



Corporate governance statement

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Introduction

Lamor Corporation Plc's ("Lamor") Corporate governance statement has been prepared in accordance with the current laws and regulations and is issued separately from the Board of Directors' report. This statement has been reviewed by the Board of Directors' Audit Committee.

Regulations affecting Lamor's corporate governance

The most significant external regulations and internal policies and procedures affecting Lamor's corporate governance have in 2024 been as presented below:

External regulation

Lamor has complied with the applicable EU and Finnish legislation for public limited liability companies as well as the Finnish Corporate Governance Code ("Corporate Governance Code") issued by the Finnish Securities Market Association in force at each time, and available at www.cgfinland.fi. This Corporate Governance Statement has been prepared in accordance with the Finnish Corporate Governance Code, which entered into force on 1 January 2025. Lamor has followed the Corporate Governance Code in full.

Lamor has additionally followed the instructions and regulations of the European Securities Market Authority and the Finnish Financial Supervisory Authority as well as Nasdaq Helsinki's insider guidelines and rules as follows:

- Nasdaq Helsinki's rules for issuers of shares
- Nasdaq Helsinki Bond market rules for the issuers of notes

Lamor's financial reports, including consolidated financial statements, are prepared in accordance with the International Financial Reporting Standards (IFRS) and their IFRIC Interpretations as adopted by the European Union.

Internal regulation

The most significant internal regulations, policies and rules affecting Lamor's corporate governance include:

- Articles of Association
- Code of Conduct
- Policies and instructions concerning corporate governance
- Charters of the Board of Directors and those of the Board Committees
- Charter of the Shareholders' Nomination Board
- Green Finance Framework

Lamor's Corporate Governance Statement is available on the company's website.

Governance structure

Lamor's governance structure

In accordance with the Finnish Limited Liability Companies Act, the responsibility for Lamor's management and administration is divided between the General Meeting and the Board of Directors. Lamor's governing bodies include the General Meeting, the Shareholders' Nomination Board, which is established as a permanent governing body of the shareholders, the company's Board of Directors with its committees, and the CEO. In addition, Lamor's Group Leadership Team assists the CEO in managing the company's business.

The shareholders have the ultimate decision-making power at the General Meeting. The Annual General Meeting resolves on the election of the Board of Directors and the auditor as well as on other matters, in accordance with the Finnish Limited Liability Companies Act and Lamor's Articles of Association and falling within the competence of the General Meeting.

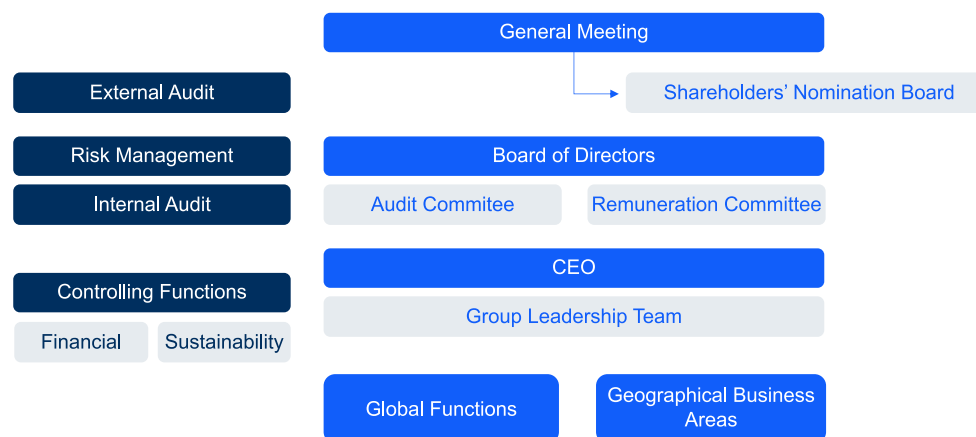
The Shareholders' Nomination Board is a permanent corporate body of Lamor, and is responsible for annual proposals to Lamor's Annual General on the composition and remuneration of the Board of Directors.

Lamor's Board of Directors decides on the appointment of the company's CEO as well as on the terms of the CEO's contract of duty and remuneration, in accordance with the remuneration policy approved by the General Meeting. In addition, based on the CEO's proposal, the Board also decides on the composition and remuneration of the Group Leadership Team.

The Board of Directors steers and supervises the management of the CEO and the Group Leadership Team as well as the achievement of the objectives for the strategic and financial targets defined for Lamor Group's global functions and geographical business areas, as well as those concerning shareholder value development and business sustainability.

The Board's committees prepare proposals to the Board and carry out tasks as delegated by the Board to their committees in accordance with the respective areas of responsibility.

In 2024, no significant changes were made to Lamor's governance structure and control system.



General Meeting

The General Meeting is Lamor's highest decision-making body. It makes decisions on the matters pertaining to it in accordance with the Finnish Limited Liability Companies Act and the company's Articles of Association. At the General Meeting, all shareholders of the company may participate in the company's supervision and exercise their right to vote, speak and present questions. Resolutions are generally passed with a simple majority of votes.

The General Meeting is convened by the company's Board of Directors. In addition to the Annual General Meeting, the Board can convene an Extraordinary General Meeting on its own initiative. An Extraordinary General Meeting must also be convened if requested by the company's auditor or shareholders who represent at least ten (10) percent of all company shares.

The notice of the General Meeting shall be sent to the shareholders by publishing it on the company's website no earlier than three (3) months before the record date of the General Meeting as referred to in the Finnish Limited Liability Companies Act and no later than three (3) weeks before the General Meeting, however no later than nine (9) days before the record date of the General Meeting referred to in the Finnish Limited Liability Companies Act. In addition, Lamor publishes the notice of the meeting as a stock exchange release.

The documents and proposals for the resolutions to be presented to the General Meeting are published on Lamor's website.

To participate in a General Meeting, a shareholder must be registered in Lamor's shareholder register maintained by Euroclear Finland Ltd on the record date of the General Meeting. Each share corresponds to one vote. Instructions on the participation of nominee-registered shareholders in the General Meeting are included in each meeting notice.

Annual General Meeting

The Annual General Meeting is held annually on a date determined by the Board of Directors, however no later than six (6) months from the end of the company's financial year. The General Meeting resolves on matters belonging to it in accordance with the Finnish Limited Liability Companies Act and the company's Articles of Association, including:

- adopting the financial statements, including the consolidated financial statements
- resolving on the use of the profit shown in the balance sheet, such as the distribution of dividends
- resolving on the discharge of Board members and the CEO from liability
- resolving on the election of the members of the Board of Directors and the auditor
- resolving on the remuneration of the Board of Directors and the auditor, including the basis for reimbursement of travel expenses
- approving the remuneration report of the governing bodies and, if necessary, the remuneration policy (advisory resolution)
- other proposals to the General Meeting made by the Board of Directors or shareholders, including for instance amending the Articles of Association or giving authorisations to the Board of Directors, for example, in relation to the company's shares, their issuance or acquisition.

A shareholder has the right, in accordance with the Finnish Limited Liability Companies Act, to have a matter belonging to the General Meeting on the agenda of the General Meeting, if he or she requests it in writing from the Board of Directors in sufficient time for the matter to be included in the notice of the Meeting. On its website, the company announces the date by which a shareholder must present a matter required for consideration by the Annual

General Meeting to the Board of Directors. The date will be announced no later than the end of the financial year preceding the Annual General Meeting.

The Chairman of the Board of Directors, the members of the Board of Directors, the CEO and the auditor are required to be present at the Annual General Meeting, as well as persons nominated as new members of the Board of Directors.

General Meetings held during 2024

Lamor's Annual General Meeting was held on 26 March 2024 as a virtual meeting in accordance with the Finnish Companies Act. The General Meeting was in favour of all proposals submitted to the General Meeting by the Board of Directors and the Shareholders' Nomination Board.

The Annual General Meeting adopted the financial statements for the year 2023 and resolved not to distribute dividends. The Annual General Meeting discharged the Board members and the CEO from liability, and approved the 2023 remuneration report of the governing bodies.

In addition, Lamor's Annual General Meeting 2024 decided, in accordance with the Board's proposals, to authorize the Board to decide on the acquisition of own shares, the issuance of shares and the granting of special rights in accordance with the terms approved by the General Meeting.

The General Meeting resolved, in accordance with the Shareholders' Nomination Board's proposal, on the remuneration for the Board of Directors, confirmed the number of Board members to be five (5) and re-elected Nina Ehrnrooth, Fred Larsen, Kaisa Lipponen, Timo Rantanen and Mika Ståhlberg as the Board members.

Public accountants Ernst & Young Oy were re-elected as the company's auditor, with APA Mikko Ryttilahti as the new auditor with principal responsibility. Ernst & Young Oy was elected as the Company's sustainability reporting assurance provider, with ASA Mikko Ryttilahti as the responsible sustainability reporting assurance provider. In addition, the Annual General Meeting resolved on the remuneration to the Auditor and the sustainability reporting assurance provider, and the principles on compensating their travel expenses.

The minutes of the General Meeting and other documents related to the General Meeting are available on the company's website.

Shareholders' Nomination Board

The Shareholders' Nomination Board was established by a resolution of the Annual General Meeting 2022 as a permanent corporate body of Lamor. As a rule, the Nomination Board has four (4) members, of whom the company's three (3) largest shareholders are each entitled to nominate one member.

The duties of the Nomination Board include the annual preparing and presenting for the Annual General Meeting, and when necessary to the Extraordinary General Meeting, proposals on the remuneration, number of the members and the members of the Board of Directors. Further, the duties include searching for possible candidates for new members of the Board of Directors.

When preparing a proposal for the composition of Lamor's Board of Directors, in addition to evaluating the complementary competences and independence of the proposed persons, as well as other set criteria, the Nomination Board must consider the principles regarding the diversity of Lamor's Board members, and if necessary, propose changes to them.

When preparing a proposal on remuneration for the Board of Directors, the Nomination Board must consider the remuneration policy approved in the advisory vote of Lamor's General Meeting.

The charter of the Nomination Board, as approved by the General Meeting, is available in its entirety on Lamor's website.

Organisation of the Nomination Board

In accordance with the charter of the Shareholders' Nomination Board, the Chairman of the Board of Directors of Lamor ensures on behalf of the Board that the Shareholders' Nomination Board is appointed annually. In addition, the Chairman of Lamor's Board convenes the first meeting of the Nomination Board after the annual nomination process and acts as the fourth member of the Nomination Board.

The person appointed by the largest shareholder serves as the Chairman of the Nomination Board, unless the Nomination Board decides otherwise, and is responsible for convening the Nomination Board after organisation.

Activities and composition of the Nomination Board

The members of the Nomination Board during 2024 have been appointed by Lamor's three largest shareholders, based on the nomination right as determined based on the share ownership as of 1 September of each term of office.

The Nomination Board appointed in 2023 convened once (1) during 2024, and on 24 January 2024, informed the Lamor Board of Directors of its proposal for Lamor's Annual General Meeting 2024 regarding the composition and remuneration of the Board.

The Nomination Board appointed in 2024 convened once (1) during 2024.

All members of the Nomination Board (100%) participated in the meetings.

Proposals by the Shareholders' Nomination Board to the Annual General Meeting 2025

On 26 February 2025, the Shareholders' Nomination Board notified Lamor's Board of Directors of its proposal for Lamor's Annual General Meeting 2025 regarding the Board's composition and remuneration. Lamor announced the proposals as a stock exchange release on the same day.

The Nomination Board's proposals are included in the notice of the Annual General Meeting. The proposals and additional information about the proposed persons are also available on Lamor's website.

The composition of the Nomination Board for the term starting in 2024

Shareholder	Representative	Position	Member since
Larsen Family Corporation Oy	Fred Larsen (M), Chairman of the Board	Chairman	2022
Finnish Industry Investment Ltd.	Juuso Puolanne (M), Investment Director	Member	2022
Ilmarinen Mutual Pension Insurance Company	Annika Ekman (F), Head of Direct Equity Investments	Member	2023
Lamor Corporation Oyj	Mika Ståhlberg (M), Chairman of the Board	Member	2022

In the above table, the gender of the members of the Nomination Board is presented in brackets as follows: (M)=male, (F)=female.

Board of Directors

The Board of Directors is responsible for appropriate organisation of Lamor's governance and operations.

According to Lamor's Articles of Association, the company's Board of Directors has at least three (3) and a maximum of eight (8) ordinary members, and the term of office of the members of the Board of Directors ends at the end of the Annual General Meeting following the election.

The operating procedures and rules of Lamor's Board of Directors are described in the charter approved by the Board. The Board shall convene monthly, i.e. at least twelve (12) times annually.

There is a quorum when more than half of the Board members are present. Disqualified members shall not be considered when calculating the quorum.

The Board's tasks

The Board's responsibilities and obligations are primarily defined in Lamor's Articles of Association and in the Finnish Limited Liability Companies Act. In accordance with its charter, the duties of the Board of Directors also include:

Strategy and financial targets

- deciding on Lamor's strategy and the company's strategic and financial targets
- determining Lamor's dividend policy

Supervising and ensuring the compliance of operations

- supervising and controlling Lamor's management and operations
- confirming the charters of the Board and the Board Committees

Risk management

- approving Lamor's risk management principles and certain risk management policies and practices and supervising their implementation

Investments

- deciding on significant investments, acquisitions and divestments

Financial reporting and sustainability reporting

- overseeing Lamor's financial reporting and approving Lamor's interim and half-year reports, annual reports and financial statements

- approving Lamor's sustainability principles and overseeing the company's sustainability reporting

Management remuneration

- deciding on the remuneration, incentive schemes and performance metrics of the CEO and the Group Leadership Team, in accordance with Lamor's remuneration policy

Other matters to be decided by the Board

- deciding on other significant issues concerning Lamor's operations

Activities of the Board of Directors in 2024

In 2024, a total of twenty-one (21) Board meetings were held. Twelve (12) of the meetings were regular meetings and nine (9) were additional meetings, relating particularly to the assessment of the Group Leadership Team composition as well as on the review of the company's strategy and long-term targets, and key strategic matters. In connection with the regular meetings, the Board received up-to-date information on Lamor's operations, financial situation and risks. The CEO and CFO and, depending on the issues discussed, other members of the Group Leadership Team also participated in the meetings. Some of the additional Board meetings were internal meetings of the Board. Minutes were kept of all Board meetings.

The assessment of the Board's work was carried out in a form of internal assessment.

Committees of the Board of Directors

Lamor's Board of Directors has two permanent committees: the Audit Committee and the Remuneration Committee.

The main tasks and operating principles of the committees are defined in written charters, which the Board approves in connection with its annual organisation and which are updated when necessary.

The election of the members and the work of both committees are guided by the following principles:

- The Board's committees prepare proposals to the Board and carry out tasks delegated by the Board and in accordance with the Corporate Governance Code, within their respective areas of responsibility.
- The Board has confirmed the main tasks and operating principles of the committees in their written charters

- The Board elects the chairs and members of the committees from among themselves at its constitutive meeting and supervises their work during their term of office.
- Each committee has at least three (3) Board members.
- The term of office of the committees is one (1) year, and their term of office ends at the end of the Annual General Meeting following the election.
- A person who participates in the day-to-day management of Lamor or a company belonging to the same group of companies as it, for example as CEO, cannot be accepted as a committee member.

If necessary, the committees may consult external experts to the extent agreed with the company and the Board of Directors and taking into consideration independence factors.

Audit Committee

The Audit Committee prepares matters relating to, among other things, financial reporting, sustainability reporting, risk management, compliance with laws and regulations, monitoring and evaluation of related party transactions, audit and auditors, internal audit as well as preparation of proposals related to these matters. In addition, the Audit Committee is responsible for other matters as mandated by the Finnish Corporate Governance Code or matters delegated by the Board of Directors.

The majority of the members of the Audit Committee must be independent of Lamor and at least one (1) member of the Committee must be independent of Lamor's significant shareholders.

The members of the Audit Committee must have sufficient expertise and experience with respect to the committee's area of responsibility and the mandatory tasks relating to auditing. At least one (1) Audit Committee member must have expertise in accounting or auditing.

Remuneration Committee

The duties of the Remuneration Committee include preparing remuneration matters to be considered by the Board relating to the appointment and remuneration of the CEO and other key individuals at Lamor as well as Lamor's general remuneration principles and incentive schemes.

The majority of the members of the Committee shall be independent of the company.

The members of the Remuneration Committee shall possess sufficient competence and experience considering the committee's area of responsibility

Expertise and diversity of the Board of Directors

The members of the Board were elected at the 2024 Annual General Meeting in accordance with the recommendation of the Shareholders' Nomination Board regarding the Board's election procedure, so that the shareholders took a position at the General Meeting on the composition of the Board as a whole. The aim of the recommendation was to ensure that, in addition to the qualifications of the individual members of the Board, the proposed Board as a whole would have appropriate expertise and experience for the company, and that the composition of the Board would meet the requirements of the Finnish Corporate Governance Code.

In order to secure diverse perspectives, in addition to professional expertise and experience, other aspects advancing diversity have also been considered. In 2024, two (2) out of five (5) Board members, constituting to 40% of the members of the Board of Directors, were female.

Independence of the members of the Board of Directors

The assessment of the independence of the Board of Directors is carried out at least annually and when needed.

Composition of the Board of Directors and its Committees

Following the 2024 Annual General Meeting, Lamor's Board of Directors reappointed from among its members Mika Ståhlberg as the Chair and Fred Larsen as the Vice Chair. The other members of the Board of Directors are Nina Ehrnrooth, Kaisa Lipponen and Timo Rantanen.

The Board of Directors elected the following members to its Committees:

Audit Committee: chair Timo Rantanen; members Kaisa Lipponen, Mika Ståhlberg

Remuneration Committee: chair Nina Ehrnrooth; members Kaisa Lipponen, Timo Rantanen

Information on the Board members, including their shareholding, independence and participation in the Board and Committee meetings, is provided on the next page.

Composition of the Board of Directors 31 December 2024



Mika Ståhlberg (M)

Chair of the Board since 2022
Member of the Audit Committee since 2022

Born: 1969

Nationality: Finnish

Education: LL.B, Attorney of Law

Main positions of duty and of trust:

Partner, law firm Krogerus

Independence: Independent of the company and the company's main shareholders

Meeting attendance in 2024:

21/21 Board meetings,
7/7 Audit Committee meetings

Shareholding on 31 Dec. 2024*:

34,500



Fred Larsen (M)

Vice Chair of the Board since 2022
Member of the Board since 1998

Born: 1968

Nationality: Finnish and Danish

Education: High school diploma

Main positions of duty and of trust:

Chair of the Board, Larsen Family Corporation Oy; Chair of the Board, Fastighets Ab Krämaretorget

Independence: Not independent of the company and the company's main shareholders

Meeting attendance in 2024:

21/21 Board meetings

Shareholding on 31 Dec. 2024*:

10,504,527



Nina Ehrnrooth (F)

Member of the Board since 2021
Member of the Remuneration Committee since 2022, Chair since 3/2024
Member of the Audit Committee in 2021-2022

Born: 1962

Nationality: Finnish

Education: M.Sc. (Econ.)

Main positions of duty and of trust:

Advisory roles in several companies; Chair of the Board, Oy Bonnina Ab; Member of the Board, Ori Solution Oy

Independence: Independent of the company and the company's main shareholders

Meeting attendance in 2024:

21/21 Board meetings
5/5 Remuneration Committee meetings

Shareholding on 31 Dec. 2024:

23,000



Kaisa Lipponen (F)

Member of the Board since 2021
Member of the Audit Committee since 2021
Member of the Remuneration Committee since 2022

Born: 1980

Nationality: Finnish

Education: MA

Main positions of duty and of trust:

SVP, Sustainability, HSE & Communications, Paulig Ab; Member of the Board, Third Rock Finland Oy

Independence: Independent of the company and the company's main shareholders

Meeting attendance in 2024:

19/21 Board meetings
7/7 Audit Committee meetings
5/5 Remuneration Committee meetings

Shareholding on 31 Dec. 2024:

3,500



Timo Rantanen (M)

Member of the Board since 2019
Chair of the Audit Committee since 2021
Chair of the Remuneration Committee since 2022, member since 3/2024

Born: 1961

Nationality: Finnish

Education: M.Sc. (Econ.)

Main positions of duty and of trust:

CEO, Capital Dynamics Oy; Chair of the Board, Genera group companies; other Board memberships in several companies

Independence: Independent of the company and the company's main shareholders

Meeting attendance in 2024:

20/21 Board meetings
7/7 Audit Committee meetings
5/5 Remuneration Committee meetings

Shareholding on 31 Dec. 2024*:

631,850

* Including direct ownership and indirect ownership through controlled entity. The gender of the members is indicated in brackets: (M)= male, (F)=female.

CEO and Group Leadership Team

CEO

The CEO's duties are mainly governed by the Finnish Limited Liability Companies Act. The CEO is responsible for managing, directing and supervising Lamor's business. In addition, the CEO is responsible for the day-to-day management of Lamor in accordance with the instructions and regulations issued by the Board of Directors. The CEO is also responsible for ensuring that Lamor's accounting practice complies with applicable legislation and that the company's financial management is organised in a reliable manner.

The CEO must provide the Board and its members with the information necessary to perform the Board's duties.

The Board selects and dismisses the CEO and decides on the terms of the CEO's employment.

Johan Grön has served as the CEO of Lamor. The company has not had a deputy CEO.

Group Leadership Team

The task of Lamor Group's Leadership Team is to support the CEO in the business planning and operational management. In addition, the Group Leadership Team prepares possible investments, acquisitions and development projects.

The members of the Group Leadership Team have been given broad mandates in their areas of responsibility, and they have a duty to develop Lamor's operations in accordance with the goals set by the Board of Directors and the CEO. The position of the Group Leadership Team is not regulated by law or in the company's Articles of Association, but it has a key role in the management of the company.

During 2024, both personnel changes and changes in the areas of responsibility of individual members were implemented within the Group Leadership Team. At the end of the 2024, Lamor's Group Leadership Team consisted of the CEO, CFO, COO and HR Director (people and culture) as well as the SVPs of the company's three geographical business areas.

The activities of the Management Team in 2024

In 2024, Lamor's Group Leadership Team focused especially on the implementation and monitoring of the company's strategic development projects, the renewal of the organizational structure, and the preparation related to the update of the strategy and long-term financial targets in cooperation with the Board of Directors.

The Group Leadership Team convened regularly during the year, at least monthly or more frequently, if needed.

Group Leadership Team composition 31 December 2024



Johan Grön (M)
CEO

Born: 1966
Nationality: Finnish
Education: D.Sc. (Chem. Eng.)

Other key experience: several earlier director or management positions at Gasum, Outotec, Kemira, Xylem Inc., Stora Enso and Valmet

Shareholding on 31 Dec. 2024: 71,400



Mikko Forsell (M)
CFO since 1 Nov. 2024

Born: 1974
Nationality: Finnish
Education: M.Sc. (Eng.) and M.Sc. (Econ.)

Other key experience: CFO for Verkkokauppa.com, HKScan and Metsä Tissue

Shareholding on 31 Dec. 2024: 0



Richard Hill (M)
COO since 13 Nov. 2024

Born: 1979
Nationality: British
Education: Engineer

Other key experience: Director of Lamor's Environmental Protection Portfolio; various management positions in e.g. Vikoma International and Markleen Limited

Shareholding on 31 Dec. 2024: 0



Santiago Gonzalez (M)
SVP, North and South America

Born: 1962
Nationality: Columbian and Spanish
Education: Industrial Engineer

Other key experience: previously General Manager of Corena Ecuador, part of Lamor Group

Shareholding on 31 Dec. 2024: 702,750



Robert James (M)
SVP, Europe and Asia since 11 Nov. 2024

Born: 1963
Nationality: British
Education: B.Sc. (Physics) and M.Sc. (Eng.)

Other key experience: leadership positions at Oil Spill Response Ltd, Cleanaway, International Environmental Management Ltd.

Shareholding on 31 Dec. 2024: 0



Aziz Al-Othman (M)
SVP, Middle East and Africa since 1. Nov. 2024

Born: 1972
Nationality: Saudi Arabian
Education: M.Sc. (Eng.)

Other key experience: director positions at NEOM Company, NCEC, and Gulf Industrial Technologies

Shareholding on 31 Dec. 2024: 0



Mervi Oikonen (F)
HR Director

Born: 1976
Nationality: Finnish
Education: M.Sc. (Econ.)

Other key experience: HR director positions at Neste Oyj and in different business units at ABB

Shareholding on 31 Dec. 2024: 0

In addition, the following persons belonged to Lamor's Group Leadership Team in 2024: Johanna Grönroos, Chief Strategy Officer until 12 Nov. 2024; Timo Koponen, CFO until 1 March 2024; Vesa Leino, interim CFO between 1 March and 31 Oct. 2024; Juha Korhonen between 1 March and 12 Nov. 2024; Östen Lindell, SVP, Europe and Asia between 1 March and 22 Oct. 2024; Pentti Korjonen, SVP, Middle East and Africa until 22 Oct. 2024. The gender of the members is indicated in brackets: (M)= male, (F)=female.

Control system

Starting points and objectives

The main function of Lamor's control system is to support the compliance and transparency of the company's operations. The Lamor's operating principles, internal control environment and risk management support and secure the achievement of the company's financial and strategic targets and prevent events that could have a negative impact on the realisation.

The objective of Lamor's internal control and risk management operating model related to financial reporting is to provide sufficient assurance about the reliability of financial reporting and that the financial statements have been prepared in accordance with the applicable laws and regulations, accepted accounting principles (IFRS standard at the Group level, local accounting standards in each country) and the other applicable requirements for listed companies.

Compliance and operating principles

Lamor's ethical principles (Code of Conduct) and other operating principles form the basis for daily business operations. Lamor and all its employees are expected to comply with all local laws and regulations in all their activities and to create and maintain ethical relationships with their customers, suppliers and other stakeholders.

Lamor's ethical principles (Code of Conduct) define the company's ethical business practices, environmental values, human rights and employee rights also in the company's entire value chain.

Principles of internal control and risk management related to the financial reporting process

Internal control is essential in ensuring the company's operational capability. It is a critical part of risk management, enabling the creation and maintenance of the company's value.

Internal control aims to ensure that the company complies with applicable laws, regulations, ethical principles (Code of Conduct) and other instructions and recommendations. In addition, internal control aims to ensure the reliability of the company's financial and operational reporting.

The operating models of internal control are aligned with the risk management process. The aim of the risk management is to support the strategy and the achievement of targets by identifying possible business threats and opportunities and mitigating them.

The key objectives of internal control and risk management related to financial reporting are, among other things, to ensure:

- sufficient certainty about the reliability of financial reporting
- preparation of financial statements in accordance with applicable laws and regulations, accounting principles (IFRS) and other set requirements
- securing the company's funds and assets
- the effectiveness and overall efficiency of the company's operations to achieve strategic, operational and financial goals
- protecting the resources of the company and its business units from misuse
- propriety of transactions
- proper functionality and management of IT systems and information security.

Areas of internal control

The areas of internal control are the control environment, risk assessment, control functions, communication and monitoring. This report presents the control environment that is part of Lamor's control system, especially from the point of view of financial reporting. The description of the control system for non-financial information is presented in the company's Sustainability statement.

Control environment

The main responsibility for the internal control of Lamor's financial reporting rests with the company's Board of Directors. The Board's responsibilities and the internal division of labour between the Board and its committees are defined in the working order confirmed in writing by the Board. The task of the Audit Committee appointed by the Board is to ensure that the principles defined for financial reporting, risk management and internal control are followed, and to enable an appropriate audit.

The CEO is responsible for organising an effective control environment and continuous operation of internal control related to financial reporting, as well as appropriate allocation of resources. Financial risk management is coordinated by the company's CFO. Risks and related changes are reported to the company's Board if necessary.

The most important tools that guide financial reporting are the Code of Conduct, approval policy, disclosure policy, accounting principles and other accounting and reporting rules and standards.

Risk assessment

Risk management supports the achievement of Lamor's strategic and business goals. Risk management covers all areas of the organisation and considers strategic, financial and operational risks, including project-specific risk management processes. The goal is to systematically identify and evaluate the most significant threat factors at the level of the Group, operations and processes. Effective risk management ensures the continuity of operations even in changing conditions.

The Board of Directors approves Lamor's risk management principles, certain risk management policies and practices and supervises their implementation. Main risks and opportunities are identified and evaluated annually in relation to business goals, and they are an important part of both long- and short-term business planning. The most important risks and business uncertainties identified by Lamor are described in the interim financial reports and also in the Board of Directors' report published as part of the financial statements.

Control activities

The CEO is responsible for implementing internal control. Finance-related internal control as well as business and administration control are integrated into the company's business processes. The company has defined and documented significant internal control measures related to the interim and financial statement reporting process as part of the business processes. Key internal control measures include approval mechanisms, access rights, segregation of duties, authorisations, reconciliations and regular unit and Group level monitoring of financial reporting.

Financial reporting is prepared monthly with appropriate monitoring. The management monitors the achievement of goals through monthly management reporting. The consolidated interim reports are prepared quarterly, and financial statements annually. The financial reports and statements must give a correct and sufficient picture of the results of the Group's operations. The financial organisation ensures that the quarterly and half-yearly reporting as well as the financial statements correspond to the company's principles and guidelines and that all financial reporting is prepared according to the schedule.

The company has a separate internal audit function. The Board can also use external experts for a separate evaluation of the control environment or control functions.

Communications

The company's internal communication supports the coverage and accuracy of financial reporting. All employees in the Group's various units dealing with the related matters are given information for example about the company's financial reporting goals and internal control requirements, operating instructions and procedures related to accounting and financial reporting, changes to reporting principles, reporting and disclosure obligations.

The disclosure policy defines how and when information needs to be disclosed, who discloses it, and the accuracy and completeness of the information disclosed to fulfil the information disclosure requirements. The current Code of Conduct, disclosure policy and insider guidelines are available on the company's webpage.

Monitoring

Financial monitoring includes systematic processes and formal and informal procedures applied by management to monitor, analyse, and control Lamor's financial performance in relation to budgets and plans. The monitoring includes the monitoring of monthly financial reports, the review of rolling forecasts and plans, and the auditors' and internal audit's reports.

The budgeting process is carried out annually. Realised values are compared to the budget every month. In addition, a quarterly forecast is prepared to ensure that the budget is valid, and it is revised if necessary. In addition, implementation and financial monitoring of the largest projects are carried out in separate project steering groups.

Division of monitoring duties

The CEO, the Group Leadership Team and the management of subsidiaries and associated companies are responsible for compliance, taking into account financial regulation, accounting standards (IFRS) and public market rules and regulations, as well as maintaining an effective control environment. The Board of Directors, the Audit Committee and the CEO monitor the effectiveness of internal control over financial reporting.

In addition to Lamor's internal control, the internal audit function has an independent role to monitor and regularly evaluate the effectiveness and functionality of Lamor's management, risk management and internal control of financial reporting. The evaluation takes place in accordance with the charter of the internal audit as approved by the Board of Directors.

Avoidance of conflicts of interests

Lamor's decision making processes and the charters of the Board Directors and its Committees include procedures to prevent and mitigate possible identified conflicts of interests.

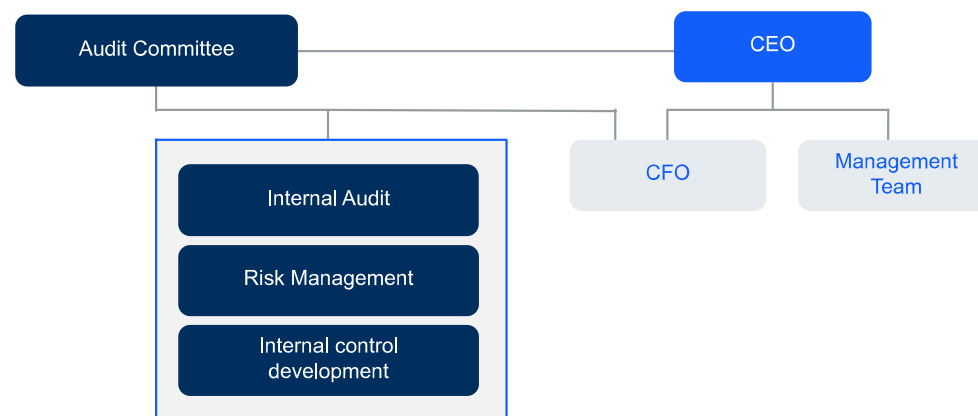
Audit functions

Internal audit

Lamor's internal audit is an independent and impartial verification and consulting function, the goal of which is to generate added value for Lamor and improve its operations. Internal audit supports the organisation in achieving its goals by providing a systematic approach to evaluating and developing the effectiveness of the organisation's risk management, control and management processes.

Lamor's Board of Directors decides on the operating principles of the internal audit, which are defined in the charter of the internal audit prepared by the Audit Committee. In addition, the Audit Committee approves the annual internal audit plan, considering the results of the annual risk assessment, various business needs and feedback from management and the Audit Committee and the Board. The internal audit plan is updated if necessary, and separate audit assignments are also carried out if necessary.

The audit findings, recommendations and management's corrective measures are regularly reported to the Audit Committee. The internal audit function reports functionally to the Audit Committee and administratively to the CFO.



External audit

According to the company's Articles of Association, Lamor has one (1) auditor, who must be an auditing firm approved by the Finnish Patent and Registration Office. The auditor's term of office begins at the General Meeting where the auditor is elected, and ends at the end of the Annual General Meeting following the election. The General Meeting elects the auditor and resolves on the auditor's remuneration.

The Annual General Meeting 2024 re-elected Ernst & Young Oy as the company's auditor, with APA Mikko Ryttilahti as the new auditor with principal responsibility. The Annual General Meeting 2024 further elected Ernst & Young Oy as the Company's sustainability reporting assurance provider, with ASA Mikko Ryttilahti as the responsible sustainability reporting assurance provider. In addition, the Annual General Meeting resolved on the remuneration to the Auditor and the sustainability reporting assurance provider, and the principles on compensating their travel expenses.

Lamor's Audit Committee monitors and evaluates the auditor's activities and monitors and approves the auditor's assignments and fees related to activities other than auditing. The audit of the Key Audit Matters (KAM) and possible audit findings are described in connection with the auditor's report for the financial year 2024.

Fees paid to the auditor

Thousand euros	2024	2023
Audit services	289	324
Other inspection services	22	1
Tax services	41	0
Other services (incl. sustainability reporting assurance)	108	69
Total	459	394

Management of insider issues

Lamor has prepared insider guidelines to establish clear guidelines for, among other things, the administration of inside information, the maintenance of insider lists and the notification of transactions by persons subject to the notification obligation. Lamor's insider guidelines were updated in 2024 with regard to the division of responsibilities in the management of insider issues.

Lamor's insider guidelines supplement the provisions of the Market Abuse Regulation (MAR) and other regulations, such as the Finnish Criminal Code (39/1889) and the Finnish Securities Markets Act, Nasdaq Helsinki Ltd's Guidelines for Insiders, Nordic Main Market Rulebook for Issuers of Shares, Nasdaq First North Bond Market Rulebook and the Finnish Financial Supervisory Authority's rules and regulations on insider matters in force at each time.

Lamor's CEO is responsible for the Lamor's insider guidelines and insider administration. Lamor's Chief Financial Officer acts as the deputy.

Project-specific insiders

If necessary, Lamor maintains project- and event-specific insider lists.

As a rule, the Chairman of the Board of Directors and the CEO jointly decide on delaying the disclosure of inside information in case the conditions of delaying set out in the Market Abuse Regulation (MAR) are met. Simultaneously, a project- or event-specific insider list is established.

The project- or event-specific insider lists drawn up each time include the persons who receive insider information about a specific project or event.

List of persons discharging managerial responsibilities and closely associated persons, and trading notifications

Lamor has defined the Chairman of the Board of Directors and the possible Vice Chairman as well as other members and possible deputies of the Board, the CEO of the company and his possible deputy and the members of the Group Leadership Team, including the possible members of the Extended Management Team, as persons discharging managerial responsibilities and are required to report their transactions in accordance with the Market Abuse regulation (MAR).

Persons discharging managerial responsibilities and persons closely associated with them must notify Lamor and the Finnish Financial Supervisory Authority of transactions concerning Lamor's financial instruments. The notification shall be made without delay and no later than three (3) days after the date of execution of the transaction.

Lamor publishes notifications regarding the transactions of persons discharging managerial responsibilities and persons closely associated with them without delay and at the latest within two (2) working days of receiving the notification regarding the transaction.

Lamor maintains a list of persons discharging managerial responsibilities and persons closely associated with them in accordance with the Market Abuse regulation. The list is not public.

Trading restrictions

The managers defined by Lamor are subject to a closed period of 30 calendar days before the publication of interim reports, half-yearly reports, or financial statements release and financial statements. The closed period ends at the end of the date of the publication day of such report. The closed period also applies to persons who participate in the preparation of the reports in question.

Transactions between Lamor and its management or those related to management

According to the company's definition, the Group's related parties consist of Lamor's significant shareholders, the Board of Directors, the CEO and the rest of the company's Management Team and their family members, as well as the entities and associated and joint ventures controlled by them. In addition, the Group's related parties include associated and joint ventures in which the Group is the owner.

Lamor's financial organisation monitors related party transactions as part of the company's normal reporting and control practices. The Audit Committee must separately deal with a related party transaction that is not part of the company's usual business or that is not

based on market conditions. In addition, the Board must approve such a related party transaction.

The members of Lamor's Board of Directors, CEO, members of the Group Leadership Team and significant shareholders confirm annually whether they or their related parties as defined in the IAS 24 standard have had related party transactions during the past financial year.

The related party transactions are presented in the financial review as part of the published interim reports and financial statements. In addition, in connection with the company's remuneration report, any remuneration received by members of the company's Board of Directors or their related companies for other than for Board work is reported annually.

Disclosure policy

In 2024, Lamor updated its disclosure policy with regard to the division of responsibilities in investor communications and silent period practices. Under the updated policy, Lamor will continue to observe a 30-day silent period in its communication with investors and the media.

Communication with capital markets, including the issuance of statements and being the contact person for investors, shareholders and analysts, is the responsibility of the Company's CEO, CFO and Director for Investor Relations and Communication.