

Corporate Governance Statement 2022

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I. Introduction

This Corporate Governance Statement has been prepared in accordance with the Governance Code for Listed Finnish Companies 2020 ("Governance Code") and chapter 7, section 7 of Finnish Securities Market Act (746/2012). This Statement has been issued separately from the Board's operating and financial review.

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

II. Governance

Qt Group Plc's (hereinafter referred to as the "company") corporate governance system is based on the Companies Act, the Securities Markets Act, general corporate governance recommendations, and the company's Articles of Association and in-company rules and regulations on corporate governance.

The company's corporate governance principles are integrity, accountability, fairness and transparency. This means, among other things, that:

- The company complies with the applicable laws, rules and regulations.
- The company organizes, plans and manages its operations, and does business abiding by the applicable professional requirements approved by Board members, who demonstrate due care and responsibility in performing their duties.
- The company demonstrates special prudence with respect to the management of its capital and assets.
- The company's policy is to keep all market participants actively, openly and equitably informed of its business operations.
- The company's management, administration and personnel are subject to the appropriate internal and external audits and supervision.

SHAREHOLDERS' MEETING

The company's highest decision-making body is the Shareholders' Meeting at which shareholders exercise their voting rights regarding company matters. Each company share entitles the holder to one vote at the Shareholders' Meeting.

The AGM will be held annually within three (3) months of the end of the financial year. An Extraordinary General Meeting will be held if the Board of Directors deems it necessary or if requested in writing by a company auditor or shareholders holding a minimum of 10 per cent (1/10) of the company's shares, for the purpose of discussing a specific issue.

The Finnish Limited Liability Companies Act and the company's Articles of Association define the responsibilities and duties of the Shareholders' Meeting. Extraordinary General Meetings decide on the matters for which they have been specifically convened.

Board of Directors

Operations and duties

Elected by the Shareholders' Meeting, the Board of Directors is in charge of company administration and the appropriate organisation of company operations. Under the Articles of Association, the Board of Directors consists of four (4) to eight (8) members. The Compensation and Nomination Committee prepares a proposal for the Shareholders' Meeting regarding the composition of the new Board of Directors to be appointed.

The majority of Board members must be independent of the company and a minimum of two (2) of those members must also be independent of the company's major shareholders. The President and CEO or other company employees under the President and CEO's direction may not be elected members of the Board.

The term of all Board members expires at the end of the Annual General Meeting following their election. A Board member can be re-elected without limitations on the number of successive terms. The Board of Directors elects its Chairman and Vice Chairman from amongst its members.

The Board of Directors has determined the principles regarding the diversity of the Board of Directors. Accordingly, the requirements of company size, market position and business industry should be duly reflected when composing the Board of Directors. When composing the Board of Directors, the objective

is that the Board of Directors will always include necessary expertise especially in the following key areas:

- the company's field of business,
- management of a similar-sized company,
- the specific nature of a publicly listed company,
- accounting,
- risk management, and
- Board activity.

The aim for the composition the Board of Directors is to have both genders represented. The defined diversity principles were well fulfilled in the company's Board of Directors during financial year 2022.

The Board has prepared and approved a written agenda for its work. In addition to Board duties prescribed by the Companies Act and other rules and regulations, the Board of Directors is responsible for issues on its agenda, observing the following guidelines:

- Good board practices require that the Board of Directors, instead of needlessly interfering in the details involved in day-to-day operations, concentrate on elaborating the company's short- and long-term strategies.
- The Board's general duty is to steer the company's business with a view to maximizing shareholder value in the long term, while taking account of expectations set by various stakeholder groups; and
- Board members are required to perform on the basis of sufficient, relevant and updated information, in order to serve the company's interests.

In addition, the Board's agenda:

- defines the Board's annual action plan and provides a preliminary meeting schedule and framework agenda for each meeting;
- provides guidelines for the Board's annual self-assessment;
- provides guidelines for distributing notices of meetings and advance information to the Board and procedures for keeping and adopting minutes;
- defines job descriptions for the Chairman, members and secretary of the Board of Directors (the secretary is the Company's General Counsel or, if absent, the CEO); and
- defines the framework within which the Board may set up special committees or working groups.

The Board evaluates its activities and working methods annually, employing an external consultant for this evaluation, if necessary.

Board of Directors



Robert Ingman

b. 1961

M.Sc. (Eng.), M.Sc. (Econ.)

Chairman of the Board of Directors of Qt Group Plc since 2016. Member of the Compensation and Nomination Committee.

Full-time Chairman of the Board of Ingman Group Oy Ab.

His previous posts include Managing Director at Arla Ingman Oy Ab (2007–2011) and Ingman Foods Oy Ab (1997–2006). Chairman of the Board of Etteplan Oyj, Digia Plc and Halti Ltd. Member of the Board of Evli Pankki Plc.

Independent of the Company.



Leena Saarinen

b. 1960

M.Sc. (Food technology)

Member of the Board of Directors of Qt Group Plc since 2016. Chair of the Compensation and Nomination Committee.

Currently works as a board professional. Chairman of the Board at Palmia Ltd and Helsinki School of Business AB. Board member at Handelsbanken Finland, Etteplan Oyj and Reka Industrial Oyj.

Her previous posts include Managing Director at Suomen Lähikauppa Ltd (2007–2010), President and CEO at Altia Corporation (2005–2007) and various positions at Unilever (1990–2005).

Independent of the Company and major shareholders.



Mikko Välimäki

b. 1976

PhD, LL.M

Member of the Board of Directors of Qt Group Plc since 2022. Member of the Audit Committee.

Entrepreneur and investor. Contributing to a number of start-ups including Ellie Technologies Inc. executive chairman and IQM Finland Oy board member.

Previously co-founder and CEO of Tuxera Inc. (2009–2019) and other start-up companies.

Independent of the company and major shareholders.



Jaakko Koppinen

b. 1969

M.Sc. (Eng.)

Member of the Board of Directors of Qt Group Plc since 2018. Member of the Audit Committee.

Currently Vice President, EMEA and member of the Executive Team at Normet Oy. Strategic advisor in several companies.

Has served as Global Division President and member of the Board at Sandvik Mining and Construction Oy (2017–2020). He has also previously served as Managing Director of Orica Finland Oy (2016–2017), and as General Manager of Wihuri Oy Witraktor (2012–2015). He also has held several senior management roles at Konecranes Plc (2008–2012) and at Sandvik Group (1995–2008).

Independent of the Company and major shareholders.



Mikko Marsio

b. 1971

M.Sc. (Eng.)

Member of the Board of Directors of Qt Group Plc since 2018. Chair of the Audit Committee and member of the Compensation and Nomination Committee.

Currently Chief Revenue Officer and member of the Executive Team at Cadmatic Oy.

Has worked as SVP, Digital business and Software in Process Industries division at ABB (2017–2020) and in various managerial positions e.g. at Empower Group (2016–2017), Dovre Group Plc (2012–2015), Hewlett-Packard (2005–2008) and Fortum Plc (1996–2001).

Independent of the Company and major shareholders.

Composition of Board of Directors

THE BOARD OF DIRECTORS OF QT GROUP PLC 2022

Name	Education	Year of Birth	Main Activity	Shareholding, pcs*
Robert Ingman	M.Sc. (Eng.), M.Sc. (Econ.)	1961	Chairman of the Board of Directors at Ingman Group Oy Ab	5,475,000
Jaakko Koppinen	M.Sc. (Eng.)	1969	Director, Normet Oy	0
Mikko Marsio	M.Sc. (Eng.)	1971	Chief Revenue Officer, Cadmatic Oy	800
Leena Saarinen	M.Sc. (Food Technology)	1960	Board professional	2,844
Tommi Uhari**	M.Sc. (Eng.)	1971	Partner at venture capital fund Karma Ventures	-
Mikko Välimäki***	Ph.D, LL.M	1976	Investor	0

* Company shares held directly or through legal entities under person's control/influence as of 31 December 2022.

** Board member until March 15, 2022

*** Board member as of March 15, 2022

No Board Member owns any stock-options or other share-based rights in the company.

Of the aforementioned Members of the Board, Jaakko Koppinen, Mikko Marsio, Leena Saarinen and Mikko Välimäki are independent of the company and its major shareholders. Robert Ingman is independent of the company. Robert Ingman is not independent of the company's major shareholders due to his role as a Chairman of the Board of the company's biggest shareholder Ingman Development Oy Ab.

During the financial year 2022, the Board of Directors held 14 meetings. The participation rate in the meetings was the following:

Member	PARTICIPATION
Robert Ingman (Chair)	14/14
Jaakko Koppinen	14/14
Mikko Marsio	14/14
Leena Saarinen	14/14
Tommi Uhari	2/2
Mikko Välimäki	12/12
Total	100%

Committees of the Board of Directors

The company's Board of Directors had two (2) committees in financial year 2022: the Compensation and Nomination Committee and the Audit Committee.

These committees do not hold powers of decision or execution. They assist the Board in decision-making concerning their own areas of expertise. The committees report regularly on their work to the Board, which governs and assumes collective responsibility for the committees' work.

The purpose of the Compensation and Nomination Committee is to prepare and follow-up the remuneration policy and remuneration report for the company's governing bodies as well as compensation and remuneration schemes for the company management in order to ensure that the company's targets are met, to guarantee the objectivity of decision-making, and to see to it that the schemes are transparent and systematic. The Compensation and Nomination Committee also prepares a proposal for the Annual General Meeting concerning the number of members of the Board of Directors, the members of the Board of Directors, the remuneration of the Chairman, Vice Chairman and members of the Board and the remuneration of the chairmen and members of the committees of the Board of Directors.

During 2022, the members of the Compensation and Nomination Committee and their participation in the meetings were as follows:

Member	PARTICIPATION
Robert Ingman	5/5
Mikko Marsio*	2/2
Leena Saarinen (Chair)	5/5
Tommi Uhari**	3/3
Total	100%

* Committee member as of March 15, 2022

** Committee member until March 15, 2022

The purpose of the Audit Committee is to assist the Board of Directors in ensuring that the company's financial reporting, accounting methods, financial statements and other reported financial information are legitimate, balanced, transparent and clear.

During 2022, the members of the Audit Committee and their participation in the meetings were as follows:

Member	PARTICIPATION
Jaakko Koppinen	4/4
Mikko Marsio (Chair)*	4/4
Tommi Uhari (Chair)**	1/1
Mikko Välimäki***	3/3
Total	100%

* Committee Chair as of March 15, 2022

** Committee Chair until March 15, 2022

*** Committee member as of March 15, 2022

Management Team

The company has a Management Team, chaired by the Chief Executive Officer (CEO) of the company. The Board of Directors appoints the CEO and, upon the CEO's proposal, confirms the appointment of Management Team members and their essential terms of their employment. The CEO, together with the other members of the Management Team, is in charge of company's business operations and administration in accordance with the instructions and regulations issued by the Board of Directors, and as defined by the Finnish Limited Liability Companies Act.

The CEO may take exceptional and far-reaching measures, in view of the nature and scope of the company's activities, only if so authorised by the Board of Directors. The CEO is not a member of the Board of Directors but attends Board meetings.

DURING THE FINANCIAL YEAR 2022, THE MANAGEMENT TEAM OF THE COMPANY WAS AS FOLLOWS:

Name	Education	Year of Birth	Responsibility	Shareholding, pcs*
Juha Varelius	M.Sc. (Econ.)	1963	Chief Executive Officer	350,776
Mari Heusala**	M.Sc (Econ)	1966	SVP, Human Resources	0
Petteri Holländer	M.Sc. student (Eng.)	1974	SVP, Ventures	10,000
Marko Kaasila	M.Sc. (Eng), MBA	1972	SVP, Product Management	0
Katja Kumpulainen	eMBA	1973	SVP, Marketing	12,000
Jouni Lintunen	M.Sc. (Eng.)	1971	Chief Financial Officer	2,500
Juhapekka Niemi	M.Sc. (Computer Sciences)	1968	EVP, Sales and Business Development	51,211
Mika Pälvi	LL.M.	1970	General Counsel	2,500
Helena Telaranta***	M.Sc. (Econ.)	1973	SVP, Human Resources	-
Tuukka Turunen	M.Sc. (Computer Sciences), Licentiate of Technology	1974	SVP, R&D	141,786

* Company shares held directly or through legal entities under control/influence by a person as of December 31, 2022.

** Member of the Management Team since August 15, 2022

*** Member of the Management Team until July 29, 2022

Management Team



Juha Varelius

b. 1963

Master of Economic Sciences

CEO of Qt Group Plc since 2016.

Previously acted as the CEO of Digia Oyj (2008–2016) and in various managerial positions at Everypoint Inc and Yahoo! (2002–2007) as well as Sonera (1993–2002).



Juhapekka Niemi

b. 1968

Information Technology Engineer

Executive Vice President of Qt Group Plc since 2016.

Previously acted as Chief Business Officer at Digia Oyj (2013–2016) as well as in various managerial and directorial positions at Nokia Oyj (2000–2013).



Jouni Lintunen

b. 1971

Master of Science in Technology

Chief Financial Officer of Qt Group Plc since 2020.

Previously acted as Finance Director (2016–2020) and Business Controller (2013–2015) at PaloDEX Group Oy, and in various directorial and expert positions at Vaisala Oyj (1998–2013).



Katja Kumpulainen

b. 1973

eMBA

Senior Vice President, Marketing of Qt Group Plc since 2016.

Previously acted as Chief Marketing Officer at Digia Oyj (2015–2016) and Nervogrid Oy (2012–2015) as well as in various managerial, directorial and expert positions at Lite-On Mobile Oy (prev. Perlos) (2007–2012) and Basware Oyj (1995–2007).

Management Team



Mika Pälsi

b. 1970
Master of Laws

General Counsel of Qt Group Plc since 2016.

Previously acted as General Counsel of Digia Oyj (2009–2016), Senior Legal Counsel at Tieto Oyj (2005–2009) and as an attorney at Castrén & Snellman (1999–2005).



Petteri Holländer

b. 1974
M.Sc. student (Eng)

Senior Vice President, Ventures of Qt Group Plc since 2021.

Member of the Management team of Qt Group since 2016, previously SVP, Product Management. Prior to that acted as Chief Product Officer, Business Development Officer and in other managerial positions at Digia Oyj and its predecessors (2001–2016), and as Product Development Officer at Sonera SmartTrust Oy (1999–2001).



Tuukka Turunen

b. 1974
Master of Science in Technology, Licentiate in Technology

Senior Vice President, Research and Development of Qt Group Plc since 2016.

Previously acted in various managerial and directorial positions at Digia Oyj (2001–2016), as a software developer at Nokia Mobile Phones (1997–1998) and in teaching and research positions at the University of Oulu (1996–1997 and 1998–2000).



Mari Heusala

b. 1966
Master of Economic Sciences

Senior Vice President, Human Resources of Qt Group Plc since 2022.

Previously acted as Executive Vice President, Human Resources at Vaisala Corporation (2019–2021), F-Secure Corporation (2015–2018), and Basware Corporation (2009–2015), as well as in various directorial and managerial positions at Nokia Corporation (1997–2009).



Marko Kaasila

b. 1972
Master of Science in Technology, MBA

Senior Vice President, Product Management of Qt Group Plc since 2021.

Previously acted as CEO of Bitbar Technologies and Head of Product following the acquisition of the company by Smartbear Software (2009–2020), as Director of Business Unit at On2 Technologies (2005–2008) and in product and project management roles at Flextronics, Telefonica and Nokia (1998–2005).

III. Financial Reporting Related Internal Control and Risk Management Systems

CONTROL FUNCTIONS AND CONTROL ENVIRONMENT

The company has a finance unit tasked with verifying monthly reports. The finance unit reports to the management, the Board of Directors and the Board’s Audit Committee regarding the financial performance of the company.

The company uses a reporting system which compiles separate subsidiaries’ reports into the consolidated financial statements. The accuracy of accounting and the financial statements is monitored by the finance unit. The company also has the necessary separate reporting and information systems for monitoring business operations and asset management.

The Group’s finance unit provides instructions for drawing up financial statements and interim financial statements, and compiles the consolidated financial statements. The finance unit has centralised control over the Group’s funding and asset management, and is in charge of managing interest rate and currency risk.

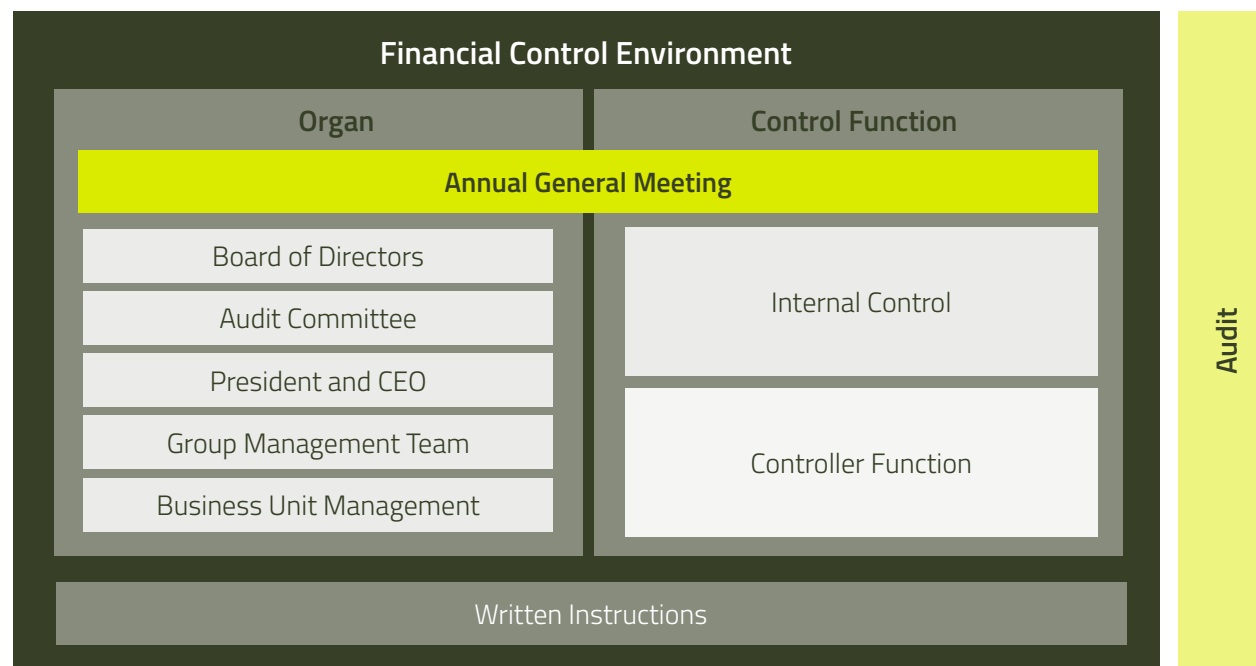
INTERNAL RISK CONTROL

As a general principle, authorisation is distributed in the company in such a way that no individual may independently perform measures unbeknown to at least one other individual. For example, the company’s bookkeeping and asset management are managed by separate persons, and two authorised persons are needed to sign on behalf of the company.

Group-level reporting and supervision are based on monthly income reporting led by the CFO and on updates of the latest forecasts.

The company’s operations are divided into function-specific areas of responsibility, with the Senior Vice Presidents in charge of each function reporting to the CEO. The Senior Vice Presidents responsible for the company’s functions report to the Management Team on development matters, strategic and annual planning, investments and internal organisational matters related to their areas of responsibility.

The company’s operational management and supervision take place according to the corporate governance system described hereinabove. The Group’s administration unit is in charge of HR management and policy. The legal affairs unit provides instructions for and monitors contracts made by the company and ensures the legality of the Group’s operations.



COMMUNICATIONS

The Group's General Counsel is in charge of the company's external communications and their correctness. External communications include financial reports and other stock exchange communications. The General Counsel is responsible for the publication of interim reports and financial statements, as well as for actions related to convening and holding Shareholders' Meetings. Most communications take place through the company's website and using stock exchange releases.

RISK MANAGEMENT

The purpose of the company's risk management process is to identify and manage risks in such a way that the company is able to meet its strategic and financial targets. Risk management is a continuous process, by which the major risks are identified, listed and assessed, the key persons in charge of risk management are appointed and risks are prioritised according to an assessment scale in order to compare the effects and mutual significance of risks.

The main operational risks handled by the company's risk management function are customer risk, personnel risk, data security risk, IPR risk and goodwill risk.

Customer risks include for example a change in customer payment behavior or their ability to pay and a weakening of the Company's negotiation position with significant customer accounts in particular. Qt Group manages customer risk by actively managing its customer portfolio and avoiding poten-

tial risk positions. Personnel risks are managed with various personnel benefits, incentive schemes, and a goal and development discussion framework. Qt Group strives to advance its personnel's professional development by focusing on learning on the job and keeping an up-to-date job description archive to help with career planning within the Company. Data security risk is managed through the continuous development of working models, security practices and processes. Qt Group has established mandatory personnel trainings for information and cyber security, data protection and privacy, and the company monitors the training completion rate. Qt Group has regular vulnerability scans and has implemented a quarterly security review. In addition, the Group's certified quality systems are regularly evaluated. Risks associated with shared operating models and best practices, as well as their integrated development, are managed according to plan under the supervision of the Group Management Team. Risks typical to software business, especially to international product business, relating to appropriate protection of company's own IPRs and violation of IPRs of third parties are managed through extensive internal policies, standard contracts and appropriate follow-up and analysis. With respect to IFRS-compliant accounting policies, the Group actively monitors goodwill and the related impairment tests, as part of prudent and proactive risk management practices within financial management.

In addition to operational risks, the company is subject to financial risks. The company's internal and external financing

and the management of financial risks are coordinated by the finance function of the Group's parent company. This function is responsible for the Group's liquidity, sufficiency of financing, and the management of interest rate and currency risk. The Group is exposed to several financial risks during the normal course of its business. The objective of the Group's risk management is to minimise the adverse effects of changes in the financial markets on the Group's earnings. The primary types of financial risks are interest rate risk, currency risk, credit risk and funding risk. The general principles of risk management are approved by the Board of Directors, and the Group's finance function is responsible for their practical implementation together with the business divisions.

IV. Other Information

INTERNAL AUDIT

The tasks of internal audit include, among other things, the assessment of the company's internal control systems and risk management, as well as evaluation of the appropriateness and efficiency of management and administration processes.

Internal audit does not form a function of its own in the company but is the responsibility of the company's Financial and Legal functions.

To follow business activities and financial administration, the company has necessary reporting systems in use. As part of the legality control of the company's activities, the company's Auditor evaluates the functionality of this internal control system.

AUDITOR

KPMG Oy Ab, Authorised Public Accountants, serves as the auditor of the company, with Authorised Public Accountant Kim Järvi as the principal auditor.

During financial year 2022, the auditor's fees for auditing services was EUR 37 thousand and EUR 24 thousand for services that were not related to auditing.

INSIDER ADMINISTRATION

The company follows the Guidelines for Insiders by Nasdaq Helsinki Oy.

The company's General Counsel is responsible for the compliance with the Insider Guidelines and the follow-up of the disclosure obligation, regarding training.

RELATED PARTY TRANSACTION GUIDELINES

Related parties of the company mean the related parties of a listed company in accordance with the Limited Liability Companies Act (IAS 24).

Related party transaction means an agreement or other legal act between the company and a related party.

The Board of Directors shall monitor and evaluate related party transactions and decide on all such transaction whenever they are outside the scope of company's ordinary activities or are not concluded on arm's-length terms.

According to company's related party transaction guidelines the members of the Board and management team are obliged to provide the company's General Counsel, who is company's nominated responsible person for related party matters, with advance notice of any transactions concluded with the company by them personally or by their respective related parties.

On the other hand, company's General Counsel will follow-up all transactions the company concludes outside the scope of company's ordinary activities or that are not concluded on arm's-length terms.

In the event General Counsel becomes aware of a related party transaction, which is outside the scope of company's ordinary activities or which is not concluded on arm's-length terms, General Counsel shall bring such transaction for the approval by the Board of Directors before such transaction is concluded.

With the exception of transactions between different group companies, company does not ordinarily conclude any transactions with its related parties. As a main rule, all agreements and business transactions of the company are concluded on arm's length terms.



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