

HKFOODS

Corporate Governance
Statement

2024



Compliance with the Corporate Governance Code

Corporate governance in HKFoods Plc (“HKFoods” or “Company”) is based on Finnish legislation, EU-level regulations, HKFoods’ Articles of Association, the Finnish Corporate Governance Code 2025 (the “Code”) issued by the Securities Market Association, as well as HKFoods Group’s Code of Conduct and Governance Policy. In addition, HKFoods complies with the rules and regulations of Nasdaq Helsinki Ltd and the Finnish Financial Supervisory Authority. This Corporate Governance Statement has been drafted in accordance with the CG Code, which entered into effect on 1 January 2025, and with Chapter 7 Section 7 of the Finnish Securities Markets Act. The Corporate Governance Statement is issued separately from the Report of the Board of Directors 2024.

HKFoods’ Corporate Governance Statement may be viewed on the Company’s website under Investors at www.hkfoods.com. The website also gives access to a list of the Company’s largest shareholders, flagging notifications and Articles of Association. The Code is available on the website of the Securities Market Association at www.cgfinland.fi/en/.

Board of Directors

The Board of Directors (“Board”) is responsible for the administration and the proper organisation of the operations of the Company. The duties and responsibilities of the Board are determined primarily under the Articles of Association and the Finnish Limited Liability Companies Act. The Board’s meetings procedure and duties are described in the charter adopted by the Board for each year.

Board members are elected annually by the Annual General Meeting (“AGM”) based on a proposal put forward by the Shareholders’ Nomination Board. The Articles of Association contain no mention of any special order of Board member appointments.

Based on the Articles of Association, the Company’s Board comprises between five and eight (5–8) members. In addition, a maximum of three (3) deputy members may be elected to the Board. All Board members possess the competence and independence consistent with the position. The Board members are proposed by the Shareholders’ Nomination Board taking into account the diversity and gender division principles determined by the Company in accordance with Recommendations 8 and 9 of the Code.

The Company has determined the following diversity principles:

- the Board should have a balanced gender composition,
- the Board members should have a versatile professional and educational background that benefits the Company’s business,
- the Board members should have experience of international tasks, and
- the Board members should represent a varied age range.

The composition of the Board in 2024 represented the Company’s diversity principles and the Board’s gender division followed well the principles in Recommendation 8 of the 2020 version of Code, which is in force during a transitional period ending 30 June 2026. Before the AGM of the Company on 18 April 2024 the Board had 33.3 per cent (2/6 members) of its members representing female gender and 66.6 per cent (4/6 members) of its members

representing male gender. After the AGM on 18 April 2024 the Board had 25 per cent (2/8 members) of its members representing female gender and 75 per cent (6/8 members) of its members representing male gender.

The term of the Board members begins at the end of the General Meeting at which they were elected and ends at the end of the AGM first following their election. The Board elects a Chair and Deputy Chair from among its members.

There are no members of the Board who would be part of the operative management of the Company and none of the Board members are employed by the Company or its Group companies. The Board does not contain separate employee representatives elected from the Company’s employees.

The Board assesses the independence of its members annually in accordance with Recommendation 10 of the Code. A Board member is required to submit to the Company the information necessary to carry out the independence assessment. Board members are also obliged to report any changes in their independence. The assessment of each Board member’s independence is written under the Board member’s individual presentation texts.

Of the Board members that were elected at the AGM held on 18 April 2024 62.5 (5/8 members) per cent were independent of the Company and 62.5 (5/8 members) per cent were independent of its significant shareholders. Detailed information regarding individual members of the Board is presented together with the introductions of the Board members.

The AGM held on 18 April 2024 elected the following persons to the Board:



Reijo Kiskola (b. 1954), male

Chair of the Board since 11/2018,
Dairy Engineer

Shareholding at HKFoods on
31 December 2024: 52,914 shares

Independent of the Company and
its significant shareholders



Jari Mäkilä (b. 1970), male

Vice Chair of the Board since 2019,
Agricultural Technician

Farm Entrepreneur

Shareholding at HKFoods on
31 December 2024: 27,203 shares and
127,499 shares through Mäkilän Tila Oy

Not independent of the Company due
to his significant supplier relationship
with the Company, not independent
of significant shareholders due to
his position in the LSO Cooperative's
management



Niclas Diesen (b.1980), male

Member of the Board since 2024,
M.Sc. (Econ.)

K. Hartwall Invest Oy Ab CEO

Shareholding at HKFoods on
31 December 2024: 8,836 shares

Independent of the Company and
its significant shareholders



Anne Koutonen (b. 1962), female

Member of the Board since 2019,
M.Sc. (Business Administration)

Board professional

Shareholding at HKFoods on
31 December 2024: 27,356 shares

Independent of the Company and
its significant shareholders

More detailed CVs of the Board members are available on the Company's website.



Lauri Sipponen (b.1969), male

Member of the Board since 2024,
M.Sc. (Econ.)

Board professional

Shareholding at HKFoods on
31 December 2024: 48,836 shares

Independent of the Company and
its significant shareholders



Terhi Tuomi (b. 1966), female

Member of the Board since 2019,
M.Sc. (Econ.)

CFO, Boreal Plant Breeding Ltd

Shareholding at HKFoods on
31 December 2024: 20,593 shares

Independent of the Company, but
not independent of its significant
shareholders due to her position in LSO
Cooperative's management



Ilkka Uusitalo (b. 1968), male

Member of the Board since 2024,
Deputy member of the Board since 2019

Farm Entrepreneur

Shareholding at HKFoods on
31 December 2024: 176,998 shares

Not independent of the Company due to
his significant supplier relationship with
the Company, not independent of
significant shareholders due to his position
in the LSO Cooperative's management



Sami Yski (b.1971), male

Member of the Board since 2024,
Engineer car technology

Board professional

Shareholding at HKFoods on
31 December 2024: 243,486 shares

Dependent of the company,
independent of significant shareholders.

Until the AGM on 18 April 2024 the following persons were members and deputy members of the Board: Reijo Kiskola (Chair of the Board), Jari Mäkilä (Vice Chair of the Board), Anne Koutonen, Per Olof Nyman, Harri Suutari and Terhi Tuomi as well as deputy members Ilkka Uusitalo and Ove Conradsson.

More detailed CVs of the Board members are available on the Company's website.

During 2024, the Board held 18 meetings. The average attendance rate of Board members and deputy members was 97.08 per cent. The Board constitutes a quorum when more than half of its members are present. Besides the members and deputy members, the Group's CEO, CFO and EVP Administration as secretary to the Board also regularly attended the Board meetings.

Charter of the Board

According to the charter, HKFoods' Board of Directors has the following key matters to decide on:

- appointments and dismissals of the CEO and senior executives, and the principles governing the terms of employment
- terms of employment of Managing Directors of HKFoods Group companies and senior management
- incentive schemes and bonus criteria of HKFoods Group management and personnel
- HKFoods Group and organisation structure, commencement of new business, changes in and discontinuation of central business
- HKFoods Group strategy, business plan and performance targets for the following year, and related underlying assumptions
- HKFoods Group's strategic sustainability targets, including the material impacts, risks and opportunities of sustainability issues, and the monitoring of progress and results of these targets with the assistance of senior management and specialists

- HKFoods Group's significant investments, as well as company, business and real estate arrangements, and sales and outsourcing of significant equipment and machinery
- other significant contracts of HKFoods Group
- dividend policy and division proposal to the AGM
- principles of risk management and communication related to HKFoods Group's business as well as follow up of the legality of business operations
- approving of investment plans and approval of relevant investments deviating from the plan
- taking out HKFoods Group loans and giving securities
- giving procuration and other representative rights of the Company.

The Board meets according to a management calendar, which is agreed annually. Extra meetings may be convened if required. The Chair of the Board convenes the Board meetings and prepares the meeting agenda together with the CEO.

Performance Evaluation of the Board

The Board conducts periodically an evaluation of its performance and working methods in the interest of enhancing its operations. The evaluation addresses the composition and processes of the Board, the quality of the Board's performance, cooperation between the Board and operative management, and the expertise and participation of Board members.

Board Committees

Four committees have been set up in HKFoods to streamline the preparation and management of matters for the Board's consideration. The Board selects the members and chairs of the Committees from among its members or deputy members.

Audit Committee

The Board elects at least three members of the Audit Committee from among its members or deputy members. At least one of the members must possess expertise in the fields of accounting, bookkeeping or auditing. The majority of the Audit Committee members must be independent of the Company and at least one member must be independent of significant shareholders. The Company's CEO or other persons of the Company's Group Executive Team may not serve as Audit Committee members.

The Audit Committee assists the Board by preparing matters within its remit for the consideration of the Board and by submitting proposals or recommendations for Board resolution. The duties of the Audit Committee are defined in the charter adopted by the Board, in line with Recommendation 16 of the Code.

The tasks of the Audit Committee of HKFoods' Board include, among other things, the following:

- to monitor the reporting process of financial statements
- to oversee the financial reporting process
- to oversee the sustainability reporting process and report about it to the Board
- to monitor the efficiency of the Company's internal control, internal auditing and risk management system
- to evaluate and review the corporate governance statement covering the internal control and risk management related to the financial reporting process
- to monitor and evaluate how the related party agreements and other transactions fulfil the requirements of belonging in the ordinary course of business and arms-length principle
- to monitor the statutory audit of the financial statements and consolidated financial statements
- to evaluate the independence of auditors and the provision of related ancillary services to the Company in particular
- to prepare the proposal for decision on the election of the auditors as well as the independent assurance service provider for sustainability reporting.

The Audit Committee reports on its work to the Board at the Board meeting first following the meeting of the Committee and submits the minutes of the Committee's meeting for the Board's information.

The Audit Committee was chaired by Anne Koutonen, and its other members were Reijo Kiskola, Terhi Tuomi and Ove Conradsson until the AGM on 18 April 2024. After the AGM on 18 April 2024 the Audit Committee

was chaired by Anne Koutonen and its other members were Reijo Kiskola, Terhi Tuomi and Niclas Diesen.

The Audit Committee held 5 meetings during 2024, with the average attendance rate of 100 per cent. Committee meetings were also regularly attended by the Company's CEO, CFO, internal auditor and external auditors.

The chair of the Audit Committee prepares the agenda for the meeting based on a proposal made by the CFO and convenes the meetings normally at least one week in advance.

Compensation Committee

The Board elects at least three members of the Compensation Committee from among its members or deputy members. The majority of the Committee members must be independent of the Company. The Company's CEO or other persons in the Company's Group Executive Team may not serve as the Compensation Committee members.

The Compensation Committee's duties are defined in the Charter adopted by the Board. The Compensation Committee is responsible for preparing matters relating to the Company's compensation schemes, such as CEO compensation, other executive compensation, the Company's incentive and benefit plans and review of other arrangements or agreements between the Company and the CEO or other persons in the Company's Executive Team. The Compensation Committee also prepares the Remuneration Policy and the Remuneration Report for governing bodies.

The Compensation Committee convenes at least twice a year and reports on its work to the Board following the meeting of the Committee and submits for the information of the Board the minutes of the Committee's meetings.

The Committee was chaired by Per Olof Nyman and its other members were Reijo Kiskola, Harri Suutari and Ilkka Uusitalo until the AGM on 18 April 2024. After the AGM on 18 April 2024 the Committee was chaired by Ilkka Uusitalo and its other members were Reijo Kiskola, Jari Mäkilä and Lauri Sipponen.

The Compensation Committee held 7 meetings during 2024, with an average attendance rate of 100 per cent. In carrying out its work, the Compensation Committee has used external advisors.

Working Committee

The Working Committee's duties are defined in the Charter adopted by the Board. The Committee is tasked with promoting the efficient accomplishment of the duties of the Company's Board. The aim of the Committee is to advance compliance with the Code at HKFoods. The operative management representatives attend the Working Committee meetings when invited.

All members and deputy members of the Board are Working Committee members. The Committee is chaired by Reijo Kiskola, Chair of the Board. The Committee held 9 meetings during 2024, with an average attendance rate of 100 per cent.

Special Committee

The Board elects in its annual convening meeting at least three members from among its members or deputy members to the Committee. The operative management representatives attend the Committee meetings when invited.

The Committee's task is to support the Board in potential M&A or divestment activities. The Committee also assists the Board in other tasks requiring special preparation.

The Special Committee was chaired by Reijo Kiskola and the other members were Anne Koutonen, Jari Mäkilä and Harri Suutari until the AGM on 18 April 2024. After the AGM on 18 April 2024 the Special Committee was chaired by Reijo Kiskola and its other members consisted of all the members of the Board varying depending on the matters that were on the agenda. The Committee held 16 meetings during 2024, with an average attendance rate of 100 per cent.

Shareholders' Nomination Board

The Shareholders' Nomination Board is responsible for preparing annually proposals to the AGM for the election and remuneration of the members and deputy members of the Board of Directors. The main purpose of the Shareholders' Nomination Board is to ensure that the Board of Directors' members and deputy members represent a sufficient level of expertise, knowledge and competence for the Company's needs.

The Shareholders' Nomination Board consists of four members, of which three represent the Company's largest shareholders who, on the last business day of May preceding the next AGM, hold the largest number of votes calculated of all the Company's shares. In addition, the Chairman or the Deputy Chairman of the Board is a member of the Nomination Board.

The Company's largest shareholders on the last business day of May are determined based on the shareholders' register of the Company held by Euroclear Finland Ltd. In accordance with this shareholding, the Chairman of the Board of Directors shall request the three largest shareholders each to nominate one member to the Nomination Board.

Holders of nominee registered shares shall be taken into account in the appointment process to the extent possible. If a shareholder who has distributed his/her holdings, for example, in several funds and has an obligation under the Finnish Securities Markets Act to take these holdings into account when disclosing changes in share of ownership, makes a written request to such effect to the Chair of the Board of Directors, such shareholder's holdings in several funds or registers will be combined when calculating the share of votes, which determines the nomination right. If a shareholder does not wish to exercise his/her right of nomination, the Chair of the Board of Directors may transfer the right to the next largest shareholder who would otherwise not have the nomination right.

The Chair of the Board of Directors convenes the first meeting of the Nomination Board and presides until the Nomination Board has convened and elected a Chair from among its members. The representative of the largest shareholder shall be nominated as the Nomination Board's Chair, unless otherwise decided by the Nomination Board. The Nomination Chair convenes the meetings thereafter. The members' term of office expires each year with the appointment of a new Nomination Board.

According to the charter of the Shareholders' Nomination Board, HKFoods Plc's largest shareholders have nominated the following persons as members of the Nomination Board on 10 October 2024:

- Veikko Kemppi, Managing Director, LSO Cooperative, male
- Tommi Mäkelä, Investment Manager, Apteekkien Eläkekassa, male
- Petter Langenskiöld, Portfolio Manager, Mutual Fund EVLI Hannibal, male

Furthermore, the Board of HKFoods Plc has nominated Jari Mäkilä, Deputy Chair of the Board, as a member of the Nomination Board. The Shareholders' Nomination Board is chaired by Veikko Kemppi.

Chief Executive Officer (CEO)

The CEO and possible deputy CEO are appointed by the Company's Board of Directors. The CEO is responsible for managing HKFoods Group's, Group referring to HKFoods Plc and its subsidiaries and affiliates, business activities and administration in accordance with the Articles of Association, the Finnish Limited Liability Companies Act in force at the time and instructions provided by the Board. The CEO is accountable to the Board for the implementation of the objectives, plans, procedures and goals laid down by the Board.

The CEO does not serve on the Board but attends its meetings and provides monthly reports to the Board on

the Group's financial performance, financial position, solvency and market position. Further, the CEO reports regularly to the Board in accordance with the annual clock about the consideration of material risks, impacts and opportunities related to sustainability issues in the Group's business. The CEO also presents the materials of the financial statements, interim reports and half year financial report to the Board. The CEO furthermore must report to the Board on the implementation of the Board's resolutions and on the measures and results achieved.

Juha Ruohola, M.Sc. (Agr.), eMBA, has served as CEO of HKFoods Plc since 2 March 2023.

Meeting attendance of the Board and its Committees

	Board of Directors	Audit Committee	Compensation Committee	Working Committee	Special Committee
Reijo Kiskola	18/18	5/5	7/7	9/9	16/16
Jari Mäkilä	18/18		3/3	9/9	16/16
Niclas Diesen	14/14	4/4		6/6	3/3
Anne Koutonen	18/18	5/5		9/9	3/3
Lauri Sipponen	13/14		3/3	6/6	11/11
Terhi Tuomi	18/18	5/5		9/9	
Ilkka Uusitalo	18/18		7/7	9/9	3/3
Sami Yski	14/14			6/6	12/12
Harri Suutari*	4/4		4/4	3/3	
Per Olof Nyman*	4/4		4/4	3/3	
Ove Conradsson*	3/4	1/1		3/3	

*Until the AGM on 18 April 2024.



Group Executive Team of HKFoods Plc

HKFoods' Group Executive Team ("GET") assists the CEO in managing the Group, in preparing business plans, strategy, policies and other important matters, and in implementing strategic and operative targets. The GET members are appointed by the Board.

The Group Executive Team on 31 December 2024:



Juha Ruohola (b.1965), male

Interim CEO from 29 September 2022 to 2 March 2023 and CEO from 2 March 2023, before that EVP, Business Unit Baltics (as of 13 August 2021), Polish business, Group's biotech business and Meat balance, M.Sc. (Agr.), eMBA

Shareholding at HKFoods on 31 December 2024: 27,925 shares



Markku Suvanto (b.1966), male

EVP, Administration, LL.M, trained on the bench

Shareholding at HKFoods on 31 December 2024: 59,676 shares



Mika Tilli (b.1972), male

CFO from 1 July 2024 onwards, Bachelor of Science in Economics and Business Administration

Shareholding at HKFoods on 31 December 2024: 8,368 shares

The Group Executive Team on 31 December 2024:



Petri Toivola (b.1973), male

EVP, Poultry Business and member of the Group Executive Team from 27 November 2024, Nutrition Technician

Shareholding at HKFoods on 31 December 2024: 2,500 shares



Mikko Järvinen (b.1970), male

EVP, Meat Business and member of the Group Executive Team from 27 November 2024, BBA

Shareholding at HKFoods on 31 December 2024: 9,345 shares



Terhi Hakkarainen (b.1976), female

EVP, Processed Food Business and member of the Group Executive Team from 27 November 2024, BSc Food Technology

Shareholding at HKFoods on 31 December 2024: 5,653 shares

Jari Leija acted as the EVP, Business Unit Finland until 24 October 2024. Jyrki Paappa, M.Sc. (Econ.), acted as the Company's CFO until 30 June 2024. Lars Appelqvist, B. Sc. (Econ.), acted as the EVP Business Unit Sweden until 27 March 2024. Jukka Nikkinen, M. Sc. (Econ.), acted as the EVP Business Unit Denmark until 30 June 2024 and Michael Juhl Jørgensen acted as Interim EVP Business Unit Denmark between 1 July 2024 until 31 October 2024.

Main Features of the Internal Control and Risk Management Systems Pertaining to the Financial Reporting Process

Internal Control Framework

The Board of Director's of HKFoods is responsible for the Group's internal control framework.

The Company's management is responsible for maintaining and further developing effective internal control. Internal control aims to ensure compliance with laws and regulations as well as the Group's policies, guidelines and values. In addition, the internal control system aims to support the Group's activities in line with its strategy. The reliability of financial reporting and measures in the service of this goal are an integral component in the Group's internal control framework.

Control Environment

HKFoods Group's policies, guidelines and values form the basis for the internal control environment.

The Board of Directors and in particular its Audit Committee monitor the Company's and the Group's financial position and the quality of financial and responsibility reporting. The Board carries out this duty by, among other things, adopting the Group's risk management policy and determining the objectives and principles of internal control. The Company's CEO and CFO are responsible for maintaining and further developing an effective control environment relating to financial and responsibility reporting.

Internal audit assesses the adequacy and effectiveness of the internal control system and risk management. The Head of Internal Audit reports to the CFO, Audit Committee and Board of Directors. In addition, the Company's EVP Administration monitors particularly the legality of operations. He reports directly to the CEO.

The objectives of internal auditing are integrally linked with the Company's management system, which relies on a principle of continuous improvement. The implementation of corrective and preventive measures is a key element of the entire process.

Risk Management

The objective of risk management within the Group is to safeguard the conditions to achieve business objectives and enable uninterrupted business operations. The risks faced by the Group are by nature strategic (e.g. acquisitions), operative (e.g. animal diseases), financial (e.g. currency exchange rates, interest rates and tax-related risks) and risks of damage (e.g. accidents and interruptions in production).

The Board and CEO have responsibility for the Group's objectives and principles of risk management, and for managing risks that may hinder the achievement of strategic objectives. Operative risks are the responsibility of the managers of the respective business and Group entities. For instance the CFO is responsible for the management of financial risks and the Company's Risk Management organisation, that reports to the EVP Administration and Legal, is responsible for the Group's insurance policies.

The Company uses a systematic Enterprise Risk Management ("ERM") process for the Group, which contains consistent principles and systematic practices for risk management. The ERM process aims to promote the Group's risk awareness, effective risk management and to ensure that the Group's management and Board have sufficient information on risks to support their decision-making. The ERM process is an integral part of the management system and strategy process. The risk management policy is applied in all HKFoods Group's subsidiaries and affiliated companies that are reported as part of the consolidated financial statements.

Risk management is a key part of the Group's financial reporting process. At the Group level, HKFoods strives to identify and assess, at least once a year, all significant risks inherent in material balance sheet and income statement items and to determine the main control mechanisms for risk prevention.

Control Measures

Control measures aim to ensure that

- the Group's business is managed efficiently and profitably,
- the Group's financial and sustainability reporting is accurate, transparent and reliable, and
- the Group complies with laws and regulations and all internal principles.

Control measures may be either manual or automated system controls. Examples of controls to ensure the reliability of financial and responsibility reporting include reconciliations, approvals, reviews, analyses

and the elimination of potential risky combinations of duties. The Group also has a reporting channel (HKFoods Fair Way) through which personnel and partners can report any misconduct they may have identified, either anonymously or by name.

Through a risk assessment, the Group's financial administration has determined key controls to the financial reporting process. The implementation and effectiveness of the controls is the responsibility of the financial administration. The Group has in place a self-evaluation process, which seeks to ensure the functioning and effectiveness of controls relating to financial reporting. In addition to ensuring control effectiveness, the self-evaluation also seeks to locate possible gaps and areas for further development in the controls.

Monitoring

The Group's financial performance and results are monitored in meetings of the Board and the Group Executive Team with the help of monthly reporting. The Audit Committee evaluates, and the Board approves all interim and half year reports and financial statements before their release. The Company's Internal Auditor provides the Audit Committee with an internal audit plan annually and regularly reports internal audit observations. In addition, external auditors report annually to the Audit Committee on their audit plans and audit observations and on the functioning of internal control. The Audit Committee in turn conducts an annual evaluation of the performance and independence of the auditors.

Related Party Transactions

HKFoods has defined its and the Group's related parties and maintains a list of them in accordance with Recommendation 27 of the Code. The definitions of the IAS 24.9 standard have been applied when defining the related parties in HKFoods. The Group is engaged in transactions with its related parties and evaluates and monitors such transactions in accordance with Recommendation 27 and the Group's internal guidelines for related party transactions.

In general, all transactions with the related parties are related to the Group's normal business operations (e.g. sale and purchase of animals) and are in line with the Group's purpose as well as carried out in accordance with normal market terms or practices. To ensure that conflicts of interest are appropriately taken into account in the decision-making process, the Company's Board of Directors ultimately decides upon execution of any related party transactions that are considered to be material to the Company, deviate from the Company's normal business operations or are not made in accordance with normal market terms or practices.

The principle defined in the Group's internal guidelines is that the Internal Auditor regularly yearly monitors transactions concluded between the Group and its related parties and reports to the Board's Audit Committee.

Insider Administration

The Company's insider management and insider guidelines follow the instructions given in the Nasdaq Helsinki Ltd's insider guidelines. HKFoods' Board of Directors has approved the insider guidelines including rules and regulations on the Company's insiders, trading restrictions, insider lists, notification obligation related to the top managers' and their closely associated persons' transactions and supervision of insider matters. The purpose of the guidelines is to summarise the key rules and restrictions regarding the use and management of insider information of which all the Company's employees should be aware. Regardless of the insider guidelines, each person is always personally responsible for complying with the laws, regulations and guidelines relating to inside information. Each person must in each case assess for him/herself whether the information he/she holds is insider information. This obligation applies always regardless of whether the person is entered into an insider list and from whom or in which way he/she has obtained the information, and whether he/she has received general or specific instructions in the matter.

The Company's top managers include the members of the Board of Directors, CEO and other members of HKFoods Group Executive Team. The top managers have an obligation to notify the Company of transactions relating to the Company's financial instruments immediately on the day of the transaction. The top managers also have an obligation to notify the Finnish Financial Supervisory Authority of the transactions, but the Company will deliver the

notifications received from the top managers to the Finnish Financial Supervisory Authority on the top managers' behalf based on an authorisation given by each of the top managers. The notification obligation also applies to persons closely associated with the top managers. The Company will deliver notifications regarding the notification obligation to closely associated persons and preserve these notifications on the top manager's behalf. The top manager in turn has an obligation to inform the Company of changes in his/her closely associated persons or alternatively to deliver the said notifications to the new closely associated persons him/herself as the top manager is ultimately responsible for delivering such notifications. The Company's insider administration maintains a separate list of the top managers with notification obligation as well as their closely associated persons. The list is not a permanent insider list.

Trading in the Company's financial instruments is always prohibited, when the person is in possession of inside information related to the Company or its financial instruments. The Company's top managers are always prohibited from trading in the Company's financial instruments during 30 days before the publication of an interim report, a half year report and a financial statements bulletin, including the day of publication (the so-called closed window), regardless of whether the person possessed inside information that time. During other times, i.e. as of the day following the publication of interim and half year reports and financial statement bulletin, there is the so-called open window during which the top managers are allowed to trade

provided that they do not possess inside information at such time and that they have gone through the internal checking process. The closed window also applies to persons who participate in the preparation and drafting of interim and half year reports and financial statements bulletins. Of these persons, the Company maintains a separate list, which is not an insider list.

HKFoods does not maintain a list of permanent insiders. While projects are in progress, a person entered into a project-specific insider list must not trade in the Company's financial instruments or disclose inside information to anyone outside of the project during the project. For each inside project, a project-specific insider list is established and maintained. Each person entered into a project-specific insider list must be notified in writing of his/her entering into the list and the obligations and possible consequences that entails. Further, the ending of the project is notified in writing to the persons in the insider list.

The Company ensures compliance with insider guidelines by regularly reminding insiders of permitted trading windows. In addition, the Company makes sure that the persons entered into the project-specific insider lists are aware that the existence and contents of the insider project is considered to be inside information and that trading in the Company's financial instruments is not permitted during the project. HKFoods' Administration function working under the EVP Administration maintains and manages the insider lists. The system used to manage the insider lists is maintained by Euroclear Finland Ltd.

Auditors and the Assurance of Sustainability Reporting

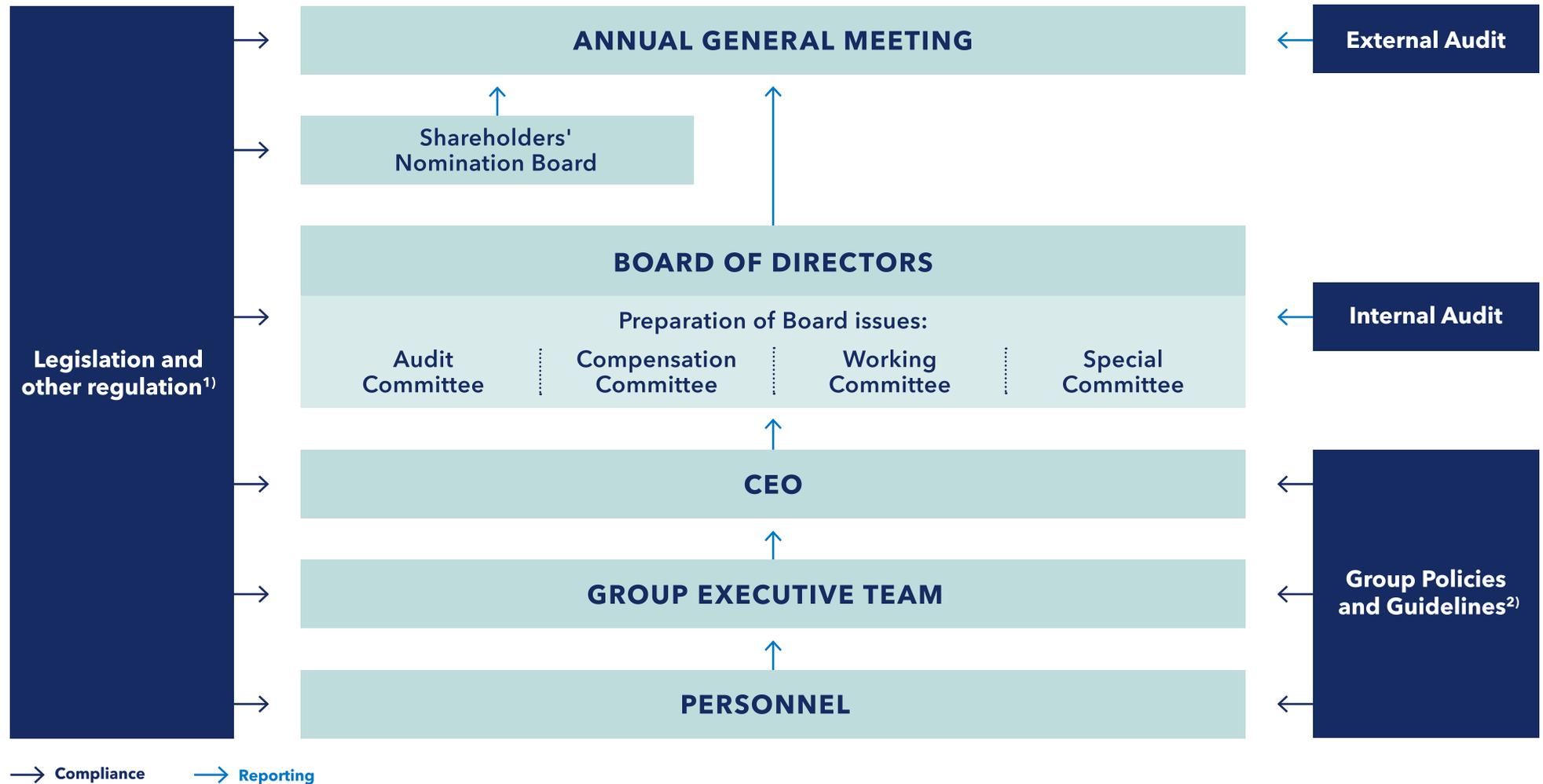
The external auditors and starting from 2024 also the independent assurance service provider for sustainability reporting are nominated annually by the Annual General Meeting. The AGM 2024 elected Ernst & Young Oy, the firm of authorised public accountants, with APA Maria Onnisekka as responsible auditor of HKFoods until the closing of the next AGM. The AGM 2024 elected Ernst & Young Oy as the accredited independent assurance service provider for the assurance of sustainability reporting.

The Group's audit fees paid to independent auditors are presented in the table below. The fees cover the audit of annual accounts and the closely related legislative work as well as the services related to the assurance of sustainability reporting. Other expert services include tax consulting and general employment law advisory services.

	2024 EUR thousand	2023 EUR thousand
Audit fees	-417	-529
Tax consultation	0	-7
Other fees	-51	-85
Audit fees, total	-468	-621

Ernst & Young Oy was paid in total 29,000 euros during the financial year 2024 for non-audit services to HKFoods' entities.

HKFoods Group Governance and Control System



¹⁾ Limited Liability Companies Act, Securities Markets Act, Auditing Act, Accounting Act, EU-level regulations, Financial Supervisory Authority's regulations, Rules of the Stock Exchange, Corporate Governance Code, industry-related legislation, Market abuse regulation/MAR

²⁾ Articles of Association, other internal policies, guidelines and operating procedures