

# The Swedish Model of Corporate Ownership and Control in Transition\*

by

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*Abstract*

We analyze the development of the Swedish ownership model after World War II. The controlling ownership in Swedish firms is typically concentrated to one or two owners.. A distinguishing feature of the Swedish model is that control is typically based on a smaller capital base than in other European countries. This feature is a result of a seemingly paradoxical policy concerning private ownership. Tax policy has consistently disfavored the accumulation of private wealth, but at the same time corporate law has greatly facilitated the wielding of control based on a small equity base.

Our analysis shows that the large gap between ownership and control makes the Swedish corporate control model both politically and economically unstable.

The major political threat to date has been the proposal of the Swedish Trade Union Congress (the LO) and the Social Democratic Party to introduce a scheme that would result in the gradual takeover of the Swedish corporate sector by union-controlled wage-earner funds.

After the political defeat of this proposal in the 1980's economic policy was changed in a more market liberal direction. This policy change has uncovered the economic instability of the model. The weak financial base of the controlling owners makes it difficult for them to take an active part in the current international restructuring of the corporate sector. Two forces are now seen as the major threat to the Swedish ownership model: (a) a rapidly increasing foreign takeover of Swedish firms and (b) large state and corporatist pension funds. Their financial assets are far larger than those of today's dominant control owners and extensive mandatory and/or tax-favored systems for pensions saving ascertain that their relative financial strength will continue to grow sharply in the future.

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## **1. Introduction**

In the "Swedish ownership model" the controlling ownership in firms is typically concentrated to one or two owners. Often, but not always, these owners are Swedish families. The Swedish ownership model thus resembles the predominant corporate governance model on the European continent. Sweden differs from most countries in Continental Europe in a couple of respects, however. First, the entire ownership on the stock exchange is predominated by a few controlling owners. Second, Swedish controlling ownership is based on a smaller capital base than that in other Continental European countries.

Sweden appears to have found a model combining strong owners and an egalitarian wealth policy. But as we shall see, the large gap between ownership of capital and control creates considerable problems for the Swedish model. In the long run, this might mean that it is phased out in order to be partly or entirely replaced by other models of corporate governance. The weak supply of capital makes the Swedish model both politically and financially unstable.

The purpose of this paper is to analyze the development of the Swedish corporate ownership and control model in the postwar period and how it has been shaped by political decisions, mainly within the areas of taxation and corporate law. The main focus of our analysis is on listed firms.

### *1.1. Framework and outline*

We distinguish between different categories of owners: families, private institutional owners, public or semi-public institutional owners and foreign owners. The last group of owners can be divided into the same categories as domestic owners. Generally, we treat them as one group, however.

One or a couple of owners can have ownership dominance, that is a dominant influence in each firm. Moreover, a single agent may have an influence in several firms due to ownership dominance. In that case, we may speak of a high concentration of ownership control. Controlling a firm is based on the control of a large part of the votes of the outstanding shares of the firm. On the European continent, as well as in Sweden, it is common that shares have

differential voting rights. Thus, the influence in a given firm needs not be proportional to the capital invested. Pyramid ownership also works in this direction.

The major part of our analysis deals with the postwar period. Since the end of World War II, ownership related to cash-flow rights has undergone dramatic changes, while the structure control ownership at the stock exchange has remained surprisingly constant. However, the sharp increase in foreign ownership has resulted in the disappearance of several large independent firms from the Swedish stock exchange. Several firms have either become wholly-owned subsidiaries of foreign multinationals or they have merged with a foreign competitor. The new larger firm has subsequently become domiciled elsewhere and delisted from the Stockholm stock exchange.

At the beginning of the post-war period, ownership in Swedish listed firms was mainly private. There was strong ownership dominance throughout the firms. Ownership was concentrated to a small number of families and groupings. This concentration was both based on a considerable concentration of the large private fortunes and the fact that there were different mechanisms separating control from the number of shares owned. These mechanisms consist of differences in voting rights between different shares, pyramiding and cross ownership.

These mechanisms were also used in other countries. With time, their importance has become larger in Sweden than in other industrialized countries. Therefore, we may talk about a typical Swedish ownership model, with a concentrated ownership based on a small equity base. In the period studied, the gap between the distribution of ownership rights and the distribution of control rights has widened. Since the capital share among controlling owners has continually been decreasing, the supply of capital has increasingly come from other sources. Loan financing played an important part until the 1980s. Subsequently, the stock exchange has increased in importance as a source of financing.

Apparently, the type of legislation in a country affects the kinds of management and financing allowed. The empirical literature in this area has largely concentrated on the relation between "corporate law" and "corporate governance". Seminal studies in this tradition are La Porta *et al.* (1998, 1999), based on a cross-section analysis of a large number of countries. A general

result is that the legal framework is of crucial importance for the system of "corporate governance" in a country and for the financing of the activities of the firm.

One problem with their results is that they give no explanations for the considerable changes over time in many countries in the variables to be explained. An example from Sweden is the trend of the stock market capitalization as a percentage of GDP. This variable plays a crucial role in the analysis of La Porta *et al.* As shown in *Figure 1*, it has undergone considerable changes over time, despite the fact that the explanatory variables used by La Porta *et al.* have changed only to a limited extent. They focussed on the legal origin as the ultimate explanation of the system of corporate governance for a particular country. Since the legal origin is taken as exogenous and time-invariant, this approach obviously cannot be used to explain large changes over time in the system of corporate governance.

There is a growing literature where the regulations that shape the design and operations of corporations and securities markets, are seen as the outcome of a political process in each country. Here changes in the political environment pave the way for changes in corporate regulations. See Pagano and Volpin (2001) for a review. Still, the main focus here is on corporate law and regulations, even if these laws and regulations are explained within new political economy framework.

We argue, with Sweden as a point of reference, that the development of ownership structures and systems for corporate governance can be explained by several factors, of which "corporate law" is one. Thus, we want to "widen" the analysis. The factors stressed here are:

- *Tax policy*
- *Financial market regulations*
- *Channeling of savings in the economy*
- *Labor market policy*

*Corporate law* As illustrated in Table 1, the policy on ownership of firms in Sweden can be divided into two periods, where the proposal for wage-earners funds constitutes a natural endpoint for the first period, which was characterized by a long-term socialist vision. In the second period, this vision disappeared from the political agenda. Instead, the policy stance has

been largely market liberal, but the tax policy has discriminated against Swedish individual ownership.

In the paper, we provide a detailed analysis of the policy and its effects on the various aspects of ownership structure mentioned above. In many cases, we draw on previous studies, while in other instances we have to rely on more scattered evidence and economic reasoning. A summary of our analysis is presented in *Table 2*. This table may also serve as an overview of the contents of the remainder of this paper.

The next section provides a survey of the development of the ownership of firms since the beginning of the last century. Then, the policy and its effects during the period 1945–1985 are described. The ensuing section analyzes the turning point or the transition to the second period. Then, we present the development after the turning point.

While there have been considerable changes in a number of the variables studied here, we have already established that the Swedish model of corporate ownership and control has remained strikingly invariant during the whole period.. One conclusion of our analysis is, however, that the Swedish ownership model is not stable. The other major changes that have taken place as concerns ownership have undermined the Swedish ownership and control model. We argue that the model is not sustainable in a longer time perspective. We conclude by discussing likely ownership and control models in the future.

The major problem for the continued existence of the Swedish ownership model is the increasing gap between the value of ownership wealth and the exercise of ownership control in Swedish firms. The first great threat to the model was in the shape of a 1970s program for nationalizing Swedish business. The present threat to the model instead comes from the “market”<sup>1</sup>.

In today’s deregulated and globalized capital markets, it is no longer possible to base a dynamic and expansive ownership role on the thin capital base which constituted the basis for individual ownership and control in Sweden in the past.

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<sup>1</sup> Another threat that emerged early in 2003 is the discussion within the EU to abolish differential voting rights as a part of a new merger and take-over directive for the single market.

## 2. Historical background

Beginning in the late 1860s the Swedish economy embarked on a long period of modernization and sustained economic growth. This was greatly facilitated by a number of economic reforms in the mid 1860s, notably, the freedom for any Swedish man or woman to start a business and the liberalization of foreign trade. In 1870 the Swedish productivity level was the second lowest in Europe, but from 1870 to 1913 Sweden experienced the highest rate of productivity growth of all countries for which comparable data are available (Maddison, 1982). A number of highly innovative entrepreneurs such as Gustaf de Laval, Alfred Nobel and L.-M. Ericsson were active at the time. Before World War I a number of new industries and important firms were created. In fact, 35 of the 50 largest Swedish firms in terms of sales in 2000 were established before 1914 (NUTEK and ALMI, 2001).

Foreigners had been banned from owning Swedish real estate and mines since the 19<sup>th</sup> century. Restrictions for foreign owners were further extended in 1916 when new legislation was passed that prevented foreign owners from having more than 20 percent of the voting rights in Swedish corporations owning natural resources. This law mainly hit firms in mining, forestry, pulp and paper, and iron and steel (Glete, 1981).<sup>2</sup> In 1934 legislation was passed that outlawed earlier methods to circumvent the restrictions on foreign ownership by means of using a Swedish citizen as a dummy.

A new bank law in 1934 furthermore prohibited banks from buying new stock and existing portfolios had to be sold within four years if this could be done without incurring losses. The major banks solved this problem by creating new holding companies, constructed as closed-end investment funds, whose main assets were the stocks previously held by the bank. Ownership of the investment companies was distributed on a *pro rata* basis to the owners of the respective banks.<sup>3</sup> Since these investment companies were, and still are, organized as pyramid holding companies with dual-class shares they immediately became important instruments for corporate control.

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<sup>2</sup> In 1934 the law was made more restrictive so that foreign owners could not own more than 20 percent of the capital either.

<sup>3</sup> Stockholms Enskilda Bank (controlled by the Wallenberg family) started two such companies, Investor (originally founded in 1916 as an equity issuing company) and Providentia, Svenska Handelsbanken started Industrivärden and Skandinaviska Banken formed Custos.

At the beginning of the post-war period corporate control was highly concentrated. This is clearly documented by Lindgren (1953) in a study based on the 1945 Swedish Census. He shows that 6–7 percent of shareholders controlled 65–70 percent of the stock-market value. In no less than 60 percent of the large firms (more than 500 employees), a single individual represented the majority of the votes at the shareholders' general meeting. In more than 90 percent of these firms, three or fewer owners had a controlling majority. The concentration of control was almost as high in public companies. Here a single individual had the majority of the votes in 53 percent of the cases. In 85 percent of the regularly quoted firms, the two largest owners represented more than 50 percent of the votes.

At the end of the 1940s households were still the dominant owner category, also when it came to cash-flow rights. According to calculations by Spånt (1975), households in terms of final ownership held 75 percent of all Swedish listed shares. Foreign owners became increasingly marginalized after World War II. Shortly after the onset of World War II foreign exchange controls were introduced. These controls entailed a number of measures that restricted foreign ownership of Swedish firms and property. In practice, this legislation ruled out a substantial foreign ownership share of Swedish industry. The purpose of this legislation was openly protectionist, i.e., to ascertain that "Swedish firms remain controlled by Swedish interests" (SOU 1986:23, p. 143).

In 1938 a number of important changes in the tax code were introduced. Income tax rates were increased, all investments could be written off instantaneously, dividends were hit by double taxation for individual owners, but not for institutional owners. These changes benefited incumbent firms and institutional owners.<sup>4</sup>

### **3. The Swedish Corporate Control Model and Its Role in the Corporatist Model**

#### *3.1 Ideological background*

The Social Democrats have dominated the political scene and the policy discussion since the early 1930s until the present day. It is furthermore apparent that the most important Social Democratic thinkers have seen the large industrial corporation as the major unit of production.

Ernst Wigforss, Minister of Finance in 1925–26 and 1932–49 and probably the most influential of all Social Democratic ideologues, is clear on this point. Wigforss (1956) argued that the then clear tendency in capitalist societies, that economies of scale favored large firms (Schumpeter, 1942; Galbraith, 1956), would facilitate the collectivization or socialization of the productive capital stock, which was seen as the ultimate goal of the labor movement. He also maintained that in the long run the large industrial corporations had to be converted into "social enterprises without owners". In this perspective a strong concentration of ownership could be seen as a natural and even desirable intermediate station on the road towards the ultimate goal.<sup>5</sup>

In the medium term a more pragmatic strategy was adopted by the ruling Social Democrats. State ownership of industry was limited and the government, trade unions and bank-related business groups came to constitute an explicit tripartite negotiating culture, which was the main characteristic of the Swedish social democratic corporatist model. This model presupposed the existence of a fairly small number of owners or ownership groups – i.e., an identifiable industrial elite, which acknowledged and accepted that the Social Democrats would use their political power to implement far-reaching welfare reforms, while the labor movement would abstain from socializing the industrial sector. It would have been very difficult to develop this culture of compromise and negotiations between different elites (Steinmo, 2003; Katzenstein, 1985) without the predominance of a few large firms and even fewer ownership groups (Reiter, 2003).

### *3.2 Reinforcing policies*

A key policy instrument in promoting the social-democratic model was *taxation*. A number of channels were used. First, until the late 1970s taxable wealth amounted to 100 percent of the net worth of unlisted companies and 100 percent of the market value of listed companies. The tax rate has typically been 1.5 percent of taxable wealth. In practice, these rules resulted in very high real rates of wealth taxation on individually owned corporate assets in the 1970s and 1980s. The wealth tax was not deductible at the company level, so that funds required to pay the wealth tax were first subjected to the mandatory payroll tax and the relevant marginal

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<sup>4</sup> See Montgomery (1946).

<sup>5</sup> This point is developed at greater length in Henrekson and Jakobsson (2001).

income tax rate.<sup>6</sup> Second, dividends were subject to taxation both at the corporate and individual level, which normally gave rise to a total tax rate on the order of 90 percent (Norrman and McLure, 1997). Third, high inheritance and gift taxes made it extremely expensive to transfer ownership from one generation to the next (Du Rietz, 2002).<sup>7</sup> Therefore a sellout was often the only feasible alternative for the next generation.

On the other hand, capital gains taxation was designed so that it became exceptionally advantageous for individual owners to sell their firms. Until 1976, the taxation of long-term (more than 5 years) realized capital gains on shares and the sale of partnerships was negligible. Between 1976 and 1990, 60 percent of nominal capital gains were exempt from taxation for assets held more than two years.

To get a full understanding of how corporate taxation can be expected to affect corporate ownership and financing, one needs to calculate how real rates of taxation are influenced by how a venture is owned and financed. *Table 3* lists effective marginal tax rates for different combinations of ownership and sources of finance. Three categories of owners and sources of finance are identified, and the effective marginal tax rate was calculated assuming a pre-tax real rate of return of 10 percent. A negative number means that the real rate of return is greater after than before tax.

*Table 3* highlights four important aspects of the Swedish tax system during the postwar period through the 1980s. First, debt financing consistently received the most favorable treatment and new share issues the least. Second, retained earnings were consistently taxed at lower rates than newly issued equity, which favored incumbent firms relative to entrants. Third, the taxation of households as owners was much higher than for other categories, and their rate of taxation increased during the 1960s and 1970s, whereas the reverse occurred for insurance companies and tax-exempt institutions.<sup>8</sup> From some point in the 1960s until the 1991 tax reform, more than 100 percent of the real rate of return was taxed away for a household buying a newly issued share. Fourth, tax-exempt institutions benefit from a large tax

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<sup>6</sup> Typically 7 kronor had to be withdrawn from the firm for every krona paid in wealth tax in the early 1980s.

<sup>7</sup> In the late 1970s every krona to be paid in inheritance tax entailed a payment of a total of roughly 10 kronor in taxes, if the heirs had to withdraw the necessary funds from their firm.

<sup>8</sup> By definition tax-exempt institutions pay no tax on interest receipts, dividends or capital gains. This category includes charities, scientific and cultural foundations, foundations for employee recreation set up by companies, pension funds for supplementary occupational pension schemes, and the National Pension Fund (the AP Fund).

advantage relative to the other two categories of owners, and this advantage increased strongly during the 1960s and 1970s.

A high aggregate savings and investment rate was an essential part of Swedish economic policy during the first decades of the postwar period (Bergström, 1982). This goal was reached by running large surpluses in the public sector and by having a highly regulated credit market. Throughout the postwar period until the mid 1980s, Swedish capital market policy was aimed at low interest rates for favored sectors of the economy. The credit volume to the industrial sector was generally subjected to quantitative restrictions and the rate of interest was also regulated, which resulted in a situation of virtually continuous credit rationing. This set of regulations clearly favored credit access by larger, older, firmly established firms and by real capital-intensive firms with ready sources of collateral (see Jonung, 1994). Moreover, well-established links to banks was a clear advantage, and the two major ownership spheres groups (the Wallenberg group and Industrivärden) were both closely tied to a large bank.

The mandatory national pension system (ATP) instituted in 1960 transformed the public sector into the most important supplier of credit. Large surpluses were accumulated in the national pension funds, the so-called AP funds. In the early 1970s, the AP funds accounted for 35 percent of total credit supply (Pontusson, 1992). The decision to accumulate savings to such a great extent in the AP funds led to a massive further institutionalization of savings, which can be expected to have benefited large, well-established firms with a good credit rating that could operate on a high debt-equity ratio.<sup>9</sup> The AP fund system also benefited incumbents through the so-called "lending back" system (*återlån*) based on the rule that employers were allowed to borrow up to half the amount they had paid in to the fund during the previous year. The potential for using this credit channel was therefore proportional to the wage bill of the firm. This type of lending was abolished in 1987.

The structure of the Swedish tax and pension system reduced incentives for individual wealth accumulation in general, not only in the form of corporate assets. As shown in *Table 4* Swedish household savings was exceptionally low by international comparison through the 1980s. Since the availability of equity financing is a critical factor for both start-ups and the expansion of incumbent firms' equity (Blanchflower and Oswald, 1998; Lindh and Ohlsson,

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<sup>9</sup> The gradual introduction of mandatory supplementary pension schemes can be expected to have the same effect.

1996; Holtz-Eakin, Joulfaian and Rosen, 1994), this can be expected to contribute to a low prevalence of startups and high-growth firms.

*Labor market legislation* was changed in a number of respects in the first half of the 1970s, aiming at giving labor direct influence on corporate decision making were passed. Prime examples are union representation on corporate boards of directors and the Codetermination Act of 1976 (see Pontusson, 1992). Moreover, the Employment Security Act (*LAS*) from 1974 gives employees extensive protection against dismissal. The only legal grounds for dismissal are gross misconduct and redundancies. In the latter case, *LAS* stipulates a "last in – first out principle".

Strict employment security provisions and formalized labor influence on managerial decisions are likely to be more harmful for small and potentially fast-growing employers than for large, well-established firms. The road from small to large for a fast-growing firm, a gazelle (Birch and Medoff, 1994), is far from straight, since the activities of new firms in particular are subject to genuine uncertainty (Davis *et al.*, 1996; Brown and Medoff, 1989). If, under such circumstances, rules are imposed that reduce the firms' leeway to rapid adjustment, one should expect both a lower willingness to expand in general and that fewer firms, despite a good product or a viable idea, grow from small to large in a short period of time.<sup>10</sup>

As documented in many studies – see, e.g., Edin and Topel (1997) and Davis and Henrekson (2000) – the Swedish *wage negotiation system* produced a very narrow wage dispersion and high relative wages for low productivity workers. At the same time, numerous studies show that the wage level increases with the size, age and capital intensity of the firm (e.g., Brown and Medoff, 1989). By implication, the Swedish wage negotiation system has in many cases raised labor costs above a free-market outcome in small, new and labor-intensive firms, and analogously lowered labor costs in large incumbent firms. This fact can be expected to lower the likelihood that small firms become large firms that eventually pay higher wages (Audretsch, 2002).

### *3.3 Resulting ownership and control structure*

Before the 1990/91 tax reform the combined effect of taxation on capital gains, wealth, profits and dividends forcibly discouraged individuals from owning firms and from wealth

accumulation in general. Moreover, the tax system encouraged debt financing, which can be expected to benefit large capital-intensive firms with close ties to specific financial institutions. We have also pointed to some other policies that are likely to be conducive to a development towards large-firm dominance and few and financially weak owners. Does observed outcome square with these expectations?

*Figure 2* demonstrates that the expected change in ownership structure actually took place: during the post-war period, the household ownership share of listed stock fell sharply from 75 percent in 1950 to 18 percent in 1990, while the institutional share rose commensurately.

The fact that the tax code enhanced the accumulation of retained earnings in firms implied that existing corporate wealth owned by households was locked into incumbent firms.<sup>11</sup> According to traditional financial theory in the Modigliani-Miller tradition, such within-firm saving should be translated into household wealth through appreciated stock-market values. In practice, matters did not turn out this way. Until the early 1980s, stock-market values were extremely depressed,<sup>12</sup> which in most cases implied that the net worth of Swedish companies greatly exceeded their stock-market value. Södersten (1984) calculated that Tobin's  $q$  (the stock-market value of the firms divided by their replacement value) was approximately unity in 1960 and that it fell to 60 percent in 1970 and further to 30 percent in 1980. When Tobin's  $q$  is below unity there is no incentive to finance investment through new share issues, since it implies wealth destruction. At the same time, there are strong incentives to use internally generated funds to finance investments in incumbents firms, when taxation is high on funds withdrawn from existing firms. As shown in *Figure 3*, new equity issues (including IPOs) fell to negligible levels during the postwar period up through the mid 1980s. Another indication of low market values is given by the price-earnings ratios for large Swedish companies. The p/e-ratios for firms like Ericsson, Electrolux and Volvo were typically between 2 and 4 in the 1970s.

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<sup>10</sup> Davis and Henrekson (2000) discuss these issues more fully.

<sup>11</sup> Deferred tax payments ("hidden reserves") were typically as large as total equity in listed companies in the 1980s (Josefsson, 1988).

<sup>12</sup> David and Mach (2002) report that stock market capitalization was only 3 percent of GDP in Sweden in 1975 compared to 12 percent for Germany, 30 percent for Switzerland and 48 percent for the US. The figure reported for Sweden in *Figure 2* is higher, which might be due to different sources.

The combined effect of the tax code and credit market regulations also provided strong incentives to transfer ownership of closely held firms to institutionally owned investment companies closely connected to a bank. Credit availability was crucial, since debt financing was so heavily subsidized by the tax system.<sup>13</sup>

These tendencies were also reflected in the development of the industry structure and the size distribution of firms. First, the industry distribution of employment and output tilted towards industries that were characterized by large firms and establishments and a compressed wage distribution (Davis and Henrekson, 1997, 2000). Second, there is plenty of evidence indicating that the relative importance of large firms became greater in Sweden than in any other country. Henrekson and Johansson (1999) provide an evaluation of the available evidence.<sup>14</sup> The mirror image of this fact is that the rate of self-employment became low. Since the early 1970s until 1990, Sweden exhibited the lowest ratio of nonagricultural self-employment to civilian employment among all OECD countries (*OECD Employment Outlook*, July, 1992).

As expected, given the legal impediments, the foreign ownership share also remained low: the foreign ownership share of listed stock never exceeded 8 percent through the 1980s and less than 5 percent of private sector employees worked in foreign-owned companies.

Hence, it is clear that the expected development of ownership, financing structure, size distribution of firms and industry distribution took place. However, the disincentives to private wealth accumulation and household ownership of corporate stock did not result in a control deficit or an increased tendency to managerial control (Berle and Means, 1932). The widely cited government commission on *Ownership and Influence in Private Industry* (SOU 1967:7) identified 17 important ownership groups/families in 1963.<sup>15</sup> Within the next few years ownership concentration increased considerably and by 1967 the Wallenberg family alone controlled 10 of the 25 largest companies (Glete, 1994, p. 289). Still individual wealth was modest by current standards. Total privately held wealth among the members of the

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<sup>13</sup> From the mid 1960s to the mid 1980s, the debt-equity ratio in listed firms increased from slightly more than unity to 4 (Josefsson, 1988).

<sup>14</sup> The share of employees in the private sector working in firms with at least 500 employees increased from 27 percent in 1964 (SOU 1967: 7) to 47 percent in 1993 (NUTEK, 1995).

<sup>15</sup> The then leader of the Communist party C.-H. Hermansson had already coined the expression “the fifteen families” in his 1962 book *Monopol och storfinans* (Monopoly and Big Business). According to him these

Wallenberg family in 1963 was estimated to be SEK 125 million (SOU 1967:7), which corresponded to 0.14 percent of GDP. This can be compared to the estimated wealth of the Kamprad and Rausing families, founders of IKEA and TetraPak. Their respective wealth was on the order of 8 percent of Swedish GDP in 2001.<sup>16</sup>

Control was upheld and even reinforced through a number of capital-saving control devices, notably, dual-class shares, pyramiding and cross-ownership. At any rate, in the late 1960s the Swedish corporatist model reached its apogee, and at the time a handful of ownership groups represented by identifiable individuals had crystallized. In fact, concentrated ownership control was a necessary condition for the model to function. See Reiter (2003).

### *3.4 The first attack on the model: The wage-earner funds proposal*

By the late 1960s there was thus an unusual concentration of ownership control and domination by large firms in Swedish industry. Schumpeter (1942) asserted that in an economy that is increasingly dominated by giant corporations and devoid of entrepreneurs, capitalism has no constituency. Instead, capitalism will have to confront increasing hostility. Eventually, a democratic and peaceful transformation of the economy to socialism would take place. It was indeed the case that the popular support for capitalism was extremely low in Sweden by the mid to late 1970s.<sup>17</sup>

Consistent with Schumpeter's thesis, the labor movement was strongly radicalized in the early 1970s. This was reflected in two ways: open demands for the socialization of control rights in the enterprise and a quest for increased influence by pressing for legislation in their favor (Stephens, 1979). During the 1970s, the blue-collar workers' trade union, The Swedish Trade Union Confederation (LO), was very successful in inducing the government to take a number of legislative measures aiming at giving labor direct influence on corporate decision

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fifteen families controlled Swedish industry. The government commission also identified fifteen families and two bank-connected groups.

<sup>16</sup> These families left Sweden in the 1970s. Kamprad and one branch of the Rausing family are residents of Switzerland. In 2002 they were ranked 1<sup>st</sup> and 2<sup>nd</sup> in terms of individual wealth in Switzerland. The individual wealth of today's richest family in Sweden, the Persson family (founders and controlling owner of H&M) was roughly 2 percent of GDP in 2002. Special legislation passed in the mid 1990s has exempted this and other super-rich families from wealth taxation on their stock holdings.

making.<sup>18</sup> The radicalization of the labor movement in the early 1970s also entailed explicit demands for increased collective ownership<sup>19</sup>.

These demands were voiced on a grand scale at the 1976 LO Congress where Rudolf Meidner and his colleagues presented a plan for an inexorable transfer of ownership from private hands to collective "wage-earner funds" – see Meidner (1978). This can be interpreted as a concrete plan for materializing Wigforss original vision to convert the large corporations to "social enterprises without owners".

The wage-earner fund scheme entailed a gradual transfer of ownership of all firms with more than 50 employees to wage earners as a collective group. The firms should be obliged to issue new shares to the wage-earner funds corresponding to a value of 20 percent of the profits. Thus, the transfer of ownership would be more rapid, the more profitable the firm. Incidentally, assuming a rate of profit of 10 percent, it would take 35 years for the wage-earner funds to obtain a majority equity share in the individual company. The wage-earner equity thus acquired was intended to remain within the firm as working capital. The voting rights and other ownership prerogatives were to be exercised by the trade unions (including representatives of other interests in society).<sup>20</sup>

The wage-earner fund proposals understandably met unprecedented opposition from capital owners.<sup>21</sup> Moreover, the original Meidner proposal never gained full acceptance within the Social Democratic Party and subsequent joint proposals from LO and the Social Democratic Party were less radical than the original plan. Politically, any proposals were blocked from being carried out until the Social Democrats returned to power in 1982. At this stage the public opinion had shifted against wage-earner funds, but under pressure from LO the

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<sup>17</sup> In 1978 only 30 percent of the respondents in a poll believed that it was important to encourage entrepreneurship and firm formation and only 37 percent of the respondents believed that business leaders/entrepreneurs were most efficient in running a firm, see Henrekson and Jakobsson (2001).

<sup>18</sup> In addition, labor strengthened its relative position during this period by legislation on job security, substantially increased power to the local trade union safety officer, extended rights for elected trade union officials to get paid time off from work for trade union activities etc.

<sup>19</sup> This also became the ideological line of the Social Democratic party. When the then party leader Olof Palme presented the new party platform in 1975, he explained that the Swedish labor movement was moving to the third stage of its long struggle to transform capitalist society. The first two stages were political democracy and co-determination, and the third stage was economic democracy.

<sup>20</sup> It is interesting to note that this form of socialization was in line with Schumpeter's (1942) prediction of "laborism" as the last stage of capitalism.

government introduced a considerably watered-down version of wage-earner funds in 1984. The funds were abolished in 1992 by the non-socialist government coming to power in the election of 1991.

A fundamental consequence of the wage-earner fund battle was a dismantling of the controversy on the ownership issue. There were no more serious demands for a collectivization of corporate control and ownership. On the other hand, the tax system was not reformed in order to facilitate the emergence of new individually held corporate wealth.

#### **4 A New Regulatory Environment**

During the 1970s the major industrial countries witnessed a renaissance of the liberal market economy.

Somewhat belatedly relative to the leading countries Sweden embarked on a comprehensive reform track. First, the capital markets were reformed in a number of steps. This is outlined in *Table 5*. Without going into details we note that domestic credit markets were fully deregulated by 1986 and the deregulation of capital markets, including restrictions on foreign ownership, was completed in 1993.

The earlier tax-favoring of debt financing presupposed strictly regulated capital markets. However, the tax system remained virtually unchanged while capital markets were deregulated, creating an asset-price bubble in the latter half of the 1980s (Jonung, 1994; Norrman and McLure, 1997). There were a series of reforms of the tax system between 1985 and 1994. Most important was the return of 1990/91.<sup>22</sup> Thereby the distortions in tax wedges across different owners and sources of finance were to a large extent evened out. After 1995, the differences in tax wedges increased once again, largely following the previous pattern. See *Table 6*.

The new system represented a significant step towards neutrality among Swedish owners. However, the tax burden on Swedish individual ownership remained heavier than the tax burden on individual ownership in most other countries.

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<sup>21</sup> The wage-earner funds were probably important also in that they provided the igniting spark for the mobilization among Swedish industrialists in defense of private ownership and entrepreneurship, see Blyth (2001) for a discussion.

*Table 7* reports a representative tax calculation for different owners using the 2002 tax code. The fact that individuals are disfavored relative to institutions is once again evident. This also applies relative to foreign institutions. Moreover, it is clear from *Table 8* that a large number of countries have a lower level of taxation of shareholdings for individuals than Sweden. Hence, the combined effect of foreign and Swedish taxation is a favoring of all kinds of foreign ownership relative to Swedish individual ownership.

Some deregulatory measures were also taken in the labor market and several previously regulated product markets have also been deregulated, e.g., telecommunications (1993), electricity (1996), domestic airlines (1992), the financial sector (1993) and postal services (1993). In addition, the EU membership in 1995 and the generally increased integration of product and capital markets have contributed to the erosion of the old corporatist model.

## **5 Ownership and Control through the Late 1990s**

We noted in section 3.3 that the Swedish corporatist model reached its apogee in the late 1960s. Industry was dominated by a small number of identifiable actors and agreements could be struck between elites. Although one outcome of the wage-earner fund battle was a broad acceptance of private ownership of the industrial sector, policies with respect to taxation, savings and labor legislation continued, albeit to a lesser extent than before, to promote a development towards institutionalized ownership, increased predominance of large capital-intensive firms and higher debt-equity ratios.

However, the concentration of control rights continued to increase in firms listed on the Stockholm stock exchange until the late 1990s. The most important control mechanisms used dual-class shares, pyramiding and cross or circular ownership. The use of dual-class shares to ensure concentrated control increased strongly after the mid 1960s – see *Table 9*. During the quarter century from 1968 to 1992 the percentage of listed companies using dual class shares increased from 32 to 87 percent.

The most important means for wielding control of the largest firms have been (and in many cases still are) closed-end investment funds organized as pyramid holding companies. These

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<sup>22</sup> Agell, Englund and Södersten (1998) provides a detailed examination of the tax reform.

investment companies enjoy a privileged tax status. Capital gains and dividends on their holdings are tax exempt. The only tax levied is a flat tax on the net worth of total holdings at year's end.<sup>23</sup> This is currently 1.5 percent, but new legislation in 2003 have made investment companies wholly tax exempt as long as the voting rights in their respective holdings exceed 10 percent. The most important of these investment companies were started as a result of new legislation in 1934 that prohibited banks from owning stock. As shown by Petersson (2001) a second wave of new investment companies were formed in the first half of the 1960s. They all had close ties to specific banks and in a detailed analysis of six of them Petersson documents a total of 111 acquisitions of mostly medium-sized family-owned firms in the 1962–89 period. In some cases large firms were acquired; 19 of the acquisitions were firms with more than 500 employees. In 1971 there were as many as 19 investment companies listed on the stock exchange (Lindgren, 1994b). This development was inevitable given the extent to which the tax system penalized individual ownership of firms. During this period a great many entrepreneurs sold their firms to investment companies or to other large firms and emigrated.<sup>24</sup>

The deregulation of domestic capital markets in the 1980s (see *Table 5*) provided ample opportunities for new actors on the ownership market – the unique position of bank-connected ownership groups was quickly undermined. Requisite capital could be mobilized for (sometimes hostile) takeovers, asset-stripping *et cetera*. During the 1980s there was also an explosion of takeover activity. In the 1950s there was roughly one corporate takeover per year in the Swedish stock market. This increased to an annual average of three in the 1960s, and four in the 1970s.<sup>25</sup> In the period 1980 to 1992 there were 253 takeover bids among firms where both the bidder and the target were listed on the Stockholm stock exchange, and 212 of those bids were successful (Agnblad *et al.*, 2001).

In order to fend off these new threats, cross-holding arrangements emerged. Cross-holdings hardly existed in the 1970s, but rapidly gained in importance during the 1980s: In 1988 there

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<sup>23</sup> This tax can be avoided in full if the investment company pays dividends to its owner that are at least as large as the sum of the dividends received and the flat tax.

<sup>24</sup> Lindkvist (1990) finds that 30,000 Swedes who emigrated in the 1965–89 period were granted permission by the Swedish central bank to export capital from Sweden.

<sup>25</sup> Isaksson and Skog (1994).

were 26 cases among listed companies of cross- or circular ownership, where the companies involved held at least two percent of each other's voting rights.<sup>26</sup>

The use of dual-class shares, pyramiding and the numerous takeovers led to a substantial increase in the concentration of ownership control – the average voting power of the largest single owner in listed companies increased by roughly 15 percentage points from the late 1970s until 1991. In the 165 firms with voting-right differentials of 1 to 10 in 1991, the largest owner on average held a voting share of 53 percent (Isaksson and Skog, 1994).<sup>27,28</sup>

Following the removal of all foreign exchange controls and all barriers to foreign ownership of Swedish firms and real-estate, a number of changes ensued. First, the foreign ownership share of listed shares began to increase rapidly. As shown in *Figure 4* the foreign ownership share went from 7 percent in 1989 when foreign exchange controls were lifted to 40 percent ten years later. Domestic institutions lowered their share almost as much. The foreign ownership share decreased somewhat again in 2001–2002 following the sharp drop in the valuation of firms in the IT sector.

Until the late 1980s, foreigners established themselves in Sweden mainly by making Greenfield investments. But after ASEA merged with Brown Boveri in 1987, to become a Swiss-based company, many – often very large – Swedish firms have been acquired by foreign owners.<sup>29</sup>

However, the control of the listed firms became even more concentrated at least until the late 1990s. Agnblad *et al.* (2001) provide a detailed analysis of the control situation among the 304 listed firms in late 1998. At that point the largest shareholder on average controlled 38 percent of the voting rights, in 34 percent of the firms the controlling owner has more than 50 percent of the votes and 82 percent of the firms had a well-defined owner with more than 25 percent of the votes, which in practice implied operational control of the firm. Hence, the typical firm has *one* clearly identified controlling owner. In most cases the controlling owner was a family or a single individual (62 percent of all listed firms).

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<sup>26</sup> Isaksson and Skog (1994).

<sup>27</sup> Isaksson and Skog (1994).

<sup>28</sup> The capital ownership share averaged 35 percent.

<sup>29</sup> The predominance of foreign ownership is particularly evident in the pharmaceutical industry, with an ownership share of 86 percent.

Among the largest firms investment companies organized as pyramid holding companies become important vehicles for control. Following the profound changes in the tax system in the early 1990s most of the investment companies were gradually dismantled. However, two of them, Investor and Industrivärden, gradually strengthened their control even further. Investor is privately controlled by the Wallenberg family and Industrivärden is institutionally controlled by a management team closely tied to Handelsbanken. Agnblad *et al.* (2001) report that in 1998 Investor, i.e., the Wallenberg sphere, controlled 14 large listed firms with a market value making up 42 percent of the total market capitalization at the Stockholm stock exchange. With an ownership share of 19.4 percent (41.3 percent of the votes) the Wallenberg foundations had total control of Investor. Investor's share of the total market capitalization was in turn 4.6 percent. Hence, the Wallenberg foundation's ownership of approximately 1 percent of the total market value of the stock exchange was sufficient to control 42 percent of the total market value (see *Figure 7*).

Similarly, the Handelsbanken sphere, through Industrivärden, controlled 11 listed companies, which constituted 12 percent of the total market capitalization. Jointly the two ownership spheres thus controlled 54 percent of the total market value, using two closed-end funds with a combined market value of 6.2 percent of the stock exchange.

In summary, in the late 1990s the Stockholm stock exchange was characterized by an extreme separation of ownership and control. In particular, it is evident that the Wallenberg were much more proficient than other well-established families in taking advantage of the ownership vacuum brought about by far-reaching institutionalization of ownership during the postwar period (Lindgren, 1994a). This extreme division of ownership and control is explained by the contradictory ways a tax policy and corporate laws have treated owners of individual wealth. The main objective of tax policies in this area have been to curtail the accumulation of individual wealth, while corporate law has provided ample opportunities for entrepreneurial individuals or families to base the control of a firm on a relatively small amount of capital.

The structure of incentives has gone against private wealth formation while concentrated control has been promoted. These incentives have had a profound impact on the norms of Swedish capitalists and entrepreneurs. In this section we have seen that the most powerful Swedish capitalists to a considerable extent are prepared to forego wealth in order to gain

control. In the next section we shall see that this pattern also is prevalent among smaller Swedish entrepreneurs.

## 6 The Swedish Ownership Model at the Crossroads

The norms mentioned manifest themselves in strong revealed preferences for control among Swedish entrepreneurs/business owners in general. The seminal study here is Davidsson (1989). In his study of 400 firms with 2–20 employees in four industries he finds that when growth is expected to lead to loss of control for the founder, this has a strong growth-detering effects. Wiklund, Davidsson and Delmar (2002) reach the same result in a follow up on this study where they look at a larger sample of firms in the mid 1990s.<sup>30</sup> Similar results are reached in studies by Cressy and Olofsson (1996) and Berggren, Lindström and Olofsson (2000).

In a similar vein, Holmén and Högfeltdt (2002) find that family owned firms with large growth potential tend to be undercapitalized relative to comparable firms with a different control structure. As a result, the family-controlled firms invest less than the comparable firms, since the equity requirements would reduce family control of the firm.<sup>31</sup>

This revealed preference for control relative to growth is quite consistent with an institutional environment that makes it very risky to aim at rapid growth, and, moreover, with a regulatory package penalizing individual wealth accumulation, the opportunity cost for foregoing growth is lowered.

There are many indications that the observed “control culture” is detrimental to growth and economic dynamism in the corporate sector. It is illuminating to compare this culture with the one that seems to be dominating in successful clusters in the US economy. A typical feature of US venture capitalism is that the entrepreneur that has started up a firm is bought out by the venture capitalist at an early stage of the life-cycle of a firm.<sup>32</sup> While the entrepreneur loses control he or she often gets very wealthy through the buyout and the selling of his remaining stock when both the venture capitalist and the entrepreneur exit in an IPO (Gompers and

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<sup>30</sup> Saemundsson (1999) looks specifically at university spinoffs, where he finds a similar pattern. These firms are often unwilling to grow if that results in a loss of control and independence.

<sup>31</sup> This is consistent with the findings by Morck *et al.* (2000) on Canadian data. They find that firms where control has been inherited grow more slowly than comparable firms with a dispersed ownership structure.

Lerner, 2001). The entrepreneurs as well as the venture capitalist typically use their acquired wealth by investing in new projects. Obviously, this is a model that could be expected to be more conducive to start ups and new firm growth than the Swedish model where the entrepreneur often clings to the control of his start up throughout his entrepreneurial career.

Empirical observations clearly confirm this expectation. Not a single one of the 50 largest firms in Sweden in 2000 was founded after 1969 (*Figure 8*). This may be compared to the very different situation in the US in recent decades, where new and fast-growing firms are generating not just most of the jobs but also the new industries (Audretsch and Thurik, 2000). In 2002 roughly 40 percent of the 50 largest firms were founded no later than 1970.

Let us now turn to the current and likely development of the control structure in the large-firm sector. The Wallenbergs are currently waning in importance. In 1998 Investor controlled 14 large listed firms (Agnblad *et al.*, 2001). In late 2002 Investor retained a voting share exceeding 20 percent in just seven listed firms (Ericsson, Saab, WM-Data, Atlas Copco, Electrolux, Gambro and SEB) and they had a voting share of 15 percent in Scania and 17 percent in OM. Except for Investor and Industrivärden (and to a lesser extent Kinnevik) the numerous investment companies have either vanished completely through asset-stripping or been downsized through share redemption schemes or a transfer of the shares in individual companies directly to the share holders of the investment company on a *pro rata* basis. As a result, investment companies are losing in importance as control vehicles on the Swedish stock market.

The main reasons for this development has got to do with the growth and the internationalization of the stock market. In this environment investment companies do not have the capacity to expand or the flexibility that is needed in order to keep their position. There are several reasons for this. First, the shares of investment companies trade at a significant discount relative to the net portfolio value of their assets. This is no recent phenomenon. As shown in *Figure 9* Investor has always traded at a discount relative to the net value of its assets. At times this discount has been as high as 40 percent.

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<sup>32</sup> Empirical evidence of this process is given in Hellman and Puri (2002).

As long as the investment companies trade at a discount, they cannot issue new equity. Given that the overall stock market is growing, it is therefore virtually impossible for them to expand their resources in tandem with the growth of the aggregate market. Second, their control is often based on historical holdings of A-shares with great voting power. A-shares in other firms are often hard to come by, and when barred from the issuance of new equity, the best an investment company can do is to retain control of its historical holdings. Third, investment companies are not fully tax exempt; a flat tax of 1.5 percent of its net asset value at year end is levied. This tax can be avoided if the investment company pays large dividends to its shareholders, but that weakens its potential for retaining control even more.<sup>33</sup> Fourth, the companies controlled by means of a high-voting share and small capital share have suffered from low valuation. In two spectacular cases (Electrolux and SKF), this has already forced Investor to voluntarily reduce the voting rights of the A-shares from 1000 to 10 (Reiter, 2003). The only firm on the stock exchange that still has a voting share differential of 1:1000 is Ericsson.<sup>34</sup>

In many cases, and in the case of the Wallenbergs in particular, the power is tied to share holdings by a family foundation at the top of the pyramid. The family foundations are tax exempt, but as a prerequisite for tax exemption, family foundations are obligated to donate 80 percent of their dividend income to charity. This not only diminishes their financial strength, but it is also suspiciously similar to a tax – except that the foundation is able to determine how the “tax” will be used. Apart from being fully tax exempt on capital gains, family foundations are also financially strained by this obligation to, and hence they can hardly generate means to expand as rapidly as the overall stock market. Furthermore, the system generates incentive problems. When dynastic ambitions cease to serve as a sufficiently strong incentive, family foundations would no longer be able to maintain their competence as owners to the same degree as those who can freely dispose of their returns.

That globalization of asset markets generally tends to penalize owners of firms with a large wedge between control rights and cash flow rights has been observed by e.g. Giannetti and Simonov (2002) and Denis and McConnell (2003). When the playing field is levelled across

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<sup>33</sup> Effective from 2003 this tax can be largely avoided since it will not be levied on holdings where the investment company's voting share is at least 10 percent.

<sup>34</sup> In the case of Electrolux this measure reduced the voting share of the Wallenberg sphere from 94 to 25 percent. In 2002 the chairman of Ericsson established a group, consisting of representatives from the main

investors and sources of finance, the tax incentives for low dividends and financing through retained earnings go down. This spurs the valuation of firms and it once again becomes attractive to finance expansion by issuing new stock. The choice for the old owners now becomes very difficult: They either have to refrain from rapid expansion, thereby foregoing business opportunities and/or risking a takeover bid, or they have to dilute their own ownership share and control rights.

## **7 The Future Ownership Model: Obstacles and Challenges**

From the analysis in the previous two sections it is clear that the traditional Swedish ownership and control model is currently under attack. First, a progressively larger share of savings is channeled to institutions, as the result of a number of factors: a larger proportion of the pension system is funded and voluntary pensions saving schemes are greatly favored by the tax system. Second, the central government has stopped selling out its stock holding and it has emerged as the largest owner on the Stockholm stock exchange with more than 8 percent of total holdings (Uppdateras!! Christina H bör kunna fixa detta February, 2002). Third, investment companies cannot raise capital through equity issues, and hence they are doomed to decrease in relative importance over time. Fourth, institutional investors become increasingly unwilling to accept dual-class shares, thereby putting pressure on listed firms to reduce the differential between cash-flow and control rights.

In *Appendix 1* we list total assets of state and corporatist pension funds as of mid 2002. It is clear that their assets are very large relative to the total stock market; their total assets exceeded 50 percent of the total market capitalization of the Stockholm stock exchange, and given the all-encompassing pensions saving schemes, these funds are bound to increase in importance as a source of finance relative to other sources.

So what is the likely future for the Swedish ownership and control model under current circumstances? It is hard to see that any *one* model will supersede the traditional control model. Instead a number of new ownership models are likely to gain in importance at the expense of the old model:

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shareholders, that during the first half of 2003 shall work out the details on the transition from a voting right differential of 1000 to 10.

1. *Foreign ownership.* In this case Swedish firms become subsidiaries to foreign-owned firms, typically large multinationals.
2. *Dispersed ownership.* In this case the firm may have both Swedish and foreign owners, where no owners can exercise substantial control. This is likely to lead to management control.
3. *Corporatist or state pension funds as control owners.* This is a likely model in a number of cases in the future, since these funds together with the government are the largest owners on the stock exchange.
4. *Entrepreneur backed by corporatist funds or the government.* This model is a highly likely variant of model number 3. In particular, in a time of crisis for a particular firm it is easy to conceive of situations where government and corporatist money lines up with trusted individual investors or a private group.

One of the problems with the decline of the old model is that the emerging “pension-fund capitalism” presupposes that the tax system makes room for tax-efficient performance contracts that induce, entrepreneurs, portfolio managers and venture capitalists to behave as if they invested their own private money. However, the use of stock options to encourage and reward entrepreneurial behavior among employees is highly penalized by the tax system, since gains on options are taxed as wage income when the stock options are tied to employment. Thus, they are subjected both to mandatory social security (33 percent) and the marginal tax rate. Since the marginal tax rate is roughly 57 percent this entails a total tax rate of 68 percent in 2002.<sup>35</sup>

In practice, stock options can therefore not be used as a means to reward entrepreneurial behavior among wealth-constrained individuals. Neither can they be used efficiently to reward venture capitalists or portfolio managers who invest in venture capital firms. Venture capital firms can play a crucial role in the development of a small entrepreneurial venture by converting high-risk opportunities to a more acceptable risk level through portfolio diversification, and adding key competencies that the firm may be lacking. This is achieved

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<sup>35</sup> This stands in stark contrast to the US where an employee who accepts stock options can defer the tax liability to the time when the stocks were sold rather than when the options were exercised. In general, there are (i) no tax consequences to the employee upon the grant or the exercise of the option; (ii) the employee is taxed at capital gains rates when the stock acquired upon the exercise of the option is sold after a specified holding period; and (iii) there is no deduction available to the employer. This change in the law shifted the tax risk in the options back to the government, and thus accomplished two things: it increased the potential profit from the stock options and it allowed budget-constrained individuals to sell stocks whenever they chose to do so (Misher, 1984).

by means of developing arrangements that align the incentives of the three agents – investors, venture capitalists and entrepreneurs (Zider, 1998; Gompers and Lerner, 2001; Kaplan and Strömberg, 2001). However, the above described tax schedules apply to this industry as well, which means that a venture capital industry domiciled in Sweden cannot use high-powered incentives to reward investment managers.<sup>36</sup>

## 8 Conclusions

We have documented that corporate control in Sweden has been highly concentrated; even among listed companies most firms have been controlled by a single individual or a single family. At the same time economic policies have been working against private wealth accumulation. The concentrated control has been made possible by a growing disparity between control rights and cash-flow rights for the dominant owners. A number of devices have been used to achieve this, the most important of which have been dual-class shares and pyramiding with tax-favoured closed-end investment funds as the prime control vehicle.

Thus, the Swedish corporatist model shows a number of similarities with corporatist models on the European continent, but there are also traits that are unique for Sweden. First, the concentration of corporate control in Sweden became higher than in other European countries. Second, the equity on which the control is based is thinner in Sweden than in other corporatist European economies (Agnblad *et al.*, 2001). This latter trait makes the Swedish model of control especially vulnerable to the threats posed by globalization and the increasing dominance of pension funds on global stock markets.

A major threat to the Swedish model emerged in the late 1970s, when the proposals to introduce wage-earner funds gained considerable popular support. According to the most far-reaching proposals this would have led to a complete, albeit gradual, trade-union takeover of the whole Swedish business sector excepting the very smallest firms. In hindsight, the ideological battle that ensued marked the endpoint of the socialist vision that had been so important in Swedish politics for decades. Following the dismantling of the wage-earner funds, numerous market-oriented policy reforms were implemented and demands for socialization of the private sector were removed from the Social-Democratic political agenda.

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<sup>36</sup> See Henrekson and Rosenberg (2001) for a fuller exposition of this issue.

However, in the long run the new more market liberal order undermined the traditional Swedish corporate control model. Paradoxically, this might lead to a situation where a large part of the control of the private sector becomes collectivised. Since the mid 1980s politically or trade-union governed funds have grown rapidly. Their financial resources are becoming very large relative to other ownership groups. Moreover, the total international openness of the market for corporate control makes it increasingly difficult for traditional control owners to retain control based on a tenuous capital base. The loss of control will for the most part take either of two forms: sale of entire firms mostly to foreign owners and the voluntary reduction of control rights as a response to pressure from minority investors who are increasingly unwilling to accept large differentials between control and cash-flow rights.

To sum up, we have shown that the traditional Swedish ownership and control model is about to lose its dominant position and that a number of different control paths are likely to emerge. None of them is without its problems. The current quandary is not unique for Sweden, however. Similar problems characterize most of Continental Europe. A major challenge for the near future is to find new ways of ascertaining the existence of actors that can assume successfully the ownership role in the corporate sector.

Appendix 1 Assets and Domestic Stock Market Investments by State and Corporatist Pension Funds, Sweden 2001–2002.

Fund	Investments on the Swedish stock exchange Billions of SEK Dec. 30, 2001	Total assets State and corporatist funds Billions of SEK June 30, 2002
AFA Försäkring*	22.8	161.5
Alecta*	70.5	300.9
AMF Pension*	44.3	185.9
Andra AP-fonden*	23.8	124.3
Banco Fonder	8.2	
Fjärde AP-fonden*	27.8	121.8
Folksam Försäkring	7.2	
Första AP-fonden*	15.8	123.7
KP Pension och försäkring*	7.5	43.4
Länsförsäkringar	12.2	
Länsförsäkringar fonder	6.5	
Nordea fonder	44.1	
Robur fonder	74.3	
SEB fonder	41.3	
SEB-Trygg försäkring	18.6	
SHB fonder	33.0	
Sjätte AP-fonden*	8.8	15.4
Skandia	41.6	
Skandia Carlson fonder	9.0	
SPP livförsäkring	10.5	
Tredje AP-fonden*	20.5	126.6
Sjunde AP-fonden*		21.9
FSO		13.5
Total domestic funds	548.3	
Total stock market capitalization	2511.0	
Ownership share domestic funds %	21.8	
Total assets state and corporatist funds, June 30, 2002		1238.9
Investment capacity of state and corporatist funds as a share of total stock market capitalization, June 30, 2002		more than 50%

\*Denotes a state or corporatist pension fund.

Source: Sundin and Sundqvist (2002, p. 32).

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Table 1 Stylized outline of ownership policy and structure in Sweden during the post-war period.

	Phase I (1945–1985)	Phase II (1985–)
Ideological superstructure	Long-run vision of a socialist economy; Marx, Schumpeter, Wigforss.	Ambiguous combination of market liberalism, adjustment to EU and anti-capitalism.
Policy in practice	Aimed at discouraging individual wealth accumulation, stimulating institutional ownership, favoring large companies, impeding small and new firms. Strong obstacles to foreign ownership.	Deregulation and greater market orientation. Removal of obstacles to foreign ownership. Fiscal discrimination of Swedish ownership.
Resulting ownership structure	Strong increase in institutional ownership and corresponding decline in individual ownership.	Strong increase in international ownership and corresponding decline in Swedish institutional ownership.
Corporate control	“Swedish Ownership Model”	“Swedish Ownership Model”

Table 2 Effects of policy design on ownership, firm structure and financing in the business sector in the post-war period, phase I (1950–1985) and phase II (1985–).

Firm-related variables Policy area	Form of ownership						Ownership				Firms		Financing					
	Individual ownership		Institutional ownership		Foreign owner-ship		Ownership dominance		Ownership concentration		Large firms versus small firms		Stock exchange		Loans		Appropriate surplus	
	I	II	I	II	I	II	I	II	I	II	I	II	I	II	I	II	I	II
Tax policy	--	-	++	+		++	+	0	+	0	++	+	--	0	++	0	+	0
Regulation of financial markets	--	0	++	0	--	0	++	0	++	0	++	0	-	+	+-	0	00	00
Channeling of savings	--	0	++	+		0	+	0	+	0	+	0	--	++	++	0	+	0
Labor market policy	00	0	00	0		0	0	0	0	0	+	+	0	0	0	0	0	0
"Corporate law"	+	+	?	?		0	++	++	+	+	0	0	--	-	0		0	0

++ (--) strongly positive (negative) effect  
 + (-) positive (negative) effect  
 +- counteracting effects

Table 3 Effective marginal tax rates for different combinations of owners and sources of finance, 1960, 1970, 1980 and 1985 (real pre-tax rate of return 10% at actual inflation rates).

	Debt	New share issues	Retained earnings
<b>1960</b>			
Households	27.2	92.7	48.2
Tax exempt institutions	-32.2	31.4	31.2
Insurance companies	-21.7	41.6	34.0
<b>1970</b>			
Households	51.3	122.1	57.1
Tax exempt institutions	-64.8	15.9	32.7
Insurance companies	-45.1	42.4	41.2
<b>1980</b>			
Households	58.2	136.6	51.9
Tax exempt institutions	-83.4	-11.6	11.2
Insurance companies	-54.9	38.4	28.7
<b>1985</b>			
Households	46.6	112.1	64.0
Tax exempt institutions	-46.8	6.8	28.7
Insurance companies	-26.5	32.2	36.3

Note: All calculations are based on the actual asset composition in manufacturing. The following inflation rates were used: 1960: 3%, 1970: 7%, 1980: 9.4%, 1985: 5%. The calculations conform to the general framework developed by King and Fullerton (1984). The average holding period is assumed to be 10 years. A negative tax rate implies that the rate of return after tax is greater than before tax. For instance, a tax rate of -83 percent for a debt-financed investment owned by a tax-exempt institution in 1980 tells us that a real rate of return of 10 percent before tax becomes 18.3 percent after tax.

Source: Södersten (1984).

Table 4 Household net saving as a share of disposable income in Sweden, OECD and OECD Europe, 1960–89 (per cent).

	1960–69	1970–79	1980–89
<i>Sweden</i>	6.1	4.0	1.1
OECD	9.7	12.1	11.2
OECD Europe	12.0	13.6	11.6

Sources: OECD, *Historical Statistics 1960–1980* and *1960–1995*.

Table 5 The major steps in the deregulation of Swedish capital markets.

Permission for corporations and municipalities to borrow abroad	1974
Deregulation of banks' deposit rates	1978
Deregulation of interest rate on corporate bonds	1980
Deregulation of lending rates by insurance companies	1980
Banks granted permission to issue CD's	1980
Liquidity ratios for banks are abolished	1983
Deregulation of banks' lending rates	1985
Loan ceiling on bank lending lifted	1985
Marginal placement ratios for banks and insurance companies abolished	1986
Relaxation of foreign exchange controls on stock transactions	1986–88
Remaining foreign exchange controls lifted	1989
<i>Removal or annulment of:</i>	
Regulation of establishment of foreign banks' branches	1990
Regulation of foreign acquisition of shares in Swedish commercial banks, broker firms and finance companies	1990
Regulation of establishment of financial institutions other than banks	1991
The act on foreign acquisition of Swedish companies	1992
Trade permit requirement for foreigners	1992
Restrictions in the articles of associations regarding foreigners' right to acquire shares in Swedish companies	1993
The payments services act	1993

Source: Reiter (2003), Henrekson (1992) and Jonung (1994).

Table 6 Effective marginal tax rates for different combinations of owners and sources of finance, 1980, 1994 and 2001 (10% real pre-tax rate of return at actual inflation rates).

	Debt	New share issues	Retained earnings
<i>1991</i>			
Households	31.7	61.8	54.2
Tax exempt institutions	-9.4	4.0	18.7
Insurance companies	14.4	33.3	31.6
<i>1994</i>			
Households	32.0/27.0†	28.3/18.3†	36.5/26.5†
Tax exempt institutions	-14.9	21.8	21.8
Insurance companies	0.7	32.3	33.8
<i>2001</i>			
Households	29.7/24.7†	61.0/51.0†	44.1/34.1†
Tax exempt institutions	-1.4	23.6	23.6
Insurance companies	19.6	47.2	44.7

†Excluding wealth tax; the wealth tax on unlisted shares was abolished in 1992.

*Notes:* The calculations conform to the general framework developed in King and Fullerton (1984). The average holding period is assumed to be 10 years.

*Source:* Calculations provided by Jan Södersten; see Södersten (1993).

Table 7 Taxation of dividends for different owner categories according to the 2002 tax code – investment of SEK 10,000 and 10% return paid as a dividend.

	Swedish household	Swedish pension fund	Swedish foundation	Foreign investment fund
Corporate tax	280	280	280	280
Income tax	216	90	0	0
Wealth tax	120	0	0	0
Net return	384	630	720	720
Tax rate (%)	62	37	28	28

*Notes:* The household is assumed to pay full wealth tax (on 80% of the market value) on its shareholdings. An individual foreign owner has the same tax burden as a foreign investment fund in those countries where there is no wealth tax on shareholdings and where dividends are taxed at the firm level only; cf. Table 8.

Table 8 Some important aspects of the taxation of shareholders in selected industrialized countries, 2000.

No taxation of dividends at the owner level	No wealth tax	Low wealth tax/large exemptions and/or low/no taxation of dividends	No capital gains tax on long-term holdings	Capital gains tax > 0 but ≤ 20% on long-term holdings
Finland	Austria	Finland	Austria	Ireland
France	Australia*	France	Belgium	Italy
Germany	Belgium	Luxembourg	Denmark	Japan
Greece	Canada	Portugal	Germany	Luxembourg‡
Italy	Denmark	Spain	Greece	Norway
Luxembourg	Germany	Switzerland	Korea*	Poland
New Zealand*	Greece		Luxembourg	Spain
Norway	Ireland		Mexico*	U.S.A.
Spain	Italy		Netherlands	
U.K.	Japan		Poland	
	Netherlands†		Portugal	
	New Zealand		U.K.#	
	Poland			
	Portugal			
	U.K.			
	U.S.A.			

Notes: #Large exemption. †Effective as of 2001. ‡50% of the income tax rate, i.e., a maximum rate of 23%.

\*Pertains to 1999. The definition of "long-term holdings" varies between 3 months and 5 years. In some instances the situation refers to a representative case.

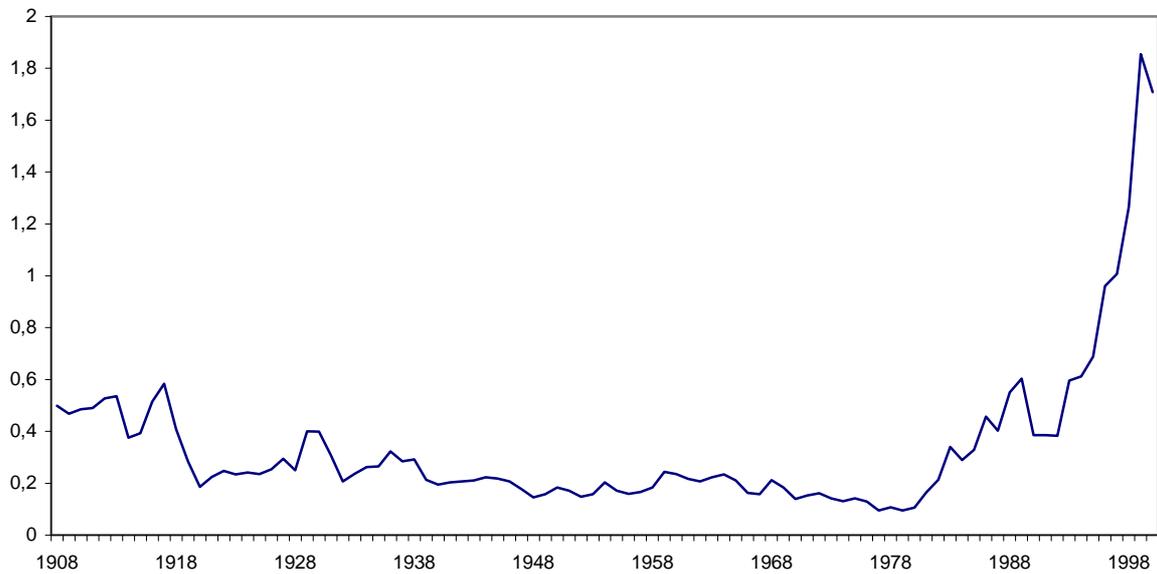
Sources: The Federation of Swedish Industries, Institutet för Utländsk Rätt and *European Tax Handbook* (published by KPMG).

Table 9 The percentage of listed companies on the Stockholm stock exchange with dual class shares, selected years 1968–1998.

Year	Share	No. of firms	Year	Share	No. of firms
1968	32	146	1986	74	217
1972	36	134	1992	87	202
1977	44	130	1998	63	304
1981	54	128			

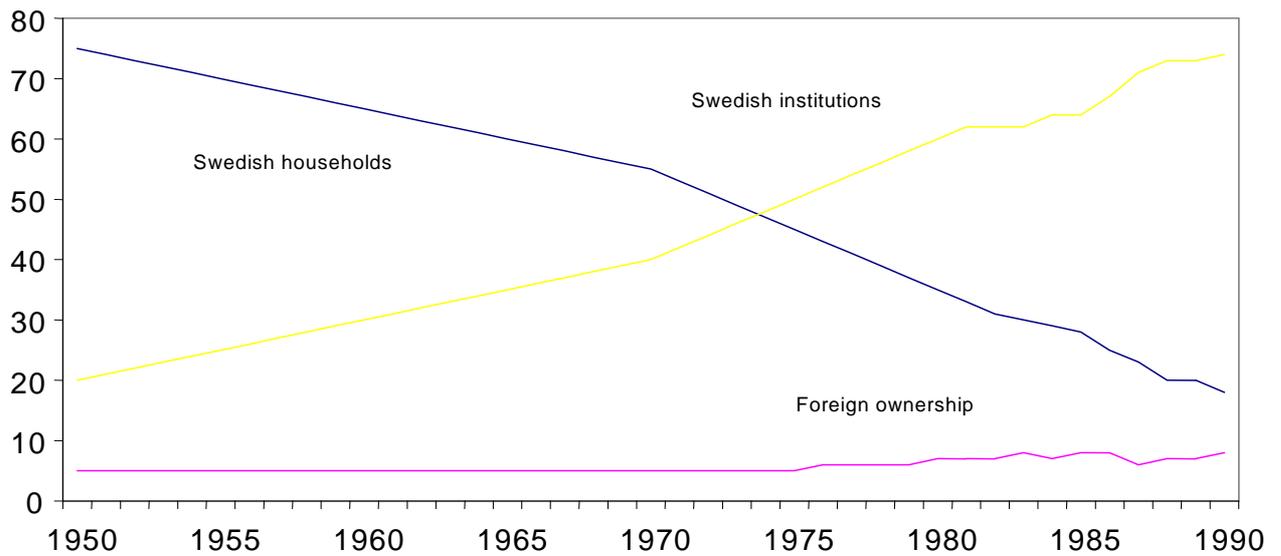
Source: Bergström and Rydqvist (1988), Isaksson and Skog (1994) and Agnblad *et al.* (2001).

Figure 1 Stock market capitalization on the Stockholm stock exchange as a share of GDP, 1908–2000.



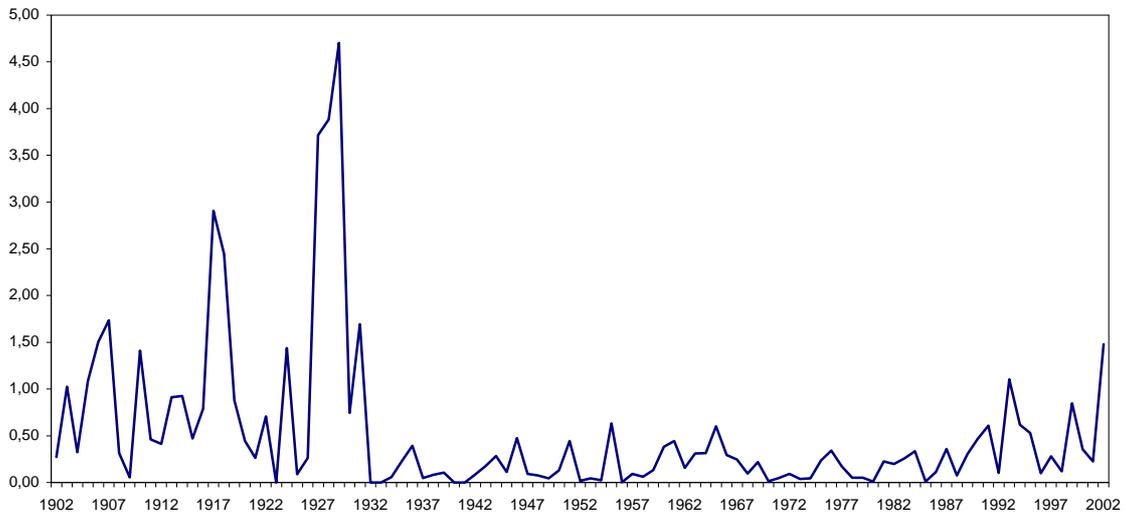
Source: Data received directly from Daniel Waldenström and Statistics Sweden.

Figure 2 The distribution of ownership of Swedish listed shares across ownership categories, 1950–1990 (per cent).



Source: Spänt (1975), Norrman and McLure (1997), and data received directly from Statistics Sweden and OM Stockholm Stock Exchange.

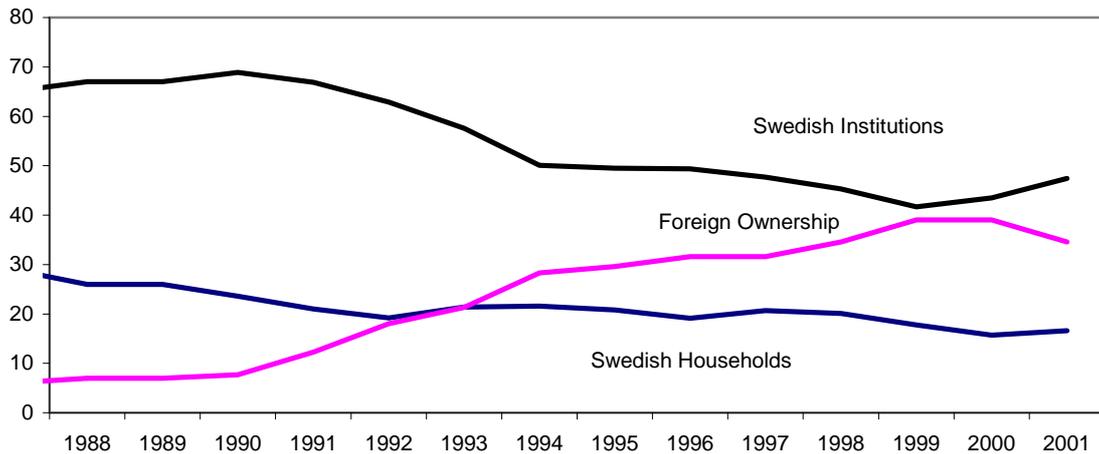
Figure 3 Total volume of new equity issues on the Stockholm stock exchange as a share of GDP, 1902–2002.



Note: Concerns the sum of new issues by already listed firms and IPOs.

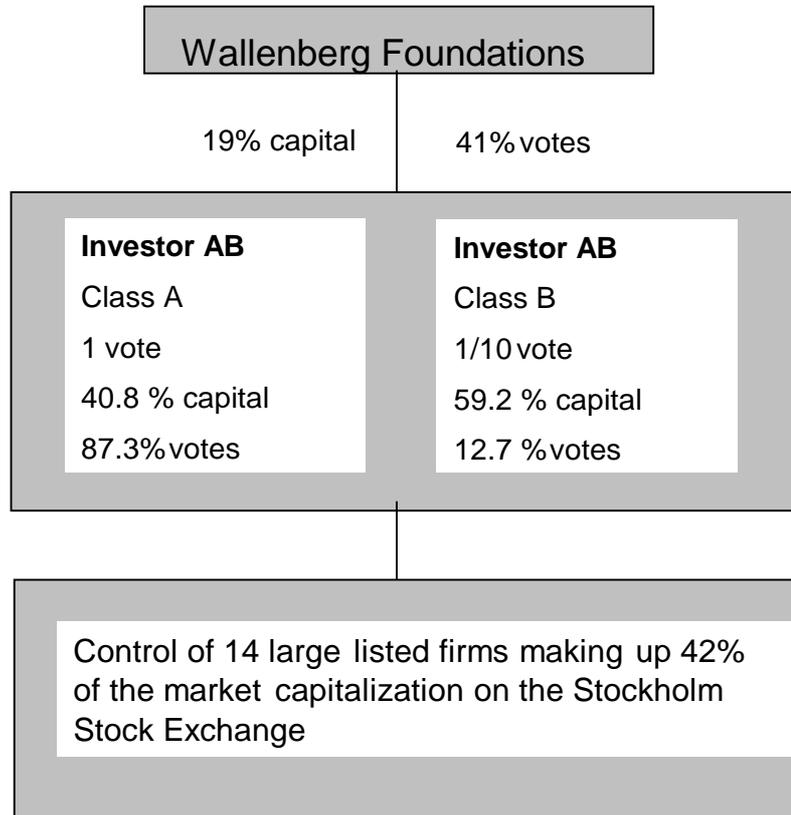
Source: Own calculations based on data from Althaimer (1988), Annual reports from the OM Stockholm Stock Exchange and Statistics Sweden.

Figure 4 Distribution of ownership of Swedish listed shares across ownership categories, 1988–2001 (per cent).



Source: Data received directly from Statistics Sweden and OM Stockholm Stock Exchange.

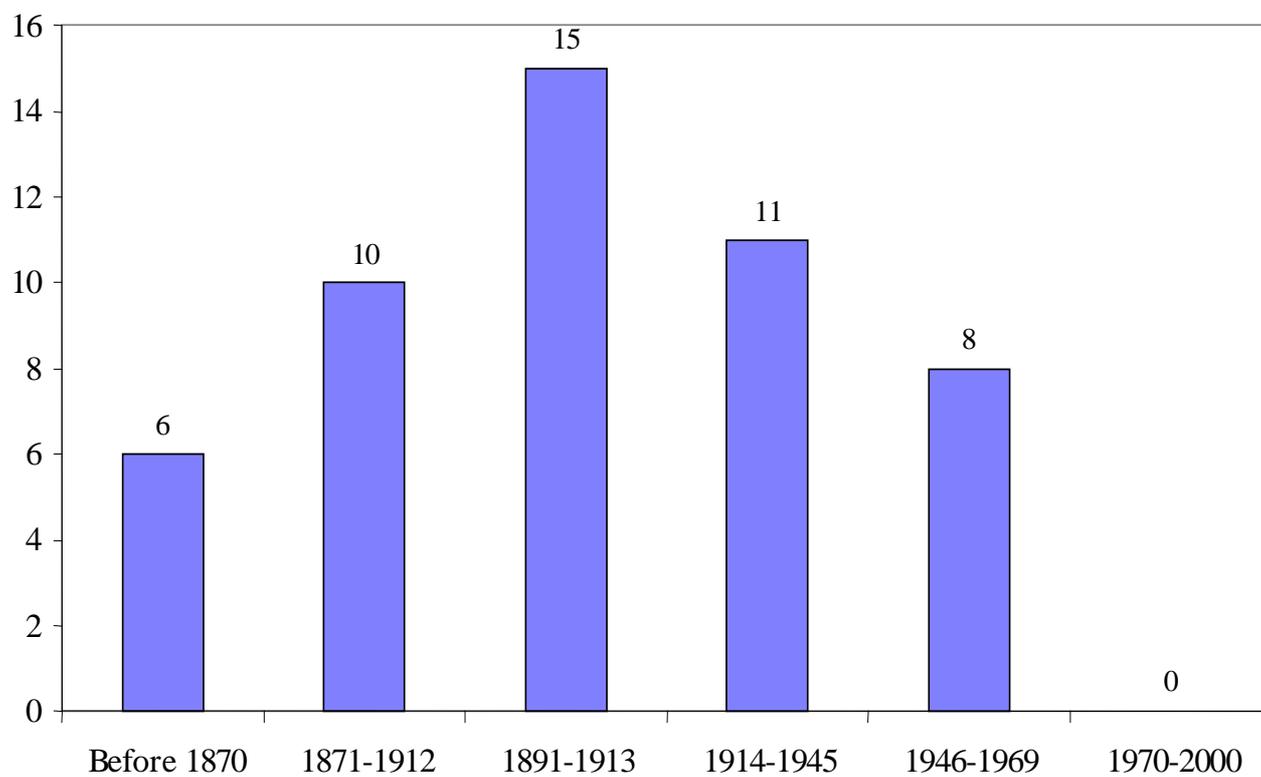
Figure 5 The Wallenberg control of Swedish firms through Investor AB, 1999.



Source: Investor AB, *Annual Report 1999*.

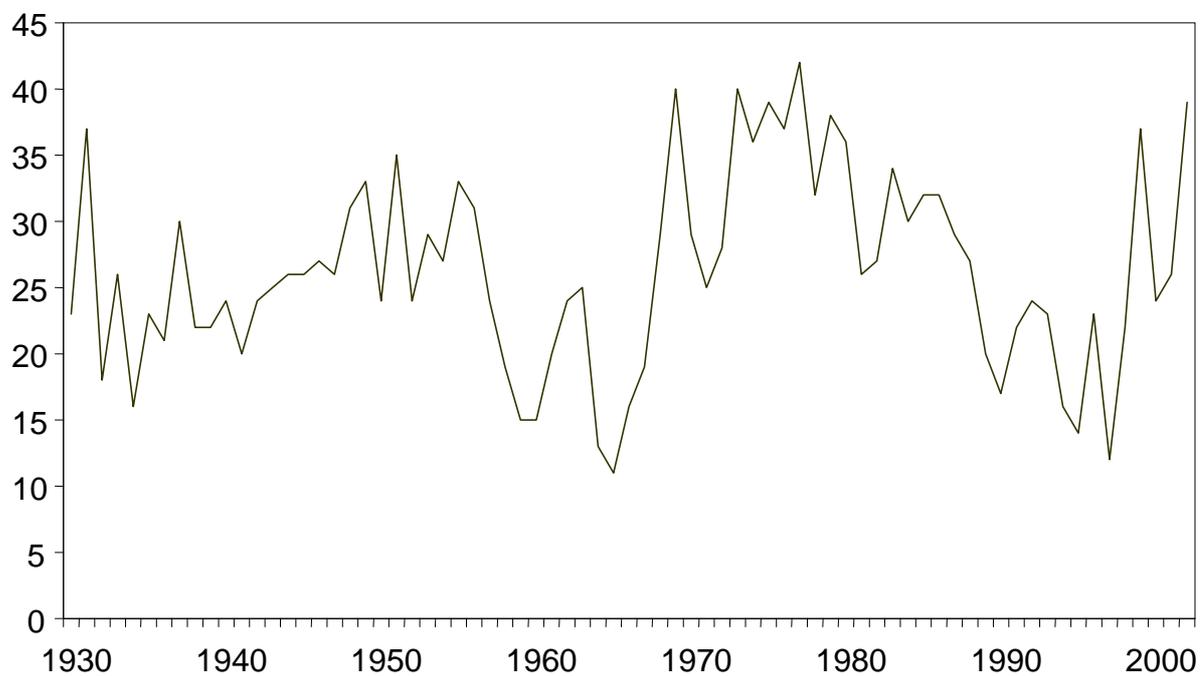
Figure 6 Sweden's 50 largest private corporations (turnover) in 2000 – period of establishment.

Number



Source: NUTEK and ALMI (2001).

Figure 7 Discount on Investor AB's share price relative to net asset value 1930–2002 (per cent).



Source: Lindgren (1994b) and Investor AB.