



2023

Annual report with
Sustainability Report

**Constructing connections.
Consciously.**

VIACON

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Formal financial reports can be found on pages 50–101.
The statutory sustainability report can be found on pages 26–49.

2023 IN BRIEF

- Net sales amounted to EUR 189,903 thousand (218,440), a decrease of 13.1% compared with the corresponding period last year. Organic growth amounted to -8.6%.
- Operating earnings (EBIT) amounted to EUR 13,162 thousand (16,758), corresponding to an EBIT margin of 6.9% (7.7).
- Operating earnings before depreciation (EBITDA) amounted to EUR 19,763 thousand (22,516), corresponding to an EBITDA margin of 10.4% (10.3).
- Underlying earnings before depreciation (underlying EBITDA) amounted to EUR 23,710 thousand (26,862), corresponding to an underlying EBITDA margin of 12.5% (12.3).
- Order intake amounted to EUR 199,275 thousand (215,767), a decrease of 7.6% compared with the same period last year. Organic growth amounted to -0.1%.

FINANCIAL KEY FIGURES

TEUR	2023	2022	2021	2020	2019
Net sales	189,903	218,440	191,870	187,847	174,233
Earnings before depreciation (EBITDA)	19,763	22,516	19,825	16,961	12,572
EBITDA margin	10.4%	10.3%	10.3%	9.0%	7.2%
Items excluded from underlying EBITDA	3,947	4,346	3,761	2,634	-
Underlying earnings before depreciation (underlying EBITDA)	23,710	26,862	23,586	19,596	12,572
Underlying EBITDA margin	12.5%	12.3%	12.3%	10.4%	7.2%
Operating earnings EBIT	13,162	16,758	14,166	11,918	7,475
EBIT margin	6.9%	7.7%	7.4%	6.3%	4.3%
Items excluded from underlying EBIT	3,947	4,346	3,761	2,634	-
Underlying operating earnings (underlying EBIT)	17,109	21,104	17,927	14,553	7,475
Underlying EBIT margin	9.0%	9.7%	9.3%	7.7%	4.3%

This is ViaCon

ViaCon is a leader in infrastructure construction solutions. Built on strong Nordic roots, ViaCon embodies a practical, human perspective that brings together technology and verifiable sustainability. The long-term view defines our vision, and by driving smart, future-friendly construction solutions for bridges and culverts, geotechnical and stormwater solutions, we will continue to shape and lead our industry.

ViaCon aims at the highest standards when it comes to environmental awareness, health and safety. The solutions are designed to minimise carbon footprint with minimum disruptions of traffic at work site, hence handling negative effects on both environment and society.

ViaCon offers its customers a host of distinct state-of-the-art solutions that are long-lasting and designed to meet the challenges of a changing world. ViaCon's solutions support both its customers and the society in reaching the vital sustainable goals.

VIACON CONSTRUCTS CONNECTIONS. CONSCIOUSLY.

VIACON OPERATES THROUGH THREE BUSINESS UNITS

Bridges & Culverts Solutions

The business unit offers solutions for construction, reconstruction, and relining of culverts, bridges, viaducts, grade separations, ecological crossings, tunnels etc that are used for establishing infrastructural connections and crossings.

More on page 15.

NET SALES 2023 EUR

190 m

EBITDA MARGIN

10.4%

ADJ. EBITDA MARGIN

12.5%

EMPLOYEES ON AVERAGE

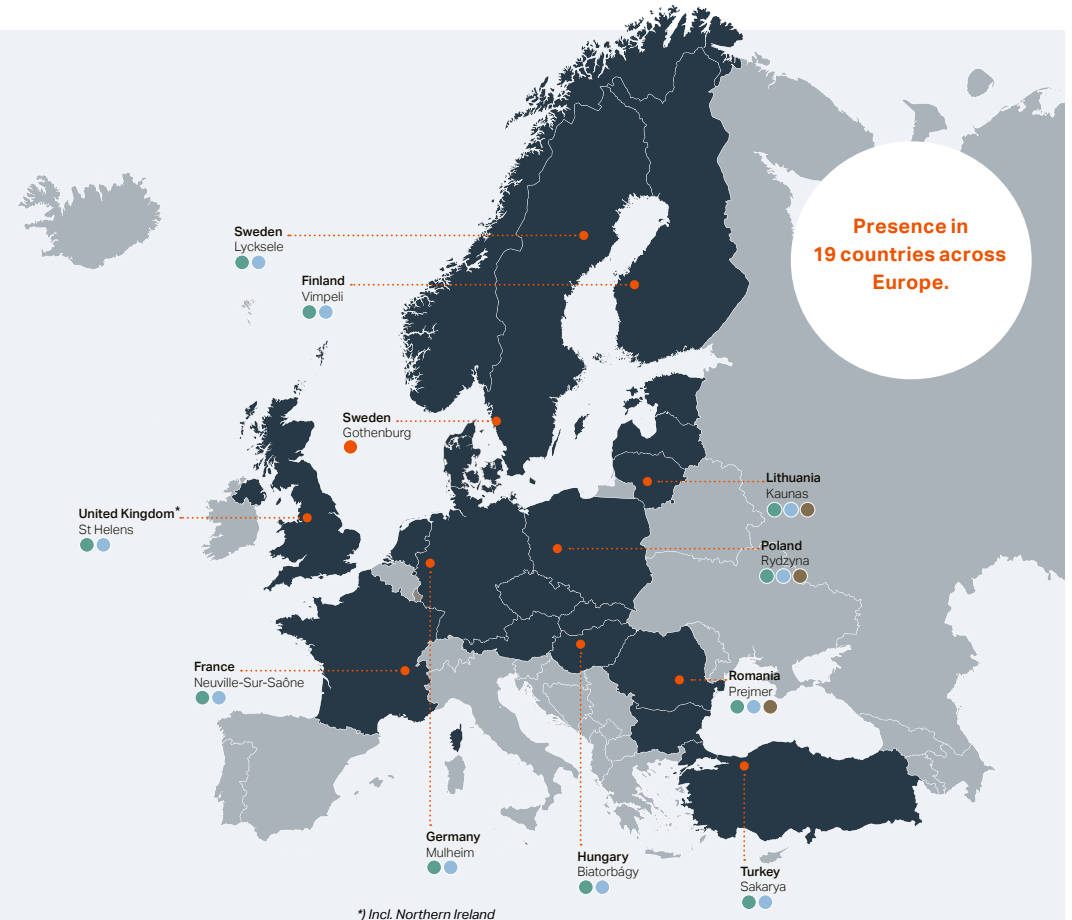
~750

EUROPEAN LEADERSHIP POSITION

#1

YEARS OF ENGINEERING EXPERIENCE

+35



GeoTechnical Solutions

The business unit offers customized solutions for soil reinforcement and groundwater protection and technical solutions for different areas of use, such as retaining walls, roads and railways, environmental engineering, as well as solutions with plastic pipes.

More on page 18.

StormWater Solutions

The business unit designs and manufactures among others large capacity water tanks that are used to store rainwater in the event of a downpour or polluted water, as well as fire water tanks. The tanks are mainly used under parking spaces, as well as by specialized construction contractors. More on page 21.

STEFAN NORDSTRÖM, PRESIDENT AND CEO

Improved margins despite a year of market challenges

2023 was a year with a more volatile and unpredictable market than we normally experience. Despite this, we managed to increase our margin to a record level, an achievement that underlines that our strategy and organisation are working well. Our ability to manage change and be able to act quickly has been a crucial success factors during this year's challenging market climate.

In 2023, ViaCon increased the adjusted EBITDA margin to 12.5%, the highest margin level in the company's history to date, despite many challenges in the market. The EBIT-margin was 6.9% (7.7). Interest rate increases and high inflation have led to delays in ViaCon's customers' financing solutions for infrastructure projects, especially during the first half of the year. This shift in customers' projects had a negative impact on both sales and earnings in 2023. However, demand for ViaCon's solutions remained high and we saw a significant increase in order intake during the second half of the year. We have a strong market position with long and good customer relationships on all our markets.

INTENSIFIED EFFICIENCY WORK

In June 2023, ViaCon decided to intensify the efficiency work that began in 2022 with the aim of streamlining the organisation for increased agility and efficiency. The plan envisaged a reduction in the workforce of approximately 180 positions, which corresponds to more than 20% of the workforce we had when we entered the year. The measure has since been fully implemented according to plan. The initiative reduced the Group's costs excluding non-recurring costs, compared to the planned costs, by approximately EUR 6.3 million in 2023. At the end of the year, this meant that the initiative resulted in efficiency improvements corresponding to approximately EUR 10 million on an annual basis. With a continued gradual recovery in order intake and with a lower cost base, we are well equipped for profitable growth.



IMPROVED EBITDA MARGINS

Net sales for the year amounted to EUR 189,9 million (218,4), a decrease of 13,1% compared to the previous year. Adjusted for exchange rate effects, divestments and acquisitions, organic growth was -8.6%. Adjusted EBITDA amounted to EUR 23,7 million (26,9), implying an improved adjusted EBITDA margin of 12,5% (12,3). The adjusted EBITDA margin in the second half of the year increased to 18.3% (14.3). Operating earnings (EBIT) amounted to EUR 13,2 million (16,8), corresponding to an EBIT margin of 6,9% (7,7). Adjusted operating profit amounted to EUR 17,1 million (21,1), corresponding to an adjusted EBIT margin of 9,0% (9,7).

SUSTAINABILITY AT THE CORE

ViaCon continues to prioritize sustainability in our solution offerings, both in terms of solutions based on steel instead of concrete or plastic, environmental technology, erosion control, soil reinforcement and water pipe technology. The benefits are many, such as minimizing the CO2 footprint, shortening the construction time and reusing materials. The health and safety of our colleagues, suppliers and customers continued to play a central role in our high sustainability ambitions in 2023. We have climate goals that clearly show our ambition to be involved and influence and contribute to a sustainable society, and we do this by ensuring that ViaCon is developed in a sustainable way. Read more about our sustainability work on page 26.

STRENGTHENED ORGANISATION

The Group consists of the three business units: Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions. Through strategic priorities, we will grow the business in Bridges & Culverts Solutions, improve profitability in GeoTechnical Solutions and build the business in StormWater Solutions.

The intensified efficiency work during the year has meant that our organisation has been clarified and that we can use our resources and skills in a more efficient way. During the year, we also made changes to Group Management, with Salomeh Tafazoli taking on the role of Vice President Bridges & Culverts Solutions and Andrzej Rokosz being of Vice President GeoTechnical Solutions.

WELL EQUIPPED FOR THE COMING YEARS

There are thousands of projects underway in infrastructure and private construction aimed at strengthening Europe and rebuilding the economy of an entire continent whose infrastructure is neglected and where climate changes create challenges for rainwater management. We work actively to reduce the climate impact of our own operations and our value chain, and ViaCon is determined to be at the forefront of contributing to sustainable development in the infrastructure and the construction sector, areas where we can make a difference for our customers and our surroundings.

ViaCon has a strong heritage and brand to build on, and our ambition is to achieve an even stronger position with good profitability in our three business areas in the European market. With our technical expertise and focus on sustainability, we have strengthened our customer offering of cost-effective solutions. The market throughout Europe continues to grow, and ViaCon is also gaining market share from competing solutions. This, combined with the reduced cost level that our efficiency work has entailed, means that we are very well equipped for a successful the coming years.

With a strong order intake in the second half of 2023, with increased efficiency and a clear focus on delivering our strategy, we look forward to 2024.

Stefan Nordström, President and CEO

FOCUS 2023

- Implemented efficiency work to reduce the cost base and strengthen ViaCon both in the long and short term.
- Ensured internal flexibility in production to more rapidly handle a gradually increasing order intake.
- Strengthened the customer offering with technologically advanced product solutions, including IOT solutions to create added value for the customer.
- Continued improvement of working capital efficiency.
- Strengthened and developed the management organization both at Group level and at local level.
- Improved key HR metrics, such as sick leave, lost days due to injuries, and employee engagement index.

FOCUS 2024

- Grow the business through increased focus on profitable growth and to take market share from alternative materials such as concrete and plastic.
- Deliver from the strong order book and secure a continued strong order intake from the current high market activity.
- Maintain the improved efficiency and cost level that the intensified efficiency work in 2023 has entailed.
- Implement sustainability reporting CSRD for full-scale use by 2025.

ViaCon – an international Group with sustainability in focus

ViaCon was founded in 1986 with establishments in Sweden and Norway. Today we are an international company, providing environmental friendly, sustainable engineering solutions with a focus on sales and manufacturing of corrugated steel structures, geo-technical, and storm-water solutions.

ViaCon Group encompasses more than 30 companies in 19 countries in Europe. Our customers include large multinational contractors, national road and railway authorities, and small local businesses.

Our R&D activity includes active cooperation with governments and universities to create state-of-the-art engineering solutions and products. Environmental awareness, health, and safety are the key features of our design process.

All our products and solutions comply with national standards and follow international codes and recommendations. We are proud of the high technical acumen that we are recognized for by our customers.

OUR HISTORY AND SCANDINAVIAN HERITAGE

Since our start in 1986, ViaCon has gone from being a widespread company in many countries to becoming a more cohesive and well-organized international Group. We have gone from providing only products to now offering world-class time- and cost-effective solutions, with focus on sustainability.

We stand for the highest standards of professionalism and integrity, traits from our Scandinavian heritage. It is this heritage that our company culture is based on and that helps us live up to our quality promise to both customers and employees. Our heritage also entails a great responsibility to protect the environment and to preserve nature.

We also value time. Our engineers and designers provide solutions and products that are faster to install enabling much shorter infrastructure disturbances, sometimes from a few months to just a couple of weeks throughout the project.

COMMITTED TO MAKING A DIFFERENCE

ViaCon is committed to making a difference for the environment by constantly striving to reduce CO2 emissions, help alleviate the negative impact of climate changes, protect ground water, preventing pollution in landfills, preserving life of our fauna through animal crossings. Read more about our sustainability work on page 29.

RISK MANAGEMENT

ViaCon is, as all companies, subject to several operational and financial risks that could affect our activities. Exposure to risk is a natural part of running a business. This is reflected in our view of risk management, which aims to identify and prevent risks and to limit any damage as a result of them. Read more in the risk section on page 52.

OWNERS

Approximately 95% of ViaCon is owned by funds advised by FSN Capital Partners. The remaining approximately 5% is owned by the company's management and other representatives. Established in 1999, FSN Capital is a leading private equity adviser in the Northern European region with EUR 4 billion under management. FSN Capital seeks to act with the highest level of integrity, taking a responsible approach when interacting with its portfolio companies, advisors, investors, local communities and the environment.

VIACON'S VISION

We will be the leading European provider of sustainable Bridges & Culverts, GeoTechnical and StormWater Solutions applying our high technical competence.

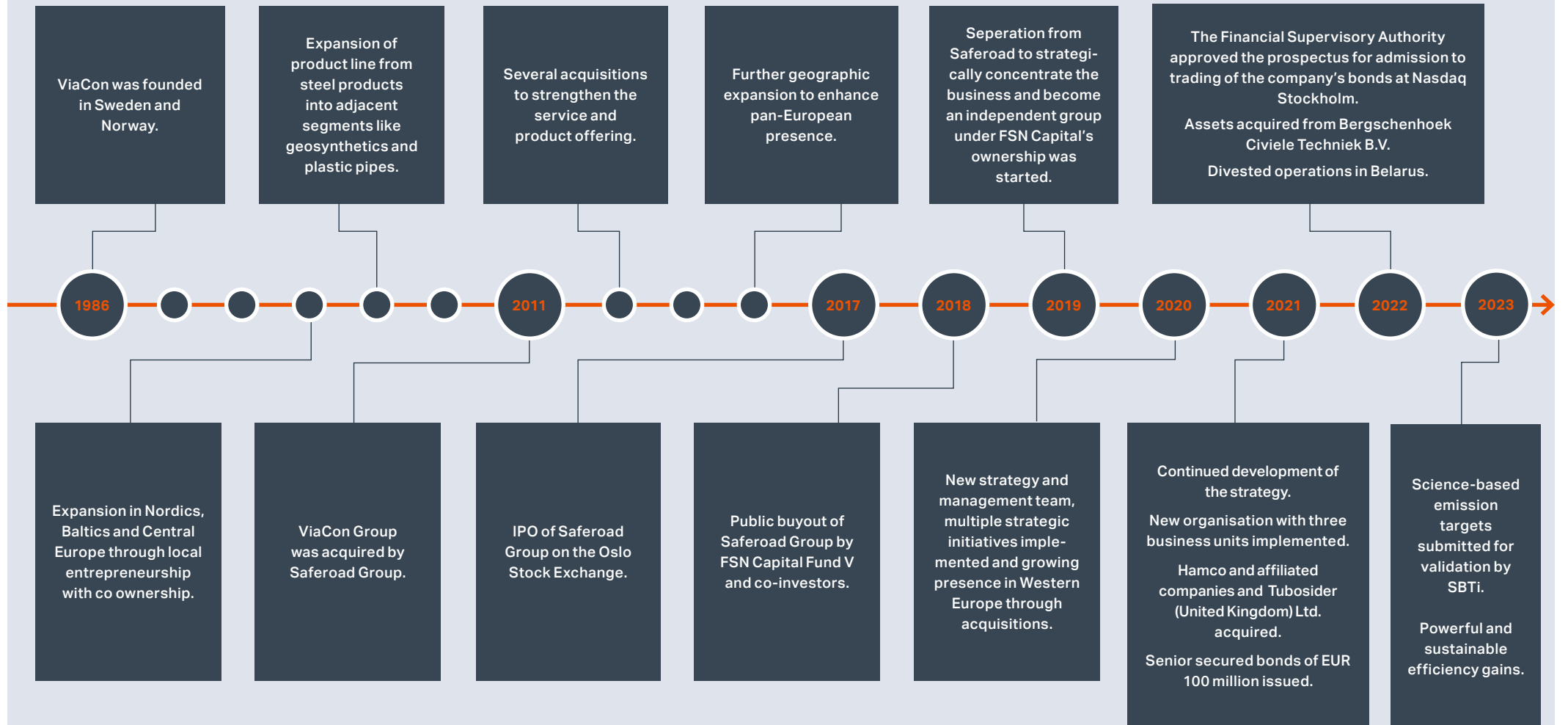
WHAT THIS MEANS FOR US

Europe is ViaCon's home market. ViaCon acts also in other markets and thus opportunities will be handled on an opportunity basis. ViaCon currently has no ambitions to go global but would like to strengthen the position into Western Europe.

Focus on sustainability implies that ViaCon wants to differentiate the product offerings to provide highly profitable solutions and supporting our customers' demand for sustainable and environmentally friendly solutions.

Applying the Group's high technical competence in ViaCon's solutions is the key to differentiate and build sustainable competitiveness.

ViaCon's history – more than 35 years of experience



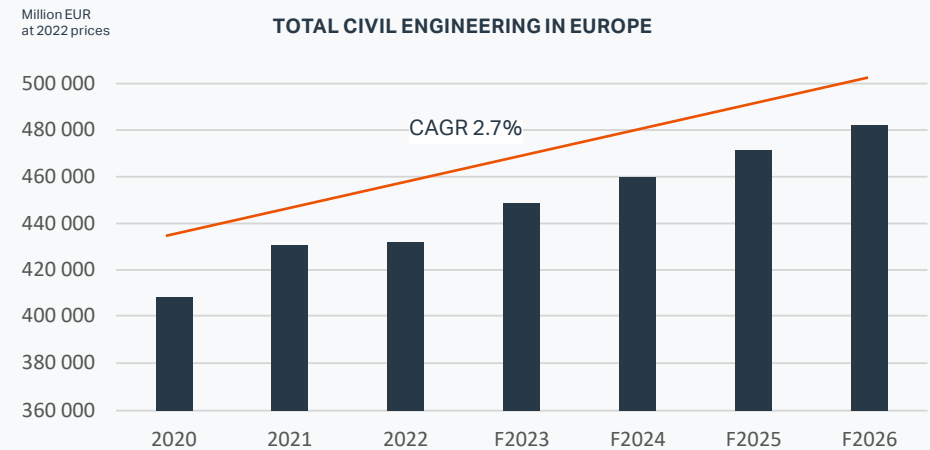
Market outlook and influencing factors

ViaCon has a strong position in the European market and is ideally positioned to capitalise on a growing and stable market. The infrastructure market is continuing to grow throughout Europe and, in addition, ViaCon is taking market shares from competing solutions.

ViaCon strives to strengthen its position with strengthened profitability in the European market. Through strategic priorities, ViaCon will grow the business within the Bridges & Culverts Solutions business unit, improve profitability within GeoTechnical Solutions and build the business within StormWater Solutions.

During 2023, interest rate increases and high inflation entailed delays in ViaCon's customers' financing solutions for infrastructure projects. The situation stabilized towards the end of the year. We do, however, anticipate continued market volatility and geopolitical uncertainty.

Thousands of sustainability projects are underway throughout Europe, which requires innovative solutions in the strategic infrastructure sectors. We aim to strengthen profitability over time by working uniformly towards a common goal, and by improving internal production efficiency. We have reinforced our processes, our digital tools and our expertise in key areas like production, purchasing and logistics. ViaCon can thus become a stronger partner for all stakeholders in society and the company will further advance its position in terms of future solutions in each business unit.



Source: EUROCONSTRUCT, November 2023

The European civil engineering market is poised for growth on the back of significant infrastructure programs and a clear climate agenda.

FACTORS INFLUENCING CIVIL ENGINEERING DEMAND

Main drivers over the coming years



Long-term financial targets

SALES, CAGR >5%	EBITDA > 15%
Through our strong sustainability offering, we have a clear ambition to have an average annual growth of at least 5% per year.	The target is for the operating margin before depreciation (EBITDA) to amount to at least 15 percent.
Target >5.0%	Target >15.0%
Outcome 2023 -13.1%	Outcome 2023 12.5%
<p>Comments: Growth in 2023 amounted to -13.1% (19.3). Interest rate increases and high inflation during the year have meant delays in ViaCon's customers' financing solutions for infrastructure projects. This shift in customer projects had a negative impact on growth. Demand for ViaCon's solutions is still high and during the second half of 2023, ViaCon has had a clearly increasing order intake.</p>	<p>Comments: The adjusted EBITDA margin increased to 12.5 (12.3) percent, which is the highest margin level for ViaCon to date. However, the target of 15% was not achieved.</p>

HIGH CASH CONVERSION		
High cash conversion by continuing to reduce working capital in relation to sales. ViaCon's investments represent approximately 2-3 % of the Group's annual sales, with focus on efficiency improvements and strategic initiatives in product and process.		
GUIDELINES		
OPWC R12/SALES R12	INVESTMENTS	DEPRECIATION
Guideline <16.5%	Guideline 2-3%	Guideline 2-3%
Outcome 2023: 15.5%	Outcome 2023: 1,8%	Outcome 2023: 3,5%
<p>Comments: The guideline is that the operating working capital (OPWC*) should amount to a maximum of 16.5% average. The outcome for 2023 was lower than the guideline.</p>	<p>Comments: The guideline is that the cash flow-affecting investments over time should be between 2-3% in order for the business to have a good balance between liquidity and investment in capacity and efficiency. However, the rate of investment may vary between years.</p>	<p>Comments: The guideline is that the depreciation over time should be between 2-3% to balance the investment rate in the cash flow. The lower turnover in 2023 means that the outcome is slightly above the guideline.</p>
*) Definition on page 97.		

Strategic priorities in focus

Global challenges require new business models, the world is changing and ViaCon with it. Programs and plans for future growth and profitability, were prepared in 2020 and work has continued through 2023.

The work has resulted in a revised vision and business concept where the strategic priorities are clear. Through a new organisational structure for the Group consisting of three business units and a consolidated operations function that were introduced in the beginning of 2021, we have a strong foundation to build on.

Through strategic priorities, ViaCon will grow the business within Bridges & Culverts Solutions, improve profitability within GeoTechnical Solutions and build the business within StormWater Solutions.

Our ambition is that the profitability will develop further by working uniformly towards the same goal and by increasing production efficiency through the new operations function. Maintaining high ESG standards is also at the top of ViaCon's strategic agenda.

ViaCon will thus become a stronger partner for all its stakeholders and we will advance our positions in terms of future solutions in each business unit.

STRATEGIC PRIORITIES



1. GROW Bridges & Culverts Solutions

- Strengthen existing weaker spots
- Gain business from alternative solutions (concrete) in addressable markets
- Differentiated pricing through value selling in selected applications
- Increase cost efficiency through synergies, capacity utilization and efficient purchasing
- Proactive sales approach ("ViaCon Way of Sales")



2. IMPROVE PROFITABILITY GeoTechnical Solutions

- Grow sales within high-margin technical solutions
- Reduce low-margin sales e.g. commodities, wholesale etc
- Improve pricing following more solution sales
- Reduce product cost by centralizing plastic production footprint and leverage purchasing of traded goods
- Proactive sales approach ("ViaCon Way of Sales")



3. BUILD StormWater Solutions

- Build market offering strategy to become a solutions provider
- Gain market shares from alternative solutions and increase pricing vs alternative solutions through value selling
- Reduce product costs by harmonizing production technologies and purchasing
- Selective M&A mainly into Western Europe
- Proactive sales approach ("ViaCon Way of Sales")

4. ACCELERATE OPERATIONAL EXCELLENCE

Operations efficiency

- H&S focus (ESG)
- Operational KPI's
- Productivity/efficiency
- Manufacturing footprint

Sourcing power

- Sourcing power/spend analysis
- Category management
- Sourcing talent

Working capital

- OPWC program
- Capital efficiency
- S&OP process

5. ACCELERATE COST EFFICIENCY, BUSINESS SUPPORT AND PERFORMANCE MANAGEMENT

Finance

IT

Commercial development

People & Organisation

Change management

ESG

A stronger ViaCon

ViaCon has taken major steps forward in 2020-2023 and with the new strategy, ViaCon will be able to advance its position further in the European market by providing sustainable and environmentally friendly solutions. Innovation is happening everywhere, and ViaCon continues to explore new technology that strengthens the product offerings with a focus on sustainability. Through its expertise in technical solutions, ViaCon will create value for its customers by differentiating its range with cost effective solutions.

ViaCon is significantly stronger today than a year ago. Our strategy gives us confidence in being able to deliver continued good development as the leading European supplier of sustainable solutions in our segments.

STRENGTHS



EXCEPTIONAL ENGINEERING CAPABILITIES WITH A CLEAR CUSTOMER VALUE PROPOSITION

- Provider of mission critical engineered products with >35 years of experience
- Value proposition that is more attractive than alternative materials and thereby build long-standing relationships with key decision makers



LEADING MARKET POSITION ON FOCUS MARKETS

- No. 1 steel structure player in Europe for bridges, culverts and stormwater tank applications
- Entrenched market position protected by several barriers to entry



BROAD GEOGRAPHICAL AND CUSTOMER COVERAGE ACROSS EUROPE

- Wide geographic reach through strategically located production sites
- Strong presence in 19 countries across Europe with an average of 750 employees and a diversified customer base
- Covering the leading contractors in each country



STABLE MARKET POISED FOR GROWTH FOR THE YEARS AHEAD

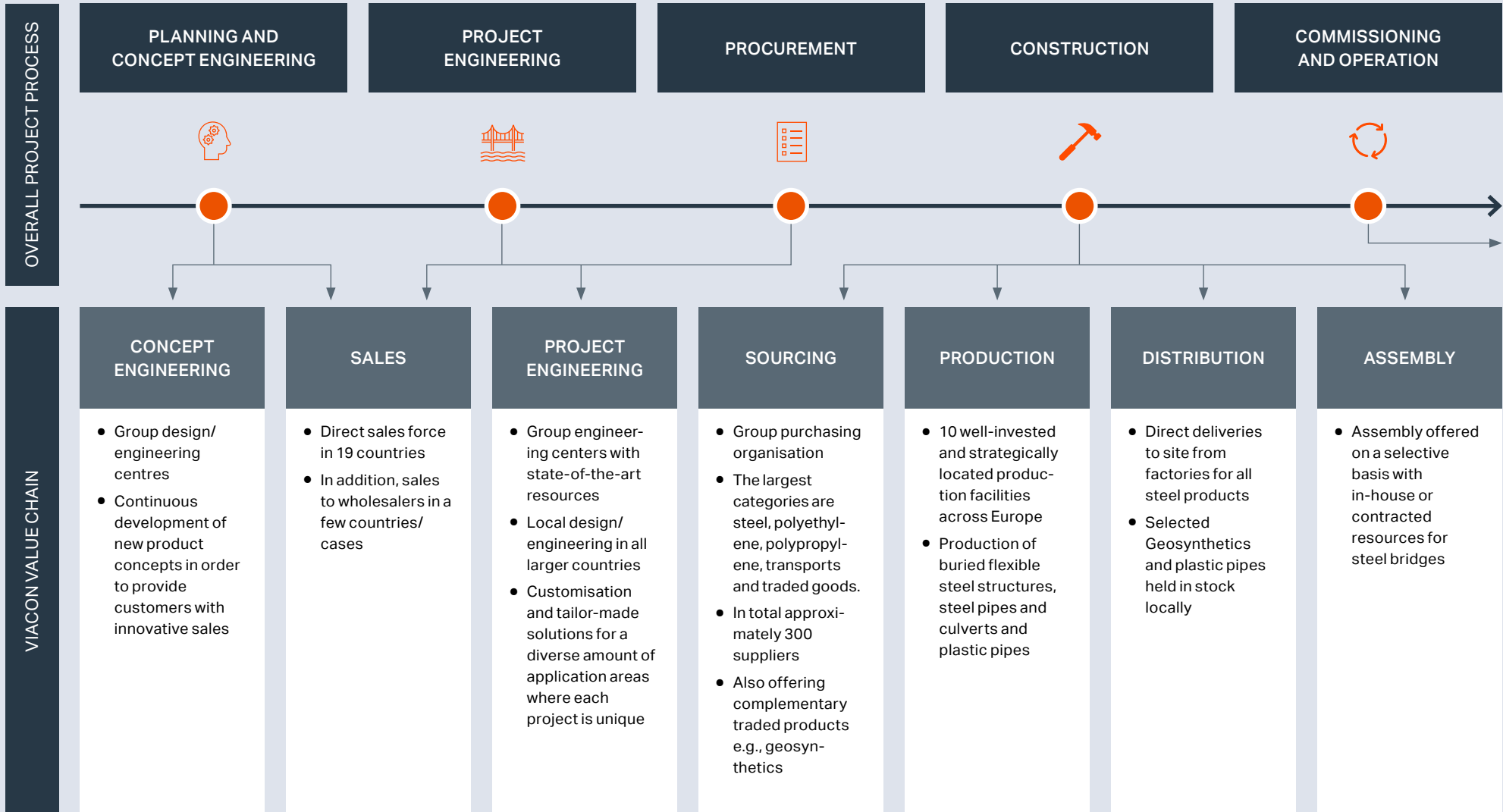
- Attractive macro environment with large infrastructure programs and a clear climate agenda expected to fuel growth
- Multiple growth drivers favoring many of ViaCon's strategic addressable markets



ATTRACTIVE FINANCIAL PROFILE WITH STRONG MARGINS AND DEBT SERVICE CAPACITY

- Stable sales development coupled with improving profitability
- Efficient working capital management and limited capex requirements yielding strong expected cash conversion

ViaCon controls the entire value chain from concept engineering to assembly



ViaCon works in close collaboration with all stakeholders

ViaCon combines experience and highest level technical know-how with cutting-edge technology. We are pioneers in the field of bridges, culverts, geotechnical and stormwater solutions and we offer our customers sustainable solutions designed to meet the challenges of a changing world.

ViaCon's solutions support both our customers and the society in reaching the vital sustainable goals. We have the strength of a group at the same time as we have extensive knowledge of the local markets in which we operate.

We attach great importance to maintain a close relationship with our stakeholders in all parts of the projects by creating awareness of our solutions and transparency in upcoming projects. The Group has long-standing relationships with decision makers in infrastructure projects, including large multinational contractors, national road and railway agencies and both industrial and commercial building owners.

SERVICES AND SOLUTIONS

ViaCon works proactively with engineering solutions with all stakeholders involved in the early planning of infrastructure projects. The proactive work secures that the technical specifications for infrastructure projects allow the acceptance of the Group's products and solutions which in turn leads to good growth opportunities.

CONCEPT ENGINEERING

Through ViaCon's design and engineering centres, we continuously develop new product concepts to provide the customers with innovative solutions. Engineering and design is primarily located in Poland but also in other locations like Lithuania, Sweden, France, Turkey and UK.

SALES

ViaCon has a direct sales force in 19 countries which are supported by the different engineering and design centers throughout the group.

PROJECT ENGINEERING

ViaCon offers engineering with state-of-the-art resources located both centrally in each business unit as well as locally in our larger geographic markets. This allows the Group to offer customised and tailor-made solutions for a diverse amount of application areas.

SOURCING

ViaCon benefits from a central purchasing organisation with approximately 300 suppliers. The largest categories steel, polyethylene, polypropylene, transports and traded goods.

PRODUCTION

ViaCon's production facilities are based at ten strategic locations across Europe. These facilities are used to produce buried flexible steel structures, steel pipes & culverts, watertanks and plastic pipes.

DISTRIBUTION

Delivery of ViaCon's products is offered directly to the installation site from the Group's production facilities for all steel products. Furthermore, selected geosynthetics and plastic pipes are held in stock locally by the Group.

ASSEMBLY

Assembly of steel bridges produced by the Group is offered to customers on a selective basis mostly with contracted resources.

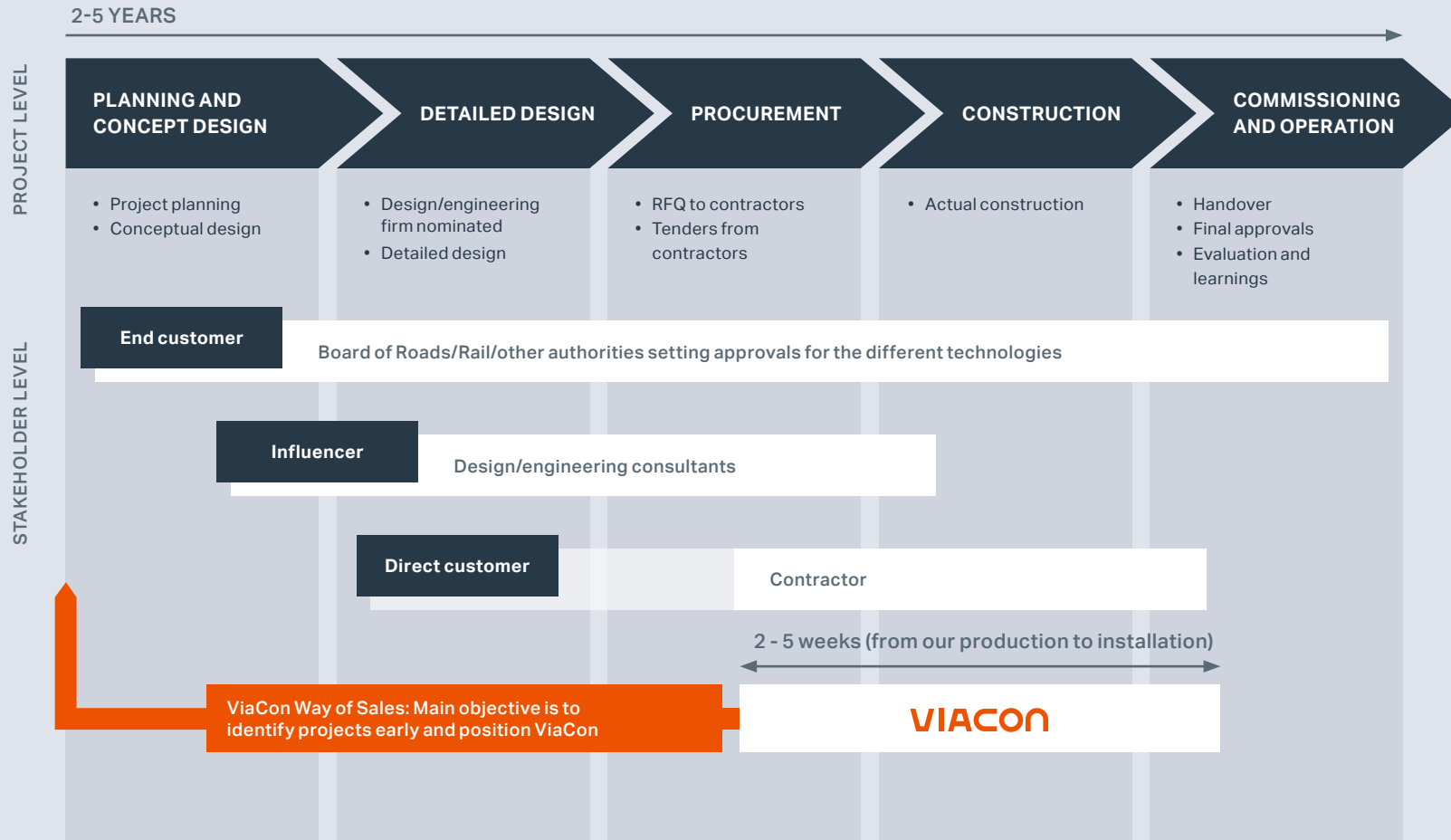
Technology leader with excellent engineering capabilities

SELECTED SOLUTIONS OFFERING

- A broad and competitive product line within the business units Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions
- Strong conceptual engineering that continuously improves current products and invents new solutions
- Research together with leading universities that has produced many groundbreaking ideas
- Excellent project engineering that creates customised and competitive solutions to customer problems
- Group engineering centers with state-of-the-art resources combined with local engineering that is close to our markets and key customers

ViaCon Way of Sales

Main objective is to identify projects early and position ViaCon



BUSINESS UNIT

Bridges & Culverts Solutions

The Bridges & Culverts Solutions business unit accounts for approximately 42% of the Group's total sales. The business unit offers solutions for construction, reconstruction, and relining of culverts, bridges, viaducts, grade separations, ecological crossings, tunnels etc that are used for establishing infrastructural connections and crossings.

THE YEAR IN BRIEF

Net sales for 2023 amounted to EUR 80,097 thousand (82,672), a decrease of 3.1%. Organic growth amounted to 4.8%. Earnings before depreciation amounted to EUR 10,778 thousand (12,092), corresponding to an EBITDA margin of 13.5% (14.6). The underlying earnings before depreciation amounted to EUR 13,102 thousand (14,764), corresponding to an underlying EBITDA margin of 16.4% (17.9). Order intake for the period amounted to EUR 84,605 thousand (83,235), an increase of 1.6% on the corresponding period last year. Organic growth amounted to 17.3%.

The business unit has a pronounced seasonal variation, with the second and third quarters normally being the strongest. There are numerous infrastructure investments taking place around Europe as there is a great need to renew and expand an aging infrastructure in many countries.

COMPETITIVE ADVANTAGES

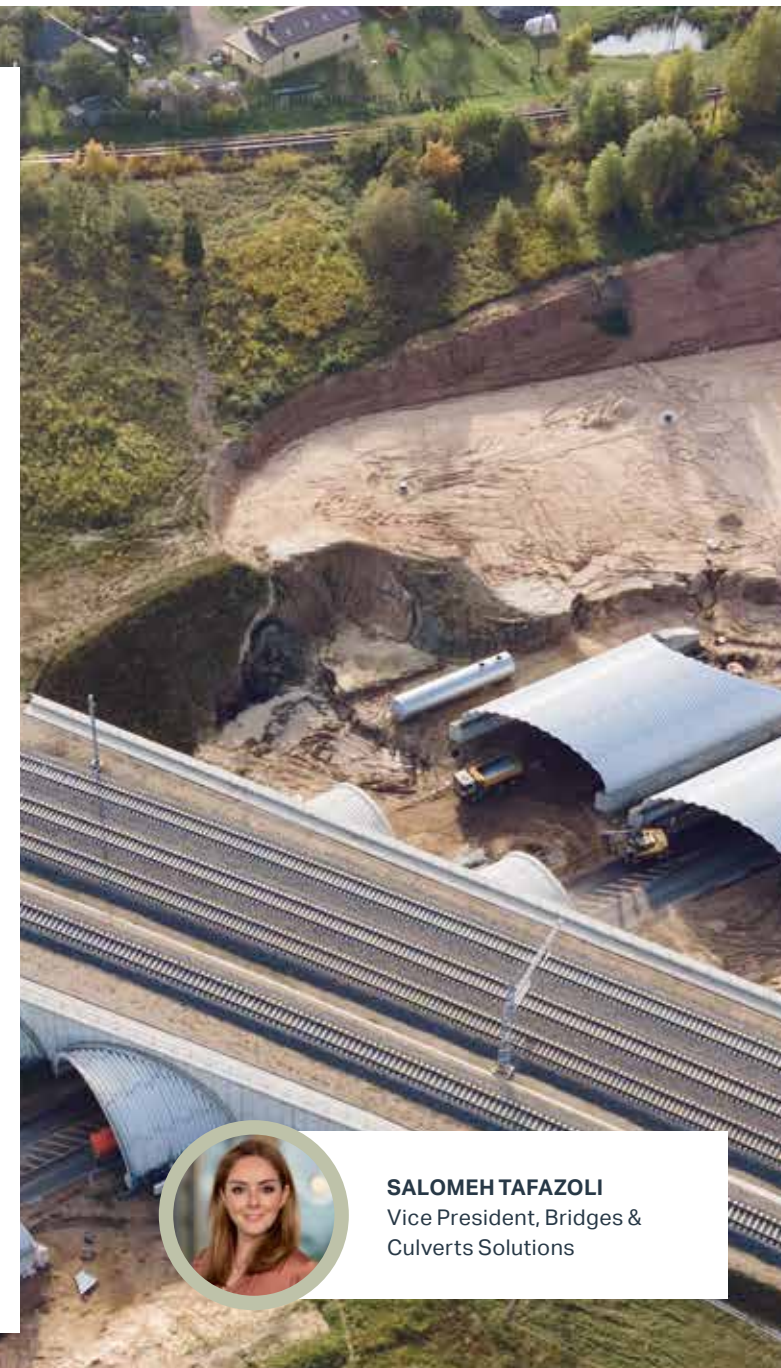
Our solutions offer a total cost advantage versus concrete solutions in several applications, smaller water bridges and culverts, ecological crossings, pedestrian tunnels, rail underpasses etc. Steel structures have an advantage over concrete by having approximately 50% less CO2 footprint*, faster construction time, more flexibility and more potential for technological advances to make steel solutions more carbon friendly.

MARKET AND OUTLOOK

The business unit benefits from the increase in the use of ecological crossings in order to combine a high level of traffic safety (roads with fences) and protection of wildlife. In addition, many railway investments are being made as part of the total investments in infrastructure and many new high-speed lines are being built.

Renovation of older bridges, especially water bridges, through relining is increasing as the road and rail network in Europe ages (45% of Europe's motorways were built more than 40 years ago). Initiatives such as the EU's green giveaway and the EU's taxonomy are also expected to contribute to increased investment in environmentally friendly solutions.

The business unit's direct customers are road and railway contractors who work on behalf of road and railway authorities.



SALOMEH TAFAZOLI
Vice President, Bridges &
Culverts Solutions

*) Source: Journal of Cleaner Production 189 (2018) 647-661. Note: Measured on a global warming potential

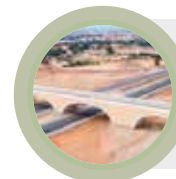
BRIDGES & CULVERTS SOLUTIONS

- With more than 30 years of civil engineering experience, we provide specialized, world-class Bridges and Culverts solutions that are strong and durable, cost-efficient, and sustainable.
- We provide conceptual and design services to ensure optimal solutions and manufacturing along with timely delivery. Additionally, we offer installation services or supervision to ensure seamless execution.

PRODUCTS & SOLUTIONS



HelCor® for Culverts



UltraCor® for Bridges



MultiPlate for Culverts / Bridges



ConSpan® for Bridges



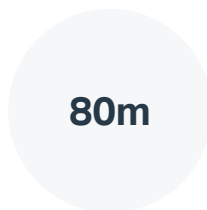
SuperCor® for Bridges



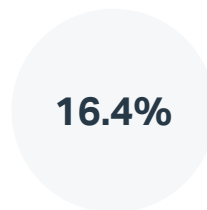
ACROW® for Bridges

Key information

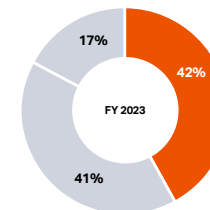
NET SALES EUR



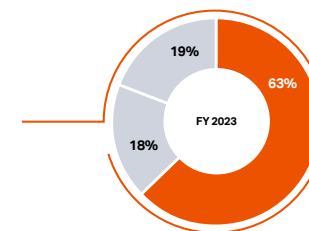
ADJ. EBITDA MARGIN*



SHARE OF TOTAL SALES



SHARE OF TOTAL ADJ. EBITDA*



*) Excl. IFRS 16

CASE STUDY

Extending infrastructural lifespan by relining railway culvert

ViaCon delivers a rapid construction railway culvert to preserve road safety without disrupting traffic.

THE CHALLENGE

Being able to extend the lifespan of vital infrastructure, such as roadways, offers both cost savings and environmental benefits.

A hydraulic culvert, a structure used to carry water from one side of the road to another, located in the Istanbul-Kocaeli section of Turkey's most important railway line, had reached the end of its service life. But being a critical part of the railway line connecting Europe and Asia, the line could not afford downtime, but needed to be fixed or replaced because it posed risks to the safety of existing railway traffic.

THE SOLUTION

As a result of studies carried out by the traffic administration in Turkey, it was determined that ViaCon solutions proved to be the only option for the reinforcement in this section.

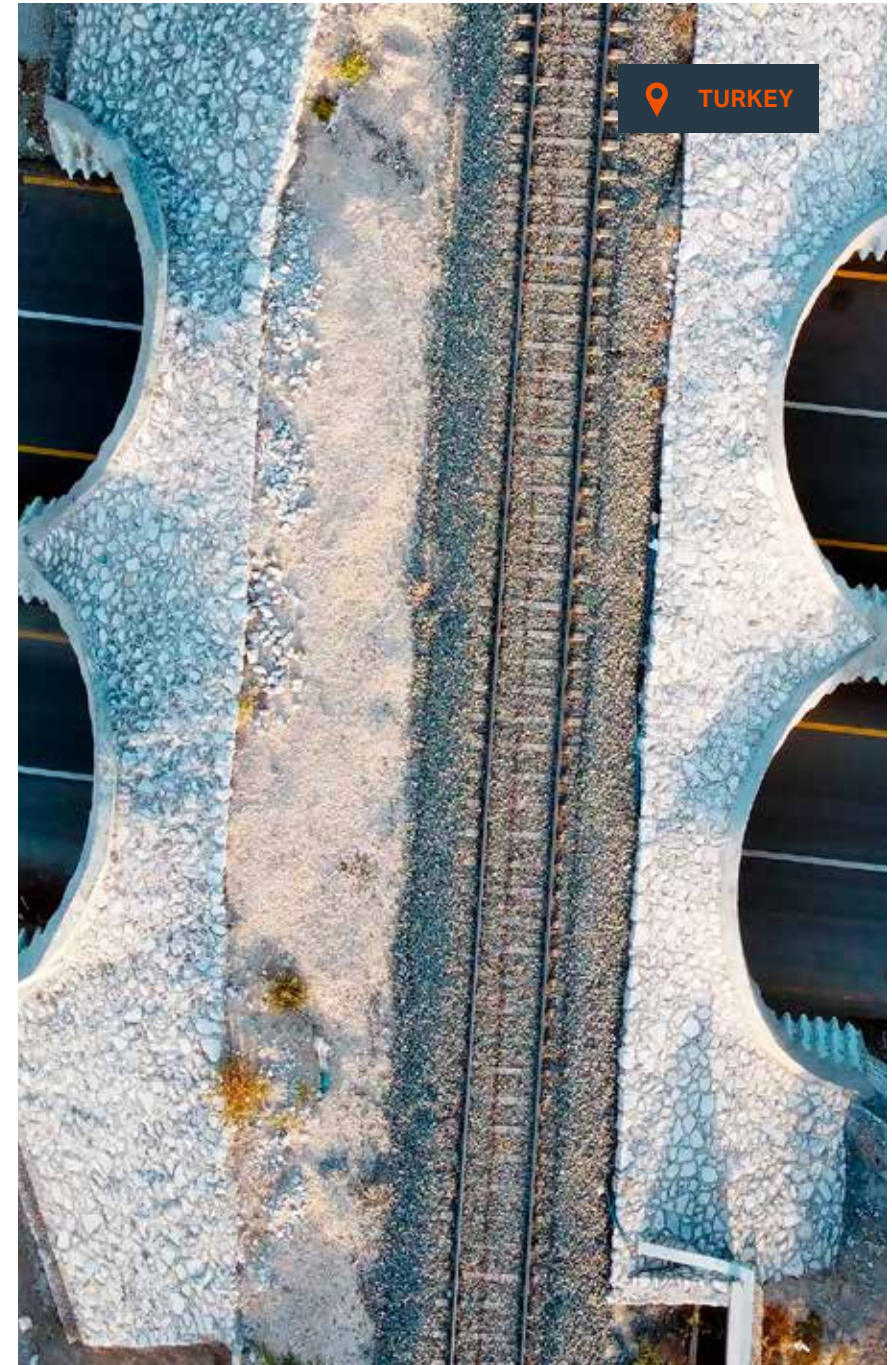
The special MultiPlate section designed by ViaCon Turkey was used. The hydraulic installation enabled the tunnel to operate safely and efficiently without disrupting traffic flow.

THE ADVANTAGES

The benefits of ViaCon's flexible solutions include:

- Faster time to and ease of project completion
- Minimal disruption to traffic during construction
- No need for heavy equipment for transportation
- Extending the life of the existing railway culvert could both keep traffic flowing enable another 70 years of service

ViaCon Turkey offers end-to-end consultation with customers to help them solve today's infrastructural challenges for the long term – sustainably.



BUSINESS UNIT

GeoTechnical Solutions

The GeoTechnical Solutions business unit accounts for approximately 41% of the Group's total sales. The business unit offers customized solutions for soil reinforcement and groundwater protection and technical solutions for different areas of use, such as retaining walls, roads and railways, environmental engineering, as well as solutions with plastic pipes.

THE YEAR IN BRIEF

Net sales for 2023 amounted to EUR 77,170 thousand (101,041), a decrease of 23.6%. Organic growth amounted to -20.9%. Earnings before depreciation amounted to EUR 3,198 thousand (2,381), corresponding to an EBITDA margin of 3.5% (5.4). The underlying earnings before depreciation amounted to EUR 3,703 thousand (6,475), corresponding to an underlying EBITDA margin of 4.8% (6.4). Order intake for the period amounted to EUR 81,841 thousand (96,930), a decrease of 15.6% on the corresponding period last year. Organic growth amounted to -13.1%.

Also in this business unit, we can see a seasonal variation where the high season is normally during the second and third quarters. In the previous year, the business unit had very uneven demand and order intake, with strong growth during parts of 2022 driven by the business unit's customers needing to ensure access to materials as a result of Russia's invasion of Ukraine. This year, order intake is of a more normal nature.

COMPETITIVE ADVANTAGES

The GeoTechnical Solutions business unit is a leading provider in applying technical solutions, using geosynthetics, plastic pipes and traded goods across Europe, often leading to reduced environmental impact and lower cost. Many of the solutions we provide today are effective in terms of sustainability, both in environmental engineering, erosion control, soil reinforcement and waterway engineering.

MARKET AND OUTLOOK

The business unit benefits from the stable and relatively good investment levels in infrastructure. Also, there is growing need for landfill and other environmental solutions where ViaCon offers competitive and sustainable solutions with decades of experience.

The customers are mainly contractors in the road and construction industry as well as project owners in landfills, mines and industry.



ANDRZEJ ROKOSZ
Vice President,
GeoTechnical Solutions

GEOTECHNICAL SOLUTIONS

- The GeoTechnical Solutions business unit is a leading provider in applying technical solutions using geosynthetics, plastic pipes and traded goods across Europe, often leading to reduced environmental impact and lower cost. Many of the solutions we provide today enable sustainability in environmental engineering, erosion control, soil reinforcement and waterway engineering.
- The business unit offers customised solutions for soil reinforcement and ground-water protection and technical solutions for different areas of use, such as retaining walls, roads and railways, landfills and mining engineering, as well as solutions with plastic pipes.

PRODUCTS & SOLUTIONS



Plastic pipes
Quattro, Optima, Drainage



Filtration and Separation Solutions



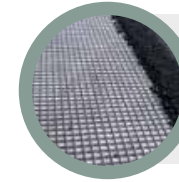
Soil Reinforcement Solutions



Hydraulic and Environmental Engineering Solutions



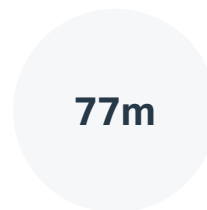
Retaining Walls



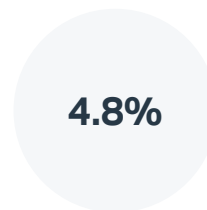
Asphalt Reinforcement Solutions

Key information

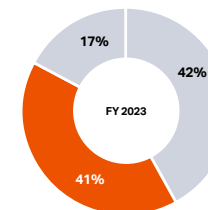
NET SALES EUR



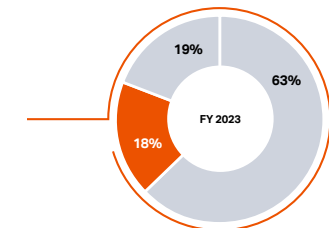
ADJ. EBITDA MARGIN*



SHARE OF TOTAL SALES



SHARE OF TOTAL ADJ. EBITDA*



*) Excl. IFRS 16

CASE STUDY

Versatile overpass that works for nature and people

ViaCon provides a natural-looking, installation-friendly solution for road overpasses that works with time, soil and financial constraints.

THE CHALLENGE

Traffic safety has long been an issue for railway and local agricultural crossings in Bulgaria. As a result, a construction initiative was introduced to improve approximately 30 lots of overpasses, which involved a variety of construction technologies.

Each overpass contains a couple of supporting walls for the road approaches to the overpass. In most cases these are mechanically stabilised earth (MSE) walls with geometrical dimensions, such as:

Width at crown: 15 m

Width at base: 33 m

Height: from 4.8 to 10.2 m

Live load: LM1

Dynamic load: $agR = 0.15 g$

Foundation soil parameters: $\phi_{ef} = 15.28^\circ$ $C_{ef} = 14.46 \text{ kPa}$

THE SOLUTION

ViaCon was included as a full solution provider for MSE walls in the first three projects that made up this initiative.

ViaCon Bulgaria proposed a wraparound reinforced soil body clad by steel galvanised mesh with larger stone filling. This achieved overall stability with the use of PET geogrids combined with proper grade structural embankment fill material.

To make the project possible, ViaCon provided a full, end-to-end solution, from design to technical advice to delivery.

THE ADVANTAGES

The system of passive facing with wraparound anchorage offered versatility in favour of cost, stability and ease of construction.

- Proposed facing was least expensive.
- All settlement deformations were absorbed into the time of construction.
- Wraparound system was easily handled by the builders.

The complete solution helped the customer improve their efficiency – working with a highly reliable ViaCon engineering staff and the premium German geogrid supplier.

With this MSE wall project, ViaCon Bulgaria established a strong record of highly reliable structures in railway construction in Bulgaria and continues to partner with customers to offer more economically and environmentally sustainable civilengineering projects.

 BULGARIA


BUSINESS UNIT

StormWater Solutions

The StormWater Solutions business unit accounts for approximately 17% of the Group's total sales. The business unit designs, manufactures and supports in the installation of retention, infiltration and firewater tanks, as well as oil and sand separators. These products are indispensable in solving increasingly common problems such as floodings caused by increased rainfalls due to climate change. Such tanks are mainly used in commercial areas with large, paved surfaces where water drainage, storage and cleaning solutions are required.

THE YEAR IN BRIEF

Net sales for 2023 amounted to EUR 32,636 thousand (34,727), a decrease of 6.0%. Organic growth amounted to -5.7%. Earnings before depreciation amounted to EUR 3,198 thousand (2,381), corresponding to an EBITDA margin of 9.8% (6.9). The underlying earnings before depreciation amounted to EUR 3,844 thousand (3,036), corresponding to an underlying EBITDA margin of 11.8% (8.7). Order intake for the period amounted to EUR 32,829 thousand (35,602), a decrease of 7.8% on the corresponding period last year. Organic growth amounted to -6.5%.

The strategic initiatives to build up the business within StormWater Solutions are progressing according to plan.

COMPETITIVE ADVANTAGES

The StormWater Solutions business unit has a total cost advantage versus competing materials like plastics and concrete for larger projects subject to loads, water contamination, space constraints, typically under large, paved surfaces such as parking lots, warehouses and industrial compounds. The tanks are made of high strength corrugated steel pipes HelCor, which are light, strong, and durable, and have proven to be an economical and eco-friendly solution for stormwater containment

and treatment. There are many benefits in our solutions, like minimizing the CO2 footprint, reducing construction time and to reuse materials.

MARKET AND OUTLOOK

The business unit benefits from additional government regulations which claim to retain rainwater for irrigation, firefighting and infiltration to avoid floodings.

The end customers are investors of storage, industrial and commercial buildings but also of bigger residential buildings. The main customers are civil engineering contractors.



HANS GSCHIRR
Vice President,
StormWater Solutions

STORMWATER SOLUTIONS

- With ViaCon's StormWater Solutions' proven technical and engineering expertise, the business unit's solutions are designed to meet the everyday challenges of rainwater management.
- Flash flooding, groundwater contamination, droughts and fires can be prevented using our strong, durable, cost-efficient and sustainable solutions.
- With our unique design, we can reduce lead times and handling complexity, ensuring a quick, safe and easy installation process. Our products also provide best-in-class CO2e emissions.
- IOT solutions for remote monitoring and control of water tanks.
- Our custom design and support services ensures the delivery of an optimal solution every time.

PRODUCTS & SOLUTIONS



ViaCon Storm
Flood prevention and groundwater infiltration



ViaCon Fire
Drought and fire mitigation



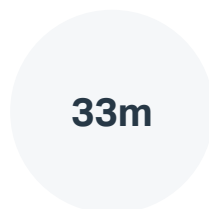
ViaCon Reuse
Rainwater harvesting



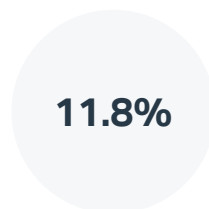
ViaCon Treat
Prevention of groundwater contamination

Key information

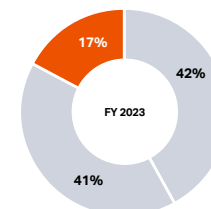
NET SALES EUR



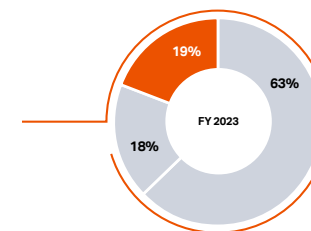
ADJ. EBITDA MARGIN*



SHARE OF TOTAL SALES



SHARE OF TOTAL ADJ. EBITDA*



*) Excl. IFRS 16

CASE STUDY

Repurposing rainwater

Rainwater harvesting tank allows for collecting rainwater from nearby rooftops to be used as process water for cooling computer servers.

THE CHALLENGE

A well-renowned multinational company is expanding its infrastructure in Europe by building two new data centres in Sweden. This company has committed to net-zero targets and is looking for sustainable solutions. The municipality could not provide enough process water, alternative solutions had to be explored.

THE SOLUTION

ViaCon's rainwater harvesting tanks in corrugated steel, equipped with IOT devices, were selected as a viable and sustainable solution for the company's needs, instead of the initially prescribed concrete solutions. The solution was based on a previous delivery to this customer three years ago.

These tanks will collect rainwater from the nearby rooftops and surrounding areas. The rainwater will then be processed and cleaned for use as cooling water for the data center.

IOT-enabled rainwater harvesting allowed for an automated process with minimal manual intervention.

THE ADVANTAGES

The benefits of ViaCon's solution include:

- Intelligent and customized design allowed for additional savings.
- Better environmental credentials allowed for access to more investment capital.
- Shorter installation time reduced complexity on the job site.
- Significant reduction in the environmental footprint, both as an investment (lower CO₂e impact) and during the operational lifetime (by reusing rainwater).



Responsible and efficient manufacturing and supply chain

ViaCon's operations strategy is to take the Group's efficiency to the next level and lower the landed cost, using a LEAN approach and by exploiting group synergies, emphasizing our technical competence and cross border advantage. We are also committed to sustainable business which should permeate the entire operations.

PRODUCTION AND PROCESSES

ViaCon Group has its production footprint across 10 locations in Europe where buried flexible steel structures, steel pipes & culverts, watertanks and plastic pipes among others are produced.

Our approach is based on initiating, driving and coordinating group development initiatives in cooperation with the business units, considering the impact of the different complexity on the product groups.

We are an international group that attaches great importance to taking advantage of local initiatives, such as various improvement initiatives and competence sharing. In this way, ViaCon can continue to develop and as the leading European company through our business units Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions with an environmental focus, and thereby achieve ViaCon's business goals.

The following are the main priorities for ViaCon's value chain:

- Efficiency
- Sourcing Power
- Working Capital

EFFICIENCY PROGRAM

Due to our large range of products and their complexity, coupled with the geographical complexities, we have consequently adapted our approach and processes to achieve a responsible and efficient manufacturing and supply chain. We have also established a common method and way of working to gain overall efficiency in our production.

PRODUCT GROUPS

At ViaCon, we have the following main product groups:

- Corrugated steel bridges
- Corrugated steel culverts
- Steel water tanks
- Plastic pipes
- Precast concrete

OUR WAYS OF WORKING (LEAN)

The core idea of the ViaCon LEAN way of working is a systematic approach for operational excellence, based on strong leadership involvement, measurable KPIs/progress and have local improvements plan. Simply, LEAN means maximize customer value while minimizing waste and we use guiding principles for our LEAN work in the day to day business.



INVESTMENTS

Investment focus within product and processes is on efficiencies and strategic initiatives. The aim is that some 50% of the total investment amount is invested in efficiency improvements such as enhanced productivity and automatization. 25% are replacement investments such as maintenance and upgrades.

The remaining 25% of the Group’s investments are strategic investments, mainly in new products, IT solutions, sustainability but also improved factory footprint.

PURCHASING

With size comes strength. By coordinating purchases and technical specifications, savings are generated for the whole ViaCon Group. Thanks to a group purchasing approach combined with category management we can achieve purchasing synergies. We can also promote the sustainability work and technical development of our suppliers.

Each year, ViaCon’s business purchase goods and services for approximately EUR 100 million, of which EUR 50 million involves procurement (direct material) from some 300 suppliers. The largest categories are steel, polyethylene, polypropylene, transports and traded goods.

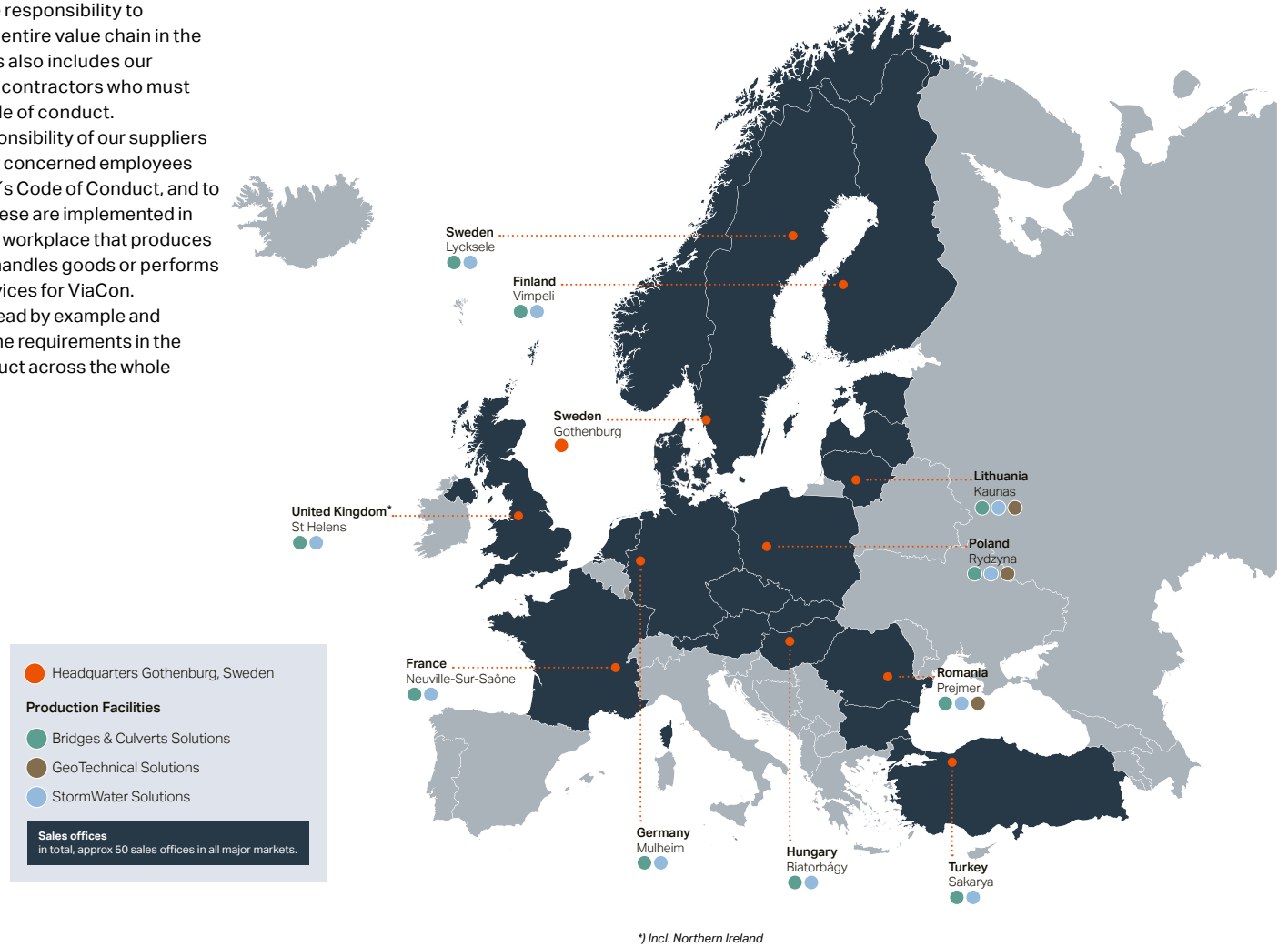
By actively pursuing professional purchasing work within the Group and locally in the daily work, best practice can be applied. This means lower total costs, improved working capital, shorter lead times and reduced risks in the supply chain.

SUPPLIER CODE OF CONDUCT

ViaCon is committed to responsible business and wants the responsibility to permeate the entire value chain in the business. This also includes our suppliers and contractors who must follow our code of conduct.

It is the responsibility of our suppliers to inform their concerned employees about ViaCon’s Code of Conduct, and to ensure that these are implemented in every site and workplace that produces or otherwise handles goods or performs sales and services for ViaCon.

ViaCon will lead by example and comply with the requirements in the Code of Conduct across the whole organisation.



Sustainability Report

ViaCon is at the forefront of positively influencing the development of sustainability in the infrastructure sector. With its stated goal of becoming net zero 2050, ViaCon leads the way in the infrastructure sector in positively influencing more circularity in resource use and contributing to measurable sustainability.

The board of ViaCon Group AB (publ) hereby submits the sustainability report for 2023 on pages 26-49, approved at the board meeting on April 25, 2024. This sustainability report constitutes ViaCon's statutory sustainability report and has been prepared in accordance with the Annual Accounts Act, Chapter 6. §§ 10–13, for ViaCon Group AB (publ) and its subsidiaries.

EU TAXONOMY

The EU taxonomy, which is a classification tool for environmentally sustainable investments, was introduced in 2020 as part of the EU's green growth strategy. The EU taxonomy defines criteria for economic activities that are aligned with a net zero trajectory by 2050 and the broader environmental goals other than climate. It helps direct investments to the economic activities most needed for the transition, in line with the European Green Deal objectives. The EU taxonomy is a cornerstone of the EU's sustainable finance framework and an important market transparency tool. ViaCon has analysed its operations to comply with disclosure requirements and in 2023, 59% of the company's turnover were eligible under EU Taxonomy criteria, of which 51% were taxonomy compliant. For capex, 32% were eligible according to the definition of EU Taxonomy regulation and 24% were aligned. 69% of opex were eligible during the year and 60% were taxonomy aligned.

GRI REPORTING

ViaCon prepares its Sustainability Report in line with GRI (Global Reporting Initiative) Standards. The GRI content index is published separately at viacongroup.com.

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Brief sustainability facts about ViaCon

ABOUT VIACON

- ViaCon provides infrastructure solutions of engineered corrugated steel structures and pipes to customers in Europe and the Middle East.
- The business is organised in three business units: Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions.
- ViaCon employs in average 750 people across 19 countries. The largest production facility is located in Poland and the company is headquartered in Gothenburg, Sweden.

OPPORTUNITIES AND KEY CLIMATE RISKS

- Opportunity: Increased demand for infrastructure that helps societies adapt to the new climate reality of more frequent extreme weather and shifts in seasons.
- Regulatory risk: Taxation on non-renewable materials and on energy-intensive production processes (e.g., steel and plastic) increases raw material and production costs.
- Acute physical risk: Construction work disrupted by unforeseen weather events like heavy downpours and heat waves that put workers' health and safety at risk.

MAIN SUSTAINABILITY AMBITIONS

- ViaCon will be known as the sustainable alternative in the market by 2025.
- CO2 reductions in line with Paris agreement at 42% in 2030 from baseline 2021
- ViaCon submitted the science-based targets for validation by the SBTi in September 2023. ViaCon will work with the SBTi in 2024 to have validated targets.
- Position ViaCon for CSRD compliance ready for introduction in 2025 for reporting year 2024.
- EU Taxonomy stipulates that ViaCon is clearly better than competition.



190

MEUR
net sales



~ 750

Employees
on average
2023



20%

Gender equality
(% female
coworker)



416

Lost working days due
to accidents



-12%

Further 12% reduction
in 2023 for scopes
1 & 2 for fuel and
energy.

ViaCon's place in the circular value chain

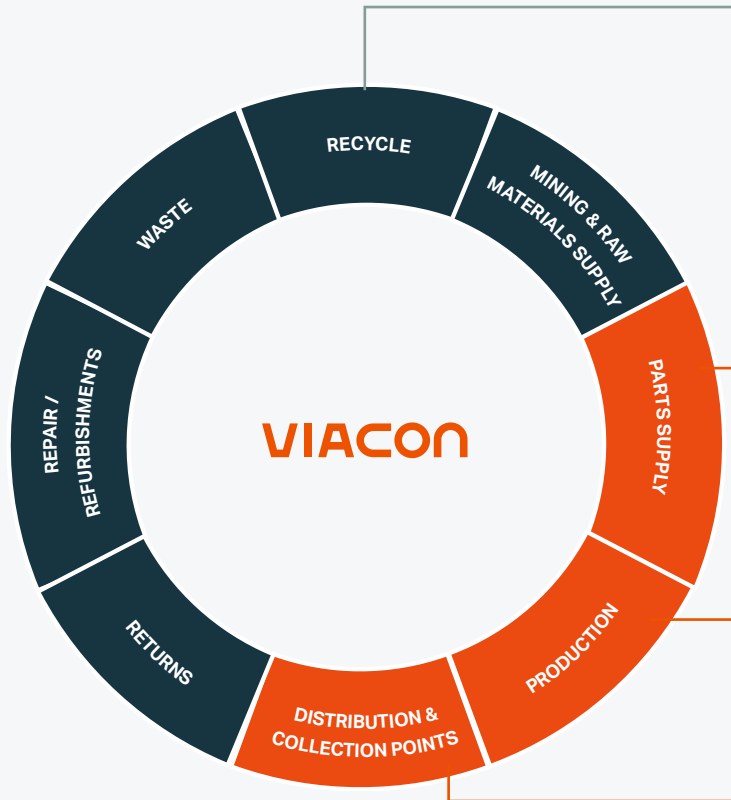
ViaCon has a clear goal of becoming net zero 2050*. By taking a key role in the industry toward promoting and achieving circularity, ViaCon can contribute to making the industry more sustainable.

ViaCon aims to be a central part of the industry's circularity and sustainability initiatives, and we are already contributing in several parts of the circular value chain. Through the closed loop principle of the circular economy, ViaCon aims to be one of the leading enablers regarding multiple components needed for the circular economy to work.

Life cycle management and management of assets takes place when purchasing required materials, but also through sustainable production of bridges, culverts, geotechnical solutions and stormwater management.

In addition, we have a responsibility to recycle all materials that are fit for recycling and reduce emissions within all scopes.

**) Net zero means cutting greenhouse gas emissions to as close to zero as possible, with any remaining emissions re-absorbed from the atmosphere, by oceans and forests, for instance. By submitting science based targets in 2023, ViaCon has committed to reducing emissions by 42% from our baseline year of 2021. This is in line with ViaCon's commitment to become net zero by 2050.*



We always store and treat waste in a secure manner at sites for recycling. In our plastic pipe production we recycle discarded raw materials on site and all goes back into production again. In our steel production our discarded raw materials are sold to a third party and from there back to the steel mills for recycling. Circularity is a key word for ViaCon.

Supplier code of conduct – control of the supply chain is based on sustainable principles. We strive to work with suppliers and subcontractors whose ambition is to have as little environmental impact as possible.

ViaCon always strives for our production and products to have as little environmental impact as possible and therefore we choose sustainable products and resources.

Established distributor code of conduct. We handle and transport hazardous goods in an environmentally safe and secure way.

ViaCon's sustainability story

Societies all over the world are looking for solutions to combat the present and future challenges of climate change. ViaCon and the infrastructure industry both have a responsibility to find the most sustainable solutions to these challenges.

Europe and the rest of the world are looking for solutions to live in harmony with the climate. More attention is also given to the issues revolving around inequality and the exclusion of people who experience different disadvantages. Infrastructure provides many opportunities to build with greater sustainability. The industry is one of the largest users of global resources and contributors to pollution. We as an industry therefore have a huge responsibility to incorporate sustainability in our work, products and processes.

ViaCon is committed to aligning our products and services with sustainability principles, using the EU green development and taxonomy as our guide.

We are always striving to be a force for positive change and grow together with our sustainable initiatives. Our expansion will enable us to create even more impact in the coming years. When ViaCon grows, our sustainable solutions will be increasingly applied by our customers, hence reducing the environmental footprint. Moreover, when ViaCon grows, our production sites and communities become even more inclusive.

SOME OF THE WAYS WE ARE TAKING RESPONSIBILITY

CIRCULARITY & CLIMATE

Our sustainable solutions encourage and enable circularity through the use of recycled steel and the Green Steel Initiative. We aim to challenge both our suppliers and distributors to make sustainable commitments to have a wholly sustainable value chain.

INCLUSION & DIVERSITY

We have always focused on what we consider to be our most important asset – our people. We aim to be the industry's best employer irrespective of gender, ethnical and religious background, disabilities, age or sexual orientation.

FAIRNESS & ETHICS

In 2023, 96% of all employees have completed business ethics training, and we continue to promote ethical business practices through our entire value chain.

QUICK FACTS

- Of all material used in construction, steel is amongst the ones with lowest environmental impact. It has a lower embodied carbon impact than concrete and generates less waste. Additionally, it has more flexibility and more potential for technological advances.
- Steel is the only major material group today that can meet tomorrow's challenge of a fully circular economy due to its high recyclability, whereby 85-90% of steel products are recovered at their end of life and recycled to produce new steel.*
- The lighter nature of a steel bridge compared to other materials means that it leaves the lightest possible footprint. Minimum foundation works is desirable not only for cost reasons, but also to minimize the environmental impact.

*) Source: ArcelorMittal S.A.

Taking our responsibility

The world we leave to our children should be a better world than we live in today. Environmental consciousness has become increasingly important as humanity has used the planet's non-renewable resources to near exhaustion.

While infrastructure has not so far been on the cutting edge in this area, we are glad to see changes are happening with increasing speed. ViaCon is in the first wave of making these changes. Sustainability has always been part of our core values, and many of the solutions we provide today are very efficient in this regard, whether it is low carbon emission bridges and culverts, soil reinforcement or waterway engineering. There are many advantages to our solutions, such as minimising the CO2 footprint, reducing installation time, optimising the use on-site and of reusable materials and many others. In the future we aim to increase the awareness and ability to make comparison between alternative solutions.

The increased global focus on sustainability manifests in different ways, including the transition to renewable energy and stricter work environment legislation. Health and safety requirements increase the demand for safer access solutions in both mature as well as emerging markets, while also increasing the pressure on businesses to switch to more sustainable products and processes.

Maintaining high ESG standards is at the top of ViaCon's strategic agenda.

ENVIRONMENTAL

ViaCon, as an organisation, is at the forefront of positively influencing development of environmental standards within the infrastructure sector. ViaCon is in a unique position where our solutions are both environmentally superior compared to competing materials, such as e.g., concrete, and we directly contribute to climate adaptation. A comparative life cycle analysis confirms that buried flexible bridges and culverts using corrugated steel structures reduce CO2 emissions* by more than 50% versus the use of reinforced concrete, but also faster construction time, more flexibility and more potential for technological advances to make steel solutions more carbon friendly. If we compare simple corrugated steel pipe to concrete pipe, this CO2 reduction could be even more than 70%. More on this on page 41.

In the future, ViaCon is looking to further raise its environmental ambitions and contribute to a low-carbon society. Initiatives include measuring and reducing its greenhouse gas (GHG) footprint and reducing its consumption of raw materials.

*) Source: *Journal of Cleaner Production* 189 (2018) 647-661
Note: Measured on a global warming potential.



SOCIAL

ViaCon currently has on average 750 employees. The employees represent diversity in terms of age, education, experience, and cultural background. ViaCon has always had a strong focus on our most important asset, our people. Our investments in our people include executing business ethics training, employee surveys with the Winningtemp Engagement Surveys tool and creating a platform within its intranet for Environmental, Social and Governance (ESG) policies and training. ViaCon also measures Employee Net Promoter Score* (eNPS) and aims to be the industry's best employer irrespective of gender, ethnical and religious background, disability, age or sexual orientation.

GOVERNANCE

Corporate governance has high priority from the board, and it considers good corporate governance a prerequisite for value creation, trustworthiness and access to capital. By adapting and ensuring full documentation according to CSRD in 2024, this journey will continue.

VIACON'S 2024 ESG FOCUS

- Further expand our sustainability claims for our solutions utilizing life cycle analysis (LCA) tools
- Further map and assess our own environmental footprint
- ViaCon submitted the science-based targets for validation by the SBTi in September 2023. ViaCon will work with the SBTi in 2024 to have validated targets
- Drive employee engagement and eNPS
- Improve health and safety (lost days)
- Reduce scrap and raw material in production by investing in new technologies
- Reduce electricity consumption in production
- ISO37001 anti-corruption implementation

HEALTH & SAFETY

ViaCon aspires to high health and safety standards. To create and maintain a safe and healthy work environment requires continuous, systematic improvements. We work actively to provide sound working conditions and the health and safety of employees is considered first. We measure performance, plan and implement actions to improve the work environment, as well as monitor progress. Health and safety is an integral part of all our processes and daily routines.

We expect all employees to contribute to and maintain a safe and healthy work environment. Our employees are trained and informed about health and safety risks and the work procedures are designed to avoid risks. The overall aim is that all employees shall be involved in continuous improvements of the work environment and share best practices.

ACHIEVEMENTS 2023

- ViaCon Life Cycle Analysis (LCA) calculator further developed in 2023 for all business units.
- ViaCon submitted science-based emission targets for validation.
- Business ethics training executed for 96% of staff (target 95%).
- Supplier code of conduct signed by 91% of ViaCon suppliers (target 2023, 90%).
- Winningtemp Engagement Surveys eNPS* at 1 from -7 in 2022 (target 2023, 0).
- Employee voluntary turnover rate of 6.2% from 9.7% in 2022 (target 2023, <8%).
- Lost days due to injuries reduced from 515 in 2022 to 416 in 2023 (target 2023, 464 days).
- Scope 1 & 2 emissions -12% from 2022 (target 2023 -4.2%)
- Scope 3 data collection finalised in 2023. Reduction of 10% 2021 to 2022 and a further reduction of 8% 2022 to 2023.

FOCUS 2024

- CSRD system implementation for compliance alignment in 2025.
- Carbon reduction initiatives.
- Launch LCA calculator for business unit StormWater Solutions in 2024.
- Run two leadership development programs for in total appr. 40 leaders.
- Engagement Index to be 7.5.
- Employee Net Promoter Score* (eNPS) +6.
- Validate H&S audits and create robust plans per production unit.
- Maintain employee turnover rate to <6%.
- 95% direct and indirect labour to complete business ethics training.
- Map suppliers in 2024 for EPD status to begin targeting suppliers' EPD'S.
- Complete science-based emission targets validation process by Q3 2024, submitted in September 2023.

*) Measures how willing employees are to recommend their workplace to friends and acquaintances.



Our employees

Our employees are a strong contributing factor to ViaCon's success. ViaCon strives to be a workplace that serves our customers professionally through diversity - using different expertise and perspectives. Our focus on sustainability is mirrored in the values of our people.

In 2023, we encountered significant inflation and market turbulence, largely driven by geopolitical instability. This shifting landscape affected our top-line revenue, as some projects were deferred to 2024. In response, we took proactive measures to cut costs.

By launching the Profit Protection Program in 2023, we effectively reduced costs by an amount equivalent to EUR 10 million in annual operating expenses. This initiative also led to a reduction of 180 positions within our organisation, underscoring our commitment to operational efficiency and financial stability amidst challenging times.

Despite facing challenging market trends, our ViaCon organisation has once again demonstrated its strength. As we implemented our change program, we observed an improvement in engagement scores and the employee Net Promoter Score (eNPS). Additionally, we experienced a decrease in the voluntary leaver rate, which was not only better than our annual target but also the lowest it has been in the past five years. This indicates a very healthy and stable work environment within our organisation.

THE WORKPLACE OF THE FUTURE

The Profit Protection Program 2023, launched in May, was a proactive measure aimed at reducing our cost base and safeguarding our EBITDA performance. The program tackled not only issues of capacity but also addressed efficiency challenges that had been building up within our workforce. A significant step was taken to

align local organisations more closely with the international Business Unit organisations, enhancing overall efficiency and purpose.

The restructuring under the new ViaCon organisation has led to notable improvements in key performance indicators. For instance, we've seen a reduction in costs below CMII as a percentage of sales, as well as a decrease in the direct labour percentage of sales. These outcomes underscore the program's success.

In our sales departments, we've optimized sales areas, reallocating sales personnel to regions with higher growth potential while scaling back investments in declining markets. In Operations, our focus throughout the year has been on increasing workforce flexibility to adapt to seasonal shifts and fluctuating market demands, particularly in light of the economic downturn and inflationary pressures.

Even amidst these changes, we've continued to invest in our leadership development program, proudly graduating 20 leaders at the year's end. Our commitment to our workforce's growth and development remains unwavering, as evidenced by further investments in our Human Resources department. Both our Nordic and Western Europe regions have been strengthened by the addition of experienced HR leaders. As a company that prides itself on being a solution provider rooted in deep technical expertise, investing in our people is crucial.

NEW STRATEGY AND COMPETENCE DEVELOPMENT

Already in 2022, we launched a comprehensive leadership program spanning six months, featuring a series of seminars and training sessions. The aim was to enhance leaders' communication skills, change management capabilities, and drive for results. Rooted in our core values, this initiative focused on developing leaders capable of fostering efficiency within the organisation.

Throughout 2023, we engaged in a Performance Management Process, which outlined the method for cascading our budget and departmental objectives down to team and individual levels. Goals were set at the year's outset, and we dedicated ourselves to coaching our employees on these priorities. By tailoring our strategy through the FSN Execution Framework (FEF), we ensured its permeation throughout the organisation, reaching every individual. This approach was complemented by linking both our bonus program and annual salary reviews to performance outcomes, thereby incentivizing excellent performance and driving superior results.

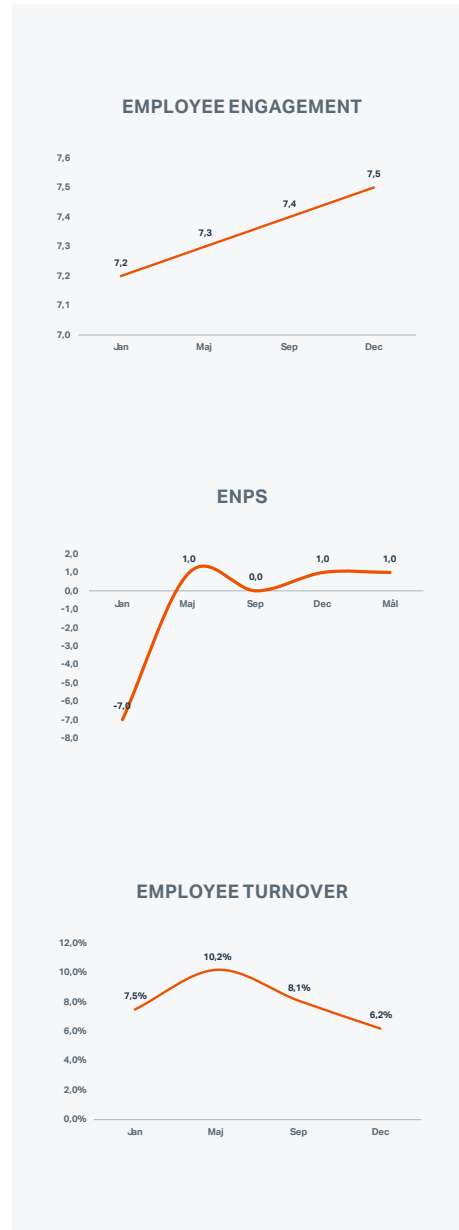
In addition to our Profit Protection Program and workforce optimization, we remained committed to strengthening ViaCon through strategic recruitment and skill enhancement. We welcomed new talents in sales and marketing to bolster our market presence and deepen our expertise in these areas. Moreover, we enhanced our business units and operations by filling several key staff

in leadership positions. These investments, undertaken alongside our cost-cutting measures, have significantly contributed to rightsizing our organisation and facilitating a pivotal shift in competencies, positioning ViaCon more robustly than ever.

ViaCon uses an organisational review process to identify and address bottlenecks and challenges, ensuring the effective execution of our strategy. This involves continuous efforts that lead to the formulation of action plans and HR strategies aimed at optimizing staffing, boosting engagement levels, and refining our processes for greater efficiency. In autumn 2023, we initiated our first comprehensive organisational review process, establishing detailed people and organisational plans/roadmaps for each country. This initiative has been crucial in fostering engagement and teamwork, integral components of our Profit Protection Program 2023. Evaluating our KPIs, such as engagement scores, eNPS, voluntary turnover, and Lost Time Accidents, it's clear that our efforts to involve the entire organisation have been fruitful.

ENGAGEMENT SURVEY TOOL

To empower our managers with the means to develop their organisation and teams, we have integrated Winningtemp into our toolkit. Winningtemp facilitates real-time insights, allowing managers to continuously evolve their team dynamics. This platform specializes in employee surveys, providing



ACHIEVEMENTS 2023

- Increased our employee engagement scores from 7.2 to 7.5 (all 65 questions in Winningtemp)
- Increased our employee Net Promotor Score from -7 to +1
- Trained and implemented the process for employee dialogues for office workers.
- 96% of our employees have performance evaluation in MS Dynamics.
- The implementation of a leadership program where we have seen approximately 20 managers certified.
- Reduction of our voluntary staff turnover from 9.7% to 6.2% and an expanded work on organisational reviews and talent management.
- Reduced our cost base with approximately 10m EUR on an annual basis with the majority coming from workforce efficiency (180 position reductions).

FOCUS 2024

- Continue to drive our performance management process and improve quality of targets and development plans.
- Implement our new sales incentives program.
- Implement our employer branding strategy.
- Finalize the implementation of new organisations in selected countries related to PP23.
- Execute the recruitment plan to support our growth.
- Run two leadership programs including 40+ leaders in total.
- Keep employee engagement at 7.5 and increase eNPS to +6.
- Keep our voluntary turnover rate to <6%.

managers with regular feedback from their team members. This feedback acts as an early indicator of organisational health, enabling managers to swiftly identify areas for improvement and formulate targeted action plans.

COMMUNICATION

From a communication perspective, in 2023, we have built on the new strategic approach we launched in 2022 and made significant improvements to our branding and communication activities and their reach. We now have a clear brand strategy with a focus on an outside-in perspective, where data is used to ensure we target the right audience at the right time with the right message in the right channel. We are strengthening the ViaCon brand, having rolled out new branding, new communications and content approaches, and extensive website overhauls for greater visibility and consistency across the local markets. This work is ongoing, as is fundamental awareness-building, education and improved internal and external communication initiatives.

In 2023 and beyond, we continue to strengthen our key messaging and positioning, ensuring that we are perceived as the leader we are across the markets in which we operate. Much of this effort involves deepening our commitment to education and thought leadership and expanding our digital footprint and activity to begin to reach a wider, more diverse – and younger – audience.

PEOPLE PROCESSES

Our performance appraisal process is intricately linked to the strategic objectives outlined in the FSN Execution Framework (FEF) at the business unit/functional level. This breakdown of strategic targets encompasses all our office staff, providing clear priorities against which performance is assessed. A key component of this process is the personal development plan, which is individually tailored and agreed upon with each

employee. This plan is vital for fostering our employees' growth, ensuring they are not only equipped to handle current tasks and objectives but are also primed for taking on greater future responsibilities.

ViaCon is deeply committed to supporting our employees' career paths, aligning with our broader objective of maintaining a robust succession plan. This commitment is underpinned by ViaCon's core behaviours, established in 2021, which serve as the foundation of our performance appraisal process and the essence of personal development discussions. These behaviours delineate the "how" of our actions, outlining best practices as well as behaviours to avoid. They are crucial for guiding discussions around employee development, promotions, recruitment profiles, and more, ensuring that our organisational values are reflected in every aspect of our performance management system.

GOING FORWARD

We continue to feel motivated by the strong purpose of the ViaCon business. The sense of pride and purpose in our work emerges as a standout theme in our Winningtemp engagement survey benchmarks. This resonates strongly because our business strategies are fundamentally anchored in sustainability and environmental stewardship. Our commitment to combating climate change, reducing CO2 emissions, and safeguarding groundwater resources underscores everything we do.

Our employees are the foundational pillars upholding our strategic direction. By blending and developing their technical expertise with continuous leadership development and our series of external webinars, we aim to fortify our organisation further and achieve our strategic goals.

VIACON'S CORE BEHAVIORS

Our values guide our leadership, our behaviours and our actions. We create a high-performing culture by focusing on results, helping each other succeed and providing opportunities for growth and development.

We see our business relationships as key to building and maintaining our competitive advantage. Mutual trust is the cornerstone of all our business relationships and that trust is built on the competent application of our knowledge, skills and experience.

A caring culture makes a strong company. Through humility, support and a constructive response we can all contribute. We care about our customers' business and want them to prosper. Colleagues at all levels have the right to be seen and heard. The free exchange of views and ideas is crucial if we are to make the best use of our available resources.

Enthusiasm and drive are essential to achieve results and success. These qualities release the necessary creativity, courage and will that it takes to build a winning team and a great company.

It is the expertise and strong dedication of our employees that make ViaCon's sustainable development possible. We therefore place great emphasis on developing the company and creating a workplace where everyone can thrive and be given the right prerequisites and opportunities to develop.

OUR CORE BEHAVIORS ARE:

THINK STRATEGICALLY - SEE THE BIG PICTURE

Identify and act on opportunities with forethought and holistic view—based on understanding of the internal and external environment. Apply long-term thinking and manage stakeholders to develop our business.

FOCUS AND DRIVE PERFORMANCE

Focus on the outcome of your and others' actions, hold yourself and others accountable. Go for the high impact activities and evaluate success based on results, not the number of hours worked. Understand risks and learn from mistakes.

WORK TOGETHER

Actively promote cross-boundary collaboration in order to achieve better business results through combining our competences. The extent to which you mobilize teamwork, energy in others and are easy to do business with.

DEMONSTRATE INTEGRITY

Build legitimacy through honest relationships. Be constructive and promote openness. Be the credible leader or colleague that others choose to follow—one with both character, competence, and integrity.

Diversity is one of our most important assets

In addition to everything we do to develop our people, we are also aligned with the 8th SDG. We emphasise respect for the individual, equality and diversity.

RESPECT FOR THE INDIVIDUAL

Respecting people and organisations is fundamental. Respect generates openness, honesty and security in the working environment. Integrity and credibility can only be earned through the behaviour, competence and performance of each and every one of us. We deal with people in a professional way, whether they are customers, partners, colleagues or other stakeholders. This is an integral part of our company core behaviours.

We always treat our employees and business partners in a professional, reliable and honest way. Our highly skilled and qualified team ensure excellent production standards. Our operating model is based on the pragmatic application of our knowledge and experience.

EQUALITY AND DIVERSITY

The Group's 750 employees on average are our most important asset. Employee engagement and a performance culture based on customer success, trust and passion are critical for ViaCon to fulfil its mission. The Group strives to offer competitive, performance-based, employment terms and benefits as well as a stimulating, safe and healthy work environment.

Equality and fairness characterise the way we deal with colleagues and partners.



Key figures - People

EMPLOYEES PER GEOGRAPHICAL REGION

Region	2021	2022	2023
Nordics			
Sweden, Norway, Denmark & Finland	15.5%	15.3%	14.7%
Baltics			
Estonia, Lithuania & Latvia	17.9%	14.1%	14.5%
Central Europe			
Poland, Czech Republic & Slovakia	35.0%	33.6%	34.9%
Southeast Europe			
Bulgaria, Hungary, Romania & Turkey/UAE	18.0%	19.0%	19.9%
Western Europe			
Germany, France, Benelux & UK	13.6%	18.0%	16.0%
Total headcount	100.0%	100.0%	100.0%

EMPLOYEE STATISTICS

	2021	2022	2023
Sick leave, %	7.1%	5.0%	4.1%
Employee turnover rate, %	13.5%	9.7%	6.2%
Number of employees as of Dec 31	804	768	691
Average full time employees during the year (headcount)	800	800	750
Average full time equivalents (FTEs)	766	784	723

AGE AND GENDER DISTRIBUTION

Age Group	Total Employees	Total Employees	Of whom women	Women Employees
< 24	1%	6	16%	1
25 – 34	20%	139	21%	29
35 – 44	38%	265	26%	68
45 – 54	24%	163	17%	26
> 55	17%	118	11%	14
Total	100%	691	20%	138

EMPLOYEE SATISFACTION

	2021	2022	2023
eNPS	-14	-7	+1
Engagement Index (1-10)	6.9	7.1	7.5

Sustainability Financing KPIs

ViaCon has 2021 entered into financing agreements with sustainability links. The financing agreements have a defined Applicable Base Margin which is subject to the outcome of the Sustainability targets. Depending on the number of Sustainability Performance Targets the Group has achieved with respect to the Sustainability Key Performance Indicators described below, the margin can be adjusted to a maximum of $\pm 0.09\%$ per annum. The financing is described in Note 24 in the Group Annual Report.

Sustainability KPI 1 relates to the percentage reduction of weighted average virgin plastic raw material per meter pipes produced by the ViaCon Group against the Sustainability KPI 1 Baseline from 2020.	SUSTAINABILITY PERFORMANCE FINANCING TARGETS KPI 1		
	Sustainability Key Performance Indicator	Financial Year ending on 31 December 2022	Financial Year ending on 31 December 2023
	Sustainability KPI 1	Minimum reduction of 14%	Minimum reduction of 18%
	KPI 1 Definition 1	"Sustainability KPI 1" means, in respect of any year, the percentage reduction of weighted average virgin plastic raw material per metre pipes produced by the Group against the Sustainability KPI 1 Baseline (based on the Sustainability KPI 1 Baseline Calculation Methodology).	
	KPI 1 Definition 2	"Sustainability KPI 1 Baseline" means 15.06 kg virgin plastic raw material per metre product for the Financial Year ending on 31 December 2020.	
	KPI 1 Definition 3	"Sustainability KPI 1 Baseline Calculation Methodology" means the weighted average of virgin plastic raw material consumption per 1 metre of each plastic pipe diameter category produced by the Group during the Financial Year ending on 31 December 2020.	
Sustainability KPI 2 relates to the establishment by the Group of the procedures for the measurement and reporting of the Group's Greenhouse Gas Protocol Scope 1 Emissions and Greenhouse Gas Protocol Scope 2 Emissions.	SUSTAINABILITY PERFORMANCE FINANCING TARGETS KPI 2		
	Sustainability Key Performance Indicator	Financial Year ending on 31 December 2022	Financial Year ending on 31 December 2023
	Sustainability KPI 2	Greenhouse Gas Emissions Measurement and Reporting Procedures in place	Emissions Reduction Target Setting
	KPI 2 Definition 1	"Sustainability KPI 2" means: (a) in respect of the Financial Year ending on 31 December 2022, the establishment by the Group of procedures for the measurement and reporting of the Group's Greenhouse Gas Protocol Scope 1 Emissions and Greenhouse Gas Protocol Scope 2 Emissions (per Financial Year), with such reporting to be made in an online system for reporting greenhouse gas emissions designated by the Company (collectively, "Greenhouse Gas Emissions Measurement and Reporting Procedures");	
	KPI 2 Definition 2	(a) in respect of the Financial Year ending on 31 December 2023, the establishment by the Group, having engaged and consulted external consultants, of a target for the reduction of the Group's Greenhouse Gas Protocol Scope 1 Emissions and Greenhouse Gas Protocol Scope 2 Emissions that is consistent with what climate science deems necessary to limit global warming to 1.5°C (being a linear annual absolute reduction rate of 4.2% per Financial Year), with the Group's baseline constituted by its Greenhouse Gas Protocol Scope 1 Emissions and Greenhouse Gas Protocol Scope 2 Emissions during the Financial Year ending on 31 December 2020, 31 December 2021 or 31 December 2022 (as selected by the Company, in its sole discretion) (collectively, "Emissions Reduction Target Setting").	
Sustainability KPI 3 relates to the proportion as a percentage of ViaCon's material suppliers that have signed ViaCon's supplier code of conduct and/or has a similar code of conduct covering the same principles as confirmed by the company.	SUSTAINABILITY PERFORMANCE FINANCING TARGETS KPI 3		
	Sustainability Key Performance Indicator	Financial Year ending on 31 December 2022	Financial Year ending on 31 December 2023
	Sustainability KPI 3	Equal to or in excess of 75%	Equal to or in excess of 90%
	KPI 3 Definition 1	"Sustainability KPI 3" means the proportion (expressed as a percentage) of the ViaCon Material Suppliers (i) that has signed ViaCon's Supplier Code of Conduct and/or (ii) that has a similar code of conduct covering the same principles as confirmed by the Company (in its sole discretion).	
	KPI 3 Definition 2	"ViaCon Material Suppliers" means, collectively, each of the Group's suppliers representing an expenditure for the Group in excess of EUR 20,000 per annum	
	KPI 3 Definition 3	"ViaCon's Supplier Code of Conduct" means the supplier code of conduct of the Group dated 2 February 2021.	

Sustainability Targets

TRAINING IN BUSINESS ETHICS AND THE CODE OF CONDUCT	SUPPLIER CODE OF CONDUCT	VIRGIN RAW MATERIAL USED PER METER PLASTIC PIPE	WINNINGTEMP EMPLOYEE ENGAGEMENT SURVEY SCORE	EMPLOYEE TURNOVER	SCOPE 1 & 2 EMISSIONS 2023
The target set is for 95% of all employees to carry out ViaCon's business ethics and code of conduct training.	The target is 90% all suppliers to sign ViaCon's supplier code of conduct or supply a code of conduct in line with ViaCon's code of conduct.	The long-term target is for ViaCon to reduce the weighted average virgin raw material used per meter of plastic pipe produced by 18% by 2023.	The target for 2023 was to achieve 0 eNPS.	The target for employee turnover in 2023 was set at <8% for 2023.	The long-term target is to reduce emissions by 42% by 2030 in line with ViaCon's commitment to reach net zero by 2050. For 2023, the target was a reduction by 4%.
Target 95%	Target 90%	Target 18%	Target 0	Target <8%	Target -4%
Outcome 96%	Outcome 91%	Outcome 29%	Outcome 1	Outcome 6.2%	Outcome -12%
<p>Comments: During 2023 ViaCon had a target of 95% completion for business ethics and code of conduct training utilising the GOMO e-learning platform. ViaCon had a completion rate of 96% in 2023.</p>	<p>Comments: During 2023 ViaCon had set a target of 90% of suppliers to sign ViaCon's supplier code of conduct or supply their own code of conduct in line with ViaCon's. The year finished with a 91% acceptance rate of the supplier code of conduct.*</p> <p><i>*) Suppliers representing an expenditure for the Group in excess of EUR 20,000 per annum. The supplier code of conduct of the Group is dated 2 February 2021.</i></p>	<p>Comments: In 2023 ViaCon has maintained the virgin raw material per meter plastic pipe produced by 29% compared to 2020 by optimizing weight and production efficiency. Baseline was 15.06 kg virgin plastic raw material per metre product for the financial year ending on 31 December 2020.</p>	<p>Comments: 2022 ViaCon had an eNPS score of -7. During 2023 ViaCon improved the eNPS score to 1.</p>	<p>Comments: During 2022 ViaCon had an employee turnover of 9.7%. During 2023 ViaCon has reduced the employee turnover to 6.2%.</p>	<p>Comments: ViaCon has submitted the science-based targets for validation by the SBTi in September 2023. ViaCon has committed to reduce emissions by 42% by 2030. This is in line with our commitment to reach net zero by 2050. During 2023 ViaCon have reduced scope 1 & 2 emissions by 566.1 tCO₂e which is a reduction of 12% from emission levels in 2022. ViaCon also reduced scope 3 emissions by 11,273.1 tCO₂e which is a reduction of 8% from emission levels in 2022. The emission data is based on market based emissions.</p>

UN Sustainable Development Goals (SDGs)



ViaCon has embedded sustainable development into our business goals and design, which are aligned with UN SDGs.

KEY SDGS	SDG TARGETS	EXAMPLE OF ACTIVITIES	
<p>8 DECENT WORK AND ECONOMIC GROWTH</p>	<p>As an employer of in average 750 people, ViaCon supports communities while providing a safe, rewarding and proper workplace in the long term.</p>	<p>8.5 – Achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.</p> <p>8.8 – Protect labor rights and promote safer and secure working environments for all workers.</p>	<ul style="list-style-type: none"> Executed leadership training, where 20 leaders from across the group participated. H&S Audits and action plans for all factories. Improved usage of the new reporting tool for accidents and near misses. Practice with our search firms to always strive to add both genders in the shortlist.
<p>9 INDUSTRY, INNOVATION AND INFRASTRUCTURE</p>	<p>ViaCon creates value for the customers by providing them sustainable solutions tailored toward specific customer needs.</p>	<p>9.1 – Develop quality, reliable, sustainable and resilient infrastructure, including regional and transborder infrastructure, to support economic development and human well-being.</p> <p>9.2 – Promote inclusive and sustainable industrialization, and raise industry’s share of employment.</p>	<ul style="list-style-type: none"> Designed LCA comparison tool for stormwater solutions. Geotechnical solutions also release online LCA tool. Promoted solutions; ViaCon Academy with workshops and webinars, and exhibitions (GHG emission avoidance of concrete usage in the market) Defined different design levels in GeoTechnical Solutions.
<p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p>	<p>ViaCon is a trusted partner to all our stakeholders with focus on sustainable solutions during all stages of our consumption, production, transport and utilisation.</p>	<p>12.2 – Achieve sustainable management and efficient use of natural resources.</p> <p>12.5 – Substantially reduce waste generation through prevention, reduction, recycling, and reuse.</p>	<ul style="list-style-type: none"> In 2023 ViaCon reduced the virgin steel consumption with 4.2%. Addressed climate impact by growing volumes of stormwater solutions (GHG emissions avoidance of plastic crates and concrete usage in the market).
<p>13 CLIMATE ACTION</p>	<p>ViaCon invests in new and existing plants and facilities to reduce emission from our own operations, as well as from the use of our products. We focus on providing sustainable solutions, on recycling and training.</p>	<p>13.1 – Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries.</p> <p>13.2 – Integrate climate change measures into national policies, strategies and planning.</p>	<ul style="list-style-type: none"> Finalized the ability to measure also scope 3 and developed a decarbonization strategy 2030 - based on all 3 scopes . Reduced scope 1 & 2 emissions by 33% from our 2021 baseline.

Selected projects

At ViaCon, multiple projects are underway that directly relate to our SDGs in focus. These are some of our current efforts, and what our ambition is related to those efforts.



HEALTH & SAFETY FOR ALL WORKERS



PRODUCT LIFECYCLE



INFRASTRUCTURE & ENERGY

Project	<ul style="list-style-type: none"> Validate H&S Audits and create robust plans per production unit 	<ul style="list-style-type: none"> Reduce steel consumption by 2025 in stormwater solutions 	<ul style="list-style-type: none"> Established measurements of all scope reporting
Description	<ul style="list-style-type: none"> Provide new H&S policies Implement said policies in all sites 	<ul style="list-style-type: none"> Reduce steel consumption by standardising stormwater solutions gauges 	<ul style="list-style-type: none"> Scientific-based measurement in scope 1, 2 & 3 (page 40)
Ambition	<ul style="list-style-type: none"> Lost days per 1000 employees reduced by 10% Near miss reporting increased by 30% 	<ul style="list-style-type: none"> Reduce steel consumption by 2.5% in 2025 in stormwater solutions by standardising stormwater tanks 	<ul style="list-style-type: none"> Reduce GHG emission and become net zero by 2050 Commitment to reduce emissions by 42% by 2030

Workplace Safety

Preventing accidents at ViaCon is of paramount importance and we work hard across all departments to drive improvements within the company. Safety measures in the workplace are designed to prevent accidents, injuries, and illnesses. By implementing safety protocols, ViaCon can reduce the risk of harm to our employees and maintain a positive work environment.

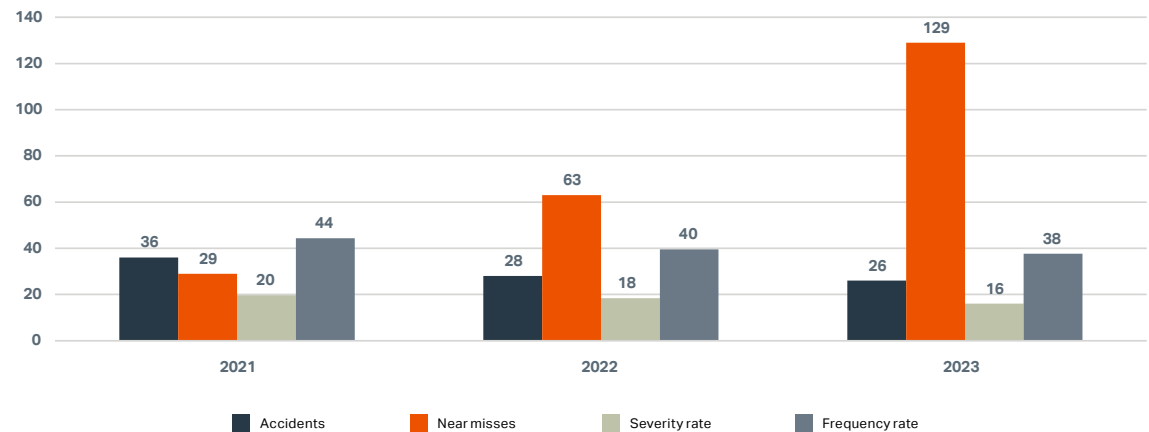
Employee well-being and prioritizing safety ensures the well-being of our employees. When workers feel safe, they are more productive and engaged. Safety-conscious organizations can also attract competent staff.

At ViaCon we take the simple view that our employees should be able to leave our sites and arrive to their families in the evening in no worse state of health than they arrived in the morning. Protection from harm is extremely important as everyone wants to avoid injury or harm. Safety measures will protect individuals, prevent damage to property, and ensure a healthy workforce.

ViaCon use digital reporting tools for accident and near miss situations that allow full integration for all employees. We believe that to improve safety it is important to ensure all employees have an open door to communicate and report any concerns on safety. By adopting this approach ViaCon has improved safety by improving the reporting of when an accident could happen (near misses) by 104% as well as reduced lost days due to injury by 19% since 2022.

We still have improvements to make on safety, but we believe that the integrated approach involving all employees and using target driven improvements is helping to grow a culture of safety first within ViaCon.

VIACON SAFETY



KEY FIGURES – SAFETY

2021			2022			2023		
Accidents	Near misses	Lost days	Accidents	Near misses	Lost days	Accidents	Near misses	Lost days
36	29	582	28	63	515	26	129	416
Severity rate		19.64	Severity rate		18.39	Severity rate		16.00
Frequency rate		44.35	Frequency rate		39.58	Frequency rate		37.63

CASE STUDY

Environmental impact of steel



Steel is the world’s most recycled material and less energy is used in the production and shipping of corrugated steel pipes than concrete pipes when taking mass into account. This case will serve as a promotion of its environmental advantages.

By using lightweight corrugated steel structures instead of concrete, both energy consumption in manufacturing and installation as well as CO2 emissions are reduced, with equivalent durability and load-bearing capacity.

A comparative life cycle analysis (LCA) study of corrugated steel pipes and reinforced concrete pipes for the North American market confirms this.

This was commissioned by the Canadian Corrugated Steel Pipe Institute (CSPi) and carried out by the Canadian Consulting firm Groupe AGÉCO.

The study concludes that corrugated steel pipes cause 77% less CO2 emission in their entire life cycle compared to reinforced concrete pipes.

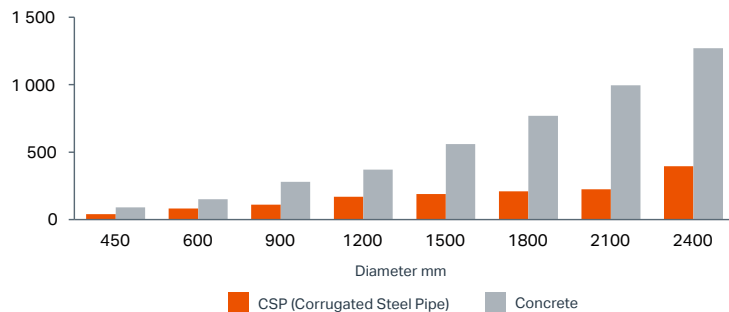


ENVIRONMENTAL CALCULATOR

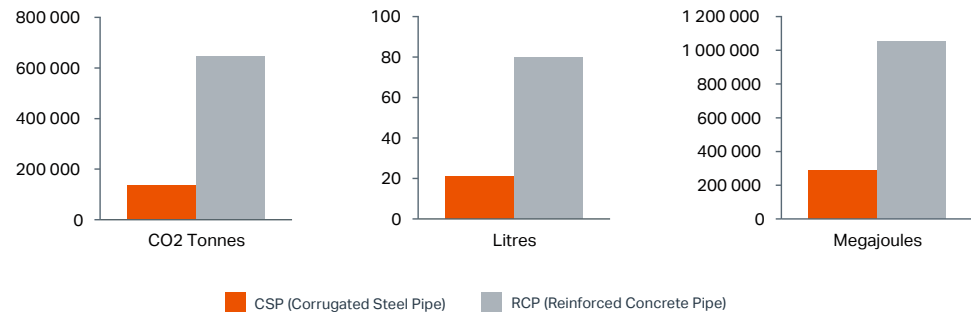
Diameter in Millimeters	3000		
Length in Meters	50		
	CSP (Corrugated Steel Pipe)	RCP (Reinforced Concrete Pipe)	% Difference
% Difference	20.87	80.03	-74%
Equivalent – KM's Driven	83 389	319 786	
Fresh Water (Liters)	135 369	646 730	-79%
Equivalent – No. of Plastic bottles to Landfill	194 776	930 546	
Total Primary Energy (Megajoules)	287 495	1 055 553	-73%
Equivalent – Smart Phones Charged	2 696 259	10 339 818	

COMPARISON OF ENVIRONMENTAL IMPACT ON GLOBAL WARMING, BETWEEN REINFORCED CONCRETE PIPES (RCP) AND CORRUGATED STEEL PIPES (CSP):

GREENHOUSE GAS (GHG): CORRUGATED STEEL PIPES (CSP) VERSUS CONCRETE PER METER



THERE IS A BIG DIFFERENCE BETWEEN CORRUGATED STEEL PIPES (CSP) AND REINFORCED CONCRETE PIPE IN ENVIRONMENTAL FOOTPRINT



Responsible Business Practices

ViaCon has multiple sets of fundamental principles of how we operate our business – these guiding principles demand that we keep our promises, act as good ambassadors and respect and comply with the laws, regulations and guidelines in countries where we operate.

We are responsible for our business, conducting it through practices based on respectful behaviour towards all stakeholders. We expect our employees to be good examples for each other and the environment, showcasing values of integrity, delivering excellence under all circumstances and using respect as a guiding principle.

THE CODE OF CONDUCT IS AT CENTER IN EVERYTHING WE DO

The ViaCon code of conduct sets out the fundamental principles of how ViaCon operates its business. ViaCon shall operate in accordance with sound, ethical business practices, setting high standards for ourselves and our impact on the environment and society at large. We act with integrity, and in accordance with our ethical principles. These principles guide our way of working and our inter collegial relations, as well as with customers, suppliers and society at large. Additionally, our trade sanctions policy, which reflects our code of conduct, is in place in all countries.

As an international company, ViaCon complies with all applicable laws wherever we operate and with whoever we conduct business, seeking to act with the highest level of integrity.

Our Code of Conduct summarizes the fundamental ethical values, guidelines and principles shared across the group, regardless of business activity, culture, or location.

All employees, both permanent, temporary and directors are each accountable for making a personal commitment to abide by the Code of Conduct.

All leaders and managers are not only expected to function as role models, but to also educate and support others in behaving in an ethical and compliant manner.

VIACON'S CODE OF CONDUCT IS BUILT AROUND A SET OF MAIN PRINCIPLES:

- Human rights and equality.
- We respect and support our employees' rights, and we perform our business in line with basic human rights.
- Our workplaces are characterized by mutual respect, support, and equal opportunities for all.
- No form of harassment, discrimination, differential treatment, or any other conduct which may be interpreted as threatening or degrading, shall ever be permitted.
- ViaCon and its supply chain is totally against child labour and forced labour or any other circumstances of compulsory labour situation.
- We support our employees' freedom of association with any labour (trade) unions, to elect and be elected in such an organisation, and we will always take an open stance on any collective bargaining initiatives you may have.
- Employees' compensation or benefits will be given equally and fairly, according to the individual employment contract, position, qualification, and performance, without subjective or personal differences.
- No other benefit will be granted, denied, or interrupted to our employees based on discriminatory grounds.
- Excluding a person or business partner not based on merit, qualification, quality, or price it is not acceptable.
- It is not allowed to make offensive comments or improper behaviour such as harassment.

ANTI-CORRUPTION

ViaCon strongly oppose all forms of bribery and corruption. We perform business in an open and transparent manner, regardless of location, always. All employees are prohibited from planning, performing, or facilitating any corrupt activity, in the public or private sector, even in cases where we do not benefit directly. In 2024 ViaCon will strengthen the way we conduct business by initiating the implementation of ISO37001 anti-corruption processes and procedures.

CONFLICT OF INTERESTS

All acts of corruption contain an inherent conflict of interest. ViaCon employees therefore take care to identify and avoid situations that give rise to conflict between your private interests and ViaCon's business interest.

Potential or actual conflict of interest situations must be discussed with a manager, without delay and unprompted. ViaCon will attempt to resolve potential conflicts in good faith.

RESPECT FOR HUMAN RIGHTS/COUNTERING CORRUPTION

ViaCon have identified no material risks related to "Respect for human rights" or "Countering corruption". ViaCon are proactive in the value chain and require suppliers and distributors to sign our code of conducts.

The ViaCon code of conducts are based around 11 areas.

1. Legal requirements
2. Ethics
3. Advantages
4. Confidential information
5. Child Labour Is Not Accepted

- 6. Health And Safety
- 7. Workers' Rights
- 8. Housing Conditions
- 9. Environment
- 10. Systems Approach
- 11. Monitoring And Enforcement

ViaCon also do a risk evaluation of all suppliers based on a number of indicators.

KNOWLEDGE

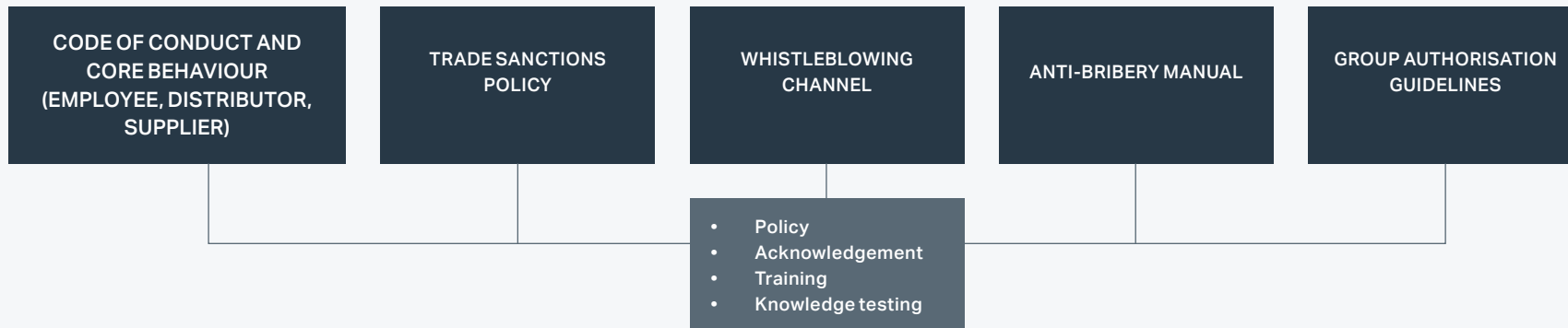
At ViaCon, learning is an important tool to teach all our employees the ways of ethical business, and to ensure that they stay up to date on both compliance and quality. Continuous learning is at the top of our agenda and will continue to be so for the foreseeable future.

All employees, distributors and suppliers should acknowledge our code of conducts. In 2023, 96% of all employees have completed business ethics training, and our goals is for this to continue into 2024. We also redesigned and updated trainings for 2023 to include Winningtemp and SteelZero initiatives. In 2023, 91% of distributors signed our distribution code of conduct. Our courses help our employees and stakeholders to understand the code of conduct and why it is so important for our company.

ViaCon has multiple goals related to business ethics for the next year. In addition to the goal of having 95% direct and indirect labour complete business ethics training, we have set out an ambitious goal of having 90% of both distributors and suppliers sign their respective codes of conduct. We also have a long-term goal that all suppliers will be audited according to risk level. In 2023, we completed risk assessments to cover 74% of ViaCon's suppliers spend.

In terms of anti-bribery, ViaCon has a cohesive manual that all employees must go through. It is an easy-to-understand and accessible guide available in different languages – including an own section on "dos and don'ts". ViaCon provides adequate training for all employees consistent with ViaCon's risk profile and appropriate to employee responsibilities. The CEO is responsible for the overall oversight and implementation of the Corporate Compliance Program. HR and Finance are responsible for ViaCon's day-to-day compliance with the aforementioned manual and anti-bribery laws.

MANDATORY CONTENT FOR ALL EMPLOYEES



EU Taxonomy

Background

The EU Taxonomy Regulation is a part of the European Commission's work to meet the EU's climate and energy target for 2030. The EU Taxonomy is a classification system that identifies environmental sustainable economic activities in order to help companies to make sustainable choices. An activity is classified as sustainable if it contributes to sustainability for at least one of the objectives and meets certain minimum safeguards. At the same time the activity must not harm any other objectives. The purpose of the EU Taxonomy is to disclose whether an economic activity is aligned with the requirements.

Economic activities

We have examined all economic activities carried out by the group to see which of these are eligible and also initiated a review in regards of aligned in accordance with Annexes I and II to the Climate Delegated Act. As the assessment of alignment is complex and includes the full ecosystem in which ViaCon operates including designers, customers and suppliers, our task force continues to detail out all technical specifications and verify in relation to the Taxonomy.

The complete ViaCon solution portfolio supports sustainability aims. ViaCon constructs world-class Bridges & Culverts Solutions and products that are strong, durable, cost-efficient, and sustainable. Our state-of-the-art GeoTechnical Solutions and products help solve all issues in the field of geotechnical engineering. With our proven technical and engineering expertise, ViaCon's StormWater Solutions and products are designed to meet the challenges of stormwater management.

ViaCon identified two eligible activities to report on from the EU Taxonomy in 2022. ViaCon has continued the assessment for alignment based on the knowledge of experts within the ViaCon Group for each of the business units (Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions). During 2023 ViaCon has formed a group working with the Taxonomy including these experts, group functions and support from external advisors.

All products within Bridges & Culverts, except Acrow bridges, are deemed to be eligible under activity 3.6 Manufacturing of other low carbon technologies in Annex I. Some of the product solutions under GeoTechnical Solutions are deemed to be eligible under activity 9.1 Engineering activities and related technical consultancy

dedicated to adaptation to climate change in Annex II and all products within StormWater Solutions are deemed to be eligible under 9.1. as well.

3.6. Manufacture of other low carbon technologies.

ViaCon's products HelCor, MultiPlate, SuperCor and UltraCor are made of steel, and the CO₂ emissions from bridges and culverts made from steel are significantly lower compared to similar structures of concrete. All these products are deemed to be eligible under activity 3.6. Manufacture of other low carbon technologies. The Conspan product is also seen as eligible under 3.6. due to efficiency in production compared to alternatives.

With more than 35 years of civil engineering experience, we provide specialised, world-class Bridges & Culverts Solutions and products that are strong and durable, cost-efficient, and can be considered to be sustainable.

Our offering covers the construction, reconstruction, and relining of culverts, bridges, viaducts, grade separations, wildlife crossings, tunnels, etc. that are used for establishing infrastructural connections and crossings. Most often the design of the solutions not only support lower CO₂ emission, but biodiversity is also considered. ViaCon considers its solutions for bridges and culverts as Taxonomy-eligible under activity 3.6. because ViaCon's products stand for lower CO₂-emissions compared to alternative solutions in the market*.

ViaCon is at the forefront of positively influencing the development of sustainability in the infrastructure sector. ViaCon is in a unique position where our solutions have environmentally advantages compared to competing materials, such as concrete and plastics, and we directly contribute to Climate Change Mitigation. Steel structures have an advantage over concrete by having approximately 50% less CO₂ footprint, faster construction time, more flexibility and more potential for technological advances to make steel solutions more carbon friendly*.

9.1. Engineering activities and related technical consultancy dedicated to adaptation to climate change

ViaCon's solutions within GeoTechnical Solutions offer a diverse range of solutions and products with advanced engineering knowledge in order to deliver high quality solutions to ViaCon's clients. The products Retaining walls and Geosynthetic erosion

control mats are deemed to be eligible under 9.1.

ViaCon's StormWater Solutions including firewater tanks, retentions tanks, infiltration tanks and sand and oil separators are deemed to be eligible under 9.1. Engineering activities and related technical consultancy dedicated to adaptation to climate change.

Our state-of-the-art GeoTechnical Solutions and products help solve geotechnical engineering issues. ViaCon's StormWater Solutions and products are designed to meet the challenges of stormwater management.

Our offerings cover solutions ranging from stormwater retention and infiltration, firewater retention of oil and sand separation.

ViaCon considers stormwater solutions and parts of our Geotechnical assortment as Taxonomy-eligible under activity 9.1. because these products are created to manage the effects of climate change, for example flash floodings for StormWater solutions and soil erosion in Geotechnical solutions. The entire StormWater Solutions business unit is aligned with EU Taxonomy under activity 9.1.

Taxonomy-alignment

Substantial contribution

ViaCon produces and delivers Bridges and Culverts made of steel. The main alternative is similar products made of concrete, where ViaCon's steel products have a significantly lower greenhouse gas emissions during manufacturing.

ViaCon's StormWater Solutions, as well as some engineering solutions within GeoTechnical Solutions, are vital to managing the changing climate, i.e., meeting climate change adaptation objectives.

To determine if an economic activity is aligned with the EU Taxonomy it must comply with the first requirement as it is described in the Taxonomy Regulation. By contributing to at least one of the environmental objectives it can be aligned according to the Taxonomy. However, for our Bridges & Culverts Solutions the majority of products are aligned with the EU taxonomy under the activity 3.6. and for our StormWater Solutions we can state already now that the entire business is eligible with EU Taxonomy under the activity 9.1. StormWater Solution is a great benefit in order to adapt to environmental changes.

*) Source: Journal of Cleaner Production 189 (2018) 647-661

Note: 1) Measured on a global warming potential

Do no significant harm (DNSH)

For the activities that are seen as a substantial contribution according to the “Substantial contribution” section above, the Do no significant harm criteria is being evaluated.

For ViaCon we started with the sites where we perform the economic activities identified.

For both activities 3.6. and 9.1. the core group with experts are reviewing the DNSH criteria for each of the activities.

Minimum safeguards

The last step to determine whether an activity is Taxonomy-aligned is to evaluate the minimum safeguards. ViaCon has assessed this by reviewing relevant processes for the four subject areas, Human rights, Anti-bribery, Taxation and Fair competition, as well as compliance with ViaCon’s anti-bribery manual, ViaCon code of conduct, competition compliance policy, whistleblowing policy and trade sanctions compliance procedure, and no court convictions has been identified in relation these areas. This procedure was done on ViaCon group level for both activity 3.6. and 9.1.

Mandatory disclosure on nuclear and fossil gas related activities**Nuclear energy related activities**

The undertaking conducts, funds or has exposures to research, development, demonstration, and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle	No
--	----

The undertaking conducts, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies	No
--	----

The undertaking conducts, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
--	----

Fossil gas related activities

The undertaking conducts, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
---	----

The undertaking conducts, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
--	----

The undertaking conducts, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No
--	----

The table is applicable of turnover, CapEx and OpEx.

ACCOUNTING PRINCIPLES

The EU Taxonomy has three key performance indicators (KPIs): turnover, capital expenditures and operational expenditures. The key performance indicators are disclosed in relation to our Taxonomy-eligible and Taxonomy-non-eligible economic activities. The tables presents turnover, capital expenditures and operational expenditures according to the EU Taxonomy’s definition of key performance indicators. The figures reported in our EU Taxonomy reporting are based on figures reported in the accounts of our financial reporting and hence double counting can be avoided.

Total turnover is based on IFRS 15 and is equal with the net sales in the consolidated income statement in the Annual Report 2023, with the exception of capital gain according to the EU Taxonomy’s definition of turnover.

Capital expenditures are equal to the additional investments during the financial year in tangible fixed assets (IAS 16), intangible fixed assets (IAS 38) and right-of-use assets (IFRS 16) which is presented in the Annual Report 2023. Goodwill is not a part of

capital expenditures. Capital expenditures are considered before depreciation, amortisation and re-measurements. Investments acquired through business combinations during the financial year are included as part of capital expenditure.

Operational expenditures are short-term leases and maintenance and repair expenses of property, plant and equipment and all other direct expenses related to daily maintenance of tangible fixed assets performed by ViaCon Group or a third party hired for this purpose. Operational expenditures according to the EU Taxonomy are not equivalent to operating expenses.

TURNOVER KPI

Economic Activities	Code	Turnover	Proportion of Turnover 2023	Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')						Minimum Safeguards	Proportion of Taxonomy-aligned or -eligible turnover, 2022	Enabling activity	Transitional activity
				Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity and ecosystems	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity				
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	64,639	34%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	18%	E
9.1. <i>Engineering activities and related technical consultancy dedicated to adaptation to climate change</i>	CCA+9.1	31,689	17%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	15%	E
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		96,328	51%	34%	17%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	33%	
Of which enabling		96,328	51%	34%	17%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	33%	E
Of which transitional		-	-	-	-	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	-	T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	15,839	8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL									20%	
9.1. <i>Engineering activities and related technical consultancy dedicated to adaptation to climate change</i>	CCA+9.1	-	-															1%	
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		15,839	8%															21%	
Turnover of Taxonomy-eligible activities (A.1+A.2)		112,167	59%															54%	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities		77,737	41%															46%	
Total (A+B)		189,903	100%															100%	

Proportion of turnover/Total turnover

	Taxonomy-aligned per objective	Taxonomy-eligible by objective
CCM	34%	42%
CCA	17%	17%
WTR	%	%
CE	%	%
PPC	%	%
BIO	%	%

CAPEX KPI

Economic Activities	Code	CapEx	Proportion of Capex 2023	Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')						Minimum Safeguards	Proportion of Taxonomy-aligned or -eligible CapEx, 2022	Enabling activity	Transitional activity
				Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity and ecosystems	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity				
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	1,029	15%	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	22%	E
9.1. <i>Engineering activities and related technical consultancy dedicated to adaptation to climate change</i>	CCA+9.1	677	10%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	20%	E
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		1,706	24%	14%	9%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	42%	
Of which enabling		1,706	24%	14%	9%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	42%	E
Of which transitional		-	-	-	-	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	-	T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	527	8%	EL	EL	N/EL	N/EL	N/EL	N/EL									14%	
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		527	8%															14%	
CapEx of Taxonomy-eligible activities (A.1+A.2)		2,234	32%															56%	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities		4,742	68%															44%	
Total (A+B)		6,976	100%															100%	

Proportion of CapEx/Total CapEx

	Taxonomy-aligned per objective	Taxonomy-eligible by objective
CCM	15%	22%
CCA	10%	10%
WTR	%	%
CE	%	%
PPC	%	%
BIO	%	%

OPEX KPI

Economic Activities	Code	OpEx	Proportion of OpEx 2023	Substantial Contribution Criteria						DNSH criteria ("Does Not Significantly Harm")						Minimum Safeguards	Proportion of Taxonomy-aligned or -eligible OpEx, 2022	Enabling activity	Transitional activity
				Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity and ecosystems	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity				
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	1,316	44%	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	20%	E
9.1. <i>Engineering activities and related technical consultancy dedicated to adaptation to climate change</i>	CCA+9.1	461	15%	N/EL	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	Y	24%	E
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		1,777	60%	44%	15%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	44%	
Of which enabling		1,777	60%	44%	15%	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	44%	E
Of which transitional		-	-	-	-	-	-	-	-	Y	Y	Y	Y	Y	Y	Y	Y	-	T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
3.6. <i>Manufacture of other low carbon technologies</i>	CCM+3.6, CCA+3.6	264	9%	EL	EL	N/EL	N/EL	N/EL	N/EL									22%	
9.1. <i>Engineering activities and related technical consultancy dedicated to adaptation to climate change</i>	CCA+9.1	-	-	EL	EL	N/EL	N/EL	N/EL	N/EL									1%	
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		264	9%															23%	
OpEx of Taxonomy-eligible activities (A.1+A.2)		2,041	69%															67%	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities		938	31%															33%	
Total (A+B)		2,979	100%															100%	

Proportion of OpEx/Total Opex

	Taxonomy-aligned per objective	Taxonomy-eligible by objective
CCM	44%	53%
CCA	15%	15%
WTR	%	%
CE	%	%
PPC	%	%
BIO	%	%

ViaCon and the future EU regulations

ViaCon contributes and commits to the work done by EU in order to shape the future of sustainable construction and business as a whole.

The environment has always been important, but in recent years it has become increasingly urgent not only for consumers, but also for policymakers and for European Union institutions. Multiple EU initiatives are a testament to this; the European Green Deal underlines the EU's ambition and motivation, while initiatives such as the European green bond standard will help scale up and raise the environmental ambitions of green financing in Europe.

Steel is a sustainable alternative to concrete and plastic, and we will continue to use this as an advantage for the environment. The Circular Economy Action Plan for a cleaner and more sustainable world states that enabling remanufacturing and the usage of more resilient materials such as steel will be established under these regulatory principles.

The European Commission has already introduced many initiatives to address this – including integrating the circular economy objectives under the EU Taxonomy Regulation. This will help all companies and stakeholders to validate whether an economic activity is “green” or not – and this will be the foundation for further sustainable funding alternatives. ViaCon, for example, is always taking biodiversity into account during construction.

ViaCon's business and economic activity is aligned, and will continue to be aligned, with the objectives of the EU Taxonomy Regulation.

“For citizens, the circular economy will provide high-quality, functional and safe products, which are efficient and affordable, last longer and are designed for reuse, repair, and high-quality recycling.”

Quote from the Circular Economy Action Plan

Auditor's report on the statutory sustainability report

To the Annual General Meeting of ViaCon Group AB (publ), org.nr 559228 - 2437

ASSIGNMENTS AND DIVISION OF RESPONSIBILITIES

The Board of Directors is responsible for the Sustainability Report for 2023 on pages 26-49 and for its preparation in accordance with the Annual Accounts Act.

FOCUS AND SCOPE OF THE REVIEW

Our review has been conducted in accordance with FAR's auditing standard RevR 12 The auditor's opinion regarding the statutory sustainability statement. This means that our review of the sustainability report has a different focus and a significantly smaller scope compared to the focus and scope of an audit according. We believe that the examination has provided us with sufficient basis for our opinions.

STATEMENT

A statutory sustainability report has been prepared.

Gothenburg, April 26, 2024
Ernst & Young AB

Staffan Landén
Authorized Public Accountant

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BOARD OF DIRECTORS' REPORT

The Board of Directors and the President and CEO of ViaCon Group AB (publ), corporate identity number 559228-2437 with registered office in Gothenburg, hereby submit the annual report and consolidated financial statements for the 2023 financial year.

THE GROUP'S BUSINESS

ViaCon is a leading player offering environmentally friendly and sustainable technical solutions on the European market with a focus on the sale and manufacture of corrugated steel structures and plastic pipes used to build bridges and road drums, as well as for geotechnical solutions and stormwater management. ViaCon strives for the highest standards of environmental awareness, health and safety. The solutions are designed to minimize the carbon footprint with the least possible traffic disruptions in the workplace and thus manage negative effects on both the environment and society. ViaCon offers its customers state-of-the-art long-life solutions designed to meet the challenges of a changing world. ViaCon's solutions support both its customers and society in achieving important and sustainable goals.

The Group was founded in 1986 with establishments in Sweden and Norway and has about 750 employees in 19 countries.

IMPORTANT EVENTS DURING THE YEAR

ViaCon Group AB (publ) has decided at an extraordinary general meeting on October 6 2022 to change the accounting currency to euros. The change from Swedish kronor to euros in the parent company takes effect on January 1, 2023. In connection to this, the Group has also changed the presentation currency to euro.

Elke Eckstein was elected as additional new board member of ViaCon Group AB (publ) as of January 1, 2023.

Salomeh Tafazoli joined on May 2, 2023 as Vice President of Bridges & Culverts Solutions.

Andrzej Rokosz joined on June 5, 2023 as Vice President of GeoTechnical Solutions.

SALES, EARNINGS AND PROFITABILITY

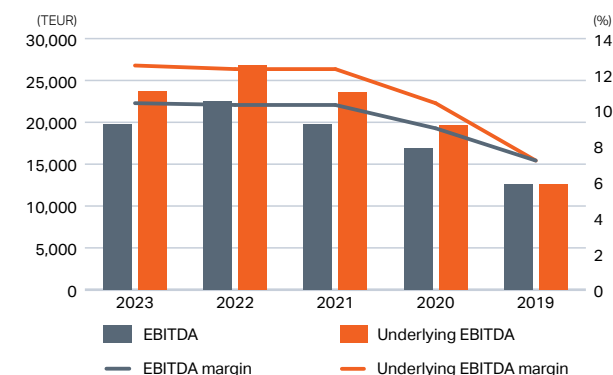
Net sales for the Group amounted to EUR 189,903 thousand (218,440), a decrease of 13.1 % compared to the corresponding period last year. The acquired operation in the Netherlands in 2022 has contributed EUR 725 thousand to net sales for the

period. ViaCon has chosen to leave and divest non-core business with sales of around EUR 3,140 thousand in last year. Adjusted for currency effects, divestments and acquisitions, organic growth was -8.6%.

The Group's operating earnings amounted to EUR 13,162 thousand (16,758), which equates to an operating margin of 6.9% (7.7). Underlying operating earnings totalled EUR 17,109 thousand (21,104), with an operating margin of 9.0% (9.7). The operating earnings for the year was negatively impacted by lower sales, mainly due to delays in customers' financing of their projects during the first half of the year. The situation improved during the second half of the year, with increased order intake and high activity in the market. Non-recurring items have burdened the profit for the period and amounted to EUR -3,947 (-4,346) thousand. They are mainly relating to restructuring costs in connection with the intensified efficiency work.

There are numerous infrastructure investments around Europe as there is a great need to renew and expand an aging infrastructure in many countries.

Although activity in the market is high, volumes have been lower in 2023 compared to the previous year as a result of the uncertainty created by high interest rate and inflation levels during the year.



Multi-year overview

TEUR	2023	2022	2021	2020	2019
Net sales	189,903	218,440	191,870	187,847	174,233
Earnings before depreciation (EBITDA)*	19,763	22,516	19,825	16,961	12,572
EBITDA margin*	10.4%	10.3%	10.3%	9.0%	7.2%
Items excluded from underlying EBITDA	3,947	4,346	3,761	2,634	-
Underlying earnings before depreciation (underlying EBITDA)*	23,710	26,862	23,586	19,596	12,572
Underlying EBITDA margin*	12.5%	12.3%	12.3%	10.4%	7.2%
Operating earnings EBIT*	13,162	16,758	14,166	11,918	7,475
EBIT margin*	6.9%	7.7%	7.4%	6.3%	4.3%
Items excluded from underlying EBIT	3,947	4,346	3,761	2,634	-
Underlying operating earnings (underlying EBIT)*	17,109	21,104	17,927	14,553	7,475
Underlying EBIT margin*	9.0%	9.7%	9.3%	7.7%	4.3%

**) These alternative performance measures are described in alternative performance measures on page 96 and in definitions on page 97.*

The situation improved during the second half of the year, with an increase in order intake in both the third and fourth quarters.

The Bridges & Culverts Solutions business unit had a positive organic growth in sales and order intake despite the challenges in the market. In the GeoTechnical Solutions and StormWater Solutions business units, sales and order intake decreased compared to the previous year, mainly due to delays in customers' financing solutions. All three business units realised cost savings during the year in connection with the intensified efficiency work that was launched in the second quarter.

Earnings before depreciation and amortisation amounted to EUR 19,763 thousand (22,516), equating to an EBITDA margin of 10.4% (10.3).

After adjustment of non-recurring items the underlying earnings before depreciation and amortisation amounted to EUR 23,710 thousand (26,862), which resulted in an underlying EBITDA margin of 12.5% (12.3).

The Group's net financial items amounted to EUR -14,390 thousand (-12,027). The net effect of exchange differences amounted to EUR -1,986 thousand (-2,378) and the interest net amounted to EUR -11,980 thousand (-9,170), of which interest expenses for lease liabilities were EUR -783 thousand (-743).

The Group's earnings before tax amounted to EUR -1,228 thousand (4,731) and tax on earnings for the year was EUR -3,018 thousand (-4,306). The Group's effective tax is high partly due to the fact that no deferred tax assets are taken into account for the Swedish loss carry forwards. Earnings for the year amounted to EUR -4,247 thousand (426).

CASH FLOW AND INVESTMENTS

Cash flow from operating activities for the period was EUR 3,399 thousand (7,900), of which the cash flow effect of the change in working capital amounted to EUR -1,690 thousand (-1,679). Cash flow for the period was mainly affected by lower earnings.

Cash flow from investing activities totalled EUR -3,085 thousand (-7,603), of which investments in intangible and tangible assets amounted to EUR -3,397 thousand (-4,367).

FINANCIAL POSITION

The Group's net debt amounted to EUR 95,236 thousand (91,449). Adjusted net debt excluding lease liabilities amounted to EUR 84,285 thousand (81,392).

Cash and cash equivalents amounted to EUR 19,556 thousand (28,042). In addition, the Group has undrawn revolving credit faci-

ties of EUR 10,000 thousand (5,000), which meant that cash and cash equivalents available to the Group totalled EUR 29,556 thousand (33,042).

From 30 June 2022, Turkey is deemed to be a hyperinflationary economy and as a consequence reported after remeasurement of hyperinflation. The reporting has not had a material effect on the Group's profitability, liquidity and overall financial position. The net accounting impact is included in Consolidated comprehensive income in line - Remeasurement of hyperinflation.

INTENSIFIED EFFICIENCY WORK

In June, a decision was made to intensify the efficiency work that began in 2022 with the aim of streamlining the organization for increased agility and efficiency, with the goal of reducing the workforce by approximately 180 positions. The initiative has now been fully implemented and reduction of workforce have been completed according to plan. For the full year 2023, the initiative has contributed to cost savings excluding non-recurring costs of approximately EUR 6.3 million. By the end of the year, this means that the initiative will result in sustainable efficiency improvements corresponding to approximately EUR 10 million on an annual basis. The non-recurring costs related to this initiative amount to EUR 3.1 million. These measures will strengthen ViaCon both in the short and long term.

MARKET AND FUTURE OUTLOOK

ViaCon strives to strengthen its market-leading position with strengthened profitability in the European market. Through strategic priorities, ViaCon will grow the business in the Bridges & Culverts Solutions business unit, improve profitability in GeoTechnical Solutions and build up the business in StormWater Solutions.

At the end of 2021 and in 2022, ViaCon has been affected by disruptions in the supply chains, long delivery times and some raw material shortages, as well as record-high price levels from suppliers, but the situation has stabilised in 2023.

Demand for ViaCon's solutions remains good. During the year, high levels of cost inflation and higher interest rates affected lead times for customers' decision-making processes. During the second half of the year, these lead times have returned to a more normal situation, but we are prepared for continued market volatility and geopolitical uncertainty.

A large number of projects are under way in Europe aimed at strengthening the economy and improving infrastructure that is lagging behind, in which innovative and sustainable projects in the

strategic infrastructure sectors will play an important role.

Over time, profitability will be strengthened by working in a uniform manner towards the same goals and by continuing to increase internal efficiency. ViaCon can thus become a stronger partner for all actors in society and the company will further strengthen its position in terms of future solutions in each business unit. The market continues to grow in infrastructure throughout Europe and in addition, ViaCon is taking market share from competing solutions.

OPERATIONAL STRUCTURE

The Group is divided into three different business units: Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions.

Bridges & Culverts Solutions offers solutions that cover the construction, reconstruction and relining of culverts, bridges, viaducts, grade separations and ecological crossings, tunnels etc. that are used for establishing infrastructural connections and crossings.

GeoTechnical Solutions provides customized solutions for soil reinforcement and groundwater protection as well as technical solutions for different areas of use, such as retaining walls, roads and railways, environmental engineering, as well as solutions with plastic road drums.

StormWater Solutions designs and manufactures, among others, water tanks that are used to store rainwater in the event of a downpour, as well as fire water tanks. These tanks are used primarily under parking spaces in industrial and commercial buildings, as well as by specialised earth moving contractors. The tanks have a large capacity and can be used for polluted water.

EMPLOYEES

The average number of employees (FTE) in the Group from January 1 to December 31, 2023 was 723 (784). On the balance sheet date, the number of employees was 691 (768).

RISKS AND RISK MANAGEMENT

ViaCon is subject to several operational and financial risks, which may affect parts or all of its activities. Exposure to risk is a natural part of running a business and this is reflected in ViaCon's approach to risk management. It aims to identify risks and prevent risks from occurring or to limit any damage resulting from these risks. Risks to the business can be categorised as industry, market and competitive risks, operational risks, strategic risks, sustainability risks and financial risk.

Through the Group's risk management and internal control framework, ViaCon aims to systematically identify, assess and manage risk throughout the Group. Responsibility for risk management and internal control rests primarily with the operation itself, i.e. with the CEO, managers and employees in the operational units and through the work they carry out in accordance with the roles, instructions and guidelines that apply to each of them.

The review of financial compliance and the control environment has been further strengthened during the year. Risk management and mitigating initiatives have also been implemented. In the face of increasing challenges, IT and cybersecurity measures have continued to strengthen during the year. Risk management activity has included additional interventions and mitigating initiatives, such as hardware and software upgrades and training initiatives.

In 2023 we continued to increase our efforts within ESG in several areas. Monitoring the health and safety of our employees has long been at the core of the business. During the year we continued to measure employee satisfaction through the standard eNPS survey and by using the tool, Winningtemp. By using Winningtemp we facilitate the process of engaging the organisation and identifying improvement actions based on the local survey results.

ViaCon Group has taken several mitigating actions to safeguard employees, to reduce liquidity risk and to secure future operations. All units have been in close contact with national and local authorities to ensure compliance with regulations and restrictions. The Board has monitored and evaluated the situation closely and continuously assessed whether any further actions are needed.

The following sections describe some of the key risks that may impact the Group's business operations, financial position and financial performance.

Industry, market and competitive risks

ViaCon is a leading supplier of corrugated steel structures and geotechnical solutions. The Group has three different business units: Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions.

Due to the nature of its operations, ViaCon is subject to a number of complex, demanding and evolving legal and administrative regulatory requirements relating to, among other things, criminal and civil laws, public procurement, tax legislation, planning, development, construction, land use, fire protection, health and safety, the environment, competition and employment. These requirements are complicated by the fact that the Group

operates in 19 different countries with different legislation. Failure to adapt to the changing regulatory environment in any of the Group's core markets may have an adverse effect on the Group's business, earnings and financial position.

The Group's business is to a large extent dependent on continued levels of public infrastructure investments and development, and thus is impacted by the prevailing global economic climate, as well as European and local economic conditions in the markets in which the Group operates. The company may therefore be affected by a downturn in the general economic environment, a lack of prioritised funds to the road infrastructure sector versus other sectors or a change in regulatory standards for road quality and road safety. In addition, changing behaviour and technology developments that reduce traffic volumes and investments in road infrastructure and maintenance may impact the Group's business, revenue, profit and financial position.

ViaCon is also exposed to seasonal trends in its business in particular relating to a slowdown in business over the winter months. A particularly severe winter may lead to long periods of inactivity where snow and other adverse meteorological conditions result in work being postponed. This can lead to unexpected temporary drops in revenue that can affect the cash flow and liquidity of the Group in the short term.

ViaCon faces competition from a number of international service providers as well as from competing solutions, for example concrete and plastic solutions. ViaCon must ensure that its products and services remain at the forefront of technological development particularly in relation to sustainability, product relevance, pricing and quality in order to meet customer expectations.

Operational risks

ViaCon's operations consist of the production and delivery of a large series of individual orders and projects, and the individual orders vary in terms of complexity, size, duration and risk. Consequently, systematic risk management in all parts of the business is important. ViaCon's business is dependent on its ability to carry out its work in a timely fashion and on production and delivery of its products meeting contractual obligations. Accordingly, the Group is exposed to the operational risk, for example, that weaknesses or faults in the Group's processes or systems, delays in completing orders due to significant break

downs of machines or other delays in delivery schedules may lead to lost revenues and reputational damage. ViaCon is also reliant for part of its product solutions offering on patented and licensed products. If these relationships were terminated for any reason, the Group may need to develop alternative solutions, which may entail a delay in production. ViaCon is actively working to protect its brand, names, domain names and copyrights in the jurisdictions in which the Group operates.

ViaCon's products require substantial amounts of certain raw materials. Raw materials are priced in the world market and the prices, which are primarily quoted in USD, generally vary in accordance with the availability of such raw materials. Due to the nature of the business, as well as its geographical footprint, ViaCon is directly and indirectly exposed to the global supply chain. Any disruption in the global supply chain may have a material adverse impact on the Group's profitability. The Group's profitability is also dependent in part on raw material and intermediate goods prices and the extent to which changes in those prices correlate to changes in the price of its own products. Taxation on non-renewable raw materials and on energy-intensive production processes like steel and plastic carries the risk of increased raw material supplies and production costs which may affect the profitability. ViaCon has pricing agreements with the majority of its major suppliers.

ViaCon may be unable to procure certain necessary raw materials or intermediate goods on a timely basis, at acceptable prices and on acceptable terms, in sufficient amounts or at all. There may, however, be alternative suppliers in the market for each of the Group's raw materials and intermediate goods. There may also be issues with the quality of the raw materials and intermediate goods it purchases. There may also be a general supplier risk with poor or limited business continuity plan. However ViaCon performs routine maintenance on production equipment and has strong internal and external support networks in the industry. Further ViaCon also has full insurance cover for down time caused by damage to property. ViaCon has established Business Continuity Plan (BCP), including backup plan in progress and new routines keeping critical long lead time spare parts in stock has been implemented to reduce the risk of suspension of operations and property damage.

ViaCon is subject to environmental laws and regulations, including laws and regulations governing air emissions, use of plastics and remediation of environmental damage. Compliance

with environmental regulation is an ongoing process and, as regards new legislation and regulations, the imposition of more stringent requirements, or more rigorous enforcement thereof may require ViaCon to modify its operations.

A significant proportion of ViaCon's revenue comes from contracts which may vary greatly in size from one year to the next. In the event that one or more customers were to reduce the size of their contracts in a given year, unless the Group were able to replace such deficiencies through increased orders from other existing or new customers, the Group would be subject to overcapacity and its revenues and profit margins would be significantly reduced. Furthermore, delays and postponement in infrastructure projects using the Group's products may lead to unforeseen periods, where such products are unused and require storage and insurance. Construction work has also been found to be at risk of disruption by unforeseen weather events like heavy downpours and heat waves that put workers' health and safety at risk. This carries a risk of increased demand for infrastructure that helps societies adapt to the new climate reality of more frequent extreme weather and shifts in seasons can also carry a degree of uncertainty in historical business trends. In the event that such a risk were to materialise, it could have a material adverse effect on the Group's business, earnings and financial position. ViaCon analyzes and assesses risks in the tender stage and systematically manages risks in the business throughout the execution.

ViaCon relies on its information technology (IT) infrastructure to manage its business processes, in particular the complex logistical elements of its cross-border operations, as well as its extensive customer data base and transactions. Accordingly, any prolonged outages possibly leading to significant delays in order timelines, reputational damage and even loss of customers. Any such effects would be likely to have a negative impact on the Group's net sales, earnings and financial position.

Sustainability risks

Further, the Group has a significant share of its business in markets that could be associated with ESG risks. To avoid official sanctions, financial losses or a loss of reputation due to failure to comply with laws, regulations and standards, the Group has implemented a strengthened ESG program, with strengthened policies and digital tools that will have a preventive effect. ViaCon's work with municipalities and governmental authorities exposes it to the risk of breaches of various anti-bribery and

anti-corruption laws. Corruption occurs in all countries and sectors, although to varying degrees. Areas deemed to be at particular risk are the sales and purchasing processes, and the exercise of authority. Furthermore, the Group's business includes work in certain jurisdictions with less transparency than is expected in Western Europe. ViaCon runs through its code of conduct, anti-corruption and other policies with its employees to ensure good business ethics. The Group must demonstrate a high level of integrity and maintain the trust and trust of its stakeholders. Deficiencies in compliance with policies may adversely affect the Group's reputation and brand.

The future success depends on its ability to attract and retain personnel to secure ViaCon's core values. A lack of employee commitment could have a direct negative impact on the company's brand, position and earnings. HR systems help the organisation to implement and follow up HR policies and strategies. Non-compliance with laws and regulations can lead to materially negative effects on the Group's operations, revenues and financial position.

Management has conducted a risk analysis to identify the risks in the area of sustainability, in accordance with the CSRD framework, that are most likely to occur and would have the greatest impact on ViaCon. The criterion for a risk to be considered to have a major impact on ViaCon is that the risk would entail a financial impact corresponding to 5 percent or more of the Group's annual EBITDA.

The significant risks identified in the risk analysis have been linked to targeted activities as part of the strategy work. Other risks identified will be evaluated annually. The analysis also includes a review of the opportunities that the sustainability work entails for ViaCon and is followed up in a corresponding way.

Strategic risks

The Group's future development and success depend on having relevant and effective strategies for the Group, on measures being properly executed and on the Group delivering the expected results. If the formulated strategies are not relevant or effective or not properly executed, the Group may have difficulty meeting its targets. To ensure that the Group develops in the optimum way, strategic risk is managed through clear vertical and horizontal communication regarding short-term goals and strategy, continuous monitoring of competitors and the market, follow-up of profitability, and through product development and planning processes.

Financial and market risks

The Group is exposed to financial risks associated with financial instruments such as accounts receivable, liquidity and interest-bearing liabilities. These risks are classified as currency, credit and liquidity risks.

The ViaCon Group reports its financial results in euros. However, the Group conducts a significant part of its operations in foreign subsidiaries. The foreign subsidiaries in the Group primarily have their revenues and cost base in their local currencies. The subsidiaries may from time to time generate income or incur costs in currencies that differ from their accounting currency. Currently more than 70% of the Group's business is conducted in EUR, PLN and SEK. Accordingly the Group is subject to currency exposure and fluctuations in exchange rates, which could have an adverse effect on ViaCon's business, earnings and financial position. Effective from January 1, 2023, ViaCon Group AB (publ) has changed its accounting currency to euro, which has reduced the currency exposure of primarily financial liabilities.

Liquidity risk is the risk that a company cannot make its payments due to insufficient liquid assets and/or difficulty in obtaining credit from external lenders. In order to be able to finance its operations and mitigate the effects of fluctuations in cash flows, the Group must ensure that adequate cash resources (i.e. cash and cash equivalents) are readily available through liquidity planning. Liquidity risk is managed by the Group having sufficient cash and cash equivalents and short-term investments with a liquid market plus sufficient financing through agreed credit facilities. The management closely monitors rolling forecasts of the Group's liquidity reserve, which consists of unused loan commitments and cash and cash equivalents, based on expected cash flows. This occurs at two levels in the Group: at a local level in the Group's operating companies and at Group level.

The company has primarily financed its operations by issued senior secured bonds of EUR 100 million. In addition, the Group has entered into a new financing agreement with EUR 24 million of credit in total. The financing is associated with certain terms, which means that if the terms are not met, the lender may terminate all or part of the agreement. Furthermore, if, for some reason or at some point, there is a lack of liquidity in the Group, or if the company is unable to borrow on commercially acceptable terms, the operation, results and financial position may be adversely affected.

For a more detailed description of how the Group manages these

risks in its activities, see Note 24 – Financial instruments and financial risks.

DISPUTES

Companies within the Group may, from time to time, be involved in litigation and other legal procedures or disputes that arise in the normal course of business.

SEASONALITY

ViaCon has pronounced seasonal variations during the year, which tie in with the weather conditions and vary from quarter to quarter and from year to year. In addition, the outcome is affected by customers' strategic planning of infrastructure investments over the year. The lowest net sales and operating earnings are usually reflected in the first and fourth quarters.

SUSTAINABILITY REPORT

ViaCon is subject to the sustainability reporting rules and has prepared a sustainability report for ViaCon and its subsidiaries. In accordance with the Annual Accounts Act, Chapter 6, section 11, ViaCon has chosen to prepare the sustainability report as a separate report from the annual report. The sustainability report is available on pages 26-47 of this report.

CORPORATE GOVERNANCE

In accordance with the Annual Accounts Act, Chapter 6, section 8, ViaCon has chosen to prepare the corporate governance report as a separate report from the annual report. The corporate governance report is available on pages 98-104 of this report.

SIGNIFICANT EVENTS AFTER THE END OF THE FINANCIAL YEAR

There were no significant events to report after the end of the period.

PARENT COMPANY

ViaCon Group AB (publ) is the Parent Company of the ViaCon Group with its registered office in Gothenburg, Sweden. The operations comprise of the ViaCon Group's head office with some corporate functions.

As of January 1, 2023, the Parent company has changed accounting currency to Euro

Operating earnings in the Parent Company amounted to EUR -4,862 thousand (-5,019) and profit/loss before tax to EUR 139,587 thousand (-13,154). During the fourth quarter, ViaCon

Group AB (publ) carried out a sale of the shares in the subsidiary ViaCon Holding AB to ViaCon Investment AB. The sale was group internal and the profit of EUR 156,238 thousand is eliminated in the group.

The Parent Company's net debt amounted to EUR 108,700 thousand (104,999). Equity amounted to EUR 153,827 thousand (14,615). The Parent Company's cash flow amounted to EUR 75 thousand (67). Cash and cash equivalents amounted to 144 thousand (69) on the balance sheet date.

OWNERSHIP STRUCTURE AND NUMBER OF SHARES

ViaCon Group AB (publ), is a wholly owned subsidiary of the Norwegian company RI Holding AS with company registration number 923 991 484.

ViaCon is part of the Group ViaCon BridgeCo AS, Oslo, Norway, which prepares consolidated financial statements for the highest level. ViaCon BridgeCo AS is owned by FSN Capital V. ViaCon's management and other representatives have an indirect ownership in the ViaCon Group by owning 5.0% of the Norwegian parent company RI Holding AS.

The Parent Company's share capital amounts to EUR 45 thousand, divided into 50,100 shares.

APPROPRIATION OF EARNINGS

The AGM has the following at its disposal in the Parent Company (EUR):

Earnings brought forward	14,195,568
Earnings for the year	139,586,822
Total	153,782,391

The Board proposes that the profits be appropriated as follows (EUR):

Carried forward	153,782,391
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As regards the Group and Parent Company's results and position in general, please see the following income statements and balance sheets with accompanying notes.

All amounts, unless otherwise stated, are rounded to the nearest thousands. The data in parentheses refer to the previous year.

Consolidated income statement

TEUR	Note	2023	2022
Net sales	5, 29	189,903	218,440
Other operating income		1,082	1,657
Total operating income		190,985	220,097
Raw materials and consumables used	6	-104,117	-127,296
Personnel costs	7	-40,883	-37,845
Depreciation, amortisation and impairment	8	-6,601	-5,758
Other external expenses	9, 10	-26,222	-32,440
Total operating costs		-177,823	-203,339
Operating earnings		13,162	16,758
Financial income	11	5,496	4,376
Financial expenses	11	-19,887	-16,403
Net financial items		-14,390	-12,027
Earnings before tax		-1,228	4,731
Tax on earnings for the year	12	-3,018	-4,306
Earnings for the year		-4,247	426
Earnings for the year attributable to:			
Equity holders of the parent company		-4,247	426

Consolidated comprehensive income

TEUR	2023	2022
Earnings for the year	-4,247	426
<i>Items that will not be reclassified to income statement in subsequent periods:</i>		
Remeasurements of defined benefit pension plans, net of tax	160	153
<i>Items to be reclassified to income statement in subsequent periods:</i>		
Remeasurement of hyperinflation, net of tax	-3	463
Exchange differences on translation of foreign operations	5,420	-1,627
Other comprehensive income for the year, net of tax	5,577	-1,011
Total comprehensive income for the year	1,330	-585
Total comprehensive income attributable to:		
Equity holders of the parent company	1,330	-585

Consolidated balance sheet

TEUR	Note	31 DEC 2023	31 DEC 2022	1 DEC 2022
ASSETS				
Non-current assets				
Intangible assets				
Capitalised development cost		343	400	463
Goodwill		42,578	41,151	39,979
Other intangible assets		2,233	1,434	543
Total intangible assets	13	45,154	42,984	40,985
Property, plant and equipment				
Land and buildings	14	13,508	13,873	15,002
Machinery and plant	14	10,112	9,334	7,527
Construction in progress	14	-	34	34
Equipment and vehicles	14	1,917	2,843	2,291
Right-of-use assets	15	10,275	9,661	11,835
Total property, plant and equipment		35,811	35,745	36,689
Financial assets				
Deferred tax assets	12	3,403	2,077	2,595
Non-current receivables	16	1,493	986	713
Total financial assets		4,896	3,063	3,308
Total non-current assets		85,861	81,792	80,982
Current assets				
Inventories	6	14,383	18,039	22,243
Current receivables				
Accounts receivable	5, 17, 24	34,520	31,076	27,017
Other current receivables	18	13,045	5,009	5,067
Total current receivables		47,566	36,085	32,084
Cash and cash equivalents	20	19,556	28,042	19,476
Total current assets		81,505	82,166	73,803
TOTAL ASSETS		167,366	163,958	154,785

TEUR	Note	31 DEC 2023	31 DEC 2022	1 DEC 2022
EQUITY AND LIABILITIES				
Equity				
Share capital		45	45	49
Other contributed capital		39,173	39,173	34,364
Other reserves		273	-5,147	-3,520
Retained earnings including earnings for the year		-35,341	-30,847	-35,622
Total equity	21	4,150	3,225	-4,729
Non-current liabilities				
Deferred tax liabilities	12	591	786	1,020
Pension obligations	22	435	628	812
Other non-current provisions	23	380	522	769
Bond	24	98,362	97,421	96,141
Liabilities to credit institutions	24	-	48	198
Other non-current interest-bearing liabilities	25	8,664	8,133	17,000
Total non-current liabilities		108,432	107,539	115,941
Current liabilities				
Current provisions	23	853	298	-
Liabilities to credit institutions	24	6,537	12,321	2,753
Accounts payables	24	19,952	20,358	19,779
Current tax liabilities	12	1,272	1,388	498
Other current interest-bearing liabilities	25	2,287	1,925	2,310
Other current liabilities and accrued expenses	26	23,882	16,904	18,233
Total current liabilities		54,783	53,195	43,573
TOTAL EQUITY AND LIABILITIES		167,366	163,958	154,785

Consolidated statement of changes in equity

TEUR	Note	Attributable to parent company shareholders				Total equity
		Share capital	Other contributed capital	Other reserves	Retained earnings incl. earnings for the year	
Opening balance as of January 1, 2022	21	49	34,364	-3,520	-35,622	-4,729
Translation effect from change of presentation currency from SEK to EUR		-4	-2,694		3,734	1,036
Comprehensive income						
Earnings for the year					426	426
Other comprehensive income net of tax						
Remeasurements of defined benefit pension plans, net of tax					153	153
Remeasurement of hyperinflation, net of tax					463	463
Exchange differences on translation of foreign operations				-1,627		-1,627
Total comprehensive income		-	-	-1,627	1,042	-585
Transactions with shareholders						
Shareholders' contribution			7,503			7,503
Total transactions with shareholders		-	7,503	-	-	7,503
Closing balance as of December 31, 2022		45	39,173	-5,147	-30,847	3,225
Comprehensive income						
Earnings for the year					-4,247	-4,247
Other comprehensive income net of tax						
Remeasurements of defined benefit pension plans, net of tax					160	160
Remeasurement of hyperinflation, net of tax					-3	-3
Exchange differences on translation of foreign operations				5,420		5,420
Total comprehensive income		-	-	5,420	-4,090	1,330
Transactions with shareholders						
Dividends					-378	-378
Group contribution given					-26	-26
Total transactions with shareholders		-	-	-	-404	-404
Closing balance as of December 31, 2023	21	45	39,173	273	-34,937	4,150

Consolidated cash flow statement

TEUR	Note	2023	2022
Operating activities			
Earnings after financial items		-1,228	4,731
Adjustments for items not included in cash flow	19	10,991	8,715
Taxes paid		-4,673	-3,867
Cash flow from operating activities before changes in working capital		5,089	9,580
Changes in working capital			
Increase (-)/ Decrease (+) in inventories		3,664	4,415
Increase (-)/ Decrease (+) in accounts receivable		-4,058	-4,833
Increase (+)/ Decrease (-) in accounts payables		533	192
Change in other current receivables and liabilities		-1,829	-1,453
Cash flow from changes in working capital		-1,690	-1,679
Cash flow from operating activities		3,399	7,900
Investing activities			
Acquisition of property, plant and equipment and intangible assets	13, 14	-3,397	-4,367
Acquisition of subsidiaries	2	-	-3,700
Disposal of subsidiaries	2	-	-346
Divestment of property, plant and equipment		313	810
Cash flow from investing activities		-3,085	-7,603
Financing activities			
Proceeds from borrowings		5,778	18,339
Repayment of borrowings		-10,843	-8,569
Dividend to Parent Company shareholders		-378	-
Paid group contributions		-	-42
Repayment of lease liabilities		-3,345	-3,336
Cash flow from financing activities		-8,788	6,392
Net increase/decrease in cash		-8,474	6,689
Reconciliation of cash and cash equivalents			
Cash and cash equivalents as of beginning of the financial year		28,042	19,476
Cash flow for the year		-8,474	6,689
Exchange-rate difference in cash and cash equivalents		-12	1,877
Cash and cash equivalents at year-end	20	19,556	28,042

NOTE 1

GENERAL INFORMATION

ViaCon Group AB (publ) is a Swedish public limited liability company registered with the Swedish Companies Registration Office with corporate identity number 559228-2437 and with its registered office in Gothenburg, Sweden.

The Company is the Parent Company of the ViaCon Group, an international Group, providing sustainable engineering solutions with a focus on sales and manufacturing of corrugated steel structures, geo-technical, and storm-water solutions.

This annual report and these consolidated financial statements were approved for publication by the Board on April 25, 2024 and will be presented to the Annual General Meeting of shareholders on May 16, 2024.

The Group consists of the following entities:

Entity	Corporate ID	Country	Ownership %	
			2023	2022
ViaCon Group AB (publ)	559228-2437	Sweden	100	100
ViaCon Investment AB	559447-2812	Sweden	100	-
ViaCon Holding AB	556826-4062	Sweden	100	100
FLA Geoprodukter AB	556187-7357	Sweden	100	100
ViaCon International AB	556619-6159	Sweden	100	100
ViaCon AB	556620-7519	Sweden	100	100
ViaCon Production AB	556457-4472	Sweden	100	100
OY ViaCon Ab	0969082-9	Finland	100	100
Kiinteistö Oy Rumtikli	1646291-2	Finland	100	100
Solcon Oy	0914228-3	Finland	100	100
ViaCon A/S Denmark	37331643	Denmark	100	100
ViaCon AS	847016272	Norway	100	100
ViaCon Polska Sp. z o.o.	KRS 0000093391	Poland	100	100
Geotex Sp. z o.o.	KRS 0000098901	Poland	100	100
ViaCon ČR s.r.o.	25910434	Czech Republic	100	100
ViaCon SK s.r.o.	36720321	Slovakia	100	100
ViaCon Hungary Kft.	13-09-160009	Hungary	100	100
ViaCon Bulgaria EOOD	201466113	Bulgaria	100	100
ViaCon Austria GmbH	FN 344929	Austria	100	100
ViaCon Romania SRL	J08/1323/2012	Romania	100	100
ViaCon Geotechnical Solutions S.R.L.	J8/3640/2021	Romania	100	100
ViaCon İnşaat Müh. San. Tic. A.Ş.	İTO-910795	Turkey	100	100
ViaCon Middle East FZE	Dubai Silicon Oasis Authority License No. 3268.	UAE	100	100
AS ViaCon Eesti	10398015	Estonia	100	100
SIA ViaCon Latvija	50003289621	Latvia	100	100
UAB ViaCon Baltic	110788621	Lithuania	100	100
UAB ViaCon Baltic Pipe	301670782	Lithuania	100	100
ViaCon France SAS	340740745	France	100	100
ViaCon Germany GmbH	HRB 120007	Germany	100	100
ViaCon Hamco GmbH	HRB 120312	Germany	100	100
HaKu Service GmbH	HRB 29995	Germany	100	100
ViaCon Bergschenhoek Civiele Techniek B.V.	85471453	Netherlands	100	100
ViaCon (United Kingdom) Limited	02173337	United Kingdom	100	100
Tubosider CSP Limited	02073382	United Kingdom	100	100

NOTE 2

BUSINESS COMBINATIONS

Changes in the composition of the Group 2023

There were no business acquisitions or divestments during the year.

Changes in the composition of the Group 2022

On May 2, 2022 the Group acquired, via its wholly-owned company ViaCon Netherlands B.V. (renamed to ViaCon Bergschenhoek Civiele Techniek B.V.) the business from Bergschenhoek Civiele Techniek B.V. related to the product range of MultiPlate, SuperCor, HelCor/Spirosol, and plastic pipes. The acquisition further strengthened ViaCon's market leading position in Europe for corrugated steel-based infrastructure solutions.

The purchase price totalled EUR 3,700 thousand. The purchase price for the acquisition was higher than the book values for the net assets, which means that the acquisition gave rise to goodwill, which can mainly be attributed to future new markets, synergies and profitability.

Acquisition-related costs totalled EUR 180 thousand and was recognised as other external expenses and included under non-recurring items.

The Dutch acquired operations contributed net sales of EUR 2,659 thousand and earnings after tax of EUR -35 thousand for the period May 2 to December 31, 2022. The Dutch net sales for the period January to December, 2022 amounted to EUR 3,684 thousand.

	2022
Purchase price	
Purchase consideration	3,700
Total cost of the acquisition	3,700
Acquired assets and liabilities at fair value	
Non-current assets	1,220
Deferred tax assets	-
Current assets	629
Total fair value of acquired net assets	1,849
Goodwill	1,851
Cash flow effect from acquisitions	
Purchase consideration	-3,700
Acquired cash and cash equivalents	-
Change in cash and cash equivalents due to acquisitions	-3,700

Divestments

On December 16, 2021, ViaCon entered into an agreement to divest its operations in Belarus to MIAKOM-SPb, LLC. The transaction was planned to be completed by the end of April 2022, but due to delayed approval from the Belarusian Ministry of Trade and Antimonopoly Regulation, the divestiture was postponed and completed in September 2022.

The disposal of the company resulted in a capital loss reported as other external expenses of EUR -954 thousand of which the translation reserve amounted to EUR -46 thousand. The cost is also included under non-recurring items.

The purchase price totalled EUR 135 thousand. According to the agreement, the purchase price is not paid in cash but is set off against supplier debts to the buyer. The business in Belarus contributed net sales of EUR 422 thousand and earnings after tax of EUR -19 thousand for the period January to August 2022.

	2022
Divested assets and liabilities	
Non-current assets	177
Inventories	87
Accounts receivable and other current receivables	608
Cash and cash equivalents	346
Accounts payable and other current liabilities	-162
Total fair value of divested net assets	1,056
Cash flow effect from disposals	
Purchase price received	135
Purchase price offset against liabilities to the buyer	-135
Cash and cash equivalents in the disposed business	-346
Change in cash and cash equivalents due to disposals	-346

The divestment of the company has not had any significant long-term impact on the group's turnover, as the company's annual turnover corresponded to approximately 0.8% of the group's.

NOTE 3

SUMMARY OF MATERIAL DISCLOSURES ON ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and in accordance with the Swedish Financial Reporting Board's recommendation, RFR 1 (Supplementary accounting rules for groups).

The material accounting policies applied in the preparation of the consolidated financial statements are disclosed in the respective notes in order to provide a better understanding of the respective accounting field. See the table below for reference to the note in which each material accounting policy is used and the applicable IFRS standard that is deemed to have significant influence.

The consolidated financial statements have been prepared in accordance with the cost method, unless otherwise stated in the accounting policy in the respective note.

The Group applies the new amended disclosure requirements in IAS 1, Presentation of Financial Statements, which are effective from January 1, 2023. No other new or revised accounting standards or interpretations effective from January 1, 2023 have materially affected the Group's financial statements.

New accounting standards and interpretations that have been published and are effective from 2024 and later are not considered to have a material impact on the Group's financial statements.

As of January 1, 2023, the Parent company has changed accounting currency to Euro. ViaCon has determined to use Euro as the presentation currency in the consolidated financial statements from this date. All amounts, unless otherwise stated, are rounded to the nearest thousands. The data in parenthesis refer to the previous year. Some figures are rounded, and amounts might not always appear to match when added up.

Accounting policy	Note	IFRS Standard
Company acquisitions	2	Business Combinations IFRS 3, IFRS 5
Operating Segments	4	Segment reporting IFRS 8
Other Comprehensive Income	21	Equity IAS 29, IAS 32
Revenue	5	Revenue IFRS 15
Financial income and expenses	11	Financial income and expenses IFRS 9
Income taxes	12	Income taxes IAS 12
Intangible assets	13	Intangible assets IAS 29, IAS 36, IAS 38
Tangible assets	14	Property, plant and equipment IAS 16, IAS 29, IAS 36
Right-of-use assets	15	Right-of-use assets IFRS 16
Inventories	6	Raw material and consumables used IAS 2
Accounts receivable	17,24	Accounts receivable, Financial instruments and financial risks IAS 32, IFRS 7, IFRS 9, IFRS 16
Accounts payable	24	Financial instruments and financial risks IAS 32, IAS 37, IFRS 7, IFRS 9
Employee benefit	22	Pension obligations IAS 19
Provisions	23	Other provisions IAS 32, IAS 37, IFRS 11
Borrowing	24	Financial instruments and financial risks IAS 32, IAS 37, IFRS 7, IFRS 9, IFRS 13
Statement of cash flows	19	Cash flow IAS 7
Transactions with related parties	30	Related Party Disclosures IAS 24

Significant judgments in applying accounting policies, estimates and assumptions

Preparing financial reports in accordance with IFRS requires important accounting estimates to be made. In addition, the management needs to make certain assessments in applying the company's accounting policies. The areas subject to a high degree of assessment or complexity, or areas in which assumptions and estimates are of considerable importance to the consolidated financial statements, are indicated in the following table. The estimates and assumptions are regularly reviewed, and the effect on the carrying amounts is recognised in the income statement.

Estimates and assessments	Note	
Revenue recognition	5	Revenue
Assessment of tax loss carry forward	12	Income taxes
Impairment of goodwill	13	Intangible assets
Classification of leasing	15	Right-of-use assets
Inventory obsolescence	6	Raw material and consumables used
Valuation of accounts receivable	17	Accounts receivable
Legal risks, compensation demands	23, 28	Other provisions, Contingent liabilities

Estimates and assessments are evaluated continuously and based on historical experience and other factors, including expectations of future events considered reasonable under the prevailing conditions.

The Group makes estimates and assumptions about the future. The estimates for accounting purposes that result from these assumptions, by definition, seldom equal the related actual results.

Consolidated financial statements

Translation of foreign currencies

Items in the financial statements for the various Group units are measured in the currency used in the economic environment where each company primarily operates (the functional currency). In the consolidated financial statements, Euro is used, which is the Parent Company's functional and reporting currency.

Transactions in foreign currencies are translated into the functional currency at the exchange rates in force on the transaction date. Exchange gains and losses arising from the settlement of such transactions and the recalculation of monetary assets and liabilities in foreign currencies at the rate on the balance sheet date are recognised in the income statement. Exchange gains and losses attributable to loans and cash and cash equivalents are recognised as financial income and expenses respectively. All other exchange gains and losses are recognised as Other operating income or Other operating expenses.

The profit and financial position of all Group companies are translated into the Group's reporting currency. Assets and liabilities are translated at the rate on the balance sheet date, income and expenses are translated at the average rate and any resulting exchange rate differences are recognised in Other comprehensive income in equity.

When translating amounts in foreign companies, the following exchange rates have been used:

	average rate		closing rate	
	2023	2022	2023	2022
AED	3.98	3.86	4.08	3.91
BGN	1.96	1.96	1.96	1.96
BYN	-	2.90	-	2.69
CZK	24.00	24.56	24.72	24.12
DKK	7.45	7.44	7.45	7.44
GBP	0.87	0.85	0.87	0.89
HUF	381.85	390.18	382.80	400.88
NOK	11.42	10.10	11.24	10.51
PLN	4.54	4.68	4.34	4.68
RON	4.95	4.93	4.98	4.95
SEK	11.48	10.63	11.10	11.12
TRY *	32.65	19.97	32.65	19.97
USD	1.08	1.05	1.11	1.07

* Closing rate is stated as average rate.

Remeasurement for hyperinflation

Subsidiaries in countries that are classified as hyperinflationary economies according to IAS 29 - Financial reporting in hyperinflationary economies, are accounted for in the Group's financial statements after remeasurement for hyperinflation. From 30 June 2022, Turkey is deemed to be a hyperinflationary economy and as a consequence IAS 29 has been applied to ViaCon Group's Turkish business since 1 January 2022.

To reflect changes in purchasing power at the balance sheet date the carrying amounts of non-monetary assets and liabilities, shareholders' equity and comprehensive income at subsidiaries in hyperinflationary economies are restated in terms of the measuring unit current at the balance sheet date. These are indexed using a general price index in accordance with IAS 29. The Turkish subsidiary's financial statements are based on a historical cost approach and have been restated retrospectively in order to reflect the current purchasing power of their functional currency, the Turkish lira. The comparative amounts of the previous reporting period were not restated.

The restatements have been made based on the Consumer Price Index (CPI) with base period 2005. The index at the end of the year was 16.24 and has increased by 268% and 65% on a 3-year and 12-month cumulative rate respectively. The application of the standard does not have a material effect on the Group's profitability, liquidity and overall financial position. The net accounting impact is included in Consolidated comprehensive income in line – Remeasurement of hyperinflation.

NOTE 4

SEGMENT REPORTING

The Group is divided into three different business units: Bridges & Culverts Solutions, GeoTechnical Solutions and StormWater Solutions.

These three business units are the segments at which management and the Board carries out follow-ups. The chief operating decision maker in the Group is the President and CEO, who runs the operation together with the other members of the Group management.

The segments' accounting policies adhere to the same policies as those applied in the preparation of the consolidated financial statements.

Key measures for management and reporting are net sales, underlying earnings before depreciation and underlying operating earnings. The segments' operative working capital include directly attributable items together with such items that can be reliably allocated to the respective segment.

The effect of IFRS 16 is applied at Group level and is not allocated to the different segments.

Non-recurring items

Non-recurring items are recognised separately in the financial statements when this is necessary for explaining the Group's results as APM (Alternative Performance Measurement).

Non-recurring items refer to material items that are not considered part of the underlying business performance of the period, such as costs related to acquisitions and disposals, major restructuring or closing costs, gains and losses on divestments of operations and operating assets, and other major effects of a particular nature.

	Bridges & Culverts Solutions		GeoTechnical Solutions		StormWater Solutions		Not allocated items IFRS16		ViaCon Group	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Net sales	80,097	82,672	77,170	101,041	32,636	34,727	-	-	189,903	218,440
Earnings before depreciation (EBITDA)	10,778	12,092	2,728	5,457	3,198	2,381	3,060	2,587	19,763	22,516
EBITDA margin	13.5%	14.6%	3.5%	5.4%	9.8%	6.9%			10.4%	10.3%
Non-recurring items excluded from underlying EBITDA	2,325	2,672	975	1,018	647	656	-	-	3,947	4,346
Underlying earnings before depreciation (underlying EBITDA)	13,102	14,764	3,703	6,475	3,844	3,036	3,060	2,587	23,710	26,862
Underlying EBITDA margin	16.4%	17.9%	4.8%	6.4%	11.8%	8.7%			12.5%	12.3%
Depreciation, amortisation and impairment	-1,475	-1,615	-1,325	-811	-1,279	-1,115	-2,522	-2,218	-6,601	-5,758
Operating earnings (EBIT)	9,302	10,477	1,403	4,646	1,919	1,266	538	369	13,162	16,758
EBIT margin	11.6%	12.7%	1.8%	4.6%	5.9%	3.6%			6.9%	7.7%
Non-recurring items excluded from underlying EBIT	2,325	2,672	975	1,018	647	656	-	-	3,947	4,346
Underlying operating earnings (EBIT)	11,627	13,149	2,378	5,664	2,565	1,922	538	369	17,109	21,104
Underlying EBIT margin	14.5%	15.9%	3.1%	5.6%	7.9%	5.5%			9.0%	9.7%
Non-recurring items										
Implementation new strategy and restructuring	-	890	-	504	-	330	-	-	-	1,725
Capital efficiency	-	345	-	176	-	146	-	-	-	666
Acquisition	-	138	-	38	-	46	-	-	-	222
Divestment	-	959	-	0	-	0	-	-	-	959
Restructuring and efficiency program	2,061	-	813	-	417	-	-	-	3,291	-
Other	264	341	162	300	230	133	-	-	656	774
Total non-recurring items	2,325	2,672	975	1,018	647	656	-	-	3,947	4,346
Other disclosures										
Operating working capital assets	24,416	20,146	16,836	19,183	10,875	12,090	-	-	52,127	51,419
Operating working capital liabilities	-17,984	-9,032	-6,839	-9,861	-2,797	-3,521	-	-	-27,620	-22,413
Operating working capital (OPWC)	6,433	11,114	9,997	9,322	8,077	8,570	-	-	24,508	29,006

Reporting of non-current assets by geographical region

	2023	2022
Sweden	2,913	2,657
Nordic (excl. Sweden)	2,391	2,371
Baltic	8,738	8,948
Eastern Europe	12,744	11,806
Western Europe	11,601	11,796
Total	38,387	37,578

Non-current assets include intangible and tangible assets excluding goodwill.

NOTE 5 REVENUE

The Group offers a broad assortment of products and solutions to infrastructure industry. Most customers are public industrial companies, only a minor portion are privately held.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Transaction price is determined on performance obligations. An agreement can include different performance obligations, the transaction price is then separated to each performance obligation. If the selling price is not identifiable an estimated price is based on expected cost and profit margin. Estimations of revenue, costs and degree of completion is revised if circumstances are changed.

Timing of revenue recognition is considered for each separate performance obligation, as described below. The transaction price is recognised net of any expected variable consideration such as customer bonuses, cash discounts for early payment, penalties, refunds and returns. Most revenues for the Group origin from contracts from the sale of goods.

Revenue by main geographical regions

The Group receives most of its income from Northern and Eastern Europe. Poland is the Group's single largest market with a share of 24.1% (20.8). There is no single customer in the Group whose revenue exceeds 10% of the Group's net sales.

The table below presents the distribution of the Group's income from external customers based on the geographic market.

	2023	2022
Sweden	17,271	25,541
Nordic (excl. Sweden)	20,702	28,137
Baltic	23,903	35,985
Eastern Europe	89,107	85,862
Western Europe	35,882	40,479
Other	3,038	2,437
Total	189,903	218,440

Balance sheet

Contract assets are included in balance items Non-current receivables and Other current receivables. Contract liabilities are included in Other current liabilities.

	31 DEC 2023	31 DEC 2022
Account receivables	34,520	31,076
Contract assets, current	1,897	1,553
Contract assets, non-current	690	660
Contract liabilities	7,668	2,055

Revenue reported during 2023 includes contract liabilities from 2022 amounted to 2 055 TEUR (1 670). Reported contract liabilities per closing day 2023 amounted to 7 668 TEUR and is expected to be reported as revenue during 2024.

ACCOUNTING POLICIES

For revenue recognition purposes, the Group divides its revenue contracts into three different categories:

(i) Sale of goods

Sale of goods comprise the sale of infrastructure products to road authorities or other public and private contractors in the road and construction segments. Such products may include pipes, barriers, geosynthetics and water tanks etc., which the Group delivers without performing related installation.

Contracts containing the sale of multiple goods are separated into several performance obligations when they are capable of being distinct and are distinct within the context of the contract (e.g., the various goods are independent of each other).

Revenue from the sale of goods is recognised when control is transferred to the customer at a point in time, generally upon physical delivery.

(ii) Sale of services

The Group's service contracts consist of installation services. Service contracts normally consist of single tasks (e.g., a particular installation).

Revenue from performing services are recognised over time.

(iii) Sale of goods/services combined and projects

Revenue of sale of goods/services combined and projects relates to contracts where the Group is selling products completely assembled and installed at the customer's facilities as well as construction of customised assets for the customer. Examples of such contracts include sale and installation of geomembranes, retaining walls and soil steel bridges among others.

The goods and services are combined into one performance obligation when the installation services are complex and modify or significantly customise the products and/or whether the Group is delivering goods and services which are highly integrated into one combined output. When this is not the case, the goods and services sold constitute separate performance obligations; e.g. goods and installation.

Revenue is recognised over time, provided that the Group's performance either creates or enhances an asset that the customer controls as the asset is created or enhanced, or the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for the performance completed to date, or the customer consumes the benefits of the work as the Group performs.

When the Group concludes that none of the criteria are met, revenue is recognised at the point in time when control is transferred, which generally is assessed to be upon physical delivery.

The Group generally applies cost incurred or units delivered (quantity, metres, square metres etc) as progress measures, depending on the nature of the delivered goods and services. Cost incurred is applied in projects where the Group is designing and producing a customised asset for the customer. Units delivered/installed is generally applied when the Group is installing several units, the total consideration typically consist of a fixed unit price times the number of units and control is transferred as we are installing the units.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

When a project is sold containing both sale of goods/ services, the customer has a long-term guarantee for obligations to be fulfilled by ViaCon. This warranty risk is closely monitored and estimated, based on historical data. For some regions, the customer withholds a portion of the agreed salesprice. When the warranty period has expired, the final portion of sales price is paid by customer.

In cases where revenue is recognised over time, this is done only in cases where the Group's performance does not create an asset with an alternative use and there is an irrevocable payment commitment from the customer for the performance that has been completed to date.

For customised projects in which revenue is recognised over time, ViaCon estimates the degree of completion of the projects based on the actual cost incurred compared to the total expected cost for the completion of the delivery and reports the project's revenue over time in accordance with this assumption.

NOTE 6

RAW MATERIAL AND CONSUMABLES USED

Cost of raw materials and consumables used

	2023	2022
Purchase of goods and changes in inventories	-104,137	-127,128
Revaluation of inventories	20	-168
Total	-104,117	-127,296

Inventories

	31 DEC 2023	31 DEC 2022
Raw materials and consumables	4,220	5,223
Work in progress	1,738	1,556
Finished goods and goods for resale	8,425	11,261
Total	14,383	18,039
Of which value adjustment reserve:	-1,581	-1,489

ACCOUNTING POLICIES

Inventories are recognised at the lower of cost and net realisable value. The cost is arrived at using the first-in, first-out method (FIFO) and includes the costs incurred in acquiring the goods and the costs of bringing the goods to their current state and location.

Net realisable value is calculated as the selling price in the ordinary course of business less estimated costs of completion and selling costs. If the estimated net realizable value is lower than cost, a write down of inventories is made.

The cost of finished goods and goods for resale comprises design costs, raw materials, labour and other direct costs as well as a reasonable proportion of indirect manufacturing overheads. Valuation has taken into account normal capacity utilization

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group recurrently makes estimates and assumptions regarding, among other things, future market conditions and estimated net selling prices to assess obsolescence. The risk of obsolescence arises especially in periods when there is an unexpected drop in demand. Additionally, obsolescence can occur if the Group is not successful in using inventory in due time.

For assessment of obsolete inventory, the ViaCon Group's basis for write down is age distribution per item, i.e. inventory movement with regards to last sale or transfer to production.

Physical stock counts are carried out periodically during the year.

NOTE 7

EMPLOYEES, EMPLOYEE BENEFIT EXPENSES AND REMUNERATION TO THE BOARD OF DIRECTORS

Average number of employees

	Number of people		Of whom women	
	2023	2022	2023	2022
ViaCon Group AB (publ)	16	10	53%	40%
Subsidiaries				
Sweden other than parent company	45	48	23%	22%
Nordic countries other than Sweden	44	44	17%	24%
Baltic countries	102	121	18%	19%
Poland	241	259	16%	18%
Eastern Europe other than Poland	148	174	20%	23%
Western Europe	125	127	22%	18%
Other	2	2	50%	50%
Total	723	784	20%	20%

Gender distribution of Board members and Senior executives

	Number of people		Of whom women	
	2023	2022	2023	2022
Board of Directors	7	6	29%	17%
Senior executives	8	8	13%	0%

Salaries, other remunerations and social security expenses

	Salaries and remuneration		Social security expense	
	2023	2022	2023	2022
ViaCon Group AB (publ)	-3,674	-2,594	-2,056	-1,495
of which pension costs			-705	-509
Subsidiaries	-28,110	-27,483	-5,938	-5,403
of which pension costs			-1,232	-1,167
Total salaries, other remunerations and social security expenses	-31,784	-30,077	-7,994	-6,899
of which pension costs			-1,937	-1,675

Remuneration to the Board of Directors, for the period during 2023 which they have been elected, were a total of EUR 135 thousand (113). The Chairman of the Board received remuneration of EUR 44 thousand (47). For details of remuneration to other Board members, see the table Remuneration to the Board and Senior executives.

Remuneration to the President and CEO and other senior executives consists of a base salary, variable remuneration, other benefits and pension. Senior executives are defined as those individuals who are members of the executive management. In 2023, this group consisted of eight people. For the President and CEO the salary is proposed and adopted by the Board. For other senior executives, the salary is proposed by the President and CEO (of ViaCon Group AB) and adopted by the Board. The variable short-term incentive (STI) for the President and CEO can be up to 100% of the base salary. For other senior executives, the variable short-term incentive (STI) can be up to 50-65% of the base salary. Variable remuneration is based on performance in relation to set targets. The President and CEO was paid a base salary of EUR 538 thousand (556) for the year. Other senior executives received a base salary totalling EUR 1,323 thousand (1,217) for the year. For 2023, the President and CEO earned variable remuneration of EUR 364 thousand (288). Other senior executives earned variable remuneration totalling EUR 443 thousand (371).

Salaries, other remunerations and social security expenses to the Board, senior executives and other employees

	Salaries and remuneration		Social security expense	
	2023	2022	2023	2022
Board, CEO and senior executives	-2,847	-2,602	-1,233	-1,104
of which pension costs			-520	-476
Other employees	-28,937	-27,475	-6,761	-5,795
of which pension costs			-1,417	-1,199
Total salaries, other remunerations and social security expenses	-31,784	-30,077	-7,994	-6,899
of which pension costs			-1,937	-1,675

Senior executives domiciled in Sweden have been offered a premium-based occupational pension scheme. The provision is a maximum of 35% of the fixed annual salary. The ordinary retirement age for the President and CEO is 65. The pension expense for the President and CEO equates to 35% of the fixed salary.

Executives domiciled outside of Sweden may be offered pension solutions that are competitive in the country in which the

persons are or have been domiciled or to which they have a significant link, primarily premium-based solutions. For more information about pensions, see Note 22 – Pension obligations.

In the event of termination by the company of the President and CEO, compensation is paid during the notice period of 18 months. No severance pay is payable. If employment is terminated by own termination, the notice period is six months. Generally there is a

mutual notice period of six months for other senior executives.

Executives domiciled outside of Sweden may be offered notice periods and severance pay that are competitive in the country in which the persons are or have been domiciled or to which they have a significant link, primarily corresponding to what applies for executives domiciled in Sweden.

Remuneration to the Board and Senior executives

	2023					2022				
	Remuneration/ basic salary	Variable remuneration	Other benefits	Pension	Total	Remuneration/ basic salary	Variable remuneration	Other benefits	Pension	Total
ViaCon Group AB (publ)/ViaCon Holding AB										
The Board										
Patrik Nolåker	-44	-	-	-	-44	-47	-	-	-	-47
Krzysztof Andrulowicz	-30	-	-	-	-30	-33	-	-	-	-33
Niclas Thiel	-	-	-	-	-	-	-	-	-	-
Ulrik Smith	-	-	-	-	-	-	-	-	-	-
Moritz Madlener	-	-	-	-	-	-	-	-	-	-
Gunilla Spongh	-30	-	-	-	-30	-33	-	-	-	-33
Elke Eckstein	-30	-	-	-	-30	-	-	-	-	-
Total to the Board	-135	-	-	-	-135	-113	-	-	-	-113
Senior executives										
Stefan Nordström, President and CEO	-538	-364	0	-224	-1,125	-556	-288	-0	-235	-1,079
Other senior executives	-1,323	-443	-46	-296	-2,107	-1,217	-371	-58	-241	-1,887
Total to Senior executives	-1,861	-806	-45	-520	-3,232	-1,772	-659	-58	-476	-2,966
Total remuneration	-1,996	-806	-45	-520	-3,367	-1,885	-659	-58	-476	-3,079

NOTE 8

DEPRECIATION, AMORTISATION AND IMPAIRMENT

The Group reports its income statement based on nature. The key cost categories are specified below:

	2023	2022
Amortisation and impairment intangible assets	-615	-389
Depreciation and impairment property, plant and equipment	-3,243	-2,804
Depreciation and impairment right-of-use assets	-2,743	-2,566
Total depreciation, amortisation and impairment	-6,601	-5,758

NOTE 9

OTHER EXTERNAL EXPENSES

The Group reports its income statement based on nature. The key cost categories are specified below:

	2023	2022
Rentals, short term	-556	-710
Other costs related to premises	-2,714	-3,484
Maintenance of equipment, tools and fittings etc	-4,990	-5,419
Selling and distribution costs	-8,822	-9,679
Administrative costs	-6,474	-9,587
Membership, insurance, license and guarantee costs	-1,400	-1,668
Capital losses upon sales of fixed assets	-31	-106
Bad debts	-513	-326
Loss from sales of shares in subsidiaries	-	-954
Other	-723	-505
Total other external expenses	-26,222	-32,440

NOTE 10

AUDIT FEES

The audit fees are included in Other external expenses.

Audit fees from Ernst & Young AB

	2023	2022
Audit fees	-445	-402
Audit-related fees	-	-102
Fees for tax services	-17	-5
Fees for other services	-157	-4
Total fees from Ernst & Young AB	-619	-512

Audit fees from other audit firms

	2023	2022
Audit fees	-69	-61
Audit-related fees	-11	-7
Fees for tax services	-27	-10
Fees for other services	-119	-4
Total fees from other audit firms	-226	-81

Audit fees involve audit of the Annual Report, interim reports and the administration by the Board of Directors and the Managing Directors. The audit also includes advice and assistance as a result of the observations made in connection with the audit. Audit-related fees refer to other assignments to ensure quality in the financial statements including consultations on reporting requirements and internal control. Tax services include tax-related advisory. All other work performed by the auditor is defined as other services.

NOTE 11

FINANCIAL INCOME AND EXPENSES

Financial income

	2023	2022
Exchange rate gains	1,525	1,486
Interest income	3,932	2,880
Other financial income	40	11
Total financial income	5,496	4,376

Financial expenses

	2023	2022
Exchange rate losses	-3,511	-3,863
Interest expenses to related parties	-	-328
Interest expenses	-15,129	-10,979
Interest expenses related to lease liabilities	-783	-743
Other financial expenses	-464	-489
Total financial expenses	-19,887	-16,403

NOTE 12

INCOME TAXES

Reconciliation effective rate of tax

	2023	2022
Profit/(loss) before tax	-1,228	4,731
Expected income taxes according to income tax rate in Sweden, 20,6%	253	-975
Adjustment of current income tax from previous years	275	54
Deferred tax assets not recognised current year ¹⁾	-1,433	-3,398
Effect of reduced valuation allowance ¹⁾	-	90
Non-deductible expenses ²⁾	-2,428	-1,447
Non-taxable income	309	1,179
Effect of other tax rates outside Sweden	-149	486
Effect due to change in tax rates	-	11
Other	155	-306
Tax income/expense recognised in the consolidated statement of comprehensive income	-3,018	-4,306

1) Assessments of whether tax loss carry forward and deferred tax on other temporary differences should be recognised, is done partly on company and partly on group level.

2) The non-deductible expenses includes non-deductible interest expenses, and loss on sale of subsidiaries.

Tax reported in the Group income statement and balance sheet

	2023	2022
Current tax	-4,546	-4,608
Deferred tax	1,528	302
Total tax on earnings for the year	-3,018	-4,306
Prepaid tax (included in other receivables)	515	565
Current tax liabilities (-)	-1,272	-1,388
Total (net) tax payable December 31	-757	-822

Tax reported in other comprehensive income

	2023	2022
Pensions	90	-86
Hyperinflation	-1	-72
Exchange differences on hedge instruments of net investments in foreign operations	-	-311
Income tax on other comprehensive income	89	-469

Deferred tax assets are recognized for tax loss carry-forwards to the extent that it is likely they can be utilized from future taxable surpluses. An assessment is done for each country separately.

Deferred tax liabilities/ deferred tax assets

	31 DEC 2023	31 DEC 2022
Non-current assets and liabilities		
Intangible assets	-86	-63
Tangible fixed assets	-844	-761
Pensions	25	1
Liabilities	67	-
Other non-current items	42	68
Total non-current assets and liabilities	-796	-755
Current assets and liabilities		
Inventory	306	195
Liabilities	496	554
Trade receivables	168	179
Other current items	141	165
Total current assets and liabilities	1,111	1,093
Tax losses carried forward	8,211	7,764
Of which assets not recognised (valuation allowance)	-5,714	-6,811
Net recognised deferred tax assets	2,812	1,291
Of which deferred tax assets	3,403	2,077
Of which deferred tax liabilities (-)	-591	-786
Net recognised deferred tax assets	2,812	1,291

Tax losses carried forward

	Sweden	Lithuania	Other	2023	2022
Current year + 1 year	-	-	139	139	118
Current year + 2 years	-	-	97	97	72
Current year + 3 years	-	-	85	85	71
Current year + 4 years	-	-	1	1	0
Current year + 5 years or later	-	-	77	77	49
No due date	35,296	2,209	933	38,438	36,479
Total tax loss carried forward	35,296	2,209	1,332	38,837	36,789
On which deferred tax assets have not been recognised	-35,296	-	-1,044	-36,340	-32,968
Total tax loss on which deferred tax assets have been recognised	0	2,209	288	2,497	3,821

Changes in net deferred taxes

	2023	2022
Opening balance	1,291	1,575
Recognised in profit and loss	1,528	302
Recognised as other comprehensive income	89	-490
Translation differences	-96	-96
As of December 31	2,812	1,291
Of which deferred tax assets	3,403	2,077
Of which deferred tax liabilities (-)	-591	-786

ACCOUNTING POLICIES

Deferred tax assets with respect to deductible temporary differences and loss carry forwards are recognised only in so far as it is likely that these items will lead to lower tax payments in the future. Deferred tax assets and liabilities are offset in the balance sheet where there is a legal offset option for current tax receivables and liabilities and where deferred tax receivables and liabilities are attributable to taxes collected by the same tax authority.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The accounting policies describe the conditions for recognising deferred tax assets as temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable surpluses will be available against which the temporary differences may be utilised. In this context it is important that the executive management consider whether the business will recognise the tax surplus in a near enough time frame for the asset to be balanceable. In countries where the management believes that the Group can benefit from future lower tax receipts in the near future resulting from existing tax deficits, the receipts are recognised as deferred tax assets. As in the previous year, this year's consideration results in no deferred tax asset being recognised for the year's or previous years' tax losses in Sweden

NOTE 13

INTANGIBLE ASSETS

	Capitalised development cost	Goodwill	Other intangible assets	Total
Acquisition cost				
Balance at January 1, 2022	812	39,979	1,711	42,502
Reclassifications	-	-	218	218
Additions, acquisition of subsidiaries	-	1,851	1,000	2,851
Additions, other	49	-	193	242
Derecognition	-	-	-29	-29
Translation differences and remeasurement of hyperinflation	-33	-679	-17	-729
Balance at December 31, 2022	828	41,151	3,076	45,055
Reclassifications	-	-	1,154	1,154
Additions, other	24	-	200	225
Derecognition	-333	-	-176	-509
Translation differences and remeasurement of hyperinflation	22	1,427	143	1,592
Balance at December 31, 2023	541	42,578	4,398	47,517
Accumulated depreciation and impairment				
Balance at January 1, 2022	-349	-	-1,168	-1,517
Reclassifications	-	-	-218	-218
Amortisations	-96	-	-293	-389
Derecognition	-	-	28	28
Translation differences and remeasurement of hyperinflation	16	-	9	25
Balance at December 31, 2022	-429	-	-1,642	-2,071
Reclassifications	-	-	-92	-92
Amortisations	-94	-	-521	-615
Derecognition	333	-	176	509
Translation differences and remeasurement of hyperinflation	-9	-	-86	-94
Balance at December 31, 2023	-198	-	-2,165	-2,363
Carrying value December 31, 2022	400	41,151	1,434	42,984
Carrying value December 31, 2023	343	42,578	2,233	45,154

Impairment requirement testing for goodwill

Recognised consolidated goodwill amounts to EUR 42,578 thousand (41,151). The goodwill is distributed to the Group's business areas as follows: Bridges & Culverts Solutions EUR 22,683 thousand (21,633), GeoTechnical Solutions EUR 11,704 thousand (11,413) and StormWater Solutions EUR 8,191 thousand (8,105).

Each year, the Group tests whether there is an impairment requirement with regard to goodwill. Goodwill is monitored by the management at ViaCon Group level. The recoverable amount per business area (cash-generating unit) has been determined by calculating the value in use. Calculations are based on estimated future cash flows from financial plans that have been approved by the executive management and cover a period of three years.

Significant assumptions in the financial plans include sales growth, productivity developments and operating margins. These assumptions are determined based on published statistics for the development of the industry, customers' long-term delivery plans as well as the executive management's assessment of the development of group margins. The growth rate is assumed to be 2.5% (2.5).

The forecasted cash flow has been calculated at present value using the following discount rates per business areas: Bridges & Culverts Solutions 12.0% (10.6) GeoTechnical Solutions 9.4% (9.7) and StormWater Solutions 8.6% (8.8).

The discount rate has been determined by calculating a weighted cost of own and borrowed capital based on the companies and countries that are part of each business area. In Bridges & Culverts Solutions, the largest countries are Poland, Turkey and Germany. For GeoTechnical Solutions, it is the operations in Lithuania, Poland and Sweden that make up the majority. StormWater Solutions consists mostly of operations in France, United Kingdom and Lithuania. In both 2023 and 2022, the estimated recoverable amount for ViaCon has exceeded the book value, so no impairment requirement has been identified.

Alternative calculations have been made by changing the assumptions concerning the discount interest rate and growth rate. A change in any of these individual assumptions of one percentage point would not result in any impairment requirement for goodwill.

ACCOUNTING POLICIES

Goodwill

Goodwill upon acquisition of subsidiaries is recognised under intangible assets. Goodwill is tested annually and on an indication basis to identify any need for impairment.

Other intangible assets

Other intangible assets acquired by the Group are recognised at cost of acquisition less accumulated amortisation and impairment. The Group's other intangible assets include acquired software licenses, which are set up as assets on the basis of expenditure arising when the software in question was acquired and started up. The expenditure is capitalised to the extent that the probable economic benefits exceed the expenditures.

Other intangible assets are tested for impairment, normally, when or if any internal or external indications of a change in value occurs.

Depreciation/amortisation

Depreciation/amortisation according to plan is based on the original cost of acquisition less any residual value. Depreciation/amortisation is applied on a straight-line basis over the useful life of the asset and is recognised as an expense in the income statement. Depreciation/amortisation takes place as of the accounting period in which the asset becomes available for use. Amortisation for Capitalised development cost and Other intangible assets varies between three and fifteen years.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The impairment requirement for goodwill is assessed annually, or more frequently if needed, by calculating the recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use. If the calculated value is less than the carrying amount, an impairment is made to the asset's recoverable amount. To determine the value in use, estimated future cash flows are used, which are based on internal business plans and forecasts. Although the executive management believes that the estimated future cash flows are reasonable, different assumptions regarding such cash flows could affect valuations substantially. In assessing the goodwill value of SEK 457,685 thousand (409,792) as of the end of 2023 and 2022, no impairment requirement was identified.

NOTE 14

PROPERTY, PLANT AND EQUIPMENT

	Land and buildings	Machinery and plant	Construction in progress	Equipment and vehicles	Total
Acquisition cost					
Balance at January 1, 2022	21,286	17,163	34	4,969	43,452
Reclassifications	229	959	-	174	1,362
Additions, acquisition of subsidiaries	-	220	-	-	220
Additions, other	127	2,792	-	1,206	4,125
Disposals	-271	-272	-	-533	-1,076
Translation differences and remeasurement of hyperinflation	-400	995	-	-103	491
Balance at December 31, 2022	20,970	21,856	34	5,713	48,574
Reclassifications	61	718	-37	-1,406	-663
Additions, other	107	1,807	3	1,255	3,173
Disposals	-117	-1,728	-	-1,146	-2,991
Translation differences and remeasurement of hyperinflation	870	1,900	-	233	3,003
Balance at December 31, 2023	21,892	24,553	-	4,649	51,095
Accumulated deprecation and impairment					
Balance at January 1 2022	-6,284	-9,636	-	-2,679	-18,598
Reclassifications	-	-903	-	127	-776
Disposals	120	-6	-	331	445
Depreciations	-1,000	-1,150	-	-653	-2,804
Translation differences and remeasurement of hyperinflation	67	-827	-	4	-756
Balance at December 31, 2022	-7,097	-12,522	-	-2,870	-22,489
Reclassifications	-	-62	-	-130	-192
Disposals	117	1,750	-	1,072	2,938
Depreciations	-1,042	-1,607	-	-595	-3,243
Translation differences and remeasurement of hyperinflation	-362	-2,000	-	-210	-2,572
Balance at December 31, 2023	-8,384	-14,442	-	-2,733	-25,559
Carrying value December 31, 2022	13,873	9,334	34	2,843	26,084
Carrying value December 31, 2023	13,508	10,112	-	1,917	25,536

ACCOUNTING POLICIES

Property, plant and equipment are recognised at acquisition cost, less accumulated depreciation and any impairments. Land is not subject to depreciation.

The cost of acquisition includes the purchase price and costs directly attributable to bringing the asset to the location and the condition necessary for it to be utilised for its intended purpose. The profit from a divestment or disposal of a tangible fixed asset consists of the selling price and carrying amount of the asset less direct selling expenses. This is recognised as other operating income/other external expense.

Principles for depreciating property, plant and equipment

Depreciation is carried out on a straight-line basis over the estimated useful life of the asset.

The following depreciation periods are applied:

Category of Property, plant and equipment	Number of years
Buildings	10-40
Machinery and plant	5-10
Equipment and vehicles	3-5

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Management regularly reassesses the useful life of all significant assets. If circumstances change in such ways that the estimated useful life has to be revised, it could mean additional depreciation in future periods.

There is no material capitalised interest cost on property, plant and equipment per 31 December 2023 or per 31 December 2022.

NOTE 15

RIGHT-OF-USE ASSETS

	Leased premises	Leased machinery/ tools/ vehicles	Leased company cars	Leased furniture/ fixtures/ office machines	Total
Acquisition cost					
Balance at January 1, 2022	11,824	1,749	2,389	51	16,013
Reclassifications	-	-1,178	-184	-	-1,362
Additions, other	541	124	517	22	1,203
Disposals	-766	-72	-378	-7	-1,224
Translation differences	-275	-35	-58	-1	-369
Balance at December 31, 2022	11,324	587	2,285	65	14,261
Reclassifications	-	-294	-197	-	-491
Additions, other	1,864	124	1,590	-	3,578
Disposals	-452	-13	-431	-	-896
Translation differences	-136	12	35	0	-88
Balance at December 31, 2023	12,601	416	3,282	65	16,364
Accumulated depreciation and impairment					
Balance at January 1 2022	-2,418	-758	-992	-9	-4,177
Reclassifications	-	579	197	-	776
Disposals	754	72	368	7	1,202
Depreciations	-1,739	-197	-613	-17	-2,566
Translation differences	129	12	24	0	166
Balance at December 31, 2022	-3,274	-292	-1,016	-19	-4,600
Reclassifications	-	168	116	-	284
Disposals	484	13	431	-	929
Depreciations	-1,887	-90	-722	-12	-2,711
Impairments	-32	-	-	-	-32
Translation differences	41	-5	5	-0	41
Balance at December 31, 2023	-4,668	-206	-1,185	-30	-6,090
Carrying value December 31, 2022	8,050	296	1,269	46	9,661
Carrying value December 31, 2023	7,932	210	2,097	35	10,275

Lease liabilities

	31 DEC 2023	31 DEC 2022
Long-term interest-bearing lease liabilities	8,664	8,133
Current interest-bearing lease liabilities	2,287	1,925
Total interest-bearing lease liabilities	10,951	10,058

Amounts related to leases recognised in the income statement

	2023	2022
Depreciation expense of right-of-use assets	-2,743	-2,566
Interest expense on lease liabilities	-783	-743
Expenses related to short-term leases, variable lease payments not included in lease liabilities and low value asset leases	-993	-1,198
Total lease expenses	-4,519	-4,507

The total cash flow for leases in 2023 amounts to EUR 4,460 thousand (4,808).

ACCOUNTING POLICIES

The Group has leases, as a lessee, primarily for premises, machinery and equipment and company cars. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and asset. Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at the end of the lease, or to extend the lease for a further term. In cases where a lease

agreement contains a lease component and one or more non-lease components, ViaCon has chosen to report each lease component and all associated non-lease components as a single lease component.

The right-of-use assets, in the table above, are included in the same category item as where the corresponding underlying assets would be presented if they were owned. The lease liabilities are secured by the related underlying asset.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets where the exemption rule is applied. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Rights-of-use assets

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment, i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. The Group applies a limit value equivalent to EUR 5,000 for an asset to be considered to have a low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Options to extend and terminate agreements are included in a number of the Group's leases for buildings and equipment. The majority of the options to extend and terminate agreements can only be utilised by the Group and not by the lessors. Opportunities to extend an agreement are only included in the length of the lease if it is reasonably certain that the agreement will be extended.

NOTE 16

NON-CURRENT RECEIVABLES

	31 DEC 2023	31 DEC 2022
Deposits	803	326
Contract assets	1,124	1,095
Provision for impairment of contract assets	-435	-435
Total non-current receivables	1,493	986

Total amount of provision for impairment of contract assets refers to a specific long-term contract asset.

NOTE 17

ACCOUNTS RECEIVABLE

	31 DEC 2023	31 DEC 2022
Accounts receivable gross	36,022	32,607
Provision for bad debt	-1,501	-1,531
Accounts receivable, net	34,520	31,076

ACCOUNTING POLICIES

Accounts receivables are amounts collectible from customers from the sale of the Group's products and services.

For accounts receivable, the accrual for losses is based on an individual assessment of each receivable. According to ViaCon financial policy and IFRS 9, bad debt are primarily based on age regardless of whether it is a specific or a non-specific risk. For more information about accounts receivables, see Note 24 - Financial instruments and financial risks.

Gains and losses are recognised in profit and loss when the asset is recognised, modified or impaired. The net credit losses are recognised in Other external expenses under the item "Bad debts", see Note 9 - Other external expenses.

NOTE 18

OTHER CURRENT RECEIVABLES

	31 DEC 2023	31 DEC 2022
Contract assets	2,127	1,553
Prepayments to suppliers	1,327	751
VAT receivables	578	917
Prepaid expenses and accrued income	577	716
Restricted cash	6,951	-
Other receivables	1,486	1,071
Total other current receivables	13,045	5,009

NOTE 19

CASH FLOW

Adjustments for items not included in cash flow

	2023	2022
Depreciation of non-current assets	6,601	5,758
Net exchange rate gains/ losses	2,016	1,757
Net financial items	2,306	936
Gains and losses on sale of tangible assets	-229	-303
Gains and losses on sale of subsidiaries	-	967
Impairment of inventory	50	-186
Change in restructuring provisions	470	-
Other	-223	-213
Total	10,991	8,715

Interest paid and received

	2023	2022
Interest paid	-13,459	-11,519
Interest received	4,134	3,025

NOTE 20

CASH AND CASH EQUIVALENTS

	31 DEC 2023	31 DEC 2022
Cash and bank deposits	17,975	28,042
Restricted cash	1,581	-
Total cash and cash equivalents	19,556	28,042

NOTE 21

EQUITY

Share capital

Ordinary shares are classified as equity. The share capital, as per December 31, 2023, consists of 50,100 common A-shares, with quotient value per share of EUR 0.90. All shares are fully paid for. No change in the number of shares took place during the year.

Shareholder	Shares%	Number of shares
RI Holding AS	100	50,100

Other contributed capital

Other contributed capital relates to amount paid by shareholders for shares in excess of their nominal value.

The total equity consist of the equity attributable to parent company shareholders.

At the end of 2023, the Group's total equity amounted to EUR 4,150 thousand (3,225).

Other reserves

Other reservers consist of the translation reserve covering currency differences that arise as a result of translating the income statements and balance sheets of all Group companies into the Group's reporting currency.

Retained earnings

Retained earnings comprises earnings for the year and preceding years as well as remeasurements of defined benefit pension plans. Retained earnings also include remeasurements of hyperinflation.

NOTE 22

PENSION OBLIGATIONS

Post-employment remuneration is mainly handled in the Group through defined-contribution pensions, however there are a few defined-benefit plans, the biggest of which are in Germany and France.

The French defined-benefit obligation consists of a long-term obligation whereby each employee is entitled to a one-off payment upon retirement. The following assumptions are used as a basis for the valuation: a discount rate of 3.6% (3.8) and a pay increase of 2.0% (3.0).

For the German defined-benefit pension plan, the following assumptions are used as a basis for the valuation of the obligation at year-end: a discount rate of 3.7% (3.7) and a pay increase of 2.5% (2.5).

Pension expense for the year

	2023	2022
Defined benefit expense	-32	-35
Defined contribution expense	-1,905	-1,346
Total pension expense	-1,937	-1,381

Defined benefit assets and liabilities

	31 DEC 2023	31 DEC 2022
Present value of defined benefit obligations	495	689
Fair value of the plan assets	-60	-60
Net benefit obligations	435	628

Pension obligations

	31 DEC 2023	31 DEC 2022
France	81	115
Germany	183	395
Other	171	119
Total net defined pension obligations	435	628

ACCOUNTING POLICIES

Pension obligations

The Group's companies have different pension systems in accordance with local terms and the practice in the countries in which they operate. The predominant form of pension is a defined-contribution pension plan.

However, under pension plans that are based on an agreed future pension entitlement, so-called defined-benefit pension plans, the company's responsibility extends further and, for example, assumptions about the future affect the company's recognised cost. The Group's net obligation is calculated separately for each plan by estimating the future remuneration the employees have earned through their employment in both current and earlier periods, this remuneration is discounted to a present value.

The defined-benefit pension obligation is calculated annually by independent actuaries using the so-called projected unit credit method. The present value of the defined-benefit obligation is determined by discounting estimated future cash flows. Actuarial gains and losses as a result of experience-based adjustments and changes to actuarial assumptions are recognised in other comprehensive income in the period in which they arise. Costs regarding service in earlier periods are recognised directly in the income statement included in Personnel costs.

NOTE 23

OTHER PROVISIONS

Changes in provisions in 2023

	Warranty provisions	Restructuring provisions	Other provisions	Total provisions
Opening balance January 1, 2023	799	-	21	820
Additions	35	612	26	674
Used (amount charged against provision)	-1	-154	-	-155
Unused amounts reversed	-157	11	-	-145
Translation differences	37	3	-0	40
Total provisions December 31, 2023	714	473	47	1,233
of which current	334	473	47	853
of which non-current	380	-	-	380

Changes in provisions in 2022

	Warranty provisions	Restructuring provisions	Other provisions	Total provisions
Opening balance January 1, 2022	732	-	37	769
Additions	223	-	19	243
Used (amount charged against provision)	-137	-	-28	-165
Unused amounts reversed	-5	-	-7	-12
Translation differences	-14	-	-1	-15
Total provisions December 31, 2022	799	-	21	820
of which current	297	-	1	298
of which non-current	502	-	20	522

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Provisions

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation on the balance sheet date. Provisions are regularly reviewed and adjusted as further information becomes available or circumstances change.

Warranty provisions

The recognition and measurement of provisions for product warranties is generally connected with estimates. Estimated costs for product warranties are charged to cost of sales when the products are sold. Estimated warranty costs include contractual warranty. Warranty provisions are estimated based on historical claims statistics and the warranty period. Warranty provisions are estimated based on 5 years rolling sales of own produced goods and actual guarantee costs of the 5 years as a percentage of the sales, inflation is also taken into account.

Restructuring provisions

Provisions for restructuring are based on agreed future payments attributable to the efficiency work implemented in 2023 with the aim of streamlining the organization for increased agility and efficiency.

ACCOUNTING POLICIES

Warranty provisions

A provision for a warranty is recognised when the underlying products or services are sold. The provision is based on historical claims statistics and a weighting of possible outcomes according to the likelihood of their occurrence. The initial calculations of the reserves are based on historical warranty statistics considering known quality improvements, costs for remedy of defaults etc. The warranty period is depending on the contract requirements, normally 3-12 years.

Restructuring provisions

Restructuring provisions are reported when the Group has approved a detailed and formal restructuring plan and the restructuring has either started or been publicly announced.

NOTE 24

FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

Net debt

	31 DEC 2023	31 DEC 2022
Non-current interest-bearing liabilities	-107,025	-105,602
Provision for pensions	-435	-628
Current interest-bearing liabilities	-8,825	-14,247
Financial interest-bearing receivables	1,493	986
Cash and cash equivalents	19,556	28,042
Net debt (-)	-95,236	-91,449

Capital management

ViaCon previously had a joint financing agreement within the SRH BridgeCo Group which included both ViaCon and the Saferoad Group. At the beginning of the year 2021, ViaCon established its own cash pool and in November 2021 new financing was set up by means of ViaCon issuing senior secured bonds of EUR 100 million and a separate financing agreement with a total credit facility of EUR 24 million, which represented the last step in its separation from Saferoad.

Financial risk management

ViaCon is exposed to several financial risks that are originated from the international operations and from the financing of the Group. Financial risk mitigation is partly managed according to the financial strategy and policy. The major risks for ViaCon Group are related to liquidity, accounts receivable, foreign exchange, prices of commodities and to some extent to interest rates. Financial risks are monitored and managed on a consolidated level by the Group's Treasury function

Liquidity risk

In order to be able to finance its operations and mitigate the effects of fluctuations in cash flows, the Group must ensure that adequate cash and cash equivalents are readily available by entering into financing arrangements. Liquidity risk is managed by the Group having sufficient cash and cash equivalents and investments in securities etc. with a liquid market plus sufficient financing through agreed credit facilities.

The management closely monitors rolling forecasts of the Group's liquidity reserve, which consists of unused loan commitments and cash and cash equivalents, based on expected cash flows. This occurs at two levels in the Group: at a local level in the Group's operating companies and at Group level.

Cash and cash equivalents ensure financial capacity to manage seasonal working capital fluctuations. Use of liquidity increases throughout the spring, and the lowest level is during early autumn when the operations' activity is at its highest. During late autumn and the wintertime, the harsher weather conditions usually reduce the

operations' activity, and thereby the working capital requirement.

Furthermore, the existing growth strategy will also draw on the liquidity reserves, either through acquisitions or capital expenditures. Large changes in production flows will also increase working capital needs.

The Group uses a cash pool which facilitates an efficient exploitation of available cash and cash equivalents within the Group. The cash pool helps to reduce the use of existing loan commitments. In addition, continuous cash flow forecasting helps to reduce external financing and thereby also financing costs.

The Group has primarily financed its operations through the corporate bonds of EUR 100 million issued in November 2021. In addition, the Group has a financing agreement with a total credit line of EUR 24 million, of which EUR 15 million can be used as loans and the remainder for bank guarantees. The credit is associated with certain terms, known as covenants. All covenants were fulfilled at the end of the year.

The table below summarises the Group's financial liabilities broken down according to the time remaining until the contractual maturity date at the balance sheet date (including any interest payments). The amounts indicated in the table are the contractual, non-discounted cash flows:

Per December 31, 2023	Total	Within 1 year	1-2 years	2-3 years	3-4 years	More than 4 years
Bond	121,537	10,338	111,199	-	-	-
Liabilities to credit institutions	6,537	6,537	-	-	-	-
Lease liability	13,498	3,102	2,550	2,108	1,502	4,236
Accounts payable	19,952	19,952	-	-	-	-
Total	161,523	39,928	113,749	2,108	1,502	4,236

Credit risk

The credit risk assessment of a customer is done locally, to ensure that sales of products and services take place only to customers with a satisfactory credit history. Customer credit in the form of payment days is only granted after a credit assessment has been carried out. If a contract is large, the credit risk is normally covered through a prepayment from the customer of around 30% of the contract value. The Group's diversified customer base in different countries and from different industries helps to spread and thereby reduce its credit risks regarding accounts receivable

Realised losses during the year are classified as other operating expenses in the profit or loss (see Note 9 – Other external expenses). The Group's age distribution for outstanding accounts receivable is relatively stable. Costs for bad debts in the Group amounted to EUR -513 thousand (-326) in 2023.

Aging analysis accounts receivable, December 31, 2023

	Total	Not due	< 30d	30-60d	60-90d	>90d
Accounts receivables	36,022	23,310	5,000	2,191	1,315	4,205
Provision for bad debt	-1,501	-23	-1	-	-20	-1,457
Total accounts receivable, net	34,520	23,287	5,000	2,191	1,295	2,748

Aging analysis accounts receivable, December 31, 2022

	Total	Not due	< 30d	30-60d	60-90d	>90d
Accounts receivable	32,607	21,750	5,791	1,178	753	3,135
Provision for bad debt	-1,531	-33	-69	-	-41	-1,389
Total accounts receivable, net	31,076	21,717	5,722	1,178	712	1,746

Changes in provision for doubtful accounts receivable

	2023	2022
Balance at January 1	-1,531	-2,293
Additions	-459	-524
Reversals	510	1,295
Write-offs	2	-19
Translation difference	-23	10
Balance at December 31	-1,501	-1,531

For information about the age distribution of accounts receivable, see below. Accounts receivable amounted to EUR 34,520 thousand (31,076) and included provisions for doubtful accounts receivable of EUR 1,501 thousand (1,531).

Foreign exchange risk

As a consequence of the international business activities, ViaCon is exposed to foreign exchange risks from the flow of goods (transaction exposure) and from assets and liabilities in currencies other than the reporting currency (translation exposure). The change in the accounting currency of the Parent Company, as well as the presentation currency of the Group, from Swedish kronor to euros has reduced the currency exposure in both the income statement and balance sheet as well as in other comprehensive income. The Group is better able to match debt with net assets.

ViaCon aims to reduce risks in the business activities by creating natural hedges, to the extent possible. Natural hedges can be achieved by buying and selling goods and services in the same currency, and by borrowing in the same currency as the assets on the balance sheet.

All foreign exchange differences are reported in profit or loss.

Transaction exposure

The Group, with its subsidiaries, shall reduce the impact from currency fluctuations by primarily creating natural hedges, and thereafter hedge contracted transaction exposure by using financial instruments. Hedging with financial instruments will only be done after a case by case cost benefit analysis.

Translation exposure

The consolidated accounts are also affected by translation effects when translating foreign subsidiaries' profits/losses and net assets into Euro and translating assets and liabilities denominated in foreign currencies. The Treasury function shall continuously monitor, measure and follow-up the exposure to evaluate the effects on the financial statements.

Hedge accounting

The parent company has in previous periods, up until December 2022, applied hedging of net investments in euros and thus the total bond loan has not been revalued at current exchange rates. Due to the company changing its accounting currency from Swedish kronor to euros as of January 1, 2023, the company no longer applies hedge accounting of net investment as from December 2022 and has thus taken into account the entire revaluation of the corporate bond in the parent company.

In previous periods, the Group has applied hedge accounting to hedge net investments in foreign operations.

Bond and liabilities to credit institutions per currency

	Currency	Nominal amount in respective currency	31 DEC 2023
		(thousands)	
Bond	EUR	100,000	98,362
Current bank loans	EUR	5,035	5,035
Current bank loans	TRY	49,051	1,502
Total			104,899

Interest rate risk

The exposure to market rates is continuously monitored by the Group's Treasury function. The direct interest rate risk is primarily linked to EURIBOR for the ViaCon Group. If interest rates on borrowing had been 1% higher or lower in 2023 with all other variables remaining constant, profit before tax for the financial year would have been EUR 1,063 thousand (1,116) lower or higher. The impact from cash and cash equivalents is immaterial.

Financial derivatives

At year-end 2023 and 2022, the Group had no outstanding forward currency contracts or interest swaps.

Financial assets

	31 DEC 2023	31 DEC 2022
Non-current receivables	1,493	986
Accounts receivable	34,520	31,076
Contract assets, current	1,897	1,553
Cash and cash equivalents	19,556	28,042
Total financial assets*	57,466	61,657

*All financial assets have been valued at amortised cost

ACCOUNTING POLICIES

The Group has only financial assets in the amortised cost category. The carrying amount of other financial liabilities is estimated to correspond to fair value.

The Group assesses the future expected credit losses that are connected to assets recognised at amortised cost. The Group recognises a credit reserve for such expected credit losses at each reporting date. The loss reserve regarding financial assets is based on assumptions about the risk of insolvency and expected loss rates. The Group makes its own assessments for the assumptions and choices regarding input data for calculating the impairment. These are based on history, known market conditions and forward-looking calculations at the end of each reporting period. For further information on credit losses, see the section Credit risk above.

Financial liabilities

	31 DEC 2023	31 DEC 2022
Non-current interest-bearing liabilities	107,025	105,602
Current interest-bearing liabilities	8,825	14,247
Accounts payable	19,952	20,358
Contract liabilities, current	7,668	2,055
Total financial liabilities*	143,470	142,262

*All financial liabilities have been valued at amortised cost

Non-current interest-bearing liabilities include corporate bonds of EUR 100,000 thousand (100,000). In June 2022, the loan from RI Holding AS, Norway, to ViaCon Group AB (publ) of NOK 79,400 thousand was settled against a received shareholder contribution. In November 2021, ViaCon issued senior secured bonds of EUR 100 million. The bonds mature in 2025 and the interest on the bond loan was set at EURIBOR +6.25%. The carrying amount of the bonds on December 31, 2023 amounted to EUR 98,362 thousand (97,421) and the fair value was EUR 92,130 thousand (83,440).

In the short-term interest-bearing liabilities, EUR 5,000 thousand (10,000) was utilized at year-end within the existing financing agreement. The interest rate in 2023 was set at EURIBOR +3.16% given the current leverage ratio for the period.

The Group has special loan terms (covenants) to fulfill that include ratios such as EBITDA and net debt. All covenants were fulfilled at the end of the year.

Changes in liabilities arising from financing activities

	31 DEC 2022	Cash flows	Non-cash changes			31 DEC 2023
			Change capitalised transaction costs	Translation differences	Other changes ¹⁾	
Bonds	97,421	-	941	-	-	98,362
Liabilities to credit institutions	12,369	-5,064	-	-768	-	6,537
Lease liabilities	10,058	177	-	-67	783	10,951
Total	119,847	-4,887	941	-834	783	115,850

	31 DEC 2021	Cash flows	Non-cash changes			31 DEC 2022
			Change capitalised transaction costs	Translation differences	Other changes ¹⁾	
Bonds	96,141	-	953	-	327	97,421
Liabilities to credit institutions	2,951	9,840	-	-422	-	12,369
Lease liabilities	11,564	-2,055	-	-193	742	10,058
Other interest-bearing liabilities	7,746	-	-	-564	-7,182	-
Total	118,403	7,785	-	-1,180	-6,113	119,847

¹⁾ The column *Other changes* includes the translation effect from change of presentation currency from SEK to EUR on bonds. *Other changes* also include the effect of accrued but not yet paid interest on interest-bearing liabilities and the effect of liability to the parent company that has been converted into shareholder contribution.

ACCOUNTING POLICIES

The Group has only financial liabilities in the amortised cost category.

Interest-bearing liabilities

Interest-bearing liabilities are initially recognised at fair value, which usually corresponds to the cost. Interest-bearing liabilities are subsequently recognised at amortised cost, and any difference between the amount received and the repayment amount is recognised in the income statement over the loan period using the effective interest method. Interest-bearing liabilities are classified under current liabilities unless the Group has an unconditional right to defer the payment of the liability for at least 12 months after the balance sheet date.

Fair value

The fair value of the bond loan has been determined in accordance with level 1, i.e. based on quoted prices at the balance sheet date.

On the balance sheet dates in 2023 and 2022, there were no financial assets and liabilities recognised at fair value.

NOTE 25

OTHER INTEREST-BEARING LIABILITIES

	31 DEC 2023	31 DEC 2022
Lease liability	10,951	10,058
Total other interest-bearing liabilities	10,951	10,058
whereof:		
Current liabilities	2,287	1,925
Non-current liabilities	8,664	8,133

NOTE 26

OTHER CURRENT LIABILITIES

	31 DEC 2023	31 DEC 2022
Accrued expenses and prepaid income	1,795	1,602
Accrued salary, bonus and holiday pay	7,374	6,763
Contract liability	7,668	2,055
Personnel related liabilities	1,540	1,303
VAT liabilities	2,291	2,688
Liabilities to related party	34	52
Other current liabilities	3,180	2,441
Total other current liabilities	23,882	16,904

NOTE 27

PLEGDED ASSETS

As collateral for the bond and the financing agreement the Group pledged its shares in all material subsidiaries (guarantors). The guarantor's aggregated EBITDA shall not represent less than 80% of consolidated EBITDA of the Group.

The calculation of the value of pledged shares as per December 31, 2023 amounted to EUR 137,495 thousand (117,548).

The following companies are guarantors:

ViaCon Holding AB	Sweden
ViaCon International AB	Sweden
ViaCon AB	Sweden
ViaCon Production AB	Sweden
FLA Geoprodukter AB	Sweden
Oy ViaCon AB	Finland
UAB ViaCon Baltic	Lithuania
UAB ViaCon Baltic Pipe	Lithuania
ViaCon Polska Sp. z o.o.	Poland
ViaCon Romania SRL	Romania
ViaCon İnşaat Müh. San. Tic. A.Ş.	Turkey
ViaCon France SAS	France
ViaCon Hungary Kft.	Hungary

In addition to the above mortgage prescriptions, ViaCon Polska Sp. z o.o. has provided accounts receivable amounting to PLN 18,000 thousand (50,000), corresponding to EUR 4,148 thousand (10,682) as collateral for bank guarantees.

NOTE 28

CONTINGENT LIABILITIES

	31 DEC 2023	31 DEC 2022
Guarantees	10,584	7,099
Total	10,584	7,099

The guarantees refers to issued credit guarantees to customer and other stakeholders.

In 2022, guarantees amounting to EUR 3,094 thousand have been moved from previous credit agreement within the Saferoad group where ViaCon was an underlying party.

NOTE 29**TRANSACTIONS WITH RELATED PARTIES**

Related companies refer to companies owned by ViaCon's ultimate parent company SRH BridgeCo AS. It primarily concerns companies within the Saferoad group, a sister group to ViaCon.

Sales of goods, services and other

	2023	2022
Related companies	188	271

Purchase of goods, services and other

	2023	2022
Related companies	-2	-13

Financial income

	2023	2022
Related companies	-	-

Financial expense

	2023	2022
Related companies	-1	-328

Balance sheet

	Receivables		Liabilities	
	31 DEC 2023	31 DEC 2022	31 DEC 2023	31 DEC 2022
Related companies	2	6	34	354

For information about compensation to the Board and Senior executives, see Note 7 - Employees, employee benefit expenses and remuneration to the Board of Directors.

NOTE 30**EVENTS AFTER BALANCE SHEET DATE**

There were no significant events to report after the end of the financial year.

Parent company's income statement

TEUR	Note	2023	2022
Net sales		-	-
Other operating income	15	8,977	8,112
Total operating income		8,977	8,112
Personnel costs	2	-6,056	-4,164
Depreciation, amortisation and impairment	7	-27	-15
Other external expenses	3, 4, 15	-7,756	-8,952
Operating earnings		-4,862	-5,019
Dividend		-	9,410
Financial income		156,493	49
Financial expenses		-12,044	-18,629
Net financial items	5	144,449	-9,170
Group contribution		-	1,035
Earnings before tax		139,587	-13,154
Tax on earnings for the year	6	-	-
Earnings for the year		139,587	-13,154

Parent company's comprehensive income

TEUR	2023	2022
Earnings for the year	139,587	-13,154
Other comprehensive income	-	-
Total comprehensive income for the year	139,587	-13,154

Parent company's balance sheet

TEUR	Note	31 DEC 2023	31 DEC 2022	1 JAN 2022
ASSETS				
Non-current assets				
Property, plant and equipment	7	37	46	-
Participations in group companies	8	266,003	109,758	119,095
Total non-current assets		266,040	109,804	119,095
Current assets				
Current receivables from group companies		2,274	14,700	5,650
Other current receivables		105	656	96
Prepaid expenses and accrued income		370	346	435
Cash and cash equivalents		144	69	-
Total current assets		2,893	15,770	6,180
TOTAL ASSETS		268,933	125,574	125,276
EQUITY AND LIABILITIES				
Equity				
Restricted equity				
Share capital	9	45	45	49
Total restricted equity		45	45	49
Non-restricted equity				
Share premium reserve		9,328	9,327	10,121
Retained earnings		4,868	18,396	20,309
Earnings for the year		139,587	-13,154	-9,125
Total non-restricted equity		153,782	14,570	21,305
Total equity		153,827	14,615	21,354
Non-current liabilities				
Pension obligations		100	47	-
Bond	10	98,362	97,421	94,457
Non-current liabilities to parent company		-	-	7,746
Total non-current liabilities		98,462	97,468	102,203
Current liabilities				
Liabilities to credit institution		5,000	10,000	-
Accounts payables		375	245	128
Current liabilities to group companies		7,135	147	101
Tax liabilities		-	-	32
Restructuring provision		375	-	-
Other current liabilities		173	144	2
Accrued expenses and prepaid income	11	3,585	2,956	1,455
Total current liabilities		16,643	13,491	1,718
TOTAL EQUITY AND LIABILITIES		268,933	125,574	125,276

Parent company's statement of changes in equity

TEUR	Note	Share capital	Share premium reserve	Retained earnings incl. Earnings for the year	Total equity
Opening balance as of January 1, 2022	9	49	10,121	11,184	21,354
Translation effect from change of presentation currency from SEK to EUR		-4	-793	-290	-1,087
Comprehensive income					
Earnings for the year				-13,154	-13,154
Total comprehensive income		-	-	-13,154	-13,154
Transactions with shareholders					
Shareholders' contribution				7,503	7,503
Total transactions with shareholders		-	-	7,503	7,503
Closing balance as of December 31, 2022		45	9,327	5,243	14,615
Translation effect from change of presentation currency from SEK to EUR		-	1	3	4
Comprehensive income					
Earnings for the year				139,587	139,587
Total comprehensive income		-	-	139,587	139,587
Transactions with shareholders					
Dividends				-378	-378
Total transactions with shareholders		-	-	-378	-378
Closing balance as of December 31, 2023	9	45	9,328	144,454	153,827

Parent company's cash flow statement

TEUR	Note	2023	2022
Operating activities			
Earnings after financial items		139,587	-14,189
Adjustments for items not included in cash flow	14	-154,291	3,783
Cash flow from operating activities before changes in working capital		-14,704	-10,406
Changes in working capital			
Change in other current receivables		10,594	-3,040
Change in other current liabilities		1,819	737
Cash flow from changes in working capital		12,413	-2,304
Cash flow from operating activities		-2,291	-12,709
Investing activities			
Acquisition of property, plant and equipment	7	-20	-63
Cash flow from investing activities		-20	-63
Financing activities			
Proceeds from borrowings		5,000	15,028
Repayment of borrowings		-10,000	-5,144
Change in cash pool		7,764	2,956
Dividend paid		-378	-
Cash flow from financing activities		2,386	12,839
Net increase/decrease in cash		75	67
Reconciliation of cash and cash equivalents			
Cash and cash equivalents as of beginning of the financial year		69	-
Cash flow for the year		75	67
Exchange-rate difference in cash and cash equivalents		-0	2
Cash and cash equivalents at year-end		144	69

NOTE 1

ACCOUNTING POLICIES

The Parent Company applies standard RFR 2 Accounting for legal entities, issued by the Swedish Financial Reporting Board. RFR 2 states that parent companies of groups that voluntarily choose to apply IFRS/IAS in their consolidated financial statements shall, as a rule, also apply the same IFRS/IAS. The Parent Company therefore applies the policies used for the consolidated financial statements and which have been described above in Note 3 of the consolidated financial statements, with the exceptions stated below.

According to RFR 2, the provisions in IAS 19 that concern defined benefit pension plans do not need to be applied in legal entities. However, information shall be provided regarding applicable parts of IAS 19. RFR 2 refers to the Swedish Pension Obligations Vesting Act for regulations regarding recognition of provisions for retirement benefits and similar obligations and the recognition of plan assets in pension funds.

IFRS 16 Leases is not applied in the Parent Company, which means that all payments relating to leases are expensed in the income statement on a straight-line basis over the lease period.

Shares and participations in subsidiaries are recognised at their cost of acquisition after deductions for impairment where relevant. Dividends received are recognised as financial income. Dividends that exceed the subsidiary's comprehensive income for the period or which mean that the book value of the participation's net assets in the consolidated financial statements are lower than the book value of the participations are an indication of an impairment requirement. When there is an indication that shares and participations in subsidiaries have decreased in value, an estimate is made of the recoverable value. If this is lower than the carrying amount, impairment is carried out. Impairment is recognised under 'Profit from participations in Group companies'. Shareholder contributions are reported directly in equity by the recipient and are activated as shares and participations by the contributor to the extent that impairment is not necessary.

Group contributions are recognised by applying the so-called alternative rule in accordance with RFR 2, IAS 27, p.2. The alternative rule means that contributions both received and paid are recognised as an appropriation in the income statement.

The parent company has in previous periods, up until December 2022, applied hedging of net investments in euros and thus the total bond loan has not been revalued at current exchange rates. Due to the company changing its accounting currency from Swedish kronor to euros as of January 1, 2023, the company no longer applies hedge accounting of net investment as from December 2022 and has thus taken into account the entire revaluation of the corporate bond in the parent company.

NOTE 2

EMPLOYEES, EMPLOYEE BENEFIT EXPENSES AND REMUNERATION

Salaries, other remunerations and social security expenses

	Salaries and remuneration		Social security expense	
	2023	2022	2023	2022
ViaCon Group AB (publ)	-3,674	-2,594	-2,056	-1,495
of which pension costs			-705	-509

See the Group's Note 7 - Employees, employee benefit expenses and remuneration to the Board of Directors, for information on remuneration to the Board and President as well as gender distribution of Board members and senior executives.

Average number of employees

	Number of people		Of whom women	
	2023	2022	2023	2022
ViaCon Group AB (publ)	16	10	53%	40%

NOTE 3

AUDIT FEES

The audit fees are included in Other external expenses.

Audit fees from Ernst & Young AB

	2023	2022
Audit fees	-82	-96
Audit-related fees	-	-19
Fees for tax services	-17	-1
Fees for other services	-152	-
Total fees from Ernst & Young AB	-251	-117

Audit fees involve audit of the Annual Report, interim report and the administration by the Board of Directors and the Managing Directors. The audit also includes advice and assistance as a result of the observations made in connection with the audit. Audit-related fees refer to other assignments to ensure quality in the financial statements including consultations on reporting requirements and internal control. Tax services include tax-related advisory. All other work performed by the auditor is defined as other services.

NOTE 4

LEASING COMMITMENTS

Investment commitments

The Parent Company leases premises, vehicles and office equipment as operating leases. Future lease payments fall due as follow:

	2023	2022
Within 1 year	-163	-170
Between 1 and 5 years	-91	-186
Later than 5 years	-	-
Total	-254	-356
Lease fees charged to expenses for the year	-169	-186

NOTE 5

FINANCIAL INCOME AND EXPENSES

Financial income

	2023	2022
Dividend	-	9,410
Capital gain on sales of subsidiaries	156,238	-
Interest income to group companies	240	49
Interest income	15	-
Total financial income	156,493	9,459

Financial expenses

	2023	2022
Exchange rate losses	-294	-10,105
Interest expenses to group companies	-196	-456
Interest expenses	-11,421	-8,016
Other financial expenses	-132	-52
Total financial expenses	-12,044	-18,629

During the fourth quarter, ViaCon Group AB (publ) carried out a sale of the shares in the subsidiary ViaCon Holding AB to ViaCon Investment AB. The sale was group internal and the profit of EUR 156,238 thousand is eliminated in the group. The transaction had no liquidity impact on the company as the receivable that arose from the sale was not liquidated but was left as a shareholder contribution to ViaCon Investment AB. The group is not affected as the companies concerned are wholly owned subsidiaries of ViaCon Group AB (publ).

NOTE 6

INCOME TAX

Reconciliation effective rate of tax

	2023	2022
Earnings before tax	139,587	-13,154
Expected income tax rate for the parent company, 20,6%	-28,755	2,710
Deferred tax assets not recognised current year	-1,058	-2,896
Non-taxable income, dividend	-	1,938
Non -taxable gain on sale of shares	32,185	-
Non-deductible expenses ¹⁾	-2,372	-1,752
Tax for the year	0	0

1) The non-deductible expenses includes non-deductible interest expenses.

NOTE 7

PROPERTY, PLANT AND EQUIPMENT

	Land and buildings	Equipment and vehicles	Total
Acquisition cost			
Balance at January 1, 2022	-	-	-
Translation effect from change of presentation currency from SEK to EUR	-1	-2	-3
Additions, other	24	40	63
Balance at December 31, 2022	22	38	60
Additions, other	-	20	20
Disposals	-	-3	-3
Balance at December 31, 2023	22	55	78
Accumulated depreciation and impairment			
Balance at January 1 2022	-	-	-
Translation effect from change of presentation currency from SEK to EUR	0	0	1
Depreciations	-6	-9	-15
Balance at December 31, 2022	-6	-9	-15
Disposals	-	1	1
Depreciations	-9	-18	-27
Balance at December 31, 2023	-14	-27	-41
Carrying value December 31, 2022	17	29	46
Carrying value December 31, 2023	8	29	37

NOTE 8

ACCUMULATED ACQUISITION VALUES

	2023	2022
Balance at January 1	109,758	119,095
Sale of shares	-109,758	-
Acquisition	266,003	-
Translation effect from change of presentation currency from SEK to EUR	-	-9,337
Balance at December 31	266,003	109,758

Group company / Registered office	Co. Id. No.	Ownership %	No. of shares	Carrying amount
ViaCon Investment AB, Gothenburg Sweden	559447-2812	100%	3,000	266,003

NOTE 9

NUMBER OF SHARES AND QUOTIENT VALUE

	31 DEC 2023	31 DEC 2022
Number of A-shares	50,100	50,100
Quotient value (EUR)	0.90	0.90

NOTE 10

FINANCIAL LIABILITIES

The parent company issued senior secured bonds of EUR 100 million in November 2021, and due in November 2025. The bond is recognized at amortised cost and the carrying amount on December 31, 2022 amounted to EUR 98,362 thousand (97,421) and the fair value was EUR 92,130 thousand (83,440).

The parent company has in previous periods, up until December 2022, applied hedging of net investments in euros and thus the total bond loan has not been revalued at current exchange rates. Due to the company changing its accounting currency from Swedish kronor to euros as of January 1, 2023, the company no longer applies hedge accounting of net investment as from December 2022 and has thus taken into account the entire revaluation of the corporate bond in the parent company.

NOTE 11

ACCRUED EXPENSES AND PREPAID INCOME

	31 DEC 2023	31 DEC 2022
Accrued interest	1,589	1,301
Accrued salary, bonus and holiday pay	1,934	1,267
Other accrued expenses	63	388
Total accrued expenses and prepaid income	3,585	2,956

NOTE 12

PROPOSED APPROPRIATION OF EARNINGS

The AGM has the following at its disposal in the Parent Company (EUR):

	31 DEC 2023
Earnings brought forward	14,195,568
Earnings for the year	139,586,822
Total	153,782,391

The Board proposes that the profits be appropriated as follows (EUR):

Carried forward	153,782,391
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NOTE 13

PLEGDED ASSETS AND CONTINGENT LIABILITIES

	31 DEC 2023	31 DEC 2022
Pledged assets	-	-
Contingent liabilities	1,967	4

For further information on pledged assets for the bond and credit agreement, see the Group's Note 27 - Pledged assets.

NOTE 14

CASH FLOW

Adjustments for items not included in cash flow

	2023	2022
Depreciation of non-current assets	27	15
Sale of shares in subsidiary	-156,238	-
Dividend	-	-9,410
Borrowing costs	1,123	1,113
Interest	288	407
Other	509	11,659
Total	-154,291	3,783

NOTE 15

TRANSACTIONS WITH RELATED PARTIES

The Parent Company's sales to Group companies amounted to EUR 8,807 thousand (7,891) and purchases amounted to EUR 4,851 thousand (4,544). During the fourth quarter, ViaCon Group AB (publ) carried out a sale of the shares in the subsidiary ViaCon Holding AB to ViaCon Investment AB. For further information regarding this transaction and transactions with related parties regarding interest expenses, see Parent Company's Note 5 - Financial income and expenses.

Remuneration to senior executives is shown in the Parent Company's Note 2 - Employees, employee benefit expenses and remuneration and for remuneration to the Board of Directors refer to the Group's Note 7 - Employees, employee benefit expenses and remuneration to the Board of Directors.

Transactions with related parties have taken place on terms equal to those which apply for transactions on business terms.

DECLARATION AND SIGNATURES

The Board of Directors and the President certify that the annual report for the Group and the Parent company has been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted for use in the European Union, and generally accepted accounting principles respectively, and gives a true and fair view of the financial positions and results of the Group and the Parent company, and that the Board of Directors' report gives a fair review of the development of the operations, financial positions and results of the Group and the Parent company and describes substantial risks and uncertainties that the Group companies face.

Gothenburg April 25, 2024

PATRIK NOLÅKER
Chair of the Board

KRZYSZTOF ANDRULEWICZ
Board member

ELKE ECKSTEIN
Board member

MORITZ MADLENER
Board member

ULRIK SMITH
Board member

GUNILLA SPONGH
Board member

NICLAS THIEL
Board member

STEFAN NORDSTRÖM
President and CEO

**Our auditor's report was signed
on April 26, 2024
Ernst & Young AB**

STAFFAN LANDÉN
Authorized Public Accountant

INDEPENDENT AUDITOR'S REPORT

To the general meeting of the shareholders of ViaCon Group AB (publ), corporate identity number 559228 - 2437

Report on the annual accounts and consolidated accounts

Opinions

We have audited the annual accounts and consolidated accounts of ViaCon Group AB (publ) for the year 2023. The annual accounts and consolidated accounts of the company are included on pages 50-92 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 2023 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 2023 and their financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRS Accounting Standards), as adopted by the EU, and the Annual Accounts Act. 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.

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

Basis for Opinions

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

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

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Valuation of goodwill

Description

As of 31 December 2023, book value of goodwill amounts to 42 578 TEUR, which corresponds to 25% of the Group's total assets. Impairment test of goodwill is performed annually, as well as whenever impairment indicators have been identified. The recoverable amount is determined for each cash-generating unit through means of a calculation of net present value of future cash flows. Future cash flows are based on management's business plans and forecasts and includes various assumptions such as development in earnings, growth, investment needs and discount rates.

Changes to the assumptions could have a major impact on the calculation of the recoverable amount and the assumptions applied by the company are thus important to the assessment as to whether an impairment is present. We have thus determined

valuation of goodwill to represent a key audit matter for the group.

A description of goodwill and the impairment tests is included in note 13.

How our audit addressed this key audit matter

Our audit procedures for evaluating the Group's impairment testing have included:

- evaluation of the Group's model and assumptions. The evaluation has included whether the model has been prepared according to generally accepted valuation techniques, as well as the appropriateness of applied discount rates and assumptions compared to comparable companies;
- testing of the executive management's sensitivity analysis, as well as conducting an independent sensitivity test of key assumptions in order to identify whether a reasonable future change in these might lead to an impairment requirement;
- assessment of the reasonableness of future cash flows against the adopted budget, forecast and business plan, as well as other information received following discussion with the executive management and a review of the minutes of board meetings and other management meetings;
- evaluation of the executive management's accuracy in estimating future cashflows by comparing historical forecasts against outcomes; and
- evaluation of whether the executive management has provided the necessary information in the Annual Report as at 31 December 2023.

Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 2-49. 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the

audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

We must also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or related safeguards applied.

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

Report on other legal and regulatory requirements

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 ViaCon Group AB (publ) for the year 2023 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the

profit be appropriated (loss be dealt with) in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

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

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

Responsibilities of the Board of Directors and the Managing Director

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

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

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

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

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

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

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

Ernst & Young AB, Box 7850, 103 99 Stockholm, was appointed auditor of ViaCon Group AB (publ) by the general meeting of the shareholders on the 16 May 2023 and has been the company's auditor since the 3 March 2020.

**Gothenburg April 26, 2024
Ernst & Young AB**

**Staffan Landén
Authorized Public Accountant**

ALTERNATIVE PERFORMANCE MEASURES (APM)

APMs are used by ViaCon for annual and periodic financial reporting to provide a better understanding of the company's underlying financial performance for the period.

Underlying EBITDA and underlying EBIT are also used by management to drive performance in terms of target setting. These measures are adjusted IFRS measures defined, calculated and used in a consistent and transparent manner over time and across the Group where relevant. Operational measures such as volumes, prices and currency effects are not defined as non-recurring costs.

Non-recurring items

Non-recurring items are recognised separately in the financial statements when this is necessary for explaining the Group's results as APM (Alternative Performance Measurement).

Non-recurring items refer to significant income or expense items which are mainly attributable to restructuring costs in the implementation of new strategy, capital efficiency projects, acquisition and disposal costs.

Earnings before depreciation (EBITDA)

TEUR	2023	2022
Net sales	189,903	218,440
Operating earnings (EBIT)	13,162	16,758
Depreciation, amortisation and impairment	6,601	5,758
Earnings before depreciation (EBITDA)	19,763	22,516
EBITDA margin	10.4%	10.3%

Consolidated adjusted income statement

TEUR	2023	2022
Net sales	189,903	218,440
Earnings before depreciation (EBITDA)	19,763	22,516
Items excluded from underlying EBITDA	3,947	4,346
Underlying earnings before depreciation (underlying EBITDA)	23,710	26,862
Underlying EBITDA margin	12.5%	12.3%
Operating earnings (EBIT)	13,162	16,758
Items excluded from underlying EBIT	3,947	4,346
Underlying operating earnings (underlying EBIT)	17,109	21,104
Underlying EBIT margin	9.0%	9.7%
Non-recurring items		
Implementation new strategy and restructuring	-	1,725
Capital efficiency	-	666
Acquisition	-	222
Divestment	-	959
Restructuring and efficiency program	3,291	-
Other	656	774
Total non-recurring items	3,947	4,346

Operating working capital

TEUR	31 DEC 2023	31 DEC 2022
Inventories	14,383	18,039
Accounts receivable	34,520	31,076
Contract assets (note 18)	2,127	1,553
Prepayment to suppliers (note 18)	1,327	751
Accounts payable	-19,952	-20,358
Contract liabilities (note 26)	-7,668	-2,055
Operating working capital (OPWC)	24,738	29,006

Consolidated liquidity

TEUR	31 DEC 2023	31 DEC 2022
Cash and cash equivalents	19,556	28,042
Undrawn credit facilities	10,000	5,000
Total liquidity	29,556	33,042

Consolidated adjusted net debt composition

TEUR	31 DEC 2023	31 DEC 2022
Net debt (-)	-95,236	-91,449
Less interest-bearing liabilities attributable to lease liabilities	10,951	10,058
Adjusted net debt (-), excluding lease liabilities	-84,285	-81,392

DEFINITIONS

Average number of employees (FTE)

The total number of hours worked divided by normal annual working hours, expressed as the number of full-time positions.

Operating earnings (EBIT)

Operating earnings is defined as earnings excluding financial items and tax. The operating earnings reflects the profit that ViaCon generates from its core business.

EBIT margin (operating margin)

Operating profit/loss after depreciation and amortization as a percentage of net sales for the year.

EBITDA margin

Operating profit/loss before depreciation and amortisation as a percentage of net sales for the year.

Equity

Recognised equity including non-controlling interests.

Equity ratio

Equity including non-controlling interests as a percentage of the balance sheet total.

Inventory turnover

Cost of goods sold divided by average inventories.

Liquidity

Liquidity consist of cash and cash equivalents, undrawn credit facilities and marketable securities.

Net cash/net debt

Interest-bearing liabilities less interest-bearing assets, all calculated at year-end.

Non-controlling interest

The part of the Group Equity that is not attributable to Parent Company shareholders.

Working capital

Current assets less current non-interest-bearing liabilities.

Operating working capital (OPWC)

Inventories, accounts receivable, and contract assets less prepayment to suppliers, accounts payable, and contract liabilities.

APM (Alternative performance measures)

APMs are used by ViaCon for annual and periodic financial reporting to provide a better understanding of the company's underlying financial performance for the period. Underlying EBITDA is also used by management to drive performance in terms of target setting. These measures are adjusted IFRS measures defined, calculated and used in a consistent and transparent manner over time and across the Group where relevant.

Earnings before depreciation and amortisation (EBITDA)

EBITDA is operating result before depreciation and amortisation of tangible and intangible assets.

Underlying/adjusted EBIT

Underlying EBIT is defined as EBIT adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, gains and losses of disposals of businesses and operating assets as well as other major effects of a special nature.

Underlying/adjusted EBITDA

Underlying EBITDA is defined as EBITDA adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, gains and losses of disposals of businesses and operating assets as well as other major effects of a special nature.

Adjusted net cash/debt

Interest-bearing liabilities less interest-bearing assets, less lease liabilities, all calculated at year-end.

Operating working capital

Operating working capital include directly attributable items together with such items that can be reliably allocated to the respective segment. The items consist of inventories, accounts receivable, and contract assets less prepayment to suppliers, accounts payable, and contract liabilities.

Corporate governance report

ViaCon Group AB (publ) is a Swedish public limited liability company based in Gothenburg, Sweden. The company's name was formerly R. Infrastructure Holding AB. ViaCon with its Parent Company, ViaCon Group AB (publ), are owned by RI Holding AS, Oslo, Norway. ViaCon is part of the group SRH BridgeCo AS, Oslo, Norway, with the Parent Company FSN Capital V. ViaCon's management and other representatives have an indirect ownership in the ViaCon Group by owning 5.0 % of the Norwegian parent company RI Holding AS.

During 2023, ViaCon Group has been operationally managed from ViaCon Group AB (publ), where the Board and management have conducted their activities during the year. The company complies with Nasdaq Stockholm's regulations for issuers of interest-bearing financial instruments (the "Regulatory Framework"). ViaCon has complied with the Regulations since the Swedish Financial Supervisory Authority (Sw: Finansinspektionen) on January 24, 2022 approved ViaCon's prospectus for admission to trading of the Company's bonds on Nasdaq Stockholm.

The corporate governance report has been prepared in accordance with the Annual Accounts Act and has been reviewed by the Company's auditors.

ANNUAL GENERAL MEETING

In accordance with the Swedish Companies Act, the Annual General Meeting is the company's highest decision-making body and shareholders exercise their voting rights on key issues at the Annual General Meeting such as adoption of the income statement and balance sheet, appropriation of the company's profit, granting discharge from liability to the members of the Board of Directors and the President and CEO, election of board members and auditors, as well as remuneration to the Board of Directors and auditors. In addition to the Annual General Meeting, an Extraordinary General Meeting may be convened.

ANNUAL GENERAL MEETING 2024

The Annual General Meeting of ViaCon AB (publ) will be held on Thursday May 16 in Gothenburg, Sweden.

SHAREHOLDER

ViaCon Group AB (publ), corp. ID no. 559228-2437, has one shareholder, RI Holding AS, corp. ID no. 923 991 484, which owns all 50,100 shares.

THE BOARD

The Board of Directors is the highest decision-making body after the Annual General Meeting. According to the Swedish Companies Act, the Board of Directors is responsible for the company's administration and organisation, which means that the Board of Directors is responsible setting goals and strategies, ensuring procedures and systems are in place for evaluating set goals, continuously evaluating the company's results and financial position, and evaluating the operational management. The Board of Directors is also responsible for preparing and submitting the annual report and consolidated financial statements and for ensuring that the interim reports are prepared on time. In addition, the Board of Directors also appoints the President and CEO. Every year the Board members are elected at the Annual General Meeting for the period up until the end of the next Annual General Meeting. According to the company's articles of association, the Board, to the extent that it is elected by the Annual General Meeting, shall comprise a minimum of three and a maximum of ten members with a maximum of ten deputies.

CHAIRMAN OF THE BOARD

The Chairman of the Board is elected by the Annual General Meeting. The Chairman has a special responsibility for the management of the Board's work and for ensuring that the Board's work is well organised and carried out efficiently.

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

The Board of Directors follows a written rules of procedure that are revised annually and determined at the inaugural Board meeting each year. The Rules of Procedure regulate, among other things, functions and the division of work between the Board members and the President and CEO. In connection with the inaugural Board meeting, the Board of Directors also establishes instructions for financial reporting and instructions for the President and CEO together with the rules of procedure for the Board's Audit Committee.

The Board of Directors meets at least six ordinary times in addition to the inaugural meeting in accordance with an annual schedule determined in advance. In addition to these meetings, additional meetings may be organised to deal with issues that cannot be referred to a regular meeting. In addition to board meetings, the Chairman of the Board and President and CEO have an ongoing dialogue regarding the management of the Company. Currently, the Company's Board of Directors consists of six ordinary members elected by the Annual General Meeting. These are presented in more detail on page 101 - Board of Directors.

COMPOSITION OF THE BOARD OF DIRECTORS IN 2023

The table below shows an overview of the composition of the Board of Directors for the full year 2023. The Board of Directors conducted its activities from ViaCon Group AB (publ). Elke Eckstein has been elected as additional new board member of ViaCon Group AB (publ) as of January 1, 2023. The Board of Directors is presented in more detail on page 101 of this corporate governance report.

Name	Board function)	Elected
Patrik Nolåker	Chairman	Sep 2021
Ulrik Smith	Member	Nov 2019
Niclas Thiel	Member	Nov 2019
Moritz Madlener	Member	Sep 2021
Krzysztof Andrulowicz	Member	Sep 2021
Gunilla Spongh	Member	Nov 2021
Elke Eckstein	Deputy	Jan 2023
Philip Delborn	Deputy	Oct 2022

BOARD MEETINGS IN 2023

Attendance at Board meetings in 2023.

Name of Board member	Present/Total number of meetings
Patrik Nolåker	10/10
Ulrik Smith	9/10
Niclas Thiel	10/10
Moritz Madlener	10/10
Krzysztof Andrulowicz	9/10
Gunilla Spongh	10/10
Elke Eckstein	9/10

EVALUATION OF THE BOARD'S WORK IN 2023

The Board continuously evaluates its work, often during a summing up discussion at the end of each Board meeting. In addition, the Chairman of the Board initiates a more structured evaluation of the Board's work once a year. The purpose of the evaluation is to find out more about the Board members' views on how the work of the Board is managed and what measures can be taken to streamline the Board's work. The intention is also to find out what kind of issues the Board believes should be given more scope and to identify any areas where further Board expertise may be required. In 2023, the evaluation of the Board's work was carried out in accordance with this procedure and the results were discussed in the Board.

THE BOARD'S WORK IN 2023

The Board regularly considers strategic issues relating to ViaCon's business and focus, any divestments and acquisitions, and major investments. The accounts and annual report are addressed at the beginning of the year, as are the issues to be presented at the Annual General Meeting. Towards the end of the year, the Board reviews the budget for the upcoming year and the Group's long-term strategic plan. The agenda is approved by the Chairman of the Board and sent, along with the relevant documentation, to all members around one week before each meeting. At each meeting, the President and CEO and the CFO report on the Group's sales and results, current business situations and important external factors that could affect the Group's results. At each ordinary Board meeting, a discussion is held without the presence of the President and CEO and the CFO. Where appropriate, members of the management other than the President and CEO and CFO also report to the meeting. The company's auditor attends meetings where appropriate and participates once a year without the management attending. In addition to the information provided in connection with the Board meetings, the management submits a monthly report to the Board members and remains in close contact with the the Chairman of the Board. Between the Board meetings, the the Chairman of the Board and the main owner's representatives on the Board remain in contact with the President and CEO, partly through weekly meetings.

The Board's focus areas during the year:

- Development of ViaCon's strategic plan with future growth and increased profitability as priority areas.
- Follow-up of the intensified efficiency program initiated in June 2023.
- The Board of Directors continuously monitored the integration of acquisitions made during the year.

AUDIT COMMITTEE

For the financial year 2023, the Board of Directors of ViaCon has not established a separate Audit Committee, but the Board of Directors as a whole performs the duties of the Audit Committee. None of the committee's members are employed by the company and at least one of the members has accounting or auditing expertise. Patrik Nolåker has been appointed Chairman of the committee. Without impacting on the Board's other responsibilities and duties, the audit committee shall monitor the company's financial reporting, monitor the effectiveness of the company's internal control, internal audit and risk management, keep informed of the audit of the annual report and consolidated financial statements, examine and monitor the auditor's impartiality and independence and in particular pay close attention if the auditor provides the company with services other than audit services, and assist in drawing up proposals for the general meeting of shareholders' resolutions about electing auditors. The audit committee does not have any decision-making powers.

THE PRESIDENT AND CEO AND OTHER SENIOR EXECUTIVES

The President and CEO is subordinate to the Board of Directors and has main responsibility for the ongoing administration and day-to-day management of the company. The division of work between the Board of Directors and the President and CEO is stated in the formal work plan for the Board of Directors and the instructions for the President and CEO. The President and CEO is also responsible for preparing reports and compiling information from the management ahead of Board meetings and presents the material at Board meetings. The instructions for financial reporting state that the President and CEO is responsible for financial reporting in the company and must, consequently, ensure that the Board of Directors receives sufficient information to continuously evaluate ViaCon's results and financial position. This means that the President and CEO must keep the Board of Directors informed of developments in the company's operations, the volume of its sales, the company's results and financial position, liquidity and credit situation, important business events and any other event, circumstance or condition that it cannot be assumed is not important for the company's shareholders that the Board be aware of. The President and CEO and other senior executives are presented in more detail on page 102 – Executive management.

REMUNERATION TO BOARD MEMBERS AND SENIOR EXECUTIVES

Remuneration to Board members

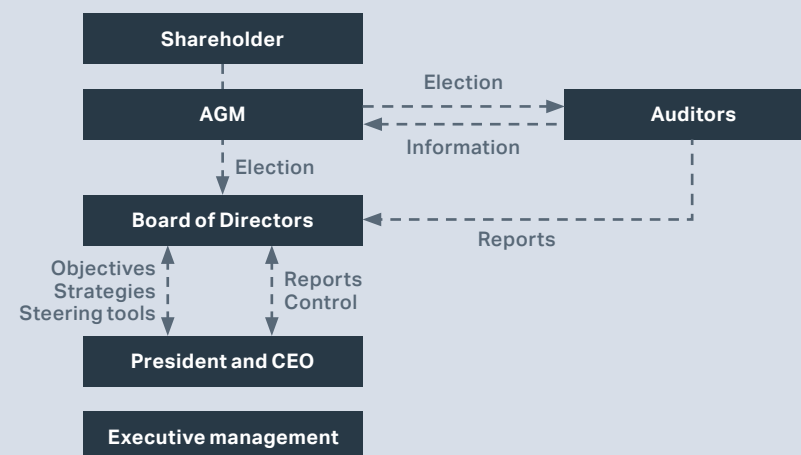
Fees and other remuneration to Board members elected by the Annual General Meeting are approved by the Annual General Meeting. It has been resolved that a fixed annual fee shall be paid to the Board of Directors of SEK 1,550,000 from the annual general meeting to the next annual general meeting, of which SEK 500,000 shall be paid to the Chairman of the Board and SEK 350,000 to each of the Board members who are not employed by FSN Capital or ViaCon. A prerequisite for payment is that the Board member is appointed by the General Meeting. If a Board member has not been in the role for the whole year, a fee is paid only for the months they were on the Board. This year's cost of Board fees, based on the selected period, amounted to SEK 1,550,000 (1,200,000), corresponding to EUR135,032 (112,915). The company's Board members are not entitled to any benefits after they resign as members of the Board of Directors. For further information on remuneration to Board members, see Note 7 in this Annual report

Remuneration to senior executives

According to the resolution by the Board of Directors, for 2023, the following guidelines for remuneration and other terms of employment apply to the President and CEO and other senior executives. Salary and other terms of employment shall be such that ViaCon can always attract and retain competent senior executives at reasonable costs for the Company. Remuneration within ViaCon shall be based on the nature of the role, performance, competitiveness and fairness of the position. Senior executives' salary consists of fixed salary, variable remuneration, pension and other benefits. Each senior executive shall be offered a fixed salary that is market-based and based on the senior executive's responsibility, competence and performance. Each senior executive may, from time to time, be offered bonuses to be paid in cash.

For the President and CEO and other senior executives, the salary is prepared and determined by the Board of Directors. For the President and CEO, the variable short-term remuneration (STI) is maximized to 100 percent of the base salary. For other senior executives, variable remuneration (STI) is maximized to 50-65 percent of the base salary. The variable remuneration is based on the results achieved in relation to set targets. For further information on remuneration to senior executives, see Note 7 in this Annual Report.

OVERVIEW OF CORPORATE GOVERNANCE










IMPORTANT EXTERNAL RULES

- Companies Act
- Stock exchange rulebook for issuers
- Annual Accounts Act
- The Book-keeping Act

IMPORTANT INTERNAL RULES









- Articles of association
- Formal work plan for the Board
- Formal work plan for the Board's audit committee
- Formal work plan for Board and instructions for President and CEO
- Decision-making procedures for Group and segments
- ViaCon's code of conduct
- Steering documents in the form of policies, rules, guidelines and instructions

Board of Directors

	PATRIK NOLÅKER	KRZYSZTOF ANDRULWICZ	ELKE ECKSTEIN	MORITZ MADLENER	ULRIK SMITH	GUNILLA SPONGH	NICLAS THIEL
							
	Chairman of the Board	Board member	Board member	Board member	Board member	Board member	Board member
Elected ¹	September 2019	September 2021	January 2023	September 2021	November 2019	November 2021	November 2019
Education	MBA, Maastricht School of Management, the Netherlands, B.Sc. in Business Administration, Karlstad University	Civil Engineer, MBA diploma	Degree in electrical engineering	B.Sc. in Accounting, University of Denver, USA	MBA, Harvard Business School, USA, BA, McGill University, Canada United World College of the Atlantic, UK	M.Sc. in Industrial Economics and Engineering, Institute of Technology, Linköping University	M.Sc. in Economics and Business Administration, Stockholm School of Economics
Previous experience	CEO Dywidag-Systems International, CEO Alimak Group, senior positions at Atlas Copco and ABB.	EVP and CEO Skanska Poland, CEO Archicom, CEO PM Group Poland.	Executive management positions (CEO/COO) in Enics Group, Siemens, Altis Sc., AMD, Osram and Weidmüller.	Goldman Sachs, USA.	McKinsey & Company, Citigroup, Venturepark, Goldman Sachs.	CFO Preem AB, International Business Director and CFO Mekonomen Group.	Bain Capital Private Equity, Investor AB and Carnegie Investment Bank.
Born	1963	1968	1964	1993	1976	1966	1982
Nationality	Swedish	Polish	German	German	Norwegian	Swedish	Swedish
Other assignments	Chairman of the Board of Fibo Group AS and Saferoad Group AS, and Board member of Systemair AB, iMPREG Group (CIPP Holding ApS) and OptiGroup.	Consultancy services for Aldesa, Poland.	Board member of Jenoptik, KK Wind, Saferoad, BE Semiconductor and U-Blox.	Investment manager at FSN Capital Partners and Board member of Saferoad Holding AS.	Co-Managing Partner at FSN Capital. Board member of Saferoad Holding AS.	Chairman of the Board of Bluefish Pharmaceuticals, and Board member of AQ Group, Byggmax Group, Consivo Group, Lernia, Meds Apotek, Momentum Group, Optigroup and Systemair.	Principal at FSN Capital Partners. Board member of OptiGroup Holding AB, Saferoad Holding AS, Holmers Second Holding AB.

¹Date of joining refers to the board of ViaCon Group AB (publ). Parts of the board have previously been active on the board of ViaCon Holding AB.

Executive management

	STEFAN NORDSTRÖM	PHILIP DELBORN	LARS JONSSON	MATTIAS HAKERÖD	JOHAN HENRIKSSON	SALOMEH TAFAZOLI	ANDRZEJ ROKOSZ	HANS GSCHIRR
								
Current position	Chief Executive Officer	Chief Financial Officer	Chief Operating Officer	Chief Human Resources and ESG	Senior Director Business Development	VP Business Unit Bridges & Culverts Solutions	VP Business Unit GeoTechnical Solutions	VP Business Unit Stormwater Solutions
Employed since	2019	2022	2020	2020	2020	2023	2023	2021
Education	M.Sc. in Mechanical Engineering, MBA	B.Sc. in Business and Economics	Basic Law and Personnel Management	B.Sc. in Human Resources and B.Sc. in International Workinglife	Civil engineering, M. Sc. in Industrial Engineering and Management, M.Sc. in Management and Economics of Innovation	B.Sc. in International Business and Finance, University of Johnson & Wales	M.Sc. in Mechanical Engineering	Degree in Mechanical Engineering, MBA
Previous experience	Senior VP and senior roles in business areas at ABB, SVP European Region at AB Volvo, and CEO TitanX. Board assignments since 2018.	Business Area Manager at Unilabs, CFO at GHP Specialty Care AB.	SVP Operations & Development at Inwido AB, EVP and COO Specma Group, CEO Crane Currency AB, VP Operations IMI Indoor Climate AB and Op. Mgr. SAAB Automobile AB.	EVP Human Resources at Handicare Care AB and SVP Human Resources at Fingerprint Cards AB, various senior roles at Mölnlycke Healthcare and different roles such as Global/Regional HR Business Partner at AstraZeneca.	Manager Capacent/ Management consultancy company, various experience from M&A, Strategy, PMO, NOWC, Production and Supply Chain.	Executive Vice President Industrial Division at Alimak Group AB, Vice President Sales and Marketing Snap-on Equipment EMEA at Snap-on Inc. and Vice President Strategy and Business Development at Volvo Trucks.	VP Sales CE&Export at Logstor, MD EE&Russia at Pentair, Sales Director Power Industry EMEA at Tyco, MD EE at Tyco.	MD at Leistritz Pumps GmbH, MD and sales roles in multinational companies.
Born	1964	1975	1965	1974	1986	1979	1966	1966
Nationality	Swedish	Swedish	Swedish	Swedish	Swedish	Swedish	Polish	German
Board assignments	Chairman of the Board of Bruks Siwertell Group AB and Firesafe, Chairman or Board member of several companies within the ViaCon Group.	Board member of several companies within the ViaCon Group.	Board member of AGES Industri AB and DPS AB Chairman of ViaCon Production AB.	None	None	Board member of Swecon AB.	None	Chairman or Board member of several companies within the ViaCon Group.

EXECUTIVE MANAGEMENT

In 2023, group management comprised of eight members consisting of: the President and CEO, Chief Financial Officer (CFO), Chief HR Officer (CHRO), Chief Operating Officer (COO), Vice President Group BU Bridges & Culverts Solutions, Vice President Group BU GeoTechnical Solutions, Vice President Group BU StormWater Solutions and Senior Director Business Development. Executive management meets monthly to monitor the Group's position regarding business and earnings situation. A lot of importance is also attached to maintaining close contact with the operational side of the business.

INTERNAL AUDIT

There is no separate internal audit function within ViaCon. The Board of Directors annually assesses the need to establish a separate function for internal auditing. In 2023, the Board of Directors found that no such need existed. To justify its decision, the Board of Directors, the Board of Directors took into account that the internal control is mainly exercised through: - the operational managers at different levels - local and central financial functions - group management's supervisory controls. These points, together with the size of the company, make the Board of Directors consider that it is not financially justifiable to have an additional administrative function.

INTERNAL CONTROL

This section contains the Board's annual reporting on how internal control to the extent that it relates to financial reporting is organized. The starting point for the description has been the guidance developed by working groups within the Confederation of Swedish Enterprise and FAR SRS. The Board of Directors' responsibility for internal control is set out in the Swedish Companies Act and the internal control regarding the financial reporting is covered by the Board's reporting instructions to the President and CEO. ViaCon's financial reporting complies with the laws and regulations that apply to issuers of interest-bearing financial instruments on Nasdaq Stockholm and the local rules that apply in each country where operations are conducted. In addition to external rules and recommendations, there are internal instructions, instructions and systems, as well as an internal division of roles and responsibilities aimed at good internal control in the financial reporting.

The control environment forms the basis for internal control. ViaCon's control environment consists of organizational structure, instructions, policies, guidelines, reporting and defined responsibilities. The Board of Directors has overall responsibility for internal control regarding financial reporting. The Board of Directors has established a written rules of procedure clarifying the Board's responsibilities and regulating the division of duties between the Board of Directors and its committee. The Board of Directors have performed the obligations of the Audit Committee whose main task is to ensure that established principles for financial reporting and internal control are complied with and that appropriate relationships with the company's auditor are maintained.

The Board of Directors has also prepared an instruction for the President and CEO and agreed on the financial reporting to the Board of Directors of ViaCon Group AB (publ). The Group's Chief Financial Officer (CFO) will report the results of the work with internal control to the Audit Committee. ViaCon Group AB (publ) essential and governing documents in the form of policies, guidelines and manuals, to the extent that they relate to the financial reporting, are kept continuously updated and

communicated through relevant channels to the companies involved in the Group. Systems and procedures have been created to provide management with the necessary reports on business performance in relation to established objectives. The necessary information systems exist to ensure that reliable and up-to-date information is available to management in order for it to perform its tasks correctly and efficiently.

RISK ASSESSMENT

ViaCon's risk assessment of its financial reporting aims to identify and evaluate the most important risks that affect internal control relating to financial reporting in the Group's companies, segments and processes. The most important risks relating to financial reporting identified in the Group's work on internal control are managed through control structures that are based on reporting deviations from set targets or established norms, such as valuations of inventories and other significant assets. Financial reports are prepared monthly, quarterly and annually in the Group and its subsidiaries. In connection with the reporting, analyses are made with comments and updated forecasts that aim, among other things, to ensure that the financial reporting is correct. Financial functions and controllers with functional responsibility for accounting, reporting and analysis of financial development are available at Group, business unit and entity level. ViaCon's internal control work aims to ensure that the Group lives up to its financial reporting targets.

The financial reporting shall

- be accurate and complete and comply with applicable laws, rules and recommendations
- provide a true and fair description of the company's operations
- support a rational and initiated valuation of the business
- In addition to these three objectives, internal financial reporting shall support correct business decisions at all levels of the Group.

INFORMATION AND COMMUNICATION

Internal information and communication is about creating awareness among the Group's employees about external and internal control instruments, including powers and responsibilities. Information and communication on internal financial reporting instruments is available to all affected employees. Important tools for this are ViaCon's manuals, policies, intranets and training.

CONTROL ACTIVITIES

The Group's Chief Financial Officer (CFO) has a central role in analysing and monitoring the Group's financial reporting and results. The Group has additional functions for ongoing analysis and follow-up of the Group's and its subsidiaries' financial reporting. A group-wide internal control program, based on self-assessment of significant processes at subsidiary and group level, has been implemented. The Group's reporting units also conduct regular self-assessments regarding the effectiveness of internal control over financial reporting.

FOLLOWING UP FINANCIAL INFORMATION

The Board of Directors issues and is responsible for the company's financial reporting. The Board of Directors is informed monthly about the development, earnings, position and cash flow of operations. Evaluation and follow-up of outcomes and forecasts are carried out. All companies in the Group shall report the financial information according to a defined format and according to given accounting principles. In connection with the reporting, an analysis and risk assessment of the financial situation is carried out.

AUDITORS

ViaCon's auditor is Ernst & Young (EY), with Staffan Landén as the principal auditor. EY conducts the audit of ViaCon Group AB (publ) and of most of the Group's significant subsidiaries. Each year the audit includes a statutory audit of ViaCon's annual report, a statutory audit of the Parent Company and all significant subsidiaries, and an audit of internal report packages. Reviews of the internal control are a part of this work. During the autumn, meetings are held with the corporate management to approve the audit plan and analysis of the organisation, operations, business processes and balance sheet items, with the aim of identifying areas more at risk of error in the financial reporting. The auditor attends at least one Board meeting a year in accordance with the formal work plan of the audit committee. In the autumn an early warning review of the is conducted, followed by an early warning meeting with the corporate management where important issues are raised prior to preparation of the annual accounts. The annual accounts and annual report are reviewed and audited during January-March. Aside from the audit engagement, in 2023 ViaCon primarily consulted EY on issues relating to tax and accounting. The remuneration paid to EY in 2023 is shown in Note 10 on page 69. EY is obliged to demonstrate its independence ahead of the decision to provide independent advice to ViaCon alongside its audit engagement. According to the company's articles of association, the company must have a minimum of one and a maximum of two auditors, and a maximum of two deputy auditors or a registered public accounting firm. The company's articles of association also state that the term for the auditor is one year.

COMMUNICATION

The company's information for shareholders and other stakeholders is provided via the annual report, interim reports and press releases. All external information is published on the company website, www.viacongroup.com.

Gothenburg April 25, 2024

The Board

AUDITOR'S STATEMENT ON THE CORPORATE GOVERNANCE REPORT

To the general meeting of the shareholders of ViaCon Group AB (publ), corporate identity number 559228 - 2437

Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the financial year 2023 on pages 98-104 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

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

Opinions

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

Gothenburg April 26, 2024

Ernst & Young AB

Staffan Landén
Authorized Public Accountant



Contact

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This report is a translation of the Swedish original and in the event of inconsistency or discrepancy between the English and Swedish version of this publication, the Swedish version shall prevail.