

INTRODUCTION

Biohit Oyj has prepared this Corporate Governance Statement based on Section 54 of the Finnish Corporate Governance Code for listed companies issued by the Securities Market Association. The company will publish a separate remuneration report for the financial year 2023 for governing bodies according to the new shareholders right directive. The existing remuneration policy and information on the remuneration for the rest of the management team are published by [Biohit at biohithealthcare.com](https://biohithealthcare.com).

The Report of the Board of Directors, Auditor's Report, full Corporate Governance Statement, remuneration policy and the rest of the management team's remuneration are available at biohithealthcare.com.

RULES OBSERVED BY BIOHIT

Biohit Oyj is a Finnish public limited company whose series B shares are listed on Nasdaq Helsinki in the Small cap/Healthcare group. Biohit Group (hereinafter referred to as "Biohit") comprises the parent company, Biohit Oyj and its foreign subsidiaries, which primarily focus on sales and marketing for Biohit Oyj's products. Biohit is headquartered in Helsinki.

Biohit's governance complies with the applicable legislation, standards and recommendations concerning public listed companies, the regulations of Nasdaq Helsinki Ltd and Biohit Oyj's Articles of Association. Biohit Oyj has administered its affairs in compliance with the corporate governance code 2020 for Finnish listed companies, and this Statement has been prepared in accordance with the code. The Corporate Governance Code is available at www.cgfinland.fi.

Three of the members of the five-person Board of Directors are independent of the company so that the company fulfils recommendation number 10 stating that the majority of the members of the Board of Directors must be independent of the company. Biohit's Board of Directors is one of the best of its size according to the Nordic Business Diversity Index, which measures Board diversity in Finland, Sweden and Denmark through four different variables: age, gender, education background and nationality.

The Board of Directors evaluates its independence annually.

The company strives to comply with high international standards of corporate governance and the key principles of corporate governance among Finnish listed companies.

BIOHIT'S ADMINISTRATIVE BODIES IN 2023

The highest decision-making power at Biohit Oyj is exercised by the company's shareholders at the Annual General Meeting. The company's Board of Directors supervises the administration and organisation of the company and the Group's earnings trends. The President & CEO is responsible for operative management and is assisted by the Management Team.

Annual General Meeting

Biohit Oyj held its 2023 Annual General Meeting on 14 June in Helsinki. There were 2,018,310 A shares and 569,160 B shares represented at the meeting, corresponding to 17.12% of all the

shares in the company and 57.13% of the votes. The meeting was attended by two of the six members of the Board of Directors, the President & CEO and the principal auditor.

Board of Directors

The Board of Directors, which comprises 5–7 members elected by the Annual General Meeting, is responsible for the administration and appropriate organisation of Biohit's business operations. Proposals concerning membership of the Board of Directors are prepared by the Board of Directors. Biohit has defined the principles applying to diversity within the Board of Directors in accordance with recommendation 9 of the corporate governance code. Biohit's objective is for both sexes to be represented on the company's Board of Directors. In line with this objective, the Board of Directors had members of both sexes.

The Board of Directors elects a chairman from amongst its members.

Board members' terms of office run from the date of their election by the AGM until the end of the next AGM.

The Board's areas of responsibility are stated in the written rules of procedure approved by the Board. They are as follows:

- Increasing shareholder value
- Ensuring the appropriate organisation of accounting and financial management
- Approving Biohit Oyj's financial statements, consolidated financial statements and the Report of the Board of Directors for the most recent financial period
- Approving the half year financial report annually for the period ending at the end of June
- Deciding on Biohit's business plan, budget and investment plan
- Deciding on Biohit's financing and risk management policies
- Approving the remuneration and incentive schemes for senior managers
- Appointing the President & CEO
- Deciding on Biohit's strategy, organisational structure, investments and other wide-reaching and significant issues

The Board's decision-making is based on the reports prepared by the company's operative management on the operational development of the Group and its business units.

The Chairman is responsible for convening Board meetings and arranging the work of the Board. The Board convenes 5–12 times per year, usually meeting once every month or once every two months, and the meeting schedule for the entire term is confirmed in advance. When necessary, Board meetings are held more frequently or by teleconference.

Board of Directors in 2023

Until the Annual General Meeting held on 15 June 2023, the following six people were on the Board of Directors: Lea Paloheimo (chairman), Franco Aiolfi, Liu Feng, Kalle Härkönen and Osmo Suovaniemi. At the Annual General Meeting, Liu Feng, Kalle Härkönen, Lea Paloheimo and Osmo Suovaniemi were re-elected to the Board of Directors to serve until the end of the Annual General Meeting in 2024. Vesa Silaskivi was elected as a new member to the Board of Directors. The Board of Directors elected Vesa Silaskivi as its chairman.

Biohit Oyj's Board of Directors convened 10 times in 2023 (6 times in 2022). The average attendance was 96 per cent (92 per cent).

Biohit Oyj's Board of Directors on 31 December 2023

Vesa Silaskivi, Chairman, (b. 1968), LL.D, Lic (BA)

- Member of the Board since 2023
- Independent of the major shareholders and the company
- Professional board member since 2016, several senior management positions, for example in Valio, Elisa and HPP Attorneys Ltd
- Attended 6 Board meetings in 2023
- Direct shareholding: No shares

Lea Paloheimo, (b. 1951), PhD (clinical biochemistry), hospital chemist

- Member of the Board since 2019
- Independent of the major shareholders and the company
- Employed by Biohit Oyj during 2001-2019, recently working as a Production and Product Development Director and Business Development Director
- Attended 10 Board meetings in 2023
- Direct shareholding: series B shares: 7,000

Liu Feng (b. 1972), General Manager of Hefei Medicine Co., Ltd, Owner of Biohit Healthcare Hefei

- Member of the Board since 2018
- Non-independent of the major shareholders and of the company
- Special researcher at the Counsellor's Office of Anhui Provincial People's Government

- The vice chairman of the Chinese National Early Gastrointestinal-Cancer Prevention & Treatment Centre
- Alliance member of the council of the China Health Promotion Foundation
- Attended 9 Board meetings in 2023
- Indirect shareholding via Biohit Healthcare (Hefei) Co., Ltd.: series A shares: 850,000, B shares: 4,095,415

Kalle Härkönen (b. 1968), MSc (Tech.)

- Member of the Board since 2022
- Independent of the major shareholders and the company
- CEO at Foamit Oy
- Attended 9 Board meetings in 2023
- Direct shareholding: series B shares: 4,333

Professor Osmo Suovaniemi (b. 1943), MD, PhD

- Member of the Board since 1988 and Chairman 2011-2021
- Non-independent of the major shareholders and of the company
- Founder of Biohit and its former President & CEO
- Attended 9 Board meetings in 2023
- Direct shareholding: series A shares: 2,018,310; series B shares: 0

Board committees

The Board of Directors have assessed that the scope of the Biohit Oyj's business does not require the appointment of a separate Audit Committee, and consequently no separate committees have been appointed to increase the efficiency of the Board.

President & CEO

The President & CEO is responsible for the day-to-day management of the company in accordance with the instructions and regulations issued by the Board of Directors. The President & CEO of the parent company is elected by the Board and acts as Group President. He also ensures the appropriate organisation and legality of the company's accounting and asset management. The terms of employment of the President & CEO are based on a written contract that is approved by the Board of Directors. The President & CEO cannot be elected Chairman of the Board. During the financial period, Jussi Hahtela MSc (Econ.) acted as the CEO.

Jussi Hahtela, b. 1973

- MSc (Econ.)
- With Biohit Oyj since 2021 (CFO until 1 September 2022)
- Previously: Chief Strategist, Head of FX & Money Markets Sales Finland, Nordea Markets
- Direct shareholding: series B shares: 20,000

Group Management Team

The composition and areas of responsibility of the Group's Management Team were as follows: Jussi Hahtela (President & CEO), Jussi Sorvo (finance, ICT, HR), Suvi Elomaa (production), Panu Hendolin (R&D), Ilari Patrakka (sales and marketing) and Daniela Söderström (quality and registration).

Jussi Sorvo (b. 1990)

- MSc (Econ.)
- CFO
- With Biohit Oyj since 2021
- Previously: Financial auditor, PwC
- Direct shareholding: series B shares: 8,000

Ilari Patrakka (b. 1980)

- MSc (Econ.)
- Chief Commercial Officer
- With Biohit Oyj since 2012, Sales and Marketing director until 22 November 2023
- Previously: retail sales channel manager at Marioff Corporation Oy, marketing and export manager at Gasmot Technologies Oy, sales manager at Gasmot Technologies (Asia) Ltd.
- Direct shareholding: series B shares: 12,116

Suvi Elomaa (b. 1985)

- Biotechnology and food engineer
- Production Director
- With Biohit Oyj since 2013
- Previously: Project engineer at the Institute of Biomedicine, Department of Physiology at University of Turku
- Direct shareholding: series B shares: 8,000

Graham Johnson (b. 1977)

- BSc (Hons) Biomedical Science
- Head of Global Sales and Marketing, Managing Director Biohit Healthcare Ltd. (UK)
- With Biohit Oyj since 2002, e.g. as Sales and Marketing Director (UK)
- Previously: Virology in Public health laboratories
- Direct shareholding: No shares

Panu Hendolin (b. 1971)

- Ph.D. (Molecular medicine)
- R&D Director
- Previously: At Biohit as R&D and Production Director in 2007-2008 as well as 2012-2017, Head of Technical Product management at Biohit in February 2022 – December 2022. Production Director at United Medix Laboratories Oy, Chief Technology Officer at Sulapac Oy.
- Direct shareholding: series B shares: 5,177

Daniela Söderström (b. 1987)

- MSc (Tech.)
- Quality and Regulatory Affairs Director
- With Biohit Oyj in the field of quality management since 2014
- Direct shareholding: series B shares: 38,000

Management of subsidiaries

The Managing Directors of the subsidiaries are responsible for the management of subsidiary operations and they report to the President & CEO of the parent company. The subsidiaries are responsible for the sales and marketing of Biohit's products in their market areas. The managers of subsidiaries operate under the management and supervision of Biohit's President & CEO. In 2023, the Managing Directors of Biohit's subsidiaries were: Graham Johnson (United Kingdom) and Franco Aiolfi (Italy).

The personal details and shareholdings of Biohit Oyj's Board of Directors and operative management are available at <https://investors.biohithealthcare.com/en/>.

Decision-making procedure concerning remuneration

The remuneration policy and the rest of the management team's remuneration are available at biohithealthcare.com.

Remuneration of members of the Board of Directors

The Annual General Meeting approves the fees of Biohit Oyj's Board of Directors. The remuneration paid to the other members of Biohit Oyj's Board of Directors is decided by the company's Board of Directors in accordance with the company's rules on related-party transactions, which are described in the section "related-party transactions".

President & CEO and other company management

The Board approves the President & CEO's remuneration and terms of employment. The severance payment is dependent on the duration of the CEO's term.

The Board approves the remuneration and terms of employment of members of the Management Team. Biohit Oyj's Board of Directors approves the principles of the incentive schemes for Management Team members and the President & CEO.

The President & CEO approves the salaries and profit-based incentives of subsidiaries' Managing Directors in accordance with the instructions provided by Biohit's Board of Directors. Profit-based incentives are dependent on sales and profitability trends for each unit.

Pension plans

No other pension arrangements, beyond those mandated by law, have been made with the Managing Directors of Group companies.

MAIN CHARACTERISTICS OF INTERNAL CONTROL OF THE FINANCIAL REPORTING PROCESS AND RISK MANAGEMENT

Biohit's internal control is responsible for ensuring that the Group carries out its business operations within the framework of the current regulations and legislation and in accordance with the instructions of the Board of Directors. Internal control seeks to ensure that the Group operates with maximum efficiency and that efforts are made at various levels of the organisation to achieve the objectives set in the strategy approved by the Board of Directors. Risk management is geared towards supporting the achievement of these objectives by anticipating and managing business-related risks.

Control environment

Biohit's business operations and administration aim to realise the company's values, of which the most important is to promote health and well-being through innovation. According to the strategy for 2024-2028, Biohit is a global intestinal tract expert, relating to which it carries out manufacturing, sales and marketing activities.

Biohit's control environment is defined by the Board of Directors, which, as the highest administrative body, is responsible for organising internal control. The President & CEO is responsible for maintaining the efficiency of the control environment and the functionality of internal control. Biohit's financial department is responsible for the functionality of financial reporting as well as the interpretation and application of financial statement standards in line with the separately approved instructions.

Risk assessment

In the assessment of the risks related to financial reporting, Biohit's objective is to identify the major risks associated with the Group's business operations and environment. The cost-effective management and monitoring of these risks will then ensure that the company's strategic and operational targets can be reached as intended.

The Board of Directors carries the main responsibility for risk assessment and monitoring the implementation of risk management. The President & CEO works with the parent company's operative management and subsidiaries' managers to ensure that the Group's risk management is duly arranged. The parent company's operative management is responsible for identifying and managing the risks involved within each business area, while the subsidiaries' Management Teams are responsible for those in their own market areas.

Risk management is one of the areas covered by Biohit's internal control processes, which regularly monitor the risks associated with the company's business operations, identify any changes and, if necessary, take appropriate action to hedge against them. Risk management focuses on ensuring the continuity of business operations and preventing financial misconduct.

Control measures

Internal control measures are integrated into the Group's general business management and reporting process. The subsidiaries report to Group Management on business and earnings trends and the most significant deviations on a monthly and quarterly basis. The Group's Management Team reports to the Board of Directors on the overall development of business; these two bodies, together with the President & CEO, decide on overall corporate strategies and procedures guiding the operations of the Group.

The subsidiaries' Boards follow business developments and ensure that the parent company's approved instructions and guidelines are followed. As a rule, the Boards of Directors of the subsidiaries meet monthly. Board work in the subsidiaries is based on financial reports and the written monthly and annual reports drawn up by subsidiary management.

Biohit's business control is carried out in accordance with the management system described hereinabove. The company provides the reporting systems necessary for business and financial management. The financial department of the parent company provides instructions for drawing up annual and interim financial statements and prepares the consolidated financial statements.

The parent company's finance department retains central control of funding and administrative matters within the framework of the instructions provided by the Board of Directors and the President & CEO and is also responsible for the management of interest and

exchange rate risks. The Managing Directors of the subsidiaries ensure that the subsidiaries' reporting is carried out in accordance with the instructions given by the Group's Management Team.

The parent company's administration department controls and provides instructions on Group-level personnel policies and any agreements made within the Group.

Disclosure policy

Biohit aims to provide all its stakeholders with information about the company's operations in a proactive, consistent and timely manner. The company seeks to take the special requirements and interests of all its stakeholders into account in its communications in order to increase confidence in the company and thereby promote its business operations. Biohit's Board of Directors has approved an information release policy with a view to ensuring the accuracy and reliability of any information released. The policy also specifies who is responsible for communications in different situations.

Biohit's financial department regularly provides information on processes related to financial administration reporting. This ensures the real-time availability of data, which is a prerequisite for efficient internal control.

Financial administration guidelines and the company's information release policy aim to ensure the promptness and comprehensiveness of communications as well as the release of the information required for internal control purposes.

Monitoring

The efficiency of internal controls on financial reporting is overseen by the Board of Directors, the President & CEO, Management Team members and the Managing Directors of subsidiaries. Control focuses on following weekly and monthly financial reports and forecasts and analysing any deviations from business plans. Monitoring is performed at all Board and Management Team meetings where reports are reviewed. It is supported by regular contact between Group Management and the company's auditor, and analysis of any deviations, which occurs at least once per quarter.

The audit frameworks for the Group's subsidiaries and key audit areas are jointly defined by the Group's financial management and the chief auditor. Biohit has not appointed a separately organised function for internal auditing purposes, but Biohit's financial department has the responsibility to implement it in practice.

The Group has internal control reporting systems required for financial management and monitoring business development. The reporting systems produce monthly financial data so that financial management can ensure compliance with the parent company's approved instructions on matters such as authorisation.

The Group's auditor and the auditors of each subsidiary evaluate the effectiveness of the internal control system in connection with the external audit.

AUDIT 2023

The auditor elected by the AGM is responsible for Biohit's statutory audit. According to the Articles of Association, the company must have one auditing body approved by the Central

Chamber of Commerce. The 2023 Annual General Meeting re-elected auditing firm PricewaterhouseCoopers Oy as the company's auditor for a one-year term, with Tiina Puukkonieni, Authorised Public Accountant, as chief auditor.

Auditor and auditor's fees

The 2023 Annual General Meeting decided to pay auditor's fees in accordance with the auditor's invoice. The Group's invoiced auditors' fees for the 2023 financial period totalled EUR 124,000 (EUR 127,000 in 2022). In addition to this, PricewaterhouseCoopers Oy was paid a total of EUR 3,000 for other services (EUR 0 in 2022).

RELATED-PARTY TRANSACTIONS

The company keeps a list of its related parties, and it regularly engages in transactions with some of these parties. These transactions are related to the company's ordinary business activities, they are appropriate in terms of the company's operations and they are executed on ordinary market terms. The company's financial management monitors and supervises related-party transactions as part of the company's normal reporting and supervision practices. Relevant transactions between the company and its related parties are reported annually in the notes to the company's consolidated financial statements. The company's Board of Directors makes all the relevant decisions concerning related-party transactions. Decision-making is based on particularly thorough preparation and appropriate reports, statements and estimates. Preparation of the related-party transactions, decision-making and approval have been arranged to take account of the disqualification rules and appropriate decision-making entities.

Biohit Oyj's Board of Directors made the following decision on 2023 related party transactions:

1. As part of his work as the head of scientific advisory board, Osmo Suovaniemi's compensation amounted EUR 144,000 (2022: EUR 129,000).
2. As part of his work as the managing director of Biohit Healthcare S.r.l, Franco Aiolfi will be paid a fixed fee of EUR 18,000 in 2023 (2022: EUR 18,000).
3. The members of the scientific advisory board will be paid EUR 85 per hour for the work outside the scientific advisory board.

INSIDERS

Biohit applies the Guidelines for Insiders approved by Nasdaq Helsinki Ltd as well as any relevant amendments.

Biohit's President & CEO is responsible for insider control. He ensures that those who handle insider information are aware of the insider regulations and that they adhere to the trading restrictions. Insiders are not allowed to trade Biohit Oyj securities for 30 days before the publication of the company's financial statement bulletin and interim reports. Insiders participating in projects are not allowed to trade shares in Biohit before an announcement has been made of the continuation or discontinuation of a project.

Information on the shareholdings of Biohit's insiders and their trading activity is available at <https://investors.biohithealthcare.com/en/>.