



**CORPORATE  
GOVERNANCE  
STATEMENT 2024**

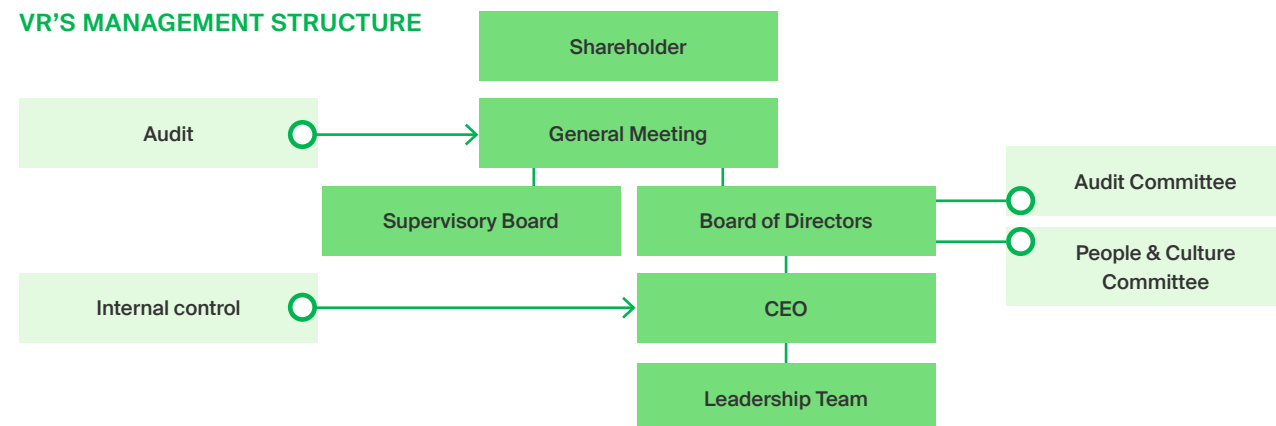




# Corporate Governance Statement 2024

This report has been prepared in accordance with the Corporate Governance Code issued in 2025 by Finland's Securities Market Association, and Chapter 7, Section 7 of the Finnish Securities Market Act (746/2012). The report concerns VR-Group Plc ("VR") and, where applicable, VR Group.

## VR'S MANAGEMENT STRUCTURE



## Introduction

This unaudited report was approved by the Board of Directors of VR-Group Plc on 26 March 2025. It is issued separately from the Report of the Board of Directors, and both reports are available on the company's website at [www.vrgroup.fi/en/](https://www.vrgroup.fi/en/).

The remuneration policy and remuneration report for 2024 are provided separately and are also available on the company's website at <https://www.vrgroup.fi/en/>.

The 2025 Corporate Governance Code is publicly available on the website of Finland's Securities Market Association at <https://www.cgfinland.fi/en/>.

## Compliance with the Corporate Governance Code and Deviations

VR's decision-making, administration and management comply with the Finnish Limited Liability Companies Act, VR's Articles of Association, the 2025 Corporate Governance Code issued by Finland's Securities Market Association, and the Economic Policy Committee's

guidelines conveyed to the company by the Ownership Steering Department of the Prime Minister's Office.

The company deviates from the 2025 Corporate Governance Code regarding general meeting procedures. The reason for the deviation is that the company has only one shareholder and the company's shares are not publicly listed.

## DESCRIPTIONS OF GOVERNANCE

VR is a Finnish limited liability company domiciled in Helsinki. The State of Finland directly owns 100 percent of VR's shares and is thus the decision-making authority. This authority is exercised via VR's governance structure, as detailed in the diagram below. The structure includes the General Meeting, which exercises the highest decision-making power, the Board of Directors, which is responsible for administration, organization and supervision of operations, and the Supervisory Board and the CEO, who is responsible for operational management. The CEO is supported by the company's Leadership Team for running VR's operational activities.

## General Meeting

VR has one shareholder, the State of Finland, which directly owns 100 percent of VR's shares. The highest decision-making power at VR is exercised by the General Meeting. The duties and procedures of the General Meeting are defined in Finnish Limited Liability Companies Act and VR's Articles of Association. At the Annual General Meeting, decisions are made on, among other things:

- Adoption of the income statement and balance sheet, as well as the consolidated income statement and balance sheet
- Use of the profit shown in the balance sheet and the consolidated balance sheet
- Discharge from liability for the members of the Supervisory Board and the Board of Directors, as well as the CEO
- Fees for the members of the Board of Directors, and the Supervisory Board, and the auditors
- The number of members of the Board of Directors and the Supervisory Board

In addition, the Chair, Vice Chair, other members of the Board of Directors, the Supervisory Board, and the company's auditor are elected at the Annual General Meeting.

## Supervisory Board

The Supervisory Board of VR-Group Plc may have a minimum of six (6) and a maximum of twelve (12) members.

The Chair and members of the Supervisory Board are elected by the General Meeting, while the Supervisory Board elects a Vice Chair from among its members. The term of office for members of the Supervisory Board is one (1) year, which ends at the conclusion of the next Annual General Meeting. Representatives of employee organisations are also included on VR's Supervisory Board. Read more at <https://www.vrgroup.fi/en/vrgroup/our-company/group-management/supervisory-board/>.

The Supervisory Board met three (3) times in 2024. The members of the Supervisory Board and their attendance at Supervisory Board meetings are shown in the table below.

### REPRESENTATIVES OF EMPLOYEE ORGANISATIONS ON THE SUPERVISORY BOARD IN 2024

- Chair Markku Lehtinen, Finnish Railway Union RAU ry
- Chair Petri Lillqvist, Trade Union for the Professional Railworkers JHL ry
- Chair Olli-Pekka Nyman, Association of Rail Traffic Supervisors and Experts
- Chair Jari Äikäs, Finnish Union of Railway Technical and Salaried Employees RTTL ry
- Chair Juri Aaltonen, Union of Professional Employees ERTO ry
- Chair Ismo Kokko, Finnish Transport Workers' Union AKT ry
- Chair Annika Rönni-Sällinen, Service Union United PAM ry

### Supervisory Board

Name	Details	Supervisory Board Meetings, Attendance	Membership Duration in 2024 (full year, unless otherwise stated)
<b>Chair</b>			
Markku Eestilä	Born 1956, Licentiate of Veterinary Medicine, Veterinarian, Member of Parliament Gender: male	3 / 3	
<b>Vice Chair</b>			
Vilhelm Junnila	Born 1982, Member of Parliament Gender: male	2 / 3	
<b>Members</b>			
Kaisa Garedeu	Born 1978, Practical Nurse, Member of Parliament. Gender: female	3 / 3	
Hanna Holopainen	Born 1976, Master of Science (Engineering), Executive Director, Member of Parliament Gender: female	1 / 3	
Tuomas Kettunen	Born 1988, Agronomist (UAS), Rural Secretary, Member of Parliament Gender: male	3 / 3	
Teemu Kinnari	Born 1973, Entrepreneur, Forest Engineer, Member of Parliament Gender: male	3 / 3	
Arto Luukkanen	Born 1964 Gender: male	3 / 3	
Lauri Lyly	Born 1953, Chair, Member of Parliament Gender: male	3 / 3	
Niina Malm	Born 1982, Chief Shop Steward, Member of Parliament. Gender: female	1 / 3	
Anna Mäkipää	Born 1987, Master of Arts, Party Secretary, City Councillor. Gender: female	2 / 3	
Aura Salla	Born 1984, Doctor of Political Science, Head of EU Affairs, Member of Parliament Gender: female	1 / 1	Until 3 September 2024
Martin Paasi	Born 1972, Finance Professional, Member of Parliament. Gender: male	2 / 2	From 3 September 2024
Juha Viitala	Born 1976, Occupational Safety and Health Representative, Member of Parliament Gender: male	3 / 3	

## Board of Directors

VR's Board of Directors operates in accordance with the company's Articles of Association, Finnish Limited Liability Companies Act, and other applicable legislation. The Board of Directors is responsible for the company's administration and the proper organization of its operations. In addition, the Board of Directors is responsible for ensuring that the company's accounting and financial management are properly supervised.

The Board of Directors has approved a charter outlining its key tasks and the principles for evaluating its work. The Board confirms any changes or updates to the charter. VR's Annual General Meeting elects the Chair, the Vice Chair and other members of the Board annually. The Board has a minimum of four (4) and a maximum of eight (8) ordinary members. The key content of the Board's charter and the Chair's duties are described at: <https://www.vrgroup.fi/en/vrgroup/our-company/group-management/board-of-directors/>.

The Board of Directors has a quorum when more than half of its members are present, provided the meeting invitation has been duly delivered to all members. Decisions are made in accordance with the interests of the company, and the shareholder, and the provisions of the Limited Liability Companies Act.

Regarding the disqualification of a member of the Board of Directors, the provisions of the Limited Liability Companies Act are complied with. The Board ensures that situations of disqualification are addressed whenever necessary. Members of the Board of Directors must always assess and consider their own impartiality.

The Board of Directors periodically evaluates its activities and working methods, generally conducting the evaluation itself. If necessary, an external evaluator is asked to assist with the Board evaluation, ensuring efficiency and continuous development.

The members of the Board of Directors have significant experience in, among other things, logistics, the consumer goods industry, and international business – particularly in the Nordic countries and Central Europe. They also bring CEO experience and strong expertise in matters related to corporate finance and risk management. Further, the Board has extensive expertise in sustainable development issues, including environmental, social and economic sustainability, procurement, good governance, personnel matters and safety. The members of the Board also utilize VR's internal expertise, including the company's sustainability team and external expert partners.

# VR-Group Plc's Board of Directors 31.12.2024



## Esa Rautalinko

b. 1962, Master of Science (Economics and Business Administration), CEO of Patria Oyj  
Gender: male

### Chair of the Board

Chair of the Board of VR-Group Plc since 30 March 2023.

### EXPERIENCE AND POSITIONS OF TRUST:

He has worked as the CEO of Vaasan Oy and Honkarakenne Oyj, most recently as the CEO of Patria Oyj. Chair of the Board of Directors: Milloq Oy, Nammo AS, PIA ry, Sotatieteiden tutkimussäätiö. Member of the Board: Technology Industries of Finland, ASD. Member of the delegation, Ilmavoimien Tuki-Säätiö ry.



## Sari Pohjonen

b. 1966, Master of Science (Economics and Business Administration), Board Professional  
Gender: female

### Vice Chair of the Board

A member of the Board of VR-Group Plc since 22 March 2019 and Vice Chair of the Board since 17 March 2022.

### EXPERIENCE AND POSITIONS OF TRUST:

She has previously served as CFO of Oriola Oyj, CFO and Deputy CEO of Fiskars Oyj Abp, CFO and Deputy CEO of Reima Group, and in various financial management positions at SanomaWSOY. Ms. Pohjonen is currently Chair of the Board at Lindex Group Plc, and a member of the Board at Jane and Aatos Erkon säätiö, and Kalmar Corporation.



## Torborg Chetkovich

b. 1967, MBA  
Gender: female

A member of the Board of VR-Group Plc since 16 April 2024.

### EXPERIENCE AND POSITIONS OF TRUST:

She has worked and invested in next-generation infrastructure for more than 30 years, most recently as Managing Director European Private Infrastructure for Partners Group. Previous positions being Partner at CapMan Infra, and before that served as Group CEO of Swedavia, MTR Nordics and deputy CEO of Veolia Transport Sweden. Ms. Chetkovich has also long experience from working as Non-Executive Board member in several listed and non-listed companies.



## Nermin Hairedin

b. 1975, Master of Science (Economics and Business Administration), strategy consultant, lecturer (Aalto Executive Education Ltd) and board executive  
Gender: female

A member of the Board of VR-Group Plc since 16 March 2020.

### EXPERIENCE AND POSITIONS OF TRUST:

Previous positions include international digital, data and marketing executive posts at Sonera (Telia), Fonecta and Nokia and as CEO of the marketing communications group Dentsu in Finland. Board member: SOK, Rukakeskus Ltd. Chair of the Board: Delipap Ltd.



## Markus Holm

b. 1967, MSc (Econ), CFO and Executive Board Member of Elcogen Group Plc.  
Gender: male

A member of the Board of VR-Group Plc since 17 March 2022.

### EXPERIENCE AND POSITIONS OF TRUST:

Previous positions include CFO and COO of Sanoma Corporation, CFO of Metsä Board Corporation, CFO of Metsä Tissue Corporation, Finance and ICT Director of GlaxoSmithKline Oy and managerial positions in finance, treasury, global sourcing and investor relations in Huhtamaki Group.



## Pekka Hurtola

b. 1959, Master of Laws degree  
Gender: male

A member of the Board of VR-Group Plc since 12 April 2018.

### EXPERIENCE AND POSITIONS OF TRUST:

Previous positions include Senior Financial Counsellor, Ownership Steering Department of the Prime Minister's Office and SVP, Corporate Development and Strategy at Finavia. Member of the Board: Veikkaus Oy until 31.8.2024

### CHANGES IN THE BOARD OF DIRECTORS:

In 2024, there were changes in the composition of the Board of Directors of VR-Group Plc, as the following members decided to end their board duties:

**Virve Laitinen**, was a member of the Board of VR-Group Plc from 15 April 2020 to 16 April 2024, (born 1972), Master of Science (Engineering), MBA. Head of Strategy and Program Management, Orion Oyj. Previously worked as Head of Specialty Products Business, Head of Supply Chain, Head of Business Planning and Business Control, and in various expert and project roles in industrialisation, production, logistics, and procurement at Orion Oyj. Serves as member of the Board, Fermion Oy.

**Jaakko Kiander**, was a member of the Board of VR-Group Plc from 17 March 2022 to 16 April 2024, (born 1963), Doctor of Political Science, CEO, Keva (a pension insurance company). Previously worked as, among other positions, Head of Research, Statistics, and Planning at the Finnish Centre for Pensions and as Director at Ilmarinen (a pension insurance company). Chair of the Board of Aivosäätiö, Vice Chair of the Board of the University of Eastern Finland, Member of the Board for Yrjö Jahnssonin säätiö and OP Ryhmän Tutkimussäätiö sr.

**Turkka Kuusisto**, served as a member of the Board of VR-Group Plc from 17 March 2022 to 11 January 2024, (born 1979), Master of Science (Engineering), CEO, Finnair Oyj. Previously worked as, among other positions, CEO of Posti Oyj, head of various business groups at Posti Group Oyj, Head of European Service Business at Lindorff Group AB, and as CEO of Lindorff Finland. Member of the Board at Service Sector Employers PALTA ry. Member of the Supervisory Board at LähiTapiola, Ilmarinen Mutual Pension Insurance Company.

The members of the Board of Directors are independent of the company and the shareholder, apart from Pekka Hurtola, who represents the Ownership Steering Department of the Prime Minister's Office. The members of the Board of Directors do not own shares in VR-Group Plc or its group companies.

### MEETINGS

The Board of Directors meets primarily once a month. In 2024, the Board met 20 times, with an average attendance rate of 100 percent. The meeting attendance of each member of the Board is detailed in the table below.

#### Board Meetings, attendance

Chair	
Esa Rautalinko	20/20
Vice Chair	
Sari Pohjonen	19/20
Members	
Torborg Chetkovich	16/16 (From 16 April 2024)
Nermin Hairedin	20/20
Markus Holm	20/20
Pekka Hurtola	20/20
Virve Laitinen	4/4 (until 16 April 2024)
Jaakko Kiander	4/4 (until 16 April 2024)
Turkka Kuusisto	0/0 (until 11 January 2024)

### DIVERSITY OF THE BOARD OF DIRECTORS

When preparing the composition of the Boards of Directors for the companies it owns, the State follows its own guidelines and decisions on the Boards' diversity and equality. In accordance with the Government's principal decision of 8 April 2020 on the State's ownership policy, the State shall ensure compliance with equality objectives and adequate representation of both genders on the Boards of state-owned companies. In addition, the equality programme aims to ensure that either women or men comprise at least 40 percent of the members of the Boards of wholly state-owned companies.

VR adheres to the principles of diversity and equality, recognizing these principles as key factors in achieving the company's strategic objectives. The representation of both genders on VR's Board of Directors complies with the requirements of the Corporate Governance Code. In 2024, until the General Meeting held on 16 April, the Board comprised three (3) women and five (5) men. Following the meeting and a change in the number of members, the Board comprised three (3) women and three (3) men.

## BOARD COMMITTEES

The Board of Directors has established an Audit Committee and a People and Culture Committee from among its members. The term of office of these committees is one (1) year, beginning after the committees are appointed following VR-Group Plc's Annual General Meeting (AGM), and lasting until the next AGM. The committees meet approximately four to seven (4–7) times a year. The Board of Directors has approved their charters and the committees report on their work to the Board. More information: <https://www.vrgroup.fi/en/vrgroup/our-company/group-management/board-of-directors/>.

### Audit Committee

The committee focuses on preparing matters concerning financial reporting, control and risk management for the Board's consideration. The committee also liaises with the auditors and the internal audit function as necessary. The committee comprises at least three (3) members of the Board of Directors from outside the VR who have the necessary qualifications for the role. At least one (1) member must have specific expertise in accounting or auditing.

At its constitutive meeting on 16 April 2024, the Board elected the following persons as members of the Audit Committee: Sari Pohjonen (Chair), Markus Holm and Torborg Chetkovich. In 2024, the Audit Committee met six (6) times.

### Audit Committee Meetings, attendance

Chair	
Sari Pohjonen	6/6
Members	
Markus Holm	6/6
Torborg Chetkovich	4/4 (from 16 April 2024)
Jaakko Kiander	2/2 (until 16 April 2024)
Virve Laitinen	2/2 (until 16 April 2024)

### People & Culture Committee

The People & Culture Committee focuses on preparing matters concerning the development of remuneration schemes for the company's CEO and Leadership Team, as well as other personnel. The committee also handles key appointments for the Board's consideration. As a rule, the committee comprises at least three (3) members.

At its constitutive meeting on 16 April 2024, the Board elected the following persons as members of the Personnel Committee: Esa Rautalinko (Chair), Nermin Hairedin and Pekka Hurtola. The People & Culture Committee met six (6) times in 2024.

### People & Culture Committee Meetings, attendance

Chair	
Esa Rautalinko	6/6
Members	
Nermin Hairedin	6/6
Pekka Hurtola	6/6

## The President and CEO and Leadership Team

The President and CEO manages the day-to-day administration of the Group in accordance with the instructions and orders issued by the Board of Directors. The President and CEO is appointed and dismissed by the company's Board of Directors, which also determines the President and CEO's remuneration.

Elisa Markula (born 1966) has served as VR-Group Plc's President and CEO since 30 August 2022. Before joining VR, she worked as the Managing Director of Oriola Oyj and Tikkurila Oyj, as the Director of Paulig Group's Coffee division, and in several management positions in sales and marketing at various companies. Markula is also the Vice Chair of the Board of the Finland Chamber of Commerce and a member of the Board of Directors of Nokian Tyres Plc.

At the end of 2024, VR Leadership Team comprised ten (10) members and the President and CEO, to whom the members of the Leadership Team report. The Leadership Team is responsible for VR's operational management and the company's development. The members meet regularly and assist the President and CEO in the planning and implementation of the VR's strategy, annual planning, monitoring of targets, financial reporting, and risk management. They also prepare proposals for investments and other necessary decisions. In addition, the members of the team are responsible for developing a strong corporate culture and consistent internal operating models for VR. In 2024, the Leadership Team met primarily once a month.

### CHANGES IN THE LEADERSHIP TEAM:

In 2024, there were changes in the composition of the Leadership Team, as the following member ended her executive duties:

**Kia Haring**, Director of Communications, Public Affairs, and Sustainability, M.Sc. She worked at VR and served as a member of the Leadership Team from 8/2023 to 11/2024



# Leadership Team 31.12.2024



## Elisa Markula

CEO  
b. 1966, M.Sc. (econ.)  
Gender: female

Employed by VR Group since 8/2022. Member of VR Leadership team as of 8/2022

### EXPERIENCE:

- Oriola Corporation (2021–2022): CEO
- Tikkurila Group (2018–2021): CEO
- Paulig Group (2009–2018): Director for the Coffee Division

### KEY POSITIONS OF TRUST:

- Finland Chamber of Commerce (2020–): Vice Chair
- Palta, Service Sector Employers (2023–): Member of the Board, Member of the Executive Committee (2024–)
- Varma (2023–): Member of the Supervisory Board
- Nokian Tyres (2024–): Member of the Board, Member of the Audit Committee



## Ilkka Anttila

SVP, Strategy and PMO  
b. 1987, M. Sc. Industrial Engineering and Management  
Gender: male

Employed by VR Group since 08/2017. Member of VR Leadership team as of 11/2023

### EXPERIENCE:

- VR Group (2024–): SVP, Strategy and PMO
- VR Group (2023): Director, turnaround programme
- VR Group (2019–2022): Director, logistic planning and fleet management;
- VR Group (2017–2019): business development manager
- Boston Consulting Group (2012–2013, 2014–2017): Management consultant
- RELEX (2013–2014): Development manager



## Melisa Bärholm

SVP, People and culture  
b. 1967, M. Sc. (Psyc.)  
Gender: female

Employed by VR Group since 10/2023. Member of VR Leadership team as of 10/2023

### EXPERIENCE:

- Lujatalo Oy (2022–2023): CHRO
- Tikkurila Oyj (2017–2022): SVP, HR
- MBM Coaching 2014–2016: Founder, Consultant
- Rovio Entertainment Oyj (2012–2014): VP, HR
- Suunto Oy (2007–2011): HR Director
- Sako Oy 2004–2007: HR Director
- Posti Group, IT Optimo Oy 2002–2004: HR Director
- Nokia Oyj 1996–2002: HRD Manager



## Jonna Juslin

Director of Public Affairs and Sustainability, and interim SVP, Communications  
b. 1978, LL.M. trained on the bench  
Gender: female

Employed by VR Group since 11/2009. Member of VR Leadership team as of 11/2024

### EXPERIENCE:

- VR Group (2023–): Director, Sustainability; (2018–) Director, Public Affairs and international affairs; (2009) various other positions at VR
  - Finnish Forest Industries (2005–2009): Lawyer, collective agreements
- ### KEY POSITIONS OF TRUST:
- Confederation of Finnish Industries, EK (2022–): Member of the Energy and Climate Committee
  - Palta, Service Sector Employers (2009–): several positions of trust
  - Finland Chamber of Commerce (2020–): Member of the Transport Committee



## Janne Hattula

SVP, VR City Traffic Finland  
b. 1978, Bachelor of Hospitality Management and Tourism  
Gender: male

Employed by VR Group since 04/2022. Member of VR Leadership team as of 8/2023.

### EXPERIENCE:

- Airpro Group (2014–2022): CEO
  - Previously also worked in the SAS Group (2003–2014) in various management positions, such as the CEO of Blue1 2012–2014
- ### KEY POSITIONS OF TRUST:
- Finnish Road Transport Employers' Association (2023–): Member of the Board
  - Finnish Bus and Coach Association (2024–): Member of the Board
  - HS Chamber of Commerce (2023–): Member of the Transport Committee



## Otso Ikonen

SVP, Maintenance  
b. 1976, M.Sc (Eng), M.Sc (Econ)  
Gender: male

Employed by VR Group since 8/2022. Member of VR Leadership team as of 8/2022

### EXPERIENCE:

- Wexon Oy (2021–2022): CEO
- ABB Oy: Group SVP, Large Motors and Generators (2018–2020); VP, Helsinki Machines Factory (2013–2018); Several management positions (2000–2013)





### Eljas Koistinen

SVP, Logistics  
b. 1978, eMBA, tradenomi  
Gender: male

Employed by VR since 2/2018.  
Member of VR Leadership  
team as of 6/2022

#### EXPERIENCE:

- VR Group (2018–2022): sales, production and Chief Commercial Officer, VR Transpoint
- Geodis Wilson Finland Oy (2017–2017): Sales Director
- VR Group (2006–2016): key customer and in the roles of sales manager, VR Transpoint
- Lindström Oy (2002–2006): Customer relationship management
- Previous experience also at Rautaruukki Corporation.



### Johan Oscarsson

SVP, VR City Traffic Sweden  
b. 1970, Ph.D. (Solid Mechanics)  
M.Sc. (Civil Engineering)  
Gender: male

Employed by VR since 8/2023.  
Member of VR Leadership  
team as of 8/2023

#### EXPERIENCE:

- Strukton Rail AB (2020–2023): MD and CEO
- MTR Tunnelbanan AB (2018–2020): CEO
- MTR Tech AB (2014–2018): CEO
- Emtrain AB (2017–2018): CEO
- Interfleet Technology AB (2012–2014): CEO



### Markku Pirskanen

CFO  
b. 1964, M.Sc. (econ.)  
Gender: male

Employed by VR since 1/2024.  
Member of VR Leadership  
team as of 1/2024

#### EXPERIENCE:

- Manna & Co (2023): CFO
- Woody (2022–2023): CFO
- Tokmanni (2017–2022): CFO
- Hartela-Yhtiöt (2016–2017): CFO
- Martela (2011–2016): CFO
- Comptel (2009–2011): CFO
- Finlayson (2003–2009): CFO



### Teemu Sipilä

SVP, Legal and Procurement  
b. 1974, LL.M., eMBA  
Gender: male

Employed by VR since 1/2023.  
Member of VR Leadership  
team as of 1/2023

#### EXPERIENCE:

- GlucoModicum Ltd. (2022): General Counsel
- VR Group (2010–2020): in various positions as Director of Commuter Traffic, as General Counsel and acting CEO of VR Track at the time.
- Fortum Corporation (2005–2010): Legal Counsel
- Castren & Snellman Attorneys (1998–2005): Associate



### Piia Tynnilä

SVP, VR Long-distance Traffic  
b. 1973, Bachelor of Hospitality Management  
Gender: female

Employed by VR since 4/2007.  
Member of VR Leadership  
team as of 1/2023

#### EXPERIENCE:

- VR Group (2022–): SVP Long Distance, CEO Avecra Oy
- VR Group (2007–2021): Director of services and many different positions at Avecra Oy
- Picnic Finland Oy (2006–2007): Chain Director
- SOK (2004–2006): General Manager

## Main features of internal control and risk management systems related to the financial reporting process

### FINANCE

In accordance with the Finnish Limited Liability Companies Act, the Board of Directors ensures that accounting and financial management controls are properly organised. The President and CEO, in turn, ensures that the company's accounting complies with legal requirements and that financial management is suitably handled. The Leadership Team is responsible for ensuring that VR's business operations comply with applicable laws and follow the decisions of the Board of Directors. Leadership Team is also responsible for ensuring the risk management is properly organised.

VR's financial performance is reported through internal and external reporting. The Leadership Team monitors the achievement of financial targets at least monthly, both at the Group level and through business-specific internal reporting. The reports monitor, among other things, net sales, profit, investment implementation, cash flow, financial position, return on capital, personnel numbers and traffic volumes. The VR's financial performance is reported to the Board of Directors once a month. The Group-level profit forecast for the entire year is updated monthly and is also used as a basis for the following year's budget.

External reporting practises include preparing a quarterly published business review, a half-year financial report, and an annual report and financial statements. The Board of Directors reviews the reports and financial statements before publication.

VR's Finance unit is responsible for the accuracy of the Group's financial reporting. The Finance unit consists of the Finance Service Centre (handling accounting, taxation, invoice processing, payment transactions, and management of vandalism cases), a business control function (handling reporting, budgeting, and management support), and the treasury function (for financing and insurance). Financial reporting complies with laws and generally accepted accounting principles and other regulations applicable to the company, including international IFRS reporting standards. The objective is to ensure that the Group's financial reporting produces materially correct information for both internal and external reports.

### RISK MANAGEMENT

Risk management, including the definition of responsibilities, is guided by the risk management policy approved by the Board of Directors and other risk-specific policies and instructions. A more detailed description of VR's risk management is presented in the Report of Board of Directors 2024 and on the company's website.

## Other information to be provided

### RELATED PARTY TRANSACTIONS

The Board of Directors of VR has approved related party guidelines, which were updated on 21 October 2021. These guidelines are followed by VR-Group Plc and all VR-Group Plc's subsidiaries. The purpose of the guidelines is to ensure that business transactions involving parties related to decision-makers are conducted independently, and do not raise outside concerns about the independence of decision-making or the arm's length nature of the transactions. The guidelines also describe the preparation and decision-making process for related party transactions, as well as define the parties to whom the guidelines apply.

VR assesses and monitors business transactions conducted with related parties and ensures that any potential conflicts of interest are properly taken into account. Related party transactions in 2024, as defined in the Companies Act and the Accounting Act and Decree, did not deviate from VR's normal business operations nor from normal commercial terms.

### INSIDER MANAGEMENT

On 30 May 2022, VR issued a green bond for trading on Nasdaq Helsinki Oy's sustainable bond list. As an issuer, VR complies with the provisions of the Finnish Securities Markets Act (746/2012, as amended), Regulation (EU) No 596/2014 of the European Parliament and of the Council on Market Abuse ("MAR"), the guidelines of the Finnish Financial Supervisory Authority and the European Securities and Markets Authority (ESMA), and the rules and insider guidelines of Nasdaq Helsinki Oy.

On 29 April 2022, the Board of Directors of VR approved insider and trading guidelines, according to which the General Counsel acts as the insider register manager and the Compliance Officer is responsible for maintaining the insider lists. The Group Treasurer is responsible for managing trading restrictions and the notification and disclosure obligations for transactions. More information about the key procedures for insider management can be found at: <https://www.vrgroup.fi/en/vrgroup/our-company/group-management/insider-administration/>.

## Internal audit

VR has an independent internal audit function that reports administratively to the CEO and functionally to the Audit Committee of the Board of Directors. The Audit Committee has approved the internal audit charter. The internal audit function evaluates and ensures the effectiveness and appropriateness of the Group's internal controls, in accordance with international professional standards for internal auditing. The Audit Committee of the Board of Directors approves the internal audit function's work plan on a biannual basis. The internal audit function reports its findings to the Audit Committee in its meetings.

## Auditing

According to the Articles of Association, VR-Group Plc must have one (1) auditor, which must be an Authorised Public Accountants firm. The auditor is elected by the General Meeting. The auditor's term of office expires at the end of the next Annual General Meeting.

KPMG Oy Ab, an Authorised Public Accountants firm, was elected as the auditor for 2024, with Ari Eskelinen, APA, serving as the with principal auditor. The fees paid to the auditor for the financial year 2024 amounted to EUR 514,100 for auditing services and EUR 380,900 for other services.





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