

Corporate Governance Statement

Provisions Followed by the Company and the Corporate Governance Code

Koskisen [Corporation] (hereinafter referred to as the “Company” or “Koskisen”) is a Finnish public limited liability company, and the responsibilities and obligations of its administrative organs are governed by the laws of Finland.

The Company’s decision-making and governance comply with the Finnish Limited Liability Companies Act, regulations concerning listed companies, Koskisen’s Articles of Association and the rules and guidelines of Nasdaq Helsinki Ltd (“Nasdaq Helsinki”).

The Company complies with the Corporate Governance Code for Finnish listed companies (hereinafter referred to as the “Corporate Governance Code”). The Corporate Governance Code is available in full at www.cgfinland.fi/en.

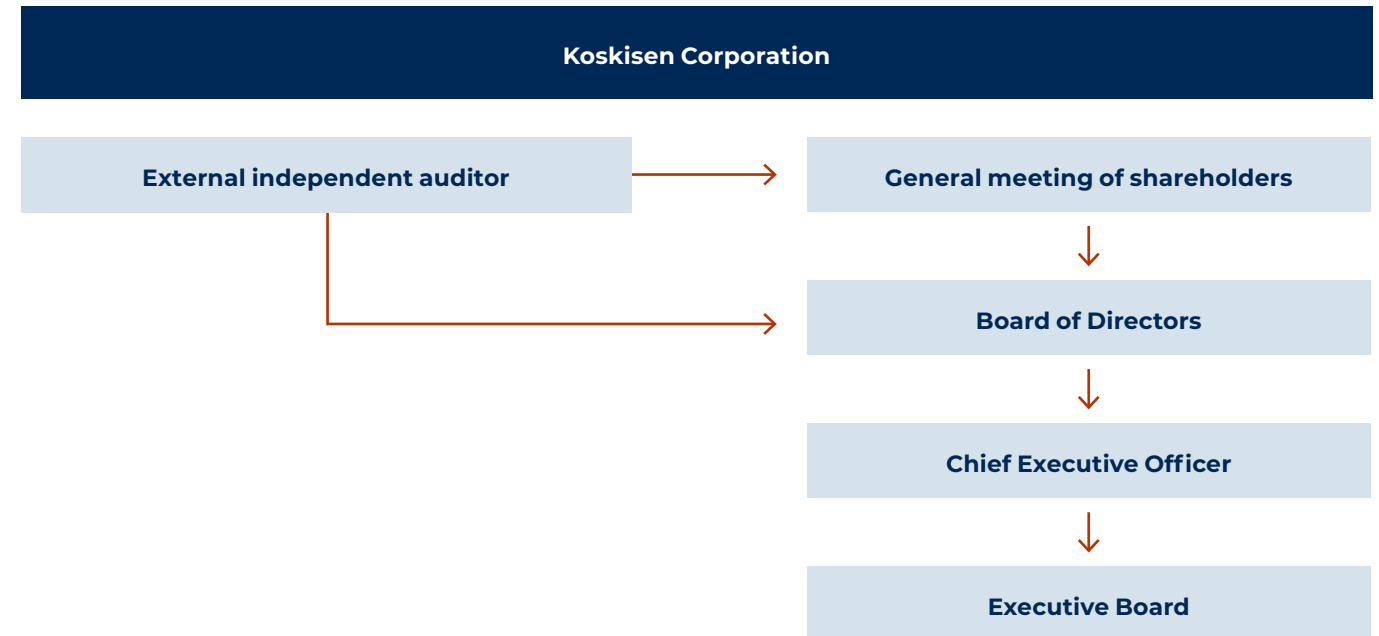
Group Structure

The parent company of the Koskisen Group is Koskisen Corporation, with its registered office in Kärkölä, Finland. The Group includes the subsidiaries Kosava-Kiinteistöt Oy in Finland and Koskisen Sp z.o.o in Poland.

Administration

The General Meeting of Shareholders, the Board of Directors and the Chief Executive Officer are responsible for Koskisen’s governance and operations. The tasks are defined based on the Finnish Limited Liability Companies Act and Koskisen’s Articles of Association.

The diagram below presents the administrative structure of Koskisen:



General Meeting of Shareholders

GENERAL

The highest decision-making body is Koskisen's shareholders at general meetings of shareholders, where the shareholders can exercise their right to speak, ask questions and vote.

The Annual General Meeting takes place each year by the end of June, and discusses matters, which are to be reviewed by the Annual General Meeting under the Limited Liability Companies Act and which are included within its jurisdiction under the Articles of Association, as well as proposals made to it. The Company's Annual General Meeting usually takes place in April-May. If necessary, an extraordinary meeting of shareholders may be convened, discussing a specific proposal made to the meeting of shareholders.

As a rule, the general meeting of shareholders reviews matters according to the agenda prepared by the Board of Directors. Under the Limited Liability Companies Act, a shareholder has the right to submit a written request to the Board of Directors to have a matter included on the agenda of the next general meeting of shareholders. The Company announce well in advance on its website the date by which shareholders must present their demands concerning matters to be reviewed by the Annual General Meeting.

If a shareholder or shareholders representing a minimum of 10 per cent of all shares or the Company's auditor in writing demand that a certain matter be reviewed by a general meeting of shareholders, the Board of Directors must convene the general meeting to review the matter concerned.

Annual General Meeting 2023

The Annual General Meeting 2023 was held on 11 May 2023.

Annual General Meeting 2024

Koskisen Corporation's Annual General Meeting will be held in Helsinki on 16 May 2024.

DUTIES

Significant matters falling under the decision-making authority of the general meeting of shareholders include, i.a.:

- adopting the financial statements and resolving on the distribution of funds
- resolutions on the number, election and remuneration of the members of the Board of Directors
- discharging the members of the Board of Directors and the Chief Executive Officer (the "CEO") from liability
- resolving on amendments to the Articles of Association
- share issues or authorising the Board of Directors to decide on share issues.

Board of Directors

DUTIES AND RESPONSIBILITY

The duties and responsibilities of the Company's Board of Directors must be determined by the Limited Liability Companies Act and other applicable legislation. The Company's Board of Directors has

general competence in all of the matters that are not prescribed to be decided on or carried out by other organs under law or the Company's Articles of Association. It is a general duty of the Company's Board of Directors to see to the administration of Koskisen and the appropriate organisation of its operations. The Board of Directors must in all situations act in line with the interests of Koskisen.

The duties of the Board of Directors include, i.a.:

- preparing 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;
- approval and confirmation of strategic guidelines, sustainability goals and the risk management policy, as well as related monitoring of implementation and assessment of performance;
- confirming annual budgets and operating plans;
- appointing the CEO and deciding on the CEO's terms of service;
- deciding on the company structure;
- making significant business decisions, such as mergers and acquisitions, significant contracts, investments and financing arrangements; and
- deciding on other matters falling under the responsibilities of the Board of Directors under legislation.

The Board of Directors has a charter that specifies the duties of the Board of Directors and its Chair. The Board of Directors must convene according to a pre-agreed schedule normally between 8 and 12 times a

year and hold extraordinary meetings, if necessary. The Board of Directors must annually review its activities and operating methods.

MEMBERS

In accordance with the Articles of Association, the general meeting of shareholders elects a minimum of three (3) and a maximum of nine (9) members of the Board of Directors. The term of office of a member of the Board of Directors commences at



the close of the general meeting that elected them and expires at the close of the next Annual General Meeting. The general meeting of shareholders elects a chair of the Board of Directors. The most efficient Board of Directors work requires the members of the Board of Directors to have mutually complementary competencies and expertise and sufficient diversity. In preparing a proposal concerning the composition of the Board of Directors, the Board of Directors must consider the candidates' educational and professional background, gender and international experience so that expertise and education that extensively and diversely support Koskisen's operations are present on the Board of Directors.

Chair

The general meeting of shareholders elects a chair for one year at a time.

The Chair of the Board of Directors, i.a.:

- convenes meetings of the Board of Directors;
- approves the agenda prepared by the CEO for Board of Directors meetings;
- is responsible for minutes being drawn up for each meeting of the Board of Directors;
- keeps in touch with the CEO and members of the Board of Directors in between meetings and is responsible for the organisation of the work of the Board of Directors; and
- is responsible for ensuring that the provisions of the charter of the Board of Directors are followed in the work of the Board of Directors.

In the event of a tie in a matter voted on by a Board Meeting, the Chair has the casting vote.

BOARD OF DIRECTORS IN 2023

Koskisen Corporation Board of Directors consisted of six members on 31 December 2023: Pekka Kuusniemi (Chairman of the Board), Eva Wathén, Kari Koskinen (Vice Chairman), Kalle Reponen, Hanna Sievinen and Hanna Masala. Juha Vanhainen acted as the Chairman of the Board and Karoliina Koskinen as a member of the Board until the Annual General Meeting, which was held on May 11 2023.

On the date of this Corporate Governance Statement document, the members of the Board of Directors of Koskisen are independent of the Company's significant shareholders, except for Eva Wathén and Kari Koskinen, and of the Company, except for Eva Wathén and Kari Koskinen.

In 2023, the Board of Directors convened 12 times and, in addition, the Board of Directors twice made decisions without convening. The average attendance rate was 96.5%. The members of the Board attended the meetings as follows:

Pekka Kuusniemi, Chairman of the Board from 11 May 2023	9
Juha Vanhainen, Chairman of the Board until 11 May 2023	3
Kari Koskinen	11
Eva Wathén	12
Karoliina Koskinen, member of the Board until 11 May 2023	3
Kalle Reponen	11
Hanna Sievinen	12
Hanna Masala, member of the Board from 11 May 2023	8

COMMITTEES

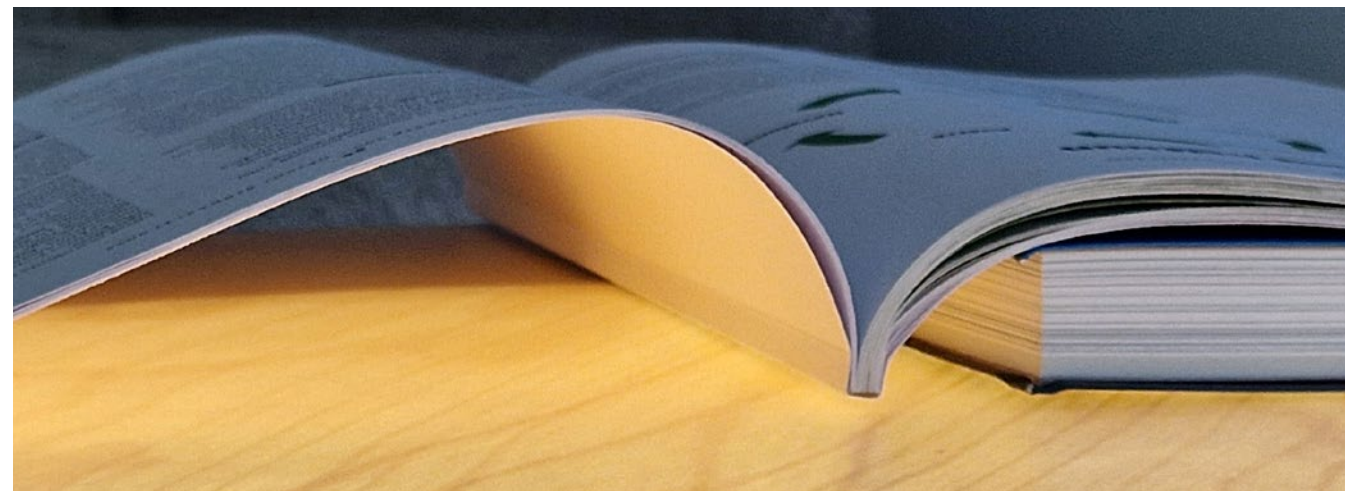
Koskisen Corporation's Board of Directors has appointed an Audit Committee, which consists of minimum of three (3) and a maximum of five (5) members, including a Chair, who are elected by the Board of Directors from among its members following the Annual General Meeting. The term of office of the members of the Audit Committee is one year.

The majority of the members of the Audit Committee must be independent of the Company and at least one member of the Audit Committee must be independent of the significant shareholders of the Company. Members of the Audit Committee must have the relevant expertise and experience required for the performance of the duties and responsibilities of the Audit Committee and the mandatory tasks relating to auditing. At least one of the members of the Audit Committee must have expertise in accounting or auditing and the members of the Audit Committee as a whole must have relevant expertise in the Company's business operations.

A person who participates in the day-to-day management of the Company or a company in the same group of companies, for example as a CEO, cannot be appointed to the Audit Committee.

The Board of Directors has confirmed a written charter for the Audit Committee that lays down the key duties and operating principles of the Audit Committee.

On 31 December 2023, Koskisen Corporation's Audit Committee comprised the following three members: Hanna Sievinen, Eva Wathén and Hanna Masala. The



Audit Committee convened six times in 2023. The average attendance rate was 100%. The members of the Audit Committee attended the meetings as follows:

Hanna Sievinen, Chair of the Audit Committee	6
Eva Wathén	6
Kalle Reponen, member of the Audit Committee until 11 May 2023	2
Hanna Masala, member of the Audit Committee since 11 May 2023	4

CEO

It is the duty of the CEO to manage the operations of Koskisen in accordance with the guidelines and orders issued by the Company's Board of Directors and to keep the Board of Directors informed of the development of the business and financial position of Koskisen. As a rule, the CEO may only take unusual

or extensive measures, considering the scope and quality of the Company's operations, when authorised to do so by the Board of Directors. The CEO is also responsible for organising the day-to-day administration of Koskisen and seeing to it that Koskisen's accounts are organised reliably.

The Board of Directors appoints the CEO and decides on the remuneration paid to the CEO and other terms of the CEO contract in line with the remuneration policy in force. The terms of the CEO's service must be agreed upon in writing. The CEO must be appointed to the position until further notice.

The CEO is the Chairman of Koskisen's Executive Board. Koskisen Corporation's CEO is Jukka Pahta. The CEO does not have a designated deputy. The personal information concerning the CEO is set forth under the section Koskisen Management and his holdings can be found in the section Management holdings.

Executive Board

The Executive Board supports the CEO in implementing the Company's strategy and manages the business operations of Koskisen as a whole. The members of the Koskisen Executive Board have extensive authority to operate within their respective areas of responsibility, and it is their duty to develop the business operations of Koskisen in line with the objectives set by the Company's Board of Directors and the CEO. The Executive Board convenes regularly on a monthly basis and as necessary.

Koskisen's Executive Board consists of CEO Jukka Pahta, Karri Louko (CFO), Tom-Peter Helenius (Director, Panel Industry), Tommi Sneck (Director, Sawmill Industry), Joonas Ojasalo (Director, Wood Supply and Bioenergy), Minna Luomalahti (Director, Human Resources) and Sanna Väisänen (Director, Sustainability and Corporate Communications).

Operative organisation

Koskisen has organised its business into two segments. The Sawn Timber Industry business segment produces sawn and further-processed timber as well as includes wood procurement and the Panel Industry business segment produces birch plywood, thin plywood, veneers, chipboards and interior solutions for light and heavy commercial vehicles under the Kore brand. Operational business responsibilities and Profit & Loss responsibility belong to each of the segments.

Auditor

In accordance with the Company's Articles of Association, the Company's auditor must be a firm of auditors approved by the Finnish Patent and Registration Office. The term of office of the auditor ends at the close of the next Annual General Meeting.

In 2023, PricewaterhouseCoopers, Authorised Public Accountants, acted as the company's auditor. PricewaterhouseCoopers appointed Markku Launis, Authorised Public Accountant, as the auditor with principal responsibility.

In 2023, the fee paid to the audit firm PricewaterhouseCoopers for the audit totalled

EUR 117,000. In addition, a total of EUR 14,000 was paid for tax advisory services and EUR 65,000 for other services, mainly related to ESEF advice, accounting for Business Finland subsidies and IFRS advice.

Internal Control and Risk Management

The Company's Board of Directors has confirmed the operating principles of internal control followed at Koskisen, aiming to ensure that the Company's objectives regarding, i.a., Koskisen'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. The



Company's Board of Directors has also defined the principles of risk management. The purpose of risk management is to ensure the comprehensive and appropriate identification, assessment, management and supervision of risks.

Insider Management

Koskisen has in force insider guidelines approved by the Board of Directors. These are based on the legislation in force, regulations issued by the competent authorities and other regulations, as well as the insider guidelines of Nasdaq Helsinki.

In accordance with the Market Abuse Regulation, the management of Koskisen Corporation includes members of the Board of Directors, the CEO and members of the Executive Board. Koskisen maintains a list of the core persons with regard to information included in financial reports. The company also maintains a project-specific insider list, where necessary. The listed persons may not trade in the company's securities during the project.



The person in charge of insider issues at Koskisen is the Chief Financial Officer (the "CFO"), who is also responsible for maintaining the insider lists. The practical duties relating to the insider list and the management of inside information are taken care of by a person designated by the person in charge of insider issues. The person in charge of managing the duty to disclose management and related party transactions is the Director, Sustainability and Communications and a substitute appointed by them. Koskisen discloses by way of stock exchange release all transactions made by the persons discharging managerial responsibilities and their closely associated persons and companies involving stocks and other financial instruments relating to Koskisen, as required by the Market Abuse Regulation.

RELATED PARTY ADMINISTRATION

Koskisen's Board of Directors has defined the principles for the monitoring and assessment of related party transactions and maintains a list of its related parties. Related parties have been determined in accordance with the IAS 24 standard. Transactions between the company and its related parties are acceptable when they are in accordance with the purpose of the company's operations and the interests of the company, have a business justification and have been carried out in accordance with the applicable regulations. The company's related party transactions are always on market terms, and the Board of Directors supervises compliance with the company's related party principles. Significant transactions with the company's management and related parties are decided on by Koskisen's Board of Directors. The Board of Directors also decides on any related party

transactions that are not included in the scope of the company's ordinary business. The company ensures that it has identification, decision-making, approval, reporting and control practices that appropriately take account of the above-mentioned principles as well as conflict-of-interest issues.

SHAREHOLDINGS OF BOARD OF DIRECTORS AND EXECUTIVE BOARD ON 31 DEC 2023

Board of Directors	Number of shares
Pekka Kuusniemi	10,000
Kari Koskinen	4,493,065
Eva Wathén	2,228,988
Kalle Reponen	7,500
Hanna Sievinen	4,700
Hanna Masala	-

Executive Board	Number of shares
Jukka Pahta	15,429
Karri Louko	8,518
Tommi Sneck	8,138
Tom-Peter Helenius	5,000
Joonas Ojasalo	1,700
Minna Luomalahti	3,420
Sanna Väisänen	5,334

Board of Directors

Kalle Reponen

Member of the Board since 2014

Independent of the company and of its significant shareholders

b. 1965, M.Sc. (Economics and Business Administration)

Principal occupation: Board professional

Hanna Masala

Member of the Board since 2023

Independent of the company and of its significant shareholders-
shareholders b. 1976, M.Sc. (Econ.)

Principal occupation: CFO, Sitowise Group Oyj

Hanna Sievinen

Member of the Board since 2015

Independent of the company and of its significant shareholders

b. 1972, D.Sc. (Economics & Business Administration)

Principal occupation: Board professional, independent advisor

Pekka Kuusniemi

Chairman of the Board since 2023

Independent of the company and of its significant shareholders and significant shareholders

b. 1968, M.Sc. (Econ.)

Principal occupation: CEO, Raisio Plc

Kari Koskinen

Member of the Board since 1989

Dependent of the company and of its significant shareholders

b. 1958, M.Sc. (Business Administration)

Principal occupation: Board professional

Eva Wathén

Member of the Board since 2001

Dependent of the company and of its significant shareholders

b. 1967, M.Sc. and eMBA

Principal occupation: Entrepreneur



Executive Board

Sanna Väisänen

Director, Sustainability
and Corporate
Communications

Employed in Koskisen
Group since 2022

b. 1977, M.A.
(Communications)

Minna Luomalahti

Director, Human
Recourses

Employed in Koskisen
Group since 1994

b. 1967, Engineer,
Wood processing

Jukka Pahta

Chief Executive Officer

Employed in Koskisen
Group since 2016

b. 1966, M.Sc.
(Econ.), Finance
and Accounting

Tom-Peter Helenius

Director, Panel
Industry

Employed in Koskisen
Group since 2020

b. 1971, M.Sc. (Tech.)

Joonas Ojasalo

Director, Wood
Supply and Bioenergy

Employed in Koskisen
Group since 2021

b. 1982, M.Sc.
(Forestry)

Tommi Sneck

Director, Sawmill
Industry

Employed in Koskisen
Group since 2007

b. 1976, M.Sc. (Tech.)

Karri Louko

CFO

Employed in Koskisen
Group since 2022

b. 1969, M.Sc. (Econ.)

