

CORPORATE GOVERNANCE STATEMENT 2025

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 2025 (“CG Code”) issued by the Securities Market Association. The CG Code is available on the association’s website (www.cgfinland.fi).

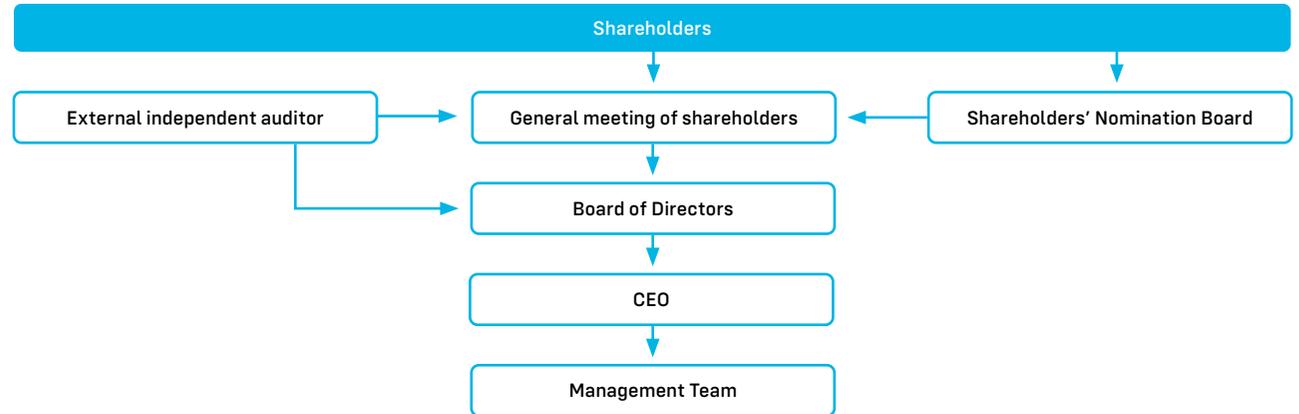
This Corporate Governance Statement is issued as a separate statement from the Board of Directors’ report, but it is published simultaneously with the Board of Directors’ report and with the company’s financial statements, sustainability report, and the remuneration report for the year 2025 on the corporate website at 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 General 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 2025

Orthex Corporation's Annual General Meeting was held in Espoo on 29 April 2025. 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 2024. The general meeting also approved the 2024 remuneration report for the governing bodies.

The general meeting approved the Board of Directors' proposal to pay a dividend of EUR 0.22 per share. The dividend was paid in two instalments. The first instalment of EUR 0.11 per share was paid on 9 May 2025. The second instalment of EUR 0.11 per share was paid on 8 October 2025.

The general meeting resolved that **Sanna Suvanto-Harsaae, Markus Hellström, Jyrki Mäki-Kala** and **Anette Rosengren** be re-elected to the Board, and **Tuomas Yrjölä** elected as a new member to the Board for a term of office ending at the end of the 2026 Annual General Meeting. **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.

The new director **Tuomas Yrjölä** (b. 1978) is a Finnish citizen living in Germany and holds a master's degree in economics. He has made his entire professional career in consumer goods business outside Finland and is currently President of Personal Care Business Unit and member of the Executive Management Team at the Swedish Essity Aktiebolag which is a publicly listed leading hygiene and health company. Prior to this, he held the positions of President of Global Marketing and Innovation and President of Global Brand, Innovation, and Sustainability, and earlier the position of Vice President carrying responsibility for Essity's Global Baby Care and Feminine Care categories. Mr Yrjölä started his professional career at the American multinational consumer goods corporation Procter & Gamble where he made over ten-year career in managerial positions with responsibilities in brand management and marketing in Sweden, Switzerland and the USA.

As to Board remuneration, the general meeting resolved that the monthly remuneration of the members of the Board of Directors remains 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. The general meeting further resolved that meeting-specific fees will be paid to the members of the Board of Directors so that a meeting fee of EUR 250 is paid for

a meeting held in the Board member's country of residence or as a remote meeting, and a meeting fee of EUR 500 for a meeting held elsewhere than in the Board member's country of residence. The general meeting also resolved that reasonable travel and other expenses related to the Board work will be reimbursed in accordance with the company's travel rules.

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** continues as the signing audit partner. The remuneration of the auditor was resolved to be paid according to an invoice approved by the company.

Ernst & Young Oy, Authorised Sustainability Audit Firm, was elected as the sustainability reporting assurer for a term of office ending at the end of the next Annual General Meeting. The remuneration of the sustainability reporting assurer was resolved to be paid according to an invoice approved by the company.

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 2026.

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 2025 - Orthex Group](#).

TUOMAS YRJÖLÄ NAMED BEST NEW BOARD MEMBER OF THE YEAR



Tuomas Yrjölä, a member of Orthex's Board of Directors, was awarded the title Best New Board Member of the Year for a listed company. Tuomas Yrjölä was elected to Orthex's Board in the 2025 AGM in April.

The award has been presented annually since 2011 by a selection panel organised by Stanton Chase. According to the panel, Tuomas Yrjölä brings valuable marketing and branding expertise in consumer goods to Orthex's board, along with experience in international and Nordic business environments.

The panel justified its choice by highlighting Yrjölä's strong background in building and marketing global consumer brands, which supports Orthex's growth strategy. In addition, his experience in leading product categories within large international corporations adds value to the implementation of Orthex's strategy focused on Storage and Kitchen product categories.

The panel also noted that Yrjölä's expertise in marketing consumer goods and global brands complements the existing competencies of Orthex's board. The panel found that these and other characteristics made him an ideal choice for the company.

The award was handed over by Sari Lounasmeri, CEO of the Finnish Foundation for Share Promotion, and Arto Sormunen, Partner at Stanton Chase.



The Board of Directors

According to the company's Articles of Association, the Board of Directors consists of a minimum of four and a maximum of eight members. The general meeting elects the members of the Board of Directors for a period of one year at a time. The term of office of a member of the Board of Directors ends at the end of the annual general meeting following the election. 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 take place remotely by using 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 2025, the Board held 10 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 2025

Director	Attendance / No of meetings	Attendance rate
Sanna Suvanto-Harsaae (ch.)	10/10	100%
Markus Hellström	9/10	90%
Jyrki Mäki-Kala	10/10	100%
Anette Rosengren	10/10	100%
Tuomas Yrjölä ¹⁾	7/7	100%

¹⁾ Board member since 29 April 2025.

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.

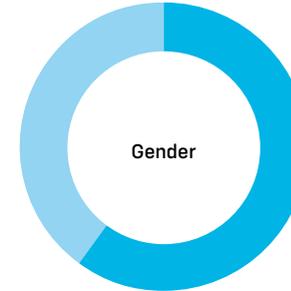
When preparing the composition of the Board of Directors of Orthex, attention is paid to the requirements set by the company's Articles of Association and the Corporate Governance Code, as well as to the requirements set by the company's operations and the premises of diversity derived therefrom.

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.

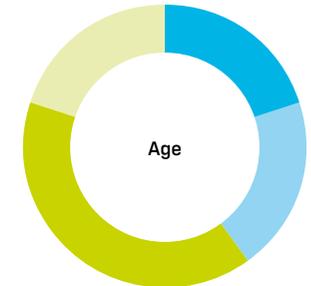
The purpose of the diversity principles is to contribute to making sure that the Board of Directors' combined competence and experience and the diversity of its composition are sufficiently aligned with Orthex's operational needs. With regard to gender structure, the objective is that there is a balanced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

The Nordic Business Diversity Index examines the diversity of senior leadership in Nordic listed companies. In 2025, Orthex was ranked seventh among small-cap companies in the Helsinki Nasdaq category. The 2025 Index analysed senior leadership in more than 840 companies across Finland, Sweden, Denmark, Norway, and Iceland. Leadership diversity was assessed across four key aspects: gender, age, nationality, and education.

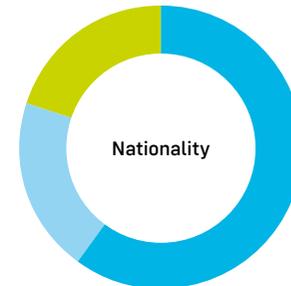
At year-end 2025, the company's Board of Directors comprised five members. Diversity of the Board of Directors with respect to gender, nationality, age, tenure as well as educational and professional background is described on this and on the next two pages. Additional information for example on the Board members' previous positions of trust is available on the corporate website at [Board of Directors - Orthex Group](#).



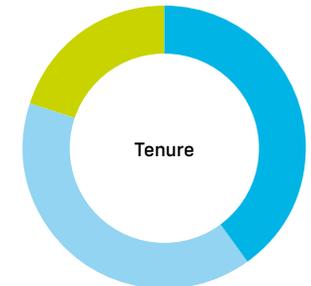
■ Male 60%
■ Female 40%



■ 45-50 years 20%
■ 51-55 years 20%
■ 56-60 years 40%
■ 61-65 years 20%



■ Finland 60%
■ Sweden 20%
■ Finland-Denmark 20%



■ Below 2 years 40%
■ 3-4 years 40%
■ 5-6 years 20%

Members of the Board of Directors on 31 December 2025



Sanna Suvanto-Harsaae

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

Born 1966

Finnish and Danish citizen, female

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
- Nordic Pet Care Group A/S, Chair of the Board of Directors since 2012
- CEPOS (Center for Political Studies), member of the Board of Directors since 2017



Markus Hellström

Member of the Board of Directors since 2022

Born 1974

Finnish citizen, male

Master's degree in engineering

Independent of the company and its significant shareholders

Main occupation: CEO of Snellman Group 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, 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 (until 14 April 2026)

Born 1961

Finnish citizen, male

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 Corporation, Vice-Chair of the Board of Directors since 2025 and member of the Board and Chair of the Audit Committee since 2023



Anette Rosengren

Member of the Board of Directors since 2023

Born 1966

Swedish citizen, female

Bachelor's degree in business administration

Independent of the company and its significant shareholders

Main occupation: Managing Director of Philip Morris / Swedish Match 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 1995–2002
- Unilever, marketing and commercial roles 1989–1995
- Greenfood AB, member of the Board of Directors since 2016



Tuomas Yrjölä

Member of the Board of Directors since 2025

Born 1978

Finnish citizen, male

Master's degree in economics

Independent of the company and its significant shareholders

Main occupation: President of Personal Care Business Unit since 2026 and Executive Management Team member in Essity Aktiebolag since 2018

- Essity Aktiebolag (publ) (Germany), President, Global Marketing and Innovation 2025
- Essity Aktiebolag (publ) (Germany), President, Global Brand, Innovation, and Sustainability 2018–2024
- Essity Aktiebolag (publ) (Germany), Vice President, Global Baby Care and Feminine Care 2014–2018
- Procter & Gamble (Switzerland), Associate Marketing Director, Gillette business unit 2013–2014
- Procter & Gamble (USA), Associate Marketing Director, Global Gillette Venus 2010–2013
- Procter & Gamble (Sweden), Associate Marketing Director, Nordic 2008–2010
- Procter & Gamble (Switzerland), Regional Brand Manager, Middle East and Africa 2006–2008
- Procter & Gamble (Sweden), Brand Manager/Assistant Brand Manager, Nordic 2001–2006
- UCM AV, member of the Supervisory Board 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 2025, 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

Director	Position	Number of shares on 31 Dec 2025
Sanna Suvanto-Harsaae	chair	8,515
Markus Hellström	member	3,640 ¹⁾
Jyrki Mäki-Kala	member	2,010
Anette Rosengren	member	2,000
Tuomas Yrjölä	member	-
Total		16,165
% of total shares		0.1%
Orthex total number of shares		17,758,854

¹⁾ including shares 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 composition 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 of Directors acts as an expert member of the Nomination Board.

Based on the shareholder register of Orthex Corporation as of 31 August 2025, the shareholders represented in the Shareholders' Nomination Board are Conficap Oy, Alexander Rosenlew, Ilmarinen Mutual Pension Insurance Company, and Aktia Fund Management Company Ltd.

The representatives of the four largest shareholders in the Nomination Board include two females and two males and they are:

- **Erik Toivanen**, CEO, Conficap Oy
- **Alexander Rosenlew**
- **Annika Ekman**, Executive Vice President, Investments, Ilmarinen Mutual Pension Insurance Company
- **Niina Arkko**, ESG Director, Aktia Fund Management Company Ltd.

Erik Toivanen chairs the Nomination Board, and its expert member is **Sanna Suvanto-Harsaae**, Chair of Orthex's Board of Directors.

In September 2025, changes took place in the composition of the Nomination Board as Aktia Fund Management Company Ltd. became one of the company's four largest shareholders, replacing Varma Mutual Pension Insurance Company. **Erkka Kohonen** served as Varma Mutual Pension Insurance Company's representative on the Nomination Board.

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 2025.



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 strategy approved by and 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. 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.

A change took place in the composition of the Management Team in September, when the company announced that **Aurélien Chabannier** had been appointed as Sales Director, Europe and International Markets and member of the Management Team starting 1 September 2025. Chabannier joined the company in 2016 and prior to his appointment, he held the position of Business Unit Manager, France and Germany.

Members of Orthex's Management Team, which consists of five males including the CEO and two females, are presented on the following page. 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 and entities), as at the end of 2025, 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's shareholdings

Management Team member	Position	Number of shares on 31 Dec 2025
Alexander Rosenlew	CEO	2,047,726
Oy Rosaco Ab ¹⁾		36,679
Saara Mäkelä	Chief Financial Officer	141,833
Hanna Kukkonen	Chief Marketing and Sustainability Officer	201,530
Tom Ståhlberg	Chief Supply Officer	316,250 ²⁾
Aurélien Chabannier	Sales Director, Europe and International Markets	-
Nicholas Ledin	Sales Director, Nordic	62,475
Hans Cronquist	Operations Director, Tingsryd	100,700
Total		2,907,193
% of total shares		16.4%
Orthex total number of shares		17,758,854

¹⁾ controlled corporation

²⁾ including shares of closely associated persons

Members of the Management Team on 31 December 2025



From left to right: Nicholas Ledin, Aurélien Chabannier, Alexander Rosenlew, Saara Mäkelä, Hans Cronquist, Hanna Kukkonen, Tom Ståhlberg.

Alexander Rosenlew

Chief Executive Officer

Management Team chair since 2010

Employed by Orthex since 2010

Born 1971, Finnish citizen, male

Master's degrees in economics and in management

Saara Mäkelä

Chief Financial Officer, Head of IT

Management Team member since 2017

Employed by Orthex since 2017

Born 1976, Finnish citizen, female

Master's degree in economics

Hanna Kukkonen

Chief Marketing and Sustainability Officer,
Head of Product Development

Management Team member since 2012

Employed by Orthex since 2012

Born 1973, Finnish citizen, female

Master's degree in economics

Tom Ståhlberg

Chief Supply Officer

Management Team member since 2012

Employed by Orthex since 2012

Born 1969, Finnish citizen, male

Master's degree in industrial engineering and
management

Aurélien Chabannier

Sales Director, Europe and International Markets

Management Team member since 2025

Employed by Orthex since 2016

Born 1989, French citizen, male

Master's degree in management

Nicholas Ledin

Sales Director, Nordic

Management Team member since 2015

Employed by Orthex since 2001

Born 1970, Swedish citizen, male

High school graduate

Hans Cronquist

Operations Director, Tingsryd

Management Team member since 2019

Employed by Orthex since 2019

Born 1970, Swedish citizen, male

Master's degree in mechanical engineering

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, sustainable 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 2025.

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 consultants.

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 their 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 ending 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 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 [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 at the Annual General Meeting for a term that ends at the end of the next Annual General Meeting. The auditor's task 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 2025, Ernst & Young Oy, a firm of Authorised Public Accountants, was elected the company's auditor with **Mikko Ryttilahti**, Authorised Public Accountant, as the signing audit partner. The remuneration of the auditor was resolved to be paid according to an invoice approved by the company. The audit fees paid to the auditor in 2025 are presented in the table below.

Auditor remuneration 2025

EUR thousand	2025	2024
Audit fee	217	252
Non-audit services	4	5
Total	222	257

Assurance of sustainability reporting

At the Annual General Meeting 2025, Ernst & Young Oy, Authorised Sustainability Audit Firm, was elected as the sustainability reporting assurer for a term of office ending at the end of the next Annual General Meeting. The remuneration of the sustainability reporting assurer was resolved to be paid according to an invoice approved by the company.

No fees were paid to the sustainability reporting assurer in 2025 because, due to regulatory changes, the company was exempt from the scope of the Corporate Sustainability Reporting Directive (CSRD) due to its size and was therefore not obliged to prepare a CSRD-compliant sustainability report requiring assurance.