken to ensure that production, deliveries, etc. are minimally affected. Nilorn has an IT department that works to ensure operations, develop the Group's enterprise systems and give the customers first class service when integrating IT and logistics solutions.

ENVIRONMENTAL RISK

There are a number of environmental risks linked to Nilorn's operations as Nilorn has a large number of suppliers, which makes it difficult to have total control over. Nilorn is active in countries that can be seen as difficult, as Bangladesh and the clothing industry has traditionally had large emissions. However, Nilorn tries to eliminate and minimizing these risks and for Nilorn, sustainability is a prioritized question. There is continuously an evaluation of the environmental risks in the group's operations, as part of the internal control, where the subsidiaries describe the risks identified. Follow up and measuring of these risks is done by Nilorn's sustainability team, see The Sustainability Report for more details.

3) Reporting over geographic areas

PRIMARY SEGMENTS – GEOGRAPHIC AREAS

	Sweden	Other Europe	Asia	Group activities	Total
2022 Financial Year					
<i>Revenue</i>					
External revenue	52 361	327 891	562 559	0	942 811
Total revenue	52 361	327 891	562 559	0	942 811
<i>Profit</i>					
Operating profit	13 601	51 955	72 937	-2 080	136 413
Interest income				745	745
Interest expense				-4 743	-4 743
Taxes on the year's profit				-31 417	-31 417
Profit for the year	13 601	51 955	72 937	-37 495	101 000
Fixed assets	43 643	59 704	35 230	0	138 577
2021 Financial Year					
<i>Revenue</i>					
External revenue	41 734	258 002	488 569	0	788 305
Total revenue	41 734	258 002	488 569	0	788 305
<i>Profit</i>					
Operating profit	13 177	41 228	66 636	-1 494	119 547
Interest income				653	653
Interest expense				-3 996	-3 996
Taxes on the year's profit				-28 766	-28 766
Profit for the year	13 177	41 228	66 636	-33 603	87 438
Fixed assets	41 689	57 706	46 162	0	145 557

All sales refer to sales of goods and none of the Group's customers accounts for 10 percent or more of the external turnover. The companies that accounts for more than 10% of the Group's turnover are Nilorn East Asia Ltd, Nilorn Shanghai and Nilorn Etiket said. Ve Tic. Ltd Sti. The rest of Europe mainly relates to: England, Denmark, Germany, Belgium, Holland, France, Spain, Portugal, Turkey and Italy. Asia refers mainly to: Hong Kong, China, India, Bangladesh and Pakistan. The details remains unchanged compared to last year.

4) Intra-Group purchases and sales

During the year Nilorn sold services for TSEK 82 (75) to the principal owner, AB Traction. There were no transactions during the year that significantly affected the Group's profit or financial position.

Parent Company Nilörngruppen AB does not conduct any sales of goods and makes no purchases from subsidiaries. The Parent Company's net revenue refers exclusively to compensation from subsidiaries in the form of design and IT services and other administrative compensation. Sales and purchases among Group companies are at market prices.

Refer to note 7 for information on remuneration to management and the Board of Directors.



5) Other operating revenue

	Group		Parent Company	
	2022	2021	2022	2021
Gains on sale of non-current assets	778	100	0	0
Exchange rate gains on receivables/liabilities of an operating nature	26 214	9 833	0	0
Other	5 455	1 944	88	145
Total operating revenue	32 447	11 877	88	145

6) Other operating expenses

	Group	
	2022	2021
Capital losses	61	7
Exchange rate losses on receivables/liabilities of an operating nature	17 093	4 684
Total other operating expenses	17 154	4 691

7) Employees, salaries and other compensation

AVERAGE NUMBER OF EMPLOYEES (WHEREOF WOMEN)

	Group		Parent Company	
	2022	2021	2022	2021
Sweden	46 (23)	48 (25)	26 (8)	22 (7)
Denmark	6 (3)	6 (3)		
Germany	33 (20)	32 (19)		
Belgium	7 (5)	9 (6)		
Turkey	41 (21)	31 (16)		
United Kingdom	29 (16)	28 (15)		
Portugal	74 (49)	64 (40)		
USA	1 (0)	0 (0)		
India	20 (7)	20 (6)		
Bangladesh	165 (5)	156 (5)		
China	30 (18)	25 (14)		
Pakistan	16 (1)	14 (1)		
Hong kong	119 (79)	120 (77)		
Total average number of employees	(587) (247)	553 (227)	26 (8)	22 (7)

NUMBER OF DIRECTORS AND SENIOR EXECUTIVES ON THE BALANCE SHEET DAY (OF WHOM WOMEN)

	Group		Parent Company	
	2022	2021	2022	2021
Directors	5 (1)	5 (1)	5 (1)	5 (1)
CEOs and other senior executives	12 (2)	12 (2)	2 (-)	2 (-)
Total number of directors and senior executives	17 (3)	17 (3)	7 (1)	7 (1)

SALARIES, OTHER COMPENSATION AND SOCIAL BENEFITS

	Group		Parent Company	
	2022	2021	2022	2021
Salaries and other compensation	154 115	130 063	13 372	12 682
Social benefits	20 542	18 149	4 907	4 610
Pension costs	9 005	7 702	1 722	1 612
Total compensation	183 662	155 914	20 001	18 904



COMPENSATION TO DIRECTORS

Directors' fees are paid to the Chairman of the Board of Directors and Directors in accordance with the decision of the Annual General Meeting. Total compensation to the Board of Directors was as follows:

	Moderbolaget	
	2022	2021
Chairman of the Board of Directors, Petter Stillström	240	200
Blenda Lagerkvist	0	100
Vilhelm Schottenius	0	100
Ann-Christine Hvitfeldt	120	0
Magnus Johansson	120	0
Johan Larsson	120	100
Henrik Lange	120	100
Total compensation the Board of Directors	720	600

COMPENSATION AND OTHER BENEFITS
TO OTHER MEMBERS OF SENIOR MANAGEMENT

	Basic salary	Variable compensation	Other benefits	Pension cost	Total	Social Benefits Parent Company
2022						
President	1 780	900	63	409	3 152	961
Other members of senior management, Parent Company	0	0	0	0	0	0
Total	1 780	900	63	409	3 152	961
Presidents of subsidiaries in Group management	3 102	359	361	107	3 929	
Presidents, subsidiaries	9 449	1 570	1 063	413	12 495	
Group total	14 331	2 829	1 487	929	19 576	
2021						
President	1 639	840	106	779	3 364	1 001
Other members of senior management, Parent Company	0	0	0	0	0	0
Total	1 639	840	106	779	3 364	1 001
Presidents of subsidiaries in Group management	1 935	298	645	89	2 967	
Presidents, subsidiaries	8 561	1 061	308	496	10 426	
Group total	12 135	2 199	1 059	1 365	16 758	

CEO

Compensation to Nilörngruppen AB's Chief Executive Officer for 2022 has been decided by the Board of Directors and amounted during the financial year to TSEK 2,743 (2,479), of which TSEK 900 (840) was a bonus. The notice period for the CEO is mutual twelve months.

Other senior executives

Compensation to other members of senior management in the Parent Company was decided by the President in consultation with the Chairman of the Board of Directors. Salaries and other compensation to other members of senior management in the Parent Company amounted to TSEK 0 during the 2022 financial year (0). By other members of senior management in the Parent Company is meant the persons who together with the President constitute Nilörngruppen AB's Group management and are employed by Nilörngruppen AB. During 2022 Group management consisted of two persons, including the President: Krister Magnusson and Andrew Hoppe. Andrew Hoppe is employed by Nilorn East Asia Ltd.

The variable portion to other members of senior management in the Parent Company, and to the presidents of subsidiaries, is based on the Group's and each respective subsidiary's profit and revenue trend and is maximised to between 0 and 6 monthly salaries, depending on country and position. There are no severance payment agreements.

Pension commitments

There are defined benefit pension commitments in the Group in Turkey, calculated according to the Projected Unit Credit Method. See also note 19.

Pension Costs

The Group's total cost for defined contribution pension plans is TSEK 9,005 (7,702), of which premiums paid in Sweden amount to TSEK 3,069 (2,894).

8) Taxes

TAXES ON THE YEAR'S PROFIT

	Group		Parent Company	
	2022	2021	2022	2021
Current taxes	28 606	28 599	1 355	1 550
Deferred taxes	2 811	167	0	0
Total taxes on the year's profit	31 417	28 766	1 355	1 550

RECONCILIATION OF REPORTED TAXES

	Group		Parent Company	
	2022	2021	2022	2021
Profit before taxes	132 417	116 204	59 847	21 309
Taxes according to current tax rate 20.6%	27 278	23 938	12 328	4 390
Non-deductible expenses	2 268	1 694	43	21
Non-taxable income	-2 668	-747	-11 889	-2 956
Gains in Group companies for which tax expenses are not recognised	-212	-760	0	-79
Losses in Group companies for which deferred tax assets are not recognised	332	0		
Adjustment in previous year's tax assessment	-20	-1 530		
Omvärdering uppskjuten skattefordran	1 959	-396		
Revaluation of deferred tax asset	-2 424	2 069		
Foreign tax rates	-3 103	0		
Other taxes	8 008	4 498	874	174
Reported effective taxes	31 417	28 766	1 355	1 550

As of 31 December 2022, the Group has tax-loss carryforwards totalling TSEK 33.661. These tax-loss carryforwards were assessed as of the balance sheet date and it has been deemed probable that the loss carry-forwards can be offset against surpluses in future taxation. Deferred tax assets attributable to these tax-loss carryforwards amount to TSEK 5.269 and relate to tax-loss carryforwards in Belgium, which can be utilised indefinitely. The businesses in Belgium are expected to generate future surpluses. Nilorn therefore is of the opinion that there are factors that convincingly suggest that the loss carryforwards to which they are attributable can be utilised to offset future taxable surpluses.

DEFERRED TAX ASSET

Change	Group	
	2022	2021
Opening balance	10 034	9 568
Revaluation of deferred tax assets	364	-660
Other temporary differences	-2 265	1 079
Effect of exchange rate fluctuations	306	47
Closing balance	8 439	10 034
Specification		
Internal profit	117	117
Tax losses	5 269	4 905
Other temporary differences	3 053	5 012
Closing balance	8 439	10 034

DEFERRED TAX LIABILITY

Change	Group	
	2022	2021
Opening balance	5 022	4 263
Other temporary differences	255	-28
Untaxed reserves	633	613
Effect of exchange rate fluctuations	12	174
Closing balance	5 922	5 022
Specification		
Other temporary differences	2 550	2 283
Untaxed reserves	3 372	2 739
Total deferred tax liability	5 922	5 022

NET CHANGE DEFERRED TAX

Change	Group	
	2022	2021
Opening balance	5 012	5 305
Tax reported in the profit	-2 811	-166
Effect of exchange rate fluctuations	316	-127
Closing balance	2 517	5 012

9) Intangible non-current assets

INTANGIBLE NON-CURRENT ASSETS, EXTERNALLY ACQUIRED

	Group		Parent Company	
	2022	2021	2022	2021
Opening cost	39 856	35 075	32 829	28 110
Capital expenditures during the year	16 570	4 719	6 026	4 719
Sales and disposals during the year	0	-94	0	0
Effect of exchange rate fluctuations	1 136	156	0	0
Closing cost	57 562	39 856	38 855	32 829
Opening accumulated depreciation and amortization according to plan	14 239	11 589	9 256	6 978
Depreciation and amortisation according to plan during the year	3 718	2 660	3 312	2 278
Depreciation and amortisation according to plan on assets sold and disposed of during the year	0	-94	0	0
Effect of exchange rate changes	986	84	0	0
Closing accumulated depreciation and amortization according to plan	18 943	14 239	12 568	9 256
Carrying value at year-end	38 619	25 617	26 287	23 573

OTHER INTANGIBLE NON-CURRENT ASSETS, INTERNALLY GENERATED

	Group		Parent Company	
	2022	2021	2022	2021
Opening cost	9 064	9 064	9 064	9 064
Closing cost	9 064	9 064	9 064	9 064
Opening accumulated depreciation and amortisation according to plan	9 064	9 064	9 064	9 064
Closing accumulated depreciation and amortisation according to plan	9 064	9 064	9 064	9 064
Carrying value at year-end	0	0	0	0

REPORTED VALUES OF INTANGIBLE NON-CURRENT ASSETS

	Group		Parent Company	
	2022	2021	2022	2021
Other intangible non-current assets, externally generated	38 619	25 616	26 287	23 573
Total	38 619	25 616	26 287	23 573

Intangible assets, externally generated, consist of customer relationships, pattern programs and other acquired software. Costs for in-house development of an enterprise system adapted to operations are carried as an internally generated intangible asset.



10) Tangible non-current assets

BUILDINGS AND LAND

	Group	
	2022	2021
Opening cost	55 107	51 743
Investments during the year	422	754
Effect of exchange rate fluctuations	1 565	2 610
Closing cost	57 094	55 107
Opening accumulated depreciation according to plan	6 881	5 613
Depreciation according to plan during the year	1 269	1 149
Reclassification	0	2
Effect of exchange rate fluctuations	298	117
Closing accumulated depreciation according to plan	8 448	6 881
Carrying value at year-end	48 646	48 226

PLANT AND MACHINERY

	Group	
	2022	2021
Opening cost	69 551	67 527
Investments during the year	5 538	1 807
Sales and disposals during the year	-5 787	-2 237
Reclassification	396	
Effect of exchange rate fluctuations	2 003	2 454
Closing cost	71 701	69 551
Opening accumulated depreciation according to plan	46 653	43 803
Depreciation according to plan according to plan	4 578	3 818
Depreciation according to plan on assets sold and disposed of	-5 782	-2 237
Effect of exchange rate fluctuations	1 268	1 269
Closing accumulated depreciation according to plan	46 717	46 653
Carrying value at year-end	24 984	22 899

EQUIPMENT, TOOLS, FIXTURES AND FITTINGS

	Group		Parent Company	
	2022	2021	2022	2021
Opening cost	47 929	42 290	4 027	3 951
Investments during the year	3 354	4 503	182	86
Sales and disposals during the year	-533	-1 077	-	-10
Effect of exchange rate fluctuations	1 874	2 213	-	-
Closing cost	52 623 4	47 929	4 103	4 027
Opening accumulated depreciation according to plan	33 873	30 266	3 371	3 154
Depreciation according to plan during the year	2 756	3 181	221	217
Depreciation according to plan on assets sold and disposed of	-175	-1 002		
Effect of exchange rate fluctuations	1 925	1 428		
Closing accumulated depreciation according to plan	38 379	33 873	3 588	3 371
Redovisat värde vid årets slut	14 244	14 056	617	656

CARRYING VALUES OF TANGIBLE NON-CURRENT ASSETS

	Group		Parent Company	
	2022	2021	2022	2021
Buildings and land	48 646	48 226	0	0
Plant and machinery	24 984	22 899	0	0
Equipment, tools, fixtures and fittings	14 244	14 056	617	656
Leasing according to IFRS 16	22 569	34 760	0	0
Total	110 443	119 940	617	656

11) Shares in Group companies

GROUP COMPANIES – SCOPE OF HOLDING

Company	Currency	Nominal värde	Number	Capital andel	Carrying value	
					2022	2021
Nilörn AB	TSEK	100	1 000	100	6 400	6 400
Nilörn Denmark A/S	TDKK	1 800	3 600	100	12 845	12 381
Nilorn Belgium N.V.	TEUR	1 583	17 403	100	6 975	6 975
Nilorn Germany GmbH	TEUR	540	-	100	20 155	20 155
Nilorn UK Ltd	TGBP	2 176	2 176 000	100	30 200	30 200
Nilorn East Asia Ltd	THKD	-	2	100	-	-
Nilorn Etiket Sa. Ve Tic. Ltd S ti.	TTRY	10	-	100	5 835	5 835
Nilorn India Pvt Ltd	TINR	8 000	10 000	100	1 156	1 156
Nilorn Pakistan Ltd	TPKR	1 000	2 468	100	0	0
Nilörn Bangladesh	BDT	3 400	3 400 000	100	4 904	4 904
Nilörn Branding AB	TSEK	1	900 000	100	0	0
Nilorn Distribution Center GmbH	TEUR	1	25 000	100	21 144	21 144
Nilörn Property Development AB	TSEK	100	100 000	100	1 989	1 989
Nilorn Property Development UK	TGBP				0	0
Bally Labels AG	TCHF				16 775	0
					128 378	111 139

Parent Company

	2022	2021
Carrying value at the beginning of the year	111 139	111 139
Acquisition	16 775	-
Shareholder contribution	464	0
Carrying value at year-end	128 378	111 139

SUBSIDIARIES' SHARES IN SUBSIDIARIES

Company	Nominal value	Number	Capital stake	Carrying value	
				2022	2021
<i>Nilorn AB</i>	TSEK			TSEK	TSEK
				964	0
				964	0
<i>Nilorn UK Ltd</i>	TEUR			TGBP	TGBP
Nilorn Portugal Indústria de Etiquetas Lda, Portugal	50	-	100	400	400
				24	24
				424	424
<i>Nilorn East Asia Ltd</i>	TCNY			THKD	THKD
Nilorn Shanghai	1 336	-	100	1 749	1 749
				1 749	1 749



12) Shares in associated companies

	Group	
	2022	2021
Opening value	0	0
Impairment of shares in associated companies	0	0
Carrying value at year-end	0	0

Company	Domicile	Share	Carrying value	Proportion of equity
Calmon Abacus Textiles Private Ltd	Indien	49	0	1 006
			0	1 006

Värdet på aktierna i Calmon Abacus Textiles Private Ltd har skrivits ned i sin helhet.

13) Long-term receivables

	Group	
	2022	2021
Opening balance	3 345	2 913
New lending	16	128
Financial leases	236	38
Repayments	-17	0
Effect of exchange rate changes	452	266
Closing balance	4 032	3 345

Of the long-term receivables as of 31 December 2021 TSEK 3,479 refers to deposits (3,021).

14) Due from Group companies

LONG-TERM RECEIVABLES

	Parent Company	
	2022	2021
Opening balance	6 209	6 094
New lending	19 394	0
Repayments	-3 365	0
Effect of exchange rate changes	1 073	115
Closing balance	23 311	6 209

15) Inventories

	Koncernen	
	2022	2021
Raw materials and supplies	19 770	15 726
Work in progress	515	715
Finished products and goods for resale	191 845	129 476
Total inventories	212 130	145 917

Reserve attributable to inventories amounts to TSEK 14,986 (16,337).

	Koncernen	
	2022	2021
Change in obsolescence reserve		
At beginning of year	16 337	16 327
Reserves added during the year	1 706	4 194
Utilised reserves	-3 058	-4 184
Carrying value at year-end	14 986	16 337

16) Trade receivables

The provision of trade receivables is made after individual assessment. In accordance with IFRS 9. As of 31 December 2022 the carrying value of the reserve for doubtful accounts receivable amounted to TSEK 6,109 (5,826). The carrying value of the reserve has evolved as follows:

RESERVE FOR DOUBTFUL ACCOUNTS RECEIVABLE

	Group	
	2022	2021
Opening balance	5 826	7 410
Reserves added during the year	1 415	261
Utilised reserves	-70	294
Reversed unutilised reserves	-1 623	-1 500
Effect of exchange rate fluctuations	560	-51
Carrying value at year-end	6 109	5 826

THE AGE DISTRIBUTION OF THE NET WORTH OF TRADE RECEIVABLES IS DISTRIBUTED AS FOLLOWS:

	Group		Moderbolaget	
	2022	2021	2022	2021
Receivables not past due	49 769	59 437	50	78
Receivables past-due <30 days	26 209	30 273		
Receivables past-due 30-60 days	8 912	13 146	-	-
Receivables past-due 60-90 days	6 933	5 603	-	-
Receivables past-due 90-120 days	2 231	2 983	-	-
Receivables due in >120 days	4 955	2 774	-	-
Net total value of trade receivables	99 009	114 216	50	78

OTHER SHORT-TERM RECEIVABLES

As of 31 December 2022, the booked reserve for doubtful other receivables amounted to TSEK 0 (0).



17) Prepaid expenses and accrued revenue

	Group		Parent Company	
	2022	2021	2022	2021
Prepaid rents	1 392	1 039	16	182
Prepaid insurance	711	694	571	547
Prepaid license fees	335	416	0	0
Prepaid advertising and trade show expenses	1 763	0	0	0
Prepaid consulting fees	15	0	0	0
Other prepaid expenses	2 905	2 596	171	147
Accrued income	177	4 879	140	141
Total prepaid costs and accrued revenue	7 298	9 624	898	1 017

18) Interest-bearing liabilities

GROUP

Total approved credit facilities as of 31 December 2022 amounts to MSEK 120 (of which MSEK 74.2 was utilised. For more information about Nilorn's exposure to interest rate risk and risk for exchange rate changes reference is made to Note 2.

PARENT COMPANY

Total approved bank credit facility as of 31 December 2022 in the Parent Company amounts to MSEK 60,0 (whereof utilised MSEK 31.2).

CLASSIFICATION	Group		Parent Company	
	2022	2021	2022	2021
Financial Assets				
Other long term receivables	4 032	3 345	0	0
Accounts Receivables	99 009	114 216	50	78
Liquid Funds	106 795	116 367	0	43 305
Financial Liabilities				
Shortterm borrowings	64 872	29 583	17 810	0
Accounts Payables	62 432	98 450	800	1 160

Items have been valued at amortized cost. The fair value of the items matches the reported value of the items.

19) Long-term provisions

	Group	
	2022	2021
Defined benefit pension plans	1 096	691
Total provisions	1 096	691

DEFINED BENEFIT PENSION PLANS

	Group	
	2022	2021
At beginning of year	690	338
Benefits earned during the year	729	839
Benefits paid	-128	-163
Effect of exchange rate changes	-195	-324
Carrying value of provision for pensions at year-end	1 096	690

20) Accrued expenses and prepaid income

	Group		Parent Company	
	2022	2021	2022	2021
Accrued salary and holiday pay liabilities	17 983	18 560	4 959	4 462
Accrued social benefits	5 393	4 536	2 402	2 150
Accrued interest	58	0	0	0
Accrued audit expenses	1 218	1 112	460	171
Accrued commission expenses	12 267	8 706	0	0
Accrued freight costs	957	748	0	0
Accrued cost of goods	6 378	9 756	0	0
Other	7 267	9 352	780	731
Total accrued expenses and prepaid income	51 521	52 770	8 601	7 514

21) Pledged assets

	Group		Parent Company	
	2022	2021	2022	2021
<i>For liabilities to credit institutions</i>				
Shares in Group companies	0	0	6 400	6 400
Corporate mortgages and similar	6 000	6 000	0	0
Total pledged assets	6 000	6 000	6 400	6 400

The Parent Company has additional non-active guarantee commitments for group companies.

22) Contingent liabilities

	Group		Parent Company	
	2022	2021	2022	2021
Guarantees for subsidiaries	0	0	13 809	14 309
Total contingent liabilities	0	0	13 809	14 309

23) Untaxed reserves

	Parent Company	
	2022	2021
Supplementary depreciation	11 300	8 500
Accrual reserve, fiscal year 2018	900	900
Accrual reserve, fiscal year 2019	1 400	1 400
Accrual reserve, fiscal year 2021	2 000	2 000
Accrual reserve, fiscal year 2022	770	0
Total untaxed reserve	16 370	12 800

Deferred tax in untaxed reserves is estimated at 20.6 percent and amounts to SEK 2,637 thousand (2,146), which is not recognized in the balance sheet

24) Year-end appropriations

	Parent Company	
	2022	2021
Supplementary depreciation	-2 800	-1 100
Reversal of accrual reserve	0	236
Allocation to accrual reserve	-770	-2 000
Group contributions received	13 464	13 441
Group contributions rendered	-79	-93
Total year-end appropriations	9 815	10 484



25) Leasing

NILORN AS LESSEE

Operating leases

The Group's cost for rental agreements and leasing commitments of an operating character for 2022 amounted to TSEK 21,405 (21,013). The Group's future rental payments amounted to TSK 47,993. The Parent Company's rental cost during 2022 amounted to TSEK 1,260 (1,164) and the future rental payments amounted to TSEK 1,115. The future payments under operating leases are distributed as follows:

	Koncernen	Moderbolaget
2023	19 332	419
2024	13 735	348
2025	4 818	348
2026	3 362	0
2027	3 362	0
2028	3 384	0
Total future payments from operating leases	47 993	1 115

INFORMATION ABOUT IFRS 16 LEASES

According to IFRS16, the lessee should reports (a) assets and liabilities for all leases with a rental period longer than 12 months, except for assets of low value, and (b) depreciation of leased assets separately from the interest cost of leasing in the income statement.

The discount interest rate is the marginal loan rate in each respective country at the time of the lease, with due consideration taken to the tenor of the lease. The weighted average rate is 4.05%.

The simplification rule for defining a lease has been applied, which means that all components of a lease are considered to be

a lease component. The exceptions of not reporting short-term

leases and assets of low value has also been applied. Managements judgments and assumptions are required to determine extension options for the right of use and the present value of the lease liability. Such judgments and assumptions include identifying a lease, to determine the leasing period and to identify the discount interest rate. Most of the lease value relates to rental agreements for office and warehouse properties. On average, these agreements run for 1-2 years, but the Group has made the assessment that the companies usually occupy the premises for an average of five years and has therefore used that period as leasing period. Any extension options have thus not taken into account in any other way.

The Group's leases refer only to right-of-use assets relating to real estate and the year's depreciation amounts to TSEK 15,713



(15,133). The year's interest expense on loan liabilities amounts to TSEK 884 (1,202). Leases added during the year amount to TSEK 394 (2,632). The year's closing balance amounts to TSEK 22,569 (34,743).

The year's cost for short-term leasing/assets with low value amounts to TSEK 3,823 (5,880) and the year's cash flow relating to lease payments amounts to TSEK 18,861 (16,359).

Note 25 continued

RENTAL AGREEMENTS

	2022-12-31	2021-12-31
Opening cost	79 907	66 098
Investments during the year	394	2 632
Effect of changed terms	1 220	5 560
Effect of exchange rate changes	9 390	5 617
Closing cost	90 911	79 907
Opening accumulated depreciation according to plan	45 147	27 859
Depreciation according to plan during the year	15 713	15 133
Effect of foreign exchange rate changes	7 482	2 155
Closing accumulated depreciation and impairment charges	68 342	45 147
Carrying value at year-end	22 569	34 760

MATURITY ANALYSIS

<i>MSEK</i>	År 1	År 2-5	Senare än 5 år
Lease liabilities	16 386	5 429	0
Classified as			
Long-term liabilities		5 429	0
Current liabilities	16 386		

26) Interest income and similar items

	Group		Parent Company	
	2022	2021	2022	2021
Internal interest income	0	0	3 347	1 397
External interest income	745	653	0	0
Total interest income and similar items	745	653	3 347	1 397

27) Interest expense and similar items

	Group		Parent Company	
	2022	2021	2022	2021
Internal interest income	0	0	224	21
External interest expense	2 210	1 954	475	652
Exchange rate loss on long-term liabilities	2 533	2 042	2 249	1 473
Total interest expense and similar items	4 743	3 996	3 948	2 146

28) Audit fees

FEES AND COST REIMBURSEMENT

	Group		Parent Company	
	2022	2021	2022	2021
<i>KPMG</i>				
Audit assignments	1 416	870	556	305
Other assignments	0	111	0	0
<i>Other auditors</i>				
Audit assignments	529	540		
Tax advice	118	176		
Other assignments	48	11		
Total audit fees and cost reimbursement	2 111	1 708	556	267

By audit assignment is meant review of the annual accounts and accounting procedures and the management by the Board of Directors and the President, other duties incumbent upon auditors to perform and advice or other assistance prompted by observations in the course of such review, or the performance of such other tasks. Everything else is other assignments.

29) Result from shares in Group companies

	Parent Company	
	2022	2021
Dividend	56 859	14 353
Total result from shares in group companies	56 859	14 353

30) Derivative instruments

The Group is exposed to changes in foreign exchange rates since a portion of purchases are made in foreign currency.

Aside from the transaction exposure described above, the Group is affected by foreign exchange rates fluctuations due to the receivables and liabilities in foreign currencies that arise on an ongoing basis. These are covered largely by forward hedging.

The table below shows the Group's foreign exchange forward contracts outstanding as of 31 December 2022. All contracts are in officially traded currencies and the contracts are extended for an average period of three months. Contracts outstanding as of year-end all mature on 17 March 2023. The Group has no other derivative instruments. Outstanding forward contract are carried at market value on the balance sheet date in accordance with IAS 9 Financial instruments. Accounting and valuation at level 2 has been used in accordance with IFRS 7.27. The exchange rate gain and loss, respectively, arising upon valuation of the contracts amounted to TSEK 852 (117) and TSEK 45 (2), respectively, as of 31 December 2022. The forward contracts were valued at fair value based on the exchange rate prevailing on the balance sheet date and the forward rate for each respective contract.

Only the derivatives listed below are carried at fair value.



OUTSTANDING FORWARD EXCHANGE CONTRACTS

Currency	Hedged volume in TSEK	Rate on balance sheet date	Countervalue in SEK	Maturity date
HKD	-19 332	1.3385	-25 876	17/03/2023
EUR	-2 149	11.1283	-23 915	17/03/2023
GBP	-278	12.5811	-3 498	17/03/2023
DKK	132	1.4965	198	17/03/2023
USD	33	10.4371	344	17/03/2023
TRY	150	0.5575	84	17/03/2023
Countervalue SEK	51 856	1.0000	51 856	

Unrealized exchange loss amounts to TSEK 807 on closing day

31) Maturity dates for the Group's financial liabilities

2022	MSEK				Total
		0-3 months	4-12 months	1-2 years	contracted cash flow
	Bank loans and checking account overdraft facilities		64.9		64.9
	Trade payables	62.4			62.4
	Foreign exchange forward contracts, inflow	52.4			52.4
	Foreign exchange forward contracts, outflow	53.3			53.3

2021	MSEK				Total
		0-3 months	4-12 months	1-2 years	contracted cash flow
	Bank loans and checking account overdraft facilities		29.6		29.6
	Trade payables	98.4			98.4
	Foreign exchange forward contracts, inflow	35.0			35.0
	Foreign exchange forward contracts, outflow	35.0			35.0

32) Transactions with closely related parties

During the year Nilörngruppen AB has sold services for TSEK 82 (75) to the principal owner, AB Traction and subsidiaries. No transactions between Nilörn and closely related parties that have significantly affected the Group's profit or financial position have occurred during the period. The Parent Company's transactions with subsidiaries refer to design, product development, IT and other services.

For information about salaries and fees to management and Board of Directors, refer to Note 7.

33) Appropriation of company profit

The Board of Directors proposes that unrestricted equity, TKR 179,972 be allocated as follows:

Dividend 11 401 988 shares* 5,00kr per share	57 010
To be carried forward	122 962
Summa	179 972

34) Shares in the Parent Company

There are 960,000 class A shares with a quotient value of SEK 0.25 and 10,441,988 class B shares with a quotient value of SEK 0.25 in Nilörngruppen AB.

The voting value is ten votes per class A share and one vote per class B share.

35) Events after the balance sheet date

No significant events has taken place after the balance sheet date

Definition of alternative key financial indicators

Guidelines for alternative key financial indicators for companies with securities listed on a regulated market in EU have been issued by ESMA (The European Securities and Markets Authority). These guidelines are to be applied to alternative key financial indicators used starting 3 October 2016. Reference is made in the annual report to a number of non-IFRS performance measures used to help investors as well as management to analyse the Company's business. Since not all companies calculate financial measurements in the same way, they are not always comparable to measurements used by other companies. These financial measurements should therefore not be regarded as replacements for measurements defined by IFRS. We describe below the various non-IFRS performance measures used as a complement to the financial information reported in accordance with IFRS and how these measurements are used.

Definitions of key financial indicators – metrics not defined according to IFRS

Non- IFRS measure	Definition	Reason
Average equity	Equity at the beginning of the year, plus equity at year-end, divided two.	This metric is the difference between the Group's assets and liabilities, which is equivalent to consolidated equity contributed by owners, and the Group's accrued profits. The metric is used to report the capital attributable to the Group's owners.
Average capital employed	Capital employed at the beginning of the year, plus capital employed at the end of the year, divided by two.	Capital employed indicates how much capital is needed to conduct the business irrespective of form of financing (borrowed capital or equity). It is calculated as an average in order to provide a fair picture over the period.
Average number of employees	Average number of yearly employees.	This metric is used to measure how the Group's work force develops.
Revenue growth	Net revenue at the end of the year, less net revenue at the beginning of the year, divided by net revenue at the beginning of the year.	This metric is used to measure how the company's revenue develops over time.
Return on equity	Profit for the year according to the income statement, in percent of average equity.	This metric is used to analyse profitability over time, given the resources attributable to the Parent Company's owners.
Return on capital employed	Profit before taxes, plus financial expenses, in percent of average capital employed.	Return on capital employed is a profitability metric used to put the profit in relation to the capital needed to conduct the business.
Interest-bearing net cash and cash equivalents/liability	Interest-bearing receivables, and cash and cash equivalents, reduced by interest-bearing liabilities.	This metric is used to show the total debt financing and is used as a complement to assess the possibility for a dividend, to make strategic investments and to judge the Group's ability to live up to its financial commitments.
Operating margin	Operating profit in percent of net revenue.	This metric is used to measure operative profitability.
Equity ratio	Equity in percent of balance sheet total.	This metric shows how large a proportion of the company's total assets are financed by the shareholders with equity. A high equity ratio is a measure of financial strength.
Capital employed	Balance sheet total, less non-interest-bearing liabilities, including deferred tax liabilities.	Capital employed indicates how much capital is needed to conduct the business irrespective of form of financing (borrowed capital or equity).
Profit margin	Profit before taxes in percent of net revenue.	This metric makes it possible to compare profitability regardless of corporate tax rate.

CLARIFICATION OF SIGNS
USED IN THE TABLE:

–	=	Minus
<i>No sign before</i>	=	Plus
/	=	Divided by
_____	=	Result line

Calculated as below:

Revenue growth	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Net revenue for the period (MSEK)	942,8	788,3
Net revenue for the previous period (MSEK)	788,3	618,2
Net revenue for the previous period (MSEK)	/788,3	/618,2
Revenue growth (%)	19,6	27,5

Operating margin	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Operating profit (MSEK)	136,4	119,5
Net revenue (MSEK)	/942,8	/788,3
Operating margin (%)	14,5	15,2

Profit margin	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Profit before taxes (MSEK)	132,4	116,2
Net revenue (MSEK)	/942,8	/788,3
Profit margin (%)	14,0	14,7

Capital employed	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Balance sheet total (MSEK)	597,2	556,1
Long-term provisions	-1,1	-0,7
Other long-term non interest-bearing liabilities	0	0
Trade payables	-62,4	-98,4
Current taxes	-23,9	-21,1
Other non interest-bearing liabilities	-23,5	-24
Accrued expenses and prepaid income-51,5	-52,8	
Deferred taxes	-5,9	-5
Capital employed (MSEK)	428,9	354,1

Average capital employed	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Capital employed at the beginning of the period (MSEK)	354,1	289,2
Capital employed at the end of the period (MSEK)	428,9	354,1
	/2	/2
Average capital employed (MSEK)	391,5	321,7

Return on capital employed	Group	
	2022 12 months jan-dec	2021 12 months jan-dec
Profit before taxes (MSEK)	132,4	116,2
Financial costs (MSEK)	4	4
Average capital employed (MSEK)	/391,5	/321,7
Return on capital employed (%)	34,8	37,4

Average equity	Group	
	2022	2021
	12 months jan-dec	12 months jan-dec
Equity at the beginning of the period (MSEK)	278,3	209,8
Equity at the end of the period (MSEK)	333,2	278,3
	/2	/2
Average equity (MSEK)	305,8	244,1

Return on equity	Group	
	2022	2021
	12 months jan-dec	12 months jan-dec
Profit of the period (MSEK)	101,0	87,4
Average equity (MSEK)	/305,8	/244,1
Return on equity (%)	33,0	35,8

Equity ratio	Group	
	2022	2021
	12 months jan-dec	12 months jan-dec
Equity (MSEK)	333,2	278,3
Total assets (MSEK)	/597,2	/556,1
Equity ratio (%)	55,8	50,0

Interest-bearing net cash/debt	Group	
	2022	2021
	12 months jan-dec	12 months jan-dec
Cash and cash equivalents (MSEK)	106,8	116,4
Short term interest-bearing liabilities (MSEK)	-64,9	-29,6
Räntebärande nettokassa (MSEK)	41,9	86,8

Earnings per share	Group	
	2022	2021
	12 months jan-dec	12 months jan-dec
Equity (MSEK)	333,2	278,3
Number of shares outstanding	/11 402	/11 402
Equity per share	29,2	24,4



Affirmation by the Board of Directors and the CEO

The undersigned affirms that the annual accounts and the consolidated financial statements have been compiled in accordance with International Financial Reporting Standards (IFRS), as adopted by EU, and generally accepted accounting principles, and provide a true picture of the group's and the company's financial position and results, and that the consolidated administration report and the administration report provide a true picture of the Group's and the company's business, financial position and results, and describes significant risks and uncertainty factors facing the companies included in the group.

Borås, 12 April 2023

Petter Stillström
Chairman of the Board Directors

Johan Larsson
Director

Magnus Johansson
Director

Our audit report concerning this annual report and consolidated financial statements was submitted on 12 April 2023

KPMG AB

Ann-Christine Hvittfeldt
Director

Henrik Lange
Director

Krister Magnusson
CEO

Mathias Arvidsson
Authorised Public Accountant

Board of Directors



PETTER STILLSTRÖM
Chairman since 2009

born 1972
Master of Economics
CEO, AB Traction.
Director of Nilörngruppen AB since 2007.
Director of OEM International (Chairman), Softronic (Chairman), BE Group AB, Hifab Group and AB Traction. Shareholding: Major shareholder in AB Traction who through subsidiaries owns some 960,000 class A shares and 2,040,000 class B shares



HENRIK LANGE
Director

born 1961
B.Sc. Economics
Works with business development and director's work.
Director of Nilörngruppen AB since 2021.
Director of Alfa Laval, Velux, BDR Thermea, IPCO, Traction and Tysk-Svenska Handelskammaren.
Shareholding: 0



JOHAN LARSSON
Director

born 1970
B.Sc. Economics
CEO of Mackmyra Svensk Whisky AB
Director of Nilörngruppen AB since 2018.
Director of As good as new AB, Mackmyra Swedish Whisky GmbH, Mackmyra Swedish Whisky Ltd, Mat & Upplevelser i Kungsbäck AB
Shareholding: 1,500



ANN-CHRISTINE HVITTFELDT
Director

born 1966
Ekonom
Director of Nilörngruppen AB since 2022
Director of Luftfartsverket, Wikström Installationskonsult AB, Netgroup Engineering AB, Vadsbo Switchtech Group, Skaraborgs Ortopedservice AB, Brålanda Industri AB, Fintegrity AB, Berlex AB.
Shareholding: 0



MAGNUS JOHANSSON
Director

born 1973
B.Sc. Economics
Director of Nilörngruppen AB since 2022
Head of Marketing Picadeli AB
Shareholding: 0

Management



KRISTER MAGNUSSON
CEO

born 1966
B.Sc. Economics
Krister Magnusson was employed by Nilörngruppen AB in 2008 having previously held the CFO at New Wave Group.
Share holding: 85,000



ANDREW HOPPE
Asia Manager

born 1963
Andrew Hoppe was employed by Nilorn UK Ltd (previously H.H Calmon) in 1996 and since 2000 is CEO of Nilorn East Asia Ltd and Asia Manager.
Shareholding: 0

AUDITORS

KPMG
Chief auditor:

MATHIAS ARVIDSSON
Authorised Public Accountant, Partner.

born 1975
Auditor of Nilörngruppen AB since 2019.
Mathias' other assignments include among other Christian Berner, Nelly Group, Wallenstam and IKEA of Sweden.

Auditor's Report

To the general meeting of the shareholders of Nilörngruppen AB, corp. id 556322-3782

REPORT ON THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS

Opinions

We have audited the annual accounts and consolidated accounts of Nilörngruppen AB for the year 2022, except for the corporate governance statement on pages 24-27 and the sustainability report on pages 15-16. The annual accounts and consolidated accounts of the company are included on pages 20-59 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act, and present fairly, in all material respects, the financial position of the parent company as of 31 December 2022 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2022 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 24-27 and sustainability report on pages 15-16. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

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

Our opinions in this report on the 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.

Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

Revenue recognition

See disclosure 3 and accounting principles on 36 in the annual account and consolidated accounts for detailed information and description of the matter.

Description of key audit matter

The Group net sales as of December 31, 2022 amounted to SEK 943 million. The Group reports revenue from the sale of goods when risks and benefits associated with ownership are transferred to the customer and when the selling price is agreed or when there is an opportunity to estimate the price and payment can be expected. The value of the transaction is affected by discounts and exchange rate differentials which increases the complexity.

Response in the audit

We have assessed the design of the company's controls regarding revenue recognition of sales of products and how these controls have been implemented.

- On a sample basis, we have examined sales transactions reported before and after the yearend in order to assess whether correct terms have been applied to the contracts and that risks and benefits have been transferred to the customers.

- We have obtained evidence such as freight documentation and payment of receivables for deliveries to assess whether revenue is recognized in the correct period.

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 2-19, 56-58, 60 and 64-65. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intend 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 considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

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

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

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Auditor's audit of the administration and the proposed appropriations of 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 Nilörngruppen AB for the year 2021 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

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

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner.

The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

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

The auditor's examination of the Esef report

Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the Esef report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for Nilörngruppen AB for year 2021.

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

In our opinion, the Esef report #N0eZE/H/YYATv4= 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 Nilörngruppen 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 the 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 accounts 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 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 the assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a technical validation of the Esef report, i.e. if the file containing the Esef report meets the technical specification set out in the Commission's Delegated Regulation (EU) 2019/815 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 Esef report has been marked with iXBRL which enables a fair and complete machine-readable version of the consolidated statement of financial performance, financial position, changes in equity and cash flow.

The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 24-27 has been prepared in accordance with the Annual Accounts Act.

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

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

The auditor's opinion regarding the statutory sustainability report

The Board of Directors is responsible for the sustainability report on pages 15-16, and that it is prepared in accordance with the Annual Accounts Act.

Our examination has been conducted in accordance with FAR:s auditing standard RevR 12 The auditor's opinion regarding the statutory sustainability report. This means that our examination of the statutory sustainability report is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinion. A statutory sustainability report has been prepared.

KPMG AB, Box 11908, 404 39, Göteborg, was appointed auditor of Nilörngruppen AB by the general meeting of the shareholders on the 14 May 2012. KPMG AB or auditors operating at KPMG AB have been the company's auditor since 2013.

Gothenburg, 11 April 2022

KPMG AB

Mathias Arvidsson
Authorized Public Accountant

Annual General Meeting

The Annual General Meeting will be held on Wednesday 3 May 2023.

REGISTRATION

Shareholders who wish to participate in the proceedings of the Annual General Meeting must be entered in the share register maintained by Euroclear Sweden AB not later than Tuesday, 25 April 2023 and also notify the Company by mail under address Nilörngruppen AB, Box 499, SE-503 13 Borås, Sweden, by telephone +46-33-700 88 88, by telefax +46-33-700 88 19, or by e-mail to reception@nilorn.com not later than by 4:00 p.m., Friday 28 April 2023. Upon registration, name, personal registration number/corporate ID number, address, telephone number and registered shareholding must be stated. Shareholders represented by a proxy must issue a power of attorney for the proxy. The power of attorney should be dispatched to the Company at the above address well before the Annual General Meeting. If the power of attorney is issued by a legal entity, certified copy of registration certificate of the legal person must be attached. Shareholders who have their shares registered in the name of a custodian must temporarily re-register their shares in their own name in order to be entitled to attend the meeting. Such registration must be completed by Euroclear Sweden AB not later than by Friday, 28 April 2023. This means that the shareholder must notify the custodian thereof well in advance of that day.

DIVIDEND

The Board of Directors proposes a dividend of SEK 5.00 per share for the 2022 financial year.

The companies in Nilorn

Parent Company

NILÖRNGRUPPEN AB

Wieslanders väg 3
Box 499
501 13 Borås
SWEDEN
Tel. +46 33 700 88 88
info@nilorn.com
www.nilorn.com

Subsidiaries & Partners

NILÖRN AB

Wieslanders väg 3
Box 499
501 13 Borås
SWEDEN
Tel: +46 33 700 88 00
info@nilorn.com

BALLY LABELS AG

Schachenstrasse 24
5012 Schönenwerd
SWITZERLAND
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NILORN BELGIUM NV

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BRANDING · DESIGN · PRODUCT DEVELOPMENT · LOGISTICS

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