**CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD OF ROBIT PLC**

**1. Purpose of the shareholders' nomination board**

The Shareholders' Nomination Board (the "Nomination Board") of Robit Plc is the company's shareholders' body responsible for preparing proposals to upcoming Annual General Meetings and, where necessary, to any Extraordinary General Meetings concerning the election and remuneration of the members of the Board of Directors and the remuneration of Board Committee members and for ensuring that the Board of Directors and its members have a sufficient level of knowledge and experience that corresponds to the needs of the company.

The Nomination Board must comply with all applicable laws as well as the Finnish Corporate Governance Code.

The Nomination Board's charter regulates the election and the composition of the Nomination Board and defines its tasks and responsibilities.

**2. Election and composition of the Nomination Board**

The Nomination Board consists of representatives appointed by the four largest shareholders. In addition, the Chair of the company's Board of Directors will participate in the work of the Nomination Board as an expert.

Each year, those four shareholders that hold the largest share of the votes conferred by all shares in the company on the first working day of the September preceding the applicable Annual General Meeting pursuant to the shareholders' register maintained by Euroclear Finland Ltd will be entitled to appoint members that represent the shareholders. In the event that two or more shareholders hold an equal amount of shares and votes, and the representative or representatives nominated by either or all shareholders cannot be appointed to serve on the Nomination Board, the right to appoint a representative to the Nomination Board will be decided by drawing lots.

In the event that a shareholder has divided its holdings e.g. between several funds or its holdings are registered in several registers and the shareholder is obliged, under the Finnish Securities Markets Act, to take these holdings into consideration when disclosing any changes in its ownership shares (flagging obligation), all of the holdings of such a shareholder will be taken into consideration when calculating its share of all votes in order to determine whether the said shareholder is entitled to appoint a member to the Nomination Board if the shareholder submits a written request to the Chair of the Board of Directors to that effect on the 31st day of the August preceding the applicable Annual General Meeting.

If a shareholder does not wish to exercise its right of appointment, the right will be transferred to the next largest shareholder that would otherwise not have the right of appointment.

The Chair of the Board of Directors will request the four largest shareholders, which will be determined as stated above, to each appoint one member to the Nomination Board.

The Chair of the Board of Directors will convene the first meeting of each term of office of the Nomination Board, and the representative of the largest shareholder, i.e. the shareholder that holds the most shares and votes on the first working day of the September based on the company's shareholders' register maintained by Euroclear Finland Ltd, will be appointed as the Chair of the Nomination Board, unless the members of Nomination Board unanimously decide otherwise. In the event that the representative of the largest shareholder also serves as the Chair of the company's

Board of Directors, he/she cannot be appointed as the Chair of the Nomination Board, but he/she can serve as a member thereof as a representative of the shareholder.

In the event a shareholder has divested more than half of its shareholding and, as a result of the divestment, no longer constitutes one of the ten largest shareholders of the Company, the appointed representative of such shareholder must resign from his/her position on the Nomination Board. The Nomination Board may appoint a new member to replace a prematurely vacated seat, and the Nomination Board must appoint new members if the number of Nomination Board members decreases to less than three during the relevant term of office. The Nomination Board must offer the vacated seats to those shareholders (in order of size, based on the votes conferred by all shares in the company) that have not appointed a member to the Nomination Committee.

The established Nomination Board will operate until further notice, i.e. until the General Meeting decides otherwise. The term of office of the members of the Nomination Board will end upon the appointment of the new Nomination Board.

The members of the Nomination Board will not receive any compensation for acting as a member thereof. The members will be compensated for their travel costs in accordance with the company's travel policy. In order to carry out its duties and where necessary, the Nomination Board may, at costs approved by the company, retain the services of external experts.

**3. Tasks of the Nomination Board**

The Nomination Board will

a) prepare and present a proposal regarding the remuneration of the members of the Board of Directors to the Annual General Meeting;

b) prepare and present a proposal regarding the number of members of the Board of Directors to the Annual General Meeting;

c) prepare and present a proposal regarding who should be elected as a member of the Board of Directors to the Annual General Meeting;

d) prepare and present a proposal regarding who should be elected as a Chairman and as a Vice Chairman of the Board of Directors to the Annual General Meeting;

e) seek prospective successors to replace the members of the Board of Directors; and

f) prepare and present for board approval the principles concerning the diversity of the Board of Directors.

**4. Tasks of the chair**

The Chair of the Nomination Board must direct the work of the Nomination Board in order to efficiently achieve the goals set for it, taking into account the expectations of the shareholders and the Company's best interests.

The Chair of the Nomination Board

a) convenes and chairs the meetings of the Nomination Board;

b) ensures that the scheduled meetings of the Nomination Board are held according to schedule; and

c) convenes extra meetings as needed and, in any case, within 14 days of a request presented by a member of the Nomination Board.

## 5. Decision-making

The Nomination Board will have a quorum when more than half of its members are present. No decision may be made unless all members have been reserved the opportunity to participate in the decision-making and the meeting.

All decisions of the Nomination Board must be unanimous. If the Nomination Board cannot come to a unanimous decision, the members must present their own proposals to the General Meeting individually or together with other members of the Nomination Board.

All decisions of the Nomination Board must be recorded in the minutes of the relevant meeting. The minutes must be dated, numbered and kept in a reliable manner. The Chair of the Nomination Board must sign the minutes together with at least one other member.

### 5.1 Preparing proposals

The Nomination Board prepares proposals regarding the composition of the Board of Directors that will presented to the Annual General Meeting.

However, irrespective of the above, any shareholder of the Company may also make proposals directly to the Annual General Meeting in accordance with the Finnish Limited Liability Companies' Act.

The Nomination Board is entitled to receive, in confidence and subject to insider rules, information on the independence of the candidates (or, in the case of new candidates, on any factors that may affect their independence) as well as the findings of the Board of Directors' performance evaluations, insofar as the findings may be relevant when planning the composition of the Board of Directors.

The Nomination Board will assess the performance of the Board of Directors and take the results of such assessments into account in its work as appropriate. The Nomination Board may also seek the contributions of other shareholders while preparing its proposals and retain the services of an external consultant in order to find suitable candidates.

### 5.2 The qualifications of Board Members

The Board of Directors of the company must have sufficient expertise, knowledge of and competence in the company's field of business and industry.

As a collective, the Board of Directors must particularly have sufficient knowledge of and competence in

a) matters relating to the company's field of business and industry;

b) the management of a publicly listed company of corresponding size;

c) group and financial administration;

d) strategy and corporate acquisitions;

e) internal control and risk management; and

f) corporate governance.

In addition to the foregoing, the Nomination Board must take into account the independence requirements set out in the Finnish Corporate Governance Code and the Stock Exchange Rules that apply to the company.

**5.3 Proposals of the Nomination Board to the Annual General Meeting**

The Nomination Board must present and justify its proposals to the Annual General Meeting. The Nomination Board must submit its proposals to the Board of Directors at the latest on the 31st day of the January preceding the applicable Annual General Meeting.

The proposals will be included in the summons to the Annual General Meeting.

In the event that a matter that must be prepared by the Nomination Board becomes subject to decision-making at an Extraordinary General Meeting, the Nomination Board must strive to submit its proposal to the company's Board of Directors in sufficient time for it to be included in the summons to the General Meeting.

The Nomination Board must self-evaluate its work and activities on an annual basis in addition to reporting on its activities.

**6. Confidentiality**

The Nomination Board members and the shareholders they represent must keep all information regarding the proposals that will be submitted to the Annual General Meeting confidential until the Nomination Board has made its final decision and the company has published the relevant proposal.

The Chair of the Nomination Board may, if they deem it necessary, propose to the company's Board of Directors that the company conclude a non-disclosure agreement with the relevant shareholder or with the representative the said shareholder has appointed to serve on the Nomination Board.

**7. Amendments to this charter and authorisation**

The Nomination Board must review this charter annually and submit any proposed changes to the Annual General Meeting for approval. Any changes to the number of members that serve on the Nomination Board or their selection criteria must always be decided by the General Meeting. The Nomination Board is authorised to make necessary technical updates and amendments to this charter.

This charter has been drafted in both the Finnish and English languages. In the event of any discrepancies, the Finnish language version will prevail.