

2008

FIVE YEAR SUMMARY, BTS'S SHARE,
CORPORATE GOVERNANCE REPORT
AND ANNUAL REPORT



Catalysts for Profitability and Growth

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Information to shareholders

2009 Annual General Meeting.

Shareholders in BTS Group AB (public limited liability company) are invited to the AGM on Wednesday, April 29, 2009, at 9:30 am at the Company's premises, Grevgatan 34, 5th floor, Stockholm.

Shareholders wishing to participate must be entered in the share register maintained by Euroclear Sweden AB no later than Thursday, April 23, 2009 and must have notified BTS Group AB no later than 12 noon on Monday, April 27, 2009.

Notify the Company by phone at +46(0)8 58 70 70 00, fax +46(0)8-58 70 70 01, or e-mail at ir@bts.com.

In the notification, please include the shareholder's name, personal identification number or company registration number, address, phone number, and the number of shares held.

To participate in the AGM, shareholders who have registered shares under the name of a trustee must temporarily register them with Euroclear Sweden AB under their own name. Any such request to transfer registration should be made well in advance of Thursday, April 23, 2009.

Dividend

The Board of Directors proposes a dividend of SEK 1.20 per share.

2009 reports and financial information

Interim reports:

January–March	April 29, 2009
April–June	August 18, 2009
July–September	November 5, 2009
Year-end report	February 2010

The reports above can be ordered from BTS Group AB, Grevgatan 34, SE-114 53 Stockholm, Sweden, phone +46(0)8 58 70 70 00, fax +46(0)8 58 70 70 01, e-mail ir@bts.com.

Financial information from BTS Group AB is also published at www.bts.com.

Definitions

BTS Group AB, BTS Group AB (publ), BTS, the Company BTS Group AB, or the Group's subsidiaries (unless otherwise indicated by the context).

Five-Year Summary

Income statement

Consolidated income statements in summary

SEK million	2008	2007	2006	2005	2004
Net sales	548.4	523.2	379.1	286.1	205.9
Operating expenses	-466.2	-432.7	-309.3	-233.6	-174.2
Depreciation of property, plant, and equipment	-2.4	-2.2	-2.1	-1.8	-1.1
Amortization of intangible assets	-9.4	-10.1	-5.3	-2.0	-
Operating profit	70.5	78.2	62.4	48.7	30.7

Balance sheet

Consolidated balance sheets in summary

SEK million	2008	2007	2006	2005	2004
<i>Assets</i>					
Non-current assets	203.6	187.8	203.7	58.2	7.3
Trade receivables	147.2	116.0	88.7	64.2	36.8
Other current assets	34.9	25.2	25.6	14.5	9.7
Cash in hand and bank balances	65.9	67.5	72.1	101.1	110.5
Total assets	451.5	396.4	390.1	238.0	164.3
<i>Equity and liabilities</i>					
Equity	250.9	198.6	174.7	151.5	116.6
Minority interest	-	-	0.5	0.4	0.2
Provisions for deferred tax	-	-	-	-	0.2
Interest-bearing liabilities	81.9	62.9	80.9	2.1	-
Non-interest-bearing borrowings	0.4	0.1	0.4	0.2	-
Other non-interest-bearing liabilities	118.3	134.8	133.6	83.9	47.3
Total equity and liabilities	451.5	396.4	390.1	238.0	164.3

Cash flow

Consolidated cash flow in summary

SEK million	2008	2007	2006	2005	2004
Cash flow from operating activities	37.5	42.8	38.7	38.9	30.7
Cash flow from investing activities	-28.5	-12.2	-140.6	-42.4	-2.9
Cash flow from financing activities	-16.0	-32.8	78.6	-12.3	-3.5
Translation differences in cash and cash equivalents	5.4	-2.4	-5.9	6.5	-1.9
Cash flow for the year	-1.6	-4.6	-29.1	-9.3	22.4
Cash and cash equivalents, start of year	67.5	72.1	101.1	110.5	88.1
Cash and cash equivalents, end of year	65.9	67.5	72.1	101.1	110.5

Financial ratios for the Group

SEK million	2008	2007	2006	2005	2004
Net sales	548.4	523.2	379.1	286.1	205.9
Operating profit (EBIT)	70.5	78.2	62.4	48.7	30.7
Operating margin (EBIT margin), %	12.8	14.9	16.5	17.0	14.9
Operating profit before amortization of intangible assets (EBITA)	79.8	88.3	67.6	50.8	30.7
Operating margin before amortization of intangible assets (EBITA margin), %	14.6	16.9	17.8	17.7	14.9
Profit margin, %	8.2	9.3	10.2	12.9	9.9
Earnings per share, SEK ¹	2.5	2.7	2.2	2.1	1.1
Return on equity, %	19.9	26.1	23.6	27.4	18.5
Return on operating capital, %	30.6	41.4	52.7	164.7	282.9
Operating capital	266.9	193.9	184.0	52.8	6.3
Equity	250.9	198.6	174.7	151.5	116.6
Equity per share ¹	13.9	11.0	9.7	8.6	6.6
Equity/assets ratio, %	55.6	50.1	44.9	63.8	71.1
Dividend per share, SEK ¹	1.20	1.20	1.00	0.92	0.53
Cash flow	-1.6	-4.6	-29.1	-9.3	22.4
Cash and cash equivalents	65.9	67.5	72.1	101.1	110.5
Number of employees at year-end	267	230	186	150	107
Average number of employees	249	211	165	143	104
Annual net sales per employee	2.2	2.5	2.3	2.0	2.0

¹ 2003-2005 earnings per share, dividend per share, and equity per share have been adjusted using a correction factor of 0.3333 because of the 3:1 split in May 2006.

Definitions

Operating margin:

Operating profit after depreciation and amortization as a percentage of net sales.

Operating margin before amortization of intangible assets (EBITA margin):

Operating profit before amortization of intangible assets as a percentage of net sales.

Profit margin:

Profit for the period as a percentage of net sales.

Earnings per share:

Earnings attributable to the Parent Company's shareholders divided by the number of shares.

Return on equity:

Profit after tax on an annual basis as a percentage of average equity.

Return on operating capital:

Operating profit as a percentage of average operating capital.

Operating capital:

Balance sheet total less cash and cash equivalents, other interest-bearing assets and non-interest-bearing liabilities.

Equity per share:

Equity excluding minority interest divided by the number of shares at the end of the year.

Equity/assets ratio:

Equity as a percentage of the balance sheet total.

Dividend per share:

Dividends proposed or adopted, divided by the number of shares at the end of the year.

Annual net sales per employee:

Net sales for the whole year, divided by the average number of employees.

BTS's Share

On June 6, 2001, the BTS share was floated on Nasdaq OMX Stockholm, in connection with the issue of new stock, raising capital for the Company of SEK 78.1 million after issue expenses.

The share capital totals SEK 6,016,100, divided among 853,800 Class A shares and 17,194,500 Class B shares, each with a quotient value of SEK 0.33. Each Class A share entitles the holder to 10 votes, each Class B share one vote. All shares carry equal rights to participate in the Company's assets and profits.

At December 31, 2008, there were 699 (735) shareholders in the Company. Since 2002, BTS Group AB has worked to promote depth in share trading. As part of this strategy, a market maker has been engaged to work to boost interest and trading in BTS's shares.

Dividend policy

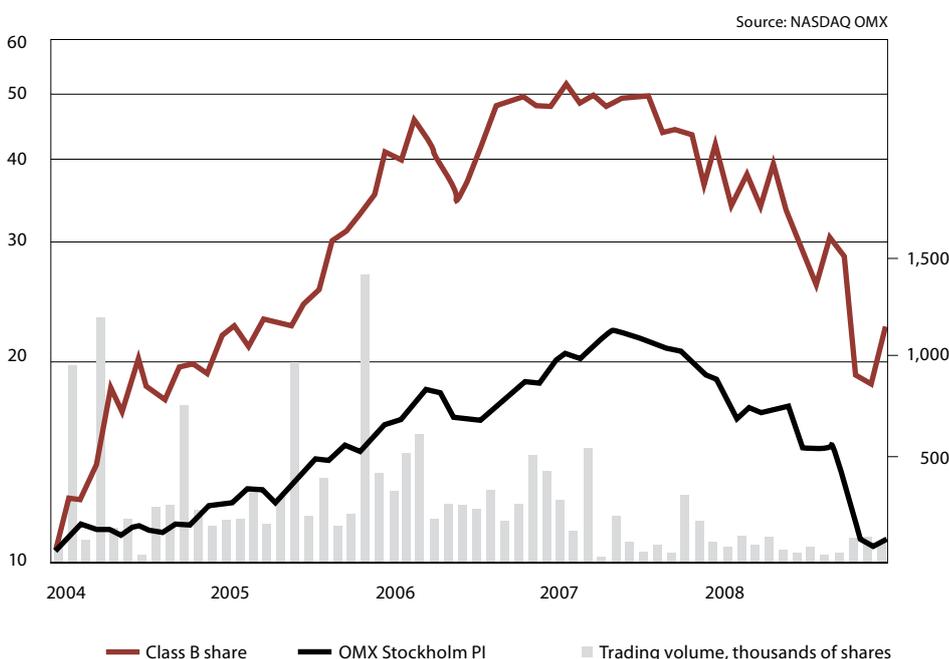
The Company's goal is to distribute 30%-50% of profit after tax in the long run.

Share data

Share price at January 2, 2008	SEK 41.00
Share price at December 31, 2008	SEK 22.60
Earnings per share, December 31, 2007	SEK 2.50
Cash and cash equivalents per share, December 31, 2008	SEK 3.65
Equity per share, December 31, 2008	SEK 13.90

BTS Group AB

BTS's share price, 2004-2008



Share capital

Change in capital

Year	Transaction	Increase in share capital, SEK	Share capital, SEK	Class A shares	Class B shares	Total no. of shares	Share's par value (SEK)
1999	Formation of the Company	100,000	100,000	439,900	560,100	1,000,000	0.10
1999	New issue	8,200	108,200		82,000	1,082,000	0.10
2001	Stock dividend issue	4,219,800	4,328,000			1,082,000	4.00
2001	4:1 split		4,328,000	1,759,600	2,568,400	4,328,000	1.00
2001	Conversion of Class A to Class B shares			-1,475,000	1,475,000	4,328,000	1.00
2001	New issue	1,500,000	5,828,000		1,500,000	5,828,000	1.00
2002	New issue	69,300	5,897,300		69,300	5,897,300	1.00
2006	3:1 split	69,300	5,897,300	853,800	16,838,150	17,691,900	0.33
2006	New issue	118,800	6,016,100		356,400	18,048,300	0.33

Name	No. of Class A	No. of Class B	Holding	Holding, %	Votes, %
Henrik Ekelund	816,000	3,181,825	3,997,825	22.15	44.08
Stefan af Petersens	37,800	2,348,774	2,386,574	13.22	10.6
Stefan Hellberg	0	1,455,224	1,455,224	8.06	5.66
Alecta Pensionsförsäkring	0	1,400,000	1,400,000	7.76	5.44
Jonas Åkerman	0	913,800	913,800	5.06	3.55
Länsförsäkringar Småbolagsfond	0	864,000	864,000	4.79	3.36
Nordea Bank Finland	0	605,316	605,316	3.35	2.35
Clearstream Banking S.A., W8IMY	0	543,929	543,929	3.01	2.11
Swedbank Robur Småbolagsfond Sverige	0	537,012	537,012	2.98	2.09
Lannebo Småbolag	0	450,000	450,000	2.49	1.75
Total for 10 largest shareholders	853,800	12,299,880	13,153,680	72.87	80.99
Other shareholders	0	4,894,620	4,894,620	27.13	19.01
Total	853,800	17,194,500	18,048,300	100	100

2008 Corporate Governance Report

BTS Group AB is a public limited liability company headquartered in Stockholm, Sweden. The Company is listed on NASDAQ OMX Stockholm.

The BTS Group AB has applied the Swedish Code of Corporate Governance since July 1, 2008, and is submitting this corporate governance report for 2008.

The Swedish Code of Corporate Governance (the Code) is a set of rules and regulations for listed companies and complements legislation, companies' own articles of association, and other rules by specifying a norm for good corporate governance. The Code deals with the systems and corporate and decision-making bodies through which owners directly or indirectly control their company and is intended to safeguard the investments of shareholders and the assets of the Group as well as to insure that the financial information provided by the company is reliable. Any deviations from the Code are explained in connection with each section.

The corporate governance report does not constitute a part of the formal financial statements and has not been reviewed by the Company's auditors.

Corporate governance structure

The corporate bodies of BTS Group AB comprise the following.

Annual General Meeting (AGM)	- highest decision-making body.
Board of Directors	- has ultimate responsibility for the Company's organization and management.
Chief Executive Officer (CEO)	- has responsibility for day-to-day management.
Auditors	- audit the Board of Directors' and CEO's management at the request of the shareholders/AGM.

Shareholders

The total number of shares outstanding is 18,048,300, consisting of 853,800 Class A and 17,194,500 Class B shares. Each Class A share entitles the holder to ten votes per share, each Class B one vote per share.

At December 31, 2008, BTS Group AB had approximately 700 shareholders. The ten largest shareholders had total shareholdings corresponding to 72.9% of shares and 81.0% of votes. A list of the largest shareholders is found on page 7 of the annual report.

Annual General Meeting

BTS's highest decision-making body is the Annual General Meeting (AGM). Notice of the AGM shall be published no earlier than six weeks and no later than four weeks before the Meeting and shall appear in Post och Inrikes tidningar and Svenska Dagbladet. All shareholders who are entered in the share register on a certain record date and have notified the Company in time of their intention to participate in the meeting may do so. Shareholders unable to attend can be represented by proxy.

The AGM elects the Company's Board and the Chairman of the Board. The business of the AGM includes:

- Adopting the income statement and balance sheet.
- Determining the appropriation of the Company's earnings.
- Determining whether to discharge the members of the Board and the CEO from liability to the Company.
- Electing auditors.
- Determining fees to be paid to the Board and auditors.

2008 Annual General Meeting

The 2008 Annual General Meeting was held on Wednesday, May 7, 2008, at the Company's offices in Stockholm. Nineteen shareholders attended, representing 47.8% of the number of shares outstanding and 62.7% of the votes. All members of the Board and the Company's auditors participated in the Meeting. Decisions made included the following:

- The income statement and balance sheet and the consolidated income statement and balance sheet for fiscal 2007 were adopted.
- The proposed dividend of SEK 1.20 per share was approved.
- The Board of Directors and CEO were discharged from liability for management during the fiscal year as recommended by the auditors.
- A total of SEK 525,000 in fees was approved to be paid to those members of the Board who receive no salary from the Company or any subsidiary, of which SEK 275,000 shall be paid to the Chairman and SEK 125,000 each to other members.
- Auditors' fees were approved to be paid based on approved invoices.
- Mariana Burenstam Linder, Henrik Ekelund, Stefan Gardefjord, and Dag Sehlin were reelected members of the Board for the period up until the next AGM. Dag Sehlin was reelected Chairman of the Board.
- Guidelines for compensation and other conditions of employment for senior executives were adopted.
- The Board of Directors was authorized to decide, during the period until the next annual meeting, whether to issue shares or convertible instruments that would result in a maximum of 1,200,000 Class B shares being issued for capital contributed in kind or as offsets. This authorization referred to corporate acquisitions.

In addition, the AGM was informed that Öhrlings Pricewaterhouse-Coopers had appointed Magnus Thorling as the new managing auditor for the Company's audit.

Nominating committee

The nominating committee has the task of preparing and submitting proposals to the AGM concerning the following, when relevant.

- Election of a president for the AGM.
- Election of the Chairman of the Board and other members of the Board.
- Board fees: in total and divided among the Chairman and other members of the Board as well as compensation for work on committees, when relevant.

- Audit fees.
- Election of auditor and deputy auditor, when relevant.
- Adoption of a policy for appointing the nominating committee.

A nominating committee for BTS Group AB was appointed on October 27, 2008. BTS's three largest shareholders in consultation with Chairman of the Board Dag Sehlin appointed Anders Dahl, Dag Sehlin, and Stefan af Petersens to the nominating committee; Anders Dahl was appointed chair.

Shareholders in BTS Group AB have been able to contact the nominating committee to propose candidates to the Board.

All of the nominating committee's candidates based on the above will be announced in the notice for the 2009 AGM. The nominating committee's statement supporting its proposal for the Board of Directors of BTS Group AB as well as the information about the candidates recruited by the nominating committee will be published on BTS's web site when its proposal is announced.

Board of Directors

The Board of Directors has ultimate responsibility for the Company's organization and management and is appointed by the shareholders at each AGM for the period from that meeting until the end of the next. BTS's Board decides on issues such as strategic direction, acquisitions, investments, financing, and Group-wide policies. BTS's Board shall also insure proper disclosure to BTS's various stakeholders.

The articles of association specify that the Board of Directors of BTS shall consist of no fewer than three and no more than eight members. The AGM held on May 7, 2008, decided that for the period until the next annual meeting the Board would consist of four members and no deputy members.

Once each fiscal year, the work of the Board is assessed, either by the Board itself or with the help of external parties, providing a basis for the Board's procedures in the future.

The Board of Directors is deemed to comply with the NASDAQ OMX Stockholm marketplace rules and the Swedish Code of Corporate Governance as regards requirements on independence of members of the Board to the Company and Company management.

Composition and independence of the 2008 Board

Member	Position	Elected	Independent	Board meeting attendance
Dag Sehlin	Chairman of the Board	2003	Yes ¹	100%
Mariana Burenstam Linder	Member	2004	Yes	90%
Henrik Ekelund	Member	1986	No	90%
Stefan Gardefjord	Member	2003	Yes	100%

¹ Henrik Ekelund is the largest shareholder and is President and CEO of BTS Group.

The work of the Board of Directors

In addition to legislation and recommendations, a written set of procedures adopted annually governs the work of the Board of Directors. The Board's set of procedures is intended to clarify and regulate the Board's tasks and how it works as well as the division of responsibilities among the Chairman, other members of the Board, and the CEO. According to these procedures, the Board shall normally hold a minimum of four ordinary meetings. At each of these meetings, the Board deals with issues of material significance to the Company. In addition, the Board receives reports from senior management about current business conditions in the Group's market segments. Board meetings are held periodically in connection with the Company's financial reports. The Board deals with the year-end report and proposed appropriation of earnings in February, interim reports in April, August, and October, and the budget for the coming year at the December meeting. Occasionally, an issue is delegated to the Chairman of the Board and the CEO for joint deliberation. The Company's Chief Financial Officer (CFO) serves as Board secretary. During the past year, ten meetings were held. Procedures for assessing the work of the Board were determined in November for assessment and discussion in the beginning of 2009.

Compensation to the Board

The AGM held on May 7, 2008, approved a total of SEK 525,000 in fees to be paid to those members of the Board who receive no salary from the Company or any subsidiary, such that SEK 275,000 be paid to the Chairman and SEK 125,000 each to the members who receive no salary from the Company.

Members of the Board in the Parent Company have received compensation only in the form of Board fees. Members of the Board are not included in any incentive programs for the Group related to shares or share prices.

Compensation committee

The compensation committee has the task of reviewing and recommending to the Board policies for compensation, including performance-based payments and pension benefits for the Company's senior executives. Issues concerning the CEO's terms of employment, compensation, and benefits are prepared by the compensation committee and decided by the Board. The duties of the compensation committee were performed during the year by the Board as a whole excluding the CEO.

At the AGM to be held on April 29, 2009, the Board of Directors will present its proposed policies for compensation and other conditions of employment for executive management for the approval of the AGM.

More information about compensation to senior executives is found in the annual report, Note 7.

Audit committee

The task of the audit committee is to prepare the work of the Board of Directors to assure the quality of the Company's financial reports. The audit committee also adopts guidelines on the other services in addition to auditing that the Company may procure from the Company's auditors.

The committee is also tasked with providing the nominating committee with an assessment of the audit work and of assisting the nominating committee in preparing the nominating committee's proposal to the AGM for the election of auditors as well as the size of the audit fees.

During the year, the duties of the audit committee were performed by the Board as a whole. The Company's CFO, also the Board secretary, prepared the business for the Board's meetings. During specific parts of the auditor's review with the audit committee, neither the CEO nor the Board secretary participates, allowing the Board to have private discussions with the auditor in compliance with the Code. In addition, each member of the Board can contact the auditors directly.

Auditors

The auditors examine the management of the Company by the Board of Directors and CEO and the quality of the Company's accounts and they report the results of their audit to the shareholders through the auditors' report, which is submitted at the AGM. In addition, the auditor participates in the Board meeting when the final accounts are presented and submits a report on the audit of the Company's earnings, financial position, and internal audit. The Company's auditor may also submit a statement of his/her findings directly to the Chairman of the Board, if deemed necessary.

The auditor is selected by the AGM for a period of four years. The 2005 AGM re-elected the registered public accounting firm Öhrlings PricewaterhouseCoopers and managing auditor Lars Berglund for the period until the 2009 AGM. Lars Berglund resigned at the 2008 AGM, and Magnus Thorling was elected the new managing auditor.

More information about compensation to auditors is found in the annual report, Note 4.

For 2008, the Company's auditors did not audit BTS's semiannual report or the nine-month interim report, which deviates from the rules of the Code. The Board of Directors has determined, after checking with the Company's external auditors and others, that to date the additional costs of such audits have not been justifiable.

Senior executives

BTS's senior executives include:

Henrik Ekelund, President & CEO of BTS Group AB, Stefan Brown, CFO and Vice President of BTS Group AB, and Jonas Åkerman, President of BTS USA, Inc.

More information about senior executives is found on page 40 of the annual report.

Guidelines for compensation and other terms of employment for senior executives

The AGM held on May 7, 2008, adopted policies for compensation to senior executives such that BTS shall employ persons on terms and at salaries commensurate with the market to be able to recruit and retain employees with excellent skills and of a high caliber to reach the Company's goals. When employing persons outside Sweden, the Company shall

comply with each country's generally accepted forms of employment and good practice.

Forms of compensation are intended to achieve a consensus on the long-term view of operations by rewarding performance that benefits the Company and thus the shareholders. Compensation paid to individual employees will be based on their position and tasks, performance, skills, and experience. Compensation will normally consist of a fixed basic salary and defined-contribution pension benefits, the latter no more than 30% of the fixed basic salary. When deemed appropriate, the basic salary and pension benefit can be augmented by variable compensation, other benefits, and participation in incentive programs. Only the CEO in the Parent Company is entitled to a severance package, corresponding to 12 months' salary if the Company terminates his employment contract.

The Board is entitled to deviate from the principles above in individual cases under special circumstances.

Information and communication

The overall goal of BTS's communication is to provide shareholders and employees, actors in the market, and other stakeholders with an up-to-date, true, and fair view of the Company and its operating activities. Communication shall be correct, credible, characterized by close relationships with the Company's stakeholders, and based on frequent contact, clarity, and good ethics. BTS believes that high-quality efforts in communication actively contribute to strengthening confidence in the Company and management, making it easier to achieve business objectives.

BTS publishes up-to-date information about the Company on its web site. Interim reports and annual reports are published in Swedish and English. Events that could be expected to affect the share price are announced in press releases. In addition, the Company communicates with mass media, capital markets, and shareholders when interim reports are published and also participates in other activities on an ongoing basis.

The Board of Directors' description of internal control concerning financial reports

Good corporate governance is about organization and routine, the proper handling of financial information, and minimizing risk. A good control environment is also based on an organizational structure with explicit and documented delegation of decision-making authority, straightforward guidelines and policies, and a corporate culture with common values.

Control environment

Internal control at BTS is based on a control environment embracing the organization, lines of decision-making, authority, and responsibility. The Board of Directors has a written set of procedures that clarifies the Board's responsibility and regulates how Board tasks are delegated. The set of procedures also specifies which issues are submitted to the Board for a decision. How roles are divided between the Board and the CEO is described in the Board's set of procedures and its instructions to the CEO. The CEO also manages the business with reference to the Companies Act, other laws and regulations, rules and regulations for stock market companies, the Swedish Code of Corporate Governance, and the like.

The Company has established policies regarding financial reporting, IT and IT security, human resource issues (compensation to senior executives, the work environment, equal opportunity), and the like. The Board's instructions to the CEO specify financial responsibilities and authority as do procedures adopted for signing off. To limit and control financial risk, the Board has adopted a financial policy.

The Company's operating organization is communicated through an organization chart and the delegation of roles or responsibilities.

The Board of Directors follows up to insure that policies adopted for financial reporting and internal control are adhered to and maintains appropriate relationships with the Company's auditors. Company management is responsible for the system of internal controls required for managing significant material risks in operating activities.

Risk assessment and control activities

The Board of Directors has ultimate responsibility for risk management. A well-defined organization and decision-making procedure are intended to foster prudent risk taking and good awareness of risk among employees. To insure that internal routines and controls have worked adequately and uniformly, the most important processes have procedural descriptions. Built-in checkpoints also minimize the risk of errors in accounting. Likewise, procedures for the Company's accounting and consolidation systems have been documented. Ongoing activities aim at maintaining good internal control, thus avoiding and detecting risks.

Information and communication

Significant guidelines, manuals, and such that affect financial reporting are updated and communicated on an ongoing basis to personnel in the Group who are concerned. Formal as well as informal channels to Company management and the Board of Directors exist to convey significant information from employees. For external communication, the Company follows the controlling regulations discussed above.

Follow-up

The Board of Directors continuously evaluates the information provided by Company management. The work of the Board includes insuring that actions are taken concerning any deficiencies and proposals for measures found in the external audit.

BTS has no internal audit unit of its own, based on the assessment that there are no special circumstances in operating activities or other conditions to justify such a unit.

Management Report

The Board of Directors and CEO of BTS Group AB (publ), corporate identity number 556566-7119, hereby submit their annual accounts and consolidated financial statements for the fiscal year 2008. The consolidated income statement and balance sheet as well as the Parent Company's income statement and balance sheet are submitted to the Annual General Meeting for adoption.

Operations

BTS Group AB is an international learning and development consultancy company. BTS uses customized simulation models to support executive management in making change and improving profitability. BTS solutions and services train the entire organization to analyze and make decisions centered on the factors that promote growth and profitability. This enhances the market focus and profit awareness in day-to-day decision-making, which leads to measurable, sustainable improvement in profit. Most BTS clients are major corporations.

Sales and earnings

BTS's net sales grew 5% in 2008, to SEK 548.4 million (523.2). Adjusted for changes in exchange rates, growth was 8%.

Operating profit before amortization of intangible assets (EBITA) declined 10% during the year, to SEK 79.8 million (88.3). SEK 9.3 million (10.1) in amortization of intangible assets attributable to acquisitions was charged to 2008 operating profit. Operating profit (EBIT) declined 10%, to SEK 70.5 million (78.2).

The operating margin before amortization of intangible assets (EBITA margin) was 15% (17). The profit margin (EBIT margin) was 13% (15). Profit before tax for the year declined 7%, to SEK 67.6 million (72.8), agreeing with earnings guidance of a profit before tax in line with the preceding year's.

Net sales for BTS's operations in North America totaled SEK 254.2 million (219.4) in 2008. Adjusted for changes in exchange rates, revenues advanced 19%. The operating profit before amortization of intangible assets (EBITA) totaled SEK 47.8 million (47.8) for 2008. The operating margin before amortization of intangible assets (EBITA margin) was 17% (22).

Net sales for APG ended at SEK 115.2 (149.0) in 2008. Adjusted for changes in exchange rates, revenues dropped 21%. The operating profit before amortization of intangible assets (EBITA) totaled SEK 2.9 million (13.4) for 2008. The operating margin before amortization of intangible assets (EBITA margin) was 3% (9).

Net sales for Europe totaled SEK 138.2 (117.0) in 2008. Adjusted for changes in exchange rates, revenues advanced 21%. The operating profit before amortization of intangible assets (EBITA) totaled SEK 30.5 million (21.1) for 2008. The operating margin before amortization of intangible assets (EBITA margin) was 22% (18).

Net sales for BTS's other markets totaled SEK 40.8 million (37.8) in 2008. Adjusted for changes in exchange rates, revenues grew 14%. The operating profit before amortization of intangible assets (EBITA) totaled SEK 2.6 million (6.0) for 2008. The operating margin before amortization of intangible assets (EBITA margin) was 6% (16).

Financial position

At year-end, cash and cash equivalents were SEK 65.9 million (67.5). Interest-bearing liabilities totaled SEK 81.9 million (62.8). Shareholders' equity totaled SEK 250.9 million (198.6) at year-end, and the equity/assets ratio was 56% (50). BTS's cash flow from operating activities for the year was SEK 37.5 million (42.8). The increase in goodwill was solely the effect of changes in exchange rates. At December 31, 2008, trade and other receivables had increased SEK 31.2 million, chiefly as a result of changes in exchange rates and more invoicing than normal in December.

The Board's proposed guidelines for determining salaries and other compensation to senior executives

The Board of Directors proposes that the 2009 Annual General Meeting not change the guidelines for determining salaries and other compensation to the CEO and other senior executives. For the guidelines decided by the 2008 AGM, see Note 7.

Employees

The number of employees in BTS Group AB at December 31 was 267 (230). The average number of employees during the year was 249 (211).

Shareholders

The total number of shares outstanding is 18,048,300, consisting of 853,800 Class A and 17,194,500 Class B shares. Each Class A share entitles the holder to 10 votes per share, each Class B one vote per share. The Company's articles of association contain no restrictions on the transfer of shares. The Company has two shareholders, Henrik Ekelund and Stefan af Petersens, who had holdings exceeding 10% at year-end 2008. Some employees own shares in the Company, but the employees as a whole have no investment through a pension fund or the like. The Company is not aware of any agreements between shareholders that would restrict the right to transfer shares. Neither is there any agreement to which the Company is a party that would come into effect, be changed, or cease to apply if control of the Company were to change as a result of a public takeover bid.

Parent Company

The activities of the Parent Company, BTS Group AB, consist exclusively of tasks internal to the Group. The assets of the Parent Company consist primarily of shares in subsidiaries and cash and cash equivalents. The Company's net sales totaled SEK 2.2 million (2.6), and profit after financial items SEK 10.3 million (11.9). Cash and cash equivalents ended at SEK 0 (0).

Outlook for 2009

The state of the economy makes forecasts for 2009 more uncertain than normal. Profit before tax is expected to be in line with the preceding year.

Market trends and BTS's strategy for the recession

Demand for training and consultancy services weakened in the fourth quarter of 2008. Nevertheless, demand for BTS's services remained healthy with the exception of APG, which reported a negative trend in the fourth quarter of 2008. APG has been more exposed, through its customer and product mix, to the weaker market than other Group units have been.

The severe recession is having a significant impact on many BTS clients. BTS considers its position significantly better than its competitors' as a consequence of a well-diversified customer base, underweighting of clients in the most vulnerable industries, and extremely competitive solutions and customer projects of a strategic and long-term nature.

BTS has a small market share, and the Company sees ample opportunity for growth during the recession. BTS's strategy for the recession is based on:

- Focusing sales resources on clients and projects deemed to have ongoing possibilities for growth during the recession.
- Adapting the offering to modified demand in the market.
- Boosting cost efficiency.

This strategy worked during 2008, when the overall market was estimated to have shrunk while BTS continued to grow.

BTS has considerably broadened its range of services and products through product development and acquisitions, so that the range now includes, in addition to the world's leading business simulation models, leading solutions in strategically key fields such as sales and leadership development and web-based training solutions.

Today BTS has the market's most complete range of customized simulation models as well as a well-developed sales organization while it is the only company that can serve major international corporations globally in these fields. BTS can satisfy customers' needs for additional services and solutions to a greater degree, generating significant opportunities for growth in the short and long run.

Information about risk and uncertainty

Market risks

Sensitivity to economic conditions

Training is sensitive to economic conditions. Cost-cutting programs and slower growth affect corporate training budgets. Similarly, economic recovery increases willingness to invest in training.

Limited dependence on individual customers

BTS's 10 largest customers accounted for 22% of sales in 2008. By striving for a broad customer base, BTS limits its dependence on individual customers.

No sector dominates

BTS customers are mainly active in nine business sectors: Manufacturing, Telecommunications, Information Technology, Financial Services, Pharmaceuticals & Biotechnology, Retail & Distribution, Services, Energy, and Fast-Moving Consumer Goods (FMCG). The global distribution of the business activities of its customers helps BTS reduce exposure to fluctuating conditions in specific industries.

Geographical spread

Most of BTS's sales in 2008 were in North America 68%, while Europe represented 25%, and other markets 7%. In recent years, BTS has enhanced its presence in the markets of Asia, Australia, South Africa, and China, which in the long run will reduce dependency on North American and European markets.

Fragmented competitive situation

The market for corporate training and management is fragmented. BTS encounters different competitors in different markets and has no global competitors.

Operational risks Quality and brands

BTS bases its marketing on network-based sales and good customer relations, which make high demands on the quality of BTS deliveries. BTS minimizes the risk of dissatisfied customers by recruiting and cultivating qualified consultants and by ensuring that all development and all deliveries adhere to established processes. BTS also follows up on quality in all projects.

Intellectual property

BTS owns all rights to the business simulations it develops for clients. Thus BTS has the right to reuse general skills and intellectual property, such as software and adaptations, when developing new business simulations. For license-based products and solutions, the client purchases the number of licenses needed for the employees participating; that is, when more employees participate, additional licenses must be purchased from BTS.

Securing human resources

Rapid growth requires intensive recruiting and training of employees. At the same time, it is essential to retain competent and motivated personnel. To meet these requirements, BTS follows an established recruiting and skills development model.

Dependence on key personnel

To reduce dependence on individual employees and to insure the long-term quality of BTS training courses, methods, technologies, and business simulations are well documented.

Financial risks

Effective and systematic assessments of financial and commercial risks are vital to BTS. The Group's financial policy specifies guidelines and objectives for managing financial risks within the Group. Financing and risk management have been gathered under the Group finance function. The subsidiaries manage all foreign exchange dealings and credit to clients within the framework of a fixed policy. For details, see Note 2, Accounting policies, and Note 20, Financial instruments and financial risk management.

Foreign exchange risks

The currencies with the greatest impact on BTS's earnings are the U.S. dollar (USD), the euro (EUR), and the pound Sterling (GBP). The day-to-day exposure to fluctuations in exchange rates is limited, as revenues and expenses are primarily in the same currency in each market. BTS does not normally hedge its foreign exchange exposure. The sensitivity analysis below shows the effects on operating profits of changes in the value of USD, EUR, and GBP in relation to the Swedish krona (SEK).

Exchange rate	Percentage change	Change, full-year 2008 SEK thousands
SEK/USD	+/- 10%	+/- 3,241
SEK/EUR	+/- 10%	+/- 485
SEK/GBP	+/- 10%	+/- 1,638

Credit risks

BTS only accepts creditworthy counterparties. BTS's accounts receivable are distributed among a large number of companies operating in different sectors. The maximum credit risk at year-end was SEK 5,821 (7,270), corresponding to the largest total credit exposure to a single counterparty.

Multiple-year review

Performance for the past five fiscal years is presented below.

SEK thousands	2008	2007	2006	2005	2004
Net sales	548,370	523,161	379,097	286,119	205,944
Operating expenses	-466,183	-432,693	-309,345	-233,582	-174,123
Depreciation of property, plant, and equipment	-2,369	-2,174	-2,127	-1,772	-1,098
Amortization of intangible assets	-9,356	-10,107	-5,270	-2,069	-
Operating profit	70,462	78,187	62,355	48,696	30,723
Operating margin, %	13	15	16	17	15
Number of employees at year-end	267	230	186	150	107
Average number of employees	249	211	165	143	104
Net sales per employee	2,202	2,479	2,298	2,001	1,980

Liquidity risk and interest rate risk

BTS manages liquidity risk by maintaining sufficient cash and cash equivalents and a reserve as an approved overdraft facility. BTS may borrow funds only upon the approval of the Board of Directors. Any excess liquidity in subsidiaries is initially to be used to amortize loans. Interest rates on the Group's financial assets and liabilities are usually fixed for short periods. Interest rate risk refers to changes in market rates that could adversely affect BTS, either through increased costs of borrowing for the Company or through fluctuations in returns on the funds invested at variable interest rates.

Research and development

The development conducted by BTS during the year centered on customer-specific product development and was therefore expensed directly. No research as defined in IAS 38 has been carried out. For details, see Note 2, Accounting policies.

Events after the close of the fiscal year

No material events occurred after the close of the fiscal year up until the Board's signing of the annual report, and so none have affected the preparation of the balance sheets and income statements.

Proposed appropriation of earnings

Parent Company

The following funds are at the disposal of the Annual General Meeting:

SEK	
Retained earnings	43,258,663
Profit for the year	10,305,784
Total	53,564,447

Statement from the Board of Directors on the proposed dividend

The proposed dividend to shareholders will reduce the Parent Company's equity/assets ratio 6%, to 45%, and the Group's equity/assets ratio 3%, to 53%. The equity/assets ratio is considered sound, as the Company's business activities are running profitably. The Board also considers the Company's liquidity satisfactory.

The Board of Directors is of the opinion that the proposed dividend will not prevent the Company from fulfilling its obligations in the short or long run nor from making the requisite investments. Thus the proposed dividend is justifiable in terms of the provisions of Chapter 17, section 3, paragraphs 2–3 of the Swedish Companies Act (prudence rule).

The Board of Directors proposes that earnings be appropriated as follows.

SEK	
To be distributed to shareholders: SEK 1.20 per share totaling	21,657,960
To be carried forward to the 2009 accounts	31,906,487
Total	53,564,447

As regards the operations of the Group and the Parent Company in other respects, please refer to the following income statements and balance sheets as well as to the cash flow statement and accompanying notes.

It is proposed that the dividend be paid on May 8, 2009.

CONSOLIDATED INCOME STATEMENTS			
SEK thousands	NOTES	2008	2007
Net sales	10	548,370	523,161
<i>Operating expenses</i>			
Other external expenses	3, 4, 5, 6	-233,110	-244,767
Employee benefit expenses	7	-233,073	-187,926
Depreciation of property, plant, and equipment and amortization of intangible assets	8, 9	-11,725	-12,281
<i>Total operating expenses</i>		-477,908	-444,974
OPERATING PROFIT	10	70,462	78,187
<i>Financial items</i>			
Financial income	11	848	756
Financial expenses		-3,724	-6,177
<i>Total gain/loss on financial items</i>		-2,876	-5,421
PROFIT BEFORE TAX		67,586	72,766
Tax on profit for the year	12	-22,548	-23,937
PROFIT FOR THE YEAR		45,038	48,829
Profit for the year attributable to:			
Parent Company shareholders		45,038	48,829
Earnings per share (profit for the year attributable to Parent Company shareholders)			
Basic earnings per share, SEK	13	2.50	2.71
Number of shares at year-end		18,048,300	18,048,300
Diluted earnings per share, SEK		2.50	2.70
Proposed dividend per share	14	1.20	1.20

CONSOLIDATED BALANCE SHEETS

SEK thousands	NOTES	12-31-2008	12-31-2007
ASSETS			
Non-current assets			
<i>Intangible assets</i>			
Goodwill	8	161,216	145,093
Other intangible assets	8	28,612	33,048
<i>Property, plant, and equipment</i>			
Equipment	9	8,727	5,317
<i>Financial assets</i>			
Deferred tax assets	17	1,926	2,384
Other non-current receivables	20	3,077	1,959
Total non-current assets		203,558	187,801
Current assets			
<i>Current receivables</i>			
Trade receivables	20	147,184	115,955
Other receivables	20	6,228	3,899
Prepaid expenses and accrued income	18	28,676	21,288
<i>Total current receivables</i>		182,088	141,142
Cash and cash equivalents		65,887	67,473
Total current assets		247,975	208,615
TOTAL ASSETS		451,533	396,416

CONSOLIDATED BALANCE SHEETS

SEK thousands	NOTES	12-31-2008	12-31-2007
EQUITY AND LIABILITIES			
Equity	19		
Share capital		6,016	6,016
Other paid-in capital		39,547	39,547
Reserves		85	-28,257
Retained earnings, including profit for the year		205,260	181,297
Total equity		250,908	198,603
Non-current liabilities			
Other liabilities	20	616	368
Current liabilities			
Trade payables	20	17,712	23,017
Current tax liabilities		6,029	9,281
Other current liabilities	20, 21	93,520	96,977
Accrued expenses and prepaid income	22	82,748	68,170
Total current liabilities		200,009	197,445
TOTAL EQUITY AND LIABILITIES		451,533	396,416
Pledged assets and contingent liabilities	23, 24		

CONSOLIDATED CASH FLOW STATEMENTS			
SEK thousands	NOTES	2008	2007
Operating activities			
Operating profit		70,462	78,186
Adjustments for non-cash items			
Depreciation/Amortization		11,749	12,312
Other items	16	5,357	-1,144
Interest received	16	848	756
Interest paid	16	-3,724	-6,177
Tax paid for the year		-22,838	-23,890
<i>Cash flow from operating activities before changes in working capital</i>		61,854	60,043
<i>Cash flow from changes in working capital</i>			
Change in trade receivables		-17,831	-30,514
Change in other operating receivables		-7,315	-4,720
Change in trade payables and other operating liabilities		798	18,004
<i>Cash flow from changes in working capital</i>		-24,348	-17,230
Cash flow from operating activities		37,506	42,813
Investing activities			
Acquisition of shares, participations, and operations	16	-23,111	-3,394
Acquisition of property, plant, and equipment	9	-5,461	-2,252
Acquisition of intangible assets	8, 16	-	-6,573
Cash flow from investing activities		-28,572	-12,219
Financing activities			
Change in bank overdraft facility	16, 21	5,634	-14,549
Change in deposits		57	-205
Dividends to shareholders		-21,658	-18,048
Cash flow from financing activities		-15,967	-32,802
Cash flow for the year		-7,033	-2,208
Cash and cash equivalents, start of year		67,473	72,054
Exchange rate differences in cash and cash equivalents		5,447	-2,373
Cash and cash equivalents, end of year	16	65,887	67,473

PARENT COMPANY'S INCOME STATEMENTS			
SEK thousands	NOTES	2008	2007
Net sales	3	2,215	2,551
<i>Operating expenses</i>			
Other external expenses	3,4,6	-1,371	-2,084
Employee benefit expenses	7	-737	-844
<i>Total operating expenses</i>		-2,108	-2,928
OPERATING PROFIT		107	-377
<i>Financial items</i>			
Gains/Losses on other securities and receivables treated as non-current assets	11	13,526	17,719
Interest income and similar income statement items		5	84
Interest expenses and similar income statement items		-3,288	-5,546
<i>Total gain/loss on financial items</i>		10,243	12,257
PROFIT BEFORE TAX		10,350	11,880
Tax on profit for the year	12	-44	-
PROFIT FOR THE YEAR		10,306	11,880

PARENT COMPANY'S BALANCE SHEETS

SEK thousands	NOTES	12-31-2008	12-31-2007
ASSETS			
Non-current assets			
<i>Financial assets</i>			
Participations in Group companies	15	110,503	108,816
Receivable from Group companies		83,181	66,811
Total non-current assets		193,684	175,627
Current assets			
<i>Current receivables</i>			
Receivable from Group companies		1,270	1,359
Other receivables		8	76
Prepaid expenses and accrued income	18	114	126
<i>Total current receivables</i>		1,392	1,561
Cash and cash equivalents		3	14
Total current assets		1,395	1,575
TOTAL ASSETS		195,079	177,202

PARENT COMPANY'S BALANCE SHEETS			
SEK thousands	NOTES	12-31-2008	12-31-2007
EQUITY AND LIABILITIES			
Equity	19		
<i>Restricted equity</i>			
Share capital		6,016	6,016
Statutory reserve		40,726	40,726
<i>Total restricted equity</i>		46,742	46,742
<i>Non-restricted equity</i>			
Retained earnings		43,259	51,291
Profit for the year		10,306	11,880
<i>Total non-restricted equity</i>		53,565	63,171
Total equity		100,307	109,913
Current liabilities			
Trade payables		170	283
Payable to Group companies		6,705	3,634
Current tax liabilities		40	1
Other current liabilities	21	87,569	63,086
Accrued expenses and prepaid income	22	288	285
Total current liabilities		94,772	67,289
TOTAL EQUITY AND LIABILITIES		195,079	177,202
Pledged assets and contingent liabilities	23, 24		

PARENT COMPANY'S CASH FLOW STATEMENTS			
SEK thousands	NOTES	2008	2007
Operating activities			
Operating profit		107	-378
Financial income and expense	16	52	202
Tax paid for the year		-723	-
<i>Cash flow from operating activities before changes in working capital</i>		-564	-176
<i>Cash flow from changes in working capital</i>			
Change in operating receivables		210	204
Change in trade payables and other operating liabilities		8,360	-1,148
<i>Cash flow from changes in working capital</i>		8,570	-944
Cash flow from operating activities		8,006	-1,120
Investing activities			
Dividends received from subsidiaries		10,191	12,055
Acquisition of shares and participations	15, 16	-	-3,394
Cash flow from investing activities		10,191	8,661
Financing activities			
Shareholders' contributions paid	15	-1,687	-
Group contributions		2,425	2,002
Change in borrowings		2,712	34
Dividends to shareholders		-21,658	-18,048
Cash flow from financing activities		-18,208	-16,013
Cash flow for the year		-11	-8,472
Cash and cash equivalents, start of year		14	8,486
Cash and cash equivalents, end of year	16	3	14

Group							
SEK thousands	NOTE 19	Share capital	Other paid-in capital	Reserves	Retained earnings	Minority interest	Total equity
Opening balance at January 1, 2007		6,016	39,547	-20,243	149,343	508	175,171
Exchange rate differences				-8,073			-8,073
<i>Total transactions reported directly in equity</i>		<i>6,016</i>	<i>39,547</i>	<i>-28,316</i>	<i>149,343</i>	<i>508</i>	<i>167,098</i>
Profit for the year					48,829		48,829
<i>Total income and expenses in equity</i>		<i>6,016</i>	<i>39,547</i>	<i>-28,316</i>	<i>198,172</i>	<i>508</i>	<i>215,927</i>
Change in minority interest	16					-508	-508
Share-based payment as per IFRS 2					1,232		1,232
Other adjustments				59	-59		0
Dividends to shareholders					-18,048		-18,048
Closing balance at December 31, 2007		6,016	39,547	-28,257	181,297	0	198,603
Opening balance at January 1, 2008		6,016	39,547	-28,257	181,297	0	198,603
Exchange rate differences				28,342			28,342
<i>Total transactions reported directly in equity</i>		<i>6,016</i>	<i>39,547</i>	<i>85</i>	<i>181,297</i>	<i>0</i>	<i>226,945</i>
Profit for the year					45,038		45,038
<i>Total income and expenses in equity</i>		<i>6,016</i>	<i>39,547</i>	<i>85</i>	<i>226,335</i>	<i>0</i>	<i>271,983</i>
Share-based payment as per IFRS 2					583		583
Dividends to shareholders					-21,658		-21,658
Closing balance at December 31, 2008		6,016	39,547	85	205,260	0	250,908

Parent Company							
SEK thousands	NOTE 19	Share capital	Statutory reserve	Retained earnings	Profit for the year	Total equity	
Opening balance at January 1, 2007		6,016	40,726	55,204	12,101	114,047	
Appropriation of earnings according to AGM:							
Transfer to retained earnings				12,101	-12,101	0	
Dividends to shareholders				-18,048		-18,048	
Group contributions				2,780		2,780	
Tax effect of Group contributions				-746		-746	
Profit for the year					11,880	11,880	
Closing balance at December 31, 2007		6,016	40,726	51,291	11,880	109,913	
Opening balance at January 1, 2008		6,016	40,726	51,291	11,880	109,913	
Appropriation of earnings according to AGM:							
Transfer to retained earnings				11,880	-11,880	0	
Dividends to shareholders				-21,658		-21,658	
Group contributions				2,425		2,425	
Tax effect of Group contributions				-679		-679	
Profit for the year					10,306	10,306	
Closing balance at December 31, 2008		6,016	40,726	43,259	10,306	100,307	

Notes

Notes to the annual report

NOTE 1 – General information

The Parent Company is a public limited liability company registered and headquartered in Stockholm, Sweden, at Grevgatan 34. The Parent Company is listed on NASDAQ OMX Stockholm.

The annual report and consolidated financial statements were approved by the Board of Directors on April 8, 2009.

NOTE 2 – Significant accounting policies

Amounts are stated in SEK thousands unless otherwise indicated.

BTS prepares its consolidated financial statements in compliance with the Annual Accounts Act (ÅRL) and the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Regulations for Groups, and, since January 1, 2005, in compliance with International Financial Reporting Standards (IFRS) as approved by the EU. Unless otherwise stated, these principles have also been applied to the multiple-year reviews presented.

The Parent Company has followed the provisions of the Annual Accounts Act and RFR 2, Accounting for Legal Entities. The Parent Company's shareholdings in subsidiaries are reported using the cost method.

The Group's accounting policies were applied consistently in reporting and consolidating the Parent Company and subsidiaries.

Information about IFRS, amendments, and interpretations of existing standards not yet in effect

When the consolidated financial statements of December 31, 2008, were prepared, several standards and interpretations had been published that are mandatory for the Group's accounts and apply from January 1, 2009, or later.

Standards that BTS is applying in advance

IFRS 8 – Operating Segments. This standard applies to fiscal years beginning on or after January 1, 2009. The new standard stipulates that segment information be presented from management's perspective, that is, in the manner used for internal reports. The Group's risks and opportunities are affected by its being active in different countries and in different geographic markets. BTS's operations are managed and reported by geographic market only. BTS's operating segments consist of the operating units BTS North America, BTS Europe, and BTS Other Markets. Operations are managed and reported within the Group based on these segments. Consequently, BTS's reporting to date does not deviate from the standard. The application of IFRS 8 will not cause any change in the classification of operating segments from the previous accounts based on IAS 14.

Standards not yet in effect that could influence BTS's financial reporting upon implementation

IAS 1 (Amendment) – Presentation of Financial Statements. The revisions to this standard apply to fiscal years beginning on or after 01.01.09. The revised standard will not allow the presentation of revenue and expense items in the statement of changes in equity. Consequently, all changes in equity not related to owners must be disclosed in a separate report covering profit and loss. BTS will apply IAS 1 (Amendment) effective January 1, 2009.

IFRS 2 (Revision) – Share-based Payment. The revisions to this standard apply to fiscal years beginning on or after 01.01.09. The amended standard clarifies that vesting conditions comprise only service conditions and performance conditions. The Group will apply IFRS 2 (Revision) effective January 1, 2009. However, it is not expected to have any material impact on the Group's financial reporting.

IFRS 3 (Revision) – Business Combinations. The revisions to this standard apply to fiscal years beginning on or after July 1, 2009. The revised standard prescribes that the acquisition method be applied for business combinations but with a few significant changes. One consequence of this is that all payments for acquisitions be recognized at fair value on the acquisition date, while subsequent additional contingent consideration shall be classified as a liability and revalued in the income statement. Also, all transaction costs referring to acquisitions shall be expensed. The Group will apply the standard starting in the fiscal year beginning January 1, 2010. The revisions apply prospectively for acquisitions after the date that the revisions take effect and thus will impact accounting for future acquisitions but will not have any impact on acquisitions made previously.

An assessment of other standards and interpretations has so far not found any impact on accounting or any need for further information.

Consolidated financial statements

The consolidated financial statements include the final accounts for all subsidiaries. A subsidiary is a company in which the Parent Company directly or indirectly holds shares that represent more than 50% of the votes or otherwise exercises control. All subsidiaries are wholly owned. Subsidiaries are included in the consolidated financial statements effective the date that control is transferred to the Group.

The Group's final accounts are prepared using the acquisition method, which means that each subsidiary's equity at the time of its acquisition, defined as the difference between the fair value of assets and liabilities, is eliminated in full. Thus consolidated equity contains only that part of subsidiaries' equity that was earned after the acquisition. The surplus corresponding to the difference between the acquisition cost and the fair value of the Group's share of identifiable acquired assets, liabilities, and contingent liabilities is reported as goodwill.

All intercompany transactions and balance sheet items have been eliminated.

Subsidiaries are run with a high degree of independence, and transactions with the Parent Company account for only a small part of their business. The profits, or losses, and financial positions of all Group companies that have a functional currency different from the presentation currency are translated into the Group's presentation currency as follows.

- Assets and liabilities for each of the balance sheets are translated at the closing rate.
- Income and expenses for each of the income statements are translated at the average rate.
- Exchange rate differences that result are reported as a separate component in equity.

When a subsidiary is acquired, additional consideration may be paid. The anticipated additional consideration is set based on assessments of whether or not the conditions for payment will be satisfied.

Exchange rates for currencies relevant to the Group

	Average 2008	December 31 2008	Average 2007	December 31 2007
USD	6.58	7.75	6.76	6.47
GBP	12.09	11.25	13.53	12.91
EUR	9.61	10.94	9.25	9.47
ZAR	0.80	0.82	0.96	0.94
AUD	5.53	5.36	5.66	5.66
CHF	605.86	734.55	563.31	569.85

Other currencies have not had a material effect on the consolidated balance sheets or income statements.

Income/Assignments in progress

Income is recognized on delivery of services to clients based on agreements signed. Sales are recognized at net value after value-added tax and any resulting exchange rate differences on sales denominated in a foreign currency.

Income from completed customization/development assignments and the expenses attributable to these assignments are recognized as income and expenses, respectively, in proportion to the degree of completion of the assignment at the balance sheet date (percentage of completion method). The degree of completion of an assignment is determined by comparing the expenses paid up to the balance sheet date with the estimated total expenses. If the outcome of a service assignment cannot be calculated in a reliable manner, the income from that assignment is recognized only to the extent that it corresponds to the assignment expenses that have arisen and that are likely to be covered by the client. Anticipated losses on assignments are recognized directly as expenses.

Research and development

Expenditure for customer-specific product development are expensed directly. Expenditure related to development projects (attributable to the development and testing of new or improved products) is capitalized as an intangible asset to the extent such expenditure can be expected to generate future economic benefits. The Company has not conducted any research or development according to the definition in IAS 38. The development normally conducted by BTS is customer-specific product development.

Employee benefits

Pensions

The Group has different pension plans in different countries. All are defined-contribution plans, and the assets are managed by external parties. The Company pays fixed fees and has thereby fulfilled its obligations. The expenses are charged to consolidated earnings as pension rights are vested.

Share-based payment

BTS Group AB issued employee stock options to the Group's employees in 2006. The plan enables employees to acquire stock in the Company. The fair value of the allocated stock options has been recognized as an employee benefit expense with a corresponding increase in equity. The fair value is

calculated at the time of allocation and is distributed over the vesting period. The fair value of the allocated stock options is calculated using the Black & Scholes model and taking into consideration the conditions prevailing at the time of allocation. The expenses recognized correspond to the fair value of an estimate of the number of stock options and shares expected to be vested. Social security contributions attributable to share-based payments to employees as compensation for purchased services are expensed and distributed over the periods during which the services are performed. Provisions for social security contributions are based on the stock options' fair value at the time of the report. The fair value is calculated using the same valuation model and parameter values used when the stock options were issued.

Provisions

A provision is posted when the Company has a legal or other obligation that it deems will need to be settled, the amount can be estimated reliably, and settlement is likely to require resources. Any provision will be measured at the present value of what is deemed to be required to settle the obligation. For this, a discount rate before tax is used that reflects a current market assessment of the time value of money and the risks associated with the obligation.

Borrowing

Borrowing expenses are charged to earnings for the period to which they refer, except if the funds were borrowed to acquire an asset, in which case borrowing expenses are included in the asset's acquisition cost.

Borrowings are recognized initially at the amount received less transaction costs. After the date of acquisition, the loan is measured at amortized cost as per the effective interest method. Non-current liabilities are liabilities with an anticipated duration longer than 12 months. All others are current liabilities.

Income taxes

Income taxes reported comprise taxes for the current year that are to be paid or received as well as changes in deferred tax. All tax liabilities and claims are measured at their nominal amounts according to the tax rules and tax rates that have been decided or announced and that most probably will be adopted. Items in the income statement are thus reported along with their associated tax effects in the income statement. The tax effects of items reported directly in equity are reported in equity.

Current tax is the tax to be paid or received for the year in question. This includes adjustments of current tax attributable to prior periods.

According to the balance sheet method, deferred tax is calculated on all temporary differences arising between the carrying amount and tax base of assets and liabilities. Deferred tax assets relating to loss carryforwards or other future tax-effective deductions are recognized to the extent that it is likely they can be used to offset profits for future taxation.

Segment reporting

The Group's risks and opportunities are affected by its being active in different countries. BTS's operations are managed and reported by geographic market. BTS's operating segments consist of the operating units BTS North America, BTS Europe, and BTS Other Markets. Operations are managed and reported within the Group based on these segments. See also the *Standards that BTS is applying in advance* section regarding IFRS 8 – Operating Segments. Each subsidiary's share of total Group sales is used as a weight for allocating Group-wide overhead.

Leases and rental agreements

When a lease entitles the Company as lessee to all financial benefits and risks attributable to the leased asset, the asset is recognized as a non-current asset in the balance sheet. The corresponding obligation to pay lease charges in the future is recognized as a liability. Assets are depreciated at a rate corresponding to their expected period of use.

A lease in which a material portion of the risks and benefits associated with ownership are retained by the lessor is classified as an operating lease. Payments made during the term of the lease are expensed in the income statement on a straight-line basis over the period of the lease.

Property, plant, and equipment

Property, plant, and equipment are recognized at acquisition cost less accumulated depreciation and impairment losses, if any. The acquisition cost includes expenses directly attributable to the acquisition of the asset. Planned depreciation is charged on a straight-line basis based on the acquisition cost and the estimated period of use. The following depreciation periods are applied to existing assets.

- Equipment and installations, 3–6 years

The residual value and period of use of the assets are tested annually and adjusted as necessary.

Intangible assets

Goodwill

Goodwill consists of the amount by which the acquisition cost of the Group's share of an acquired subsidiary's identifiable net assets at the time of the acquisition exceeds those assets' fair value. The acquisition cost of a subsidiary includes additional contingent consideration only after it is deemed probable that the contingencies will occur. Goodwill is tested annually for any indication of impairment and recognized at acquisition cost less accumulated impairment losses. Gains or losses on the divestment of a unit include the residual carrying amount of the goodwill related to the divested unit.

Products, technology, and software

Acquired products, technology, and software have a limited period of use and are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated period of use (2–9 years).

Franchise contracts

Acquired franchise contracts have a limited period of use and are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated period of use (10 years).

Customer contracts

Acquired customer contracts have a limited period of use and are recognized at acquisition cost less accumulated depreciation and any impairment losses. Amortization is charged on a straight-line basis during the estimated period of use (2–15 years).

Brands

Acquired brands with an indefinite period of use are recognized at acquisition cost less any accumulated impairment losses as appropriate. Impairment tests

are performed annually or more frequently if impairment is indicated.

Acquired brands with a limited period of use are recognized at acquisition cost less accumulated amortization and any impairment losses. Amortization is charged on a straight-line basis during the estimated period of use (10 years).

Impairment

When there are indications that the carrying amount of any property, plant, equipment, intangible asset, or financial asset exceeds its recoverable amount, an impairment test is performed. The recoverable amount is the higher of an asset's net realizable value and value in use. If this cannot be determined for an individual asset, the recoverable amount of the smallest cash-generating unit to which the asset belongs is calculated.

Each year the Group performs impairment tests on goodwill or brands based on the following principle.

The recoverable amounts are based on value in use, calculated as the present value of future growth and earnings forecasts over a multiple of years, taking into account extrapolated cash flows beyond the multiyear period. Initially impairment tests are performed solely on the acquired cash-generating unit. If it transpires that the amount recognized exceeds the value in use of the unit, the test is performed on the segments to which goodwill has been allocated.

Critical estimates and judgments

To prepare the financial statements in accordance with IFRS, executive management must make judgments, estimates, and assumptions that affect the application of the accounting policies and the amounts recognized as assets, liabilities, income, and expenses. The estimates and assumptions are based on historical experience and a number of other factors that appear reasonable in the prevailing circumstances. The results of these estimates and assumptions are then used to judge the carrying amounts of assets and liabilities that would not be evident from other sources. Actual outcomes may deviate from these estimates and judgments. Estimates and judgments are periodically reviewed. Changes in estimates are recognized in the period in which the changes are made if the changes affected only that period.

Impairment tests on goodwill and intangible assets with indefinite periods of use

Each year the Group performs impairment tests on goodwill and intangible assets with indefinite periods of use in accordance with the principle described above. Recoverable amounts for cash-generating units have been determined by calculating the value in use. Certain estimates must be made for these calculations; please see Note 8.

Determination of additional consideration

To determine anticipated additional consideration, the Group makes realistic estimates of future growth and earnings forecasts for multiple years, separately for each subsidiary acquired.

Financial instruments

Financial assets and liabilities are recognized in the balance sheets whenever there is a contractual right or obligation to receive or remit cash or other financial assets from or to another party, or to exchange one financial instrument for another that proves favorable or unfavorable.

The Group classifies and measures financial instruments in the following categories.

Loan and trade receivables

Refers to non-derivative financial assets that are not listed on an active market but have payments that can be determined. They are posted in current assets with the exception of items due more than 12 months after the balance sheet date, which are recognized as non-current assets. BTS's loan and trade receivables are recognized at amortized cost using the effective interest method, less any provisions for impairment. The effective interest method distributes interest income and expense over the relevant period. The effective interest is the interest rate that exactly discounts the estimated future receipts and disbursements to the financial asset's or liability's net carrying amount. Current receivables such as trade receivables are deemed reasonably approximate to their fair value, so they are not discounted to present value.

A provision is made for impairment of a trade receivable when objective evidence indicates that BTS will not be able to secure payment of the entire amount due as per the original terms of the receivable. Significant financial difficulties of a debtor or the probability of the debtor declaring bankruptcy or undergoing a financial reconstruction are regarded as indicators of the possible impairment of a trade receivable. The size of the provision is based on the difference between the carrying amount of the asset and the estimated future cash flows. Provisions are made for doubtful trade receivables after tests in each individual case.

Cash and cash equivalents

Cash and cash equivalents are cash and demand deposits at banks and similar institutions, plus current liquid investments with a duration less than three months from the date of acquisition.

Financial liabilities

Financial liabilities held during the year are measured at the amortized cost using the effective interest method. Current liabilities such as trade payables are deemed reasonably approximate to their fair value, so they are not discounted to present value.

Transactions in foreign currencies

Items in the financial statements for Group companies are measured in the currency used where each respective subsidiary conducts its main business activities (functional currency). Swedish krona (SEK), the Parent Company's functional currency and presentation currency, is used in the consolidated accounts.

Receivables and liabilities denominated in foreign currency are valued at the exchange rate on the balance sheet date, and any exchange rate differences are recognized in the income statement. Exchange rate differences on operating receivables and liabilities are recognized in operating profit, while exchange rate differences attributable to financial assets and liabilities are recognized as financial income and expenses.

Cash flow statement

The cash flow statement is prepared using the indirect method. The reported cash flow includes only transactions that result in payments or receipts. Cash flow from operating activities, investing activities, and financing activities are presented separately.

The category of cash and cash equivalents includes, apart from cash and bank balances, current financial investments that are exposed to only insignificant risk of fluctuation in value and are traded in an open market at known amounts, or that have a duration less than three months from the balance sheet date.

NOTE 3 – Transactions with related parties

Purchases and sales between Group companies

Market terms and conditions apply to the supply of services between subsidiaries. There have been no other transactions with related parties.

Parent Company

Of the Parent Company's total purchasing expenses and sales income, 0% (0) of purchases and 100% (100) of sales refer to other Group companies.

NOTE 4 – Information about auditors' fees

Fees and remuneration

SEK thousands	Group		Parent Company	
	2008	2007	2008	2007
<i>ÖhrlingsPricewaterhouseCoopers</i>				
Audit assignments	469	455	202	283
Other assignments	-	-	-	-
<i>Other auditors</i>				
Audit assignments	429	581	-	-
Other assignments	24	40	-	-
	922	1,076	202	283

"Audit assignments" refers to audits of the annual report, accounting records, and management by the Board of Directors and CEO, other tasks that are the duty of the Company's auditor, and advice in such tasks. All other work is "Other assignments."

NOTE 5 – Leases and rental agreements

Group

The Group has no financial leases. Expenses for operating leases totaled 17,024 (15,642) for the year. Future leasing and rental fees for operating leases expiring more than one year hence are as follows.

	SEK thousands
2009	14,528
2010	10,219
2011	7,273
2012	4,090
2013	2,156
Later	2,108
Total	40,374

NOTE 6 – Exchange rate differences in operating profit

SEK thousands	Group		Parent Company	
	2008	2007	2008	2007
Impact of exchange rate differences on operating profit:	1,123	-415	107	-65

NOTE 7 – Average number of employees, salaries, other compensation, social security contributions, etc.

Average number of employees

Group	2008		2007	
	No. of employees	Of which men	No. of employees	Of which men
<i>Subsidiaries</i>				
Sweden	36	23	31	17
Finland	13	12	12	12
Belgium	6	3	6	4
Switzerland	2	1	2	1
Spain	18	10	14	8
U.K.	10	7	10	7
United States	133	83	114	71
Australia	20	16	14	11
Mexico	1	1	-	-
Singapore	1	1	-	-
South Africa	9	4	8	6
Total for the Group	249	161	211	137

Distribution of sexes among senior executives

	2008		2007	
	Women	Men	Women	Men
CEO and other senior executives (excl. the Board)	0	3	0	5
Board	1	3	1	4

In this context, "other senior executives" refers to the two people who, together with the CEO, constitute Group management.

Parent Company

The Parent Company had no employees in 2008.

Salaries, other compensation, and social security contributions

SEK thousands	2008		2007	
	Salaries and compensation	Social security contributions of which pension expenses	Salaries and compensation	Social security contributions of which pension expenses
Subsidiaries	196,327	29,435	16,206	25,503
		8,937		8,693

Pension expenses for employees who are president of or a member of the board of a Group company total 1,595 (1,656). All pension plans are defined-contribution plans.

Board fees

Parent Company

The CEO is a member of the Board of Directors but receives no Board fee. Other members of the Board in the Parent Company have received compensation only in the form of Board fees.

SEK thousands		2008	2007
Dag Sehlin	Chairman of the Board	275	270
Mariana Burenstam Linder	Member	125	123
Stefan Gardefjord	Member	125	123
Tomas Franzén	Member	31	123
		556	639

For the CEO, see the figures for compensation to senior executives below.

Salaries and other compensation by country and divided between Board members and others

Group

SEK thousands	2008		2007	
	Board and CEO	Other employees	Board and CEO	Other employees
<i>In Sweden</i>				
Parent Company	556	-	639	-
Subsidiaries	3,229	22,982	3,149	20,163
Total Sweden	3,785	22,982	3,788	20,163
<i>Outside Sweden</i>				
United States	6,662	116,066	7,725	92,003
Europe	10,800	19,210	8,231	17,932
Other	1,370	15,452	1,234	11,130
Total outside Sweden	18,832	150,728	17,190	121,065
Total for the Group	22,617	173,710	20,978	141,228

Terms of employment and compensation for senior executives

Guidelines for compensation and other terms of employment for senior executives

The Company shall employ persons under conditions and at salaries commensurate with the market to be able to recruit and retain employees with excellent skills and of a high caliber to reach the Company's objectives

Generally accepted forms of employment and good practice shall be observed in each country of operations with regard to employment benefits. Forms of compensation are intended to achieve a consensus on the long-term view of operations by rewarding performance that benefits the Company and thus the shareholders. Compensation paid to individual employees will be based on their position and tasks, performance, skills, and experience. Compensation will normally consist of a fixed basic salary and defined-contribution pension benefits, the latter no more than 30% of the fixed basic salary. When deemed appropriate, the basic salary and pension benefit can be augmented by variable compensation, other benefits, and participation in incentive programs. Only the CEO of the Parent Company is entitled to a severance package.

The Board is entitled to deviate from the policies above in individual cases under special circumstances. The Board intends to propose to the AGM that the policies remain unchanged in 2009.

Compensation and benefits

"Other senior executives" refers to the three (four in 2007) people who together with the CEO constitute the Group management team. The sum includes basic salary, other benefits, variable compensation, and pension expenses.

Other benefits consist exclusively of company cars. The sum total of compensation paid to senior executives was 10,229 (11,876), of which pension expenses were 1,167 (1,441). All pension plans are defined-contribution plans.

The CEO was paid salary and other benefits totaling 2,468 (2,805), including 114 (638) in variable compensation. Variable compensation is calculated using a model that triggers payment when Group earnings exceed predefined profitability targets. The CEO has a defined-contribution pension entitlement equal to 25% (25) of his fixed salary, paid in the form of pension insurance entitling the CEO to a pension from the age of 65.

The CEO's employment contract states a mutual period of notice of six months. In addition, if the Company terminates the CEO's employment contract, the CEO is entitled to a severance package corresponding to 12 months' salary. None of the other senior executives is entitled to a severance package.

Other senior executives have been paid salaries and other benefits totaling 6,594 (7,630), of which variable remuneration was 2,770 (2,466). Variable compensation is based on targets achieved by the Company and the individual. Provisions to pensions are made individually at 13%–30% of the fixed salary and paid in the form of pension insurance entitling the executive to a pension from the age of 65.

Share-based payment

In 2006, the BTS Group issued employee stock options to the Group's employees. The employee stock option plans comprise a maximum of 840,000 employee stock options, entitling employees in the United States to acquire a maximum of 495,000 Class B shares and employees in other countries, including Sweden, a maximum of 345,000 Class B shares.

Each employee stock option allocated to employees in the United States gives the holder the right to acquire one Class B share in BTS at an exercise price of SEK 46.50. Each employee stock option allocated to employees in other countries, including Sweden, gives the holder the right to acquire one Class B share in BTS at an exercise price of SEK 55.00. Each employee stock option is valid for four years. The options have vesting conditions, such that a portion can be exercised each of the three years following allocation. Normally one-third of the total number allocated vests each year, provided that certain financial goals set by the Company's Board have been attained. Holders must be employed by the Company when they exercise their stock options.

Changes in the number of options on issue and their average exercise price are as follows.

	2008		2007	
	Average exercise price per share, SEK	Options (thousands)	Average exercise price per share, SEK	Options (thousands)
At January 1	49.82	775	50.21	784
Allocated	-	-	46.50	30
Forfeited	55.00	-39	55.00	-39
At December 31	49.55	736	49.82	775

Employee stock options that have vested can be exercised during the following periods.

- May 1–29, 2009
- November 2–30, 2009
- February 22–March 19, 2010

A maximum of 24,300 employee stock options per person may be allocated to senior executives, and a maximum of 9,000 per person to other employees. However, a few senior executives in the United States may be allocated a maximum of 99,000 options per person. No individual is guaranteed allocation of employee stock options. No options shall be allocated to Board members appointed by the AGM who are not employees of the Company or any other Group company or to the CEO of the Parent Company. Allocation of employee stock options will take into account an employee's performance, position, and significance to the future development of BTS.

Expenses, primarily for social security contributions, may be incurred when employee stock options are exercised by employees outside the United States. The U.S. options are incentive stock options (ISOs), so that under current legislation they are not subject to social security expenses. Social security contributions are expensed on an ongoing basis during the term of the options and based on the fair value of the options.

The value of the employee stock options was calculated using the Black & Scholes' valuation model based on the share price and other market conditions at May 5, 2006, without taking into account vesting limitations. In view of the performance conditions, and assuming annual staff turnover of 5%, the accounting charge was estimated at a total of SEK 3.4 million, which is being expensed in annual installments over the vesting period in line with IFRS 2. The expense for the fiscal year was SEK 583 (1,232). Other important parameters in the model are the price paid on the allocation date (SEK 42.30), the exercise price stated above, volatility of 30%, the anticipated dividend of SEK 0.92 (and thereafter dividend growth of 10% per year), and risk-free interest rates of 3.0%, 3.2%, and 3.3% for two, three, and four-year maturities, respectively.

To be able to carry out the employee stock option plans in a cost-effective and flexible manner and to cover future expenses, mainly social security contributions, the AGM of April 7, 2006, also approved a private placement of warrants with BTS Sverige AB, corp. id. no. 556566-7127. These warrants entitle BTS Sverige AB to subscribe for a maximum of 943,500 Class B shares, with the company having the right and obligation to transfer or in some other way dispose of the warrants in order to secure the Company's obligations in the employee stock option plans and to cover the resulting future expenses.

Assuming that all warrants as above are exercised to subscribe for new shares, the Company's share capital will increase 314,500, resulting in dilution of no more than approximately 5% of the share capital and no more than approximately 4% of the number of votes for all shares.

NOTE 8 – Intangible assets

Goodwill Group

SEK thousands	12-31-2008	12-31-2007
Opening accumulated acquisition cost	145,093	149,873
Purchases	-	2,547
Translation difference	16,123	-7,327
Closing accumulated acquisition cost	161,216	145,093
Closing carrying amount	161,216	145,093

Other intangible assets

SEK thousands	12-31-2008	12-31-2007
<i>Franchise contracts</i>		
Opening accumulated acquisition cost	7,996	8,497
Purchases	-	-
Translation difference	1,589	-501
Closing accumulated acquisition cost	9,585	7,996
Opening accumulated amortization	-677	-153
Amortization for the year	-639	-533
Translation difference	-135	9
Closing accumulated amortization	-1,451	-677
Closing carrying amount	8,134	7,319

SEK thousands	12-31-2008	12-31-2007
<i>Products, technology, and software</i>		
Opening accumulated acquisition cost	28,153	29,763
Purchases	-	-
Translation difference	5,531	-1,610
Closing accumulated acquisition cost	33,684	28,153
Opening accumulated amortization	-13,696	-5,834
Amortization for the year	-9,138	-8,177
Translation difference	-2,707	315
Closing accumulated amortization	-25,541	-13,696
Closing carrying amount	8,143	14,457

SEK thousands	12-31-2008	12-31-2007
<i>Customer contracts</i>		
Opening accumulated acquisition cost	3,864	4,066
Purchases	-	-
Translation difference	750	-202
Closing accumulated acquisition cost	4,614	3,864
Opening accumulated amortization	-972	-692
Amortization for the year	-337	-282
Translation difference	-175	2
Closing accumulated amortization	-1,484	-972
Closing carrying amount	3,130	2,892

SEK thousands	12-31-2008	12-31-2007
<i>Brands</i>		
Opening accumulated acquisition cost	9,244	9,762
Purchases	-	-
Translation difference	1,812	-518
Closing accumulated acquisition cost	11,056	9,244
Opening accumulated amortization	-864	-196
Amortization for the year	-815	-680
Translation difference	-172	12
Closing accumulated amortization	-1,851	-864
Closing carrying amount	9,205	8,380
Total closing carrying amount, other intangible assets	28,612	33,048

Impairment tests

Goodwill and other intangible assets are allocated among the cash-generating units expected to benefit from the synergies of business acquisitions. The recoverable amounts are based on the value in use, calculated as the present value of future growth and earnings forecasts during a four-year period, and on cash flows extrapolated beyond the four-year period. Initially impairment tests are performed solely on the acquired cash-generating unit. If it transpires that the amount recognized exceeds the value in use of the unit, the test is performed on the primary segments to which goodwill has been allocated.

Material assumptions used to calculate values in use:

- Budgeted operating margin
- Growth rate to extrapolate cash flows beyond the budget period
- Discount rate applied for estimated future cash flows.

The budgeted operating margin has been determined based on previous performance and expectations of future market trends. To extrapolate cash flows beyond the budget period, a growth rate of 3%-5% was assumed, which is judged to be a conservative estimate. Furthermore, an average discount rate in local currency after tax was used for the calculations. Altogether the discount rate used is in the interval of 9.4%-11.1%.

Impairment tests indicated no impairment at December 31, 2008.

A sensitivity analysis was performed for each cash-generating unit, the results of which are shown below.

- If the estimated operating margin was 10% less than the basic assumption, the overall recoverable amount would decrease 11%.
- If the estimated growth rate for extrapolating cash flows beyond the budget period was 10% less than the basic assumption of 5%, the overall recoverable amount would decrease 6%.
- If the estimated weighted cost of capital used for the discounted cash flows for the Group was 10% more than the basic assumption of 9.4%-11.1%, the overall recoverable amount would decrease 16%.

Impairment tests using the assessments above did not indicate impairment.

Distribution of goodwill and other intangible assets by segment

Group

SEK thousands	12-31-2008			
	North America	Europe	Other markets	Total
Goodwill	148,174	10,731	2,311	161,216
Products, technology, and software	8,143	-	-	8,143
Franchise contracts	8,134	-	-	8,134
Customer contracts	3,130	-	-	3,130
Brands	8,549	656	-	9,205
	176,130	11,387	2,311	189,828

SEK thousands	12-31-2007			
	North America	Europe	Other markets	Total
Goodwill	123,614	19,168	2,311	145,093
Products, technology, and software	13,540	917	-	14,457
Franchise contracts	7,319	-	-	7,319
Customer contracts	2,786	106	-	2,892
Brands	7,587	793	-	8,380
	154,846	20,984	2,311	178,141

NOTE 9- Property, plant, and equipment

Equipment

Group

SEK thousands	12-31-2008	12-31-2007
Opening accumulated acquisition cost	16,925	15,895
Purchases	5,759	2,567
Sales and disposals	-547	-983
Translation difference	1,215	-554
Closing accumulated acquisition cost	23,352	16,925
Opening accumulated depreciation	-11,608	-10,515
Sales and disposals	256	673
Depreciation for the year	-2,665	-2,146
Translation difference	-608	380
Closing accumulated depreciation	-14,625	-11,608
Closing carrying amount	8,727	5,317

NOTE 10 – Segment reporting

Group

The Group's operations are managed and reported by geographic market, based on the location of the main operating unit. BTS's operating segments consist of the operating units BTS North America, BTS Europe, and BTS Other Markets, which mainly develop and deliver the solutions sold in each market. The exceptions are web solutions developed by BTS Interactive. Operating units invoice one another for services based on time expended and on market terms.

Shared Group expenses are invoiced, and amortization of intangible assets is distributed among the operating units.

SEK thousands	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	North America		Europe		Other markets		Eliminations & unallocated		Group	
<i>Income</i>										
External sales	369,468	368,403	138,205	116,980	40,697	37,778			548,370	523,161
Internal sales	15,612	6,363	33,400	28,196	2,656	1,829	-51,668	-36,388	0	0
Total income	385,080	374,766	171,605	145,176	43,353	39,607	-51,668	-36,388	548,370	523,161
<i>Operating profit</i>	37,871	51,734	30,018	20,454	2,573	5,999			70,462	78,187
Financial income							848	756	848	756
Financial expenses							-3,724	-6,177	-3,724	-6,177
Tax on profit for the year							-22,548	-23,937	-22,548	-23,937
Profit for the year									45,038	48,829
<i>Other information</i>										
Assets	337,333	283,969	90,613	86,890	23,461	23,903	126	1,654	451,533	396,416
Liabilities	79,617	91,293	30,372	10,568	5,477	5,144	85,159	90,807	200,625	197,812
Investments	25,750	7,788	1,108	4,148	1,714	283			28,572	12,219
Depreciation of property, plant, and equipment	1,235	1,178	785	716	349	280			2,369	2,174
Amortization of intangible assets	8,855	9,369	501	738	-	-			9,356	10,107

NOTE 11 – Financial items

Group

SEK thousands	2008	2007
Interest income	1,098	574
Foreign exchange gains	-	182
Foreign exchange losses	-250	-
	848	756
Interest expenses	-3,724	-6,177
Total gain/loss on financial items	-2,876	-5,421

Parent Company

SEK thousands	2008	2007
<i>Gains/Losses on other securities and receivables held as non-current assets</i>		
Dividends from subsidiaries	10,191	12,055
Interest income from subsidiaries	3,585	5,482
Foreign exchange gains	-	182
Foreign exchange losses	-250	-
	13,526	17,719
Interest income and similar income statement items	5	84
Interest expenses and similar income statement items	-3,288	-5,546
Total gain/loss on financial items	10,243	12,257

NOTE 12 – Tax on profit for the year

Group

SEK thousands	2008	2007
Current tax for the year	-21,679	-23,901
Deferred tax relating to temporary differences	-869	-36
	-22,548	-23,937

Parent Company

SEK thousands	2008	2007
Current tax for the year	-723	-746
Tax effect of Group contributions	679	746
	-44	-

Deferred tax consists of temporary differences between the carrying amount and tax base of intangible assets.

Reconciliation of effective tax

Group

SEK thousands	2008	2007
Profit before tax	67,586	72,766
Tax expenses based on Swedish income tax rates	-18,924	-20,374
Effects of different tax rates	-2,689	-4,370
Non-deductible expenses	-310	-389
Non-taxable income	529	137
Tax attributable to previous years	-285	1,095
Reported effective tax	-21,679	-23,901
Effective tax rate	32.1%	32.8%

Parent Company

SEK thousands	2008	2007
Profit before tax	10,350	11,880
Tax expenses based on Swedish income tax rates	-2,898	-3,326
Dividends from subsidiaries	2,854	3,375
Non-deductible expenses	-	-49
Reported effective tax	-44	-
Effective tax rate	0.0%	0.0%

NOTE 13 – Earnings per share

Group

Basic

Basic earnings per share are calculated by dividing the profit attributable to Parent Company shareholders with the weighted average number of common stock on issue during the period.

	2008	2007
Profit for the year attributable to Parent Company shareholders, SEK thousands	45,038	48,829
Average number of shares before dilution (thousands)	18,048	18,048
Basic earnings per share, SEK	2.50	2.71

Diluted

In calculating the diluted earnings per share, the weighted average number of common stock on issue is adjusted for the dilution effect of all potential common stock. The Parent Company has stock options as potential stock with a dilution effect. The stock options give rise to a dilution effect when the average price of common stock during the period exceeds the exercise price for the options.

	2008	2007
Profit for the year attributable to Parent Company shareholders, SEK thousands	45,038	48,829
Average number of shares after dilution (thousands)	18,048	18,075
Diluted earnings per share, SEK	2.50	2.70

The average price of common stock during 2008 was SEK 29.66 per share, which was less than the exercise price for the options, thus causing no dilution.

NOTE 14 – Dividend per share

Dividends paid in 2008 and 2007 totaled SEK 21,658 thousand (SEK 1.20 per share) and SEK 18,048 thousand (SEK 1.00 per share), respectively. At the AGM to be held April 29, 2009, a dividend for fiscal 2008 of SEK 1.20 per share, totaling SEK 21,658 thousand, will be proposed. The proposed dividend was not recognized as a liability in these financial statements.

NOTE 15 - Financial assets

Participations in Group companies

Parent Company

	No. of shares	Percentage equity	Book value 12-31-2008	Book value 12-31-2007
			SEK thousands	SEK thousands
Parent Company holdings				
BTS Sverige AB	5,000	100	7,838	7,838
Corp. id. no. 556566-7127				
Domicile: Stockholm				
BTS USA, Inc.	1,000	100	78,396	78,396
Corp. id. no. 06-1356708				
Domicile: Connecticut				
BTS in London Ltd.	5,000	100	6,901	6,901
Corp. id. no. 577 1376 13				
Domicile: London				
Business Training Systems A/S	100	100	94	94
Corp. id. no. 957 694 187				
Domicile: Oslo				
Catalysts for profitability and growth Ltd	1,000	100	1	1
Corp. id. no. 1998/010779/07				
Domicile: Centurion				
BTS Finland AB	1,000	100	100	100
Corp. id. no. 556583-1673				
Domicile: Stockholm				
BTS Australasia Pty Ltd	45,050	100	3,092	3,092
Corp. id. no. 099 066 501				
Domicile: Sydney				
Business Training Solutions S.L.	1,031	100	7,979	7,979
Corp. id. no. B95138160				
Domicile: Bilbao				
BTS Management SA	1,000	100	673	673
Corp. id. no. 01 73.802 11				
Domicile: Geneva				
Business Game Factory Oy	90,750	100	4,841	3,154
Corp. id. no. 1807788-2				
Domicile: Helsinki				
BTS Brussels NV	620,000	100	587	587
Corp. id. no. 878.155.648				
Domicile: Brussels				
Total shares in subsidiaries			110,503	108,816
Opening acquisition cost			108,816	105,422
Investments/Acquisitions			1,687	3,394
Closing acquisition cost			110,503	108,816

NOTE 16 – Cash flow information

Group

SEK thousands	2008	2007
<i>Other items</i>		
Share-based payment as per IFRS 2	583	1,232
Exchange rate differences recognized directly in equity	4,774	-2,376
	5,357	-1,144

SEK thousands	Group		Parent Company	
	2008	2007	2008	2007
<i>Financial income and expense</i>				
Interest income	1,098	574	3,590	5,566
Foreign exchange gains	-	182	-	182
Foreign exchange losses	-250	-	-250	-
	848	756	3,340	5,748
Interest expenses	-3,724	-6,177	-3,288	-5,546
	-2,876	-5,421	52	202

SEK thousands	2008	2007
<i>Investing activities</i>		
Additional consideration, APG & RLC	-23,111	-6,573
Additional consideration, BTS Spain	-	-536
Purchase price, acquisition of minority interest, BTS Australasia	-	-2,858
Total	-23,111	-9,967

Additional consideration, APG and RLC

In September 2006, BTS completed the acquisition of all business operations in the Advantage Performance Group (APG) and the Real Learning Company (RLC). The initial purchase price was paid as cash consideration and a private placement of shares with the sellers of the companies at the time of the acquisitions. Additional consideration was paid in 2007, and the final additional consideration was paid in 2008.

Additional consideration, BTS Spain

Internet Simulations Consulting, S.L., now called Business Training Solutions S.L., was acquired in July 2003. The initial purchase price was paid as cash consideration, in part on acquisition and in part as performance-based additional consideration in 2003. Further additional consideration was paid in 2004, 2005, and 2006, and the final additional consideration was paid in 2007.

Purchase price for acquisition of minority interest

In 2002, BTS Australasia PTY Limited was acquired, with 90.1% of the subsidiary owned. In 2007, the remaining 9.9% of the company was acquired, and BTS Australasia PTY Limited is now wholly owned, as the other subsidiaries are.

NOTE 17 – Deferred tax assets and liabilities

Group

SEK thousands	12-31-2008	12-31-2007
Deferred tax assets that can be utilized within 12 months	793	1,541
Deferred tax assets that can be utilized after more than 12 months	1,133	843
Total deferred tax assets	1,926	2,384

No deferred tax liabilities were recognized for temporary differences attributable to shares or participations in subsidiaries, because BTS can control the date of reversal of such temporary differences, and it is likely that such reversals will not occur within the foreseeable future.

NOTE 18 – Prepaid expenses and accrued income

Group

SEK thousands	12-31-2008	12-31-2007
Accrued income	13,648	11,254
Prepaid rent	1,701	684
Other items	13,327	9,350
Total	28,676	21,288

Parent Company

SEK thousands	12-31-2008	12-31-2007
Other items	114	126

NOTE 19 – Equity

The share capital consists of 853,800 Class A shares and 17,194,500 Class B shares, totaling 18,048,300 shares with a quotient value of SEK 6,016,100. Each share has a quotient value of SEK 0.33. Each Class A share entitles the holder to 10 votes per share, each Class B one vote per share.

Closing accumulated exchange rate differences recognized directly in equity totaled -1,252. Opening accumulated differences totaled -29,594. The change resulted from the translation of foreign subsidiaries.

NOTE 20 – Financial instruments and financial risk management Policies for financing and financial risk management

The Board directs and monitors BTS's financing activities and financial risks. Financing and risk management are gathered under the Group finance function and conducted in compliance with a financial policy adopted by the Board of Directors that stresses low risk. The aim of the Company's risk management is to optimize the Group's cost of capital and, in a deliberate manner, to manage and control the Group's financial risks. Hedging instruments may be used within given parameters. Future payments are not normally hedged. Cash and cash equivalents may be invested in interest-bearing accounts or in interest-bearing securities carrying low credit risk. The duration of the investment portfolio must not exceed nine months. During the year, BTS's holdings of financial

instruments were limited to primary instruments such as trade receivables, trade payables, and the like. Customer contracts contain no currency clauses or anything that could be considered embedded derivatives. No hedging instruments are held or have been purchased or sold during the year.

Fair value of financial assets and liabilities

Group

SEK thousands	12-31-2008	12-31-2007
Other non-current receivables	3,077	1,959
Trade receivables	147,339	116,084
Provisions for doubtful trade receivables	-155	-129
Other current receivables	903	325
Cash and cash equivalents	65,887	67,473
Total financial assets	217,051	185,712
Other non-current liabilities	523	263
Trade payables	17,712	23,017
Other current liabilities	85,096	72,320
Total financial liabilities	103,331	95,600

Financial assets

Loan and trade receivables

During the year, BTS held no non-derivative financial assets with payments that can be determined and that were not listed on an active market.

Other non-current receivables chiefly comprise rental deposits and interest-bearing financial claims on franchisees of the Group company APG in the United States. Rental deposits have a maturity corresponding to their respective leases. Financial claims on franchisees consist of non-current and current parts, where the non-current part has more than 12 months to maturity.

Trade receivables denominated in foreign currencies are measured at the closing rate. Trade payables in the BTS North America operating unit constitute 58% (58) of the Group's total trade receivables. The table below shows the distribution of trade receivables by currency.

Group

SEK thousands	12-31-2008	12-31-2007
SEK	5,493	7,385
USD	86,966	68,125
GBP	11,098	9,711
EUR	26,414	19,273
Other currencies	17,213	11,461
Total trade receivables	147,184	115,955

Trade receivables are recognized after deductions for doubtful and uncollectible debts. Provisions are made for doubtful receivables after testing in each individual case. During the year, credit losses on trade receivables had an impact of 707 (522) on earnings. Provisions for doubtful trade receivables totaled 155 (129) and were offset against trade receivables.

At December 31, 2008, trade receivables totaling 34,663 (18,280) were more than 30 days past due; this excludes trade receivables for which provisions were made. The structure of due dates is shown in the table below.

Group

SEK thousands	12-31-2008	12-31-2007
Total trade receivables	147,184	115,955
due more than 30 days previous	14,881	11,553
due more than 60 days previous	19,782	6,727

Other current receivables mainly consist of the current part of financial claims on franchisees.

Cash and cash equivalents

At the balance sheet date, there was only cash in hand and bank balances.

Financial liabilities

Financial liabilities held during the year are measured at the amortized cost using the effective interest method.

Other non-current liabilities consist of interest-bearing loans. These loans consist of non-current and current parts, where the non-current part has more than 12 months to maturity.

Trade receivables are deemed reasonably approximate to their fair value, so they are not discounted to present value. All trade receivables fall due within 12 months.

Other current liabilities chiefly consist of the Group's bank overdraft facility (attributable to acquisitions previously completed) totaling 81,690 (62,608). The USD exchange rate at December 31 increased the debt expressed in Swedish krona year-on-year, which was the main reason for the change from the preceding year.

Foreign exchange risk

The Group is exposed to foreign exchange risks linked to the translation of foreign subsidiaries, which influences consolidated profit and equity. The currencies that have the greatest influence are USD, EUR, and GBP. The sensitivity analysis below shows the effects on operating profit/loss based on BTS's 2008 income statement and should only be seen as an indication of the significance of the different currencies.

Exchange rate	Percentage change	Change, full-year 2008, SEK thousands
SEK/USD	+/-10%	+/-3,241
SEK/EUR	+/-10%	+/-485
SEK/GBP	+/-10%	+/-1,638

Credit risk

Credit risk refers to companies not getting paid for their trade receivables from customers. BTS only accepts creditworthy counterparties in financial transactions, and the amount is determined individually for each customer. The intention is for credit limits to reflect the solvency of each customer. BTS's sales are sufficiently spread among a large number of companies operating in a variety of sectors.

The maximum credit risk at year-end was 5,821 (7,270), which corresponds to the largest credit exposure to any single group.

Liquidity risk and interest rate risk

BTS manages liquidity risk by maintaining sufficient cash and cash equivalents and an unutilized approved overdraft facility. Interest rates on the Group's financial assets and liabilities are usually fixed for short periods. Interest rate risk refers to changes in the market interest rate that affect BTS negatively by increasing the cost of the Company's borrowing. The sensitivity analysis below shows the increase and decrease in interest expense resulting from a change in the market interest rate.

	Percentage change in market interest rate	Change in interest expense 2008, SEK thousands
Interest on bank overdraft facility	+/- 10%	+/- 297

BTS's policy is to allow borrowing with the Board's approval. Excess liquidity in subsidiaries is initially to be used to amortize loans. Interest risk is limited to the fluctuating return on cash and cash equivalents invested at variable rates.

Group

SEK thousands	12-31-2008	12-31-2007
Cash and cash equivalents	65,887	67,473
Approved bank overdraft facility	115,046	104,435
Unutilized portion of bank overdraft facility	-33,356	-41,827
Liquidity available	147,577	130,081

Managing risk on capital

BTS's goal for its capital structure is to safeguard the Group's ability to continue and expand its operations, so that they continue to generate a return for shareholders and benefit other stakeholders at the same time as the cost of capital is kept at a reasonable level.

To maintain or change the capital structure, the dividend can be raised or lowered, shares can be issued, shares can be repurchased, and assets can be sold.

BTS's financial objective – and a measure of its capital risk – is that its equity/assets ratio never remains less than 50%. At year-end, the Company's equity/assets ratio was 56% (50).

NOTE 21 – Bank overdraft facility

Group

SEK thousands	12-31-2008	12-31-2007
Approved credit	115,046	104,435
Unutilized portion	-33,356	-41,827
Utilized credit amount	81,690	62,608

Parent Company

SEK thousands	12-31-2008	12-31-2007
Approved credit	99,232	89,584
Unutilized portion	-17,542	-26,976
Utilized credit amount	81,690	62,608

NOTE 22 – Accrued expenses and prepaid income

Group

SEK thousands	12-31-2008	12-31-2007
Accrued salaries	44,855	31,917
Accrued social security contributions	4,070	2,658
Prepaid income	19,635	22,318
Other items	14,188	11,277
	82,748	68,170

Parent Company

SEK thousands	12-31-2008	12-31-2007
Other items	288	285

NOTE 23 – Pledged assets

Group

SEK thousands	12-31-2008	12-31-2007
<i>Assets pledged for debts to credit institutions</i>		
Company mortgages	10,000	10,000

NOTE 24 – Contingent liabilities on behalf of Group companies

Parent Company

SEK thousands	12-31-2008	12-31-2007
Guarantee commitments on behalf of subsidiaries	4,361	3,638

The Board of Directors and Chief Executive Officer affirm that the consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) and that the annual report was prepared in accordance with generally accepted accounting principles in Sweden. The annual report and consolidated financial statements provide a true and fair view, respectively, of the Parent Company's and the Group's financial positions and earnings.

The management report for the Parent Company and the Group provides a fair review of developments in the Parent Company's and the Group's operations, financial position, and earnings and describes the material risks and uncertainties facing the Parent Company and the companies that are part of the Group.

The consolidated income statement and balance sheet as well as the Parent Company's income statement and balance sheet will be submitted for adoption to the Annual General Meeting of April 29, 2009.

Stockholm, Sweden, April 8, 2009

Dag Sehlin
Chairman of the Board

Henrik Ekelund
Chief Executive Officer

Mariana Burenstam Linder

Stefan Gardefjord

Our audit report was submitted on April 14, 2009
Öhrlings PricewaterhouseCoopers AB

Magnus Thorling
Authorized Public Accountant

Audit Report

To the Annual General Meeting of
BTS Group AB (publ)
Corp. id. no. 556566-7119

We have reviewed the annual report, consolidated financial statements, accounting records, and management by the Board of Directors and the Chief Executive Officer (CEO) of BTS Group AB (publ) for 2008. The Company's annual report and consolidated financial statements are included in the printed version of this document on pages 12-37. The Board of Directors and the CEO are responsible for the accounting records and management of the Company, the application of the Annual Accounts Act in preparing the annual report, the application of International Financial Reporting Standards (IFRS) as adopted by the European Union, and for the application of the Annual Accounts Act in preparing the consolidated financial statements. Our responsibility is to express an opinion on the annual report, the consolidated financial statements, and management based on our audit.

The audit was conducted in accordance with generally accepted auditing standards in Sweden. This means that we planned and performed the audit to obtain reasonable assurance that the annual report and the consolidated financial statements contain no material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the accounting records. An audit also includes assessing the accounting principles and their application by the Board and the CEO, evaluating the significant estimates made by the Board and CEO when preparing the annual report and consolidated financial statements, and assessing the overall presentation of information in the annual report and the consolidated financial statements. We have examined significant decisions, actions taken, and the circumstances of the Company in order to determine the liability for damages, if any, to the Company of any member of the Board or the CEO. We have also examined whether any member of the Board or the CEO has in any other way acted contrary to the Swedish Companies Act, the Annual Accounts Act, or the Company's articles of association. We believe that our audit provides us with a reasonable basis for our opinion as set forth below.

The annual report was prepared in accordance with the Annual Accounts Act and provides a true and fair view of the Company's earnings and financial position, in accordance with generally accepted accounting principles in Sweden. The consolidated financial statements were prepared in compliance with IFRS, as approved by the EU, and the Annual Accounts Act and provide a true and fair view of the Group's earnings and financial position. The management report is consistent with the rest of the annual report and the consolidated financial statements.

We recommend that the Annual General Meeting adopt the income statements and balance sheets of the Parent Company and the Group, appropriate the earnings in the Parent Company as proposed in the management report, and discharge the members of the Board and the CEO from liability for the fiscal year.

Stockholm, Sweden, April 14, 2009

Öhrlings PricewaterhouseCoopers AB

Magnus Thorling
Authorized Public Accountant
Managing Auditor

Board of Directors and Auditors

Mariana Burenstam Linder

Born 1957.

Member of the Board of BTS Group AB since 2004.
Managing Partner in Burenstam & Partners AB.

Other assignments: Chairman of the boards of Kontanten AB and Sweden-America Foundation.
Member of the boards of TietoEnator Oy and S&K AB.
Options and shareholdings in BTS Group AB:
12,100 Class B shares.

Mariana Burenstam Linder has wide experience from management positions in several Swedish companies. Former positions include president of Ainax, Head of Enskilda Banken with global responsibility for Private Banking, Vice President of SEB, CIO of Trygg-Hansa and later the SEB group, president of ABB Financial Consulting, and president of Nordic Management AB. Mariana Burenstam Linder graduated in business administration at the Stockholm School of Economics.

Independent of the Company and its major shareholders.

Henrik Ekelund

Born 1955.

President and CEO of BTS Group AB.

Options and shareholdings in BTS Group AB: 816,000 Class A shares and 3,181,825 Class B shares.

Henrik Ekelund is BTS's founder and has been CEO since its inception in 1986. Henrik Ekelund has comprehensive experience as a board member and owner of high-growth enterprises, including Jobline AB, Image Publications AB, Strandfastigheter AB (now Klöver AB), and Universum AB. Henrik Ekelund graduated in business administration at the Stockholm School of Economics.

Not independent of the Company and its major shareholders.

Stefan Gardefjord

Born 1958.

Member of the Board of BTS Group AB since 2003.
President of Logica Sverige AB.

Other assignments: Member of the board of Logica Sverige AB.

Options and shareholdings in BTS Group AB:
5,000 Class B shares.

Stefan Gardefjord has held several senior positions since 1987 in the WM-data group, including president of different subsidiaries, business area head, and group director of marketing, sales, and information. In 2001, he was president and CEO of M2S Sverige AB. Former positions include head of consulting at Consab Consult AB, and prior to that he worked with accounting and IT at Dow Chemical AB. Stefan Gardefjord graduated upper secondary school in business.

Independent of the Company and its major shareholders.

Dag Sehlin

Born 1945.

Chairman of the Board of BTS Group AB since 2003.

Other assignments: Member of the board of ProAct IT Group AB. Options and shareholdings in BTS Group AB: 6,000 Class B shares.

Dag Sehlin has long-term experience in senior positions in the Swedish financial sector. Former positions include CFO and acting president of Posten AB, vice president of OM-Gruppen, and prior to this he held various positions in accounting and finance at several Swedish companies. Dag Sehlin graduated in business administration at the Stockholm School of Economics.

Independent of the Company and its major shareholders.

AUDITOR

Öhrlings PricewaterhouseCoopers AB.

Managing auditor:

Magnus Thorling

Authorized Public Accountant.

The data on options and shareholdings above was correct at December 31, 2008.

Senior Executives



Henrik Ekelund

Born 1955.
President and CEO of BTS Group AB.
See Board of Directors on the preceding page.



Jonas Åkerman

Born 1963.
President of BTS USA Inc.
Employed by BTS since 1991.
Options and shareholdings in BTS Group AB:
913,800 Class B shares and employee stock options for
75 000 Class B shares.



Stefan Brown

Born 1963.
CFO and Vice President of BTS Group AB.
Employed by BTS since 1990.
Options and shareholdings in BTS Group AB:
16,500 Class B shares and employee stock options
for 22 500 Class B shares.

The data on options and shareholdings
above was correct at December 31, 2008.

Global Partners in BTS



Henrik Ekelund

Born 1955.
President and CEO of BTS Group AB.
See Board of Directors on the preceding page.



Rommin Adl

Born 1964.
Executive Vice President and Managing Director of
BTS Interactive.
Employed by BTS since 1994.



Stefan af Petersens

Born 1955.
Acquisitions and key accounts.
Employed by BTS since 1986.



Peter Mulford

Born 1968.
Executive Vice President and Managing Director
of BTS New York.
Employed by BTS since 1997.



Stefan Hellberg

Born 1957.
Responsible for the sales and personnel process as
well as IT.
Employed by BTS since 1986.



Dan Parisi

Born 1968.
Executive Vice President and Managing Director
of BTS San Francisco.
Employed by BTS since 1995.



Jonas Åkerman

Born 1963.
President of BTS USA Inc.
Employed by BTS since 1991.



Richard Hodge

Born 1947.
Executive Vice President and Global Partner.
Employed by RLC since 1994.

President, Advantage Performance Group Inc.



Annika McCrea

Born 1968.
President of the Advantage Performance Group Inc.
Employed by BTS since 1995.
Employed by APG since January 2008.

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