

# CORPORATE GOVERNANCE REPORT

## GENERAL

Corporate governance at RaySearch is based on the Swedish Companies Act, the Swedish Annual Accounts Act, the Swedish Stock Exchange Rules, the company's Articles of Association and RaySearch's application of the Swedish Code of Corporate Governance ('Code'). All companies whose shares are listed on Nasdaq Stockholm are obligated to apply the Code. The aim of the Code is to improve the governance of Swedish companies and, in particular to ensure that companies are managed in the best interests of their shareholders. In turn, a high level of corporate governance enhances confidence in listed companies among capital market players and the public at large. For more information on the Code, see [www.bolagsstyning.se](http://www.bolagsstyning.se).

Applying the Code entails that companies must actively make a decision regarding their approach to the various regulations of the Code. If a company chooses to deviate from the Code's rules, it must explain why in accordance with the principle of 'comply or explain.'

Since the Code's rules are primarily designed for larger companies with diversified ownership, they may be unnecessarily burdensome and difficult to apply for smaller companies with a more concentrated ownership structure. RaySearch is a small company with a majority shareholder who is also actively involved in the company in his role as CEO. In most cases, this is the reason why RaySearch has opted not to observe certain Code regulations.

RaySearch submits Corporate Governance Reports in connection with the submission of an Annual Report for each fiscal year.

## ANNUAL GENERAL MEETING

Following motions by the shareholders, the Board of Directors and the audit firm (with an auditor-in-charge) are elected at the Annual General Meeting (AGM) for a term of office until the close of the following AGM. The date of the AGM is announced no later than in conjunction with the third-quarter interim report and is simultaneously published on the company's website. At RaySearch's Annual General Meeting held on 17 May 2016 in Stockholm, shareholders represented 66.9 percent of the total number of shares and 80.5 percent of the total number of votes in the company. RaySearch's CEO, Chairman Erik Hedlund and Board member Carl Filip Bergendal and RaySearch's auditors attended the AGM.

## FUNCTION OF THE AGM

RaySearch is permitted to issue shares in two class, known as Class A and Class B. In voting at the AGM, each Class A share carries ten votes and each Class B share carries one vote. As of 31 December 2016, the total number of RaySearch shares was 34,282,773, of which 8,694,975 were Class A and 25,587,798 Class B shares. There are no special provisions regarding the function of the AGM in either the Articles of Association or, to the knowledge of RaySearch, in shareholder agreements.

## AUTHORIZATION PROVIDED BY THE AGM

The AGM on 17 May 2016 resolved, in accordance with the Board's motion to authorize the Board, on one or several occasions during the period up to the next AGM, to make decisions on the issue of new Class B shares and/or the issue of convertible debentures that can be converted into Class B shares. The Board's decision concerning the issuance of shares and/or convertible debentures that are issuable with the support of the authorization may not exceed the equivalent, on the date of the official notice of the AGM, of 10 percent of the registered share capital, which was SEK 17,141,386.50. The shares may be issued with or without disapplication of the preemption rights of the shareholders and, except for cash, with or without consideration in kind, set-off or other conditions. The purpose of the authorization is to increase the company's financial flexibility. In case of deviation from the existing shareholders' preferential rights, the subscription price is to be the market price. Other terms and conditions may be decided by the Board of Directors.

## NOMINATION COMMITTEE

The company deviates from the rules of the Code by not appointing a Nomination Committee. In view of the ownership structure, the Board believes that such a committee would not fulfill any function, but would simply give rise to additional costs.

## BOARD OF DIRECTORS

RaySearch's Board of Directors makes decisions on matters regarding the company's strategic direction, structure and organization, and research and development.

BOARD'S INDEPENDENCE		Independent in relation to the Company	Independent in relation to shareholders with at least 10% of the votes
Name	Assignment'		
Carl Filip Bergendal	Board member, Chairman	Yes	Yes
Erik Hedlund	Former Board Member, Chairman	Yes	No (previously a shareholder)
Johan Löf	Board Member	No, CEO of company	No (is a shareholder)
Hans Wigzell	Board Member	Yes	Yes

OWNERSHIP STRUCTURE – SHAREHOLDERS WITH AT LEAST 10% OF TOTAL VOTES		Class A shares	Class B shares	Total shareholding	Share capital %	Votes %
Name						
Johan Löf		6,243,084	618,393	6,861,477	20.0	56.0
Anders Brahme		1,390,161	10,000	1,400,161	4.1	12.4
Others		1,061,730	24,959,405	26,021,135	75.9	31.6
<b>Total</b>		<b>8,694,975</b>	<b>25,587,798</b>	<b>34,282,773</b>	<b>100.0</b>	<b>100.0</b>

The Board also addresses partnership agreements, interim reports, the annual accounts, auditing issues, budget and key policies. Moreover, it is the Board's duty to ensure that correct information is provided to the stock market. The Board's work is regulated in such documents as the Companies Act, the Articles of Association and the formal work plan adopted by the Board. Under the Articles of Association, the Board shall comprise of no fewer than three and no more than eight members, with no more than three deputies.

After the AGM on 17 May 2016 and until November 2016, the Board of RaySearch comprised of four members elected by the AGM, and no deputies.

The AGM on 17 May 2016 elected Erik Hedlund as Chairman of the Board until the next AGM, but in November 2016 he resigned from the Board. Thereafter, the Board consisted of Carl Filip Bergendal, Chairman, Johan Löf, CEO, and Hans Wigzell. The Board meets the requirements of the Code in terms of being independent.

Once per fiscal year, the Board performs a systematic and structured process, which involves an evaluation of the Board's work. The review will form the basis for the Board's future working methods. An evaluation of the Board has not taken place in 2016. The Board also evaluates the CEO's work, but in that case, the company deviates from the Code in so far as the CEO can attend the evaluation. The reason for this is that the CEO is a member of the board and that the Board believes that the CEO's presence does not adversely affect an evaluation.

#### BOARD OF DIRECTORS WORK DURING 2016

The Board's work is governed by a formal work plan that is adopted annually and regulates such issues as the decision-making structure in the company, the Board meeting schedule and the duties of the Chairman. The Board as a whole addresses internal control issues that are its responsibility. In addition, the company's auditors personally report their observations from their audit and their assessment of the internal control to the Board each year. The Board held nine meetings during the year. Considering the size of the Board, it was not deemed necessary to introduce a separate delegation of duties among Board members. For the same reason, no committees were established.

#### 2016 BOARD MEETING ATTENDANCE

Name	Total number of Board meetings held	Board meeting attendance
Carl Filip Bergendal	9	8
Erik Hedlund	9 (resigned in November 2016)	7
Johan Löf	9	9
Hans Wigzell	9	8

#### REMUNERATION COMMITTEE

RaySearch deviates from the Code by not establishing a Remuneration Committee. This is because the size of the Board and the company does not warrant such a committee. The remuneration of the CEO is determined by the Board (without the participation of the CEO) following negotiations between the CEO and the Chairman of the Board, while remuneration of other senior executives is determined following negotiations between the CEO and the individual employees.

#### MAJOR DIRECT OR INDIRECT SHAREHOLDINGS

Shareholders with a direct or indirect shareholding in RaySearch who represent at least one-tenth of the votes in the company are listed in the table on the preceding page.

#### PROVISIONS OF THE ARTICLES OF ASSOCIATION

RaySearch's Articles of Association do not contain any restrictions on how many votes each shareholder may cast at the AGM. Nor do RaySearch's Articles of Association contain any specific provisions on the appointment and dismissal of Board members, or amendments to the Articles of Association.

#### AUDIT COMMITTEE

RaySearch also deviates from the Code by not appointing an Audit Committee. This is because of the size of the Board and the company does not warrant any such committee. The Board as a whole performs the duties of an Audit Committee.

#### INTERNAL CONTROL

Under the Swedish Code of Corporate Governance, the Board is to ensure that RaySearch has sound internal control and continuously remains informed of, and evaluates, the effectiveness of the company's internal control system. A key feature of the control environment is that the organization, decision-making procedures, responsibility and authority are clearly defined and communicated in governance documentation. In view of the limited size of the company, the Board, in its annual assessment of the possible need for a separate function to review the company's internal financial controls, has concluded that there is no need for an internal audit function.

#### CONTROL ENVIRONMENT

As part of the effort to create and maintain an effective control environment, the Board has established a number of fundamental and significant documents for financial reporting, including special rules of procedure for the Board and instructions for the CEO. The Board has delegated to the CEO to maintain the control environment as directed by the Board. The Board also determines the authorization instructions that delegate the CEO's authorization responsibilities to other senior executives at RaySearch. The CEO submits regular reports to the Board and the executive management of RaySearch containing comments on the business situation and the financial performance compared with the budget and forecast. In addition, reports are also submitted by RaySearch's auditor. The internal control also builds upon a management system based on RaySearch's organization and manner of conducting business with clearly defined roles and areas of responsibility, and delegated authority. Governing documents, such as policies and guidelines, also have an important function in the control structure.

#### RISK ASSESSMENT

RaySearch's executive management performs regular risk assessments to identify significant risks relating to financial reporting. With regard to financial reporting, the primary risk is deemed to be the material misstatement of the financial statements, such as the recognition and measurement of assets, liabilities, income and expenses or other abnormalities. Fraud and loss through embezzle-

ment is another risk. Risk management is incorporated into each process and various methods are used to measure and minimize risks and to ensure that the risks to which RaySearch is exposed are managed in line with established regulations, instructions and monitoring procedures. The purpose of this is to reduce potential risks and promote accurate accounting, reporting and disclosures.

### CONTROL ACTIVITIES

The purpose of the control activities is to manage the risks that the Board and the company's executive management consider significant for the operations, internal control and financial reporting. The control structure includes distinct roles that permit the effective allocation of responsibility of specific control functions aimed at the timely identification and prevention of the risk of reporting errors. Such control functions include clear decision-making procedures for major decisions such as acquisitions, and other types of major investments, divestments, agreements and analytical monitoring. Another significant task for RaySearch's management is to implement, further develop and maintain the company's control procedures as well as conducting internal checks aimed at critical business issues. Process managers at various levels are responsible for the implementation of controls in respect to financial reporting. The closing accounts and reporting processes include checks in respect to valuations, reporting principles and estimates. The regular analyses made of financial reporting are highly important in ensuring that the financial reports do not include any material errors. RaySearch's CFO plays a key role in the internal control process by checking that financial reporting is accurate, complete and is delivered on time.

### INFORMATION AND COMMUNICATION

RaySearch cooperates with the communications consultant Cision to ensure that financial reporting to the market is complete and accurate. The relevant employees are regularly informed about changes in accounting policies and reporting requirements or other information. The Board receives regular financial statements. External information and communication is governed by RaySearch's information policy, which describes the company's general principles for providing information.

### MONITORING

The Board and executive management monitor RaySearch's compliance with adopted policies and guidelines. RaySearch's financial situation is dealt with at

each Board meeting. The Board and executive management review the financial reporting before Interim and Annual Reports are published. The auditor's duties also include an annual examination of RaySearch's internal control. The Board meets RaySearch's auditor at least once per year, partly to review the internal control but also, in special cases, to assign additional internal controls to the auditor with a special focus on a particular area.

### EXECUTIVE MANAGEMENT

Under the Swedish Companies Act, the Board is responsible for the company's organization and management. If a CEO is appointed, according to the Swedish Companies Act, he is responsible for the ongoing management of the company according to the guidelines and instructions provided by the Board. RaySearch's CEO therefore leads the Group's operations based on the frameworks established by the Board and appoints the other members of the executive management. At the end of 2016, RaySearch's executive management team consisted of the President and CEO, the Deputy CEO, the CFO, the Director of Research, the Director of Development, the Director of Sales and Marketing, the Director of Sales for Asia & Pacific, the Director of Services and the General Counsel.

During the year, business briefings under the CEO's leadership were usually conducted at least monthly, except during holiday periods when they occurred less frequently.

The executive management team also meets representatives of the US and European sales and marketing organizations on a regular basis, mainly through the CEO and Director of Sales and Marketing, respectively, to monitor and evaluate the Group's operations in their entirety. Monitoring is based on the Group's annually established targets and budgets, including RaySearch's strategies, short and long-term targets, operational objectives, competitor analyses, and so forth. The Board is continuously informed about the executive management's monitoring and evaluation measures.

### FURTHER INFORMATION

For more information about the Board and the CEO, refer to pages 44–45 and Note 4 in the Annual Report. For more details regarding the auditors, refer to page 44 and Note 5 in the Annual Report.

Stockholm, 28 April 2017

Carl Filip Bergendal  
Board member

Johan Löf  
President/CEO and  
Board member

Hans Wigzell  
Board member

# AUDITORS' REPORT ON THE CORPORATE GOVERNANCE REPORT

## TO THE GENERAL MEETING OF THE SHAREHOLDERS OF RAYSEARCH LABORATORIES AB, CORPORATE IDENTITY NUMBER 556322-6157

### ENGAGEMENT AND RESPONSIBILITY

It is the Board of Directors who is responsible for the corporate governance statement for the year 2016 on pages 40–42 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 auditing standard RevU 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with Inter-

national 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.

Stockholm, 28 April 2017  
Ernst & Young AB

Per Hedström  
Authorized Public Accountant