

# Corporate governance

As required by the Swedish Annual Accounts Act and the Swedish Code of Corporate Governance (the "Swedish Code"), this Corporate Governance Report describes the organizational bodies, rules, and other governance structures by which the Electrolux Professional Group is controlled and operated. The Group's external auditors have reviewed this report and their opinion has been included in the Auditor's Report.

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Chairman's comments

# From handling pandemic impact to strategy delivery

During the year our focus has shifted from managing the pandemic to pursuing the strategic agenda.

While the pandemic affected the company quite negatively during the beginning of the year, the hospitality industry gradually started to recover during spring. Naturally, the initial focus of the Board gravitated towards addressing the pandemic. However, from the second quarter onwards our focus shifted back to key growth and profitability areas, as well as the strategic priorities.

Several important decisions have been made during the year, including the creation of the new Beverage and Food Preparation division, the finalization of the new factory in Thailand with its related consequences on the Group footprint, as well as investments in digitalization.

Alongside actions regarding the structure, optimization, and capability development, the acquisition of Unified Brands was the single most important decision of the year. It significantly strengthens Electrolux Professional's presence in the US and supports the company's strategy to grow in food service chains. Our strong balance sheet and cash generation accommodated this relatively large acquisition. As part of the financing and in line with our sustainability strategy, a sustainability linked loan was signed with the Nordic Investment Bank.

Other important items on the Board agenda this year have included talent management, cyber security, and sustainability. Although many Board meetings were held online or as hybrid meetings, we met physically a few times, including a visit to the main food equipment plant in Vallenoncello, Italy.

2021 clearly demonstrated the benefits of the spin-off and listing of Electrolux Professional on the Nasdaq Stockholm in 2020. The strategic rationale of that spin-off, to create better conditions for strong future value creation in the company, was exemplified by the acquisition of Unified Brands.

After a challenging first year, the company has demonstrated its ability to deliver operational execution and strategic development and also meet the expectations of our shareholders. This financial year, the Board proposes a dividend of 0,50 SEK, in line with the dividend policy.

The Board would like to express its gratitude to Electrolux Professional's Executive Management and employees for their great contributions during the year.

**Kai Wärn**  
*Chairman of the Board*

“Alongside actions regarding the structure, optimization, and capability development, the acquisition of Unified Brands was the single most important decision of the year.”



# Corporate governance report

Good corporate governance is about ensuring that Electrolux Professional is managed as responsibly and efficiently as possible to meet our obligations as a public company, and also to create value for shareholders in an efficient, responsible, and sustainable manner. Corporate governance determines how rights and responsibilities are distributed among a company's various bodies in accordance with internal processes and the laws and regulations in effect.

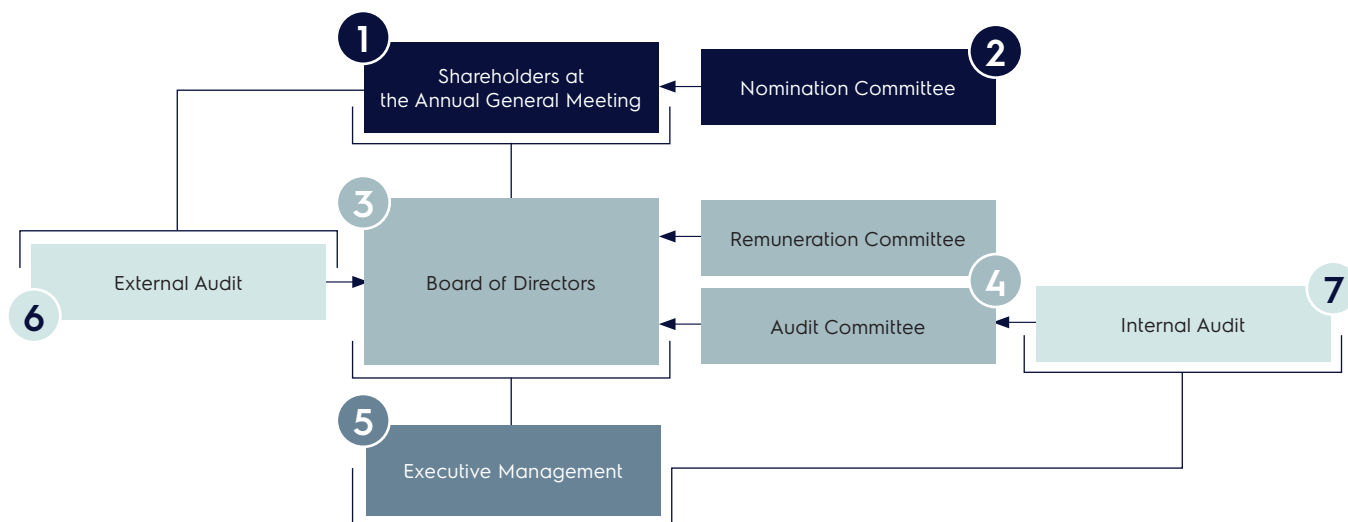
### External and internal rules

The governance of Electrolux Professional is defined by external and internal rules. The external rules are the Swedish Companies Act, Nasdaq Stockholm's Rule Book for Issuers, and the Swedish Code of Corporate Governance (the "Code"), as well as other relevant Swedish and foreign laws and regulations. The Code is available at [www.corporategovernanceboard.se](http://www.corporategovernanceboard.se) and describes good practices in the stock market. The internal rules consist of the Articles of Association, The Rules of Procedure of the Board of Directors, the Electrolux Professional Code of Conduct, policies for information, finance, credit, internal control, risk management, anti-corruption and other group policies.

### Application of the Code

Electrolux Professional applies the Code with no deviations. Electrolux Professional did not report any deviations from the Code in 2021. There have been no infringements by Electrolux Professional of applicable stock exchange rules and no breach of good practice on the securities market reported by the Disciplinary Committee of Nasdaq Stockholm or the Swedish Securities Council in 2021. This corporate governance report has been drawn up as part of Electrolux Professional's application of the Code.

## Corporate governance structure



## Shares

According to Electrolux Professional's Articles of Association, the share capital shall not be less than SEK 20,000,000 and not be more than SEK 80,000,000, divided into not less than 200,000,000 shares and not more than 800,000,000 shares.

The Electrolux Professional registered share capital is SEK 28,739,745, represented by 287,397,450 shares of which 8,047,982 are Class A shares and 279,349,468 shares are Class B shares (as of December 31, 2021), each with a quota value of SEK 0.1. Each Electrolux Professional Class A share entitles the holder to one vote and each Electrolux Professional Class B share entitles the holder to a tenth of a vote at the General Meeting.

The Class B shares of Electrolux Professional are listed on Nasdaq Stockholm and traded on the Large Cap list.

Since September 2020, Class A shares are delisted from Trading on Nasdaq Stockholm. Holders of Electrolux Professional Class A shares have the right to require that Class A shares are converted to Class B shares. During 2021, 72,545 Class A shares have been converted to Class B shares.

### 1

## Shareholders

The number of registered shareholders at December 31, 2021 was 48,189. On December 31, 2021, Investor AB was the largest shareholder, with a holding corresponding to 32.4% of the votes and 20.5% of the share capital in the company. **For more information about the shares and shareholders, see page 168.**

## Dividend Policy

Electrolux Professional's target is for the dividend to correspond to approximately 30% of the income for the period. For the financial year of 2021 the Board of Directors proposes a dividend to the shareholders of SEK 0.50 (-) per share, corresponding to around 30% of the profit for the year.

## General Meeting of shareholders

Pursuant to the Swedish Companies Act, the General Meeting is the supreme decision-making body in a Swedish limited liability company, and shareholders exercise their voting rights at such meetings. The Annual General Meeting (AGM) was held on April 28, 2021. Due to the coronavirus pandemic it was conducted without the physical presence of shareholders, representatives or third parties and the shareholders exercised

their voting rights in advance by way of so-called postal voting.

The AGM of Electrolux Professional is held annually before the end of June. In addition to the AGM, Extraordinary General Meetings (EGM) can be convened when required. The General Meetings of Electrolux Professional will be held in the municipality of Stockholm, where the company's registered office is located. The date and place of the AGM is communicated on the company's external website no later than the publication of the quarterly report for the third quarter.

At the AGM, shareholders of Electrolux Professional resolve on several matters, including confirmation of income statements and balance sheets, the disposition of the company's profit or loss, discharge of liability for the members of the Board and the CEO, composition of the Nomination Committee, election of members of the Board (including the Chairman of the Board) and auditor, remuneration for the members of the Board and auditor, as well as guidelines for remuneration for the CEO and other senior executives.

The shareholders of Electrolux Professional also resolve on other matters that are important to the company, for example any changes to the Articles of Association, at the General Meeting.

Shareholders who wish to have a matter dealt with must submit a written request to the Board to that effect. The request must have been received by Electrolux Professional no later than seven weeks prior to the General Meeting.

## Right to attend the General Meeting

All shareholders who are directly recorded in the share register maintained by Euroclear Sweden five weekdays prior to the General Meeting, and who have notified the company of their intention to participate, are entitled to attend the General Meeting and vote proportional to the number of shares they hold.

Shareholders whose shares are nominee registered through a bank or other nominee must request that their shares are temporarily registered in their own names in the register of shareholders maintained by Euroclear Sweden, in order to be entitled to participate in the General Meeting.

The next AGM will be held on April 28, 2022, in Stockholm.

### 2

## Nomination Committee

At the Extraordinary General Meeting held on December 5, 2019, the current instruction for the Nomination Committee was adopted to apply until further

notice. No changes were proposed or adopted during 2021.

The Nomination Committee shall comprise five members. The members should be one representative of each of the four largest shareholders, in terms of voting rights, that wish to participate in the Committee, together with the Chairman of the Electrolux Professional Board. The composition of the Nomination Committee shall be based on shareholder statistics from Euroclear Sweden as of the last banking day in August in the year prior to the AGM and on other reliable shareholder information which is provided at such time. The names of the representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed.

If the shareholder structure changes during the term of office of the Nomination Committee, the composition of the Nomination Committee may be adjusted accordingly. Changes in the composition of the Nomination Committee shall be published as soon as any such changes have been made.

## The Nomination Committee's task includes preparing a proposal to the next AGM regarding:

- The Chair of the AGM
- The number of Board members
- The nominees for election to the Board
- The Chair of the Board
- Remuneration for Board members including work on Board committees
- Auditors and auditor's fees
- Amendments to instructions for the Nomination Committee

The Company's Audit Committee shall assist the Nomination Committee in preparing proposals for auditors, and the Nomination Committee's proposal shall include the Audit Committee's recommendation on the election of auditors. The Nomination Committee's proposals are publicly announced no later than on the date of notification of the AGM. Shareholders may submit proposals for nominees to the Nomination Committee.

## Nomination Committee ahead of 2022 AGM

The Nomination Committee for the 2022 AGM is based on the ownership structure as of August 31, 2021, and was announced in a press release on September 20, 2021.

## The Nomination Committee members are:

- Petra Hedengran, Chairman, appointed by Investor AB
- Joachim Spetz, appointed by Swedbank Robur Funds
- Jesper Wilgodt, appointed by Alecta

- Suzanne Sandler, appointed by Handelsbanken Funds
- Kai Wärn, Chairman of the Board of Electrolux Professional AB

The Chairman of the Board conducts a yearly evaluation of the Board by way of a survey to the Board members and subsequent discussions to assess the Board's composition, qualification, efficiency, and work procedures. The conclusions are presented to the Nomination Committee. On this basis and if deemed appropriate after subsequent discussions and interviews, the Nomination Committee determines whether the existing Board should be strengthened with additional expertise or if there are any other reasons to make changes to the composition of the Board. In making such determinations and (if applicable) evaluating potential new candidates for the Board, the Nomination Committee takes into consideration the objective to achieve a gender balance in the Board. The Nomination Committee applies rule 4.1 of the Swedish Code as its diversity policy.

In addition, the Nomination Committee takes into consideration the need to ensure that the independence requirements of the Swedish Code are met. These requirements stipulate that at least the majority of Board members must be independent from Electrolux Professional's management, and that at least two (from such majority) are also independent of Electrolux Professional's largest shareholders. The Nomination Committee also takes into account any proposals made to the Nomination Committee about the composition of the Board that may have been suggested by other shareholders.

The Nomination Committee's proposals was announced in connection with the notice convening the AGM 2022.

### 3 Board of Directors

The Board of Directors has the overall responsibility for Electrolux Professional's organization and administration. The duties of the Board of Directors are set forth in the Swedish Companies Act, the company's Articles of Association and the Code. In addition, the work of the Board of Directors is governed by the Rules of Procedure of the Board of Directors, adopted annually by the Board. The instructions for the Board of Directors govern, among other things, the division of work and responsibility between the Board of Directors, its Chairman and the CEO, and specify financial reporting procedures for the CEO. The Board of Directors also adopts instructions for the Board committees.

### Composition and Independence of the Board of Directors

According to Electrolux Professional's Articles of Association, the Board of Directors shall be comprised of no less than three and no more than nine members, with no more than three deputy members, elected by the shareholders at the AGM. In addition and by law, employee organizations are entitled to appoint employee representatives. The Board of Directors currently comprises seven members elected by the 2021 AGM for a term of office extending until the close of the 2022 AGM, with no deputies, as well as two ordinary members and one deputy appointed by Swedish employee organizations.

The AGM elects the Chairman of the Board. Directly after the AGM, the Board holds a meeting for formal constitution at which the members of the committees of the Board are elected. The Chairman of the Board of Electrolux Professional is Kai Wärn. All current members of the Board are non-executive members.

According to the Code, the majority of the Board members appointed by the General Meeting must be independent in relation to the company and its Executive Management Team. No more than one Board member elected by the General Meeting may be a member of the Executive Management Team of the company or a subsidiary. At least two of the Board members that are independent in relation to the company and the Executive Management Team must also be independent in relation to the major shareholders of the company. A major shareholder, according to the Code, is a shareholder that directly or indirectly controls 10% or more of the shares or votes in the company. The independence is to be assessed by the Nomination Committee.

The Board is considered to be in compliance with relevant requirements for independence. All Directors apart from Daniel Nodhäll are considered to be independent. Daniel Nodhäll is considered to be independent in relation to the company and the Executive Management Team, but not in relation to major shareholders of Electrolux Professional.

### Management of the company's affairs

The Board of Directors is responsible for the organization of Electrolux Professional and the management of the company's affairs. The Board's tasks include adopting strategies, targets, business plans, budgets, interim reports, year-end financial statements, and policies. The Board of Directors is also required to monitor the company's financial performance and ensure that

the company has good internal controls, including formalized routines to ensure that approved principles for financial reporting and internal controls are applied, and that financial reports are produced in accordance with legislation, applicable accounting standards, and other requirements for listed companies. Furthermore, the Board of Directors decides on major investments and changes in the organization and operations of the Group. The Board of Directors is responsible for regularly evaluating the work of the CEO.

Moreover, the Board of Directors is to ensure that there is a satisfactory process for monitoring the company's compliance with laws and other regulations relevant to operations, as well as the application of internal guidelines, and to evaluate operations on the basis of the objectives and policies set by the Board of Directors.

The Board of Directors is also tasked with identifying how sustainability issues impact risks to, and business opportunities for, the company and defining appropriate guidelines to govern the company's conduct in society with the aim of ensuring its long-term value creation capability. **Read more about the sustainability governance on page 160.**

The Chairman of the Board of Directors leads and organizes the work of the Board, ensures that the Board fulfils its tasks, and ensures that the Board's decisions are implemented. The Chairman of the Board of Directors shall, together with the CEO, monitor the company's performance and prepare and chair Board meetings. The Chairman is also responsible for ensuring that the Board members evaluate their work each year and continuously receive the information necessary to effectively perform their tasks. The Chairman represents the company in relation to its shareholders.

The Group's external auditors report to the Board as necessary, but at least once a year. A minimum of one such meeting is held without the presence of the President or any other member of Executive Management Team. The external auditors also attend the meetings of the Audit Committee. The Audit Committee reports to the Board after each of its meetings. Minutes are taken at all meetings and are made available to all Board members and to the auditors.

### Board meetings in 2021

In 2021, the Board held eleven meetings, ten of which were held either as physical meetings, web meetings, or a combination of the two. One meeting was held per capsulam.

All scheduled Board meetings during the year followed an agenda, which,

## Board of Directors 2021 – AGM 2022

Name	Position	Board member in Electrolux Professional since	Independent in relation to the company and the Executive Management Team	Independent in relation to the company's major shareholders	Audit Committee	Remuneration Committee	Shareholding <sup>1</sup>
Kai Wärn <sup>2</sup>	Chairman	2019	Yes	Yes	-	Member	104,000
Katharine Clark	Member	2020	Yes	Yes	-	-	9,000
Lorna Donatone	Member	2019	Yes	Yes	Member	-	9,000
Hans Ola Meyer	Member	2019	Yes	Yes	Chairman	-	9,000
Daniel Nodhäll	Member	2019	Yes	No	Member	Member	20,000
Martine Snels	Member	2019	Yes	Yes	-	Chairman	7,000
Carsten Voigtländer	Member	2019	Yes	Yes	-	-	10,000
Ulf Karlsson	Member*	1998	-	-	-	-	-
Joachim Nord	Member*	2019	-	-	-	-	130
Per Magnusson	Deputy*	1995	-	-	-	-	-

\*) Employee representative.

1) Own holdings and holdings of related persons and affiliated companies. The Board members' respective shareholding in Electrolux Professional as per March 11, 2022.

2) Kai Wärn also has 778,816 call options issued by Investor AB entitling the right to purchase Electrolux Professional B shares

together with the documentation for each item on the agenda, was sent to Board members in advance of the meetings. Ordinary Board Meetings usually last for half a day or one entire day in order to allow time for presentations and discussions. Electrolux Professional's Head of Legal serves as the secretary at the Board meetings. Each scheduled Board meeting includes a review of the Group's results and financial position, as well as the outlook for the forthcoming quarters, as presented by the CEO. The meetings also deal with investments, credit limits, and other matters that are to be submitted to the Board under the Rules of Procedure or the company's policies. The Board decides on all investments exceeding SEK 25m and receives reports on all investments exceeding SEK 10m. Finally, at most scheduled Board meetings a business function or strategic item is presented and reviewed.

The Board's work continued to be impacted by the Coronavirus pandemic in 2021. As a consequence, it was not possible for international Board members to travel to several of the Board meetings and instead attended via online conferencing.

### Key focus areas for the Board during 2021

At the beginning of 2021, the business was still heavily affected by the Coronavirus pandemic and a significant focus continued to be addressing, monitoring and adapting operations, and adopting streamlining measures to improve efficiency in the organization. A new division, Beverage and Food Preparation, was created in the Food & Beverage segment. M&A activities resumed re-

sulting in the decision to acquire Unified Brands Inc, which was announced on October 12 and closed on December 1. The board also decided to sign a seven-year EUR 60m sustainability-related loan from the Nordic Investment Bank (NIB) related to the reduction of CO2 emissions, water consumption, and the use of HFC-gases (Hydrofluorocarbons).

### Evaluation of the Board of Directors

The Board evaluates its work annually with regard to working procedures, the working climate, and the focus of the Board work. This evaluation also focuses on access to, and requirements for, special competence on the Board. The evaluation is a tool for the development of the Board work and also serves as input for the Nomination Committee's work.

Each year, the evaluation of the Board is initiated and led by the Chairman of the Board. Evaluation tools include questionnaires and discussions. In 2021, Board members responded to written questionnaires. The evaluations were discussed at a Board meeting and the result of the evaluations was presented to the Nomination Committee.

### Fees for Board Members

The AGM determines the compensation for the Board of Directors for a period of one year until the next AGM. The compensation is distributed between the Chairman, other members of the Board, and remuneration for committee work.

The AGM 2021 resolved that the Board fees for the period up until the next AGM should be SEK 1,560,000 for the Chairman of the Board of Directors, and SEK 520,000 for each other Board member (not employed by the company) elected by the AGM. In addition, it was resolved

that a fee of SEK 155,000 shall be paid to the Chairman of the Audit Committee and a fee of SEK 105,000 to each of the other committee members, while a fee of SEK 105,000 shall be paid to the Chairman of the Remuneration Committee and SEK 80,000 to each of the other committee members.

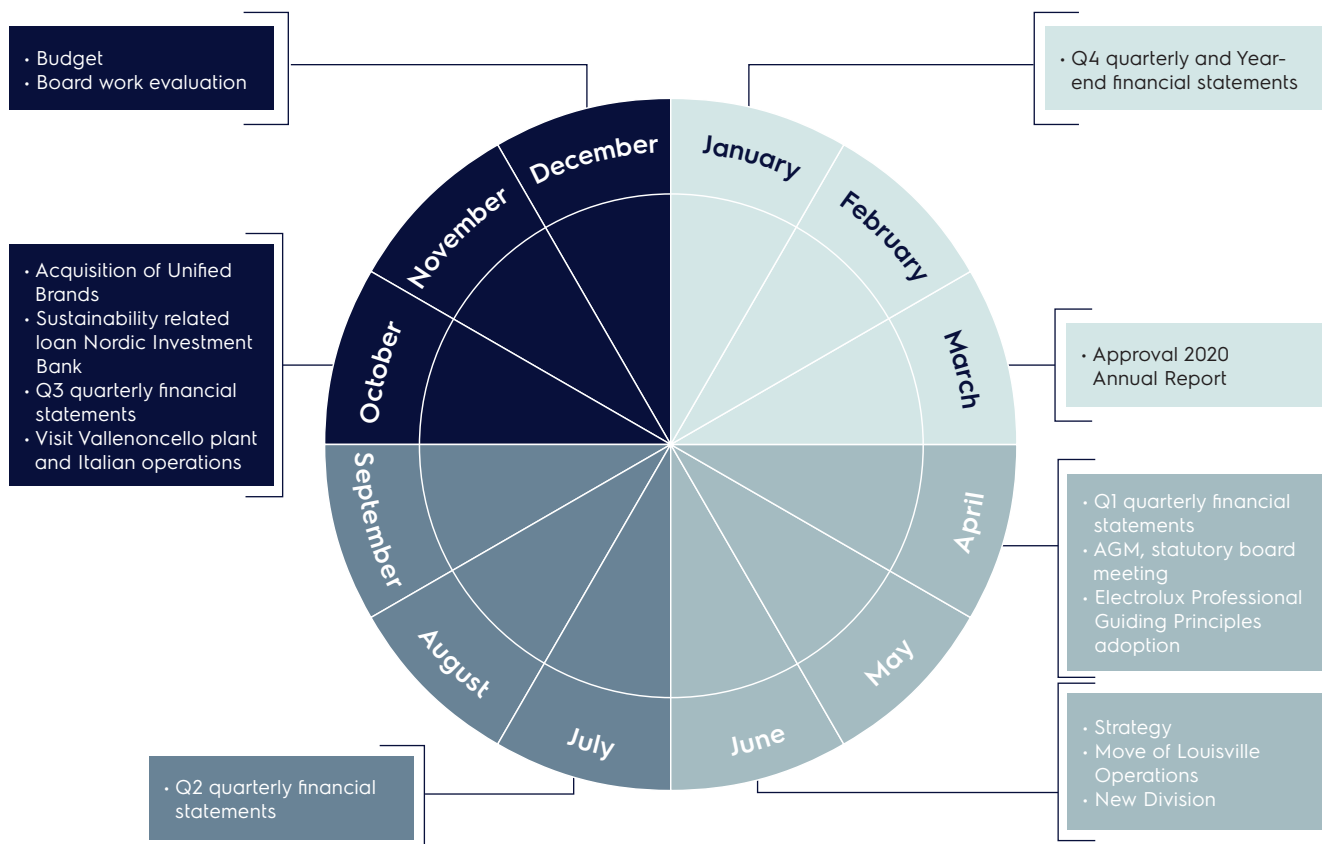
The compensation paid in 2021, shown in the table on page 78 refers to compensation until the AGM in 2020 and three quarters of the compensation authorized by the AGM in 2021, see also note 26.

## 4 Board committees

According to the Swedish Companies Act and the Code, the Board of Directors shall institute an audit committee and a remuneration committee. The majority of each Committee's members are independent in relation to the company and its executive management. For the Audit Committee, at least one of the members who is independent in relation to the company and its executive management team is also to be independent in relation to the company's major shareholders.

The major tasks of these committees are preparatory and advisory, but the Board may delegate decision-making powers on specific issues to the committees. The issues considered at committee meetings shall be recorded in minutes of the meetings and continuously reported to the Board of Directors. The members and Chairmen of the committees are appointed at the statutory Board meeting following election of Board members. The Board has also determined that issues may be referred to ad hoc committees dealing with specific matters.

## The work of the Board in 2021



### Audit Committee

The main tasks of the Audit Committee are to oversee the process of Electrolux Professional’s financial reporting, internal control, and internal auditing in order to secure the quality of the Group’s external reporting. The Audit Committee is also tasked with supporting the Nomination Committee with proposals when electing external auditors.

The Audit Committee consists of the following three Board members: Hans Ola Meyer (Chairman), Lorna Donatone, and Daniel Nodhäll. The external auditors report to the Committee at each ordinary meeting. The CEO, CFO, Head of Group internal audit, and Head of Legal have participated in all the audit committee meetings in 2021.

During 2021 the Audit Committee held five meetings. All audit committee members attended all the meetings.

### Remuneration Committee

One of the Remuneration Committee’s primary tasks is to propose guidelines for the remuneration of the members of the Executive Management Team. The Committee also proposes changes in remuneration of the President, for resolution by the Board, and reviews and resolves on changes in remuneration of other members of the Executive

Management Team as proposed by the CEO.

The Remuneration committee consists of the following three Board members: Martine Snels (Chairman), Kai Wörn, and Daniel Nodhäll. The Chief Human Resources Officer participated in the meetings and was responsible for the meeting preparations.

During 2021 the Remuneration Committee held five meetings which were attended by all the remuneration committee members.

### 5 Executive Management Team

The Executive Management Team currently includes the CEO and twelve members. The CEO is appointed by, and receives instructions from, the Board of Directors. The CEO, in turn, appoints other members of the Executive Management Team and is responsible for the ongoing management of the Group in accordance with the Board’s guidelines and instructions.

The Executive Management Team holds monthly meetings (shorter meetings via web and longer meetings lasting two or three days in person) to review the previous month’s results, update forecasts and plans, and discuss strategic

issues. During 2021 one of the planned longer meetings was replaced by web meetings and not all members were able to travel to the physical meetings as a result of pandemic related restrictions.

### Key focus areas for the Executive Management Team during 2021:

- Addressing and adapting operations to improve efficiency in the organization through and beyond the pandemic
  - Investments in digital transformation
  - The creation of a new division, Beverage and Food Preparation, in the Food & Beverage segment
  - The completion of the new factory in Thailand
  - Transfer of production from the factory in Louisville to Thailand and Italy
  - Sustainability strategy
  - The acquisition of Unified Brands
- Most, but not all, Executive Management meetings are also attended by the Head of Legal, Vice President Global Marketing, Vice President Customer Care and Chief Technology Officer. Together with the Executive Management team they form the Extended Executive Management Team.

Electrolux Professional has established procedures and internal bodies (“boards”) for the preparation and execution of key activities and processes,

## Board of Directors – remuneration and meeting attendance

	Total remuneration 2021, '000 SEK	Board meeting attendance	Remuneration Committee attendance	Audit Committee attendance	Independence <sup>1</sup>
Kai Wärn	1,630	11/11	5/5		Yes
Katharine Clark	515	11/11			Yes
Lorna Donatone	619	11/11		5/5	Yes
Hans Ola Meyer	669	10/11		5/5	Yes
Daniel Nodhäll	698	11/11	5/5	5/5	No
Martine Snels	613	11/11	5/5		Yes
Carsten Voigtländer	515	10/11			Yes

1) For further information about the independence assessment, see page 76.

such as the Insider and Disclosure Committee, the Finance Governance Board, the Code of Conduct Steering Group, the Audit Board, the Enterprise Risk Management Board, and the Sourcing Board.

### Management changes

Guilhem Senegas, Chief Information Officer and Head of Digital Transformation, previously part of the Extended Executive Management Team reporting to the CEO, was appointed as member of the Executive Management Team.

Philippe Zavattiero was appointed Senior Vice President Beverage and Food Preparation Division from September 1, 2021. Paolo Schira, succeeded Philippe Zavattiero as Senior Vice President Commercial Organization Europe.

On October 1, Richard Flynn was appointed Senior Vice President Commercial Organization Asia Pacific & Middle East & Africa (APAC & MEA) succeeding Doug Walker who until his anticipated retirement is acting as SVP Business Development until a successor is appointed.

On December 1, Dave Herring, CEO of Unified Brands, was appointed as member of the Executive Management Team.

AGM. Jan Berntsson, authorized public accountant and a member of FAR (the professional institute for authorized public accountants in Sweden), is the auditor-in-charge.

Deloitte provides an audit opinion regarding Electrolux Professional AB, the financial statements of the majority of its subsidiaries, the consolidated financial statements for the Electrolux Professional Group, and the administration of Electrolux Professional AB. The auditors also conduct a review of the interim report for the second quarter. The audit is conducted in accordance with the Swedish Companies Act, International Standards on Auditing (ISA), and generally accepted auditing standards in Sweden. Audits of local statutory financial statements for legal entities outside of Sweden are performed as required by law or applicable regulations in each country, including issuance of audit opinions for the various legal entities.

objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of the organization’s governance, internal control, and risk management processes.

Group Internal Audit assignments are conducted according to a risk-based plan developed annually and approved by the Audit Committee. The audit plan is derived from an independent risk assessment conducted by Group Internal Audit to identify and evaluate risks associated with the execution of the Company’s strategy, operations, and processes. The audits are executed using a methodology for evaluating the design and implementation of internal controls to ensure that risks are adequately addressed, and processes operate efficiently. Opportunities for improving the effectiveness of the governance, internal control, and risk management processes identified in the internal audits are reported to management for action. A summary of audit results is provided to the Audit Committee, as is the status of management’s implementation of agreed actions to address findings identified in the audits.

The Head of Group Internal Audit reports to the Audit Committee and is managed administratively by the CEO.

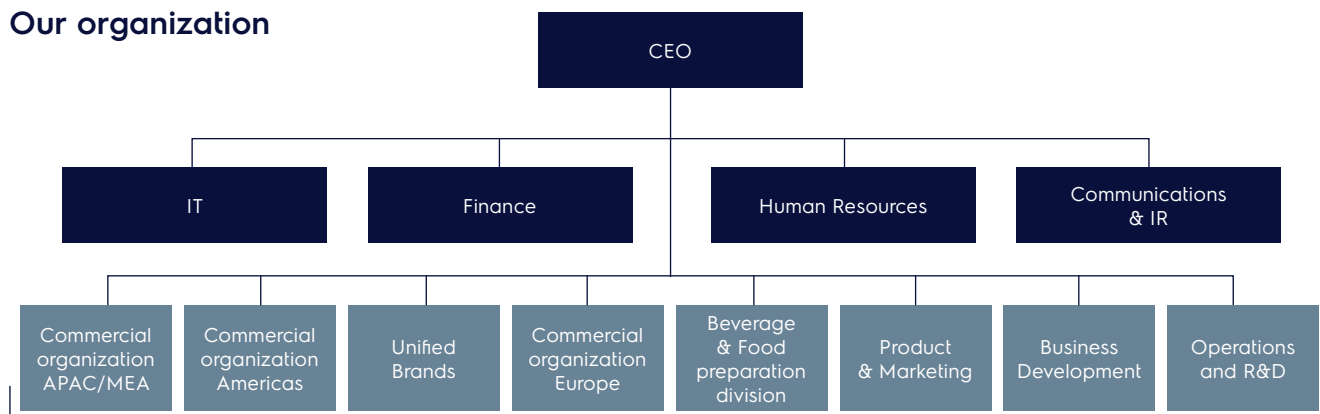
## 6 Auditors

The 2021 AGM re-elected Deloitte AB for the period up and including the 2022

## 7 Internal Audit

The Group Internal Audit function provides independent, objective assurance designed to add value and improve Electrolux Professional’s operations. Group Internal Audit assists Electrolux Professional in accomplishing its

## Our organization





# Internal control over financial reporting

Electrolux Professional uses the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) as a basis for internal control over financial reporting. The processes for internal control, risk assessment, control activities, information and communication, and monitoring regarding the financial reporting are designed to ensure reliable overall financial reporting and external financial statements in accordance with IFRS, applicable laws and regulations, and other requirements. This process involves the Board of Directors, the Audit Committee, the Executive Management Team and all employees.

## Control environment

The Board has overall responsibility for establishing an effective system of internal control. The Audit Committee regularly reviews and evaluates the adequacy of the internal control framework. It monitors control deficiencies identified within the Group's internal control environment and oversees implementation of action plans if applicable. The CEO and the Executive Management Team have the ultimate responsibility for internal controls within their areas of responsibility.

All entities within the Group must maintain adequate internal controls. As a minimum requirement, control activities should address key risks identified within the Group. Limits of responsi-

bilities and authorities are given in the Delegation of Authority Policy, manuals, policies and procedures and codes, including the Code of Conduct, the Group Workplace Policy, and the Group Anti-Corruption Policy, as well as in policies for information, finance and in the finance manual. Together with laws and external regulations, these internal guidelines form the control environment and all Electrolux Professional employees are held accountable for compliance.

## Risk assessment

Risk assessment is the assessment of risks in the various processes and data points that feed into the Company's financial reports. This includes identifying risks of not fulfilling the fundamental criteria, i.e., completeness, valuation, existence and occurrence, rights and obligations, and presentation and disclosure of significant accounts in the financial reporting for the Group, as well as risk of loss or misappropriation of assets and potential fraud.

## Control activities

Control activities aim to mitigate the risks identified and ensure accurate and reliable financial reporting as well as process efficiency. Control activities include ongoing evaluations, self-assessments, and internal audit to ascertain whether the components of internal control are present and functioning.

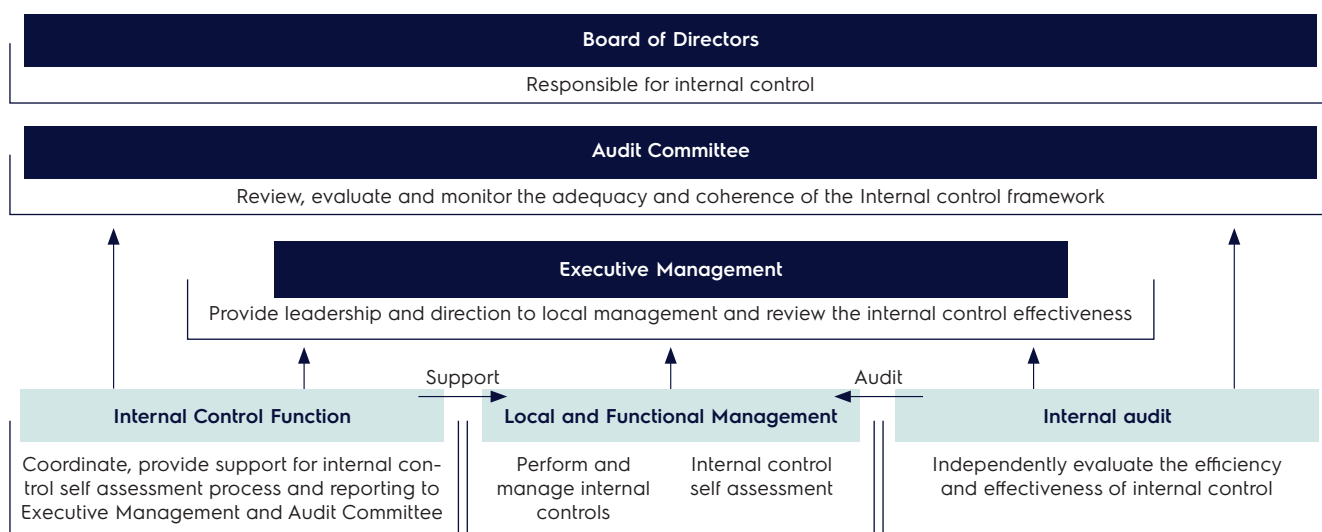
## Information and communication

Information and communication within the Group regarding risks and controls helps to ensure that the right business decisions are made. Guidelines for financial reporting are communicated to employees, for instance by ensuring that manuals and policies are published and accessible through the Group-wide intranet.

## Monitoring

Monitoring and testing of control activities is performed periodically to ensure that risks are properly mitigated. The effectiveness of control activities is monitored continuously at three levels: Group, legal unit, and process. Monitoring involves both formal and informal procedures applied by management, process owners, and control operators, including reviews of results in comparison with budgets and plans, analytical procedures and key-performance indicators, and self-assessment results.

Internal audit independently evaluates the design and implementation of controls based on the audit scope, and proactively proposes improvement to the control environment. Controls that have failed must be remediated. Management establishes and implements action plans to correct weaknesses. The audit committee reviews, evaluates and monitors the internal control process for financial reporting.



# Board of Directors



	<b>KAI WÄRN</b>	<b>KATHARINE CLARK</b>	<b>LORNA DONATONE</b>	<b>HANS OLA MEYER</b>	<b>DANIEL NODHÄLL</b>
<b>Position &amp; year elected</b>	Chairman of the Board of Directors and Board member since 2019. Member of the Remuneration Committee.	Board member since 2020.	Board member since 2019. Member of the Audit Committee.	Board member since 2019. Chairman of the Audit Committee.	Board member since 2019. Member of the Remuneration Committee and the Audit Committee.
<b>Year of birth</b>	1959	1979	1957	1955	1978
<b>Nationality</b>	Swedish	British	American	Swedish	Swedish
<b>Education</b>	M.Sc. in Mechanical Engineering, KTH Royal Institute of Technology, Stockholm, Sweden.	B.Sc. (Hons) Business Information Systems Management, Bournemouth University, UK. Professional Diploma in Marketing, Chartered Institute of Marketing, UK.	MBA, Texas Christian University, USA. B.Sc. Tulane University, USA.	B.Sc. in Economics and Business Administration from Stockholm School of Economics, Sweden.	M.Sc. in Economics and Business Administration, Stockholm School of Economics, Sweden.
<b>Other board assignments</b>	Board member of Sandvik AB, Mälarhamnar AB, Exandio Holding AB and Compario AB.	-	Board member of Dawn Food Products Inc., Sbarro, LLC and National Restaurant Association Educational Foundation, USA.	Board member of Azelio AB.	Board member of Husqvarna AB and Saab AB.
<b>Current and previous positions</b>	Previously CEO and President Husqvarna AB, Partner at IK Investment Partners Norden AB, President and CEO of Seco Tools AB, various positions within ABB.	General Manager - EMEA and APAC at Elvie Chiaro Technology. Previously VP Commercial Development, ASSA ABLOY Opening Solutions EMEA.	Previously various senior positions within the Sodexo Group	Previously Senior Vice President Controlling and Finance at Atlas Copco AB.	Head of Listed Companies at Investor AB.
<b>Independence</b>	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders.	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders.	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders.	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders	Independent in relation to the company and the Executive Management Team, but not in relation to the company's major shareholders.
<b>Shareholding at March 11, 2022</b>	104,000 Class B shares and 778,816 call options issued by Investor AB entitling the right to purchase Electrolux Professional B shares.	9,000 Class B shares.	9,000 Class B shares.	9,000 Class B shares.	20,000 Class B shares.



	<b>MARTINE SNELS</b>	<b>CARSTEN VOIGTLÄNDER</b>	<b>JOACHIM NORD</b>	<b>ULF KARLSSON</b>	<b>PER MAGNUSSON</b>
<b>Position &amp; year elected</b>	Board member since 2019. Chairman of the Remuneration Committee.	Board member since 2019.	Board member since 2019. Employee representative of the Council for Negotiation and Cooperation (PTK).	Board member since 1998. Employee representative of the Swedish Confederation of Trade Unions (LO).	Deputy board member since 1995. Employee representative of the Swedish Confederation of Trade Unions (LO).
<b>Year of birth</b>	1969	1963	1966	1958	1964
<b>Nationality</b>	Belgian	German	Swedish	Swedish	Swedish
<b>Education</b>	M.Sc. Agriculture, industrial engineering, Katholieke Universiteit Leuven campus Geel, Belgium, studies in mathematics, Universiteit Antwerpen, Belgium, Advanced Finance, London Business School, England. Finance for non-financials, Singapore Institute of Management B2B Marketing, Vlerick Business School, Belgium.	Degree in Mechanical Engineering, Technical University of Braunschweig, Germany. Doctoral Degree/Dr.-Ing., Process Engineering, Technical University of Braunschweig, Germany. Advanced Management Programme, INSEAD			
<b>Other board assignments</b>	Member of the Board of Directors SIG Combiblock. Independent Non-Executive Director of Resilux. Independent Non Executive Director of Vion Food Group. Board member of Urus Group LLC.	Board member of Arbonia AG and BBC Group AG. Non-Executive Director of INNIO Group and Star Deutschland GmbH. Member of the Foundation Board of Friedhelm Loh Stiftung. Supervisory Board member of Testo Management SE.			
<b>Current and previous positions</b>	CEO and owner of L'Advance B.V. Former member of the Executive Board of GEA Group, various positions within FrieslandCampina, including Chief Operating Officer and Executive Director Ingredients.	CEO and owner of Voiglaender Board Advisory. Previously CEO of Vaillant Group.			
<b>Independence</b>	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders.	Independent in relation to the company and the Executive Management Team as well as the company's major shareholders.			
<b>Shareholding at March 11, 2022</b>	7,000 Class B shares	10,000 Class B shares	130 Class B shares.	-	-

# Executive Management Team



	<b>ALBERTO ZANATA</b>	<b>JACOB BROBERG</b>	<b>CARLO MARIO CARONI</b>	<b>JOHN EVANS</b>
<b>Position</b>	<i>President and Chief Executive Officer since 2009.</i>	<i>SVP Investor Relations and Corporate Communications since 2019.</i>	<i>COO (Operations &amp; R&amp;D) since 2014 (Operations) and 2019 (R&amp;D) respectively.</i>	<i>SVP &amp; GM Commercial organization Americas since 2011.</i>
<b>Year of birth</b>	1960	1964	1968	1967
<b>Nationality</b>	Italian	Swedish	Italian	American
<b>Education</b>	Master's degree in Electronic Engineering with Business Administration, Padua University, Italy.	B.A., Political Science and Economics, Lund University, Sweden.	Master's degree in Mechanical Engineering in Economics and Management, Politecnico di Torino, Italy.	B.A. in Mass Communication and Marketing, Kings College, Wilkes-Barre, PA, USA.
<b>Other assignments</b>	-	Board member of Sveriges Kommunikatörer AB.	-	-
<b>Previous positions</b>	Head of Professional Products, Executive Vice President within the Electrolux Group	SVP Corporate Communications and Investor Relations, Cloetta AB.	SVP Global Operations within the Professional Products business area of the Electrolux Group.	Head of the Americas within the Professional Products business area of the Electrolux Group.
<b>Shareholding*</b>	114,803 Class B shares.	10,000 Class B shares.	-	4,240 Class B shares.



	<b>RICHARD FLYNN</b>	<b>DAVE HERRING</b>	<b>PIA HOVLAND</b>	<b>GUILHEM SENEGAS</b>
<b>Position</b>	<i>SVP &amp; GM Commercial Organization APAC &amp; MEA since October, 2021.</i>	<i>President Unified Brands, part of the Executive Management Team since Dec, 2021</i>	<i>Chief Human Resources Officer since 2020.</i>	<i>Chief Information Officer and Head of Digital Transformation, since 2020</i>
<b>Year of birth</b>	1980	1964	1965	1975
<b>Nationality</b>	British	American	Swedish	French
<b>Education</b>	Business management, University of Gloucestershire, England.	MBA, University of Southern New Hampshire, the USA. B.Sc in Mechanical Engineering, University of Iowa, the USA.	Bachelor's degree in Computer Science, Stockholm University, Sweden.	Master's degree in engineering from CentraleSupélec, Paris and MBA from Le Collège des Ingénieurs, Paris.
<b>Other assignments</b>	-	-	-	-
<b>Previous positions</b>	Most recently Sales Director Chains, APAC & MEA. Various roles within Electrolux Professional in both Europe and Asia.	Several VP/GM positions at Avery Dennison Inc.	Various senior HR positions in Britannia Airways, Effnet Group and Electrolux including SVP HR, Communications & Continuous Improvement at Electrolux Business Area Europe.	Various Senior IT roles for bioMérieux & Mérieux Nutrisciences, IT consultant for Capgemini.
<b>Shareholding*</b>	-	-	3,882 Class B shares.	-

\* Shareholding at March 11, 2022



	<b>PAOLO SCHIRA</b>	<b>TORSTEN URBAN</b>	<b>DOUGLAS WALKER</b>
<b>Position</b>	<i>SVP &amp; GM Commercial Organization Europe since September, 2021.</i>	<i>SVP Product and Marketing since 2019.</i>	<i>Acting SVP Business Development since September, 2021.</i>
<b>Year of birth</b>	1975	1970	1960
<b>Nationality</b>	Italian	German	British
<b>Education</b>	Master's Degree, Engineering, University of Trieste, Italy.	Business Management with a focus on marketing, VWA Munich, Germany.	Polymer Technology, Plastics and Polymer Engineering Technology, University of North London, England.
<b>Other assignments</b>	-		
<b>Previous positions</b>	Various senior positions within the Professional Products business area of the Electrolux Group, including SVP Business Development and Vice President Business Unit Laundry.	Various senior positions within the Professional Products business area of the Electrolux Group, including SVP Product and Marketing and SVP Business Unit Food Service.	Various senior positions within the Professional Products business area of the Electrolux Group, including SVP Commercial APAC and Head of Region UK.
<b>Shareholding*</b>	7,330 Class B shares.	5,214 Class B shares.	4,385 Class B shares.



	<b>FABIO ZARPELLON</b>	<b>PHILIPPE ZAVATTIERO</b>
<b>Position</b>	<i>CFO since 2009.</i>	<i>SVP Beverage and Food Preparation Division since September, 2021.</i>
<b>Year of birth</b>	1967	1961
<b>Nationality</b>	Italian	French
<b>Education</b>	Degree, Business Administration, Ca' Foscari University of Venice, Italy.	Master's degree in Engineering, National Institute Polytechnique of Grenoble, France. Master's degree ESSEC Business School Paris, France.
<b>Other assignments</b>	President, La Vela srl.	-
<b>Previous positions</b>	CFO of Professional Products within the Electrolux Group.	SVP & GM Europe Electrolux Professional, SVP of the Commercial Organization Europe within the Professional Products business area of the Electrolux Group.
<b>Shareholding*</b>	5,944 Class B shares	8,084 Class B shares.

\* Shareholding at March 11, 2022