



# Governance

Outokumpu complies with the laws and regulations applicable to a Finnish public company, the company's Articles of Association and the Corporate Governance Policy.



# Corporate Governance Statement 2022

## Regulatory and structural framework

Outokumpu Oyj, the Group's parent company, is a public limited liability company, listed on Nasdaq Helsinki and incorporated and domiciled in Finland. Its headquarters are located in Helsinki. In its corporate governance and management, Outokumpu Oyj complies with the laws and regulations applicable to a Finnish public company, the company's Articles of Association and the Corporate Governance Policy approved by the company's Board of Directors.

Outokumpu follows the Finnish Corporate Governance Code, effective as of January 1, 2020. The Finnish Corporate Governance Code is issued by the Finnish Securities Market Association and adopted by Nasdaq Helsinki.

The governing bodies of the parent company Outokumpu, i.e., the General Meeting of Shareholders, the Board of Directors, and the President and Chief Executive

[Our latest Corporate Governance statement and updated corporate governance information can be found at www.outokumpu.com/governance.](http://www.outokumpu.com/governance)



Officer (CEO), have the ultimate responsibility for the management and operations of the Outokumpu Group.

The latest Corporate Governance Statement and other updated corporate governance information can be found on the Group's Corporate Governance [website](#).

The General Meeting of Shareholders convenes at least once a year. In accordance with the Finnish Companies Act, the General Meeting of Shareholders is the highest decision-making body of the company. The Act states that certain important decisions such as amendments to the Articles of Association, approval of the financial

Outokumpu Oyj is domiciled in Finland, and our headquarters are located in Helsinki.

statements, increase or decrease of share capital, decisions on dividends, and the election of the Board of Directors and the auditors, are the exclusive domain of the General Meeting of Shareholders. In addition, the Annual General Meeting makes advisory resolutions on the Remuneration Policy and the Remuneration Report.

# Board of Directors

## Composition and operations of the Board of Directors December 31, 2022

All Board members are independent of the company. [Board of Directors' CVs are also available at our webpages](#) ↗



### **Kari Jordan**

#### **Chairman of the Board of Directors**

b. 1956, Finnish citizen  
M.Sc (Econ.), Vuorineuvos  
(Finnish honorary title)

Outokumpu Board member 2018–  
Chairman of the Board 2018–  
Chairman of the Remuneration Committee

Independent of the company and its significant shareholders.

#### **Work experience**

CEO: Metsäliitto Cooperative 2004–2017  
President and CEO: Metsä Group 2006–2018  
Chairman: Metsä Board Corporation 2005–2018  
Chairman: Metsä Fibre Oy 2006–2017  
Chairman: Metsä Tissue Corporation 2004–2017  
Executive Vice President and Member of the Group Executive Management: Nordea AB and predecessors 1994–2004  
Member of the Board of Management: OKOBANK 1987–1994  
Vice President: Citicorp Investment Bank Ltd 1986–1987  
Several management positions: Citibank Plc 1981–1986

#### **Positions of trust**

Member of the Board of Directors: Stora Enso March 2022–  
Vice Chairman of the Board of Directors: Nordea Bank Abp 2019–March 2022  
Chairman of the Supervisory Board: Varma Mutual Pension Insurance Company 2015–2019  
Vice Chairman of the Board: Nokian Tyres Plc 2018–2021  
Chairman of the Board: Finland Chamber of Commerce 2012–2016  
Chairman of the Board: Finnish Forest Industries Federation 2009–2011  
Vice Chairman of the Board: Confederation of Finnish Industries (EK) 2009–2011, 2013–2014

Mr. Jordan holds several positions of trust in foundations and non-profit associations.



### **Kati ter Horst**

#### **Vice Chairman of the Board of Directors**

b. 1968, Finnish citizen  
M.Sc. (Econ.), MBA  
(International Business)

Outokumpu Board member 2016– and Vice Chairman 2022–  
Member of the Remuneration Committee

Independent of the company and its significant shareholders.

#### **Work experience**

Divisional CEO, EMEA: Aliaxis 2022–  
Executive Vice President, Head of Stora Enso Paper, member of the Group Leadership team 2014–2022  
Senior Vice President, Paper Sales, Printing and Living: Stora Enso 2013–2014  
Senior Vice President, Office Paper Sales, Printing and Reading: Stora Enso 2012–2013  
Director, Customer Service Centre West, Publication Paper: Stora Enso 2010–2012  
Several managerial positions in the paper business, 1996–2010  
Business analyst, Jaakko Pöyry Consulting, Singapore 1994–1996

#### **Positions of trust**

Member of the Supervisory Board: Wienerberger AG, May 2021–September 2022  
Board member: Climate Leadership Coalition 2019–2022  
Board member (2017–2022), Vice Chair (2019–2020) and Chair (2020–2022): EURO-GRAPH asbl  
Board member: Finnish Forest Industries Federation 2015–2022



## Heinz Jörg Fuhrmann

### Member of the Board of Directors

b. 1956, German citizen  
PhD, Metallurgy, University of Berlin, Germany  
Master's Degree, Metallurgy, RWTH Aachen University, Germany  
Honorary Professor, RWTH Aachen University, Germany

Outokumpu Board member 2021–  
Member of the Remuneration Committee

Independent of the company and its significant shareholders.

### Work experience

Chief Executive Officer: Salzgitter AG 2011–2021  
Vice Chairman, Executive Board: Salzgitter AG 2007–2011  
Chief Financial Officer: Salzgitter AG 2001–2011  
Executive Board Member: Salzgitter AG and Preussag Stahl AG 1996–2001  
General Representative and Head of Central Corporate Planning: Preussag Stahl AG 1995–1996

### Positions of trust

Member of the EIB Group Climate and Environment Advisory Council: 2021–  
Chairman of the German Steel Industry Employer's Association 2020–  
Member of the Presidential Board: Federation of German Industries (BDI) 2018–2021  
Member of the Senate (2014–2016) and Chairman of the Senate: Fraunhofer Society 2016–2022  
Member of the Supervisory Board: Aurubis AG 2009–2021  
Member of the Supervisory Board: TÜV Nord AG 2008–  
Member of the Supervisory Board: Öffentliche Versicherung Braunschweig (Insurance) 2002–2022



## Päivi Luostarinen

### Member of the Board of Directors

b. 1955, Finnish citizen  
LL.M. University of Helsinki, Finland

Outokumpu Board member 2021–  
Member of the Audit Committee

Independent of the company and its significant shareholders.

### Work experience

Ambassador of Finland: London 2015–2019  
Ambassador of Finland: Berlin 2011–2015  
Director General, Europe: Ministry for Foreign Affairs of Finland 2008–2011  
Deputy Director General, Americas and Asia: Ministry for Foreign Affairs 2007–2008  
Chief Policy Adviser, Team Lead of Trade Policy and International Relations: Confederation of Finnish Industries, EK 2005–2006  
Director General, Americas and Asia: Ministry for Foreign Affairs 2003–2005  
Deputy Director General, Americas and Asia: Ministry for Foreign Affairs 2002–2003  
Deputy Director General, Trade Policy and Economic Cooperation: Ministry for Foreign Affairs 2000–2001  
Deputy Director General, the EU Secretariat: Ministry for Foreign Affairs 1996–2000  
Member of the Cabinet of the Finnish Commissioner: EU Commission, Brussels 1995–1996

### Positions of trust

Member: Finnish High Court of Impeachment 2012–2015  
Member of the Board: Finnish Institute of International Affairs 2010–2014  
Member of the Supervisory Board: Finnfund 2005–2006  
Member of the Board: Finnfund 2002 and deputy member 2000–2001, 2003–2005 and 2007–2009

Ms. Luostarinen has in addition held several positions, starting in 1981, in the Foreign Service in Helsinki, at the Permanent Mission of Finland to the UN in New York and at the Permanent Delegation of Finland to the EU in Brussels



### **Petter Söderström**

#### **Member of the Board of Directors**

b. 1976, Finnish citizen  
M. Sc. (Econ.), Hanken School of Economics

Outokumpu Board member 2022–  
Member of the Audit Committee

Independent of the company

#### **Work experience**

Investment Director and Member of the Management Team: Solidium Oy 2009–  
Project Leader and Partner: Leimdörfer Finland Oy 2008–2009  
Associate Director and Partner: Mandatum & Co Oy 2002–2008  
Senior Associate: PricewaterhouseCoopers Oy 2000–2002

#### **Positions of trust**

Member of the Nomination Board (2018-2020) and Chairperson of the Nomination Board: TietoEVRY 2020–  
Member of the Board of Directors and Member of the Audit Committee: Neles 2020–2021  
Member of the Nomination Board: SSAB AB 2019–2021  
Chairperson of the Nomination Board: Metso 2018–2020  
Member of the Nomination Board: Telia Company AB 2017–2018



### **Vesa-Pekka Takala**

#### **Member of the Board of Directors**

b. 1966  
Finnish citizen  
M.Sc. (Econ.)

Outokumpu Board member 2019–  
Chairman of the Audit Committee

Independent of the company and its significant shareholders.

#### **Work experience**

Deputy Managing Director: Metsäliitto Cooperative 2017–  
Chief Financial Officer (CFO): Metsä Group 2010–  
Chief Financial Officer (CFO) and Substitute to CEO, Member of the Group Executive Committee: Outotec Oyj 2009–2010  
Chief Financial Officer (CFO), Member of the Group Executive Committee: Outotec Oyj 2006–2009  
Executive Vice President, Corporate Controller, Member of the Group Executive Committee: Outokumpu Oyj 2005–2006  
Senior Vice President, Corporate Controller: Outokumpu Oyj 2001–2005  
Vice President, Corporate Controller: Outokumpu Oyj 1998–2001

#### **Positions of trust**

Board member: Metsä Fibre Oy 2021–  
Board member: Metsä Tissue Oy 2018–  
Board member: Metsä Spring Oy 2018–  
Chairman of the Board: Metsä Group Treasury Oy 2013–  
Board member (2017–2021) and Chairman (2021–) of the Economy and Tax Committee: Finnish Forest Industries  
Member of the Delegation: the Helsinki School of Economics Foundation 2014–  
Board member, the Economy and Tax Committee: Confederation of Finnish Industries (EK) 2013–2016





### Pierre Vareille

#### Member of the Board of Directors

b. 1957, French citizen, Knight of the Legion of Honour in July 2003  
M.Sc. (Ecole Centrale Paris), BA (Econ.) (Sorbonne University), Degree in Controlling and Finance (Institut de Contrôle de Gestion)

Outokumpu Board member 2018–  
Member of the Remuneration Committee

Independent of the company and its significant shareholders.

#### Work experience

Chairman and CEO 2012–2013 and CEO 2013–2016: Constellium  
Chairman of the Board and CEO: FCI SA 2008–2012  
Chief Operating Officer: FCI SA 2007–2008  
Group Chief Executive: Wagon Plc. 2004–2007  
Senior Executive Vice President and President of the Aluminium Conversion Sector: Pechiney 2002–2004  
Executive Vice President and President of the Exhaust Systems Business Group: Faurecia 1999–2002  
Chairman and CEO: GFI Aerospace (now LISI Aerospace) 1995–1999  
CEO of Group subsidiaries Cefival and Specitubes 1990–1995 and several operational and staff positions 1982–1989: Vallourec Group

#### Positions of trust

Vice Chairman of the Board and Lead Independent Director (2021–), Chairman of the Nomination, Remuneration and Governance Committee: Vallourec Group  
Chairman of the Board: Société Bic SA 2018–2021  
Board member (2015–), member of the Audit Committee (2018–2019) and the Nomination and Compensation Committee (2019–): Verallia  
Founder and Co-President: The Vareille Foundation 2014–  
Member of the Strategic Committee: CentraleSupélec 2008–2022  
Lead Director and Vice President of the Board: Société Bic SA 2016–2018  
Board member and member of the Audit Committee: Société Bic SA 2009–2016  
Board member: CentraleSupélec 2008–2019  
Chairman: European Aluminium Association 2015–2016  
President: Alumni Association of the Ecole Centrale 2011–2013

In addition, Mr. Vareille has been a Member of the Board of Directors of diverse organizations such as the Advisory Board of the Confederation of British Industry, the European Committee of the MEDEF (Confederation of the French Industry) and the GIFAS (French Aerospace Industries Association).



### Julia Woodhouse

#### Member of the Board of Directors

b. 1958, British citizen  
BA (hons) History

Outokumpu Board member 2019–  
Member of the Audit Committee

Member of the ESG Advisory Council 2021–

Independent of the company and its significant shareholders.

#### Work experience

Director, Global Chassis Purchasing, Ford Motor Company 2016–2018  
Director, Global Power Train Components Purchasing, Ford Motor Company 2012–2016  
Director, Ford of Europe Program Purchasing, Ford Motor Company 2005–2011  
Director, Implementation Team, Ford Motor Company 2004–2005  
Director, Team Value Management, Strategy & Business Development, Ford Motor Company 2002–2003

#### Positions of trust

Independent board member and member of Audit Committee and Remuneration Committee: Surface Transforms Plc 2021–  
Independent non-executive board member, Standards & Regulation Board: Royal Institution of Chartered Surveyors 2020–  
Member of the Advisory Board: Nexcel, a BP/Castrol automotive technology start-up company 2019–2020  
Member of the Strategic Advisory Board: Ford/Michelin 2016–2018

In addition, Ms. Woodhouse has held several additional roles on committees and operating boards.

The Board assesses the independence of the Board members and records the outcome in the Board minutes. All members of the Board of Directors were independent of the company and its significant shareholders on December 31, 2022, excluding one Board member who was independent of the Company but not of one of its major shareholders.

### Outokumpu shares and share-based rights (parents or subsidiaries) owned by each director and their controlled corporations on December 31, 2022

Board member	Number of shares
Kari Jordan	300,000
Heinz Jörg Fuhrmann	11,667
Kati ter Horst	39,609
Päivi Luostarinen	11,667
Petter Söderström	6,336
Vesa-Pekka Takala	44,269
Pierre Vareille	56,496
Julia Woodhouse	31,515
<b>Total</b>	<b>501,559</b>

### Operations and appointment of the Board of Directors

The general objective of the Board of Directors is to direct Outokumpu's business and strategies in a manner that secures a significant and sustained increase in the value of the company for its shareholders and to ensure that the company acts as a reliable and trusted partner towards all its stakeholders. To this end, the members of the Board are expected to act as a resource and to offer their expertise and experience for the benefit of the company. The tasks and responsibilities of the company's Board of Directors are determined pursuant to the Finnish Companies Act as well as other applicable legislation.

The Board of Directors has the general authority to decide and act in all matters not reserved for other corporate governance bodies by law or under the provisions of the company's Articles of Association. The general task of the Board of Directors is to organize and oversee

the company's management and operations and it has the duty at all times to act in the best interest of the company.

The Board of Directors has established the rules of procedure that define its tasks and operating principles in the [Charter of the Board of Directors](#). The main duties of the Board of Directors are as follows:

#### With respect to directing the company's business and strategies:

- Decide on Outokumpu's strategy and the long-term targets of the Outokumpu Group (the "Group") and monitor their implementation;
- Decide on annual business plans and monitor their implementation;
- Decide on annual limits for the Group's capital expenditure, monitor related implementation, review performance and decide on changes;
- Decide on any major and strategically significant investments and monitor their implementation;
- Decide on any major and strategically important business acquisitions and divestments and monitor their implementation;
- Decide on the Group's external financing and treasury matters as follows and as further defined in the Board Charter;
  - i. All financing arrangements, which exceed €20 million, or which have a fixed tenor exceeding ten years or which are organized by way of public offerings by any Group company;
  - ii. All major guarantees and pledges on behalf of non-Group parties; and all guarantees and pledges on behalf of Group companies which exceed €20 million; by any Group company;
  - iii. Any major short-term derivatives or long-term derivatives, or any derivatives not done for hedging or liquidity management purposes; by any Group company;
  - iv. Any other significant financing and treasury transactions which are otherwise out of the Group's normal course of business;

- Decide on any other commitments by any of the Group companies that are out of the ordinary either in terms of value or nature, taking into account the size, structure, and field of the Group's operations.

#### With respect to organizing the company's management and operations:

- Nominate and dismiss the CEO and his/her deputy, if any, monitor his/her performance and decide on the CEO's terms of service, including incentive schemes, on the basis of a proposal made by the Board's Remuneration Committee;
- Nominate and dismiss the members of the Outokumpu Leadership Team and to define their areas of responsibility based on a proposal by the Board's Remuneration Committee;
- Monitor the adequacy and allocation of the Group's top management resources;
- Decide on any significant changes to the Group's business organization;
- Decide on the Group's ethical values and modes of activity
- Ensure that policies outlining the principles of corporate governance are in place;
- Ensure that policies outlining the principles of managing the company's insider issues and related party transactions are being observed;
- Ensure that the company has guidelines for any other matters that the Board deems necessary and that fall within the scope of the Board's duties and authority.

#### With respect to the preparation of matters to be resolved by the General Meetings of Shareholders:

- Establish a dividend policy and issue a proposal to the Annual General Meeting on dividend distribution;
- Make a proposal to the Annual General Meeting concerning the election of an external auditor and auditing fees;
- Make proposals to the Annual General Meeting concerning the company's Remuneration Policy and Remuneration Report; and
- Make other proposals to General Meetings of Shareholders.

### With respect to internal control and risk management:

- Discuss and approve interim reports and annual accounts;
- Monitor significant risks related to the Group's operations and the management of such risks;
- Ensure that adequate policies for risk management are in place;
- Monitor financial position, liquidity, and debt maturity structure;
- Monitor the Group's control environment;
- Monitor and assess how agreements and other legal acts between the company and its related parties meet the requirements of the ordinary course of business and arm's length terms; and
- Reassess its activities on a regular basis.

In 2022, the Board of Directors assessed its ways of working and performance with support from an external service provider. The assessment results were presented to the Shareholders' Nomination Board.

According to the company's Articles of Association, the Board of Directors constitutes a quorum when more than half of its elected members are present. A decision by the Board of Directors shall be the opinion supported by more than half of the members present at a meeting. In the event of a tie, the Chairman shall have the casting vote.

The Annual General Meeting elects the Chairman, Vice Chairman and other members of the Board of Directors for a term expiring at the close of the following Annual General Meeting. The entire Board of Directors is, therefore, elected at each Annual General Meeting. A Board member may be removed from office at any time by a resolution passed by a General Meeting of Shareholders. Proposals to the Annual General Meeting concerning the election of Board members that have been made known to the Board of Directors prior to the Annual General Meeting will be made public if such a proposal is supported by shareholders holding a minimum of 10% of all the company's shares and voting rights and the person being proposed has consented to such nomination.

Under the company's Articles of Association, the Board shall have a minimum of five and a maximum of twelve members. A Board consisting of eight members was elected at the Annual General Meeting 2022. Board meetings will be held as regularly as deemed necessary, but at least five times every year. In 2022, the Board of Directors had 22 meetings, and the attendance rate was 98%.

### Breakdown of individual attendance at Board meetings

22 meetings in 2022	Attendance
Kari Jordan	22/22
Heinz Jörg Fuhrmann	21/22
Kati ter Horst	21/22
Päivi Luostarinen	22/22
Eeva Sipilä, until March 31, 2022	4/5
Petter Söderström, as of March 31, 2022	17/17
Vesa-Pekka Takala	22/22
Pierre Vareille	21/22
Julia Woodhouse	22/22

### Diversity principles of the Board of Directors

Diversity of the Board of Directors supports the vision and long-term objectives of the Group. Outokumpu recognizes the importance of a diverse Board, taking age, educational and international background, professional expertise, experience from relevant industrial sectors as well as a well-balanced gender representation into account. The Shareholders' Nomination Board shall take the diversity principles into consideration when preparing its proposals to the Annual General Meeting and the progress in achieving set objectives shall be disclosed annually. The objective of a well-balanced Board structure in terms of gender representation was achieved in 2022.

The review by the Board of Directors is available in the [Financial year](#) section in the Annual report.

### Composition and operations of the Board committees

The Board of Directors has set up two permanent committees consisting of Board members and has confirmed the rules of procedure for these committees. Both committees report to the Board of Directors.

#### Audit Committee

The Audit Committee consists of a minimum of three Board members. At least one of the Committee members shall have an appropriate education and special expertise in corporate finance, accounting or auditing. The rules of procedure for and responsibilities of the Audit Committee have been established in the [Audit Committee Charter](#) approved by the Board of Directors. The task of the Audit Committee is, in greater detail than is possible for the Board as a whole, to deal with matters relating to financial statements, the company's financial position, auditing work, internal controls and compliance matters, the scope of internal and external audits, fees paid to the auditors, the Group's tax position, the Group's financial policies, monitoring and assessing related party transactions and other procedures for managing Group risks. In addition, the Audit Committee prepares a recommendation to the Board of Directors concerning the election of an external auditor and auditing fees at a General Meeting. The Audit Committee met five times during 2022, and the attendance rate was 100%.

### Breakdown of individual attendance at Audit Committee meetings

5 meetings in 2022	Attendance
Päivi Luostarinen	5/5
Eeva Sipilä	1/1
Petter Söderström, as of March 31, 2022	4/4
Vesa-Pekka Takala	5/5
Julia Woodhouse	5/5



## Remuneration Committee

The Remuneration Committee consists of the Chairman of the Board and a minimum of two additional Board members. The task of the Remuneration Committee is to prepare proposals to the Board concerning the appointment of the company's top management and principles relating to the compensation they receive as well as the company's Remuneration Policy and Remuneration Report. The terms of service and benefits of the Leadership Team members other than the CEO, are determined and approved by the Remuneration Committee.

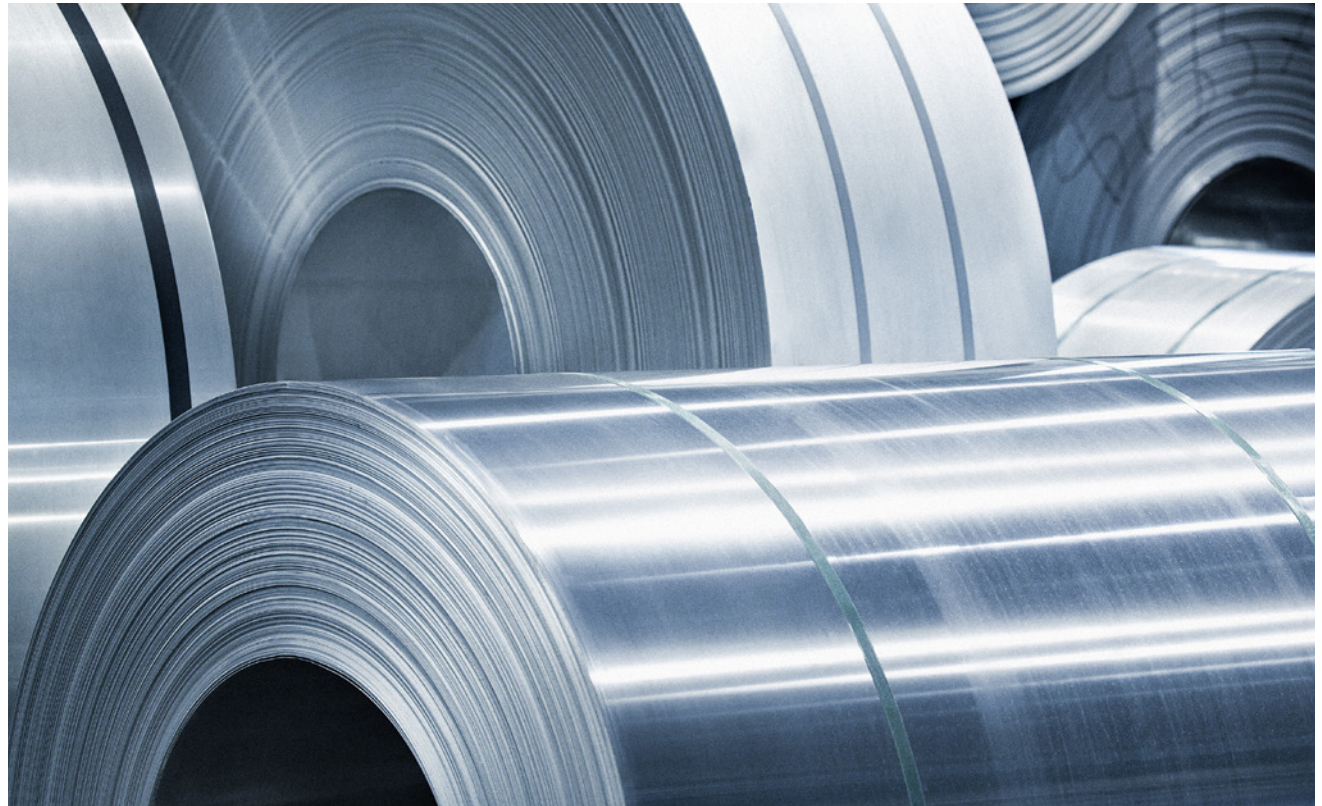
The Committee's rules of procedure are further defined in the [Remuneration Committee Charter](#), approved by the Board. The Remuneration Committee met eight times during 2022, and the attendance rate was 100%.

## Breakdown of individual attendance at Remuneration Committee meetings

8 meetings in 2022	Attendance
Kari Jordan	8/8
Heinz Jörg Fuhrmann	8/8
Kati ter Horst	8/8
Pierre Vareille	8/8

## Temporary working groups

To handle specific tasks, the Board of Directors can also set up temporary working groups consisting of Board members. These working groups report to the Board of Directors. No temporary working groups were set up in 2022.



## Shareholders' Nomination Board

Outokumpu's Annual General Meeting in 2012 resolved to establish a Shareholders' Nomination Board to annually prepare proposals to the Annual General Meeting for the election, composition, and compensation of the members of the Board of Directors.

The Annual General Meeting has adopted a Charter of the Shareholders' Nomination Board, last revised in 2019, which regulates the nomination and composition, and defines the tasks and duties of the Nomination Board.

The Nomination Board consists of five members. Four of the members represent the company's four largest shareholders and the Chairman of the company's Board of Directors, acts as the fifth member of the Nomination Board.

The representatives of the four largest shareholders of the company are annually appointed to the Nomination Board. The largest shareholders of the company are determined on the basis of the shareholders' register of the company and the ownership situation at the closing of Nasdaq Helsinki's last trading day in August. The company's shareholders' register only consists of shareholders who are directly registered in the Finnish book-entry system.

Accordingly, to be eligible for membership in the Nomination Board, a nominee-registered shareholder needs to register the respective shareholding directly in the Finnish book-entry system for at least the said date.

In case a shareholder, who under the Finnish Securities Markets Act has an obligation to announce changes in its shareholdings and to sum up its holdings together with the holdings of certain other parties when doing so (flagging

obligation), presents no later than on August 31 a written request to that effect to the Chairman of the company's Board of Directors, then the holdings of such shareholder and other parties shall be summed up for the purposes of determining the holdings of the largest shareholders.

In case two or more shareholders own an equal number of shares and, as a consequence, the four largest shareholders cannot be determined, the status of these shareholders among the four largest shareholders shall be resolved by drawing lots.

The Chairman of the Board of Directors shall request the four largest shareholders of the company each to nominate one member to the Nomination Board. Should a shareholder wish not to use its nomination right, the right transfers to the next largest shareholder who would otherwise not have a nomination right.

The term of office of the members of the Nomination Board expires annually when a new Nomination Board has been appointed. A shareholder may change its representative in the Nomination Board mid-term, should there be a weighty cause for such a change.

Decisions of the Nomination Board shall be unanimous. If unanimity cannot be reached, members of the Nomination Board shall present their own proposals to the Annual General Meeting individually or jointly with other members of the Nomination Board.

Shareholders with the right to appoint representatives to the Nomination Board in 2022 were Solidium Oy, Varma Mutual Pension Insurance Company, Ilmarinen Mutual

## The Nomination Board prepares proposals for composition and compensation of the members of the Board.

Pension Insurance Company, and the Social Insurance Institution of Finland.

These shareholders nominated the following individuals as their representatives in the Nomination Board: Reima Rytsölä, CEO at Solidium Oy, Pekka Pajamo, CFO at Varma Mutual Pension Insurance Company, Jouko Pölönen, President and CEO at Ilmarinen Mutual Pension Insurance Company, and Outi Antila, Director General at The Social Insurance Institution of Finland. Reima Rytsölä was elected Chairman of the Nomination Board, and Kari Jordan, Chairman of the Outokumpu Board of Directors, served as the fifth member of the Nomination Board.

The Nomination Board convened three times, and the attendance rate was 100%. The Nomination Board has submitted its proposals regarding the Board composition and director compensation to Outokumpu's Board of Directors, and the Board has incorporated these proposals into the notice convening the Outokumpu 2023 Annual General Meeting of Shareholders.

# Executive Management

Biographical details of the CEO and the Leadership Team on December 31, 2022



## Heikki Malinen

### President and CEO

b. 1962, Finnish citizen  
M.Sc. (Econ.), MBA (Harvard)

President and Chief Executive Officer 2020–  
Chairman of the Outokumpu Leadership Team 2020–  
Responsibility: Group management, legal and compliance, safety and health and business area Europe

Employed by the Outokumpu Group since 2020.

### Work experience

President and CEO: Posti Group Corporation (formerly Itella Corporation) 2012–2019  
President and CEO: Pöyry PLC 2008–2012  
Executive Vice President, Strategy, member of the UPM Executive Team: UPMKymmene Corporation, Helsinki, Finland 2006–2008  
President: UPM North America, Chicago, USA 2004–2005  
President of Sales: UPM North America, Chicago, USA 2002–2003  
Managing Partner: Jaakko Pöyry Consulting, New York, USA 2000–2001  
Engagement Manager: McKinsey & Co, Atlanta, USA 1997–1999  
Director, Business Development UPM Paper Divisions, Helsinki, Finland 1994–1996

### Positions of trust

Vice Chairman (2019–2020) and Board member: Outokumpu 2012–2020  
Vice Chairman (2016–2018) and Board member: Service Sector Employers PALTA 2013–2019  
Chairman: Realia Group 2017–2020  
Board member: East Office of Finnish Industries 2012–2019  
Chairman: American Chamber of Commerce (AmCham Finland) 2009–2014  
Board member: Ilmarinen Mutual Pension Insurance Company 2014–2016  
Board member: Federation of Finnish Technology Industries 2011–2012  
Supervisory Board member: Finnish Fair Corporation 2014–2019  
Supervisory Board member: Ilmarinen Mutual Pension Insurance Company 2013  
Board member: Botnia Oy 2006–2008



## Pia Aaltonen-Forsell

### CFO

b. 1974, Finnish citizen  
M.Soc.Sc. (Econ.), MBA

Chief Financial Officer 2019–  
Member of the Outokumpu Leadership Team 2019–  
Responsibility: Financial and business controlling, treasury, mergers and acquisitions, taxation, internal controls and internal audit, investor relations, general procurement, strategy and Transformation Office  
Employed by Outokumpu Group since 2019.

### Work experience

Executive Vice President & CFO: Ahlström-Munksjö 2018  
Chief Financial Officer: Munksjö 2015–2017  
Chief Financial Officer: Vacon 2013–2015  
Senior Vice President, Finance, IT and M&A, Building and Living: Stora Enso 2012–2013  
Senior Vice President & Group Controller: Stora Enso 2009–2012  
Various finance and managerial positions: Stora Enso 2000–2009

### Positions of trust

Board member (2017–) and Audit Committee Chair (2018–): Uponor





### Thomas Anstots

President – business line,  
Advanced Materials

b. 1962, German citizen  
M.Sc. (Mechanical Engineering)

President – business line,  
Advanced Materials 2022–  
Member of the Leadership  
Team 2020–  
Responsibility: Business line  
Advanced Materials within  
business area Europe

Employed by Outokumpu  
since 2012.

#### Work experience

Executive Vice President, Commercial, Business Area Europe  
2020–2022  
Senior Vice President, Head of Sales, Business Area Europe:  
Outokumpu 2019–2020  
Senior Vice President, Sales North: Outokumpu 2014–2018  
Vice President, Sales Central and Service Center Operations:  
Outokumpu 2013  
General Manager: Nirosta Service Center, Inoxum, ThyssenKrupp  
Nirosta 2010–2012  
Managing Director Technology: Service Center Group,  
ThyssenKrupp Nirosta 2005–2009  
Vice President, Business Processes and Applications:  
ThyssenKrupp Nirosta 2002–2004  
Plant Manager, Finish Departments: ThyssenKrupp Nirosta  
1998–2001  
Various Manager and Senior Manager Positions in Cold Rolling  
Mill Production, Thyssen Edelstahl/Krupp Thyssen 1989–1997

#### Positions of trust

Member of the board and Vice Chairman: ISER Germany 2016–



### Stefan Erdmann

Chief Technology Officer

b. 1972, German citizen  
M.Sc. (Eng.)

Chief Technology  
Officer 2020–  
Member of the Leadership  
Team 2020–  
Responsibility: Research and  
development, technology,  
sustainability, investment  
steering and IT

Employed by Outokumpu  
since 2018.

#### Work experience

Senior Vice President and CTO: Outokumpu 2018–2020  
Technical Managing Director: Aluminium Norf GmbH 2015–2018  
Vice President; Global Research and Development: Novelis Inc  
2011–2015  
General Manager; Business Unit Can Europe: Novelis AG 2009–  
2011  
General Manager: Novelis Deutschland GmbH 2007–2009  
Sales Director Painted Products: Novelis Europe 2006–2007  
Various operational and managerial positions: Novelis and Alcan  
1993–2006

#### Positions of trust

Board member: German Steel Association  
(Wirtschaftsvereinigung Stahl) 2020–



## Martti Sassi

### President – business area Ferrochrome

b. 1964, Finnish citizen  
M.Sc. (Eng.)

President, Business Area Ferrochrome 2020–  
Member of the Leadership Team 2020–  
Responsibility: Business area Ferrochrome

Employed by Outokumpu since 1990.

### Work experience

Senior Vice President, Business Area Ferrochrome: Outokumpu 2018–2020  
Senior Vice President – Tornio Stainless and Ferrochrome Operations: Outokumpu 2016–2018  
Senior Vice President – Tornio Stainless Operations: Outokumpu 2012–2016  
Vice President – Tornio Stainless Business Excellence: Outokumpu 2010–2012  
General Manager – Tornio Cold Rolling Plant: Outokumpu 2006–2010  
Various operations and R&D positions: Outokumpu 1990–2006

### Positions of trust

Board member: Technology Industry Employers of Finland 2021–  
Board member: Association of Finnish Steel and Metal Producers 2020–  
Chairman of Board: Chamber of Commerce in Lapland 2020–2021  
Council member: International Chromium Development Association 2019–  
Board member: EuroAlliages 2018–



## Johann Steiner

### Chief Human Resources Officer

b. 1966, German citizen  
M.Sc. (Econ.)

Chief Human Resources Officer 2020–  
Member of the Outokumpu Leadership Team 2013–  
Responsibility: Human resources, Group communications and Global Business Services (GBS)

Employed by Outokumpu since 2013.

### Work experience

Executive Vice President – Human Resources and Organization Development: Outokumpu 2016–2020  
Executive Vice President – Human Resources, IT, Health and Safety: Outokumpu 2013–2016  
Executive Vice President – Human Resources and Health, Safety and Sustainability: Outokumpu Oyj 2013  
Group HR Director: SAG Group GmbH 2012  
Operating Partner: Humatica AG 2010–2012  
Group HR Director: Clariant International AG 2002–2008  
VP Executive Policies: EADS (former DaimlerChrysler Aerospace AG) 1999–2002  
Senior Consultant: Towers Perrin 1993–1998



### **Niklas Wass**

**President – business line,  
Stainless Europe**

b. 1977, Swedish citizen  
M.Sc. (Environmental Science)

President – business line,  
Stainless Europe 2022–  
Member of the Leadership  
Team 2020–  
Responsibility: Business line  
Stainless Europe within business  
area Europe

Employed by Outokumpu  
since 2002.

### **Work experience**

Executive Vice President, Operations, Business Area Europe  
2020–2022  
Senior Vice President, Tornio Operations: Outokumpu 2018–  
2020  
Vice President, Quarto Plate: Outokumpu 2015–2018  
General Manager Production: Outokumpu Degerfors 2010–2015  
Various operational positions: Outokumpu 2002–2010

### **Positions of trust**

Board member: Swedish Steel association (Jernkontoret) 2015–



### **Tamara Weinert**

**President – business  
area Americas**

b. 1965, German citizen  
MBA, M.Sc.

President, Business Area  
Americas 2021–  
Member of the Leadership  
Team 2020–  
Responsibility: Business  
area Americas

Employed by Outokumpu  
since 2012.

### **Work experience**

Acting President, Business Area Americas: Outokumpu 2020–  
2021  
SVP, Sales South & Overseas, Business Area Europe: Outokumpu  
2016–2020  
SVP, Finance & Control, Business Area Europe: Outokumpu  
2013–2016  
VP, Investor Relations: Outokumpu 2012–2013  
Director Treasury, Risk Management, Insurance & Investor  
Relations: Innoxum 2012  
Director, Head of Corporate & Structured Finance: Vattenfall  
2010–2012  
Treasurer: N.V. Nuon 2008–2010  
Risk Management: N.V. Nuon 2000–2008

International postings in India, Pakistan, Singapore, Russia,  
Netherlands, the US and Finland.

### **Positions of trust**

Board member: BCA, the Business Council of Alabama 2022  
Board member: American Iron and Steel Institute 2020–  
Member of the Board of Directors: Mobile Chamber of  
Commerce, Alabama, US 2021–



**Outokumpu shares and share-based rights (parents or subsidiaries) owned by Leadership Team members and his/her controlled corporations on December 31, 2022**

Members of the leadership team	Number of shares
Heikki Malinen	45,459
Pia Aaltonen-Forsell	10,950
Thomas Anstots	76,909
Stefan Erdmann	40,000
Martti Sassi	17,196
Johann Steiner	155,444
Niklas Wass	18,443
Tamara Weinert	30,489
<b>Total</b>	<b>394,890</b>

**CEO and deputy to the CEO**

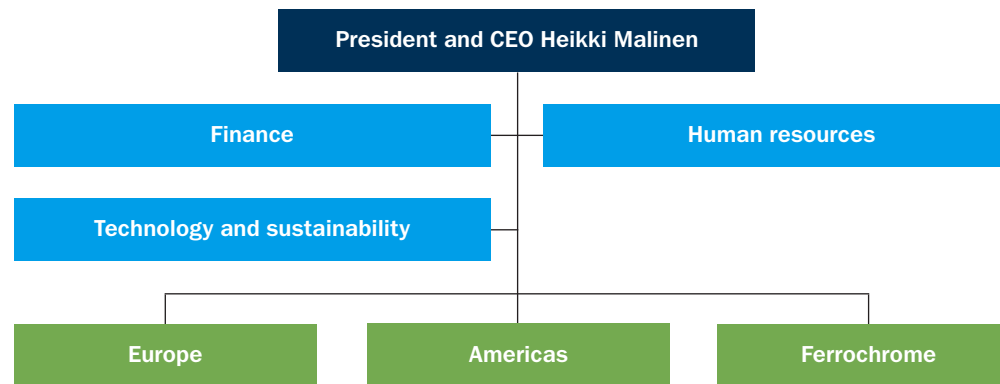
The President and Chief Executive Officer (CEO) is responsible for the company’s operational management, in which the objective is to secure significant and sustainable growth in the value of the company for its shareholders.

The CEO prepares decisions and other matters for the meetings of the Board of Directors, develops the Group’s operations in line with the targets agreed with the Board of Directors, and ensures the proper implementation of Board decisions. The CEO is also responsible for ensuring that the existing legislation and applicable regulations are observed throughout the Group. The deputy to the CEO, if one has been appointed, is responsible for attending to the CEO’s duties in the event that the CEO is prevented from doing so. Currently, no deputy to the CEO has been appointed.

**Leadership Team and Business Area Boards**

The Outokumpu Leadership Team, chaired by the CEO, is a reporting and decision-making forum for steering and managing Outokumpu’s corporate agenda. The Outokumpu Leadership Team consists of the CEO, his/her deputy (if one has been appointed) and other key members of senior management. The Group Functions Board is a sub-section of the Outokumpu Leadership

**Organization structure on Dec 31, 2022**



Team and a monitoring and decision-making forum for the corporate affairs of the Group Functions. The Group Functions Board is chaired by the CEO. Decisions taken by the Group Functions Board are reported to the Outokumpu Leadership Team.

Each Outokumpu business area is steered by a Business Area Board, chaired by the CEO. The Business Area Boards consist of the CEO, the CFO, the Head of the respective business area and selected other key members of senior management.

The decision-making authorities of the Leadership Team and the Business Area Boards follow from the authority of the CEO. It is the duty of these bodies to run and develop the Group’s operations in line with the strategy and targets set by the Board of Directors.

The Leadership Team and the Business Area Board meetings are convened by the CEO. Minutes shall be kept for each meeting.

The Leadership Team, the Group Functions Board and the Business Area Boards typically meet once a month.

**Outokumpu Leadership Team is a reporting and decision-making forum for steering our corporate agenda.**

# Internal controls and risk management

According to the Finnish Limited Liability Companies Act and the Finnish Corporate Governance Code, the Board of Directors is responsible for ensuring that the company's internal controls are appropriately organized. As a listed company, the Group has to comply with a variety of regulations. Furthermore, it is important to ensure that key operational and reporting targets are met. Outokumpu has developed a system of internal controls and implements it throughout the company. The main purpose of the internal control system is to provide management and the Board of Directors with reasonable assurance regarding the achievement of objectives relating to the Group's operations, reporting and compliance. The internal control system consists of the Internal Control Policy and related instructions, common ways of working with clearly defined roles and responsibilities and IT system supported processes.

The risk management policy approved by the company's Board of Directors defines the objectives, approaches, and areas of responsibility in the Group's risk management activities. The risk management process consists of the following five core stages: 1) risk identification, 2) risk evaluation, 3) mitigation actions, 4) control activities, and 5) risk reporting. Read more about [risks and opportunities](#).

## Internal control provides management reasonable assurance.

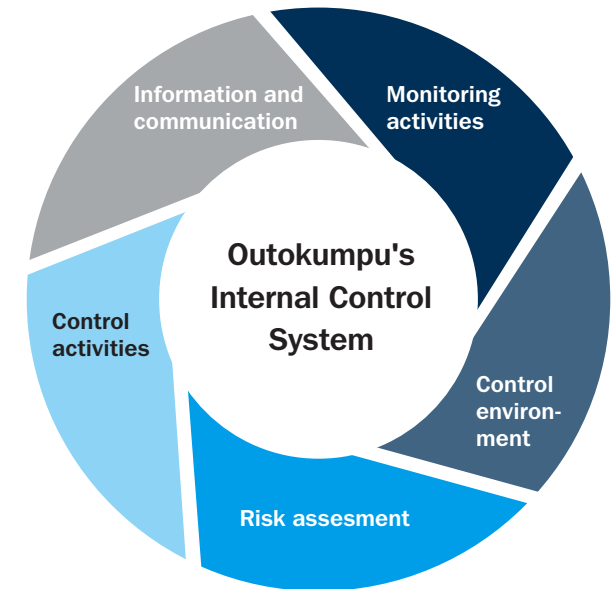
### Internal controls over financial reporting

The purpose of this section is to provide shareholders and other stakeholders with a description of how the internal controls over financial reporting are organized at Outokumpu.

Outokumpu's Internal Control Policy defines main roles, responsibilities, principles, and objectives for the Group's internal control system. Outokumpu applies the COSO Internal Control – Integrated Framework (2013) as main guidance for the internal control system.

The Board of Directors is ultimately responsible for overseeing the system of internal controls and the CEO, supported by other members of executive management, is responsible for implementing and maintaining an efficient system of internal controls. Components of the system include control environment, risk assessment, control activities, information and communication as well as monitoring activities.

Outokumpu's financial reporting follows International Financial Reporting Standards (IFRS) as adopted by the EU. The Outokumpu Accounting Principles are Outokumpu's application guidance on IFRS. Outokumpu also complies with the regulations regarding financial reporting published by the Financial Supervisory Authority (FIN-FSA), Nasdaq Helsinki, and the European Securities and Markets Authority (ESMA). The objective of internal controls over financial reporting at Outokumpu is to provide reasonable assurance that the financial reporting and the preparation of financial statements are in accordance with applicable laws, regulations, and internal requirements.



### Control environment

The foundation of Outokumpu's control environment consists of policies, standards, processes, and structures that provide the basis for the internal control system across the organization and define the ways in which Outokumpu operates. The performance management as well as the risk management and internal control process are key management activities in enabling an efficient control environment. Throughout the Group's operations, the planning activities and the setting of compliance, operational and financial targets are executed in accordance with Outokumpu's overall business targets. Management monitors related achievements. Risks or

### Key Policies relevant to internal controls

#### - Approval Policy

Defines the relevant authorization levels and thresholds within the Outokumpu Group. Applies to the internal approval of contracts and other commitments made by the Business Areas and Group Functions of the Outokumpu Group.

#### - Risk Management Policy

Describes the risk management principles and main rules followed by the Outokumpu Group.

#### - Code of Conduct

Sets out the ethical standards and provides guidelines for a common way of working.

#### - Internal Audit Charter

Describes the main principles and rules followed by the Outokumpu Group in relation to Internal Audit's assignment and underlying values.

#### - Internal Control Policy

Defines main roles, responsibilities, principles, and objectives for Outokumpu's internal control system.

#### - Treasury Policy

Defines objectives and main principles

for Treasury as well as the distribution of related tasks and responsibilities within the Outokumpu Group.

#### - Acceptable Use of IT Policy

Outlines the guidelines of constraints and practices that a user must agree to for access to Outokumpu's network, the internet, and other resources.

#### - Identity and Access Management Policy

Enables the right individuals to access the right resources at the right times for the right reasons.

#### - Corporate Responsibility Policy and Ethics Statement

Aims to guarantee that companies work ethically, considering human rights as well as the social, economic and environmental impacts.

#### - Outokumpu Accounting Principles (OAP)

Sets out the accounting principles and disclosure requirements that must be followed by all legal companies and reporting units in reporting their financial information to the Group.



threats are handled through regular reporting and status review meetings.

### Risk assessment

Risk assessment involves a dynamic and iterative process for identifying and evaluating risks to achieve predefined objectives and it provides the foundation for determining how risks will be managed.

The risks related to the financial reporting are managed according to Outokumpu's risk management policy. The risks related to financial reporting are identified and evaluated in risk workshops or similar, addressing

the risks for the most relevant parts of the financial reporting process.

### Control activities

The objective of control activities is to prevent, discover, and correct potential errors and deviations. Control activities also aim to ensure that authorization structures are designed and implemented in such a way that incompatible tasks (e.g. one person performing a critical activity and being responsible for controlling that activity) are segregated. Control activities are performed at all levels of the organization, at various stages within business processes, and within the key technologies, e.g. ERP systems.

Control activities for the financial reporting consist of different kinds of measures and include reviews of financial reports by Group and business area management teams, the reconciliation of accounts, analyses of the logic behind reported figures, forecasts compared to reported figures, and analyses of the Group's financial reporting processes, among others. A key component is the monitoring of monthly performance against financial and operational targets. These types of control activities take place at different levels of the organization.





### Control activities highlights

- During 2022, implementation of the digital platform for risk and control management continued by stabilizing the process and adding more units and functions into the scope.
- Strengthening of segregation of duties management (SoD) continued in 2022 as per development roadmap by governance and process modelling and through the SoD risk identification. Furthermore, the SoD risk reporting development was started.
- Outokumpu further developed its financial reporting process by increasing efficiencies and effectiveness in financial closing processes through process and timeline harmonization, documenting financial reporting related risks, and increasing the coverage of internal controls in the financial reporting process area.
- Preparations for the next rollout of the new ERP system together with other related IT systems continued.

### Information and communication

Group-wide policies and principles are available to all Outokumpu's employees. Instructions relating to financial reporting are communicated to all of the parties involved. The main communication channels employed are regular controller meetings, Outokumpu's intranet, other easily accessible databases, and email. Finance Leadership Team meetings are organized regularly to share information and discuss issues of topical interest to the Group.

Furthermore, Outokumpu has established Group Functions Board and steering groups in which financial reporting and internal control issues are discussed and reviewed. These groups typically consist of senior members of management and substance experts. Outokumpu's objective is to ensure that common financial processes and reporting practices are followed throughout the Group and that effective internal controls relating to financial reporting are established.

### Monitoring activities

The organization evaluates and communicates internal control deficiencies in a timely manner to the parties responsible for taking corrective action, including executive and senior management, and the Board of Directors, as appropriate. Both management in Outokumpu's group companies and the accounting and controlling functions are responsible for the follow-up and monitoring of internal controls connected with financial reporting. Overall development and monitoring of the internal control process and platform, as well as control testing, are performed by the Group's internal control function. The internal audit function monitors that an appropriate control environment exists across the Group. Risk management, the compliance function, and Outokumpu's auditors are also engaged in the review of control activities. The findings of the review procedures as well as maturity of the system of internal controls are reported to the Board Audit Committee and the Group Functions Board on a regular basis.

### Internal audit

The mission of internal audit is to provide an independent and objective assurance, control, and consulting function designated to add value, improve operations, and monitor and support the organization in the achievement of its objectives.

Through a systematic, disciplined approach, internal audit determines whether governance and compliance processes, the internal control system, and the risk and control management process, as designed and represented by the Board of Directors and the Outokumpu Leadership Team, are effective and efficient.

Group internal audit, with the third-line roles in risk management, performs audits according to the audit plan approved by the Board Audit Committee. Internal audit monitors, together with the compliance function, adherence to Group principles, policies, and instructions, and leads investigations into fraudulent and noncompliant behaviors and activities.

### Key activities in 2022

- In 2022, internal audit performed nine audits, in line with the audit plan. The results of the audits as well as progress in related actions are reported to the relevant management, the Board Audit Committee, and the external auditor.
- Total of 45 misconduct reports were recorded in 2022 (2021: 40), most of the reports leading to recommendations for management actions.

### Planned key activities for 2023

- In 2023, from 8 to 10 site and thematic audits are expected

## Ethics and compliance

Outokumpu is strongly committed to the highest ethical standards and complies with the applicable laws and regulations of the countries in which it operates as well as with the agreements and commitments it has made. Outokumpu's Code of Conduct sets out these ethical standards and provides guidelines for common ways of working with the aim of ensuring that all Outokumpu employees live up to Outokumpu's ethical standards.

Outokumpu's legal and compliance function is responsible for managing and continuously developing Outokumpu's group-wide ethics and compliance program. Outokumpu's ethics and compliance program is described in more detail in the Sustainability review. The legal and compliance function reports to the CEO and to the Outokumpu Leadership Team as well as directly to the Board Audit Committee on ethics and compliance related matters.

Ethics and compliance related matters are also regularly handled in the Compliance Steering Group, consisting of the CEO, CFO, Head of HR, Head of Internal Controls and Internal Audit, General Counsel and Head of Compliance. The Compliance Steering Group met four times in 2022. In addition, a global network of compliance contact persons and several data protection governance bodies support the implementation of the ethics and compliance program in the business areas and group functions.

## Insider management

The company's Insider Rules, the Finnish insider laws and regulations, including the EU Market Abuse Regulation, constitute the primary legal framework for the insider issues relevant to the Group and its employees.

Furthermore, the Regulation on EU Energy Market Integrity and Transparency sets forth similar requirements as the Market Abuse Regulation on dealing with inside information relating to wholesale energy products. As the company is a participant in the wholesale energy market, the company's Insider Rules apply to such energy-related inside information, as applicable.

The persons discharging managerial responsibilities in Outokumpu, in the meaning of the Market Abuse Regulation, include members of the company's Board of Directors, the CEO, and other members of the Outokumpu Leadership Team ("the Management"). The Management together with the persons or companies closely associated with a member of the Management constitutes the so called "Notifying Persons". Outokumpu maintains a non-public list of the Notifying Persons.

Outokumpu applies a restricted period of thirty (30) calendar days before the announcement, as well the day of the announcement, of an interim financial report and a year-end report – so called "Closed Window". During this period, the Management, the persons subject to trading restrictions and any legally incompetent persons under their custody shall not conduct any transactions, on his/her own account or for the account of a third party, directly or indirectly, relating to the company's shares or debt instruments, or derivatives or other financial instruments linked thereto. Separate, non-public, project-specific insider registers are maintained for insider projects. Persons defined as project-specific insiders are those who, in the course of their duties in connection with a project, receive inside information concerning the Group which, if or when realized, is likely to have a significant effect on the value of the company's publicly traded securities.

The company has the obligation to inform the public as soon as possible of inside information that directly concerns the company, unless the company has decided that the publication of the inside information shall be delayed, in accordance with the applicable insider regulations. The publication of inside information shall be made in accordance with the company's Disclosure Policy.

Outokumpu's Head of Legal and Compliance function is responsible for the coordination and supervision of insider topics.

## Related party transactions

The Second Shareholders' Rights Directive (EU), the International Accounting Standards IAS 24, the Companies Act and the Securities Markets Act as well as the Finnish Corporate Governance Code constitute the primary legal framework in the related party transaction principles relevant to the Outokumpu Group and its related parties.

### Definition of related parties and maintenance of the list of related parties

Outokumpu Oyj's related parties are determined in accordance with the International Accounting Standards (IAS 24) and they include, i.a., the Group subsidiaries, members of the parent company's Board of Directors and the Leadership Team as well as their related persons and companies. The company's legal and compliance function maintains a non-public list of Outokumpu Oyj's related parties, which is updated on a regular basis.

### Evaluating related party transactions

A related party transaction is any transaction which is conducted between the Outokumpu Group and a related party of Outokumpu Oyj. Transactions between a company and its related parties are allowed, provided that they promote the purpose and interests of the company and are commercially justified.

Any transactions that are not conducted in Outokumpu Group's ordinary course of business or are not implemented under arms-length terms require specific approval according to the Outokumpu Group's Approval Policy. Any such transactions are escalated for review on the Group's executive level and cross-checked against the related parties. Any related party transactions that are not conducted in Outokumpu Group's ordinary course of business will require a decision by Outokumpu's Board of Directors and a transaction which would be deemed material for Outokumpu's shareholders will also have to be publicly disclosed. The decision making of the Board of Directors also takes provisions on conflicts of interest into account as board members cannot participate in deciding a matter concerning themselves. Board members also have a conflict of interest and cannot

participate in decisions concerning a transaction with one of their related parties if that transaction is not part of the company's ordinary course of business or is not implemented under arms-length terms.

#### Monitoring and reporting related party transactions

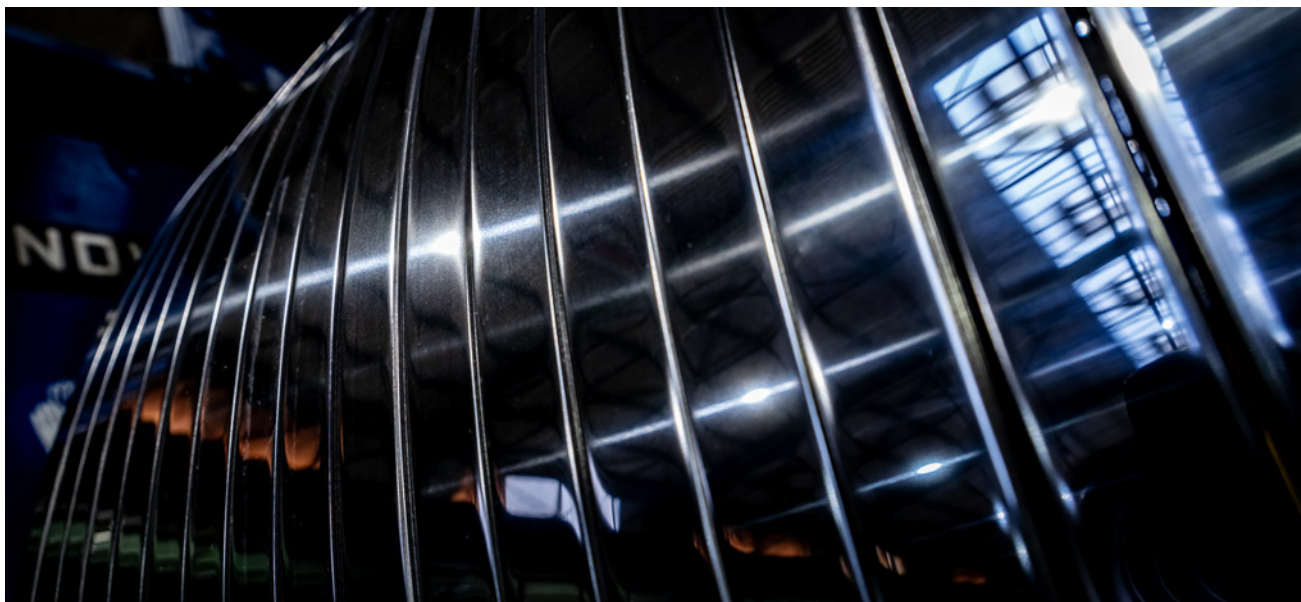
Outokumpu's Audit Committee monitors the evaluation process. Related party transactions are reported to the Audit Committee on a regular basis. Outokumpu's finance and control functions monitor related party transactions regularly in arrears as a part of the company's reporting and control procedures. Information on transactions concluded between the company and its related parties is disclosed annually in the company's consolidated financial statement.

#### Auditors

Under its Articles of Association, the company shall have a minimum of one and a maximum of two auditors. The auditors must be Authorized Public Accountants (KHT) or accounting firms whose mainly responsible auditors are Authorized Public Accountants (KHT). The auditors shall be independent of the company.

The Board of Directors has the duty to make a proposal to the Annual General Meeting as to the election and fees of the auditor. The Annual General Meeting elects the auditors for a term of office ending at the close of the next Annual General Meeting. A proposal to the Annual General Meeting on the election of auditors that has been made known to the Board of Directors prior to the Annual General Meeting will be made public if it is supported by shareholders holding a minimum of 10% of all the company's shares and voting rights and the person or company proposed has consented to such nomination.

The company's auditors submit the statutory auditor's report to the company's shareholders in connection with the company's financial statements. The auditors also report their findings to the Board Audit Committee on a regular basis and at least once a year to the full Board of Directors. The parent company, Outokumpu Oyj, is audited by PricewaterhouseCoopers Oy, and



the responsible auditor is Janne Rajalahti, Authorized Public Accountant. PricewaterhouseCoopers Oy is also responsible for overseeing and coordinating the auditing of all Group companies.

PricewaterhouseCoopers Oy was elected as the Group Auditor in the Annual General Meeting held on March 31, 2022 and has been the Auditor of Outokumpu for six consecutive terms. Both Outokumpu and PricewaterhouseCoopers Oy emphasize the requirement stipulating that the auditor be independent of the company being audited. The PwC Network Independence policy is based on the International Ethics Standards Board for Accountants' (IESBA) Code of Ethics for Professional Accountants.

Outokumpu's Board Audit Committee continuously monitored the non-audit services purchased by the Group from PricewaterhouseCoopers at the global level. In 2022, the auditors were paid fees totaling EUR 2.7 million, of which the non-auditing services accounted for EUR 0.2 million.