



CORPORATE GOVERNANCE

2025



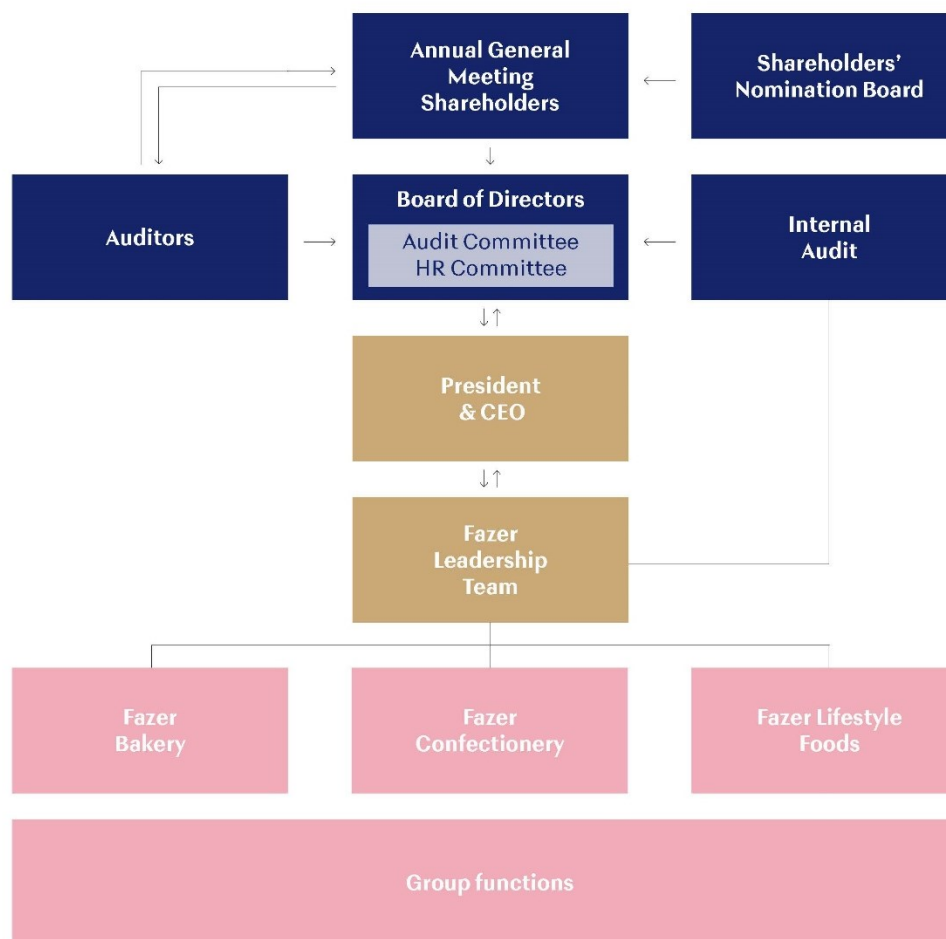
Corporate governance statement 2025

Corporate Governance at Oy Karl Fazer Ab and its subsidiaries (Fazer Group, Fazer, Group, or Company) follows the guidelines and provisions of its Articles of Association, the Finnish legislation and the corporate governance principles, which are based on the Finnish Companies Act. Fazer also applies the Global Reporting Initiative's Sustainability Reporting Guidelines and, to some extent, the Finnish Corporate Governance Code in force adopted by the Securities Market Association. The aim is to support good corporate governance in the Group, maintaining and promoting high-quality decision-making and administration. This statement is published as a separate statement on Fazer's website, as well as in the Annual Report.

FAZER'S GOVERNING BODIES

At Fazer, the General Meeting is the highest governing body of Fazer Group in which the shareholders participate in the supervision, decision-making and control of the Company. The Board of Directors is responsible for the administration and the proper organisation of the operations of the Company. The President and CEO, assisted by the Fazer Leadership Team, oversees the day-to-day operative management of Fazer and its businesses.

Governance model



ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting is held once a year, and before the end of June in Helsinki or Vantaa. The Annual General Meeting addresses issues it is responsible for, according to current legislation and Fazer's Articles of Association. Such issues include

- Adoption of the consolidated and parent company's financial statements;
- Use of the profit shown on the balance sheet;
- Discharging the Board of Directors and the President and CEO from liability;
- Election of the members of the Board of Directors and Auditors and the decision on their remuneration.

According to the Articles of Association, notice of the General Meeting is sent by regular mail at least 14 days before the meeting. Extraordinary General Meetings are held, when the Board of Directors considers it necessary.

Annual general meeting of shareholders in 2025

In 2025, the Annual General Meeting (AGM) of Shareholders was held on 20 March 2025. The AGM adopted the 2024 Financial Statements and resolved to distribute a dividend of EUR 4.00 per share. The AGM discharged the Board of Directors and President and CEO from liability for the financial year 2024, made resolutions concerning the Board members and their number and remuneration, elected the firm of

Authorised Public Accountants and authorised the Board to decide on the repurchase of the company's own shares.

SHAREHOLDERS' NOMINATION BOARD

The Shareholders' nomination board is responsible for preparing proposals regarding the composition of the Board of Directors and the compensation of Board members.

BOARD OF DIRECTORS

The Board of Directors has general jurisdiction in all issues that are not required of other institutions under the Finnish Companies Act and the Articles of Association. According to Fazer's Articles of Association, the Board of Directors consists of no less than five and no more than ten members who are elected annually at the Annual General Meeting of Shareholders.

Under the terms of the Finnish Companies Act, the Board of Directors is responsible for ensuring that the Group's administration and operations are managed appropriately. The Board of Directors has a general obligation to pursue the best interests of the Company and all of its shareholders, to which it is accountable.

The Board of Directors is responsible for:

- approving the Group's strategy, financial and ESG targets

- ensuring that accounting and financial as well as non-financial controls are managed appropriately
- approving annual business plans
- deciding on strategic acquisitions, divestments and strategic investments
- monitoring the financial performance and position of the Group
- overseeing measurement and monitoring of ESG progress against targets
- appointing and when necessary dismissing the Chief Executive Officer (President and CEO) and deciding on the remuneration of the Group's senior management
- approving Fazer's corporate policies in key management areas, such as corporate governance, sustainability, risk management, financial control, treasury, internal control, corporate communications, human resources, environment and code of conduct
- conducting an annual evaluation of its operations and working methods, and
- deciding on other matters falling under the Board's responsibility by law.

The Board of Directors holds at least eight meetings per year. The Financial Statements are approved in April at the latest. The Group's strategy is revised and approved once a year. The business plans for the year and bonus programmes for senior management are approved at the beginning of the year. Additional meetings can be convened, if necessary, by the Chairman of the Board, the President and CEO or a member of the Board.

Board diversity principles

Fazer recognises the importance of diversity at all levels of the Company and is committed to increasing diversity across all its operations. The Board of Directors has adopted the following principles and targets concerning the diversity of the Board of Directors. When designing the composition of the Board of Directors, its composition is assessed from the viewpoint of the Company's current and future business needs while considering the diversity of the Board. Fazer's Board of Directors shall have sufficient and complementary experience and expertise in the key industries and markets relevant to Fazer's business. In addition, personal qualities and integrity are relevant. Consideration shall also be given to the requirements set by Fazer's operations, geographical presence, its development stage and future ambitions. At the end of 2025, Fazer had three female (approximately 38% of total) and five male (approximately 63% of total) Board members, and a total of five different nationalities on the Board.

Board of Directors in 2025

As of 20 March 2025, the Board comprised the following eight members: Mr Casper von Koskull (Chairman), Mr Harry Brouwer, Ms Elisabeth Dreijer von Sydow, Mr Ketil Eriksen, Mr Jan Fazer, Ms Katharina Stenholm, Ms Laura Tarkka and Mr Hubert Weber. Until 20 March 2025, the Board comprised the following eight members: Casper von Koskull

(Chairman), Harry Brouwer, Elisabeth Dreijer von Sydow, Ketil Eriksen, Jan Fazer, Mr Johan Linder, Mr Juhani Mäkinen, Laura Tarkka and Katharina Stenholm. All Board members were determined to be independent except Jan Fazer who is dependent of company and significant shareholders.

During 2025, Fazer's Board of Directors held 11 meetings with an attendance rate of 98%.

The Board addressed a broad array of topics during the meetings. The focus was on Fazer's strategy, Fazer's plans to invest in a new chocolate factory, and business strategies. The Board also closely monitored the company's financial performance. Additionally, external developments, including geopolitical, regulatory and technological developments and issues related to commodities as well as market developments were discussed and followed in the Board meetings.

Chairman of the Board of Directors

The Board of Directors appoints a chairman from amongst its members. The Chairman of the Board of Directors is responsible for managing the activities of the Board, convening the Board and preparing Board meetings in cooperation with the President and CEO. The Chairman works closely and actively with the President and CEO and is well informed on significant issues affecting the Group and its stakeholders. The Chairman and the President and CEO are responsible

for ensuring that the members of the Board are informed about matters concerning the Group and that notices of meetings, agendas and all relevant documents are delivered to the members of the Board of Directors well in advance of meetings.

Committees of the Board of Directors

The Board of Directors nominates committees and appoints committee members. Committees are responsible for preparing issues for decision at the Board of Directors' meetings. Fazer's Board of Directors appoints annually an Audit Committee and an HR Committee.

Audit Committee

The task of the Audit Committee is to assist the Board of Directors in its responsibilities for the appropriate organisation of controls over the Group's accounts and finances. The Audit Committee

- monitors the Group's financial situation, the financial statement reporting processes, the efficiency of internal control, internal auditing, and risk management systems
- oversees external ESG reporting and compliance with relevant ESG reporting frameworks
- monitors ESG processes and controls to ensure accuracy, comparability and consistency of ESG disclosures

- monitors the statutory audit of financial statements and consolidated financial statements
- evaluates the independence of the statutory audit firm, and
- prepares the proposal for resolution on the election of the auditor.

In 2025, the Audit Committee comprised of Jan Fazer (Chairman), Ketil Eriksen, Katharina Stenholm and Laura Tarkka. The Committee held five meetings during the financial period, with an attendance rate of 100%.

HR Committee

The task of the HR (Human Resources) Committee is to assist the Board of Directors in its responsibilities related to employment and remuneration of the President and CEO and the Group's senior management, monitoring the total compensation of the management and incentive programmes of the personnel and to evaluate the management's work including reviewing the employee engagement survey results.

In 2025, the HR Committee comprised of Casper von Koskull (Chairman), Elisabeth Dreijer von Sydow and Harry Brouwer. The Committee met four times during the financial period, with an attendance rate of 100%, and prepared issues for the Board related to, for

example, Fazer's people strategy, leadership and capability development, and incentive programmes.

PRESIDENT AND CEO

The Board of Directors appoints a President for the Group, who is also its Chief Executive Officer. The President and CEO oversees the day-to-day management of the company and its administration in accordance with the company's Articles of Association, the Finnish Companies Act, and the instructions of the Board of Directors, and is assisted in this work by the Leadership Team. The President and CEO's service terms and conditions are specified in writing in the service contract.

The President and CEO of the company is Christoph Vitzthum.

FAZER LEADERSHIP TEAM (FLT)

The Fazer Leadership Team consists of the President and CEO (Chairman), the Managing Directors (MD) of the Business Areas, and the Heads of key Group functions. The duties of the Fazer Leadership Team are to assist the President and CEO in his/her tasks and to draft propositions to the Board. The Fazer Leadership Team also coordinates operations across the Group and secures efficient operations on Group level among other things.

In 2025, the Fazer Leadership Team comprised Christoph Vitzthum (President and CEO, Chairman), Aaron Barsness (EVP, CMO), Jenni Gallagher (EVP, CHRO), Jukka Erlund (EVP, CFO), Sebastian Jägerhorn (EVP, Legal & Compliance), Joséphine Mickwitz (EVP, Communications & Sustainability), Lara Saulo (MD, Fazer Confectionery), Tero Tynkkynen (EVP, CCO) and Krister Zackari (MD, Fazer Lifestyle Foods).

Fazer Group's Extended Leadership Team

In addition to the members of Fazer Leadership Team, the Extended Fazer Leadership Team includes Marko Bergholm (MD, Fazer Bakery Finland), Anne Mere (MD, Fazer Bakery Baltics), Mattias Wivesson (CPO), Patrik Hellgren (MD, Fazer Bakery Sweden), Mats Liedholm (MD, Fazer Sweden) and Mikko Mäkelä (VP, Strategy and M&A).

REMUNERATION

Remuneration of the Board

The Annual General Meeting decides on the remuneration of the Board members based on the recommendation of the Shareholders' Nomination Board. The remuneration of the Board of Directors consists of a fixed fee which is paid in two instalments during the Board period and a meeting specific fee. The Board members do not receive shares or share derivatives as remuneration for their membership nor do they participate in Fazer's incentive programmes. In 2025, remuneration to the Board of Directors totalled EUR 723 thousand.

Remuneration of the President and CEO and the Fazer Leadership Team

The Board of Directors decides on the compensation and benefits of the President and CEO. The HR Committee approves the salary and other benefits of the Fazer Leadership Team. The remuneration of the President and CEO and the members of the Fazer Leadership Team consists of a fixed monthly salary, fringe and other benefits and short- and long-term incentive plans.

Short-term incentive (STI) plan

The Board of Directors decides annually the Short-term incentive (STI) plan structure, terms and performance criteria for the President and CEO and members of the Fazer Leadership Team. In Fazer's 2025 STI plan, the

performance criteria for the President and CEO and FLT members were based on Fazer Group's financial performance and either Group-level or relevant Business Area/Unit financial performance and either Group-level or relevant Business Area/Unit ESG performance (avoidable food loss and lost time accident frequency, LTAF) depending on the role in question.

Long-term incentive (LTI) plan

Fazer's Long-term incentive (LTI) plan is an incentive programme aiming to drive the success of the company and to engage and motivate key employees to strive for Company's long-term success. Fazer's LTI plan structure, terms, performance criteria, earning potential and the eligible target group are defined annually, in the beginning of each performance period, by Fazer's Board of Directors.

The eligible employees will receive the reward, if the performance criteria set by the Board of Directors are achieved. Once the LTI outcome has been approved by the Group's Board of Directors, one-third of the earned LTI reward is paid during the following spring succeeding the performance period. To support retention, two-thirds of the earned LTI is banked, one-third of the full reward is paid in the second year and one-third in the third year succeeding the performance period. In Fazer's 2025 LTI plan, the performance criteria were based on Fazer Group's Net Sales and EBITA.

Period of notice and retirement

The President and CEO's period of notice is six (6) months for the individual and twelve (12) months for the Company unless otherwise decided. If the President and CEO's executive contract is terminated, any payable remuneration is determined in compliance with local legislation, Company policies, contractual obligations and the terms and conditions of the applicable short- and long-term incentive and benefit plans. In the event that the Company terminates the President and CEO agreement, any severance payment will generally not exceed the value of twelve (12) months fixed base salary and financial benefits (excluding bonus). The President and CEO has the possibility to retire at 62 years of age. The President and CEO is entitled to a supplementary pension that exceeds the statutory scheme. Some of the members of the Fazer Leadership Team have a collective pension arrangement, which gives them the right to retire at the age of 62.

President and CEO and Fazer Leadership Team

EUR thousand	2025	2024
Paid salary	2,688	2,638
Short-term benefits	912	1,007
Long-term benefits	929	552
Total salary	4,529	4,196
Fringe benefits	95	109
Total	4,624	4,305

EXTERNAL CONTROL

External Audit

The Group has one auditor, which shall be an audit firm. The auditor is elected by the Annual General Meeting to audit the accounts for the ongoing financial year. Its duties cease at the close of the subsequent Annual General Meeting. The auditor, in addition to fulfilling general competency requirements, must comply with certain legal independence requirements guaranteeing the execution of an independent and reliable audit. The auditor is responsible for auditing the Group's accounts, financial statements and administration. The details of these duties are contained in the relevant legislation and regulations governing good auditing practice. The auditors participate in the meeting of the Board of Directors devoted to the consideration of the Group's Financial Statements and to meetings of the Audit Committee.

The 2025 Annual General Meeting elected PricewaterhouseCoopers Oy as the company's auditor, with Martin Grandell, Authorised Public Accountant, acting as the principal auditor.

INTERNAL CONTROL AND RISK MANAGEMENT

The purpose of internal control and risk management is to ensure that the Company's operations are effective, that financial and other information is reliable, and that the Company complies with the relevant regulations and operating principles. The Board of Directors,

assisted by the Audit Committee, is responsible for monitoring and assessing the effectiveness of the Company's internal control and risk management systems. Internal audit assists the Board of Directors with its monitoring responsibility by ensuring that the Group's control measures have been planned and set up effectively.

Internal control covers all the policies, processes, procedures and organisational structures within Fazer that help the management, and ultimately the Board, ensure that Fazer achieves its objectives, that the business conduct is ethical and in compliance with all applicable laws and regulations, that the Company's assets, including its brand, are safeguarded, and that its financial reporting is correct. Internal control is not a separate process or set of activities but is embedded in Fazer's operations. The system of internal control operates at all levels of Fazer. Fazer maintains and develops its internal control system with the ultimate aim of improving its business performance and, at the same time, complying with laws and regulations in the countries where it operates.

Internal Audit

The role of Fazer's internal audit is to enhance and protect corporate value by providing independent, objective assurance and to contribute to the continuous improvement of risk management and internal controls. Internal Audit reports to the Audit

Committee. Internal Audit conducts audit assignments according to the annual audit plan that is approved by the Audit Committee. The results of these assignments are regularly reported to Group Management, auditors and the Audit Committee.

Risk management

Risk management is an important part of the management system of Fazer Group. The Board of Directors approves the risk management policy and monitors its compliance. Risk management is a continuous and systematic process, and its task is to support the implementation of the Group's strategy and business targets, secure the identification of risks affecting the company's business, assess, monitor and anticipate threats and opportunities affecting business, and ensure the continuity of operations.

The management of the Business Areas, Business Units and Group functions is responsible for the identification and evaluation of strategic, operational and sustainability risks of their respective areas and for mitigating these risks as part of their operative activities. Financial risks are managed by Group Treasury.

The Group's Chief Financial Officer (CFO) is responsible for the management development and reporting of risk management to the Board and the Audit Committee.

The CFO also supports the Business Areas, Business Units and Group functions in risk management.

Fazer defines risk as external or internal uncertainty that may affect the Group in the execution of its strategy, achievement of its goals or continuity of its

businesses. Risks may be caused by events within Fazer, or by external conditions or events. For the identification and monitoring of risks, these are divided into four categories: strategic risks, operational risks, hazard risks and financial risks. ESG risks are integrated in all four categories.

Fazer Group's key risks for 2025 are described in the Board of Directors' Report in conjunction with the Consolidated Financial Statements.

Board of Directors



CASPER VON KOSKULL

b. 1960

M. Sc. (Economics)

Chairman since 2022

Independent of company and significant shareholders

Primary working experience

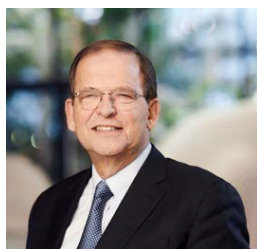
CEO of Nordea Bank AB 2015-2019. Long career in international banking including Partner at Goldman Sachs.

Other positions of trust

Chairman of European Business Leaders Convention (EBLC). Board Member of Citigroup Inc, Stena AB and A. Ahlström Oy.

Principal competencies

Business Leadership, Finance, Governance, Global Business, Sustainability & ESG, Operative Management.



HARRY BROUWER

b. 1958

Master of Business

Administration

Member since 2023

Independent of company and significant shareholders

Primary working experience

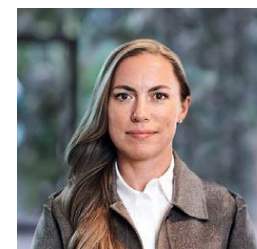
CEO of Unilever Food Solutions 2014-2021. Executive Vice President & Chairman of Unilever DACH 2009-2015. Chairman of Unilever Benelux 2005-2009.

Other positions of trust

Vice Chairman of Supervisory Board of University Medical Centre Groningen since 2021. Advisory Board Cornelis Vrolijk Seafood BV since 2021. Founder/CEO of The Accelerator Company. Non-Executive Director of B&M 2014-2018.

Principal competencies

Business Leadership, Global Business, Industry, Innovation, Sustainability & ESG.



ELISABETH DREIER VON SYDOW

b. 1985

M. Sc. (Business

Administration and

Intellectual Capital

Management)

Member since 2021

Independent of company and significant shareholders

Primary working experience

Private equity investment professional at Adelis Equity 2013-2023. Investment banking at Handelsbanken Capital Markets 2010-2013. Private equity Associate at Collier Capital in 2010.

Other positions of trust

Board member of United Bankers Oyj.

Principal competencies

Business Leadership, Finance, Governance.



KETIL ERIKSEN

b.1963

B. Sc. (Economics)

Member since 2009

Independent of company
and significant
shareholders

Primary working experience

Senior Advisor & Private Investor since 2009. CEO Vin
& Sprit AB / The Absolut Company 2004-2009.

Other positions of trust

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Principal competencies

Business Leadership, Global Business, Industry,
Finance, Governance, Operative Management.



JAN FAZER

b.1975

Member since 2012

Dependent of company
and significant
shareholders

Primary working experience

Several positions in Fazer Group related to business
and strategy development as well as financing.

Other positions of trust

Board member of Oy Cacava Ab.

Principal competencies

Finance.



KATHARINA STENHOLM

b.1967

Dr. Tech. Biotech and

Applied Biochemistry

Member since 2024

Independent of company
and significant shareholders

Primary working experience

Chief Sustainability Officer of dsm-firmenich 2023-.
Chief Sustainability Officer of Pepsico Europe 2022-
2023. SVP Chief Cycles & Procurement Officer of
Danone 2017-2021. CEO of SABMiller Procurement
GmbH 2014-2016, CEO of Polttimo Group 2005-2010.
Non-executive board memberships.

Other positions of trust

Council member, World Business Council for
Sustainable Development 2023-. Member of the
WBCSD Food & Agriculture Board 2019-2021, 2023-.

Principal competencies

Business Leadership, Global Business, Governance,
Industry, Innovation, Operative Management,
Sustainability & ESG.



LAURA TARKKA

b. 1970

M. Sc. (Engineering)

Member since 2021

Independent of company
and significant
shareholders

Primary working experience

COO Scandic Hotels Finland, Germany and Poland
2023-. MD of Gigantti Oy 2020-2023. CEO Kämp
Collection Hotels Oy 2014-2020. CFO & Deputy CEO
Diacor Terveyspalvelut Oy 2013-2014.

Other positions of trust

Board member of Caruna Oy, Caruna Espoo Oy and
MaRa Ry.

Principal competencies

Business Leadership, Operative Management.



HUBERT WEBER

b. 1962

Master of Business

Administration

Member since 2025

Independent of company
and significant shareholders

Primary working experience

Executive Vice President and President, Mondelez
Europe 2013-2019, President, Coffee, Global and
Europe, Kraft Foods 2010-2013, Vice President and
General Manager, Kraft Foods, DACH Area (2009-
2010), Iberia (2007-2009) and Tassimo Global (2003-
2007).

Other positions of trust

Board member of Migros since 2020, President of
Audit Committee of Migros Group since 2024. Board
member of MSM AG since 2023. President of the
Board of Food&Drink Europe Federation 2013-2021,
continued membership after presidency 2021-ongoing.
Board member of JDE JacobsDouweEgberts 2015-2018.

Principal competencies

Business Leadership, Global Business, FMCG,
Innovation, Transformation.

Fazer Leadership Team

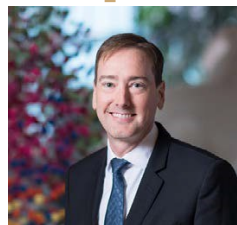


CHRISTOPH VITZTHUM

b. 1969

President and CEO,
Fazer Group

Master of Economic
Sciences



AARON BARSNESS

b. 1973

Chief Marketing Officer and
Executive Vice President,
Fazer Group

Bachelor of Arts, Biology
and Environmental Studies



JUKKA ERLUND

b. 1974

Chief Financial Officer and
Executive Vice President,
Fazer Group

Master of Economic
Sciences, eMBA



JENNI GALLAGHER

b. 1972

Chief HR Officer and
Executive Vice President,
Fazer Group

Bachelor of Arts (Business
& Human Resources
Management)



SEBASTIAN JÄGERHORN

b. 1969

Legal and Executive Vice
President, Fazer Group

Master of Laws, Master of
Economic Sciences



JOSÉPHINE MICKWITZ

b. 1968

Communications &
Sustainability and
Executive Vice President,
Fazer Group

Master of Economic
Sciences



LARA SAULO

b. 1972

Managing Director, Fazer
Confectionery and
Executive Vice President,
Fazer Group

Master of Economic
Sciences



TERO TYNKKYNEN

b. 1969

Chief Commercial Officer
and Executive Vice
President, Fazer Group

Graduate in Economics and
Business Administration



KRISTER ZACKARI

b. 1963

Managing Director, Fazer
Lifestyle Foods and
Executive Vice President,
Fazer Group

Bachelor of Economic
Sciences



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