**Rules of Procedure**

Approved by the Board of Directors of Robit Plc on April 1, 2026

The principal duty of the board of directors is to adopt Robit Plc's ("**Robit**") strategy and to monitor its implementation to ensure that it provides the maximum added value in the long run while taking into consideration, above all, the shareholder value and the competitiveness of the company as well as the returns generated by invested capital in light of the company's sustainability, corporate social responsibility and its various stakeholders.

**1. General**

Robit's board of directors operates in accordance with the applicable laws and its articles of association. The operations of the board of directors are governed especially by the Finnish Limited Liability Companies Act and the Finnish Securities Markets Act as well as by orders, guidelines and recommendations issued by public authorities and Nasdaq Helsinki Ltd (the Helsinki Stock Exchange). The board of directors also abides by the Corporate Governance Code drawn up by the Finnish Securities Market Association.

The board of directors has adopted these rules of procedure to complement the provisions that guide its operations.

The key components of the board of directors' rules of procedure are provided on the company's website.

**2. The composition and election of the board of directors**

Pursuant to its articles of association, the company's board of directors consists of a minimum of three (3) and a maximum of six (6) members. The chairman, the vice chairman and the members of the board are elected by the Annual General Meeting. The term of each board member begins at the close of the general meeting during which the board member is elected and ends at the close of the first annual general meeting following the election.

A person running for election to the board for the first time must participate in the general meeting that decides upon their election unless there are weighty reasons for their absence.

The proposal concerning the composition of the board of directors as well as the chairman and the vice chairman is prepared by the shareholders' nomination board. The nomination board consists of representatives appointed by the four largest shareholders. 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.

The board of directors assesses the independence of its members. The more specific criteria applied to this process of assessing independence are set out in Recommendation 10 of the Finnish Corporate Governance Code for Listed Companies.

The board of directors may also elect a representative from among the employees of the Group to attend the board meetings.

The board of directors and its committees assess their operations on an annual basis to ascertain whether the board of directors and its committees are operating efficiently. The board of directors sets out the criteria used in this assessment in its annual action plan. When assessing the operations of the

board of directors, the extent to which it has implemented its action plan will also be reviewed. At the same time, the expectations of the company's stakeholders vis-à-vis the operations of the board of directors will also be assessed. Furthermore, it will be ascertained whether the board of directors' rules of procedure are up-to-date. This assessment is carried out as an internal self-assessment. The board of directors will discuss the results of the assessment at the end of the following financial year.

**3. The duties of the board of directors**

**3.1 Duties arising from the law and the articles of association**

Pursuant to the Finnish Limited Liability Companies Act, the board of directors is responsible for the management of Robit and for the proper arrangement of its operations. In addition, the board of directors is responsible for the appropriate arrangement of the supervision of Robit's accounts and finances. The board of directors uses monthly reports and other information (including stock exchange releases) provided thereto by the company's management to stay informed of any developments in the company's finances.

The board of directors

- convenes the annual and extraordinary general meetings in addition to preparing and submitting proposals to the general meeting;
- defines the company's profit sharing policy and submits a proposal concerning profit sharing to the general meeting;
- decides on donations within the framework provided by the Finnish Limited Liability Companies Act;
- defines the operating principles of the company's risk control system and internal controls;
- discusses and adopts the annual report and financial statements as well as the interim reports;
- decides on the establishment or disbandment of committees and adopts their rules of procedure; and
- defines the diversity and sustainability policy of the company's board of directors.

**3.2 Other duties**

In addition to the duties set out in law and in the articles of association, the board of directors discusses matters that are significant to and which have a long-term impact on the company and the Group:

- the long-term vision and strategic goals and guidelines as well as the primary financial goals;
- the group structure and the budgets of group companies as part of the Group's budget;
- the strategically or financially important investments of the Group, significant expansions or reductions in business operations;
- corporate transactions and business asset deals; and
- significant contingent liabilities and other other matters with a material impact on the Group's business operations.

The board of directors also decides on principles pursuant to which the management can make decisions concerning investments and corporate acquisitions and sales as well as those concerning providing guarantees.

In addition, the board of directors:

- adopts rules of procedure and annual clock for itself;
- adopts the values and operating principles of the company and monitors their implementation;
- adopts the company's strategy and monitors its implementation;
- adopts an annual operating plan and a budget based on the strategy and monitors their implementation;
- sets annual personal goals for the managing director and assesses whether these goals have been met, in addition to adopting the set of goals for the company's management team and assessing whether these goals have been met;
- annually reviews the key risks involved in the company's operations and their management in addition to providing related instructions to the managing director if necessary;
- adopts the Group's organisation structure;
- appoints and dismisses the managing director and the management team in addition to deciding on the terms and conditions applied to their service or employment contracts and on their incentive systems;
- submits proposals concerning the bonus systems of the management and employees to the general meeting if necessary;
- monitors/follows up on matters concerning the succession of the management; and
- discusses all other matters that the chair of the board of directors or the managing director have proposed for inclusion in the agenda Board members are also entitled to have a matter discussed by the board of directors by notifying the chair thereof.

**3.3 The duties of the chair of the board of directors**

The general duty of the chair of the board of directors is to oversee the board's work to ensure that its duties are carried out as efficiently and appropriately as possible.

The chair

- supervises that the meetings set out in the Board's meeting schedule are convened
- convenes the board of directors for extraordinary meetings if necessary
- adopts the agenda in addition to approving the presenters of the matters and the summoning of other persons, whose presence is required, to the meetings
- supervises that the minutes drawn up of the meeting correspond to the actual proceedings
- corresponds with the board members between meetings if necessary
- corresponds with the owners of the company and other stakeholders if necessary

- is responsible for planning and assessing the operations of the board of directors
- acts as the administrative superior of the managing director

In the event that the chair is absent, their duties will be carried out by the vice chair to a separately agreed-upon extent.

**3.4 Board secretary**

A lawyer selected by the company acts as the secretary of the board and keeps minutes of the meetings. In the event that the secretary is absent, the Group CFO will act as the secretary of the board.

**3.5 Decision-making**

The board of directors constitutes a quorum when more than half of its members are present. Decisions require a simple majority of votes. In the event of a tied vote, the chair will exercise the deciding vote.

The meetings of the board of directors may be held at the company's domicile in Lempäälä or at any other location decided by the board of directors or by the convener of the meeting.

The relevant board member may not participate in the discussion of a matter that pertains to an agreement concluded between the said member and the company. The relevant board member may also not participate in the discussion of a matter pertaining to an agreement concluded between the company and a third party if the member in question thereby stands to gain a material benefit that may be in conflict with the company's interests.

**4. Board meetings**

**4.1 Regular meetings**

The board of directors will convene in accordance with the schedule agreed upon in the annual action plan and annual clock that are adopted in advance, i.e. usually 8–10 times a year, unless otherwise stipulated in the action plan:

| Month | Matters to be discussed |
|---|---|
| January/February | Strategy, financial statements, consolidated financial statements, report of the board of directors, corporate governance statement, remuneration report as well as the summons to the annual general meeting |
| March | The initial board meeting, election of the chair and the vice chair, assessment of the independence of the board members and the appointment of committee members, the rules of procedure of the board and the committees |
| April | Q1 interim report |
| July/August | Half-year report |

| Month | Matters to be discussed |
|---|---|
| September | Strategy |
| October | Q3 interim report, financial reporting and annual general meeting of the next year |
| December | Budget, the board's self-assessment |

**4.2 Other meetings**

The board will hold extraordinary meetings as necessary. These meetings may be held as teleconference meetings or the board may decide upon matters without convening an actual meeting by drawing up a final protocol that is signed by all board members. The chair of the board or the managing director convenes these extraordinary board meetings.

**4.3 Meeting with the auditors**

The board of directors will meet with the company's auditors at least once a year at a board meeting.

**5. The protocol applied to the board meetings**

**5.1 Convening the meetings**

A summons to attend the relevant board meeting will be delivered to all board members in the most appropriate manner by either email or phone. The summons must set out all matters to be discussed at the meeting (agenda). Board members must be supplied with materials concerning the matters to be discussed at the meeting well in advance of the meeting to enable the board members to review these matters thoroughly and to make informed decisions. Furthermore, board members are entitled to contact people employed by the company or the advisers contracted by the company in order to acquire further information.

**5.2 The right to attend, to speak, to make proposals and to vote**

In addition to the board members, the company's managing director and the auditor, to the extent that their duties are discussed at the meeting, have the right to attend and to speak at board meetings. Furthermore, the board may summon others to attend the meetings and grant them the right to speak.

Only board members and the managing director have the right to submit proposals.

Only those qualified board members that are present at the meeting have the right to vote.

**5.3 Discussing matters at the meetings**

The chair of the board of directors or, if the chair is absent, the vice chair will moderate the discussion at the board meetings.

The board of directors will discuss the matters set out in the agenda of the meeting. These matters are presented by the chair of the board of directors, the managing director or some other person, who contributed to preparing the matter, summoned to the meeting by the board of directors.

Matters that are not on the agenda may be discussed at the initiative of a board member or the managing director. A decision can be rendered on these other matters only if all board members are

present at the meeting or if those members that were absent from the meeting accept these decisions at a later date e.g. by signing the minutes.

**5.4 Decision-making**

The board of directors strives to make unanimous decisions.

In the event that the board cannot come to an agreement, the matter will be put to a vote. The board will adopt the stance supported by the majority of the board members present at the meeting as its decision. In the event of a tie, the proposal supported by the chair of the meeting will be adopted as the decision, except when electing the chair, in which case the result will be decided by drawing lots.

**5.5 Minutes**

Consecutively numbered minutes will be kept of the meetings. The numbering will reset at the beginning of each financial year.

The minutes must detail when and where the meeting was held, who was present at the meeting, which board members were absent after notifying the Board that they would not be attending due to a conflict of schedule and which were absent without such notification, and the decisions rendered and any votes held at the meeting.

The minutes will be scrutinised and approved by having all board members and secretary sign them.

The company will archive the minutes and distribute copies thereof to the board members. The minutes will be kept and stored in a reliable manner while the company exists.

**6. Attending general meetings**

In order to ensure interaction between the shareholders and the board of directors and to implement the shareholders' right to request information, a sufficient number of board members will attend the company's general meetings. To the extent possible, the entire board of directors as well as any person running for election to the board for the first time will attend the annual general meeting. Depending on the nature of the matter, the majority of the board members, including the chair of the board or the vice chair, will attend extraordinary general meetings.

**7. Confidentiality and the duty of care**

Board members are bound by both general provisions governing business secrets and trade secrets as well as specific restrictions arising from insider rules with regard to the information received thereby during their term as a board member and the processing of such information.

All documents related to the board's duties, unpublished stock exchange releases, strategic information and project-specific information are defined as insider information in the company's internal insider guidelines.

The board of directors and its individual members must take the benefit of the company and all of its shareholders into consideration and act with care in all of their duties and decision-making. Board members are expected to exhibit so-called objective care. In other words, board members must act with a degree of care that can be objectively expected of a person in a corresponding position.

**8. Communications**

The managing director is responsible for the communications of the company. Another member of Robit's management may also give statements on behalf of Robit as instructed by the managing

director. The chair of the board of directors will generally issue any statements given by the entire board of directors. The chair of the board of directors will issue statements concerning the company's ownership structure, any strategic matters that have a significant impact on the company and on matters pertaining to the managing director on behalf of Robit.

**9. Committees**

In order to carry out its duties more effectively, the board of directors has appointed a people committee, a working committee and an audit committee.

The board of directors elects the members and chairs of these committees from among its members in addition to adopting written rules of procedure for these committees if necessary.

The committees have no independent power to make decisions. The committees prepare matters that will be brought before the board of directors for it to decide upon them. The board of directors is responsible for ensuring that the duties assigned thereby to the committees are carried out.

If necessary, the board of directors may appoint other committees and working groups from among its members to prepare other important decisions.

**9.1 People committee**

The people committee has the following duties:

- preparing matters related to the appointment of the managing director and other management and to review appropriate candidates for their successors;
- preparing matters related to the salaries and other financial benefits of the managing director and other management;
- preparing matters related to the company's incentive systems;
- assessing the remuneration of the managing director and other management and ensuring the appropriateness of the incentive systems;
- assessing and making recommendations to the board of directors with regard to programs and other incentive systems that are based on shares or special rights entitling to shares;
- planning the incentivization of other staff and the development of the organization;
- monitoring the implementation of employee satisfaction surveys and assessing the progress of development actions derived from them;
- answering questions regarding the report concerning salaries and remuneration at the general meeting; and
- recommending an advisor to the company's board of directors as necessary and submitting a proposal regarding the remuneration paid to the said advisor.

The people committee consists of at least three board members, a majority of whom must be independent of the company. The committee will convene as necessary, but at least three times a year.

**9.2 Working committee**

The working committee prepares and submits proposals on the following topics to the company's board of directors:

- monitor and evaluate the company's business development;
- prepare, together with the company's management, the company's strategy and long-term operations and objectives, and present proposals to the board;
- prepare and develop the company's operational activities as well as financial performance;
- ensure the company's operational structure and the necessary resources;
- monitor the business markets, competitors, and market trends, and assist the company's management in leveraging market potential;
- monitor and ensure the relevance and competitiveness of the company's offering;
- prepare and follow up on significant strategic projects and investments, such as corporate transactions, structural arrangements, and major development initiatives; and
- the working committee may decide that, if agreed, an individual member of the committee may additionally support a specific team or individual within the company.

The working committee consists of at least three board members. The committee convenes as necessary, however at least three times a year.

**9.3 Audit committee**

The audit committee makes preparations in terms of matters related financial reporting, risk management, financial statements and interim reports, auditors, internal audits, taxation and compliance with laws and regulations. The audit committee's special duty is to fulfil the board of director's obligation to supervise the operations related to bookkeeping and financial reporting carried out by the company's management.

The audit committee's duties are to:

- monitor and evaluate the financial reporting system;
- monitor and evaluate the effectiveness of the company's internal supervision, any internal audits and risk management systems;
- monitor and evaluate, how the agreements and other legal acts made between the company and its related entities comply with the requirements of common actions and market terms;
- evaluate the independence of statutory auditors or audit firms in particular in relation to providing additional services to the firm being audited;
- prepare the proposal for resolution concerning the selection of auditors and remuneration to the board of directors for the general meeting;
- handle the main descriptions of the internal monitoring and risk management systems included in the report on financial reporting process issued by the company with regard to its administration and monitoring system;
- monitor the statutory audits of financial statements and consolidated financial statements;
- supervise the financial reporting and risk management process;

- supervise sustainability reporting;
- supervise the company's financial situation;
- monitor and prepare the company's tax position and tax strategy;
- monitor and prepare the company's risk management, including operational risks; and
- other duties separately specified by the board of directors.

The committee consists of at least three board members, of which majority must be independent of the company and at least one board member must be independent of the company's key shareholders. At least one of the audit committee's member must be an independent person having expertise in particular in the field of accounting, bookkeeping or auditing. The audit committee convenes at least four times annually.