

# Disclosure Policy of Sitowise Group Plc

## 1 Introduction

This disclosure policy of Sitowise Group Plc (the "**Company**") describes the principles of operation and procedures under which the Company operates in conducting investor communication and financial reporting. The principles set in the disclosure policy govern the Company and its subsidiaries.

In its communications, the Company complies with Finnish legislation, EU regulation, including stipulations contained in the regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (Market Abuse Regulation, "**MAR**"), Nasdaq Helsinki Ltd's ("**Nasdaq Helsinki**") rules and guidelines, as well as the guidelines of ESMA (European Securities and Markets Authority) and the Finnish Financial Supervisory Authority. The Company also complies with the Finnish Corporate Governance Code for listed companies and with the Company's internal rules and guidelines such as the insider guidelines.

## 2 Objectives and principles

The key disclosure principles of the Company's investor communications are openness, activeness, reliability, transparency and fairness. The Company communicates clearly and consistently both positive and negative matters.

The objective of the Company's financial and investor communications is to ensure that all market participants have simultaneously and without delay an access to correct, sufficient and substantial information on the material factors relating to the Company and its business, which factors may have an effect on the value of the Company's financial instruments, and that the information disclosed gives correct and sufficient information on the Company's operations.

Disclosure comprises the obligation to disclose periodic and ongoing information. The Company discloses information under the disclosure obligation as soon as possible and simultaneously to all stakeholders. The relevancy of an event or information is estimated by the Company's operative management or Board of Directors.

The Company's official reporting language is Finnish. All reports, stock exchange releases and investor news are published by the Company in Finnish and English. If



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Company's publication or document has any differences between the Finnish and English versions, the Finnish report will always prevail.

### 3 Information to be disclosed

Disclosure obligation of periodic information refers to information published by the Company on a regular basis in accordance with the Finnish Securities Markets Act and other regulation as well as Nasdaq Helsinki's rules and the standards of the Finnish Financial Supervisory Authority regarding its financial position and development in the interim and half year reports, financial statements release, financials statements and report of the Board of Directors as well as the Company's corporate governance statement. The Company reports its financial figures at group level.

The Company publishes the financial statements release, the half year report and the interim reports according to a schedule announced in advance. The publication dates of financial results are disclosed before the start of the upcoming accounting period, and they are made available on the Company's website.

Under the ongoing disclosure obligation, the Company primarily publishes as stock exchange releases only specified regulated information and on the other hand, insider information to be published under the MAR. Inside information included in the sphere of the ongoing disclosure obligation may include:

- Substantial changes in future outlook
- Significant changes in strategy
- Significant investments, including significant acquisitions
- Significant other transactions, agreements on joint ventures and financial arrangements
- Significant organizational changes and changes in the composition of the Board of Directors or the Group Management Team as well as the change of the CEO or the auditor
- Significant legal actions or other proceedings by authorities, and decisions ruled in such actions and proceedings.

Further, the Company publishes stock exchange releases on managers' transactions and other disclosed matters in accordance with Nasdaq Helsinki rules and guidelines.

### 4 Types of releases

The releases published by the Company are divided into three categories: stock exchange releases, investor news and media releases. The category of the release is determined by the materiality and significance of the information, and according to the regulation.



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**Stock exchange releases**

The Company discloses inside information as a stock exchange release as soon as possible, unless the decision on delay of disclosure has been made according to MAR and the Insider Guidelines. In addition, information disclosed according to the periodic disclosure obligation and periodic reports, and other information based on ongoing disclosure obligation are published by the Company through a stock exchange release. Stock exchange releases are published in accordance with the release classes of Nasdaq Helsinki.

The stock exchange releases are submitted to Nasdaq Helsinki and central media and published on the Company's website.

**Media releases and investor news**

Media releases or investor news targeted to general and industry-specific media provide information about events related to the Company's business that do not fulfill the criteria for a stock exchange release but are estimated to be newsworthy or otherwise of interest among stakeholders of the Company.

## 5 Communication channels

The primary channel for investor communications is the Company's investor page <https://www.sitowise.com/investors>.

On its website, the Company aims to provide reliable and timely information to ensure that the Company's stakeholders have sufficient information to support the valuation of the Company and its securities. The Company also communicates about its recent matters on the website.

The Company's stock exchange releases are distributed simultaneously through the release distribution platform to Nasdaq Helsinki and the media, and to the Company's investor pages. Stock exchange releases and investor news published by the Company are made available on the Company's investor pages for at least five years after their release. Financial reports are maintained for at least ten years after their release.

The Company also has different means and channels for disclosing information to stakeholder groups, such as different publications, interviews and other appearances. Other essential material, such as media and investor communication presentations, possible webcasts and phone conferences will remain available on Company's website at least for five years.

The Company uses social media in its communications. However, social media is not the primary communication channel for information under the disclosure obligation.



## 6 Investor, analyst and media meetings

The Company actively meets with capital market and media representatives and responds to queries submitted by shareholders, investors, analysts and the media without undue delay.

The Company can arrange information events and meetings with the representatives of capital markets and media. Communications with investors and analysts is primarily carried out by the Company's CEO, CFO, and also Head of Investor Relations, if any. Media events are coordinated by group communications. The objective of the meetings is to provide information on the Company and its operating environment. Discussions with the media are based on information previously published by the Company or on information generally available to the public. New undisclosed information or such supplementary information that may have an effect on the value of the Company's financial instruments and that may constitute insider information together with the previously published information will not be published during these events.

Analysts observing the Company and their assessments on the Company may be published on the Company's website. Any opinions, estimates or forecasts regarding the Company's performance made by these analysts are theirs alone and do not represent opinions, forecasts or predictions of the Company or its management. The Company's investor relations function may review and comment an analysis or report made by an analyst, but only with regard to the correctness of the information and based on disclosed information. The Company does not comment or take any responsibility for estimates or expectations made by capital market representatives. The Company does not comment on the Company valuation or price formation of the Company's financial instruments, give preference to any particular analyst or distribute analyst reports to the investor community.

## 7 Responsibilities and representatives

Reports and releases released according to the periodic disclosure obligation are approved by the Board of Directors.

Releases relating to the disclosure of inside information are approved by the Board of Directors.

Other stock exchange releases are approved by the CEO, CFO or the Chief Communications and Corporate Responsibility Officer.

The CEO is notified in advance of all stock exchange releases.



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Media releases and investor news are approved by the Chief Communications and Corporate Responsibility Officer, or as her/his substitute a person appointed by the Chief Communications and Corporate Responsibility Officer, or the CFO.

The CEO or other managers of the Company shall not comment on matters related to the Board of Directors of the Company.

According to the Finnish company law, the Company is represented by the Board of Directors in all matters and by the CEO in all matters within the competence of the CEO. On behalf of the Company's Board of Directors, any statements are given by the chairman, unless otherwise is agreed case by case. The CEO of the Company, the CFO or other person authorized by the CEO is entitled to issue statements on behalf of the Company. The CFO represents the Company in matters related to the Company's financial performance. Individual business areas or group-level functions are represented by the manager of the said business areas or a designated representative. The Chief Communications and Corporate Responsibility Officer is primarily in charge of media relations.

All information is provided by the Company within the limits of previously publicly disclosed information and accurately in accordance with such information. Information deviating from the Company's previous disclosures may not be given in individual statements; nor may supplementary information which might, combined with previously disclosed information, comprise new material information that can be considered to be insider information.

## **8 Future outlook and profit warnings**

The Company shall annually disclose its outlook statement as a part of the financial statement release. The Company assesses the extent to which it provides future outlook statements. Future outlook statements may be very different in terms of content and precision: they may include guidance on the current period's profit in the form of a profit forecast, either by giving verbal guidance, which often compares the profit with the corresponding period of the previous year or by giving numerical guidance on the level of the profit, for example in the form of a range for the anticipated profit.

In addition, the Company evaluates its future development in the annual report, half year report and interim reports on the first and third quarter.

The assessment of the future outlook is presented for the group and it regards, unless otherwise stated, the remaining financial year.

The assessment provided is based on the view of the Company's management on the estimated development of the group and its business operations at the time of the



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presentation. In uncertain market circumstances, the Company's Board of Directors can decide to withhold from issuing such statement.

A profit warning will be issued without undue delay if the Company's view on the development of the Company's financial outlook deviates unexpectedly and significantly in a positive or negative manner from the Company's previously disclosed estimate or from what can be reasonably estimated based on the previous disclosures of the Company. The issuance of the profit warning is decided by the Board of Directors, and the issuing of a profit warning cannot be delayed.

## **9 Crisis communications**

In crisis situations, the CEO of the Company is in charge of communications. Crisis communications is carried out by designated persons, with the goal of distributing information in a reliable, fast, clear, proactive and open manner.

Sitowise has crisis communications guidelines for exceptional circumstances in use. The Company assesses the need for a release caused by the exceptional circumstance, and if necessary, the matter is communicated as investor news or stock exchange release.

## **10 Rumors and information leaks**

The Company issues statements on its own operations and generally does not comment on the operations of its competitors, suppliers or customers.

The Company does not comment on market rumors, unless it is necessary to correct relevant or clearly inaccurate information. The Company may consider publicly disclosing a stock exchange release to correct clearly incorrect or misleading information that is likely to have a significant effect on the price of the Company's financial instruments.

In the event that confidential and relevant information has leaked to a third party outside the Company's statutory insiders, the confidentiality of the information cannot be otherwise guaranteed or the information has leaked to the public, the Company will disclose the matter as a stock exchange release as soon as possible.

## **11 Silent period**

The Company adheres to a silent period in its investor and media relations for 30 days before the publication of the interim report and the half year report, and for 45 days



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before the publication of the financial statements release. During this time, the Company will not give comments to the media or other parties on the Company's financial position, markets or outlook. During the silent period, the Company will neither meet with representatives of capital markets.

If an event during the silent period requires immediate publication, the Company will publish the information without delay in accordance with regulations regarding the disclosure obligation and can comment on the event in question.

## **12 Approval, updates, deviations and interpretation of the disclosure policy**

The Company's Board of Directors has approved this disclosure policy on 15 December 2022. The disclosure policy will be reviewed and updated when needed. The Company's Board of Directors decides on changes to the disclosure policy.

The Chief Communications and Corporate Responsibility Officer is responsible for the monitoring and interpretation of the Company's disclosure policy. The Chief Communications and Corporate Responsibility Officer and the Legal Counsel of Sitowise group provide additional information on questions relating to the disclosure policy, and they both should be contacted in case of questions.

The Company has established a so-called whistleblowing system for the purpose of reporting any suspected incidents and violations of the Company's Code of Conduct anonymously, including reporting potential breaches of financial markets and market abuse legislation. The said system enables anyone to report suspected breaches through a secure communication channel on a no-names basis. If a doubt of a breach arises or if a breach can be substantiated, the case is taken to the competent authorities for investigations. Sitowise's whistleblow can be found here: <https://report.whistleb.com/fi/sitowise>.

The CEO is entitled to deviate from this policy in specific cases where there is good cause to do so within applicable laws and regulations.

