

## **CHARTER OF THE AUDIT COMMITTEE**

The Board of Directors of Etteplan Oyj has appointed an Audit Committee among the Directors. The Board has confirmed the central duties and operating principles of the committee in this written charter.

### **Composition of the Committee**

The committee consists of three Board members.

In the organization meeting, arranged immediately after the Annual General Meeting of Shareholders, the Board elects the members and the chairman of the Audit Committee from among the members of the Board of Directors. The committee members shall have sufficient competence and experience with respect to the committee's area of responsibility.

The majority of the Audit Committee members shall be independent of the company and at least one member shall be independent of the company's major shareholders. The CEO or other executives of the company may not be appointed to the Audit Committee.

### **Duties of the Committee**

The purpose of the Audit Committee is to assist the Board of Directors in ensuring that the Company's financial reporting and accounting principles as well as the financial statements and other financial information given by the Company complies with laws and regulations and is transparent, explicit and clear.

The Audit Committee reports regularly on its work to the Board of Directors. The Board of Directors is also responsible for and makes resolutions relating to the committee work.

The duties of the Audit Committee are

- monitoring the Group's financial and financing situation
- monitoring the Company's financial statements reporting process
- supervising the Company's financial reporting process
- monitoring the efficiency of the Company's internal control, internal audit and risk management systems
- reviewing the description of the main features of the internal control and risk management systems pertaining to the financial reporting process included in the Corporate Governance Statement of the Company
- monitoring the statutory audit of the Company's financial statements and consolidated financial statements
- assessing the independence of the auditor
- assessing the non-audit services provided by the auditor
- preparing the resolution proposal relating to the election of the auditor
- communicating with the auditor and reviewing the auditor's reports prepared for the committee

- assessing compliance with laws and regulations
- reviewing and supervising the incentive plans for the acting management of the Company as well as
- other duties separately allocated to the committee by the Board of Directors.

### **Committee meetings**

The Audit Committee convenes at regular intervals, at least four times a year before the Company's interim or half year financial reports and financial statements are published.

The chairman of the Audit Committee decides on the agenda of the meetings after discussing with the Company's management.

In addition to the members of the committee, the Company's CEO and CFO will attend the committee meetings to present the matters to be decided on or handled by the Audit Committee. The Company's CFO will act as the secretary to the committee. In addition, the Audit Committee can invite other management representatives as well the company auditor to attend its meetings, if necessary.

The Audit Committee can use external specialists and advisors, when needed.

The chairman of the Audit Committee shall present the Board of Directors with a report on each committee meeting.

### **Remuneration for committee work**

Remuneration for the committee work shall be resolved by the Annual General Meeting of Shareholders.

### **Publication of information related to the Audit Committee**

The Company shall report the composition of the committee, number of committee meetings held during the financial period and the attendance of committee members at the meetings and describes the key content of the committee's charter in its annual report and website.

The charter of Audit Committee is published in its entirety on the Company's website.