

CORPORATE GOVERNANCE STATEMENT OF APETIT PLC 2022

This Corporate Governance Statement of Apetit Plc has been drawn up in accordance with the Finnish Corporate Governance Code 2020 of the Securities Market Association. The Corporate Governance Statement has been considered by Apetit Plc's Board of Directors and is issued separately from the Board of Directors' report. The company's auditors have confirmed that the Corporate Governance Statement has been issued and that the description it contains of the main features of the internal control and risk management systems pertaining to the financial reporting process is consistent with the financial statements.

Apetit Plc complies with the Finnish Corporate Governance Code 2020 published by the Securities Market Association, which came into effect on 1 January 2020.

The company does not follow recommendation 5 concerning the election of the members of the Board and recommendation 15 concerning the number of members of Audit Committee. Recommendation 5 of the Corporate Governance Code states that the general meeting shall elect the members of the Board of Directors. Under Apetit Plc's Articles of Association, however, the Supervisory Board elects the members of the Board based on the proposals of the Nomination Committee and decides on their remuneration. The company has chosen to deviate from the recommendation because the Supervisory Board, as the body that oversees the company's Board of Directors, is best placed to assess the composition of the Board of Directors and the attributes required of Board members. According to recommendation 15 of the Corporate Governance Code, the number of committee members should be at least three. Given the size of the company, the number of members of the Board of Directors and the division of labor between the Board of Direc-

tors and the Audit Committee, the Board of Directors has appropriately considered that the Audit Committee consists of two members.

The Corporate Governance Code is publicly available on the website of the Securities Market Association at www.cgfinland.fi.

Board of Directors

1. BOARD OF DIRECTORS ELECTION PROCEDURE LAID DOWN IN THE ARTICLES OF ASSOCIATION

Under Apetit Plc's Articles of Association, the Supervisory Board decides the number of members of the Board of Directors and their remuneration based on the proposals of the Nomination Committee and elects the members of the Board of Directors.

In accordance with the Articles of Association, Apetit Plc's Board of Directors consists of a minimum of five and a maximum of seven members. The Articles of Association do not limit the number of terms served by members of the Board of Directors nor is the Supervisory Board's decision-making power in the election of members of the Board of Directors restricted in any other way.

2. COMPOSITION OF BOARD OF DIRECTORS

Members

Lasse Aho, Annikka Hurme, Antti Korpinieni, Kati Sulin and Niko Simula formed Apetit Plc's Board of Directors from 1 January 2022 to 31 December 2022.

At the meeting held on 5 May 2022, Apetit Plc's Supervisory Board decided to elect five members to Apetit Plc's Board of Directors. Lasse Aho, Annikka Hurme, Antti Korpinieni, Niko Simula and Kati Sulin were

elected as members of the Board of Directors. Apetit Plc's Supervisory Board elected Lasse Aho as the Chair of the Board of Directors.

Information of members of the Board of Directors



Lasse Aho, b. 1958, M.Sc. (Soc.), Finnish honorary title Vuorineuvos
Principal occupation: CEO, Olvi plc (-2022)
Member since 2015
Chairman since 17 August 2021
Share ownership 31 December 2022: 10,304 shares



Annikka Hurme, b. 1964, M.Sc.
Principal occupation: Valio Ltd, CEO
Member of the Board since 2017
Share ownership 31 December 2022: 3,736 shares



Antti Korpinieni, b. 1961, M.Sc. (Agric.), eMBA
Principal occupation: Berner Ltd and Bröderna Berner AB Sweden, CEO
Member of the Board since 2020
Share ownership 31 December 2022: 1,093 shares



Niko Simula, b. 1966, L.L.M. with court training
Principal occupation: farmer
Member since 2015
Deputy Chairman of the Board since 17 August 2021
Share ownership 31 December 2022: 5,362 shares



Kati Sulin, b. 1974 MA
Principal occupation: Terveystalo Plc, SVP, Digital Business,
Member of the Board since 2021
Share ownership 31 December 2022: 369 shares

Evaluation of independence

The company's Board of Directors has performed an evaluation of the independence of the Board's members in relation to the company and in relation to the major shareholders, in accordance with recommendation 10 of the Corporate Governance Code.

Member of the board Antti Korpiniemi serves as CEO of Berner Oy. Apetit Group's subsidiaries have business cooperation with the Berner Oy. In addition, Berner Oy is a significant shareholder in Apetit Plc. Based on the above, Antti Korpiniemi is not independent of the company or its significant shareholder in accordance with the Corporate Governance Code 2020. The evaluation found that all of the other Board members are independent of the company and of significant shareholders as referred to in the Corporate Governance Code recommendation.

3. DESCRIPTION OF THE OPERATION OF THE BOARD OF DIRECTORS

The Board's rules of procedure

The rules of procedure of the Board of Directors are followed as stipulated in the Corporate Governance. More information on the Corporate Governance of Apetit Plc is available at Apetit Plc's web page apetit.fi/en/corporate-governance.

Functions of the Board of Directors

The general function of the Board of Directors is to direct the operations of the company in such a way that in the long run the amount of added value for the capital invested is maximized, taking into account at the same time the expectations of the different stakeholders. The Board of Directors also monitors on a continuous basis the demands placed by shareholders on the Board of Directors and the general development of ownership policy.

For the purpose of performing its functions the Board of Directors:

- considers the company's corporate governance statement
- appoints and releases from duties the CEO and Deputy to the CEO, determines their duties and decides on their terms of service and their incentive schemes
- sets personal targets for the CEO annually and assesses their realization
- convenes at least once a year without the operating organization's management in attendance
- holds a meeting with the auditors at least once a year
- prepares a draft resolution on the choice of auditors for submission to the general meeting
- assesses its own performance once a year
- monitors and evaluates the company's related-party transactions and decides on such related-party transactions that are not considered to be the company's regular business or are not carried out by conventional commercial terms
- confirms its rules of procedure, which are reviewed annually
- discusses other matters proposed by the Board of Directors chairman or the CEO for inclusion in the meeting agenda. Members of the Board of Directors are also entitled to have a matter of their choosing discussed by the Board by first notifying the chairman of this.

Based on proposals presented by the CEO, the Board of Directors:

- confirms the company's Code of Conduct and Operating policy, and supervises their implementation

- confirms the company's basic strategy and continuously monitors its validity
- defines the company's dividend policy and makes a proposal to the Annual general meeting on the amount of the dividend to be paid
- approves the annual operating plan and budget on the basis of the strategy, and supervises their implementation
- approves the total annual investment and its distribution among the business areas, and decides on large and strategically important investments, acquisitions and divestments and other business arrangements
- confirms the operating guidelines for the company's internal control, ensuring annually that they are kept up-to-date, and monitors the effectiveness of internal control
- confirms the company's risk management policy and principles as well as the risk limits to be confirmed annually, and monitors the effectiveness of the risk management systems
- reviews quarterly the main risks associated with the company's operations and the management of these risks
- approves interim reports, the Board of Directors' report and financial statements discussed by the Audit Committee
- confirms the Group's organizational structure
- decides the remuneration systems for management and personnel
- where necessary, submits proposals to the general meeting concerning the remuneration systems for management and personnel
- annually monitors issues associated with management successors and draws up the necessary conclusions
- confirms the decisions of the CEO about the choice of the CEO's immediate subordinates, their duties, terms of employment and incentive schemes, and
- monitors the company's working atmosphere and the way in which personnel cope with their tasks

Planning and assessment of the Board's operation

The Board of Directors draws up an operating plan for itself for the ensuing 12 months. The plan includes a schedule of meetings and, for each meeting, the most important issues for discussion.

The Board of Directors assesses its performance annually through a self-evaluation, and the evaluation results are submitted to the Supervisory Board for its information. The evaluation results are taken into consideration in the preparation of proposals for the composition of the new Board of Directors.

Board of Directors' meetings in 2022

The Apetit Plc Board of Directors convened 9 times in 2022. The meeting attendance rate of members was as follows:

Lasse Aho	100%
Annikka Hurme	100%
Antti Korpinieni	100%
Niko Simula	100%
Kati Sulin	100%

Audit Committee of the Board of Directors

The Board of Directors has elected an Audit Committee from among its members. The Chairman of the Committee until Niko Simula and the member of the Committee was Annikka Hurme. The Committee convened four times in 2022. The attendance rate of the members was 100%.

The purpose of the Audit Committee is

- to consider the financial statements and the consolidated financial statements and the financial statement release and inspect them with the management of the company before they are considered by the Board, and to monitor and supervise the Group's financial statement and the financial reporting process,
- to consider the company's Board of Directors' report, and the com-

pany's corporate governance statement before they are considered by the Board of Directors, and to assess their consistency with the financial statements,

- to familiarize themselves with applicable accounting principles and management estimates used in their preparation and the auditor's audit findings, changes in accounting policies, and their impact on the company's financial statements and the consolidated financial statements and on the Group's financial reporting,
- to prepare the decisions of the Board of Directors on significant changes in the company's accounting principles or the valuation of the Group's assets,
- to follow the development of the company's and the Group's financial situation and, together with executive management, assess the financial information published on the company and the Group,
- to familiarize themselves with the company's and the Group's audit plan for the financial year and to discuss any issues raised during the audit,
- to monitor and evaluate auditing, the level of remuneration, the resources of the auditing firm and the advisory services provided to the company by the auditing firm and the fees paid for them,
- to evaluate the independence and any conflicts of interest of the auditors,
- to prepare a proposal for the company's Board of Directors to present to the annual general meeting on the appointment of the auditors and their fees, to consider and propose to the company's Board of Directors an annual audit plan and to ensure that it covers the relevant risk areas and that cooperation with the auditors is properly organized,
- to supervise the activities and effectiveness of internal audit, internal control and risk management, to familiarize themselves with the organization and processes of these functions, and to ensure that they have the necessary resources at their disposal,
- to consider all key reports drawn up by internal audit, internal control and risk management,

- to assess compliance with laws and regulations and to supervise the associated process,
- to monitor compliance with the company's and the Group's corporate governance guidelines.
- The Audit Committee may also consider any other issues and tasks assigned to it by the company's Board of Directors.

Supervisory Board

1. COMPOSITION AND TERM

The company has a Supervisory Board. In accordance with the Articles of Association, the Supervisory Board comprises a minimum of 14 and a maximum of 18 members elected by the general meeting. In addition, the personnel choose from among its members a maximum of four Supervisory Board members at a time, and each of these members has a personal deputy. The members' term of office ends at the close of the third Annual General Meeting following their election. In order to ensure that a third or a number closest to a third of the members' terms ends annually, new members' terms can exceptionally be limited to one or two years.

2. FUNCTIONS

The Supervisory Board elects the members, chairman and vice chairman of the Board of Directors, and decides on their remuneration in accordance with the preparation of the Nomination Committee.

The Supervisory Board is also responsible for supervising the corporate administration, issuing instructions to the Board of Directors, issuing an opinion on the financial statements, the Board of Director's report and the auditors' report, and other duties that are prescribed for it in the Limited Liability Companies Act.

3. COMPOSITION OF THE SUPERVISORY BOARD AND INFORMATION ON ITS MEMBERS

In accordance with the decisions made by Annual General Meeting 2022, the number of members in the Supervisory Board has been 14.

Information of members of the Supervisory Board on 31 December 2022:



Harri Eela, b. 1960, wood-products industries technician
Cursor Oy, Senior advisor
Chairman of the Supervisory Board since 2014, member since 2012



Maisa Mikola, b. 1971, M.Sc. (Agric.), farmer
Deputy Chairman of the Supervisory Board since 2011,
member since 2005

Kirsi Ahlgren, b. 1975, agricultural entrepreneur, Bachelor of Natural Resources (Agric.)
Member since 2021

Nicolas Berner, b.1972, LL.B.
Member since 2021

Jaakko Halkilahti, b. 1967, farmer
Member since 2011

Juha Hämäläinen, b. 1975, M.Sc. (Agric.), agricultural entrepreneur,
Bachelor of Natural Resources
Member since 2008

Laura Hämäläinen, b. 1975, M.Sc. (Agric.), farmer
Member since 2009

Tommi Mäkelä, b. 1971, investment manager
Member since 2022

Jari Nevavuori, b. 1966, M.Sc. (Agric.), Development Manager, farmer
Member since 2012

Pekka Perälä, b. 1961, M.Sc. (Admin.), CEO
Member since 2016

Markku Pärssinen, b. 1957, M.Sc. (Agric.), Secretary General
Member since 2012

Petri Rakkolainen, b. 1966, engineer, Managing Director, farmer
Member since 2014

Olli Saaristo, b. 1987, M.Sc. (Agric.), credit manager
Member since 2020

Mauno Ylinen, b. 1965, M.Sc. (Agric.)
Member since 2005

Members appointed by the personnel:

Timo Hurme, b. 1959
Member since 2021

Antti Kaisla, b. 1985
Member since 2021
Deputy member Pirkka Mikkola

Miika Karilainen, b. 1982
Member since 2018
Deputy member Emma Äimänen

Susanna Uotila, b.1986
Member since 2021
Deputy member Marika Palmén

4. MEETINGS OF THE SUPERVISORY BOARD IN 2022

The Supervisory Board convened four times in 2022. The average attendance rate of members was 91%.

Supervisory Board Nomination Committee

1. COMPOSITION AND TASKS

The Supervisory Board's Nomination Committee, which prepares the names for election to the Board of Directors, consists of two members chosen by the Annual General Meeting, the chairman of the Supervisory Board, the deputy chairman of the Supervisory Board and the chairman of the Board of Directors, in accordance with the Articles of Association. The Nomination Committee is chaired by the Supervisory Board's chairman, and in his/her absence, by the Supervisory Board's deputy chairman.

The Nomination Committee has the task of preparing proposals for the Supervisory Board on the number of members of the Board of Directors, the names of the members, chairman and deputy chairman of the Board of Directors and the remuneration payable to them. The Committee's tasks also include searching for successor candidates to replace members of the Board of Directors, as necessary. The Committee asks shareholders with significant voting power for their views concerning the proposals being put to the Supervisory Board.

2. ACTIVITY

In 2022 the Nomination Committee convened two times to discuss matters pertaining to the Committee's tasks. The average attendance rate of the Committee's members was 100%.

3. INFORMATION ON MEMBERS OF THE NOMINATION COMMITTEE 31 DECEMBER 2022

Chairman Harri Eela, b. 1960, wood-products industries technician,
Senior advisor, Cursor Oy
Chairman of the Apetit Plc Supervisory Board

Maisa Mikola, b. 1971
M.Sc. (Agric.), farmer
Deputy Chairman of the Apetit Plc Supervisory Board

Lasse Aho, s. 1958, vuorineuvos, YTM
Apetit Oyj:n hallituksen puheenjohtaja 17.8.2021 alkaen.

Pekka Perälä, 1961, M.Sc.
CEO, Valio Pension Fund, Valion keskinäinen vakuutusyhtiö

Henrika Vikman, b. 1976, LL.M.
CEO, Nordea Investment Management

CEO



CEO since September 2019
Esa Mäki, b. 1966, M.Sc. (Agriculture and Forestry)
Share ownership 31 December 2022: 3,056 shares

CEO's duties

It is the CEO's duty to direct the operations of the company according to the instructions and provisions issued by the Board of Directors and to inform the Board about the development of the company's business operations and financial situation.

The CEO is also responsible for arrangement of the day-to-day management of the company and for seeing that the company's accounts are in compliance with the law and that its financial affairs have been arranged in a reliable manner.

Corporate Management

The Group's Corporate Management is chaired by the CEO of Apetit Plc. Its members are:



Timo Huttunen, b. 1969, M. Sc. (Food Technology)
Director, Oilseed Products
Share ownership 31 December 2022: 1,000 shares



Ari Kulmala, b. 1967, MBA, Production Engineer
Production director
Share ownership 31 December 2022: 1,200 shares



Timo Partola, b. 1972, M.Sc (Econ.)
Commercial director
Share ownership 31 December 2022: 1,200 shares



Susanna Tevä, b. 1967, M. Sc. (Economics and Business Administration)
CFO
Share ownership 31 December 2022: 1,016 shares

The Corporate Management does not exercise powers based on law or the Articles of Association. The Corporate Management is an advisory body appointed by Apetit Plc's CEO and has the task of discussing Group-wide development projects and Group-level principles and procedures as necessary. The CEO is responsible for choosing the members of the Corporate Management.

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

1. INTERNAL CONTROL OPERATING PRINCIPLES

Apetit Plc's Board of Directors confirms the operating principles for the Apetit Group's internal control and assesses the state of internal control at least once a year.

Internal control refers to all the operating methods, systems and procedures with which the company's management seeks to ensure efficient, economical and reliable operations. Internal control comprises financial and other control. At Apetit, internal control is performed by the company's management and by all other personnel.

Risk management as part of internal control refers to the identification, assessment, restriction and monitoring of risks arising in business activities and risks that are materially related to this.

2. ROLE OF COMPANY BOARDS IN ARRANGING INTERNAL CONTROL

Apetit Plc's Board of Directors is responsible for arranging and maintaining sufficient and effective internal control within the Apetit Group.

As part of the arrangement of internal control and risk management, the company's Board of Directors regularly monitors the results and operating risks of the Group and its business units, and decides on the reporting, the procedures and the qualitative and quantitative indicators for assessing the efficiency and profitability of operations. The Group's Board of Directors confirms the Group's risk policy, risk management principles and key risk limits.

To ensure implementation of the Group's ownership policy towards the Group companies and to monitor the effectiveness of internal control, the boards of directors of the main Group companies include one or more members of the Group's Corporate Management. Group-level risk management and financial reporting are performed on a centralized basis in the Group Administration, independent of the different business activities. The boards of directors of Group companies are responsible for the highest level of management duties related to the internal control of their respective companies. The operating organization's management in each of the Group companies is responsible for the implementation of internal control and risk management in line with the pre-determined principles and operating guidelines, and for reporting on the company's operations, risk-bearing ability and risk situation in accordance the Group's management system.

3. IMPLEMENTATION OF INTERNAL CONTROL WITHIN APETIT PLC AND THE GROUP COMPANIES

The main principles of internal control observed within Apetit Plc and the Group companies are:

Organizational structure and division of tasks

The basis for internal control is the function-specific line organization that is further divided into departments, units and teams, as necessary. The organizational units are allotted defined tasks and responsibilities required for the company's operations. The task of the operating

organization's management, i.e. the managers of the Group's business areas and operations, is to set quantitative and qualitative targets for the various areas of the business in accordance with the business plan approved by the Board of Directors. For the units, decision-making bodies and people operating within the framework of the organization there are separately defined decision-making and operating powers set out in work and job specifications, as well as obligations to report to one's superiors or otherwise to a higher organizational level. The task of the operating organization's management is to ensure that those working under them are familiar with their own duties, and the management are required to create the right conditions for their personnel to be able to perform their work and achieve the targets.

Decision-making and monitoring

Significant commitments or other actions deemed to carry risks are subject to the approval of the Group's Board of Directors. Business units are responsible for formulating proposed decisions and for putting decisions into effect. Reporting on the implementation of decisions is made to the Board of Directors.

Business activities and processes are guided within the confines of operating guidelines and descriptions, which are monitored to ensure they are complied with and kept up-to-date. All decisions taken are documented and archived. An essential aspect of risk management is the performance of daily controls in the operating chains and processes.

Risk management

The internal and external risks of Apetit Plc and the Group companies that could have an adverse effect on achieving business targets are identified, assessed regularly and reported to the Group Board of Directors. The risks are contained and the confining limits are monitored.

The Group Administration's financial management has the task of monitoring, measuring and reporting risks and of maintaining, developing and preparing risk management principles for the Board of Directors' approval, and of drafting procedures for use in risk assessment and measurement. Roles and responsibilities are defined in

Apetit's risk management policy and risk management principles, which are approved by the Group's Board of Directors.

Data systems

The basis for business and other activities is provided by the accounting, information and business IT systems. The parent company and the Group companies have an IT strategy in accordance with currently assessed needs and sufficient and appropriately organized IT systems. The IT function ensures that the company's data resources can be utilized in the planning, management, execution and monitoring of the company's business.

Responsibility for the effectiveness of internal control

The operating organization's management has the primary responsibility for ensuring the implementation of practical measures for internal control. The management must constantly monitor the operations it is responsible for and must take the necessary development measures if action contrary to guidelines or decisions or action that is otherwise ineffective or inappropriate is observed. In a transparent and effective organization the entire personnel are all responsible not only for the appropriate discharging of their own duties but also for the fluency of operations with the rest of the organization.

4. REPORTING AND MANAGEMENT SYSTEMS

Internal control is supported by appropriate reporting that allows monitoring of operations, results and risks. Achievement of the business targets and developments in the Group's financial situation are monitored with the aid of a Group-wide management system. The Group's accounting principles, controls and responsibilities are described in the Apetit Group's accounting manual. Reporting guidelines and timetables have been drawn up in writing for monthly reporting and preparation of half year report and annual financial statements as well as business reviews of first and third quarters. The company's financial management unit constantly monitors the business units' reporting and develops and produces guidelines on the content of reporting, taking into account

the needs of internal control. The Group prepares financial information for publication, complying with the international financial reporting standards (IFRS). A half year report, business reviews and annual financial statements are reviewed by the Group's Board of Directors and are subject to its approval.

The annual budgets are prepared based on financial estimates and strategic figures. The Group's Board of Directors assesses and approves the business units' annual budgets. In addition, on a quarterly basis or more often, the business units update the profit and balance sheet estimates.

Monthly reporting and related analysis for budgets and estimates constitute a key element of Apetit's management system and internal control. Financial figures are assembled from the business units' data systems every month for the Group's joint accounting system.

The outturn information and up-to-date estimates are reviewed monthly in Group-level. The management system comprises the actual profit and balance sheet information, the key figures and the written management report of those responsible for the businesses. The management report covers the factors that affected the results given in the month's report, the measures planned for the immediate term and an assessment of the operating profit for the current quarter and the full year.

The Group CEO and members of the Corporate Management are issued with the reports, and the Group's Board of Directors is issued with a summary for the Group and summaries of the data for each business unit.

The actual results of the unit-specific monitoring measurements, used for business management purposes, in comparison to estimates and targets as well as the reasons for any significant discrepancies between these are also examined regularly with the persons responsible for the business unit in question, with meeting participants present as suitable for the agenda.

5. RELATED PARTY TRANSACTIONS

Apetit regularly identifies its related parties and monitors their business transactions through its ERP system and on the basis of related party communications. Apetit has not carried out any related party transac-

tions that are material to the company and that differ from the ordinary course of business or ordinary market terms and conditions.

6. KEY PROCEDURES IN INSIDER ISSUES

The Company's insiders include i) managers subject to the disclosure obligation, ii) core persons and iii) project-specific insiders.

The Company maintains non-public registers of its managers subject to the disclosure obligation and their related parties as well as of the persons included in the insider register. The Company also maintains a non-public register of its project-specific insiders. The people entered into a project-specific insider register are notified of their inclusion and the related obligations in writing or by other verifiable means, such as email. Insiders must confirm receipt of the notification.

A person must submit a basic declaration to the keeper of the Company's insider register immediately after becoming a manager subject to the disclosure obligation. The basic declaration is provided using a form submitted by the Company. A manager who is subject to the disclosure obligation must submit a new declaration whenever changes occur in the circumstances declared on the form. The declaration of changes in circumstances must be provided without delay. Persons who are included in the Company's core persons on the basis of the information they receive from the Company are subject to an equivalent disclosure obligation.

7. INTERNAL AUDIT

The internal audit unit functions objectively and independently in support of the Board of Directors, the CEO and Group Administration, for the purpose of assessing and developing the level of internal control in the Group's different units by providing an independent and objective assessment and advisory service for risk management and monitoring processes within the organisation.

The internal audit is overseen by the Group's CFO based on the annual audit plan approved by the Group's Board of Directors. The internal audit is performed by an external service provider. In 2022, there were no actual internal audit engagements.