

CHARTER OF THE BOARD OF DIRECTORS OF ETTEPLAN OYJ

The Board of Directors of Etteplan Oyj has adopted this charter to govern its work as part of the corporate governance in Etteplan Oyj (the “Company”). The charter has been last amended on April 8, 2021.

The charter of the Board supplements the provisions of law and the Articles of Association of Etteplan Oyj. Information on this charter shall permit the shareholders of the Company to evaluate the operation of Board of Directors.

The Board of Directors

Composition of the Board of Directors

According to Article 4 of Etteplan Oyj’s Articles of Association, a Board of Directors comprising at least three and no more than seven members shall attend to the Company’s organization of operations. The Annual General Meeting elects the Board of Directors. The term of office of Board members ends at the conclusion of the next Annual General Meeting following their election.

According to Article 8 of the Articles of Association, the Annual General Meeting shall decide on the number of Board members and the remuneration of Board members, and shall elect the Board members.

Chairman and the vice chairman of the Board of Directors

At its organization meeting held after the Annual General Meeting, the Board of Directors elects a chairman and, if needed, a vice chairman from amongst its members for a term lasting until the conclusion of the next Annual General Meeting. If no vice chairman is elected and the chairman of the Board of Directors is prevented from carrying out his/her tasks, the chairman of the Board will nominate or the Board of Directors will elect one of its members to carry out the chairman’s tasks. The Company’s CEO cannot serve as the chairman or vice chairman of the Board of Directors.

The tasks of the chairman of the Board of Directors include ensuring that the Board of Directors convenes when necessary, chairing discussions at Board meetings, seeing to it that minutes are kept and duly signed.

Competence and independence of Board members

When composing the Board of Directors the requirements on the size, market position and business industry of the Company should be duly reflected. Etteplan elects to its Board of Directors persons who have versatile and different know-how on various industries so that the professional profiles of the members complete each other. A member of the Board must possess the competence and educational background required by the task and the possibility to allocate sufficient time for the task. The composition of the Board aims to ensure that it has extensive know-how on the essential strategic focus areas of the Company. In addition, the aim is to ensure that the Board will consist of both genders.

The majority of the Directors shall be independent of the Company. In addition, at least two of the Directors representing this majority shall be independent of significant shareholders of the Company. The Board shall evaluate annually the independence of the Directors and report which of them are independent of the Company and which are independent of significant shareholders.

Board members must provide the Board of Directors with sufficient information for evaluating their competence and independence and report any changes in said information. Board members do not represent the parties that proposed them for Board membership or any other parties belonging to their sphere of interest.

Committees within the Board of Directors

The Board of Directors of Etteplan Oyj has appointed an Audit Committee and a Nomination and Remuneration Committee among the Directors. The Board has confirmed the central duties and operating principles of the committees in written charters that are published in its entirety on the Company's website.

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 comply with laws and regulations and are transparent, explicit and clear. The duties of the Audit Committee are monitoring the Group's financial and financing situation, the Company's financial statements reporting process, the efficiency of the Company's internal control, internal audit and risk management systems as well as the statutory audit of the Company's financial statements and consolidated financial statements. The Committee further supervises the Company's financial reporting process and assesses the independence of the auditor and the non-audit services provided by the auditor and that the Company complies with laws and regulations. The Audit Committee reviews 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 and prepares the resolution proposal relating to the election of the auditor. The Board of Directors may also allocate other duties to the Committee.

The Committee consists of three members of the Board of Directors. It convenes on a regular basis at least four times a year before the Company's interim or half year financial reports and financial statements are published. The Committee chairman provides the Board with the proposals made by the Committee.

The task of the Nomination and Remuneration Committee is to assist the Board of Directors in matters related to the appointment and compensation of the Company's CEO and other executives. In addition, the Committee prepares for the Annual General Meeting a proposal on the number of Board members, Board composition and Board member compensation. The Committee also recommends, prepares and proposes to the Board the CEO's and the deputy CEO's nomination, salary and compensation, and further evaluates and provides the Board and the CEO with recommendations concerning management and employees rewards and compensation systems. In addition, the Nomination and Remuneration Committee pre-

pares the remuneration policy and remuneration report for the Company's governing bodies.

The Committee consists of three Board members. It convenes on a regular basis at least once a year. The Committee chairman provides the Board with the proposals made by the Committee. The Nomination and Remuneration Committee reports regularly on its work to the Board.

Duties of the Board of Directors

The Board of Directors attends to the Company's administration and the due organization of operations. The Board's responsibilities include the duties specified for it in the Companies Act and the Articles of Association.

The Board's main duties include confirming the Company's strategy and budget, deciding on financing agreements and the purchase and sale of major asset items. The Board monitors the Company's financial performance by means of monthly reports drafted by management and other information supplied by management.

The duties of the Board of Directors include, but are not limited to:

- laying down instructions and rules concerning the due organization of administration and operations of the Company,
- supervising the book-keeping of the Company and controlling of the Company's financial matters,
- reviewing and approving interim reports and financial statement,
- approving the budget,
- confirming the long-term strategy,
- taking on responsibility for the Company's operations, result and development,
- appointing and discharging the CEO and possible deputy CEO as well as supervising the CEO's activities,
- approving changes in Company's structure,
- confirming the Company's organization based on the CEO's proposal,
- appointing and discharging the directors who serve directly under the CEO based on CEO's proposal,
- approving the principles for salaries and other benefits paid to personnel,
- preparing the matters to be discussed at the General Meeting,
- executing the decisions of the General Meeting,
- deciding on matters that are unusual or of far-reaching consequence in light of the scope and quality of the Company's operations and the framework of its field of business,
- deciding on acquisitions and property deals, strategically important business expansions and equity investments,
- deciding on the development of investments and significant individual investments,
- approving the risk management principles,
- ensuring the proper operation of supervision of the management system
- representing the Company,
- granting procuration authority on the basis of the Articles of Association,

- taking on responsibility for and responding to claims for damage as well as deciding on instituting damage claim proceedings,
- attending to all such tasks that have not been set for the other corporate bodies in the Companies Act or the Articles of Association.

Regularly scheduled Board meetings

The Board of Directors meets as often as appropriate fulfillment of its obligations requires.

The Board shall hold the following regularly scheduled meetings each year:

1) Financial statement meeting

At the financial statement meeting held after the end of the financial period, the Board of Directors reviews and approves the Group's and parent company's financial statements, consolidated financial statements and review of the Board of Directors.

2) Organization meeting

At its organization meeting held immediately after the Annual General Meeting, the Board of Directors elects a chairman and, if needed, a vice chairman from amongst its members for a term lasting until the conclusion of the next Annual General Meeting.

The Board elects the members of the Audit Committee and the Nomination and Remuneration Committee from among the members of the Board.

3) Interim report meetings

The Board reviews and approves interim reports (1-3, 1-6 and 1-9) upon their completion.

4) Budget meeting

The Board reviews and approves the Group's budget for the next financial period.

5) Publication of financial results and the Annual General Meeting

At a meeting held before the conclusion of the present financial period, the Board of Directors confirms the dates on which financial statement release and interim reports will be published during the next financial period and the date on which the Annual General Meeting will be held.

Other matters that are part of the Board of Directors' tasks shall be handled at the meetings when necessary.

Meeting with the auditor

A summary of the Group's audit report is compiled for the Board of Directors. Also, the auditors of all Group companies report separately to the management of each company within the Group. The auditor attends at least one meeting of the Board of Directors in the relevant financial year.

Participation in General Meetings

The chairman of the Board of Directors and the members of the Board and its Committees as well as the CEO shall attend the General Meeting. The presence is necessary in particular for the purpose of ensuring the interaction between the company's shareholders and the Board of Directors, as well as the right of shareholders to ask questions. A person proposed as a member of the Board of Directors shall be present at the Annual General Meeting deciding on his/her election.

Confidentiality and due diligence

The members of the Board of Directors are bound by among others the general regulations concerning business and company secrets, as well as obligations relating to insider regulations.

All documents and other information pertaining to the work of the Board of Directors are confidential, unless otherwise decided.

As the members of the Board of Directors handle, in line with the set procedures, confidential information on the Company outside the Company's business location, Board members are obligated to exercise greater diligence in handling all information. Both technical means (such as protecting the computers Board members use with personal user names and passwords, virus protection software and firewalls) and accepted practices (such as prohibiting unnecessary archiving, complying with a "clean desk" policy and deleting or disposing of information in a secure manner) are used to ensure information security.

In all their activities and decision-making, the Board of Directors and its individual members must act diligently and in accordance with the Company's and all its shareholders' interest. Board members are required to exercise objective diligence. Diligence is defined as the level of prudence that could objectively be expected of a person in a similar position during the situation in question.

A Board member is obligated to compensate for any damage he/she has caused the Company either intentionally or through negligence.

Board meetings

Convening meetings

The Board determines annually the dates and venues of its meetings during the year in question. Extraordinary Board meetings are convened by the chairman of the Board of Directors or the CEO.

Board meetings may be held in the Company's domicile in Espoo or in some other location set by either the Board of Directors or the person convening the meeting. Telephone and e-mail meetings can also be held, if necessary.

Invitations to Board meetings are sent to all Board members in whichever manner is the most appropriate, either by e-mail or telephone at the latest seven days prior to the meeting. The invitation specifies the items that will be discussed at the meeting (the agenda). Material concerning the items on the agenda is sent to the Board members in good time before the meeting so that they can become thoroughly acquainted with the issues at hand and thus make informed decisions. Board members also have the right to contact the Company's employees or its experts to get more in-depth information, if they so wish.

Quorum

For the Board of Directors to have a quorum, the invitation to the meeting must have been sent appropriately to all Board members. If the invitation has not been sent appropriately, this oversight may be disregarded if all the Board members are present at the meeting or the absent Board members approve the decisions after the fact by, for example, signing the minutes.

Right to attend, speak, submit motions and vote

In addition to the Board members, the Company's CEO, and, when matters arise that are related to the performance of his/her duties, the auditor have the right to attend and speak at Board meetings; in addition, the Board of Directors may invite other persons to the meeting and grant them the right to speak.

Board members and the CEO have the right to submit motions.

Only such Board members who are present at the meeting and who are impartial have the right to vote. A Board member is not impartial in the discussion about any agreement between himself/herself and the Company. Neither may he/she take part in the discussion of any matter that concerns an agreement between the Company and a third party, where he/she is likely to have a substantial interest in the matter and when this might be at odds with the interests of the Company.

Handling matters at the meetings

At the Board meetings, the chairman of the Board chairs the meeting.

The Board of Directors deliberates on the items on the agenda. The items are presented by the chairman of the Board, the CEO or some other person who participated in the preparations of the matter at hand and was invited to attend by the Board of Directors.

Items that are not on the agenda may be tabled on the initiative of a Board member or the CEO. Decisions on other matters may be taken only if all the Board members are present or if the absent Board members approve the decisions after the fact by, for example, signing the minutes.

Decision-making

The Board of Directors shall seek to make unanimous decisions. In the event of disputes, matters are decided on by voting. The decision of the Board of Directors shall be the view of the majority of the Board members present. In the event of a tie, the chairman has the casting vote. However, if there is a tie in the election of the chairman, the result shall be decided by drawing lots.

Minutes

Minutes shall be kept at the meetings. The minutes shall be sequentially numbered during each financial period.

The minutes must indicate the time and place of the meeting and list present and absent members of the Board, the decisions of the meeting and possible votes taken.

The minutes of the Board meetings shall be kept by a Company's employee who has been appointed as secretary by the Board.

The minutes shall be scrutinized and approved, either by being signed by all the Board members present at the meeting or by being confirmed with the signatures of the chairman of the meeting and the secretary.

Evaluation of the performance

The Nomination and Remuneration Committee will evaluate the CEO's performance and propose the CEO's remuneration level based on this evaluation. The independent members of the Board of Directors will discuss the report by the Nomination and Remuneration Committee in order to ensure that the CEO continuously represents adequate leadership for the Company. The chairman of the Board will communicate the findings of the members of Board of Directors to the CEO.

The Board of Directors assesses annually its own activities and work practices. The Board specifies the criteria to be used in the assessment, which is carried out as internal self-evaluation. The results of these activities are handled by the Board and the targets for development are decided.

Corporate communications

As a general rule, the CEO speaks on behalf of the Company. On the order of the CEO other representatives of the senior management may also speak on behalf of the Company. Comments and other statements from the entire Board of Directors will generally be made by the chairman. The chairman speaks on behalf of the Company on issues concerning the ownership structure of the Company, major strategic issues or issues relating to the CEO.

Other regulations concerning the activities of the Board of Directors

In all of its activities, the Board of Directors complies with laws, regulations and official decisions, the regulations of the Financial Supervision Authority, the rules and

recommendations of NASDAQ Helsinki Ltd and the Finnish Corporate Governance Code published by the Securities Market Association.

Board charter evaluation

The Nomination and Remuneration Committee and the Board will periodically review and reassess the adequacy of this charter.

Publication of the charter

The charter of the Board of Directors shall be published in full on the Company's website and the key sections shall be summarized in the Company's annual report.