

Charter of Audit Committee

Approved by the Board of Directors of
Sitowise Group Plc

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1 General

The Board of Directors of Sitowise Group Plc (the “**Company**”) has adopted this Charter to govern the work of the Audit Committee of the Board as part of the corporate governance in the Company.

In accordance with the Finnish Limited Liability Companies Act, the Board of Directors sees to the Company’s administration and the proper organization and representation of its operations. In addition, the Audit Committee of the Company is responsible for ensuring the appropriate arrangement of the governance, controls and risk management in accordance with the Companies Act and to release the Board’s time for strategic matters.

With regard to financial reporting and audit, the duty of the Board of Directors is in particular to monitor and assess the Company’s financial reporting system, the efficiency of internal controls, internal audit, and risk management systems and 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. The Board shall also monitor the Company’s audit, the independence of the Company’s auditor and that the auditor’s non-audit services are compatible with the auditor’s independence. The Board shall also prepare the appointment of the auditor. Preparation of matters relating to these duties is the responsibility of the Audit Committee.

2 Composition of the Audit Committee

The Audit Committee shall consist of three to four members, including a Chairman, that are elected by the Board among its members following the Annual General Meeting. The term of office of the members is one year.

The majority of the members shall be independent of the Company and at least one member shall be independent of the significant shareholders of the Company. Members of the Audit Committee shall have 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 shall have expertise



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in accounting or auditing and the members of the Audit Committee as a whole shall have relevant expertise in the Company's business operations.

The secretary to the Audit Committee shall be nominated by the Board.

An Audit Committee member cannot participate in the day-to-day management of the Company or a company to be included to the group financial statements. In the Company, none of the Audit Committee members participate in such tasks.

3 Duties and responsibilities of the Audit Committee

The duties and responsibilities of the Audit Committee include, among other things,

Oversight of financial reporting and position

- monitor and assess the reporting process of financial statements;
- review internal controls and monitor the effectiveness of the Company's procedures for internal control over financial reporting;
- monitor the Company's financial position;
- evaluate the use and presentation of alternative performance indicators;
- review taxation-related matters as needed;

Handling of financial and other reports and policies

- handle with the external auditor the annual financial statements and, if needed, interim reports before submission to the Board for final approval;
- review and assess with the external auditor the results and observations of the audit;
- consider the report on non-financial matters;
- review the Company's key financial administration principles;

Oversight of related party transactions

- establish principles concerning the monitoring and assessment of related party transactions;
- monitor the related party transactions and address any possible conflicts;

Risk management

- assist the Board in monitoring and assessment of the effectiveness of the Company's risk management systems, as the preparation of these matters belongs to the duties of the Audit Committee, including the risk profile of Sitowise Group;
- make such recommendations as the Committee considers desirable and review the risk management related statements to be included in the financial reports;
- assess the effectiveness of the internal controls and the internal control system;



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- handle and assess principles related to internal controls and risk management of the Company's financial reporting processes;
- review the Company's general risk management policies and principles;
- receive and review reports from the management on any material financial risks;

Auditors and external audit

- for the purposes of each Annual General Meeting and otherwise as necessary, prepare a resolution proposal to the shareholders as to the election and fees of the external auditor(s) and remuneration principles;
- initiate the process regarding rotation of the auditor;
- evaluate the audit plan as well as the scope and quality of the external audit and review audit fees;
- evaluate the independence of the auditors;
- follow up on non-audit services provided by the auditors;
- when needed, meet separately with external auditors to discuss any matters in addition to the duties required by regulations that might be relevant for the internal controls;
- review and confirm the independence of external auditors, also in relation to the non-audit services;
- review and evaluate the process of selecting external auditors and follow any regulatory changes regarding auditor selection as well as auditor and audit firm rotation requirements;

Internal audit

- propose to the Board to approve the internal audit charter, internal audit activities and resourcing of the internal audit function;
- assess the scope and quality of the internal audit;
- propose to the Board to approve the internal audit plan and review its implementation;
- review the summary reports of the internal audit and the management's response;

Legal, compliance and governance

- review major legal disputes and other legal matters with the Legal Counsel of Sitowise group, together with an external legal advisor if so decided;
- review the Company's Corporate Governance Statement including the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which are included in the Company's Corporate Governance Statement;
- review the Company's non-financial report; and

Other

- see to other tasks assigned by the Board.



In discharging its oversight role, the Audit Committee shall have full access to all Company books, records, facilities and personnel. In matters within its responsibilities, the Audit Committee may retain legal advisors, auditors or other advisors at the expense of the Company subject to informing the CEO of the Company of such engagement.

4 Meetings and Reporting to the Board

The Audit Committee shall meet at least four times annually at the invitation of the Chairman. The secretary of the Audit Committee shall keep minutes of the Audit Committee meetings. The Audit Committee defines the annual calendar for the Audit Committee meetings. The calendar shall include issues to be considered at each meeting so that the duties of the Audit Committee will be covered. In addition, the Audit Committee may convene to handle other matters included in its field of duties. Meetings may be held as conference calls or by means of other technical devices.

The Audit Committee reports on its work to the Board. The Chairman of the Audit Committee presents to the Board a summary report of each of the Audit Committee meetings. Furthermore, the minutes of the Audit Committee meetings and the materials of the Audit Committee are made available to all Board members except in case of interest conflicts or as to a Board member being an employee representative. The Audit Committee evaluates annually its activities and reports to the Board. All members of the Board have the right to participate in the meetings.

The CFO participates in the Audit Committee meetings. The CEO may participate in the meetings. The external auditor shall participate in the meetings at least twice a year or when needed. The internal auditor shall participate in the meetings when the summary reports of the internal audit and the management's response are reviewed. The external auditor and the internal auditor shall meet the Audit Committee at least once a year without management presence. In addition, the Audit Committee may invite to the meetings other experts who are relevant to matters on the agenda.

5 Approval of and update to the Charter

This Charter was approved at the meeting of the Board of Directors on 15 December 2022. This Charter shall be reviewed and updated when necessary by the Board of Directors.

