

SUOMEN OSUUSKAUPPOJEN KESKUSKUNTA (SOK)

CORPORATE GOVERNANCE STATEMENT 2025

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Suomen Osuuskauppojen Keskuskunta (SOK) is a Finnish cooperative, subject to the provisions of the Cooperatives Act and other regulations concerning the operations of its business areas, as well as SOK's Statutes. The operations of the subsidiaries are regulated by, among others, the Limited Liability Companies Act, and SOK Corporation's operations are governed by the operating principles, operating policies and investment and authorisation guidelines confirmed by SOK's Executive Board, as well as the Rules of Procedure confirmed for the different bodies.

On 4 June 2024, the Securities Market Association approved the 2025 Corporate Governance Code for listed companies (available at http://cgfinland.fi/), which entered into force on 1 January 2025. According to a statement published by the Finland Chamber of Commerce in 2006, not only listed companies but also other nationally significant organisations should comply with the Corporate Governance Code. Compliance must be applied to the extent possible in view of the organisations' specific characteristics, in accordance with the "comply or explain" principle, meaning that any deviation and the reasons therefor must be disclosed. SOK adheres to the Corporate Governance Code to the extent relevant and appropriate, taking into account its cooperative form of business and special characteristics.

This Corporate Governance Statement and the accompanying Remuneration Report have been prepared in accordance with the recommendations of the Corporate Governance Code. SOK will present the Statement as a separate report.

S Group consists of the cooperatives and SOK, which is owned by the cooperatives, as well as each of their subsidiaries. The purpose of S Group is to provide co-op members with services and benefits. SOK provides procurement, expert and support services to the cooperatives. SOK is also responsible for the strategic steering of S Group and the development of the business chains.



Deviations from the Corporate Governance Code

The Corporate Governance Code was drawn up for listed companies, and its recommendations complement the obligations prescribed by legislation applicable to such listed companies. It is therefore not fully applicable to SOK. SOK's deviations from the Corporate Governance Code are largely attributable to the fact that SOK is a cooperative whose member cooperatives are consumer cooperatives.

Each SOK member cooperative may admit only natural persons as members, and each member may hold only one share.

The purpose of the operations of the member cooperatives of SOK is to provide members with services and benefits, not to generate profit for shareholders. To fulfil this purpose and to ensure effective owner control and owner participation, SOK has a Supervisory Board. The deviations are intended to improve communication and decision-making in SOK's governance. The governance structure, which includes a Supervisory Board, provides member cooperatives with broader opportunities to influence SOK's operations.

On the basis of the above, SOK's material deviations from the Corporate Governance Code are as follows:

- In accordance with the Statutes, SOK has a two-tier governance model; in other words, in addition to the Executive Board and the CEO, the cooperative has a Supervisory Board.
- In accordance with the Statutes, the Supervisory Board elects the Executive Board (Recommendation 5) on the basis of the two-tier governance model.
- In accordance with the Statutes, SOK's Annual Cooperative Meeting elects the members of the Supervisory Board for three calendar years at a time, so that approximately one third of the members of the Supervisory Board retire each year (Recommendation 6). The three-year term of office is justified by the need to maintain continuity in the work of the Supervisory Board.
- In accordance with the Statutes, SOK's Chief Executive Officer (managing director) serves as Chair of the Executive Board (Recommendation 21). This deviation is justified by the fact that the Supervisory Board oversees the management of the cooperative by the Executive Board and the CEO.
- In accordance with the Statutes, the Supervisory Board resolves to determine the basis for the CEO's (managing director's) remuneration (Recommendation 22). This deviation is justified by the fact that the Supervisory Board elects the CEO, who serves as Chair of the Executive Board.
- SOK has a remuneration policy; however, its content differs from the remuneration policy required by the legislation governing listed companies referred to in the Corporate Governance Code.
  - The legislation governing listed companies does not apply to SOK.
  - In accordance with the Statutes, the Annual Cooperative Meeting decides on the remuneration of the Chair, Vice Chairs and other members of the Supervisory Board.
  - Furthermore, under the Statutes, the Supervisory Board resolves to determine the basis for the CEO's remuneration, and the Chair of the Supervisory Board, together with the Vice Chairs, determines the CEO's remuneration in accordance with the basis of remuneration resolved by the Supervisory Board. In accordance with the Statutes, the Chair of the Supervisory Board also determines, together with the Vice Chairs and on the proposal of the CEO, the remuneration of the members of the Executive Board in the service of the cooperative, in accordance with the basis of remuneration set by the Supervisory Board.
- The reporting on SOK's remuneration policy is not fully in line with the remuneration reporting requirements applicable to listed companies under the Securities Markets Act and the Ministry of Social Affairs and Finance Decree on the remuneration policy of and remuneration report by the organisation issuing shares ("legislation governing listed companies") (Recommendations 1, 4, 17, 20 and 22).
- SOK's Supervisory Board has established an Audit Committee, but its duties, operations and composition differ from the requirements of mandatory audit legislation applicable to listed companies, because they are not applied to SOK (Recommendation 16).

SOK and S Group

S Group is a group of companies that consists of SOK and its member cooperatives, as well as subsidiaries owned by each of them. The purpose of S Group is to provide co-op members with services and benefits. SOK provides the cooperatives with procurement, expert and support services, and it is responsible for S Group's strategic steering and the management and development of the business chains.

In accordance with its Statutes, the purpose of SOK is to provide services primarily for the cooperative members and other companies belonging to the S Group. For this purpose, SOK shall:

1. promote and develop the operations of the cooperative enterprises and other companies belonging to S Group, as well as steer and supervise the efficient use of the S Group´s overall resources;
2. monitor the operations and interests of S Group and its segments;
3. manage the centralised support and service operations required by S Group;
4. engage in business activities in Finland and abroad, in its own name or through its subsidiaries and associated companies.

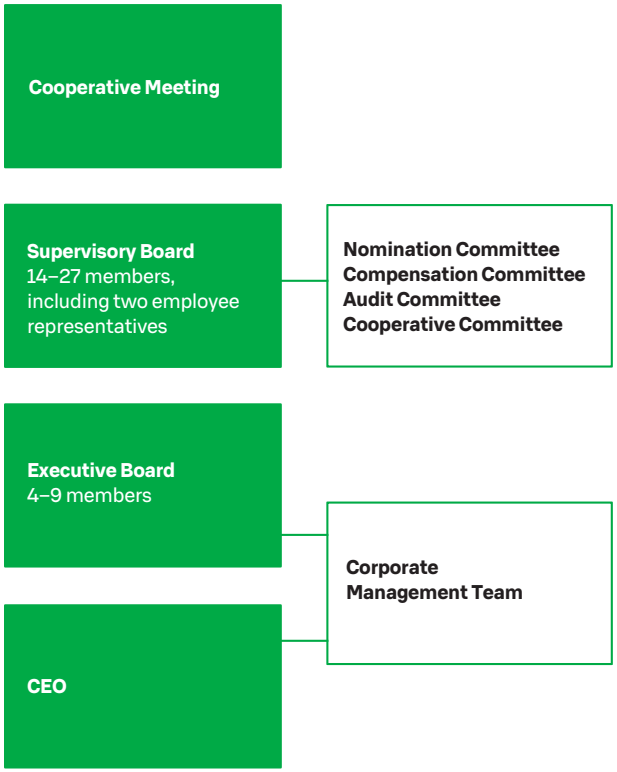
SOK Group (**SOK Corporation**) comprises the parent cooperative SOK and its wholly owned subsidiaries. SOK Corporation's organisational structure (including SOK's commercial subsidiaries; the companies shown indented are subsidiaries of the company shown above them):

SOK Liiketoiminta Oy
- Sokotel Oy
- Kiint. Oy Oulun Vaakuna
- AS Sokotel
- SOK Retail Int. Oy
- Prisma Peremarket AS

Inex Partners Oy
Meira Nova Oy
Reila Palvelut Oy
Jollas-Opisto Oy
S-Business Oy
S-Yrityspalvelu Oy
FSTP Real Estate Oy
SOK Fund Management Oy
S-Verkkokauppa Oy

SOK's governance model

In deviation from the Corporate Governance Code, SOK has a two-tier governance model, which consists of the Cooperative Meeting, Supervisory Board, Executive Board and CEO (managing director) as illustrated in the diagram below. The CEO is assisted in the operational management of the company by the Corporate Management Team.



Cooperative Meeting

The members (owners) of SOK exercise their decision-making power at the Cooperative Meeting. The Cooperative Meeting makes decisions on matters that fall within its sphere of responsibility in accordance with the Cooperatives Act and SOK's Statutes. Each SOK member cooperative is entitled to appoint up to five meeting representatives to the Cooperative Meeting. All meeting representatives have the right to speak; however, only one of them is entitled to exercise the cooperative's voting rights. The exercise of ownership rights and voting rights is based on the members' ownership shares and SOK's Statutes.

The Annual Cooperative Meeting attends to the matters prescribed by law and the Statutes, such as adopting the financial statements, distributing the surplus shown on the balance sheet, and discharging the members of the Supervisory Board and Executive Board from liability, as well as the election and remuneration of the Supervisory Board and the auditors. In addition, the Cooperative Meeting attends to other matters included on the agenda. An Extraordinary Cooperative Meeting may be convened when necessary.

In accordance with the Statutes, the members of the Supervisory Board are elected at the Cooperative Meeting on the basis of proposals made by delegates of the cooperative enterprises.

In 2025, the Annual Cooperative Meeting was held on 29 April. The meeting attended to the matters on its statutory agenda. No Extraordinary Cooperative Meetings were held in 2025.

Supervisory Board

In accordance with the Statutes, SOK has a Supervisory Board. The Supervisory Board convenes at the invitation of the Chair as often as matters require, or when the Executive Board so proposes.

Composition and Election

The Supervisory Board has 14–27 members, of whom 12–25 are elected by the Cooperative Meeting based on proposals from the cooperatives. The members of the Supervisory Board are elected for a term of three years. The term of office begins at the close of the meeting at which the member is elected and ends at the close of the third Annual Cooperative Meeting following the election. The terms of office of the members of the Supervisory Board are staggered to secure continuity, such that approximately one third of the terms of office expire each year.

In accordance with the Statutes, a person who has turned 68 before the commencement of the term of office may not be elected as a member of the Supervisory Board.

SOK promotes the consideration of diversity among the members of the Supervisory Board, including age and gender distribution, when seeking new members.

In addition to the members elected by the Cooperative Meeting, SOK's Statutes provide that SOK's personnel may, pursuant to the Act on Personnel Representation in the Administration of Undertakings[1], nominate two members for the Supervisory Board from among its members, as well as personal deputies for them. The term of office of the personnel representatives on the Supervisory Board is in practice determined by the decisions of personnel groups regarding the election of representatives. The purpose of personnel representation is, inter alia, to provide employees with an opportunity to influence SOK's organisation, to improve communication and decision-making, and to strengthen trust between management and personnel. The employees' representatives do not, however, participate in the processing of matters relating to the selection or dismissal of the company's management, its contract terms, the terms and conditions of employees' employment contracts or industrial action.

At its first meeting held after the Annual Cooperative Meeting, the Supervisory Board elects a Chair as well as the First and Second Vice Chairs from among its members for a term of one year. The Chair of the Supervisory Board and the two Vice Chairs assist the Supervisory Board in performing its duties. In addition, the Chair and the Vice Chairs decide, for example, on the remuneration of the CEO in accordance with the guidelines provided by the Supervisory Board. The Chief Executive Officer attends the meetings of the Chair and the Vice Chairs.

Duties

The role of the Supervisory Board is to represent the vast group of members of the cooperative and to act as a forum in which the cooperative's common position on S Group's key strategic matters is defined. Its duty is to determine overall policies and safeguard the interests of the members. The Supervisory Board confirms S Group's and SOK Corporation's strategy and the key objectives of

[1] Currently referred to as the Act on Co-operation within Undertakings.

SOK Corporation, on the proposal of the Executive Board and monitors their implementation.

The Supervisory Board is responsible for supervising the management of the cooperative by the Executive Board and the CEO, in accordance with the law, the Statutes, Cooperative Meeting resolutions, the decisions of the Supervisory Board, and the interests of the cooperative. In addition, the Supervisory Board approves and, where necessary, expels members of the cooperative, and appoints and dismisses the Chief Executive Officer and other members of the Executive Board. The Supervisory Board also decides on the remuneration of Executive Board members other than those employed by the cooperative.

In addition, the Supervisory Board confirms the key principles of cooperation between the cooperatives and SOK Corporation and confirms the general financial target levels for S Group's operations.

The Supervisory Board receives from the CEO and the Executive Board, on a regular basis, the information necessary for the performance of its duties. In practice, such information is provided in connection with the meetings of the Supervisory Board. The Chair and Vice Chairs of the Supervisory Board are entitled to attend the meetings of the Executive Board and to exercise the right to be heard thereat.

The main duties and working principles of the Supervisory Board are defined in SOK's Statutes and the Rules of Procedure based thereon, as approved by the Supervisory Board. The Rules of Procedure are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

Committees of the Supervisory Board

In accordance with the Statutes, the Supervisory Board establishes committees as it deems necessary. The Supervisory Board has currently established four committees: the Nomination Committee, the Compensation Committee, the Audit Committee and the Cooperative Committee, each of which has its own Rules of Procedure.

Nomination Committee

The Nomination Committee prepares matters related to the selection of the CEO and the members of the Executive Board. The Nomination Committee consists of the Chair of the Supervisory Board, the First and Second Vice Chairs of the Supervisory Board and two other members elected by the Supervisory Board from among its members. The Chair of the Nomination Committee is held by the Chair of the Supervisory Board, and its Vice Chair is held by the First Vice Chair of the Supervisory Board. The Supervisory Board's election procedure ensures the owners' ability to influence the composition of the Executive Board and thus the operations of SOK as a whole.

The terms of office of the members of the Nomination Committee expire upon the appointment of a new Nomination Committee.

The Rules of Procedure of the Nomination Committee are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

The Nomination Committee convened five times during 2025, and its members' attendance rate was 96%. The Committee presented the Supervisory Board with its

In 2025, the Nomination Committee comprised the following members of the Supervisory Board:

Name	Born	Education	Principal Occupation	Role	Meeting attendance rate (%)
Timo Santavuo	1960	LLM with court training, laamanni (Finnish honorary title)	Attorney-at-Law	Chair of the Supervisory Board	100%
Jarkko Rautaoja	1964	MSc (Tech)	Managing Director	First Vice Chair of the Supervisory Board	100%
Tapio Finér	1968	MBA	Managing Director	Second Vice Chair of the Supervisory Board	80%
Anne Mäkelä	1965	LLM with court training	Attorney-at-Law	Member of the Supervisory Board	100%
Heli Puura	1965	LLB, eMBA	Director	Member of the Supervisory Board	100%

proposal for the composition of the Executive Board on 3 December 2025.

Compensation Committee

The Compensation Committee's task is to assess and develop the remuneration systems and principles applicable to governing bodies of cooperatives belonging to the S Group, and to issue recommendations thereon and on remuneration to the governing bodies of the cooperatives. The Compensation Committee also prepares proposals concerning remuneration for the members of the Executive Board and the Supervisory Board and their committees, for the relevant governing bodies to decide on. The Compensation Committee consists of the Chair of the Supervisory Board, the First Vice Chair of the Supervisory Board and three other members elected by the members of the Supervisory Board from among its members.

The Compensation Committee convened five times during 2025, and its members' attendance rate was 96%. The Committee presented the Supervisory Board with its proposal for remuneration of the members of the Executive Board on 3 December 2025.

The Rules of Procedure of the Compensation Committee are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

Audit Committee

The Audit Committee assists and supports the Supervisory Board in overseeing the management of the Executive Board and the governance of the cooperative.

In 2025, the Compensation Committee comprised the following members of the Supervisory Board:

Name	Born	Education	Principal Occupation	Position	Meeting attendance (%)
Timo Santavuo	1960	LLM with court training, laamanni (Finnish honorary title)	Attorney-at-Law	Chair of the Supervisory Board	100%
Jarkko Rautaoja	1964	MSc (Tech)	Managing Director	First Vice Chair of the Supervisory Board	100%
Sinikka Kelhä	1964	LLM with court training	Attorney-at-Law	Member of the Supervisory Board	80%
Sami Kettunen	1969	MSc (Econ)	Managing Director	Member of the Supervisory Board	100%
Antti Latola	1959	LLM with court training	Attorney-at-Law	Member of the Supervisory Board	100%

In 2025, the Audit Committee comprised the following members of the Supervisory Board:

Name	Born	Education	Principal Occupation	Position	Meeting Attendance (%)
Tapio Finér	1968	MBA	Managing Director	Second Vice Chair of the Supervisory Board	100%
Perttu Huusko	1978	Licentiate of Science (Econ.)	Senior Lecturer	Member of the Supervisory Board	100%
Mika Rantanen	1959	MA (Education)	Retired	Member of the Supervisory Board	100%
Marco Roth	1971	Master of Health Sciences	Development Manager	Member of the Supervisory Board	100%
Kari Suninen	1963	MSc (Tech)	Managing Director	Member of the Supervisory Board	100%

The Audit Committee consists of the Second Vice Chair of the Supervisory Board and two to four other members elected by the Supervisory Board from among its members.

The Audit Committee convened three times during 2025, and its members' attendance rate was 100%.

The Rules of Procedure of the Audit Committee are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

Cooperative Committee

The Cooperative Committee assists the Supervisory Board in ensuring compliance with and the implementation of cooperative principles within S Group. The Cooperative Committee consists of the First Vice Chair of the Supervisory Board and four other members elected by the Supervisory Board from among its members.

The Cooperative Committee convened four times during 2025, and its members' attendance rate was 90%.

The Rules of Procedure of the Cooperative Committee are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

Chair of the Supervisory Board

In addition to chairing the meetings of the Supervisory Board, the Chair of the Supervisory Board has the following duties, amongst others:

- Acting as the administrative supervisor of the CEO
- Preparing Supervisory Board meetings together with the Executive Board
- Deciding together with the Vice Chairs of the Supervisory Board, on the remuneration of the CEO (managing director) in accordance with the remuneration criteria set by the Supervisory Board
- Issuing notice of Cooperative Meetings on behalf of the Supervisory Board

Financial Year 2025

The Supervisory Board had 19 members and two personnel representatives. The Supervisory Board convened five times during the year. The attendance rate was 98%.

In 2025, the Cooperative Committee comprised the following members of the Supervisory Board:

Name	Born	Education	Principal Occupation	Position	Meeting Attendance (%)
Jarkko Rautaoja	1964	MSc (Tech)	Managing Director	First Vice Chair of the Supervisory Board	100%
Mathias Kivikoski	1973	MSc (Econ)	Managing Director	Member of the Supervisory Board	100%
Mikko Lassila	1969	MSc (Agriculture)	Agriculture and forestry entrepreneur	Member of the Supervisory Board	100%
Martti Lokka	1967	Bachelor of Engineering, AIT, ITS	Managing Director, Building Manager	Member of the Supervisory Board	80%
Harri Lämsä	1979	LLM with court training	Managing Director	Member of the Supervisory Board	80%

In 2025, the members of the Supervisory Board were as follows:

Name	Born	Education	Principal Occupation	Domicile	Term Expires	Meeting Attendance
Timo Santavuo, Chair	1960	LLM with court training	Attorney-at-Law	Pori	2027	100%
Jarkko Rautaoja, First Vice Chair	1964	MSc (Tech)	Managing Director	Heinola	2026	100%
Tapio Finér, Second Vice Chair	1968	MBA	Managing Director of Suur-Seutu Cooperative Society	Lohja	2028	100%
Perttu Huusko	1978	Licentiate of Science (Econ.)	Senior Lecturer	Vuokatti	2027	100%
Mikko Junttila	1983	MSc (Econ)	Managing Director of PeeÄssä Cooperative Society	Kuopio	2026	100%
Henrik Karvonen	1972	Studies in law, MBA, Certified Board Member (HHJ)	Managing Director of Southern Ostrobothnia Cooperative Society	Seinäjoki	2028	100%
Sinikka Kelhä	1964	LLM with court training	Attorney-at-Law	Rauma	2026	80%
Sami Kettunen	1969	MSc (Econ)	Managing Director	Jyväskylä	2028	100%
Juha Kivelä	1966	MSc (Econ)	Managing Director of Northern Karelia Cooperative Society	Joensuu	2028	100%
Mathias Kivikoski	1973	MSc (Econ)	Managing Director of Varuboden-Osla Handelslag Cooperative Society	Espoo	2028	100%
Mikko Lassila	1969	MSc (Agriculture)	Agriculture and forestry entrepreneur	Kouvola	2027	100%
Antti Latola	1959	LLM with court training	Attorney-at-Law	Espoo	2028	80%
Martti Lokka	1967	Bachelor of Engineering, AIT, ITS	Managing Director, Building Manager	Otava	2027	100%
Harri Lämsä	1979	LLM with court training	Managing Director of Koillismaa Cooperative Society	Kuusamo	2027	100%
Anne Mäkelä	1965	LLM with court training	Attorney-at-Law	Kokkola	2026	100%
Heli Puura	1965	LLB, eMBA	Director	Helsinki	2026	100%
Mika Rantanen	1959	MA (Education)	Retired	Kaarina	2028	100%
Marco Roth	1971	Master of Health Sciences	Development Manager	Tampere	2026	100%
Kari Suninen	1963	MSc (Tech)	Managing Director	Lappeenranta	2027	100%
Personnel representatives:						
Anu Akkanen	1978	Upper secondary school graduate	Service Adviser	Helsinki	2027	100%
Ulla Kivilaakso (from 4 October)	1970	Vocational Qualification in Economics and Business Administration, diploma in marketing and communications management (MJD)	Project Manager	Helsinki	2027	100%
Olli Rauste (until 3 October)	1963	LLM with court training	Legal Counsel	Helsinki	-	100%

Diversity Principles of the Supervisory Board and Their Implementation

The principles governing the diversity of the Supervisory Board are set out in the cooperative's Statutes. Under these Statutes, the Supervisory Board is elected from among the cooperative's members based on proposals submitted by representatives of S Group's regional cooperatives. Accordingly, the members represent different geographical regions of Finland. In addition, the age and gender distribution of the members of the Supervisory Board is taken into account as is other expertise and experience that supports the work of the Supervisory Board.

The members of the Supervisory Board have represented a broad range of geographical regions across Finland. The members have brought a wide and diverse range of expertise and experience. Several different age groups have also been represented on the Supervisory Board. At the end of the 2025 financial year, five members of the Supervisory Board were women and 16 were men, meaning that the share of the underrepresented gender was 24 per cent.

Independence of the Members of the Supervisory Board

The Supervisory Board assesses its members' independence annually on the basis of the independence criteria set out in the Corporate Governance Code.

Due to the structure and ownership of S Group, the members of the Supervisory Board are predominantly Chairs of the Supervisory Boards or managing directors of S Group's cooperatives. SOK has only one significant shareholder within the meaning of the Corporate Governance Code, Helsinki Cooperative Society Elanto, whose Chair of the Supervisory Board served on SOK's Supervisory Board in 2025.

The managing directors of S Group's cooperatives on the Supervisory Board (Recommendation 10, item f), the representative of Helsinki Cooperative Society Elanto, and the personnel representatives are not independent of the cooperative within the meaning of the Corporate Governance Code.

Evaluation of the Activities of the Supervisory Board

The Supervisory Board regularly evaluates its work and operating practices by conducting an annual self-assessment.

Executive Board

Composition and Election

In accordance with SOK's Statutes, the Executive Board comprises the cooperative's CEO, who serves as Chair of the Executive Board, and 3–8 other members.

The Supervisory Board elects the members of the Executive Board for a term of one calendar year on the basis of the Nomination Committee's proposal. In preparing its proposal, the Committee evaluates the size and composition of the Executive Board, as well as the competences required of its members from the perspective of the cooperative's current and future needs. The objective of the preparatory work is to ensure that the Executive Board is sufficiently diverse, including in terms of gender and age distribution, and that the members possess complementary experience and the broad range of expertise and qualifications necessary for the effective performance of the Executive Board's duties. In accordance with the Statutes, a person being elected to the Executive Board must be a Finnish citizen and under 68 years of age at the commencement of the term of office. The aim is to ensure sufficient renewal, whilst the importance of continuity is also duly considered.

The composition of the Executive Board deviates from the requirements of the Corporate Governance Code. This is due to SOK's ownership base and S Group's structure, as well as the Executive Board's role in steering the Group's operations, which requires that the owner organisations have sufficient representation on the Board.

Duties

The Executive Board's key duties and operating principles are defined in its Rules of Procedure, as confirmed by the Supervisory Board.

The Executive Board represents the cooperative and is responsible for its management and the appropriate organisation of its operations within the framework of SOK Corporation and in compliance with applicable laws and Statutes. The Executive Board is responsible for, among other matters, deciding on the content of SOK Corporation's and S Group's strategy and presenting them to the Supervisory Board for approval. In addition, the Executive Board decides on the competitive strategies of the business areas and on operating plans of SOK and its subsidiaries. The Executive Board is also responsible

for preparing certain other matters for the Supervisory Board to decide on.

In addition, the Executive Board, on the CEO's proposal, decides on the establishment of SOK's Corporate Management Team and on the appointment of its members and on his/her remuneration, with the exception of the CEO. The Executive Board appoints a Nomination Working Group, which prepares a proposal for the composition of the boards of directors of SOK's subsidiaries for the Executive Board to decide on.

Having regard to its duties and composition, SOK's Executive Board has not considered it necessary to establish the committees referred to in the Corporate Governance Code to prepare matters for consideration by the Executive Board. At SOK, the necessary committees have been established at the Supervisory Board level. The Executive Board has similarly not considered it necessary to establish any other committees for the preparation of matters to be decided by it.

The Executive Board convenes as required at the invitation of the Chair and constitutes a quorum when more than half of the members are present, including the Chair or Vice Chair of the Executive Board.

The Executive Board's key duties and operating principles are defined in its Rules of Procedure, which the Supervisory Board has confirmed. The Rules of Procedure are available in Finnish on the cooperative's website at https://s-ryhma.fi under "Hallinto ja johtaminen".

Financial Year 2025

In 2025, SOK's Executive Board had nine members, six of whom were managing directors of cooperatives. The Executive Board also included two members from outside S Group. In accordance with the cooperative's Statutes, SOK's Chief Executive Officer serves as Chair of the Executive Board.

Harri Miettinen was elected as Vice Chair for 2025.

Anu Tuomola, SOK's Executive Vice President, Legal Affairs, served as Secretary to the Executive Board.

The Executive Board convened 12 times during 2025, and its members' attendance rate was 99%. The Chair and Vice Chairs of the Supervisory Board are also entitled to attend the meetings of the Executive Board.

In 2025, SOK's Executive Board comprised the following members:

Name	Born	Education	Principal Occupation	Meeting Attendance (%)
Hannu Krook	1965	MSc (Econ)	CEO	100%
Nermin Hairedin	1975	MSc (Econ)	Managing Director	100%
Katri Harra	1969	MSc (Tech), eMBA	Board professional	100%
Antti Heikkinen	1974	MSc (Tech), eMBA	Managing Director	100%
Veli-Matti Liimatainen	1969	MSc (Econ)	Managing Director	100%
Reima Loukkola	1974	MSc (Econ)	Managing Director	92%
Harri Miettinen	1962	MSc (Econ)	Managing Director	100%
Antti Määttä	1966	MSc (Econ)	Managing Director	100%
Juha Riikola	1965	yMBA	Managing Director	100%

Diversity Principles of the Executive Board and Their Implementation

The selection of Executive Board members is guided by principles confirmed by the Supervisory Board. In preparing its proposals for Executive Board appointments, the Nomination Committee takes these principles into account. The selection of members is generally guided by considerations such as the Executive Board's effective composition, experience and diversity of the Executive Board, the need for renewal, and cooperative-specific criteria for candidates from within S Group. Diversity is supported, among other aspects, by the following factors included in these principles:

- The diversity and independence of the Executive Board are promoted by appointing members from outside S Group
- A defined target for the representation of different genders on the Executive Board
- Sufficient rotation to ensure renewal
- The members must represent experience from different business areas
- Expertise in sustainability

With respect to members representing different genders, the aim is to achieve a more balanced gender distribution on the Executive Board

Diversity in the Executive Board's composition has been realised from several perspectives. The members have brought diverse expertise and experience from different business areas. The Executive Board has included both internal and external expertise from within and outside S Group, supporting independence and a broad range of viewpoints in decision-making. Several age groups have been represented on the Executive Board. Expertise in sustainability matters has been taken into account in member selections. During the 2025 financial year, two members of the Executive Board were women and seven were men, meaning that the share of the underrepresented gender was 22 per cent.

Independence of the Members of the Executive Boards

The Chair and the Vice Chairs evaluate the independence of the Executive Board members and the work of the Executive Board annually. The independence of Executive Board members is assessed on the basis of the criteria set out in the Corporate Governance Code.

In accordance with the Statutes, the CEO of the cooperative serves as Chair of the Executive Board. As of the beginning of 2019, the Executive Board has also included two independent members from outside S Group. Due to S Group's structure and ownership base, the other members of the Executive Board are managing directors of S Group's cooperatives. In this respect, the composition of the Executive Board deviates from the independence recommendation of the Corporate Governance Code. SOK has only one significant shareholder within the meaning of the Corporate Governance Code, Helsinki Cooperative Society Elanto (Recommendation 10, item f) whose managing director has served as a member of SOK's Executive Board in 2025.

The Self-Assessment of the Executive Board

The Executive Board evaluates its operations and working practices annually. This evaluation is typically conducted as a self-assessment, and its results are reviewed and discussed on an annual basis.

Identified development needs are taken into account in planning the work of the Executive Board, and the Nomination Committee of the Supervisory Board considers the results when preparing its proposal for the composition of the Executive Board to the Supervisory Board. In addition, The Chair and the Vice Chairs provide an annual assessment of the Executive Board's work.

CEO

The CEO of SOK is the managing director as referred to in the Cooperatives Act. The CEO is responsible for the cooperative's day-to-day management in accordance with the instructions and guidelines issued by the Executive Board and the Supervisory Board. As managing director, the CEO is responsible for ensuring that the cooperative's accounting complies with applicable laws and that its financial management is appropriately organised. If the CEO is unable to perform his or her duties, a deputy elected by the Supervisory Board will act on behalf of the CEO.

The CEO also serves as Chair of the Executive Board. This practice, which deviates from the requirements of the Corporate Governance Code, is due to S Group's structure and the fact that the cooperative also has a Supervisory Board, which oversees the management of the cooperative by the Executive Board and the CEO. In addition, the Supervisory Board elects the CEO and determines the basis for his/her remuneration.

CEO Hannu Krook (b. 1965), MSc (Econ), serves as managing director and Chair of SOK's Executive Board,

as referred to in the Cooperatives Act. Executive Vice President Arttu Laine has been the deputy to the CEO.

Hannu Krook (b. 1965), CEO, Chair of the Executive Board, MSc (Econ)

- CEO since 2021
- With SOK since 2021
- With S Group since 2013
- Principal work experience:
  - OK Varuboden-Osla Hlg, Managing Director (CEO)
  - Oy Otto Brandt Ab, Group Managing Director (CEO)
  - Tiimari Oyj, Managing Director (CEO)
  - TeliaSonera Finland Oyj and Sonera Oyj, various positions, including CEO of Sonera Zed and CMO of Sonera
  - Coca-Cola Juomat Oy, Managing Director
  - The Boston Consulting Group, consultant
  - Procter & Gamble Scandinavia, brand manager
- Key positions of trust:
  - SOK Executive Board: Member 2015–2017, Vice Chair 2018–2020, Chair since 2021
  - Member of the Board of the Confederation of Finnish Industries (EK), 2022–2025
  - Member of the Board of the Finnish Commerce Federation since 2021, Chair of the Board in 2022 and 2023
  - Member of the Board of the Finland Chamber of Commerce, 2022–2025
  - Member of the Supervisory Board of LocalTapiola Mutual Insurance Company since 2021

Arttu Laine, (b. 1970), Executive Vice President, MSc (Econ)

- With SOK since 2014
- Deputy to the CEO since 2014
- Principal work experience:
  - Managing Director of KPO Cooperative Society
  - Regional Director of SOK in the Baltic countries
  - Managing Director of AS Prisma Peremarket
- Key positions of trust:
  - Chair of the Boards of Directors of the companies within his area of responsibility
  - Member of the Board of the Finnish Grocery Trade Association since 2014, Chair in 2015–2016, 2019–2020 and 2023–2024
  - Member of the Supervisory Board of LocalTapiola Mutual Life Insurance Company 2007–2013 and since 2017
  - Member of the National Emergency Supply Council since 2021

Corporate Management Team

SOK has a Corporate Management Team. The Executive Board decides on the establishment of the Corporate Management Team and the appointment of its members, as well as on the remuneration of Corporate Management Team members who are not members of the Executive

Members of the SOK Corporate Management Team on 31 December 2025:

Name	Born	Position and Responsibilities	Employed by S Group	Member of the SOK Corporate Management Team
Hannu Krook	1965	CEO	since 2013	since 2021
Arttu Laine	1970	Executive Vice President, Chain Management, Procurement and Logistics	since 1995	since 2014
Jari Annala	1964	Executive Vice President, SOK's business operations	since 1989	since 2007
Päivi Anttikoski	1971	Executive Vice President, Media, Marketing, Communications, Content, Public Affairs, S brand, Retail Media business	since 2021	since 2021
Ville Kinnunen	1978	Executive Vice President, Chief Digital Officer	since 2018	since 16 September 2025
Hanne Lehtovuori	1974	HR Director, HR functions	since 2021	since 2021
Maria Timgren on leave 1 August 2025-31 July 2026	1984	Executive Vice President, Strategy and Loyalty	since 2021	since 2021
Anu Tuomola	1974	Executive Vice President, Legal Affairs and Secretariat	since 2024	since 2025
Jorma Vehviläinen	1967	Executive Vice President, CFO, SOK Finance and Administration	since 1991	since 2013

Board, based on the CEO's proposal. The Corporate Management Team´s duties include assisting the CEO in the management of SOK Corporation and S Group. The Corporate Management Team coordinates and prepares, inter alia, key proposals to be made to the Executive Board. These proposals include S Group's and SOK Corporation's business strategies, target levels, operating plans and budgets, as well as major investment projects and disposals. In addition, the Corporate Management Team discusses operational matters concerning all of SOK Corporation's areas of responsibility. In accordance with the Statutes of the cooperative, the Executive Board provides the Corporate Management Team with guidelines, where necessary; however the Corporate Management Team does not have authority based on laws or the cooperative's Statutes. The Corporate Management Team generally convenes twice a month.

The Corporate Management Team convened 29 times in 2025.

Subsidiaries

Primarily, the Chair of the Board of Directors of a subsidiary is a member of the Corporate Management Team, employed by SOK and responsible for the relevant line of business. The CEO serves as Chair of SOK Liiketoiminta Oy's Board of Directors. SOK's Executive Board nominates the members of the subsidiaries' Boards of Directors for the subsidiaries' Annual General Meetings to decide on. The members of the Boards of Directors of subsidiaries are primarily elected from among S Group's personnel.

The subsidiary's Board of Directors elects the company's managing director; however, in accordance with the Group's internal guidelines, the election is also subject to approval by SOK's Executive Board. As a rule, the managing directors of subsidiaries do not have seats on the Board of Directors of the company in question. The operations of subsidiaries are guided by the Group-wide principles and operating policies decided by SOK's Executive Board.

Chain Management

SOK's chain management units are responsible for developing the business area chains and preparing matters for decision-making by SOK's Executive Board. Key responsibilities include the preparation of the competitive strategy of the chains and the development of the chain business idea and chain concept, as well as the preliminary preparation of the chains' annual operating plan. The business chain management units are managed by chain directors, who are included in the area of responsibility of the Executive Vice Presidents at the Corporate Management Team level. The chain management units are supported by the business support teams, which comprise 4–13 representatives of regional cooperatives' Managing Directors and representatives of SOK's chain management. The Executive Vice President of SOK serves as the chair of the business support teams.

SOK's support and service functions also have their own support teams, which provide assistance and support to the management of the SOK function responsible for providing services and developing the support function in question. The support teams include the managing directors of the regional cooperatives and managers responsible for the respective area. The support team is chaired by the member of SOK's Corporate Management Team responsible for the support function in question.

The business support teams and service operations support teams are not decision-making bodies by nature. A member of SOK's Corporate Management Team responsible for the business or support functions in question is responsible for selecting the support team members, and SOK's Executive Board is informed of the selection. The management model streamlines the authority and responsibilities of the chains and the service operations.

Internal Control and Risk Management

Internal Control

Internal control is an integral part of SOK Corporation's management and governance system. It supports and ensures that SOK Corporation's companies within S Group operate in accordance with S Group's values and strategies.

The purpose of internal control is to provide reasonable assurance that:

- the operations are efficient and the targets are achieved
- external and internal reporting is adequate and reliable

- legislation, regulations and company principles and policies are complied with
- risks related to operations are identified and managed in a cost-effective manner
- assets are protected.

SOK's Executive Board is responsible for ensuring that SOK Corporation has defined the principles of internal control, and that SOK Corporation monitors the effectiveness of the control and monitoring. SOK's Supervisory Board plays a significant role in supervising the management of the cooperative, which is the responsibility of the Executive Board and the CEO.

The CEO of SOK, the members of the Corporate Management Team, the heads of SOK's units and the Boards of Directors of SOK's subsidiaries, as well as the Managing Directors, carry out continuous monitoring of the day-to-day operations in their respective areas of responsibility. In addition, internal control is the responsibility of each manager and employee. Internal control is carried out at all levels of SOK Corporation and in its operations and organised in accordance with the Three Lines Model. SOK Corporation's internal control framework is based on the Internal Control – Integrated Framework 2013 published by COSO, the Committee of Sponsoring Organisations of the Treadway Commission.

The following describes the components of SOK Corporation's internal control:

1. CONTROL ENVIRONMENT	2. RISK MANAGEMENT	3. PROCESSES AND CONTROL ACTIVITIES	4. INFORMATION AND COMMUNICATION	5. MONITORING AND VERIFICATION
The control environment comprises those structures, principles, policies, guidelines and processes that form the basis for SOK Corporation's internal control throughout the organisation. It is supported by S Group's values, sustainability principles, human rights principles and Code of Conduct. Compliance with these is required of all SOK Corporation staff. The example and leadership style of management is of great importance in creating a culture and awareness that support control. Organisational structure, the allocation of responsibilities and authorisations, as well as HR practices, are also part of the control environment.	Risk management is part of SOK Corporation's internal control. The purpose of the risk management process is to produce information about the risks associated with the operations to support decision-making and to provide reasonable assurance that the risks are managed to achieve the objectives. The risk management process integrated into SOK Corporation's management system and processes includes the identification, analysis and prioritisation of risks and opportunities, as well as the implementation and monitoring of cost-effective management measures based thereon.	Processes and control activities aim to ensure that SOK Corporation operates in accordance with the objectives set by the management and that the objectives are achieved in a controlled manner. S Group-level principles, and SOK Corporation's policies and guidelines provide direction on what should be done. In turn, the processes and control activities determine how the above-mentioned principles, policies and guidelines are implemented and monitored. Control activities may be preventive, detective, manual, automatic, or management controls.	Internal control is supported by adequate, reliable and up-to-date information flow and communication. Effective internal information flow and communication are central to internal control. This includes, for example, instructions, the company's objectives and their monitoring, as well as the effectiveness of internal control. Internal communication supports business operations and promotes its objectives by engaging the working community in working towards common goals. Within SOK Corporation, managerial communication as part of good management forms the core of internal communication.	Monitoring and audits ensure the functionality and effectiveness of internal control. Continuous monitoring is carried out as part of management and supervisory work. The functionality and effectiveness of internal control is also ensured through separate internal and external assessments such as internal audits and financial audits. Management is notified of any deficiencies in the control system identified through monitoring and audits, and the necessary corrective measures may be initiated.

Risk Management

SOK's Executive Board approves S Group's risk management principles and SOK Corporation's risk management policy. In accordance with these, risks are identified and analysed within the SOK Corporation, and control measures are determined for them. This takes place as part of the strategy process, operational planning, the implementation and monitoring process and development projects. Based on the analyses, key risks are identified with respect to the SOK Corporation's operations and the achievement of its strategic objectives. The Executive Board discusses and decides on these key risks annually. The management of SOK Corporation's subsidiaries and units reviews and determines each unit's most significant risks and the related risk management measures, and is responsible for implementing risk management measures.

SOK's risk management expert organisation guides and develops risk management within S Group and provides support in implementing risk management. SOK's internal audit function assesses the sufficiency and functionality of risk management processes.

Internal Audit

SOK's internal audit is carried out by the internal control function of SOK Corporation. SOK's Executive Board approves the annual plan for SOK's internal audit each year. The internal audit function reports regularly on the findings of the internal audit to the Corporate Management Team, CEO, Executive Board and the Supervisory Board's Audit Committee.

Auditing

The cooperative's financial statements, consolidated financial statements, accounting and administration are audited by an auditor. The auditor must be an audit firm of Authorised Public Accountants in accordance with the Auditing Act. The cooperative's Annual Cooperative Meeting elects the auditor.

The Annual Cooperative Meeting elected KPMG Oy Ab, a firm of Authorised Public Accountants, as SOK's auditor for 2025, with Jukka Rajala, Authorised Public Accountant, as the principal auditor.

In 2025, the auditing fees paid by the SOK Corporation companies in Finland, Estonia and Russia for auditing operations amounted to EUR 366,054.19, and other fees not related to auditing amounted to EUR 24,150.00. Of these fees, EUR 152,308.55 related to the parent company's audit fees and EUR 26,173.94 to its non-audit fees.

Related Party Transactions

SOK Corporation maintains a list of its related parties and monitors and evaluates related party transactions.

SOK defines its related parties in a manner appropriate to its organisational structure. The definition takes into account, in particular, the purpose of the recommendation on related party transactions and, where applicable, the related party definition set out in the Corporate Governance Code.

SOK's related parties include all Group companies, the members of the Executive Board, the Supervisory Board and the Corporate Management Team, as well as their immediate family members. Potential conflicts of interest are taken into account in decision-making.

Each company belonging to SOK Corporation maintains its own list of entities belonging to its related parties.

SOK Corporation presents information about related party transactions in a note to the financial statements, if they are significant and have not been executed at ordinary commercial terms.

Financial Reporting

SOK Corporation publishes its financial statements release in February or March. SOK Corporation's financial statements and Report of the Executive Board are published in March and adopted at the Annual Cooperative Meeting in April. A half-year financial report is published in August. In addition, reports on the development of S Group's retail sales are published quarterly.

Other Disclosures of Information

Up-to-date information about SOK Corporation and S Group, including press releases, is available on the S Group's website at https://s-ryhma.fi/en. SOK's Communications unit is responsible for producing and updating the information.

The Remuneration Report is available separately at https://s-ryhma.fi/en under Governance.

APPENDIX

SOK'S ADMINISTRATION 2025

SOK'S SUPERVISORY BOARD, 31 DECEMBER 2025

The Chairs



Timo Santavuo (b. 1960)
Attorney-at-Law, LLM with court training, laamanni (Finnish honorary title)
Chair since 2022
Chair of the Supervisory Board of Satakunta Cooperative Society
Member of the Supervisory Board since 2012
Term expires in 2027



Jarkko Rautaoja (b. 1964)
MSc (Tech)
First Vice Chair since 2022
Chair of the Supervisory Board of Hämeenmaa Cooperative Society
Member of the Supervisory Board since 2017
Term expires in 2026



Tapio Finér (b. 1968)
MBA
Second Vice Chair since 2022
Managing Director of Suur-Seutu Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2028

Perttu Huusko (b. 1978)
Senior Lecturer, Licentiate of Science (Econ.)
Chair of the Supervisory Board of Maakunta Cooperative Society
Member of the Supervisory Board since 2024
Term expires in 2027

Mikko Junttila (b. 1983)
MSc (Econ)
Managing Director of PeeÄssä Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2026

Henrik Karvonen (b. 1972)
Kauppaneuvos (Finnish honorary title), studies in law, MBA, Certified Board Member (HHJ)
Managing Director of Southern Ostrobothnia Cooperative Society
Member of the Supervisory Board since 2025
Term expires in 2028

Sinikka Kelhä (b. 1964)
Attorney-at-Law
Chair of the Supervisory Board of Keula Cooperative Society
Member of the Supervisory Board since 2017
Term expires in 2026

Sami Kettunen (b. 1969)
Managing Director
Chair of the Supervisory Board of Keskimaa Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2028

Juha Kivelä (b. 1966)
MSc (Econ), kauppaneuvos (Finnish honorary title)
Managing Director of Northern Karelia Cooperative Society
Member of the Supervisory Board since 2025
Term expires in 2028

Mathias Kivikoski (b. 1973)
MSc (Econ)
Managing Director of Varuboden-Osla Handelslag Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2028

Mikko Lassila (b. 1969)
MSc (Agriculture)
Chair of the Supervisory Board of Kymi Region Cooperative Society
Member of the Supervisory Board since 2021
Term expires in 2027

Antti Latola (b. 1959)
Attorney-at-Law
Chair of the Supervisory Board of Arina Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2028

Martti Lokka (b. 1967)
Building Manager, kiinteistöneuvos (Finnish honorary title)
Chair of the Supervisory Board of Suur-Savo Cooperative Society
Member of the Supervisory Board since 2014
Term expires in 2027

Harri Lämsä (b. 1979)
LLM with court training
Managing Director of Koillismaa Cooperative Society
Member of the Supervisory Board since 2022
Term expires in 2027

Anne Mäkelä (b. 1965)
Attorney-at-Law, LLM with court training
Chair of the Supervisory Board of KPO Cooperative Society
Member of the Supervisory Board since 2015
Term expires in 2026

Heli Puura (b. 1965)
LLB, eMBA
Chair of the Supervisory Board of Helsinki Cooperative Society Elanto
Member of the Supervisory Board since 2022
Term expires in 2026

Mika Rantanen (b. 1959)
MA (Education)
Chair of the Supervisory Board of Turku Cooperative Society
Member of the Supervisory Board since 2019
Term expires in 2028

Marco Roth (b. 1971)
Development Manager
Chair of the Supervisory Board of Pirkanmaa Cooperative Society
Member of the Supervisory Board since 2025
Term expires in 2026

Kari Suninen (b. 1963)
Managing Director
Chair of the Supervisory Board of Southern Karelia Cooperative Society
Member of the Supervisory Board since 2018
Term expires in 2027

Employee representatives

Anu Akkanen (b. 1978)
Service Advisor
Retail online stores
Member of the Supervisory Board since 2025

Ulla Kivilaakso (b. 1970)
Project Manager
SOK Marketing
Deputy member of the Supervisory Board since 2025
(serving in place of Olli Rauste as of 3 October 2025)

SOK'S EXECUTIVE BOARD, 31 DECEMBER 2025



Hannu Krook
(b. 1965)
CEO, MSc (Econ)
Chair of SOK's Executive Board
Member of SOK's Executive Board 2016–2020
With S Group since 2013



Nermin Hairedin
(b. 1975)
Managing Director, MSc (Econ)
Member of SOK's Executive Board since 2019



Katri Harra
(b. 1969)
Board professional, MSc (Tech), eMBA
Member of SOK's Executive Board since 2023



Antti Heikkinen
(b. 1974)
Managing Director, MSc (Eng), eMBA
Pirkanmaa Cooperative Society
Member of SOK's Executive Board since 2023
With S Group since 2005



Veli-Matti Liimatainen
(b. 1969)
Managing Director, MSc (Econ)
Helsinki Cooperative Society Elanto
Member of SOK's Executive Board since 2018
With S Group since 1995



Reima Loukkola
(b. 1974)
Managing Director, MSc (Econ)
Arina Cooperative Society
Member of SOK's Executive Board since 2025
With S Group since 1991



Harri Miettinen
(b. 1962)
Managing Director, MSc (Econ), kauppaneuvos (Finnish honorary title)
Kymi Region Cooperative Society
Member of SOK's Executive Board since 2021
With S Group since 1997



Antti Määttä
(b. 1966)
Managing Director, MSc (Econ), kauppaneuvos (Finnish honorary title)
Keskimaa Cooperative Society
Member of SOK's Executive Board since 2022
With S Group since 1991



Juha Riikola
(b. 1965)
Managing Director, yMBA, kauppaneuvos (Finnish honorary title)
Southern Karelia Cooperative Society
Member of SOK's Executive Board since 2024
With S Group since 1981

SOK CORPORATION'S CORPORATE MANAGEMENT TEAM, 31 DECEMBER 2025



Hannu Krook
(b. 1965)
CEO, MSc (Econ)
With S Group since 2013



Arttu Laine
(b. 1970)
EVP, Deputy CEO, MSc (Econ)
Chain Management,
Procurement and Logistics
With S Group since 1995



Jari Annala
(b. 1964)
EVP, MSc (Econ)
SOK's business operations
Chair of the Board of
S-Bank Plc
With S Group since 1989



Päivi Anttikoski
(b. 1971)
EVP, Media, MA
Marketing, Communications,
Content, Public Affairs,
S brand, Retail Media business
With S Group since 2021



Ville Kinnunen
(b. 1978)
(since 16 September 2025)
Director, CDO, MSc (Tech)
AI and analytics, IT and Digital
Development, Design and Agile
With S Group since 2018



Hanne Lehtovuori
(b. 1974)
EVP, LLM, eMBA
Human Resources
With S Group since 2021



Maria Timgren
(b. 1984)
(on leave 1 August 2025–31 July 2026)
EVP, MSc (Econ)
Strategy and Loyalty
With S Group since 2021
From 1 August 2025 to 31 July 2026,
Vesa Koivuranta is serving as acting
EVP, Strategy and Loyalty.



Anu Tuomola
(b. 1974)
EVP, Legal Affairs,
LLM with court training, eMBA
Legal Affairs and Secretariat
With S Group since 2024



Jorma Vehviläinen
(b. 1967)
CFO, MSc (Econ)
Economy,
SOK Finance and Administration
With S Group since 1991



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