

Corporate Governance Statement

Introduction

Wetteri Plc (“Wetteri Plc”, “Wetteri” or “the Company”) is a Finnish public limited company whose shares are traded on the stock exchange maintained by Nasdaq Helsinki Ltd under the trading symbol WETTERI. In its governance, Wetteri complies with the Finnish Limited Liability Companies Act, the rules and guidelines issued by Nasdaq Helsinki Ltd, other regulations applicable to Finnish public limited companies, and the articles of association of the Company and its subsidiaries. The Company complies with the Corporate Governance Code 2025 (the “Governance Code”) issued by the Finnish Securities Market Association. The Governance Code is available on the association’s website at www.cgfinland.fi/en.

For part of 2025, Wetteri deviated from Recommendation 15 of the Governance Code concerning the number of members of the Audit Committee, and from Recommendation 17 concerning the composition of the Remuneration Committee. Further details on these deviations and their justifications are provided in sections [Audit Committee](#) and [Remuneration Committee](#).

Wetteri provides a Corporate Governance Statement separately from its 2025 Board of Directors’ report.

Descriptions concerning governance

Wetteri’s governing bodies are the General Meeting, the Board of Directors and the CEO. Wetteri does not have a supervisory board. The highest decision-making power is exercised by Wetteri’s shareholders at the General Meeting.

The Board of Directors and the CEO are responsible for the management of the Company and the Group. The CEO is responsible for the day-to-day management of the Company in accordance with the instructions and guidelines issued by the Board of Directors. The CEO is assisted in their role by the Management Team.

The Board has two committees: the Audit Committee and the Remuneration Committee. The committees assist the Board in its duties.

The Extraordinary General Meeting on 9 December 2022 decided to establish the Shareholders’ Nomination Committee, which consists of the Company’s three largest shareholders, who are each entitled to appoint one member to the Nomination Committee.

The General Meeting also elects an auditor who acts as the Company’s auditor for its financial statements and governance.

GENERAL MEETING

The General Meeting is Wetteri’s highest decision-making body. According to the Articles of Association, the General Meeting must decide on the following matters:

- The adoption of the income statement and the balance sheet
- The measures warranted by the profit or loss shown in the adopted balance sheet
- The granting of discharge from liability to the members of the Board of Directors and the CEO
- The remuneration of the members of the Board of Directors and the basis for the reimbursement of travel expenses
- The number of Board members
- The election of the members of the Board
- The election of the auditor and, if necessary, their deputy.

The Annual General Meeting must be held annually on a date determined by the Board of Directors within six (6) months of the end of the financial year. The notice of the Annual General Meeting is published on the company’s website no earlier than two (2) months before the last registration date specified in the notice of the Annual General Meeting and no later than three (3) weeks before the Annual General Meeting. In addition, the Board of Directors may, at its discretion, publish information about the General Meeting in one or more national newspapers or by sending information about the General Meeting as a registered letter or in an otherwise verifiable manner to an address listed for the shareholder in the share register.

WETTERI

The Shareholders' Nomination Committee prepares a proposal to the General Meeting concerning the members of the Board of Directors and the number of Board members and their remuneration, and this proposal is presented in the notice of the General Meeting.

The Remuneration Committee prepares the remuneration policy and remuneration report for the General Meeting and is responsible for presenting them to the General Meeting.

Any shareholders' proposals (from shareholders holding at least 10% of the votes provided by the shares) concerning the composition and remuneration of the Board of Directors and the election of the auditors are included in the notice of the General Meeting. Proposals received after the notice are published separately on the Company's website. Information about all proposed members of the Board of Directors is presented on the Company's website. Matters proposed by shareholders to the Board of Directors for consideration by the Annual General Meeting within the time limit stated on the Company's website are also included in the agenda and notice of the Annual General Meeting. The Board of Directors prepares a proposal for a decision on the matter to the Annual General Meeting.

An Extraordinary General Meeting must be held at the request of shareholders whose combined holding represents at least 10% of the Company's shares for the purpose of addressing a specified matter.

The Chair of the Board, the members of the Board of Directors and the CEO are present at the General Meeting. The persons who are nominated as members of the Board of Directors are present at the General Meeting that decides on the election. The auditor is present at the Annual General Meeting. The Shareholders' Nomination Committee and the Remuneration Committee must present their proposals to the General Meeting and, where necessary, respond to questions concerning them.

The minutes of the General Meeting must be made available on the Company's website, in accordance with the Finnish Limited Liability Companies Act, within two (2) weeks of the meeting. The General Meeting documents, namely the notice of the meeting, the proposals published by the Company, and the minutes of the General Meeting including the voting results and relevant appendices, must be made available on the Company's website. The Company's remuneration policy and annual remuneration report must also be made available to the public on the Company's website. The annual remuneration report must be kept available to the public for at least ten (10) years.

COMPOSITION AND OPERATIONS OF THE BOARD OF DIRECTORS

The role of the Board of Directors is to promote the interests of the company and all its shareholders. According to the Articles of Association, the term of office of the members of the Board of Directors begins at the General Meeting at which they are elected and ends at the close of the next Annual General Meeting. According to the Articles of Association, the Board of Directors consists of at least three (3) and no more than nine (9) ordinary members. The Board elects a Chair from among its members. The majority of the members of the Board of Directors must be independent of the Company, and at least two members must be independent of the Company's significant shareholders (a holding of 10% is considered a significant shareholding).

The Shareholders' Nomination Committee is responsible for preparing proposals concerning the members of the Board of Directors and their remuneration to the Annual General Meeting and for identifying possible successors of the Board members. Persons elected to the Board of Directors must have the qualifications required for the position and the opportunity to devote sufficient time to their duties. As a collective, the Board of Directors must have sufficient expertise and competence, particularly in the following areas:

- Matters related to the Company's industry and business operations
- The management of a listed company of a similar size
- Group management and financial administration

- Strategy, mergers and acquisitions
- Internal control and risk management
- Good governance
- Corporate responsibility and sustainability reporting requirements.

Diversity is taken into account in the selection of Board members and in succession planning, and the Shareholders' Nomination Committee is responsible for contributing to the development of the Company's principles on Board diversity. Board diversity is regarded as a success factor that enables the achievement of strategic targets, and it is assessed from multiple perspectives. The Shareholders' Nomination Committee must ensure that the Board of Directors as a whole, and its members individually, have the expertise, skills and experience required to perform their duties. Both genders must be represented on the Board. The Board of Directors elected by the Annual General Meeting on 20 May 2025 consisted of four (4) male members and one (1) female member. Male members accounted for 80% and female members for 20% of the Board.

The Board assesses its performance annually. The results of the assessment are taken into account in the preparation of the proposal for the composition of the new Board of Directors.

The Annual General Meeting decided on 20 May 2025 that each member of the company's Board of Directors would be paid a fee of EUR 3,000 per month, and that the Chair of the Board would be paid a fee of EUR 5,500 per month. No separate meeting fees will be paid. By decision of the AGM, the Chairs of committee meetings will be paid a fee of EUR 500 per meeting, and the members of the committees will be paid a fee of EUR 300 per meeting.

Members of the Board of Directors

The Annual General Meeting on 20 May 2025 confirmed the number of members of the Board of Directors as five (5). Martti Haapala, Mikael Malmsten, Satu Mehtälä, Hannu Pärssinen and Aarne Simula were elected as members of the Board. At its inaugural meeting held after the Annual General Meeting on 20 May 2025, the Board of Directors elected Hannu Pärssinen as its Chair.



Hannu Pärssinen

Year of birth: 1960, male
Education: Business college graduate
Main occupation: Board professional
Shareholding: Hannu Pärssinen and his related parties held 10,000 shares in Wetteri Plc on 31 December 2025

Chair of the Board of Wetteri Plc since 31 January 2025, member of the Board, Chair of the Remuneration Committee and member of the Audit Committee since 9 December 2022.

Independent of the company. Independent of major shareholders.

Key work experience:

- Oy Ford Ab, CEO 2005–2020
- Continental Rengas Oy, CEO 2000–2005, Sales Manager 1994–2000
- Ford of Europe, Marketing 1993
- Oy Ford Ab, Aftersales Service, Marketing and Sales 1983–1994

Current positions of trust:

- Chair of the Board of Wetteri Plc since 31 January 2025, Board member, Chair of the Remuneration Committee and member of the Audit Committee since 9 December 2022



Satu Mehtälä

Year of birth: 1960, female
Education: Master of Science (Economics and Business Administration)
Main occupation: Board professional, Boardman Oy, Partner
Shareholding: Satu Mehtälä and her related parties held 111,234 shares in Wetteri Plc on 31 December 2025

Wetteri Plc, Member of the Board, Chair of the Audit Committee since 9 December 2022, Vice Chair of the Board since 31 January 2025

Independent of the company. Independent of major shareholders.

Key work experience:

- Boardman Oy, Partner since 2013
- Finnish Textile and Fashion, CEO 2008–2013
- Ilmarinen Mutual Pension Insurance Company, CCO 2001–2008
- YIT Plc, Vice President, CCO and Investor Relations 1999–2001
- ZAO Lentek, CFO 1994–1999
- Lieto Savings Bank and SKOP Corporate Bank, Corporate Financing Manager 1988–1992

Current positions of trust:

- Wetteri Plc, Vice Chair of the Board since 31 January 2025, Board member, and Chair of the Audit Committee since 9 December 2022
- Finnish Society of Crafts and Design, Board Member 2022–2024, Chair of the Board since 2026
- Oy Malmin Piilikuja 1–3, Board Member since 31 August 2022
- Egg Production Uganda Ltd, Board Member since 2020
- Live Foundation, Chair of the Board since 2019
- Pro Novum Oy, CEO and Chair of the Board since 2014



Martti Haapala

Year of birth: 1953, male
Education: Vocational qualification in entrepreneurship
Main occupation: CEO, Board professional
Shareholding: Martti Haapala and his related parties held 8,316,010 shares in Wetteri Plc on 31 December 2025

Wetteri Plc, Board member and member of the Remuneration Committee since 9 December 2022

Independent of the company. Independent of major shareholders.

Key work experience:

- ProUp Oy, CEO since 2012
- Profin Oy, CEO and Chair of the Board 1990–2012

Current positions of trust:

- Wetteri Plc, Board member and member of the Remuneration Committee since 9 December 2022
- Suomen Aktiiviomistus Oy, Board member since 2022
- Villa Hannala Oy, Chair of the Board since 2022
- Oy Haapalandia Invest Ltd, Chair of the Board since 2021
- Toppilan Möljä Oy, Chair of the Board since 2020
- Sydänpuu Kiinteistöt Oy, Chair of the Board since 2019
- Spottia Oy, Chair of the Board since 2018
- Kuumalento Oy, Chair of the Board since 2013
- Kiinteistö Oy Pudasjärven Peltola, Chair of the Board since 2009



Mikael Malmsten

Year of birth: 1961, male
Education: Engineer
Main occupation: Board professional
Shareholding: –

Board member of Wetteri Plc and member of the Remuneration Committee since 9 December 2022

Independent of the company. Independent of major shareholders.

Key work experience:

- Volvo Car Sweden, Head of Retailer Development 2020–2022
- Volvo Cars, Head of Global Fleet and Global Major Accounts 2019–2020
- Volvo Car Russia, President & CEO 2015–2019
- Volvo Auto Oy Ab, President & CEO 2010–2015
- Bilia Oy Ab, Managing Director 2006–2010
- Volvo Auto Oy Ab, Aftersales Director 2002–2006
- Oy Maan Auto Ab, Aftersales Director 2000–2002
- Oy Veho Ab, Area Sales Manager 1989–1997, Aftersales Manager 1997–1999

Current positions of trust:

- Wetteri Plc, Board member and member of the Remuneration Committee since 9 December 2022



Aarne Simula

Year of birth: 1965, male
Education: Volvo Management Programme, Veho Management Programme
Main occupation: Board professional
Shareholding: Aarne Simula and his related parties held 48,432,994 shares in Wetteri Plc, 52,682,994 shares including the stock loan granted, on 31 December 2025

Wetteri Plc, Board member and member of the Remuneration Committee since 9 December 2022

Not independent of the company. Not independent of major shareholders.

Key work experience:

- Wetteri Plc, CEO from 9 December 2022 to 31 July 2025
- Wetteri Yhtiöt Oy, CEO from 2022 to 31 July 2025
- Wetteri Oy, CEO 2008–2022, Area Manager 2003–2008, Local Manager 2002–2003, Sales Manager 2001–2002
- Veho Oy, Sales Manager 1990–2001

Current positions of trust:

- Wetteri Plc, Board member and member of the Remuneration Committee since 9 December 2022
- Mercedes/Veho Dealer, Board member
- Simula Invest Oy, Chair of the Board
- Finnish Central Organisation for Motor Trades and Repairs, Board member

Operations of the Board of Directors

The role of the Board of Directors is to promote the interests of the company and all its shareholders. The Board of Directors is responsible for the administration of the company and the appropriate organisation of its operations. The Board of Directors appoints and dismisses the CEO, approves the Company's strategic targets and risk management principles, and ensures the effectiveness and supervision of the management system. The Board of Directors is also responsible for ensuring that the company has a set of values determined for its operations. The work of the Board of Directors is described in more detail in its Rules of Procedure, under which the Board, in order to carry out its duties:

- Reviews and approves the Company's strategy and monitors its implementation
- Reviews and approves the Company's financial targets and monitors their achievement
- Reviews and approves the company's sustainability targets
- Reviews and approves the Company's annual action plan and budget and monitors their implementation
- Decides on the Company's remuneration policy, programmes and schemes, and reviews and approves the remuneration report
- Sets limits for financial commitments, investments, divestments and acquisitions that may not be exceeded without the Board's approval
- Monitors and assesses the effectiveness of the Company's internal control, internal audit and risk management systems and approves the related policies
- Reviews and approves other policies and principles falling within the Board's remit and, with the assistance of its committees, oversees their compliance and reporting (including the disclosure policy, insider guidelines and related party guidelines)
- Ensures that the Company's disclosure practices comply with the disclosure obligations and rules of the stock exchange, as well as with other applicable laws, regulations and standards governing disclosure

- Appoints and dismisses the CEO and decides on the terms of their employment and remuneration
- On the CEO's proposal, appoints and dismisses the CEO's direct reports and approves the terms of their employment and the principles of their remuneration
- Decides on the Board committees, their members and their Chairs
- Deals with other matters proposed for inclusion on the agenda of meetings by the Chair of the Board, a Board member or the CEO
- Carries out all other duties assigned to the Board under the Finnish Limited Liability Companies Act, the Articles of Association and the Company's internal guidelines
- Meets as necessary without the presence of executive management
- Assesses its own work once a year.

The Board prepares an annual action plan for the period between Annual General Meetings. The plan includes, among other elements, the meeting schedule and the principal matters to be discussed at the meetings. The Board of Directors meets 8–12 times a year in accordance with a schedule agreed in advance. At least one Board strategy meeting is held annually. The Board may, when necessary, hold additional meetings convened by the Chair of the Board or the CEO. As a rule, in addition to the Board members, the CEO, the CFO and the Secretary to the Board are present at Board meetings. In 2025, the Board met 27 times.

Board members' attendance at meetings in 2025

Member	Board of Directors		Audit Committee		Remuneration Committee	
	Attendance	Attendance, %	Attendance	Attendance, %	Attendance	Attendance, %
Hannu Pärssinen	27/27	100%	10/10	100%	3/3	100%
Satu Mehtälä	27/27	100%	10/10	100%	-	-
Martti Haapala	27/27	100%	-	-	3/3	100%
Mikael Malmsten	27/27	100%	-	-	3/3	100%
Aarne Simula	27/27	100%	-	-	3/3	100%
Markku Kankaala (until 31 January 2025)	1/1	100%	1/1	100%	-	-
Total		100%		100%		100%

COMPOSITION AND WORK OF THE BOARD COMMITTEES

The committees assist the Board by preparing matters that fall within the Board's decision-making powers. The Board has established two committees to support its work: the Audit Committee and the Remuneration Committee.

Audit Committee

The main purpose of the Audit Committee is to assist the Board in fulfilling the obligations related to the oversight of the Company's financial and sustainability reporting processes and the monitoring and assessment of the assurance of the company's auditing and sustainability reporting, as well as to assist the Board in the oversight of matters related to financial and sustainability reporting, internal control, internal audit and risk management.

The Committee's duties are to:

- Monitor and assess the processes for financial reporting and sustainability reporting
- Review the Board of Directors' report and the annual Corporate Governance Statement

- Monitor the quality and reliability of the financial statements and other financial reports
- Monitor and assess the effectiveness of the Company's internal control, internal audit and risk management systems
- Assess internal audit performance
- Assess the auditor's qualifications and performance
- Monitor the statutory audit of the financial statements and the consolidated financial statements, and the assurance of sustainability reporting
- Report to the Board on the results of the audit and the assurance of sustainability reporting, and provide an explanation of how they increased the reliability of the reporting
- Present to the Board the committee's view on the role of the Audit Committee in the audit and sustainability assurance processes
- Monitor and assess the auditor's independence, in particular the non-audit services provided by the auditor
- Prepare a proposal regarding the election of the auditor and sustainability auditor
- Monitor compliance with laws, regulations and the Company's policies, and the effectiveness of the Company's compliance system.

The Board of Directors elects the Chair and members of the Audit Committee from among its members. The Audit Committee consists of at least three (3) members. Its members must meet the independence and expertise requirements for audit committee members under the Corporate Governance Code. The Committee is composed solely of members who are independent of the Company. At least one member must be independent of the Company's significant shareholders.

The Chair of the committee, together with the members, determines the number and schedule of the committee's meetings and, together with the management and other relevant parties, prepares the agendas for the committee's meetings. The committee meets at least four times a year. The committee meets with representatives of the management, the auditor, the sustainability auditor and internal audit at least twice a year. In addition, the members of the committee meet regularly without the presence of management representatives.

The Audit Committee reports regularly to the Board of Directors. The Committee annually assesses its work and working methods and reports the results of the assessment to the Board.

At the Board's inaugural meeting held on 20 May 2025 after the General Meeting, Satu Mehtälä was elected Chair of the Audit Committee, and Hannu Pärssinen was elected as a member of the committee. Samuli Koskela, secretary to the Board of Directors, was elected as secretary to the Audit Committee.

According to Recommendation 15 of the Corporate Governance Code and the Audit Committee's Rules of Procedure, the Committee should consist of three (3) members. However, at its inaugural meeting on 20 May 2025, the Board decided to deviate from this recommendation and the Rules of Procedure and appointed two (2) members to the Audit Committee. The deviation is based on the assessment that, considering the composition of the Board and the special expertise of its members,

the committee's duties can be appropriately carried out with two members. The deviation is a temporary arrangement, and the Board will reassess the composition of the Audit Committee in connection with the election of Board members following the next Annual General Meeting.

Remuneration Committee

The main purpose of the Remuneration Committee is to assist the Board in matters related to the preparation of the company's remuneration principles and practices and the remuneration systems and programmes they include. The committee assists the Board in preparing the remuneration policy and the annual remuneration reports, and in matters related to the performance and remuneration of the CEO and the members of the senior management who report directly to the CEO. The Remuneration Committee also discusses succession planning methods suitable for the senior management.

The Board of Directors elects the Chair and members of the Remuneration Committee from among its members. The Remuneration Committee must consist of at least three (3) members. The members of the committee must meet the independence requirements applicable to committee members under the Corporate Governance Code. The members of the committee must have the expertise and experience required for the tasks and responsibilities. It is desirable, for the effective performance of the committee's duties, that the members have experience in executive management, management remuneration and employee benefits.

The Remuneration Committee draws up its own schedule and meets as often as necessary to perform its duties in accordance with its Rules of Procedure. The committee reports regularly to the Board of Directors. The Committee annually assesses its work and working methods and reports the results of the assessment to the Board.

At the Board's inaugural meeting held on 20 May 2025 after the General Meeting, Mikael Malmsten, Martti Haapala and Aarne Simula were

elected as members of the Remuneration Committee. Hannu Pärssinen was elected as Chair of the Remuneration Committee.

According to Recommendation 17 of the Corporate Governance Code, the CEO may not serve as a member of the Remuneration Committee. Aarne Simula, who served as the company's CEO until 31 July 2025, has been a member of the Remuneration Committee since 9 December 2022. The reason for the deviation from the Corporate Governance Code is that Simula is a member of the Board and the Company's largest shareholder, and, in addition, in his former role as CEO, he played a key role in the practical matters related to the collection of information for and the development of the Company's remuneration system. During Simula's term as CEO, the committee ensured that he recused himself from all matters concerning the CEO's remuneration. During Simula's term as CEO, the Company assessed the deviation from the Corporate Governance Code annually after the Annual General Meeting and whenever changes were made to the composition of the Board or the Remuneration Committee.

SHAREHOLDERS' NOMINATION COMMITTEE

The Extraordinary General Meeting held on 9 December 2022 decided to establish a Shareholders' Nomination Committee. The main task of the Nomination Committee is to prepare and present to the General Meeting proposals concerning the members of the Board, the number of Board members and their remuneration.

The committee prepares a proposal for the Annual General Meeting on the election of the members of the Board of Directors and takes care of the presentation of the proposal. When electing Board members, consideration must be given to the Company's qualification requirements, the diversity principle and the Board's overall competence. The Nomination Committee must ensure that the Board as a whole, and each of its members individually, has expertise, skills and experience that are sufficient and appropriate for the Company's needs, taking into

account the Company's stage of development and the risks associated with its operations.

The committee consists of representatives appointed by the Company's three largest shareholders. The committee is established for an indefinite term, but the term of each committee ends upon the appointment of a new committee. At the end of the 2025 financial year, the Company's three largest shareholders were Simula Invest Oy, PM Ruukki Oy and Oy Haapalandia Invest Ltd. The three largest shareholders have appointed the following representatives: Aarne Simula (Simula Invest Oy), Markku Kankaala (PM Ruukki Oy) and Martti Haapala (Oy Haapalandia Invest Ltd). The committee elected Aarne Simula as its Chair from among its members.

THE CEO AND THEIR DUTIES

The CEO is responsible for the operational activities of the entire Wetteri Group. The CEO is a statutory body under the Finnish Limited Liability Companies Act and is responsible for the day-to-day governance of the Company in accordance with the instructions and orders issued by the Board, and for ensuring the lawfulness of the Company's accounting and the reliable organisation of its asset management. The CEO also chairs the meetings of Wetteri's Management Team.

The Board of Directors appoints and dismisses the CEO and supervises their work. The CEO's appointment is valid until further notice. In view of the CEO's role in the Company, the terms of the CEO's service contract must be defined in a written agreement approved by the Board. The Board ensures that the financial benefits payable under the CEO's service contract are in accordance with the Company's remuneration policy in force. The CEO's financial benefits are presented in Wetteri's 2025 [Remuneration Report](#).

Pietu Parikka has served as the Company's CEO since 1 August 2025. Until 31 July 2025, the company's CEO was Aarne Simula.

MANAGEMENT TEAM

The CEO is supported by a Management Team, the other members of which are appointed by the CEO with the approval of the Board. In addition to the CEO, the Management Team includes the Company's CFO and Communications Director, and may also include other members. The appointment is valid until further notice. The composition of the Management Team and its number of members may vary depending on the Company's scope of operations and key business areas. The members of the Management Team are responsible for operational management and the implementation of decisions in their areas of responsibility.

The Management Team must, as a whole, have skills and experience that are adequate and appropriately diverse for its responsibilities. In preparing proposals concerning the composition of the Management Team, account is taken of the requirements arising from the Company's operations, the Company's stage of development and diversity. Persons elected to the Management Team must have the qualifications required for the position and the opportunity to devote sufficient time to their duties.

The Management Team meets 12 times a year in accordance with a schedule agreed in advance. The Management Team may hold additional meetings when necessary, convened by the CEO. As a rule, only the members of the Management Team are present at its meetings.

In the 2025 financial year, the Management Team consisted, during Pietu Parikka's CEO term beginning on 1 August 2025, of the following members: CFO Maria Halttunen; Business Director Juha Kontio; CIO Joakim Nyman (from 15 September 2025); Business Director Mika Pokka (from 11 August 2025); Business Director Ari Roivainen; and Heidi Väkevä, Director of Communications and Marketing.

During former CEO Aarne Simula's term, which ended on 31 July 2025, the Management Team consisted of the following members: CFO and COO Pietu Parikka (from 15 April 2025); CFO Panu Kauppinen (until 15

April 2025); Juha Kontio, Head of Western Finland area of Wetteri Auto Oy; Ari Roivainen, Head of Eastern Finland area of Wetteri Auto Oy; Mika Rissanen, Car Dealership Manager in Joensuu (from 10 January 2025 until 10 August 2025); Samuli Koskela, Director, IR & MA (until 10 June 2025); and Heidi Väkevä, Director of Communications (from 5 June 2025).

CEO and Management Team 31 December 2025



Pietu Parikka

CEO from 1 August 2025, member of the Management Team since 15 April 2025
Year of birth: 1986, male
Education: Master of Science (Economics and Business Administration)
Shareholding: –



Maria Halttunen

Chief Financial Officer, member of the Management team as of 1 August 2025
Year of birth: 1991, female
Education: Master of Science (Economics and Business Administration)
Shareholding: 100 shares in Wetteri Plc on 31 December 2025



Juha Kontio

Business Director, member of the Management Team since 1 February 2024
Year of birth: 1968, male
Education: Vocational Qualification in Business Administration, Ford Business School Sales and Management Degree Programme
Shareholding: 100 shares in Wetteri Plc on 31 December 2025



Joakim Nyman

Chief Information Officer, member of the Management Team since 15 September 2025
Year of birth: 1979, male
Education: Bachelor of Business Administration, IT
Shareholding: –



Mika Pokka

Business Director, member of the Management Team since 11 August 2025
Year of birth: 1976, male
Education: Kisakallio Sports Institute
Shareholding: 15,600 shares in Wetteri Plc on 31 December 2025



Ari Roivainen

Business Director, member of the Management Team since 1 February 2024
Year of birth: 1969, male
Education: Certificate in Business Administration, Ford Business School
Shareholding: 100 shares in Wetteri Plc on 31 December 2025



Heidi Väkevää

Communications and Marketing Director, member of the Management Team since 5 June 2025
Year of birth: 1991, female
Education: Master of Culture and Arts
Shareholding: –

Descriptions of the main features of risk management systems and internal control procedures

RISK MANAGEMENT

The aim of Wetteri's risk management is to support the implementation of the Company's strategy and the achievement of its targets, and to ensure the continuity of its business operations. Risk management aims to identify, assess and manage the risks associated with the Company's operations in a proactive manner, and to minimise the adverse impacts of materialised risks.

Risk management is part of Wetteri's internal control and governance system and an integral part of the Company's daily operations, planning and decision-making. Risk management is based on the risk management principles adopted by the Company and on a systematic risk management process that covers the identification and assessment of risks, the definition and implementation of control measures, and the monitoring and reporting of risks. The risk management process is closely linked to the Company's internal control, and risk management controls form an essential part of the overall internal control framework.

The Board of Directors is responsible for organising risk management and ensuring its adequacy, and approves the Company's risk management principles. The Audit Committee assesses the appropriateness and adequacy of risk management and key risk areas, and makes related proposals to the Board.

The CFO is responsible for the Company's risk management, for defining and implementing the risk management principles, for coordinating and developing risk management, and for reporting on risk management to the Audit Committee and the Board of Directors. The CEO and the rest of the management are responsible for ensuring

that risks are identified and taken into account in business and strategy planning, and that risks are managed and reported in the agreed manner. The business areas and business units identify and assess the material risks related to their respective areas of responsibility and are responsible for implementing the related control measures.

The aim of risk management is to identify and assess the risks, threats and opportunities that may affect the implementation of the strategy and the achievement of the Company's short- and long-term targets. Risk management covers operational, strategic and financial risks, as well as risks related to the operating environment.

Risks are identified and their significance assessed annually on the basis of their likelihood and potential impacts. Based on the annual risk assessment, the Company develops its risk management plans and methods.

Risk management and key risks are reported to the Audit Committee and the Board of Directors at least annually. In addition, any material risk events are reported without delay to the CEO and the Board of Directors.

INTERNAL CONTROL

The aim of Wetteri's internal control is to ensure the efficiency and effectiveness of the Company's operations, the achievement of its targets, the reliability and accuracy of reporting, and compliance with laws, regulations and internal policies. Internal control supports the systematic implementation of the Company's strategy and is an integral part of its governance and control system.

Internal control covers the entire organisation and the key business and support processes. Applying a risk-based approach, control activities focus on the Company's operational activities and financial reporting, and the related controls form an essential part of the Company's risk management.

The Board of Directors is responsible for defining the principles of internal control and, with the assistance of the Audit Committee, for monitoring and assessing the effectiveness of the internal control and risk management systems. The Audit Committee assists the Board of Directors in monitoring the effectiveness of internal control systems.

Internal control within the Company is carried out by the Board of Directors, the CEO, other members of the senior management and all employees. The organisation of internal control takes the scope of the Company's business operations, the industry and the size of the organisation into account. Internal control is part of the Company's management system and covers all organisational levels and key processes.

The CEO is responsible for the practical implementation of internal control in accordance with the instructions issued by the Board of Directors. The CFO is responsible for monitoring, assessing and developing the principles of internal control, as well as for organising the internal control of the financial reporting process. All employees participate in internal control as part of their duties by following the Company's instructions, operating principles and processes.

Internal control is based on preventive policies and guidelines, day-to-day operational steering and monitoring, and subsequent control and assessments. The implementation of monitoring and its findings are regularly reviewed and reported to the Board of Directors. Internal control is supported by internal audit.

A key aspect of the operations of the senior management is that the Board can rely on the effectiveness and efficiency of internal control. Each year, the Board of Directors ensures the adequacy, comprehensiveness and functionality of risk management and internal control. The Board of Directors is provided with regular reports on financial matters, risk management and internal audit. Based on these reports and the

internal control principles approved annually, the Board of Directors assesses the adequacy and effectiveness of internal control.

The Company considers open and reliable communication to be of key importance. The Board of Directors has confirmed clear reporting and communication responsibilities for the organisation, as reflected in the guidelines for the organisation of governance. The aim of reporting is to ensure that the Board of Directors, the CEO and other members of the senior management have access to sufficient, relevant, reliable and up-to-date information about the Company's finances, operations, risk management and compliance with external and internal regulations for decision-making purposes.

Employees' access to information is supported through measures such as training and internal communication. The company regularly arranges training for employees on guidelines, procedures and current matters. In addition, Wetteri has a Whistleblowing channel through which employees and other stakeholders can report any misconduct or violations they detect.

Other information to be provided in the statement

INTERNAL AUDIT

Internal audit is part of Wetteri's governance and control system and supports the Board of Directors and management in assessing the effectiveness of internal control and risk management. The aim of internal audit is to assist the Board of Directors in carrying out its supervisory duties and to support the Company and its management in achieving their targets by providing a systematic and independent assessment of the effectiveness of the Company's risk management, control and governance processes.

The Company has decided not to establish a separate internal audit function for the time being. Internal audit tasks are carried out by the Company's financial organisation under the direction of the CFO. The arrangement is assessed regularly, taking into account the scope of the Company's business operations, its industry and the size of the organisation.

Internal audit operates on a risk-based approach. Audit work focuses on those functions and processes that have been assessed as material to the achievement of the Company's targets, the reliability of financial reporting, and the effectiveness of internal control and risk management.

Findings and recommendations from internal audit are reported regularly to the Audit Committee. Internal audit provides the Audit Committee with an annual summary of the audits performed, key findings and recommendations, and the management's actions and their implementation. Internal audit activities are reported to the Board of Directors as part of the regular reporting process.

RELATED PARTY TRANSACTIONS

Wetteri's Board of Directors has defined the principles for monitoring and assessing related party transactions, which are applied throughout the Group. The Company ensures that related parties are identified and documented, and that an up-to-date list of related parties is maintained. Responsibility for monitoring and assessing related-party transactions rests with the Board of Directors. The CFO is responsible for the practical implementation of monitoring and assessments.

Related party transactions are acceptable when they serve the interests of the Company and form part of its ordinary course of business, or when they are conducted on customary commercial terms and at fair market price. Related party transactions that are not part of the ordinary course of business are reviewed and approved by the Board of Directors,

and the decision-making process complies with the conflict-of-interest provisions of the Finnish Limited Liability Companies Act.

Related party transactions are monitored and supervised as part of the Company's normal reporting and control routines. Related party transactions are reported to the Board of Directors and the Audit Committee, and the information required under applicable regulation is disclosed in the Company's Board of Directors' report and in the notes to the financial statements.

INSIDER MANAGEMENT

Wetteri complies in its insider management with the Market Abuse Regulation (MAR), other applicable securities market legislation, the rules of the stock exchange maintained by Nasdaq Helsinki Ltd, and the insider guidelines approved by the Company's Board of Directors. The aim of insider management is to ensure the appropriate handling of inside information, prevent its misuse, and safeguard compliance with the Company's obligations under the securities markets obligations.

The Company's CFO serves as the insider officer and is responsible for the general organisation and supervision of insider matters. Insider management covers, among other aspects, the maintenance of insider lists, the procedures related to the disclosure and any delay of inside information, compliance with trading restrictions, and the reporting of transactions by the management and their related parties.

The company maintains a permanent list of permanent insiders. Project-specific insider lists are maintained for individual inside information. Insider lists are maintained in an electronic system and kept up to date in accordance with applicable regulations. Persons entered on insider lists are informed of their status and of the related obligations and potential sanctions. Trading in the Company's shares or other financial instruments is prohibited when a person possesses inside information related to the Company or its financial instruments.

The Company assesses on a case-by-case basis whether matters under preparation constitute inside information and decides, in accordance with the regulations, on the disclosure of such information or on delaying its disclosure. Inside information is disclosed without delay by means of a stock exchange release, unless the Company decides to delay disclosure in order to protect its legitimate interests and the conditions set out in the applicable regulations are met.

Persons discharging managerial responsibilities and their closely associated persons must notify the Company and the Finnish Financial Supervisory Authority of transactions conducted in the Company's financial instruments. The Company discloses the notifications by means of a stock exchange release as required under the applicable regulations. The Company maintains a list of persons discharging managerial responsibilities and their closely associated persons. Within the Company, the persons discharging managerial responsibilities subject to the notification obligation regarding transactions are the members of the Board of Directors, the CEO and the members of the Management Team.

Persons discharging managerial responsibilities may not conduct transactions on their own account or on behalf of a third party, directly or indirectly, in the company's shares or other financial instruments during a closed period of 30 days prior to the publication of an interim report or a financial statements bulletin, including the date of publication. The Company notifies persons discharging managerial responsibilities of the closed period in advance. The Company has extended the group of persons subject to the trading prohibition during the closed period to include employees and other individuals who, although not persons discharging managerial responsibilities, may have access to information about the Company's interim reports or financial statements bulletins through their position or duties before such information is disclosed. The Company's insider officer notifies all such persons of their status and of the closed period.

The Company monitors compliance with trading restrictions and provides training on insider regulation. In addition, the Company has a Whistleblowing channel that enables the reporting of suspected violations of insider regulations.

AUDITOR

The auditor's task is to examine the Company's accounting, financial statements and governance. The auditor submits to the General Meeting an annual audit report as required by law and reports regularly to the Board of Directors on their observations.

The auditor is elected annually at the Annual General Meeting. The company has one (1) auditor and one (1) deputy auditor, who must be auditors approved by the Finland Chamber of Commerce. When an audit firm approved by the Finland Chamber of Commerce is elected to conduct an audit, a deputy auditor will not be elected.

The auditors serve for the financial year that is ongoing at the time they are elected. The auditors' duties end at the close of the Annual General Meeting following the end of their term of office.

The Annual General Meeting on 20 May 2025 elected the auditing firm PricewaterhouseCoopers Oy as the Company's auditor, with Sami Posti, Authorised Public Accountant (KHT), as the principal auditor, and PricewaterhouseCoopers Oy as the company's sustainability auditor, with Authorised Public Accountant (KHT), Authorised Sustainability Auditor (KRT) Tiina Puukkoniemi as the principal sustainability auditor.

The auditor is paid a fee in accordance with a reasonable invoice approved by the company. In 2025, the Wetteri Group paid a total of EUR 227 (185) thousand in audit fees. In 2025, the fees paid to the auditor for non-audit services totalled EUR 125 (99) thousand.