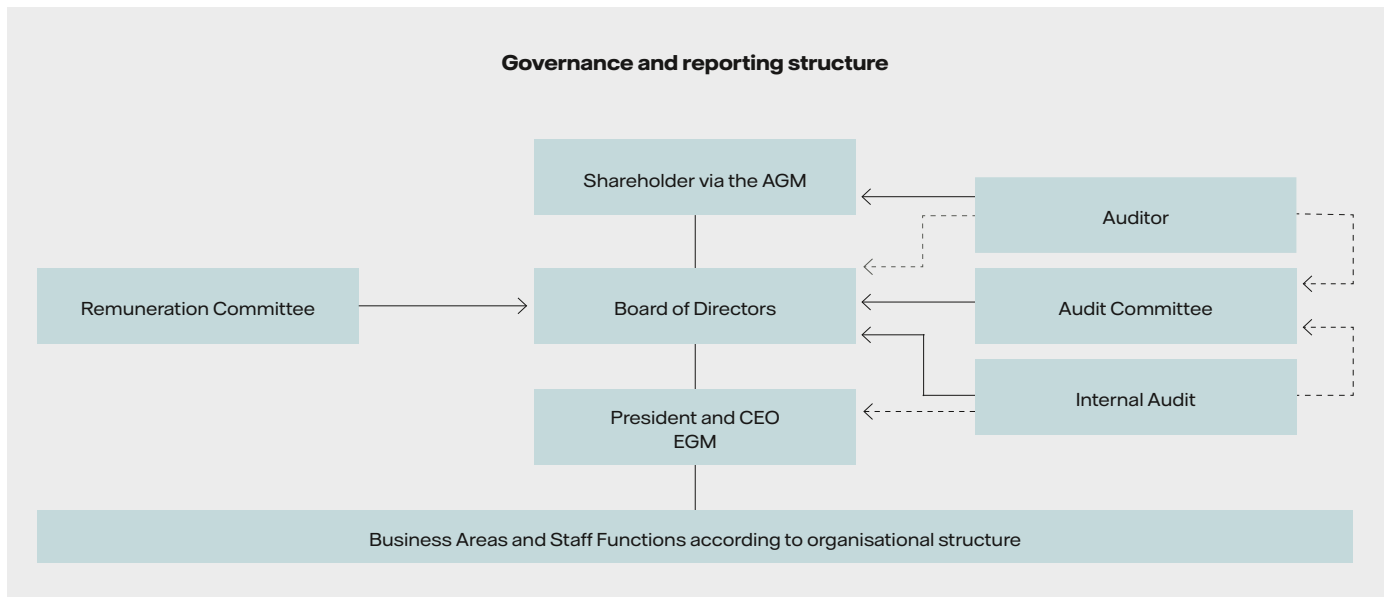


# Corporate Governance Report

This report includes information on corporate governance during the 2020 financial year, as prescribed by law and the Swedish Corporate Governance Code. Supported by good corporate governance – with effective organisational structure, internal control and risk management – Vattenfall’s business can be driven towards the set targets and in accordance with Vattenfall’s principles. Overall issues on corporate governance are handled in this report, while specific risk issues are handled in the Risks and Risk Management section in the Annual and Sustainability Report. The Corporate Governance Report has been reviewed by the company’s external auditor.





### Vattenfall's corporate governance model

The Parent Company of the Vattenfall Group, Vattenfall AB, is a Swedish public limited liability company with registered office in Solna. Vattenfall AB is thereby subject to the provisions of the Swedish Companies Act. The main decision-making bodies are the Annual General Meeting (AGM), the Board of Directors and the President. The AGM elects the Board of Directors, which in turn appoints the President, who is responsible for the day-to-day administration of the company in accordance with the Board's guidelines and instructions.

### Application of the Code

Vattenfall adheres to the Swedish Corporate Governance Code ("the Code", available in Swedish and English at [www.bolagsstyrning.se](http://www.bolagsstyrning.se)). Since Vattenfall is wholly owned by the Swedish state, the reporting on board members' independence, regulated in points 4.4 and 4.5, among other things, is not applied.

Also, due to its ownership structure, Vattenfall has no nomination committee (chapter 2). The nomination process for the Board and auditors is conducted in accordance with the Swedish state's ownership policy and is described below.

Thus, the references to the nomination committee in points 1.2, 1.3, 4.6, 8.1 and 10.2 are not applicable either. However, information on the nomination of board members for new election or re-election is posted on the company's website in accordance with point 2.6. Election of an AGM chairman is done at the AGM in accordance with the stipulations of the Swedish Companies Act and the Swedish state's ownership policy.

### Important external and internal rules and regulations for Vattenfall

#### External rules and regulations

- Swedish and foreign legal rules, particularly the Swedish Companies Act and the Swedish Annual Accounts Act
- The Swedish state's ownership policy and principles for state-owned enterprises 2020
- The Swedish Corporate Governance Code ("the Code")
- Stock exchange rules. Vattenfall follows the stock exchange rules that apply for companies that have fixed-income instruments registered on Nasdaq Stockholm and other market-places
- International Financial Reporting Standards (IFRS) and other accounting rules

- The Global Reporting Initiative (GRI) Standards and the UN Global Compact as well as reporting according to Green Bond Impact Reporting, Science Based Targets and the Task Force on Climate-related Financial Disclosures (TCFD)

#### Internal rules

- The Articles of Association
- The Board's and committees' Rules of Procedure, including the CEO instruction and the instruction for reporting to the Board
- The Vattenfall Management System (VMS), including the Code of Conduct and Integrity, and other internal governance documents

Vattenfall AB's Articles of Association and continuously updated information about corporate governance at Vattenfall are available on Vattenfall's website, [www.vattenfall.com](http://www.vattenfall.com) (original Swedish documents are available on [www.vattenfall.se](http://www.vattenfall.se)). The website is also a source for previous corporate governance reports and documentation from the most recent general meetings, and links to the Swedish state's ownership policy, the Swedish Corporate Governance Code and Vattenfall's Code of Conduct and Integrity.

## Shareholder and general meetings

Vattenfall AB is wholly owned by the Swedish state. The right of the state, as a shareholder, to make decisions about Vattenfall's affairs is exercised at the Annual General Meeting (AGM) and other general meetings. Through a general meeting resolution on the content of the Articles of Association, the shareholder makes decisions on the company's operations. The Swedish state's ownership policy and principles for state-owned companies are decided on at the general meeting. In accordance with the Swedish state's ownership policy, the company's financial targets are also decided on by a general meeting. The current financial targets were decided at an extraordinary general meeting on 12 December 2017.

By law, the AGM of Vattenfall AB is to be held yearly within six months after the end of the financial year and not later than 30 April, in accordance with the Swedish state's ownership policy.

### Annual General Meeting 2020

Vattenfall held its 2020 AGM on 28 April. The company's owner, the Swedish state,

participated at the AGM through its owner representative. Due to the spread of Covid-19 (the coronavirus), participation at the AGM was limited, in accordance with the Swedish Corporate Governance Board's temporary rules on application of Code rules 1.1-1.3. The President and auditor were in attendance, while the Chairman of the Board participated via video. Members of Parliament were given the opportunity to ask questions on-site during the AGM, and an open Q&A session was arranged after the meeting, in accordance with the Swedish state's ownership policy. The AGM was not open to the general public but was aired live via webcast. The general public however had the opportunity to ask questions for the Q&A session via phone or the internet.

Due to the changed financial situation and the presumed long-term, uncertain international conditions caused by Covid-19, the Board and the President had revised the initially proposed resolution on distribution of the company's profit, presented in the Notice to Attend the Annual General Meeting. The AGM resolved to

### Duties of the Annual General Meeting

- Elect the Board of Directors, the Chairman of the Board and the auditors, and decide on their fees
- Adopt the income statement and balance sheet for Vattenfall AB and the Vattenfall Group
- Decide on distribution of the company's profit
- Grant discharge from liability for the board members and the President
- Decide on guidelines for remuneration of senior executives
- Decide on other matters of business prescribed by law or the company's Articles of Association

distribute the profit in accordance with the Board's revised proposal, meaning that SEK 3,622,500,000 was distributed to the shareholder.

**The 2021 AGM will be held on 28 April in Solna, Sweden.**

## Board of Directors

### The Board's duties

The Board is the company's highest administrative body. Its fundamental duties are laid out in the Swedish Companies Act and the Code. Each year, the Board adopts its Rules of Procedure and a number of instructions. The Rules of Procedure and instructions regulate such matters as reporting to the Board, delegation of duties between the Board, the President and the Board's committees, the Chairman's duties, the form and content of board meetings, and the evaluation of the work of the Board and the President.

The Board's Rules of Procedure stipulate that the Board shall set the overarching targets for Vattenfall's operations, decide on Vattenfall's strategy for achieving those targets, and ensure that suitable systems are in place for monitoring and controlling Vattenfall's operations, risks and financial position in respect of the set targets. The Board is responsible for approving major investments, acquisitions and divestments, and for adopting central policies and instructions. Part of this is to define appropriate guidelines to govern the company's conduct in society, with the aim of ensuring its long-term value creation

capability. The Board shall identify how sustainability issues impact the company's risks and business opportunities. Also, the Board shall approve certain important contracts, including contracts between Vattenfall and the President and other senior executives.

The Board's duties pertain to Vattenfall AB as well as the Vattenfall Group. Vattenfall's General Counsel serves as secretary to the Board of Directors.

The Chairman is responsible for – among other things – ensuring that the board members receive relevant information, contacts with the owner on ownership matters, and

### The Board's yearly planning



servicing as a liaison between the owner and the Board. According to the Rules of Procedure, the Board – through the Chairman – shall coordinate its views with representatives of the owner when the company is facing particularly important decisions.

### Board meetings

The Board shall hold eight to twelve regular board meetings every year. In addition to the regular meetings, the Board is convened when necessary. The agenda of every regular meeting shall include the following items of business:

- The Group's business situation
- Financial report for the Group
- Reports from board committees, when committee meetings have been held
- Matters that are not handled by the President in the day-to-day administration
- Other matters of material importance for the Group.

In addition, certain items of business are included on the agenda every year, in accordance with the yearly planning in the Board's Rules of Procedure. Investments approved by the Board are followed up by the Board one year after their commercial operation date. Strategy issues are discussed in more detail at an annual board seminar where the Executive Group Management participates.

The Board met eleven times in 2020, including the statutory meeting. From March until December, meetings were held with attendance both on-site at the head office and via video or phone, due to the Covid-19 pandemic. The board members' attendance is found on pages 84–85.

### Appointment of the Board

For companies that are wholly owned by the Swedish state, uniform and common principles for a structured nomination process apply. These principles are set forth in the Swedish state's ownership policy and supersede the Code's rules on drafting work for decisions on the nomination of board members and auditors.

The board nomination process in the Swedish Government Offices is coordinated by the Ministry of Enterprise and Innovation. The expertise required is analysed on the basis of the enterprise's operations, situation and future challenges, board composition and board evaluations

performed. As part of its work in the board nomination process, the Government Offices also conduct their own ongoing evaluation of the board. Any recruitment need is then determined, and recruitment work is begun. Once this process has been completed, the nominations are publicly announced in accordance with the Code; however, no account is made regarding directors' independence vis-à-vis the company, the company's management and the owner. Vattenfall provides orientation training for new directors who are elected by the AGM.

The Swedish state's ownership policy, which is the diversity policy applied with regard to the Board, stipulates that the selection of board members shall be made from a broad recruitment base in order to make use of the expertise of both women and men as well as individuals with various backgrounds and experience. Discrimination associated with gender, transgender identity or expression, ethnic affiliation, religion or other belief, disability, sexual orientation or age is prohibited.

At the 2020 AGM, the owner's representative presented a reasoned statement on the Board's composition as well as on the changes that had been proposed. In summary, the Board's composition – in respect of the company's operations, stage of development and other circumstances – was deemed to be appropriate, characterised by versatility and breadth with regard to directors' expertise, experience and background. The composition also met the Government's goal of gender balance, meaning a minimum of 40% board representation for both women and men with regard to AGM-elected directors.

More detailed information on the board nomination process is provided in the Swedish state's ownership policy, at [www.regeringen.se](http://www.regeringen.se).

### The Board's composition

Vattenfall's Articles of Association stipulate that the Board of Directors shall have, in addition to the employee representatives, a minimum of five and a maximum of ten members without deputies. The directors are elected annually by the Annual General Meeting, which also elects the Chairman of the Board.

In 2020, no member of the Executive Group Management (EGM) was a director on the Board. By law, the unions are entitled to appoint three board members plus three deputies, and they exercised this right. All directors were Swedish citizens. Biographical information about the board members is provided on pages 84–85.

### The Board's work on sustainable business

Based on a decision by Swedish Parliament in 2010, Vattenfall AB's Articles of Association stipulate that the objective for the company's activities is to generate a market rate of return by, directly or indirectly through subsidiaries and associated companies, operating a commercial energy business that enables the company to be among the leaders in developing environmentally sustainable energy production.

The Swedish state's ownership policy stipulates that to promote long-term sustainable value creation in state-owned enterprises, sustainable business is integrated in corporate governance. Companies with state ownership shall work for a healthy and safe work environment, respect for human rights, good and decent working conditions, equality and diversity, reduced climate and environmental impact, handling of climate-related financial risks and opportunities, good business ethics and active work on anti-corruption, ensure that no abuses occur due to their special status of being state-owned and exhibit responsible conduct in the tax area.

Vattenfall wants to make fossil free living possible within one generation. All decisions and investments made are steered by this. The annual planning for the Board and its committees includes recurring items in several of the areas identified by the owner. These areas are furthermore included as an integral part of the handling of concrete board matters and are also handled by the Executive Group Management. Also, Vattenfall's strategic focus areas in themselves constitute sustainability objectives. Among others, sustainability aspects such as climate-related consequences of CO<sub>2</sub> emissions are included in the Board's handling of the strategy and in the business planning process.

### The Board's main items of business in 2020

- Items according to the Rules of Procedure
- Appointment of new President and CEO
- Strategic targets 2025
- Impact of Covid-19 (the coronavirus) on personnel, operations and financials
- Climate Risk Report
- Acquisitions and divestments
- Strategy, bidding and investments with regard to new on- and offshore wind farms
- District heating investments
- Moorburg heat power plant
- Distribution business in Germany
- Investments in nuclear power and decommissioning
- Outsourcing project
- Audit tender

### Guidelines for directors' fees

Directors' fees for Board and committee work are set by the owner at the AGM, in accordance with the Swedish state's ownership policy. Information on directors' fees in 2020 is provided in the Annual and Sustainability Report, Note 42 to the consolidated accounts, Number of employees and personnel costs.

### Evaluation of the Board's and the President's work

The Board evaluates its own work and the President's work once a year as part of efforts to develop the Board's work forms and effectiveness. This evaluation is conducted under the direction of the Chairman and is reported to the Board and the owner.

During a succession of years, the Board has carried out extensive evaluations with a consistent methodology and with the support of external consultants. The averages have generally risen since 2015. Evaluations have contributed to the continuous development of board work both in terms of content and composition. In 2019 the Board conducted a less comprehensive evaluation. In 2020 a more extensive evaluation, following up on the same methodology used prior to 2019, was again carried out, with support of an external consultant.

The 2020 evaluation used a questionnaire for the Board as a whole, which each of the directors and deputy directors responded to, and a questionnaire

for evaluation of the individual directors, responded to by the directors elected by a general meeting. The questions addressed Vattenfall's current challenges, management and organisation, the Board's effectiveness, composition and expertise, and its relationship with the owner, the Chairman and the President. The evaluation was reported on and discussed at the board meeting on 3 February 2021. As a follow-up to the written evaluation, the Chairman held discussions individually on a voluntary basis with each of the directors elected by a general meeting and jointly with the employee representatives.

## Board committees

The Board has established two committees and has established Rules of Procedure for these. At the statutory board meeting, the Board appointed a number of directors elected by a general meeting for each committee, of whom one serves as committee chair. Information on the committees' composition and attendance is provided on pages 84–85.

The committees report their work to the Board at the next regular board meeting, whereby the committee chair presents a report accompanied by minutes from the committee meetings. Except for a few matters handled by the Audit Committee, the committees are only drafting bodies and make recommendations to the Board. The Board's legal responsibility under company law for the company's organisation and administration of the company's affairs is not constrained by the committees' work.

### Audit Committee

The Audit Committee oversees Vattenfall's financial reporting and is responsible for meeting with Vattenfall AB's external and internal auditors on a regular basis in order to stay informed about the planning, focus and scope of the company's audit. The Audit Committee is also responsible for discussing coordination of the external and internal audit work and views of the company's financial risks. The committee prepares Internal Audit's budget, the

Internal Audit Charter and the internal audit plan for resolution by the Board. It has the right, on behalf of the Board, to decide on guidelines for other services than auditing that Vattenfall may procure from the Group's auditors, as well as to decide on procurement in specific cases based on these guidelines.

The Audit Committee meets prior to Vattenfall's publication of interim reports and when warranted by the prevailing conditions. The CFO and head of Internal Audit serve in a reporting role. The external auditors attend all regular meetings and report on their observations of the audit.

#### The Audit Committee's most important duties are:

- To oversee Vattenfall's financial reporting, including sustainability reporting
- With respect to financial reporting, to monitor the effectiveness of Vattenfall's internal control, internal audit and risk management
- To stay informed about the audit of the annual report and consolidated accounts
- To review and monitor the auditor's impartiality and independence
- To assist in the drafting of recommendations for decisions on the election of auditor by the Annual General Meeting
- To review and oversee the management of market and credit risks
- To conduct an annual evaluation of the external auditors' work

### Remuneration Committee

The Remuneration Committee's duties include serving as a drafting body to ensure implementation and compliance with the guidelines, approved by the Annual General Meeting, for remuneration of senior executives. Where applicable, it conducts drafting work for any special reasons that may exist in an individual case to deviate from the guidelines. It also conducts work for the Board's remuneration report and, ahead of the AGM, monitoring and following up the auditors' review. The President serves in a reporting role on the Remuneration Committee.

#### The Remuneration Committee's most important duties are:

- To conduct drafting work for board decisions on matters regarding remuneration principles, and on remuneration and other terms of employment for members of the Executive Group Management and other senior executives
- To monitor and evaluate application of the guidelines for remuneration of senior executives, which the Annual General Meeting is required to make a decision on by law, as well as remuneration structures and levels of remuneration in the company
- To conduct drafting work for the Board's decisions regarding overarching remuneration principles, such as the general existence of, amount and structure of variable remuneration (for employees who are not senior executives)

## Auditor

The Swedish state's ownership policy stipulates that the owner is responsible for election of auditors and that the auditors are to be appointed by the Annual General Meeting. Proposals for election of auditors and for auditors' fees are submitted by the Board and drafted by the company. The auditors are elected for a mandate period of one year, in accordance with the

main rule in the Swedish Companies Act. Vattenfall's Articles of Association stipulate that the company shall have one or two auditors with or without one or two deputy auditors, or a chartered accounting firm as auditor.

At the 2020 AGM, the accounting firm Ernst & Young AB was re-elected as auditor. The accounting firm appointed

Authorised Public Accountant Staffan Landén as auditor-in-charge. He has held this position since the 2015 AGM. Staffan Landén is also the auditor of, among others, Alfa Laval AB, Nederman Holding AB, Ambea AB and Investment AB Latour and is a stock exchange auditor appointed by Nasdaq Stockholm. The auditor has no

assignments with companies that affect its independence as auditor of Vattenfall.

The applicable legal provisions for rotation mean that Vattenfall must elect a new accounting firm no later than 2021. Work on the procurement was finalised in 2020, for election of the new auditor at the 2021 AGM.

The auditor's audit assignment includes a review of the annual report, the consolidated accounts, the corporate governance report, the sustainability reporting and compliance with the guidelines for remuneration of senior executives. The auditor has access to minutes of board meetings and board committee meetings. The Audit

Committee has approved guidelines for how procurement of other services than auditing shall take place from the auditor.

At the 2020 AGM the auditor reported on the audit work in 2019 and on its review of compliance with the guidelines for remuneration of senior executives. The auditor reported on its review of the year-end accounts for 2020 to the entire Board at the board meeting on 3 February 2021 (without the presence of any person from the Executive Group Management), and also reported on its observations at the board meeting on 15 December 2020. In addition, the

auditors performed a review of the half-year interim report.

In accordance with the Act on Auditing of State Activities, etc., the Swedish National Audit Office may appoint one or more auditors to participate in the annual audit. No such auditor was appointed in 2020.

The auditor's fees are payable according to an approved invoice. The Group's auditing costs are described in more detail in the Annual and Sustainability Report, in Note 15 to the consolidated accounts, Auditor's fees, and in Note 15 to the Parent Company accounts, Auditor's fees.

## CEO and Executive Group Management

The President of Vattenfall AB, who is also Chief Executive Officer (CEO) of the Vattenfall Group, is responsible for the day-to-day administration in accordance with the Swedish Companies Act. In 2020, Magnus Hall was President until 1 November, when he was succeeded by Anna Borg, who left her position as CFO on the same day. An account of the President's remuneration is provided in the Remuneration Report and in the Annual and Sustainability Report, Note 42 to the consolidated accounts, Number of employees and personnel costs.

The CEO has set up internal bodies for governance of the Group and makes decisions independently or with the support of these bodies. The most important of these

are the Executive Group Management (EGM) and the Vattenfall Risk Committee (VRC). The EGM focuses on the Group's overall direction and addresses – within the framework of the CEO's mandate from the Board of Directors – matters of importance for the Group, such as certain investments. In the EGM, the Head of Strategic Development covers overall sustainability issues. The VRC focuses on decisions pertaining to risk mandates and credit limits, among other things, and exercises oversight of the risk management framework.

Both bodies convene monthly and also conduct preparatory drafting work on matters that are to be decided by the Board of Directors. Ahead of decisions made by the President in the EGM or VRC on certain

major investments and transactions, the risk unit performs an independent risk analysis, which makes up part of the decision-making documentation.

In addition, the President follows up operations via quarterly Business Performance Meetings. At these meetings, outcomes, forecasts, important events and challenges – including the status of Vattenfall's strategic targets – are analysed with the management of each business unit. Yearly deep-dives into sustainability topics (challenges, progress and actions for coming year) are performed with the top management of each Business Area.

Biographical information about the members of the EGM is provided on pages 86–87.

## Internal Audit

Internal Audit is an independent and objective function that evaluates, recommends and monitors improvements to the effectiveness of Vattenfall's risk management, internal controls and governance processes throughout the Group. This also applies to compliance with Vattenfall's governance documents, including the Code of Conduct and Integrity. The function is

directly subordinate to the Board of Directors and Audit Committee. It performs its work risk-based and in accordance with an established internal audit plan.

Internal Audit's budget, the Internal Audit Charter and the internal audit plan are drafted by the Audit Committee and decided on by the Board of Directors. The Head of Internal Audit reports adminis-

tratively to the President and informs the management teams of the business units and other units about audit activities that have been performed. The Head of Internal Audit also submits a report to the Audit Committee at each regular Committee meeting.

## Internal governance

### Principles and strategy

Vattenfall formulated a strategy in 2016 with the purpose to Power Climate Smarter Living and the goal to enable fossil-free living within one generation.

Vattenfall has five strategic focus areas, according to a strategy wheel, which visualises Vattenfall's way forward to ensure profitability and be a leader in the energy transition. In addition to this are the financial targets, decided on by the general meeting. The targets are further described in the Annual and Sustainability Report on page 24 and 26. Group scorecards support by linking to financial, non-financial and operational requirements, for instance with regard to CO<sub>2</sub> emissions and fossil-

free generation capacity. Reporting back to the Board is performed as part of the quarterly reporting.

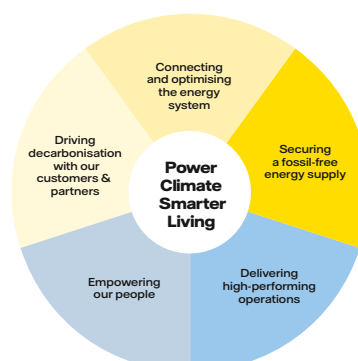
Vattenfall's strategy is well aligned with the UN's Agenda 2030 Sustainable Development Goals and will drive Vattenfall to make an important contribution to the global sustainable development agenda.

### Governing business ethics

Vattenfall's Code of Conduct and Integrity builds upon the four Vattenfall principles – open, active, positive and safety – and contains a number of rules built on the “think first” approach. It includes references to the Vattenfall Management System (VMS), which elaborates on these rules. The Code

has been communicated throughout the Group and is available on the intranet in

The strategy wheel



several language versions, corresponding to the countries where Vattenfall has business operations. Information about the Code is provided in connection with new hiring and training. An e-learning programme on application of the Code is mandatory for all Vattenfall employees.

To ensure ethical and non-corrupt conduct throughout the organisation, Vattenfall requires all employees to act in accordance with the company's ethical guidelines, which are set forth in the Code of Conduct and Integrity as well as in internal instructions. Vattenfall believes that competition plays a decisive role for a market to function effectively and has zero tolerance for bribery and corruption. An important step in ensuring this is the recurrent training that is conducted within the Vattenfall Integrity Programme, which is described on page 169.

Vattenfall's employees, consultants, contractors and other stakeholders have the opportunity to report serious improprieties anonymously through a whistleblowing function, either externally to one of the locally appointed external ombudsmen (attorneys) or internally through a web-based whistleblowing channel. Internal reports can also be made directly to any member of Internal Audit or to the local Whistleblowing Coordinator.

Read more about reported incidents in the Annual and Sustainability Report on page 169. Ongoing legal processes are described in Note 40 to the consolidated accounts, Contingent liabilities. Examples of sustainability initiatives and principles that Vattenfall has aligned itself with or supports are listed on page 171.

**The three lines model**

Vattenfall applies the "three lines model", for management and control of risks in general, based on the framework of the Institute of Internal Auditors. The model secures the principle of segregation of duties and includes different roles for risk

ownership, independent monitoring and control as well as assurance.

1. The first line is primarily represented by units associated with the provision of products or services to the organisation's customers, such as Business Units and certain Staff Functions. It is responsible for executing the strategy and managing risks.
2. The second line provides control, expertise, support, monitoring and challenge on risk-related matters. It consists of Staff Functions governing the organisation, among them Health & Safety, Environment, Integrity, Security, Group Internal Financial Control and Risk Management.  
Risk Management is headed by the Chief Risk Officer (CRO) and is responsible for monitoring and control of risks in general. The CRO is accountable for the risk management framework (as described on pages 64-65) and is responsible for ensuring risk governance and risk control. Included in this responsibility are processes related to, among other things, new products and certain contracts with long durations. The CRO provides information on a regular basis to the Vattenfall Risk Committee and to the Executive Group Management as well as to the Board and the Board's audit committee.
3. The third line is made up of internal audit, which oversees and evaluates the first and second lines (as described above).

**Vattenfall Management System**

The most important internal rules for governing Vattenfall are found in the Vattenfall Management System (VMS). The VMS is the Group framework that ensures that Vattenfall adheres to formal requirements as well as to requirements made by the Board, the President, the business operations and the Staff Functions. It covers the necessary overall governance, while local management systems cover

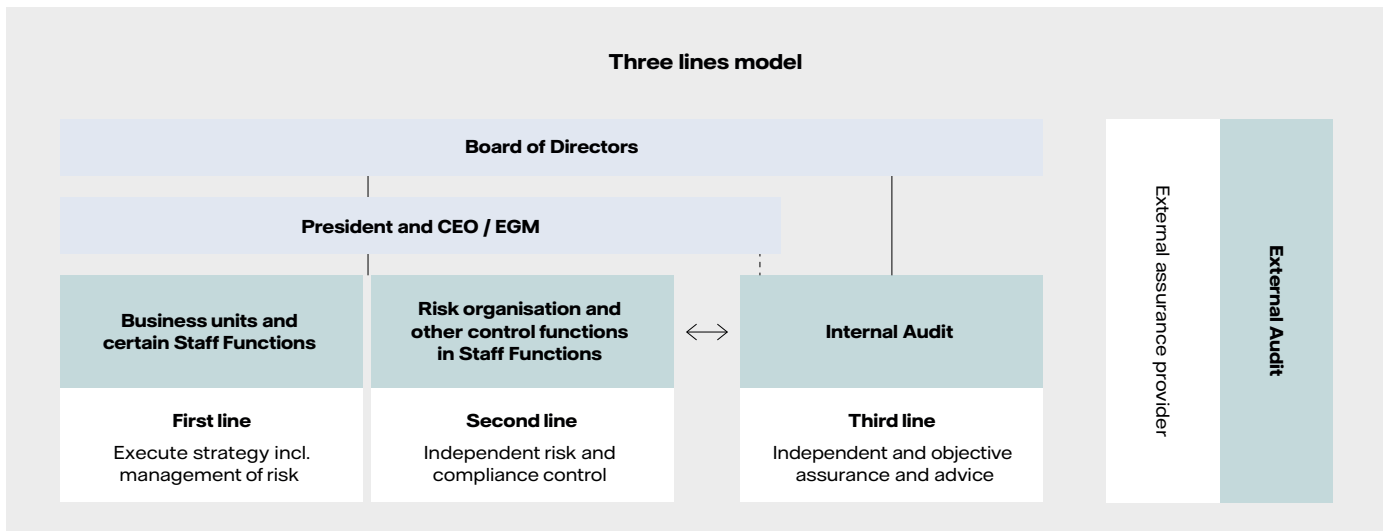
specific business governance. The VMS is documented in binding policies and instructions. Certain central documents are approved by the Board of Directors of Vattenfall AB, including all policies except the policies on dam safety and nuclear safety; however, within these areas, regular reporting is conducted to the Board. The VMS is an integrated management system that applies for the entire Vattenfall Group, with the limitations that may arise from legal requirements, such as regarding the unbundling of the electricity distribution business. Special routines are in place to ensure adherence to the management system also by subsidiaries.

The policies lay out the company's direction and exist in the areas of

- the Code of Conduct and Integrity, as described above,
- remuneration, outlining general principles of remuneration and benefits in Vattenfall, in line with the guidelines decided by the Annual General Meeting,
- dam safety,
- nuclear safety
- risk, see further pages 64-73 in the Annual and Sustainability Report, and
- sustainability, where governance is based on an overall policy which stipulates, among other things, that for Vattenfall, sustainability entails taking responsibility for future generations by contributing to sustainable development in society - economically, environmentally and socially. Further highlighted is that access to energy is a precondition for our society to function and to develop in a sustainable way and that Vattenfall's sustainability focus extends throughout its value chain.

In addition, specific policies exist for various sustainability areas:

- Environment, stating Vattenfall's commitment to being climate neutral, to protect nature and biodiversity and to use resources in a sustainable manner,



as well as principles for Vattenfall's work within these areas.

- Health and safety, stating the vision of a culture of care where everyone takes responsibility, and where accidents and work-related illnesses never occur.
- Human rights, identifying Vattenfall's salient human rights risks and describing how the company identifies, assesses, and manages these risks. Prohibition of modern slavery was added in 2020.
- The Code of Conduct for Suppliers, addressing issues such as human rights, working conditions, the environment and business integrity, based on the UN Global Compact, among other things. An update published in 2020 included the suppliers' responsibility in cases of conflict-affected or high-risk areas, including "conflict minerals", as well as additional requirements on actions to be taken and routines to be in place in certain cases.
- Also, the Board issues a general statement on Vattenfall's tax policy.

The content of the policies is concretised in instructions within the VMS, such as in special instructions for matters concerning competition law and for countering bribery and corruption. Instructions in the VMS also include concretisations of the content of the Board's Rules of Procedure, such as allocation of responsibilities and risk mandates.

Instructions shall be implemented in the relevant parts of the organisation and be acknowledged and adhered to by the defined target groups and units. All policies and instructions are accessible for employees on the intranet, and certain policies are also communicated externally. E-learning

exists in several areas connected to VMS documents. Vattenfall does not require any acknowledgement by employees or management that they have read the content. Implementation and adherence are regularly followed up, and identified issues are addressed.

The evaluation with respect to knowledge about and compliance with the VMS is made through regular surveys and self-assessments. Results of these evaluations are reported to the EGM and to the Audit Committee. In addition, self-assessments are conducted via the Staff Functions for certain stipulations, including matters concerning integrity and competition law. A special routine ensures that all VMS content is reviewed and updated at least every other year.

Vattenfall's Environmental Management System is integrated in the VMS. At year-end 2020 nearly 100% of Vattenfall's production and distribution portfolios had certified environmental management systems in accordance with ISO 14001. In addition, all of the Group's business units are certified for occupational health and safety, the majority now according to ISO 45001. Several business units have certifies in accordance with ISO 50001.

In 2020, continuing reviews and updates of the VMS were conducted.

**Organisation**

Vattenfall's organisational structure comprises six Business Areas: Heat, Wind, Customers & Solutions, Generation, Markets and Distribution. The Business Areas are organised in five operating segments, where Generation and Markets make up a single operating segment. The central Staff Functions support and direct the business

activities. The organisational structure has been formed to reflect Vattenfall's overall strategy. For further information see pages 20-29.

The company structure differs from the business structure. Decisions are made primarily in the business organisation and, to the extent necessary or suitable, by subsidiaries' boards. Governance is conducted financially, non-financially (such as through Staff Functions), and operationally. Unit scorecards and the VMS are the most important governance tools. The business performance steering model consists of an annual business planning process and monthly reporting and follow-up of forecasts and actual results.

In accordance with legislation both within the EU and in the UK, operations of the electricity distribution network shall be separated from sales and generation of electricity (unbundling). For Vattenfall, this entails, among other things, that electricity distribution operations are conducted in separate subsidiaries that have the actual decision-making rights in respect of the company's day-to-day operations, as well as for decisions needed to ensure operation, maintenance and development of the network. The electricity distribution operations are conducted in a special Business Area. The Head of the Distribution Business Area is not member of any decision-making forums outside of the Business Area.

**Integrity organisation**

The aim of integrity work at Vattenfall is to preserve the integrity and to protect the reputation of Vattenfall. In order to achieve this, an organisational framework is established, which - within its scope - has the task to ensure transparency, understanding of applicable laws, regulations and standards and promote compliance with them, in the countries where Vattenfall operates.

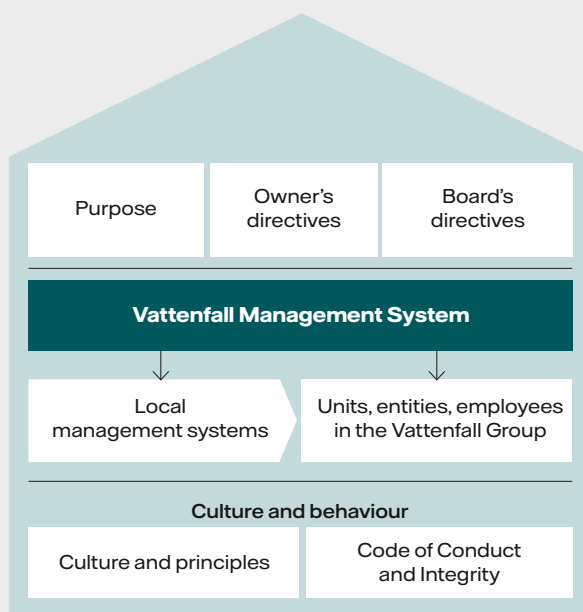
Integrity work at Vattenfall is organised according to the three lines model:

1. Ownership: The line organisation, which is responsible for compliance with laws and regulations within the unit
2. Control and advice: The integrity organisation, with reporting to the Group's General Counsel
3. Quality assurance: The Internal Audit unit.

The Integrity organisation's area of responsibility covers antitrust matters, anti-bribery and anti-corruption, conflicts of interest, inside information, awareness of Vattenfall's Code of Conduct and Integrity, and coordination of Vattenfall's whistleblowing function.

Within its scope, the Integrity organisation supports Vattenfall in identifying, mitigating, managing and monitoring the risk of non-compliance with laws, regulations,

**Structure of the VMS and other governing rules**

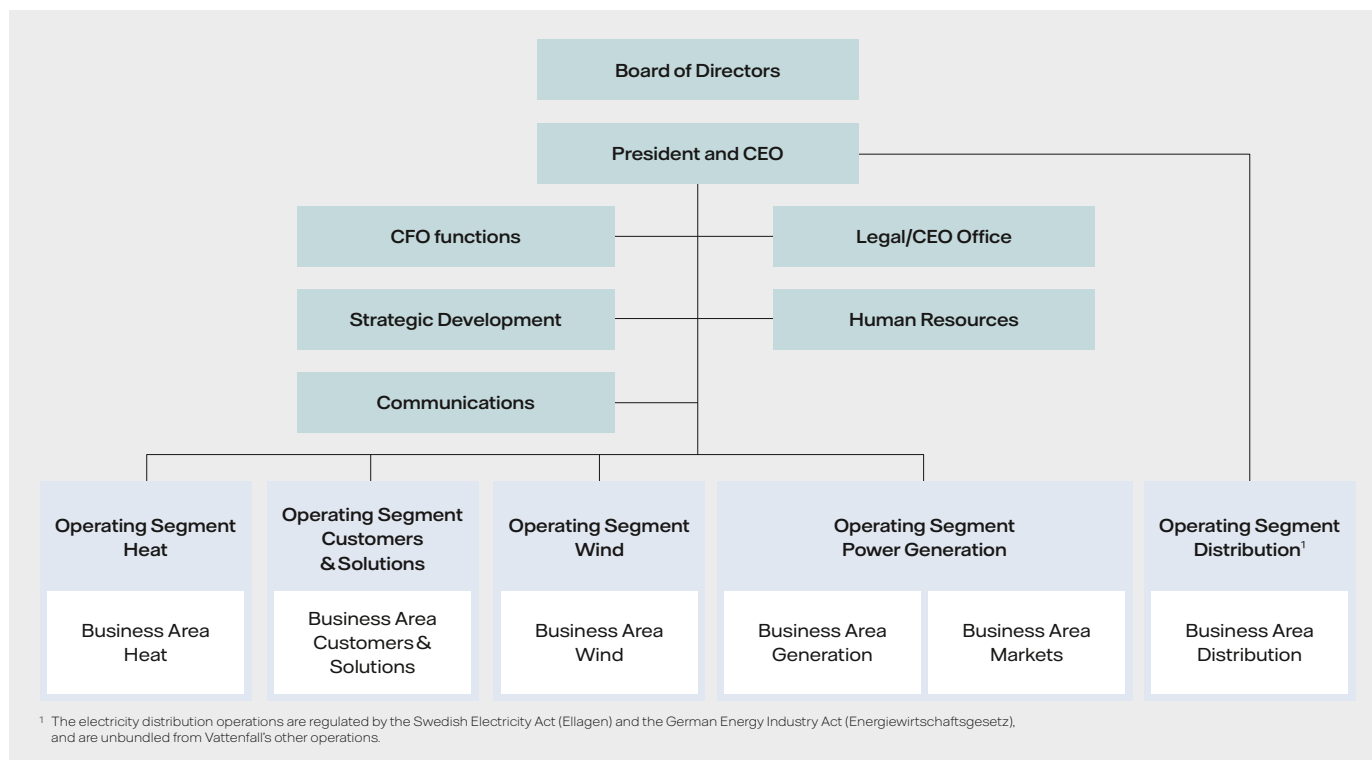




rules, standards and codes of conduct, relevant to its activities. Work is carried out in accordance with an annual plan. The day-to-day work is aligned at meetings

within the Integrity organisation and via regular follow-ups. The annual integrity work is summarised in an integrity report to the Board.

Current integrity issues in 2020 are described in more detail in the Annual and Sustainability Report on page 169.



## Guidelines for remuneration of senior executives

The 2020 Annual General Meeting adopted guidelines for remuneration of senior executives. These guidelines are based on the Swedish Government Offices' principles, which form part of the Swedish State's ownership policy, with one deviation. This deviation means that instead of the definition of senior executive in the Swedish Companies Act, senior executives shall be defined on the basis of whether they have a significant impact on the Group's earnings, through use of the International Position Evaluation (IPE)

model. Managers with positions of IPE 68 and higher are to be considered as senior executives. The Board's explanation for this deviation is stated in the guidelines, which are found on Vattenfall's website, [www.vattenfall.com](http://www.vattenfall.com) and in the 2019 Annual and Sustainability Report, page 86. The Swedish Government Offices' principles are available on the Government Offices' website, [www.regeringen.se](http://www.regeringen.se).

Actions taken in 2020 with respect to agreements with senior executives were continuously reported to the Remunera-

tion Committee and the Board, which also decided on the entering into such agreements. Remuneration and compliance with the adopted guidelines are described in the Remuneration Report and in the Annual and Sustainability Report, Note 42 to the consolidated accounts, Number of employees and personnel costs.

The proposed guidelines ahead of the 2021 AGM are shown on pages 88-89.

## Internal control over financial reporting

This section describes the most important elements in Vattenfall's system of internal control and risk management in connection with financial reporting, as prescribed by the Swedish Annual Accounts Act and the Code. Vattenfall's framework for this control is based on the updated COSO framework "Internal Control – Integrated Framework" from 2013, which has been developed by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this framework, internal control is defined as "a process, effected by an entity's board of directors, management, and other personnel, designed to provide reasonable assurance regarding

the achievement of objectives relating to operations, reporting, and compliance".

Vattenfall's overall risks and risk management are further described in the Annual and Sustainability Report, pages 64-73.

### Control environment

The control environment is based on the delegation of authority between the Board and the President, which is set forth in the Board's Rules of Procedure, along with the reporting requirements made by the Board. The Board has also adopted Vattenfall's Code of Conduct and Integrity, which lays out the overarching rules governing conduct for all employees.

The Board of Directors has overarching responsibility for internal control over financial reporting, according to the Swedish Companies Act and the Code. In this context the Board shall ensure that the company's organisation is structured in such a way that the bookkeeping, treasury management and the company's financial conditions in general are controlled in a satisfactory manner.

The Board's audit committee conducts drafting work for the Board on matters related to internal control over financial reporting and makes recommendations and proposals to ensure the reliability of reporting. The committee also informs

the Board about the results of the audit and about the ways in which the audit contributed to the reliability of the financial reporting and about which function the committee has had.

The VMS (described on page 80) contains steering rules for all identified material areas, including roles and responsibilities, authority and risk mandates, decision-making processes, risk management, internal control, and ethics and integrity issues. The VMS lays out the so-called grandparent principle and four eyes principle for decision-making. An instruction and IT solution is in place for assignment of Group internal authority concerning invoicing, among other things. The VMS also stipulates which decision-making, oversight and advisory bodies exist within the Group, on top of those required by law.

Vattenfall has an internal financial control (IFC) process, organised in Group Finance and whose overall purpose is to ensure that controls are in place in the financial reporting but also in certain non-financial reporting.

**Risk assessment**

The Board addresses the Group's risk assessment and risk management process for the financial reporting at an overarching level. The Board's audit committee conducts drafting work for evaluation and monitoring of risks and quality in financial reporting. The Audit Committee maintains continuous and regular contact with the Group's internal and external audit functions.

A continuous Enterprise Risk Management (ERM) process makes it possible to quantify and compare financial risks. The risk department reports the findings in the ERM process to the Executive Group Management, to the Vattenfall Risk Committee and ultimately to the Audit Committee and the Board.

For the financial reporting, the IFC process serves as the framework for internal control that identifies and defines risks for material errors in the reporting. These are overseen by the CFO function through an annual self-assessment of the effectiveness of process and IT general controls for units in scope of IFC. The scope is based on a materiality and risk analysis. The CFO function is also responsible for performing regular analyses of risks related to financial reporting and for updating this framework.

The external and internal auditors discuss Vattenfall's risk situation in connection with the planning work ahead of the annual audit.

**Control activities and monitoring**

The Board monitors and addresses the Group's financial situation at every regular board meeting, with a starting point from the financial report submitted by the

President and the Chief Financial Officer.

The Audit Committee conducts the Board's monitoring of the effectiveness of internal control and regularly receives status reports on the Group's internal control over financial reporting, in accordance with the IFC process. A financial report, including a report on accounting and sustainability issues, is presented at every regular Audit Committee meeting, and tax issues are reported on and followed up on a regular basis. The Audit Committee, in turn, reports to the Board on its most important observations and recommendations. The timing and forms of this reporting are set in the Board's and Audit Committee's respective Rules of Procedure.

The Executive Group Management holds regular follow-up meetings with the heads of the Business Areas and Staff Functions regarding the financial outcome. Operations are followed up on a quarterly basis via Business Performance Meetings.

Internally, Vattenfall applies the "three lines model" (described on page 80) for internal control over financial reporting. In this context, the second line includes the Group Internal Financial Control Officer (IFCO), who is responsible for monitoring and control of risks in the financial reporting. The Group IFCO is responsible for the IFC process, which aims to strengthen the governance structure and effectiveness of controls. Continuous improvements to the IFC process are ensured through an annual evaluation and updating process. Information about ineffective controls is provided to internal and external audit. Each incidence of ineffectiveness is risk-assessed in consultation with the first line. Information about these risks is provided to the risk organisation. An IFC status update is provided semi-annually to the Audit Committee.

The internal framework for internal control includes processes for self-

assessments, monitoring, reporting and improvement of control activities in order to prevent, discover and correct errors in the financial reporting. Written confirmation of adherence to internal and external stipulations is part of these processes.

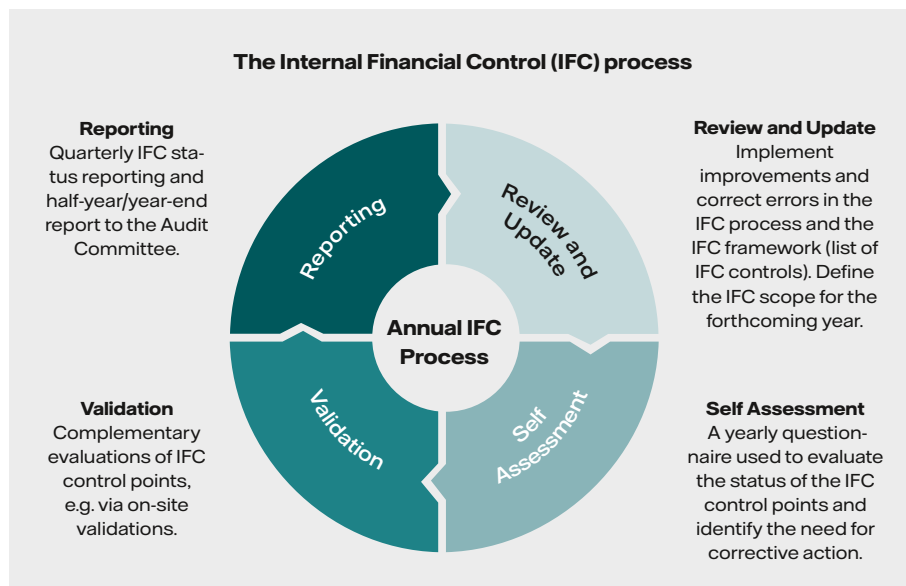
This is done in particular through internal Representation Letters to management.

**Information and communication**

The Group's steering documents are accessible via Vattenfall's intranet. The forms for handling internal and external communication are documented in a VMS instruction which aims to ensure that Vattenfall is in compliance with legal as well as stock exchange rules, the state's ownership policy (including principles for external reporting), and other obligations. Accounting and reporting principles are laid out in a joint manual for the entire Group. Updates and changes in these policies and principles are communicated on a continuous basis via the intranet as well as at meetings with representatives of the Group's Business Areas and Staff Functions.

Reporting and follow-up reporting to the Board and EGM are part of monitoring activities. Internal and external audit and the CRO also report on their observations to the Board's audit committee. Furthermore, the semi-annual status report from IFC is a basis for the assessment.

Financial reporting includes interim reports, the year-end report and the annual report. In addition to these reports, financial information is provided to the Group's external stakeholders via press releases and Vattenfall's websites, in accordance with the Swedish Securities Market Act, among other things. Presentations and conference calls for financial analysts, investors and the media are held as a rule on the same day that reports are published.



## Board of Directors

**LARS G. NORDSTRÖM (1943)****Chairman of the Board****Education:** Law studies**Other assignments:** Chairman of the Finnish-Swedish Chamber of Commerce. Board member of Viking Line Abp and the Swedish-American Chamber of Commerce. Member of the Royal Swedish Academy of Engineering Sciences (IVA). Honorary Consul for Finland in Sweden.**Previous positions:** Board member of TeliaSonera (2006–2010). Chairman of the Royal Swedish Opera (2005–2009). President and CEO of Posten Norden AB (2008–2011). Various executive positions with Nordea Bank (1993–2007), including as President and Group CEO (2002–2007), also board member (2002–2019) and Deputy Chairman (2017–2019). Various positions with Skandinaviska Enskilda Banken (1970–1993), including as Executive Vice President (1989–1993).**Elected:** 2011**Committee assignment:** Member of the Remuneration Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Remuneration Committee: 3/3**VIKTORIA BERGMAN (1965)****Board member****Education:** Communication Executive Programme at Stockholm School of Economics. Berghs School of Communication.**Other assignments:** Chairman of the Board of Galber AB. Board member of Trianon AB, deputy chairman of WaterAid Sweden.**Previous positions:** Member of Group Management and Senior Vice President Stakeholder Management & Corporate Sustainability E.ON Nordic, board member E.ON Försäljning, E.ON Kundsupport and E.ON Smart Living (2012–2014). Positions in Trelleborg Group (2002–2011), member of Group Management and Senior Vice President Corporate Communications Trelleborg Group (2005–2011). Various positions in Falcon Breweries/Unilever (1989–1996), Cerealia Group (1987–1989).**Elected:** 2015**Committee assignment:** Member of the Remuneration Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Remuneration Committee: 3/3**ANN CARLSSON (1966)****Board member****Education:** Bachelor's degree in Personnel, Work and Organisation at the Stockholm School of Economics.**Current position:** CEO Apoteket AB**Other assignments:** Board member of Martin & Servera, The Swedish Pharmacy Association, The Confederation of Swedish Enterprise, The Swedish Trade Federation, SNS and Ruter Dam.**Previous positions:** Several positions within ICA, most recently as SVP Store Sales Division at ICA Sverige AB.**Elected:** 2019**Committee assignment:** Member of the Remuneration Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Remuneration Committee: 3/3**HÅKAN ERIXON (1961)****Board member****Education:** B.Sc. International Business Administration and Economics.**Other assignments:** Chairman of the Board of Hemnet Group AB and Transfer Galaxy AB. Board member of Alfvén & Didrikson Invest AB.**Previous positions:** Board member of Opus Group AB (2018–2020), Chairman of the Board of Capacent Holding AB (2015–2019). Chairman of the Board of Orio AB (publ) (2012–2017). Member of the Nasdaq OMX Stockholm AB Listing Committee (2010–2016). Senior Advisor, Corporate Finance, Swedish Government Offices, which included work for the Swedish National Debt Office (2007–2010). Board member of Carnegie Investment Bank AB (2008–2009). Board member of Vasakronan AB (2007–2008). Various positions with UBS Investment Bank Ltd, London (1997–2007), including Vice Chairman of the Investment Banking Division. Various positions with Merrill Lynch International Ltd, London (1992–1997).**Elected:** 2011**Committee assignment:** Member of the Audit Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Audit Committee: 6/6**MATS GRANRYD (1962)****Board member****Education:** M.Sc. Engineering, KTH Royal Institute of Technology.**Other assignments:** Chairman of the board COOR (2017–). Director General GSMA (2016–). Member of the UN Broadband Commission (2017–).**Previous positions:** Member of the board Swedbank (2017–2020). Member of the board ENVAC (2013–2017). Group CEO Tele2 (2010–2015). Various roles within Ericsson (1995–2010).**Elected:** 2020**Committee assignment:** Member of the Audit Committee**Board meeting attendance:** 8/8**Committee meeting attendance:** Audit Committee: 4/4**TOMAS KÅBERGER (1961)****Board member****Education:** M.Sc. Engineering Physics. Ph.D. Physical Resource Theory. Associate Professor (Docent), Environmental Science.**Other assignments:** Industrial Growth Executive InnoEnergy. Executive Board Chairman of Renewable Energy Institute, Tokyo. Chairman of the Board in Johannebergs Science Park AB. Board member in Persson Invest AB, Tanke och Möda AB and The Research Council of Norway. Senior Advisor GEIDCO, Beijing. Affiliate professor at Chalmers University of Technology. Member of the Royal Swedish Academy of Engineering Sciences (IVA).**Previous positions:** Professor Chalmers University of Technology, Industrial Energy Policy (2012–2018). Director General, Swedish Energy Agency (2008–2011). Professor Lund University, International Sustainable Energy Systems (2006–2008).**Elected:** 2015**Committee assignment:** Member of the Audit Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Audit Committee: 6/6**JENNY LAHRIN (1971)****Board member****Education:** Master of Laws. Executive MBA.**Current position:** Investment Director and Head of Group, Department for State-Owned Enterprises, Ministry of Enterprise.**Other assignments:** Board member of AB Göta kanalbolag and V.S. VisitSweden AB.**Previous positions:** Board member of SOS Alarm Sverige AB (2015–2016). Board member of Swedavia AB (2012–2015). Board member of RISE Research Institutes of Sweden AB (2012–2013). Legal Counsel at the Division for State-Owned Enterprises, Ministry of Enterprise/Ministry of Finance (2008–2012). Legal Director at Veolia Transport Northern Europe AB (2003–2008) and admitted to the Bar Association (2001–2002).**Elected:** 2013**Committee assignment:** Member of the Audit Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Audit Committee: 6/6**FREDRIK RYSTEDT (1963)****Board member****Education:** M.Sc. Business and Economics.**Current position:** Executive Vice President and CFO of Essity Aktiebolag (publ).**Other assignments:** Board member of Vinda International Holdings Limited.**Previous positions:** Executive Vice President and Chief Financial Officer, Country Senior Executive, Nordea Sweden (2008–2012). Chief Financial Officer, Electrolux Group (2001–2008). Chief Financial Officer (2000–2001) and Head of Business Development (1998–1999), Sapa Group. Various positions in the Electrolux Group (1989–1998), including as Vice President and Head of Mergers & Acquisitions (1996–1998), Director of Mergers & Acquisitions (1995–1996) and Managing Director of Svensk Inkassoservice, an Electrolux finance company (1992–1994).**Elected:** 2017**Committee assignment:** Audit Committee chair**Board meeting attendance:** 11/11**Committee meeting attendance:** Audit Committee: 6/6

**ÅSA SÖDERSTRÖM WINBERG (1957)****Board member****Education:** B.Sc. Econ.**Other assignments:** Chairman of the Board of Scanmast AB. Board member of Skanska AB, OEM International AB, Delete OY and Fibo AS. Fellow to the Royal Swedish Academy of Engineering Sciences (IVA).**Previous positions:** President of SWECO Theorells AB (2001-2006) and Ballast Väst AB (1997-2001). Marketing Manager NCC Industry (1994-1997), and Communications Manager NCC Bygg AB (1991-1993).**Elected:** 2013**Committee assignment:** Remuneration Committee chair**Board meeting attendance:** 10/11**Committee meeting attendance:**

Remuneration Committee: 3/3

**ROBERT LÖNNQVIST (1979)****Employee representative****Education:** 3-year upper secondary degree in electrical installation. Further education in project management, labour law and health & safety.**Current position:** Employee representative for SEKO Facket för Service och Kommunikation. Vattenfall employee since 2007, currently as Project Manager at Vattenfall Services Nordic AB.**Other assignments:** Member of the European Works Council. Assignments for Seko.**Elected:** 2017**Board meeting attendance:** 11/11**ROLF OHLSSON (1961)****Employee representative****Education:** Mechanical M.Sc., KTH Royal Institute of Technology.**Current position:** Employee representative for Akademikerrådet at Vattenfall. Vattenfall employee since 1998, currently as full time representative for Akademikerna at Forsmarks Kraftgrupp AB.**Other assignments:** Employee representative on Forsmarks Kraftgrupp AB's board. Chairman of Akademikerrådet i Vattenfall.**Elected:** 2017**Committee assignment:** Member of the Audit Committee**Board meeting attendance:** 11/11**Committee meeting attendance:** Audit Committee: 5/6**JEANETTE REGIN (1965)****Employee representative****Education:** Secondary school diploma and two-year education in healthcare.**Current position:** Employee representative for Unionen. Currently head of customer service/office services for Gotlands Energi AB.**Elected:** 2011**Board meeting attendance:** 10/11**LENNART BENGTSSON (1958)****Employee representative (deputy)****Education:** Two-year secondary school degree in mechanics and network technology training in IT.**Current position:** Employee representative for SEKO Facket för Service och Kommunikation. Vattenfall employee since 1979, currently as IT technician.**Elected:** 2018**Board meeting attendance:** 10/11**ANDERS BOHLIN (1965)****Employee representative (deputy)****Education:** Energy Engineer from Polhemsskolan, Gävle.**Current position:** Research Engineer at Strategic Development, Vattenfall AB.**Other assignments:** Member of the European Works Council. Vice Chairman, Unionen Vattenfall.**Elected:** 2019**Board meeting attendance:** 11/11**CHRISTER GUSTAFSSON (1959)****Employee representative (deputy)****Education:** Four-year education in technology.**Current position:** Employee representative for Ledarna (the Association of Management and Professional Staff). Employed at Vattenfall since 1986, currently in the staff function for the engineering department, Forsmarks Kraftgrupp AB.**Other assignments:** Representative for Energy & Technology, Confédération Européenne des Cadres (for energy issues).**Elected:** 2013**Board meeting attendance:** 11/11

**Directors who left the Board in 2020:**  
Fredrik Arp resigned in connection with the Annual General Meeting on 28 April.

## Executive Group Management



**ANNA BORG (1971)**

**President and CEO**

**Vattenfall employee since:** 2017 and 1999-2015

**Education:** Master's in Economics and Political Science.

**Previous positions:** CFO 2017-October 2020, Senior Vice President, Business Area Markets, Vattenfall (2017), Senior Vice President, Nordic Klarna (2015-2017), Vice President, Marketing and Sales Nordic, Vattenfall (2013-2015), Vice President B2C Sales Europe, Vattenfall (2011-2013), Vice President, Sales Nordic, Vattenfall (2009-2011). Various management positions in Strategy, Business Development, Project Management and Trading, Vattenfall (1999-2009).

**Other assignments:** No other assignments.

In 2020 Anna Borg did not have any significant shareholdings in companies with which Vattenfall has business relations.



**KERSTIN AHLFONT (1971)**

**Senior Vice President, Chief Financial Officer**

**Vattenfall employee since:** 1995

**Education:** M.Sc. Eng.

**Previous positions:** Senior Vice President Human Resources (2015-2020) as well as long-standing experience from various management positions within Vattenfall Finance in Business Unit Heat Nordic, Business Group Pan Europe, Business Division Production and Region Nordic.



**OSKAR AHNFELT (1972)**

**Senior Vice President, acting Head of Communications**

**Vattenfall employee since:** 2017 and 2004-2015

**Education:** M. Sc. Industrial Engineering and Management

**Previous positions:** Vice President Public & Regulatory Affairs, Vattenfall (2017-), Senior Consultant at Hallvarsson & Halvarsson (2016), Head of Public & Regulatory Affairs Nordic, Vattenfall (2010-2015), Public Affairs manager, Vattenfall (2006-2010), Consultant at Swedpower (2004-2005), Consultant at CMA-Centrum för Marknadsanalys (2000-2004), Consultant at Industri-Matematik (1997-1999).



**CHRISTIAN BARTHÉLÉMY (1971) from 1 January 2021**

**Senior Vice President, Head of Human Resources**

**Vattenfall employee since:** 2009

**Education:** Master's in Business Administration.

**Previous positions:** Vice President Special Projects (2020), Program Director groupwide Outsourcing (2015-2020), Vice President/Head of Real Estate and Facility Services, Head of Facility Services Continental/UK (2011-2015), Program Manager Optimization Program Vattenfall Service Unit Germany (2009-2011); Manager, KPMG Advisory (2001-2009).

**Other assignments:** Managing Director Vattenfall Europe Business Services GmbH, VSG GmbH and other subsidiaries.



**ANNE GYNNERSTEDT (1957)**

**Senior Vice President, General Counsel and Secretary to the Board of Directors**

**Vattenfall employee since:** 2012

**Education:** LL.B.

**Previous positions:** General Counsel, Secretary to the Board and member of executive management of SAAB AB (2004-2012), General Counsel and member of executive management of the Swedish National Debt Office (2002-2004), Corporate Legal Counsel, SAS (1987-2002).

**Other assignments:** Board member of Swedish Space Corporation.



**MARTIJN HAGENS (1971)**

**Senior Vice President, Head of Customers & Solutions Business Area**

**Vattenfall employee since:** 2003

**Education:** M.Sc. Industrial Engineering and Management.

**Previous positions:** Head of Heat Continental/UK, Vattenfall (2014-2015), Head of Customer Service, Vattenfall (2011-2013), Head of Customer Care Centre, Nuon (2008-2010), Program Director Unbundling, Nuon (2006-2007), Nuon Consultancy Group & Lean Competence Center, Nuon (2005-2006), Head of Customer Care B2B, Nuon (2003-2004), Management Consultant, Accenture (1996-2002).

**Other assignments:** Managing Director of Vattenfall NV, Netherlands.



**ULRIKA JÄRDFELT (1974)**

**Senior Vice President, Head of Heat Business Area**

**Vattenfall employee since:** 2018 and 1999-2004

**Education:** M.Sc. Aquatic & Environmental Engineering.

**Previous positions:** Vice President, Business Unit Heat Sweden, head of District heating distribution at EON Heat Sweden, managing director of the Swedish district heating association, head of Real estate development at SABO (the Swedish municipal housing organisation), head of section Energy and climate policies at the Ministry of Industry, desk officer International energy and climate politics at the Swedish Energy agency, consultant at Swedpower (Vattenfall), international trainee Vattenfall.

**Other assignments:** Member of the board at Sweden Green Building Council.



**ANDREAS REGNELL (1966)**

**Senior Vice President, Strategic Development**

**Vattenfall employee since:** 2010

**Education:** B.Sc. Econ.

**Previous positions:** Head of Nordic Business Strategy (2014-2015), Head of Strategy and Sustainability (2010-2013), Senior Partner and Managing Director, Managing Partner of Nordic Region, The Boston Consulting Group (1992-2010), Analyst and Account Manager, Citibank (1989-1992).

**Other assignments:** Board member of Svevia AB and Chairman of the Board of HYBRIT Development AB and also member of RISE Research Council.



**ANNA-KARIN STENBERG (1956)**  
Senior Vice President, Head of Markets  
Business Area

**Vattenfall employee since:** 2018 and  
2008-2011

**Education:** Bachelor of Science in  
Business Administration and Economics

**Previous positions:** Vice President  
Controlling BA Markets, Head of Corporate  
Control, Telia Company (2015-2018), CFO  
Praktikertjänst (2011-2015), CFO Business  
Group Nordic Vattenfall (2008-2011),  
Global Manager Atlas Copco ASAP  
(1999-2008), BA Controller Atlas Copco  
(1997-1999), CFO ABB Signal (1995-1996),  
Business Controller Corporate Research  
ABB Ltd (1991-1995), Head of Treasury  
Consulting, ABB World Treasury Center  
(1985-1991), Group Finance ASEA/ABB  
(1982-1984)

**Other assignments:** Board member  
RISE AB



**TORBJÖRN WAHLBORG (1962)**  
Senior Vice President, Head of  
Generation Business Area

**Vattenfall employee since:** 1990

**Education:** M.Sc. Eng.

**Previous positions:** Head of Business  
Region Nordic (2014-2015), Head of  
Business Division Nuclear (2012-2013),  
Head of Business Division Distribution  
and Sales (2010-2012), Head of Business  
Group Nordic (2010), Vattenfall's Polish  
operations (1997-2010), including as  
country manager (2008-2009).

**Other assignments:** Board member of  
the Confederation of Swedish Enterprise,  
Chairman of the Board of EnergiFöretagens  
Arbetsgivareförening (EFA) AB.



**ROBERT ZURAWSKI (1976)**  
from 1 February 2021

**Senior Vice President, acting Head of  
Business Area Wind**

**Vattenfall employee since:** 1999

**Education:** Diploma in Business  
Administration

**Previous positions:** Vice President,  
Business Control Business Area Wind,  
Vattenfall (2015-2021), Director Planning &  
Control Continental/UK, Vattenfall (2014-  
2015), Director Business Control Thermal,  
Vattenfall (2011-2013), Manager Strategic  
Controlling, Business Group Central  
Europe, Vattenfall (2008-2010), Various  
positions in Finance, Controlling and  
Strategic Control, Vattenfall (1999-2008).

**A new Head of Business Area Wind has  
been appointed, Helene Biström, and  
will take up the position on 1 september,  
2021 at latest.**



**ANNIKA VIKLUND (1967)**  
Senior Vice President, Head of  
Distribution Business Area

**Vattenfall employee since:** 2006

**Education:** Computer Science, MBA  
Henley Business School

**Previous positions:** Managing Director  
Vattenfall Eldistribution (2010-2015, 2017-),  
Vice President Distribution Nordic  
(2011-2015), Head of Local Networks,  
Vattenfall Distribution (2008-2010),  
Head of Marketing, Vattenfall Distribution  
(2006-2008), Nordic Resource Manager  
IBM Global Service (2005-2006), Client  
Unit Executive Manager Public Sector  
IBM Sweden (2004-2005), Consultant  
Manager IBM Global Services (1998-2003)

**Other assignments:** Board member  
Teracom Samhällsnät, Member of the  
Swedish Electrification Commission.

**The electricity distribution operations  
are regulated by the Swedish Electricity  
Act (Ellagen) and the German Energy  
Industry Act (Energiewirtschaftsgesetz),  
and are unbundled from Vattenfall's other  
operations. The head of Business Area  
distribution is therefore not a member of  
the EGM.**

**Persons who left the EGM in 2020:**

- Magnus Hall
- Tuomo Hatakka
- Niek den Hollander
- Karin Lepasoon
- Gunnar Groebler (left 31 January 2021)

In 2020, Magnus Hall and Anna Borg did  
not have any significant shareholdings  
in companies with which Vattenfall has  
business relations.

## Auditor's Report

To the general meeting of the shareholders of Vattenfall AB,  
corporate identity number 556036-2138

### Report on the annual accounts and consolidated accounts

#### Opinions

We have audited the annual accounts and consolidated accounts of Vattenfall AB (publ) except for the corporate governance statement on pages 74–90 for the year 2020. The annual accounts and consolidated accounts of the company are included on pages 4–5, 12–13, 64–150 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 2020 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 2020 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 74–90. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

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

#### Basis for Opinions

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

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

#### Key Audit Matters

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

#### Key audit matters, the Group

##### Valuation of Tangible and Intangible assets

Description of the matter	How this matter has been reflected in the audit
<p>In the Group's statement of financial position as per December 31, 2020 reported value of fixed tangible and intangible assets amounts to SEK 265 644 million, which equals 57,3 % of the Group's total assets. Of the carrying value, SEK 13 452 million was goodwill. As described in note 9 the Company is making assessments throughout the year for any indication that an asset may have decreased in value. If there is an indication of this kind, the asset's recoverable amount is calculated in order to determine whether there is any need for impairment. For goodwill the recoverable amount is calculated at least annually or as soon as there is an indication that an asset has decreased in value.</p> <p>The Company has grouped its assets to the smallest group of assets that generates cash inflows that are largely independent from cash inflows from other assets. Recoverable amount is determined by calculating value in use. In note 9 the main assumptions, such as future prices of electricity, fuel and CO2 emission allowances used when calculating the value in use, are described. Further, in note 9 it is described that the calculation of value in use for cash-generating units with finite useful lives are based on forecasts of the useful life of the respective asset. Cash flow projections for cash-generating units with infinite useful lives are based on the business plan for the coming five years. Cash flows after the five year-period are calculated based on a growth factor of 0–0,5 %. Future cash flows have been discounted to value in use using a discount rate as described in note 9.</p> <p>Goodwill impairment is never reversed. Impairment of other assets is reversed if there has been a significant and lasting change in the assumptions used to calculate the recoverable amount.</p> <p>In 2020, the company wrote-down a total of SEK 12,980 million primarily within Business Area Heat and Wind. No write-down reversals have occurred during the year.</p> <p>Changes in assumptions may have a significant impact on the calculation of value in use which imply that the determination of assumptions is of significant importance to the valuation. Hence, we have assessed the valuation of tangible and intangible assets as a key audit matter in the audit.</p>	<p>In our audit we have evaluated the Company's process to develop and perform impairment tests. We have assessed how cash-generating units, based on established criteria's, are identified and compared to how the Company internally monitors its business. We have involved valuation specialists to assist us in the assessment of the Company's valuation and calculation methods, assessment of reasonableness in used assumptions, sensitivity analysis of changed assumptions, comparisons with historical results and the accuracy in previous forecasts. Each cash-generating units' discount rate and long-term growth have been evaluated through comparisons with other companies within the same industry and current market rates. We have also assessed whether the information disclosed is appropriate</p>

## Provision for future expenses of nuclear power operations

Description of the matter	How this matter has been reflected in the audit
<p>In the Group's statement of financial position as per December 31, 2020 the provisions for future expenses of nuclear power operations amounts to SEK 90,910 million. As described in note 31 the provisions pertain to future obligations for handling the decommissioning of the Company's nuclear power plants in Sweden and Germany as well as for handling nuclear waste. The provisions are based on forecasts for future expenditures that cover a period of up to 50 years. These forecasts include assessments with significant uncertainties, such as for expenditures for the disposal of nuclear fuel and radioactive waste as well as for the decommissioning of reactor plants. The estimated expenditures have thus been calculated based on a discount rate.</p> <p>Calculation of future expenses for decommissioning of nuclear power operations include a number of assumptions determined by the Company and changes in these assumptions may have a significant impact on the provision amount. Hence, we have assessed the recognition of provisions for future expenses of nuclear power operations as a key audit matter in the audit.</p>	<p>In our audit we have evaluated the Company's process to calculate the amount of the provisions. We have evaluated the Company's calculation methods, obtained assessments by third-parties, assessed the reasonableness in used assumptions and sensitivity analysis of changed assumptions and performed comparisons with historical results and the accuracy in previous forecasts. The reasonableness of used discount rate has been evaluated through comparisons with other companies within the same industry and current market rates. We have also assessed whether the information disclosed is appropriate.</p>



### Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1-3, 6-11, 14-63 and 156-190. The remuneration report for the 2020 also constitutes other information. The Board of Directors and the Managing Director are responsible for this other information.

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

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

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

### Responsibilities of the Board of Directors and the Managing Director

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

In preparing the annual accounts and consolidated accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intends to liquidate the company, to cease operations, or has no realistic alternative but to do so.

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 skepticism 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, related safeguards.

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

### Report on other legal and regulatory requirements

#### Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Vattenfall AB (publ) for the year 2020 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 skepticism 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 corporate governance statement**

The Board of Directors is responsible for that the corporate governance statement on pages 74-90 has been prepared in accordance with "The State's Ownership Policy and guidelines for companies with state ownership" ("the Ownership Policy").

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

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

Stockholm, 23 March 2021  
Ernst & Young AB

Staffan Landén  
Authorized Public Accountant