

A close-up photograph of several heavy, rectangular metal beams stacked on top of each other. The beams have a textured, slightly weathered surface and are arranged in a staggered fashion, creating a sense of depth and industrial strength. The background is a blurred industrial setting with a fence and buildings.

# Corporate Governance Report

# Chairman's comment

Dear shareholder, 2024 was an eventful year for Gränges. Chairman of the Board, Fredrik Arp, gives his view.



## How would you summarize Gränges' business performance in 2024?

2024 was a record year for Gränges – the third consecutive year of strong performance. It's gratifying to see how both the management team and the Navigate strategy continue to demonstrate resilience and effectiveness. The strategic direction set three years ago has been successfully implemented across all regions, driving engagement and growth despite various challenges.

## What do you believe lies behind success?

I see that leadership is paying off. Jörgen Rosengren is an experienced and highly capable CEO who, together with his management team, has set a solid framework for growth, productivity, safety, and employee engagement. Implementing a new strategy takes time – but to the Board's great satisfaction it is incredibly rewarding to see these efforts bearing fruit.

## How do you view the leadership culture at Gränges?

From my interactions, I can see that good leadership is deeply embedded within the company. We continuously assess and develop our leadership teams, invest in leadership training, and emphasize preparedness and succession planning. The recent employee survey confirms that Gränges is improving not only in performance but also in employee satisfaction – a strong indicator of effective leadership.

## What are your key take aways from the Board visit to China?

Our recent trip to China was highly productive, and it was a pleasure to have our two new board members, Mikael Bratt and Cecilia Daun Wennborg, experience Gränges firsthand.

We visited Shandong and met with our new minority owners, SIG. We continued to Gränges' operations in Shanghai, and also learned more about our investment in Yunnan. I am very satisfied with the strong alignment on the next steps to take, after having met with local management and discussed the path forward. The management team is experienced, knowledgeable, and highly motivated, which was great to witness in person. I was particularly excited to see our growth in the EV sector – within battery plates and casings.

I am convinced that the structural measures we've implemented – expanding into broader markets, forming strong upstream partnerships, and enhancing long-term sustainability – will drive future success. While it will take some time to fully convert this into financial gains, we are on the right track.

## What is Gränges' key to success in the volatile market environment?

We operate in a market affected by geopolitical factors, like shifting trade policies, a constant topic on the Board's agenda. We closely monitor these changes and how Gränges can adapt accordingly. I'm glad that we have several members with thorough expertise in these matters.

Our global reach combined with regionalized supply chains is a key advantage. Most of our products are produced and sold in the same region which builds strong independent businesses. The regions collaborate, share knowledge, and innovate while operating independently. As globalization shifts, new business constellations emerge, and I see Gränges as agile and flexible, ready to act swiftly when opportunities arise.

## Sustainability results are impressive. What are your thoughts?

It has been a remarkable journey for us, and it remains a top priority. A prime example is our latest investment in the U.S., where we are ramping up a new electric melting furnace powered entirely by 100 percent green electricity. This demonstrates Gränges' commitment to integrating sustainability into operations. Looking ahead, one possibility is supporting companies that haven't yet progressed as far in their sustainability journey – whether through partnerships, investments, or other initiatives.

## Transitioning to the next phase of the Navigate strategy – what lies ahead?

With completion of the first phase of Navigate, "Restore", we have a solid foundation for growth in place. Now we're accelerating the second step to "Build" a leader in our industry. This shift is a direct result of the ability to manage and develop the business effectively.

We have a strong team, and significant opportunities ahead. Key focus areas include fostering a strong safety culture, driving volume growth by taking market share and new business, maximizing utilization and productivity of the 800 ktonnes global capacity, while enhancing further sustainability advancements.

The journey is ongoing. Some areas are very well-developed, while much of the groundwork for the next 1–2 years is already in place. All in all, we are well positioned for further growth across all regions, leveraging our investments to create long-term value.

Stockholm, March 2025

Fredrik Arp, Chairman of the Board of Directors

# Corporate governance in Gränges

Good and sound corporate governance ensures that the company is run as responsibly, efficiently and sustainably as possible in the interests of the shareholders. Good corporate governance creates order and system for the Board of Directors and management and contributes to increased trust and confidence among existing and potential owners, customers, legislators, the public and other stakeholders. In this way, the business sector's freedom to develop is ensured, as is the supply of capital and competence.

Gränges' corporate governance is based on Swedish regulations and Swedish legislation, primarily the Swedish Companies Act and the Swedish Annual Accounts Act, Nasdaq Stockholm's regulatory structure for issuers, the Swedish Corporate Governance Code ("the Code"), the Articles of Association as well as other relevant internal and external regulations and policies.

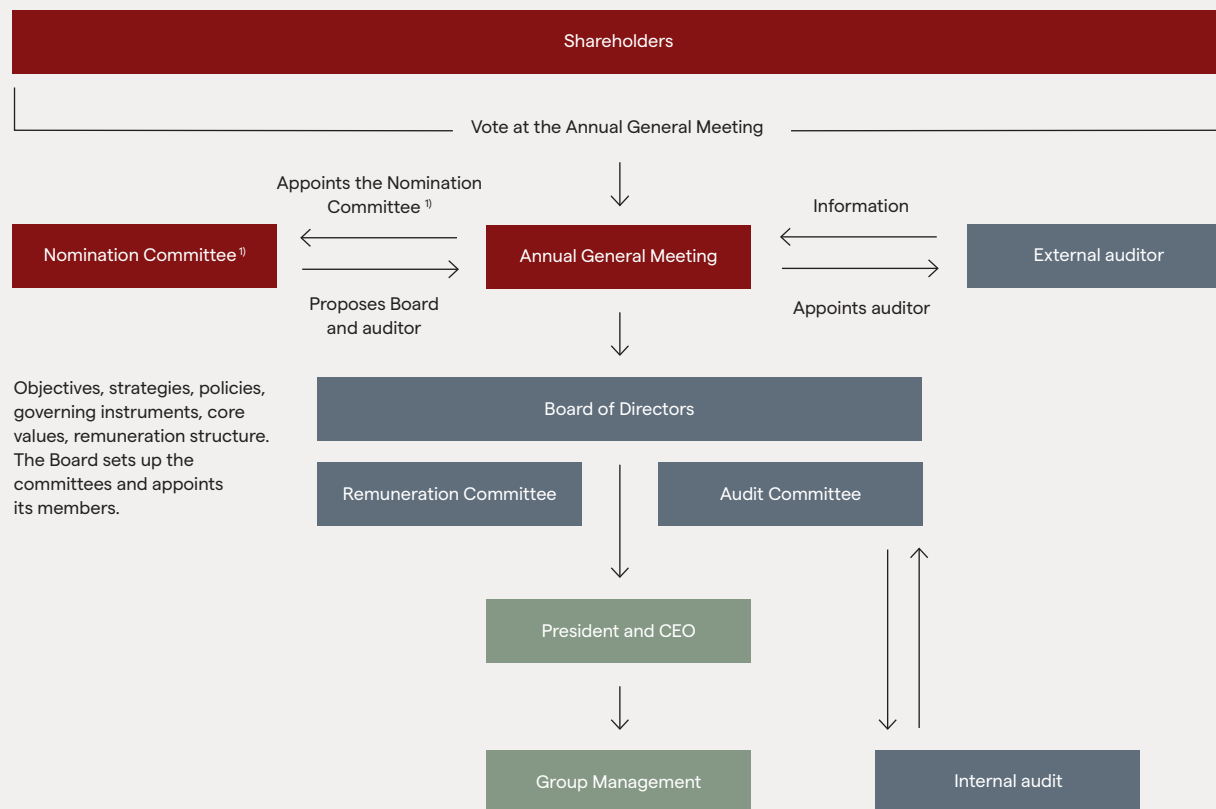
Gränges complies with the Swedish Corporate Governance Code and this Corporate Governance Report has been prepared as part of Gränges' application of the Code. Gränges does not report any deviations from the Code regarding the financial year 2024. The company's auditors have made a statutory examination of this corporate governance report. The Code is available on [www.bolagsstyrning.se](http://www.bolagsstyrning.se).

During 2024, Gränges has followed Nasdaq Stockholm's regulatory framework for issuers and good practice in the stock market. No violations of applicable stock exchange rules or good practices in the stock market have been reported regarding Gränges by the Nasdaq Stockholm Disciplinary Board or the Stock Market Board in 2024. The CEO has no external commitments that can be considered contrary to the company's interests. All relevant corporate governance related information is available on Gränges' website.

## Organization

Gränges is a global leader in aluminium rolling and recycling in selected niches. We're committed to creating circular and sustainable aluminium solutions in partnership with our customers and suppliers – for a better future. Our solutions help customers grow and transition to climate

The governance, management, and control of Gränges are distributed among the shareholders at the Annual General Meeting, the Board of Directors and the CEO under Swedish Company Law, the Swedish Code of Corporate Governance, and the Articles of Association.



1) Appointed in accordance with an instruction for the Nomination Committee decided by the Annual General Meeting.

### Examples of external steering instruments

- Swedish Companies Act
- Swedish Annual Accounts Act and IFRS
- Nasdaq Stockholm's regulatory structures for issuers
- EU Market Abuse Regulation, no 596/2014 (MAR)
- Swedish Corporate Governance Code ("The Code")

### Examples of internal steering instruments

- Articles of Association
- Rules of Procedure for the Board of Directors and committees, instructions for CEO
- Code of Conduct (including regulations and guidance regarding whistleblowing)
- Insider Policy
- Financial Management Policy
- Accounting Policy
- Communication Policy
- Anti-Corruption Policy

neutrality. They are used for efficient climate control in transportation and buildings, electrification and battery components, recyclable packaging, and more. The Group has 3,500 employees and net sales of SEK 23.5 billion in 2024. Gränges has production facilities and conducts sales in Asia Pacific, Europe, as well as North and South America. The total annual production capacity amounts to 800 ktonnes. The production facilities are located in Finspång (Sweden), Konin (Poland), Saint-Avold (France), Shanghai and Shandong (China), as well as in Huntingdon (Tennessee), Salisbury (North Carolina), and Newport (Arkansas) in the US. Further, Gränges holds, taking into account non-controlling interests, a 39.2 percent ownership stake in a recycling and casting operation in Yunnan, China, as well as a 40 percent stake in a company in Shanghai engaged in metal stamping.

The production facility in Shandong was acquired during the year, while 20 percent of Gränges' operations in Shanghai were sold to the same party from whom the facility was acquired.

Gränges has two business areas: Gränges Eurasia and Gränges Americas. Gränges Eurasia includes four production facilities with direct chill casting and hot rolling technology in Finspång (Sweden), Konin (Poland), and Shanghai and Shandong (China), as well as Gränges Powder Metallurgy in Saint-Avold (France). Gränges Americas uses continuous casting technology and includes three production facilities in Huntingdon, Salisbury, and Newport in the US. Gränges Eurasia is headed by the CEO and Gränges Americas is headed by the President Americas.

The Group's parent company, Gränges AB, is a Swedish publicly listed company with reg.no. 556001-6122. Its registered office is in Stockholm with its head office at Linnégatan 18.

### The share and shareholders

Gränges' share was listed on Nasdaq Stockholm on October 10, 2014, and in January 2025, Gränges was upgraded to the Large Cap segment. The share capital in Gränges amounts to SEK 142 million, distributed among 106,308,618 shares that give the right to an equal number of votes and an equal share in the company's assets and profit. On December 31, 2024, the number of known shareholders totalled 12,347. The Fourth Swedish National Pension Fund (AP4) was the largest shareholder, followed by AFA Insurance and Swedbank Robur Funds. 77.6 percent of the shareholders held 500 shares or fewer and the ten largest shareholders held 49.6 percent of the total number of shares. Foreign-based share ownership amounted to 47.4

percent of the capital. No shareholder had a holding of more than 10 percent of the total number of shares. There are no restrictions on how many votes each shareholder may represent and represent at a general meeting.

The Annual General Meeting (AGM) held on May 8, 2024 decided to authorize the Board of Directors to, on one or more occasions until the AGM 2025, issue new shares.

Information about the shareholdings of the Board and Group Management can be found on pages 68–71. More information about the Gränges share and shareholders, including a table of shareholdings as of December 31, 2024, can be found on pages 175–176.

### Annual General Meeting

The Annual General Meeting (AGM), which is the company's highest decision-making body, allows all shareholders to exercise the influence that their respective shareholdings represent.

#### Annual General Meeting 2024

The AGM 2024 was held on May 8, 2024 at GT 30, Grev Turegatan 30, Stockholm.

At the meeting, 51.2 percent of the shares in the company were represented.

The AGM decided to re-elect Fredrik Arp, Steven Armstrong, Mats Backman, Martina Buchhauser, Peter Carlsson, and Gunilla Saltin and new election of Mikael Bratt and Cecilia Daun Wennborg. The AGM re-elected Fredrik Arp as the Chairman of the Board of Directors.

The AGM granted the members of the Board of Directors and the Chief Executive Officer discharge from liability towards the company for management of the company in 2023.

The AGM re-elected the registered accounting company Ernst & Young AB as the company's auditor, and authorized public accountant Andreas Troberg was appointed by Ernst & Young AB as auditor in charge.

#### Other resolutions taken during the AGM included:

- To adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the 2023 financial year,
- To resolve on a dividend of SEK 3,00 per share, in total SEK 318,925,854, into two payments of SEK 1.50 per payment,
- To resolve, in accordance with the Nomination Committee's

proposal, the Board of Directors (the Board) to consist of eight members elected by the AGM, with no alternates, for the period up to the close of the next AGM,

- To resolve, in accordance with the Nomination Committee's proposal, that fees for the period until the conclusion of the AGM 2024 will be in accordance with the following. The Chair of the Board will receive SEK 890,000 and each of the other elected Board members will receive SEK 375,000. Furthermore, a fee of SEK 190,000 will be paid to the Chair of the Audit Committee and SEK 80,000 to the other members. A fee of SEK 70,000 will be paid to the Chair of the Remuneration Committee and SEK 35,000 to the other members. All employee representatives shall receive unchanged SEK 40,000 each, for the corresponding period.
- To resolve that fee will be paid to the auditor in accordance with approved invoices,
- To resolve, in accordance with the Board's proposal, on approval of the Board's remuneration report on remuneration to CEO and Deputy CEO in accordance with Chapter 8, Section 53 a of the Swedish Companies Act,
- To resolve, in accordance with the Board's proposal, on approval of one long-term incentive program, LTI 2024, for senior executives and other key employees. The program is a three year program with a combination of warrants (actual or synthetic) and restricted share units. The number of warrants shall not exceed 1,000,000 and shall be issued free of charge. Upon transfer of the warrants, a market-based premium calculated according to the Black & Scholes Option Pricing Model shall be paid. The number of transferred restricted share units shall not exceed 500,000.
- To resolve, in accordance with the Board's proposal, to authorize the Board, on one or more occasions until the next AGM, to decide on a rights issue and/or convertible bonds. An issue can be decided with or without regard to shareholders' preemption rights. Following this authorization, a total maximum number of shares equivalent to 10 percent of the total number of outstanding shares in the company on the date of the General Meeting's authorisation resolution, may be issued on a rights issue and/or through the conversions of convertible bonds.

The complete minutes of the AGM are available at [www.granges.com](http://www.granges.com).

## Nomination Committee

The Nomination committee represents Gränges' shareholders and proposes nominations for Chairman of the Board, Board members, auditor and auditor's fee, chairman of the AGM, as well as fees for Board and committee work to the AGM. In addition, the Nomination Committee shall submit proposals for Nomination Committee instructions if required.

Gränges' Nomination committee for the AGM 2025 consists of representatives of the company's three largest shareholders as of August 31, 2024 and the Chairman of the Board. The member representing the largest shareholder shall be Chairman of the Nomination committee, unless the Nomination Committee agrees otherwise.

### As of August 31, 2024, Gränges' three largest shareholders were:

The Fourth Swedish National Pension Fund (AP4), Swedbank Robur and AFA Insurance which were invited to nominate candidates for the Nomination Committee. The Nomination Committee ahead of the AGM 2025 had the following composition: Jannis Kitsakis (AP4), Anders Algotsson (AFA Insurance), Jan Dworsky (Swedbank Robur), and Fredrik Arp (Chairman of the Board of Gränges). The Chairman of the Nomination Committee is Jannis Kitsakis.

## Nomination Committee for the 2025 AGM

Appointed by / Name	Percentage of votes on December 31, 2024
AP4 / Jannis Kitsakis <sup>1)</sup>	8.9
AFA Insurance / Anders Algotsson <sup>1)</sup>	6.7
Swedbank Robur / Jan Dworsky <sup>1)</sup>	5.9
Chairman of the Board of Gränges AB / Fredrik Arp <sup>1,2)</sup>	0.0

1) Independent in relation to the company and company management.

2) For exact number of shares, see page 68.

Shareholders have been able to submit proposals and comments to the Nomination Committee until January 31, 2025. The Nomination Committee's proposals are published through the notice to the AGM. In connection with the notice, the Nomination Committee publishes a motivated statement on the company's website that supports its proposals to the Board and a report on how the Nomination Committee's work has been conducted.

## Work of the Nomination Committee ahead of AGM 2025

Since the Nomination committee was constituted in the autumn of 2024, it has held three documented meetings. In addition to these meetings, the nomination committee has had several shorter non-documented video meetings as well as communication through email and telephone. The Nomination committee has taken note of the results from the evaluation of the board's work that was carried out in autumn 2024. The result of the evaluation was predominantly positive and also provided the nomination committee with insight into the competencies present in the board. The Nomination committee has also had discussions with the CEO of Gränges and a selection of board members, and has concluded that the board's work has been carried out in a very good and satisfactory manner.

Through the Nomination Committee, Gränges applies the rule 4.1 of the Code as diversity policy when preparing proposals for Board members. The rule means that the Board of Directors shall have a composition that is appropriate to the company's operations, stage of development and other circumstances, characterized by versatility and breadth regarding competence, experience and background of the members elected by the AGM. Gender balance shall be pursued.

Ahead of the 2025 Annual General Meeting, the Nomination Committee has assessed whether the composition of the current Board meets the requirements of the Code's diversity policy and has found that this is the case. However, the Nomination Committee also works continuously with the identification and evaluation of potential new Board members in order to broaden the Board in terms of background and competencies.

An assessment has also been made, as previous year, of each individual board member's ability to devote sufficient time and commitment to the work of the board and the assessment has turned out positively.

## The Board of Directors

The main responsibility of the Board of Directors (the Board) is to manage Gränges' affairs in the best interests of the company and shareholders, as well as to safeguard and promote a good corporate culture. The Board is also responsible that there is an appropriate system for follow-up and control of the Company's operations and the risks associated with its operations.

The Board continuously assesses Gränges' financial position and ensures that the company's financial position can be satisfactorily verified. The Board decides on issues related to the Group's strategic direction and organization, and decides on key acquisitions, investments and divestments. The Board continuously evaluates the work of the CEO and Group Management.

The basis for the Boards work is the Board's Rules of Procedure, the CEO instructions and the principles for division of duties between the CEO, Chairman of the Board, the Board and various committees established by the Board. The Board's Rules of Procedure and the CEO instructions are revised and updated annually. Through a systematic and structured process, the Board annually evaluates its work to develop procedures and efficiency. In 2024, the evaluation was carried out under the leadership of the Chairman of the Board. The outcome of the evaluation, which also is reported in the section about the Nomination Committee, was consistently positive.

At the statutory Board meeting, following directly on the 2024 AGM, the Board's Rules of Procedure including Rules of Procedure for the Remuneration and Audit Committees was established, as well as the CEO instructions. The Rules of Procedure governs the work and responsibilities of the Board, the frequency of Board meetings, as well as the division of duties between the Board members, between the Board committees, and between the Board and the CEO.

Prior to each Board meeting, the members receive an agenda and basis for decisions. Each Board meeting includes a review of current business conditions, as well as the Group's earnings, financial position, and outlook. Other issues addressed include competition and market conditions. The Board regularly reviews the general risk situation from various aspects, and the Group's work on health and safety, including accident statistics. The Board also has a system for continuous follow-up of decisions and open questions.

## Composition of the Board of Directors

According to the Articles of Association, Gränges' Board of Directors shall consist of at least four and at most eight AGM-elected members with a maximum of four deputies. The Board has a quorum if more than half of the board members, including employee representatives, are present. The Board should consist of a well-balanced mix of the competencies required to manage Gränges' work responsibly and successfully. The assessment is that Gränges' Board has a suitable composition, regarding the company's operations, development phase and general circumstances, characterized by versatility and breadth regarding the competence, experience and background.

In accordance with the law on Board representation of private sector employees, staff is entitled to appoint two Board members and two deputy Board members. The employee organizations have exercised this right in 2024.

Information about Board members can be found on pages 68–70 and at [www.granges.com](http://www.granges.com).

## Chairman of the Board

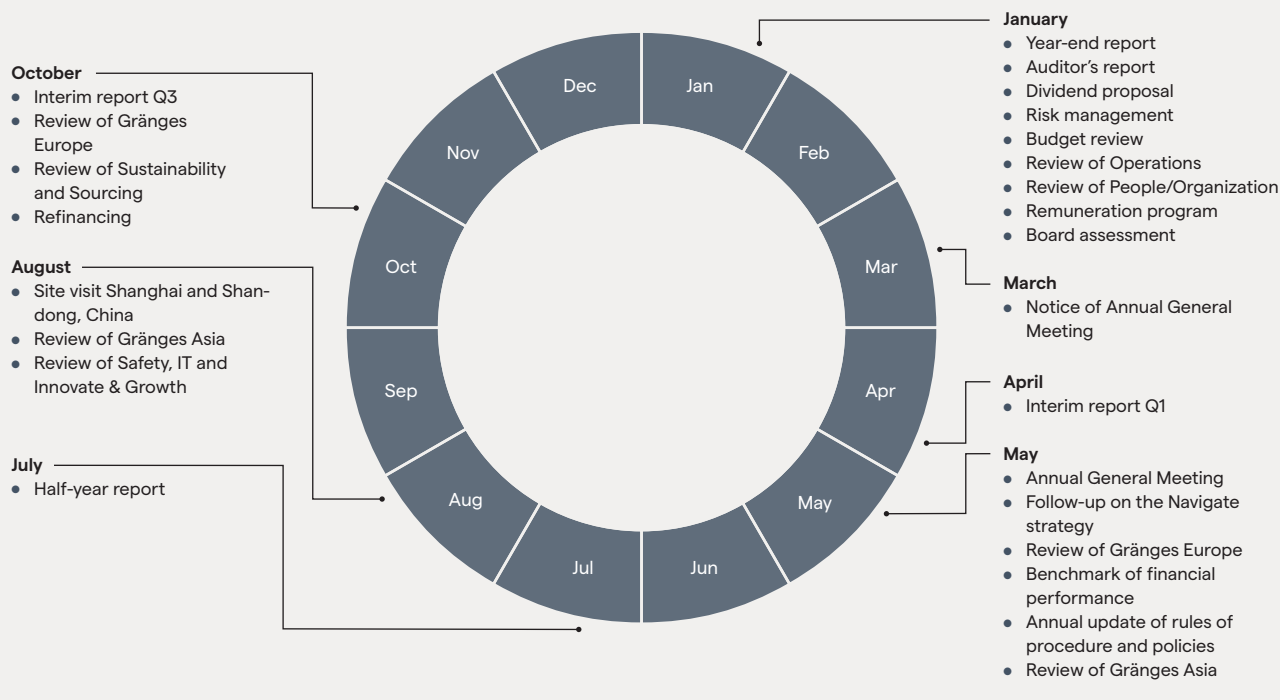
The Chairman of the Board of Directors has a special responsibility to ensure that the work of the Board is well organized and conducted efficiently, and that the Board fulfils its duties and obligations. The Chairman of the Board organizes and leads the work, is responsible for contacts with the owners in ownership matters and ensures that the work of the Board is evaluated annually. The Chairman of the Board of Directors is responsible for the day-to-day contact with CEO. To enable the work, the Chairman ensures that there are appropriate instructions on the division of duties between the Board on one hand, and the CEO and the bodies set up by the Board on the other.

## The work of the Board of Directors in 2024

In 2024, eight documented board meetings were held, and the board was quorate on all occasions. Gränges' CEO and Deputy CEO, who also serves as CFO, participated in all meetings. On two occasions, the board held sessions without the presence of representatives from the executive management team.

Key matters addressed by the board during the year included the follow-up of the Navigate strategy, continued investment in products for the battery market, and decisions aimed at strengthening the company's competitiveness and reducing its climate impact. A significant decision during the year was to expand the strategic partnership in Asia to support continued growth in electrification.

## The Board's work in 2024



The Board also prioritizes health and safety and monitors it continuously.

## Remuneration Committee

According to the Rules of Procedure for the Board of Directors, the Remuneration Committee shall comprise of the Chairman of the Board and one or more Board members, who should be independent in relation to the company and Group Management. During the year, the committee consisted of four members and two meetings were held.

The Remuneration Committee submits proposals to the Board on CEO's salary and other terms of employment and sets out limits for other Group Management's salaries and terms of employment by adopting guidelines for remuneration principles. The committee evaluates the application of these guidelines. The committee also has the task of monitoring and

evaluating ongoing, and during the year completed, programs for variable remuneration to Group Management.

A statement of remuneration to senior executives can be found in Note 10.

In 2024, the Remuneration Committee also worked on finalizing proposals for a partially new long-term incentive program. The new program, LTI 2024, was approved at the Annual General Meeting in 2024. Its aim is to align the interests of key personnel with the shareholders' interest in a good development of the Gränges share value over the long term. Additional information about LTI 2024 and previously resolved remuneration which is not yet payable is available in the Board of Directors Report.

Information about members of the Remuneration Committee can be found on pages 68–69.

## Board composition, attendance and remuneration 2024

Name	Elected year	Independent in relation to the company/ owners	Attendance			Board of Directors' fees, SEK	Audit Committee fees, SEK	Remuneration Committee fees, SEK	Total fees, SEK
			Board meetings	Audit Committee meetings	Remuneration Committee meetings				
Fredrik Arp	2020	X	8/8	n/a	2/2	876,667	-	70,000	946,667
Steven Armstrong	2022	X	8/8	n/a	2/2	370,000	-	35,000	405,000
Mats Backman	2018	X	7/8	4/4	n/a	370,000	176,667	-	546,667
Mikael Bratt <sup>1)</sup>	2024	X	3/4	n/a	1/1	250,000	-	23,333	273,333
Martina Buchhauser	2021	X	8/8	4/4	n/a	370,000	76,667	-	446,667
Peter Carlsson	2016	X	8/8	n/a	2/2	370,000	-	35,000	405,000
Cecilia Daun Wennborg <sup>1)</sup>	2024	X	4/4	2/2	n/a	250,000	53,333	-	303,333
Katarina Lindström <sup>2)</sup>	2016	X	3/4	1/2	n/a	120,000	23,333	-	143,333
Hans Porat <sup>2)</sup>	2016	X	4/4	n/a	1/1	120,000	-	11,667	131,667
Gunilla Saltin	2023	X	8/8	4/4	n/a	370,000	76,667	-	446,667
Emma Hansen Lamprecht	2023		7/8	n/a	2/2	40,000	-	-	40,000
Tobias Johansson	2023		8/8	1/1	n/a	40,000	-	-	40,000
Jennie Bjerner <sup>3)</sup>	2024		1/1	n/a	n/a	10,000	-	-	10,000
Åke Larsson <sup>3)</sup>	2024		0/0	n/a	n/a	6,667	-	-	6,667
Emelie Gunnstedt <sup>4)</sup>	2022		5/5	2/2	n/a	30,000	-	-	30,000
Robert Dahlqvist <sup>4)</sup>	2023		6/7	n/a	n/a	20,000	-	-	20,000
<b>Total fees</b>						<b>3,613,333</b>	<b>406,667</b>	<b>175,000</b>	<b>4,195,000</b>

1) Elected as new Board members during the Annual General Meeting on May 8, 2024.

2) Resigned as Board members on May 8, 2024.

3) Employee representative on the Board since the end of 2024.

4) Resigned from the role of employee representative on the Board in 2024

### Audit Committee

According to the Rules of procedure for Board of Directors, the Audit Committee should comprise of at least three AGM-elected Board members, and the majority of them should be independent of the company and Group Management. The Board elects the Chairman of the Audit Committee who should not be Chairman of the Board. The Audit Committee meets before each quarterly report, and in addition if necessary. The Audit Committee supports the Board of Directors in fulfilling its responsibilities in internal control and accounting, and to ensure the quality of Gränges' financial and sustainability reporting.

The Audit Committee analyses and highlights key accounting issues affecting the Group and monitors the financial reporting process to ensure quality. The Audit Committee also is informed of the company's impairment test and its assump-

tions, assists the Nomination Committee to prepare proposals for auditors and their fees, and assesses the independence of the external auditor.

The company's risk management process is based on production processes and flows. The Audit Committee considers the identified risk areas. Based on the outcome of that, the committee determines the focus and scope of the internal auditing and establishes an internal audit plan. Gränges' internal audit function must ensure that the company has sufficient internal control systems for financial and sustainability reporting. It is performed on a rolling schedule and is conducted by the company's Group accounting function with support from the subsidiaries' accounting functions, except for the business that is the subject of the audit. The purpose of applying so called cross-functional audits between the units is to exchange experiences and achieve best practice within the

Group. To ensure the regularity of the audit and to obtain an external perspective, an external party is also involved in the performance of the internal audit.

In 2024, internal audits of Gränges' operations in Konin, Poland and Shanghai, China were conducted.

In conjunction with the quarterly reviews of the company's financial performance and position, the Audit Committee takes part of management's assessment of the areas where estimates are important to the Group.

The Audit Committee annually sets a number of focus areas. In 2024 two of these areas have been the refinancing (see Note 30 for further information) and integrating sustainability reporting into the committee's activities, aligning it with the same way as financial reporting.

The Audit Committee had four meetings in 2024. The auditor attended on all of the meetings during the year and reported on controls and audit planning throughout the year.

Information about members of the Audit Committee can be found on pages 68–69.

### Auditor

The auditor, elected at the AGM, is responsible for reviewing the annual accounts and accounting, and examining the Board's and CEO's management of the company.

According to the Articles of Association, Gränges should have at least one and at most two auditors. Registered auditing firms may be appointed as auditors. At the 2024 AGM, Ernst & Young AB was appointed auditor and announced that the authorized public accountant Andreas Troberg is auditor in charge until the 2025 AGM.

The external audit of the parent company and Group accounts, and of the administration of the Board of Directors and CEO, is conducted according to International Standards on Auditing (ISA), and with generally accepted auditing standards in Sweden. The auditor conducts a general review of the quarterly report for the third quarter and audits the Annual Report and the consolidated accounts. The auditor reports the results of the audit of the Annual Report and consolidated accounts as well as the review of the Corporate Governance Report through the auditor's report and a special report on the Corporate Governance Report, which is presented to the AGM. In addition, the auditor submits reports on audits performed to the Audit Committee twice a year and to the Board once a year.

Information about auditor fees can be found in Note 12.

## CEO and Group Management

The CEO is appointed by the Board of Directors and is responsible for the day-to-day management of the company in accordance with the Board's instructions and guidelines. Group Management is responsible for developing and implementing the Group's overall strategies, for example product and customer strategies, acquisitions and divestments. The matters are prepared by Group Management to be decided upon by the Board.

**Gränges' Group Management comprises six members:** President and CEO, Deputy CEO and CFO, President Asia, President Europe, President Americas and SVP Sustainability.

Group Management holds monthly meetings to review the results and financial position of the Group.

More information about Group Management can be found on page 71. Information about remuneration to senior executives can be found in Note 10.

## Sustainability governance

Gränges' Group Management, which includes the SVP Sustainability, ensures that Gränges' global sustainability strategy, long-term targets and policies are aligned with the company's vision and strategy. Group Management also reviews and monitors regional sustainability performance against sustainability targets, as well as makes decisions related to global sustainability priorities. Gränges' CEO regularly presents

global sustainability performance to the Board of Directors, who reviews and monitors performance against the company's targets. The Board of Directors is the body which approves the company's global sustainability strategy, long-term targets, and policies, and adopts the annual sustainability report.

The Group Sustainability function, headed by the SVP Sustainability, is responsible for leading the development and execution of Gränges' global sustainability plan and long-term targets as well as issuing sustainability-related policies. Other responsibilities include regular communication and reporting on Gränges' sustainability performance and progress to internal and external stakeholders as well as coordinating a continuous stakeholder dialogue. The SVP Sustainability also chairs two cross-regional teams within Sustainability and Source Green & Recycle (SG&R), in which all regional sustainability and SG&R leads are represented. The teams are responsible for leading Gränges' global sustainability and SG&R efforts. Ensuring best practice sharing across the organization is also a key objective for both of the teams.

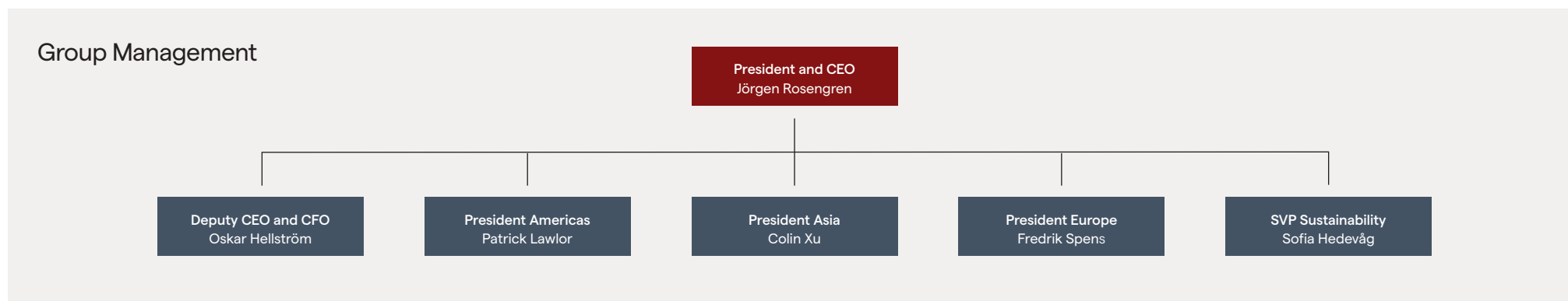
The regional Presidents are responsible for developing and executing local sustainability plans and targets, aligned with the global strategy and local needs. A systematic follow-up of all regions' sustainability efforts is done as part of the regional semi-annual Business Boards, chaired by the CEO and represented by the GMT.

Gränges has published a sustainability report each year since 2015 and will continue to publish a report annually. The sustainability information in this report has been prepared in accordance with GRI Standards as well as the EU Corporate Sustainability Reporting Directive (CSRD), in line with the applicable European Sustainability Reporting Standards (ESRS). The report and its contents have partially been externally assured by the company's auditors EY, refer to the GRI and ESRS content index on pages 169-172.

The statutory sustainability report in accordance with the Swedish Annual Accounts Act has been issued by Gränges' Board of Directors, see details on page 75. The report relates to the financial year 2024 and covers all fully-owned operations of the Group at the start of 2024.

## Internal control and risk management regarding financial reporting

Under the Swedish Companies Act and the Code, the Board is responsible for ensuring that the company has good internal control and routines that ensure compliance with established principles for financial reporting and internal control. The Board must also ensure that financial reporting complies with the Companies Act, applicable accounting standards, and other requirements for listed companies.





## Framework

Gränges' internal control complies with the established international framework Internal Control Integrated Framework, published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). According to the COSO model, review and assessment are carried out in the areas of Control environment, Risk assessment and risk management, Control activities, Information and communication, and Monitoring and follow-up.

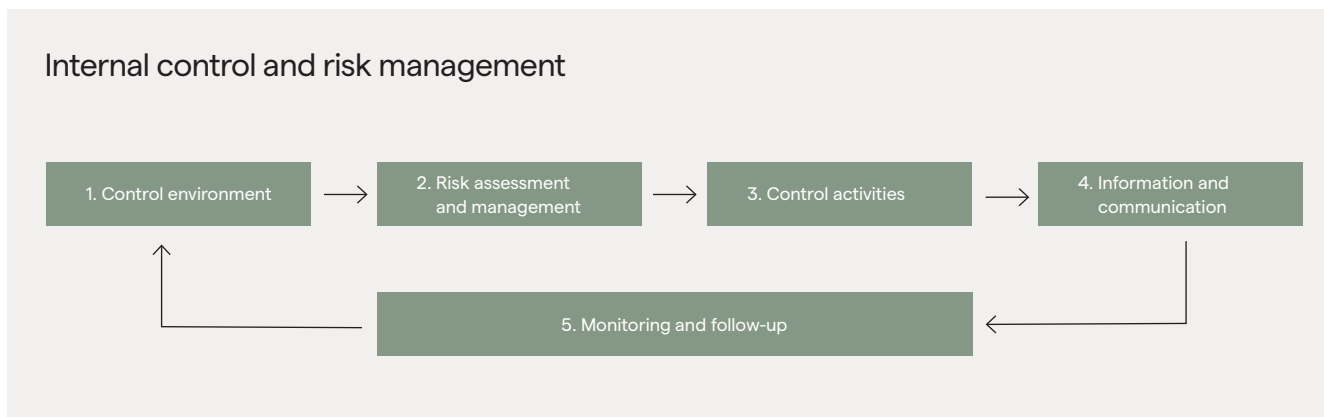
Gränges' process for internal control is designed to ensure with reasonable certainty the quality and accuracy of financial reporting and ensure that reporting is prepared in accordance with applicable laws and regulations, accounting standards, and other requirements for listed companies in Sweden. This requires a healthy control environment, reliable risk assessment, established control activities, and that information, communication, and monitoring works satisfactorily.

### 1. Control environment

The control environment is defined by the Group's organizational structure, Group Management's working methods and values, and other roles and responsibilities within the organization. The Audit Committee assists the Board of Directors with essential accounting issues and monitors the internal control of the financial reporting. To maintain an effective control environment and robust internal controls, the Board has delegated the day-to-day responsibility to the CEO, who in turn has allocated responsibilities to other Group Management members.

Quality in the financial reporting is ensured through different measures and routines. The company has policies and procedures for financial reporting, including the Financial Management Policy, the Metal Management Policy, the Investment Policy and the Group Accounting Policy, which are reviewed annually. In addition to the above, there are important group-wide steering documents such as the Code of Conduct, the Insider Policy and the Information Policy. There is continuous work to further develop policies and procedures.

Gränges has an externally managed Whistleblower Function which can be accessed via the company's intranet, the external website, by telephone or by mail. The function aims to detect irregularities that may seriously harm Gränges' business or employees, and it enables employees and external business partners to provide information anonymously and without fear of retaliation. By quickly discover and remediate irregularities, Gränges is in a better position to deal with the underlying



causes before they become unmanageable. Gränges takes great consideration of the protection of personal privacy and handles submitted information in line with applicable legislation and regulation.

In 2024, twelve cases (six) were reported through the Whistleblower Function, of which five cases were investigated as qualified whistleblower cases in accordance with current Swedish legislation. The investigations revealed one case of irregularities.

### 2. Risk assessment and management

To handle the internal and external risks that Gränges' organization is exposed to, regular risk assessments are carried out. Risks that may affect financial reporting are identified, measured, and managed. This is an integral part of the daily reporting to Group Management and the Board and forms the basis for assessing risks of errors in financial reporting.

Gränges' operations are characterized by processes with established routines and systems. Risk assessment therefore often occurs within the framework of these processes. Managers identify, monitor, and evaluate risks, which creates the basis for making well-rounded and correct business decisions at all levels. Financial risks such as currency, commodity, refinancing, and counterparty risk, as well as interest rate and credit risk, are mainly handled by the parent company's accounting and finance functions according to the Financial Management Policy, the Metal Management Policy and Group Accounting Policy.

A description of the Group's risks and risk management can be found on pages 50–57.

### 3. Control activities

The main purpose of control activities is to prevent and discover material errors in financial reporting at an early stage, thereby being able to manage and resolve them. Control activities are conducted at a general level as well as at more detailed levels throughout the Group and are both manual and automated in nature. Routines and activities have been designed to manage and resolve material risks related to financial reporting, which are identified in the risk assessments. Depending on the character and type of control activity, corrective action, implementation, documentation, and quality assurance, occur at a group or subsidiary level. As is the case for other processes, each manager is responsible for the completeness and accuracy of the control activities.

The Group has a common consolidation system, where the legal entities report, which provides good internal control of financial reporting. Most controls and processes are automated and authorization to access IT systems is limited. Control activities are performed at all levels of the Group. One example is the established controller function that analyses and monitors deviations and reports its findings to the Group. Group Management has regular meetings with the subsidiary managers to discuss operations, financial position, and results, as well as key financial and operative key figures. The Board

continually analyses reports on operations in which Group Management describes the previous period, and comments on the Group's financial position and results. Significant fluctuations and deviations are therefore followed up, which limits the risks of errors in the financial reporting.

The closing of the books and work on the annual reporting are processes where there are further risks of errors in financial reporting. Naturally, this work is less repetitive and often includes several parts where estimates are made. Important control activities include ensuring there is a well-functioning reporting structure in which subsidiaries report using standardized models, and important income and balance sheet items are specified and commented.

#### 4. Information and communication

Effective and correct internal and external information is important to ensure full and accurate financial reporting on time. Gränges' financial reporting follows the Group guidelines and policies and is updated and communicated regularly by the Group Management to all relevant employees.

The accounting function has operational responsibility for day-to-day financial reporting, and works to ensure that the Group's guidelines, policies, and instructions are applied uniformly across the Group. The accounting function also identifies and communicates deficiencies in financial reporting.

Policies, guidelines, and manuals are regularly updated and are available on the company's intranet.

All communication from Gränges must be timely, reliable, correct, and up to date. External communication should be in accordance with the Group's Information Policy, Nasdaq's regulatory framework for issuers, and other applicable regulations. The financial information should provide the capital and equity markets with a comprehensive and clear picture of the company, its financial position, development, and strategy. All financial reports and pressreleases are published simultaneously to Nasdaq Stockholm, Finansinspektionen (FI) and the company's external website.

#### 5. Monitoring and follow-up

The Board's monitoring of the internal control of financial reporting takes place primarily through the Audit Committee, including the monitoring of the internal audit, and through contact with the external auditors. External auditors annually monitor selected areas of internal control within the framework

of the Group audit and report the outcome of their audit to the Audit Committee and Group Management. Essential observations are also reported directly to the Board. Regarding the 2024 audit, the auditors have monitored the internal control in selected key processes and have reported their findings to the Audit Committee.

The governance, management, and control of Gränges are distributed among the shareholders at the Annual General Meeting, the Board of Directors and the CEO under Swedish Company Law, the Swedish Code of Corporate Governance, and the Articles of Association.

#### Auditor's report on the corporate governance statement

To the general meeting of the shareholders of Gränges AB (publ), corporate identity number 556001-6122

#### Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the year 2024 on pages 58–71 and that it has been prepared in accordance with the Annual Accounts Act.

#### The scope of the audit

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

#### Opinions

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

Stockholm 17 March 2025  
Ernst & Young AB

Andreas Troberg  
Authorized Public Accountant

#### Internal steering documents

Gränges' has a number of steering documents in form of Policies and Procedures that apply to all Gränges Group employees. These documents provide a framework and serve as a guide for the conduct of business at Gränges, delineating the distribution of responsibilities among the Board, Group Management, and employees. The adoption of Group Policies occurs either through approval by the Board or Group Management.

In addition to these overarching global steering documents, Gränges has local steering documents that specifically outline mandatory local requirements, unique tasks, roles, or functions within individual local organizations. These documents also encompass standards, procedures, or instructions applied at the local level to ensure alignment with regional contexts. This two-tiered approach enables Gränges to uphold a unified global standard while addressing the specific nuances and requirements of diverse local environments.

#### Global policies

The global policies set out the mandatory requirements and principles for all Group companies and employees of Gränges Group. Gränges has the following global policies:

- Code of Conduct
- Accounting Policy
- Anti-Corruption Policy
- Authorization Policy
- Environmental Policy
- Financial Management Policy
- Global Privacy Policy
- Information Policy
- Information Technology Policy
- Information Technology Security Policy
- Insider Policy
- Insurance Policy
- Internal Control Policy
- Investment Policy
- Metal Management Policy
- Occupational Health & Safety Policy
- Responsible Sourcing Policy
- Supplier Code of Conduct Policy
- Whistleblower Policy including procedure

# Board of Directors



**Fredrik Arp**

Chairman of the Board

**Born:** 1953

**Education:** M.Sc. Economics and Ec. Doctor h.c., Lund University.

**Position:** Chairman of the Board. Elected to the Board in 2020. Chairman of the Remuneration Committee.

**Other assignments:** Chairman of the Board in Bravida Holding AB and Nolato AB.

**Previous positions:** Chairman of the Board in, among others Ahlsell AB, Bröderna Edstrand AB, Munksjö AB, Thule AB, Parques Reunidos SA and Qioptiq SA. Board member of, among others Swedfund International AB, Vattenfall AB, Getinge AB and Technogym S.p.a. CEO for PLM AB, Volvo Personvagnar AB and Trelleborg AB.

**Own and related parties' shareholding:** 13,636 shares.



**Steven Armstrong**

Board member

**Born:** 1964

**Education:** BA (Hons) in Business Studies & Economics, East London University.

**Position:** Board member. Elected to the Board in 2022. Member of the Remuneration Committee.

**Other assignments:** Chairman of the Board in Morgon Motor Company. Member of the Board of Governors of the University of East London.

**Previous positions:** Various management positions within Ford, among others Corporate Officer at Ford Motor Company, President at Changan Ford, Ford Brazil and Ford South America. Chairman, President and CEO at Ford Europe. SVP Purchasing and COO at Volvo Cars. COO at Getrag Ford Transmissions.

**Own and related parties' shareholding:** 0 shares.



**Mats Backman**

Board member

**Born:** 1968

**Education:** B.Sc. Business Administration, Stockholm University.

**Position:** Board member. Elected to the Board in 2018. Chairman of the Audit Committee.

**Other assignments:** Executive Vice President Group Finance and CFO in Volvo Group.

**Previous positions:** Operating Partner Triton. Group CFO in Trustly. CFO and Executive Vice President of Financial Affairs in Veoneer, Inc. CFO at Autoliv, Inc. Various management positions within Sandvik Group, including as CFO.

**Own and related parties' shareholding:** 15,000 shares.



**Mikael Bratt**

Board member

**Born:** 1967

**Education:** Studies in Business Administration, University of Gothenburg.

**Position:** Board member. Elected to the Board in 2024. Member of the Remuneration Committee.

**Other assignments:** President, CEO and member of the Board of Directors of Autoliv Inc. Member of the Advisory Board of the United Nations Road Safety Fund.

**Previous positions:** President Passive Safety, Autoliv. Various management positions within Volvo Group, including CFO and part of the Group executive management. Board member of Höganäs AB.

**Own and related parties' shareholding:** 5,100 shares.

# Board of Directors



**Martina Buchhauser**

Board member

**Born:** 1966

**Education:** M.Sc. Management, Stanford University.

**Position:** Board member. Elected to the Board in 2021. Member of the Audit Committee.

**Other assignments:** Senior advisor at H&Z Management Consulting and member of the Advisory Board at NextSource Materials Inc.

**Previous positions:** Member of the Advisory Board at OP Mobility and Sono Motors. Chief Procurement Officer of Volvo Cars Corporation and member of the management team. Senior Vice President Purchasing and Supplier Network for Interior at BMW. Vice President of Procurement at MAN Truck & Bus. Various executive roles in the Purchasing, Supply Chain and Quality area of Opel and General Motors.

**Own and related parties' shareholding:** 0 shares.



**Peter Carlsson**

Board member

**Born:** 1970

**Education:** B.Sc. Business Administration and Tech. Doctor h.c., Luleå University of Technology.

**Position:** Board member. Elected to the Board in 2016. Member of the Remuneration Committee.

**Other assignments:** Board member of Northvolt, Orbital Systems and Q Group.

**Previous positions:** CEO at Northvolt. Vice President Supply Chain and Chief Procurement Officer at Tesla Motors. Senior Vice President and Chief Procurement Officer at NXP Semiconductors. Head of Sourcing at Sony Ericsson. Board member in Metso and Rosti Group.

**Own and related parties' shareholding:** 10,000 shares.



**Cecilia Daun Wennborg**

Board member

**Born:** 1963

**Education:** BS. in Business Administration, Stockholm University.

**Position:** Board member. Elected to the Board in 2024. Member of the Audit Committee.

**Other assignments:** Board member of, among others, Getinge AB (publ), Loomis AB (publ), Bravida Holding AB (publ), Oncopeptides AB (publ), Atvexa AB (publ) and Chairman of the Board for Almi AB, and member of Swedish Securities Council.

**Previous positions:** Deputy CEO and CFO of Ambea AB, CEO and CFO of Carema Vård och Omsorg AB, acting CEO of Skandiabanken, Head of Swedish Operations at Skandia and President of Skandia Link, and among others Board member of Hotell Diplomat AB, Eleda AB, Atos Medical Holding AB (publ), Hoist Finance AB (publ), Sophiahemmet and ICA Gruppen AB (publ).

**Own and related parties' shareholding:** 5,000 shares.



**Gunilla Saltin**

Board member

**Born:** 1965

**Education:** Ph.D. in chemical engineering, University of Idaho, MBA from the Stockholm School of Economics, and M.Sc. in chemical engineering from the Royal Institute of Technology, Stockholm.

**Position:** Board member. Elected to the Board in 2023. Member of the Audit Committee.

**Other assignments:** Managing Director of Tata Steel Nederland's Downstream business and Member of the Management Board.

**Previous positions:** Board member of LKAB. CEO of Mondi's Uncoated Fine Paper business. Various positions at Södra Group, for example, the positions as Executive Vice President Södra Cell and Site Manager Södra Cell Värö.

**Own and related parties' shareholding:** 2,400 shares.

# Board of Directors – Employee representatives



**Emma Hansen Lamprecht**

Board member –  
Employee representative

**Born:** 1994

**Education:** Strategic purchasing, TUC Higher Vocational Education.

**Description:** Strategic purchaser, employed at Gränges since 2021. Employee representative of the Board since 2023.

**Other assignments:** Chairperson of the Unionen club board and the PTK board representing Gränges Sweden.

**Own and related parties' shareholding:** 0 shares.



**Tobias Johansson**

Board member –  
Employee representative

**Born:** 1976

**Education:** Natural farming, High School.

**Description:** Process operator, employed at Gränges since 1998. Employee representative of the Board since 2024 and deputy since 2023.

**Other assignments:** Board member of IF Metall at Gränges Finspång.

**Own and related parties' shareholding:** 0 shares.



**Jennie Bjerner**

Deputy board member –  
Employee representative

**Born:** 1984

**Education:** Bachelor in Industrial Engineering and Management, Jönköping university.

**Description:** Product development engineer, employed at Gränges since 2014. Deputy employee representative of the Board since 2024.

**Other assignments:** Board member of Sveriges Ingenjörer/Academics Association representing Gränges Sweden.

**Own and related parties' shareholding:** 30 shares.



**Åke Larsson**

Deputy board member –  
Employee representative

**Born:** 1969

**Education:** Industrial Technology Program, High School

**Description:** Material Inspector, employed at Gränges since 1988. Deputy employee representative of the Board since 2024.

**Other assignments:** Board member of IF Metall at Gränges Finspång.

**Own and related parties' shareholding:** 0 shares.



## Auditor

**Andreas Troberg**

Auditor in charge Ernst & Young AB

**Born:** 1976

**Description:** Authorized public accountant and member of FAR.

**Other assignments:** Alfa Laval, Munters and Lantmännen.

# Group Management



**Jörgen Rosengren**  
President and CEO

**Born:** 1967  
**Education:** M.Sc. Electrical Engineering, Lund Institute of Technology.  
**Position:** President and CEO since 2021. Member of Group Management since 2021.  
**Other assignments:** Board member in OEM International AB.  
**Previous positions:** President & CEO in Bufab Group, 2012–2021. Vice President, Global Category Manager in Husqvarna Group, 2004–2011, Electrolux 2003, McKinsey & Company, 1997–2002, Philips Electronics 1993–1997.  
**Own and related parties' shareholding:** 145,000 shares, 60,217 restricted share units and 519,600 warrants.



**Oskar Hellström**  
CFO and Deputy CEO

**Born:** 1979  
**Education:** M.Sc. Engineering, Linköping University and B.Sc. Business Administration & Economics, Stockholm University.  
**Position:** CFO since 2013 and Deputy CEO since 2017.  
**Other assignments:** Board member in Beijer Alma AB.  
**Previous positions:** CFO in Sapa Heat Transfer, 2011–2013. Director Group Development & Control in Sapa Group, 2009–2011. Strategy Manager in Sapa Group, 2008–2009. Consultant at Booz Allen Hamilton, 2005–2008.  
**Own and related parties' shareholding:** 60,000 shares, 43,591 restricted share units, 40,000 call options and 255,000 warrants.



**Sofia Hedevåg**  
SVP Sustainability

**Born:** 1980  
**Education:** M.Sc. Business Administration, Stockholm School of Economics.  
**Position:** SVP Sustainability since 2020. Member of Group Management since 2021.  
**Other assignments:** –  
**Previous positions:** Member of extended Group Management 2020–2021. VP Sustainability in Gränges 2017–2020. VP Group Business Control at Swedish Match 2014–2017. Director Corporate Sustainability & Business Analysis at Swedish Match 2012–2014. Various positions at Swedish Match 2008–2012.  
**Own and related parties' shareholding:** 4,250 shares, 16,213 restricted share units and 215,000 warrants.



**Patrick Lawlor**  
President Americas

**Born:** 1964  
**Education:** B.Sc. Economics and certified Accountant, College of Commerce, Dublin.  
**Position:** President Americas since 2016. Member of Group Management since 2016.  
**Other assignments:** Board member in Aluminium Association in the US.  
**Previous positions:** President Americas in Sapa Extrusions, 2010–2015. CFO in Sapa Extrusion North America, 2009–2010. CFO in Indalex, Inc., 2007–2009. Several management positions in Norsk Hydro, 1997–2007.  
**Own and related parties' shareholding:** 99,355 restricted share units and 65,000 synthetic call options and 257,500 synthetic warrants.



**Colin Xu**  
President Asia

**Born:** 1976  
**Education:** M.Sc. Economics and Business Administration, MBA, China Europe International Business School.  
**Position:** President Asia since 2013. Member of Group Management since 2013.  
**Other assignments:** Supervisor in Shanghai Realman Energy Technology Co.  
**Previous positions:** MD in Sapa Heat Transfer Shanghai, 2011–2013. Sapa Heat Transfer Shanghai, 2001–2010, with several leading management positions since 2003.  
**Own and related parties' shareholding:** 34,812 restricted share units and 255,000 synthetic warrants.



**Fredrik Spens**  
President Europe

**Born:** 1975  
**Education:** M.Sc. Engineering, Royal Institute of Technology, Stockholm.  
**Position:** President Europe since 2022. Member of Group Management since 2022.  
**Other assignments:** –  
**Previous positions:** MD in Gränges Finspång AB, 2020–2022. VP Sales and Marketing, Gränges Finspång AB, 2017–2020. Head of Product Area Primary Products in Sandvik Materials Technology, 2014–2017, different senior positions at Sandvik, 2006–2014. Consultant at BTS, 2000–2006.  
**Own and related parties' shareholding:** 4,500 shares, 31,821 restricted share units and 255,000 warrants.