



Corporate
Governance
Statement

2024



Corporate Governance Statement

I. Introduction

Musti Group plc ('Musti Group' or 'Company') is committed to good corporate governance through compliance with laws and regulations in all its operations and to implementing recommendations for good corporate governance. The governance of the Musti Group complies with the Company's Articles of Association, Finnish and EU laws and regulations, in particular the Finnish Companies Act, the Accounting Act, securities markets regulations and other decrees and regulations relevant to the governance of a public limited liability company. Furthermore, Musti Group's operations are guided internal operating principles.

In its governance, Musti Group also complies with the Finnish Corporate Governance Code for listed companies ('Code') issued by the Securities Market Association in 2020. Musti Group has not deviated from the recommendations of the Code except for the Recommendation 10 as the composition of the Board of Directors departs from such Recommendation, which states that at least two (2) directors who are independent of the Company shall also be independent of the significant shareholders of the Company.

The Code is available on the Internet at www.cgfinland.fi.

This Corporate Governance Statement has been prepared in accordance with the recommendations of the Code. The Audit Committee of Musti Group's Board of Directors has reviewed this Corporate Governance Statement. The Company's external auditor has reviewed that this Corporate Governance Statement has been issued and that the description of the main features of the internal control and risk management systems pertaining to the financial reporting process is consistent with the financial statements.

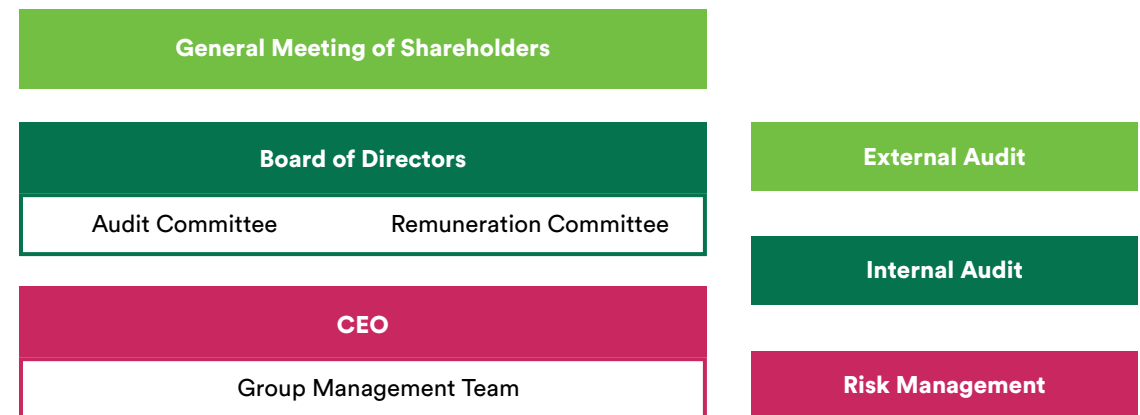
II. Descriptions concerning corporate governance

Musti Group is a company founded in Finland and is registered in the Finnish Trade Register maintained by the Finnish Patent and Registration Office as a public limited liability company. Musti Group operates under Finnish law and is listed on the official list of Nasdaq Helsinki.

The group consists of its parent company Musti Group plc and several group companies in Finland, Sweden, Norway, Estonia, Latvia and Lithuania. The parent company is responsible for the management and governance of the Group, and the group companies are responsible for operative actions. Musti Group's reporting segment structure is based on a geographical division. On this basis, Finland, Sweden and Norway have been designated as their own operating segments and the Baltic countries are reported under the segment called New Markets.

The management and control of Musti Group is divided between the General Meeting of shareholders, the Board of Directors, and the Chief Executive Officer ("CEO"). General Meeting of the shareholders is the ultimate decision-making authority. Every shareholder has the right to attend the General Meeting and participate in decision making by voting. Each share entitles the holder to one vote. Decisions at the General Meetings are primarily made by a simple majority of votes, except in certain cases specified by the Finnish Companies Act (e.g. amending the Articles of Association).

Musti Group governance bodies



1. General Meeting

A General Meeting is convened by the Board of Directors. According to the Articles of Association, the Annual General Meeting (“AGM”) shall be held in Helsinki within six months from the close of the financial year on a date decided by the Board of Directors. At the Annual General Meeting, the shareholders resolve on the adoption of the financial statements, decide on the distribution of dividend, elect the members of the Board of Directors and the external auditor, and determine their remuneration, or decide on any other legally required matter, such as amendments to the Articles of Association if necessary.

Annual general meeting was held on 31 January 2024. Shareholders were also able to exercise their voting rights by voting in advance or by way of proxy representation. Extraordinary general meeting was held on 12 April 2024 in Helsinki. Shareholders were also able to exercise their voting rights by voting in advance or by way of proxy representation.

The materials of the general meetings are available on Musti Group’s [website](#).

2. Board of Directors

Composition, diversity and shareholding of the Board of Directors

According to Musti Group’s Articles of Association, the Board of Directors consists of a minimum of 3 and a maximum of 10 ordinary members. The term of office of the Board of Directors expires at the end of the first Annual General Meeting of shareholders following the election. The Board of Directors prepares the proposal for the composition of the Board of Directors to the General Meeting of shareholders based on the discussions between the major shareholders and the Chair of the Board of Directors.

When preparing the proposal for the composition of the Board of Directors, the Board of Directors considers the Company’s business requirements and development and the Company’s strategy. The main objective is to ensure that the composition of the Board of Directors supports the Company’s business operations and strategy in the best possible way. Diversity of the Board of Directors supports reaching this objective. Diversity is considered from different angles. The most relevant factors for the Company are the members’ mutually complementary know-how, education, and experience in different fields of business as well as the personal attributes of the members. Musti Group aims to have both genders equally represented in the Board, and to have members with experience from different

geographical areas. The progress in achieving the objectives is reviewed regularly. A candidate elected to the Board of Directors must have the required competence for the position, and a sufficient amount of time for attending to the duties of the position.

The AGM re-elected Jeffrey David, Ingrid Jonasson Blank, Johan Dettel, Ilkka Laurila and Inka Mero as members of the Board of Directors. In its organizing meeting on 31 January 2024, the Board of Directors elected Jeffrey David as the Chair of the Board of Directors and Ingrid Jonasson Blank as the Vice Chair of the Board of Directors.

Extraordinary General Meeting, which was held on 12 April 2024 elected Maria Cláudia Teixeira de Azevedo, João Pedro Magalhães da Silva Torres Dolores and João Nonell Günther Amaral as new members, and re-elected Jeffrey David and Johan Dettel as members of the Board of Directors. The term of office of those current members of the Board of Directors of Musti who were not re-elected, ended upon the closing of the Extraordinary General Meeting. The Board of Directors of Musti Group Oyj elected Cláudia Azevedo as the Chair of the Board of Directors and Jeffrey David as the Vice Chair of the Board of Directors in its organizing meeting.

Composition and shareholdings of the Board of Directors on 31 December 2024:

Name	Year of Birth	Position	Member since	Attendance	Shareholding
Cláudia Azevedo	1970	Chair	2024	8/8	0
Jeffrey David	1964	Vice Chair	2016	7/8	0
João Amaral	1969	Member	2024	8/8	0
Johan Dettel	1978	Member	2022	7/8	0
João Dolores	1980	Member	2024	8/8	0



Maria Cláudia Teixeira de Azevedo

Chair of the Board

Born 1970

Independent of Musti Group Plc but not independent of its major shareholder. Ms. Azevedo has been a member of Musti Group's Board of Directors since 12 April 2024. Ms. Azevedo is CEO of Sonae SGPS, SA and Chair of the Board of Directors of MCRETAIL, SGPS, SA, Sonae Sierra, SGPS, SA, Sparkfood, SA, Imparfin – Investimentos e Participações Financeiras SA, Linhacom SA, Praça Foz – Sociedade Imobiliária SA and Vice-Chairman of the Board at BRP – Associação Rountable Portugal. She is a Manager at Tangerine Wish, Lda and Member of the Board of Directors of Sonaecom, SGPS, SA, Público – Comunicação Social, SA, Sonae Investment Management – Software and Technology, SGPS, SA, Sonae Holdings, SA, Universo Sonae, SA, SC – Sonae Capital Investments, SGPS, SA, Sonae Indústria, SGPS, SA, Efanor Investimentos, SGPS, SE, Efanor – Serviços de Apoio à Gestão, SA, Setimanale, SGPS, SA, Casa Agrícola de Ambrães, SA, Realejo – Sociedade Imobiliária, SA and Non-Executive Member of the Board of Directors of NOS, SGPS. Ms. Azevedo holds a bachelor's degree in management from Universidade Católica Portuguesa and MBA degree from INSEAD Business School. She is a citizen of Portugal.



Jeffrey David

Vice-Chair of the Board

Born 1964

Independent of Musti Group Plc but not independent of its major shareholder. Jeffrey David has been a member of Musti Group's Board of Directors since 2016 and Chairman of the Board since 2017. In addition, Mr. David is Chairman of Independent Pet Partners USA and a Board member of Greencross Limited – Australia. He is an Australian citizen.



João Nonell Günther Amaral

Member of the Board

Born 1969

Independent of Musti Group Plc but not independent of its major shareholder. Mr. Amaral has been a member of Musti Group's Board of Directors since 12 April 2024. Amaral is Chair of the Board of Directors of PCJ – Público – Comunicação e Jornalismo, S.A, Executive Member Director of Sonae – SGPS, SA and Member of the Board of Directors of Sonae Holdings, S.A, Sonae Corporate, S.A., Sparkfood, S.A., Sparkfood Ingredients, S.A., Universo Sonae, S.A., MCRETAIL, SGPS, SA, Sonae Investment Management – Software and Technology, SGPS, SA, Público – Comunicação Social, SA, SIRS – Sociedade Independente de Radiodifusão Sonora, S.A. and Deputy Member of the Board of Directors of Flybird Holding Oy. Mr. Amaral holds master's degree in electrical and computer engineering from the University of Porto, MBA Executive degree from Porto Business School, Retail Strategic Management degree from Babson College, Accelerated Development Program degree from London Business School and Logistics, Materials and Supply Chain Management degree from Stanford University. He is a citizen of Portugal.



Johan Dettel

Member of the Board

Born 1978

Independent of Musti Group Plc but not independent of its major shareholder. Johan Dettel has been a member of Musti Group’s Board of Directors since 27. January 2022. Mr. Dettel is also a Board member of IP-Only, Iver Group AB, Market Art Fair Intressenter AB, Arte Collectum AB, Sadelns Samfällighetsförening, Art Mile Holding AB and Art Lithe Holding AB. In addition, during the last five years he has been a Board of member of Epidemic Sound, Musti Group and Adamo Telecom. Mr. Dettel holds a Master of Science degree in Industrial Engineering & Management from the Linköping Institute of Technology, and he is a Swedish citizen.



João Pedro Magalhães da Silva Torres Dolores

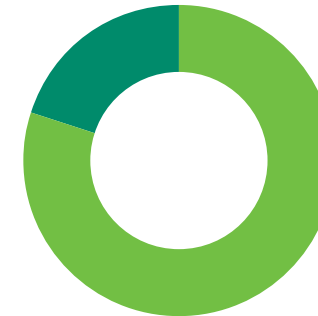
Member of the Board

Born 1980

Independent of Musti Group Plc but not independent of its major shareholder. Mr. Dolores has been a member of Musti Group’s Board of Directors since 12 April 2024. Mr. Dolores is Chair of the Board of Directors of Sonae Corporate, SA, Sonae RE, SA, Sparkfood Ingredients, SA and Flybird Holding Oy and Member of the Board of Directors of Sonae Holdings, SA, Universo Sonae, SA, Sonae Investment Management – Software and Technology, SGPS, SA, Sparkfood, SA:ssa and Universo, IME, SA. He is Member of the Board of Directors and executive committee of Sonae – SGPS, SA and Executive Member of the Board of Directors of Sonae Investment, BV, Sontel, BV ja Sonaecom, SGPS, SA. He is Non-Executive Member of the Board of Directors of NOS, SGPS, SA, MCRETAIL, SGPS, SA and Sonae Sierra, SGPS, SA. Mr. Dolores holds a degree in Economics, FEP from the University of Porto, Postgraduate Program degree in Business Management from New York University and MBA degree from London Business School. He is a citizen of Portugal.

Board diversity

Gender



- Male, 80%
- Female, 20%

Nationality



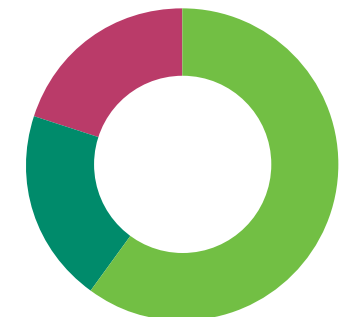
- Portuguese, 60%
- Swedish, 20%
- Australian, 20%

Age



- 41–50 years, 40%
- 51–60 years, 60%

Tenure



- Less than 1 year, 60%
- 1–5 years, 20%
- Over 5 years, 20%

Evaluation of the independence of the Board of Directors

It is the duty of the Board of Directors to evaluate the independence of its members. A majority of members of the Board of Directors must be independent of the Company. At least two members independent of the Company must also be independent of significant shareholders of the Company.

The Board members' independence has been evaluated based on the Corporate Governance Code issued by the Finnish Securities Market Association in 2020. According to the evaluation, all Board nominees are currently independent of the Company. However, none of the Board nominees are independent of the Company's significant shareholders. Jeffrey David and João Pedro Magalhães da Silva Torres Dolores are members of the Board of Directors, and Johan Dettel and João Nonell Günther Amaral deputy Board members, of Flybird Holding Oy, which is the Company's largest shareholder. In addition, Maria Cláudia Teixeira de Azevedo, João Pedro Magalhães da Silva Torres Dolores and João Nonell Günther Amaral are all executive directors of Board of Directors of Sonae, which is the Company's ultimate parent company.

The composition of the Board of Directors proposed above departs from Recommendation 10 of the Corporate Governance Code, which states that at least two (2) directors who are independent of the Company shall also be independent of the significant shareholders of the Company. Flybird Holding has executed a public tender offer for the Company and assessed that following the tender offer, it needs additional time to find appropriate candidates with the required expertise and experience who are also independent of the significant shareholders of the Company. Flybird Holding is actively seeking for at least two (2) additional candidates to supplement the composition for the Board of Directors of Musti. Such members are envisaged to be independent of both the Company and its significant shareholders.

Self-evaluation of the Board of Directors

The performance of the Board of Directors is evaluated annually. The results of the assessment are considered when preparing a proposal for a new composition for the Board of Directors. The self-assessment was conducted by way of a survey that was followed by a discussion among the member of the Board of Directors about the results and further actions.

Duties of the Board of Directors

In addition to the specific duties defined in Finnish Companies Act and the Company's Articles of Association, Musti Group's Board of Directors shall, among others:

- annually approve the Company's strategy, budget and business plan and supervise their execution
- arrange the control, supervision and audit of the Company's accounts and finances
- review and approve interim reports, financial statements, and the annual report
- define the Company's financial targets and dividend policy
- appoint and discharge from his/her duties the CEO and the group management team member
- resolve on the remuneration and incentives of the CEO and the group management team in accordance with the Company's remuneration policy
- steer the operations of the Company and supervise and monitor the CEO
- confirm the Group's organizational structure and decide on any material organizational changes
- decide on large and strategically significant investments, acquisitions, and divestments and on any other matters that are of material importance to Company
- annually assess the performance of the Board of Directors, including its activities and working methods, and its individual members;
- summon the General Meetings of Shareholders and prepare proposals on matters to be considered in the meetings and
- decide on the establishment of the communication strategy and related policy as well as the publication of important information concerning the Musti Group and its activities

During the financial year 2024, the Board of Directors paid particular attention to:

- execution of the public tender offer process for the company's shares (independent board members elected in the annual general meeting on 31 January 2024)
- monitoring the execution of the Company's growth strategy
- strengthening the Company's financing position
- development of the Company's sustainability strategy

Committees of the Board of Directors

The Board of Directors delegates some of its functions to the Audit Committee and Remuneration Committee. The Board of Directors appoints the chairs and members to the Committees from among its members.

Each Committee meets regularly and reports on its work to the Board. The Committees have no decision-making authority independent of the Board, except where expressly authorized by the Board.

Audit Committee

In its organizing meeting on 31 January 2024, the Board of Directors elected Ilkka Laurila as Chair and Ingrid Jonasson Blank and Inka Mero as members to the Audit Committee. In its organizing meeting following the extraordinary general meeting on 12 April 2024, the Board of Directors elected João Dolores as Chair and Johan Dettel as another member of the Audit Committee.

Audit Committee held seven meetings during the financial year. The attendance rate was 100%.

The responsibilities of the Audit Committee include, among other things:

- Monitoring the financial position of the Company
- Monitoring and assessing the financing and reporting system
- Monitoring the reporting process of financial statements
- Monitoring the statutory audit of the financial statements and consolidated financial statements
- Preparing for the Board of Directors the proposal for resolution on the election of the auditor
- Monitoring and evaluating the independence of the statutory auditor and, in particular, the offering of services other than auditing services by the auditor
- Monitoring and assessing the efficiency of the Company's internal control, internal audit, compliance and risk management systems
- Reviewing the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the Company's Corporate Governance Statement
- Reviewing the risk management principles, monitoring material risks and uncertainties, including but not limited to financial, funding, IT-security related risks as well as tax risks and principles
- Assessing the scope and quality of the internal audit, approving the internal audit plan and resourcing, and reviewing audit reports
- Monitoring and assessing legal compliance and business ethics compliance
- Establishment of principles concerning the monitoring and assessment of related party transactions
- Monitoring and assessing how agreements and other legal acts between the company and its related parties meet the requirements of the ordinary course of business and arm's length terms

Remuneration Committee

In its organizing meeting on 31 January 2024, the Board of Directors elected Johan Dettel as Chair of the Remuneration Committee and Jeffrey David and Ingrid Jonasson Blank as members to the Remuneration Committee. Following the extraordinary general meeting on 12 April 2024 Cláudia

Azevedo was elected as the Chair of the Remuneration Committee and Jeffrey David and João Günther Amaral were elected as members of the Remuneration Committee.

The Remuneration Committee did not meet during the fiscal year 2024.

The responsibilities of the Remuneration Committee are to prepare the following decisions for the Board of Directors to decide:

- prepare for the nomination of the CEO and his/her deputy
- review and prepare for the nominations of the members of group management team and other officers reporting to the CEO and
- from time-to-time review and prepare a proposal on the overall compensation policies applicable to the member of the group management team
- review and prepare a proposal to the Board of Directors on the compensation of the members of the group management team and other officers reporting to the CEO including each of the components thereof
- ensure that the members of the group management team are rewarded appropriately for their contributions to the Company's growth and profitability and that such compensation policies are aligned with the Company's business strategy, long-term financial success, and shareholder interests
- review and prepare a proposal to the Board of Directors on the Company's goals and objectives relevant to the compensation of the CEO
- evaluate the performance of the CEO in light of the above-referenced goals and objectives
- prepare a proposal to the Board of Directors on the compensation of the CEO (including its components thereof) based on the above-referenced evaluation and
- in determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's development and relative shareholder return, the value of similar incentive awards to CEOs at other companies comparable to the Company and awards given to the CEOs in past years
- review and prepare a recommendation to the Board of Directors on at least an annual basis evaluating the Company's compensation and other benefit plans, including incentive compensation and equity-based plans and programs
- review and prepare a recommendation to the Board of Directors on the granting of options, restricted stock, stock appreciation rights and other equity-based grants to the members of the Group management team consistent with the Company's incentive compensation plans and programs and compensation strategy and

- ensure that the Company’s compensation structure is competitive and make recommendations as necessary
- prepare the Company’s policy concerning the remuneration of the Company’s Board of Directors, CEO, and possible deputy CEO (“Remuneration Policy”) for the Board at least every four years
- prepare the Company’s report concerning the remuneration of the Company’s Board of Directors, CEO, and possible deputy CEO (“Remuneration Report”)

3. The CEO and Group Management Team

The CEO

The Board of Directors appoints the CEO and decides on the terms of the CEO’s service. The Board of Directors approves the remuneration and incentives of the CEO and the group management team. The CEO is responsible for the supervision and control of the Company’s day-to-day operations in accordance with the Finnish Companies Act, the Company’s Code of Conduct and authorizations and guidelines issued by the Board of Directors.

David Rönnerberg has acted as Company’s Chief Executive Officer since 2017.

Group Management Team

The CEO leads the group management team’s work and makes decisions pertaining to the operations in consultation with the group management team. Meetings are held weekly, and the focus is on strategic and operative monitoring and development.

Composition and shareholding of the Group Management Team

On 31 December 2024, the group management team of Musti Group comprised the following members:

Name	Year of Birth	Position	Member since	Shareholding
David Rönnerberg	1977	CEO	2017	0
Robert Berglund	1977	CFO	2024 ja 2017–2021	0
Sami Tanner	1981	Head of Strategy	2016	0
Daniel Pettersson	1977	Head of Sweden and Finland	2018	0
Erik Ringen Skjærstad	1974	Head of Norway and New Markets	2016	0
Annamaija Hujala	1969	Head of Pureplay	2022	0
Ellinor Nilsson	1979	Chief Commercial Officer	2018	0
Nanna Martin-Löf	1977	Head of Human Resources	2018	0
Malin Nygren	1974	Chief Customer Officer	2019	0
Pamela Nelimarkka	1982	Chief Operating Officer	2022	0

Group Management Team diversity

Gender



- Male, 50%
- Female, 50%

Nationality



- Finnish, 40%
- Swedish, 50%
- Norwegian, 10%

Age



- 41–50 years, 90%
- 51–60 years, 10%

Tenure



- Less than 1 year, 10%
- 1–2 years, 10%
- 3–5 years, 20%
- Over 5 years, 60%

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

Musti Group prepares consolidated financial statements and interim reports in accordance with the International Financial Reporting Standards, as adopted by the EU, the Finnish Securities Markets Act as well as the appropriate Finnish Financial Supervisory Authority Standards and Nasdaq Helsinki's rules. The Report of the Board of Directors of Musti Group and the parent company Musti Group plc's financial statements are prepared in accordance with the Finnish Accounting Act and the recommendations and guidelines of the Finnish Accounting Board.

Musti Group's financial reporting process is managed internally, and the process is supported by external service providers. The internal control and risk management systems and practices described in more detail below are designed to ensure that financial reporting concerning the Company as well as its group companies is reliable.

The group management team evaluates results of the segments based on net sales, adjusted EBITDA and adjusted EBITA. Events outside the ordinary course of business are treated as items affecting comparability and have been allocated to the segments. In all other respects monitoring of results by management corresponds with IFRS reporting.

It is the duty of the Company's Audit Committee to monitor the reporting process of financial statements reporting and to review with the external auditor the annual financial statements and interim reports before submission to the Board of Directors for final approval, as well as to review internal controls and monitor the effectiveness of the Company's procedures for internal control over financial reporting. In addition, the Audit Committee assesses principles related to internal controls and risk management of the Company's financial reporting processes, monitors and reviews the effectiveness of the Company's risk management system, including the risk profile of Musti Group, and makes such recommendations as the Committee considers desirable. The Company's Board of Directors reviews and approves the Company's interim reports, financial statements and annual reports.

1. Internal control

Internal control refers to measures and procedures aiming to ensure that the Company meets its goals and targets, the Group's resources are utilized economically and efficiently, risks relating to operations are managed appropriately and financial and other information is reliable and correct. In addition, internal control aims to ensure continuity of business operations and compliance with the Company's internal policies and processes, as well as with the requirements, legislation and regulations applied in the operating environment. Efficient internal control and risk management promote the Company's performance and reaching of targets, and they are a material part of Musti Group's corporate governance.

Musti Group's operating model of internal control and risk management related to financial reporting aims to provide sufficient assurance regarding the reliability of financial reporting and that the financial statements have been prepared in accordance with the applicable laws and regulations, accepted accounting principles (IFRS), and other requirements for listed companies. The principal components of internal control are control environment, risk assessment, control activities, communications, and monitoring. Musti Group has defined and documented internal control activities related to its business and reporting processes. Approval mechanisms, access rights, segregation of duties, authorizations, verifications, reconciliations, and follow-up of financial reporting are essential internal activities. The monitoring, development and communication related to internal controls is the responsibility of the CFO who regularly reports the results to the Audit Committee.

All employees of the Group must act according to the ethical principles determined in the Company's Code of Conduct. The principles are based on the ten principles of the UN Global Compact. The Company has committed to include these principles in all of its operations, company culture and strategy. In addition, Musti Group has committed to communicating the principles to its employees, owners, suppliers, and other partners.

The Group utilizes a whistleblowing reporting channel aiming to support compliance with laws and Musti Group's internal guidelines, policies, and values. Employees and other stakeholders may report suspected misconduct or non-compliance with corporate policies according to the whistleblowing procedure.

2. Risk management

The Board of Directors has approved the principles of the risk management of the Company. The target of the Company's risk management is to collect information on and to review and manage opportunities, threats and risks arising from the Company's operations in order that the Company will reach its targets and carry out its operations without disruptions. As such, the risk management aims to promote for its own part implementation of the strategy, reaching of financial targets, satisfying customer proposition, capability to distribute dividends, utilization of responsible practices and business continuity.

The Company's risk management comprises risk management targets, risk management process and its implementation, monitoring and reporting. Risk management is systematic activity aiming to ensure appropriate identification, review, management, and monitoring of risks. It is a part of the Company's planning and governance process, decision-making, management, and operations, as well as control and reporting procedures. Risk management is implemented systematically, proactively, and comprehensively, and it covers all operations in the entire Group.

Risks are assessed and managed with a comprehensive approach based on the business. Implementation of review and management shall be implemented in a way that ensures that material risks are identified, assessed, managed, monitored, and reported as a part of the reporting based on the governance system and the business. In addition, risk management is developed continuously as a part of the Company's operations.

Risk management is implemented according to the principles below:

- The management carries out a comprehensive risk review and updates the risk charts annually.
- The risk review comprises identification of risks, assessment of their relevance and planning of risk management activities. The group management team continuously monitors the execution of the activities
- Results of the risk review are reported to the Audit Committee. The Audit Committee addresses the most significant risks and measures to control them, as well as reviews the efficiency and operation of the risk management. The Audit Committee reports to the Board of Directors in accordance with its Charter
- The CFO reports annually to the Audit Committee the risks identified and measures to manage risks, as well as any changes in them
- The Company discloses risks, uncertainties, and risk management to its stakeholders in accordance with the principles presented in the Finnish Corporate Governance Code

The CFO with the assistance of the group management team is responsible for the preparation of the Risk Management Policy and the systematic and appropriate implementation of the risk management. The CFO shall ensure appropriate coverage of the Company's risk management and assess the implementation of the risk management. The CFO reports on the risk management to the Board of Directors.

The members of the group management team are responsible for the planning, implementation and follow-up of the risk management measures in their own responsibility area. The functions and franchisees are responsible for the operational risk management in their own area by identifying and assessing risks in their own area and defining risk control measures, and their implementation shall be monitored systematically.

3. Internal audit

The Board of Directors has not found it necessary to date to establish a separate internal audit function. The Company's Finance function has instead been adapted to also deal with internal audit duties. Audit Committee re-evaluates annually whether to establish a separate internal audit function. Furthermore, Audit Committee continuously evaluates material risks and control activities. Where necessary, the Board of Directors may purchase internal audit services from an external service provider.

IV. Other information

1. Related party transactions

The Company maintains records of its related parties and adheres to the responsibilities set out in the Finnish Companies Act and the Code when monitoring and evaluating related party transactions.

The Board of Directors evaluates, and monitors transactions concluded between the Company and its related parties to ensure that any conflicts of interest are taken into account appropriately in the decision-making of the Company. Related party transactions that are not concluded in the ordinary course of business or on customary commercial terms are subject to approval by the Board of Directors. The Company's Finance function monitors related party transactions as part of the normal control activities and reporting procedure and reports related party transactions to the Audit Committee. Related party transactions are disclosed as required annually in the notes to the Company's financial statements. Material related party transactions are disclosed in accordance with the Securities Market Act.

2. Insider administration

Musti Group's insider policy, based on the Guidelines for Insiders of Nasdaq Helsinki Ltd and the Market Abuse Regulation, describes the main obligations of insiders in the Company as well as the trade reporting of managers and their closely associated persons, and other related regulations and guidance under the Market Abuse Regulation. The Board of Directors confirms the insider policy.

The Company draws up and maintains project-specific insider lists only. Project-specific insider lists are not public. Persons entered in a project-specific insider list are not allowed to trade on Musti Group's financial instruments during the term of the insider project.

The members of the Board of Directors, the CEO, and the members of the group management team of Musti Group and their closely associated persons are required to notify the Company and the Finnish Financial Supervisory Authority of transactions conducted on their own account relating to the Company's financial instruments. The Company publishes the information it has received in a stock exchange release promptly after receipt of the notification. The member of the Board of Directors, the CEO, and the members of the group management team each shall identify the persons closely associated with them and notify the Company in writing of required information. The notifications are available on the Musti Group's website.

The Board of Directors, the group management team, and selected employees ("Closed Period Employees") may not trade on Musti Group's financial instruments during a minimum period of 30 days prior to the publication of interim reports and financial statements, or on the date of publication ("Closed Period"). The Closed Period Employees are individuals who have more information about the Company than the market due to their work duties, such as preparation of the Company's interim reports and financial statements, or responsibilities related to the Company's finances, financial reporting or communication. In addition, persons who have access to the said information for the purpose of carrying out their work duties, and certain individuals in executive positions, are considered by the Company as Closed Period Employees.

The CFO of the Company is responsible for the insider administration. The Company's employees may report actual or potential infringements of the insider policy or financial market regulation in accordance with the anonymous whistleblower channel.

3. External auditor

The General Meeting resolves on the election of the external auditor and the auditor's remuneration. According to the Articles of Association, the Company must have one external auditor that shall be an Authorized Public Accountant Firm approved by the Finnish Patent and Registration Office. The auditor's term of office ends at the close of the Annual General Meeting following the election.

The AGM 2024 re-elected Ernst & Young Oy, Authorized Public Accountants, as external auditor of the Company with Johanna Winqvist-Ilkka, Authorized Public Accountant, acting as the auditor with principal responsibility. Johanna Winqvist-Ilkka has acted as the Company's auditor with principal responsibility since 2018.

The remuneration paid for audit and non-audit services is set out below.

EUR thousand	1 Oct 2023-31 Dec 2024	1 Oct 2022-30 Sep 2023
Audit fees	505,296	345,340
Fees for non-audit services	57,613	42,126



Musti Group pääkonttori

Mäkitorpantie 3

00620 Helsinki

Suomi

www.mustigroup.com



[/musti-group](https://www.linkedin.com/company/musti-group)



[/mustigroup](https://www.facebook.com/mustigroup)

Vuosikertomuksemme on saatavilla sähköisenä muodossa ja julkaistaan vuosittain. Painomateriaalin käytön vähentämiseksi raportti on saatavilla vain digitaalisessa muodossa.