



REPORT

E-COMMERCE IN SWEDEN

PREPARED FOR
Development Centre UMT

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1 SUMMARY

Sweden has a strong history of homebound shopping. In recent years online orders have won ground at the expense of the more traditional postal order catalogues or order placements over the phone. Internet retailing showed a retail growth of 11% to reach SEK22.9 billion (excl. sales tax) in 2011¹. 2012 has so far been good and sales grew by 13 percent during the second quarter. The forecast is that e-commerce will have a turnover of 31.3 billion in 2012, an increase by 13 percent from 2011².

Although the growth rate is expected to slow down over the next few years, Internet retailing will continue to offer players strong growth opportunities. The forecast for Home Care, Food & Drink and Toys & Games are looking particularly optimistic. Although the statistics, indicates a slow down over the next few years, the consumers are of a different opinion. A survey carries out by DIBS, indicates that the 38% of the e-consumers in Sweden expects to increase their spending, compared to 29% in Denmark, 32% in Finland, 27% in Norway and 16% in Germany.

Swedes generally prefer to purchase goods from Sweden. Payment infrastructure is important as consumers tend to abandon online purchases if the stores lack the preferred payment method. Danish e-merchants should for example note that while consumers are expected to pay by credit cards in Denmark, 4 out of 10 Swedes prefer to pay by invoice after the goods have been delivered³. With regards to marketing, it is worth noting that half of the population (52%) use social networks, all of whom have a Facebook account, and two out of three (62%) visit social networks.

A company that sell over the internet or via postal order to customers in Sweden, should be VAT registered in Sweden if the yearly turnover exceeds SEK320 000.

A few hits to Danish companies wishing to explore the opportunities of setting up a webshop in Sweden include:

1. Find out what the local competition looks like
2. Let a professional translator handle the translation. It is not only the language that needs to be translated – the message also needs to be localised
3. Use a Swedish telephone number and Swedish speaking staff for customer service
4. Find out how your customers prefer to pay
5. Register your company with the relative organisations that gives your company credibility as a serious actor

We hope that the information in this report will be of major value to your company and that you will enjoy reading it.

¹ Euromonitor International, Internet Retailing in Sweden, April 2012

² HUI Research <http://www.hui.se>

³ E-handel i Norden 2011

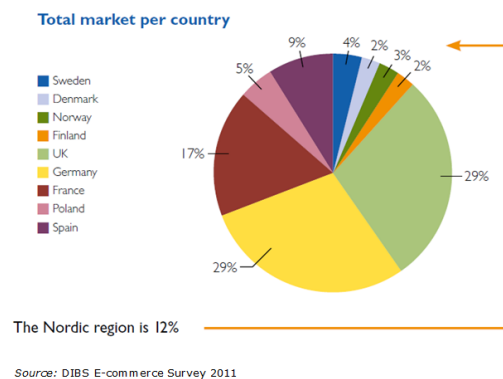
2 E-COMMERCE MARKET IN SWEDEN

Sweden has a strong history of homebound shopping. In recent years online orders have won ground at the expense of the more traditional postal order catalogues or order placements over the phone. According to a survey carried out by Posten Norden at the end of 2010, 28% out of 5000 respondents answered that they shop online every month⁴.

Internet retailing showed a retail growth of 11% to reach SEK22.9 billion (excl. sales tax) in 2011⁵. 2012 has so far been good and sales grew by 13 percent during the second quarter. The forecast is that e-commerce will have a turnover of 31.3 billion in 2012, an increase by 13 percent from 2011⁶.

However, set in the context of the total retail market, the e-commerce market still remains marginal. Nevertheless, it is emerging as a threat to the store-based retailing resulting in that many store-based retailers are seeing Internet sales as a growth opportunity and launches online stores to supplement their traditional stores.

The growth of the Swedish e-commerce market is highlighted in a survey carried out by DIBS Payment Services in the summer of 2011. The result of the survey indicates that the e-commerce market in UK, Finland and Sweden grew 20 percent or more compared to the previous year. France and Germany grew more than 10 percent, while Denmark, Norway and Spain experienced modest declines in total estimated market.



⁴ E-handel i Norden 2011, Posten Norden

⁵ Euromonitor International, Internet Retailing in Sweden, April 2012

⁶ HUI Research <http://www.hui.se>

The Internet retailing structure is characterised by a wide array of both domestic and multinational retailers. The majority of leading actors have so far consisted of pure Internet retailers. In 2011 the stores in top of the e-commerce list included Netonnet, Cdon and Redcats Nordic.

Table 1: Internet Retailing Company Shares by Value 2007-2011

% retail value rsp excl sales tax Company	2007	2008	2009	2010	2011
Netonnet AB	4.9	7.4	8.3	8.6	8.0
Cdon AB	5.5	5.2	6.0	5.6	7.8
Redcats Nordic AB	6.4	6.4	9.0	8.5	7.6
Komplett Services Sweden AB	3.1	4.5	5.5	5.8	5.0
Adlibris AB	-	-	3.8	3.8	3.5
Apoteket AB	-	0.3	1.1	2.7	2.8
Apple AB	3.6	3.2	2.8	2.2	2.5
Dustin AB	3.2	2.9	2.8	2.6	2.5
Webhallen Sverige AB	3.0	2.7	2.6	2.3	2.0
Lensway AB	1.6	1.5	2.5	2.2	2.0
Elgiganten AB	1.2	1.4	1.7	1.6	1.4
Dell AB	3.0	2.5	1.9	1.6	1.3
H&M Hennes & Mauritz Sverige AB	1.3	1.3	1.2	1.1	1.1
Vitamex International AB	1.8	1.6	1.4	1.2	1.1
IKEA Svenska Försäljnings AB	1.0	1.0	1.1	1.1	1.1
Ginza AB	-	1.7	1.4	1.2	1.0
Haléns Postorder AB	0.7	0.8	1.0	1.0	1.0
Ebay Sweden AB	0.6	0.7	0.8	0.8	0.8
Discshop Svenska Näthandel AB	1.3	1.0	1.0	0.8	0.8
Stadium Sweden AB	0.1	0.3	0.5	0.7	0.8
Tretti AB	1.1	1.4	1.9	2.2	-
Ginza Musik AB	2.0	-	-	-	-
Others	54.5	52.1	41.7	42.4	45.7
Total	100.0	100.0	100.0	100.0	100.0

Source: [Euromonitor International](#), Internet Retailing in Sweden, April 2012

As indicated in table 2, consumer electronics and media products are the largest segments, followed by apparel. The toys & games segment as well as the food & drink segment both showed healthy growth rates in 2011 and the number of store-based apparel retailers that also operate web shops have increased dramatically over the last few years.

Table 2: Internet Retailing by Category: Value 2006-2011

SEK million	2006	2007	2008	2009	2010	2011
Beauty and Personal Care Internet Retailing	127.3	140.5	170.7	185.9	210.1	236.1
Apparel Internet Retailing	2,057.2	2,558.2	3,142.2	3,423.5	3,745.3	3,978.9
Consumer Electronics and Video Games Hardware Internet Retailing	4,012.2	4,787.0	5,035.0	5,343.1	5,822.0	6,046.4
Consumer Healthcare Internet Retailing	346.4	398.6	457.4	528.0	599.8	657.5
DIY and Gardening Internet Retailing	431.8	464.1	523.5	549.2	634.1	695.1
Consumer Appliances Internet Retailing	428.1	513.3	632.2	681.9	740.9	848.7
Home Care Internet Retailing	-	0.0	3.0	4.7	7.8	13.7
Housewares and Home Furnishings Internet Retailing	324.7	362.6	394.8	414.4	458.1	518.2
Media Products Internet Retailing	2,470.8	3,494.8	4,138.8	4,639.1	5,010.3	5,285.8
Food and Drink Internet Retailing	350.0	470.0	700.0	1,070.0	1,500.0	1,950.0
Toys and Games Internet Retailing	109.3	115.5	136.1	142.6	114.6	240.3
Other Internet Retailing	782.3	855.2	986.3	1,296.0	1,830.0	2,476.2
Internet Retailing	11,440.0	14,160.0	16,320.0	18,278.4	20,672.9	22,946.9

Source: [Euromonitor International](#), Internet Retailing in Sweden, April 2012

Although the growth rate is expected to slow down over the next few years, Internet retailing will continue to offer players strong growth opportunities. As depicted in the table below, the forecast for Home Care, Food & Drink and Toys & Games are looking particularly optimistic.

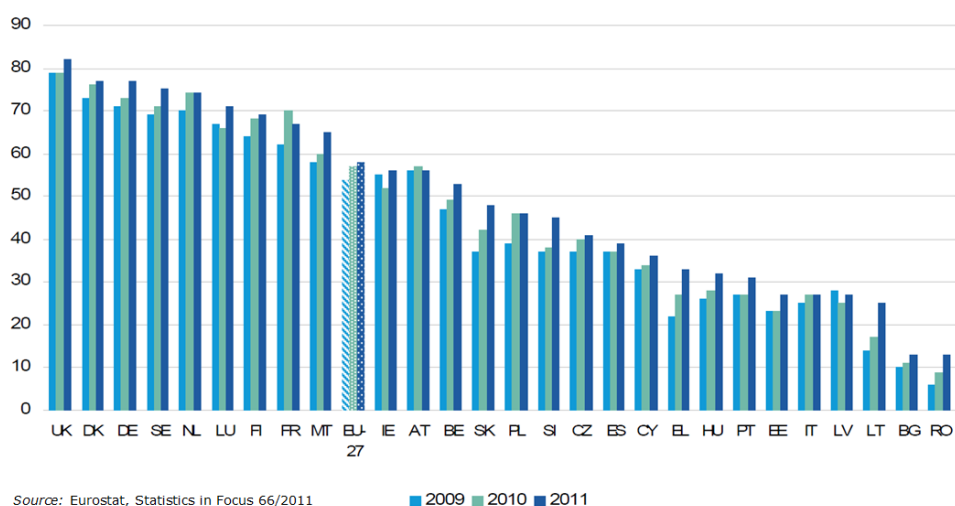
Table 3: Internet Retailing Forecasts by Category: % Value Growth 2011-2016

% constant value growth	2011-16 CAGR	2011/16 TOTAL
Beauty and Personal Care Internet Retailing	9.0	54.0
Apparel Internet Retailing	2.7	14.0
Consumer Electronics and Video Games Hardware Internet Retailing	-1.7	-8.3
Consumer Healthcare Internet Retailing	4.6	25.2
DIY and Gardening Internet Retailing	8.9	53.1
Consumer Appliances Internet Retailing	8.2	48.1
Home Care Internet Retailing	23.7	189.4
Housewares and Home Furnishings Internet Retailing	11.8	74.6
Media Products Internet Retailing	2.5	13.2
Food and Drink Internet Retailing	12.5	80.5
Toys and Games Internet Retailing	17.4	123.2
Other Internet Retailing	20.9	158.8
Internet Retailing	6.2	35.0

Source: [Euromonitor International](#), Internet Retailing in Sweden, April 2012

In 2011, 58% of internet users in EU-27 have bought or ordered goods or services online for private purposes in the last 12 months⁷. As illustrated in the graph below the e-commerce activities varies considerably in different countries. However, it is worth remembering that only because the statistics for purchasing is relatively low, it does not mean the consumers do not use the internet for research in connection with a purchase, such as finding products or services and comparing prices.

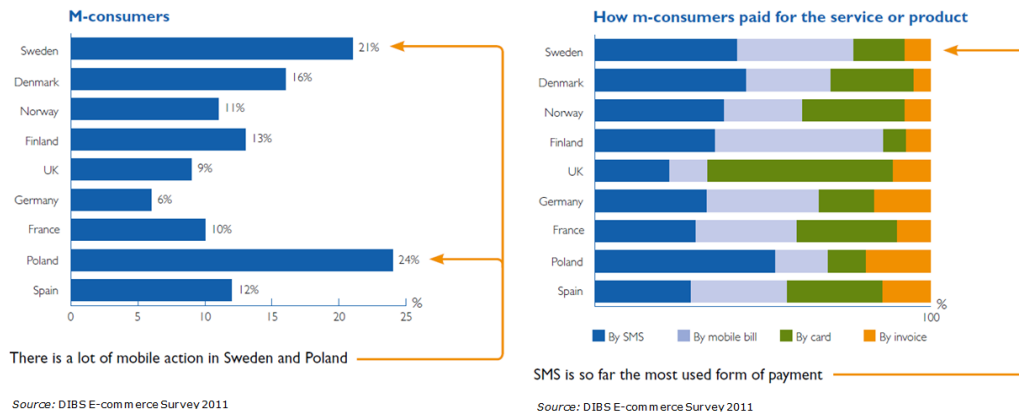
Internet users who bought or ordered goods or services for private use over the internet in the last 12 months, 2009-2011 (% of internet users)



⁷ Eurostat, Statistics in Focus 66/2011

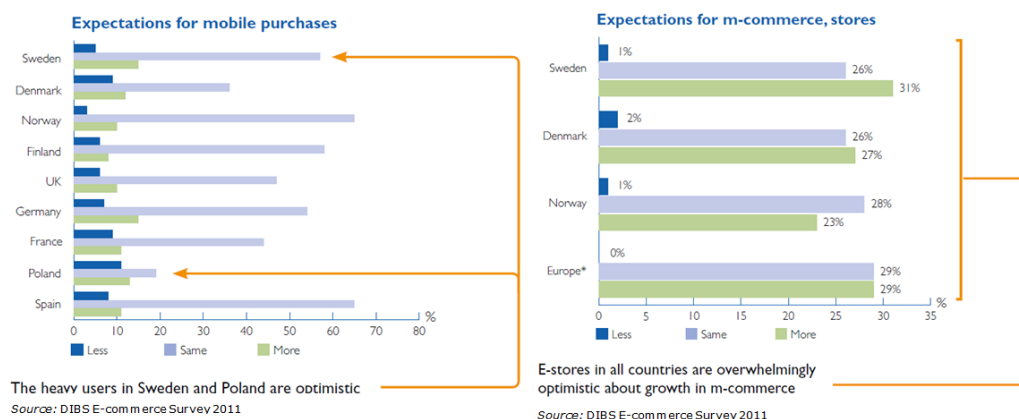
3 M-COMMERCE

E-commerce via mobile phones, so called m-commerce is growing and Poland, Sweden and Denmark are leading the way. About twice as many Swedish consumers has made purchases via their mobile phones, than for example British, French or German⁸.



This development is likely to continue, since e-stores can reach further out, payment providers' launches new payment solutions, mobile operators aspire to extend the use of mobile phones and more and more consumers are equipped with smartphones. To highlight the strong popularity, and subsequently ownership, of smartphones in Sweden, The Phone House retail chain publishes sales data in January 2011 revealing seven out of the top ten most sold mobile phones by the chain were smartphones⁹.

DIBS E-Commerce Survey concludes that the triggers for m-commerce are safe payment solutions and new mobile shops¹⁰. The results from the survey further suggest that the future for m-commerce in Sweden looks promising. And the young Swedes, aged 15-24, is showing how it's done, accounting for 35% of the market.



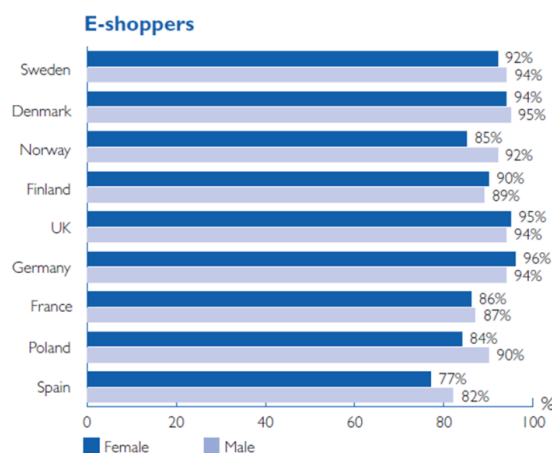
⁸ DIBS, Press release, Stockholm 25 October 2011

⁹ Euromonitor International, Internet Retailing in Sweden, April 2012

¹⁰ DIBS E-Commerce Survey 2011

4 THE E-CONSUMER

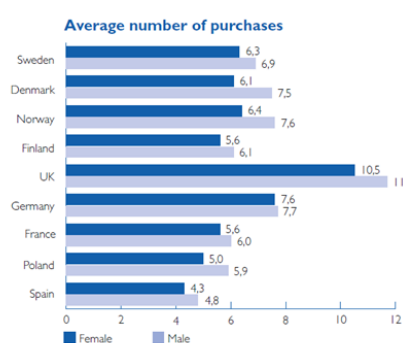
Research indicates that a majority of purchases are influenced by the consumers' internet usage. One in five Swedes buy or sell products on the internet and as much as 75% browse the internet for information before they make a purchase. As in many other European countries, men and women are more or less equally likely to engage in e-commerce.



Source: DIBS E-commerce Survey 2011

A survey carried out by DIBS Payment Services in the summer of 2011, indicates that the estimated e-commerce per person increased in Sweden, Finland, UK, Germany and France, while consumers in Denmark, Norway and Spain reported somewhat lower consumption. However, at the time of the survey, the newspapers reported heavily on the economic crisis, which might have impacted consumers' estimate of their own past consumption. Unlike in Denmark and Norway, the number of young Swedes (aged 15-19) that shop online is greater than the middle age group (aged 30-49)¹¹.

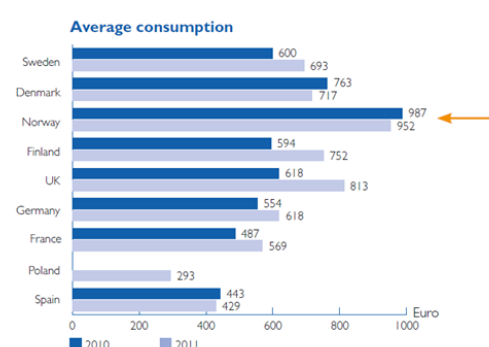
Average number of purchases within 6 months



British consumers are frequent e-shoppers

Source: DIBS E-commerce Survey 2011

Average consumption within 6 months



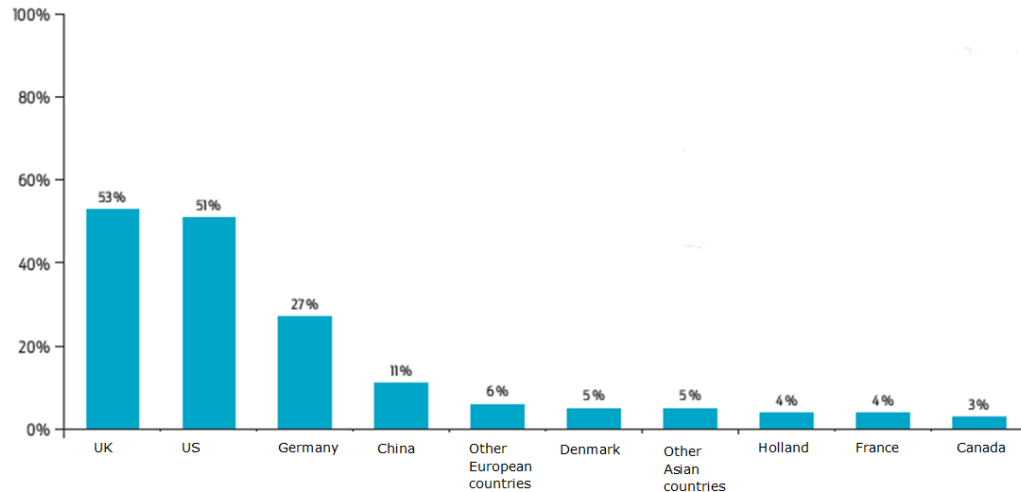
Norwegians are the top online consumers

Source: DIBS E-commerce Survey 2011

¹¹ E-handel i Norden 2011, Posten Norden

Swedes generally prefer to purchase goods from Sweden, although 6 out of 10 e-consumers have made a purchase from a foreign website at least one time¹². The most popular countries to purchase from are UK, US and Germany.

From which countries have you purchased goods from online? (Countries that is perceived to be the e-tailers home market)



Source: E-Barometern Q4 2011, published by Posten Norden, HUI Research and Svensk Distanshandel

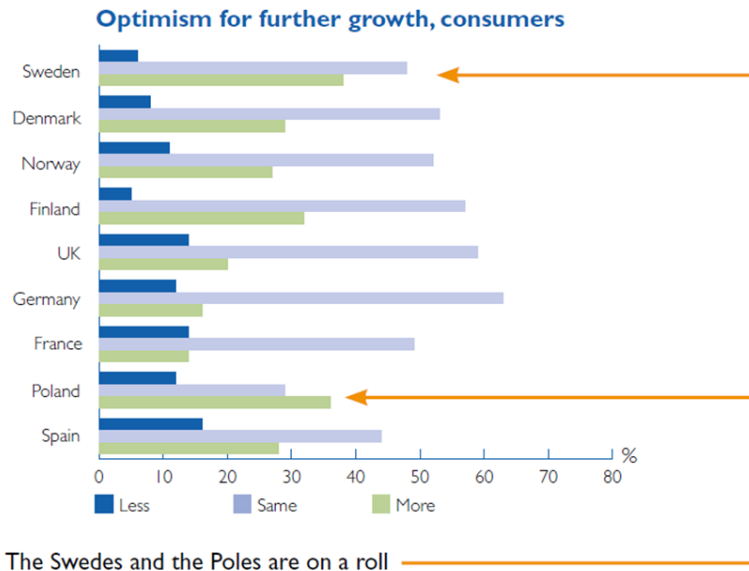
According to a survey, carried out by Posten Norden at the end of 2010, only 2 percent (out of 5000 respondents) indicates that they purchase goods from other countries every month, which is the lowest percentage in the Nordic countries. The survey also indicates that most of the online purchases, which the population in the Nordic countries makes from neighbouring countries, are made in Sweden. 14 percent of the e-commerce consumers in Denmark have purchased from Sweden at least once, 20 percent in Finland and 21 percent in Norway¹³. Although the Swedes' online purchases from neighbouring countries are very limited, the majority is from Denmark¹⁴.

¹² www.distanshandel.se/?page=internationell

¹³ E-handeln i Norden 2011

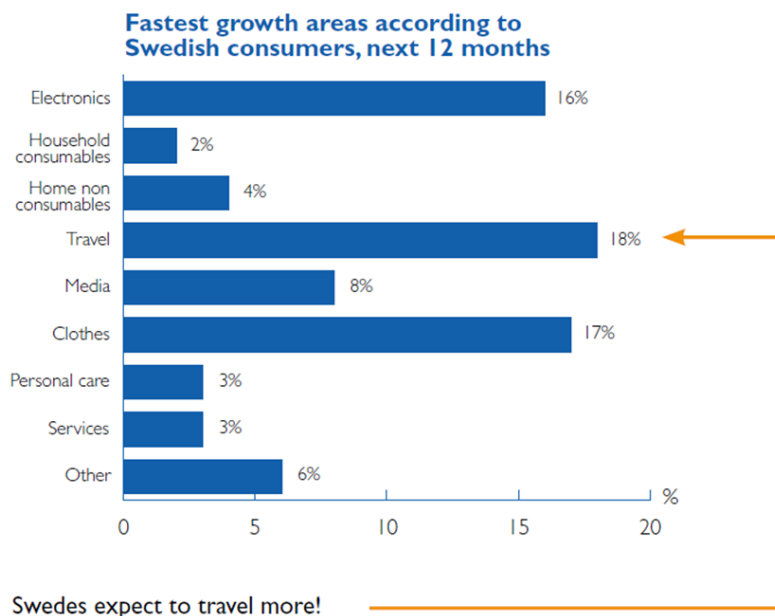
¹⁴ E-handeln i Norden 2011

Swedish consumers are optimistic about their own consumption next year. DIBS E-commerce Survey shows that 38% of the consumers in Sweden expect to increase their spending online, compared to Denmark 29%, Norway 27%, Finland 32%, UK 20%, Germany 16%, France 14%, Poland 36% and Spain 28%¹⁵.



Source: DIBS E-commerce Survey 2011

The survey further suggests that the Swedes intend to use a lot of that spending online on travelling as depicted in the graph below.



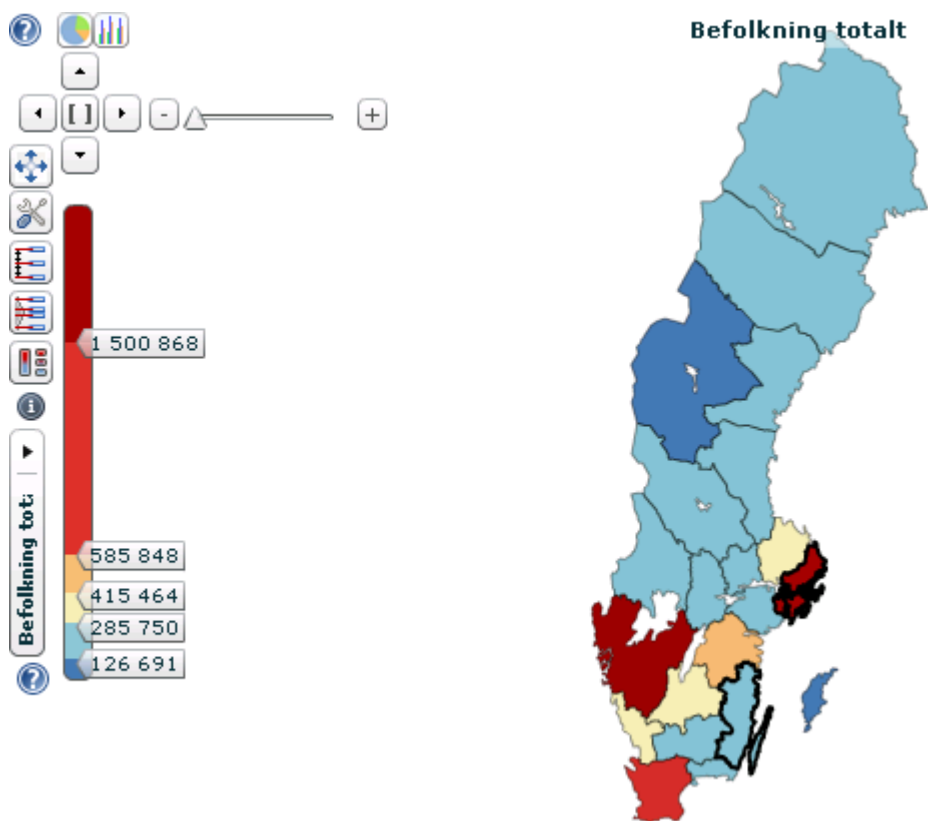
Source: DIBS E-commerce Survey 2011

¹⁵ DIBS E-commerce Survey 2011

5 LOGISTICS & CUSTOMER SERVICE

With a land area of 449,964 km², Sweden is the fifth largest country in Europe and has a population of just over 9.5 million people. Sweden has a low population density, with 21 inhabitants per km², but with a much higher density in the southern half of the country. About 85 percent of the population lives in urban areas, and that proportion is expected to increase.

As is depicted in the graph below, the population density in Stockholm, Gothenburg and Malmö is considerably higher than in most other parts of Sweden. The size and structure of the country is worth taking into account with regards to sales, marketing and logistics. The Trade Council in Stockholm can for example help your company mapping out the demographics of the country for a particular segment. For example, a company targeting families with young children, may want to know which areas have got most children in a particular age group and a company selling capital insurances may want to target high income areas.



5.1 DELIVERY EXPECTATIONS

In Denmark and Sweden, the consumers expect much quicker deliveries than in Finland and Norway¹⁶. Two out of five consumers expect delivery within three days and six out of ten expects the goods to be delivered home by post¹⁷.

According to a survey carried out by E-Barometern (see <http://www.hui.se/nyheter/e-barometern-q1-2012>) 40 percent of the consumers

¹⁶ E-handel i Norden 2011

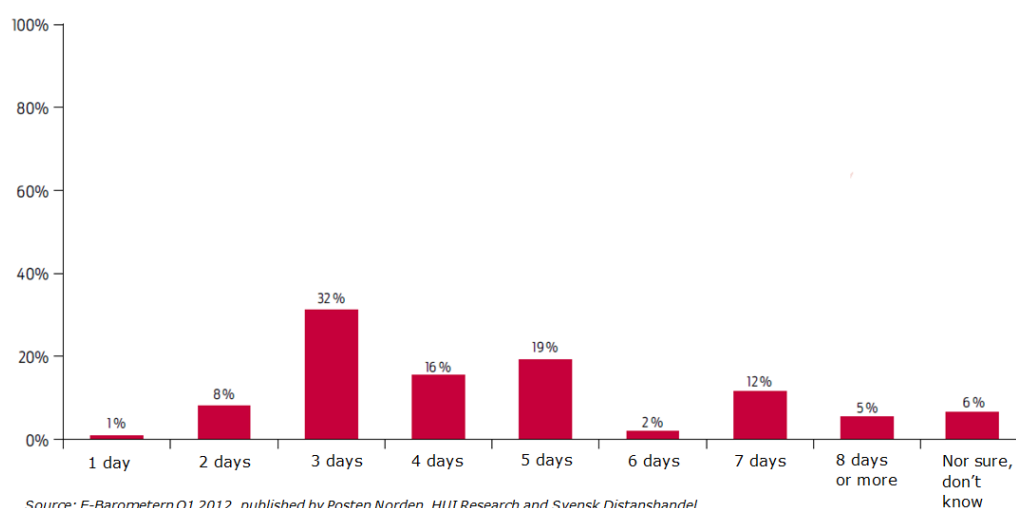
¹⁷ E-Barometern Q1 2012, published by Posten Norden, HUI Research and Svensk Distanshandel

indicate that they receive half, or more, of their online purchases delivered directly to their homes¹⁸.

For parcels that need to be picked up from another delivery point, it is advisable to make sure the consumer receive a notification by sms so that it is quick and easy to pick it up. It's also advisable to use a logistics company that uses delivery points which are open in the evening, since more than half of the consumers in the age group 30-49, prefer to pick up their goods during weekday evenings¹⁹.

Although delivery expectations are very high and of significant value to the Swedes, only 28% of the e-tailers offer some form of delivery guarantee. Free delivery is a common way of attracting customers. However, what is most important is to be very clear about the potential freight costs, at an early stage in the purchasing process. At the end of the day, the cost of freight is included in the total price the customer pays, wither or not it is declared separately.

Customers' expectations of quick deliveries



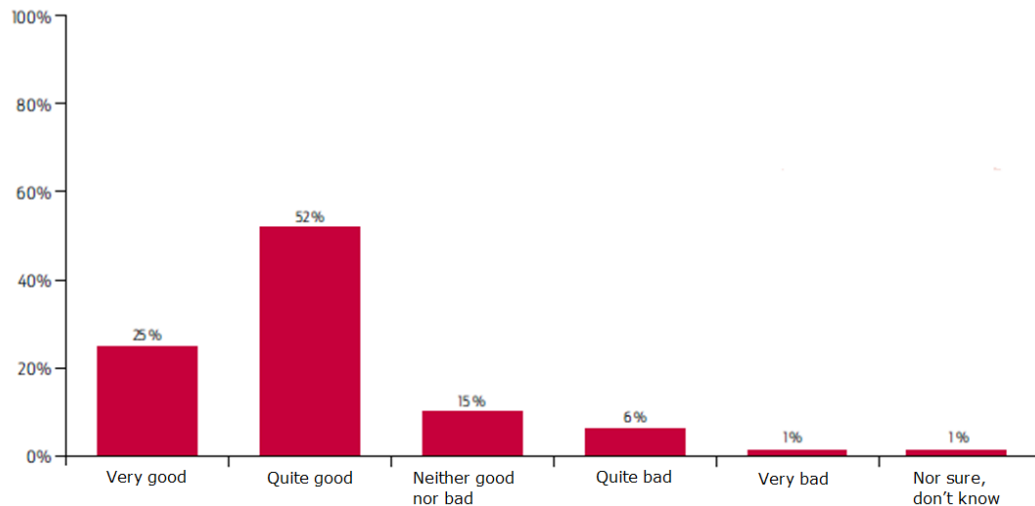
¹⁸ E-Barometern Q1 2012, published by Posten Norden, HUI Research and Svensk Distanshandel

¹⁹ E-Barometern Q1 2012, published by Posten Norden, HUI Research and Svensk Distanshandel

5.2 CANCELLATION / RETURNS

Although, returns are not that frequent in general, it is very important that it is a smooth process for the customer whenever it is needed. According to the last issue of E-Barometern (Q1 2012) less than half of the respondents (48%) of their enquiry had ever returned goods that they had purchased online.

Customers' experience of returning goods purchased over the internet



Source: E-Barometern Q1 2012, published by *Posten Norden*, HUI Research and *Svensk Distanshandel*.

Customers that purchase something by mail order, over the phone, from TV-shop, on the Internet or via door-to-door sales in Sweden, have the right to cancel their purchase within 14 days. This is regulated by the Door-to-Door Sales Act which includes the requirement that the seller must provide clear information about how you can cancel your purchase²⁰.

The right to cancel a purchase also applies if you have reached a distance agreement to receive a service. It may for example be trade services, but the law also applies to agreements for certain financial services such as loans, insurances and payment services²¹. The cooling-off period of 14 days also applies to services, except for life insurances and individual private pension savings²². Then the right to cancel is 30 days²³.

In certain instances the rules regarding home sales do not apply. For example if the total price of your purchase is less than SEK 300, or if the agreement is entered at a home visit arranged on your own initiative and express request²⁴.

If the consumer choose to cancel the purchase (in the event of a distance agreement), they have to pay for the return freight themselves. As regards home

²⁰ <http://www.konsumentverket.se>

²¹ <http://www.konsumentverket.se>

²² <http://www.konsumentverket.se>

²³ <http://www.konsumentverket.se>

²⁴ <http://www.konsumentverket.se>

and telephone sales, the seller has to pay for the return freight. The vendor is required to furnish a refund within 30 days from the date the item is received.

Vendors are required to post a return policy on their websites, as well as information regarding how customers can obtain a refund for returned items²⁵. Defective or otherwise unsatisfactory items should be returned immediately. Consumers should outline, preferably in writing, why they are dissatisfied with the items as well as how they would like to be compensated.

Further information on consumer rights can be found on the Swedish Consumer Agency's website

<http://www.konsumentverket.se/otherlanguages/English/Consumer-rights>

We recommend all Danish companies that consider developing online sales in Sweden to familiarise themselves with the local rules and regulations.

Konsument Europa is also a very useful information source, that provides advice and information about cross-border commerce within the European Union, see www.konsumenteuropa.se (information in Swedish and English)

5.3 WAREHOUSING / LOGISTICS

Danish companies that choose to set up a Swedish webshop may for many reasons choose to work with a local partner that can handle both warehousing, logistics and returns. We have below listed a number of companies offering various services, from simple warehousing or logistics to a full service solution. Further information and additional options can be found at

<http://www.ehandel.org/leverantorer/lagerlogistik/>

Elogistik AB	www.elogistik.se
Posten Logistic	www.posten.se
Schenker AB	www.dbschenker.com/se
Fortus International Solutions	www.fortusinternational.com
Båstad Lager och Logistik Aktiebolag	www.bil.nu
Partnerlogistik i Linköping AB	www.partnerlogistik.se
Resevex Group AB	www.reservexgroup.se
Selector Logistic AB	www.selectorlogistik.se

²⁵ www.konsumenteuropa.se

5.4 CUSTOMER SERVICE

One of the areas where e-tailers have a good potential to differentiate, is within customer service. As is explained further in section 13, the differences between the Swedish and Danish business culture should not be underestimated. Therefore, the importance of thorough market research is of outmost importance before you decided to launch a Swedish webshop. A few hits to Danish companies wishing to explore the opportunities of setting up a webshop in Sweden include:

- Find out what the local competition looks like
- Let a professional translator handle the translation. It is not only the language that needs to be translated – the message also needs to be localised
- Use a Swedish telephone number and Swedish speaking staff for customer service
- Find out how your customers prefer to pay
- Register your company with the relative organisations that gives your company credibility as a serious actor

Should this be too resource intensive to handle the customer service in Swedish in-house, you may wish to outsource the service to a local actor. See for example Fortus International Solutions www.fortusinternational.com

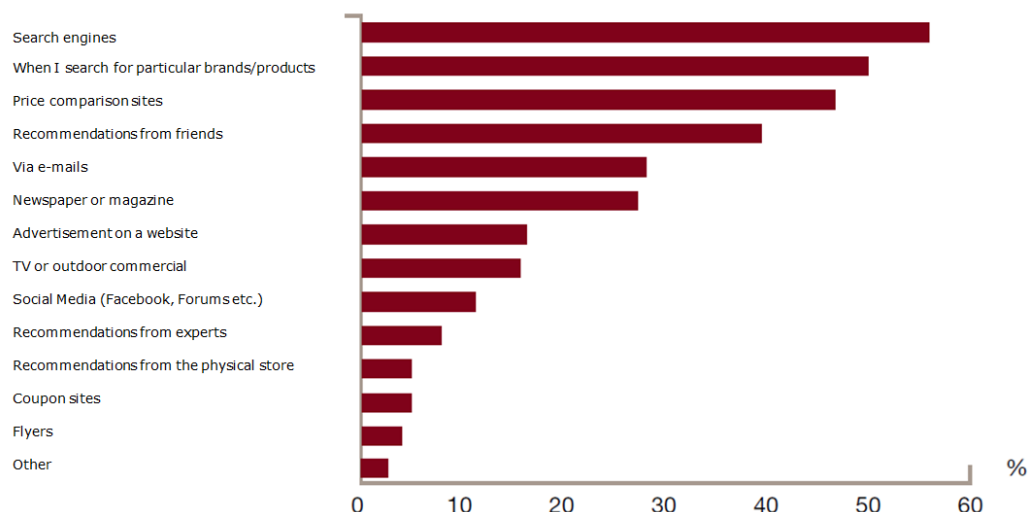
6 ONLINE MARKETING

There is an increasing focus on using “new media channels” such as websites and social media as key marketing tools in the retail industry in general. Although a consumer may initially see an interesting campaign on television which triggers their interest, he or she can then easily bring out his/her smartphone or tablet PC and make comparisons with other products/retailers on the internet. They can also twitter about the product/service and get feedback and suggestions from friends before they decide what and where to purchase it.

6.1 SEARCH ENGINES

In 2011, Swedes made about 10 billion searches only via Google, which is an increase of 25 percent²⁶. In addition, searches on smartphones and tablet PCs increased by 300 percent²⁷. In other words, the consumer does not make less searches on the computer when they purchase a smartphone or Tablet PC, they just search more.

Where do consumers get inspiration to visit an online webstore?



Source: Multikanaler, Konsumenten tarm akten när detaljhandeln blir mer tillgänglig – PwC Sverige / HUI Research, Mars 2012

Therefore it is advisable to use search optimising tools and also to constantly update yourselves on what is written about your company on the internet. Some of the tools available to help with this include:

- **Google.se** – very good start.
- **Socialmention** – Find out what is said about a word
- **Twingly.com** – Find out what is said about a word in blogs and micro blogs
- **Search.twitter.com** – See what is written on a specific topic/subject
- **Blogsearch.google.se** – Scan what is written in the blog sphere

²⁶ Multikanaler, Konsumenten tarm akten när detaljhandeln blir mer tillgänglig – PwC Sverige / HUI Research, Mars 2012

²⁷ Multikanaler, Konsumenten tarm akten när detaljhandeln blir mer tillgänglig – PwC Sverige / HUI Research, Mars 2012

Another useful tool is **googleanalytics.com**, which is a free software program that measures number of hits on your website which has been channelled through social media.

6.2 SOCIAL MEDIA

More and more companies are also using social media in their communication with consumers. There are many social platforms to use including blogs, facebook, Twitter, Youtube, LinkedIn, Flickr and Slideshare. Companies will struggle to keep them all updated, which is vital. Therefore it is recommendable to choose a few and keep them updated as opposed to try and using them all.

Facebook

Half of the Swedish population (52%) use social networks, all of whom have a Facebook account, and two out of three (62%) visit social networks²⁸. Even half of the internet users in the older generation, aged 55-65, is a member of a social network²⁹.

The most common usage is that companies create a “fan” page, where they can communicate with the people who “follow” them. Some companies also create so called “groups” where people can share information in/on a particular area/subject. H&M have been successful in this type of marketing as indicated below



Twitter

Some 7% of the population use Twitter and it is primarily used among younger people³⁰. Twitter is similar to Facebook in the sense that it is a network where people can write messages to other members/users and share their status updates.

However, as opposed to Facebook, twitter does not require you to be “friends” with another user in order to share information. You choose yourself who you would like to follow and will in that way be notified of their status updates. However, it does not mean they take part of what is written in yours.



According to a research carried out by Intellecta at the end of 2010, there were about 91 000 Swedish twitter users registered, but only one third of those were active “twitters”. This indicates that this is a rather limited communication channel,

²⁸ Svenskarna och Internet 2011

²⁹ Svenskarna och Internet 2011

³⁰ Svenskarna och Internet 2011

but a message in twitter can easily spread to other sites such as Facebook, blogs and news sites, and can in that way make an impact.

There are also companies that handle customer service via Twitter.

Blogs

The number of blog users in Sweden is estimated to approximately 600 000. Half of them are written by people who are less than 20 years old. This suggests that blogging is more common amongst the younger people. However, the number of bloggers older than 20 is increasing every year, and one should not forget that a number of the young bloggers might well keep blogging in 5-10 years' time.

There are about 3,5 million Swedes that follow blogs, and what is written there is of importance to the companies. The information coming from an "independent" party, customer or observer, is usually seen as a much more trustworthy than for example a company or sales staff.

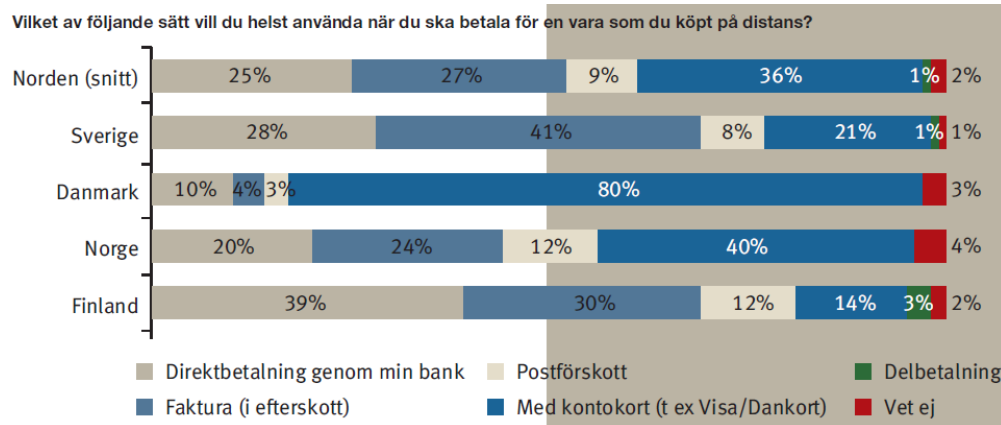
One of the common nominators of successful blogs is that the blogger should be genuinely interested in blogging and update regularly. As a company/brand, it is also useful to know what bloggers say about "you" (i.e. your brand/company). Two tools which can help you with this are Twingly and Google Blog Search.

Other online communication tools

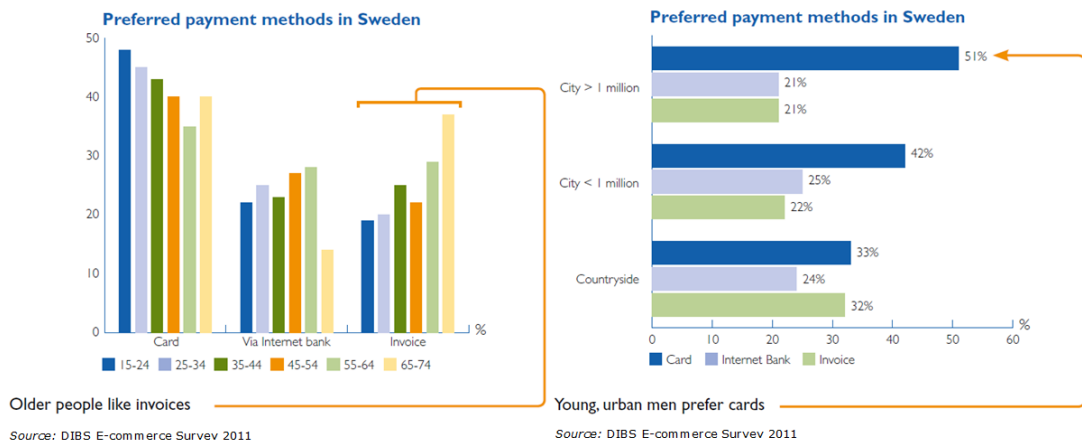
Other communication tools which are frequently used for channelling marketing messages are YouTube as well as various Forums not to mention the companies own websites. A good start in your search for relevant forums is to check out the The Association of Swedish Advertisers' so called "kiaindex" which published hit rates for various websites, see <http://kiaindex.net/>

7 COMMON METHODS OF PAYMENT

Danish e-merchants that are planning to pursue or launch a Swedish (or Nordic) e-commerce strategy should pay attention to the clear national differences in payment habits that exists between the Nordic markets and turn them into advantages. For example, while consumers are expected to pay by credit cards in Denmark, 4 out of 10 Swedes prefer to pay by invoice after the goods have been delivered³¹.



It is also useful to know how your specific target group prefers to pay. Although payment by card is growing in Sweden - increasing from 33% in 2010 to 42% in 2011³² - the older generations still prefer to pay by invoice.



Therefore, payment infrastructure is important as consumers tend to abandon an online purchase if the stores lack their preferred payment method³³.

There are a number of companies that facilitates payment solutions for e-tailers. A short introduction to some of the most popular ones amongst small e-tailers have been listed below.

³¹ E-handel i Norden 2011

³² Dibs E-commerce Survey 2011

³³ Dibs E-commerce Survey 2011

Many of the smaller e-tailers uses the company Klarna's service for handling their invoice administration, see <https://klarna.com> or www.klarna.dk. Klarna present their services as follows: "Klarna was founded in 2005 to create safer, simpler and more fun online shopping. We do this by letting the consumer receive the goods first and pay afterwards, while we assume the credit and fraud risks on goods from the e-stores. The goal is to allow sellers and buyers across the world to shop with each other – smoothly and seamlessly."



Gothia Financial Group offer invoice administration, invoice purchasing, debt purchasing and debt collection. The Company has operation in Norway, Sweden, Finland, Denmark, UK, Ireland, Germany and the Netherlands, with the main office seated in Oslo. See further information at www.gothiagroup.com



Samport works with over 3000 customers in the Nordic region, including many large retail brands. They offer their services both to the physical- and the e-trade retail segment. See further information at www.samport.se



8 VAT & CUSTOM DUTIES

8.1 GENERAL

Purchases made within the European Union are, under most circumstances, deemed as domestic transactions and consumers are exempt from customs duties.

VAT is paid in the country of acquisition. The actual amount depends on the commodity and the country in question. The general rate of VAT for goods and services in Sweden is 25% of the assessed value. Certain goods and services are exempt from tax or taxed at a lower rate (12% or 6%).

A company that sell over the internet or via postal order to customers in Sweden, should be VAT registered in Sweden if the yearly turnover exceeds SEK320 000. The VAT rate for most goods is 25%. Otherwise the company can declare their VAT in Denmark, and the Swedish customer pays the Danish VAT rate. The price advertised on the website should include the correct VAT rate.

Certain regions within the European Union have special agreements with the European Union. Åland, a Swedish archipelago in the Baltic Sea, is for example not included in the fiscal territory of the European Union. Consequently, consumers are required to pay VAT and, occasionally, a customs duty on purchased goods.

Also if a Danish company order goods from a third non-European Union country and these goods are forwarded directly to Sweden, the goods must clear customs and the consumer may be required to pay VAT, customs duties and postal service fees on the goods.

8.2 RESTRICTIONS

There are commodities that can be purchase abroad, but which cannot be brought into the country under Swedish law. There may also be other restrictions, such as special import permits, which may be required.

Commodities that have import restrictions include alcohol, certain foodstuffs, weapons, injection needles, animals under the threat of extinction and plants. It is also forbidden to import narcotics, doping agents, child pornography and dangerous goods into Sweden.

Ordering alcohol from another EU country is allowed providing the Swedish alcohol tax is paid, otherwise the items will be stopped by the customs authority.

9 RELEVANT ORGANISATIONS AND AUTHORITIES

Svensk Distanshandel

www.distanshandel.se



SDh was established in 1973 and organize the leading distance selling companies, but also smaller e-business companies in Sweden. Most of the companies are B to C. On their website, SDH publishes a list with links to over 100 Business Partners, all reputable and financially stable providers for the distance and e-commerce industry. SDh have over 500 members.

The Swedish distance- and e-commerce companies are dominating actors on the Scandinavian market. The top 10 list of Scandinavia include 8 Swedish and 2 Finnish companies.

Ehandel.org

www.ehandel.org



Ehandel.org is a member organization for companies operating in the e-commerce sector. They currently only operates in Sweden, but aims to develop sister organizations in Denmark, Norway and Finland, under a Nordic umbrella organization called Ecommerce.org. Ehandel.org is a web-based portal which provides members with a number of service tools and information about the Swedish e-commerce sector. The website includes a register of both e-tailers (Butiksguiden) and suppliers (Leverantörsguiden) to the sector, where it is possible to search and categorize companies. The organization currently has over 3000 members.

The Swedish Consumer Agency

www.konsumentverket.se



The Swedish Consumer Agency is a state agency whose task is to safeguard consumer interests.

About 120 people work at the agency with different types of consumer issues. Safety with regard to goods and services, company advertising and contract conditions, domestic finances and consumer-related disabled and environmental issues are but a few of the agency's work areas. In addition, they monitor consumer interests within the EU.

The Swedish Consumer Agency is headed by a Director General who is also Consumer Ombudsman (Konsumentombudsman, KO). KO can represent consumer interests in relations with businesses and pursue legal action in the courts.

The Swedish Consumer Agency does not have the possibility to answer individual questions or to intervene in individual disputes. Providing advice to individual consumers is the task of local (municipal) consumer advisers.

NOTE: Information on relevant legal rights and regulations can be found in various languages at <http://www.konsumentverket.se/otherlanguages/English/Consumer-rights/>

Konsument Europa

www.konsumenteuropa.se



Konsument Europa is a member of the European Consumer Centre network with sister centres in 28 European countries. These centres are intended to inform European consumers so they can take full advantage of the opportunities offered by the Internal Market. The network is co-financed by the European Commission.

Konsument Europa is a part of the Swedish Consumer Agency.

The Swedish Patent and Registration Office

www.prv.se



PRV provides protection and exclusive rights for technical ideas, trademarks and designs

ARN - Allmänna Reklamationsnämnden (The National Board for Consumer Disputes)

www.arn.se



The National Board for Consumer Disputes (ARN) is a public authority that functions roughly like a court. Its main task is to impartially try disputes between consumers and business operators. Petitions are filed by the consumer.

The Board submits recommendations on how disputes should be resolved, for example that the business operator shall repair the defect on a product. The Board's recommendations are not binding, but the majority of companies nonetheless follow them.

Sveriges Annonsörer - The Association of Swedish Advertisers

www.annons.se

The Association of Swedish Advertisers is the sole organization that promotes and maintains the advertisers' interests on the Swedish advertising market.

More than 500 corporations are members of the Association of Swedish Advertisers. Large, medium-size and small companies in practically all lines of business, government and local authorities, county councils and other organizations. The Association of Swedish Advertisers represents these corporations as a party and maintains their interests, and its mission is to obtain the most favorable conditions for its members' advertising, promotion, and market communication.

Tullverket - The Swedish Customs

www.tullverket.se



The Swedish Customs have a mandate from the Swedish Parliament and Government to collect customs duties, VAT and other charges. They monitor and control traffic to and from other countries to ensure that regulations governing the import and export of goods are complied with.

10 COMPANY SET UP AND ADMINISTRATION

10.1 COMPANY BASED IN DENMARK

A Danish company that sell over the internet or via postal order to customers in Sweden, should be VAT registered in Sweden if the yearly turnover exceeds SEK320 000.

The two most common options would be to set up a local branch or a limited liability Company.

10.2 SETTING UP A LOCAL BRANCH

A branch is the branch office of a foreign company with separate administration in Sweden. A company may only have one branch in Sweden. The branch is to have a managing director who represents the branch. Some typical features of a branch are:

- The branch is not a separate legal entity but a part of the foreign company
- The branch is subject to Swedish law and the decisions of Swedish Authorities
- The branch has no share capital but its assets and liabilities are a part of the total asset of the foreign company
- A branch is to keep its own accounting records, i.e. separate from the foreign company

The pros of setting up a branch, is that no share capital is needed and it is easier to deregister a branch than winding up a limited company. The registration fee is SEK 2 000. However, it would require some administrative investments in handling the application.

The Danish branch would be subject to Swedish laws and regulations.

The branch need to keep separate accounting records in Sweden, although a separate annual report is not needed (but a copy of the annual report for the Danish company must be filed with Bolagsverket). Branches fulfilling at least two of the following criteria for each and every one of the two most recent financial years must also have an auditor:

- More than 3 employees (average)
- A balance sheet total of more than SEK 1.5 million
- A net turnover of more than SEK 3 million

The auditor must be a certified accountant, either a local Swedish auditor or a Danish auditor who has been approved to audit in Sweden.

The tax rules are similar to those of a limited company and the branch can register for taxes and as an employer in Sweden. The difference is that the branch should pay tax in Sweden, and since it is also part of the Danish company, it should also

pay tax in Denmark. However, the tax which has been paid in Sweden can then be deducted in Denmark (so there will not be any double taxation).

Should the foreign company owning the branch enters into liquidation or is declared bankrupt, or ceases its business activities, the branch is to be deregistered. This is to be notified to Bolagsverket (The Swedish Companies Registration Office). Bolagsverket is also entitled to deregister a branch, if, for instance, there is no authorised managing director or the accounting documents have not been filed in time.

The cons of using a branch are that it requires more time and administration to start up.

10.3 REGISTRERING A LIMITED COMPANY

A limited liability company is option that most foreign business chooses when setting up a business in Sweden. The easiest and most common way is that the investors purchase an off-the-shelf company for SEK 10 000 – 25 000, the price depending on the service provided. The minimum share capital is SEK 50 000.

There needs to be at least one director and one alternate director, although a managing director is not mandatory.

The pros is that it is a fairly fast start up process and the company can start business as soon as the buyer has signed the share purchase agreement and transferred the share capital to a bank account specially opened for the company.

The new shareholders must then hold an extraordinary general meeting to change the articles of association to reflect the nature of business and appoint a new board of directors. Then a board meeting needs to be held to decide on the company's name and elect a chairman and managing director where applicable (In reality these meetings mainly take place on paper). The changes should then be registered with Bolagsverket (providing them with copies of the meeting minutes).

In order to register for tax, the company just have to fill in a form, notification of tax and contributions liability (skatte- och avgiftsanmälan), and send in to the Swedish tax agency (Skatteverket). On registration, the company will automatically be sent all documents needed to report and make payments.

As with the branch, the company needs to maintain accounting records. Annual accounts should be filed with Bolagsverket within seven months of the financial year.

The accounting guidelines are the same as for the branch, so there is no difference between the two alternatives.

Should the business need to be winded up, there are three alternatives available:

- Sell the company (i.e. the total number of shares of the company)
- Declare the company bankrupt
- Liquidate the company

The last two are somewhat complicated and time consuming. Bolagsverket cannot close down a limited company just because the owners want to or because its business activities have ceased to exist. If the company is insolvent (bankrupt), it is to be solved by the court, who appoints an "official receiver" who takes over the control of the company's assets. Should the company be wound up by form of liquidation, Bolagsverket (or the district court) appoints one or more liquidators to replace the board of directors and the managing director if there is one. All of this administration also involves a cost element. Therefore it is in most, if not all, cases advisable to sell the company if at all possible.

For further information about both branches and limited companies, please refer to www.verksamhet.se or Bolagsverket (see below). There is a lot of good information provided. We will also include information from Invest in Sweden as a separate document, but it should be noted that some of the information is not up to date (such as the need for a branch to authorise a person who is resident in Sweden to receive service of process on its behalf).

10.4 RELEVANT AUTHORITIES AND POINTS OF CONTACT

Bolagsverket (The Swedish Companies Registration Office)

Postal address: SE-851 81 Sundsvall

Visiting address: Stuvärvägen 21

Tel: +46 771 670 670

Fax: +46 60 12 98 40

E-mail: bolagsverket@bolagsverket.se

Website: www.bolagsverket.se

Business hours: Monday to Thursday 8 am to 5 pm, Friday 8 am to 4 pm.

Bolagsverkets main functions are:

- to register business enterprises and associations
- to receive and store annual reports
- to register corporate mortgages
- to make decisions in liquidation
- to make information from our registers available
- to register announcements in Post- och Inrikes Tidningar (The Official Gazette) and make them available to the public

Skatteverket (Swedish Tax Authorities)

Tel: +46 8 564 851 60

E-mail:

Website: www.skatteverket.se

Information on how to register for VAT and as an employer, please see <http://www.skatteverket.se/otherlanguages/inenglish/employersbusinessescorporations/taxregistrationofforeigncompanies.4.5fc8c94513259a4ba1d800027632.html>

Verksamhet.se

Website: www.verksamhet.se

On this website three government agencies (Swedish Tax Authorities, The Swedish Companies Registration Office and Swedish Agency for Economic and Regional Growth) have brought together and structured information and services related to starting up a business in Sweden, running and developing the business as well as closing down the business.

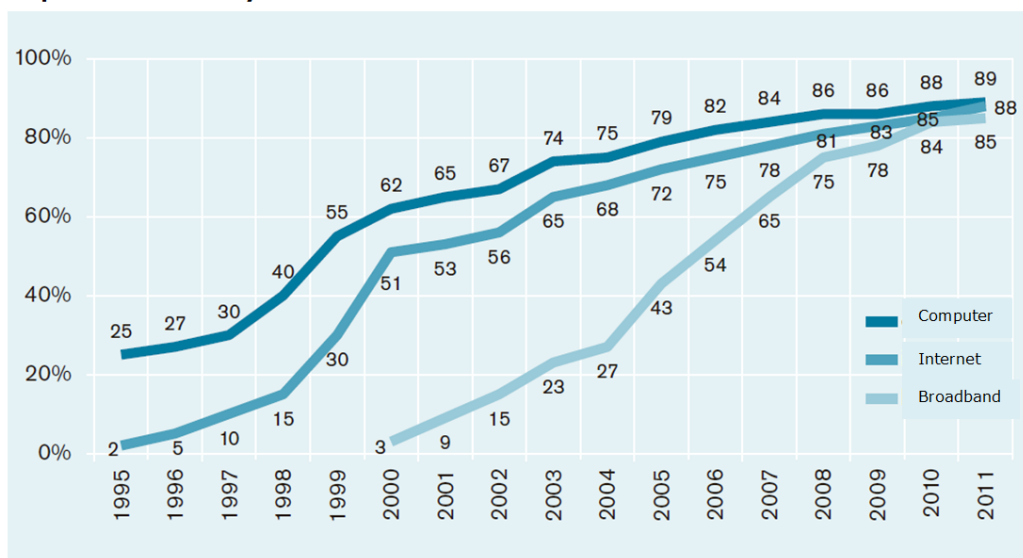
11APPENDIX 1 - INTERNET USAGE

Swedes internet usage

The use of internet in Sweden is wide spread and most of the population that uses the internet have their own computer. 88% of Swedes, aged over 12, have access to the Internet and 85% have broadband at home³⁴.

Sweden is well served by a range of broadband communications infrastructure, including xDSL, FTTx and LTE giving it one of the highest average connection speeds globally³⁵. The number of broadband subscribers increased by approximately 5% to reach a total of 4,194,000 in 2011³⁶. The Swedish Post and Telecom Authority (PTS) reported 49% of Swedish households and business could potentially access 100Mbps broadband in March 2012³⁷.

Access to computer, Internet and broadband 1995-2011 Population over 18 years old



Source: Svenskarna och Internet 2011

³⁴ Svenskarna och Internet 2011 - www.internetstatistik.se

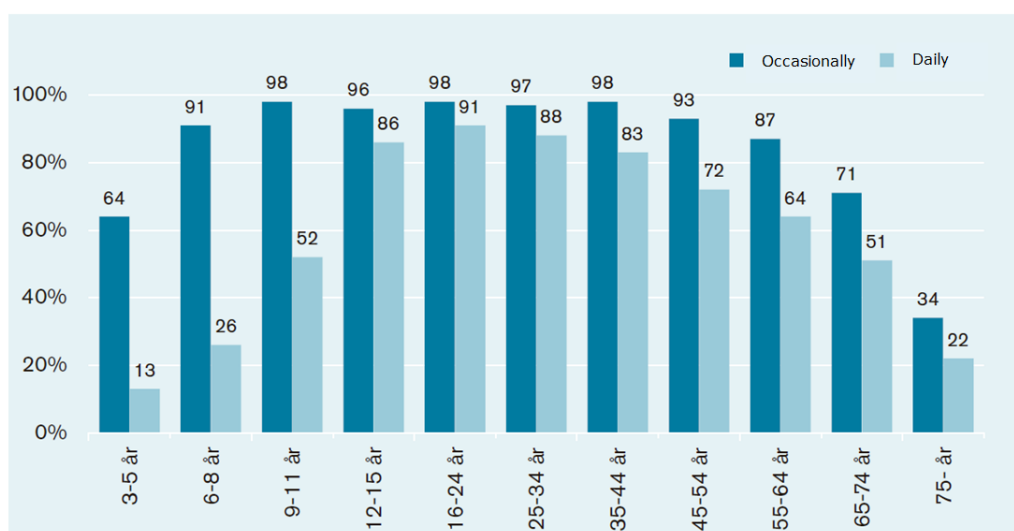
³⁵ Business Monitor International – Sweden Telecommunications Report, Wireless SWOT, 2012

³⁶ Euromonitor International, Internet Retailing in Sweden, April 2012

³⁷ Business Monitor International – Sweden Telecommunications Report, Wireless SWOT, 2012

69% of the Swedish population uses the internet on a daily basis and in the age group 12-44 years old, 9 of 10 are daily users³⁸.

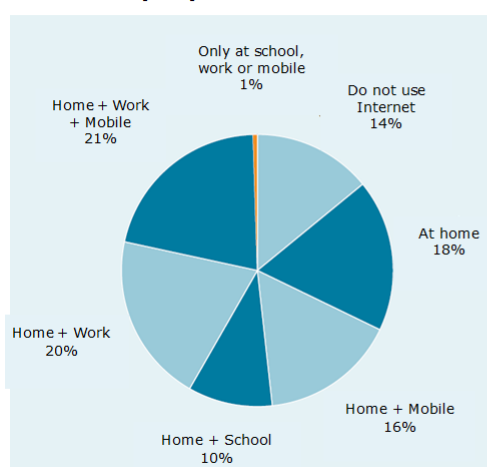
Internet usage at home, per age group



Source: Svenskarna och Internet 2011

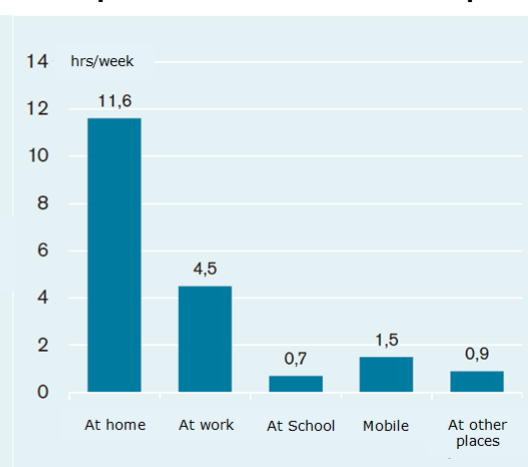
The use of smartphones and internet access through mobile phones is rocketing. The use of this medium has doubled in recent years. The increase in accessibility has resulted in that people spend more time on the internet.

Where do people use Internet?



Source: Svenskarna och Internet 2011

Time spent on Internet at different places



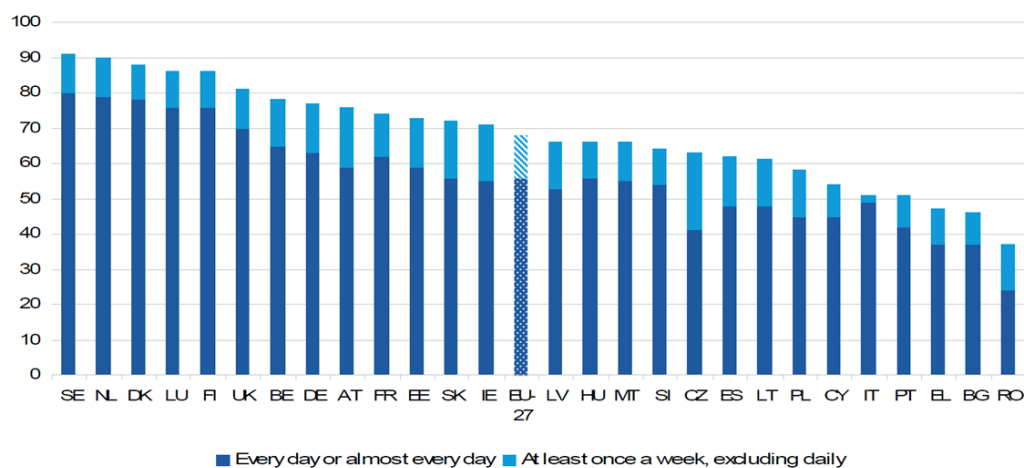
Source: Svenskarna och Internet 2011

³⁸ Svenskarna och Internet 2011 - www.internetstatistik.se

Swedes internet usage from a European perspective

According to Eurostat's report "Statistics in focus 66/2011", about a quarter of the EU-27 population aged 16-74 years old have never used the Internet. This is not the case in Sweden. As illustrated in the graph below, Swedes are found at the very top of the list of people, who use the Internet regularly. They are followed by people in the Netherlands, Denmark, Luxembourg, Finland and the UK, where the internet is used regularly by more than 80% of the population.

Individuals who used the internet at least once a week, 2011 (% of individuals)



Source: Eurostat, Statistics in Focus 66/2011

12 APPENDIX 2 - BUSINESS CULTURE AND ETHICS

The mutual trade between Sweden and Denmark is very extensive. Danes are in general well-perceived in Sweden. However, the differences in corporate culture should not be underestimated. The following advice might help when approaching the Swedish market.

Language

Selling goods or services in another country requires a certain degree of knowledge of the local language and business culture; this naturally also goes for Sweden. Some Danish exporters underestimate the linguistic problems that might occur between Danes and Swedes. People from the Skåne region are in general good in understanding Danish. Danes nevertheless have problems understanding the Skåne dialect. Travelling north in Sweden, the dialect becomes more “Standard Swedish” (“Rikssvenska”). Danes find it easier to understand Standard Swedish, but Swedes in this part of the country find it harder to understand Danes. Swedish businessmen often mention that they have trouble understanding Danish, especially those speaking the Jutlandic (“jyske”) dialects.

The language problem can often be solved by one of the parties (most often the Danish!) trying to make him-/herself understood by using some Swedish words. This often works when meeting in person. It gets trickier when communicating over the phone. In almost all situations, it will be an advantage for a Danish export company to use a Swedish speaking employee when pursuing the Swedish market. It is worth noting that most Swedes, regardless of workplace, speak English on a fairly high level and are comfortable doing it.

Language can often also be an issue when it comes to marketing material. It is highly recommended to have sales and marketing material (folders, catalogue, website etc.) prepared in Swedish or at least English. As quite many business terms are not the same in Swedish and Danish, the risk of misunderstandings can be minimized by having information in Swedish or English. Having your sales and marketing material translated into Swedish also sends a strong signal of seriousness and respect for the local market, which is highly appreciated in Sweden. The Embassy has experienced examples of Danish companies missing business opportunities because sales and presentation material could only be presented in Danish.

Local representation in the shape of a subsidiary in Sweden is also very much appreciated by the Swedes, as this has a quite strong influence on many Swedish companies' proneness to buy goods or services. Likewise a Swedish telephone number and Swedish speaking customer service is also an advantage.

Swedish Thoroughness

Swedes are often – seen from the Danish perspective – considered somewhat formal when conducting e.g. deals and written agreements. Swedes put great weight to written agreements and other documentation between the parties, and considers it important that the terms set in the deal are also kept in reality.

In case of a dispute between the parties where the agreement is to be judged by a Swedish court, the written documentation and agreements will be the point of departure for the court. It should be added, that the agreement expresses the will of the parties; therefore, it is important that written agreements are well-written and clear on the important sections, especially where there is a risk that the parties may interpret the agreement in different ways.

The detailed contracts preferred by Swedes can be perceived as inflexible and inefficient by Danes, who rather want to see the contracts as a guide for future cooperation. The flexible view on the cooperation seen by the Danes can be perceived as unreliable in the eyes of some Swedish companies. When the informal Dane meets the formal Swede, misunderstandings are close at hand. Danes regularly perceive the Swedish formalism as stiff and inefficient. It is important to keep in mind that for Swedes, the contract or letter of intent is the result of a decision that has been made during a long process, anchoring the decision in the organisation. For Danes, modifying the interpretation of the contract is however normal if the conditions change.

Swedes usually consider an agreement as concluded only when all conditions have been discussed and agreed upon. In general, it is advised that written agreements are always made, and that great care is taken to negotiate and formulate the agreement as unambiguous as possible, to ensure that the parties will interpret the agreement in the same way. This is especially relevant for situations where there is a risk of linguistic misunderstandings. Therefore, writing the agreements in English might be a good idea.

There are of course always exceptions to the rule, but Danish companies should, when negotiating with Swedish companies, be prepared for longer negotiations and more thoroughness from the Swedish party, compared to negotiating with e.g. Danish companies.

Different Corporate Culture

There are relatively large differences in corporate culture between Swedish and Danish companies. In Sweden, the process of “democratisation” has resulted in that decisions often need to pass several different decision makers, such as cooperation committees et cetera in the organisation, before a final decision can be made. It is therefore important that one, as a Danish negotiation partner, makes sure that the Swedish negotiation partner is authorized to negotiate and take decisions – in order not to waste unnecessary time, as it may later turn out that the final decision will be made by another person or section of the Swedish organisation. As the Swedish business culture is consensus based, several meetings are often needed before a Swedish company will decide on e.g. accepting a new product or cooperation partner. This is, as mentioned, due to the fact that consensus needs to be reached in several parts of the Swedish organisation.

Negotiating with Swedish public authorities such as municipalities, governmental organisations et cetera can often be an even slower and more bureaucratic process than with private companies. This is in part owed to that public authorities are bound by certain laws and rules private companies are not, such as e.g. public tender processes.

Office hours in Sweden are usually between 09.00 and 16.30. The office week is slightly longer; 40 hours in Sweden compared to 37 hours in Denmark. This means the average Swede works 1585 hours per year compared with the average Dane who works 1454 hours per year (2004 OECD statistics).

On a more practical note, the Swedish dress code is similar to that of Denmark. Alcohol is usually not served for business meetings. Business cards are widely used, both by private corporations as well as public authorities. When travelling to business meetings in Sweden, be aware of the large distances (Sweden is the third largest country in Europe) and plan accordingly.

Humour

There's a difference between Swedish and Danish humour and we do not always find the same things, situations or jokes to be funny. Therefore, a word of advice is needed. The Danish humour might be used *after* the negotiations have been concluded, but it still requires elegance, refinement and good abilities in articulating jokes. Certain caution needs to be made with Danish humour; as it often is built on self-reflective irony, it can be misinterpreted.

A subject that Danes sometimes like to mention to Swedes is the Danish notion of Prohibitive Sweden ("förbuds-Sverige"), especially when it comes to the topic of alcohol. Joking about this should be avoided or at least left to the Swedish counterpart, as it sometimes otherwise can be perceived as negative critique. In addition, which often surprises many Danes, one needs to contemplate that a considerable majority of the Swedish population (66%) supports "Systembolaget" and the government alcohol monopoly. Speaking about humour, it is actually quite amusing that many things – beyond alcohol – are regulated in Denmark but not in Sweden. For example, there is no "lukkelov" (retail shop opening hour regulations) in Sweden, it is allowed to speak without hands free on the mobile phone while driving a car, and it is not prohibited as a pedestrian to jaywalk against red light if there are no cars around – and regarding cars, they cost only half as much in Sweden as in Denmark. As a rule of thumb it is – not surprisingly – recommended to be open-minded and leave the humoristic initiative to the Swedish counterpart.

The Swedish View of the Danes

A cliché amongst Swedes is that Danes are more relaxed and friendly ("gemytliga"). Denmark is also seen as more "continental", in a positive sense. But they are also, in general, considered to be good and efficient business people. One can, however, in Sweden sometimes encounter the opinion that Denmark is home to some slick and slippery ("oversmarte") business people to whom one should exercise some caution. Having this said, Swedes as a whole have a positive attitude towards Denmark and to Danes, and they are happy to do business with Danes.

In a 2007 report from the Swedish Trade Council in Denmark, some differences between the Danish and Swedish approaches to negotiation were found. While

Swedes focused on having low risks, the Danes were more prepared to taking some risks, desiring more flexibility.

The report also showed that the fact that Swedes are less likely to show emotions during the negotiations might be perceived as cold and hard-hearted by the Danes, who to a larger extent show emotions and mix personal with professional during the negotiations. The Danes also feel the Swedish consensus-way of negotiating is inefficient, time-consuming and confusing.

Furthermore, the report showed that both Danes and Swedes are looking to establish long-term relations, practical results with a win/win situation for both parties.

Knowing about cultural differences makes it easier to understand and handle any possible conflicts when they occur. Taking the above observations into consideration gives Danish companies a good starting point on this large close-to-home market. The above insights also apply when travelling in Sweden as a normal tourist or on other occasions.

Schematically presented the differences could look as below:

Danes	Swedes
Individualists	Collectivists
Informal	Formal
Action oriented	Analytic
Short term horizon	Long term horizon
Pragmatic	Compromising
Willing to take risks	Less willing to take risks

13 APPENDIX 3 - JURIDISKE FORHOLD I SVERIGE

Etablering gennem et nystartet svensk aktieselskab

Der findes flere forskellige virksomhedsformer i den svenske lovgivning, men den mest almindeligt forekommende, og som oftest den mest anvendte, er at drive virksomheden gennem et svensk aktieselskab (på svensk: "*aktiebolag*").

Selskabsformen "*aktieselskab*" i Sverige ligner meget den, der findes i Danmark.

Den adskiller sig mest herfra med hensyn til kravet om minimumkapital (SEK 50.000), dvs. den grundkapital aktieejeren skal indskyde, når virksomheden startes.

At starte et aktieselskab i Sverige er en meget enkel sag. Der findes mange, som tilbyder færdigregistrerede selskaber, dvs. selskaber som aldrig tidligere har drevet nogen virksomhed, men blot findes færdigregistrerede med et

organisationsnummer. Ofte kan både advokater og revisorer tilbyde sådanne færdige selskaber. Omkostningerne ved at købe et aktieselskab overstiger sjældent SEK 10.000,-. Til dette beløb kommer dog givetvis grundkapitalen, dvs. de SEK 50.000,-, som skal indskydes i forbindelse med overtagelsen af aktierne. Den formelle etablering, dvs. aktieovertagelsen, er derfor en enkel og ukompliceret sag. Samtidig med at aktierne overtages, skal der tilsættes en ny bestyrelse, ligesom en ny revisor skal udses. Aktieselskaber som grundlægges fra og med den 1. november 2010 kan vælge, allerede fra starten at have en bestemmelse i vedtægterne om, ikke at have nogen revisor. Det er kun mindre private aktieselskaber, som kan vælge ikke at have en revisor.

Hvad angår ledelsesfunktionen i selskabet, findes der ikke noget formelt krav om, at der skal udses en administrerende direktør (daglig leder). Et aktieselskab kan vælge kun at have et bestyrelsesmedlem, hvilket ofte forekommer i mindre virksomheder. I disse tilfælde anses denne som direktør, og der vælges derfor ikke en administrerende direktør.

Normalt består bestyrelsen dog af tre medlemmer, og alle tre medlemmer kan være danske statsborgere. Hvis ingen af bestyrelsesmedlemmerne er bosatte i Sverige, skal der dog udses en såkaldt "*delgivningsbar person*", dvs. en person, der er bosat i Sverige, og hvorigennem det er muligt at kommunikere, f.eks. informationer og beslutninger fra svenske myndigheder eller andre, der kan have behov for en formel kontakt med selskabet.

Forud for en beslutning i det danske selskab om at etablere en virksomhed i Sverige gennem et eget, nystartet aktieselskab, vil der givetvis skulle foretages nøje undersøgelser af markedsforudsætningerne i Sverige. Resultatet af disse vil i mange tilfælde også give en indikation af, hvor i Sverige virksomheden geografisk skal placeres.

I og med beslutningen om at etablere et datterselskab i Sverige følger også en mængde forskellige problemstillinger af juridisk, praktisk og økonomisk karakter, såsom leje af lokaler, ansættelse af personale inden for forskellige kategorier samt diverse aftaler med samarbejdspartnere, herunder distributører, videreforhandlere m.fl.

En etablering i Sverige gennem et eget datterselskab indebærer naturligvis store fordele i form af den fysiske tilstedeværelse på markedet, som ikke kun åbner muligheder for mere effektivt at kunne markedsføre et varemærke og produkter, men som også bidrager til en nær og direkte kontakt med virksomhedens kunder og samarbejdspartnere på markedet.

En etablering af et eget datterselskab kræver naturligvis et engagement og betydelige ressourcer i det danske moderselskab. Selv om forholdene i Danmark og Sverige kan forekomme at være meget lig hinanden, kan det alligevel være vigtigt

indledningsvis at etablere kontakter i Sverige med rådgivere af forskellig art, både forud for og under selve etableringsfasen for derigennem at få skabt sikkerhed for, at man opnår den mest optimale struktur samt effektivitet i etableringen og for at undgå, at der gøres fejltrin, som i værste fald kan blive både dyre og arbejdskrævende at rette til, efter at skaden er sket. I denne forbindelse skal det også påpeges, at der i forhold til Danmark er betydelige forskelle, f.eks. når det gælder den svenske lovgivning inden for arbejdsretslige spørgsmål. Også med hensyn til leje af lokaler er regelsystemet i Sverige noget anderledes end i Danmark, og det anbefales derfor at indhente eksperthjælp, som kan udarbejde og gennemgå lejekontrakter ved indgåelse af kontrakter om erhvervslokaler. Et svensk datterselskab udgør naturligvis en egen juridisk person og skal derfor efterleve de svenske regler med hensyn til revision, skat, bogføring, årsregnskab m.v. over for de svenske myndigheder. Endvidere skal det svenske datterselskab indgive selvangivelse og betale skatter og afgifter i Sverige, samt i øvrigt efterleve de svenske bestemmelser i forbindelse med virksomhedens drift.

Etablering gennem en nystartet svensk filial

Som et alternativ til etablering af et eget aktieselskab, findes der mulighed for at benytte filialformen.

Generelt

Med filial forstås en udenlandsk virksomhed, der bedriver forretning i Sverige gennem et afdelingskontor med selvstændig forvaltning. Gældende regelsæt er lov (1992:160) om udenlandske filialer.

Administrerende direktør

Filialen skal ledes af en administrerende direktør. Desuden kan en viceadministrerende direktør udpeges. Administrerende direktør er ansvarlig for filialens virksomhed. Det udenlandske selskab skal udfærdige en fuldmagt, der tillader denne at handle på og udtale sig om spørgsmål, der har med virksomheden i Sverige at gøre, samt modtage input omkring det udenlandske firma og selv (eller gennem andre veje) tale og svare for dette.

Hvis ikke den administrerende direktør er bosat i Sverige, skal det udenlandske selskab bemyndige og til registreringsmyndigheden anmelde en person, som er bosat i Sverige, for hvem dette er tilfældet, at tage imod bekendtgørelser på selskabets vegne. Formålet med dette er, at myndigheder og andre altid skal kunne komme i kontakt med virksomheden, såfremt behovet herfor skulle opstå.

Bogføring og revision

Filialen skal foretage egen bogføring, der er adskilt fra det udenlandske selskabs bogføring. Den administrerende direktørs forvaltning og filialens regnskaber skal granskes af autoriseret eller godkendt revisor, hvis virksomheden i Sverige opfylder mere end af de vilkår som angives i 2 § styk 2 Revisionslagen (1999:1079). Som revisor kan tillige udses et registreret revisionsfirma. Desuden kan revisorsuppleanter udpeges. Den administrerende direktør har ansvaret for, at en revisor udpeges, og at denne inden tre måneder efter regnskabsårets afslutning afleverer revisionsopgørelserne i original eller vitterlighedsgodkendt kopi. Den administrerende direktør skal hvert år til registreringsmyndigheden aflevere en bekræftet kopi af:

- Filialens regnskabsaflægning og revisionsopgørelse for seneste regnskabsår, og
- Modsvarende handlinger for virksomheden i helhed, såfremt disse offentliggøres i dennes hjemland.

Handlingerne skal afleveres inden tre måneder efter moderselskabets regnskabs- og revisionsopgørelse fremlægges virksomhedens aktionærer, dog senest syv måneder efter filialens regnskabsårs afslutning. Opgørelserne skal være oprettet på eller oversat til svensk.

For filialens bogføring og revision gælder i øvrigt i store dele det samme som for en modsvarende svensk virksomhed.

En filial indebærer i princippet, at det danske selskab registrerer en virksomhed i Sverige og driver denne som en del af den danske virksomhed. Ifølge 15 § i Filiallagen skal den som udnævnes til administrerende direktør registreres ved Bolagsverket (registreringsmyndigheden), som udarbejder et register over filialer. Forretningsaktiviteter må påbegyndes, når anmeldelsen til Bolagsverket har fundet sted.

En filial er pålagt detaljerede bestemmelser vedrørende ledelsen af virksomheden, registreringspligt, regnskabsmæssige forpligtelser, krav om revisor m.m. Det danske moderselskab har det fulde ansvar for filialens samtlige tilsagn og dermed også skyldnere. Derfor bør man overveje, om en filial er det mest fordelagtige etableringsalternativ.

Filialen betragtes af de svenske myndigheder som et såkaldt *"fast driftssted"* – et begreb som anvendes i forskellig sammenhæng i denne publikation.

Med tanke på, at den formelle håndtering af en filialvirksomhed, som nævnt kræver omtrent samme administrative indsats som et svensk aktieselskab, bør det nøje overvejes, hvilken virksomhedsform man skal vælge. I visse tilfælde kan det være berettiget at anvende sig af en filial, f.eks. hvis moderselskabets egenkapital udgør en forudsætning for virksomhedens drift i Sverige. I et flertal af etableringssituationer anvendes dog et aktieselskab.

Det kan for omverdenen forekomme at være en mere "fast" etablering, hvis virksomheden drives igennem et svensk datterselskab. Omkostningsmæssigt er der, i forhold til aktieselskabsformen, ingen større forskel, bortset fra, at der ved etablering af en filial ikke kræves noget kapitalindskud, således som tilfældet er ved etablering af et aktieselskab. I denne sammenhæng skal det dog nævnes, at aktiekapitalen ikke kan betragtes som en omkostning. Sædvanligvis vil det under alle omstændigheder være nødvendigt, at den danske virksomhed indskyder kontante midler for at igangsætte og drive virksomheden.

Ansættelsesaftaler

Ansættelsesaftaler kan som de fleste aftaler være ganske formløse, selvom det i nogle kollektivaftaler kan være fastslået, at ansættelsesaftaler skal oprettes skriftligt. Arbejdsvilkårene for en arbejdstager bestemmes især af den individuelle ansættelsesaftale, kollektivaftalen og lovgivningen, respektive den retspraksis, der gælder på området. Endvidere kan skik og brug på arbejdsmarkedet komme på tale som udfyldende regel for ansættelsen.

I den personlige ansættelsesaftale kan arbejdsgivere og arbejdstagere stort set aftale hvad som helst, så længe dette ikke strider mod tvingende lovregler eller kollektivaftaler.

Hovedreglen i *LAS* går ud på, at en ansættelsesaftale gælder ”indtil videre”. Aftaler om tidsbegrænset ansættelse tillades i følgende tilfælde:

- Når aftalen vedrører en bestemt tidsperiode, en vis sæson eller et bestemt arbejde, og tidsbegrænsningen er begrundet af arbejdets særlige beskaffenhed (f.eks. objekt-ansættelse inden for byggesektoren, dvs. ansættelse til et bestemt byggeprojekt).
- Når ansættelsen vedrører et vikariat, praktikantarbejde eller feriearbejde.
- Når ansættelsen er foranlediget af midlertidig arbejdsophobning, hvorved aftaler kan indgås for højst 12 måneder i en 2 års periode.
- Når aftalen gælder for en periode indtil arbejdstageren skal forrette militærtjeneste.
- Når ansættelsen vedrører tiden efter, at en arbejdstager har opnået pensionsalder.
- Når aftaler indgås om ansættelse på prøve, såfremt prøvetiden er højst 6 måneder.
- Når aftaler indgås med såkaldt overenskomst om ansættelse i en vis periode, som kan omfatte 12 måneders ansættelse inden for en 3-års periode.

De fleste nyansættelser i Sverige indledes med en prøvetidsansættelse, som højst må vare 6 måneder, hvorefter ansættelsen overgår til en ”indtil-videre-ansættelse”, med mindre arbejdsgiveren eller den ansatte meddeler, at han/hun ønsker at afbryde ansættelsen inden 6 måneders periodens udløb.

Ansættelsesbeskyttelse - regler om opsigelse og afskedigelse

Et andet meget vigtigt kendetegn ved det svenske arbejdsmarked er de omfattende regler, som tjener til at beskytte den ansatte, og som er fastsat i *LAS*.

Ansættelsesbeskyttelsen er stærkere i Sverige end i noget andet europæisk land, hvilket indebærer, at en arbejdsgiver bør være yderst påpasselig ved ansættelser.

Det kan nemlig blive særdeles problematisk at bringe en ansættelse til ophør.

En tidsbegrænset ansættelse ophører automatisk ved aftaleperiodens ophør. Ved ”indtil-videre-ansættelser” er arbejdstageren berettiget til en opsigelsestid, afhængigt af den tidsperiode, den pågældende har været ansat hos arbejdsgiveren. En opsigelse fra arbejdsgiverens side skal være sagligt begrundet. Arbejdsgiveren har dog altid i første række en pligt til at undersøge, om en omplacering af den pågældende til et andet ledigt job i virksomheden er mulig, inden han skrider til opsigelse.

Den svenske Arbejdsdomstol har i en omfattende praksis klargjort, hvad der kan betragtes som saglig grund for en opsigelse. De forhold som konstituerer saglig grund for opsigelse, kan kategoriseres under rubrikkerne ”mangel på arbejde til den pågældende” eller ”personlige årsager”. For de to nævnte kategorier gælder diverse formalia for selve opsigelsen.

Ved opsigelse på grund af manglende arbejde til den pågældende gælder princippet ”sidst ind–først ud”. Arbejdsgiveren er pligtig at oprette rækkefølgelister for de ansatte inden for diverse kollektivaftaleområder, hvor de senest ansatte får den dårligste placering på listen.

En bortvisning fra arbejdsgiverens side er i Sverige en meget dramatisk sag, som har øjeblikkelig virkning. Nogen opsigelsestid kommer i sådanne tilfælde ikke på tale. Men for at en arbejdsgiver i det hele taget skal kunne bortvise en ansat kræves det, at den ansatte groft har tilsidesat sine pligter over for arbejdsgiveren. For at kunne bortvise kræves i øvrigt alvorlige omstændigheder, såsom vold på arbejdspladsen eller økonomiske ulovligheder (på svensk: ”*förmögenhetsbrott*”), som er rettet mod arbejdsgiveren.

En opsagt arbejdstager har fortrinsret til genansættelse hos arbejdsgiveren i en ni måneders periode efter ansættelsens ophør.

I tilfælde af at arbejdsgiveren har til hensigt at opsig flere end fem ansatte, skal Arbejdsformidlingen (på svensk: ”*Länsarbetsnämnden*”) informeres, og der skal varsles om det påtænkte skridt. Endvidere bør en svensk arbejdsgiver altid være opmærksom på reglerne om forhandling med arbejdstagerorganisationen, hvilket fremgår af *MBL* og eventuelle kollektivaftaler, når der er tale om skridt fra arbejdsgiverens side, som vedrører de ansatte.

Reglerne om opsigelse og afskedigelse i *LAS* er behæftede med sanktioner. En arbejdsgiver, som bryder mod disse regler eller mod reglerne om forhandling ifølge *MBL*, risikerer at skulle betale omfattende økonomiske erstatninger ikke kun til arbejdstageren, men også til dennes fagforening. Derfor må det i Sverige stærkt anbefales at søge juridisk rådgivning i alle arbejdsretslige spørgsmål.

MOMS

Medlemskabet af EU indebærer, at samtlige EU-lande er underlagt særlige harmoniseringsbestemmelser indenfor merværdiafgiftsområdet, hvor EU's 6. momsdirektiv er det vigtigste. Momssystemet i Sverige er derfor i vid udstrækning det samme, som det der gælder i Danmark. Samtidig er det dog vigtigt at være opmærksom på, at der findes forskelle inden for flere områder.

Der findes normalt ikke nogen beløbsmæssig bagatelgrænse, som skal overskrides før en virksomhed bliver momsregistreringspligtig i Sverige, da moms- og regnskabspligten gælder fra den første krone. Der findes dog visse undtagelser. Momsfri virksomheder, som sælger kost til sit personale (kantinevirksomhed), har ikke pligt til at lade sig momsregistrere, før omsætningen fra salget overstiger SEK 30.000. Endvidere skal ikke-momspligtige juridiske personer (f.eks. foreninger) lade sig momsregistrere og beregne svensk moms i forbindelse med køb af varer fra et andet EU-land (på dansk: "*erhvervelsesmoms*"), såfremt købet årligt overstiger SEK 90.000.

Normalsatsen for moms er 25 %. For særskilt angivne varer eller tjenester kan satsen være 12 % eller 6 %. Den skattesats som skal anvendes i den konkrete situation afhænger af hvilken vare eller tjeneste. Hvad man selv har betalt i moms ved købet af en vare eller tjeneste spiller i den forbindelse ingen rolle.

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