

Corporate governance

Corporate governance

Introduction

Framery Group's governance model

Annual General Meeting

Board of Directors

Audit Committee

Remuneration Committee

Shareholders' Nomination Board

CEO

Management Team

Principles of internal control and risk management related to the financial reporting process

Internal control

Overview of risk management

Internal audit

Related party transactions

Insider administration

Manager transactions

Auditor and sustainability reporting assurance provider

Listing and General Meetings in 2025



Corporate governance

Introduction

Framery Group's governance model

Annual General Meeting

Board of Directors

Audit Committee

Remuneration Committee

Shareholders' Nomination Board

CEO

Management Team

Principles of internal control and risk management related to the financial reporting process

Internal control

Overview of risk management

Internal audit

Related party transactions

Insider administration

Manager transactions

Auditor and sustainability reporting assurance provider

Listing and General Meetings in 2025

Introduction

Framery Group Plc ("Framery Group" or the "Company") complies in its corporate governance with the Finnish Limited Liability Companies Act (the "Finnish Companies Act") and Securities Markets Act, regulations concerning listed companies, the Company's Articles of Association, and the rules and regulations of Nasdaq Helsinki Ltd ("Nasdaq Helsinki"). The Company also complies with the Finnish Corporate Governance Code 2025 (the "CG Code") issued by the Securities Market Association, which is available at www.cgfinland.fi.

The Corporate Governance Statement is issued separately from the Company's Report of the Board of Directors, and it is published together with Company's Report of the Board, Financial Statements and Remuneration Report for 2025 on the Company website at framery.com/investors.

The Corporate Governance Statement has been reviewed by Framery Group's Audit Committee. The Company's auditor has verified that this Statement has been issued and that the included description of the principles of internal control and risk management systems related to the financial reporting process is consistent with the financial statements.

Framery Group's governance model

Framery Group's governing bodies comprise the General Meeting, the Board of Directors, and the Chief Executive Officer ("CEO"). The General Meeting of shareholders is the highest decision-making body of the Company. The Board of Directors and the CEO are responsible for the management of the Company. The Board has an Audit Committee and a Remuneration Committee, which assist the Board. The Management Team assists the CEO in managing the Company.

Annual General Meeting

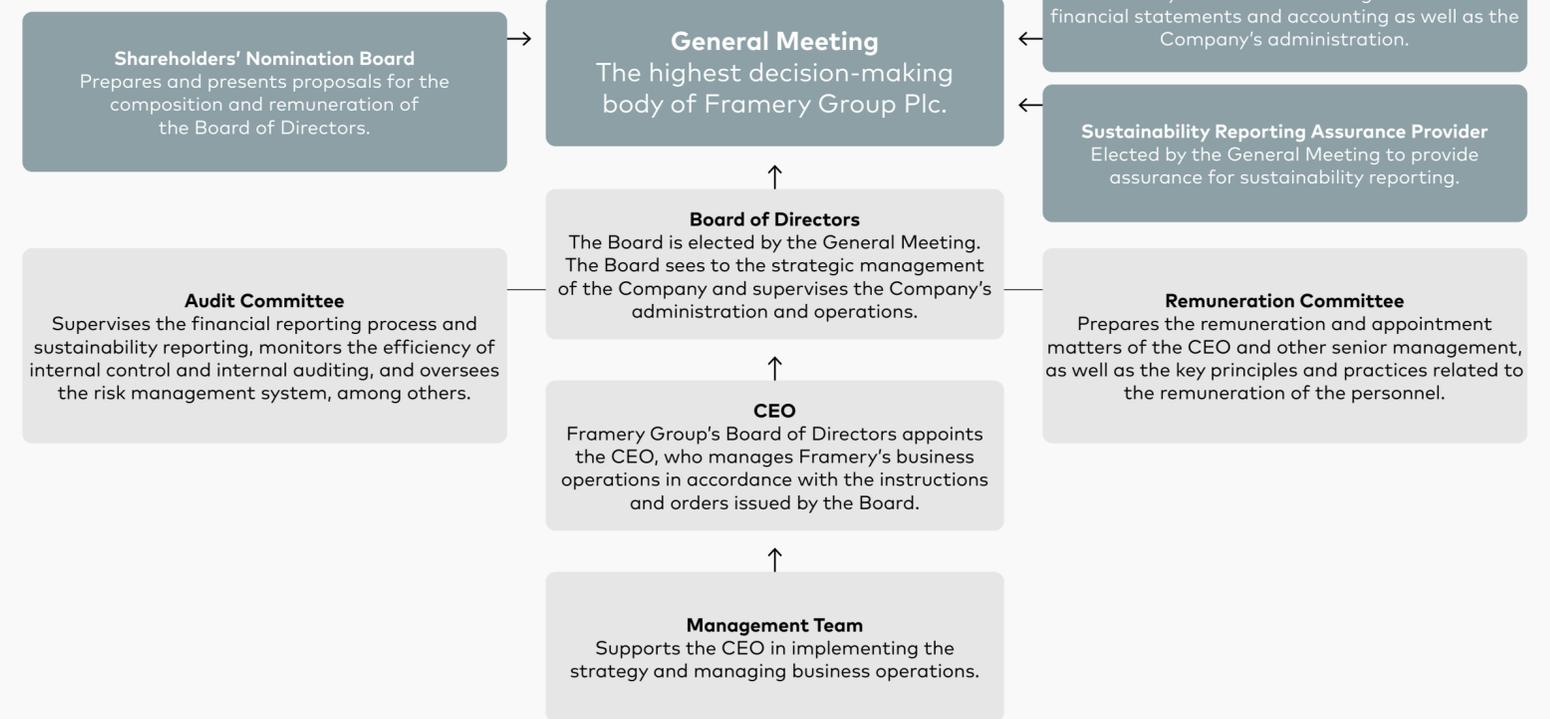
The General Meeting of shareholders is the highest decision-making body of Framery Group that decides on matters stipulated by the Finnish Companies Act and the company's Articles of Association. In the General Meeting, all shareholders of the Company are entitled to raise questions and propose resolutions regarding issues on the agenda. The Company has a single class of shares, and every share entitles to one vote in the General Meeting.

The Annual General Meeting shall be held annually on the date set by the Board of Directors within six months from the end of the previous financial year. An Extraordinary Meeting of Shareholders shall be convened if the Board deems it necessary, or if one is legally required. Framery Group's General Meeting is to be held in Tampere or Helsinki, and is convened by the Board of Directors. The Board of Directors may also decide to convene a General Meeting without a physical venue so that the shareholders exercise their full decision-making power in real time during the General Meeting using a remote connection and technical means.

The decision-making power of Framery Group's Annual General Meeting includes, among other things:

- approving the financial statements and deciding on the distribution of profits;
- the number, election and remuneration of Board members;
- discharging the members of the Board of Directors and the CEO from liability;
- amending the Articles of Association;
- share issues or authorising the Board of Directors to decide on share issues;
- electing the auditor and sustainability reporting assurance provider; and
- increase or decrease of share capital

Framery Group's governance structure



The notice of the General Meeting shall be convened by publishing a notice to the meeting on the Company's website no earlier than three months and no later than three weeks prior to the General Meeting, in any event no later than nine days prior to the record date of the General Meeting, in accordance with the Finnish Companies Act and the Company's Articles of Association. In addition, Framery Group publishes the notice to the meeting and the Board's proposals to the Annual General Meeting in a stock exchange release.

All shareholders of Framery Group have the right to attend General Meetings of Shareholders, provided they follow the instructions in the meeting notice. Shareholders may attend in person, authorize a representative to attend on their behalf, or participate in a hybrid or virtual meeting if the Board resolves to hold one as permitted by the Company's Articles of Association. Holders of nominee-registered shares may also attend by obtaining temporary registration in the Company's shareholder register. To attend a General Meeting, shareholders must register with the Company by the deadline specified in the meeting notice, which may not be earlier than ten days before the General Meeting.

Board of Directors

According to Framery Group's Articles of Association, The Board of Directors of the Company shall comprise a minimum of four and a maximum of eight members elected in the Annual General Meeting. The Board of Directors appoints the Chair and the Vice Chair from among its members annually. The term of the Board of Directors expires at the end of the Annual General Meeting following their election. The Nomination Board prepares a proposal on the composition of the Board of Directors for the Annual General Meeting's decision.

Duties of the Board of Directors

The duties and activities of the Board of Directors are defined by the Finnish Companies Act, the CG Code, other applicable legislation, the Company's Articles of Association and the Board Charter. The key duties and operating principles of the Board of Directors are defined in the Board Charter. The Board of Directors determines the Company's strategy and oversees its implementation.

The Board is responsible for the administration of the Company and the appropriate organisation of its operations. The duties of the Board of Directors include:

- approving the Company's financial statements and interim reports and monitoring the appropriateness of accounting and the Company's financial management;
- deciding on the strategy, investments, organisation and financial affairs of the Company;
- approving the annual and long-term business plans and budgets as well as the principles of risk management;
- deciding on the principles according to which the management may make decisions regarding investments, acquisitions and divestments and issuing of guarantees;
- approving the Company's long- and short-term remuneration schemes and their realisation;

Corporate governance

Introduction

Framery Group's governance model

Annual General Meeting

Board of Directors

Audit Committee

Remuneration Committee

Shareholders' Nomination Board

CEO

Management Team

Principles of internal control and risk management related to the financial reporting process

Internal control

Overview of risk management

Internal audit

Related party transactions

Insider administration

Manager transactions

Auditor and sustainability reporting assurance provider

Listing and General Meetings in 2025

- appointing and dismissing the Company's CEO, supervising the CEO's actions, and deciding on the CEO's remuneration and other terms and conditions of service; and

- approving the charters of the Board, the Audit Committee and the Remuneration Committee.

The Board of Directors shall act with due care and promote the interests of the Company and all its shareholders. The Board shall not make decisions or take measures that confer undue benefit to a shareholder or another person at the expense of the Company or another shareholder.

The Board of Directors 31 December 2025

Between 15 August and 31 December 2025, the members of the Board of Directors were Mika Sutinen (Chair), Ville Koskenvuo (Vice Chair), Gregory Bylsma, Timo Toikkanen and Pipsa Loimijoki.

The Annual General Meeting on 14 May 2025 confirmed the composition of the Board of Directors for a term that expires at the end of the next Annual General Meeting. Mika Sutinen (Chair), Ville Koskenvuo, Gregory Bylsma, Timo Toikkanen and Tuomas Siponen were elected as members of the Board. Tuomas Siponen resigned from his position as a Member of the Board on 15 August 2025 and Pipsa Loimijoki was appointed as a new Member of the Board and Ville Koskenvuo was elected as Vice-Chair.

In 2025, the Board of Directors held a total of 15 meetings. Additionally, in 2025 the Board made decisions 16 times without holding a meeting.

Information about the attendance of the members of the Board of Directors in meetings is shown in the table below.

Meeting attendance of Board of Directors in 2025:

Member	Board of Directors	
	Attendance	Attendance %
Mika Sutinen	15/15	100%
Ville Koskenvuo	15/15	100%
Gregory Bylsma	15/15	100%
Timo Toikkanen	14/15	93%
Pipsa Loimijoki (appointed 15 August 2025)	9/9	100%
Tuomas Siponen (resigned 15 August 2025)	6/6	100%

Members of the Company's Board of Directors 31 December 2025

Mika Sutinen

Chair of the Board of Directors 2022–, Chair of the Audit Committee, Member of the Remuneration Committee

Master of Science (Finance and Accounting)

Born 1966, Finnish citizen, male

Main occupation: Board professional

Framery Group Plc shares on 31 December 2025: 243 238*

Ville Koskenvuo

Vice Chair of the Board of Directors 2025–, Member of the Board of Directors 2018–, Chair of the Remuneration Committee

Master of Science (Industrial Engineering and Management)

Born 1979, Finnish citizen, Male

Main occupation: Partner of Vaaka Partners Oy

Framery Group Plc shares on 31 December 2025: 0*

Gregory Bylsma

Member of the Board of Directors 2022–, Member of the Audit Committee

Bachelor of Arts (Accounting)

Born 1965, American citizen, male

Main occupation: Member of the Board of Directors of Cascade Engineering

Framery Group Plc shares on 31 December 2025: 152 739*

Timo Toikkanen

Member of the Board of Directors 2022–, Member of the Remuneration Committee

Master of Laws

Born 1966, Finnish citizen, Male

Main occupation: Managing Director of Varjo Technologies Oy

Framery Group Plc shares on 31 December 2025: 243 238*

Pipsa Loimijoki

Member of the Board of Directors 2025–, Member of the Audit Committee

Master of Science (Finance)

Born 1992, Finnish citizen, female

Main occupation: Investment Professional at Vaaka Partners Oy

Framery Group Plc shares on 31 December 2025: 0*

* Including own holdings and controller entities.

The resumes of the members of the Board of Directors are available on the Company website at <https://framery.com/sijoittajat/en/governance/board-of-directors/>.

Independence of the Board of Directors

The majority of the Board members shall be independent of the Company. At least two of these members shall also be independent of the major shareholders of the Company.

The Board of Directors assesses its members' independence of the Company and its major shareholders annually. According to the Board of Directors' independence assessment, Mika Sutinen, Gregory Bylsma and Timo Toikkanen are considered independent of the Company and its significant shareholders. Ville Koskenvuo and Pipsa Loimijoki are considered independent of the Company. Ville Koskenvuo acts as Partner and Pipsa Loimijoki as an Investment Professional at Vaaka Partners Oy and are, therefore, not considered to be independent of the Company's significant shareholder.

Self-assessment of Board of Directors

According to its Charter, the Board of Directors conducts an annual evaluation of its and its committees' performance and working methods.

Diversity of the Board of Directors

Framery Group's Nomination Board considers the principles concerning the Board of Directors' diversity in its work and its proposals. The election and composition of the Board of Directors is guided by the principle of diversity to ensure that the Company has a skilled, competent, experienced and effective Board. Diversity is an essential quality of a well-functioning Board. The Board of Directors must at all times be able to react to the requirements of the Company's business and strategic objectives and support and challenge management in a proactive and constructive manner. A diverse composition of the Board of Directors supports and caters to the current and future needs in the successful development of the Company.

A person elected as a member of the Board of Directors must have qualifications required for the task as well as adequate availability for carrying out the duties of a Board member. A diverse composition of the Board of Directors includes complementary education, competence, personal networks and experience of its members in different professional fields and management of business in different development phases as well as the personal qualities of each Board member, all of which add to the diversity of the Board of Directors. Diversity is also supported by varied professional and educational backgrounds, relevant experience in fields and markets that are strategically significant for the Company, and by a diverse age, term of office and gender distribution.

On 31 December 2025, the Company's Board of Directors comprised of one woman (20%) and four men (80%) among the five members of the Board of Directors. The members include four Finnish citizens as well as one American citizen.

Corporate governance

Introduction

Framery Group's governance model

Annual General Meeting

Board of Directors

Audit Committee

Remuneration Committee

Shareholders' Nomination Board

CEO

Management Team

Principles of internal control and risk management related to the financial reporting process

Internal control

Overview of risk management

Internal audit

Related party transactions

Insider administration

Manager transactions

Auditor and sustainability reporting assurance provider

Listing and General Meetings in 2025

Audit Committee

To enhance the efficiency of its work, the Board of Directors has established an Audit Committee. The Committee is neither a decision-making nor an executive body. The Committee is a body established by the Board, which assists the Board of Directors by preparing matters within its competence. The Board of Directors selects from among its members the Chair and the members of the Committee and adopts its written charter.

The Audit Committee shall consist of a minimum of three members. The majority of the Committee members shall be independent of the Company, with at least one member also being independent of the significant shareholders of the Company.

The Committee as a whole must possess the expertise and experience required for the performance of the duties and responsibilities of the Committee. Without limiting the applicable requirements, desirable qualifications for Committee members include appropriate understanding of accounting practices and financial reporting gained through education or experience in performing or overseeing related functions. At least one Committee member must have competence in accounting or auditing, and the Committee members as a whole must have competence relevant to one or several of the sectors in which the Company operates.

The Board of Directors remains ultimately responsible for the duties assigned to the Committee. The Committee does not have independent decision-making authority in matters within the responsibility of the Board, but it assists the Board by preparing such matters and thus the Board collectively makes the decisions on matters within its competence.

According to its charter, the Audit Committee's duties consist particularly of:

- assisting the Board in fulfilling its oversight responsibilities of the Company's financial and sustainability reporting processes;
- monitoring the statutory audit and assurance of the sustainability reporting of the Company;
- assisting the Board in its oversight of matters pertaining to financial and sustainability reporting, internal control, internal audit, risk management, and related party transactions, and making proposals on such matters to the Board;
- preparation of the proposal for resolution on the election and remuneration of the auditor and sustainability reporting assurance provider;
- evaluation of the independence of the auditor and sustainability reporting assurance provider, particularly the provision of non-audit and sustainability reporting assurance services to the Company;
- monitoring the efficiency of internal control, internal audit and risk management;
- evaluating the auditor's and the sustainability reporting assurance provider's work; and
- carrying out other tasks assigned to it by the Board.

The Audit Committee was established in December 2025 prior to the Company's listing on Nasdaq Helsinki and did not meet during 2025. In 2025, Audit Committee consisted of Chair Mika Sutinen, Gregory Bylsma and Pipsa Loimijoki.

Remuneration Committee

The Remuneration Committee assists the Board of Directors by preparing matters within the competence of the Committee. The Board selects from

among its members the members and the chair of the Committee. The Committee shall consist of a minimum of three members. The majority of the members of the Remuneration Committee shall be independent of the Company. The Company's CEO or any other executive director may not be a member of the Remuneration Committee.

The Committee as a whole must have the expertise and experience required for the performance of the duties and responsibilities of the Committee. Desirable qualifications for Committee members include experience in business management, corporate governance, human resources management, and executive remuneration and employee benefits.

According to its charter, the duties of the Remuneration Committee include:

- preparation of the Remuneration Policy and Remuneration Report of the Company's corporate bodies;
- presentation of the Remuneration Policy and Remuneration Report to the General Meeting;
- preparation of the appointment of the CEO and other members of the Management Team and succession planning;
- preparation and review of the remuneration of the CEO and other members of the Management Team, including salary, short-term incentives, long-term incentives and special benefits;
- review and recommendation of the Company's remuneration schemes and plans, including short-term incentive plans, long-term incentive plans, and pension plans;
- monitoring the administration of the Company's short- and long-term incentive plans; and
- monitoring regulatory compliance with respect to remuneration matters.

In addition, the Remuneration Committee performs other tasks assigned to it by the Board of Directors.

The Chair, in consultation with the Remuneration Committee members, shall determine the meeting schedule and frequency. As a general rule, the Remuneration Committee convenes at least two times per year.

The Remuneration Committee was established in December 2025 prior to the Company's listing on Nasdaq Helsinki and did not meet during 2025. In 2025, Remuneration Committee consisted of Chair Ville Koskenvuo, Timo Toikkanen and Mika Sutinen.

Shareholders' Nomination Board

The Shareholders' Nomination Board prepares proposals concerning the election and the remuneration of the members of the Board to the following Annual General Meeting and to any Extraordinary General Meeting when necessary.

The Shareholders' Nomination Board consists of four members appointed by the shareholders. The four largest shareholders, determined annually on 1 June based on the shareholder register maintained by Euroclear Finland Oy, are entitled to appoint a member to the Nomination Board. In deviation from this, for the purposes of the Annual General Meeting to be held in 2026, the assessment day shall be the first banking day of January 2026.

The Chair of the Board of Directors acts as an expert member in the Shareholders' Nomination Board without the right to vote. However, the Chair of the Board of Directors has the right to attend the meetings of the Shareholders' Nomination Board and receive the relevant material for such

meetings. It is the duty of the Chair of the Board of Directors to ask each of the four largest shareholders to nominate one member to the Shareholders' Nomination Board. If a shareholder does not exercise his or her right to nominate a member to the Shareholders' Nomination Board, the nomination right will be transferred, in accordance with the shareholder register, to the next largest shareholder who would not otherwise be entitled to nominate a member to the Shareholders' Nomination Board.

The term of the members of the Shareholders' Nomination Board ends upon the appointment of the following Shareholders' Nomination Board. The Shareholders' Nomination Board was established by the Extraordinary General Meeting of the Company in November 2025.

CEO

The CEO is responsible for the day-to-day executive management of the Company in accordance with the instructions and orders given by the Board. In addition, the CEO ensures that the accounting practices of the Company comply with Finnish law and that its financial administration have been arranged in a reliable manner. The duties of the CEO are governed primarily by the Finnish Companies Act.

The CEO shall provide the Board and its members with the information necessary for the performance of the duties of the Board. The CEO prepares matters for decision by the Board, develops the Company in line with the targets approved by the Board and ensures the proper implementation of the decisions of the Board. The CEO is also responsible for ensuring that the Company is managed in compliance with applicable laws and regulations. The CEO is not a member of the Board but attends the meetings of the Board regularly and has the right to speak at the meetings.

The Company's Board appoints and dismisses the CEO. The Board decides on the financial benefits within the framework of the valid Remuneration Policy presented to the General Meeting and on other terms and conditions of the CEO's position. The terms and conditions of the CEO's position are specified in a written director agreement.

Samu Hällfors has acted as the CEO of the Company since 2017.

Management Team

The Company's Management Team comprises the CEO and CFO as well as other members appointed by the Board of Directors.

The Management Team is not a decision-making body of the Company, but it assists the CEO in the implementation of Framery Group's strategy and in operational management. The Management Team is responsible for managing the Company's core business operations as a whole, which requires planning of various development processes, Framery Group principles and Framery Group practices, as well as monitoring the development of financial matters and the Company's business plans.

The Management Team convenes regularly at a schedule agreed in advance and also as required and minutes are kept of all meetings. The CEO acts as the Chair of the Management Team.

During 2025, the Management Team composition underwent several changes. Henrik Skyttä was appointed as Head of Customer Operations. Timo Inkinen left his position as Head of R&D in May 2025, and Tomi Nokelainen was appointed as Acting Head of R&D. Additionally, Inka Roos was appointed as Acting Chief Marketing Officer during Daniela Tjeder's parental leave.

Corporate governance

- Introduction
- Framery Group's governance model
 - Annual General Meeting
 - Board of Directors
 - Audit Committee
 - Remuneration Committee
 - Shareholders' Nomination Board
 - CEO
 - Management Team
- Principles of internal control and risk management related to the financial reporting process
 - Internal control
 - Overview of risk management
 - Internal audit
 - Related party transactions
 - Insider administration
 - Manager transactions
- Auditor and sustainability reporting assurance provider
- Listing and General Meetings in 2025

Members of the Management Team 31 December 2025

Samu Hällfors

Chief Executive Officer 2017–

- Studies in industrial engineering and management
- Born 1988, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 5 119 190

Lauri Isotalo

Chief Financial Officer 2017–

- Master of Science (Industrial Engineering and Management)
- Born 1987, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 402 627

Inka Roos

Acting Chief Marketing Officer 2025–

- Master of Design (Arts and Culture, Regenerative Design and Media Competence)
- Born 1984, Finnish citizen, female
- Framery Group Plc shares on 31 December 2025: 8 716

Lasse Karvinen

Head of Sales 2024–

- Master of Science (Marketing)
- Born 1986, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 740 924

Arto Vahvanen

Head of Smart Office Solutions 2022–

- Master of Science (Computer Science)
- Born 1977, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 18 601

Anni Hallila

Head of People and Culture 2018–

- Master of Science (Business Administration)
- Born 1982, Finnish citizen, female
- Framery Group Plc shares on 31 December 2025: 236 838

Henrik Skyttä

Head of Customer Operations 2025–

- Master of Science (Accounting), MBA
- Born 1974, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 21 856

Tomi Nokelainen

Acting Head of R&D 2025–

- Doctor of Technology, Master of Science (Industrial Engineering and Management), Authorized Patent Attorney
- Born 1976, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 58 188

Hannu Seppä

Head of Supply Chain 2017–

- Master of Science (Industrial Engineering and Management)
- Born 1988, Finnish citizen, male
- Framery Group Plc shares on 31 December 2025: 284 204

Oona Vilermo

Strategy Director 2024–

- Master of Public Administration
- Born 1996, Finnish citizen, female
- Framery Group Plc shares on 31 December 2025: 58 188

Daniela Tjeder

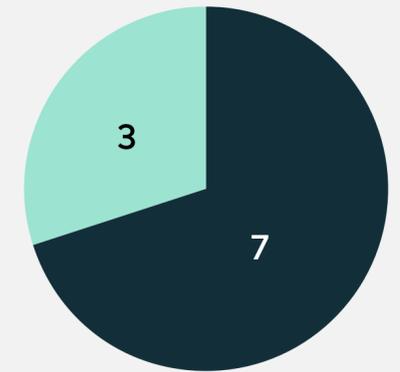
Chief Marketing Officer 2018–

- Master of Science (Marketing)
- Born 1985, Finnish citizen, female
- Framery Group Plc shares on 31 December 2025: 355 257

The resumes of the members of the Management Team are available on the company website at <https://framery.com/sijoittajat/en/governance/management-team/>.

Members of the Management Team

- Female
- Male



Corporate governance

Introduction

Framery Group's governance model

Annual General Meeting

Board of Directors

Audit Committee

Remuneration Committee

Shareholders' Nomination Board

CEO

Management Team

Principles of internal control and risk management related to the financial reporting process

Internal control

Overview of risk management

Internal audit

Related party transactions

Insider administration

Manager transactions

Auditor and sustainability reporting assurance provider

Listing and General Meetings in 2025

Principles of internal control and risk management related to the financial reporting process

Internal control

The purpose of internal control is to ensure the profitability, efficiency, continuity and freedom from disruptions of operations and that the group's financial and operating reporting is reliable and compliant. Internal control ensures compliance with internal principles, policies, guidelines, laws and regulations.

The Board and the CEO are responsible for organizing internal control. The CEO is assisted by the CFO and operative management in establishing sufficient internal control processes in the organization.

Internal control over financial reporting consists of risk identification and assessment, processes and supporting systems, internal control points, and internal control monitoring and reporting. The business functions and Framery Group's finance organization are responsible for the financial reporting processes.

The Audit Committee and the Board assess the financial reporting processes and monitor the financial situation of Framery Group. The Audit Committee and the Board review the interim reports and financial statements before their approval and publication.

Overview of risk management

Risk management is part of the Company's strategy execution, continuity of operations and realisation of business objectives by anticipating any risks involved in the Company's operations and managing them in a proactive manner. The Board of Directors has approved the Risk Management Policy, which defines the framework, processes, governance and responsibilities of risk management in the Company.

The Board and the Audit Committee monitor and are responsible for ensuring that Framery Group's risk management process functions are comprehensive. The Company's operative management is responsible for achieving the set objectives and controlling, managing and mitigating risks that threaten them as well as risk management work. Risk management assessments are coordinated by the Head of Strategy and CFO. The business functions are responsible for risks related to their operations and their identification, assessment and mitigation measures.

The CFO reports key risks to the Board of Directors on an annual basis. The Audit Committee of the Board of Directors supervises the efficiency and expediency of Framery Group's risk management. The Board discusses the Company's most significant risks and uncertainties and reports them to the market annually in the Board's Report. In addition, the Company describes the material short-term risks and uncertainties in interim reports.

Internal audit

The Board of Directors decides on the operating model for the Company's internal audit and the charter of the internal audit. The internal audit team, consisting among oselected members of the Business Planning & Analytics team among others, will report functionally to the Audit Committee and administratively (i.e. day to day operations) to the CFO.

The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organisation's governance, risk management, and internal controls as well as the quality of performance in carrying out assigned responsibilities to achieve the organisation's stated goals and objectives.

The internal audit plan will be developed based on a prioritisation of the audit universe using a risk-based methodology, including input of senior management

and the Audit Committee. The audit plan of the internal audit is decided annually by the Audit Committee and approved by the Board of Directors.

Related party transactions

The Board of Directors has defined the principles for monitoring and evaluating related party transactions. The Company maintains a related party list intended to identify transactions that involve a person considered a related party to the Company.

Transactions with related parties are entered into on market terms and relevant decisions are taken in compliance with the Company's Related Party Policy. The Company's Finance organisation monitors related party transactions and regularly submits a watch list to the Audit Committee for information.

The Board of Directors decides on related party transactions that are not part of the Company's ordinary course of business or that are not implemented under arm's length terms.

Related party transactions are reported in the notes to the financial statements and material related party transactions also in the interim reports. In addition, the Company publishes related party transactions to the extent required pursuant to applicable legislation and the rules of Nasdaq Helsinki.

In 2025, the Company had no related party transactions that were significant to the Company and deviated from its regular business or were carried out on other than normal market terms.

Insider administration

In its insider administration, the Company follows the Market Abuse Regulation (EU No 596/2014) and the rules of Nasdaq Helsinki complemented by the Company's own Insider Policy. The Company maintains its own insider registers. The Company does not have permanent insiders.

Persons in managerial positions are prohibited to carry out transactions (on their own account or for the account of a third party), directly or indirectly, in the financial instruments of the Company during a closed period of 30 calendar days before the announcement of each of the interim reports or the year-end report (financial statement release). The Company applies the closed period of 30 calendar days after the end of each calendar quarter until the day after the announcement of the interim report or financial statements release, as the case may be (the "Closed Window"). The prohibition is in force during the Closed Window regardless of whether or not such a person holds any inside information at that time.

A project-specific insider list is maintained when required by law or regulations. Project-specific insiders are prohibited from trading in the Company's financial instruments until the termination of the project.

Any potential violations against Framery Group's Insider Policy or actual or suspected infringements of MAR and other related regulations, can be reported using Framery Group's Whistleblowing channel. This channel is available on the Company's website and in Framery Group's intranet.

Manager transactions

Persons in managerial positions (and their closely associated persons) are obligated to report transactions in the Company's financial instruments in line with applicable EU and domestic laws and regulations. The members of the Board of Directors, the CEO and the CFO are the managers of the Company with an obligation to disclose their transactions. The Company discloses the information via a stock exchange release without delay, at the latest within two business days following receipt of the notification.

Managers may not conduct any transactions on their own account or on the account of a third party, directly or indirectly, relating to the Company's shares, debt instruments, derivatives or other financial instruments during the Closed Window.

Auditor and sustainability reporting assurance provider

Ernst & Young Oy has acted as the Company's auditor and sustainability reporting assurance provider with Juha Hilmola, Authorised Public Accountant, acting as the principal responsible auditor and the responsible sustainability reporting assurance provider.

The audit fees paid to Ernst & Young Oy in 2025 totalled EUR 448 thousand. Of the fees paid, EUR 102 thousand were fees for statutory audit, EUR 20 thousand were fees for sustainability reporting assurance and EUR 327 thousand were fees for other services. Other services included listing costs of EUR 326 thousand.

Listing and General Meetings in 2025

Framery Group's Listing on Nasdaq Helsinki

On 11 November 2025, Framery Group announced that it will apply for its shares to be listed on the official list of Nasdaq Helsinki. The Offering consisted of a share sale to private individuals and entities in Finland, a share sale to institutional investors in Finland and internationally, and a personnel offering (the "Offering") The Offering was completed on 1 December 2025.

In the Offering 27,422,396 offer shares were allocated to institutional investors in Finland and, in accordance with applicable laws, internationally, and 1,250,000 offer shares to private individuals and entities in Finland. In addition, 87,024 new shares were allocated to the Company's and its subsidiaries' personnel in Finland.

Trading in Framery Group's shares commenced on the prelist of Nasdaq Helsinki on 2 December 2025 and on the official list of Nasdaq Helsinki on 4 December 2025.

Extraordinary General Meeting

An Extraordinary General Meeting (the "EGM") of Framery Group was held on 12 November 2025. The EGM resolved on the following matters: the amendment of the Company's Articles of Association for the purpose of the listing, the establishment of the Shareholders' Nomination Board, the adoption of the Remuneration Policy, the election of the sustainability reporting assurance provider as well as other resolutions relating to the listing.

Annual General Meeting

The 2025 Annual General Meeting of the Company (the "AGM") adopted the financial statements for the financial year 2024. The Members of the Board of Directors and the CEO were discharged from liability for the financial year 2024. The AGM confirmed the composition of the Board of Directors and elected the auditor. As proposed by the Board of Directors, the AGM decided that no dividend is distributed for the financial year 2024.

framery