

APPROVED BY PATRIA OYJ BOARD OF DIRECTORS

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## **CHARTER OF PATRIA OYJ'S AUDIT COMMITTEE**

### **1. Introduction**

The Audit Committee (the "Committee") is established by the Board of Directors (the "Board") to assist the Board primarily in supervising the accounting and financial reporting processes and in monitoring the efficiency of the Company's internal control, internal audit, risk management systems, ethics, compliance and anti-bribery/anti-corruption related program and processes, as well as in monitoring the statutory audits of the financial statements of Patria Group. The Charter of the Committee is approved by the Board.

The Committee's role is to assist the Board in matters falling within the competence of the Board. The Board remains responsible for the duties assigned to the Committee. The Committee has no autonomous decision-making power and the Board makes collectively the decisions pertaining to the Committee's proposals. The Committee membership does not alter or increase the liability of a Board member.

The Committee is allowed to use external consultants and experts when necessary.

The Committee shall have access to all corporate information needed.

### **2. Composition of the Committee**

The Committee consists of the Chairman of the Committee and at least two (2) members, who are all elected annually after the Annual General Meeting by the Board from among its members.

The members of the Committee shall have the qualifications necessary to perform the responsibilities of the audit committee. At least one (1) member shall have experience specifically in accounting, bookkeeping or auditing.

### **3. Duties of the Committee**

The Committee shall have, inter alia, the following duties:

#### **Oversight of Financial Reporting**

- To review the yearly budget and quarterly estimates
- To monitor financial development of the group, including review quarterly reports to monitor statutory audit of the financial statements and consolidated financial statement and review related releases
- To monitor statutory audit of the financial statements and consolidated financial statements and review related releases
- To review used accounting principles and any changes therein
- To monitor the reporting process of financial statements
- To monitor the financial reporting process
- To review the Risk and Revenue Recognition Board reports
- To review corporate governance report as part of financial statements
- Review audit reports and other reports provided by the auditors
- Monitor Patrias's financial position
- Review purchase price calculations for acquisitions and similar material investments and follow-up on them

#### **Risk management**

- To monitor the efficiency of Patria's internal control, internal audit, if applicable, and risk management systems
- Assess principles related to internal controls and risk management of the Company's financial reporting processes
- To review the status of legal disputes and proceedings against or raised by Patria
- To monitor main processes and risks relating to IT (once a year as a special theme)

#### **Auditors and audit**

- To communicate with the external auditor and review the plans and reports that the auditor prepares for the Committee
- To evaluate the independence of the statutory auditor or audit firm, particularly the provision of related services to the Company
- Review the auditor's compensation and remuneration principles
- To prepare the proposal for resolution on the election of the auditor
- Holding private meetings with the external and internal auditors

- Reviewing reports of the internal audit
- Assess the scope and quality of internal audit and approve the internal audit plan and review its implementation

### **Ethics and Compliance**

- Monitor and guide the Ethics and Compliance operations, with special focus on anti-corruption and anti-bribery related processes and policies
- To review the Ethics and Compliance reports, including the anti-corruption agenda
- To review the whistleblowing reporting related statistics

The foregoing list of duties is not exhaustive and the Committee may perform, in addition, such other functions which may be necessary for the performance of its oversight and control duties or as otherwise instructed by the Board.

### **4. Meetings and Reporting to the Board**

The Committee meets regularly at least four (4) times a year based upon a schedule established at the first meeting following the appointment of the Committee after the Annual General Meeting. The schedule shall outline the matters to be discussed and considered at each meeting until the next Annual General Meeting.

The meetings will preferably be held five (5) or at the minimum two (2) business days prior to the following Board meeting.

President and CEO, Chief Financial Officer, Group Controller, General Counsel & Chief Compliance Officer and the Auditors of the Company may be invited by the Chairman of the Committee to participate in the meetings.

The Chairman of the Committee prepares and sets the Committee's agenda in consultation with the management.

In discharging its oversight role, the Audit Committee shall have full access to all Company books, records, facilities and personnel. In matters within its responsibilities, the Audit Committee may retain counsel, auditors or other advisors at the expense of the Company

The Chairman of the Committee presents the report on each Committee meeting to the Board at the relevant Board meeting and the minutes of the Committee meetings shall also be submitted to the Board.

The Committee shall annually review its performance and report to the Board thereof.