20221114011148

Årsredovisning för

Relais Group Sweden AB

559173-7720

Räkenskapsåret

2021-01-01 - 2021-12-31

20221114011149

Innehållsförteckning:

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20221114011150

Förvaltningsberättelse

Styrelsen och verkställande direktören för Relais Group Sweden AB, 559173-7720, med säte i Stockholm, får härmed avge årsredovisning för räkenskapsåret 2021-01-01 - 2021-12-31.

Allmänt om verksamheten

Relais Group Sweden AB registrerades den 2 oktober 2018 och har sitt säte i Stockholm.

Bolagets verksamhetsföremål är att, direkt eller indirekt genom dotterbolag, äga och utveckla lös och fast egendom, importera, agera grossist, distribuera, utveckla och marknadsföra reservdelar till bilar och relaterade tillbehör, utrustning och service samt annan tillhörande verksamhet.

Bolagets moderbolag är Relais Group Oyj, 2566730-3, med säte i Finland.

Utveckling av företagets verksamhet, resultat och ställning

Belopp i Tkr

	2021-12-31	*2020-12-31*	*2019-12-31*
Nettoomsättning	12 240	11 900	-
Resultat efter finansiella poster	-14 978	-19 915	-7 512
Balansomslutning	1 122 168	992 569	771 819
Avkastning på eget kapital %	-7,2	-12,8	0,9
Soliditet %	18,4	15,7	9,4

Definitioner: se not

Väsentliga händelser under räkenskapsåret

Bolaget har under räkenskapsåret förvärvat aktier i svenska dotterbolaget STS Sydhamnens Trailer Service AB, 556533-3225, motsvarande 100% av aktierna.

Eget kapital

	Aktiekapital	*Fritt eget kapital*
Vid årets början	50	155 925
Disposition enl årsstämmobeslut		
Årets resultat		50 741
Vid årets slut	**50**	**206 666**

Förslag till disposition av företagets vinst eller förlust

Styrelsen föreslår att fritt eget kapital, kronor 206 666 094, disponeras enligt följande:

	Belopp i Tkr
Balanseras i ny räkning	206 666
Summa	**206 666**

Vad beträffar resultat och ställning i övrigt hänvisas till efterföljande resultat- och balansräkning med tillhörande noter

20221114011151

Resultaträkning

Belopp i Tkr	*Not*	*2021-01-01-2021-12-31*	*2020-01-01-2020-12-31*
Nettoomsättning	2	12 240	11 900
Övriga rörelseintäkter		5	-
		12 245	11 900
Rörelsens kostnader			
Övriga externa kostnader		-2 287	-4 704
Personalkostnader	3	-7 504	-3 573
Övriga rörelsekostnader		-23	-7
Rörelseresultat		2 431	3 616
Resultat från finansiella poster			
Ränteintäkter och liknande resultatposter		52	1 012
Räntekostnader och liknande resultatposter	4	-17 461	-24 542
Resultat efter finansiella poster		-14 978	-19 914
Bokslutsdispositioner	5	77 000	60 000
Resultat före skatt		62 022	40 086
Skatt på årets resultat		-11 281	-8 996
Årets resultat		50 741	31 090

20221114011152

Balansräkning

Belopp i Tkr	*Not*	*2021-12-31*	*2020-12-31*
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	6	1 034 227	922 361
		1 034 227	922 361
Summa anläggningstillgångar		1 034 227	922 361
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag	7	78 588	62 375
Övriga fordringar		9 105	236
Förutbetalda kostnader och upplupna intäkter		248	45
		87 941	62 656
Kassa och bank		-	7 552
Summa omsättningstillgångar		87 941	70 208
SUMMA TILLGÅNGAR		1 122 168	992 569

20221114011153

Balansräkning

Belopp i Tkr	*Not*	*2021-12-31*	*2020-12-31*
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		50	50
		50	50
Fritt eget kapital			
Balanserad vinst eller förlust		155 925	124 835
Årets resultat		50 741	31 090
		206 666	155 925
Summa eget kapital		206 716	155 975
Långfristiga skulder			
Skulder till koncernföretag	*8*	682 072	732 372
		682 072	732 372
Kortfristiga skulder			
Leverantörsskulder	*8*	2 942	220
Skulder till koncernföretag	*8*	154 725	74 347
Skatteskulder		20 277	8 996
Övriga kortfristiga skulder		17 846	720
Upplupna kostnader och förutbetalda intäkter	*9*	37 590	19 939
		233 380	104 222
SUMMA EGET KAPITAL OCH SKULDER		1 122 168	992 569

20221111401154

Noter

Not 1 Redovisningsprinciper

Belopp i Tkr om inget annat anges

Allmänna redovisningsprinciper

Årsredovisningen har upprättats i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Värderingsprinciper m m

Tillgångar, avsättningar och skulder har värderats utifrån anskaffningsvärden om inget annat anges nedan.

Koncernredovisning
Bolaget upprättar ingen koncernredovisning med hänvisning till ÅRL 7 kap 2§. Bolaget och dess dotterbolag omfattas av ett överordnat moderföretag.

Utländska valutor
Monetära tillgångs- och skuldposter i utländsk valuta värderas till balansdagens kurs. Transaktioner i utländsk valuta omräknas enligt transaktionsdagens avistakurs.

Inkomstskatter
Aktuella skatter värderas utifrån de skattesatser och skatteregler som gäller på balansdagen. Uppskjutna skatter värderas utifrån de skattesatser och skatteregler som är beslutade före balansdagen.

Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den utsträckning det är sannolikt att avdraget kan avräknas mot överskott vid framtida beskattning.

Fordringar och skulder nettoredovisas endast när det finns en legal rätt till kvittning.

Aktuell skatt, liksom förändring i uppskjuten skatt, redovisas i resultaträkningen om inte skatten än hänförlig till en händelse eller transaktion som redovisas direkt i eget kapital.

Aktier och andelar i dotterföretag
Aktier och andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott och koncernbidrag läggs till anskaffningsvärdet när de uppkommer. Utdelning från dotterföretag redovisas som intäkt.

20221114011135

Not 2 Nettoomsättning

Nettoomsättning, andel inom koncernen

	2021-01-01-2021-12-31	*2020-01-01-2020-12-31*
Management Fee, dotterbolag	100%	100%

Not 3 Anställda och personalkostnader

Medelantalet anställda

	2021-01-01-2021-12-31	*2020-01-01-2020-12-31*
	4	2
Totalt	**4**	**2**

Löner och andra ersättningar samt sociala kostnader, inklusive pensionskostnader

	2021-01-01-2021-12-31	*2020-01-01-2020-12-31*
Löner och andra ersättningar:	4 980	2 333
Sociala kostnader	2 457	1 223
(varav pensionskostnader) 1)	653	373

1) Av företagets pensionskostnader avser 331 tkr (f.å. 228) företagets VD och styrelse.

Not 4 Räntekostnader och liknande resultatposter

	2021-01-01-2021-12-31	*2020-01-01-2020-12-31*
Räntekostnader, koncernföretag	17 241	12 161
Räntekostnader, övriga	220	12 381
Summa	**17 461**	**24 542**

Not 5 Bokslutsdispositioner

	2021-01-01-2021-12-31	*2020-01-01-2020-12-31*
Mottagna koncernbidrag	77 000	60 000
Summa	**77 000**	**60 000**

20221111401156

Not 6 Andelar i koncernföretag

	2021-12-31	*2020-12-31*
Ackumulerade anskaffningsvärden:		
-Vid årets början	922 360	767 778
-Förvärv	111 867	154 582
Redovisat värde vid årets slut	**1 034 227**	**922 360**

Specifikation av moderföretagets innehav av aktier och andelar i koncernföretag

Dotterföretag / Org nr / Säte	*Antal andelar*	*i %*	*Redovisat värde*
AB Reservdelar, 556187-1806, Sundbyberg	720	100	589 728
Huzells i Karlstad, 556999-9999, Karlstad	1 100	100	98 174
Awimex International AB,556595-7825, Simrishamn	1 000	100	79 875
TD Tunga Delar Sverige AB, 556902-5835, Gävle	1 937	95	143 661
Helsingborgs Bildelsbutik AB,556675-9162, Helsingborg	1 000	100	10 821
Startax Sweden AB, 556595-7825, Stockholm	500	100	101
STS Sydhamnens Trailer Service AB, 556533-3225, Helsingborg	10 000	100	111 867
			1 034 227

Not 7 Fordringar hos koncernföretag

	2021-12-31	*2020-12-31*
Ackumulerade anskaffningsvärden:		
-Vid årets början	62 375	
-Tillkommande fordringar	77 000	62 375
-Reglerade fordringar	-60 787	
Redovisat värde vid årets slut	**78 588**	**62 375**

20221114011157

Not 8 Skulder till koncernföretag

Cashpool Relais Group Oyj		Ingående balans	0
		Erhållna lån	81 725
		Amorteringar	
	Summa		81 725
Moderföretag Relais Group Oyj		Ingående balans	782 902
		Erhållna lån	-28 381
	Summa		754 521
Dotterföretag AB Reservdelar		Ingående balans	10 000
		Amorteringar	-10 000
	Summa		0
Dotterföretag Bildelsbutiken HBG		Ingående balans	0
		Erhållna lån	550
		Amorteringar	
	Summa		550
Varav kortfristig del		**154 725**	
Leverantörsskulder		Ingående balans	13 267
		Förändring	-11 571
	Summa		1 696
	TOTAL		**838 492**

Not 9 Upplupna kostnader och förutbetalda intäkter

	2021-12-31	*2020-12-31*
Upplupna personalkostnader	2 024	1 257
Upplupna räntekostnader	35 395	18 374
Övriga upplupna kostnader	171	308
	37 590	**19 939**

Not 10 Ställda säkerheter och eventualförpliktelser

Ställda säkerheter

	2021-12-31	*2020-12-31*
Ställda säkerheter	*Inga*	*Inga*

Eventualförpliktelser

Inga

Not 11 Nyckeltalsdefinitioner

Balansomslutning:
Totala tillgångar.

Avkastning på eget kapital:
Resultat efter finansiella poster / Justerat eget kapital.

Soliditet:
(Totalt eget kapital + (100 % - aktuell bolagsskattesats av obeskattade reserver)) / Totala tillgångar.

20221114011158

Underskrifter

Stockholm 2022-03-31

Arni Ekholm
Styrelseordförande

Juan Garcia
Verkställande direktör

Vår revisionsberättelse har lämnats den 11 april 2022

Grant Thornton Sweden AB

Lars-Åke Andreasson
Auktoriserad revisor

20221114011159

REVISIONSBERÄTTELSE

Till bolagsstämman i Relais Group Sweden AB
Org.nr. 559173-7720

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Relais Group Sweden AB för år 2021.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Relais Group Sweden ABs finansiella ställning per den 31 december 2021 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Relais Group Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns.

Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.

- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.

- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.

- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

20221114011160

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Relais Group Sweden AB för år 2021 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Relais Group Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den 11 april 2022

Grant Thornton Sweden AB

Lars-Åke Andreasson
Auktoriserad revisor

20221114011161

Fastställelseintyg

Undertecknad styrelseledamot i Relais Group Sweden AB intygar härmed dels att denna kopia av årsredovisningen överensstämmer med originalet, dels att resultat- och balansräkningen fastställts på årsstämma 2022-04-15. Stämman beslutade också att godkänna styrelsens förslag till resultatdisposition.

Sundbyberg 2022-05-23

Juan Garcia
Verkställande direktör

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ANNUAL REPORT 2021

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Responsibility

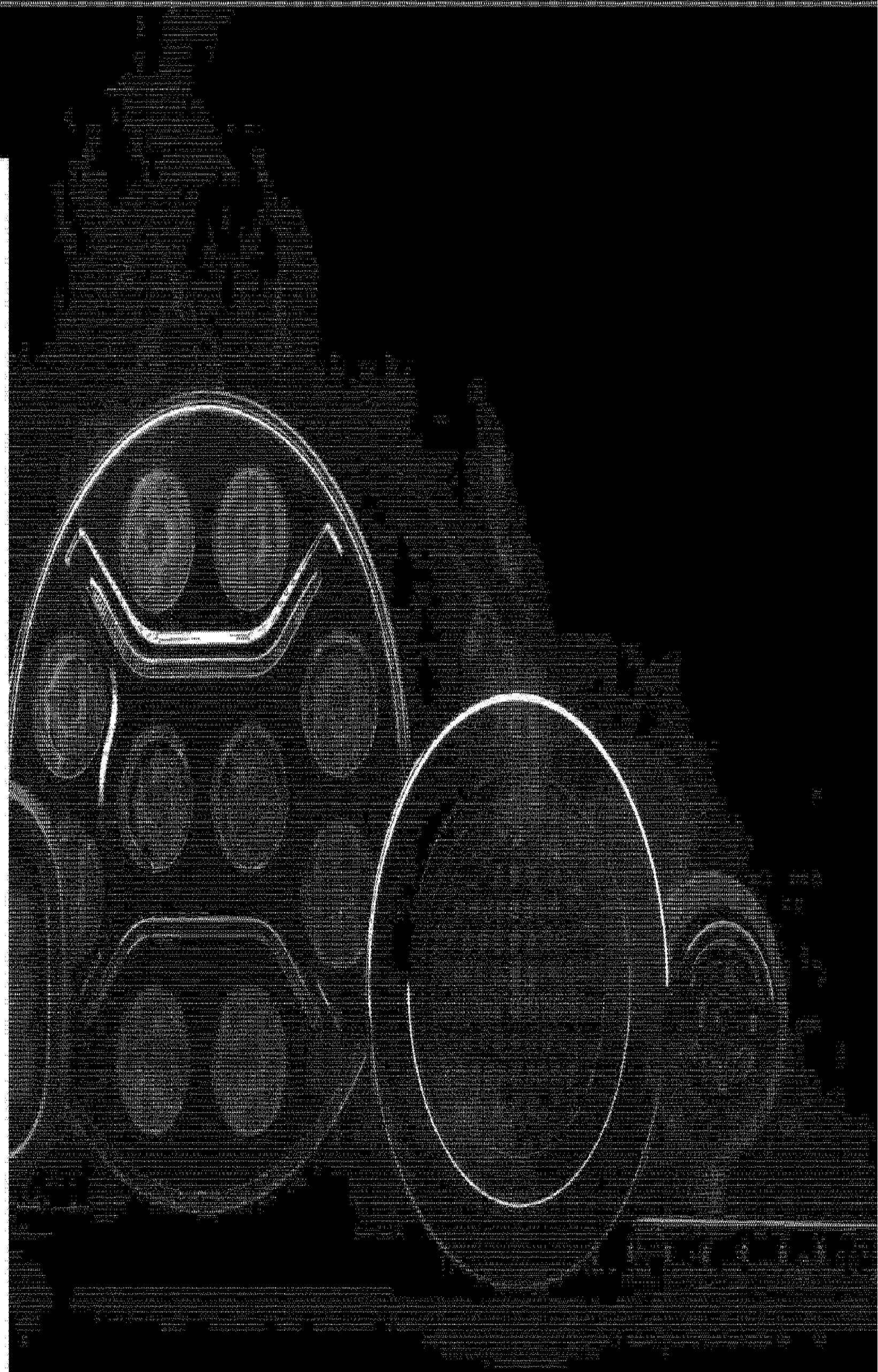
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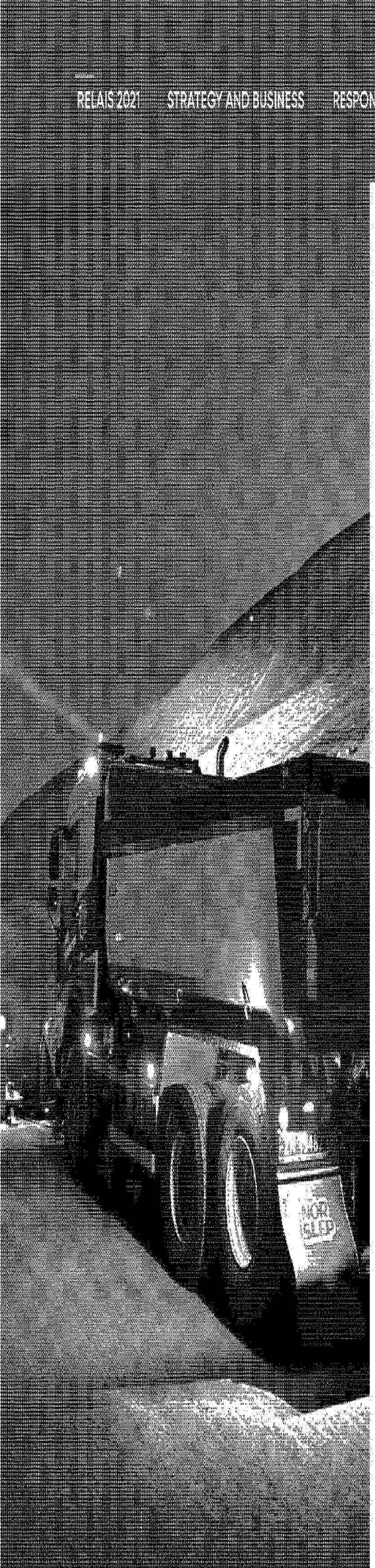
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Relais consolidates the mobility and vehicle aftermarket in the Nordic countries

Relais Group is a leading Nordic consolidator with a sector focus on the vehicle aftermarket. Our strategy is very clear. We create long-term shareholder value by delivering strong earnings growth through the combination of acquisitions and faster than market average organic growth supported by synergies.

Our revenue in 2021 was EUR 237.9 (128.9) million and we employed approximately 918 professionals in six different countries. Our shares are listed on Nasdaq Helsinki Ltd's Nasdaq First North Growth Market Finland with the stock symbol RELAIS.

NET SALES 2021

MEUR **237.9** (128.9)

EBITA 2021

MEUR **29.3** (18.7)

PERSONNEL 31.12.2021

950 (296)

Our Group companies

Our Group companies serve customers in six countries by almost thousand professionals.

ABR is a national wholesale business specialising in spare parts for passenger cars and operating in Sweden.

Awimex operates in Sweden and specialises in innovative electrical and lighting systems, particularly for light commercial vehicles.

Huzells is a national wholesale business in Sweden, specialising in spare parts and equipment for heavy-duty commercial vehicles, such as buses and trucks.

Lumise is a Finnish e-commerce operator for vehicle lighting systems.

Operating in Finland, **Raskone** is the largest independent maintenance and repair chain for commercial vehicles in the Nordic countries.

SEC is a Danish import and wholesale business specialised in auxiliary and working lights of commercial vehicles as well as power management and vehicle camera systems.

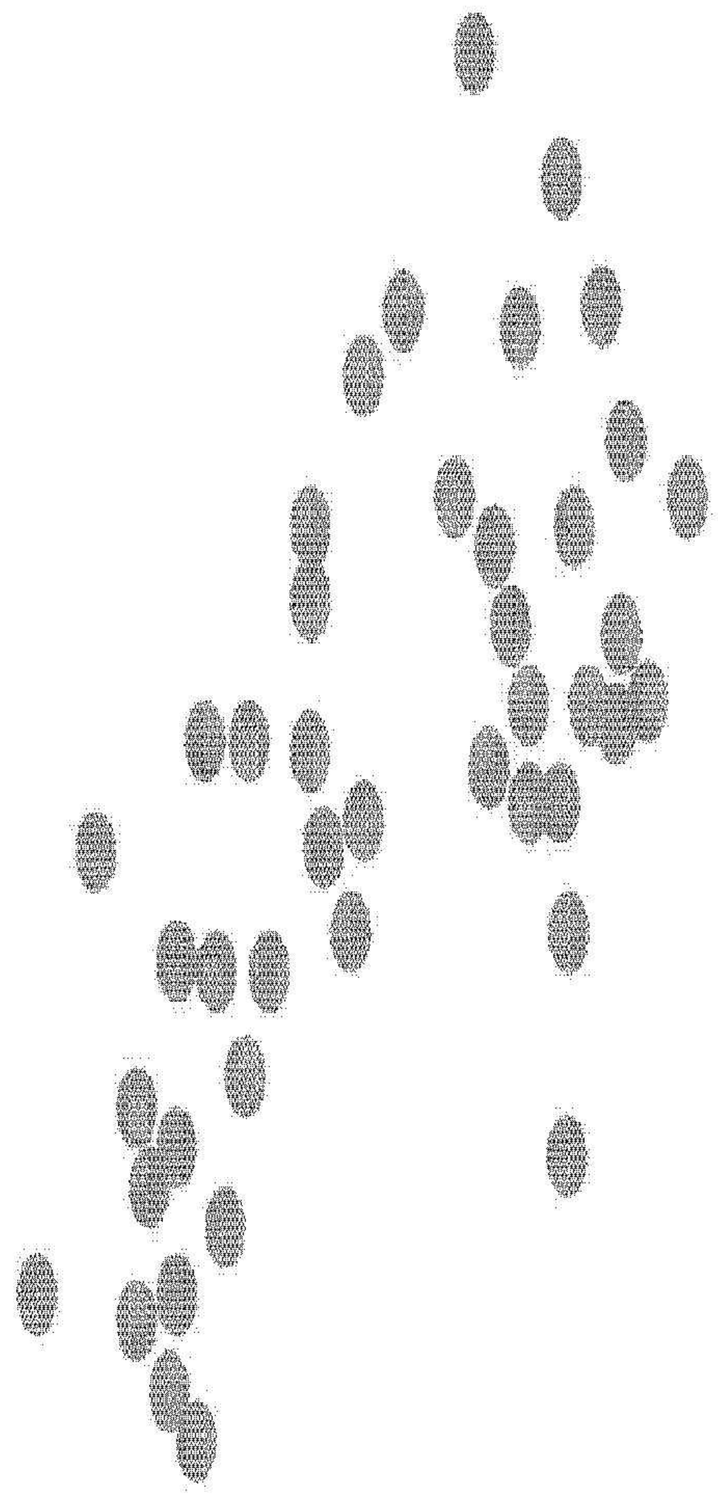
Startax specialises in electrical equipment and spare parts for passenger and commercial vehicles. Startax operates in Finland, Norway and the Baltic countries and its main logistics centre is located in Lempäälä, Finland.

Strands is one of the fastest growing brands in the vehicle lighting and accessories aftermarket in Europe. The company operates in Sweden.

STS Sydhamnens Trailer Service is Sweden's biggest independent maintenance and repair chain for commercial vehicles.

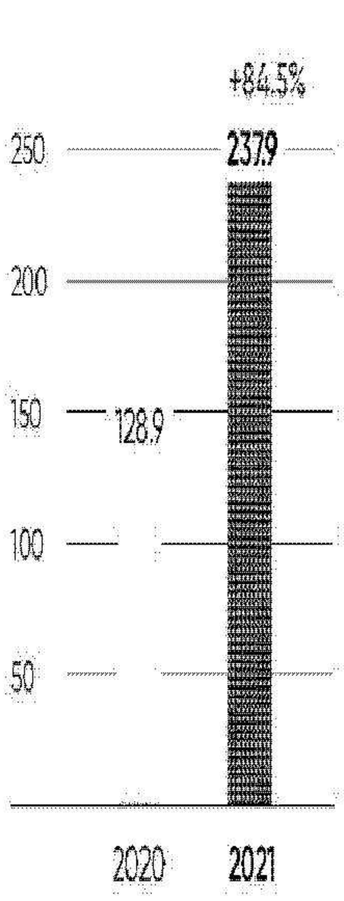
Trucknik Reservdelar is a Swedish wholesale business specialised in spare parts for heavy-duty commercial vehicles.

Tunga Delar is a national wholesale business in Sweden, specialising in spare parts and equipment for heavy-duty vehicles.

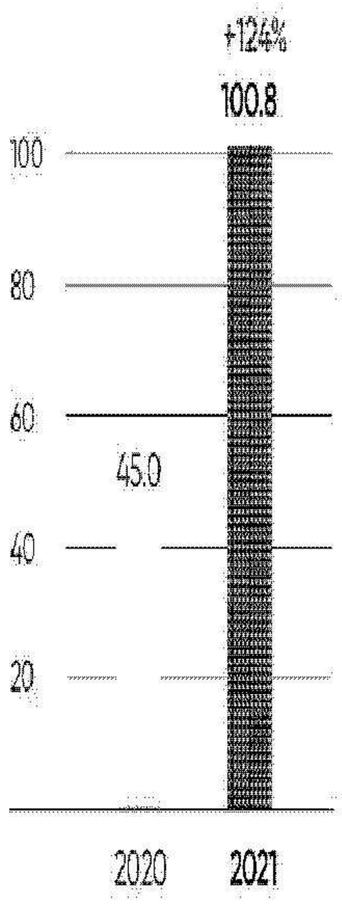


Key figures

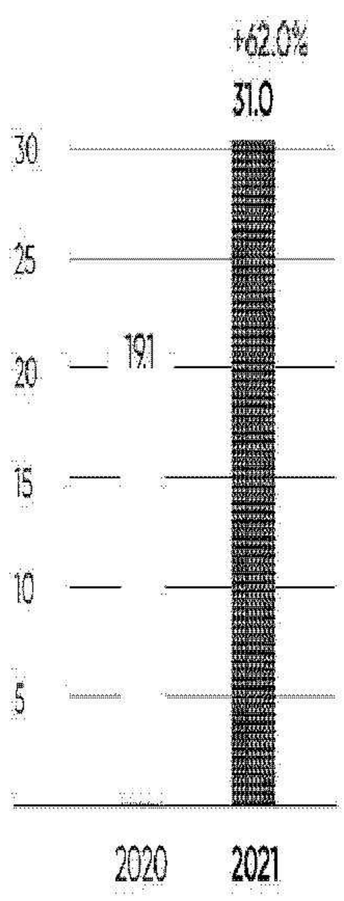
NET SALES, EUR MILLION



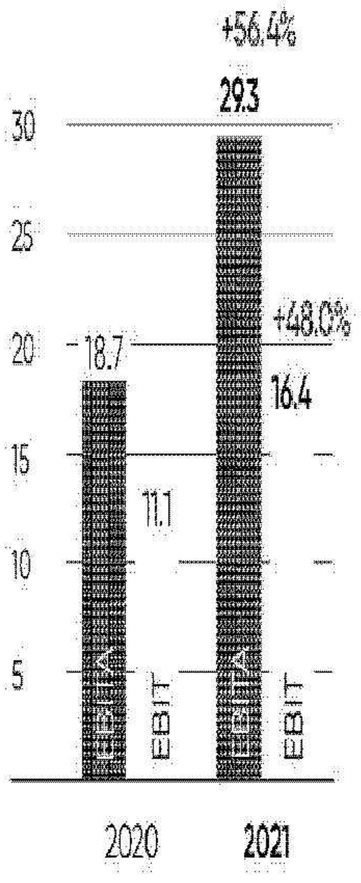
GROSS PROFIT, EUR MILLION



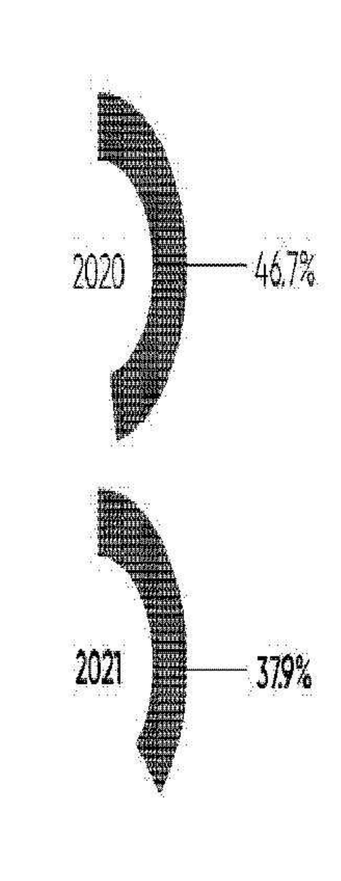
EBITDA, EUR MILLION



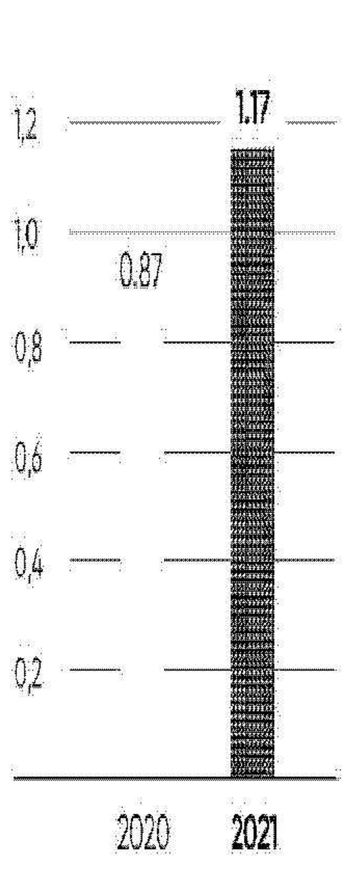
EBITA AND EBIT, EUR MILLION



EQUITY RATIO, %



COMPARABLE EARNINGS PER SHARE EXCLUDING AMORTISATION OF GOODWILL, BASIC, EUR



KEY FIGURES

EUR thousand	1–12/2021	1–12/2020
Net sales	237,927	128,924
Gross profit	100,822	44,996
EBITDA	30,981	19,127
EBITDA margin, %	13.0%	14.8%
EBITA	29,271	18,711
EBITA margin, %	12.3%	14.5%
Operating profit	16,413	11,088
Operating profit margin, %	6.9%	8.6%
Profit (loss) for the period	7,708	6,937
Profit (loss) for the period margin, %	3.2%	5.4%
Comparable profit (loss) excluding amortisation of goodwill	20,684	14,561
Comparable profit (loss) excluding amortisation of goodwill margin, %	8.7%	11.3%
Return on equity (ROE)	9.7%*)	10.1%*)
Equity ratio	37.9%	46.7%
Net gearing	95.3%	39.2%
Earnings per share, basic (EUR)	0.44	0.42
Earnings per share, diluted (EUR)	0.42	0.40
Comparable earnings per share, basic (EUR)	0.44	0.42
Comparable earnings per share, diluted (EUR)	0.42	0.40
Comparable earnings per share excluding amortisation of goodwill, basic (EUR)	1.17	0.87
Comparable earnings per share excluding amortisation of goodwill, diluted (EUR)	1.12	0.84
Personnel at the end of the period, FTE	950	296

*) Items affecting comparability and amortization of goodwill not eliminated in calculating these KPI's

CEO's review

The clear strategy accelerates growth

Our strong and profitable growth continued during the year 2021. The net sales grew with 84.5% to EUR 237.9 million and EBITDA with 62.0% to EUR 31.0 million.

Relais Group is a leading Nordic consolidator with a sector focus on the vehicle aftermarket. Our strategy is very clear. We create long-term shareholder value by delivering strong earnings growth through the combination of acquisitions and faster than market average organic growth supported by synergies.

The mobility landscape is changing rapidly. We have a thorough knowledge of the vehicle and mobility aftermarket and the underlying mid- and long-term trends affecting the market. Our deep sector knowledge and network gives us an advantage in identifying acquisition targets with a good strategic fit to us, as well as in capturing the synergies created by the acquisitions we carry out.

During the year 2021 we have continued the systematic execution of our clear strategy and managed to achieve significant and profitable growth in our different operating units.

ORGANIC GROWTH

The Nordic vehicle aftermarket developed positively also during the fourth quarter of the year. Despite the omicron-variant based re-acceleration of the Covid-19 Pandemic during the end of the year, the markets remained relatively stable in all our operating countries. According to our own estimates we were able to grow even faster than the market in average.

The organic growth was particularly strong for the Group's own vehicle lighting brands. Several successful product launches, the increased market share in Sweden supported by cross-sales through local Group Companies, and the strong growth in export markets were the main contributors in this development. The export of Strands-branded products to e.g., Germany and Canada has grown strongly during the entire year. The demand for spare parts was solid all through the year.

CORPORATE ACQUISITIONS

Acquisitions play a key role in our strategy. We continue to analyze the target markets and to make contacts with a larger number of potential acquisition targets with a good strategic fit in the Nordic countries. During the year our pipeline has already been complemented with several potential target companies.



We have carried out five successful acquisitions during the year 2021 (Strands Group AB, Raskone Oy, Lumise Oy, STS Sydhamnens Trailer Service AB and Trucknik AB). In line with our strategy, these acquisitions have further strengthened our own-branded lighting products business as well as expanding our footprint in the Nordic commercial vehicle repair, maintenance, and spare parts businesses. In addition, by Lumise becoming a member in the Relais-family, we have gained valuable competence in developing our digital and e-commerce business areas.

COVID-19

Apart from the disruptions in the global logistics and supply chains, the Covid-19 pandemic has not had a significant effect as such in our operating markets. Especially the commercial vehicles sector has picked up as the overall economic activity has increased. However, the delays in the deliveries of new vehicles have to some extent had an effect on the demand of vehicle equipment products, and the still continuing lower than normal level of bus traffic has decreased the demand of related spare parts. On the other hand, the growth of e-commerce has increased the need for different type of last-mile home deliveries. Overall, this has led to growth in the usage of light commercial vehicles and increased the demand for related services and spare parts.

As the Pandemic still continues, the health and safety of our employees and business partners is of paramount importance to us. Even though some restrictions have already been lifted locally, we continued to carefully follow the different recommendations of the authorities in our operating countries. Fortunately, we have so far had no serious Covid-19 incidents reported among our personnel, and we will continue striving to guarantee everyone's safety in the best possible manner also in the future.

> Acquisitions play a key role in our strategy.

SUSTAINABILITY

For us, sustainability means above all practical and meaningful everyday actions. We take good care of our employees, customers, and business partners and the environment. We have set clear ESG-related criteria to our global suppliers and several spare parts we sell are covered by a refund-and-recycling system, extending their life cycle after remanufacturing at the production site. We also take seriously the responsibility of our own business sector in reducing the global CO2-emissions. As the electrification of vehicles accelerates, we have purposefully increased our spare part offering for full electric and hybrid electric vehicles. This product range is growing steadily. In addition, we have increased the capability and preparedness of our Raskone and STS workshops to also serve and repair electrical commercial vehicles.

During the year 2022 we will map the carbon footprint caused by our different operations and we will set clear targets for reducing it. For example, already today our group company Startax Finland only uses electricity produced by fully renewable methods at its main facility of 16,000 m2 in Lempäälä, Finland.

OUTLOOK FOR THE YEAR 2022

Relais Group is well positioned to continue the successful implementation of its strategy also during the year 2022. We have increased the inventory levels of critical product groups, so that our ability to serve our customers would stay on a high level even if the global supply disruptions should continue.

We will continue our M&A activities with the aim of finding companies having a good strategic fit to our Group and a sufficient value creation potential to our shareholders. We are aiming to transfer to the Nasdaq Helsinki main list, with a timeline of doing this at the earliest during the second half of 2022. We believe the main list transition will have a positive effect in our ability to carry out more acquisitions and to support the financing needed for them.

Relais Group is not giving a numeric guidance for the year 2022. Owing to our strategy, a significant part of the growth and development of our business operations is based on the execution of corporate acquisitions. An accurate and up-front estimation of the timing and economical effect of acquisitions is virtually impossible to do. In addition to this, the still ongoing disruptions in the global logistics and supply chains, the weakened geopolitical situation, the increase of material, energy and delivery costs and the possible supply delays in different product groups caused by the global lack of semiconductors make it difficult to give accurate estimates.

As announced earlier, our long-term strategic target is to reach a turnover of 500 MEUR by the end of the year 2026.

Finally, I want to extend my warmest thanks to all of our almost 1,000 professionals, who do their very best every day to serve our customers even better. In addition, I want to thank all of our customers, business partners and shareholders for the trust you are placing in us. We strive to be worth that trust also during the coming years.

Arni Ekholm
CEO

Highlights of 2021

We determinedly continued to implement our growth strategy – commercial and vehicle lighting as a strong backbone.

OPERATIONS IN

6

countries

At the beginning of the year, **Strands Group AB**, a Swedish company specialised in global exports of vehicle lighting, joined our group. As a result of the acquisition, our position among the most important European operators in the vehicle lighting aftermarket was further strengthened.

We expanded our operations into the service and repair business and took a step closer to our end customers. In February, we acquired **Raskone**, the biggest independent commercial vehicle repair and maintenance chain in the Nordic countries, and in November, we completed the acquisition of **STS Sydhamnens Trailer Service AB**, Sweden's biggest independent commercial vehicle repair and maintenance company.

In March, we welcomed **Lumise Oy**, the innovative vehicle lighting on-line operator as a new member in the growing Relais family.

PERSONNEL

950

employees

(31 December 2021)

In December, we acquired **Trucknik Reservdelar AB**, a wholesaler of spare parts and accessories specialized in heavy commercial vehicles in Sweden.

NET SALES

237.9

MEUR

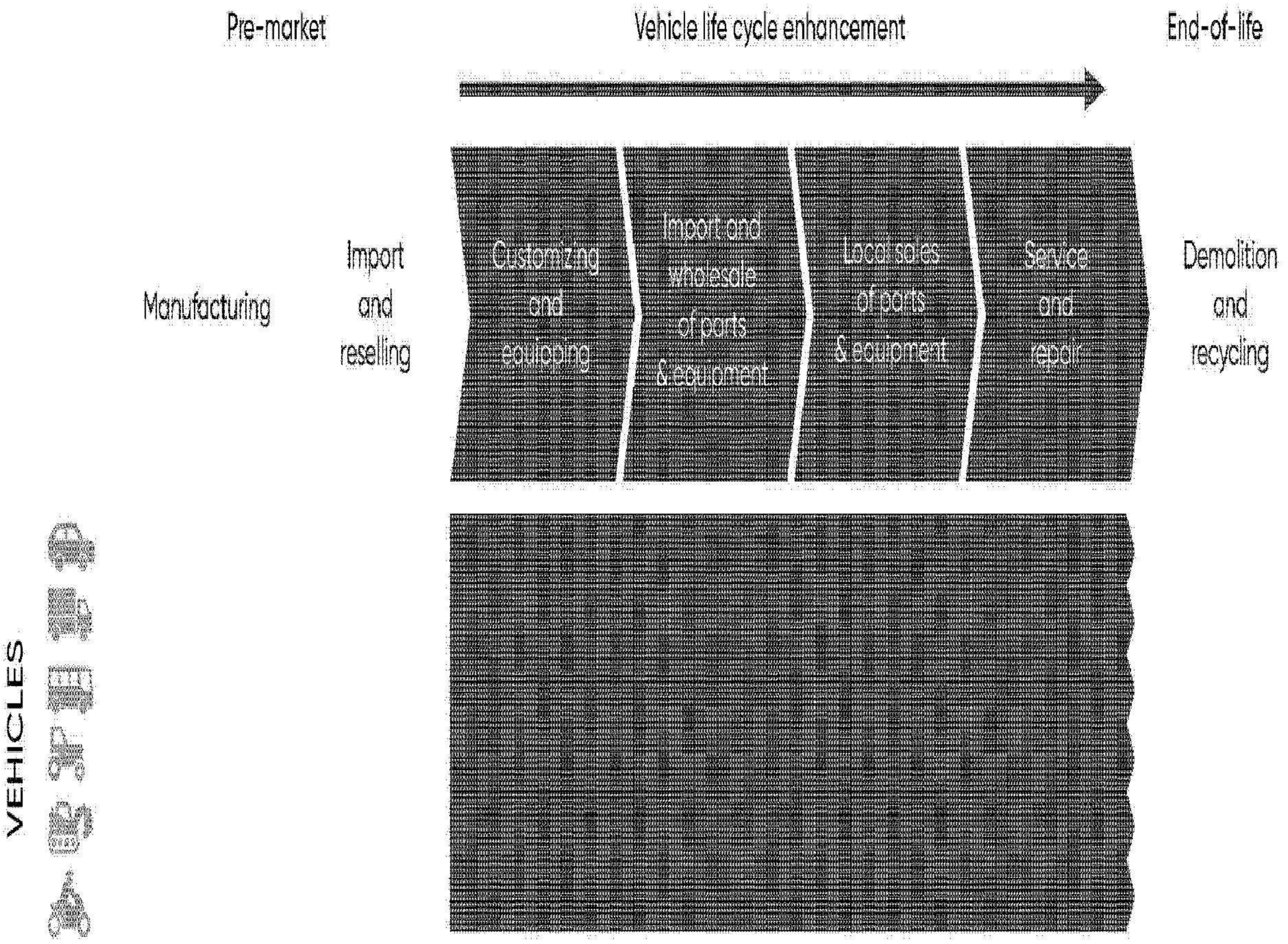
NET SALES GROWTH

84.5

%

Relais consolidates the vehicle aftermarket

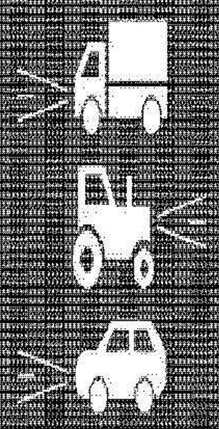
The mobility landscape is changing rapidly. We have a thorough knowledge of the vehicle and mobility aftermarket and the underlying mid- and long-term trends affecting the market. Our deep sector knowledge and network gives us an advantage in identifying acquisition targets with a good strategic fit to us, as well as in capturing the synergies created by the acquisitions we carry out.



Market trend support our growth

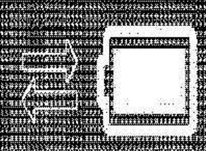
A GROWING TARGET MARKET

There are approximately 9 million passenger and commercial vehicles in the Nordic and Baltic countries



MARKET DRIVERS

- The need to get from A to B
- The number of vehicles and the development of innovations
- Vehicle stock
- Vehicle age
- Vehicle utilization
- New vehicles



MARKET TRENDS

- Consolidation at the vehicle aftermarket in Nordics
- Electrification of powertrain
- Increasing complexity and value of vehicle components
- Digitalisation and e-commerce
- Data generated by vehicles, 'Big Data'



Relais Group strategy

GROWTH THROUGH ACQUISITIONS

to be an active consolidator with a sector focus on the Nordic mobility aftermarket

ORGANIC GROWTH

faster than the market growth supported by synergies, investing in own brands and fully utilizing e-commerce solutions

CREATE ADDED VALUE FOR CUSTOMERS

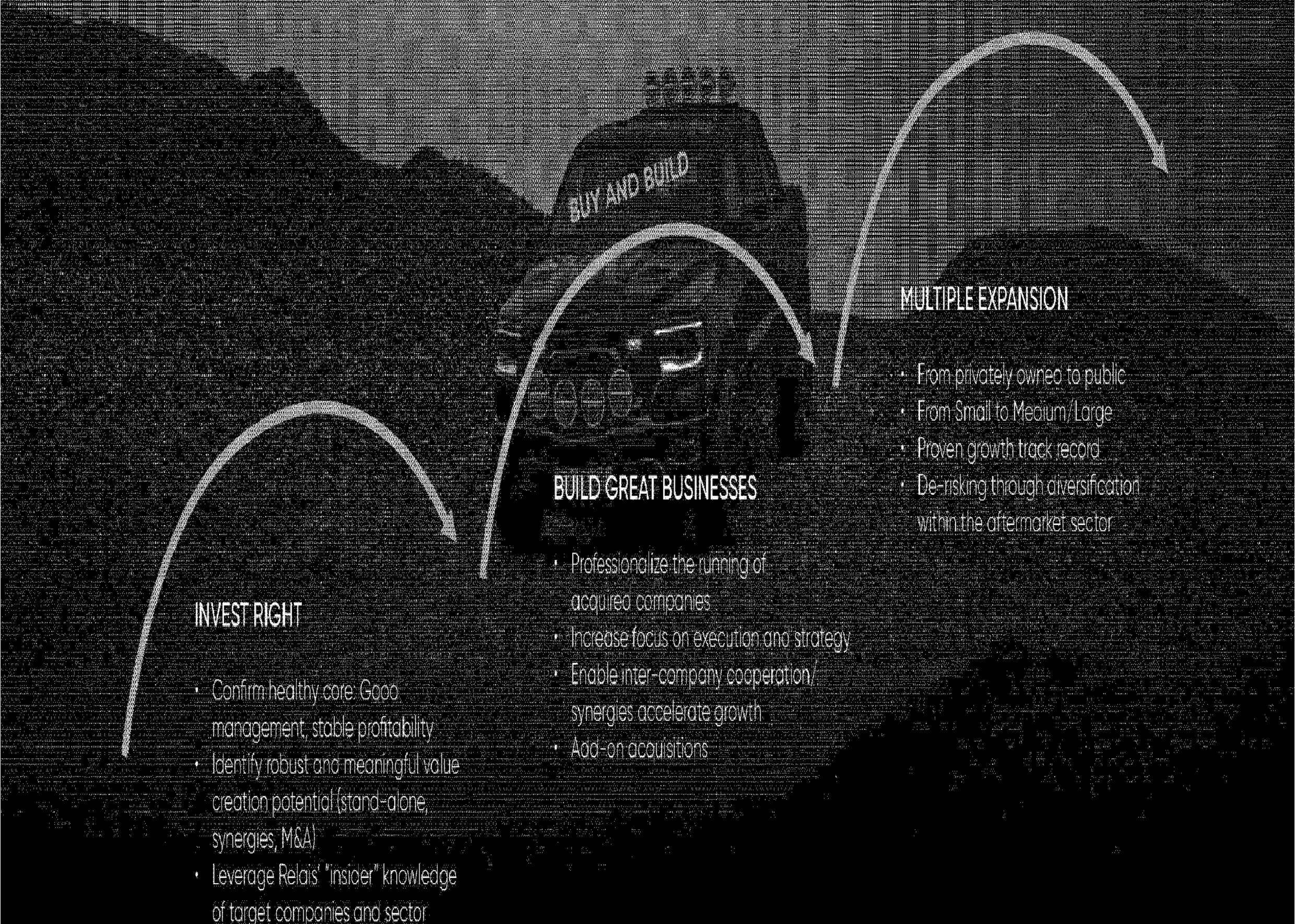
with a comprehensive product range, innovative digital solutions and superior customer service

The aim is to reach a net sales of 500 MEUR* in 2026

*pro forma

Relais value creation model

Mobility Aftermarket Consolidator



INVEST RIGHT

- Confirm healthy core: Good management, stable profitability
- Identify robust and meaningful value creation potential (stand-alone, synergies, M&A)
- Leverage Relais' "insider" knowledge of target companies and sector

BUILD GREAT BUSINESSES

- Professionalize the running of acquired companies
- Increase focus on execution and strategy
- Enable inter-company cooperation/ synergies accelerate growth
- Add-on acquisitions

MULTIPLE EXPANSION

- From privately owned to public
- From Small to Medium/Large
- Proven growth track record
- De-risking through diversification within the aftermarket sector

CASE LUMISE

Lumise took a digital leap in the online sales of automotive lights

Finnish company Lumise is one of the largest online retailer of automotive lights in Europe and a pioneer in digitalisation in its field. The company was founded in 2007 as one of the first online stores in the field, and since then, it has grown significantly through digitalisation. Lumise's growth is driven by a strong belief in data analytics, high-quality customer experience and a team of professionals who are committed to development.

Lumise operates on the Nordic market with a strong presence in Finland and Sweden. In addition, it sells and markets products globally on its online platform, which it develops to enable international growth.

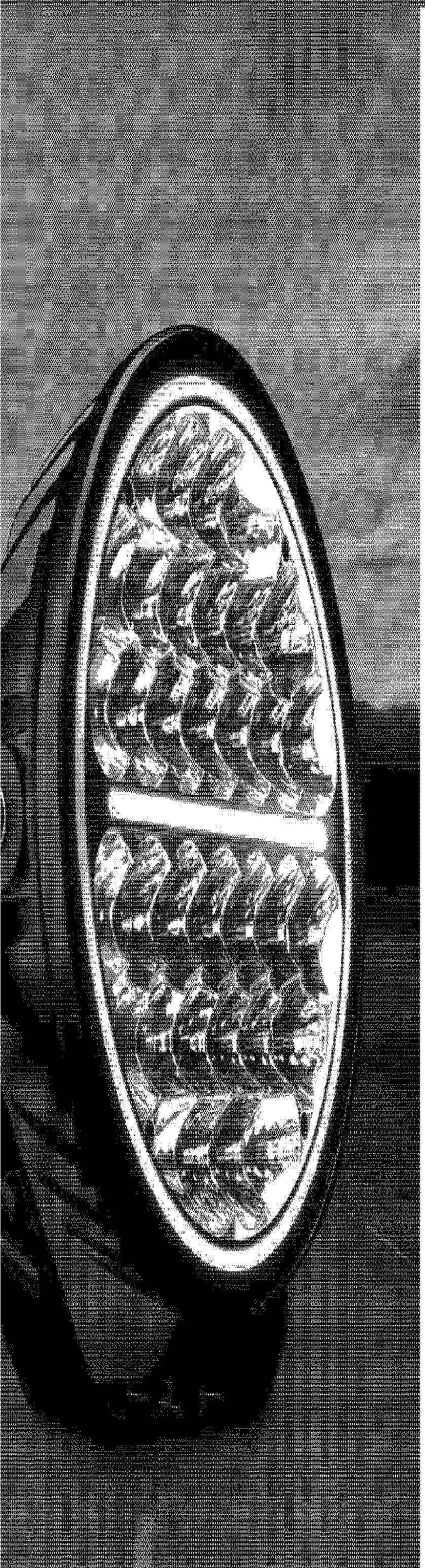
Relais Group acquired Lumise in March 2021 to accelerate its growth by adding Lumise's digitalisation, online store solution and data analytics capabilities to its offering. The acquisition brought immediate benefits to both parties in terms of sales channels and digital development.

Relais Group has achieved growth and synergies within the group, for example, by successfully combining Lumise's products with the products and services of other Relais companies. The Valovelho service, which was launched in autumn 2021, offers a high-quality and, above all, easy shopping exoerience that is based on the customer's vehicle registration number, including installation at the location chosen by the customer.

Lumise opens up new opportunities for Relais, specifically in digitalisation that uses data analytics and through automation-based digital solutions that enhance efficiency. Throughout its operations, Lumise has promoted continuous growth and development in the field of digitalisation, and its corporate culture is founded on a thorough understanding of data and knowledge-based management.

"In our industry, the products are technical and complex. For this reason, we need to support sales with high-quality customer experience. At Lumise, we believe that high-quality customer experience can be built into digital environments mainly through self-service solutions, which are available 24/7, when and where the customer chooses to use them. The service is built on strong data, which we measure and analyse continuously. Lumise's vision is to be the world's leading e-commerce operator in its field and to provide the best customer and employee experience."





CASE STRANDS

Strands Group – the vehicle lighting specialist combining creativity with passion

Relais Group acquired the Swedish Strands Group AB in January 2021 to significantly strengthen its growth strategy and role as the pioneer in vehicle lighting development. Relais' strategy focuses also on growing the share of own brands which the Strands Lighting Division acquisition strongly supports.

Strands, established in 2002, is one of the fastest growing brands in the vehicle lighting and accessories aftermarket in Europe. Strands' business operations are based on its own strong and passioned design and development of lighting products. The brand Strands Lightning Division was established to help every driver to get a better lightning experience. The Swedish Strands operates over 35 countries and almost 70% of its sales is export.

Strands is an independent brand and a stand-alone company in Relais Group. The integration process after the acquisition in January 2021 has been smooth and fast. Strands has benefitted from the strong Relais Group background and quickly utilized the internal synergies and in the industry network that the group provide.

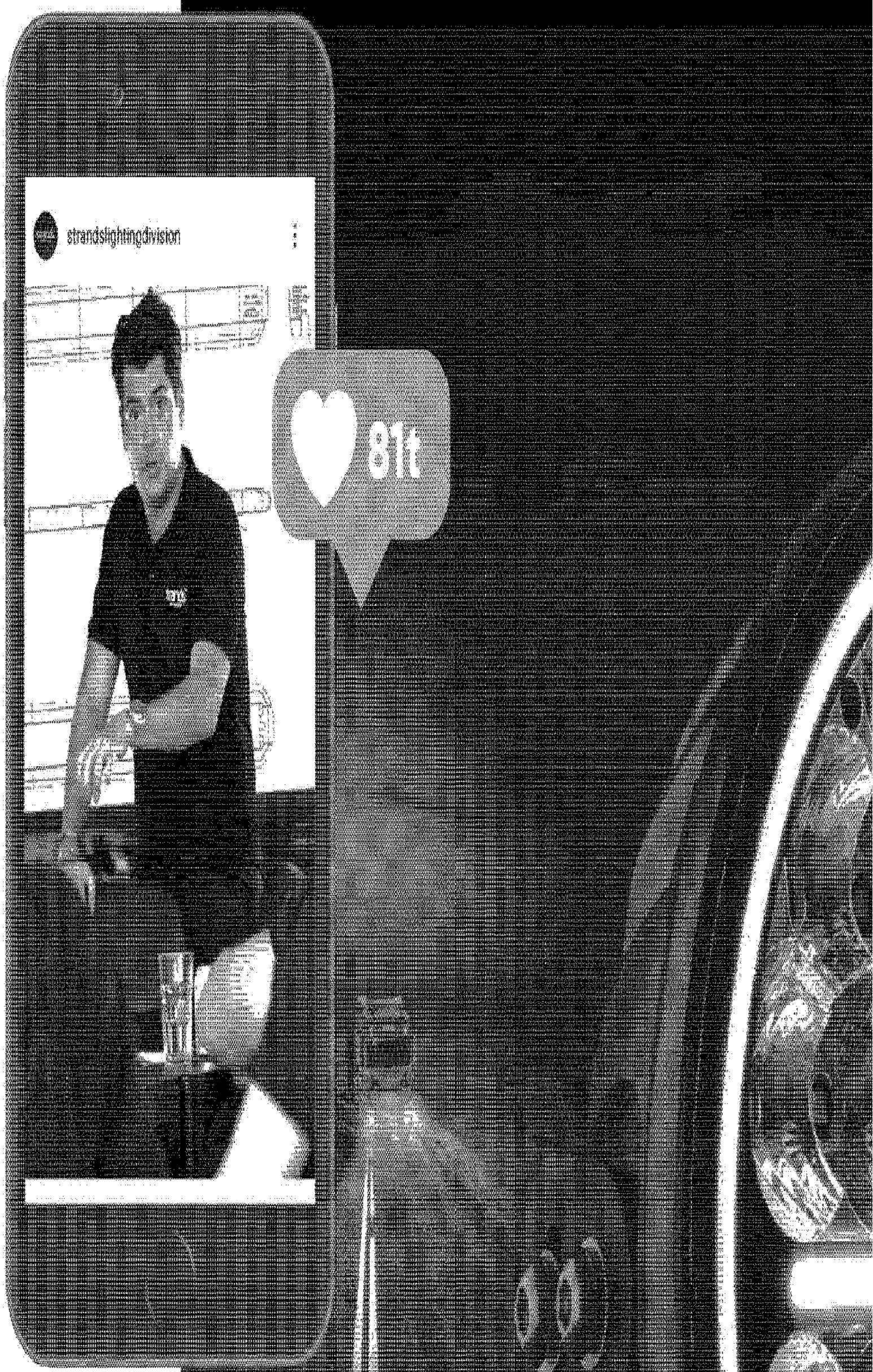
"Strands is a company driven by passion. We base our growth and development in creativity and own design & development. Our competitive advantage is our team of talented, growth and future oriented people. We work in an environment of creativity and passion; our goal is to go beyond standard and change this industry and create a strong legacy that all people in Strands can be proud over. We attract people from different industries and different cultural backgrounds an important ingredient in the creating of our unique lighting products."

Strands marketing and sales strategy is fully digital. The social media and the digital Strands platform are the

" We can proudly say that Strands is a pioneer of digital and social media in the industry. We are sure that this will play a significant role for our future growth.

trusted and continuously developed assets together with the passion minded Strands people.

"We have a reach of more than 2.5 million accounts by social media monthly in 2021. With Strands Lighting Divisions YouTube channel, we reached over a million views in 2021 and have now over 81,000 people follows Strands Lighting Divisions Instagram account. We are also developing our TikTok with the goal to strengthen the Strands Lighting Division brand in the new generation of drivers. The digital and social medias are providing us better engagement and results than the traditional media. We can proudly say that Strands is a pioneer of digital and social media in the industry. We are sure that this will play a significant role for our future growth."



Responsibility is a key part of our daily work

For us, sustainability means above all practical and meaningful everyday actions.

1 We keep the society's wheels turning safely

- We promote sustainable traffic and contribute to economic activity
- We contribute to road safety by providing high-quality spare parts and equipment for the different phases of the vehicle life cycle
- We use our lighting solutions to increase occupational safety in, for example, transport and logistics sectors as well as construction and forest industries.

2 We create economic growth and prosperity

- We create economic growth and generate financial profit for our shareholders, employees, customers, clients, subcontractors as well as spare part manufacturers and their employees.
- We take good care of our employees. We treat our employees equally and strive to promote occupational wellbeing with e.g. training and career development.
- Our digital tools increase the efficiency of our value chain and facilitate the daily work of our customers.

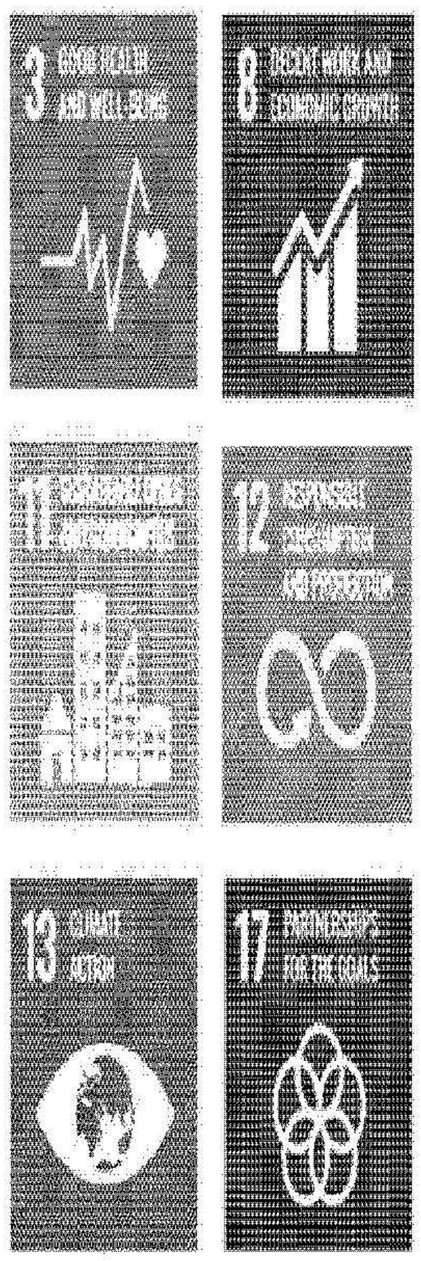
3 We make environmentally friendly choices to mitigate climate change

- The environmental impact of our own operations is small. Internally, we strive to reduce energy consumption. We process waste, scrap and chemicals appropriately.
- We operate with established logistics partners and try to favour low-emission transport modes in transport.
- We offer a comprehensive range of approved spare parts and equipment. Many of the spare parts we offer are recyclable, and some of them can be remanufactured or refurbished. For example, we recycle batteries and report them according to the national recycling system.

4 We act ethically and fairly

- We have a low organisational hierarchy and are self-guiding. Our operations are guided by our business strategy, values and code of ethics. We follow good governance. We also require our partners to act responsibly.
- We strive to ensure the responsibility of our supply chain. We are part of the Nexus purchasing community and follow the principles that have been agreed upon together with other industry actors.
- We develop our industry in cooperation with various stakeholders, both in our operating countries and on the EU level. We are active in, for example, SVOK (Association of Finnish Spare Parts Trade), FIGIEFA and SBF.

We support the following UN sustainable development goals that relate to our business activities and we expect our suppliers to support them in their activities as well.



A responsible and sustainable supply chain

Our goal is to minimize the environmental impact of our operations and to increase social and ethical awareness in our supply chain. We believe this will lead to better quality that will ultimately benefit all parties in the supply chain.

In 2021 we continue our work with our supplier's appliance according to RELAIS Group Supplier Code of Conduct and continue to centralize synergies to widen the offer and make us the customers first choice combined with less environmental impact.

All Relais suppliers sign and commit to the Relais Group's ESG requirements and we audit our suppliers periodically according to our audit plan. The covid-19 pandemic was still affecting our supply chain in 2021, and we have put a lot of focus in minimizing shortages and solving transport issues. Due the continued pandemic we were not able to conduct audits as expected in 2021. We expect to start the audit operations again in the second half of 2022.

We moved successfully forward in centralizing the supply chain to group companies and made closer collaboration between group companies to utilize our strengths and widen our customer offer. By centralizing we ensure less transport and environmental impact. A good example of this was the change of Startax to become the main feeder and distributing center for Raskone in Finland. The change enabled adding a number of new suppliers and product ranges for Startax Finland. We will continue this centralizing forward next in Sweden by strengthening the position of our group companies Huzells and Tunga Delar as important suppliers to STS.

Our four responsibility themes guide our supplier chain responsibility work. In 2021 we widened the offer for lighting furthermore and are now one of the major distributors for lighting products in the vechicle aftermarket. This widening is ensuring the responsibility theme **We keep the society's wheels turning safely** by making transports safer. To be at the forefront, we will continue to expand and develop the lighting range with our product knowledge and expertise for many years. For spare and maintenance parts we collaborate with major suppliers and manufacturers in the industry. We pay highest attention to quality and will continuously broaden our offering together with our suppliers and manufacturers to be able to offer correct quality and range and responsibility.

We focus to offer our customer more user-friendly digital instruments to enhance their daily business and to support our second responsibility theme **We create economic growth and prosperity**. Relais team is working daily to offer the best possible solutions to our customers and end users. We also centralize our offer by synergies from our group companies, and by doing this we support our customers with wider range and business opportunities by centralizing their supply chain.

The third responsibility theme **We make environmentally friendly choices to mitigate climate change** obligates the constant work on group level to utilize group synergies to streamline supply chain and to make a less environmental negative impact in our operations. We have made steady work with widening our offering towards remanufactured products in different product ranges and are happy that the remanufactured products are accepted in a wider perspective by customers due to a better price position and the less negative environmental impact. During the year 2022 we will map the carbon footprint caused by our different operations and we will set clear targets for reducing it.

The fourth responsibility theme **We act ethically and fairly** is seen in the continuous working and striving for supplier appliance with our Supplier Code of Conduct mentioned earlier. In addition, being a member of Nexus International Trading Group community offers us ethical and sustainable communication and education from the Nexus academy. The repetitive meetings with our main suppliers keep us updated on their actions for a sustainable mobility and our activities in the local spare parts associations are a key to be one of the drivers in the IAM business.

Ola Hedlund
Supply Chain & Purchasing Director

Information for shareholders

Relais Group's shares are traded on Nasdaq Helsinki's First North Growth Market Finland under the short name Relais.

Dividend policy

Our goal is to distribute, on average, more than 30 per cent of the group's average comparable net profit as dividends without amortisation of goodwill, taking into account economic fluctuation. When distributing dividends, we take into account the group's equity, long-term funding, investment needs, growth plans, cash posi- tion, acquisition opportunities, limitations placed on distribution of dividend by the Finnish Limited Liability Companies Act and any other factors considered important by the Board of Directors.

Annual General Meeting 2022

The Annual General Meeting will be held in accordance with the act on temporary deviation from the Limited Liability Companies Act (375/2021) on 13 April 2022 at 3 p.m. at the address Mannerheimintie 105, Helsinki. Shareholders and their proxy representatives may participate in the meeting only by voting in advance and by making counterproposals and presenting questions in advance in accordance with the notice of the General Meeting and other instructions by the company. It is not possible to attend the meeting in person.

Board of Directors' dividend proposal

The Board of Directors proposes at the Annual General Meeting of Relais Group on 14 April 2022 that a dividend of EUR 0.36 per share be paid for the 2021 financial period. Shareholders who are registered in the shareholder register maintained by Euroclear Finland on the record date for distribution of dividends on 19 April 2022 are entitled to dividends. The proposed dividend payment date is 26 April 2022.

Financial communication in 2022

- Q1/2022 Interim Management Statement on Thursday 12 May 2022
- H1/2022 Half-Year report on Thursday 11 August 2022
- Q3/2022 Interim Management Statement on Thursday 10 November 2022

Financial reviews and supplementary material become available on their publishing date at https://relais.fi/en/investors/. You can also register to receive Relais newsletters with the form found on the website's home page.

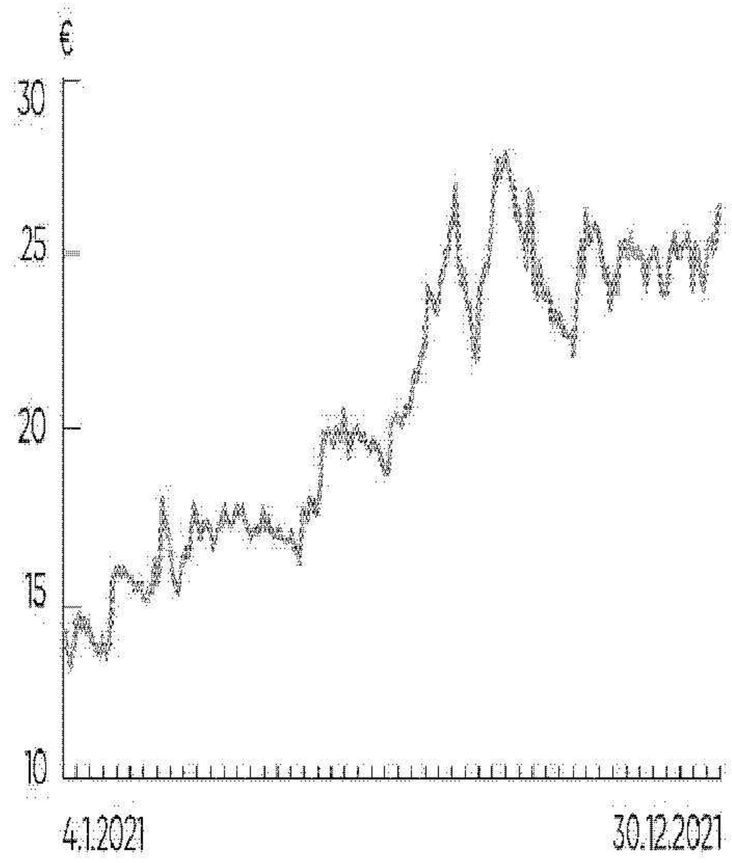
There is always a 30-day period of silence before regularly published financial reports, during which Relais Group does not release any comments relating to the company's financial situation, business activities, markets or future prospects. During the silence period, representatives of the company's Board of Directors do not meet with investors, analysts or other market operators and do not give interviews relating to the financial situation of the company.

Investor relationships

The CEO of Relais Group is responsible for investor relationships.

Arni Ekholm, CEO
arni.ekholm@relais.fi

SHARE PRICE DEVELOPMENT 2021



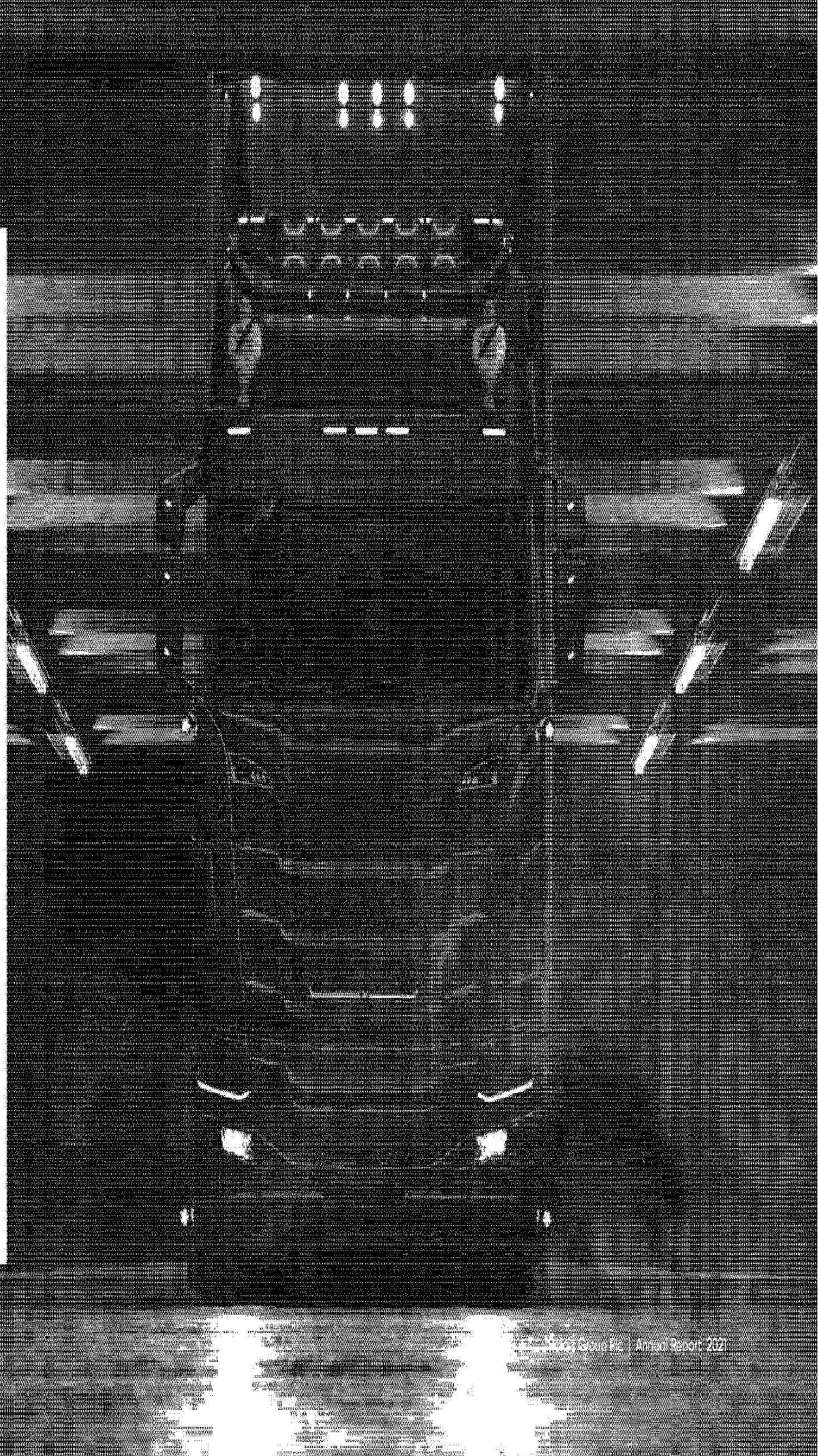
LARGEST SHAREHOLDERS, 31 DECEMBER 2021

	Shareholder	Number of shares	%
1	Ari Salmivuori	5,368,800	29.9
2	Nordic Industry Development AB[1]	3,932,100	21.9
3	Ajanta Oy[2]	464,800	2.6
4	Finnish Industry Investment Ltd (Tesi)	462,949	2.6
5	Evli Finland Select Fund	412,061	2.3
6	Rausanne Oy	408,867	2.3
7	Elo Mutual Pension Insurance Company	396,813	2.2
8	Kari Kauhanen	378,892	2.1
9	Evli Finland Pienyhtiöt Fund	359,200	2.0
10	Helander Holding Oy	324,632	1.8
11	Kari Stadigh	292,200	1.6
Ten largest combined		**12,801,314**	**71.4**
Other shareholders		5,140,119	28.6
Total		17,941,433	100.0

[1] In Nordic Industry Development AB, control is indirectly held by Jesper Otterbeck.
[2] In Ajanta Oy, control is held by Ari Salmivuori.

Relais as an investment

- Active, sector focused consolidator with a strong track record of succesful acquisitions
- Strong cash flow and profitability
- A growing underlying market with defensive characteristics
- Growing lighting business with own brands
- Global growth potential with e-commerce solutions
- Effective, agile and decentralized operating model



Board of Directors

Kari Stadigh

M.Sc. (Eng. and Econ.) (b. 1955, Finnish)
Chairman of the Board of Directors
Member of the Board of Directors since 2019

Primary work experience:
Group CEO and President of Sampo Group during 2009–2019
Deputy CEO of Sampo plc during 2001–2009
President of Sampo Life Insurance Company Limited during 1999–2001
President of Nova Life Insurance Company Limited during 1996–1998
President and COO of Jaakko Pöyry Group and the President of JP-Finance Oy during 1991–1996 and 1985–1991

Major positions of trust:
Chair of the Board: Metso Outotec Oyj and Saxo Bank AS
Vice Chair of the Nokia Board, Chair of the Corporate Governance and Nomination Committee and member of the Personnel Committee: Nokia Corporation

Relais Group shares and options:
292,200 shares and 375,000 options

Independent of the Company and its major shareholders.

Olli-Pekka Kallasvuo

LL.M. (b. 1953, Finnish)
Member of the Board of Directors since 2019

Primary work experience:
Investor and a board professional
Leadership positions at Nokia Group during 1982–2010, including acting as the Group CEO, as the Group CFO and as the President of the Mobile Phones -business operations

Major positions of trust:
Chair of the Board: Sofigate Group Oy
Member of the Board: Filtra Group Oy

Relais Group shares and options:
64,300[1] shares and 20,000 options

Independent of the Company and its major shareholders.

Jesper Otterbeck

B.Sc. M.Sc. (USA.) (b. 1966, Swedish)
Member of the Board of Directors since 2019

Primary work experience:
Founding partner and Chairman of the Board at Springlake Invest AB

Former board member of Däckia AB, Myresjöhus AB, and Phonera AB (publ)
Founder and Managing Director of AutoScout24
McKinsey & Company

Relais Group shares and options:
3,932,100 shares[2]

Independent of the Company.

Katri Nygård

M.Sc. (Econ.), LL.M. (b. 1976, Finnish)
Member of the Board of Directors since 2015
Chairman of the Board of Directors during 2016–2019

Primary work experience:
International tax and legal advisory services in various positions at EY 2010–2013
KPMG New York 2008–2009
KPMG Finland 2006–2010
Roschier 2004–2006

Relais Group shares and options:
67,700 shares and 421,800 options

Dependent on the Company and its major shareholder.

Note: [1] Through Entrada Oy, a company controlled by Olli-Pekka Kallasvuo [2] Through Nordic Industry Development AB, of which Jesper Otterbeck holds indirectly 50 percent of the shares and votes in.

Management Team

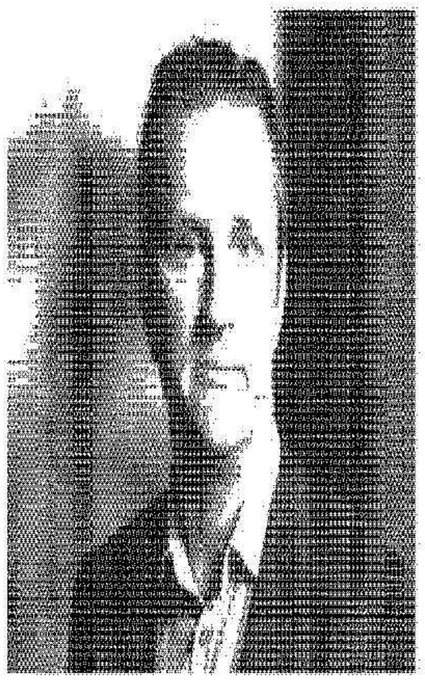


Arni Ekholm

M.Sc. (Econ.) (b. 1964, Finnish)
Group CEO
Member of the Management Team since 2015

Primary work experience:
Over 30 years' experience in various leadership roles within international corporations, e.g. Olympus, Gillette Group, Duracell and Huhtamäki Oy Leaf

Relais Group shares:
66,450 shares



Pekka Raatikainen

M.Sc. (Econ.) (b. 1969, Finnish)
Group CFO
Member of the Management Team since 2017

Primary work experience:
Over 20 years' experience from CFO and financial manager roles, e.g. Kemppi, Revenio, Oral and Elisa

Relais Group shares:
20,000 shares



Ville Mikkonen

(b. 1977, Finnish)
Regional Managing Director Finland and Baltic
Member of the Management Team since 2019

Primary work experience:
Various management positions at Startax since 2007
Over 20 years' experience from automotive aftermarket

Relais Group shares:
174,800 shares



Juan Garcia

(b. 1970, Swedish)
Regional Managing Director Scandinavia Member of the Management Team since 2019

Primary work experience:
CEO at ABR since 2011, CEO at Huzells since 2017, previously e.g. 11 years at Freudenberg Group

Relais Group shares:
62,050 shares[1]

Lennart Sjöblom

B.Sc. (Fin.) (b. 1986, Finnish)
Head of M&A and Business Development
Member of the Management Team since 2021

Primary work experience:
M&A Director at Ahlsell Group (Sweden) 2020–2021
Associate Director, Carner Corporate Finance (Finland) 2016–2020

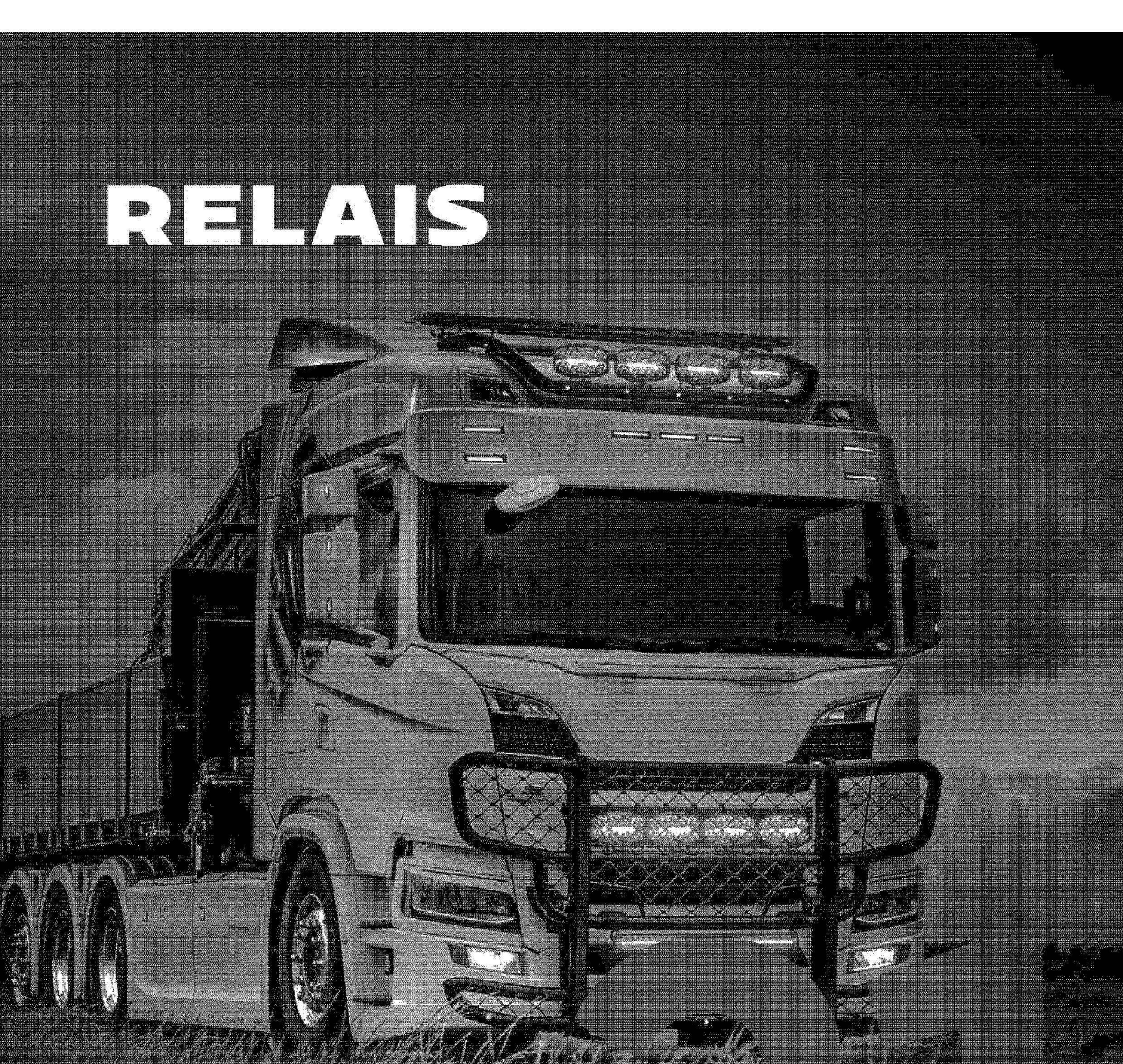
Relais Group shares:
-

Note: Through JG Management AB, a company controlled by Juan García

RELAIS

Relais Group Plc
Mannerheimintie 105
00280 Helsinki
Finland

RELAIS



REPORT BY THE BOARD OF DIRECTORS AND FINANCIAL STATEMENTS 2021

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The balance sheet book must be retained for a minimum of ten years from the end of the financial year (Accounting Act Section 2, Article 10).

The receipts for the financial year must be retained for a minimum of six years from the end of the year when the financial year ended.

Report by the Board of Directors 1 January – 31 December 2021

Relais Group is a forerunner and leading consolidator in the Nordic aftermarket for mobility and vehicles. We focus on and improve the life cycle of vehicles related services. We are a profitable and strongly growth-oriented company. The cornerstones of our strategy are faster-than-average market growth through acquisition synergies, active and targeted acquisitions and adding value to our customers with our comprehensive product range and digital products service solutions.

On the balance sheet date, Relais Group comprised of the parent company Relais Group Plc and its subsidiaries Startax Finland Oy (Finland), Startax AS (Estonia), Raskone Oy (Finland), Lumise Oy (Finland), Optisell Oy (Finland), Strands Group AB (Sweden), Startax Maskin-Teknisk AS (Norway), SEC Scandinavia A/S (70%, Denmark), Startax Latvia SIA (Latvia) ja Startax Lithuania UAB (Lithuania), and Relais Group Sweden AB (Sweden), whose subsidiaries are Aktiebolaget Reservdelar (Sweden) "ABR", Huzells I Karlstadt Aktiebolag (Sweden) "Huzells", Awimex International AB (Sweden), TD Tunga Delar Sverige AB (95,25%, Sweden), Helsingborgs Bildelsbutik AB (Sweden) and Startax Sweden AB (Sweden). In addition Aktiebolaget Reservdelar has also a fully owned subsidiary EKG Automotive AB. TD Tunga Delar Sverige AB:n has a subsidiary Trucknik Reservdelar AB (95,25% Sweden) and Lumise Oy:n a subsidiary Design by Scandinavian Metal AB (Sweden).

Business review

Relais Group net sales in January–December was 237.9 (128.9) MEUR and it grew by 84.5% compared to the same period last year. The increase in net sales was due to both the successful acquisitions made in the first half of the year and the good market situation. The ability of the Group companies to increase their sales faster than the average market growth by cross sales, especially in the vehicle lighting segment was an important contributor in this development. The market situation during the review period can generally be described as normal, but the effects of the Covid-19 pandemic were reflected in a significant increase in the delivery times of purchase orders and challenges related to delivery logistics and its costs. In order to secure deliveries, the Group companies had to significantly increase their inventory levels, especially for lighting products and certain spare parts, compared to the normal situation, as supply chain challenges are expected to continue in 2022 and cannot be accurately predicted.

The impact of the acquisitions made during the first half of 2021 was significant in terms of both growth and strategy for Relais Group. The Swedish Strands Group is one of the fastest growing vehicle lighting brands in Europe and it clearly strengthened the sales growth of the Group's own brands, especially in the export markets. Rapid progress has also been made in achieving the synergy benefits of spare parts procurement for Raskone. We see concrete and clear growth opportunities for Raskone as part of the Relais Group. The web-shop sales of Lumise also grew strongly, especially in the Swedish marketplace. The

acquisition of STS Sydhamnens Trailer Service AB is an important strategic step in the expansion of Relais' commercial vehicle maintenance and repair business in the Nordic region. The acquisition of Trucknik Reservdelar AB in December strengthens the Group's position in the commercial vehicle spare parts market in northern Sweden.

Financial result

The Group's EBITDA for January–December 2021 was EUR 31.0 (19.1) million or 13.0% (14.8%) of net sales, growing by 62.0% in year-on-year comparison. The growth in EBITDA was affected by acquisitions made in the first half of the review period and the positive development of sales in Group companies. Fixed costs grew due to the acquisitions, but the cost development in other respects was moderate. During the comparison period, adjustment measures were made on fixed costs related to the pandemic.

Earnings before amortization of goodwill (EBITA) grew in the financial period by 56.7% in relation to the reference financial period, totaling EUR 29.3 (18.7) million, 12.3% (14.5%) of net sales. The EBITA growth was also driven by acquisitions made during the review period and the positive sales-driven earnings development of the Group companies, also combined with a moderate development of operating expenses.

Operating profit (EBIT) for the review period grew by 47.8% from the previous year, totaling EUR 16.4 (11.1) million, 6.9% (8.6%) of net sales.

The profit for the period was EUR 7.7 (6.9) million, 3.2% (5.4%) of net sales, growing by 11.1%. In addition to business development, the increase in profit for the review period was due to acquisitions as well as financial expenses on acquisition loans. Acquisition loans, about half of which are denominated in SEK, also involve unrealized exchange rate differences that may vary between reporting periods.

Balance sheet, financing and investments

The Group's balance-sheet total at the end of the review period on 31 December 2021 amounted to EUR 234.9 (154.6) million. The Group's equity was EUR 88.7 (71.9) million and its net debt at the end of the period was EUR 85.0 (28.3) million. Net gearing was 95.3% (39.2%), and the equity ratio was 37.9% (46.7%). Cash assets at the end of the review period were EUR 11.8 (34.7) million. The changes in the consolidated balance sheet key figures are mainly a result of acquisitions made during the review period. The decrease in cash assets was primarily due to cash considerations of acquisitions and the company's aforementioned decision to increase inventories in order to ensure delivery capacity.

The Group has a financing agreement with its main bank valid until the end of May 2023. The maximum financial exposure under the financing agreement is EUR 111 million, consisting of a maximum of EUR 104 million in acquisition financing and an RCF limit of EUR 7 million. At the end of the review period, the undrawn portion of the RCF limit was EUR 4.8 million. The acquisition financing limit in accordance with the current agreement has been fully utilized and new additional facilities will be implemented in connection with potential future acquisitions.

Cash flow from operations was EUR 11.6 (16.1) million. Business growth had a favorable effect on cash flow. Cash flow was significantly impacted by the decision to increase working capital in inventory as well as advanced and increased product purchases.

Cash flow used in investing activities was EUR -61.9 (-8.8) million, arose almost entirely from the cash considerations related to acquisitions of Strands Group AB, Raskone Oy, Lumise Oy and STS Sydhamnens Trailer Service AB. Other minor investments were related to ICT-systems, repair shop equipment and warehouse and office equipment.

Cash flow from financing activities was EUR 27.6 (-2.9) million. The amount of new acquisition loans drawn down from the existing facility during the review period was approximately EUR 40.7 million. Repayments and interest payments were made on the loans in accordance with the repayment schedule. Some minor credits at acquired companies were repaid. A total of EUR 5.2 million in dividends was paid out.

Group Key Figures

EUR thousand unless stated otherwise	1–12/2021	1–12/2020
Net sales	237,927	128,924
Gross profit	100,822	44,996
EBITDA	30,981	19,127
EBITDA margin, %	13.0%	14.8%
EBITA	29,271	18,711
EBITA margin, %	12.3%	14.5%
Operating profit	16,413	11,088
Operating profit margin, %	6.9%	8.6%
Profit (loss) for the period	7,708	6 937
Profit (loss) for the period margin, %	3.2%	5.4%
Comparable profit (loss) excluding amortisation of goodwill	20,684	14,562
Comparable profit (loss) excluding amortisation of goodwill margin, %	8.7%	11.3%
Return on equity (ROE)	9.7%*)	10.3%*)
Equity ratio	37.9%	46.7%
Net gearing	95.3%	39.2%
Earnings per share, basic (EUR)	0.44	0.42
Earnings per share, diluted (EUR)	0.42	0.40
Comparable earnings per share, basic (EUR)	0.44	0.42
Comparable earnings per share, diluted (EUR)	0.42	0.40
Comparable earnings per share excluding amortisation of goodwill, basic (EUR)	1.17	0.87
Comparable earnings per share excluding amortisation of goodwill, diluted (EUR)	1.12	0.84
Personnel at the end of the period, FTE	950	296

*) Items affecting comparability and amortization of goodwill not eliminated in calculating these KPI's.

Shares and shareholders

The company has one class of shares, and each share entitles the shareholder to one vote at the General Meeting. No voting restrictions or limits on the number of shares that can be held are in place. The company's shares do not have a nominal value. All of the shares provide equal entitlements to the dividend and other fund distribution (including fund distribution in dissolution situations).

On 11 January 2021, Relais decided on issuing a directed share issue. The company paid SEK 40.7 million of the purchase price of the shares of Strands group AB by issuing a total of 388,851 new Relais Group's shares to the shareholders of Strands Group AB in connection with the closing of the acquisition.

The share issue was carried out by the decision of the Board of Directors of Relais Group under the authorization given by the Annual General Meeting of Relais Group on 8 June 2020. The share issue was carried out in order to develop Relais Group's business and finance the corporate transaction, so there is a weighty financial reason for deviating from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act.

The subscription price for the consideration shares was EUR 10.2243 per share, which corresponds to the volume weighted average price of Relais Group Plc's share in the Nasdaq First North Growth Market Finland between 2 November 2020–11 December 2020. The new shares were entered into the trade register on 9 February 2021 and were listed on the Nasdaq First North Growth Market Finland on 10 February 2021 in the same series as the company's existing shares.

On 29 January 2021, Relais decided on issuing a directed share issue. The company paid EUR 0.9 million of the purchase price of the shares of Raskone Oy by issuing a total of 67,423 new Relais Group's shares to Mr. Jan Popov, a shareholder and the CEO of Raskone Oy in connection with the closing of the acquisition.

The share issue was carried out by the decision of the Board of Directors of Relais Group under the authorization given by the Annual General Meeting of Relais Group on 8 June 2020. The share issue was carried out in order to develop Relais Group's business and finance the corporate transaction, so there is a weighty financial reason for deviating from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act.

The subscription price for the consideration shares was EUR 13.7390 per share, which corresponds to the share's trade volume weighted average rate on Nasdaq Helsinki First North Growth Market for 30 trading days preceding the closing of the transaction. The new shares were entered into the trade register on 17 March 2021 and were listed on the Nasdaq First North Growth Market Finland on 18 March 2021 in the same series as the company's existing shares.

On 31 March 2021, Relais decided on issuing a directed share issue. The company paid EUR 7.2 million of the purchase price of the shares of Lumise Oy by issuing a total of 430,559 new Relais Group's shares to the shareholders of Lumise Oy in connection with the closing of the acquisition.

The share issue was carried out by the decision of the Board of Directors of Relais Group under the authorization given by the Annual General Meeting of Relais Group on 30 March 2020. The Share Issue was carried out in order to develop Relais Group's business and finance the corporate transaction, so there is a weighty financial reason for deviating from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act.

The subscription price for the consideration shares was EUR 16.8131 per share, which corresponds to the share's trade volume weighted average rate on Nasdaq Helsinki First North Growth Market for 30 trading days preceding the closing of the transaction. The new shares were entered into the trade register on 23 April 2021 and were listed on the Nasdaq First North Growth Market Finland on 24 April 2021 in the same series as the company's existing shares.

During the review period, a total of 234,550 new shares were subscribed by using Relais Group Plc's option rights.

On 31 December 2021, the company's registered share capital was EUR 80,000, and the number of shares recorded in the trade register 17,941,433.

According to the shareholder register maintained by Euroclear Finland, Relais had 2,857 shareholders at the end of the review period. Relais owned 50 of its own shares.

The company's ten largest registered shareholders and their holdings on 31 December 2021:

	Shareholder	Number of shares	%
1	Ari Salmivuori	5,368,800	29.9
2	Nordic Industry Development AB[1]	3,932,100	21.9
3	Ajanta Oy[2]	464,800	2.6
4	Finnish Industry Investment Ltd (Tesi)	462,949	2.6
5	Evli Finland Select Fund	412,061	2.3
6	Rausanne Oy	408,867	2.3
7	Elo Mutual Pension Insurance Company	396,813	2.2
8	Kari Kauhanen	378,892	2.1
9	Evli Finland Pienyhtiöt Fund	359,200	2.0
10	Helander Holding Oy	324,632	1.8
11	Kari Stadigh	292,200	1.6
Ten largest combined		**12,801,314**	**71.4**
Other shareholders		5,140,119	28.6
Total		17,941,433	100.0

[1] In Nordic Industry Development AB, control is indirectly held by Jesper Otterbeck.
[2] In Ajanta Oy, control is held by Ari Salmivuori.

On 31 December 2021, the members of the Board of Directors and the Executive Team of Relais owned a total of 4,679,600 Relais shares, corresponding to approximately 26.1% of all shares and the resulting vote share. The number of shares includes those held by the persons themselves as well as those held by close associates and controlled corporations.

	Shares
Arni Ekholm	66,450
Juan Garcia[1]	62,050
Olli-Pekka Kallasvuo[2]	64,300
Ville Mikkonen	174,800
Katri Nygård	67,700
Jesper Otterbeck[3]	3,932,100
Pekka Raatikainen	20,000
Kari Stadigh	292,200
Total	**4,679,600**

[1] Owned through JG Management AB, which is controlled by Juan Garcia.
[2] Owned directly and through Entrada Oy, which is controlled by Olli-Pekka Kallasvuo.
[3] Owned through Nordic Industry Development AB, which is controlled indirectly by Jesper Otterbeck.

Current option schemes

The company has option-based incentive plans intended for the company's management personnel. On 31 December 2021, the members of the Board of Directors and the Management Team of Relais owned a total of 816,800 option rights, corresponding to approximately 4.4% of Relais shares and votes. Moreover, on 31 December, the inheritors of a late board member owned a total of 18,800 option rights, entitling them to the issue of a corresponding number of shares.

In total, the issued option rights entitled the option holders to the issue of a total of 835,600 shares. The current options are divided into several option series with varying subscription prices and subscription periods (2017E, 2017F, 2019D, 2019E and 2019G).

During the review period, a total of 234,550 new Relais shares were subscribed based on these option rights.

Long-term incentive plan

The Board of Directors of Relais Group Plc decided on the establishment of a new share-based long-term incentive plan for the company's management on 25 February 2021. The objectives of the plan are to align the interests of Relais Group's management with those of the company's share-

holders and, thus, to promote shareholder value creation in the long term as well as to reward and retain the company's management.

Eligible to participate in the plan are at the maximum 15 individuals, including the members of the Management Team of Relais Group.

The rewards payable under the plan will be paid in cash based on the value of a specific number of incentive units included in the plan. The maximum aggregate number of incentive units to be settled in cash based on the Plan is 258,000 units The incentive units are allocated to the participants free of charge. The value of each incentive unit is linked to Relais Group's share price development during the plan period. The earned reward represents a gross earning, from which the applicable payroll tax is withheld.

The incentive units allocated to the participants are divided into three separate tranches. The potential rewards payable under these tranches will be paid during the first half of the years 2023, 2024 and 2025 respectively. The threshold price of each incentive unit in each of the three tranches is the trade volume weighted average price of Relais Group's share on the First North Growth Market Finland marketplace of Nasdaq Helsinki Ltd during the last twenty-five trading days preceding March 16, 2021. The end price of each incentive unit is the trade volume weighted average price of Relais Group's share on the First North Growth Market Finland marketplace of Nasdaq Helsinki Ltd during the twenty-five trading days following the publication date of Relais Group's annual results for the year immediately preceding the year of payment, i.e., for the years 2022, 2023 and 2024 respectively. The threshold price of the incentive unit is deducted with the dividends paid between the start and end price determination periods.

The amount of the reward payable based on the Plan is limited by a maximum cap linked to the company's share price development.

Assessment of risks and uncertainties relating to business activities

The company is exposed to macroeconomic risks and other macro-level trends that may reduce demand for its products. It operates in a competitive and fragmented market in certain areas, and competition and consolidation may increase in the future. The ongoing coronavirus pandemic and its potential impact on demand for Relais products and availability of products supplied via global supply- and logistics chains can be mentioned as specific examples of current macroeconomic risk. The deteriorating international security situation comprises also a macroeconomic risk.

The company has a growth strategy that involves risks, particularly with acquisition-based growth. Such risks may include the scarcity of suitable acquisition targets, unfavorable valuation of acquisition targets, and risks associated with the successful integration of acquisitions.

The company's business ties up working capital in the storage of a large product range. In the event of a failure to predict demand or to manage the range of products, this may have adverse financial effects. Relais is dependent on its retailer network and its net sales can suffer if retailers' businesses underperform or customer relationships change.

The importance of the company's key personnel to business success is significant, and the loss of key personnel can cause adverse effects. The company's business may also be affected by new or changed laws and regulations that affect the markets.

The company is subject to normal risks of damage that are mitigated by insurance against loss or damage, third party insurance and business interruption insurance.

When it comes to finance, fluctuating exchange rates can have an adverse effect on Relais' business activities, profits, and balance sheet position. By financing its loans, the company also subjects itself to the risk of heightened interest rates. This risk is managed with interest rate swap contracts.

Risks related to the company's business activities are described in more detail in the 4 October 2019 company prospectus.

Board of Directors, management and auditors

During the financial year 2021, the Board of Directors of Relais Group Plc consisted of Kari Stadigh (chairman), Olli-Pekka Kallasvuo, Jesper Otterbeck and Katri Nygård.

The company's CEO is Arni Ekholm. In addition to Mr. Ekholm, the Management Team of the company and group consists of Chief Financial Officer Pekka Raatikainen, Managing Director (Scandinavia) Juan Garcia and Managing Director (Finland and Baltics) Ville Mikkonen. Mr. Lennart Sjöblom, Head of M&A and business development, has been a member of the Management Team since 1 August 2021.

PricewaterhouseCoopers Oy, Authorized Public Accountants, acts as the company auditors, with Janne Rajalahti, Authorized Public Accountant, as the principal auditor.

Personnel

The Group employed an average of 812 (290) employees between January and December. On 31 December 2021, at the end of the review period, the personnel amounted to 950 (296), representing an increase of 654. The increase in personnel was due to acquisitions, especially from the acquisition of Raskone and STS.

Salaries and fees paid from January to June totaled EUR 35.5 (12.9) million. The increase was driven by the acquisitions.

Annual General Meeting on 30 March 2021 and the board authorizations in effect

The AGM confirmed the company's financial statements for the financial year January 1–December 31, 2020 and discharged the members of the Board of Directors and the Managing Director from liability.

The AGM decided that four members be elected to the Board of Directors and re-elected Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Kari Stadigh as board members. In the Board Meeting held after the AGM, the Board of Directors re-elected Kari Stadigh as Chairman of the Board.

The AGM decided that the members of the Board of Directors will not be paid any remuneration for Board or potential Committee membership.

The AGM re-elected PricewaterhouseCoopers Oy, Authorized Public Accountants, as the company's auditors with Janne Rajalahti, Authorized Public Accountant, acting as the principal auditor. The AGM decided to pay the auditors' fees as invoiced and approved by the company.

The Annual General meeting approved the proposal of the Board of Directors that a dividend of EUR 0.30 per share I be paid from the parent company's distributable funds to shareholders who are registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the dividend record date, 1 April 2021. The dividend was paid on 12 April 2021.

The AGM authorized the Board of Directors to resolve on the acquisition of a maximum of 1,720,890 of the company's own shares in one or more tranches using the company's unrestricted equity. The company may buy back shares in order to develop its capital structure, finance and implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees, or otherwise transfer or cancel them. The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period and, similarly, their maximum price equals the highest market price quoted in public trading during that period.

The authorization is effective until the end of the Annual General Meeting held in 2022, yet no further than until 30 June 2022. This authorization shall supersede the buyback authorization granted at the earlier General Meetings.

The AGM authorized the Board of Directors to decide on issuing a maximum of 3,441,780 shares in a share issue or on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Companies Act, in one or several tranches. This authorization may be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board. The authorization grants the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including the subscribers or the recipients of said special rights and the payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' preemptive rights, i.e. by issuing them in a directed manner. The authorization of the Board covers the issue of new shares and the transfer of any shares that may be held by the company.

The authorization is effective until the end of the Annual General Meeting held in 2022, yet no further than until 30 June 2022. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling you to shares.

Disputes

The company is not currently involved in any disputes or trials that would have a significant impact on the Group's financial position according to the opinion of the Board.

Research and development activities

The company is not involved in direct research and development activities.

Major events after the review period

On 24 February 2022, the company announced that it would postpone its transition to International Financial Reporting Standards (IFRS) reporting on announced on 20 December 2021, and that it would transition to IFRS reporting by the end of 2022. The postponement does not affect the targeted transition date which is 1 January 2020.

On 3 March 2022, the company announced aiming to transfer its shares to Nasdaq Helsinki Main Market at the earliest during the second half of 2022.

Outlook for 2022

Also in the financial year 2021, Relais was able to demonstrate the effectiveness and resilience of its business model even under the challenging circumstances, being able to grow strongly while maintaining its profitability. The profitability was supported by acquisitions which also form a platform for continued growth.

Based on the company's view, the current market situation enables favorable business development also in 2022. The company has through early purchases and with pre-orders placed during Q4/2021 strived to secure a part of the deliveries needed in 2022. Although the market situation at the time of publishing this release is generally stable, the visibility of the business is weakened by the continuing COVID-19 pandemic and the global shortage of components and semiconductors, as well as challenges in international logistics and the deteriorated international security situation. Therefore, the company does not provide a numeric guidance for financial year 2022.

According to the new long-term target published on 17 May 2021, the company aims to reach pro forma net sales of 500 MEUR by the end of year 2026.

The new net sales target is based on the recalibrated strategy for the years 2021–2026. The new recalibrated strategy continues to rely on a combination of strong growth through acquisitions and a faster than market average organic growth. Relais aims to accelerate and reinforce its acquisition activities. In this context, the Company has chosen to expand its potential acquisition target area to include the entire mobility-related aftermarket, with the main focus remaining on the Nordic vehicle aftermarket.

The earlier long-term financial targets published in 2019 included an ambition to double the company's net sales by 2025.

The Board's proposal to the Annual General Meeting

The Group's profit for the period was EUR 7,708 thousand and the parent company's profit for the period was EUR 8,014,321.92. The parent company's distributable earnings on 31 December, 2021 totalled EUR 83,312,212.96. The Board of Directors will propose to the Annual General Meeting on 13 April 2022 , that the parent company's distributable earnings be distributed by paying a per-share dividend of EUR 0.36 or a total of EUR 6,458,915.88 against the total number of shares at the close of the reporting period. The remainder of the distributable earnings will be retained in equity.

In the Board's opinion, the proposed dividend distribution does not endanger the parent company's or Group's liquidity.

Financial Statements
1 January–31 December 2021

Consolidated income statement

TEUR	1.1.–31.12.2021	1.1.–31.12.2020
NET SALES	237,927	128,924
Change in inventories of finished goods and work	-284	0
Other operating income	3,074	1,040
Materials and services		
Materials, supplies and goods		
Purchases during the period	-140,506	-81,271
Increase/decrease in inventories	10,619	-2,639
External services	-6,934	-19
	-136,821	**-83,928**
Personnel expenses		
Wages and salaries	-35,489	-12,876
Social security expenses		
Pensioon expenses	-5,119	-1,538
Other social security exenses	-4,777	-2,231
	-45,386	**-16,645**
Depreciation, amortisation and impairments	-14,568	-8,039
Other operating expenses	-27,529	-10,264
OPERATING PROFIT	16,413	11,088
Financial income and expenses		
Other interest and financial income	1,222	2,235
Interest expenses and other financial expenses	-4,525	-2,912
	-3,303	-677
PROFIT BEFORE TAXES	13,110	10,411
Income taxes	-5,312	-3,404
Minority interest	-90	-70
PROFIT FOR THE PERIOD	7,708	6,937

Consolidated balance sheet

TEUR	31.12.2021	31.12.2020
ASSETS		
NON-CURRENT ASSETS		
Intangible assets		
Development costs	297	0
Immaterial rights	79	109
Goodwill	109,918	58,215
Other intangible assets	1,437	363
	111,732	**58,688**
Tangible assets		
Buildings	33	0
Machinery and equipment	3,485	602
Other tangible assets	616	62
Advance payments and work in progress	76	0
	4,209	**664**
Investments		
Other shares and holdings	79	81
	79	**81**
TOTAL NON-CURRENT ASSETS	**116,020**	**59,433**
CURRENT ASSETS		
Inventories		
Work in progress	730	0
Finished products/goods	67,273	42,269
Advance payments	5,243	2,004
	73,247	**44,273**
Receivables		
Long-term		
Deferred tax assets	0	284
Prepaid expenses and accrued income	5	0
	5	**284**

TEUR	31.12.2021	31.12.2020
Short-term		
Trade receivables	26,923	13,123
Other receivables	665	359
Prepaid expenses and accrued income	6,199	2,491
	33,787	**15,972**
Cash at bank and in hand	**11,803**	**34,669**
TOTAL CURRENT ASSETS	**118,842**	**95,198**
TOTAL ASSETS	**234,862**	**154,630**
EQUITY AND LIABILITIES		
EQUITY		
Share capital	80	80
Reserve for invested unrestricted equity	69,282	56,226
Retained earnings	11,644	8,702
Profit (loss) for the period	7,708	6,937
TOTAL EQUITY	**88,713**	**71,946**
Minority Interest	404	319
Provisions	48	157
LIABILITIES		
Non-current		
Loans from financial institutions	90,720	58,014
Other loans and purchase consideration liability	1,561	129
Deferred tax liabilities	3,307	2,816
	95,588	**60,959**
Current		
Loans from financial institutions	6,042	5,000
Advances received	34	0
Trade payables	15,402	8,606
Other liabilities	11,260	3,671
Accrued expenses and deferred income	17,371	3,972
	50,109	**21,250**
TOTAL LIABILITIES	**145,697**	**82,209**
EQUITY AND LIABILITIES TOTAL	**234,862**	**154,630**

Consolidated cash flow statement

TEUR	1.1.–31.12.2021	1.1.–31.12.2020
Profit (loss) for the period	**7,708**	**6,937**
Adjustments		
Depreciation, amortisation and impairments	14,568	8,039
Financial income and expenses	3,305	676
Income tax	5,312	3,404
Minority interest in net income	90	70
Other adjustments	-105	24
Operating cash flow before working capital changes	**30,878**	**19,150**
Changes in working capital		
Increase/decrease in inventories	-14,985	2,013
Increase/decrease short-term receivables	-1,199	281
Increase/decrease short-term liabilities	3,698	-1,239
Change in provisions	0	84
Interest and other financial expenses	-2,261	-3,173
Foreign exchange gain/loss on liabilities, realised and unrealised	-523	1,470
Dividends received	0	0
Interest received	67	57
Income taxes paid	-4,052	-2,546
Net cash from operating activities	**11,623**	**16,096**
Net cash used in investing activities		
Acquisition of subsidiaries, net of cash acquired	-59,608	-9,259
Purchase of tangible and intangible assets	-2,482	0
Other investments	0	-16
Repayment loan receivables	0	724
Proceeds from sale of tangible and intangible assets	197	0
Net cash used in investing activities	**-61,893**	**-8,750**

TEUR	1.1.–31.12.2021	1.1.–31.12.2020
Net cash used in financing activities		
Shares subscribed by using option rights	915	0
Draw-down current loans	4,500	5,000
Repayment current loans	-6,569	-3,387
Draw-down non-current loans	40,735	60,427
Repayment non-current loans	-6,743	-63,247
Dividend distribution	-5,189	-1,682
Net cash used in financing activities	**27,649**	**-2,889**
Net change in cash and cash equivalents	**-22,621**	**4,457**
Cash and cash equivalents, opening amount	34,669	29,600
Effects of exchange rate fluctuations	-245	611
Cash and cash equivalents	**11,803**	**34,669**

Parent company income statement

EUR	1.1.–31.12.2021	1.–31.12.2020
NET SALES	**299,840.21**	**286,327.65**
Other operating income	84.64	0.00
Personnel expenses		
Wages and salaries	-572,737.54	-528,955.98
Social security expenses		
Pension expenses	-97,773.02	-88,632.81
Other social security expenses	-21,616.62	-16,853.22
	-692,127.18	**-634,442.01**
Depreciation, amortisation and impairments	**-13,239.07**	**-13,425.48**
Other operating expenses	**-954,360.04**	**-682,581.24**
OPERATING PROFIT	**-1,359,801.44**	**-1,044,121.08**
Financial income and expenses		
Income form holdings in Group companies	8,000,000.00	0.00
Other interest and financial income		
From Group companies	1,788,478.63	305,279.82
From others	970,108.76	920,911.09
Interest expenses and other financial expenses		
To Group companies	-1,896,742.25	-96,052.40
To others	-2,379,737.43	-801,230.73
Reduction in value of investments held as noncurrent assets	0.00	-2,097,980.43
	6,482,107.71	**-1,769,072.65**
PROFIT BEFORE APPROPRIATIONS AND TAXES	**5,122,306.27**	**-2,813,193.73**
Appropriations	3,000,000.00	1,080,000.00
Income taxes	-107,984.35	0.00
PROFIT FOR THE PERIOD	**8,014,321.92**	**-1,733,193.73**

Parent company balance sheet

EUR	31.12.2021	31.12.2020
ASSETS		
NON-CURRENT ASSETS		
Intangible assets		
Immaterial rights	7,435.95	17,350.47
Other intangible assets	2,268.00	5,034.00
Intangible assets total	**9,703.95**	**22,384.47**
Tangible assets		
Machinery and equipment	1,675.77	2,234.32
Other tangible assets	**1,675.77**	**2,234.32**
Investments		
Holdings in Group companies	111,660,816.38	46,426,596.18
Receivables from Group companies	58,946,726.75	63,021,001.29
	170,607,543.13	109,447,597.47
TOTAL NON-CURRENT ASSETS	**170,618,922.85**	**109,472,216.26**
CURRENT ASSETS		
Receivables		
Short-term		
Receivables from Group companies	31,182,508.29	19,185,842.19
Loan receivables	13.00	0.00
Other receivables	31,328.60	128,262.57
Prepaid expenses and accrued income	50,131.45	294,227.03
	31,263,981.34	**19,608,331.79**
Cash at bank and in hand	**8,839,331.00**	**6,107,528.99**
TOTAL CURRENT ASSETS	**40,103,312.34**	**25,715,860.78**
TOTAL ASSETS	**210,722,235.19**	**135,188,077.04**

EUR	31.12.2021	31.12.2020
EQUITY AND LIABILITIES		
EQUITY		
Share capital	80,000.00	80,000.00
Reserve for invested unrestricted equity	69,281,678.88	56,225,973.24
Retained earnings	6,016,212.16	12,937,928.09
Profit (loss) for the period	8,014,321.92	-1,733,193.73
TOTAL EQUITY	**83,392,212.96**	**67,510,707.60**
Provisions	48,047.00	157,207.00
LIABILITIES		
Non-current		
Loans from financial institutions	90,720,380.27	58,014,023.32
Intra-group liabilities	0.00	0.00
Other liabilities	1,560,929.92	0.00
	92,281,310.19	**58,014,023.32**
Current		
Loans from financial institutions	6,000,000.00	5,000,000.00
Trade payables	231,978.65	339,088.25
Intra-group liabilities	27,185,683.94	3,909,266.92
Other liabilities	1,330,016.02	15,561.13
Accrued expenses and deferred income	252,986.43	242,222.82
	35,000,665.04	**9,506,139.12**
TOTAL LIABILITIES	**127,281,975.23**	**67,520,162.44**
EQUITY AND LIABILITIES TOTAL	**210,722,235.19**	**135,188,077.04**

Parent company cash flow statement

EUR	1.1.–31.12.2021	1.1.–31.12.2020
Profit (loss) for the period	**8,014,321.92**	**-1,733,193.73**
Adjustments		
Depreciation, amortisation and impairments	13,239.07	13,425.48
Financial income and expenses	-6,482,107.54	-328,907.78
Income tax	107,984.35	0.00
Appropriations	-3,000,000.00	-1,080,000.00
Other adjustments	0.00	2,048,195.42
Operating cash flow before working capital changes	**-1,346,562.20**	**-1,080,480.61**
Changes in working capital		
Increase/decrease short-term receivables	1,173,333.63	-368,183.25
Increase/decrease short-term liabilities	2,795,773.76	267,785.96
Interest and other financial expenses	-2,634,567.74	-445,571.16
Dividends received	8,000,000.00	0.00
Interest received	60,338.18	65,588.88
Income taxes paid	-104,383.33	0.00
Net cash from operating activities	**7,943,932.30**	**-1 560,860.18**
Net cash used in investing activities		
Acquisition of subsidiaries, net of cash acquired	-53,093,151.56	-877,121.40
Purchase of tangible and intangible assets	0.00	0.00
Loans granted	-1,756,374.98	-75,275,288.21
Repayment of loan receivables	3,339,752.74	330,176.43
Net cash used in investing activities	**-51,509,773.80**	**-75,822,233.18**
Net cash used in financing activities		
Increase/decrease in non-current loans	34,660,815.31	60,605,776.64
Increase/decrease cash pool receivables/liabilities	17,459,159.50	0.00
Draw-down current loans	5,880,820.82	5,000,000.00
Repayment current loans	-7,429,266.92	-2,591,753.24
Dividends paid	-5,188,522.20	-1,682,000.00
Group contribution	0.00	2,531,866.89
Proceeds from share issues and unrestricted equity invesments	914,637.00	0.00
Net cash used in financing activities	**46,297,643.51**	**63,863,890.29**
Net change in cash and cash equivalents	2,731,802.01	-13,519,203.07
Cash and cash equivalents, opening amount	6,107,528.99	19,626,732.06
Cash and cash equivalents	**8,839,331.00**	**6,107,528.99**

Accounting principles

Relais Group Oyj is the parent company of the Relais Group and is domiciled in Helsinki.

Copies of the financial statements of the group and the subgroup can be obtained from Mannerheimintie 105, Helsinki, Finland and from the company website www.relais.fi

Basis of prepraration

The consolidated financial have been prepared in accordance with Finnish Accounting Standards and Finnish Companies Act. The basis of preparation complies with the Consolidated financial statements of FY2020.

Scope

The consolidated financial statements include all Finnish and foreign subsidiaries.

Valuation principles and methods

The intangible and tangible assets recorded in the Group's non-current assets are valued at acquisition cost less depreciation and amortisation according to a predetermined plan.

Investments in non-current assets are valued at the lower of the original acquisition cost or the estimated fair value, if the income generated in the future by the investment is estimated to be less than the original acquisition cost.

Inventories are valued at the lower of acquisition price or estimated realizable price.

Liabilities are valued at their nominal value.

Deferred tax assets or liabilities are calculated for the temporary differences between taxation and closing of the accounts by using the enacted tax rate at the date of closure of the accounts for the coming years.

Intragroup transactions, profit margins on internal deliveries, internal receivables and liabilities, and internal distribution of profit are eliminated in the consolidated financial statements.

Mutual holdings are eliminated using the purchase method. The difference between the acquisition price and the equity is presented as consolidated goodwill, which is amortised over its useful economic life in 5 – 10 years.

Minority interest is shown separately in the income statement as part of the result for the period and in the balance sheet as part of equity.

Items denominated in foreign currency

The income statements of foreign Group companies are translated into euros at the average exchange rate of the financial period and the balance sheets at the rate on the balance sheet date. Translation differences arising from translation and translation differences arising when eliminating the equity of foreign subsidiaries are presented in "Retained earnings".

Planned depreciation periods and methods

The acquisition costs for intangible and tangible assets belonging to the company's non-current assets are depreciated and amortised in accordance with a predetermined plan.

Depreciation and amortisation according to a predetermined plan is calculated on a straight-line basis over the estimated useful economic life of fixed assets.

The planned depreciation/amortisation periods are as follows:

Intangible assets

Immaterial rights	5
Other intangible assets	5–10
Goodwill	5–10

Tangible assets

Machinery and equipment	5–8
Other tangible assets	3–8

Small purchases (of under 850 euros) and fixed asset purchases the useful economic life of which is less than 3 years are recorded as annual expenses.

Accounting principles for the parent company financial statements

Basis of preparation

The financial statements of the parent company Relais Group Plc have been prepared in accordance with the Finnish Accounting Act, Limited Liability Companies Act, and the Finnish Accounting Standards (FAS).

Valuation and depreciation principles

Valuation of non-current assets

The company's non-current assets are stated at acquisition cost less planned depreciation. The depreciation plan is defined based on experiences. Value adjustments are made based on the difference between the acquisition cost and the residual value and estimated useful life. The bases for planned depreciation are as follows:

Intangible assets

Intangible rights 5
Other intangible assets 5–10

Tangible assets

Machinery and equipment 5–8
Other tangible assets 3–8

Small purchases (of under 850 euros) and fixed asset purchases the useful economic life of which is less than 3 years are recorded as annual expenses.

Subsidiaries

Direct expenses from the acquisition of subsidiary companies are recognized in the acquisition cost of subsidiary company holdings. The Group management continuously reviews Group items for any indication of impairment. If there are such indications, the amount recoverable from the said asset item is assessed.

Employee benefits

Personnel pension security is handled by external pension insurance companies. Pension costs are recorded as expenses in the year in which they are incurred.

The company's management team is involved in a long-term incentive plan that will run from 2021 to 2025. Cash commissions paid from the plan, including incidental expenses, are recorded in the accounting year in which they are paid.

Notes to the income statement

Net sales by market area

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Finland	123,482	53,698	145,005.00	103,888.00
Sweden	88,281	63,773	134,435.21	162,404.15
Estonia	4,856	3,561	6,800.00	6,678.50
Norway	6,421	3,207	6,800.00	6,678.50
Other countries	14,886	4,684	6,800.00	6,678.50
	237,927	128,924	299,840.21	286,327.65

Other operating income

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Rental income	1,385	382	0.00	0.00
Gain on sale of fixed assets	123	0	0.00	0.00
Other	1,565	658	84.64	0.00
	3,074	1,040	84.64	0.00

Notes on personnel

	Group		Parent company	
	2021	2020	2021	2020
Average number of people employed during the year	812	290	3	3

Salaries and fees of the CEO and the management team

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
CEO	-276	-224	-275,771.77	-224,492.02
Management Team	-557	-475	-194,538.14	-174,264.63
	-833	-700	-470,309.91	-398,756.65

Auditor fees

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Audit	-376	-224	-165,000.00	-46,500.00
Assignments referred to in section 1.1.2 of the Auditing Act	-14	-6	-14,060.00	-5,600.00
Tax advice	-18	0	-17,646.00	0.00
Other services	-173	-469	-173,117.00	-11,685.00
	-581	-700	-369,823.00	-63,785.00

Depreciation and amortisation

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Amortisation on consolidated goodwill	-12,858	-7,623		
Impairments on non-current assets	-180	0		
Amortisation on intangible assets	-509	-130	-12,680.52	-12,680.64
Depreciation on tangible assets	-1,020	-286	-558.55	-744.84
	-14,568	-8,039	-13,239.07	-13,425.48

Financial income and expenses

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Income from other investments				
From Group companies			8,000,000.00	0.00
From others	0	2	0.00	0.00
	0	2	8,000,000.00	0.00
Other interest and financial income				
From Group companies			1,720,256.71	305,279.82
From others	67	219	172.79	0.00
Exchange rate differences	1,155	2,015	1,038,157.89	920,911.09
	1,222	2,233	2,758,587.39	1,226,190.91
Total financial income	1,222	2,235	10,758,587.39	1,226,190.91
Interst expenses				
To Group companies			-188,022.74	-96,052.40
To others	-2,181	-2,143	-2,112,751.91	-164,831.43
	-2,181	-2,143	-2,300,774.65	-260,883.83
Other financial expenses				
To others	-228	-424	-116,075.59	-450,434.29
Listing expenses	-119	0	-119,351.50	0.00
Reduction in value of investments held as noncurrent assets			0.00	-2,097,980.43
Exchange rate differences	-1,997	-345	-1,740,277.94	-185,965.01
	-2,344	-769	-1,975,705.03	-2,734,379.73
Total financial expenses	-4,525	-2,912	-4,276,479.68	-2,995,263.56
Total financial income and expenses	**-3,303**	**-677**	**6,482,107.71**	**-2,620,758.22**

Appropriations

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Group contributions			3,000,000.00	1,080,000.00

Income taxes

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Income tax on operating activities	-4,956	-3,457	-3,601.02	0.00
Income tax from previous periods	-30	0	-104,383.33	0.00
Deferred taxes	-325	53	0.00	0.00
	-5,312	-3,404	-107,984.35	0.00

Notes to the balance sheet

Group non-current assets

Intangible assets

TEUR	Goodwill	Immaterial rights	Development costs	Other intangible assets	Total
Acquisition cost at 1 Jan 2021	**81,495**	**827**	**0**	**752**	**83,074**
Translation differences	-5	-7	0	-9	-21
Additions	0	18	157	450	626
Acquisitions	65,308	24	274	3,386	68,992
Disposals	0	0	0	-22	-22
Reclassifications	0	-34	0	-122	-156
Acquisition cost at 31 Dec 2021	**146,798**	**828**	**431**	**4,436**	**152,492**
Accumulated amortisation at 1 Jan 2021	**-23,279**	**-718**	**0**	**-389**	**-24,386**
Translation differences	5	7	0	5	17
Acquisitions	-517	-1	-80	-2,347	-2,944
Reclassifications and disposals	0	16	0	85	101
Amortisation during the period	-12,909	-53	-54	-352	-13,368
Impairment	-180	0	0	0	-180
Accumulated amortisation at 31 Dec 2021	**-36,880**	**-748**	**-134**	**-2,998**	**-40,760**
Book value at 31 Dec 2021	**109,918**	**79**	**297**	**1,437**	**111,732**

TEUR	Goodwill	Immaterial rights	Development costs	Other intangible assets	Total
Acquisition cost at 1 Jan 2020	**69,362**	**787**	**0**	**746**	**70,896**
Translation differences	0	14	0	5	19
Additions	0	26	0	1	27
Acquisitions	12,132	0	0	0	12,132
Acquisition cost at 31 Dec 2020	**81,495**	**827**	**0**	**752**	**83,074**
Accumulated amortisation at 1 Jan 2020	**-15,632**	**-655**	**0**	**-332**	**-16,619**
Translation differences	0	-13	0	-3	-16
Amortisation during the period	-7,647	-49	0	-54	-7,751
Accumulated amortisation at 31 Dec 2020	**-23,279**	**-718**	**0**	**-389**	**-24,386**
Book value at 31 Dec 2020	**58,215**	**109**	**0**	**363**	**58,688**

Tangible assets

TEUR	Marchinery and equipment	Marchinery and equipment	Other tangible assets	Advance payments and work in progress	Total
Acquisition cost at 1 Jan 2021	**0**	**3,194**	**352**	**0**	**3,546**
Translation differences	-2	-74	-10	-1	-87
Additions	0	1,280	476	95	1,851
Acquisitions	169	8,470	357	0	8,996
Disposals	0	-331	-75	0	-406
Reclassifications	0	52	171	-19	205
Acquisition cost at 31 Dec 2021	**167**	**12,592**	**1,271**	**76**	**14,106**
Accumulated depreciation at 1 Jan 2021	**0**	**-2,592**	**-291**	**0**	**-2,883**
Translation differences	1	57	5	0	63
Acquisitions	-134	-5,855	-255	0	-6,244
Accumulated amortisation of deductions and transfers	0	218	-31	0	187
Depreciation during the period	-2	-934	-84	0	-1,020
Accumulated depreciation at 31 Dec 2021	**-134**	**-9,107**	**-656**	**0**	**-9,897**
Book value at 31 Dec 2021	**33**	**3,485**	**616**	**76**	**4,209**

TEUR	Marchinery and equipment	Marchinery and equipment	Other tangible assets	Advance payments and work in progress	Total
Acquisition cost at 1 Jan 2020	**0**	**2,929**	**316**	**0**	**3,245**
Translation differences	0	43	9	0	52
Additions	0	123	27	0	150
Acquisitions	0	99	0	0	99
Acquisition cost at 31 Dec 2020	**0**	**3,194**	**352**	**0**	**3,546**
Accumulated depreciation at 1 Jan 2020	**0**	**-2,276**	**-235**	**0**	**-2,511**
Translation differences	0	-34	-8	0	-43
Accumulated amortisation of deductions and transfers	0	-52	0	0	-52
Depreciation during the period	0	-230	-47	0	-277
Accumulated depreciation at 31 Dec 2020	**0**	**-2,592**	**-291**	**0**	**-2,883**
Book value at 31 Dec 2020	**0**	**602**	**62**	**0**	**664**

Parent company non-current assets

Intangible assets

EUR	Immaterial rights	Other intangible assets	Total
Acquisition cost at 1 Jan 2021	**49,573.00**	**13,830.00**	**63,403.00**
Additions	0.00	0.00	0.00
Acquisitions	0.00	0.00	0.00
Disposals	0.00	0.00	0.00
Reclassifications	0.00	0.00	0.00
Acquisition cost at 31 Dec 2021	**49,573.00**	**13,830.00**	**63,403.00**
Accumulated depreciation at 1 Jan 2021	**-32,222.53**	**-8,796.00**	**-41,018.53**
Translation differences	0.00	0.00	0.00
Accumulated amortisation of deductions and transfers	0.00	0.00	0.00
Amortisation during the period	-9,914.52	-2,766.00	-12,680.52
Accumulated depreciation at 31 Dec 2021	**-42,137.05**	**-11,562.00**	**-53,699.05**
Book value at 31 Dec 2021	**7,435.95**	**2,268.00**	**9,703.95**

EUR	Immaterial rights	Other intangible assets	Total
Acquisition cost at 1 Jan 2020	**49,573.00**	**13,830.00**	**63,403.00**
Translation differences	0.00	0.00	0.00
Additions	0.00	0.00	0.00
Acquisitions	0.00	0.00	0.00
Disposals	0.00	0.00	0.00
Reclassifications	0.00	0.00	0.00
Acquisition cost at 31 Dec 2020	**49,573.00**	**13,830.00**	**63,403.00**
Accumulated depreciation at 1 Jan 2020	**-22,307.89**	**-6,030.00**	**-28,337.89**
Translation differences	0.00	0.00	0.00
Accumulated depreciation of deductions and transfers	0.00	0.00	0.00
Depreciation during the period	-9,914.64	-2,766.00	-12,680.64
Accumulated depreciation at 31 Dec 2020	-32,222.53	-8,796.00	-41,018.53
Book value at 31 Dec 2020	17,350.47	5,034.00	22,384.47

Tangible assets

EUR	Machinery and equipment	Total
Acquisition cost at 1 Jan 2021	**7,523.88**	**7,523.88**
Translation differences	0.00	0.00
Additions	0.00	0.00
Acquistions	0.00	0.00
Disposals	0.00	0.00
Reclassifications	0.00	0.00
Acquisition cost at 31 Dec 2021	**7,523.88**	**7,523.88**
Accumulated depreciation at 1 Jan 2021	**-5,289.56**	**-5,289.56**
Translation differences	0.00	0.00
Accumulated amortisation of deductions and transfers	0.00	0.00
Amortisation during the period	-558.55	-558.55
Accumulated amortisation at 31 Dec 2021	**-5,848.11**	**-5,848.11**
Book value at 31 Dec 2021	**1,675.77**	**1,675.77**

EUR	Machinery and equipment	Total
Acquisition cost at 1 Jan 2020	**7,523.88**	**7,523.88**
Translation differences	0.00	0.00
Additions	0.00	0.00
Merger of Relais Group Oy	0.00	0.00
Disposals	0.00	0.00
Reclassifications	0.00	0.00
Acquisition cost at 31 Dec 2020	**7,523.88**	**7,523.88**
Accumulated depreciation at 31 Dec 2020	**-4,544.72**	**-4,544.72**
Translation differences	0.00	0.00
Merger of Relais Group Oy	0.00	0.00
Amortisation during the period	-744.84	-744.84
Accumulated amortisation at 31 Dec 2020	**-5,289.56**	**-5,289.56**
Book value at 31 Dec 2020	2,234.32	2,234.32

Holdings in Group companies

EUR	Holdings in Group companies
Acquisition cost at 1 Jan 2021	**46,426,596.18**
Additions	65,234,220.20
Reduction in value	0.00
Acquisition cost at 31 Dec 2021	**111,660,816.38**

EUR	Holdings in Group companies
Acquisition cost at 1 Jan 2020	**40,330,199.78**
Additions	8,194,376.83
Reduction in value	-2,097,980.43
Acquisition cost at 31 Dec 2020	**46,426,596.18**

Long-term loan receivables from Group companies

EUR	Holdings in Group companies
Acquisition cost at 1 Jan 2021	**63,021,001.29**
Unrealised exchange rate differences	-1,294,521.80
Repayments	-2,779,752.74
Acquisition cost at 31 Dec 2021	**58,946,726.75**

EUR	Holdings in Group companies
Acquisition cost at 1 Jan 2020	**810,270.59**
Additions	63,021,001.29
Disposals	-810,270.59
Acquisition cost at 31 Dec 2020	**63,021,001.29**

Changes in equity – group

TEUR	Share capital	Reserve for invested unrestricted equity	Retained earnings excluding translation differences	Translation differences	Retained earnings total	Equity total
			Retained earnings total			
Equity 1.1.2021	**80**	**56,226**	**19,385**	**-3,745**	**15,640**	**71,946**
Change in translation differences	0	0	0	1,193	1,193	1,193
Share issue	0	12,141	0	0	0	12,141
Shares subscribed by using option rights	0	915	0	0	0	915
Dividend distribution	0	0	-5,189	0	-5,189	-5,189
Profit (loss) for the period	0	0	7,708	0	7,708	7,708
Equity 31.12.2021	**80**	**69,282**	**21,904**	**-2,552**	**19,352**	**88,713**
Equity 1.1.2020	**80**	**51,007**	**14,129**	**-1,531**	**12,598**	**63,685**
Change in translation differences	0	0	0	-2,214	-2,214	-2,214
Share issue	0	5,219	0	0	0	5,219
Dividend distribution	0	0	-1,682	0	-1,682	-1,682
Profit (loss) for the period	0	0	6,937	0	6,937	6,937
Equity 31.12.2020	**80**	**56,226**	**19,385**	**-3,745**	**15,640**	**71,946**

Changes in equity - parent company

EUR	Share capital	Reserve for invested unrestricted equity	Retained earnings	Equity total
Equity 1.1.2021	**80,000.00**	**56,225,973.24**	**11,204,734.36**	**67,510,707.60**
Proceedings from share subsrictions by option rights	0.00	914,637.00	0.00	914,637.00
Share issue	0.00	12,141,068.64	0.00	12,141,068.64
Dividend distribution	0.00	0.00	-5,188,522.20	-5,188,522.20
Profit (loss) for the period	0.00	0.00	8,014,321.92	8,014,321.92
Equity 31.12.2021	**80,000.00**	**69,281,678.88**	**14,030,534.08**	**83,392,212.96**
Equity 1.1.2020	**80,000.00**	**51,006,698.24**	**14,619,928.09**	**65,706,626.33**
Share issue	0.00	5,219,275.00	0.00	5,219,275.00
Dividend distribution	0.00	0.00	-1,682,000.00	-1,682,000.00
Profit (loss) for the period	0.00	0.00	-1,733,193.73	-1,733,193.73
Equity 31.12.2020	**80,000.00**	**56,225,973.24**	**11,204,734.36**	**67,510,707.60**

Calculation of distributable non-restricted equity in accordance with the Companies Act 13:5 §

EUR	2021	2020
Retained earnings	6,016,212.16	12,937,928.09
Profit (loss) for the period	8,014,321.92	-1,733,193.73
Reserve for invested unrestricted equity	69,281,678.88	56,225,973.24
Distributable funds total	83,312,212.96	67,430,707.60

Ownership in group companies

Company name	Domicile		Group	Parent company
Raskone Oy	Helsinki	Finland	100.00%	100.00%
Lumise Oy	Rovaniemi	Finland	100.00%	100.00%
Design by Scandinavian Metal AB	Kungälv	Sweden	100.00%	0.00%
Optisell Oy	Rovaniemi	Finland	100.00%	100.00%
Startax Finland Oy	Tampere	Finland	100.00%	100.00%
Startax AS	Tallinn	Estonia	100.00%	100.00%
Startax Maskin-Teknisk AS	Oslo	Norway	100.00%	100.00%
Startax Latvia SIA	Riga	Latvia	100.00%	100.00%
Startax Lithuania UAB	Vilnius	Lithuania	100.00%	100.00%
Strands Group AB	Fritsla	Sweden	100.00%	100.00%
SEC Scandinavia A/S	Viborg	Denmark	70.00%	70.00%
Relais Group Sweden AB	Stockholm	Sweden	100.00%	100.00%
AB Reservdelar	Stockholm	Sweden	100.00%	0.00%
EKG Automotive AB	Stockholm	Sweden	100.00%	0.00%
Awimex International AB	Simrishamn	Sweden	100.00%	0.00%
Huzells i Karlstad AB	Karlstad	Sweden	100.00%	0.00%
Helsingborgs Bildelsbutik AB	Helsingborg	Sweden	100.00%	0.00%
Startax Sweden AB	Tukholma	Sweden	100.00%	0.00%
STS Sydhamnens Trailer Service AB	Helsingborg	Sweden	100.00%	0.00%
TD Tunga Delar Sverige AB	Gävle	Sweden	95.25%	0.00%
Trucknik Reservdelar AB	Skelleftehamn	Sweden	95.25%	0.00%

Receivables

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Long-term receivables				
Loan receivables from Group companies	0	0	58,946,726.75	63,021,001.29
Deferred tax asset	0	284	0.00	0.00
Prepaid expenses and accrued income	5	0	0.00	0.00
	5	284	58,946,726.75	63,021,001.29
Short-term receivables				
From Group companies				
Trade receivables			335,519.30	0.00
Group cash pool receivables			8,414,083.62	0.00
Loan receivables			15,970,342.63	15,115,217.98
Prepaid expenses and accrued income			3,462,562.74	1,822,787.83
Other receivables			3,000,000.00	2,247,836.38
			31,182,508.29	19,185,842.19
Receivables from others				
Trade receivables	26,923	13,123	0.00	0.00
Prepaid expenses and accrued income	6,199	2,491	50,131.45	294,227.03
Loan receivables			13.00	0.00
Other receivables	665	359	31,328.60	128,262.57
	33,787	15,972	81,473.05	422,489.60
Material items included in the prepaid expenses and accrued income				
Prepaid rents and leasing payments	492	114	0.00	0.00
Accrued taxes	2,588	126	0.00	0.00
Accrued annual reimbursement	1,778	923	0.00	0.00
Other	1,341	1,327	50,131.45	294,227.03
	6,199	2,491	50,131.45	294,227.03

Liabilities

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Non-current liabilities				
Loans from financial institutions	90,720	58,014	90,720,380.27	58,014,023.32
Other liabilities	1,561	129	1,560,92992	0.00
Deferred tax liabilities	3,307	2,816	0.00	0.00
	95,588	60,969	92,281,310.19	58,014,023.32
Current liabilities				
Loans from financial institutions	6,042	5,000	6,000,000.00	5,000,000.00
Trade payables	15,402	8,606	231,978.65	339,088.25
Accrued expenses and deferred income	17,371	3,972	252,986.43	242,222.82
Other liabilities	11,294	3,671	1,330,016.02	15,561.13
	50,109	21,250	7,814,981.10	5,596,872.20
Velat samaan konserniin kuuluville yrityksille				
Ostovelat			31,620.00	0,00
Muut velat			1,280,820.82	3,909,266.92
Konsernipankkitilivelat			25,873,243.12	0.00
			27,185,683.94	3,909,266.92
Material items included in the accrued expenses and deferred income				
Accrued wages and salaries	8,793	2,450	237,219.78	213,818.03
Income tax liabilities	4,305	402		
Other	4,273	1,120	15,766.65	28,404.79
	17,371	3,972	252,986.43	242,222.82

Other notes

Related party transactions

The parent company Relais Group Plc's related parties comprise the following:

- its subsidiaries
- key management personnel, comprising the members of the Board of Directors, CEO and Deputy CEO, and the Management Team members
- entities, over which the above-mentioned persons have control or joint control
- close family members of the above-mentioned persons
- the following two major shareholders
  - » Ari Salmivuori, through a direct shareholding and through Ajanta Oy, controlled by Ari Salmivuori, the total ownership being 32.52% at 31 December 2021 (40.39%), and
  - » Nordic Industry Development AB, where control is indirectly held by Jesper Otterbeck, a Board member of Relais Group Plc, with the ownership of 21.92% at 31 December 2021 (23.38%).

The related party transactions disclosed consist of transactions carried out with related parties that are not eliminated in the consolidated financial statements.

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Receivables and liabilities				
Sales receivables	19	17	0.00	0.00
Loan receivables	0	0	0.00	0.00
Interest receivables	0	0	0.00	0.00
Trade payables	13	17	0.00	0.00
Accrued expenses and deferred income	0	0	0.00	0.00

	Group, TEUR		Parent company, EUR	
	2021	2020	2021	2020
Transactions				
Sales	374	171	0.00	0.00
Purchases	525	364	55,460.00	0.00
Services	325	260	0.00	0.00
Interest income	0	0	0.00	0.00
Interst expense	0	0	0.00	0.00

Off-balance sheet arrangements

	Group, TEUR		Parent company, EUR	
TEUR	2021	2020	2021	2020
Loans from financial institutions				
Financing loans	96,762	63,014	96,720,380.27	63,014,023.32
Overdraft limit	0	0	0.00	0.00
Amount of overdraft limit granted	4,856	4,856	4,856,310.40	4,856,310.40
Available limit	4,856	4,856	4,856,310.40	4,856,310.40
Book value of pledged subsidiary shares	105,222	105,222	42,343,863.44	42,343,863.44
Mortgage on company assets	107,500	107,500	0.00	0.00
Collateral for financial institution loans, total	**212,722**	**212,722**	**42,343,863.44**	**42,343,863.44**
Guarantees given on behalf of the companies belonging to the same group				
General guarantee	4,712	0	4,712,238.40	0.00
Other	8,566	8,099	0.00	0.00
Rental liabilities on facilities				
Payable in the next 12 months	10,446	3,324	0.00	0.00
Payable later	44,602	25,827	0.00	0.00
Amounts payable for leasing contracts				
Payable in the next 12 months	616	339	33,545.16	18,295.44
Payable later	364	257	13,649.53	41,164.74
Other liabilities				
Rental securities	1,858	1,922	0.00	0.00
Other guarantees	205	248	0.00	0.00
	2,063	**2,170**		

Group Key figures

TEUR	2021	2020
Net sales	237,927	128,924
Net sales growth, %	84.5%	30.3%
Gross profit	100,822	44,996
Gross margin, %	42.4%	34.9%
EBITDA	30,981	19,127
EBITDA margin, %	13%	14.8%
EBITA	29,271	18,711
EBITA margin, %	12.3%	14.5%
Operating profit	16,413	11,088
Operating profit margin, %	6.9%	8.6%
Profit (loss) for the period	7,708	6,937
Profit (loss) for the period margin, %	3.2%	5.4%
Comparable profit (loss)	7,827	6,937
Comparable profit (loss) margin, %	3.3%	5.4%
Comparable profit (loss) excluding amortisation of goodwill	20,684	14,561
Comparable profit (loss) excluding amortisation of goodwill margin, %	8.7%	11.3%
Items affecting comparability included in profit (loss) for the period	-119	0
Net working capital	63,001	43,995,197
Inventories	73,247	44,272,883
Free cash flow	16,107	20,005,469
Cash conversion	52.2%	104.5%
Net debt	84,959	28,345,089
Net debt to EBITDA, annualised	2.7	1.5
Net gearing	95.3%	39.2%
Equity ratio	37.9%	46.7%
Return on investment (ROI)	11.0%	10.1%
Return on equity (ROE)	9.7%	10.3%
Return on assets (ROA)	9.1%	9.0%
Earnings per share, basic (EUR)	0.44	0.42
Earnings per share, diluted (EUR)	0.42	0.40
Comparable earnings per share, basic (EUR)	0.44	0.42
Comparable earnings per share, diluted (EUR)	0.42	0.4
Comparable earnings per share excluding amortisation of goodwill, basic (EUR)	1.17	0.87
Comparable earnings per share excluding amortisation of goodwill, diluted (EUR)	1.12	0.84
Average number of employees	812	292
Personnel at the end of the period, FTE	950	296

Calculation of Key figures

Key figure	Definition
EBITA[1]	Operating profit + amortisation of consolidated goodwill
EBITDA[1]	Operating profit + depreciation, amortization and impairments
Gross profit	Net sales - materials and services
Gross margin	Gross profit / net sales *100
Items affecting comparability included in operating profit	Material items outside ordinary course of business, such as items related to business acquisitions, restructuring, and gains and losses from disposal of non-current assets.
Items affecting comparability included in profit (loss) for the period	Items affecting comparability included in operating profit + listing expenses + other non-recurring finance expenses + group contributions + tax impact of items affecting comparability
Comparable operating profit[1]	Operating profit + items affecting comparability included in operating profit
Comparable profit (loss) for the period[1]	Profit (loss) for the period + items affecting comparability included in profit (loss) for the period
Comparable profit (loss) for the period excluding amortisation of goodwill[1]	Profit (loss) for the period + items affecting comparability included in profit (loss) for the period + amortisation of consolidated goodwill
Comparable earnings per share, basic	Comparable profit (loss) / weighted average number of shares outstanding during the period
Comparable earnings per share, diluted	Comparable profit (loss) / weighted average number of shares outstanding during the period + dilutive potential shares
Comparable earnings per share excluding amortisation of goodwill, basic	Comparable profit (loss) excluding amortisation of goodwill / weighted average number of shares outstanding during the period
Comparable earnings per share excluding amortisation of goodwill, diluted	Comparable profit (loss) / weighted average number of shares outstanding during the period + dilutive potential shares
Earnings per share, basic	Profit (loss) for the period / weighted average number of shares outstanding during the period

Key figure	Definition
Earnings per share, diluted	Profit (loss) for the period / weighted average number of shares outstanding during the period + dilutive potential shares
Net working capital	Inventories + short-term trade receivables + other receivables + prepaid expenses and accrued income - trade payables - other current liabilities - accrued expenses and deferred income
Free cash flow	Operating cash flow before working capital changes + change in working capital + purchase of tangible and intangible assets
Cash conversion	Free cash flow / EBITDA
Net debt	Loans from financial institutions + other loans and purchase consideration liability + capital loans – loan receivables – receivables from Group companies – subscribed capital unpaid – cash at bank and in hand
Net debt to EBITDA	Net debt / EBITDA (half-year period figures annualised multiplying by two)
Net gearing	Net debt / Equity + minority interest
Equity ratio	Equity + minority interest / Equity and liabilities, total
Return on investment (ROI)	(Operating profit + other interest and financial income – listing expenses, (half-year period figures annualized multiplying by two) / (Equity + minority interest + loans from financial institutions + other loans + capital loans + convertible bonds, average)
Return on equity (ROE)	Profit (loss) for the period + minority interest, (half-year period figures annualised multiplying by two) / (Equity + minority interest, average)
Return on assets (ROA)	(Operating profit + other interest financial income – listing expenses , half year period figures annualized multiplying by two) / (Total assets, average)

[1]Key measure margin, % has been calculated by dividing the measure with net sales and multiplying by 100.

Reconciliation of Alternative Performance Measures

TEUR	2021	2020
Net sales	**237,927**	**128,924**
Change in inventories of finished goods and work in progress	-284	0
Materials and services	-136,821	-83,928
Gross profit	**100,822**	**44,996**
Gross margin, %	42.4%	34.9%
Operating profit	**16,413**	**11,088**
Depreciation, amortisation and impairments	14,568	8,039
EBITDA	**30,981**	**19,127**
EBITDA margin, %	13.0%	14.8%
Operating profit	**16,413**	**11,088**
Amortisation of goodwill	12,858	7,623
EBITA	**29,271**	**18,711**
EBITA margin, %	12.3%	14.5%
Profit (loss) for the period	**7,708**	**6,937**
Items affecting comparability included in profit (loss) for the period		
Listing expenses	-119	0.00
Other non-recurring finance expenses	0	0.00
Tax impact of items affecting comparability	0	0.00
Items affecting comparability included in profit (loss) for the period	**-119**	**0.00**
Comparable profit (loss)	**7,827**	**6,937**
Comparable profit (loss) margin, %	3.3%	5.4%
Amortisation of goodwill	12,858	7,623
Comparable profit (loss) excluding amortisation of goodwill	**20,685**	**14,561**
Comparable profit (loss) excluding amortisation of goodwill margin, %	8.7%	11.3%
Operating cash flow before working capital changes	30,878	19,150
Change in working capital	-12,486	1,054
Purchase of tangible and intangible assets	-2,285.00	-199
Free cash flow	**16,107**	**20,005**
Cash flow ratio	52.2%	104.5%

Signatures for Financial Statements and Report of the Board of Directors

Helsinki, 22 March 2022

Kari Stadigh
Chairman of the Board

Olli-Pekka Kallasvuo
Board member

Katri Nygård
Board member

Jesper Otterbeck
Board member

Arni Ekholm
Managing Director & Chief Executive Officer

Auditor's note

A report on the audit performed has been issued today.

Helsinki, 22 March 2022

PricewaterhouseCoopers Oy
Authorised Public Accountants

Janne Rajalahti
Authorised Public Accountant (KHT)

Auditor's Report
(Translation of the Finnish Original)

To the Annual General Meeting of Relais Group Oyj

Report on the Audit of the Financial Statements

Opinion

In our opinion, the financial statements give a true and fair view of the group's and the company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

What we have audited

We have audited the financial statements of Relais Group Oyj (business identity code 2566730-3) for the financial period 1.1.-31.12.2020. The financial statements comprise the balance sheets, the income statements, cash flow statements and notes for the group as well as for the parent company.

Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or to cease operations, or there is no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice 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 financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Other Reporting Requirements

Other Information

The Board of Directors and the Managing Director are responsible for the other information. The other information that we have obtained prior to the date of this auditor's report is the report of the Board of Directors.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Helsinki 8 March 2021

PricewaterhouseCoopers Oy

Authorised Public Accountants

Janne Rajalahti

Authorised Public Accountant (KHT)

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