

Corporate Governance Report 2024



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Introduction

A company whose transferable securities have been admitted for trading on a regulated market shall prepare a corporate governance report. The corporate governance report has been reviewed by the company's auditors in accordance with the provisions of the Annual Accounts Act and the auditor's report is included in connection with this report.

The corporate governance of First Camp Group AB ("First Camp" and the "company") is based on Swedish law, mainly the Swedish Companies Act (2005:551) and the Annual Accounts Act (1995:1554). After First Camp listed a bond for trading on Nasdaq Stockholm in 2020, the company has also complied with Nasdaq Stockholm's regulations for issuers of corporate bonds. The application of the Swedish Code of Corporate Governance is currently not mandatory for companies whose bonds are traded on Nasdaq Stockholm.

Shareholders

First Camp Group AB is 100% owned by United Camping Holding AB, which in turn owned by United Camping MidCo AB, which in turn is owned, through companies, by Norvestor SPV II SCSp and by directors, management and employees of the United Camping MidCo Group. Norvestor is a fund management company, whose board of directors has a registered office in Luxembourg.

General Meeting

The company's highest decision-making body is the General Meeting, where the shareholders exercise their influence over the company. A shareholder is entitled to vote for all shares held by the shareholder in the company.

Authorizations issued by the General Meeting

The 2024 General Meeting did not approve any authorizations for the Board of Directors regarding the issue of new shares or the acquisition of own shares.

Certain Provisions of the Articles of Association

The Articles of Association have no special provisions for the appointment and dismissal of members of the Board of Directors or for amendments of the Articles of Association.

Board of Directors

According to First Camp's Articles of Association, the Board of Directors shall consist of no less than three and no more than ten board members, with a maximum of four deputies. Board members are elected by the Annual General Meeting for the period until the end of the next Annual General Meeting. There is no limit for how long a board member can be elected as a board member. At the end of 2024, First Camp's Board of Directors consisted of five ordinary board members. For a presentation of the Board of Directors, see page 5.

The Board of Directors follows written rules of procedure, which are revised and adopted annually. These set out the division of duties between the Board of Directors and the CEO as well as instructions for financial reporting.



Remuneration to the Board of Directors

Remuneration has been paid to the Chairman and members of the Board of Directors in accordance with the parent company's Annual General Meeting in 2023. No remuneration has been paid to board members employed by Norvestor Advisory AS, the advisory company of the company's indirect principal owner Norvestor SPV II SCSp.

| Name | Position | Remuneration 2023 |
|------------------|----------------------------------|-------------------|
| Karl Svozilik | Chairman of the Board since 2016 | SEK 0 |
| Eivor Andersson | Board Member since 2021 | SEK 125 000 |
| Ståle Angel | Board Member since 2017 | SEK 125 000 |
| Marius Hol | Board Member since 2024 | SEK 0 |
| Martin Jørgensen | Board Member since 2017 | SEK 125 000 |

Board Committees

The Board of Directors did not appoint any special board committees during the year. Matters related to remuneration to the CEO and senior executives as well as audit matters are dealt with by the entire Board of Directors. When required, the Board of Director appoints internal working groups whose task it is to develop and prepare decision guidance documents for future board decisions.

Chief Executive Officer

The Board of Directors appoints the Chief Executive Officer (CEO) in First Camp Group AB who is also the Group Chief Executive. The CEO manages the operations within the framework set by the Board of Directors. The division of duties between the Board of Directors and the CEO is set out in the company's rules of procedure for the Board of Directors and the terms of reference for the CEO. The CEO prepares the necessary information and decision guidance documents for board meetings, is the rapporteur at board meetings and presents reasoned proposed resolutions. Every month, the CEO provides the Board of Directors with the information necessary to monitor the company's and the Group's financial position, operations and development.

Audit

The auditor's task is to review the company's financial reporting as well as the management of the company by the Board of Directors and the CEO. At the 2024 Annual General Meeting, Grant Thornton Sweden AB was re-elected auditor for the period until the end of the next Annual General Meeting. Auditor-in-Charge is authorized public accountant Therese Utengen.

Grant Thornton submits an audit report for the company and the Group. Grant Thornton has also performed services for companies in the First Camp group in addition to the audit work. For this work, Grant Thornton has invoiced a total amount of SEK 766 thousand for 2024. The auditor receives a fee for its work in accordance with a resolution of the Annual General Meeting.



Internal control

The Board of Directors' responsibility for internal control is primarily governed by the Annual Accounts Act and the Swedish Companies Act. Procedures for internal control, risk assessment, control activities and follow-up with respect to financial reporting have been designed to ensure reliable comprehensive financial reporting and external financial reporting in accordance with IFRS, applicable laws and rules.

Control Environment

The control environment in First Camp includes the organization, decision-making processes, powers and responsibilities that are documented and communicated in a number of governing documents, the most important of which are the Board of Directors' rules of procedure and the terms of reference for the CEO, financial policy and authorization procedure. The company also has a financial manual that contains principles and guidelines as well as processes for the accounting and financial reporting.

Risk Assessment and Control Activities

It is the Board of Directors that has the ultimate responsibility for risk management. Through a clear organization, mandate and decision-making procedure, as well as policy documents for operational and financial control, a controlled risk-taking is achieved. The framework that applies to exposure, management and follow-up of financial risks are set out in the Group's financial policy, which is revised on an annual basis. The risks identified in relation to financial reporting are managed through control activities documented in process and procedure descriptions.

Communication and Follow-Up

The Group has information and communication channels aimed at promoting complete and accurate financial and business reporting. For example, governing documents in the form of internal policies and manuals are made available on the company's intranet.

Composition of the Board of Directors

Karl Svozilik

Chairman of the Board since 2016

Education

Business and Administration, International Business and German at Regent's University London, United Kingdom.

Other significant assignments

Chairman of the board of PHM Group TopCo Oy, Tyro Topco AS and Surf Topco AS (Serwent Group). Board member of Veni Energy Topco AS as well as Partner at Norvestor Advisory AS.

Eivor Andersson

Board Member since 2021

Education

Business Management as well as Strategic Management and Leadership at IHM Business School, Sweden.

Other significant assignments

Chairman of the board of Apohem AB and Svanudden AB. Board member of Meko AB and Svenska Spel AB.



Ståle Angel

Board Member since 2017

Education

Business and Administration, Østfold University Halden and Management Program at IMD business school in Lausanne, Switzerland.

Other significant assignments

Chairman of the Board of Ingvarda AS. Board member of Fam Vekst AS and PHM Group TopCo Oy.

Marius Hol

Board Member since 2024

Education

MSc Economics and Business Administration, Norwegian School of Economics.

Other significant assignments

Investment Manager at Norvestor Advisory AB.

Martin Jørgensen

Board Member since 2017

Education

Norwegian Infantry Officer School, Export, international marketing, IATTO Export Candidate at Norwegian Export School, Norway.

Other significant assignments

Chairman of the Board of Fastpayhotels Topco Ltd, CEO AS, MJ Group 2 AS, MJ Group 3 AS, Qondor AS and Connections AS. Board member of Foodback AS, IZY Holding AS, Nordic Traveltech Lab AS and CIC Holdings AS.



Group Management

Johan Söör

CEO, member of Group Management since 2018.

Education

M.Sc. in Business and Economics, Stockholm School of Economics, Sweden and Sciences Po Paris, France.

Previous experience

CEO, MTRX; Business Development Manager, MTR and Junior Partner, McKinsey & Company.

Other significant assignments

Chairman and owner of Factum AB.

Göran Meijer

CFO, member of Group Management since 2019.

Education

M.Sc. in Industrial Engineering and Management, Royal Institute of Technology, Stockholm, Sweden, and Wirtschaftsuniversität Vienna, Austria. And in addition, Bachelor's studies in Business Administration, Stockholm University, Sweden.

Previous experience

CFO, Estate FM Group; CFO, Lekmer; CFO, Besikta Bilprovning; Investment Manager, Nordstjernan; Management Consultant, Northstream and Management Consultant, Booz Allen Hamilton.

Other significant assignments

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Benita Jonsson

COO, member of Group Management since 2023.

Education

Master's degree in chemical engineering, Lund University of Technology and Master's studies at Lund University in human ecology'.

Previous experience

Store Managing Director at MediaMarkt Sweden and several years of experience in sales, operations and retail as a store manager within SIBA.

Other significant assignments

–

Ingela Lundkvist

CCO, member of Group Management since 2018.

Education

M.Sc. in Business and Economics, Stockholm School of Economics, Sweden and CEMS Degree, Université catholique de Louvain, Belgium.

Previous experience

Director of Digital Development & Innovation, Scandic Hotels; Head of Visual Merchandising, Online Sales, Northern Europe, H&M; Head of Online, Business Controller & Management Trainee, TUI Travel and Management Consultant, Oliver Wyman.

Other significant assignments

–



Ola Bååth

CIO, member of Group Management since 2018.

Education

Master's degree in Economics, Copenhagen Business School, Denmark and Universität St. Gallen, Switzerland.

Previous experience

Manager M&A, Electrolux Group and Investment Professional, Investor AB.

Other significant assignments

–

Mia Melin

CHRO, member of Group Management since 2023.

Education

Master's degree in Media and communication science, Göteborgs Universitet.

Previous experience

HR, communication Manager, Polfärskt bröd AB; Global HR Manager, Monki; Education Manager, IHM Business School.

Other significant assignments

–

Adam Fall

CTO, member of Group Management since 2023.

Education

Civil Engineer in Technical Physics and Electrical Engineering, Linköpings University of Technology and Université Joseph Fourier, Grenoble; Business Accelerator, Stockholm Innovation and Growth.

Previous experience

CIO, Transdev; IT-strateg, Praktikertjänst; CIO, Aleris; Managementconsultant Acando, Looop.

Other significant assignments

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