

## CAPITAL NEEDS AND INVESTMENTS

All companies in the European envelope industry have roughly the same production equipment. The age of the machinery is of limited importance for production efficiency, but newer machines generally have higher capacity. Machine wear is low, and production control and automation are crucial for cost-effective production. In general, the long life of the machines inhibits scrapping and consolidation in the industry.

On the other hand, the low investment needs lead to very good cash generating capacity. At year-end the Group's machinery consisted of about 150 envelope machines and 100 overprinting presses. The investment need in existing structure is judged to be limited during the next few years and clearly less than the Group's depreciation costs.

## FINANCIAL RISK MANAGEMENT

Information regarding goals and applied principles for financial risk management, use of financial instruments and exposure to currency risks, interest rate risks and liquidity risks is provided in note 1.

## DISPUTES

Bong has no on-going or pending material legal disputes.

## ENVIRONMENT

Bong complies with the environmental laws and rules that apply in each country to this type of industrial production. By means of measurements and regular inspections, Bong has ensured that emission limits are not exceeded. There are no indications that the laws in this area will change in such a way that Bong would be affected to any significant extent or that Bong would be unable to comply with these requirements in the future.

## SENSITIVITY ANALYSIS

Important factors that affect Bong's earnings and financial position are the volume trend for envelope sales, the price trend for envelopes, paper prices, payroll costs, currency rate changes and interest rate levels. The table below shows how Bong's 2016 earnings would have been affected by a change in a number of business-critical parameters. Reported effects should be regarded merely as an indication of how profit after financial items would have been affected by an isolated change in the particular parameter.

Parameter	Change	Impact on earnings after financial items, SEK million
Price	+/- 1%	21 +/-
Volume	+/- 1%	10 +/-
Paper prices	+/- 1%	11 -/+
Payroll costs	+/- 1%	6 -/+
Interest level borrowing	+/- 1% point	2 -/+

## CORPORATE GOVERNANCE REPORT

Effective and clear corporate governance helps secure the confidence of Bong's stakeholder groups while also increasing focus on business benefits and shareholder value in the Company. Bong's Board of Directors and management strive, by means of great transparency, to make it easier for the individual shareholder to follow the Company's decision pathways and to clarify where in the organisation responsibilities and powers lie.

## CORPORATE GOVERNANCE PRINCIPLES

Corporate governance within Bong AB (Bong) is based on applicable legislation, the regulatory framework for Nasdaq Stockholm and various internal guidelines. The most recent version of the Swedish Code of Corporate Governance ("the Code") was published in November 2016 and covers all listed companies as of 1 November 2016. Bong applies the Code, and in those cases the Company has chosen to disregard the rules of the Code, a reason is given in the appropriate section of the Corporate Governance Report.

Bong is a Swedish public limited liability company whose shares are traded on Nasdaq Stockholm in the Small Cap segment. Bong has around 2,000 shareholders.

Responsibility for management and control of Bong is divided between the shareholders at the General Meeting of Shareholders, the Board of Directors, its elected committees and the CEO, according to the Swedish Companies Act, other acts and ordinances, the Code and other applicable rules governing listed companies, the Articles of Association and the Board's internal policy instruments. The purpose of corporate governance is to define a clear division of responsibilities and roles between owners, Board of Directors, executive management and appointed control bodies.

## CORPORATE GOVERNANCE REPORT 2016

### OWNER INFLUENCE

Governance of Bong is exercised via the General Meeting of Shareholders, the Board of Directors and the CEO. The highest decision-making body in Bong is the General Meeting of Shareholders.

The Annual General Meeting (AGM) elects the Company's Board of Directors. The duties of the AGM also include adopting the Company's financial statements, deciding how to distribute the earnings, and deciding whether or not to discharge the members of the Board and the CEO from liability. The AGM also elects Bong's auditors. Twentyfour shareholders, representing 46 per cent of the total number of shares and votes in the Company, participated in Bong's Annual General Meeting on 18 May 2016 in Malmö, Sweden. All Board members and the Company's auditors were present or represented at the AGM. Bong's principal shareholders can be seen under the heading Shareholders, page 13.

### BOARD OF DIRECTORS

Bong's Board of Directors decides on the Group's overall strategy and on the acquisition and disposal of business entities and real estate.

The work of the Board is regulated, e.g. by the Swedish Companies Act, the Articles of Association and the rules of procedures adopted by the Board for its work. According to the Articles of Association, the Board of Directors shall consist of at least four and at most nine members.

From the time of the statutory meeting of the Board of Directors on 18 May 2016 the Board consisted of five AGM-elected members without deputies and two employee members with one deputy. The chairman of the board since the AGM 2016 is Christian Paulsson. The other Members of the Board are Eric Joan, Mikael Ekdahl (vice chairman), Helena Persson and the company's CEO Stéphane Hamelin. Stéphane Hamelin was replaced by Håkan Gunnarsson on 1 January 2017.

The Board of Directors has appointed from among their number two committees: the Audit Committee and Remuneration Committee.

## REMUNERATION OF THE BOARD

Christian Paulsson received a fee of SEK 200,000 as Chairman of the Board of Directors since the AGM 2016. Christian Paulsson has also received a fee of SEK 50,000 (150,000) for his time as Board member until the AGM 2016 and SEK 100,000 (50,000) for his time as member of the Audit Committee. Eric Joan received a fee of SEK 100,000 (300,000) as Chairman of the Board of Directors and 100,000 (0) as a member of the board up until the AGM 2016. The amount corresponds to the fee stipulated by the AGM. No other fees were paid. There is no agreement on pension, severance pay or other benefits. Information about remuneration of the Board of Directors, as resolved by the 2016 Annual General Meeting, can be found in note 4.

### BOARD MEMBERS ELECTED BY THE AGM

Christian Paulsson (b. 1975)

Chairman of the Board since May 2016 and Board member since 2014.

Member of the Audit Committee and Chairman of the Remuneration Committee.

Education and previous experience: Bachelor of Business Administration, European University Bruxelles. CEO and deputy CEO of the business systems company IBS AB and CEO of the broker firm Lage Jonason AB. Corporate Finance experience from Mangold Fondkommission, Alfred Berg/ABN Amro Fondkommission and Booz & Co.

Other directorships/positions: Board member and CEO of hubbr AB. Board member of Huntway AB, Makalös AB, Paulsson Advisory AB and hubbr Finance AB.

Terminated board appointments/partnerships over the past five years: Chairman of the Board of Cross Sportswear International AB, Member of the Board of IBS AB, Caperio Holding AB and Apper Systems AB. Holding in Bong: 9,126,695 shares through Paulsson Advisory AB.

Eric Joan (b. 1964)

Board member since 2010 and Chairman of the Board from September 2014 to May 2016.

Education: Graduate from École Polytechnique Universitaire de Lille and Harvard Business School.

Other appointments/positions: CEO of Hamelin Group.

Terminated board appointments/partnerships over the past five years: -. Holding in Bong: -.

Mikael Ekdahl (b. 1951)

Board member since 2001. Chairman of the Audit Committee and member of the Remuneration Committee.

Education and previous experience: LL.B and MSc Business and Economics, Lund University. Member of the Swedish Bar Association, former partner of, now in cooperation with Mannheimer Swartling Advokatbyrå AB.

Other directorships/positions: Vice chairman of Melker Schörling AB (publ), Chairman of the Board of Absolent Group AB and Mikael Ekdahl AB. Deputy member of the Board of Melker Schörling Tjänste AB.

Terminated board appointments/partnerships over the past five years: Chairman of the Board of Maltesholms Konsult och Förvaltnings Aktieföretag. Member of the Board of AAK AB, (publ.), Börje Jönsson Åkeri AB, KB Components AB and Torkelson Möbel AB.

Holding in Bong: 60,000 shares.

Stéphane Hamelin (b. 1961)

Board member since 2010 and Chairman of the Board from May 2013 to September 2014. Member of the Remuneration Committee.

Education and previous experience: CEO of Bong AB. Active at Borloo law firm 1984-1989.

Other appointments/positions: Chairman of the Board of Holdham S.A. Terminated board appointments/partnerships over the past five years: -. Holding in Bong: 52,850,282 shares through Holdham S.A.

Helena Persson (b. 1970)

Board member since 2015.

Education and previous experience: B. Sc. in Human Resources Development and Labour Relations, Lund University. Holds a position in Human Resources at E.ON Sweden AB and has previous experience as HR-consultant, HR Director at Pergo Europe AB, HR Manager at Clinical Data Care and as representative of Swedish Pharmaceutical Association and Akademikerförbundet SSR.

Other directorships: Deputy board member in Indus Consulting AB.

Terminated board appointments/partnerships over the past five years: Board member in Declam AB, Pergo Golv AB.

Holding in Bong: 50,000 shares.

#### EMPLOYEE REPRESENTATIVES

Peter Harrysson (b. 1958)

Employee representative on the Board of Bong AB since 1997.

Representative of Grafiska Personalklubben.

Education and previous experience: Factory worker at Bong Retail Solutions AB.

Other directorships/positions: Member of the Board of Nybro Bostadsaktiebolag.

Terminated board appointments/partnerships over the past five years: -. Holding in Bong: -.

Christer Muth (b. 1954)

Employee representative on the Board of Bong AB since 2008.

Representative of PTK.

Education and previous experience: Sales and customer service, Bong Sverige AB.

Other positions/directorships:-.

Terminated board appointments/partnerships over the past five years: -. Holding in Bong: -.

#### RULES OF PROCEDURE FOR THE BOARD

The Board of Directors has adopted written rules of procedure and issued written instructions concerning the division of responsibilities between the Board and the CEO. There are instructions regarding information to be furnished regularly to the Board of Directors. During financial year 2016, the Board of Directors held fourteen meetings in addition to the statutory meeting. The CEO provided board members with information at all regular meetings about the financial position of the Group and significant events in the Company's operations. The Board meets at least four times a year in addition to the statutory meeting. One of the meetings can be held at one of the Group's units and be combined with an in-depth review of this unit.

Key issues that the Board of Directors addressed in 2016 included:

- 3 January Financing
- 27 January Financing
- 17 February Year-End Report and Auditors' Report
- 18 May Interim Report Q1 and Statutory Board meeting after AGM 2016
- 7 June Prospectus for Listing of Bond on Nasdaq Stockholm (Corporate Bond List)
- 18 July Interim Report Q2
- 13 September Subsidiary visit
- 18 October Appointment of Håkan Gunnarsson as CEO
- 16 November Interim Report Q3
- 15 December Budget 2017

#### INDEPENDENT MEMBERS AND ATTENDANCE AT BOARD MEETINGS

Bong complies with the Stockholm Stock Exchange's listing agreement and the Code with regard to requirements for independent Board members.

#### COMPOSITION OF THE BOARD OF DIRECTORS AND NUMBER OF FORMAL MEETINGS IN 2016

	Independent of company <sup>1</sup>	Independent of major shareholders <sup>1</sup>	Attendance at board meetings
Christian Paulsson	Yes	No	13
Eric Joan	Yes	No	12
Stéphane Hamelin	No	No	14
Mikael Ekdahl	Yes	Yes	13
Helena Persson	Yes	Yes	14

<sup>1</sup> The assessment of the independence of the Board members has been made in accordance with Nasdaq Stockholm's Rules for Issuers and criteria of independence.

#### RESTRICTIONS ON VOTING RIGHTS

The Company's articles of association do not contain any limitations in respect to how many votes each shareholder may cast at an AGM or a General Meeting of Shareholders..

#### NOMINATION COMMITTEE

The Annual General Meeting appoints a Nomination Committee whose task is to submit proposals to the AGM in consultation with the principal owners on the composition of the Board of Directors.

The Nomination Committee elected by the 2016 AGM consisted of three members: Stéphane Hamelin (Holdham S.A.), Ulf Hedlundh (Svolder AB) and Christian Paulsson (Paulsson Advisory AB). Stéphane Hamelin was appointed Chairman of the Nomination Committee.

Since Bong's principal shareholders (Holdham S.A. and Paulsson Advisory AB), represented about 37 per cent of votes, it was only natural that they were represented on the Nomination Committee. Furthermore, said shareholders considered it to be natural that a representative from one of the largest shareholders in terms of votes should serve as Chairman of the Nomination Committee. The Nomination Committee has dealt with the issues that follow from the Code and received a Board evaluation from the Board. The evaluation was performed using a questionnaire which showed that the Board has a good functionality. The Nomination Committee has had one formal meeting with regular contacts in between.

#### REMUNERATION COMMITTEE

The Board of Directors has appointed a Remuneration Committee consisting of Christian Paulsson, chairman, Mikael Ekdahl and Stéphane Hamelin.

The Committee implemented in 2016 the changes in EUs audit package and its task is to review and give the Board recommendations regarding the principles for remuneration, including performance-based remuneration of the Company's senior executives. Issues concerning the CEO's terms of employment, remuneration and benefits are prepared by the Remuneration Committee and decided by the Board of Directors. The CEO's salary consists of a fixed portion and a variable portion. The variable component, which is re-examined annually, is dependent on the achievement of results for the Company and the CEO.

The Remuneration Committee met on two occasions in 2016, at which all members participated.

#### AUDIT COMMITTEE

The Board of Directors has appointed an Audit Committee consisting of Mikael Ekdahl, chairman, and Christian Paulsson.

The Audit Committee shall oversee that the Company's accounts are prepared with full integrity for the protection of the interests of shareholders and other parties and specifically be responsible to review and monitor the impartiality and independence, and paying particular attention to whether the auditor is delivering other services to the holding company other than auditing. In addition, the Audit Committee shall approve all permissible non-audit services, issue guidelines on allowable tax and valuation services, ensuring that the fees for permitted non-audit services do not exceed the 70 per cent rule and monitor the auditor's assessment of its impartiality and independence. The 70 per cent rule means that fees for advisory services may not exceed 70 per cent of the last three years' average audit fee.

The Audit Committee met three times in 2016, at which all members participated.

#### EXTERNAL AUDITORS

Bong's auditors are elected by the AGM for a term of one year. The 2016 AGM elected accounting firm PricewaterhouseCoopers AB, with authorised auditor Lars Nilsson, as principal auditor, and authorised auditor Christer Olausson as co-auditor, for a one-year mandate period.

The auditors review the Board's and the CEO's administration of the Company and the quality of the Company's audit documents. The auditors report the results of their review to the shareholders via the Audit Report, which is presented at the AGM. In addition, the auditors submit detailed accounts to the Board of Directors at least once a year and report to the Audit Committee at each of its meetings.

#### THE CEO AND GROUP MANAGEMENT

The CEO leads the day-to-day management of the Company in accordance with the Board's guidelines and directions. The CEO is responsible for keeping the Board of Directors informed and ensuring that the Board has all the factual material needed to make informed decisions. The CEO also keeps the Chairman of the Board informed, by continuous dialogue, of the development of the Group. The CEO and others in the Group Management hold formal meetings about every quarter, as well as a number of informal meetings, to go through the results of the previous month and discuss strategy questions.

In 2016, Bong's Group Management consisted of five persons, including one woman. The Group consists of the parent company Bong AB and a number of subsidiaries, as reported in note 19. Reporting by subsidiaries takes place on a monthly basis. The boards of the subsidiaries mainly consist of members of Bong's corporate management.

#### REMUNERATION FOR GROUP MANAGEMENT

The 2016 AGM decided that the Group Management's salaries should consist of a fixed basic salary plus variable performance-based remuneration. The variable remuneration can be paid for performance that exceeds what is normally expected of a member of the Group Management after an evaluation has been made of individual performances and the Company's reported profit.

The extent to which pre-established goals for the Company and the senior executive have been achieved is taken into account when establishing the variable remuneration. The total remuneration for members of the Group Management should be set at market terms.

#### INTERNAL CONTROL

The Board of Directors is responsible for ensuring that there is a good system for internal control and risk management.

Responsibility for creating good conditions for working with these matters is delegated to the CEO. Both Group Management and managers at different levels in the Company bear this responsibility in their respective areas. Powers and responsibilities are defined in policies, guidelines and instructions for authorisation rights.

#### THE BOARD'S STATEMENT REGARDING INTERNAL CONTROL

According to the Code, the Board of Directors shall annually submit a description of the Company's system for internal control and risk management regarding financial reporting. This report is prepared in accordance with the Code.

#### ORGANISATION FOR INTERNAL CONTROL

Internal control regarding financial reporting is a process designed to provide reasonable assurance regarding the reliability of the external and financial reporting and whether the financial statements are prepared in accordance with generally accepted accounting principles, applicable acts and ordinances and other requirements for listed companies. The internal control activities are included in Bong's administrative procedures. Internal control regarding financial reporting in Bong can be described in accordance with the following framework.

#### CONTROL ENVIRONMENT

Internal control in Bong is based on a control environment that includes values and management culture, follow-up, a clear and transparent organisational structure, division of duties, the duality principle, quality and efficiency of internal communications.

The basis of the internal control regarding financial reporting consists of a control environment with organisation, decision-making channels, powers and responsibilities that have been documented and communicated in governing documents, such as internal policies, guidelines and instructions, as well as job descriptions for controlling functions. Examples are rules of procedure for the Board of Directors and CEO, instructions for financial reporting, information policy and authorisation instructions.

#### CONTROL ACTIVITIES

The control activities include both general and more detailed controls intended to prevent, detect and correct errors and non-conformance. The control activities are devised and documented at the corporate and departmental level. The internal regulatory framework with policies, guidelines and instructions comprises the most important tool for furnishing information and instructions for the purpose of securing the financial reporting. In addition, a standardised reporting package is used by all subsidiaries in order to ensure consistent application of Bong's principles and coordinated financial reporting.

#### RISK ASSESSMENT

Bong continuously evaluates the risks surrounding reporting that may arise. Furthermore, the Board of Directors is responsible for ensuring compliance with insider laws and standards for furnishing information. The overall financial risks are defined and taken into consideration in establishing the Group's financial goals.

The Group has an established, but changeable, system for management of business risks that is integrated in the Group's control process for business planning and performance. In addition, seminars are routinely held on business risks and risk assessment within the Group. There are procedures for ensuring that significant risks and control deficiencies are, when necessary, detected by the Group Management and the Board of Directors on a periodic basis.

#### INFORMATION AND COMMUNICATIONS

In order to ensure effective and correct information, both internally and externally, good communications are required. Within the Group there are guidelines for ensuring that relevant and essential information is communicated within the Group, within each unit and between the management and the Board of Directors. Policies, manuals and work descriptions are available on the Company's intranet and/or in printed form. In order to ensure that external information is correct and complete, Bong applies an information policy adopted by the Board of Directors.

#### FOLLOW-UP

The CEO is responsible for ensuring that internal control is organized and followed up in accordance with the guidelines established by the Board of Directors. Financial governance and control are exercised by the Group accounting function. The financial reporting is analysed monthly at a detailed level. The Board of Directors has regular access to financial reports, and the Company's financial situation is dealt with at every Board meeting. Every quarterly report is gone through by the Board of Directors. The CEO is responsible for ensuring that independent objective reviews are performed for the purpose of systematically evaluating and proposing improvements in the Group's processes for governance, internal control and risk management. In view of this, and how the financial reporting has otherwise been organised, the Board of Directors finds no need for a special internal auditing function.

#### PROPOSED DISTRIBUTION OF EARNINGS

The Board of Directors proposes that the earnings available for distribution, SEK 975,375,628.65 be carried forward. See note 37.

#### BOARD'S OPINION CONCERNING PROPOSED DIVIDEND

Bong's current priority is to reduce debt and improve profitability. Therefore, the Board proposes that no dividend be paid for 2016. No dividend was paid for 2015.