

OP Mortgage Bank's Corporate Governance Statement 2021



OP Mortgage Bank's Corporate Governance Statement 2021

Contents

1	Applicable regulations.....	2
1.1	Introduction.....	2
1.2	Compliance with the Finnish Corporate Governance Code, and deviations from recommendations	2
2	OP Financial Group'S structure, and Group structure.....	3
3	OP Financial Group's responsible operations and good corporate governance.....	4
4	OP MB's governance structure.....	4
5	General Meeting.....	4
6	Board of Directors	5
6.1	Election and composition of the Board of Directors.....	5
6.2	Duties of the Board of Directors	6
7	Managing Director and Management Team.....	7
8	Internal and external control.....	7
8.1	Internal control.....	7
8.2	Compliance.....	8
8.3	Risk management	9
8.4	Internal Audit.....	10
8.5	External control.....	11
8.5.1	Audit.....	11
8.5.2	Supervision by the central cooperative.....	11
8.5.3	Regulatory supervision	12
9	Financial reporting process.....	12
10	Remuneration.....	13
10.1	Board emoluments and other benefits.....	13
10.2	Managing Director's salary and other benefits.....	13
10.3	Principles governing remuneration paid to the Managing Director and other management	14
10.4	Performance-based bonus scheme.....	14
10.5	Personnel fund.....	15
10.6	Managing Director's earnings in 2021	15
11	Insider management and public access to insider registers and lists.....	15
12	Principles for related party transactions.....	16
13	Disclosure policy.....	17

1 APPLICABLE REGULATIONS

1.1 Introduction

OP Mortgage Bank's (hereinafter also OP MB) corporate governance is comprehensive and proportionate with respect to the nature, scope and diversity of its operations to ensure the efficient management of the credit institution in accordance with prudential business principles, and so that the Board of Directors can effectively supervise its management.

This OP Mortgage Bank's Corporate Governance Statement 2021 has been prepared in accordance with the Act on Credit Institutions, the Securities Markets Act, the requirements of the EU's supervisory authorities (EBA, ESMA, EIOPA) and the Finnish Corporate Governance Code (2020) where applicable. Section 1.2 provides more detailed information on compliance with the Finnish Corporate Governance Code at OP MB. Furthermore, this Statement provides a report on company remuneration in 2021 based on the Credit Institutions Act and, where applicable, the Corporate Governance Code.

The Board of Directors discussed this Corporate Governance Statement at its meeting on 2 February 2022. KPMG Oy Ab, the company's auditor, has verified that the Statement has been issued and that the description it contains covering the main features of internal control and risk management systems related to the financial reporting process is consistent with the financial statements. This Statement has been issued separately from the Report by the Board of Directors.

This Statement together with the Financial Statements, Report by the Board of Directors and Auditor's Report are available at www.op.fi > OP Financial Group > To the media > Publications > [OP Mortgage Bank's financial reports](#).

Updated information on key governance areas covered by this Statement is available on OP Financial Group's debt investors website at www.op.fi > OP Financial Group > [Debt investors](#).

In its operations, OP MB complies with Finnish legislation. In addition to the Finnish Limited Liability Companies Act, OP MB complies with regulations governing securities issuers, the Act on Mortgage Credit Banks, regulations concerning financial services companies, its Articles of Association and the guidelines issued by OP Cooperative. In its international operations, OP MB also complies with local laws when applicable.

The Finnish Corporate Governance Code 2020 for listed companies, issued by the Securities Market Association, is available on the Association's website at www.cgfinland.fi.

1.2 Compliance with the Finnish Corporate Governance Code, and deviations from recommendations

In 2021, OP MB complied with the Finnish Corporate Governance Code (2020) for Finnish listed companies on a voluntary basis insofar as the Code applies to a wholly-owned subsidiary and credit institution that belongs to a financial services group. A key rationale for deviating from the Code is the ownership structure of OP MB.

Deviations from the recommendations of the Finnish Corporate Governance Code, and rationale for such deviations

Recommendation	Deviations	Rationale
1, 2, 3, 4, 10 and 22	<p>A General Meeting is not organised but the shareholders make a unanimous decision as stated in chapter 5, section 1 of the Limited Liability Companies Act. A notice of meeting is not sent, neither are the minutes of the meeting published on the op.fi website.</p> <p>All of the members of the Board of Directors are executive members dependent on the company and/or its shareholder, OP Cooperative.</p> <p>The General Meeting does not discuss the remuneration policy.</p>	<p>OP Cooperative is the only shareholder of OP Mortgage Bank.</p>
Reporting requirements	<p>OP Mortgage Bank complies with the reporting requirements stated in the Finnish Corporate Governance Code insofar as they apply to a wholly-owned subsidiary and credit institution.</p>	<p>The deviations concern information that is not available with respect to OP Mortgage Bank, or which is irrelevant due to the ownership structure of OP Mortgage Bank (such as a description of the management team). See above for more detailed rationale concerning deviations from certain recommendations of the Finnish Corporate Governance Code.</p>

2 OP FINANCIAL GROUP'S STRUCTURE, AND GROUP STRUCTURE

OP MB is a subsidiary wholly owned by OP Cooperative acting as OP Financial Group's central cooperative, and a member credit institution. OP MB acts as a mortgage bank issuing bonds with mortgage collateral and bonds with public sector collateral. OP MB is part of OP Cooperative Consolidated.

Established in 1902, OP Financial Group is a financial services group based on a cooperative foundation. OP Financial Group is made up of 121 member cooperative banks (as at 31 December 2021) and their central cooperative (OP Cooperative) as well as a number of subsidiaries and affiliates.

The amalgamation of deposit banks comprises OP Cooperative (the central cooperative) and its member credit institutions, such as OP MB, OP Financial Group member cooperative banks and financial institutions and service companies in which the above-mentioned institutions jointly hold more than half of the voting rights.

OP Cooperative Consolidated comprises OP Cooperative, which acts as the parent entity, and entities majority-owned or wholly-owned by the parent institution or any of its subsidiaries.

The central cooperative is obliged to support its member credit institution in order to prevent it from being placed into liquidation and is liable for its member credit institution's debts which cannot be paid using the member credit institution's capital. Each member credit institution, for its part, is liable to pay a proportion of the amount which the central cooperative has paid to another member credit institution as part of support action or to a

creditor of such member credit institution in payment of an amount overdue. In the case of the central cooperative's default, a member credit institution has unlimited refinancing liability for the central cooperative's debts.

Read more about OP Financial Group's structure in section 2 of OP Financial Group's Corporate Governance Statement 2021.

3 OP FINANCIAL GROUP'S RESPONSIBLE OPERATIONS AND GOOD CORPORATE GOVERNANCE

OP Financial Group's core values and principles governing corporate responsibility and good corporate governance also guide the operations of OP MB.

OP Financial Group has defined core values that guide its operations and support its mission. The Group's core values are people first, responsibility, and succeeding together. In its operations, OP Financial Group applies its Code of Business Ethics, which includes the key principles for corporate responsibility and environmental impact that all employees and members of governing bodies of OP Financial Group must observe. The Group is committed to complying with international principles that guide operational responsibility. The most important of these are the principles of the United Nations Global Compact initiative. OP Financial Group is a Founding Signatory of the Principles for Responsible Banking under the United Nations Environment Programme Finance Initiative (UNEP FI).

Corporate responsibility is an integral part of OP Financial Group's business and strategy. OP Financial Group reports regularly on its corporate responsibility issues according to the Global Reporting Initiative (GRI) guidelines.

OP Cooperative's Board of Directors and, with respect to the diversity of governance, the Supervisory Council, has confirmed the Principles of Good Corporate Governance for OP Financial Group. These Principles cover all OP Financial Group entities as applicable. The Group entities may, if necessary, also draw up their own guidelines expanding on the Group-wide guidelines.

Read more about OP Financial Group's corporate responsibility and good corporate governance in section 3 of OP Financial Group's Corporate Governance Statement 2021.

4 OP MB'S GOVERNANCE STRUCTURE

OP Cooperative, the only shareholder of OP MB, exercises decision-making powers at a General Meeting. The General Meeting elects the Board of Directors and auditors, for example. Instead of the General Meeting, a shareholder may make a written shareholder decision on a matter within the powers of the General Meeting. The Board of Directors is in charge of the OP MB's strategic management. Responsibility for operational management rests with the Managing Director appointed by the Board of Directors.

On 31 December 2021, OP MB had seven employees. OP MB purchases all the most important support services from OP Cooperative and its Group companies, reducing its need for its own personnel.

5 GENERAL MEETING

The Annual General Meeting (AGM) must be held by the end of May on a date determined by the Board of Directors. The AGM shall discuss matters assigned to it in accordance with the Articles of Association and any other business referred to in the notice of the meeting.

Based on the written decision of OP Cooperative, OP MB's only shareholder, OP Cooperative's Annual General Meeting (AGM) of 22 March 2021 discussed the matters within the remit of the AGM, as specified in the Articles of Association, and adopted the Financial Statements for 2020, discharged members of the Board of Directors and the Managing Director from liability and decided to distribute a dividend of EUR 83.31 per share as well as elected members to the company's Board of Directors and the auditor.

6 BOARD OF DIRECTORS

6.1 Election and composition of the Board of Directors

The General Meeting of OP MB elects members to the Board of Directors, and the parent OP Cooperative prepares proposals to the General Meeting related to the election.

The company's Board of Directors has a minimum of three and a maximum of eight members. A Board member's term begins upon closing of the General Meeting electing the member and terminates upon closing of the Annual General Meeting following the election.

Credit institutions' board members are required to demonstrate the kind of reliability and professionalism and to fulfil the fit and proper criteria specified in the Act on Credit Institutions and official regulations as well as OP Financial Group's internal instructions. Board members are subject to a regular Fit & Proper assessment.

OP Financial Group has a long-term approach to planning the composition of its management bodies. Effective work in management bodies requires that their members have sufficiently diverse expertise, skills and experience. Read more about the principles of the diversity of management bodies in section 3.3 of OP Financial Group's Corporate Governance Statement 2021.

Composition of the Board of Directors in 2021

Vesa Aho, b. 1974

Chair of the Board of Directors
CFO, OP Financial Group
M.Sc. (Econ. & Bus. Adm.)

Lauri Iloniemi, b. 1957

Head of Group Treasury and Asset and Liability Management, OP Financial Group
BA

Kaisu Christie, b. 1972

Head of Retail Customer Financing and Housing-related Services, OP Financial Group
BA

Up-to-date personal data, key work experience and the most significant other relevant positions of the Board members can be found on OP Financial Group's debt investors pages at www.op.fi > OP Financial Group > Debt investors > Corporate Governance (OP Mortgage Bank) > [Board members](#).

In 2021, the Board of Directors had nine meetings. The Board members' meeting attendance rate was 96.3%.

All of the members of OP MB's Board of Directors are executive members dependent on the company and/or its shareholder (OP Cooperative).

6.2 Duties of the Board of Directors

In each subsidiary of OP Cooperative, the board of directors is responsible for due organisation of the subsidiary's governance and operations. When performing their duties, the board of directors must take account of OP Financial Group's strategic statements and other policy lines, confirmed principles and instructions issued by the central cooperative's Supervisory Council, Board of Directors and President and Group Chief Executive Officer concerning matters where the central cooperative is obliged or has the right to issue policy lines regarding the entire Group. The charters of the subsidiaries' boards of directors describe the duties of each board of directors.

OP MB's Board of Directors is responsible for the company's administration and appropriate organisation of operations and for the due organisation of the supervision of accounting and financial management. In addition, the Board of Directors deals with, in terms of quality and extent, far-reaching and fundamentally important matters in principle from the perspective of the company's operations, and any unusual matters.

The Board of Directors and the Managing Director must manage the company professionally following sound and prudent business practices and the principles of good corporate governance.

The Board of Directors has confirmed a written charter defining the duties and meeting procedures applying to the Board of Directors. In this respect, the Board of Directors shall, among other things:

- appoint and dismiss the Managing Director and their deputy after hearing the Board of Directors of the central cooperative
- confirm values to be adhered to with respect to the company's operations
- decide on the company's business strategy and its implementation
- decide on major organisational changes
- decide on significant investments
- decide on other matters relevant to the company's business, such as major changes to the product portfolio or pricing principles
- decide on the issuance of capital instruments
- decide on the remuneration of the company's management and personnel in line with Group-level principles
- approve the annual plan and targets and supervise their implementation
- record guidelines issued by the central cooperative under section 17 of the Act on the Amalgamation of Deposit Banks, confirm any other guidelines issued by the central cooperative and approve the necessary supplementary instructions specific to business segments and companies
- decide on significant outsourcing arrangements
- monitor and assess the effectiveness of the company's internal control, internal audit and risk management systems and consult, at least once a year, the company's Chief Compliance Officer, Chief Audit Officer and the auditor
- monitor and assess the company's financial reporting system
- regularly monitor the values of collateral
- ascertain internal control of the bond register on an annual basis
- discuss and approve the financial statements, prepare the report by the Board of Directors and make the proposal for dividend distribution
- be responsible for any other duties of the Board of Directors as prescribed by legislation or in regulations issued by the relevant authority.

7 MANAGING DIRECTOR AND MANAGEMENT TEAM

The Board of Directors appoints the Managing Director. The central cooperative's Board of Directors may exercise the parent entity's shareholder engagement in the appointment of CEOs.

Sanna Eriksson (b. 1976), M.Sc. (Econ. & Bus. Adm.), has acted as OP MB's Managing Director since 1 June 2019. Tuomas Ruotsalainen (b. 1979), BBA, has acted as Deputy Managing Director since 1 July 2020.

The Managing Director is in charge of the company's daily management in accordance with the instructions and orders issued by the Board of Directors, while ensuring that accounting practices comply with the laws and that financial management is organised in a reliable manner. The Managing Director's duties include the management and supervision of the company's business, and responsibility for the development and coordination of the company's operations.

Up-to-date personal data, key work experience and the most significant other relevant positions of the Managing Director can be found on OP Financial Group's debt investors pages at www.op.fi > OP Financial Group > Debt investors > Corporate Governance (OP Mortgage Bank) > [Managing Director](#). Information on the Managing Director's remuneration can be found in section 10 below.

The company has no management team.

8 INTERNAL AND EXTERNAL CONTROL

8.1 Internal control

Internal control is a continuous process implemented by the management and other personnel with the aim of providing reasonable assurance of the achievement of targets related to functions, reporting and compliance. It consists of continuous advance guidance and retrospective assurance tasks and functions, which seek to ensure high-quality operations and compliance with guidelines and regulations. These actions apply to all operations, including outsourced services.

At OP Financial Group, OP Cooperative's Board of Directors confirms the Group-level principles of internal control that are observed by all OP Financial Group entities, including OP Mortgage Bank.

At OP Financial Group, internal control involves all of the internal guidance exercised to ensure that operations are directed towards targets. It includes all of the operating methods intended to ensure high-quality leadership, risk prevention and management, operational development, the assessment of profitability, accurate reporting and regulatory compliance in operations. Internal control seeks to ensure that the management lays the foundations for high-quality operations.

The roles and responsibilities related to internal control and risk management are arranged into three lines of defence. The first line of defence, the business and centralised functions, are the risk owners. Therefore, they are responsible for compliance with the principles of the confirmed risk management framework – the risk limits and moderate risk appetite – as well as the principles of internal control.

The second line of defence, the functions independent of the business, is responsible for maintaining the internal control framework and for monitoring the implementation of the related policies and procedures. The central cooperative's Risk Management is responsible

for OP Financial Group's risk management framework, assessment, monitoring and reporting. The central cooperative's Compliance is responsible for monitoring and ensuring compliance with internal and external rules throughout the organisation, as well as the process for managing compliance risks.

The third line of defence, the central cooperative's Internal Audit, which is independent of the business and the second line of defence, performs independent internal audit activities directed at governance, risk management and control processes and reports to the Group entities' boards of directors and other management. Furthermore, external auditors ensure the effectiveness of internal control.

Every line of defence is responsible for the organisation, adequacy and implementation of the internal control of its own activities.

In the central cooperative's governance, the Audit Committee of the Board of Directors, in particular, has a major role in ensuring that internal control performs effectively and in compliance with regulation. Internal control observations, recommendations given to the business line/division concerned and the progress of the implementation of such recommendations are reported to the Committee on a regular basis.

OP Mortgage Bank's Board of Directors is tasked with ensuring that internal control is duly organised, taking account of the Group-wide internal control principles and the supplementary central cooperative guidelines. The company's Managing Director and senior management are responsible for ensuring internal control in practice and that duties are duly segregated.

Internal control is complemented by the opportunity of anyone employed by an OP Financial Group entity to report through an independent channel if they suspect that rules or regulations have been violated (whistleblowing).

8.2 Compliance

Managing compliance risks forms part of internal control and good corporate governance and, as such, forms an integral part of business management tasks and the corporate culture. Almost all activities involve compliance risk, and responsibility for the management of risks rests with the business lines/divisions. OP Mortgage Bank's Managing Director is in charge of the company's compliance activities. The Managing Director is supported by OP Financial Group's Compliance organisation, whose compliance officer designated for OP MB reports to the company's Board of Directors.

The Compliance organisation assists Group Executive Management and senior management as well as business lines/divisions in the management of risk associated with regulatory non-compliance, supervises regulatory compliance and, for its part, develops internal control further. Compliance ensures that regulations are complied with and implemented mainly by means of control and risk assessments of new procedures. Compliance activities, compliance observations and the related recommendations issued to the business lines/divisions are reported regularly to OP Mortgage Bank's Board of Directors and OP Financial Group's Compliance organisation. Compliance activities must also be reported to OP Cooperative's Executive Management Team and to the Risk Committee of the Board of Directors as part of OP Financial Group level reporting.

One of the strategic priorities of OP Financial Group is to strengthen the risk management and compliance culture. In 2021, Compliance updated OP Financial Group's compliance risk assessment and AML and sanctions risk assessment, which are key tools in the risk-based targeting of compliance supervision and compliance support provided to business divisions.

The Compliance organisation annually draws up a compliance action plan which will be discussed and confirmed by OP MB's Board of Directors with respect to the company. The principles and instructions governing compliance are also confirmed in the same manner. OP Financial Group's Compliance organisation also controls OP MB's compliance activities.

Compliance is aimed at preventing the materialisation of compliance risks. For this purpose, the Compliance organisation shall, for example,

- prepare and maintain guidelines on key matters related to practices
- advise employees on, and train them in, matters related practices;
- support OP MB's business in the planning of development measures promoting the management of compliance risks;
- keep executive and senior management and the business informed of upcoming regulatory changes and monitor the business's preparation for regulatory changes;
- supervise compliance within the company with the current regulatory framework, ethical practices and internal guidelines related to practices; and
- regularly report to executive and senior management on recommendations given to the business, the results of control and other observations related to compliance risk exposure.

8.3 Risk management

OP MB's independent Risk Management function forms part of OP Financial Group's centralised Risk Management in organisational terms. At OP Financial Group, OP Cooperative's Board of Directors is the most important decision-making body for duties related to risk management. OP Cooperative's Supervisory Council confirms the decisions by the Board of Directors that apply to OP Financial Group's risk appetite. The Risk Committee of the Board of Directors assists the Board of Directors in performing duties related to risk-taking and risk management. Based on the decision by the President and Group Chief Executive Officer, the Executive Management Team has set up a Risk Management Committee, Steering and Compliance Committee and Banking ALM Committee that approve instructions and policy descriptions specifying the Risk Appetite Statement and the Risk Appetite Framework.

The bases for the arrangement of OP Financial Group's risk management prepared by OP Cooperative's senior management and set by the Board of Directors are as follows:

- Senior management prepares business divisions' strategic choices that, in terms of risk-taking, are based on OP Financial Group's Risk Appetite Statement (RAS) document, confirmed by OP Cooperative's Supervisory Council. The Risk Appetite Statement outlines and gives grounds for what risks each business unit is ready to take and to what extent. The business units are obliged to operate within the limits of these restrictions.
- Senior management decides on the division of responsibilities as regards risk-taking. The Group defines what risks different earnings logics (product and service packages) can take and any potential elaborations on what risks legal entities and various functions can take within the earnings logics when serving customers.
- The governance structure provides the basis for the fact that the key principles guiding operations and the related policies and operating instructions have been prepared and resolved appropriately and that each activity is assessed and supervised in appropriate manner in view of quality, extent and complexity by expert parties that are independent of business, in addition to monitoring performed by the business concerned.

- OP Financial Group's remuneration schemes are built in line with the Group's mission, core values and targets. Remuneration may not encourage unnecessary risk-taking or actions that are against the customer's best interest. Compliance and Risk Management are involved in the preparation of the remuneration principles, remuneration policy and remuneration schemes and in the determination of supervisory practices related to remuneration processes.
- In addition, the principles of internal control, good corporate governance, good business practices and corporate security set preconditions for practices.

In 2021, the key areas of development were as follows: 1) OP MB continued to develop its business continuity plan. Incident testing related to the business continuity plan focused on testing incidents related to cyber threats. OP MB has reviewed its external and internal outsourcing agreements so that they meet the regulatory requirements on outsourcing, which have been further specified. 2) The credit risk models, of which OP Mortgage Bank's credit risk parameters are made up of, have been updated in accordance with the method and process descriptions developed in 2020, insofar as applicable. However, the development of both methodology and credit risk models will continue in the years to come.

8.4 Internal Audit

Internal Audit of OP Cooperative (OP MB's parent entity), or OP Financial Group's Internal Audit, is responsible for internal audit. Internal audit constitutes independent and objective assessment, verification and consulting activities with a view to generating added value to OP Financial Group and improving its operations. Internal Audit is headed by the Chief Audit Executive who is appointed by OP Cooperative's Board of Directors.

The Audit Committee of OP Cooperative's Board of Directors confirms the Internal Audit action plan, and OP MB's Board of Directors confirms the part of the action plan related to the company. Internal Audit reports its observations and recommendations as well as the implementation of the recommendations to OP MB's Board of Directors, the management of the auditable entity, OP Cooperative's Executive Management Team and the Audit Committee of the Board of Directors.

In its operations, Internal Audit complies with the Internal Audit Charter confirmed by OP Cooperative's Board of Directors, and the International Standards for the Professional Practice of Internal Auditing confirmed by the Institute of Internal Auditors (IIA). Internal audit performance is subject to external quality assessment every five years.

In 2021, OP MB further developed a model for the self-assessment of the quality of internal audit operations as well as long-term operational planning, the procedures for agile and risk-based auditing, and the use of data analytics in audits.

OP MB's Board of Directors confirmed the internal audit action plan for 2021. In addition to audits directly targeted at the company, internal audit has been performed indirectly as part of audit applying to the centralised functions of OP Financial Group. The audits were prioritised and targeted on a risk basis by taking account of OP Financial Group's strategic targets, regulatory requirements and Internal Audit priorities. In assessing the processes subjected to auditing, particular emphasis was placed on their efficiency and on the adequacy and functionality of controls and other internal supervision.

8.5 External control

8.5.1 Audit

The General Meeting of OP Mortgage Bank elects an audit firm chartered by the Finnish Patent and Registration Office to act as the auditor.

The Audit Committee of the Board of Directors of OP Cooperative, OP MB's parent entity, puts audit services out to tender at some five years' interval (last time in 2018 by the then Audit Committee of the Supervisory Board), on the basis of which it makes a recommendation to the Board of Directors on the auditor to be appointed. The Board of Directors makes a proposal to the Cooperative Meeting regarding the appointment of an auditor. The Audit Committee of OP Cooperative's Board of Directors annually assesses the quality of the auditor's performance and ancillary services and the independence of auditors and the statement of the ancillary services.

The auditor is tasked with auditing the accounting, internal control, accounting policies, management accounting judgements, presentation and structure of the financial statements of the company in order to obtain assurance that the financial statements have been prepared in compliance with the rules and regulations in force governing the preparation of financial statements and gives the company's shareholders and other stakeholders a true and fair view of the financial position, financial performance and cash flows of the company.

KPMG Oy Ab, an audit firm, acted as the company's auditor in 2021, with Tiia Kataja, APA, acting as the chief auditor, appointed by KPMG Oy Ab. KPMG Oy Ab has acted as the company's auditor since 2002 and Tiia Kataja, APA, as chief auditor since 2019.

OP MB has used KPMG Oy Ab's advisory services related mainly to the comfort letters of bond programmes.

In 2021, audit fees paid totalled EUR 49,610 (40,343), whereas fees for assignments as referred to in chapter 1, section 1(1)(2) of the Auditing Act totalled EUR 0 (0), fees for tax advisory services EUR 0 (0) and fees for other services EUR 32,000 (64,480). Non-audit services rendered by KPMG Oy Ab totalled EUR 32,000 (62,877) (excl. VAT). The corresponding figures for 2020 are shown in brackets.

8.5.2 Supervision by the central cooperative

OP MB belongs to the amalgamation of deposit banks, under applicable laws. The amalgamation comprises OP Cooperative as the central cooperative together with its member credit institutions as well as financial institutions and service companies in which the above-mentioned institutions jointly hold more than half of the voting rights. OP Cooperative controls the amalgamation's operations and provides the companies within the amalgamation with guidelines on the qualitative requirements for safeguarding their liquidity and capital adequacy, as well as guidelines for their risk management, good corporate governance and internal control. The central cooperative may also confirm general principles to be followed by the member credit institutions in operations relevant to the amalgamation.

In addition, OP Cooperative supervises the operations of its member credit institutions, including OP MB, in the manner referred to in the Act on the Amalgamation of Deposit Banks. In its operations, the company takes account of OP Financial Group's strategy, confirmed by OP Cooperative's Supervisory Council, and regulations and guidelines on risk management and other operations issued by OP Cooperative to the member banks. The company reports to OP Cooperative in a separately agreed manner.

8.5.3 Regulatory supervision

As part of OP Financial Group, the company is supervised by the Financial Supervisory Authority and the European Central Bank as prescribed in the laws governing financial markets.

9 FINANCIAL REPORTING PROCESS

The different financial management units subordinate to OP Financial Group's CFO take charge of not only the preparation of interim reports, half-year financial reports, financial statements bulletins and annual financial statements for OP Financial Group and Group entities, as required by financial accounting, but also of the production of management accounting reports, such as monthly reports on business performance. The Controller function within OP Financial Group also produces earnings forecasts, analyses the actual outcome in comparison with the forecasts, and reports on any deviations.

Correctly consolidated information using sub-ledger accounting forms the basis of reliable financial reporting.

OP MB uses company-wide financial reporting and risk reporting to monitor the achievement of its business goals and financial targets, and these reports are regularly reviewed at the meetings of senior management, OP MB's Board of Directors and OP Cooperative's Executive Management Team. Financial information in financial reports is compared with related plans and any differences are analysed and the report also describes earnings outlook for the current year and for a longer period of time. The same principles apply to the management's monthly financial performance and risk reports. When preparing and examining the report, the management ascertains the accuracy and correctness of the financial results and reporting by analysing performance and risk exposure and any deviations from targets.

External reporting is based, for example, on the International Financial Reporting Standards, the Finnish Limited Liability Companies Act, the Act on Credit Institutions, the Accounting Act, and the standards and regulations issued by the Financial Supervisory Authority. OP Financial Group's shared principles are applied in the accounting and financial statements of all OP Financial Group entities. Responsibility for the interpretation of, guidelines on and advice on standards, other laws governing the preparation of financial statements and official accounting requirements as well as the preparation of and compliance with common accounting policies rests with OP Cooperative, OP Financial Group's central cooperative. Whenever necessary, the company turns to auditors who give a statement of the selected principles and interpretations.

OP MB's Board of Directors must ensure that supervision of accounting and financial management is duly organised. It decides on reporting, procedures and qualitative and quantitative indicators used to assess operational efficiency and performance in line with principles adopted by OP Cooperative. The Board of Directors discusses and approves the financial statements and interim reports.

The Board of Directors is tasked with ensuring that the company has a sufficient internal control system covering all of its operations. It must also evaluate how the company complies with laws, regulations, official instructions and internal instructions. The Board also discusses the most significant changes made to the accounting policies during the financial year, principles governing impairment testing for goodwill and intangible assets and the outcome of this testing, and critical accounting estimates and judgements, as well as control reports and reports prepared by regulators, auditors, Internal Audit and the Compliance organisation.

The Managing Director must ensure in accordance with the Limited Liability Companies Act that the company's accounting is in compliance with applicable laws and that treasury has been organised in a reliable manner. OP Cooperative's Finance and Group Treasury, independent of business lines/divisions, is responsible for the company's financial reporting. This function produces reliable, relevant and up-to-date information on the company's performance and finances, and keeps the Board of Directors and the Managing Director and other decision-makers informed of the company's financial performance and near-term outlook. The Managing Director is also tasked with controlling the quality of outsourced accounting services and services for reports to regulators and other relevant authorities, and developing business control and risk management methods, indicators and the supporting systems.

Compiling financial statements information and interim reports for publication is coordinated at the central cooperative consolidated level. The needs of the management and business lines/divisions as well as applicable legislation guide reporting. Reporting systems and communications are defined so as to enable appropriate monitoring and supervision of objectives, performance, operations and risk at all organisational levels. When reporting OP MB's and its business lines' results and other confidential company information, the company ensures that information confidentiality has been mentioned in the reports and that confidentiality remains when distributing the reports.

Business control primarily uses OP Financial Group's shared systems. Operational duties related to financial and management accounting are coordinated at OP Cooperative Consolidated level.

As provided by law, auditors shall assess the accuracy of external financial reporting. The auditors are tasked with auditing the accounting, financial statements and governance of the company in order to obtain assurance that the company and its administrative bodies act in compliance with applicable laws and that the financial statements have been prepared in compliance with the rules and regulations in force, and that they give owners and other stakeholders a true and fair view of the financial position, financial performance and cash flows of the company.

In its audits, Internal Audit assesses the effectiveness and adequacy of the company's financial reporting, and reports these audits to the senior management and the Board of Directors.

OP MB's financial statements were prepared in accordance with IFRS, applying IASs, IFRSs and SIC and IFRIC interpretations effective on 31 December 2021.

10 REMUNERATION

10.1 Board emoluments and other benefits

The Annual General Meeting (AGM) decides on Board emoluments and other benefits proposed by the parent entity, OP Cooperative.

The Board members did not receive any separate attendance fees or monthly emoluments in 2021.

10.2 Managing Director's salary and other benefits

The Board of Directors appoints the Managing Director and decides on their salary, benefits and the terms and conditions of their executive contract. A written Managing Director executive contract stipulates the terms and conditions of the contract.

Pension benefits are determined in accordance with pension laws and OP Financial Group's own pension plans. The Managing Director is covered by the Finnish Employees Pensions Act which provides pension benefits based on the years of employment and earnings as prescribed in the Act. The Managing Director is not included in any supplementary pension plan.

The period of notice applicable under the Managing Director's executive contract is six months in case the company terminates the contract. In case the executive contract terminates due to reasons attributable to the company, the Managing Director will be entitled to bonuses under the performance-based bonus scheme for the year of contract termination, provided that the schemes' performance criteria and the criteria for payment under the schemes' terms and conditions are fulfilled.

10.3 Principles governing remuneration paid to the Managing Director and other management

The remuneration schemes approved by OP Cooperative Consolidated are aimed at encouraging and engaging key human resources in the development of business and ensuring that the company attracts new key employees. OP Cooperative's Board of Directors and its Nomination and Remuneration Committee assess and monitor regularly the effectiveness of the company's remuneration schemes with the aim of ensuring that remuneration policies and practices with respect to all personnel groups are in line with the Group's core values, strategy, targets and goals, risk policies and control systems. The regulations regarding the financial sector's remuneration schemes have been taken into account in establishing the incentive schemes.

Remuneration of the Managing Director and other management consists of the following three components:

- 1) basic pay (salary and fringe benefits, based on the job grade and skills);
- 2) performance-based bonus (based on the achievement of targets under the annual plan); and
- 3) personnel fund (based on the achievement of targets derived from OP Financial Group's strategy).

The Board of Directors is responsible for deciding on remuneration to the Managing Director and other management.

10.4 Performance-based bonus scheme

The Board of Directors annually decides on the performance-based bonus scheme. Remuneration is based on metrics deriving from annual targets. Such metrics may be determined at Group-, function-, department- and employee level. In addition to personal performance, bonus payout requires the fulfilment of the conditions set for Group- and/or company-level remuneration.

The Group-level precondition for remuneration is that OP Financial Group's LCR (Liquidity Coverage Ratio) exceeds 110% and the Group's CET1 ratio exceeds the CET1 MDA + 2 percentage points on the bonus payout date (CET1 MDA = CET1 minimum level. If this level is not met, profit distribution will be restricted). Another precondition for bonus payout is that the EBT of OP Mortgage Bank and customer business shows a profit. The final amount of the bonus earned based on the metrics in the balanced scorecard is also determined by the EBT of the central cooperative consolidated.

For 2021, the Managing Director is entitled to bonus corresponding to their regular three-month salary subject to PAYE tax at a maximum. Bonuses under the performance-based bonus scheme are paid in cash, in view of OP Financial Group's payment guidelines with respect to persons affecting the company's risk profile (Identified Staff).

10.5 Personnel fund

Personnel (including the Managing Director) is included in the long-term incentive scheme based on OP Financial Group Personnel Fund. The personnel fund is grounded on the achievement of the Group's shared strategic goals and targets. In 2021, the target performance metrics applied in the scheme were based on the growth differential between income and expenses at OP Financial Group as well as net growth in the number of customers using OP as their main bank and insurer. The Board of Directors annually determines the amount of profit-based bonuses transferred to the personnel fund. The maximum amount of the profit-based bonus in 2021 accounted for 3% of the total wages and salaries of the employees included in the personnel fund.

10.6 Managing Director's earnings in 2021

Managing Director Sanna Eriksson's remuneration in 2021, euros
(The Managing Director does not receive a separate salary in their capacity as OP Mortgage Bank's Managing Director but the salary is based on their role in OP Financial Group.)

Regular salary	109,624
Holiday bonus	5,501
Fringe benefits	240
Short-term performance-based bonus earned and the personnel fund's profit-based bonus for 2020	16,193
Total salaries, bonuses and fringe benefits paid in 2021	131,558

11 INSIDER MANAGEMENT AND PUBLIC ACCESS TO INSIDER REGISTERS AND LISTS

As securities issuer, OP MB has its own Insider Guidelines and Guidelines for Insider Trading as part of OP Financial Group's Guidelines for Insiders and Insider Trading. The Insider Guidelines and Guidelines for Insider Trading for securities issuers contain regulations governing inside information, prohibition against abuse and improper disclosure of inside information, disclosure of inside information, public insider registers, lists of executives, reporting and disclosure of transactions, trading restrictions applicable to insiders and insider management. The Guidelines also cover the organisation of supervision of compliance with the restrictions.

The Insider Guidelines and Guidelines for Insider Trading are based on laws governing securities markets, such as the Market Abuse Regulation, regulations issued by the Finnish Financial Supervisory Authority, Guidelines for Insiders of Listed Companies issued by Nasdaq Helsinki, and Trading Instructions for FFI Member Organisations.

The guidelines are aimed at fostering stock market players' trust in OP Financial Group and OP MB.

OP Legal Services maintains public insider registers of OP Financial Group entities, registers of relevant persons, lists of company-specific permanent insiders and lists of executives. Such maintenance is organised through the SIRE system maintained by Euroclear Finland Ltd and through OP Financial Group's SIPI system.

When necessary, OP MB maintains project-specific insider lists.

As a credit institution, OP MB's operations include participation in securities trades performed by clients or in other transactions related to securities. In connection with financing arrangements or as part of OP MB's other ordinary operations, OP MB and its executives and salaried employees may also receive inside information on client companies. For the abovementioned reasons, among other things, OP MB and its executives and salaried employees are subject to insider regulation as referred to in the applicable law.

Training in insider issues is available on a regular basis. Such training will particularly take place at times following changes in insider guidelines.

Anyone has the right to access the public register of insider holdings and receive extracts and copies of the information in the register against a charge. However, a natural person's personal ID code and address and the name of a natural person other than the insider are not publicly available. Information included in the list of executives or the list of project-specific insiders is not publicly available, unlike that included in public insider registers. Extracts from and copies of the public register of insider holdings can be ordered from OP Legal Services, Legal Services for Wealth Management Private and SME Customers. Written requests for such information specifically describing the information should be submitted to:

OP Legal Services
Legal Services for Wealth Management Private and SME Customers
P.O. Box 1068
00013 OP

12 PRINCIPLES FOR RELATED PARTY TRANSACTIONS

OP Financial Group observes regulations governing related party transactions as provided by the Act on Credit Institutions, the Limited Liability Companies Act and IAS 24 (including the decree of the Ministry of Finance on the financial statements and consolidated financial statements and the report by the board of directors, and the Accounting Ordinance).

OP Cooperative's Board of Directors has approved the principles for OP Financial Group related party lending and investments in the related party of a Group entity, which are observed by the following OP Financial Group entities: OP Corporate Bank plc, OP Mortgage Bank, OP Retail Customers plc, OP Asset Management Ltd and OP cooperative banks.

OP Mortgage Bank has defined related parties and related party transactions as stipulated in the Act on Credit Institutions as well as in the reference provision included in the decree of the Ministry of Finance and the Accounting Ordinance as required by IAS 24. Information on persons and entities included in related parties is registered in a separate register which contains the identification details of these persons and entities, as well as the reason for them being included in related parties. Related party transactions are recorded, and there is a defined decision-making procedure for related party lending and investments. In connection with the guidelines for related party lending and investments, OP Mortgage Bank's Board of Directors has confirmed the decision-making powers associated with such lending and investments. Related party lending and investments are approved either by the board of directors or by a separately defined decision-making body authorised by the board

of directors. A board decision is always required if a related party loan or investment is not granted under normal loan terms.

Related party lending and investments are regularly reported to OP Mortgage Bank and regularly controlled as part of compliance supervision. Persons responsible for OP Mortgage Bank's compliance activities report any observations concerning related party lending and investments to the company's Board of Directors on an annual basis. In addition, any observations are reported to the central cooperative's Compliance organisation.

OP Financial Group entities report related party transactions in the notes to the accounts as specified in IAS 24.

13 DISCLOSURE POLICY

OP MB pursues OP Financial Group's communications and disclosure policy.

OP Cooperative's subsidiaries OP Corporate Bank plc (OP Corporate Bank) and OP MB are in charge of OP Financial Group's funding from money and capital markets. Securities issued by OP Financial Group entities are traded on Euronext Dublin (issued as of 16 February 2018), London Stock Exchange (issued prior to 16 February 2018), or other stock exchanges, in addition to or in place of Nasdaq Helsinki. OP Corporate Bank has also issued unlisted bonds and/or certificates of deposit on the Finnish, UK and Japanese markets.

In their disclosure policy, OP Financial Group, OP Corporate Bank and OP MB comply with legislation, decrees and other binding regulations and the rules of Nasdaq Helsinki and, to the appropriate extent, those of other stock exchanges and the regulations and guidelines issued by the Finnish Financial Supervisory Authority and the European Securities and Markets Authority (ESMA). OP Financial Group's Communications takes into account not only the above but also the Corporate Governance Recommendations and the Code of Business Ethics.

OP Financial Group's Communications and Disclosure Policy applies to the disclosure principles and practices of bond issuers (OP Corporate Bank and OP MB) and OP Financial Group. The disclosure policy was adopted by OP Cooperative's Board of Directors on 26 October 2021 and by OP MB's Board of Directors on 27 October 2021.

The objective of the disclosure policy is to ensure that all market participants have sufficient and accurate information concerning OP Financial Group's matters that may materially affect the value of securities issued by OP Corporate Bank and OP MB. OP Financial Group decides the disclosure of information by assessing at Group level whether the matter or event in question materially affects OP Financial Group's or the issuer's capital adequacy and repayment capacity and, through this, the value of a security.

It is the duty of OP Cooperative to ensure that OP Corporate Bank and OP MB too disclose, distribute and make available information on matters covered by the disclosure obligation as prescribed by law. The subsidiaries report and publish their own interim reports, financial statements and reports by the board of directors. OP Cooperative discloses for and on behalf of its subsidiaries other information that falls under its disclosure obligation. Communication with regard to securities issued by OP Corporate Bank and OP MB is decided upon on a case-by-case basis with the issuer. Responsibility for the issuer's disclosure obligation rests with each issuer.

The disclosure policy describes the key principles and policies followed by OP Financial Group and issuers in their communication with capital market participants and other

stakeholders. In addition, the policy describes the disclosure, dissemination and storage of the information within the scope of the disclosure obligation as prescribed by law. OP Financial Group assesses its disclosure policy's consistency, suitability and sufficiency on a regular basis, at least once a year.

OP Financial Group's communications are tasked with promoting the Group's business by providing all stakeholders with accurate information on the Group's goals, targets and operations. External and internal communications aim to support the Group's strategic and business goals and enhance and maintain the Group's strong corporate image while fostering cooperation within the Group. Both external and internal communications are based on facts and provide a true picture of the state of affairs.

OP Financial Group's Communications and Disclosure Policy followed by OP MB can be found on OP Financial Group's website at www.op.fi > OP Financial Group > To the media > [Communications and disclosure policy](#).