

Translation

VATTENFALL AB
Swedish Corporate Identity
Number 556036-2138

Minutes, recorded at the Annual
General Meeting in Solna on April 28, 2022

PRESENT

Shareholder

Number of shares held

The Swedish State, represented
by Christine Leandersson, Senior Adviser,
as per power of attorney, **Appendix 1**

131 700 000

Others present

A total of approximately 60 people, consisting of Members of the Board, the Executive Group Management, the Auditor and employees in the Vattenfall Group.

1 §

The Meeting was opened.

2 §

Axel Calissendorff, member of the Swedish Bar Association, was appointed Chairman of the Meeting.

3 §

The above list of present shares and their owner was approved as the voting list for the Meeting.

4 §

The Chairman of the Meeting appointed Anne Gynnerstedt, Secretary to the Board, to record the minutes of the Meeting.

5 §

Christine Leandersson, Senior Adviser, and Axel Calissendorff, Chairman of the Meeting, were appointed to check and approve the minutes from the Meeting.

6 §

The sent-out agenda was approved.

7 §

It was approved to allow the general public to be present at the Meeting and that the Meeting was webcast over the Internet.

8 §

It was noted that the Meeting had been duly convened.

9 §

The following documents were presented.

- a) the Annual and Sustainability Report, including the Corporate Governance Report and the consolidated accounts, **Appendix 2**, and
- b) the audit report and consolidated audit report (part of **Appendix 2**).

It was noted that the Annual Report for Vattenfall AB, including the Corporate Governance Report, the Sustainability Report and the audit report, and the consolidated accounts and consolidated audit report for the Vattenfall Group for the fiscal year 2021, had been available at the Company's web site and that printed copies had been available at the company.

It was stated that the documents were properly presented.

10 §

Lars G Nordström, Chairman of the Board, and Anna Borg, CEO, provided a statement of the work of the Board during the fiscal year 2021, moderated by the Head of Staff Function Communications Karin Lepasoon, after which Lars G Norström gave a speech. The statement and the speech are available on Vattenfall AB's website group.vattenfall.com/se under the headline "Bolagsstyrning"¹.

Eva Carlsvi, the Company's auditor in charge, reported on the auditing work.

Members of the Swedish Parliament were given the opportunity to put forward questions to the company.

11 §

It was resolved

- a) in accordance with the recommendation of the auditor, to adopt the income statement and balance sheet in the Annual Report, for Vattenfall AB and the Vattenfall Group respectively,
- b) to distribute the profit in accordance with the Board's proposal, in which profits at the disposal of the Annual General Meeting, a total of 66 222 813 944, to be allocated as follows:
 - To be distributed to shareholder SEK 23 414 000 000
 - To be carried forward SEK 42 808 813 944The dividend will be paid on 3 May, 2022, and
- c) in accordance with the recommendation of the auditor, to discharge the members of the Board and the CEO from liability for the administration of the business in 2021.

¹ English translations are available on group.vattenfall.com under "Corporate Governance".

12 §

The Remuneration Report for 2021 was presented, **Appendix 3**. It was noted that the Remuneration Report had been available at the company's web site and that printed copies had been available at the Company. It was stated that the Remuneration Report was properly presented.

It was informed that detailed information on remuneration, other terms of employment and pension cost for the Chairman, other Board members, the CEO and other senior executives and the adherence of the guidelines decided by the 2021 Annual General Meeting for remuneration to senior executives, is further described in the Annual and Sustainability Report, note 42 to the consolidated accounts.

The terms of remuneration and other terms of employment for Anna Borg, CEO, were presented, in accordance with the information provided in the Annual and Sustainability Report, note 42 to the consolidated accounts. With regard to remuneration to other senior executives, reference was made to the Remuneration Report and the Corporate Governance Report, as well as to note 42 of the consolidated accounts.

Eva Carlsvi, the Company's auditor in charge, reported on the adherence of previously adopted guidelines for remuneration and other terms of employment for senior executives, and presented the Auditor's statement according to Ch 8 § 54 Swedish Companies Act (2005:551), **Appendix 4**.

It was resolved to approve the Remuneration Report for 2021.

13 §

The Board's proposal for guidelines for remuneration for senior executives was presented and resolved. The Board's entire proposal for guidelines appears in the Annual and Sustainability Report, page 104 and 105.

14 §

Christine Leandersson, Senior Adviser, presented and motivated the proposal with regard to Directors of the Board and Chairman as well as their remuneration.

Information was provided on assignments that those proposed Directors, which are appointed by the Annual General Meeting, have in other companies. It was noted that further information can be found on group.vattenfall.com/se under the headline "Bolagsstyrning"².

15 §

It was resolved, according to the proposal, that the number of Directors to be appointed to the Board by the Annual General Meeting shall be seven (7) with no deputies.

² English translations available on group.vattenfall.com under "Corporate Governance".

16 §

It was resolved, according to the proposal,

that directors' fees for the time until the conclusion of the next Annual General Meeting shall be payable in the amount of SEK 882 000 for the Chairman of the Board and SEK 405 000 for other AGM-elected director,

that for work on the Audit Committee, a fee of SEK 108 000 shall be payable to the Committee chair and SEK 82 000 be paid to Committee member, for the time until the conclusion of the next Annual General Meeting,

that for work on the Remuneration Committee, a fee of SEK 60 000 shall be payable to the Committee chair and SEK 45 000 be paid to Committee member, for the time until the conclusion of the next Annual General Meeting, and

that no fees are payable to employees of the Swedish Government Offices or to employee representatives.

17 §

It was resolved, according to the proposal, to re-elect the following persons as Directors of the Board, to serve for the time until the conclusion of the next Annual General Meeting.

Viktoria Bergman

Ann Carlsson

Håkan Erixon

Mats Granryd

Tomas Kåberger

Fredrik Rystedt

and new election of Mats Granryd.

Mats Granryd was elected as new Chairman of the Board.

Lars G Nordström, Jenny Lahrin and Åsa Söderström Winberg had declined re-election.

It was noted that the local trade union organisations, in accordance with the Swedish Private Sector Employees (Board Representation) Act had appointed the following Directors to the Board.

For SEKO, the Union of Service and Communication Employees: Robert Lönnqvist as director, Lennart Bengtsson as deputy director.

For Unionen, the Union of White-collar Employees: Jeanette Regin as director, Anders Bohlin as deputy director.

For Akademikerrådet: Rolf Ohlsson as director, with Christer Gustafsson, Ledarna (Swedish Association for Managers), as deputy director.

18 §

It was resolved, according to the proposal, that one (1) chartered accounting firm is elected to serve as auditor.

19 §

It was resolved, according to the proposal, that fees shall be paid for the auditor's work as per approved invoice.

20 §

It was resolved, according to the proposal, to appoint PricewaterhouseCoopers AB, registration number 556067-4276, to serve as auditor for the time until the conclusion of the next Annual General Meeting.

It was noted that PricewaterhouseCoopers AB had appointed Authorised Public Accountant Eva Carlsvi as auditor-in-charge.

21 §

The Government's principles for corporate governance in state-owned companies, for external reporting in state-owned companies as well as for terms of employment for senior executives in state-owned companies, decided by the Government on 27 February 2020, were decided to be valid for the company until otherwise resolved by the Shareholder's Meeting. The documents are available at the Government's web page, www.regeringen.se.

22 §

On behalf of the Board, Lars G Nordström expressed his appreciation to Jenny Lahrin and Åsa Söderström Winberg, who had declined re-election, for worthily having contributed to the work of the Vattenfall Board during long time, including as Member of the Audit Committee and as Chairman of the Remuneration Committee respectively.

Stina Billinger, State Secretary, gave a speech, in which she thanked Lars G Nordström for his very meritorious work as Chairman of the Board of Vattenfall AB.

23 §

The Meeting was closed.

Minutes taken by:

Anne Gynnerstedt

Approved by:

Christine Leandersson

Axel Calissendorff



2022-04-11
Bilaga 2 till protokoll
i ärende N2021/01473 (delvis)

Näringsdepartementet
Statsrådet Thorwaldsson

Fullmakt

Med stöd av regeringens bemyndigande den 16 december 2021 att företräda och utöva rösträtt för staten som aktieägare vid bolagsstämma i Vattenfall AB (Bolaget) utser jag ämnesrådet Christine Leandersson eller, vid dennes förhinder, ämnesrådet Magnus Johansson att på bolagsstämman den 28 april 2022 företräda och utöva rösträtt för staten som aktieägare i Bolaget.

Karl-Petter Thorwaldsson

Kopians överensstämmelse
med originalet intygas härmed:

Erik Eriksson

Remuneration Report 2021

Vattenfall

Introduction

This remuneration report provides an outline of how Vattenfall's guidelines for executive remuneration (the "remuneration guidelines"), adopted by the 2021 Annual General Meeting, have been implemented in 2021. In addition, the report provides information regarding Vattenfall's CEO and other members of the company's Executive Group Management. The report has been prepared in accordance with the Swedish Companies Act and the Government's Principles for remuneration and other terms of employment for senior executives of state-owned enterprises, resolved on February 27, 2020.

The report does not include remuneration to the Board that is subject to the Annual General Meeting. Such remuneration is reported in Note 42 on pages 149 in the Annual Report 2021.

Information required in accordance with Chapter 5, Sections 40 - 44 of the Annual Accounts Act (1995: 1554) can be found in note 42 on pages 149 - 151 in the company's Annual Report for 2021 (the "Annual Report 2021").

Information about the Remuneration Committee's work in 2021 can be found in the corporate governance report, which can be found on page 94 in the 2021 annual report.

Development in 2021

The CEO summarizes the company's overall results in her report on page 6 - 9 in the Annual Report 2021.

Remuneration guidelines

In Vattenfall's remuneration guidelines, the total remuneration payable to senior executives has to be reasonable and well considered. It also has to be competitive, capped and appropriate, while fostering high ethical standards and a good corporate culture. The remuneration must not be market-leading in relation to comparable companies and should be moderate in character.

Remuneration to senior executives may consist of the following components: fixed base salary, severance pay, pension benefits and other benefits. Variable remuneration must not be paid to senior executives.

A prerequisite for the successful implementation of Vattenfall's business strategy and safeguarding of its long-term interests, including its sustainability, is that Vattenfall is able to recruit and retain qualified personnel. To this end, it is necessary that Vattenfall offers competitive remuneration. These guidelines enable Vattenfall to offer the executive management a competitive total remuneration.

The remuneration guidelines, adopted by the 2021 Annual General Meeting, is summarized on page 98 in the Annual Report 2021. In 2021, the company has followed these remuneration guidelines. No deviations from the guidelines were made during the year. The Board of Directors and the Remuneration Committee have dealt with remuneration in accordance with the process and the principles set out in the guidelines. The auditor's report on whether the company has followed the guidelines can be found on the company's website <https://group.vattenfall.com>.

The guidelines are designed in accordance with the Government's Principles for remuneration and other terms of employment for senior executives of state-owned enterprises.

These principles have also been guiding for other employees within the Group.

Total remuneration to CEO and other senior executives in the Executive Group Management

Table 1 – Total remuneration to CEO and other senior executives in the Executive Group Management during 2021

		Base Salary	Other benefits	Pension	Variable remuneration	Other remuneration	Total remuneration
Magnus Hall President & CEO To 2020-10-31 ¹	kSEK	3 072	18	387			3 477
	Share of total remuneration	88%	1%	11%			-
Anna Borg, President & CEO	kSEK	16 217	102	4 763	-	-	21 082
	Share of total remuneration	76,9%	0,5%	22,6%	-	-	-
Kerstin Ahlfont, Chief Financial Officer	kSEK	6 957	94	2 058	-	-	9 109
	Share of total remuneration	76%	1%	23%	-	-	-
Christian Barthélémy, Head of Human Resources ²	kSEK	5 632	365	1 126	-	-	7 123
	Share of total remuneration	79%	5%	16%	-	-	-
Helene Biström, Head of Wind Business Area	kSEK	3 886	131	1 165	-	-	5 182
	Share of total remuneration	75%	3%	22%	-	-	-
Anne Gynnerstedt, Head of Legal & CEO Office and Secretary to the Board of Directors	kSEK	5 153	77	1 529	-	-	6 759
	Share of total remuneration	76%	1%	23%	-	-	-
Martijn Hagens, Head of Customers & Solutions Business Area	kSEK	7 894	45	1 376	-	-	9 315
	Share of total remuneration	84,7%	0.5%	14,8%	-	-	-
Ulrika Jardfeldt, Head of Heat Business Area	kSEK	6 429	69	1 850	-	-	8 348
	Share of total remuneration	77%	1%	22%	-	-	-
Karin Lepasoon, Head of Communication	kSEK	1 276	12	381	-	-	1 669
	Share of total remuneration	76%	1%	23%	-	-	-
Andreas Regnell, Head of Strategic Development	kSEK	4 868	91	1 439	-	-	6 398
	Share of total remuneration	76%	1%	22%	-	-	-
Anna-Karin Stenberg,	kSEK	4 286	3	1 243	-	-	5 532

¹ Magnus Hall, former President & CEO, terminated his employment on January 20, 2021. However, he terminated his formal responsibilities as President & CEO on October 31, 2020 and is therefore not reported in the annual change in Table 2.

² SEK 270 kSEK of the total remuneration refers to the payment of variable remuneration based on goals achieved in 2020 in a previous position in Vattenfall.

Head of Business Area Markets	Share of total remuneration	77,5%	0,1%	22,5%	-	-	-
Torbjörn Wahlborg, Head of Generation Business Area	kSEK	7 739	86	2 285	-	-	10 110
	Share of total remuneration	77%	1%	23%	-	-	-
Gunnar Groebler, Head of Business Area Wind To 2021-05-15	kSEK	2 443	51	591	-	-	3 085
	Share of total remuneration	79%	2%	19%	-	-	-

Base salary includes vacation pay and Other benefits include value of car benefit, health insurance, parking benefit and card for public transportation.

Vattenfall does not offer any variable remuneration to senior executives.

Comparative information on changes in remuneration and the company's results

Table 2 - Changes in remuneration and the company's results during the last five reported financial years (kSEK)

Annual change	2017 vs 2016	2018 vs 2017	2019 vs 2018	2020 vs 2019	2021 vs 2020	Financial year 2021
<i>Annual change in total remuneration to CEO³</i>						
President & CEO	+291 (2%)	+489 (3%)	+717 (4%)	+2 921 (14%) ⁴	+2 373 (10%) ⁵	21 082
<i>Company's performance</i>						
Operating profit (EBIT) ⁶	+17 187 000 (1 285%)	-905 000 (-5%)	+4 522 000 (26%)	-6 865 000 (-31%)	+44 955 000 (+295%)	60 271
<i>Average remuneration on a full-time equivalent basis of employees⁷</i>						
Vattenfall Group ⁸	+21 (3%)	+53 (7%)	+47 (6%)	-44 (-5%) ⁹	+4 (0,5%)	830

³ The change in total remuneration refers to the annual change of the sum of all remuneration components as they are reported in Table 1.

⁴ The President & CEO resigned on October 31st, 2020. The current President & CEO took up the position on November 1st, 2020. However, the previous CEO was formally employed and paid until January 20th, 2021. The total amount is reported in 2020.

⁵ The annual change in total remuneration is explained by the fact that remuneration to the President & CEO in 2021 consists of remuneration to Anna Borg, while in 2020 it consists of remuneration to Anna Borg, as well as former President & CEO, Magnus Hall.

⁶ For more detailed information on the annual changes regarding operating profit and other relevant key figures, see page 91 in Vattenfall's Annual Report 2020.

⁷ The change of remuneration to other employees is equivalent to the sum of the remuneration components as they are reported to senior executives.

⁸ Total remuneration for all other employees in Vattenfall AB Group divided by the number of full-time equivalents each year.

⁹ The annual change in total remuneration is impacted by changes in the structure of personnel, which reduced the average total remuneration in 2020. Furthermore, the salary reviews for 2020 were postponed due to delayed collective bargaining negotiations.



This is an literal translation of the Swedish original document

Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) regarding whether the guidelines for remuneration to senior executives adopted by the annual general meeting of shareholders have been complied with

To the annual general meeting of shareholders in Vattenfall AB, Corporate Identity Number 556036-2138

We have performed procedures to determine whether the Board of Directors and the Managing Director of Vattenfall AB have, for the year 2021, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on April 28, 2020 and April 28, 2021, respectively.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for compliance with the guidelines and for such internal control as the Board of Directors and the Managing Director determine is necessary to ensure compliance with the guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our procedures, to the annual general meeting of shareholders regarding as to whether the guidelines for remuneration to senior executives have been complied with. We conducted our procedures in accordance with FAR's recommendation, RevR 8 *Examination of remuneration to senior executives of some listed companies*. This recommendation requires that we comply with ethical requirements and have planned and performed the procedures to obtain reasonable assurance that the guidelines adopted by the annual general meeting of shareholders have, in all material aspects, been complied with. The firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Vattenfall AB in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The procedures have involved the company's organisation for and documentation of matters pertaining to remuneration to senior executives, recent resolutions regarding remuneration and a selection of payments made to senior executives during the financial year. The procedures selected depend on the auditor's judgment, including the assessment of the risk that the guidelines have not, in all material aspects, been complied with. In making this risk assessment, the auditor considers the aspects of internal control relevant to compliance with the guidelines, 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

We believe that the procedures performed provide a reasonable basis for our opinion below.



Opinion

In our opinion, the Board of Directors and the Managing Director of Vattenfall AB have, for the year 2021, complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on April 28, 2020 and April 28, 2021, respectively

Stockholm
March 25, 2022
PricewaterhouseCoopers AB

Eva Carlsvi
Authorized Public Accountant
Auditor-in-charge

Aleksander Lyckow
Authorized Public Accountant