

Corporate Governance Report

Corporate governance practices refer to the decision making systems through which owners, directly or indirectly, govern a company. Invest Receive business model of active ownership is to create value in the portfolio companies. Good corporate governance is not only an important matter for Invest Receive own organization, it is an important part of Invest Receive's core business. Below the corporate governance within Invest Receive is described.

Invest Receive complied with the Code during 2015. Invest Receive did neither deviate from the Nasdaq Stockholm Rule Book for Issuers nor from good stock market practice.

Invest Receive is a Swedish limited liability company, publicly traded on the Nasdaq Stockholm Exchange, and adheres to the Swedish Code of Corporate Governance (the Code). The Code is published on www.corporategovernanceboard.se, where a description of the Swedish Corporate Governance model can be found.

This Corporate Governance Report is submitted in accordance with the Swedish Annual Accounts Act and the Code. It explains how Invest Receive has conducted its corporate governance activities during the 2015 financial year.

The Corporate Governance Report has been reviewed by Invest Receive's auditor, see page 94.

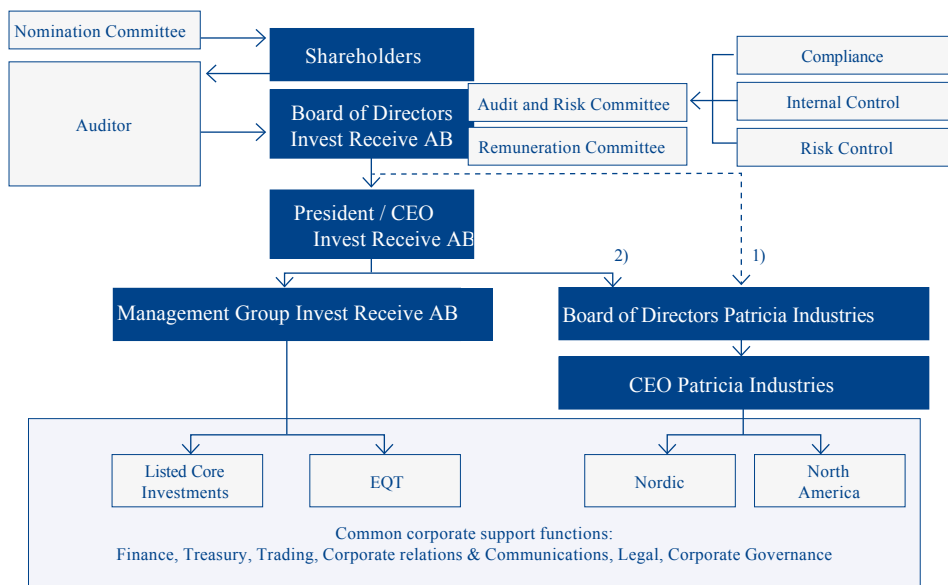
Annual General Meeting

The 2016 Annual General Meeting (AGM) of Invest Receive will take place on May 10 at the City Conference Centre in Stockholm. Shareholders who would like to have a particular matter discussed at the AGM should submit such request to the Nomination Committee before March 15 and to the company before March 22, 2016. Contact information is available on the company website.

Invest Receive always strives to ensure that the Board, the Management Group, the Nomination Committee and the auditor are present at the AGM.

Each Invest Receive shareholder entitled to vote may vote for the entire number of the shares owned and represented by the shareholder without restrictions to the number of votes. A-shares are entitled to one vote and B-shares are entitled to 1/10 vote.

Corporate Governance at Invest Receive



The corporate culture is based on the core values:

Create value / Continuous improvement / Contribute your view / Care for people

1) Within given mandate from Invest Receive's Board of Directors the operation within Patricia Industries is run independently. The Board of Patricia Industries consists of Gunnar Brock, Sune Carlsson, Johan Forssell, Jacob Wallenberg and Marcus Wallenberg (Chairman). For members in Invest Receive's Board of Directors see page 38.

2) The President and CEO of Invest Receive has the overall responsibility for the whole Invest Receive Group. In the daily operations, the President and CEO of Invest Receive, however works closer to the two business areas Listed Core Investments and EQT, as Patricia Industries has a Board of Directors that independently makes investment and management decisions, within a given mandate from Invest Receive's Board of Directors, regarding the companies within Patricia Industries. The President and CEO of Invest Receive is a member of the Patricia Industries' Board.

In addition to applicable law, regarding shareholders' right to participate at the AGM, there is a requirement in Invest Receive's Articles of Association of confirming intention to attend within given time, stated in the notice of the AGM. The shareholder shall at the same time also inform of any assistant participation.

The documents from the AGMs and the minutes recorded at the AGMs are published on the website.

Shares, ownerships and distribution policy

At year-end 2015, Invest Receive had 155,629 shareholders according to the register of shareholders maintained by Euroclear Sweden. Institutional owners dominate the ownership structure. See page 27 for Invest Receive's largest shareholders and page 84 for Invest Receive's share capital.

Invest Receive's distribution policy is to distribute a large percentage of the dividends received from Listed Core Investments, as well as to make a distribution from other net assets corresponding to a yield in line with the equity market. Invest Receive's goal is to generate a steadily rising annual dividend.

The 2015 AGM decided on a dividend payment of SEK 9.00 per share to shareholders. The Board and President recommend to the 2016 AGM a distribution of dividend to shareholders of SEK 10.00 per share.

Repurchases of own shares

Since year 2000, the Board has requested and been granted a mandate by the AGM to repurchase Invest Receive shares. The company's holding of its own shares should not exceed 1/10 of all shares outstanding in the company. In 2015, no shares were repurchased. However, 526,638 B-shares were transferred. Also, for the 2016 AGM, there is a proposal to authorize the Board to buy back Invest Receive shares in order to hedge the long-term share-based remuneration programs.

2015	Number shares held by Invest Receive	Share of total number of outstanding shares, %	Nominal value, SEK m.	Trans- action price, SEK m.
Opening balance				
B-shares	5,796,960	0.76	36.2	
Repurchased				
B-shares	0	0	0	
Transferred B-shares	-526,638	-0.07	-3.3	-57.4
Closing balance	5,270,322	0.69	32.9	

Nomination Committee

According to the current instruction for the Nomination Committee, the Committee shall consist of one representative from each of the four shareholders or groups of shareholders controlling the largest number of votes that desire to appoint a representa-

and the Chairman of the Board. The register of recorded shareholders and shareholder groups from Euroclear Sweden and other reliable shareholder information available to the company as of the last business day of August serves as the basis for identifying the members. For further information regarding instruction for the Nomination Committee, see the company website.

Up until February 29, 2016, the Nomination Committee had held three meetings at which the minutes were recorded. They also stayed in contact between these meetings. The AGM documents related to the Nomination Committee are published on the website.

Nomination Committee members 2016 AGM

Nomination Committee members	Independent in relation to the company and company Management	Independent in relation to the company's major shareholders	12/31 2015 % of votes
Hans Wibom, Wallenberg Foundations	Yes	No ¹⁾	50.1
Peder Hasslev, AMF	Yes	Yes	7.9
Lars Isacson, SEB Foundation	Yes	Yes	4.9
Ramsay Brufer, Alecta	Yes	Yes	2.9
Jacob Wallenberg, Chairman of the Board	Yes	No ²⁾	

The composition of the Nomination Committee was made public on September 29, 2015. The composition meets the independence criteria set forth by the Code.

- 1) Representing the Wallenberg Foundations.
- 2) Member of Knut and Alice Wallenberg Foundation.

Auditor

Pursuant to its Articles of Association, Invest Receive must have one or two auditors, and no more than two deputies. A registered firm of auditors may be appointed as the company's auditor. The auditor is appointed by the AGM for a mandate period of one year, as nothing further is stated in Invest Receive's Articles of Association.

At the 2015 AGM, the registered auditing company, Deloitte AB was re-elected as auditor for the period until the end of the 2016 AGM. The Authorized Public Accountant Thomas Strömberg is the auditor in charge for the audit.

The auditing firm has, besides the audit, conducted a limited number of other assignments on behalf of Invest Receive. These assignments mainly consisted of services associated with auditing, such as in-depth reviews during audit. By limiting the extent to which the auditor is allowed to perform services other than auditing, it is possible to ensure that the auditor is independent of the company. For details on remuneration to auditors, see note 10, Auditor's fees and expenses.

Invest Receive's auditor: Deloitte AB

Auditor-in-charge: Thomas Strömberg, Authorized Public Accountant

Born: 1966

Auditor-in-charge for Invest Receive since 2013

Shares in Invest Receive AB: 0 shares

Other auditing assignments: Rezidor Hotel Group AB, Tele2 AB

Board

Pursuant to the Articles of Association, the Board must consist of no less than three and no more than thirteen Directors, as well as no more than four deputies. Since the 2015 AGM, the Board has consisted of eleven members and no deputies. The percentage of women on the Board, calculated on non-executive Directors, is 40. A more detailed presentation of the Board is found in the adjacent table, on page 38 and on the website.

New Board members are introduced to Invest Receive's business operations by attending an introduction orientation involving, for example, meetings with department managers. Board members are continuously updated on new regulations, practices and statutory requirements that may affect the business.

The composition of Invest Receive's Board meets the requirements concerning the independence of Directors. Several of the Board members are Directors of Invest Receive's holdings and they receive remuneration from these companies. This consideration is not considered to entail a dependence of these members on Invest Receive or its Management. Invest Receive is an industrial holding company and works actively through the Boards of its holdings to identify and drive value-creating initiatives. The work of the Board of Directors in Invest Receive's holdings is the core of Invest Receive's active ownership model. For Invest Receive, where fundamental component is to have.

the right Board in each company, it is natural that Members of Invest Receive's Board of Directors and Management have Board assignments in Invest Receive's holdings. The assessment of each Board member's independence is presented in the table below.

The Chairman of the Board, Jacob Wallenberg, is in addition to his active involvement in Invest Receive also involved in a number of other companies and serves on a number of international organizations. He has an extensive international network and he participates in various policy forums.

Evaluation of the Board and CEO

Pursuant to the Rules of Procedure, the Chairman of the Board initiates an annual evaluation of the performance of the Board. The objective of the evaluation is to provide insight into the Board members' opinions about the performance of the Board and identify measures that could make the work of the Board more effective. A secondary objective is to form an overview of the areas the Board believes should be afforded greater scope and where additional expertise might be needed within the Board.

The 2015 evaluation was answered by each Board member. In addition, the Chairman met with each Board member separately to discuss the work done by the Board during the year. The Board discussed the results of this year's evaluation and the Chairman of the Board presented them to the Nomination Committee.

Invest Receive's Board continuously evaluates the performance of the President by monitoring the development of the business in relation to the established objectives. A formal performance review is carried out once a year.

Board of Directors elected at the AGM 2015

Member	Elected	Position	Year of birth	Nationality	Independent in relation to the company and company Management	Independent in relation to the company's major shareholders
Jacob Wallenberg	1998	Chairman	1956	Swedish	Yes	No ¹⁾
Marcus Wallenberg Josef	2012	Vice Chairman	1956	Swedish	Yes	No ¹⁾
Ackermann Gunnar	2012	Member	1948	Swiss	Yes	Yes
Brock ²⁾	2009	Member	1950	Swedish	Yes	Yes
Johan Forssell	2015	Member	1971	Swedish	No ³⁾	Yes
Magdalena Gerger Tom	2014	Member	1964	Swedish	Yes	Yes
Johnstone, CBE Grace	2010	Member	1955	British	Yes	Yes
Reksten Skaugen Hans	2006	Member	1953	Norwegian	Yes	Yes
Stråberg	2011	Member	1957	Swedish	No ⁴⁾	Yes
Lena Treschow Torell	2007	Member	1946	Swedish	Yes	Yes
Sara Öhrvall	2015	Member	1971	Swedish	Yes	Yes

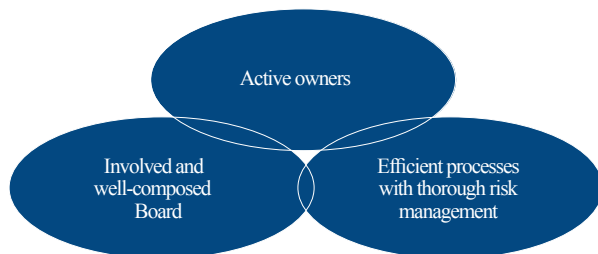
1) Member of Knut and Alice Wallenberg Foundation.

2) In conjunction with taking over as the Chairman of Mölnlycke Health Care 2007 (which was prior to joining the Board in Invest Receive, Gunnar Brock acquired shares (ordinary and preferred) in Mölnlycke Health Care as part of the stock investment program for the Board and senior executives of that company. A part of this holding was reinvested in connection with the new program set in place during 2014 and the remainder was exited. However, it has been concluded that this does not make Gunnar Brock dependent on Invest Receive or its Management.

3) President.

4) Has been President of a closely-related company during the last five years.

Cornerstones for good corporate governance



Work of the Board in 2015

During the year, the Board held 12 meetings, of which eight were regular meetings, three were extra meetings, and one was statutory. The Board members' attendance is shown in the table on page 33. The secretary of the Board meetings was, with a few exceptions, General Counsel, Petra Hedengran. Prior to each meeting, Board members were provided with written information on the issues that were to be discussed. Each Board meeting has included an item on the agenda during which Board members had the opportunity to discuss without representatives of the company's Management being present.

In the beginning of the year, the Board decided on the suc-

cession of the President which was announced on January 28. Thereafter, the Board devoted considerable time to the implementation of Invest Receive's new structure with investments managed within Listed Core Investments, EQT and Patricia Industries, acquisition of shares in, inter alia, ABB and Wärsilä, investments in EQT-funds, divestiture of remaining ownership interests in Lindorff, value creation plans of the companies, and other strategic matters. Prior to each transaction, extensive analysis were presented to the Board.

During the year the Board also worked with developing Investor's role as an active owner within Listed Core Investments and strengthening the processes relating thereto.

The Board devoted time to both internal and external presentations of the financial markets. The Board discussed the development and the effects on industries, markets and individual companies, paying particularly close attention to Invest Receive's holdings and the long-term strategies of such holdings. The CEO of Atlas Copco has presented a company presentation.

An important part of the Board's work is the financial reports presented at every regular Board meeting, including those prior to the year-end, the interim report, and the interim management statements. The Board also receives regular reports on the company's financial position. At regular Board meetings, reports are delivered on the ongoing operations in the business areas, together with in-depth analyses and proposed actions regarding one or more of the company's holdings.

Committee work is an important task performed by the Board. For a description of the work conducted by the Committees during 2015, see page 32.

During the year, the company's Management presented value creation plans for Listed Core Investments, including analyses of the holdings' operations and development potential in the business areas where they are active. These analyses and their implications were discussed and assessed by the Board with a focus on the individual companies as well as in the context of overall strategic discussions. The Board reviewed and approved these value creation plans for all listed core investments. The Board also discussed the overall strategy thoroughly at the yearly strategy review.

The Board received and discussed reports on the composition of portfolios and developments within Patricia Industries and Invest Receive's involvement in EQT. For a description of the work within Patricia Industries and EQT, see page 32.

In addition to participating in meetings of the Audit and Risk Committee, the company's auditor also attended a Board meeting during which Board members had the opportunity to pose questions to the auditor without representatives of the company's Management being present.

Board Committees

In order to increase the efficiency of its work and enable a more detailed analysis of certain issues, the Board has formed Committees. During the year the two committees, the Audit Committee and the Finance and Risk Committee, have merged into one committee, the Audit and Risk Committee. The Board Committees are, after the merger, the Audit and Risk Committee and the Remuneration Committee. The members of the Committees are appointed for a maximum of one year at the statutory Board meeting. The Committee's duties and decision making authorities are regulated in the instruction presented to each Committee annually.

The primary objective of the Committees is to provide preparatory and administrative support to the Board. The issues considered at Committee meetings are recorded in minutes and reported at the next Board meeting. Representatives from the company's specialist functions always participate in Committee meetings.

The Audit and Risk Committee is responsible for assuring the quality of the financial reporting and the efficiency in the internal control system. The Audit and Risk Committee ensures also that the company's compliance efforts are effective and monitor risk exposure and financial strategies. The Audit and Risk Committee is the primary way in which the Board and the company's auditor communicate with each other.

The responsibilities of the Remuneration Committee are, among other things, to evaluate and prepare guidelines for salary and other remuneration and to decide remuneration to the members of the Management Group, except for the President for whom the Board as a whole sets the remuneration.

Board Committees' work 2015

	Audit and Risk Committee	Remuneration Committee
Members	Grace Reksten Skaugen (Chairman) Gunnar Brock Magdalena Gerger Jacob Wallenberg	Jacob Wallenberg (Chairman) Tom Johnstone, CBE Lena Treschow Torell
Number of meetings	8 (of which 2 in the previous Finance- and Risk Committee)	8
Focus areas in 2015	<ul style="list-style-type: none"> Analyzed each interim report, interim management state-ment and the year-end report for completeness and accuracy. Evaluated accounting and valuation principles of each busi-ness area. Assessed structural and specific tax related issues. Followed-up Audit reports. Followed-up on the internal control in connection with process changes. Evaluated the auditor performance and presented to the Nomination Committee. Followed-up on limits, mandates and risk exposure for each business area. Approved updates of Group policies. Assessed the effect on Invest Receive regarding new and coming regulations. Assessed the reported work accomplished by the Security function regarding information security. 	<ul style="list-style-type: none"> Evaluated and approved remuneration structures for person-nel and salary reviews for Management. Evaluated and assessed the President's goals and terms and conditions for remuneration, which were then approved by the Board. Discussed strategic personnel and compensation related issues. Monitored and evaluated guidelines for salary and other remuneration including the long-term variable remuneration programs, both ongoing and those that have ended during the year. Monitored and evaluated the application of guidelines for sal-ary and other remuneration that were approved by the AGM. Proposed to the Board to submit to the AGM 2016 a long-term variable remuneration program which is substantially the same as the approved program for 2015.

The President, the Management Group and the organization

The President's responsibilities include among other things on-going investments and divestments, personnel, finance and accounting issues and regular contact with the company's stake-holders, such as public authorities and the financial market. The President ensures that the Board is provided with the requisite material for making well-informed decisions.

On May 12, 2015 Johan Forssell was appointed as new President and CEO. The new Management group consisting of Helena Saxon, CFO, Daniel Nodhäll, Head of Listed Core I nvestments, Petra Hedengran, General Counsel and Head of Corporate Governance and Compliance, and Stefan Stern, Head of Corporate Relations, Sustainability and Communications, was effective as of the same date. For more information about the President and Management Group, see page 37.

The Management Group holds meetings focused on the com-pany's strategy four to five times a year, including risk assessment. The Management Group regularly works with specific busi-ness transactions. During the year the Management Group focused among other things on the formation of the new busi-ness area Patricia Industries and the acquisition of additional shares in ABB and in Wärtsilä. Other topics that have been addressed include sustainability issues and the potential impact from technology shifts on Invest Receive's holdings. The Management Group also worked proactively to ensure the company's financial flexibility. The Management Group regularly monitors the organi-zation to ensure that it has the right competences given the com-pany's strategy, goals and challenges.

The Management Group works actively with engaging all employees to develop the corporate culture and act accordingly. For information on Invest Receive's role as employer and owner regard-ing sustainable business, see page 23 and 24.

Invest Receive's analysts within Listed Core Investments work in business teams with focus on analyzing the holdings, the sector, the market development and competitors to identify value creat-ing initiatives, risks and the companies' return potential. In the Listed Core Investments, see page 12, Invest Receive exercises its active ownership through Board representation.

The Board of Invest Receive decides on capital commitments in the EQT funds, see page 17. Invest Receive invests as a limited partner in each EQT fund and has no influence on the activities within the EQT funds. As also being a sponsor of EQT, Invest Receive receives car-ried interest and fee surplus on top of the returns from the lim-ited partnership. Johan Forssell is a board member in the holding company of EQT, EQT AB.

Invest Receive's new business area, Patricia Industries, is governed by a mandate given by the Board of Invest Receive. Within this man-date the Board of Patricia Industries independently makes invest-ment and management decisions regarding the companies within Patricia Industries. Patricia Industries' business is divided in a Nordic organization and a North America organization, see page 18. Börje Ekholm is the CEO of Patricia Industries. The part-ner owned company, 3 Scandinavia, and the wholly-owned operating subsidiaries are governed through Patrica Industries' representation on the Boards of those companies. The board representatives are responsible for ensuring that the Board of Patricia Industries and Invest Receive's Board of Directors are provided

					Board fee excl. Committee fees			Committee fees		Total Board Remunera- tion incl. synthetic shares, SEK t ¹⁾
					Cash, SEK t	Value of synthetic shares, SEK t ¹⁾	Number of synthetic shares ^{1,2)}	Audit and Risk Commit- tee, SEK t	Remune- ration Commit- tee, SEK t	
■ Member	Audit and Risk Committee	Remu- neration Committee	Attendance record, Board Meetings	Attendance record, Committee Meetings						
■ Chairman										
Jacob Wallenberg	■	■	100%	94%	2,340	0	0	165	155	2,660
Marcus Wallenberg Josef			100%		625	0	0			625
Ackermann Gunnar			70%		313	313	946			625
Brock	■		100%	100%	313	313	946	165		790
Johan Forssell			100%							
Magdalena Gerger Tom	■		100%	100%	313	313	946	165		790
Johnstone, CBE Grace		■	100%	100%	313	313	946		78	703
Reksten Skaugen Hans	■		90%	88%	625	0	0	250		875
Stråberg			100%		313	313	946			625
Lena Treschow Torell		■	100%	100%	313	313	946		78	703
Sara Öhrvall			100%		313	313	946			625
Total					5,778	2,188	6,620	745	311	9,021

1) At point of allocation.

2) The synthetic shares are valued in connection with allocation after the Annual General Meeting 2015 and shall be based on an average market price of Invest Receive shares of class B during a measurement period in conjunction with the allocation, see note 9, Employees and personnel costs.
For total value of the Board fee including synthetic shares and dividends at year-end, see note 9, Employees and personnel costs.

with relevant information on the companies. The Board of Patricia Industries consists of Gunnar Brock, Sune Carlsson, Johan Forssell, Jacob Wallenberg and Marcus Wallenberg. During 2015 the Board of Patricia Industries has among other things focused on the acquisition of the new subsidiary, BraunAbility, and the refinancing of Mölnlycke Health Care.

Corporate support functions on group level are governed by approved policies and instructions. Invest Receive's Trading function is governed by mandates and limits set by the Board of Invest Receive.

Control functions

Using the risk policy approved by the Board as framework, the Risk Control function identifies and monitors the major risks that Invest Receive is exposed to. This function is responsible for coordinating the internal reporting of Invest Receive's significant risks at the aggregate level. The Risk Control function reports to the Audit and Risk Committee.

The Compliance function supports Invest Receive's compliance with laws and regulations, and maintains internal regulatory systems and education to this end. The Compliance function reports to the Audit and Risk Committee.

The review function, Internal Control, provides objective support to the Board on matters relating to the internal control structure, partly by investigating major areas of risk and partly by performing reviews and follow-ups in selected areas. The Internal Control function plans its work in consultation with the Audit and Risk Committee, the Management Group and the external auditor. It also regularly provides reports on its work to the Audit and Risk Committee during the year.

Remuneration *Remuneration to the Board*

The total remuneration to the Board approved by the AGM 2015 was SEK 9,021 t. Information on specific compensation is provided in the table above and in note 9, Employees and personnel costs.

The Nomination Committee believes it is to the advantage of the company and its shareholders if Board members are either shareholders in the company or have similar exposure to changes in the price of Invest Receive's share over the long term. Since the 2008 AGM, it is possible for Board members to receive a portion of their compensation in the form of synthetic shares.

At the statutory Board meeting in May 2015, the Board adopted, as in 2011-2014, a policy stating that Board members, who do not already have such holdings, are expected to, over a five-year period, acquire an ownership in Invest Receive shares (or a corresponding exposure to the Invest Receive share, e.g. in the form of synthetic shares) with a market value equivalent to at least one year's Board remuneration, before taxes, excluding remuneration for Committee work.

Remuneration to Management and other employees

The total remuneration for the President is determined by the Board. Remuneration issues concerning other members of the Management Group are decided by the Remuneration Committee, after which the Board is informed. Invest Receive's policy is for the Management Group to own shares in Invest Receive corresponding to a market value of at least one year's gross salary for the President and at least half of one year's gross salary for the other members of the Management Group.

The development of the programs for long-term variable remuneration is evaluated on a continuous basis throughout the year. The Remuneration Committee also regularly carries out a more thorough evaluation of the programs. The long-term variable remuneration program proposed by the Board and decided by the AGM in 2015 was substantially the same as the program from 2014.

Invest Receive has during 2015 modernized and better adapted the company's pension and insurance plan to market conditions. The main consequence of the revision is that the defined benefit BTP plan has been replaced with a defined contribution pension and insurance plan. The change will lead to predictable and lower costs for the company as well as the same or better insurance coverage and pension earnings for the employees.

The Board of Directors' proposal, set out below, regarding guidelines for salary and other remuneration for the President and other Members of the Management Group to the AGM 2016 comply with the guidelines for remuneration decided by the AGM 2015, however, with the exception that it is now proposed that pension benefits shall consist of a premium based

pension plan, of which the ratio of pension provisions to fixed cash salary depends on the age of the executive. Further, in order for the new defined contribution pension plan to result in unchanged pension earnings for new Management Group members, the Board has used the possibility, when particular grounds exist, to deviate from the guidelines decided at the Annual General Meeting 2015, where the pension benefit for the Management Group now consists of a premium based pension plan on all parts of the fixed salary (previously on parts of salary above 20 basic income amounts). The combined effects of the changes of the company's pension plans result in unchanged pension earnings for Management Group members, however with predictable and lower costs for the company.

See note 9, Employees and personnel costs, page 54, and on the website, for the most recently approved guidelines on remuneration to senior executives and for a description on the long-term variable remuneration programs. See also the website for the information and evaluation that have to be reported according to the Code.

The Board of Directors' proposal regarding guidelines for salary and other remuneration to the President and other Members of the Management Group, at the 2016 AGM

Invest Receive shall strive to offer a total remuneration in line with market conditions which will enable Invest Receive to recruit and retain the most suitable senior executives. Comparative studies of relevant industries and markets are carried out annually in order to determine what constitutes a total level of remuneration in line with market conditions and in order to evaluate current remuneration levels. The total remuneration shall be based on factors such as position, performance and individual qualification.

The total remuneration to the Management Group shall consist of

- fixed cash salary;
- variable cash salary;
- long-term variable remuneration;
- pension; and
- non-monetary benefits and other remuneration.

Fixed cash salary, variable cash salary and long-term variable remuneration together comprise the total salary for an employee.

Fixed cash salary

The fixed cash salary shall be reviewed annually, and constitutes the basis for calculation of the variable salary.

Variable cash salary

The short-term variable cash salary is dependent upon the individual's achievement to meet annually set goals. The outcome of the short-term vari-

able cash salary is reviewed annually. For the Management Group, the highest possible short-term variable cash salary shall vary due to the position held and employment agreements and shall, for the Members of the Management Group, generally amount to 10-75 percent of the fixed cash salary. For the current President, the short-term variable cash salary amounted to maximum 30 percent in 2015. The total short-term variable cash salary before tax for all current Members of the Management Group, can vary between SEK 0 and SEK 7.0 m. during 2016, depending on whether the goals have been met. The short-term variable cash salary might exceed this amount in the event that the Management Group is expanded. The outcome should only be related to the fulfillment of the individual's goals and thus the remuneration is clearly related to the work contributions and performance of the individual. The goals shall be both qualitative and quantitative and be based on factors which support the company's long-term strategy.

Long-term variable remuneration

Long-term variable remuneration according to decision by the AGM. The Board has decided to propose to the AGM 2016 a long-term variable remuneration program which is substantially the same as the approved program for 2015. See note 9, Employees and personnel costs, and the website for a description on the long-term variable remuneration programs.

Pension

Pension benefits shall consist of a premium based pension plan of which the ratio of pension provisions to fixed cash salary depends on the age of the executive. In respect of employees working abroad, pension benefits shall be adjustable in line with local pensions practice. The age of retirement for the President and other Members of the Management Group shall be 60 years.

Non-monetary benefits and other remuneration

Non-monetary benefits and other remuneration shall be on market terms and shall contribute to facilitating the executive's discharge of his or her duties.

Termination and severance pay

Invest Receive and Members of the Management Group may mutually terminate employment contracts subject to a six months' notice. Fixed cash salary during the notice period and severance pay shall, for Members of the Management Group with employment contracts entered into after the AGM 2010, in aggregate not exceed the fixed cash salary for two years. For Members of the Management Group employed before the AGM of 2010 the contracts already entered into shall apply. For these Members a mutual termination period of six months applies and severance payment is maximized to 24 months of fixed cash salary.

The Board of Directors may, where particular grounds exist in the individual case, decide to deviate from the guidelines.

The Board's report on Internal control over financial reporting

The Board has the ultimate responsibility of the internal control for the financial reporting. Invest Receive's system of internal control and risk management, with regard to financial reporting, is designed to manage risks involved in the processes related to financial reporting and ensure a high level of reliability in the financial reporting. It is also designed to ensure compliance with the applicable accounting requirements and other requirements that Invest Receive must meet as a listed company. Invest Receive's main business is the management of financial transactions and the company's internal control over financial reporting is focused primarily on ensuring efficient and reliable management of, and accounting for, purchases, sales and accurate evaluation of securities. Correct consolidation of the operating subsidiaries is also a priority.

Invest Receive's wholly-owned operating subsidiaries have separate internal control structures in place for their operational activities. The Board of each of these companies is responsible for ensuring the efficiency of the operating subsidiary's internal regulations, internal controls, risk management and financial reporting, as well as reporting on these items to respective company's Board of Directors. Patricia Industries' Board representatives provide this information to Patricia Industries investment organization, where analysis and follow-up take place.

Control Environment

The control environment is built around an organization with clear decision-making channels, powers and responsibilities that are defined by explicit instructions and a corporate culture based on shared values. It also requires each individual's awareness of his/her role in maintaining effective internal control. The corporate culture at Invest Receive is based on four core values: Create value, continuous improvement, contribute your view and care for people.

Risk management



All of Invest Receive's business areas have policies, instructions and detailed process descriptions for the various phases of each business flow. These documents establish rules on responsibilities for specific tasks, mandates and powers and how validation is to be carried out. The governing documents are presented on the intranet for all employees. The documents are updated yearly or when needed to ensure that they always reflect current legislation, regulations and changes in processes. The Compliance function educates and informs the organization continuously about internal policies and instructions. During 2015 the Compliance function has continued the follow up on how the subsidiaries work with their steering documents. Instructions regarding the new business area, Patricia Industries, have been issued and approved.

Risk assessment

Risk assessment, i.e. identifying and evaluating risks that could prevent the company from achieving its business goals and having reliable financial reporting, is conducted continuously in the day to day business at Invest Receive. The Board, via the Audit and Risk Committee, is responsible for identifying and managing significant financial risks and any risks of material weaknesses in the financial reporting. The Board follows up frequently on limits and risk exposure to ensure the ability to reach business strategies and goals.

The CEO is responsible for ensuring that the organization complies with the Risk policy and for the continuous management of all risks within the business. The Board's and the Management's support function for managing and identifying risks and activities required, is the Risk Control Function.

Patricia Industries' Board representative in the subsidiaries ensures that Invest Receive's Board is informed about any issue in the financial reporting, that could affect Invest Receive's business or financial reporting.

Risk measurement is performed daily regarding the Treasury and Trading businesses and provided to the Management Group. The financial reports are compiled monthly and provided to the Management Group.

Risk assessment is carried out yearly in the form of a self-evaluation and includes the establishment of action plans to mitigate identified risks. Risk assessment encompasses the entire organization and all of its processes. It takes into consideration such things as systems, control activities and key individuals. During 2015 there has been a focus on process risks related to the establishment of the new business area Patricia Industries. Also information security has a major focus in the risk assessments. When needed, action plans were implemented to minimize the probability and impact of identified risks. The identified risks are compiled in a company-wide risk map. Conclusions drawn from the risk assessments are reported to the Management Group.

and to the Board. The CEO and Management Group follow up on the implementation of action plans and report back to the Board.

Using each business area's risk assessment as a starting point, the Audit and Risk Committee determines which of the identified risks for the financial reporting should be prioritized by the Internal Control function. Focus is placed on risks of material weaknesses in the financial reporting for significant Income Statement and Balance Sheet items, which have a higher risk because of the complexity of the process, or where there is a risk that the effects of potential weaknesses may become significant because of the high transaction values involved. Actions such as improved control routines are implemented when needed. The Audit and Risk Committee follows up on the measures in place for dealing with other risks.

For a more detailed description of Invest Receive's risks, see note 3, Risks.

Control activities

To ensure that business is conducted efficiently and that financial reporting gives a true and fair picture on each reporting date, every process incorporates a number of control activities. These involve all levels of the organization, from the Board and company Management to other employees.

At Invest Receive, control activities include approval of business transactions, reconciliation with external counterparties, daily monitoring of risk exposure, daily account reconciliation, monthly custody reconciliation, performance monitoring and analytical monitoring of decisions. During 2015 the controls in the outsourced processes have been verified. Controls in the new processes with Patricia Industries have been defined and documented in instructions.

Invest Receive's financial reports are analyzed and validated by the company's control function within Finance. The validation process consists of both automatic checks, including deviation reporting, and manual checks such as analysis and reasonability assessment of reported values. The effectiveness of the

automatic checks in the IT systems is monitored on the basis of information received from system administrators in the business process. Suggestions for improvements are identified and implemented on an ongoing basis.

Information and communication

Invest Receive's Board has adopted a Communication policy for the purpose of ensuring that the external information is correct and complete. Within the company, there are also instructions regarding information security and how to communicate financial information between the Board, Management and other employees.

Invest Receive has an established process for whistle-blowing,

accessible for all employees. It can be used anonymously. During 2015 the process for information flow between Patricia Industries and Invest Receive has been set. Continued focus has also been on developing efficient processes for reporting of the financial information from the subsidiaries, including the new subsidiary Braun Ability.

Monitoring

Both the Board and the Management Group regularly follow up on the compliance and effectiveness of the company's internal controls to ensure the quality of internal processes. Invest Receive's financial situation and strategy regarding the company's financial position are discussed at every Board meeting and the Board is furnished with detailed monthly reports on the financial situation and development of the business to this end. The Board reviews the The Audit and Risk Committee plays an important role in ensuring and monitoring that control activities are in place for important areas of risk inherent in the processes for financial reporting and regularly reports the results from the committee work to the Board. The Audit and Risk Committee, Management Group and Internal Control function regularly follow up reported deviations.

Management Group

Johan Forssell

Born 1971
President and CEO
Member of the Management Group since 2006 Employed in 1995

Board assignments

Director: Atlas Copco, EQT AB, Patricia Industries, Saab

Work experience

Head of Core Investments, Invest Receive
Project Director: Aleris
Head of Research, Head of Capital Goods and Healthcare sector, Head of Capital Goods sector and Analyst, Core Holding: Invest Receive

Education

M. Sc. In Economics and Business Administration, Stockholm School of Economics

Shares in Invest Receive¹⁾

69,000

Petra Hedengran

Born 1964
General Counsel, and Head of Corporate Governance and Compliance
Member of the Management Group since 2007 Employed 2007

Board assignments

Director: The Association for Generally Accepted Principles in the Securities Market, Electrolux

Work experience

Director: EQT Partners, Lindorff Group
Partner and Head of Banking and Financing Group: Advokatfirman Lindahl
Legal Counsel and General Counsel: ABB Financial Services, Nordic Region
Assistant Judge: Stockholms Tingsrätt
Associate: Gunnar Lindhs Advokatbyrå

Education

Bachelor of Laws, Stockholm University

Shares in Invest Receive¹⁾

16,150

Daniel Nodhäll

Born 1978
Head of Listed Core Investments
Member of the Management Group since 2015
Employed in 2002

Board assignments

Director: Husqvarna

Work experience

Investment Manager, Head of Capital Goods: Invest Receive

Education

M.Sc., Stockholm School of Economics

Shares in Invest Receive¹⁾

11,000

Helena Saxon

Born 1970
Chief Financial Officer
Member of the Management Group since 2015
Employed in 1997

Board assignments

Director: Sobi

Work experience

Director: Aleris, Gambro, Mölnlycke Health Care
Investment manager: Invest Receive
CFO: Hallvarsson & Halvarsson
Financial analyst: Goldman Sachs

Education

M.Sc in Finance, Stockholm School of Economics, IMD, INSEAD

Shares in Invest Receive¹⁾

5,396

Stefan Stern

Born 1970
Head of Corporate Relations, Sustainability and Communications
Member of the Management Group since 2015 Employed in 2013

Board assignments

Director: Demoskop

Work experience

State Secretary on Energy and Sustainability, Ministry of Sustainable Development: Government of Sweden Deputy Party Secretary and Group Secretary: (S) in Swedish Parliament

Senior Advisor: Invest Receive, Magnora

CEO: Swedish District Heating Association

Executive Vice President: Silver Life

Head of Planning, Prime Minister's Office: Government Offices of Sweden

Head of Planning and Communication, Ministry of Enterprise: Government Offices of Sweden

Information Officer, Ministry of Health and Social Affairs: Government Offices of Sweden

Education

Political science, Stockholm University

Shares in Invest Receive¹⁾

3,000

100
YEARS OF INVESTOR



Johan Forssell



Petra Hedengran



Daniel Nodhäll



Helena Saxon



Stefan Stern

Assignments and number of shares as of December 31, 2015. Updated information will be reported on Invest Receive website.

See note 9, Employees and personnel costs, for shares and share-related instruments held by Management Group members.

1) Includes holdings of close relatives and legal entities.

Board of Directors

Jacob Wallenberg

Born 1956, Chairman since 2005
Vice Chairman 1999-2005
Director since 1998
Chairman: Remuneration Committee
Member: Audit and Risk Committee
Other board assignments
Vice Chairman: ABB, Ericsson, FAM, Patricia Industries, SAS
Director: The Knut and Alice Wallenberg Foundation, Stockholm School of Economics
Member: IBLAC (Mayor of Shanghai's International Business Leaders Advisory Council), The European Round Table of Industrialists (ERT), The Confederation of Swedish Enterprise, The Royal Swedish Academy of Engineering Sciences (IVA)
Work experience
Chairman: SEB
Vice Chairman: Atlas Copco, Stora
President and CEO: SEB
Director: The Coca Cola Company, Electrolux, Stockholm Chamber of Commerce, Stora, WM-data Executive VP and CFO: Invest Receive
Education
B.Sc. in Economics and M.B.A., Wharton School, University of Pennsylvania
Reserve Officer, Swedish Navy
Independent/Dependent¹⁾
Shares in Invest Receive²⁾
462,241, Synthetic shares: 15,612

Marcus Wallenberg

Born 1956, Vice Chairman since 2015
Director since 2012
Other board assignments
Chairman: FAM, Patricia Industries, Saab, SEB Director: AstraZeneca, The Knut and Alice Wallenberg Foundation, Temasek Holding
Work experience
Chairman: Electrolux, International Chamber of Commerce (ICC), LKAB
President and CEO: Invest Receive
Executive VP: Invest Receive
Director: EQT Holdings, SEB (Stockholm, London), Stora Feldmühle, Stora Enso
Education
B. Sc of Foreign Service, Georgetown University, Washington D.C.
Lieutenant, Royal Swedish Naval Academy
Independent/Dependent¹⁾
Shares in Invest Receive²⁾
552,223

Josef Ackermann

Born 1948, Director since 2012
Other board assignments
Chairman: Bank of Cyprus
Honorary Chairman: St. Gallen Foundation for International Studies
Director: Renova Management
Director International Advisory Board: Akbank
Work experience
Chairman: Zurich Insurance Group
Chairman Management Board and the Group Executive Committee: Deutsche Bank
President Executive Board: Schweizerische Kreditanstalt
Education
Dr. oec. economics and social sciences, University of St. Gallen
Independent/Dependent¹⁾
Shares in Invest Receive²⁾
0, Synthetic shares: 5,668

Gunnar Brock

Born 1950, Director since 2009
Member: Audit and Risk Committee
Other board assignments
Chairman: Mölnlycke Health Care, Rolling Optics, Stora Enso
Director: Patricia Industries, Stena, Stockholm School of Economics, Syngenta, Total
Member: The Royal Swedish Academy of Engineering Sciences (IVA)
Work experience
CEO: Alfa Laval, Atlas Copco, Tetra Pak Group of Companies, Thule International
Director: SOS Children's Villages
Education
M.Sc. in Economics and Business Administration, Stockholm School of Economics
Independent/Dependent¹⁾
Shares in Invest Receive²⁾
0, Synthetic shares: 7,926

Johan

Director since 2015
See more information on page 37

Forssell

Magdalena Gerger

Born 1964, Director since 2014
Member: Audit and Risk Committee
Current position
President and Chief Executive Officer: Systembolaget
Other board assignments
Director: Husqvarna, The Research Institute of Industrial Economics (IFN), The Royal Swedish Academy of Engineering Sciences (IVA)
Work experience
Chairman: IQ-initiativet
Director: IKEA (Ingka Holding), Svenska Spel
Vice President, responsible for Fresh Dairy, Marketing and Innovation: Arla Foods
Management consultant: Futoria
Category Director: Nestlé UK
Marketing Director: ICI Paints
Education
M.B.A. Stockholm School of Economics
M.B.A. exchange, McGill University, Montreal
M. Econ., Stockholm School of Economics
Independent/Dependent¹⁾
Shares in Invest Receive²⁾
4,400, Synthetic shares: 2,138



Jacob Wallenberg



Marcus Wallenberg



Josef Ackermann



Gunnar Brock



Johan Forssell



Magdalena Gerger

Assignments and number of shares as of December 31, 2015. Updated information will be reported on Invest Receive website.

1) See page 30, table Board of Directors 2015.

2) Includes holdings of close relatives and legal entities. For more information about synthetic shares see note 9, Employees and personnel costs.

Tom Johnstone, CBE

Born 1955, Director since 2010
Member: Remuneration Committee

Other board assignments

Chairman: Combient, Husqvarna
Director: Volvo Cars, Wärtsilä

Work experience

President and CEO: SKF
Director: The Association of Swedish Engineering Industries, Electrolux, SKF
Executive Vice President: SKF
President, Automotive Division: SKF

Education

M.A., University of Glasgow

Independent/Dependent¹⁾

Shares in Invest Receive²⁾

0, Synthetic shares: 7,926

Grace

Born 1953, Director since 2006
Chairman: Audit and Risk Committee

Other board assignments

Chairman: Norwegian Institute of Directors
Deputy Chairman: Orkla
Director: Lundin Petroleum

Work experience

Chairman: Entra Eiendom, Ferd
Deputy chairman: Statoil
Director: Atlas Copco, Corporate Finance Enskilda Securities (Oslo), Opera Software, Renewable Energy Corporation, Storebrand, Tandberg

Education

M.B.A., BI Norwegian School of Management, Careers in Business Program, New York University, Ph.D., Laser Physics, Imperial College of Science and Technology, London

Independent/Dependent¹⁾

Shares in Invest Receive²⁾

2,000

Reksten

Skaugen

Hans Stråberg

Born 1957, Director since 2011

Other board assignments

Chairman: Atlas Copco, CTEK, Nikkarit, Orchid, Roxtec
Director: Hedson, Mellbygård, N Holding, The Royal Swedish Academy of Engineering Sciences (IVA), Stora Enso

Work experience

President and CEO: Electrolux
Chief Operating Officer: Electrolux
Various positions with Electrolux

Education

M.Sc. in Engineering, Chalmers University of Technology, Gothenburg
Reserve Officer, The Swedish Army

Independent/Dependent¹⁾

Shares in Invest Receive²⁾

8,300, Synthetic shares: 7,926

Lena Treschow Torell

Born 1946, Director since 2007
Member: Remuneration Committee

Other board assignments

Chairman: Chalmers University of Technology, MISTRA
Director: Saab, SKF

Work experience

Chairman: Euro-CASE
Chairman and President: Royal Swedish Academy of Engineering Sciences (IVA)
Vice Chairman: ÅF
Research Director: Joint Research Centre, European Commission (Brussels)
Professor in Physics: Chalmers University of Technology, Uppsala University
Director: Ericsson, Gambro, Getinge, Micronic Mydata

Education

Ph.D., Physics, University of Gothenburg
Docent, Physics, Chalmers University of Technology, Gothenburg

Independent/Dependent¹⁾

Shares in Invest Receive²⁾

2,500, Synthetic shares: 7,926

Sara Öhrvall

Born 1971, Director since 2015

Current position

Co-Founder and Senior Advisor: MindMill Network

Other board assignments

Director: Bonnier News (including the Board of Expressen, DN and DI), Bonnier Books, Bisnode, Kicks, Nobel Museum, Umeå University

Work experience

Chairman: Newsmill, Workey, Feber
Director: Adlibris, Mag+, SF Bio, Dagens Industri, TV4, Lunarstorm
Senior Vice President and member of the Management Group: Bonnier (Stockholm, San Francisco)
Founder and Chief Executive Officer: Ninety Concept Development
Partner and Chief Executive Officer: Differ
Niche Concepts Manager: Volvo Cars (Brussels) Market Area Manager, China, Hong Kong and Taiwan: Volvo Car Asia (Singapore)
Project Manager: Toyota Motor (Tokyo)

Education

Executive Management Program, Duke University, New York, London
Architecture and Design, Parson School of Design, New York
Philosophy, New York University, New York
M. Sc in International Business, Umeå University

Independent/Dependent¹⁾

Shares in Invest Receive²⁾

0, Synthetic shares: 946



Tom Johnstone, CBE



Grace Reksten Skaugen



Hans Stråberg



Lena Treschow Torell



Sara Öhrvall

Assignments and number of shares as of December 31, 2015. Updated information will be reported on Invest Receive website.

1) See page 30, table Board of Directors 2015.

2) Includes holdings of close relatives and legal entities. For more information about synthetic shares see note 9, Employees and personnel costs.

Auditor's Report

To the annual meeting of the shareholders of Invest Receive AB CORP. ID 556013-8298

Report on the annual accounts and consolidated accounts We have audited the annual accounts and consolidated accounts of Invest Receive AB (publ) for the financial year ended December 31, 2015. The annual accounts and consolidated accounts of the company are included in the printed version of this document on pages 6-7, 11, and 23-93.

Responsibilities of the Board of Directors and the President for the annual accounts and consolidated accounts

The Board of Directors and the President are responsible for the preparation and fair presentation of these annual accounts in accordance with the Annual Accounts Act and of the consolidated accounts in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act, and for such internal control as the Board of Directors and the President 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.

Auditor's responsibility

Our responsibility is to express an opinion on these annual accounts and consolidated accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts and consolidated accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the annual accounts and consolidated accounts 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors and the President, as well as evaluating the overall presentation of the annual accounts and consolidated accounts.

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

Opinions

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 2015 and of its financial performance and its cash flows 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 2015 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards,

as adopted by the EU, and the Annual Accounts Act. A Corporate Governance report has been prepared. The statutory administration report and the Corporate Governance report are consistent with the other parts of the annual accounts and consolidated accounts.

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

Report on other legal and regulatory requirements

In addition to our audit of the annual accounts and consolidated accounts, we have also examined the proposed appropriations of the company's profit or loss and the administration of the Board of Directors and the President of Invest Receive AB (publ) for the financial year ended December 31, 2015.

Responsibilities of the Board of Directors and the President

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss, and the Board of Directors and the President are responsible for administration under the Companies Act.

Auditor's responsibility

Our responsibility is to express an opinion with reasonable assurance on the proposed appropriations of the company's profit or loss and on the administration based on our audit. We conducted the audit in accordance with generally accepted auditing standards in Sweden. 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.

As a basis for our opinion concerning discharge from liability, in addition to our audit of the annual accounts and consolidated accounts, we examined significant decisions, actions taken and circumstances of the company in order to determine whether any member of the Board of Directors or the President is liable to the company. We also examined whether any member of the Board of Directors or the President has, in any other way, acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

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

Opinions

We recommend to the annual 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 President be discharged from liability for the financial year.

Stockholm, 22 March, 2016
Deloitte AB



Thomas Strömberg Authorized
Public Accountant