

CORPORATE GOVERNANCE STATEMENT 2023

Orthex Corporation (“Orthex” or “the company”) is a public limited liability company listed on Nasdaq Helsinki Ltd and headquartered in Espoo, Finland. The company’s corporate governance complies with the company’s Articles of Association and Corporate Governance Principles as well as rules and regulations applicable to Finnish listed companies such as the Finnish Limited Liability Companies Act (“Companies Act”) and Securities Markets Act, and rules and regulations of Nasdaq Helsinki Ltd. The company also adheres to the Finnish Corporate Governance Code 2020 (“CG Code”) issued by the Securities Market Association. The CG Code is available on the association’s website (www.cgfinland.fi).

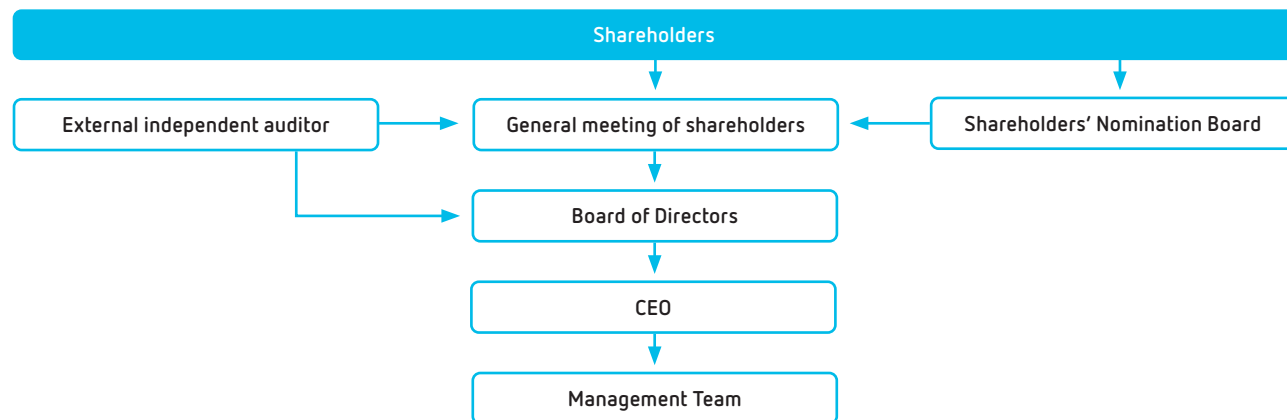
This Corporate Governance Statement is issued as a separate statement from the Board of Directors’ report, but it is published simultaneously with the Board of Directors’ report and with the company’s financial statements, sustainability report, and the remuneration report for the year 2023 on the corporate website at www.investors.orthexgroup.com. As the company has no audit committee, the company’s Board of Directors has reviewed the Corporate Governance Statement.

Governing bodies

The Annual General Meeting, the Board of Directors and the CEO are responsible for the governance of Orthex. The company’s shareholders exercise the highest decision-making power at the general meeting of shareholders. The Shareholders’ Nomination Board prepares proposal for the

composition of the Board of Directors to the Annual General Meeting. The Annual General Meeting elects the members of the Board of Directors. The company is managed by the Board of Directors and the CEO, appointed by the Board of Directors. The company’s Management Team assists the CEO in the operative management of the company. The members of the Management Team are appointed by the Board of Directors together with the CEO.

Governance structure of Orthex Corporation



General Meeting of Shareholders

The General Meeting of Shareholders is the ultimate decision-making body of the company. At the General Meeting of Shareholders, shareholders exercise their powers in accordance with the Companies Act and the Articles of Association. The General Meeting of Shareholders decides on matters that under the Companies Act and the Articles of Association are within its purview. Annual General Meeting of Shareholders is convened by the Board of Directors annually and it is held within six months from the end of the previous financial year. An Extraordinary Meeting of Shareholders may be convened as stipulated in the Companies Act. Matters on which the Annual General Meeting decides include the adoption of the financial statements, distribution of profits, discharge from liability, and election of the members of the Board of Directors and the auditor, as well as their remuneration. Decisions to amend the Articles of Association are also taken by the General Meeting of Shareholders.

Annual General Meeting 2023

Orthex Corporation's Annual General Meeting was held on 18 April 2023 in Espoo, Finland. The general meeting adopted the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2022. The general meeting also approved the amended remuneration policy and the remuneration report 2022 for the governing bodies.

The general meeting resolved that for the financial year 2022, shareholders will be paid a dividend of EUR 0.11 per share totalling approximately EUR 2.0 million in two instalments. The first instalment of the dividend

amounting to EUR 0.06 per share was paid on 27 April 2023 and the second instalment amounting to EUR 0.05 per share on 10 October 2023.

The general meeting resolved that **Sanna Suvanto-Harsaae**, **Markus Hellström**, **Jyrki Mäki-Kala** and **Jens-Peter Poulsen** be re-elected to the Board and that **Anette Rosengren** be elected as new member to the Board. The Board members' term of office will end at the end of the next Annual General Meeting. **Satu Huber** stepped down from the Board.

The new director **Anette Rosengren** (b. 1966) is Swedish citizen and holds a bachelor's degree in business administration. Since 2019, she serves Philip Morris International as the Managing Director for the Nordics. Prior to that, she held Managing Director position at Fazer Bakery in Sweden and CEO position at Lantmännen Doggy. Ms Rosengren started her professional career at Unilever in marketing and commercial roles and then joined Kraft Foods where she made over ten-year career advancing to international director and VP positions with responsibilities mainly in marketing, category development, and strategic development. Since 2016, she is a member of the Board of Directors of the Greenfood Group.

Sanna Suvanto-Harsaae continues to chair Orthex Board of Directors. The members of the Board of Directors are independent of the company and its significant shareholders.

As to Board remuneration, the general meeting resolved that the remuneration of the members of the Board of Directors remain the same and that the Chair of the Board of Directors be paid a monthly fee of EUR 4,000 and other members of the Board of Directors a monthly fee of EUR 2,000.

Ernst & Young Oy, a firm of Authorised Public Accountants, was re-elected the company's auditor for a term of office ending at the end of the next Annual General Meeting. As announced by Ernst & Young Oy, APA **Mikko Rytilahti** acts as the signing audit partner succeeding APA **Johanna Winqvist-Ilkka**. The remuneration of the auditor was resolved to be paid according to a reasonable invoice approved by the Board.

In addition, the general meeting resolved to make technical amendments to Articles 5 and 8, and to supplement the Article 10 of the Articles of Association so that the general meeting of shareholders may also be held completely without a physical meeting venue as a virtual meeting.

The general meeting also authorised the Board of Directors to issue or convey a total maximum of 1,600,000 new shares and special rights entitling to shares in one or several issues and to acquire a maximum of 175,000 shares in the company. The authorisations will be valid until 30 June 2024.

Further information about the decisions of the general meeting can be found in the AGM documents, which are available on the corporate website at [Annual General Meeting 2023 – Orthex Group](#).

The Board of Directors

Under the company's Articles of Association, the Board of Directors is composed of a minimum of four and a maximum of eight members. Members of the Board of Directors are elected at the general meeting. The term of office of a member of the Board of Directors commences from the close of the general meeting in which they are elected and expires at the close of the following annual general meeting. The Board of Directors elects a chair from among its members.

The Board of Directors is quorate when more than one-half of its members are present. A decision by the Board of Directors is the opinion supported by more than one-half of the members present at a meeting. In the event of a tie, the Chair of the Board has the casting vote.

The Board of Directors convenes according to a pre-agreed schedule normally from six to ten times a year and holds extra meetings when deemed necessary. Meetings can also be held as teleconference meetings or by using other technical means or devices.

The Board evaluates its operations and working methods once a year.

Duties of the Board of Directors

The tasks and responsibilities of the Board of Directors of the company are determined in the Companies Act as well as in other applicable legislation. The Board of Directors has general authority to decide and act in all matters not reserved for other corporate governing bodies by law or under the provisions of the company's Articles of Association. The general task of the Board of Directors is to duly organise Orthex's management and operations.

In all situations, the Board of Directors must act in accordance with Orthex's best interest.

The Board of Directors has a written charter that specifies its duties. The duties of the Board of Directors include:

- approving reports of the Board of Directors, financial statements, and interim reports
- seeing to the appropriate organisation of accounts and financial administration
- preparing proposals for the general meeting of shareholders and convening general meetings of shareholders
- approving and confirming strategic guidelines and long-term strategic targets
- approving principles for risk management and internal control
- confirming annual budgets and operating plans
- appointing the CEO and deciding on the terms and conditions of the CEO contract
- deciding on the company structure
- making significant business decisions, such as decisions on mergers and acquisitions, significant contracts, investments, and financing arrangements and
- deciding on other matters falling under the statutory responsibilities of the Board of Directors.

Orthex's Board of Directors has no committees, but the Board may consider setting up potential committees in the future. As there are no committees, the entire Board of Directors is responsible for discharging the statutory duties of the audit committee.

Number of Board meetings and attendance rates

In 2023, the Board held 9 meetings. Some of these meetings were held remotely. Attendance in the meetings is reported in the table below.

Number of Board meetings and members' attendance 2023

Director	Attendance /	
	No. of meetings	Attendance-%
Sanna Suvanto-Harsaae (Ch.)	9/9	100
Markus Hellström	9/9	100
Satu Huber ¹⁾	2/2	100
Jyrki Mäki-Kala	8/9	89
Jens-Peter Poulsen	9/9	100
Anette Rosengren ²⁾	7/7	100

¹⁾ Member until 18 April 2023.

²⁾ Member from 18 April 2023.

Diversity of the Board of Directors

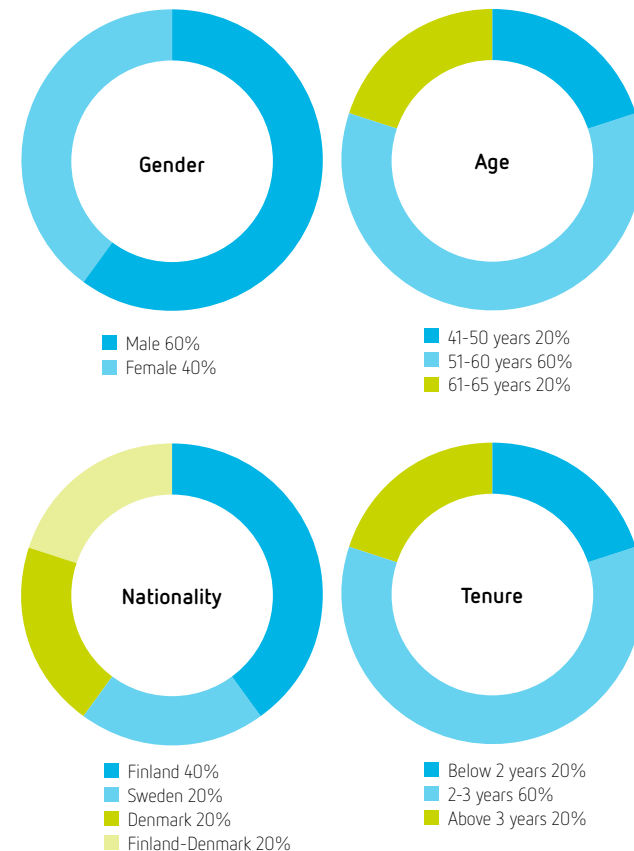
Orthex regards diversity as an important and natural approach in its operations. Diversity shall be part of such cooperative and functional Board of Directors which is able to respond to the requirements set out in the company's business and strategic objectives. Such Board of Directors will also be able to support and challenge the company's operative management in a proactive and constructive manner. The principles concerning the diversity of the Board of Directors are in line with this premise.

When preparing the composition of the Board of Directors of Orthex, attention is paid to the requirements set by the company's Articles of Association and the Corporate Governance Code, as well as to the requirements set by the company's operations and the premises of diversity derived therefrom.

Significant factors concerning the composition of the Board of Directors include mutually complementary variety of competences, education and experience in different areas and professional fields and in management and business operations existing in different development phases, as well as the personal capabilities of each member, all of which add to the diversity of the Board of Directors. Diversity is considered not only from the aspect of gender but also from other factors promoting the Board's diversity, such as the age structure of the Board, the members' educational and professional background, their experience relevant for the position, and personal characteristics. When preparing the composition, it is also assessed how the members' skills, education and experience complement each other. The company's long-term needs are also considered.

The purpose of the diversity principles is to contribute to making sure that the Board of Directors' combined competence and experience and the diversity of its composition are sufficiently aligned with Orthex's operational needs. With regard to gender structure, the objective is that different genders are sufficiently represented on the Board.

At year-end 2023, the company's Board of Directors comprised five members. Diversity of the Board of Directors with respect to gender, nationality, age, tenure as well as educational and professional background is described on this and on the next two pages. Additional information for example on the Board members' previous positions of trust is available on the corporate website at [Board of Directors - Orthex Group](#).



Members of the Board of Directors on 31 December 2023



Sanna Suvanto-Harsaae

Chair of the Board of Directors since 2021, member since 2020

Born 1966

Finnish and Danish citizen

Bachelor's degree in Economics

Independent of the company and its significant shareholders

Main occupation: Professional director

- Finnair Plc, Chair of the Board of Directors since 2023
- N'Age A/S, Chair of the Board of Directors since 2023
- Posti Group Corporation, Chair of the Board of Directors since 2020
- BoConcept A/S, Chair of the Board of Directors since 2016
- TCM Group A/S, Chair of the Board of Directors since 2016
- Nordic Pet Care Group A/S, Chair of the Board of Directors since 2012
- Elopak ASA, member of the Board of Directors since 2021
- CEPOS (Center for Political Studies), member of the Board of Directors since 2017
- Broman Group Oy, member of the Board of Directors since 2016



Markus Hellström

Member of the Board of Directors since 2022

Born 1974

Finnish citizen

Master's degree in Engineering

Independent of the company and its significant shareholders

Main occupation: Managing Director of Oy Snellman Ab since 2023

- Fazer Group, Executive Vice President, and Managing Director of Fazer Confectionery Ltd. 2020–2023
- Fazer Bakeries Finland, Country Manager and Fazer Bakeries Ltd., Managing Director 2014–2020
- Fazer Bakeries Ltd., Vice President, Head of Operations, Bakery Business Unit 2013–2014
- Fazer Bakeries Ltd., Business Development Director / Business Controller 2007–2012
- Fazer Group, Sourcing Manager for Logistics Services 2004–2007
- Logico Solutions, Partner 2003–2004
- Candyking, Sweden, Logistics Manager 2000–2003



Jyrki Mäki-Kala

Member of the Board of Directors since 2022

Born 1961

Finnish citizen

Master's degree in Economics

Independent of the company and its significant shareholders

Main occupation: Professional director

- Neste Corporation, Chief Financial Officer, and member of Executive Committee 2013–2022
- Kemira Oyj, Chief Financial Officer 2008–2013
- Kemira Pulp & Paper, Vice President, and President positions 2005–2008
- Nokia Chemicals/Finnish Chemicals Oy, Director, and Vice President positions 1988–2005
- Anora Group Plc, Vice-Chair of the Board of Directors since 2023 and member of the Board and Chair of the Audit Committee since 2020
- Outokumpu Oyj, member of the Board of Directors and Chair of the Audit Committee since 2023



Jens-Peter Poulsen

Member of the Board of Directors since 2021

Born 1967

Danish citizen

Master's degree in Economics

Independent of the company and its significant shareholders

Main occupation: Chief Executive Officer of Kvik A/S since 2013

- LEGO Group, Senior Vice President of the Market Group Asia & Emerging Markets 2011–2012
- LEGO System A/S, Senior Vice President, Market Group 1, 2006–2011
- LEGO System A/S, various Vice President and Senior Director positions and responsibilities for different operations 2000–2005
- Jensen's Catering A/S, Sales and Marketing Manager 1999–2000
- Arla Foods, several positions 1993–1999
- European House of Beds A/S, member of the Board of Directors since 2021
- Holmris B8 A/S, member of the Board of Directors since 2017



Anette Rosengren

Member of the Board of Directors since 2023

Born 1966

Swedish citizen

Bachelor's degree in business administration

Independent of the company and its significant shareholders

Main occupation: Managing Director of Philip Morris Nordics since 2019

- Fazer Bakery (Sweden), Managing Director 2015–2018
- Lantmännen Doggy, CEO 2012–2015
- Lantmännen Group, SVP, Head of CF Communication, Sustainability and R&D 2008–2012
- Kraft Foods, Director, Strategic Development and Marketing, Nordic 2005–2008
- Kraft Foods (Austria), VP Category Development, EEMA region 2004–2005
- Kraft Foods (USA), Director, Marketing Service, International 2002–2004
- Kraft Foods (Nordic), marketing and commercial roles 1995–2003
- Unilever, marketing and commercial roles 1989–1995
- Greenfood AB (publ), member of the Board of Directors since 2016

Shareholdings of the members of the Board of Directors

The shareholdings of the members of the Board of Directors and their closely associated persons as at the end of 2023, are presented in the table below. None of the members of the Board of Directors nor their closely associated persons or entities has any share-based rights in Orthex or its subsidiaries.

Board of Directors' shareholdings on 31 December 2023

Director	Position	Number of shares on 31 Dec. 2023
Sanna Suvanto-Harsaae	Chair	8,515
Markus Hellström	member	3,640 ¹⁾
Jyrki Mäki-Kala	member	2,010
Jens-Peter Poulsen	member	15,713
Anette Rosengren	member	2,000
Total		31,878
% of total number of shares		0.2%
Orthex total number of shares		17,758,854

¹⁾ Incl. holdings of closely associated persons

Shareholders' Nomination Board

Orthex Corporation's Extraordinary General Meeting on 5 March 2021 decided to establish a Shareholders' Nomination Board. The Nomination Board annually prepares proposals for the election and remuneration of members of the Board of Directors to the Annual General Meeting. It is also the duty of the Nomination Board to search for new director candidates.

The Extraordinary General Meeting adopted a Charter of the Shareholders' Nomination Board, which governs the appointment, composition, and duties and responsibilities of the Nomination Board. The Charter is available on the corporate website at [Nomination Board - Orthex Group](#). The Nomination Board has been established for the time being and can only be dissolved by a decision of the general meeting. The term of office of the members of the Nomination Board expires annually when a new Nomination Board has been appointed.

The Nomination Board consists of the four largest shareholders of the company as of 31 August or, if the company has more than four shareholders, whose shareholding and voting rights in the company are more than 10 per cent, the corresponding number of shareholders or persons appointed by them. The Chair of the Board acts as an expert member of the Nomination Board.

Based on the shareholder register of Orthex Corporation as of 31 August 2023, the shareholders represented in the Shareholders' Nomination Board are Conficap Oy, Alexander Rosenlew, Ilmarinen Mutual Pension Insurance Company and Thominvest Oy (former Thomasset Oy).

The representatives of the four largest shareholders in the Nomination Board are:

- **Maarit Toivanen**, Chair of Board of Directors, Conficap Oy
- **Alexander Rosenlew**
- **Annika Ekman**, Head of Direct Equity Investments, Ilmarinen Mutual Pension Insurance Company
- **Mats Söderström**, CEO, Thominvest Oy

Maarit Toivanen chairs the Nomination Board, and its expert member is **Sanna Suvanto-Harsaae**, Chair of Orthex's Board of Directors. No changes took place in the composition of the Nomination Board during 2023.

The Nomination Board prepared the proposals for the composition and remuneration of the Board of Directors and submitted them to the Board of Directors of Orthex Corporation. The Board of Directors incorporated these proposals into the notice of the meeting when convening Orthex Annual General Meeting 2023.

Chief Executive Officer

Alexander Rosenlew has been the Chief Executive Officer of Orthex Corporation since 2010. Mr Rosenlew holds master's degrees both in economics and in management.

The CEO is responsible for the operational management of Orthex in accordance with the instructions and orders given by the Board of Directors. The CEO prepares matters to be decided by the company's Board of Directors, develops Orthex's operations together with the Board in accordance with the set objectives and ensures the proper implementation of the Board's decisions. The CEO is also responsible for ensuring that Orthex complies with applicable laws and regulations and that the company's financial affairs have been arranged in a reliable manner. The CEO chairs the meetings of the Management Team.

Management Team

The role of Orthex's Management Team is to manage Orthex's operative business as a whole. The members of the Management Team have certain powers to act within their respective areas of responsibility, and they have a duty to develop Orthex's business in accordance with the objectives set by the company's Board of Directors and the CEO.

Orthex's Board of Directors appoints the members of the Management Team together with the CEO. The Management Team meets regularly on a monthly basis or when deemed necessary.

Members of Orthex's Management Team are presented on the following page. No changes took place in the composition of the Management Team during 2023. Additional information on the Management Team members' career history and potential positions of trust is available on the corporate website at [Management Team - Orthex Group](#).

Shareholdings of the members of the Management Team

The shareholdings of the CEO and other members of the Management Team (including their closely associated persons or entities), as at the end of 2023, are presented in the table below.

The CEO or other members of the Management Team (or their closely associated persons or entities) have no share-based rights in Orthex or its subsidiaries.

Management Team's shareholdings on 31 December 2023

Management Team member	Position	Number of shares on 31 Dec. 2023
Alexander Rosenlew	CEO	2,047,726
Oy Rosaco Ab ¹⁾		33,500
Saara Mäkelä	Chief Financial Officer	141,000
Hanna Kukkonen	Chief Marketing and Sustainability Officer	200,800
Nicholas Ledin	Sales Director, Nordic	61,850
Alex Nielsen	Sales Director, Europe and International Markets	1,000
Hans Cronquist	Operations Director, Tingsryd	100,000
Peter Ottosson	Operations Director, Gnosjö	91,100
Tom Ståhlberg	Operations Director, Lohja	315,250 ²⁾
Total		2,992,226
% of total number of shares		16.8%
Orthex total number of shares		17,758,854

¹⁾ Controlled entity

²⁾ Incl. holdings of closely associated persons

Members of the Management Team on 31 December 2023



From left: Tom Ståhlberg, Saara Mäkelä, Alex Nielsen, Alexander Rosenlew, Nicholas Ledin, Hanna Kukkonen, Peter Ottosson, Hans Cronquist.

Alexander Rosenlew

Chief Executive Officer

Management Team member since 2010

Employed by Orthex since 2010

Born 1971, Finnish citizen

Master's degrees in Economics and in Management

Saara Mäkelä

Chief Financial Officer

Management Team member since 2017

Employed by Orthex since 2017

Born 1976, Finnish citizen

Master's degree in Economics

Hanna Kukkonen

Chief Marketing and Sustainability Officer

Management Team member since 2012

Employed by Orthex since 2012

Born 1973, Finnish citizen

Master's degree in Economics

Nicholas Ledin

Sales Director, Nordic

Management Team member since 2015

Employed by Orthex since 2001

Born 1970, Swedish citizen

High school graduate

Alex Nielsen

Sales Director, Europe and International Markets

Management Team member since 2022

Employed by Orthex since 2022

Born 1972, Danish citizen

Business diploma in Marketing, HD(A)

Hans Cronquist

Operations Director, Tingsryd

Management Team member since 2019

Employed by Orthex since 2019

Born 1970, Swedish citizen

Master's degree in Mechanical Engineering

Peter Ottosson

Operations Director, Gnosjö (until 30 April 2024)

Management Team member since 2013

Employed by Orthex since 2009

Born 1974, Swedish citizen

Bachelor's degree in Machine Engineering, eMBA

Tom Ståhlberg

Operations Director, Lohja

Chief Supply Officer as of 1 March 2024

Management Team member since 2012

Employed by Orthex since 2012

Born 1969, Finnish citizen

Master's degree in Industrial Engineering and Management

Financial reporting process

Orthex compiles its financial reporting in accordance with the International Financial Reporting Standards (IFRS), the Finnish Securities Markets Act, the Finnish Accounting Act and the guidelines and statements of the Finnish Accounting Board, while also complying with the rules and regulations of the Financial Supervisory Authority and the rules of Nasdaq Helsinki Ltd. The principles, instructions, practices, and areas of responsibility in internal auditing and risk management relating to the company's financial reporting process are aimed at ensuring that the company's financial reporting is reliable and that the financial statements have been prepared in accordance with applicable laws, regulations, and the company's operating principles. Orthex's financial reporting is supervised on two levels, in individual companies and at the group level. On both levels, control measures and analyses are carried out to ensure the validity of financial reporting. The Board of Directors is responsible for overseeing the financial reporting process.

Risk management

The purpose of Orthex's risk management is to ensure the fulfilment of customer promises, business profitability, ability to pay dividends, value creation for shareholders, responsible business, and business continuity. To achieve this, Orthex strives to be aware of the uncertainties and risk factors and opportunities associated with its objectives and operations, and to identify, assess and manage risks and their consequences in a consistent and effective manner.

Orthex has a risk management policy approved by the Board of Directors that guides risk management in a way that supports the achievement of the company's objectives, protects personnel and the company's various assets, and ensures the financial sustainability of operations.

The responsibility for implementing risk management lies with the Management Team. In addition, each employee must be aware of and manage the risks associated with their own operating environment and areas of responsibility. The company's Board of Directors approves the company's risk management policy and monitors and assesses the effectiveness of risk management.

Risk management principles

Risk management is a systematic activity designed to ensure comprehensive and appropriate risk identification, assessment, management, and control. It is an integral part of Orthex's planning and management process, decision making, day-to-day management of operations, and monitoring and reporting procedures. Risks are assessed and managed in a business-oriented and thorough manner. This means that key risks are systematically identified, evaluated, managed, monitored, and reported as part of the business.

Risk management process and reporting

Orthex prioritises risks according to the importance of the risk by assessing the impact, likelihood, and level of risk management of the risk materialisation. Risk management measures address the most significant risks through cost-effective and appropriate policy options.

The Management Team regularly monitors the implementation of risk management. If necessary, corrective measures will be taken.

The Management Team reports to the Board of Directors on risks and risk management measures 2–3 times a year. The Board reviews the most significant risks, measures to manage them and assesses the efficiency and effectiveness of risk management. The Board reports on the most significant risks and uncertainties in the annual Board of Directors' reports and any material changes in these factors in the interim reports. Additional information on the company's risk management and on the most significant risks and uncertainties is available in the Board of Directors' Report for the year 2023.

Internal control and audit

The Company's Board of Directors has confirmed the operating principles of internal control followed at Orthex, aiming to ensure that the company's objectives regarding, inter alia, Orthex's strategy, operations, practices, and financial reporting in particular are met. The operating principles of internal control also contribute to ensuring the company's compliance with legislation and regulations. Internal control is an essential part of business management and in ensuring that the set objectives are met. Internal control is aimed to be organised efficiently, so that any deviations from targets can be detected as early as possible or that they can be prevented.

Orthex's tools of internal control include internal policies, guidelines, and instructions, together with manual controls as well as controls built into systems. In addition, internal control is implemented in the form of various monitoring reports and meetings. The Board of Directors of Orthex is responsible for organising the internal control and oversees the efficiency of internal control. The Management Team and the CEO are responsible that functioning control procedures are in use.

Orthex Group has not organised its internal audit as a separate function. The Board assesses annually the need for internal audit procedures and may use internal company resources or external service providers for internal audit measures. Any outcomes of such procedures or measures are reported to the Board of Directors.

Related party transactions

The Board of Directors has defined the principles for monitoring and evaluating related party transactions. The company evaluates and monitors transactions concluded between the company and its related parties and ensures that any conflicts of interest are taken into account appropriately in the decision-making process of the company. The company keeps a list of related parties.

Approval of related party transactions concluded in the ordinary course of business and on customary commercial terms is subject to the company's normal approval policies and processes. Approval of a related party transaction that is not concluded in the ordinary course of business or on customary terms is subject to the Board of Directors' approval. The

company's finance function monitors related party transactions as a part of the company's normal reporting and control procedures and reports related party transactions to the Board of Directors.

The Board of Directors regularly evaluates the reported related party transactions and the appropriateness of the company's process and policies on related party transactions. Information on transactions concluded between the company and its related parties is disclosed, as required, annually in the notes to the company's consolidated financial statements.

Material related party transactions are disclosed in accordance with Chapter 8, section 1a of the Securities Markets Act.

Insider administration

Orthex has prepared insider guidelines approved by the company's Board of Directors, the purpose of which is to clarify and supplement the operating methods of Orthex and its insiders and to serve as a practical tool in handling insider matters. The Insider Guidelines define clear operating instructions for, among other things, the management of inside information, the maintenance of insider lists and the reporting of transactions by persons subject to disclosure.

The Insider Guidelines apply to Orthex and persons in managerial positions at Orthex, as well as to persons working for Orthex who have access to inside information or who have otherwise become aware of inside information. In addition, the Insider Guidelines apply by agreement to persons otherwise

acting on behalf of or for Orthex in the performance of their duties through which they have access to inside information.

Orthex's insider administration compiles insider lists and keeps them up to date in electronic form. In addition to individual insider lists (project-specific insider list), Orthex may prepare a supplement for permanent insiders (permanent insiders). Permanent insiders include only those persons who, by virtue of their duties, are considered to have continuous access to all inside information about Orthex. In the project-specific insider list, Orthex will include those with inside information about the project, including any external advisors and experts.

Insider lists are maintained by an electronic procedure prepared and / or approved by the Financial Supervisory Authority or another appropriate body that meets the applicable requirements. Insider lists are not public and are not made available to the public.

Orthex will notify the insider in writing of his or her insider status, the resulting obligations and any penalties for breach of those obligations. The person entered in the project-specific insider list will be notified of the termination of the project and the closure of the project-specific insider list.

Persons discharging managerial responsibilities at Orthex and other permanent insiders, as determined by Orthex, should schedule their trading in Orthex financial instruments in a manner that does not undermine confidence in the securities market.

Persons discharging managerial responsibilities at Orthex are the members of the Board of Directors, the CEO, and the members of the Management Team. Orthex maintains a list of the persons in managerial position and the persons and entities closely associated with them. Orthex does not maintain a list of permanent insiders.

The persons in managerial position at Orthex may not enter into transactions with Orthex financial instruments for their own account or for the account of a third party during a closed period beginning 30 days prior to the disclosure date of Orthex's financial statements release, half-year financial report and the three- and nine-month interim reports provided periodically by Orthex and ends 24 hours after publishing the group's interim report, half-year financial report or financial statements release. In addition, Orthex recommends that persons discharging managerial responsibilities in the company do not engage in transactions with the company's financial instruments after the end of each quarterly period and that they time their potential transactions to the two-week-period, which begins on a date following the disclosure date of the afore mentioned financial reports.

In accordance with Nasdaq Helsinki Ltd's insider guidelines, Orthex maintains a list of persons who participate in the preparation, auditing, or publication of Orthex's financial reports. Such persons may not carry out transactions for their own account or on behalf of a third party during a closed period.

Persons in managerial position at Orthex and their close associates shall disclose to Orthex and the Financial Supervisory Authority all transactions they make on their own account with Orthex's shares, debt instruments or derivatives or other related financial instruments. The reporting obligation applies to transactions carried out on or off any marketplace.

A person in managerial position or another person subject to a trading restriction specified by the company should request an assessment of the legality and regularity of the proposed transaction in the financial instrument from the company's insider administration. Notwithstanding the assessment procedure, the person in a managerial position or the other person mentioned above is responsible for ensuring that they comply with the laws, regulations, and instructions.

Orthex has an internally operated whistleblowing channel through which Orthex employees can anonymously report any suspected violations of financial market rules and regulations. Other stakeholders can report suspected infringements by sending email to whistleblow@orthexgroup.com. Further information and instructions for whistleblowing are available on the corporate website at [Whistleblowing – Orthex Group](#).

External audit

According to the Articles of Association, the company has one auditor. The auditor must be a firm of authorised public accountants. The auditor is elected annually by the Annual General Meeting for a term that expires at the end of the next Annual General Meeting following the election. The task of the auditor is to audit the consolidated financial statements, the financial statements of the parent company, the accounting of the Group and the parent company and the administration of the parent company. The company's auditor submits the auditor's report to the shareholders in connection with the annual financial statements and submits regular reports on its findings to the Board of Directors.

At the Annual General Meeting 2023, Ernst & Young Oy, a firm of Authorised Public Accountants, was elected the company's auditor with **Mikko Rytilahti**, Authorised Public Accountant, as the signing audit partner succeeding **Johanna Winqvist-Ilkka**, Authorised Public Accountant. The audit fees paid to the auditor in 2023 totalled EUR 208 thousand (2022: 174 thousand). In addition, EUR 12 thousand (2022: 35 thousand) was paid to the auditor for non-audit services.