

Corporate Governance Statement



Corporate Governance Statement
Board of Directors
Group Management Team

PHM Group Holding Oyj – Corporate Governance Statement

PHM Group Holding Oyj (“**PHM**”) is a public limited liability company registered in Finland whose bond issue is subject to public trading on Nasdaq Helsinki Ltd. In its decision-making and governance, PHM observes the Finnish Limited Liability Companies Act (624/2006, including amendments), other applicable legislation and the rules and guidelines of Nasdaq Helsinki Ltd.

A significant proportion of the principles and norms governing PHM Group’s governance and operations are documented in the Group’s various operating policies and guidelines. Examples of these policies include the following:

- Code of Conduct
- Competition law policy
- Insider policy
- Disclosure policy
- Risk management policy
- Decision and approval thresholds
- Security and data protection policy

Group and ownership structure

PHM is the Group’s management company. Its business operations, which are carried out primarily through the Group’s operational subsidiaries, consist of property maintenance and management of residential properties and other real estate services.

On 31 December 2023, PHM had a total of 197 directly or indirectly wholly-owned subsidiaries in Finland, Sweden, Norway, Denmark and Germany. PHM is a wholly-owned subsidiary of PHM Group TopCo Oyj (“**TopCo**”). TopCo’s

three most significant shareholders in terms of shares and voting rights on 31 December 2023 were as follows: Norvestor Fund VIII SCSp, 51.4% of votes and 38.8% of shares; Intera Fund III Ky, 7.7% of votes and 9.69% of shares; and Mivi Capital Oy, 7.07% of votes and 8.90% of shares. The remaining shares and votes in TopCo are held by other investors and the key employees of PHM. TopCo’s shares and other securities are not subject to public trading. PHM’s controlling entity, as defined in Chapter 2, Section 4 of the Securities Markets Act (746/2012, as amended) is Norvestor Fund VIII SCSp, a fund managed by Norvestor Equity AS.

Annual General Meeting

The Annual General Meeting of Shareholders is the company’s supreme decision-making body. Shareholders participate in the company’s oversight and management through decisions made at the Annual General Meeting. As a rule, the Annual General Meeting is convened by the Board of Directors. Pursuant to the Finnish Limited Liability Companies Act, a General Meeting must also be convened if the company’s auditor, or shareholders representing at least one-tenth of all issued shares, so demand in writing.

According to the Finnish Limited Liability Companies Act and the company’s Articles of Association, the Annual General Meeting must be held annually within six (6) months of the end of each financial period.

The Finnish Limited Liability Companies Act and the company’s Articles of Association set out the matters to be discussed at the Annual General Meeting, including the adoption of the financial statements, the use of the profit shown on the balance sheet, the election and remuneration of the company’s Board of Directors and auditor, and other matters that, according to the Articles of Association, are to be decided by the Annual General Meeting.

PHM’s Annual General Meeting held on 10 May 2023 adopted the financial statements for the period 1 January–31 December 2022 and discharged the members of the Board of Directors and the CEO from liability. In accordance with the proposal of the Board of Directors, the Annual General Meeting resolved that the loss of EUR 430,736.63 shown on the company’s non-restricted shareholders’ equity be covered with subsequent earnings and that no separate measures to adjust the shareholders’ equity be taken. No dividend was distributed. The Annual General Meeting further decided to re-elect the

members of the Board of Directors and to re-elect the audit firm KPMG Oy Ab as the company's auditor, with Turo Koila, APA, acting as the responsible auditor named by KPMG Oy Ab. The Annual General Meeting resolved to pay annual remuneration of EUR 18,000 to Ståle Angel and Svein Olaf Stølen. No remuneration is paid to other members of the Board of Directors. In addition, the company compensates the travel expenses of the members of the Board of Directors in accordance with the company's applicable policies in effect at any given time. The Annual General Meeting resolved that the auditor will be paid remuneration against their invoice.

Board of Directors

According to PHM's Articles of Association, the Board of Directors has 1–6 members. The members are elected by the Annual General Meeting. A Board member's term starts from the Annual General Meeting at which they are elected, and ends at the conclusion of the next Annual General Meeting. The composition of the Board of Directors must take into account the requirements arising from the company's operations, the company's stage of development, and the applicable legislation.

The role of the Board of Directors is to promote the interests of the company and all of its shareholders. The Board of Directors has confirmed a written Charter that specifies the Board's duties, matters to be discussed, meeting practices and decision-making procedures. In accordance with the Charter, the Board of Directors discusses, and decides on, matters that are of financial significance or business significance, or significant in terms of principles. Group CFO Petri Pellonmaa acts as the secretary to the Board of Directors.

The Annual General Meeting re-elected Karl Svozilik, Marika af Enehjelm, Ståle Angel, Svein Olav Stølen and Tuomas Sarkola as members of the Board of Directors. Ståle Angel and Svein Olav Stølen were each paid EUR 18,000 per year for membership of the Board of Directors. No fees were paid to the other members of the Board of Directors.

The Chair of PHM's Board of Directors is Karl Svozilik. The Board of Directors has not established separate committees.

The principles concerning the diversity of the Board of Directors are taken into account in the election of the members of the Board of Directors. There are three different nationalities represented on the Board of Directors. Of the members of the Board of Directors, three are aged 30–50 and two are over 50 years of age. Various professional and academic backgrounds are represented in the Board of Directors. The Board of Directors has one female member and four male members.

CEO and Management Team

Ville Rantala is the CEO and Group CEO of PHM. The company's Board of Directors appoints the CEO and oversees their actions. The terms of the CEO's employment relationship are set out in a written service contract approved by the Board of Directors. The duties of PHM's CEO correspond to the provisions of the Limited Liability Companies Act.

The CEO is responsible for ensuring that the company's accounting complies with the law and that the management of the company's assets is appropriately organised. The CEO is in charge of the company's day-to-day operations in accordance with the strategic principles and objectives approved by the Board of Directors and the action plans and general principles confirmed by the Board (general authority to render decisions). The CEO is responsible for preparing decision proposals and matters for Board meetings and presenting them to the Board. The CEO submits a proposal on the members of the Management Team to the Board, exercises the shareholder's right to be heard and the right to vote in subsidiaries, and serves as the Chair of PHM Group Management Team.

On 31 December 2023, PHM Group's Management Team consisted of Group CEO Ville Rantala and the following members: Petri Pellonmaa (CFO); Toni Mannila (Country Director, Finland); Andreas Westin (Country Director, Sweden); Tommy Fredriksen (Country Director, Norway); Kasper Bygholm (Country Director, Denmark); Eeva Tielinen (HR Director);

Juha Allonen (CIO); Joni Paananen (Group General Counsel); and Hanna Haapakoski (Director, Corporate Responsibility and Communications).

Two of the ten members of PHM Group's Management Team are female. Of the members of the Management Team, nine are aged 30–50 and one is over 50 years of age. Various professional and academic backgrounds as well as four different nationalities are represented in the Management Team.

Insider issues

PHM Group Holding Oyj complies with the EU Market Abuse Regulation ((EU) 596/2014 as amended, "**MAR**") in insider issues and with the lower-lever regulation issued pursuant thereto as well as with the Finnish Securities Markets Act (746/2012 as amended, "**SMA**"), regulation and guidelines issued by the competent authorities, and the applicable rules for issuers of shares and the Guidelines for Insiders by Nasdaq Helsinki Ltd (the "**Stock Exchange**"). These are supplemented by the company's own Insider Policy, which is designed to provide clear instructions and rules for the management of insider issues, the disclosure of insider information, the maintenance of insider lists, and transactions by persons discharging managerial responsibilities and persons closely associated with them.

The company's insider manager is Group General Counsel. The company's insider manager is also responsible for maintaining the company's insider lists, for the management of trading restrictions and the obligation to notify and disclose transactions as well as for maintaining a list of the company's persons discharging managerial responsibilities and their related parties. Group CFO acts as the substitute for the insider manager.

Disclosure of inside information and delayed disclosure

The company discloses inside information at the earliest opportunity, unless a decision is made to delay disclosure

pursuant to the delaying of disclosure conditions laid down in MAR. Decisions on the disclosure of inside information are made by the company's Board of Directors. The company discloses inside information by means of stock exchange releases.

Trading restrictions

The company complies with the trading restrictions stipulated in MAR with regard to persons discharging managerial responsibilities (closed window). The closed window begins 30 days prior to the publication date of financial results. The company informs the persons discharging managerial responsibilities that they are subject to the closed window.

Notification of transactions

Persons discharging managerial responsibilities and persons closely associated with them must notify the Finnish Financial Supervisory Authority (FIN-FSA) of their transactions involving the company's financial instruments without delay, and no later than within three business days of the transaction (T+3). The notifications are made using the electronic form provided on the FIN-FSA website and submitted to the FIN-FSA in accordance with the instructions on the website.

For the company to be able to publish the received transaction notifications received within the required timeframe, the persons discharging managerial responsibilities and persons closely associated with them must notify the company of their transactions in connection with the notification to the FIN-FSA. These notifications are made by sending the form submitted to the FIN-FSA to the company. The company publishes the received transaction notifications in the form of a release without delay, and no later than within two business days of receiving the notification from persons discharging managerial responsibilities and persons closely associated with them. The company does not separately verify the accuracy of the notifications it receives.

Internal control and risk management

Internal control is part of PHM's governance and management. The responsibility for the organisation of the control function lies with PHM's Board of Directors and CEO. The chain of responsibility extends throughout the Group organisation, with every member of the organisation being responsible to their direct supervisor for carrying out the applicable control measures and presenting their observations. The most significant internal control observations are also discussed by PHM Group's Management Team and PHM's Board of Directors.

Risk management and PHM's operating principles and values are also integral aspects of PHM's governance. PHM's risks are categorised as follows:

- Risks related to business operations
- Risks related to the Group's financing
- Changes in the operating environment
- Risks related to regulatory compliance

Risk management at PHM is a process of assessment, planning, administration and control that relates to the Group's operating environment, business operations, personnel, and sustainability. Risk management at PHM is part of the Group's strategy work, decision-making, and day-to-day management and operations.

The objective of PHM's risk management is to prevent and minimise the impact of potential risks with regard to the achievement of PHM's targets and the implementation of the Group's strategy.

Risk management process and the implementation of risk management measures

PHM Group's Management Team carries out a risk management assessment at least once a year. The assessment is reviewed by the Board of Directors. The aim of the annual risk analysis is to identify high-level risks and draw up action plans to mitigate them. In addition, the Board of Directors confirms the risk management policy

and discusses PHM's most significant risks and uncertainties at its meetings as necessary.

Risk management measures are planned on the basis of the risk assessment, and they are continuously reviewed and updated by PHM Group's Management Team. The observations made regarding internal control are also taken into account in the risk management process.

Responsibility for the implementation of risk management lies with the management of the relevant business operations and PHM's Group-level functions. PHM's Group Management Team coordinates the risk management process and is responsible for risk reporting, as well as for identifying risks and determining risk management measures in cooperation with the businesses and the Group's support functions. All PHM employees are required to be aware of, and manage, the risks within their respective areas of responsibility.

Audit

The company's financial year is the calendar year. Pursuant to the Articles of Association, the company has one auditor, which must be an audit firm approved by the Finnish Patent and Registration Office.

According to the Articles of Association, the term of the auditor corresponds to the financial period. The term of the auditor ends at the conclusion of the Annual General Meeting following their election. In accordance with the applicable legislation, the auditor issues an auditor's report to the shareholders in connection with the company's financial statements and reports to the Board of Directors regularly on the auditor's observations. The Board of Directors is responsible for evaluating the auditor's independence and the auditor's non-audit services with regard to the company.

During the financial period 1 January–31 December 2023, PHM's auditor was the audit firm KPMG Oy Ab. The audit firm has designated Turo Koila, Authorised Public Accountant, as the auditor with principal responsibility.

Board of Directors



Karl Svozilik b. 1979

Chairman of the Board of Directors since 2020

Mr Svozilik is a Partner at Norvestor. He is also the Chairman of the Board of Directors of First Camp and Tyro Group, and a member of the Board of Directors of VENI Energy Group.



Ståle Angel b. 1960

Member of the Board of Directors since 2020

Mr Angel is a Partner at FAM Vekst and Ingvarda and also serves as a member of the Board of Directors of First Camp, BST and 4SERVICE.



Marika af Enehjelm b. 1974

Member of the Board of Directors since 2020

Ms af Enehjelm is a Partner at Norvestor. She also serves as the Chairman of the Board of Directors of Pinja and Rantalainen, and she is a member of the Board of Directors of FVCA and BST.



Tuomas Sarkola b. 1988

Member of the Board of Directors since 2020

Mr Sarkola is a Partner at Intera Partners and also serves as a member of the Board of Directors of HögforsGST and Cervi Talotekniikka.



Svein Olav Stølen b. 1959

Member of the Board of Directors since 2020

Mr Stølen is the CEO of Tyro Group. He is also the Chairman of the Board of Directors of Nomor Holding and PELIAS Skadedyrforvaltning.

Group Management Team



Ville Rantala b. 1971
Group CEO
Member of the Management Team since 4/2020



Toni Mannila b. 1977
Country Director, Finland
Member of the Management Team since 4/2021



Andreas Westin b. 1980
Country Director, Sweden
Member of the Management Team since 6/2022



Tommy Fredriksen b. 1974
Country Director, Norway
Member of the Management Team since 11/2023



Kasper Bygholm b. 1987
Country Director, Denmark
Member of the Management Team since 6/2023



Petri Pellonmaa b. 1980
Group CFO
Member of the Management Team since 4/2020



Eeva Tielinen b. 1978
HR Director
Member of the Management Team since 9/2020



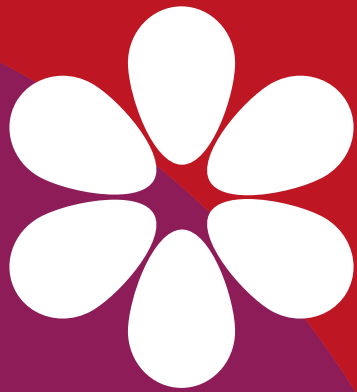
Juha Allonen b. 1981
CIO
Member of the Management Team since 9/2020



Hanna Haapakoski b. 1983
Director, Corporate Responsibility and Communications
Member of the Management Team since 5/2022



Joni Paananen b. 1979
Group General Counsel
Member of the Management Team since 9/2020



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