



# Charter of the Board of Directors

**For Evia Health Oy (hereafter also referred to as "the Company") per April 2020**

## **1 THE BOARD'S RESPONSIBILITIES AND DUTIES**

### **1.1 General duties**

1.1.1 The administration of the Company is the Board's responsibility. The administration is to be conducted in a manner that can be justified towards shareholders, employees, creditors, and other third parties. The Board is obligated to ensure that the business is organised reassuringly. This obligation includes ensuring that the Company is managed in accordance with the law.

1.1.2 The Board will draw up plans and budgets for the Company's business activity.

1.1.3 The Board will keep itself up-to-date on the Company's financial status and is obliged to ensure that its business, accounts, and asset management will be subject to satisfactory checking procedures.

1.1.4 The Board will carry out whatever investigations it deems necessary for being able to carry out its tasks. The Board will implement such investigations if one Board member or several Board members require it.

1.1.5 The Board will supervise the day-to-day management of the Company and its operation as such.

1.1.6 The Board will work according to Good Corporate Governance guidelines, including the Finnish Corporate Governance Code 2020<sup>1</sup>, the Swedish Corporate Governance Code 2020<sup>2</sup> and also standard rules at the MTF stock exchanges in Stockholm, Sweden.

## **2 THE GENERAL MANAGER'S DUTY TO INFORM THE BOARD ABOUT IMPORTANT MATTERS ETC.**

### **2.1 Periodic reports to the Board**

2.1.1 The General Manager will brief the Board at least once a month – in a meeting or writing – on the Company's business, status and profit performance. The Board may demand at any time that the General Manager give the Board a detailed report on specific matters.

2.1.2 The General Manager will inform the Board when the premise for a previous decision which is of significance to the operation, is significantly changed.

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<sup>1</sup> <https://ecgi.global/download/file/fid/20905>

<sup>2</sup> [http://www.bolagsstyrning.se/UserFiles/Koden/2020/The\\_Swedish\\_Corporate\\_Governance\\_Code\\_1\\_January\\_2020\\_00000002.pdf](http://www.bolagsstyrning.se/UserFiles/Koden/2020/The_Swedish_Corporate_Governance_Code_1_January_2020_00000002.pdf)



## **2.2 Following up the decision**

2.2.1 The General Manager will ensure that the Board's decision is implemented. The General Manager will also ensure that the Company's employees and other parties involved get sufficient information about the Board's decision.

2.2.2 The General Manager will ensure that the guidelines for the preparation of Board matters are observed.

## **3 THE BOARD'S HANDLING OF A MATTER**

### **3.1 Notice of Board meetings**

3.1.1 The General Manager, in consultation with the Board Chairman, calls Board meetings. Board members and the General Manager may demand that the Board be convened.

3.1.2 Board meetings are called appropriately, with the required notice. The notice of the meeting will indicate the agenda for the meeting.

### **3.2 Holding of Board meetings**

3.2.1 The Board will consider matters at meetings unless the Chairman of the Board finds that the case can be submitted in writing or be dealt with in some other reassuring manner. Annual accounts and reports will be considered at meetings.

3.2.2 The Board can make decisions when more than half of the members are present or taking part in a Board consideration. However, the Board cannot make decisions without all the Board members as far as possible, having been allowed to take part in the handling of the case.

3.2.3 A decision taken by the Board requires that a majority of the Board members taking part in the consideration of a case, have voted in favour of it. In the event of a tie in the voting, that which the Chairman has voted in favour of will apply.

### **3.3 Board matters**

3.3.1 The Board will deal with issues that require consideration by law, that are of great significance or an unusual nature relative to the Company situation.

3.3.2 The Chairman of the Board is to ensure that relevant matters are considered. Board members and the General Manager may demand that the Board discuss specific issues.

3.3.3 In an individual case the Board may authorise the General Manager to make decisions in matters that belong under the Board.



### **3.4 Board Committees**

3.4.1 The Board of Directors will establish special Board Committees to the extent that the Board finds this expedient for its administrative procedures. The responsibility of the Board Committees is to prepare matters for consideration.

The Board of Directors has per April 2020 not established any committee.

3.4.2 In the absence of an Audit Committee, the Board will itself handle the following tasks:

- (i) Make sure that internal and external reporting of accounts is appropriately organised, conducted efficiently, and that professional quality is maintained.
- (ii) Monitor the effectiveness and relevance of the internal auditor's work and the Company's arrangements for risk management.
- (iii) Follow up and assess the quality of the statutory auditing of the financial accounts.
- (iv) Help preserve the independence of the external auditors and see that current rules and policies regarding any additional services performed by the auditors are observed.
- (v) Where necessary, initiate enquiries and propose measures in relation to (i)-(iv).
- (vi) Annually review, and where necessary, update its mandate, and submit its mandate recommendations to the Board.

### **3.5 Confidentiality**

3.5.1 Board members are obliged to observe confidentiality in connection with information they have acquired regarding the Company and its business or regarding business matters relating to other people or other operations. Board members' duty to observe confidentiality does not apply if in specific cases they have access to or are obliged – in accordance with agreements, laws or regulations – to provide information to or consult with third parties. Third parties that are given such information are to be instructed to observe confidentiality.

3.5.2 The Board's considerations and assessments are confidential unless otherwise agreed in a specific matter. There is confidentiality surrounding dissenting votes if it could harm the Company if the dissent came to the attention of third parties.

If a dissenting vote is to be made known to third parties, the dissenting Board member is to inform the Chairman of the Board in advance in matters of importance, if this is practicable.

Board members will ensure that Board documents do not fall into the hands of parties not directly involved in the issue.



### **3.6 Disqualification**

3.6.1 A Board member must not take part in the handling of or decision on issues of such particular importance to him or herself or to anyone close to him or her for the member to be considered as having a markedly personal or financial special interest in the matter.

3.6.2 Nor must a Board member or General Manager take part in any case concerning a loan or other form of credit for him or herself or concerning putting up surety for his or her debts.

3.6.3 It is incumbent on each Board member to consider on an ongoing basis whether there are matters which objectively speaking might weaken the general confidence in that Board member's competency, or which could open up for conflicts of interest in relation to the Board's consideration of the matter. Matters mentioned shall without undue delay be discussed with the Chairman of the Board. Where a Board member's terms of employment or other tasks indicate that conflicts of interest may arise regularly, and in other specific cases, concrete guidelines are to be drawn up and as far as possible are to prevent such conflicting interests from arising.

### **3.7 Joint and parallel investments**

To avoid any harm to the Company's reputation, it is important to exercise transparency and caution in connection with investments involving factors that may be interpreted as entailing unfortunately close involvement/an unfortunately close relationship between the Company and a member of the Board of Directors.

The management will inform the Chairman of the Board of Directors before any transactions are carried out to which the Company is aware, or it is highly probable, that a member of the Board and/or anyone close to him or her is a party/interested party. That obligation exists even though the transaction is within the powers granted to the management. The Chairman of the Board will determine how to deal with the matter. If the matter concerns the Chairman of the Board, the management will inform the Deputy Chairman of the Board who, together with another member of the Board, will determine how to deal with the matter.

Similarly, each member of the Board will inform the Chairman of the Board if he or she is aware, or if it is highly probable, that Eevia Health Oy is a party/interested party to a transaction/investment in which the member of the Board and/or anyone close to him or her wishes to invest. The Chairman of the Board will determine how the matter will be dealt with. If the issue concerns the Chairman of the Board and/or anyone close to him or her, he or she will notify the Deputy Chairman of the Board who, together with another member of the Board, will determine how the matter will be dealt with.

However, these rules do not apply to trading in listed shares unless, following an overall assessment, special circumstances may indicate otherwise pursuant to the purpose of this provision (such as, for example, the size of the shareholding, limited liquidity in the share, representatives on the Board, expressed interest in the share).



### **3.8 Minutes of the Board of Directors**

3.8.1 Minutes shall be kept of the Board of Directors' proceedings. It shall as a minimum provide the time and place, name the participants, the mode of procedure and the Board of Directors' resolutions. The minutes should also provide the basis upon which the Board of Directors has made its resolutions.

3.8.2 If the Board of Directors' resolution is not unanimous, the names of those having voted for and against shall be stated. Directors and general managers who do not agree on a decision may require their opinion to be entered into the minutes.

3.8.3 The minutes shall be signed by all the members of the Board of Directors who have participated in the proceedings.

3.8.4 A transcript of the minutes shall be sent to the Board members following the proceedings. Any comments must be reported to the General Manager before the next meeting of the Board of Directors. To the extent possible, the minutes shall be approved and signed on the first meeting of the Board of Directors following the meeting in question.

3.8.5 Board members not participating in the proceedings shall be made aware of the resolutions passed.

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