

Charter of the Nomination Committee of Sitowise Group Plc

1 General

Sitowise Group Plc's (hereinafter "**Sitowise**" or the "**Company**") Nomination Committee is responsible for preparing proposals to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, for the election and remuneration of the members of the Board of Directors and for identifying potential Board member candidates. The Nomination Committee shall ensure that the Board of Directors and its members maintain and represent a sufficient level of expertise, knowledge and competence as well as diversity.

2 Composition of the Nomination Committee

The Committee consists of the Chairman and at least two members, which the Board selects among its members following the Annual General Meeting. The term of office of the members is one year.

The majority of the Committee members shall be independent of the Company. The CEO or a Group Management Team member of the Company cannot be appointed to the Nomination Committee, and none of those persons is a member of the Committee in the Company.

The secretary to the Committee shall be nominated by the Board of Directors.

3 Duties of the Nomination Committee

The duties of the Nomination Committee are:

- to prepare the proposal of the Board of Directors to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, on the number of the members of the Board of Directors;
- to prepare the proposal of the Board of Directors to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, on the members of the Board of Directors;



- to prepare the proposal of the Board of Directors to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, for the remuneration of the members of the Board of Directors;
- to seek prospective successors for the members of the Board of Directors; and
- to participate in the development of the Board diversity principles.

4 Preparation of the proposal concerning the composition of the Board of Directors

The Nomination Committee shall prepare the proposal of the Board of Directors to be presented to the General Meeting concerning the composition of the Board of Directors. The Committee shall consult significant shareholders when preparing its proposal concerning the composition of the Board of Directors.

When preparing its proposal concerning the composition of the Board of Directors, the Nomination Committee shall take into account also the independence requirements under the Finnish Corporate Governance Code, the results of the annual performance assessment of the Board of Directors conducted in accordance with the Finnish Corporate Governance Code, the Board diversity principles and any other applicable rules and regulations. The Nomination Committee may, at the Company's approved expense, make use of outside experts to identify and evaluate potential new candidates to the Board of Directors.

The Nomination Committee is entitled to receive from the Company and the Board member candidates the results of the annual performance assessment of the Board of Directors, information relevant to the evaluation of the Board candidates' independence, and other information reasonably required by the Nomination Committee in preparing its proposals.

5 Competence of the members of the Board of Directors

The Board of Directors of the Company shall have sufficient expertise, knowledge of and competence in the Company's field of business. In particular, the Board of Directors as a whole shall have sufficient knowledge of and competence in:

- the Company's business operations, field of business and operating environment;
- the management of a public limited company of corresponding size;
- group and financial management;
- strategy and corporate acquisitions and restructurings;
- internal control and risk management; and



- corporate governance.

Board selections are based on candidates' background and competence to understand Sitowise's current and future markets, strategy, employees and customers, including sound understanding of financials and business dynamic. Collectively the Board of Directors should have combined experience in different markets, internationalization, geographies and important topics like digitalization and corporate responsibility. The most important nomination criteria for the Board candidates is competency, knowledge, personal qualities and integrity. Both genders shall be represented on the Board of Directors.

6 Proposals to the General Meeting

The Nomination Committee submits its proposals to the Board of Directors well in advance before the Board of Directors resolves to convene the Annual General Meeting. Proposals concerning Extraordinary General Meetings shall be presented when needed and in sufficient time to enable the Company to comply with applicable rules and regulations. The Chair of the Nomination Committee shall also present its proposals and the reasoning for the proposals to the General Meeting by a request of the Board.

7 Meetings and Reporting to the Board

The Nomination Committee shall meet at least annually and at such other times as determined by the Chairman of the Committee. The minutes shall be prepared for each meeting. The Committee reports on its work to the Board of Directors. The Chairman of the Committee presents to the Board a summary report of each of the Committee meetings. Furthermore, the minutes of the Committee meetings and materials of the Committee are made available to the Board members.

The Chairman of the Nomination Committee may invite other persons, such as external experts, to participate in the Committee's meetings as determined case by case. When carrying out its duties, the Committee shall act independently with relation to the operative management of the Company. Thus, if the Committee uses an external advisor to assist in carrying out its duties, the Committee shall ensure that the advisor is not also an advisor to the operative management in a manner that can result in a conflict of interest.

8 Approval of and update to the Charter

This Charter was approved at the meeting of the Board on 27 January 2022. This Charter shall be reviewed and updated when necessary by the Board of Directors.

