

Kamux Corporation

Approved on: 27 April 2017
Updated on: 17 June 2020
Updated on: 23 October 2023
Updated on: 16 May 2024
Approved by: Board of Directors

Rules of procedure of the Board of Directors of Kamux Corporation

1. General

The company's Board of Directors shall act in accordance with Kamux Corporation's (hereinafter referred to as "the company" or "Kamux") Articles of Association and applicable legislation. Board activities are governed, in particular, by the Limited Liability Companies Act (624/2006, including amendments), the Securities Markets Act (746/2012, including amendments), the Market Abuse Regulation (EU) No 596/2014, regulations, guidelines and recommendations issued by authorities and Nasdaq Helsinki, and the Finnish Corporate Governance Code approved by the Securities Market Association (hereinafter referred to as the "Corporate Governance Code").

2. Composition and election of the Board of Directors

According to the Articles of Association, the Board of Directors shall be comprised of a minimum of four (4) and maximum of eight (8) members. The term of a Board member begins from the Annual General Meeting at which they are elected and ends at the closing of the following Annual General Meeting.

Each member elected to the Board shall possess the qualifications necessary in view of the position and shall have an adequate amount of time to carry out their duties. A majority of the Board members shall be independent of the company, with at least two of these members also being independent of the key shareholders of the company, to the extent of independence defined in the Corporate Governance Code. Women and men must be represented on the board as required by the Corporate Governance Code and the board's diversity policy.

Kamux Shareholders' Nomination Board defines the principles of board diversity and prepares and presents to the Annual General Meeting (and, if necessary, to the Extraordinary General Meeting) proposals on the composition of the Board of Directors (number of members and persons) and remuneration in accordance with the Remuneration Policy for the Governing Bodies of Kamux. In addition, the Nomination Board's duty is to look for successor candidates for the Board Members and to prepare the Board of Directors' principles regarding diversity.

Persons nominated for Board membership for the first time shall be present at the General Meeting deciding on their election unless there are compelling reasons for their absence.

3. Duties of the Board of Directors

As stated in the Limited Liability Companies Act, the Board of Directors shall see to the administration of the company and the appropriate organisation of its operations. The Board of Directors shall be responsible for the appropriate arrangement of the control of the company accounts and finances.

The purpose of the Board of Directors is to promote the interests of the company and all its shareholders. Board members shall not represent any party in the company which has nominated them as members. The Board of Directors and CEO shall manage the company professionally and in accordance with sound and prudent business principles.

The Board of Directors deals with matters that are far-reaching and important in principle to the operations of the company and its subsidiaries.

The Board of Directors may establish committees (for example, an Audit Committee and a Remuneration Committee) to prepare tasks for which it is responsible, if the scope of the company operations or the effective performance of the Board's tasks so requires. The committees do not hold independent decision-making powers, but the Board of Directors makes decisions collectively on the basis of the preparatory work of the committees. The need to establish committees is assessed annually in connection with the Board's self-assessment.

The duties of the Board of Directors include:

- strengthening the business strategy;
 - preparing of the Board of Directors' report, financial statements and interim reports;
 - ensuring the appropriate arrangement and control of accounts and finances;
 - monitoring and evaluating the verification of reporting on sustainability issues;
 - preparing proposals to be addressed to a General Meeting and convening a General Meeting, including defining the company's dividend policy and preparing a proposal to be addressed to a General Meeting on the amount of dividend to be paid;
 - approving the principles of risk management, internal audit and internal supervision and controlling their functioning, and addressing key risks;
 - approving the annual business plan and budget, and supervision of their implementation;
 - appointing the CEO and deciding on the terms of their service in accordance with the
 - company's Remuneration Policy for the Governing Bodies;
 - deciding on the company structure and ensuring and supervising the organisational structure and the functioning of the management system;
 - deciding on the appointment and remuneration of the members of the company's Management Team;
 - deciding on the main principles of remuneration and incentive schemes for other personnel;
 - ensuring that the company has values to be respected in the operations of all Group companies;
 - deciding on strategically or financially major corporate acquisitions, corporate transactions and investments;
 - approving the company's main operating policies;
 - defining the principles for monitoring and assessing actions between the company and its related parties and deciding on unconventional related party transactions;
 - deciding on other than small donations;
 - annual processing of the company's report on the administrative and control system;
- and
- deciding on other matters that fall within the purview of the Board provided for in the Limited Liability Companies Act or elsewhere.

The Board of Directors shall comply with Nasdaq Helsinki's Guidelines for Insiders and is obligated to act in accordance with said Guidelines as well as with the company's own insider and trading guidelines. Furthermore, each Board member shall keep confidential all information they receive during their term as a Board member concerning the company or other related matter.

The Board of Directors shall comply with Nasdaq Helsinki's Guidelines for Insiders and is obligated to act in accordance with said Guidelines as well as with the company's own insider and trading guidelines. Furthermore, each Board member shall keep confidential all information they receive during their term as a Board member concerning the company or other related matter.

4. Duties of the Chairperson of the Board

The General Meeting shall appoint a Chairperson and Vice Chairperson of the Board for a term of one year at a time.

The duties of the Chairperson of the Board include:

- convening Board meetings;
- approving the Board meeting agenda prepared by the CEO;
- ensuring that minutes are kept for each Board meeting;
- maintaining contact with both the CEO and the Board members between meetings, as needed; and
- ensuring that these rules of procedure are observed in all Board activities.

5. Decision-making procedure of the Board of Directors

The Board of Directors shall have a quorum when over half of its members are present and accounted for. Decisions shall be made with a majority vote. In the event of a tie, the Chairperson of the Board shall have the casting vote.

As stated in the Limited Liability Companies Act, a member of the Board of Directors shall be disqualified from the consideration of a matter pertaining to a contract between the Member and the company. A member shall likewise be disqualified from the consideration of a matter pertaining to a contract between the company and a third party, if the member is to derive an essential benefit in the matter and that benefit may be contrary to the interests of the company. A Board member shall always consider recusing themselves from any situation that could be objectively seen as involving a conflict of interests, but always taking into consideration the Board member's obligation to take a stand on company matters and ensure that the company's interests are served.

6. Meetings of the Board of Directors

The Board of Directors decides on matters in its purview at a meeting of the Board of Directors. A meeting of the Board of Directors may also be held using telephones or other means of communication if the urgency of the matter or other similar reason so requires.

The Board of Directors meets according to a prescribed schedule, normally once a month (except for July), and, if necessary, arranges additional meetings. Board meetings are also held, if necessary, in connection with gaining an acquaintance with the company's various locations, both in Finland and abroad. Each year, at least one Board strategy meeting shall be held in order to, among other things, adopt the company's long-term strategic objectives.

Board meeting invitations and important meeting materials shall be delivered to the Board members a week before the meeting. Minutes of the Board meetings shall be kept, and they shall be verified by all members of the Board present at the meeting and the meeting secretary appointed by the Board. The minutes shall be approved at the next meeting of the Board of Directors and signed by the Chairperson and the Secretary and by the Vice-Chairperson or, in his/her absence, by another member appointed by the Board. The minutes of resolutions taken without summoning shall be signed by all the members who took part in the decision. The minutes shall be consecutively numbered on a calendar-year basis and archived as required by regulations with their appendices. Minutes of meetings are drawn up in Finnish or English, in the official working language of the Board at the time.

Unless the Board of Directors decides otherwise, the CEO and the CFO regularly attend the Board of Directors' meetings. The Board of Directors' meeting is also attended by the Secretary of the Board of Directors and, where appropriate, by any other person whose presence is necessary for the matter under discussion.

The CEO is primarily responsible for the preparation of matters to be discussed by the Board of Directors. The CEO is also responsible for ensuring that the Board of Directors has access to sufficient information needed to assess the operations, financial standing and other matters of the company and its subsidiaries under discussion. Matters to be discussed by the Board of Directors shall be presented by the CEO or by another person familiar with the matter when requested by the CEO. During the year, the Board shall seek to reserve an opportunity for each member of the Management Team to present matters within their own sphere of responsibility. Where possible, presentations shall be submitted in writing.

The Board shall communicate the number of Board meetings held during the financial year as well as the average attendance of Board members at Board meetings as required by the Corporate Governance Code.

7. Assessing the activities and independence of the Board of Directors

The Board of Directors shall assess its activities annually in the form of a self- assessment. If necessary, the Board of Directors may also decide to commission an external assessment of the activities. The purpose of the assessment is to find out how the activities of the Board of Directors has been carried out as well as to serve as the basis for assessing Board work methods, composition and the election of any new members. In addition, the Board of Directors shall assess annually the independence of its members in relation to the company and its significant shareholders.

8. Remuneration of the Board of Directors

The remuneration of Board members is decided upon at the General Meeting. The Board of Directors' remuneration proposal is prepared by the Shareholders' Nomination Board in accordance with the Remuneration Policy for the Governing Bodies. The Board's remuneration is reported in the annually published remuneration report of the company and on the company's website as required by the Corporate Governance Code.