

**Corporate Governance  
Statement**  
2022

**MuniFin**



# A. Introduction

This statement on MuniFin's (hereinafter "MuniFin" or "the Company") Corporate Governance in 2022 has been composed in accordance with Chapter 7, Section 7 of the Finnish Securities Markets Act (746/2012). This statement is provided here as a comprehensive description of MuniFin's Corporate Governance, separate from the Report of the Board of Directors.

According to Chapter 7, Section 7, of the Finnish Act on Credit Institutions (610/2014), a credit institution shall keep an account of how it complies with the provisions of Chapter 7, Sections 1–5 of this Act available on its website. The following includes a description of how MuniFin complies with the provisions.

The operations of MuniFin are governed by legislation on credit institutions (the Finnish Act on Credit Institutions, 610/2014, as amended, and the EU Capital Requirements Regulation, EU 575/2013, as amended, are especially important) and related supervisory guidelines that include a substantial number of requirements for corporate governance that MuniFin complies with in its operations. The most significant supervisory guidelines with a bearing on the Company's governance and this report are the European Banking Authority's Guidelines on Internal Governance as well as Guidelines on the disclosure requirements of Part

Eight of Regulation (EU) No. 575/2013. These are available at [www.eba.europa.eu](http://www.eba.europa.eu). In addition to the general banking regulation, the operations of MuniFin are heavily based on the Act on the Municipal Guarantee Board (the "MGB Act"). The MGB Act determines the financed activities when the funding is acquired using a guarantee provided by the Municipal Guarantee Board.

In addition to banking regulation, MuniFin's governance structure follows, partially, the Finnish Corporate Governance Code for listed companies published by the Finnish Securities Market Association. The latest update to the code came into force 1 January 2020 and it is available at [www.cgfinland.fi](http://www.cgfinland.fi). The code concerns Finnish listed companies i.e., companies, of which shares are listed on the Helsinki Stock Exchange. As MuniFin is solely an issuer of listed bonds (listings in exchanges operating in London, Helsinki and Zürich) and its shares are not subject to public trading, applying the Finnish Corporate Governance Code for listed companies in its entirety is not appropriate. However, the key elements of MuniFin's governance practices are in line with the recommendations of the code. MuniFin's reporting related to remuneration does not completely correspond to the recommendations of the code that came into force in the beginning of 2020, because the recommendations derived from the Finnish Limited Liability Companies Act (624/2006) concern

listed companies. In relation to the remuneration reporting, MuniFin complies with specific reporting requirements that concern credit institutions. Therefore, it is not appropriate, in addition to these requirements, to comply with a code that is not targeted at a company such as MuniFin. All information concerning remuneration in 2022 as well as the principles and practices guiding the remuneration is disclosed in a Pillar III Disclosure Report on capital adequacy and risk management. MuniFin is legally obligated to publish a Pillar III Disclosure Report. The report is available in English on MuniFin's website, but the remuneration section of the report is also available in Finnish on the said website. In addition to this document, descriptions related to MuniFin's administration and management are available at the Company's website.

The Board of Directors of MuniFin reviewed this statement at its meeting on 10 February 2023. This statement and the Company's Annual Report for 2022, including the financial statements, Report of the Board of Directors and Auditor's Report, are available on the Company's website. The auditor has reviewed this statement and has not noted any discrepancies between the statement and the main features of the internal control and risk management systems pertaining to the financial reporting process stated in the financial statements.

## B. Corporate governance

### 1. Ownership and legal structure

MuniFin is a public company as referred to in the Limited Liability Companies Act.

MuniFin is owned by Finnish municipalities and entities controlled by them (53%), Keva (31%) and the Republic of Finland (16%).

According to the Articles of Association, without the Company's consent, its share may not be acquired by transfer other than by Keva, municipalities, joint municipality boards, central municipal organizations, corporations owned completely or on a majority basis by municipalities, and companies owned by such corporations. The Company's Board of Directors shall decide whether to grant said consent. In addition, the Articles of Association contain a redemption clause, according to which the shareholders who are entitled to acquire shares without the Company's consent have the right to redemption. Those member municipalities of the Municipal Guarantee Board that are not shareholders have the secondary right to redemption.

There has been no material changes to the Company's ownership structure during the financial year. The Company is not aware of any shareholders' agreements that would affect its operations.

MuniFin holds a credit society's authorisation as referred to in the Act on Credit Institutions and the Company's operations are monitored by the European Central Bank and the Finnish Financial Supervisory Authority.

### 2. Management structure of the Company

The Company has a strategy approved by the Board of Directors according to which the Company's business operations, risk management and corporate governance are managed. The Company also has operating policies approved by the Board of Directors, which function as key principles for the Company's risk management and internal control. The Company also has a considerable amount of other internal operational guidelines in support of the arrangement of governance and risk management.

The previously mentioned operating policies approved by the Board of Directors include the Corporate Governance Policy of MuniFin, which is updated regularly. The most recent update to this policy was made in April 2022. The Corporate Governance Policy and the Sustainability Policy ratified by the Board of Directors also contain principles on the management of conflicts of interest.

The following chart is a general illustration of the administrative structure of MuniFin. Solid arrows indicate formal reporting responsibility while dotted arrows indicate agreed additional/parallel reporting methods.



### 3. General Meeting

The Limited Liability Companies Act and the Articles of Association of MuniFin define issues addressed at the Annual General Meeting. All shareholders have the right to attend the General Meeting and exercise their right of speech and vote with the shares in their ownership, each share entitling the owner to one vote.

The Annual General Meeting must be held each year on a date determined by the Board of Directors within a period of six months from the end of the financial period. In 2022 the Annual General Meeting was held on 24 March 2022. At the Annual General Meeting, there were 14 participants present, either in person or by proxy, representing 25,716,357 shares and votes, which corresponds to 65.83 per cent of the total number of shares and votes.

### 4. Shareholders' Nomination Committee

MuniFin has a Shareholders' Nomination Committee established by the General Meeting, which is annually in charge for making a proposal to the Annual General Meeting on the number of members of the Board of Directors, candidates for election to the Board of Directors and their remuneration. In addition, the Shareholders' Nomination Committee makes a proposal on the election of the Chair and Vice Chair of the Board of Directors. The proposal is made to the Board of Directors elected at the Annual General Meeting.

In its work, the Shareholders' Nomination Committee shall take into account the requirements set in the regulation for the governance of a credit institution, including competence, experience and other suitability related requirements for members of the Board of Directors, the nature of the Company's business operations and its ownership structure. The Shareholders' Nomination Committee has confirmed its rules of procedure, which includes more detailed descriptions of the principles that shall be followed in order to comply with the objectives and tasks set by legislation and the General Meeting for the Shareholders' Nomination Committee.

At the beginning of 2022, the Shareholders' Nomination Committee was comprised of four members in accordance with the decision of the General Meeting. The Company's three largest shareholders each nominated one member and the Association of Finnish Local and Regional Authorities nominated one member. The three largest shareholders are Keva, the Republic of Finland and the City of Helsinki. The 2022 Annual General Meeting decided to complement the composition of the Nomination Committee with a fifth member representing the municipal sector. The next five largest shareholders (following the three largest shareholders) together have the right to appoint the fifth member. With the current ownership structure, the following municipalities have the right to appoint the fifth member together: the City of Espoo, the City of Vantaa, the City of Tampere, the City of Oulu and the City of Turku. In this context, the ownership is considered based on the total ownership of a local authority corporation.

The members of the Shareholders' Nomination Committee at the end of the 2022 financial year were:

- Jaakko Kiander, Chair (CEO, Keva)
- Juha Myllymäki (Legal director, the Association of Finnish Local and Regional Authorities)
- Sami Sarvilinna (Chief Executive Officer, City of Helsinki)
- Maija Strandberg (Senior Finance Councillor, Prime Minister's Office, Government ownership steering)
- Juha Yli-Rajala (Group Chief Executive Officer, City of Tampere)

The Chair of the Board of Directors attends the Shareholders' Nomination Committee meetings as an expert and as a part of this duty, prepares the meetings together with the secretary to support the Chair of the Shareholders' Nomination Committee.

The Shareholders' Nomination Committee convened for the 2022 Annual General Meeting and made the required proposals to the Annual General Meeting. The Annual General Meeting approved the proposals as submitted. The proposals made to the 2023 Annual General Meeting and the Board of Directors to be elected at the meeting will be published as an appendix to the invitation to the 2023 Annual General Meeting and made available on the Company's website.

No remuneration is paid to the members of the Shareholders' Nomination Committee.

## 5. The Board of Directors

### 5.1. Duties of the Board of Directors

The Board of Directors is responsible for the Company's management and the proper arrangement of its operations. The Board of Directors is responsible for the duties specified for it in the Limited Liability Companies Act, the Articles of Association and other legislative provisions and regulations issued by the authorities. Duties and principles of the Board of Directors are confirmed as part of MuniFin's Corporate Governance Policy and the appended Board's Rules of Procedure. The main duties of the Board include determining the Company's strategy (including sustainability and the risk profile), accepting the annual operating plan and budget, monitoring the Company's financial situation, and ensuring through supervision that the Company's management, and risk management in particular, are properly arranged by the management. The Board of Directors also makes decisions on matters that are unusual or extensive in view of the scope and nature of the activities of the company.

The external and internal audit report to the Audit Committee and the Board of Directors, which ensures that the Board of Directors receives independent information on the status of the Company. The Board confirms the Company's values and ethical operating principles and other key policies that guide the operations and the risk management. The Board of Directors is responsible for the appointment and termination of employment of the CEO and Deputy to the CEO and decides on their remuneration and benefits. In addition, the Board of Directors approves the appointment and remuneration and benefits of persons reporting to the CEO. The Board of Directors decides on the principles of the remuneration system for the whole Company.

In the 2022 financial year, the Board of Directors has discharged its duties as set out in legislation and the Company's risk management principles (including approving the updated risk policies and other board-level guidelines). The Board of Directors has monitored the implementation of the Company's strategy and the development of the business operations, the financial situation, the risk position and the strategic development projects. The Board did not make any material amendments to the Company's strategy during 2022. The financing of the wellbeing services counties

related to the social and health care services reform, and following the energy crisis, the financing of municipal energy companies in accordance with a decision by the European Commission, were key issues discussed by the Board. The Board also actively monitored the market developments and the risks of the Company, taking into account the possible impacts of Russia's attack towards Ukraine and especially paid attention to liquidity risk management due to global development. MuniFin's operations and risk position remained stable despite the geopolitical changes. The Company's capital adequacy remained high and the Board continued the capital planning started in 2021, goal of which is to propose a new dividend policy to be confirmed by the General Meeting. The proposal concerning the dividend policy is made to the Annual General meeting in spring 2023. As part of capital management, in the spring 2022 the Board decided on the redemption of an additional Tier 1 capital loan (AT1). The significance of sustainability related matters was again emphasized in the Board's work for example through reporting and planning of targets relating to sustainability and the management of climate and environmental risks. Preparing the targets will be continued in 2023. During 2022 the Board also decided of the discontinuation of a major IT project for a loan lifecycle management system.

## 5.2. Composition of the Board of Directors and the term of office

Under the Articles of Association, the Board of Directors has a minimum of five and a maximum of nine members.

The Annual General Meeting elects the members of the Board and each member's term of office will terminate when the Annual General Meeting following their election concludes.

Each year, the Shareholders' Nomination Committee prepares a proposal to the Annual General Meeting concerning the composition of the Board of Directors.

The Board of Directors shall always operate independently, taking into account the interests of the Company and all shareholders.

The Board will elect a Chair and a Vice Chair from among its members and their term of office will last until the conclusion of the Annual General Meeting following their election. The Shareholders' Nomination Committee will make a proposal on the Chair and the Vice Chair to the Board-to-be-elected.

There is no rotation system for retiring members of the Board of Directors and a member for a previous term can be re-elected. A new Board member can be elected at the Annual General Meeting or at an extraordinary meeting of shareholders to take, for the remainder of the term of office, the place of a member who has resigned or become permanently incapable of performing the duties of a board member. However, in preparing their proposal for the composition of the Board of Directors, the Shareholders' Nomination Committee strives to take into account the requirements with regard to rotation of the Board members.

## 5.3. Suitability of Board members and diversity of the Board of Directors

With regard to the members of the Board of Directors, each person's integrity and competence is always assessed before the person is finally selected or before they take up their duties, as separately prescribed in the applicable legislation and guidelines issued by authorities.

The composition of the Board of Directors is planned with a long-term view. Members of the Board must also have specific familiarity with the activities of a credit institution as well as the statutory requirements and risks concerning credit institutions. When planning its proposal for the composition of the Board of Directors, the Shareholders' Nomination Committee shall also take into account professional competence and the independency requirements of the Board and the person's ability to use enough time to fulfil their duties.

No maximum age limit has been set for Board members and the Company has not set targets for the age distribution of the Board.

Effective Board work requires a diverse range of expertise, knowledge and experience to be represented on the Board of Directors. The Annual General Meeting, held on 23 March 2011, decided on a permanent establishment of the Shareholders' Nomination Committee and defined that the proposal for the composition of the Board of Directors shall take into account understanding on operational environment, capital markets, financing related risks, customers and owners and general operational experience on corporate governance.

Regulations in force set requirements for the diversity of the composition of the Board of Directors and for disclosing potential targets, if any, related to diversity. The referred decision of the General Meeting concerning elements to be considered in relation to the composition of the Board of Directors does not include more detailed targets. The Shareholders' Nomination Committee shall consider, based on these elements and regulations in force, more detailed knowledge areas, which needs to be considered in the Composition of the Board of Directors. These more detailed elements to be considered are e.g., knowledge of the Finnish municipal and public sector, social housing, credit granting, various financial instruments, accounting and international accounting standards, banking regulation and internal controls and external audit. Due to the number and complexity of different factors, and the limited number of Board members, the Shareholders' Nomination Committee and the Board of Directors have not set exact targets for these subareas with respect to the composition of the Board, but instead assess the Board composition as a whole with respect to these issues.

The target is to have a composition that best serves MuniFin's business considering its special features and changes in the business environment. Both the Shareholders' Nomination Committee and the Board of Directors have assessed that the composition of the Board of Directors meets these requirements well.

The Company has not set objectives for geographical representation on the Board of Directors, but the Nomination Committee has deemed it important, in view of the Company's business model, for the members of the Board of Directors to be familiar with Finnish society and public sector activities, even if they have not worked professionally in that sector.

With respect to independence, the Board of Directors has specified as part of the Corporate Governance Policy that a majority of Board members must be independent of the Company and two of those independent of the Company must be independent of its largest owners (more than 10%) as well. The composition of the Board of Directors in the 2022-2023 term fulfils this requirement. Independence is evaluated based on the European Banking Authority guidelines and the Finnish Corporate Governance Code.

The composition of the Board of Directors also takes into account equal representation of both genders. The Shareholders' Nomination Committee has set a target according to which representatives of both genders shall be minimum of 40%. This corresponds to the Act on Equality in force. The composition of the Board of Directors in 2022 met this target throughout the year. Before the Annual General Meeting in 2022, the Board composition was 44% female and 56% male and after that, equal amount of female and male members. If the 2023 Annual General Meeting decides on the composition of the Board of Directors in accordance with the proposal of the Nomination Committee, the Board will have a composition where 63% of the members are male and 38% are female. The Shareholders' Nomination Committee has considered this acceptable as there are usually some changes to the composition annually and thus there may be differences between the target and individual years that will even out over the long term.

The executive management together with the Chair of the Board takes care of making new Board members adequately familiar with the duties of a Board member, the Company's business operations and the risks involved in its operations. In addition, the Board of Directors adopts an education programme each year to ensure that it possesses all times the necessary expertise to address changes in the business environment and development of the Company's business operations.

#### 5.4. Composition of the Board of Directors at the end of the 2022 financial year

In accordance with the proposal of the Shareholders' Nomination Committee, the 2022 Annual General Meeting elected the persons that are next presented to the Board of Directors for the 2022–2023 term (from the end of the Annual General Meeting to the end of the next Annual General Meeting).

The following presentation of the Board members includes information based on the Directive 2013/36/EU ("CRD") Article 91 and the Finnish Act on Credit Institutions Section 7, Paragraph 5 on number of directorships regarding the members of the Board of Directors. According to this regulation a Board member or the CEO with a full-time service or employment contract with a significant credit institution may hold a maximum of two other types of Board memberships and a Board member in other than full-time employment or service position a maximum of four Board memberships.

MuniFin Board membership is counted as one non-executive directorship. The calculation does not take into account duties that involve entities that do not pursue commercial objectives (non-commercial entities). Additionally, directorships within the same group shall count as a single directorship (see detailed information under CRD Article 91). Members of the Board of Directors met these requirements in 2022.



**Kari Laukkanen**, b. 1964  
Chair

**On the Board of Directors since:** 2018

**Education:** M.Sc. (Econ.)

**Primary occupation:** Board professional and financial consultant (Lauvest Oy, CEO, Chair of the Board of Directors, consultancy company owned by Kari Laukkanen, not a full time position)

**Previous key work history and positions of trust:** Long and diverse international banking experience in various positions at a global banking group (Citigroup, 1990-2016, last 13 years Managing Director, Citi Country Officer of the Finnish branch).

**Other material positions of trust:** Emitter Oy, Chair of the Board of Directors

**Number of directorships as defined by the regulation:** 2 (membership of the Board of MuniFin and another membership of the Board, does not exceed the permitted number, no other directorships to be taken into account)

**Independence:** Independent of the Company and its significant shareholders



**Maaria Eriksson**, b. 1967  
Vice-Chair

**On the Board of Directors since:** 2019

**Education:** M.Sc. (Econ), CEFA

**Primary occupation:** Deputy CIO, COO, Investments, Keva

**Previous key work history and positions of trust:** Long and diverse experience in capital market tasks at Keva, Finland's largest occupational pension insurance company (since 1998) and before that as portfolio manager and economist in the banking sector (Merita 1996-1998) and as an economist at the Bank of Finland (1994-1996).

**Other material positions of trust:** Member of the Advisory Committee for Investments of the University of Oulu (non-commercial)

**Number of directorships as defined by the regulation:** 1 (membership of the Board of MuniFin), does not exceed the permitted number, no other directorships to be taken into account.

**Independence:** Independent of the Company, not independent of its significant shareholders (works for a significant shareholder)



**Markku Koponen**, b. 1957

**On the Board of Directors since:** 2018

**Education:** Master of Laws, Trained on the bench, EMBA

**Primary occupation:** Board professional

**Previous key work history and positions of trust:** Long and diverse experience of various tasks at one of the largest banking groups in Finland, particularly communications, legal affairs and banking regulation (OP Pohjola, 1985-2017 out of which over 20 years in executive board and board of directors duties).

**Other material positions of trust:** No other positions

**Number of directorships as defined by the regulation:** 1 (membership of the Board of MuniFin), does not exceed the permitted number, no other directorships to be taken into account.

**Independence:** Independent of the Company and its significant shareholders



**Vivi Marttila**, b. 1966

**On the Board of Directors since:** 2016

**Education:** M.Sc. (Econ), APA, CPFA

**Primary occupation:** Mayor of the municipality of Simo

**Previous key work history and positions of trust:** Long and diverse experience of auditing in the public sector and at listed companies (1990-2001 and 2011-2015) as well as a city finance director (2001-2011).

**Other material positions of trust:** LähiTapiola Lappi Keskinäinen Vakuutusyhtiö, member of the Board of Directors, Oulunkaaren Työterveys Oy, member of the Board of Directors

**Number of directorships as defined by the regulation:** 3 (membership of the Board of MuniFin and two other Board memberships), does not exceed the permitted number, no other directorships to be taken into account.

**Independence:** Independent of the Company and its significant shareholders





**Tuomo Mäkinen**, b. 1972  
**On the Board of Directors since:** 2021  
**Education:** M.Sc. (Econ)  
**Primary occupation:** Finance Manager, City of Helsinki  
**Previous key work history and positions of trust:** Long experience (since 2000) of financial and finance administration. Since 2014, he has served in the city's top management as a finance manager.  
**Other material positions of trust:** Helsinki Stadion Oy, Chair of the Board of Directors, (belonging to the group of the City of Helsinki, non-commercial entity)  
**Number of directorships as defined by the regulation:** 1 (membership of the Board of MuniFin), does not exceed the permitted number, no other directorships to be taken into account  
**Independence:** Non-independent of the Company and its significant shareholders (works for a significant shareholder and customer)



**Minna Smedsten**, b. 1976  
**On the Board of Directors since:** 2021  
**Education:** M.Sc. (Econ)  
**Primary occupation:** CFO, Taaleri Plc  
**Previous key work history and positions of trust:** Long experience (since 2000) of financial administration in management positions from the financial sector (Taaleri, GreenStream, Kaupthing Bank, Norvestia).  
**Other material positions of trust:** Board memberships of companies belonging to the Taaleri group, Taaleri Bioindustry Ltd, Taaleri Energia Ltd, Taaleri Energia Funds Management Ltd, Taaleri Energia Operations Ltd, Taaleri Real Estate Ltd, Taaleri Private Equity Funds Ltd  
**Number of directorships as defined by the regulation:** 2 (membership of the Board of MuniFin and another Board membership in which multiple Board memberships are calculated as one due to group relationships), does not exceed the permitted number, no other directorships to be taken into account  
**Independence:** Independent of the Company and its significant shareholders



**Denis Strandell**, b. 1958  
**On the Board of Directors since:** 2020  
**Education:** M.Sc. (Econ)  
**Primary occupation:** Mayor, City of Hanko  
**Previous key work history and positions of trust:** Long and diverse experience of capital markets and providing investment services at banking and investment service groups in Finland and in the Nordics (1986 – 2011, Protos, Aktia, Unibank Danske Bank, FIM). Long experience (from 2000) of the administration of the Finnish municipality sector from the City Council and Board of Kirkkonummi, before the position as the Mayor of the City of Hanko (from 2015).  
**Other material positions of trust:** Asunto Oy Lappohjan kerrostalot, Chair of the Board of Directors (non-commercial), C-Fiber Hanko Oy, member of the Board of Directors, Novago Yrittyskehitys Oy, deputy member of the Board of Directors  
**Number of directorships as defined by the regulation:** 2 (membership of the Board of MuniFin and another ordinary membership of the Board), does not exceed the permitted number, no other directorships to be taken into account.  
**Independence:** Independent of the Company and its significant shareholders



**Leena Vainiomäki**, b. 1961  
**On the Board of Directors since:** 2021  
**Education:** Master of Political Sciences, MBA  
**Primary occupation:** Board professional  
**Previous key work history and positions of trust:** Long and diverse experience of different management positions from banking sector, latest being the Country Manager (Finland) of Danske Bank (2018-2020) and before that other management positions at Danske Bank since 2011 and at Nordea and its predecessors since 1988. Also Board positions at companies belonging to the Danske Group.  
**Other material positions of trust:** LRC Corp Oy, member of the Board of Directors, Suomi-rata Oy (Finnish Rail Ltd), member of the Board of Directors, member of the Audit Committee (non-commercial), Veikkaus Ltd, member of the Board  
**Number of directorships as defined by the regulation:** 3 (membership of the Board of MuniFin and two other Board memberships), does not exceed the permitted number, no other directorships to be taken into account  
**Independence:** Independent of the Company and its significant shareholders

### 5.5. Changes in the composition of the Board of Directors 2022

All Board members acted on the Board of Directors also during the previous term of office (whole year of 2022). Kimmo Viertola was a Board member until the 2022 Annual General Meeting. Viertola was no longer available to the Board for the term 2022-2023.

### 5.6. Meetings of the Board of Directors

The Company's Board of Directors has confirmed its rules of procedure. The Board will convene upon the summons of the Chair as often as Company business requires. During the 2022 financial year the Board of Directors convened 13 times. The average attendance rate of Board members at these meetings was 99%. The Board conducts an annual self-assessment of the effectiveness and quality of its work and performance of its duties.

The individual attendance rates of the Board members in the meetings for the 2022 financial year were as follows:

Kari Laukkanen	100%
Maaria Eriksson	100%
Markku Koponen	100%
Vivi Marttila	88%
Tuomo Mäkinen	100%
Minna Smedsten	100%
Denis Strandell	100%
Leena Vainiomäki	100%
Kimmo Viertola*	100%

*\*Board membership ended at the 2022 Annual General Meeting and the attendance rate has been calculated for the meetings before the ending*

The CEO and Secretary of the Board of Directors participated regularly in meetings of the Board of Directors.

### 5.7. Composition of the Board of Directors for the term 2023 - 2024

The Shareholders' Nomination Committee has made a proposal for the composition of the Board of Directors for the term commencing at the end of the 2023 Annual General meeting and ending at the conclusion of the Annual General Meeting following the election (2024). The proposal is attached to the invitation to the Annual General Meeting, published on 7 March 2023.

The Shareholders' Nomination Committee will propose a total of eight (8) members to be elected to the Board of Directors. Vivi Marttila, a current member of the Board, is not available to the Board for the next term. The Shareholders' Nomination Committee proposes that the following current members will be re-elected for the term starting at the end of the Annual General Meeting: Kari Laukkanen, Maaria Eriksson, Markku Koponen, Tuomo Mäkinen, Minna Smedsten, Denis Strandell and Leena Vainiomäki. Each proposed member has given their consent for the re-election. In addition, the Shareholders' Nomination Committee proposes that a new member, Arto Vuojolainen, will be elected to the Board.

Background information on the proposed new member (information on key positions of trust as at February 2023)

**Arto Vuojolainen**, b. 1963

**Education:** Master of Science in Technology

**Primary occupation:** Operational and Financial Director, City of Tampere

**Previous key work history and positions of trust:**

Financial management positions at the City of Tampere since 2007. Prior to this, since 1994, in the banking sector (Nordea, Handelsbanken) in expert and managerial positions in credit granting and customer relations.

**Other material positions of trust:**

- Monetra Oy, member of the Board of Directors
- Monetra Pirkanmaa Oy, member of the Board of Directors
- Joe ja Pentti Borgin säätiö, member of the Board of Directors (non-commercial)

**Number of directorships as defined by the regulation:**

2 (membership of the Board of MuniFin and another Board membership in which multiple Board memberships are calculated as one due to group relationships), does not exceed the permitted number, no other directorships to be taken into account

**Independence:** Non-independent of the Company, independent of its significant shareholders (works for a significant customer)

### 5.8. Board Committees

MuniFin is, based on the Act on Credit Institutions, another significant credit institution (O-SII) and the Board of Directors has, as required by the legislation, established Audit, Risk and Remuneration Committees. The Board appoints, from among its own members, the chairs and the members of these committees. Each committee must have at least three members and the members must have the necessary expertise and experience required to perform the duties of the committee. Committees regularly report to the Board of Directors on their activities.

The purpose of the Audit Committee, as a preparatory body, is to assist the Board of Directors in duties related to financial reporting and internal control. The Audit Committee supervises work of the external and internal audit. The members of the Audit Committee must have adequate expertise and experience, taking into account the area of responsibility of the Audit Committee and the mandatory duties related to external audit.

The Audit Committee convened a total of 13 times during the financial year, and the average attendance rate was 100%.

The members of the Audit Committee at the end of the financial year, and their individual attendance rates in the meetings for the 2022 financial year were:

Markku Koponen (Chair)	100%
Vivi Marttila	100%
Minna Smedsten	100%
Denis Strandell	100%

The meetings of the Audit Committee were also regularly attended by the CEO, the Secretary of the Committee, the CFO, the Head of Internal Audit and the lead audit partner.

In accordance with the Act on Credit Institutions, the Risk Committee assists the Board in the matters related to the institution's overall risk appetite and strategy, and in overseeing that the management complies with the risk strategy decided by the Board. The Risk Committee is to estimate whether the prices for the services that tie up capital correspond with the institution's business model and risk strategy and if not, to present a remedy plan to the Board. Furthermore, the Risk Committee shall assist the Remuneration Committee in the establishment of impeccable remuneration policies, and to assess whether the incentives provided by the remuneration system take into consideration the institution's risks, capital and liquidity requirements, and the likelihood and timing of the earnings. On this basis, the Risk Committee has confirmed Rules of Procedure, in which its duties are described in more detail. In accordance with the Rules of Procedure, the Risk Committee takes into account all main risk types, including ESG risks.

The Risk Committee convened a total of seven (7) times during the financial year, and the average attendance rate was 100%.

The members of the Risk Committee at the end of the financial year, and their individual attendance rates in the meetings for the 2022 financial year were:

Leena Vainiomäki (Chair)	100%
Maaria Eriksson	100%
Kari Laukkanen	100%
Tuomo Mäkinen	100%

The meetings of the Risk Committee were also regularly attended by the CEO, the Secretary of the Committee, and the Chief Risk Officer ("CRO").

The Remuneration Committee of the Board of Directors is responsible for preparatory work to assist in the Board's decision-making concerning the setting of objectives related to the Company's remuneration system, assessment of whether the objectives are attained, development of the remuneration system and the remuneration and other benefits for the CEO and persons reporting to the CEO.

The Remuneration Committee convened a total of four (4) times during the financial year and the average attendance rate was 100%.

The members of the Remuneration Committee at the end of the financial year, and their individual attendance rates in the meetings for the 2022 financial year were:

Kari Laukkanen (Chair)	100%
Leena Vainiomäki	100%
Maaria Eriksson*	100%

*\* Elected to the Remuneration Committee during 2022, and the attendance rate has been calculated for the meetings after the commencement of the membership*

Kimmo Viertola served as a member of the Remuneration Committee until the 2022 Annual General Meeting.

The meetings of the Remuneration Committee were also regularly attended by the CEO, the Secretary of the Committee, and the head of HR. These persons did not participate in deliberations on their own remuneration.

## 6. CEO and Executive Management Team

Under the Articles of Association, the Company has a CEO and a Deputy to the CEO appointed by the Board of Directors.

The terms of the CEO's service relationship have been defined in the written CEO's contract, which has been approved by the Board. The CEO's duty is to manage the Company's operations in order to implement the resolutions made by the Board of Directors and maintain the Company's operations in line with the strategy, risk management principles and limits set by the Board of Directors. Supported by the Executive Management Team, the CEO is responsible for the effectiveness of the Company's day-to-day operations and organisational structure as well as reporting to the Board of Directors. The Board of Directors appoints and decides on resignation of members of the Executive Management Team based on the proposal by the CEO. Persons responsible for risk management and compliance may not be dismissed without the consent of the Board of Directors. The Board of Directors appoints and decides on resignation of the Head of Internal Audit.

With regard to the CEO, Deputy to the CEO, other members of the Executive Management Team, and those responsible for the internal audit and compliance, each person's reliability and competence is always assessed before the person is finally selected or before they take up their duties, as separately stated in the applicable legislation and guidelines issued by the authorities. When hiring other employees, the suitability of candidates, with respect to the demands of the position, is assessed sufficiently as part of the ordinary recruitment process.

The Executive Management Team convenes regularly at least two times a month. In 2022, the Executive Management Team convened 44 times, out of which three were email meetings.

The CEO or members of the Executive Management Team do not have significant memberships in the Boards of Directors of other companies outside MuniFin Group or other material commitments, and all of their positions in the Company are full-time.

## CEO and the Executive Management Team at the end of the 2022 financial year:



**Esa Kallio**, b. 1963  
President and CEO  
**Employed by the Company since:** 2005,  
President and CEO as from 2018  
**Education:** M.Sc. (Econ)  
**Other material positions of trust:** No other material  
positions of trust outside the group



**Aku Dunderfelt**, b. 1975  
Executive Vice President, Customer Solutions  
**Employed by the Company since:** 2019  
**Education:** BBA  
**Other material positions of trust:** No other material  
positions of trust outside the group



**Toni Heikkilä**, b. 1965  
Executive Vice President, CRO, Risk Management  
and Compliance  
**Employed by the Company since:** 1997  
**Education:** Lic.Sc. (Econ), M.Sc. (Finance)  
**Other material positions of trust:** No other material  
positions of trust outside the group



**Joakim Holmström**, b. 1977  
Executive Vice President, Capital Markets  
and Sustainability  
**Employed by the Company since:** 2008  
**Education:** M.Sc. (Econ)  
**Other material positions of trust:** No other material  
positions of trust outside the group



**Harri Luhtala**, b. 1965  
Executive Vice President, CFO, Finance  
**Employed by the Company since:** 2019  
**Education:** M.Sc. (Econ)  
**Other material positions of trust:** SOS-Children's Villages  
Foundation sr, member of the Board of Directors



**Minna Piitulainen**, b. 1973  
Executive Vice President, Development and HR Services  
**Employed by the Company since:** 2018  
**Education:** M.Sc. (Psychology)  
**Other material positions of trust:** No other material  
positions of trust outside the group



**Mari Tyster**, b. 1975  
Executive Vice President, Legal and Communications,  
secretary to the Board of Directors and its Committees,  
Deputy to the CEO as from 2018  
**Employed by the Company since:** 2009  
**Education:** Master of Laws  
**Other material positions of trust:** European Association  
of Public Banks, Administrative Board, Vice President



**Juha Volotinen**, b. 1975  
Executive Vice President, Technology Services  
**Employed by the Company since:** 2021  
**Education:** M.Sc. (Econ)  
**Other material positions of trust:** No other material  
positions of trust outside the group

The Executive Management Team has established management teams for each division and a Credit Group to support its activities. Each of the divisional management teams and the Credit Group has rules of procedure confirmed by the Executive Management Team and powers of decision have been delegated to them.

Name	Main duties	Chair
<b>Customer Solutions Management Team</b>	Steering the business processes of Customer Solutions and the customer work as well as guiding the development work, monitoring the supply and market of the Customer Solutions	Aku Dunderfelt
<b>Credit Group</b>	Business operation decisions regarding lending or other financing when involving a customer of increased risk or in other individual situations	Aku Dunderfelt
<b>Capital Markets and Sustainability Management Team</b>	Steering the business processes of Capital Markets, supporting MuniFin's Executive Management Team in liquidity management, balance sheet management, market risks and responsibilities related to profitability as well as coordinating and steering the sustainability at MuniFin	Joakim Holmström
<b>Risk Management and Compliance Management Team</b>	Steering the Risk Management and Compliance division and the processes within the divisions responsibility, regularly monitoring the development of the Company's risk position in light of the risk appetite and deciding on the risk management related methods of calculation and analysis as well as development of reporting and key operational positions, approving the risk management related key policies, guidelines, principles and other processes for decisionmaking	Toni Heikkilä
<b>Finance Management Team</b>	Steering the Finance division and the processes within its responsibility, ensuring achievement of targets set to the division or the units belonging to the division, monitoring and supervising the performance of MuniFin's valuation processes and models, being in charge of the information management policies and standards and ensuring compliance with regulation in the data management practices	Harri Luhtala
<b>Technology Services Management Team</b>	Steering, supervising and making decisions on MuniFin's IT system production and development as well as matters relating to information security	Juha Volotinen

In the 2022 financial year, the work of the Executive Management Team focused on monitoring key issues that impact the business operations, the financial situation and the risk position and the operative decision-making connected to these issues to the extent of not being delegated to the above-described divisional management teams. The Executive Management Team assessed particularly the operating environment and the impacts of its changes to the Company's operations. Based on the assessments the Executive Management Team made decisions to guide the operations and support the strategy of the Company. The Executive Management Team monitored the development of significant IT system projects and made guiding decisions to support the progress. As part of internal control, the Executive Management Team has actively monitored the findings of internal audit and the implementation of related development measures. The Executive Management Team has supervised the preparation and implementation of Board level matters.

## 7. Group Structure

The Municipality Finance Group consists of the Group's parent company Municipality Finance Plc and the subsidiary Financial Advisory Services Inspira Ltd ("Inspira"). Inspira's governance complies with the same key principles as the parent Company. The Board of Directors and the Committees of the parent company also supervise the activities of Inspira.

At the end of the 2022 financial year, the Board of Directors of Inspira consists of representatives of the parent company.

- Esa Kallio, CEO of the parent Company, Chair of the Board of Directors
- Markku Perälä, Vice President, Legal, member of the Board of Directors
- Harri Luhtala, Executive Vice President, Finance, deputy member of the Board of Directors

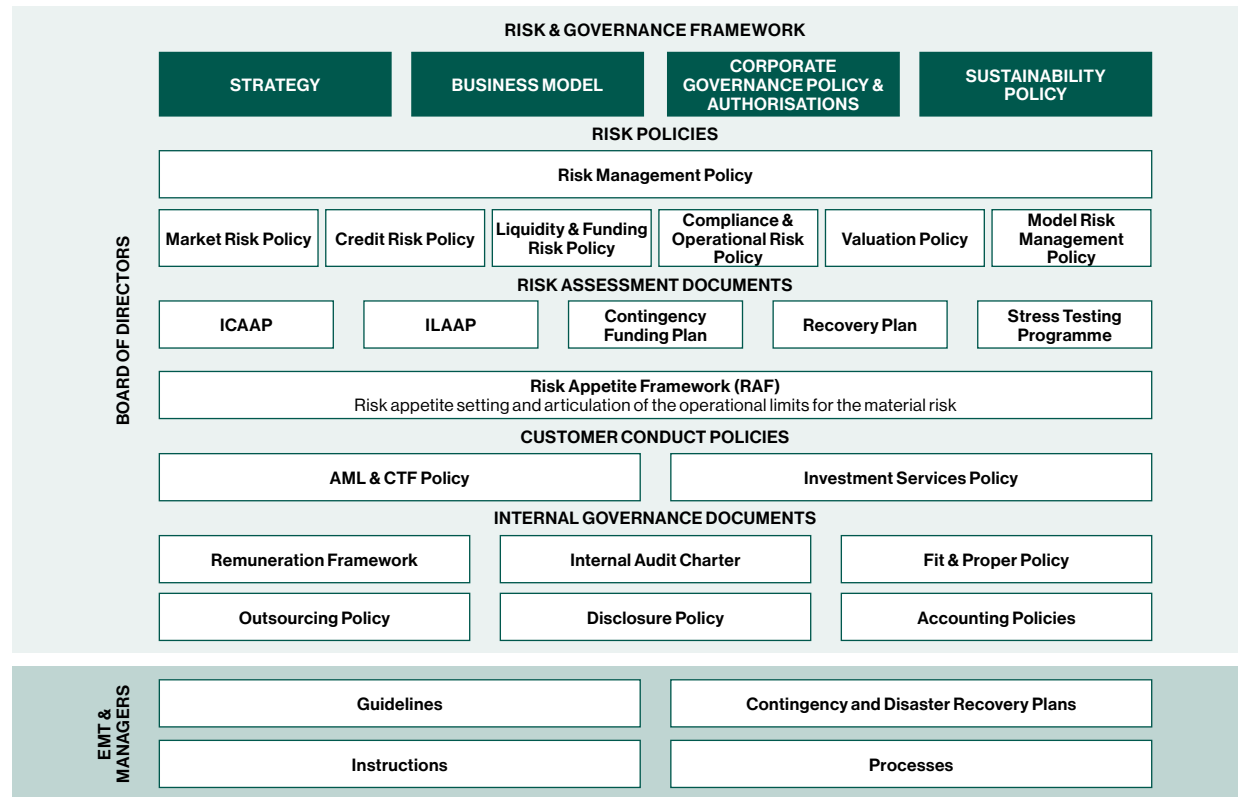
For the entire financial year 2022, the CEO of Inspira was Anssi Wright.

# C. Description of the main features of the internal control and risk management systems pertaining to the financial reporting process

## 1. Internal control and risk management

MuniFin is, due to the nature of its operations, inevitably exposed to a number of risks and, as such, internal control and risk management are key aspects of strategic planning and management. Appropriately implemented internal control and risk management are included in the day-to-day operations and facilitate the accomplishment of set objectives and ensure that the Company's risk level stays at the desired level.

The Board of Directors has ratified the Company's Risk and Governance Framework and, as part of it, key policies and processes for the effective implementation of internal control and risk management, as shown in the figure below.





Internal control ensures that the Company acts in accordance with confirmed principles and processes. This is supported by controls of different processes. Internal control is performed at all levels of the organisation and the nature and scope of operations are considered in defining the operating methods used in internal control. Internal control is primarily carried out in line operations, where internal control is continuous and part of day-to-day operations. Internal control processes are complemented by an independent whistleblowing channel, as required by regulations, through which employees can report suspected infringements.

Internal control practices are developed continuously. In 2022 the Company continued to develop the key processes (for instance lending and the management of the life span of lending), including both digitalization and reforming of practises. Adequate controls as part of processes have been considered in this development. In 2022, the company has invested especially in identity management by implementing a supporting identity management system. Based on the observations of the Company's internal audit, many other operation areas have been also widely developed to better ensure the execution of internal control.

The purpose of risk management is to ensure that the risks associated with lending, funding, and investing, as well as other operations, are in line with the Company's approved risk profile, and that the Company attains the objectives set for its business. The objective is to maintain MuniFin's overall risk position at a level that is the best possible related to the credit rating of the Republic of Finland and not to compromise the Company's credit rating through its own actions.

The Company's business units and support functions identify and manage MuniFin's risks as part of their daily operations, taking into consideration MuniFin's risk appetite, internal policies and guidelines, and limits. The Capital Markets and Sustainability function is responsible for managing the risk profile of the consolidated balance sheet by entering into market transactions within the limits set by the Board of Directors. The risk position and limit usage are reported to the Executive Management Team and Board of Directors on a regular basis. The Company's Financial Control and Regulatory Reporting unit, led by the CFO, is responsible for the implementation of the principles for capital management and the structure of own funds confirmed by the Board of Directors.

The organisation and responsibilities for risk management at MuniFin are built on three lines of defence:

- First line of defence: Confirmed risk management principles are applied in business activities (see the section on "Supervision and reporting at the operational level").
- Second line of defence: The Risk Management and Compliance function, which is independent of the business units, is responsible for the risk management principles ratified by the Board of Directors and process supervision led by the CRO. Regulatory compliance (external and internal) is supervised by the Compliance and Operational Risks unit, which is part of the independent Risk Management and Compliance function and reports to the Audit Committee of the Board of Directors.
- Third line of defence: The internal audit regularly evaluates various aspects of the Company's operations and also reports to the Audit Committee and the Board of Directors.

MuniFin has an extensive risk management organisation and systems, which covers the main parts of the Company's operations including the tasks and responsibilities of different units and decision-making bodies.

MuniFin regularly maps risks related to its operations and continuously develops methods for recognising and managing them. Risks are assessed through regular risk analyses. The aim of the analyses is to recognise new challenges and risks created by changes in the operating environment and to prioritise risks and their management based on the results. The Company hedges and reduces risks it has identified with collateral, guarantees, derivatives, insurance and active risk management. According to its own analysis, MuniFin does not have any liabilities containing wrong-way risk.

In 2022, the risk management monitored the limits set for identified risks and reported to the Company's management the development of the Company's risk position, in particular taking into account the changes to the operating environment caused by Russia's attack. As part of its yearly tasks, the risk management assessed the appropriateness of crucial risk policies and proposed necessary adjustments. In addition, the framework for the Company's risk appetite and the ECL model related to credit risks were updated to correspond to the changes in the operating environment. During the year the Company has also participated in the ECB's climate stress test and further developed the Company's capabilities to assess the impact of climate-related and environmental risks to its operations. The Company also developed the calculation models' validation framework. In addition, the Company further developed the compliance framework to improve the control of regulatory compliance.

## 2. Reporting and supervision at the Board level

MuniFin's general principles, limits and measurement methods used in risk management are determined by the Board of Directors. The Risk Committee of the Board of Directors assists the Board in matters regarding risk strategy and risk taking and in supervising that the Company follows the risk strategy defined by the Board. The purpose of risk management is to ensure that the risks associated with lending, funding, investment and other business operations are in line with MuniFin's low risk profile. The Board of Directors is responsible for ensuring that internal control and risk management are sufficiently comprehensive and effective and that the Company does not, in its operations, take risks that would endanger the continuity of the Company's operations. The Board is assisted and supported in this supervision by the Audit Committee and Risk Committee. The Board of Directors and the Committees have confirmed rules of procedure that also specify the Board's and Committee's duties concerning internal control and risk management in more detail.

The Board of Directors has confirmed principal risk policies, which include the operating principles and limits pertaining to internal control and risk management. The Board of Directors has confirmed the risk management strategy as part of the Company's overall strategy. The aim of risk management policies, of which need for update is assessed regularly, is to guide the Company's operations such that the Company's risk position is maintained at a level that corresponds to its confirmed risk profile.

MuniFin's Board of Directors has confirmed a Risk Appetite Framework ("RAF"), the purpose of which is to enable the Company to:

- effectively identify, assess and manage the risks inherent in its strategy as well as its internal risks;
- assess and decide on the amount and quality of risk it is willing and able to take in executing its business strategy, and to actively communicate it; and
- promote discussion about the risk appetite of the Company and challenge decisions on business and risk taking.

RAF is linked to both short-term and long-term strategic plans, capital, liquidity and financial plans, the Recovery Plan and the Remuneration Policy. The RAF is updated at least annually.

Monthly reports are made to the Board of Directors on the Company's risk position relative to the limits set and, as necessary, on individual risk events of material significance. The CRO reports monthly directly to the Chair of the Risk Committee on any material deviations in the risk position of the Company since the previous report. The CRO presents a broad report on the Company's risk position to the Risk Committee and the Board of Directors every quarter. As part of the described standard reporting the Risk Committee and Board of Directors evaluate the content and comprehensiveness of reporting and may require changes to the content or method of reporting.

In 2022, the Company renewed internal risk reporting to the Board and executive management. Reporting is based on more extensive quarterly risk reporting and weekly reporting of key risk indicators

### 3. Capital adequacy

The Board of Directors approves the plan for capital adequacy management, which is revised annually. The plan for capital adequacy management includes the Company's capital plan and a process description for capital adequacy management. Capital adequacy disclosures according to Pillar III are published separately at the same time as the Annual Report. In addition, briefer Pillar III is published at the same time as the Half Year Report.

The Company meets clearly all capital requirements in force. MuniFin is a public development credit institution under CRR II and may deduct in the calculation of leverage ratio all credit receivables from the central government and the local governments. This has a significant positive impact on fulfilling the leverage ratio requirement.

As part of the Company's capital adequacy planning and its execution MuniFin issued a Tier 1 capital loan (AT1 instrument) in 2015, which reinforced the Company's capital structure in anticipation of the previously mentioned leverage ratio requirements. MuniFin redeemed the AT1 capital loan in April 2022. The Company does not have capital loans in its balance sheet; instead, the Company's own funds primarily consist of share capital and retained earnings.

Capital adequacy is calculated as required by the EU's capital requirements regulation and the related directive (so called CRDIV-package), which are based on the Basel III framework. The capital adequacy requirement for credit risk is calculated using the standardised approach, and the capital adequacy requirement for operative risks using the basic indicator approach. As the Group has neither a trading book nor share or commodity positions, only currency risks are taken into account in the capital adequacy calculations for market risk. As the Company hedges against currency risks by using derivative contracts to convert all foreign currency denominated funding into euros, the Company's currency position is very small and it is therefore not necessary to allocate capital for the currency risk.

Financial reporting and reporting on risk management to the Board of Directors is the responsibility of the CEO. In this task, the CEO is supported by the CFO and the CRO. Further, the CRO reports directly to the Board of Directors and its Risk Committee on a regular basis. MuniFin hedges itself against financial risks related to its operations with derivatives contracts, and the changes in valuations are recognised in the net operating profit and own funds.

The risk position of the Company has not materially changed during 2022. According to the principles of the Company's risk management, the Company hedges itself from all material market risks by using derivatives contracts that are measured at a market value according to IFRS accounting regulation. In this regard, there Company's profit and loss is facing volatility caused by the valuations during the maturity

of instruments, which decreases to zero by the end of the maturity. During the year the Company has continued to develop the risk management methods, in particular related to the valuation models of instruments and their management.

In 2022, risks remained within the set limits and, based on the Company's assessment, the risk management function met with its requirements. The Company's risk position is regularly reported to the Board of Directors as a part of monthly reporting. Risk reporting covers all the risk areas, as well as the limit usages for the various risks. Additionally, every quarter the CRO gives the Board's Risk Committee a more extensive risk report on the company's risk position in relation to various risk areas.

A comprehensive stress test is conducted regularly in the Company.

### 4. Supervision and reporting at the operational level

Internal control plays a part in the duties of each individual belonging to the management or staff of the Company and everyone in the organisation is responsible for reporting any observed deficiencies concerning internal control. Internal control is based on an organisation specific to each function or unit, where everyone involved has their own duties and areas of responsibility. Decision-making and the implementation of decisions have been delegated to different functions or individuals.

Reliable and timely reporting on the Company's financial performance is a key tool for management. Reporting on financial performance is carried out by the Company's Financial Control and Regulatory Reporting unit and the risk management, but in part also independently at the operational level to control the accuracy and sufficiency of financial reporting. The basic elements of financial reporting include internally produced reports on a monthly basis, regular reporting to the authorities and the half-year and annual reports required for external reporting.

Financial reporting is based on appropriately prepared bookkeeping and other materials pertaining to transactions. In order to ensure the accuracy of financial reporting, the Company's financial administration has detailed internal instructions on the recording of business activities and other financial management processes, including amongst other things the control principles concerning the approval and implementation of various transactions. These control procedures include regular routines pertaining to the reconciliation of accounts and transactions and payment transfer processes that follow the four-eye principle. Some of the control measures are automated by the Company's information systems while some are based on manual inspection. The Audit Committee is charged with supervising the financial reporting processes.

The Company has a risk management function, independent of the business operations, which maintains, develops and prepares risk management principles for confirmation by the Board of Directors and develops methods for use in the assessment and measurement of risks. The Company's

various functions are responsible for day-to-day business decisions to minimise risks within the established principles, policies, authorisations and limits. The risk management function ensures that risks are maintained within acceptable limits and that the methods used for measuring risks are appropriate. The risk management function reports to the executive management and the Board of Directors on a monthly basis on the Company's risk position relative to the limits set and, as necessary, on individual risk events of material significance.

The management of operational risks, including information systems critical to the Company's operations, and the supervision of operational risks are part of the normal processes of functions and units. In addition, the function charged with the supervision of overall risk has the general responsibility of coordinating the management of operational risks. The Company conducts an annual process to identify operational risks. The process evaluates risks and their probability of realisation and effects and decides on means of managing the risks in question.

The CEO, supported by the Executive Management Team, is responsible for managing the Company's operations and organising the internal control, the risk management and the financial reporting. The Executive Management Team has a Credit Group and divisional management teams focusing on different aspects of the operations to support its operations in steering the Company's operations, to make essential decisions, and to prepare matters for the Board of Directors and its Committees. Responsibilities for decision-making and monitoring have been delegated to the Credit Group and the

divisional management teams. For more information on the activities of these groups, see part B, section 6 "CEO and Executive Management Team".

MuniFin's senior management is represented in the Board of Directors of its subsidiary Financial Advisory Services Inspira Ltd and Inspira's governance is based on the same internal control principles as at MuniFin.

In addition to the risk and governance policies confirmed by the Board of Directors, the Company has operating guidelines for essential parts of its business and risk management confirmed by the Executive Management Team. The operating guidelines are supported by process descriptions that are prepared for all essential processes and revised regularly. In addition, each employee has a job description that specifies their key duties and back-up arrangements. The heads of units also prepare and revise process instructions and other specific guidelines as necessary.

The Company reports on its activities as required by law to the Finnish Financial Supervisory Authority, the European Central Bank, Bank of Finland, Municipal Guarantee Board, EU Single Resolution Board, the Finnish Financial Stability Authority, Tax Administration, and Statistics Finland. As from the beginning of 2016, the Company has been under the direct supervision of the European Central Bank and is thereby also under the supervision of the Single Resolution Board with respect to crisis management.

## 5. Compliance

Duties related to compliance with external and internal regulation (monitoring regulations, disseminating information, training, supervising) are handled by the compliance function, which is part of the independent Risk Management division. Compliance operations are reported regularly to the Executive Management Team and to the Audit Committee of the Board of Directors. The Board of Directors also receives regular reviews of the development of banking regulation and its impacts on MuniFin's operations. In 2022, the compliance operations focused on improving and optimizing monitoring of regulation throughout the organisation and supporting the implementation of ESG regulation. Various support measures and internal models have been developed to improve the analysis and implementation, both in units and in the Development Management Office. In addition, a central point of focus has been supporting the IT risk management, especially in the outsourcing projects. As part of internal control, compliance has strengthened the monitoring of risk events and controls to ensure that all compliance risk events come to the attention of the unit. The unit has carried out monitoring in accordance with a plan and the Company maintains a log for the recommendations given based on this monitoring.

## 6. Internal audit

The tasks of the internal audit function include monitoring the reliability and accuracy of MuniFin's financial and other management information. Its tasks also include ensuring that the Company has adequate and properly organised processes and IT systems for its operations and that the risks associated with operations are being managed adequately.

Annually, the Company's Board of Directors approves an operational plan for internal audit for each financial period. In the 2022 financial period, all audits performed by internal audit were reported to the Company's Executive Management Team, Audit Committee and Board of Directors. The recommendations issued by the internal audit are systematically monitored in the Company and their implementation is reported to the Company's executive management and the Audit Committee regularly. The internal audit function assesses the status of the implementation of recommended measures.

The head of the internal audit reports directly to the Board of Directors and its Audit Committee. In 2022, the internal audit carried out an extensive audit of different parts of the Company's operations while taking into account different risk types. The internal audit function may use external parties in its work to support the activities of internal audit. Use of external parties in audits must be reported to the Audit Committee.

## 7. External audit

The Company's auditor must be an Authorised Public Accountant approved by the Central Chamber of Commerce of Finland. The Auditor's term ends at the closing of the next Annual General Meeting following its election. The Company's financial year is the calendar year.

In the 2022 financial period, MuniFin's auditor was KPMG Oy Ab, with APA Tiia Kataja as the lead audit partner. It is proposed to the 2023 Annual General Meeting that KPMG be elected as auditor with APA Tiia Kataja as the lead audit partner.

As required by regulation, MuniFin has put the Company's external audit out to tender. The Board of Directors will notify the Annual General Meeting 2023 of the recommendation of the Audit Committee concerning the election of a new auditor and the related Board decision on the proposal for the Annual General Meeting 2024. The Board will propose to the Annual General Meeting 2024 that PricewaterhouseCoopers Oy is elected as the new auditor for a term that begins at the election and ends at the closing of the next Annual General Meeting following the election.

The audit in 2022 based on a pre-prepared audit plan. Fees paid to the audit firm during the financial year 2022 are the following:

AUDITING AND OTHER FEES PAID TO THE AUDIT FIRM: (EUR 1,000)		2022
Auditing		393
Actions defined in section 1(1)(2) of the Auditing Act		13
Tax consultation		23
Other services		153
<b>Total</b>		<b>581</b>

### 8. Related parties and related party transactions

Related parties of MuniFin include the Company's shareholders that control more than 20% of all votes attached to shares, the CEO and President, Deputy to CEO, other members of the Executive Management Team, members of the Board of Directors as well as their spouses, children and dependants and the children and dependants of their spouses. In addition, related parties of MuniFin include entities directly or indirectly controlled, jointly controlled or significantly influenced by the aforementioned. MuniFin's subsidiary, Inspira, is also a related party. The above definition for related parties is based on the IAS 24 standard, according to which MuniFin reports the related parties in its annual accounts. The Limited Liability Companies Act and the Credit Institutions Act also include their own related party definitions that differ somewhat from that of IAS 24. The different definitions do not have a material significance to MuniFin, as due to the nature of its business, MuniFin cannot grant financing to any party described as a related party, regardless of which definition is applied, as described below.

Restrictions for MuniFin's operations are set out in the MGB Act and the framework agreement between MuniFin and the Municipal Guarantee Board. Under those restrictions, MuniFin can grant financing only for parties set up under the MGB Act (municipalities, joint municipal authorities, wellbeing services counties, joint county authorities, entities owned or controlled by them and corporations designated by state authorities and engaging in the renting or production and maintenance of housing on social grounds). Related parties of MuniFin are not included in the customer base set out in the MGB Act and therefore MuniFin has not had any

related party transactions concerning its customer finance operations during 2022.

Following the above, MuniFin carries out only payments of remuneration based on employment with natural persons included in the related parties. MuniFin has no loans or financial claims from the above mentioned natural persons. Business transactions carried out with the subsidiary Inspira comprise fees related to administration services and professional services that MuniFin has bought from Inspira.

### 9. Insider administration

As an issuer of financial instrument traded on a regulated market MuniFin is obligated to maintain an insider list. Permanent part of the list includes those employees of MuniFin who receive inside information of the Company regularly as well as other persons and entities, who the Company assesses to regularly receive inside information concerning MuniFin.

Although MuniFin does not in practise provide for example share-related investment services, as a credit institution authorized to provide investment services, it is obligated to maintain a public insider register. Under the obligation to notify are the members of the Board of Directors, the CEO and President and the Deputy to CEO. Other persons in the Company are not under the duty of notification in regards to the investment service company's insider register as the Company does not provide investment services in a manner that could create a possibility for the personnel to receive insider information.

MuniFin has an insider guideline that Executive Management Team has approved and which all persons in the insider register and insider list are obligated to comply with. In addition, MuniFin applies the insider guidelines of Nasdaq Helsinki Ltd, of which requirements are taken into account in the Company's insider guideline.

As an issuer of financial instrument traded on a regulated market MuniFin is subject to the obligation of executives and their related parties to publish business transactions. The Company has defined that executives under obligation to notify are the members of Board of Directors and the Executive Management Team.

**MuniFin**

Jaakonkatu 3 A, PL 744

00101 Helsinki

Tel. +358 9 6803 5666

[www.munifin.fi](http://www.munifin.fi)

[info@munifin.fi](mailto:info@munifin.fi)