

Annual Report
for
SBT Sverige AB
559022-5594

Financial Year
2023

This financial report is a translation from the official Swedish annual report.

The Board of Directors and the managing director for SBT Sverige AB hereby submit the annual financial statement for the financial year 2023.

Directors' Report

Information about the operations

SBT Sverige AB(hereinafter SBT) was formed on August 12, 2015 and has *S u b t e r r a* a.s. as sole owner. SBT focuses on the Swedish underground market especially drill and blast projects. The projects are implemented by SBT with financial and technical support from the mother company, *S u b t e r r a* a.s. and other companies within the Group. The company is headquartered in Solna.

Significant events during the financial year

The impact of the COVID pandemic and the ongoing war in Ukraine has meant that SBT has continued to have material shortages of certain basic goods and energy in 2023, which has led to both continued increased price adjustments and affected delivery times in a negative sense.

During the past year, SBT has continued to work on the two remaining major infrastructure projects in the production portfolio, namely FSE 209 Tunnel Skärholmen and Tunnel Järfälla, as well as the smaller project for Citylink Stockholm, Anneberg-Skanstull, which involves cross-passages in Mörby and Stocksund. The Citylink project was successfully handed over in June 2023 to the client JV Hochtief Implenia HB.

Regarding the completion of the FSE 209 project, the final phase started already at the end of 2022. The company then reached an important milestone when the project was completed and successfully handed over half of the main tunnels in December 2022 to the Swedish Transport Administration. In November 2023, an agreement was reached with the Swedish Transport Administration regarding the remaining SBT contractual scope of work and an earlier completion of the project.

A significant part of the FSE209 project, which included all ramp tunnels at Skärholmen, was completed at the next milestone in the third quarter of 2023. The final part of the project was approved at the final inspection just before Christmas in December 2023 and the remaining remarks were completed at the final handover of the entire project to Swedish Transport Administration on 31st January 2024. After exactly seven years, this major project is completed and successfully handed over to the client. SBT would like to extend a big thank you to all employees and temporary staff as well as suppliers who contributed to this great success.

In November 2023, SBT Sverige repaid the last part of the on-account repayment agreement to the Swedish Transport Administration and has thus fulfilled its obligation to repay in accordance with the outcome of the arbitral tribunal in March 2021, when SBT lost a dispute regarding a claim against the Swedish Transport Administration.

As in previous years, the changed conditions in the FSE209 project have had a major negative impact on SBT's results for 2023 as well. In addition, price increases for materials and services in the construction industry have been exceptional, which has further affected earnings and forced further write-offs. As the FSE209 project has now been completed, the company has only reported income for the part for which the company will receive compensation and reserved for planned project costs after the end of the financial year.

Regarding the Järfälla project, the rock excavation work was fully completed during the second quarter of 2023 just after the last breakthrough in January 2023. At the end of April 2023, SBT and the client

(SL Nya Tunnelbanan AB) organized a two-day event at the weekend that opened our construction site to the families of employees and the general public. Visitors had the unique opportunity to take a tunnel walk down to the future new metro station in Barkarby. The event was a success, with over 4,500 visitors of all ages. The event provided a unique opportunity for visitors to see the progress of work on site and gain a better understanding of the scale and complexity of the project.

In November 2022, SBT Sverige and SL Nya Tunnelbanan AB, our client at the Järfälla project, reached an agreement on, among other things, a time extension and financial compensation for the claims made during the implementation of the work. In the first half of the year 2023, our project team focused on the completion of the project.

However, the client's fulfilment of the agreement did not meet the SBT's expectations especially as regards the cooperation with the client embodied therein. SL Nya Tunnelbanan AB's approach became increasingly one-sided and resulted in withholding of payments of otherwise undisputed invoices, e.g. even for the open weekend even though it was arranged according to the client's instructions and gave the project very positive publicity. It became impossible for SBT Sverige to finance the construction process on an ongoing basis and there was no alternative but to terminate the contract for non-payment with reference to chapter 8 § 2 line 1 of AB04 on August 4, 2023.

SBT's staff demobilized in October and handed over equipment in the tunnels to the client in early December 2023, where the equipment was paid by the client two weeks later. SBT's open claim against SL Nya Tunnelbanan AB remains but has been contested by the Client.

The company's total revenue at the end of the year was SEK 522 million. SBT continues to work actively to review processes and routines in all parts of the business, all in order to manage the company's development and planned operations in the coming years. Due to the completed projects and the lack of new contracts, SBT has been forced to adapt the organization with both temporary and employed staff, which landed at an average number of 57 (118) employees in the company at the end of December 2023.

Significant events after the period

The operations have progressed according to plan and there are no further significant events to note.

Sustainability Report

SBT Sverige AB has completed an updated version of the statutory sustainability report for 2023, which can be found on the company's website, www.sbt Sverige.se.

Ownership

Name	Number of shares	Number of votes
Subterra a.s.	1 000	1 000

In total 1 000 shares and as many votes.

Multi-year overview (Tkr)	2023	2022	2021	2020	2019
Net turnover	358 380	1 255 831	1 547 537	882 961	741 548
Profit/loss after financial items	-57 532	-130 471	-38 039	-118 843	1 904
Equity/assets ratio (%)	9,0	2,9	3,7	10,3	2,0

Changes in Equity (Tkr)

	Share capital	Retained profit/loss	Profit/loss this year	Total
Amount at the opening of the year	500	145 285	-130 471	15 314
Appropriation of earnings as per decision of the Annual General Meeting: Shareholders' contributions received		-130 471	130 471	0
Profit/loss for the year		56 000	-57 532	56 000
Amount at the closing of the year	500	70 814	-57 532	-57 532
				13 782

The share capital consists of 1000 shares with a quota value of 500 kr each.

Conditional shareholder contributions per year-end 2023 amounts up to total of 351,000 Tkr (PY 295,000 Tkr).

Proposals for profit allocation

The Board of Directors recommends that the profit/loss and brought forward profits available for disposition (SEK):

profit carried forward	70 814 266
year's loss	-57 532 406
	13 281 860

be distributed so that they are:
carried over

13 281 860
13 281 860

The company's earnings and financial position in general are indicated in the following income statement and balance sheet as well as the cash flow analysis with notes.

Income Statement

Tkr

	Note	2023-01-01 -2023-12-31	2022-01-01 -2022-12-31
Operating revenues			
Net turnover	1, 2	358 380	1 255 831
Other operating income	3	163 710	3 288
		522 090	1 259 119
Operating costs			
Materials and subcontractors		-805 413	-1 357 033
Other external costs	4, 5	-104 026	-112 155
Personnel costs	6	-60 486	-129 002
Depreciation/amortisation and impairment of property, plant and equipment and intangible assets		-5 344	-3 545
Other operating expenses		-3 362	-917
		-978 631	-1 602 652
Operating profit/loss	7	-456 541	-343 533
Profit/loss from financial items			
Other interest income and similar profit/loss items	8	419 398	230 837
Interest expense and similar profit/loss items	9	-20 389	-17 775
		399 009	213 062
Profit/loss after financial items		-57 532	-130 471
Pre-tax profit/loss		-57 532	-130 471
Tax on profit for the financial year	10	0	0
Net profit/loss for the year		-57 532	-130 471

Balance Sheet

Tkr

	Note	2023-12-31	2022-12-31
ASSETS			
Fixed assets			
<i>Tangible fixed assets</i>			
Machinery and other technical facilities	11, 12	7 444	4 824
Equipment, tools and installations	13	787	3 654
		8 231	8 478
<i>Financial assets</i>			
Other long-term receivables	14	69	656
Total fixed assets		8 300	9 135
Current assets			
<i>Inventories, etc.</i>			
Raw materials and consumables		1 092	56 524
<i>Current receivables</i>			
Accounts receivable		59 412	71 110
Receivables from group companies	15	57 971	9 363
Other receivables		9 931	19 905
Accrued but non-invoiced income	16	14 539	353 682
Deferred expenses and accrued income	16	2 517	6 774
		144 370	460 835
<i>Cash on hand and in bank</i>			
		12 889	59
Total current assets		158 351	517 418
TOTAL ASSETS		166 651	526 553

Balance Sheet

Tkr

Note 2023-12-31 2022-12-31

EQUITY AND LIABILITIES

Equity

17, 18

Restricted reserves

Share capital

500

500

Non-restricted equity

Retained earnings or losses

70 814

145 285

Profit/loss for the year

-57 532

-130 471

13 282

14 814

Total equity

13 782

15 314

Provisions

Other provisions

19

11 633

7 900

Current liabilities

Bank overdraft facilities

21

0

35 098

Liabilities to credit institutions

20

2 342

3 407

Advance payments from customers

1 141

20 740

Accounts payable

45 680

116 183

Liabilities to group companies

40 099

176 197

Current tax liabilities

0

173

Other liabilities

1 101

56 844

Accrued expenses and deferred income

50 873

94 696

Total current liabilities

141 236

503 339

TOTAL EQUITY AND LIABILITIES

166 651

526 553

Cash Flow Analysis

Tkr

Note

2023-01-01
-2023-12-31

2022-01-01
-2022-12-31

Current activities

Profit/loss after financial items		-57 532	-130 471
Adjustments for items not included in the cash flow	22	-323 477	-15 921
Tax paid		-1 968	-131

Cash flow from operating activities before change in working capital

-382 978 -146 522

Cash flow from change in the working capital

Change in inventories and ongoing works		55 432	-14 014
Change in customers' accounts receivable		19 090	144 907
Change in current receivables		54 967	-122 076
Change in accounts payable		16 632	-89 761
Change in current liabilities		-191 901	76 324

Cash flow from operating activities

-428 757 -151 142

Investment activities

Investments in tangible fixed assets	11, 12, 13	-1 333	-3 018
Sale of tangible fixed assets	11, 12, 13	9 690	5 000
Sale of financial assets	14	588	3 024

Cash flow from investment activities

8 945 5 006

Financing activities

Debts incurred		424 601	3 349
Amortisation of internal loans		-39 899	0
Dividends paid		47 940	0
Shareholders' contributions received		0	125 000

Cash flow from financing activities

432 642 128 349

Annual cash flow

12 830 -17 787

Liquid assets, opening balance

23

Liquid assets, opening balance		59	17 846
Liquid assets, closing balance		12 889	59

Notes

Tkr

Accounting and Valuation Principles

General Information

The annual report is prepared in accordance with the Swedish Annual Accounts Act and BFNAR 2012:1 Annual Reporting and consolidated reports (K3).

The accounting principles remain unchanged as compared to the previous year.

Revenue Recognition

Revenue has been raised to the fair value of consideration received or receivable and is recognised to the extent that it is probable that the economic benefits will be available to be used by the company and the revenue can be measured reliably.

The performed works are invoiced in accordance to the monthly reconciliation and are booked in the bookkeeping the month the revenue and the cost appeared. It means that the actual result is reported every month.

The worked up but not invoiced amount is reported as an accrued but not invoiced income. If the event is the opposite, which may arise in connection with a payment plan, a reduction is made in the invoiced amount which is reported as an invoiced but not worked up income.

Fixed assets

Intangible and tangible fixed assets are posted at the acquisition value less accumulated depreciation and any write-downs.

Depreciation is done on a straight-line basis over the estimated useful life of the asset taking the significant residual value into account. The following depreciation percentage is applied:

Machinery and other technical facilities	2-5 years
Equipment, tools and installations	2-5 years

Financial instruments

Loan-liabilities and account payables

Loan liabilities and accounts payables are recognised initially at cost after deduction of transaction costs. If the carrying amount differs from the amount that will be repaid at maturity date interest expense is accrued, the difference that over the term of the loan using the effective interest rate of the instrument. This is consistent with the due date the carrying amount and the amount to be reimbursed.

Leasing Agreements

When the risks and benefits associated with the leased assets have been transferred to the lessee, the agreement is classified as finance leases. Upon initial recognition, an asset and a liability are booked in the balance sheet. During the year the lease amounts regarding interest and payment of debt are booked according to effective interest method. Interest shall be distributed over the lease period by charging each fiscal year by an amount corresponding to a fixed interest rate for the respective fiscal liability. Variable payments should be reported as an expense the year incurred.

Inventories

The inventories are valued at the lower of acquisition cost and net realisable value on the balance sheet date. The net realisable value refers to the calculated sales price of the products less selling costs. The selected valuation method means that the inventory obsolescence has been taken into consideration.

Income Taxes

Total tax consists of current tax and deferred tax. Taxes are reported in the income statement, except when the underlying transaction is reported directly in equity, whereby the associated tax effects are reported in equity.

Current tax

Total tax consists of current tax and deferred tax. Taxes are reported in the income statement, except when the underlying transaction is reported directly in equity, whereby the associated tax effects are reported in equity.

Deferred tax

Deferred tax is the income tax relating to future financial years as a result of past events. Accounting is done using the balance sheet method. According to this method deferred tax liabilities and deferred tax assets on temporary differences arising between the tax base of recognised assets and liabilities and for the other tax credits or deficits are reported.

Deferred tax assets are offset against deferred tax liabilities if, and only if, they can be paid with a net amount. Deferred tax is calculated based on the applicable rate at the balance sheet date. Effects of changes in applicable tax rates are reported in the period in which the change is legally required. Deferred tax assets are reported as financial fixed assets and deferred tax liabilities as a provision.

Deferred tax asset referring tax losses or unused tax credits are reported to the extent that it is probable that deductions can be offset against future taxable profits.

Because of the connection between accounting and taxation the deferred tax liability that is attributable to untaxed reserves are not identified separately.

Cash Flow Analysis

Cash flow statement is prepared using the indirect method. The reported cash flow includes only transactions that involve receipts or disbursements.

The company classifies cash, in addition to cash on hand, as demand deposits at banks and other credit and short-term liquid investments that are listed on a marketplace and have a maturity of less than three months from the acquisition date. Changes in restricted cash are reported in investing activities.

Definition of Key Business Ratios

Net turnover

Main operating revenues, invoiced expenses, side income and revenue adjustments.

Profit/loss after financial items

Profits after financial items and costs but before appropriations and taxes.

Equity/assets ratio (%)

Adjusted equity (equity and untaxed reserves with deductions for deferred tax) as a percent of the balance sheet total.

Note 1 Significant events after the financial year

The remaining remarks from the approved final inspection of FSE209, that took place just before Christmas in December 2023, were removed and the final handover of the entire project was approved by Swedish Transport Administration on 31 January 2024. The de-establishment of the project in Sättra and Skärholmen started at the end of January 2024 and continues during February 2024.

Otherwise, the business have progressed according to plan and there are no further significant events to note.

Note 2 Estimates and assessments

The board of SBT Sverige AB makes estimates and assessments about the future business development of the company. The estimates for accounting purposes will, by definition, rarely correspond to the actual result. The estimates and assumptions that entail a risk of significant adjustment in reported values of assets and liabilities in the coming year are dealt with as follows. Forecasted revenues and costs for the projects that will occur in 2024 are reserved in the 2023 financial statements.

Project FSE209

During the year, discussions continued about open change orders and claims with the Swedish Transport Administration. These resulted in almost regular monthly payments of agreed items and in Q4 reaching an agreement between the parties on an additional amendment of the original construction contract. The amendment was signed in November 2023 and it resulted in the fact that the final inspection was brought forward to December 20, 2023, since a number of specific works were eliminated from contractual scope, and in the settlement of open requirements from SBT regarding change orders which was specified in the agreement. In the balance sheet SBT only recognize the receivables that the board and management are certain will be paid.

Project Järfälla

In November 2022, SBT Sverige and SL Nya Tunnelbanan AB, our client at the Järfälla project, reached an agreement on, among other things, a time extension and financial compensation for the claims made during the implementation of the work. In the first half of the year 2023, our project team focused on the completion of the project. However, the client's fulfilment of the agreement did not meet the company's expectations especially as regards the cooperation with the client embodied therein. SL Nya Tunnelbanan AB's approach became increasingly one-sided and resulted in withholding of payments and non-payment of otherwise undisputed invoices. It became impossible for SBT Sverige to finance the construction process on an ongoing basis and there was no alternative but to terminate the contract for non-payment with reference to chapter 8 § 2 line 1 of AB04 on August 4, 2023. SL Nya Tunnelbanan AB's assess that the termination is illegal. As a consequence of that, SBT and SL Nya Tunnelbanan AB have notified each other about their possible claims. SBT notified SL Nya Tunnelbannan AB about their claims estimated in the value of minimum SEK 600 million. While SL Nya Tunnelbannan notified SBT about their future possible claims in the minimal value of SEK 550 million as a damages arising from the termination of the contract by SBT, which SL Nya Tunnelbannan AB finds unjustified. The management of SBT, on the other hand, consider the SL Nya Tunnelbannan notification to be unjustified and the client's claims to be unfounded.

As a result of above stated, the claims are mutually disputed by each party and it's not unlikely that the dispute ends up in court. The management and the Board of directors of SBT, together with their legal representatives, have assessed the demand from SL Nya Tunnelbanan AB and assess it as completely groundless. Given the uncertainty factors that exist regarding both SBT's and SL Nya Tunnelbanan AB's requirements, the Board and management of SBT have chosen not to recognize either the claim or provision for the requirements. The future outcome of the dispute, either positive or negative, might have a significant effect on the economical situation of SBT.

In SBT's evaluation of the final result on both the FSE209 and Järfälla projects, the precautionary principle has been the basis.

Note 3 Exceptional income

During 2023 got SBT Sverige AB an accord to liabilities to intercompany affiliates.

	2023	2022
Accord to liabilities to intercompany	160 967	0
	160 967	0

Note 4 Leasing Agreement

Financial and operational leasing costs for the year pursuant to lease agreements amount to 33.663 Tkr (PY 51.417 Tkr).

Note 5 Remuneration to Auditors

Audit assignment refers to inspection of the annual report and the accounting as well as the reports of the Board of Directors and the CEO, other tasks fulfilled by the company auditor as well as counselling or other assistance deriving from observations made in the course of the inspection or fulfilment of such other tasks.

	2023	2022
Öhrlings PriceWaterhouseCoopers AB	690	596
Öhrlings PriceWaterhouseCoopers AB PY	305	0
	995	596

Note 6 Employees and Personnel Costs *)

	2023	2022
Average number of employees		
Women	15	23
Men	42	95
	57	118
Salaries and other remunerations		
Board of Directors and Managing Director	1 200	4 700
Other employees	40 800	80 850
	42 000	85 550
Social security expenses		
Pension costs for the Board of Directors and the Managing Director	0	618
Pension costs for other employees	4 016	10 166
Other social security expenses pursuant to law and contracts	13 692	29 671
	17 708	40 455

Total salaries, remunerations, social security expenses and pension costs

59 708 126 005

Other personnel costs during the year were 778 Tkr (PY 2.997 Tkr).

Sex distribution among leading executives

Proportion of women in the board of directors	0 %	0 %
Proportion of men in the board of directors	100 %	100 %
Proportion of women among managing executives	0 %	40 %
Proportion of men among managing executives	100 %	60 %

Note 7 Purchases and Sales between Group Companies

2023 2022

Share of the total acquisitions for the year made by other companies within the group	26,10 %	28,70 %
Share of the total sales for the year made to other companies within the group	2,30 %	0,90 %
	98,30 %	0,00 %

Note 8 Other Interest Income and Similar Profit/Loss Items

2023 2022

Accord to liabilities to mother company	418 200	230 000
Other interest income	407	51
Exchange rate differences	785	786
Exchange rate differences on liability	6	0
	419 398	230 837

Note 9 Interest expense and similar profit/loss item

2023 2022

Interest expenses to group companies	-9 769	-5 346
Other interest expenses	-5 641	-3 326
Exchange differences	-1 096	-3 086
Profit/loss on sale	-3 882	-5 425
Exchange rate differences on liability	0	-591
	-20 389	-17 775

Note 10 Current and deferred tax
Reconciliation of effective tax

		2023		2022
	Percent	Amounts	Percent	Amounts
Reported profit before tax		-57 532		-130 471
Tax at applicable tax rate	20,6	11 852	20,6	26 877
Non-deductible expenses	-26,1	-14 991	-0,5	-596
Tax loss carryforwards which value is no longer recognized as an asset	-5,5	3 140	-20,1	-26 281
Reported effective tax	0,0	0	0,0	0

Note 11 Machinery and Other Technical Facilities

	2023-12-31	2022-12-31
Acquisition value, opening balance	22 986	34 384
Purchasing/activation	31 204	1 395
Sales/discards	-30 650	-12 793
Accumulated acquisition value, closing balance	23 539	22 986
Depreciation, opening balance	-18 161	-25 642
Sales/discards	17 422	9 259
Depreciation for the year	-15 356	-1 778
Accumulated depreciation, closing balance	-16 095	-18 161
Book value, closing balance	7 444	4 824

Note 12 Leased machinery and equipment

The item machinery and other technical facilities includes production machines that are used under financial agreements with book residual value at 0 Tkr (PY 2.551 Tkr).

A significant part of the company's machines are leased and the business is completely dependent on these machines. They are normally leased for 3-5 years with the possibility of buying out.

The item also includes equipment in the form of cars that are used under financial leasing agreements with book residual value at 1.438 Tkr (PY 932 Tkr). The majority of the company's equipment is leased. The cars are leased between 3-5 years with the possibility of buying out.

Note 13 Equipment, Tools and Installations

	2023-12-31	2022-12-31
Acquisition value, opening balance	27 146	28 226
Purchasing/activation	3 153	2 305
Sales/discards	-11 645	-3 384
Accumulated acquisition value, closing balance	18 654	27 146
Depreciation, opening balance	-22 932	-24 194
Sales/discards	7 222	3 384
Reclassifications	118	0
Depreciation for the year	-1 808	-2 122
Accumulated depreciation, closing balance	-17 399	-22 932
Write-down losses, opening balance	-561	-915
Reversed write-downs	0	354
Accumulated write-down losses, closing balance	-561	-561
Book value, closing balance	694	3 654

Note 14 Other long-term receivables

	2023-12-31	2022-12-31
Acquisition value, opening balance	656	3 681
Incoming accounts	48	48
Outgoing accounts	-635	-3 072
Accumulated acquisition value, closing balance	69	656
Book value, closing balance	69	656

Note 15 Receivables from group companies

	2023-12-31	2022-12-31
Acquisition value, opening balance	9 363	0
Incoming accounts	56 000	9 363
Outgoing accounts	-7 392	
Accumulated acquisition value, closing balance	57 971	9 363
Book value, closing balance	57 971	9 363

Note 16 Deferred expenses and Accrued Income

	2023-12-31	2022-12-31
Accrued but non-invoiced income	14 539	353 682
Deferred expenses and accrued income	2 517	6 774
	17 056	360 456

Note 17 Number of shares and the ratio value

Name	Number of shares	Quota value
Number of A-Shares	1 000	500
	1 000	

Note 18 Appropriation of profit or loss

2023-12-31

Proposals for profit allocation

The Board of Directors recommends that the profit/loss and brought forward profits available for disposition:

profit carried forward	70 814
year's loss	-57 532
	13 282

be distributed so that they are:
carried over

13 282
13 282

Note 19 Other Provisions

	2023-12-31	2022-12-31
Warranty provision	9 637	7 900
Bank guarantee provision	1 997	0
	11 633	7 900

Note 20 Liabilities to credit institutions

The table below shows the allocation of liabilities to credit institutions between long-term and short-term part .

Lender	Loan amount 2023-12-31	Loan amount 2022-12-31
Leasing avtal, total skuld	2 342	3 407
Avgår, kortfristig del av total leasing skuld	-2 342	-3 407
Short-term part of total liabilities	2 342	3 407

There is no part of the leasing debt per 2023-12-31 which are planned to be paid after 5 years from the current year's closing date .

Note 21 Bank Overdraft Facilities

Bank overdraft was repaid and cancelled as per 2023-11-14.

	2023-12-31	2022-12-31
Bank overdraft facilities amount to	0	50 000
Used credit amounts to	0	-35 098

Note 22 Adjustments for Items not Included in the Cash Flow

	2023-12-31	2022-12-31
Depreciation	5 344	3 545
Exchange differences and interests	13 651	-16 938
Work in progress	236 076	
Profit upon sales of fixed assets	3 362	
Loss upon sales of fixed assets	-2 743	-2 529
Accord to liabilities to mother company	-418 200	
Accord to liabilities to intercompany	-160 967	
	-323 477	-15 921

Note 23 Liquid Assets

	2023-12-31	2022-12-31
Liquid assets		
Bank deposits	12 889	59
	12 889	59

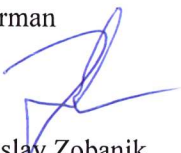
Note 24 Contingent liability

SBT Sverige received a demand from client on Järfälla Project SL Nya Tunnelbanan AB. SBT's management considers this demand as legally groundless. SBT sent a claim to client SL Nya Tunnelbanan AB as well. The claims are further described in note 2.

Prag 2024-04-16



Ondrej Fuchs
Chairman



Miroslav Zbanik
Managing Director

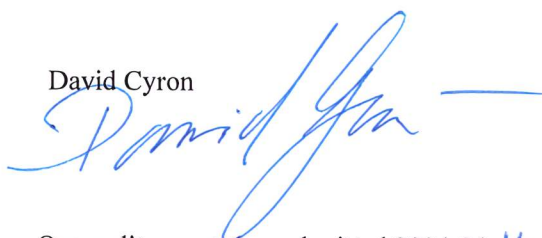


Pavel Zykan



Miroslav Novak

David Cyron



Our audit report was submitted 2024-04-16

Öhrlings PricewaterhouseCoopers AB



Victor Lindhall
Authorized Public Accountant



Auditor's report

To the general meeting of the shareholders of SBT Sverige AB, corporate identity number 559022-5594

Report on the annual accounts

Qualified opinion and disclaimer of opinion

We have audited the annual report of SBT Sverige AB for the year 2023.

In our opinion, the annual accounts have been prepared, except for the possible impacts of the circumstances described in the section "Basis for opinions", has been prepared in accordance with the Annual Accounts Act and presents fairly the financial position of the SBT Sverige AB as of 31 December 2023 and its financial performance and cash flow for the year then ended. The statutory administration report is consistent with the other parts of the annual accounts.

As a consequence of the circumstances described in "Basis for opinions", we can neither recommend nor not recommend that the general meeting of shareholders adopts the SBT Sverige AB's income statement and balance sheet.

Basis for Opinions

As stated in the paragraph "Significant events during the financial year" and note 2 "Estimates and assessments," the Järfälla project has caused difficulties for the company in its collaboration with the client, SL Nya Tunnelbanan AB, to the extent that SBT Sverige AB terminated the contract in August 2023. Due to the contract termination and SL Nya Tunnelbanan AB's deficiencies in fulfilling contractual obligations, SBT Sverige AB believes it has significant claims against SL Nya Tunnelbanan AB amounting to several hundred million SEK. In accordance with the prudence principle, SBT Sverige AB has chosen not to recognize any receivable for the claim in the balance sheet as of December 31, 2023, as the outcome is deemed uncertain. SL Nya Tunnelbanan AB, on the other hand, believes it has claims against SBT Sverige AB amounting to several hundred million Swedish kronor. The board of directors and the managing director of SBT Sverige AB, in consultation with the company's legal counsel, consider this claim to be groundless and have therefore not made any provisions for potential costs. It is not unlikely that the dispute may need to be resolved in court. It is also stated that if the outcomes of the claims differ from what has been reported, it may have a significant impact on the company's financial position as of December 31, 2023, and the results for 2023.

Due to the complexity of the project, the magnitude of the claims, the conflicting positions of the client and SBT Sverige AB regarding the claims, we assess that there is a high degree of uncertainty in assessing the outcomes of the dispute. It is not possible within the scope of the audit to determine which party is right, and the dispute may need to be resolved in court. This circumstance means that there are no conditions to obtain sufficient and appropriate audit evidence for the accuracy and valuation of the balance sheet items "Accrued but non-invoiced income" and "Accrued expenses." As both parties' claims amount to several hundred million Swedish kronor. Considering the monetary size of each party's claims, it is not unlikely that a potential settlement, in whole or in part, by either party could have a material impact on the company's financial position as of December 31, 2023, and the results for the year. In the event that SBT Sverige AB is deemed liable to pay Nya Tunnelbanan AB's claim, it may require external financing, which is not at the date of this audit report. Against this background, we cannot either recommend or advise against the annual general meeting approving the company's balance sheet and income statement.

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 B.Braun Medical AB 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 Director's and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and that they give a fair presentation in accordance with the Annual Accounts Act. 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 that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company'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 intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual 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. Due to the circumstances described in the Basis for Opinions section above, we were unable to obtain sufficient appropriate audit evidence to provide a basis for 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.

A further description of our responsibility for the audit of the annual accounts is available on Revisorsinspektionen's website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor's report.

Report on other legal and regulatory requirements

Disclaimer of Opinion and Opinion

In addition to our audit of the annual accounts, we have also audited the administration of the Board of Director's and the Managing Director of SBT Sverige AB for the year 2023 and the proposed appropriations of the company's profit or loss.

As a consequence of the circumstances described in "Basis for opinions", we neither recommend nor not recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the administration report.

We recommend to the general meeting of shareholders that the members of the Board of Director's and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

As described in our Report on the annual accounts and consolidated accounts, we neither recommend nor not recommend that the income statement and balance sheet for SBT Sverige AB be adopted. As a consequence thereof, we neither recommend nor not recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the administration report.

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 SBT Sverige AB 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 opinion.

Responsibilities of the Board of Director's 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 type of operations, size and risks place on the size of the company'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 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.

A further description of our responsibility for the audit of the administration is available on Revisorsinspektionen's website: www.revisorsinspektionen.se/revisornsansvar. This description is part of the auditor's report.

Stockholm, April 16, 2024

Öhrlings PricewaterhouseCoopers AB

A handwritten signature in blue ink, appearing to read 'Victor Lindhall'.

Victor Lindhall
Authorized Public Accountant

