# RELAIS

# 2024

# ANNUAL REPORT

# Annual Report 2024

Relais Group's Annual Report 2024 consists of three parts: Business and Sustainability Review 2024, Financial Review 2024 and Remuneration Report 2024. The Financial Review 2024 includes the Report of the Board of Directors, including the Sustainability Report and the Corporate Governance Statement, and the Financial Statements. The document is available for download on the Relais Group website at: www.relais.fi/en/investors/materials/reports-and-presentations/.

**Business and Sustainability Review 2024**

**Financial Review 2024**

**Remuneration Report 2024**

www.relais.fi LinkedIn

RELAIS

# 2024

BUSINESS AND SUSTAINABILITY REVIEW

# Table of Contents

Relais Group's Annual and Sustainability Review 2024 includes information about Relais Group as a company, as well as key events and figures of the year. The review also provides insights into Relais' strategy, business and sustainability aspects.

# Relais Group in brief

Relais Group is a leading consolidator and acquisition platform on the vehicle aftermarket in the Nordic and Baltic countries. We have a sector focus in vehicle life cycle enhancement and related services. Through our business, we aim to extend the life cycle of vehicle fleet. In addition, we strive to enable the transition towards low-emission transport.

We are a profitable company seeking strong growth. We also serve as a growth platform for the companies we own. We carry out targeted acquisitions in line with our growth strategy and we want to be an active player in the consolidation of the aftermarket in our area of operation. Our acquisitions are targeted at companies having a good strategic fit with our group companies.

Our net sales in 2024 was EUR 322.6 (2023: 284.3) million. During 2024, we bought a total of two companies and businesses. We employ approximately 1,300 professionals in six different countries. The Relais Group share is listed on the Main Market of Nasdaq Helsinki with the stock symbol RELAIS.

# Information for shareholders

The Relais Group share is listed on the Main Market of Nasdaq Helsinki with the stock symbol RELAIS.

**Dividend policy**
Relais' dividend policy is to target annual dividends that exceed 30 per cent of the average comparable earnings per share of the group, over a business cycle. In proposing the dividend, the group's equity, acquisition opportunities and financing needs related to them, liquidity position, long-term financing and investment needs, growth plans, the requirements of the Limited Liability Companies Act for the distribution of dividends and other factors that the company's Board of Directors consider important are taken into account.

For each year, the future amount of dividends, if any, and their timing will depend on the future results of the group companies, financial position, cash flows, investment needs, solvency, the ability of the company's subsidiaries to distribute dividends or otherwise transfer assets to the company, and other factors.

**Annual General Meeting 2025**
The Annual General Meeting will be held on Wednesday 10 April 2025 at 3:00 p.m. at Sanomatalo (Studio Eliel) address Töölönlahdenkatu 2, Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2:30 p.m. Shareholders will be able to follow the meeting via webcast. Instructions for following the meeting via webcast are available on the company's website at www.relais.fi/en/investors/corporate-governance/annual-general-meetings/annual-general-meeting-2025/.

**Board of Directors' dividend proposal**
The Board of Directors proposes a dividend of maximum EUR 0.50 (0.44) per share to be paid for 2024. Of this dividend EUR 0.30 would be paid in April 2025. In addition, the Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide, at its discretion, on the distribution of a maximum additional dividend of EUR 0.20 per share in November 2025.

**Financial communication in 2025**
- Interim report January-March 2025, on Tuesday 13 May 2025
- Half-year report January-June 2025, on Thursday 14 August 2025
- Interim report January-September 2025, on Wednesday 22 October 2025

Financial reviews and supplementary material become available on their publishing date at www.relais.fi/en/investors/. You can also register to receive Relais releases with the form found on the website's home page.

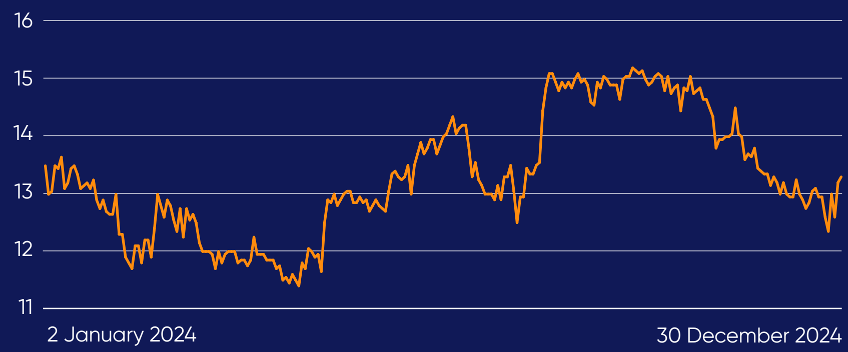
There is always a 30-day period of silence before regularly published financial reports, during which Relais Group does not release any comments relating to the company's financial situation, business activities, markets or future prospects. During the silence period, representatives of the company's management do not meet with investors, analysts or other market operators and they do not give interviews relating to the financial situation of the company.

**Analyses**
Relais Group Plc is followed by Carnegie, Danske Bank Inderes and Nordea. The analyses provided by analysts are the independent and impartial opinions of organisations following Relais Group. Relais Group cannot influence the content of these analyses or the reliability of the information they contain and furthermore, the information should not under any circumstances be regarded as investment advice.

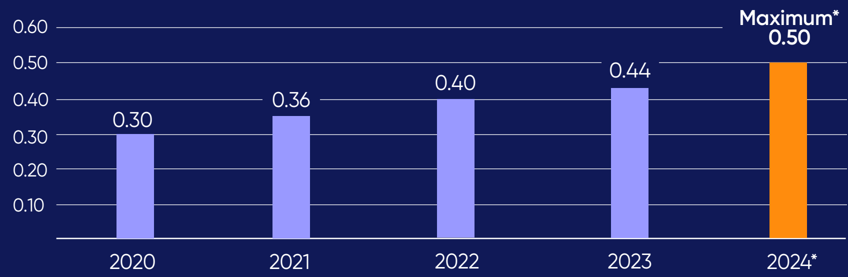
**Investor relationships**
The CEO of Relais Group is responsible for investor relations.

Arni Ekholm, CEO
arni.ekholm@relais.fi

## Share price development 2024, EUR




## Dividend per share 2020–2024, EUR




* The Board of Directors proposes a dividend of maximum EUR 0.50 (0.44) per share to be paid for 2024. Of this dividend EUR 0.30 would be paid in April 2025. In addition, the Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide, at its discretion, on the distribution of a maximum additional dividend of EUR 0.20 per share in November 2025.

## Largest shareholders, 31 December 2024

| | Shareholder | Number of shares | % |
|---|---|---|---|
| 1 | Ari Salmivuori | 5,368,800 | 29.6 |
| 2 | Nordic Industry Development AB[1] | 3,015,600 | 16.6 |
| 3 | Helander Holding Oy | 885,130 | 4.9 |
| 4 | Rausanne Oy | 718,719 | 4.0 |
| 5 | Evli Finland Small Cap Fund | 715,000 | 3.9 |
| 6 | Ajanta Oy[2] | 469,800 | 2.6 |
| 7 | Kauhanen Kari | 431,495 | 2.4 |
| 8 | Evli Finland Select Fund | 398,850 | 2.2 |
| 9 | Elo Mutual Insurance Company | 357,813 | 2.0 |
| 10 | Stadigh Kari | 292,200 | 1.6 |
| 11 | Danske Invest Finnish Equity Fund | 227,677 | 1.3 |
| **Ten largest combined** | | **12,882,084** | **71.0** |
| Other shareholders | | 5,250,224 | 29.0 |
| Total | | 18,132,308 | 100.0 |

[1] In Nordic Industry Development AB, control is indirectly held by Jesper Otterbeck.
[2] In Ajanta Oy, control is held by Ari Salmivuori.

> Market capitalisation on 31 December 2024 EUR 241 (245) million.

# Relais Group has created significant shareholder value for our shareholders

Relais' absolute total shareholder return (TSR) vs. market index

**~ 101% total shareholder return since IPO[1]**

**Outperforming OMX Helsinki by ~ 3,4x since IPO[1]**


Nasdaq, data as per closing value 30 December 2024
[1] Total shareholder return calculated as value of shares plus all div idends. Total shareholder return assumes €1.0 investment at IPO subscription price.

- Shares have delivered significant shareholder returns since the IPO in October 2019, outperforming the OMX Helsinki 25 GI
- The success of Relais' past acquisitions has created a strong foundation to generate further M&A opportunities

# Relais Group as an investment

- Active consolidator with a clear focus on the vehicle aftermarket
- Track record of successful M&A in a highly fragmented industry with significant acquisition opportunities
- Exposure to large, resilient and structurally growing markets
- Scalable platform across diversified business areas with strong growth potential
- Consistent, strong and profitable organic revenue growth with cash-generative business model
- Decentralised model that enhances entrepreneurial culture and values

CEO's review

# A Record Year for Relais Group

The year 2024 was a record year for us. We reached the highest Net Sales, EBITA, Net Profit and Earnings per Share in the history of Relais Group Plc. The Return on Capital Employed increased from 10.0% to 13.2% and the Return on Net Working Capital increased from 44.0% to 53.4%. This demonstrates the strength of our business model and strategy even during economically challenging times. During the last five years, we have practically tripled our net sales and simultaneously more than doubled our profit. We have succeeded in establishing Relais Group as a significant commercial vehicle aftermarket growth platform even on a European level and created significant value for our shareholders.

**Segment overview**

Both of our geographical segments Finland and Baltics and Scandinavia managed to reach a double-digit turnover growth during 2024. The harsh winter conditions during the first quarter boosted the sales especially in Finland, but also to a certain extent in Sweden. The positive market development continued in both segments in practice the whole year, and our sales developed well even during the last quarter of the year despite the relatively mild winter conditions. The Scandinavian market showed robust growth during the year and also the Finnish market improved during 2024 as opposed to the relatively flat development during the earlier years. The turnover growth of segment Finland and Baltics was +12% (organic: +7%) and respectively +15% (organic: +9%) for the segment Scandinavia.

**Business Area overview**

In the Technical Wholesale and Products business area virtually all our Group companies grew their sales in a significant way. The demand situation for spare parts and equipment was strong in all our operating countries, demonstrating the defensive nature of the vehicle aftermarket. The ageing vehicle parc demands more spare parts and services, and during economically tough times existing vehicles are used longer before changing into new ones.

In addition, the long period of extremely low temperatures during Q1 boosted the spare parts and equipment sales. We also intensified our efforts in bringing new spare parts under our private label product family "NPD". We aim to clearly increase the share of private label sales of our total spare part sales in the coming years.

Our broad product portfolio, excellent customer service combined with our best-in-class digital customer interface and efficient logistics gives us a unique position in this market. We work in close partnership with our customers and help them to do a better business, every day.

Looking closer at our Lighting product group, the year 2024 was yet another year of net sales growth. The export success of our Strands brand continued especially in the Central European markets. In the Scandinavian markets we relaunched our Optibeam brand and introduced several new products in that range. The main season of the Lighting market starts typically during September-October. This year the season started somewhat later, meaning that a relatively bigger part of the sales now happened during fourth quarter. Although the absolute majority of our Lighting products goes to business-to-business customers, consumer demand also plays an important role especially during the peak season in November-December. After a few years of sluggish consumer demand our on-line sales to consumers showed encouraging development during Q4.

In the Repair and Maintenance business area the year 2024 was a year of continued and profitable growth. The net sales of our commercial vehicle business area grew with 15% (organic: 7%). Our operating units Raskone (Finland), STS and Skeppsbrons (Sweden) continued their strong performance. The targeted and strategic acquisitions of M Ahlqvist in Finland and Team Verkstad in Sweden further strengthened our competitiveness and service offering, especially in the trailer repair segment in Finland. We continued to gain market share in strong and close partnership with our customers in Finland and Sweden. The continued work to increase the capacity utilization of our workshops, including a systematic benchmarking and implementation of best practices is giving real results also in the profitability of this business area. In only a few years the commercial vehicle repair and maintenance business area has become a major profit and cashflow contributor to Relais Group.

**Acquisitions**

We continued to scan the market for good acquisition targets and have been engaged in several discussions and negotiations with owners of relevant companies. When looking at acquisition targets we search for companies having a stable financial track record, a well-managed business with a highly committed team and perhaps most importantly, a solid path for future profit growth as a member in the Relais family. During the year 2024, we completed two well-targeted acquisitions and strengthened our commercial vehicle repair and maintenance business area with M Ahlqvist and Team Verkstad joining our team.

We also intensified our acquisition efforts by empowering the Group company management to actively engage suitable acquisition targets within their specific area of expertise. We expect that to increase the pace of acquisitions during the year 2025.

**Sustainability and good governance**

The year 2024 was important for us in advancing sustainability and good governance. We conducted our first group-wide employee satisfaction survey, and the results were encouraging. This provides a solid foundation for further developing our employee experience and workplace. We also focused on strengthening HR management and ethical business practices by creating a group-wide HR policy that provides guidelines for personnel management and launching a Code of Conduct training program for all employees. Additionally, we clarified our internal governance model by standardizing the management of our group companies, which has improved structural clarity and operational efficiency. In 2024, we further developed our sustainability reporting in accordance with European reporting standards, focusing on the Double Materiality Analysis. Our commitment to sustainability is ongoing, and the steps taken in 2024 lay a strong foundation for future development.

**Outlook 2025**

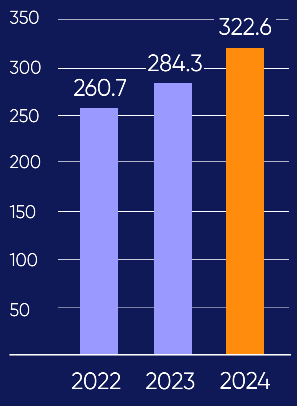
Relais Group's strong performance in 2024 creates a solid platform to continue the positive trend also during the year 2025. We expect the market demand to be on a stable level in our operating countries. We also aim to increase the pace of acquisitions and continue to create value for our shareholders. We feel that we are well positioned to continue our growth story also during 2025 and beyond.

Finally, I want to express my heartfelt thanks to all our over 1,200 professionals for your dedication and hard work during the record year 2024. Additionally, I want to thank all our customers, shareholders and business partners for your support and commitment to Relais Group. We will do our best to earn your trust also during the new fiscal period.

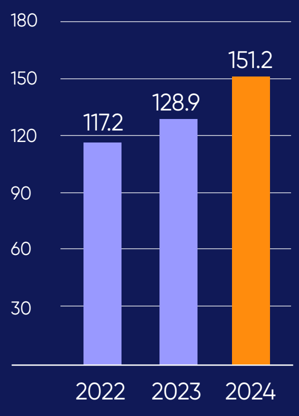
**Arni Ekholm**
CEO

# Key figures

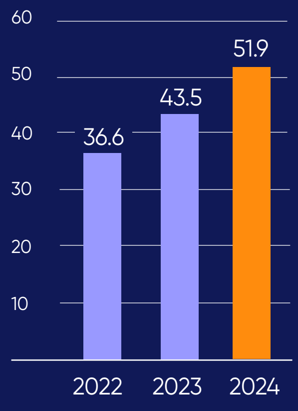
Net sales, EUR million



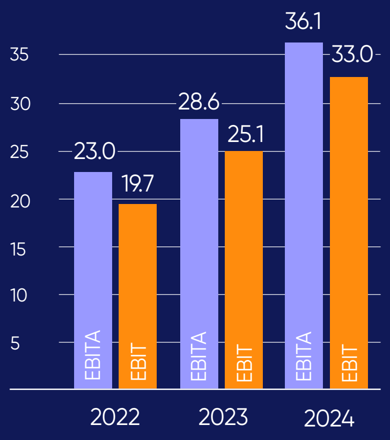

Gross profit, EUR million



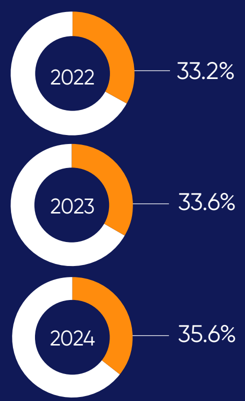

EBITDA, EUR million



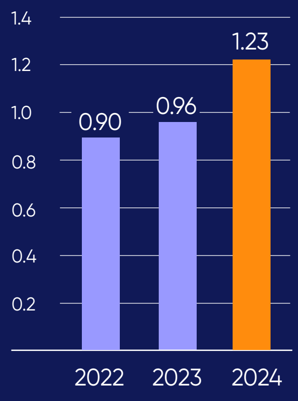

EBITA and EBIT, EUR million




Equity ratio, %




Comparable earnings per share excluding amortisation related to acquisitions, basic (EUR)




## GROUP KEY FIGURES

| EUR 1,000 | 1-12/2024 | 1-12/2023 | Change |
|---|---|---|---|
| Net sales | 322,606 | 284,252 | +13% |
| Gross profit | 151,219 | 128,923 | +17% |
| Gross margin | 46.9% | 45.4% | |
| EBITDA | 51,863 | 43,542 | +19% |
| Comparable EBITDA | 52,490 | 43,841 | +20% |
| EBITA | 36,126 | 28,552 | +27% |
| EBITA margin | 11.2% | 10.0% | |
| Comparable EBITA | 36,753 | 28,851 | +27% |
| Comparable EBITA margin | 11.4% | 10.1% | |
| Operating profit | 32,983 | 25,147 | +31% |
| Profit for the period | 18,533 | 13,739 | +35% |
| Earnings per share, basic | 1.02 | 0.76 | +35% |
| Cash flow from operations | 34,837 | 30,598 | +14% |
| Net working capital | 68,208 | 67,068 | +2% |
| Net working capital turnover | 4.8 | 4.4 | +9% |
| Interest-bearing net debt | 141,283 | 151,010 | -6% |
| Net Debt to EBITDA, LTM | 2.72 | 3.47 | -21% |
| Equity ratio | 35.6% | 33.6% | |
| Return on net working capital | 53.4% | 44.0% | |
| Return on equity | 16.2% | 12.8% | |
| Return on capital employed | 13.2% | 10.0% | |
| Employees at the end of the period | 1,278 | 1,089 | |

The change percentages in the tables have been calculated on exact figures before the amounts were rounded to millions of euros.

# We are operating in the Nordic and Baltic countries

**Net sales**
**322.6**
EUR million

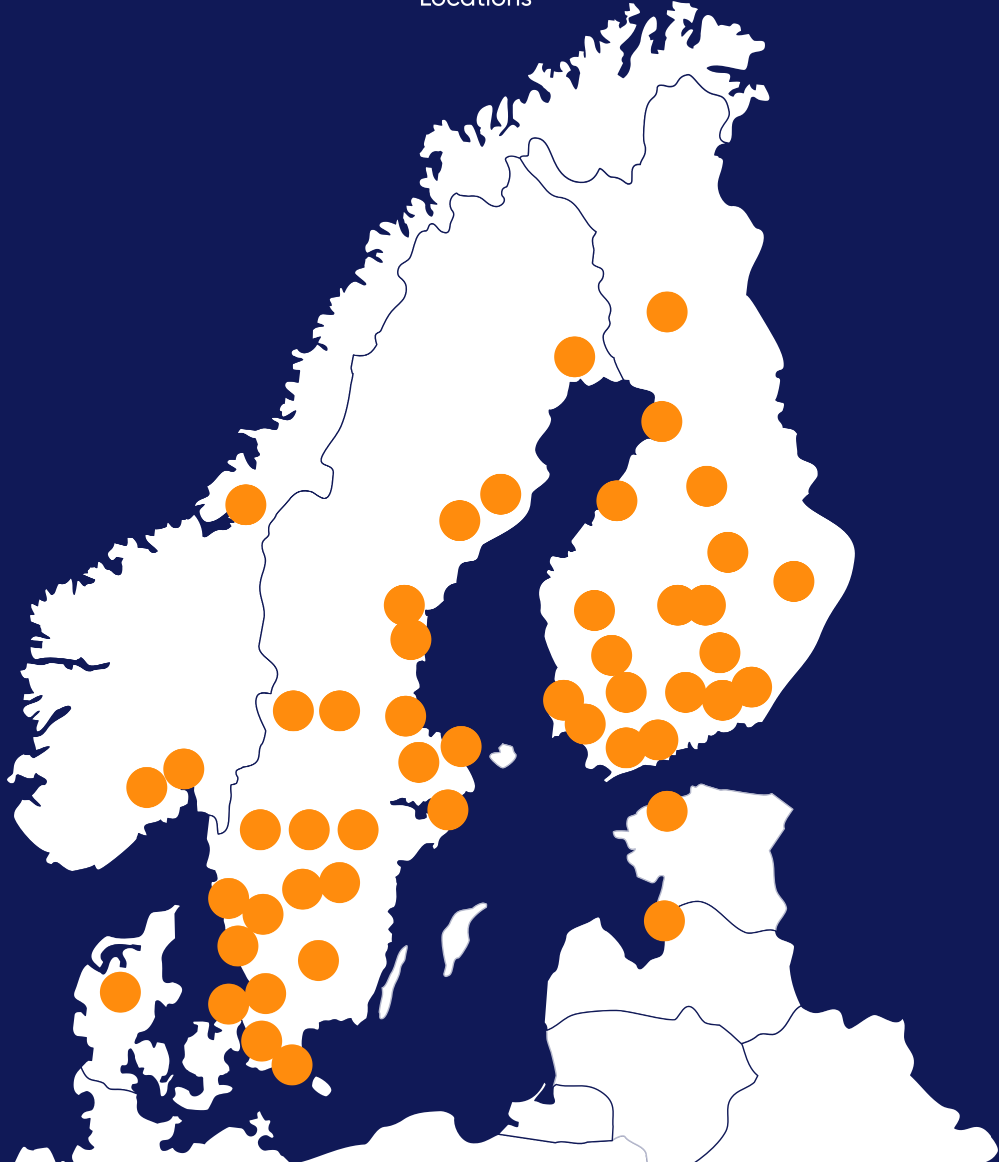
**Growth of net sales**
**13**
%

**EBITA**
**36.1**
EUR million

**Growth of EBITA**
**27**
%

**Personnel**
**1,278**
31/12/2024

Locations



# Highlights of the year 2024

## 1 Raskone acquired Asennustyö M Ahlqvist Oy – the acquisition significantly strengthens our heavy-duty trailer business

Our Group company, Raskone, acquired the entire share capital of Asennustyö M Ahlqvist Oy on May 2, 2024.

Asennustyö M Ahlqvist Oy is a company with over 30 years of experience in providing maintenance and repair services for heavy-duty vehicles in Southwest Finland. The company is particularly well-known for its expertise in heavy-duty trailers. Its operations are based in Rusko, Laitila, and Uusikaupunki, employing a total of 68 professionals. In addition to maintenance and repair services for heavy-duty vehicles, the company's diverse service offering includes tire services, vehicle wrapping, and the production of protective covers for transportation equipment.

Through this acquisition, Raskone strengthens its position in Southwest Finland and expands its core service offering, particularly in the maintenance and repair of trailers.

## 2 Strengthening Compliance, Legal, and HR functions

Juri Viitaniemi, LL.M., was appointed Director Compliance, Legal and HR and member of the Group Management Team in spring 2024. Viitaniemi has previously acted as an attorney at Roschier and Eversheds Sutherland. He has also experience of acting as a lawyer in various Finnish public companies. Viitaniemi started in his position in May 2024.

## 3 STS acquired Team Verkstad Sverige AB – the acquisition strategically strengthens our network in the Gothenburg Area

On 5 July 2024, Relais Group Plc's subsidiary, STS Sydhamnens Trailer Service AB, signed an agreement to acquire the entire share capital of Team Verkstad Sverige AB from Vy Buss AB. Team Verkstad Sverige AB provides maintenance and repair services for buses and other heavy commercial vehicles, employing approximately 34 professionals. Following the acquisition, Team Verkstad Sverige AB operates one workshop and one damage repair workshop in Partille, a neighboring municipality of Gothenburg, Sweden. Through this acquisition, STS strengthened its position in the strategically important Gothenburg area and gained valuable expertise in bus repair and maintenance services. The transaction was completed on 1 October 2024.

# Strategy and financial targets

Relais Group is a consolidator and competent compounder with a sector focus on the vehicle aftermarket in the Nordic region. We serve as a growth platform for our group companies and build them into great businesses.

We consider the value generated during the whole vehicle life cycle and are focused on the sector with biggest potential for earnings growth and least cyclicality, the aftermarket.

We create shareholder value by delivering strong earnings growth through a strategy based on three reinforcing themes:

1 **Organic growth** Faster than the market average earning growth supported by synergies

2 **Growth by acquisitions** Competent compounder specialised in the Nordic vehicle aftermarket sector

3 **Operational excellence** Continuous development of operations to grow earnings and cash flow

## Long-term financial target

Relais Group's long-term financial goal is to reach a comparable proforma EBITA of **EUR 50 million** by the end of the year 2025.

## Dividend policy

Relais' dividend policy is to target annual dividends that exceed **30 per cent** of the average comparable earnings per share of the group, over a business cycle.

# Multiple levers to continue a profitable growth journey

Established leading consolidator in the Northern European vehicle aftermarket.
Scalable platform with strong growth potential.

## Acquire new platforms

- Add new business areas within the vehicle aftermarket
- Transformational M&A in existing business areas

## Bolt-ons in existing business areas

- Geographical expansion
- Gain critical competence
- Add new products / services
- Add new vehicle types

## Operational excellence

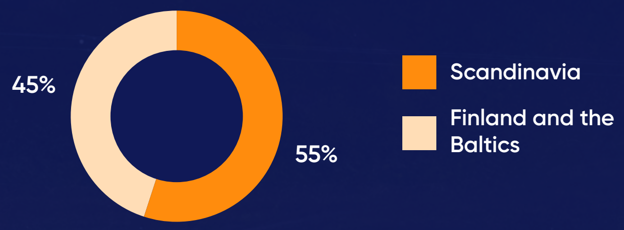
- Continuous enhancement of operations
- Procurement efficiencies
- Working capital optimisation

## Organic growth

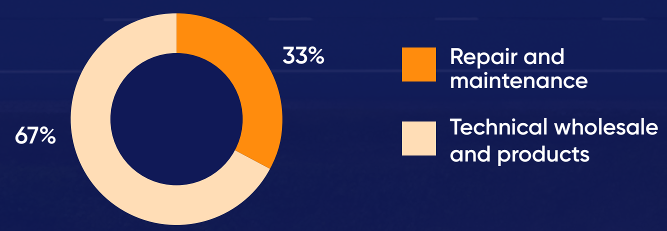
- Above market growth
- Pricing strategies
- Diversifying customer base
- Expand product and service offerings
- Add new vehicle types

# Our business

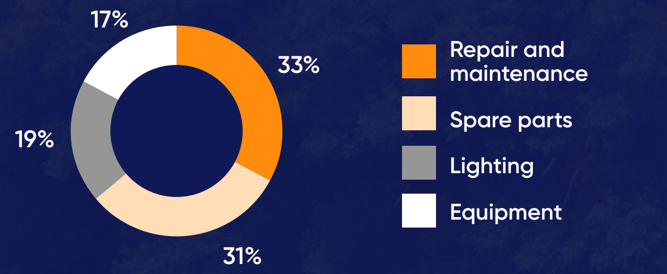
Net sales by segment




Net sales by business area




Net sales by product group





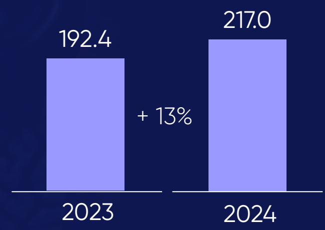
# Technical wholesale and products

We import spare parts and equipment in the Nordic countries and the Baltics. Our focus is on commercial vehicles. We have strong expertise in vehicle lighting solutions as well as a comprehensive selection of our own strong brands. Our customers are mainly dealers of spare parts and equipment operating on the independent aftermarket with no ties to vehicle manufacturers. There are also customers in special sectors as in industry as well in the defence and maritime sectors.

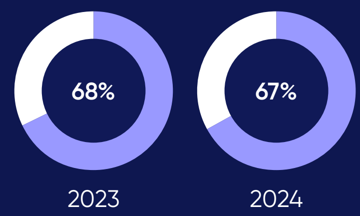
**Our Group companies**
ABR, Adita, AutoMateriell, Awimex, DSM, Helsingborgs Bildelsbutik, Huzells Tunga Delar, Lumise, Nordic Lift, SEC Set Ecofoss, Startax, Strands

**Our business 2024**
Net sales of the Technical Wholesale and Products business were EUR 217.0 (192.4) million, an increase of 13%. Organic net sales increased in all market areas. The very cold weather in January and February had a significant positive impact on spare part and equipment sales in Finland and Sweden in the first quarter. The overall spare parts market developed positively in both Sweden and Finland. The on-line business in Finland and Sweden increased slightly after a long difficult period.

**Net sales, EUR million**




**% of the group's net sales**



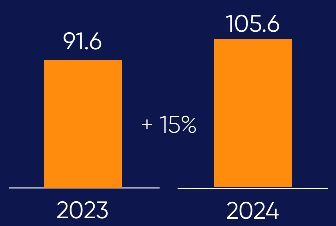
# Commercial vehicle repair and maintenance

We are the largest independent maintenance and repair chain for commercial vehicles in the Nordic countries. Our chain comprises 37 repair shops in total.

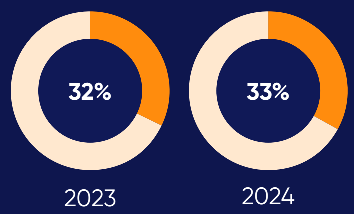
**Our Group companies**
Jyväskylä Truck Center, M Ahlqvist, Raskone, Skeppsbrond, STS, Team Verkstad Sverige

**Our business 2024**
Net sales of the Commercial Vehicle Repair and Maintenance business were EUR 105.6 (91.9) million, an increase of 15%. Customer demand was strong in both Finland and Sweden.

**Net sales, EUR million**




**% of the group's net sales**




# Our focus areas of sustainability

### Environmental responsibility

Our business enables the reduction of the environmental impact of vehicle fleets. We are committed to taking environmental impacts into account in our own operations.

### Social responsibility

We are committed to fostering the well-being and engagement of our personnel, ensuring equal opportunities, providing training and development, and maintaining a safe working environment.

### Good governance

Solid business practices form the foundation of our operations.
We are committed to maintain a company culture that emphasizes adherence to good governance principles and guidelines, alongside ensuring responsible supply chain management.

# Key events in our sustainability work 2024

**1** We prepared for sustainability reporting in accordance with the CSRD by finalising our double materiality analysis.

**2** We calculated the Scope 3 emissions of our value chain at a Group level.

**3** We conducted the first group-wide employee survey.

# Board of Directors

## Jesper Otterbeck

**B.Sc. M.Sc.**
(USA.) (b. 1966, Swedish)

Chairman of the Board of Directors
Member of the Board of Directors since 2019

**Primary work experience:**
Chairman of the Board at Springlake Invest AB
Founder and Managing Director of AutoScout24
McKinsey & Company, Stockholm and New York

**Major positions of trust:**
Former Board member of Däckia AB, Myresjöhus/Prevesta AB, and Phonera AB (publ)

**Relais Group shares:**
3,024,450 shares[1]

Independent of the Company.

## Anders Borg

**M.Sc. Eng. Physics (SE/CH)**
(b. 1976, Swedish)

Member of the Board of Directors since 2022

**Primary work experience:**
KKR, Managing Director and Head of Nordics
TDR Capital, Partner
Nestlé, Bain & Company

**Major positions of trust:**
Board member of Nordic Bioscience AS
Former Board member of Visma A/S, Ambea Group AB, Mehiläinen Oy, former Chairman of Välinge Group AB

**Relais Group shares:**
60,000 shares

Independent of the Company and its major shareholders.

## Olli-Pekka Kallasvuo

**LL.M.**
(b. 1953, Finnish)

Member of the Board of Directors since 2019

**Primary work experience:**
Investor and a board professional
Leadership positions at Nokia Group during 1982-2010, including acting as the Group CEO, as the Group CFO and as the President of the Mobile Phones business operations

**Major positions of trust:**
Chairman of the Board at Cinia Group Oy, Safegrid Oy and Sofigate Group Oy

**Relais Group shares:**
84,300 shares[2]

Independent of the Company and its major shareholders.

## Katri Nygård

**M.Sc. (Econ.), LL.M.**
(b. 1976 Finnish)

Member of the Board of Directors since 2015
Chairman of the Board of Directors during 2015-2019

**Primary work experience:**
International tax and legal advisory services in various positions at
EY 2010-2013
KPMG New York 2008-2009
KPMG Finland 2006-2010
Roschier 2004-2006

**Relais Group shares and options:**
106,050 shares
383,450 options

Dependent on the Company and its major shareholder.

## Lars Wilsby

**M.Sc., MBA**
(b. 1962, Swedish)

Member of the Board of Directors since 2022

**Primary work experience:**
CHORD AB (boutique management consulting firm), Partner (2018–)
Own Advisory business (2015–2018)
AB SKF, various leading positions incl. head of Global Automotive Aftermarket and member of Group Management (2005–2015)
McKinsey & Company, Management consultant and Partner (1988–2004)

**Major positions of trust:**
Chairman and/or Board member in several small/mediumsized Swedish family businesses

**Relais Group shares:**
30,000 shares

Independent of the Company and its major shareholders.

Note: [1] 3,015,600 of the shares are owned by Nordic Industry Development AB, of which Jesper Otterbeck indirectly owns 50 per cent, and 8,850 are owned by Otterbeck Management AB, a company controlled by Jesper Otterbeck;
[2] Partly through Entrada Oy, a company controlled by Olli-Pekka Kallasvuo.

# Management Team

## Arni Ekholm

**M.Sc. (Int. Marketing)**
(b. 1964, Finnish)
Group CEO

Member of the Management Team since 2015

**Primary work experience:**
Over 30 years of experience in various leadership roles within international corporations, e.g. Olympus Group Europa, Gillette, Duracell and Huhtamäki Oy Leaf

**Relais Group shares and options:**
67,450 shares
40,000 options

## Johan Carlos

(b. 1990, Swedish)
Managing Director, Strands Group AB

Member of the Management Team since August 2022

**Primary work experience:**
Managing Director of Strands Group since 2017 and prior to that had various positions in sales and marketing at the company since 2010

**Relais Group shares and options:**
6,688 shares
16,000 options

## Thomas Ekström

**M.Sc. (Econ.)**
(b. 1967, Finnish)
Group CFO

Member of the Management Team since April 2023

**Primary work experience:**
Over 20 years of experience in CFO and financial manager roles, e.g. Rettig Group, Marimekko, Algol and M-real (currently Metsä Board)

**Relais Group shares and options:**
– shares
14,500 options

## Juan Garcia

(b. 1970, Swedish)
Regional Managing Director Scandinavia, PMO

Member of the Management Team since 2019

**Primary work experience:**
CEO at ABR 2011–2022, CEO at Huzells 2017–2020, previously e.g. 11 years at Freudenberg Group

**Relais Group shares and options:**
62,050 shares[1]
27,500 options

## Ville Mikkonen

(b. 1977, Finnish)
Managing Director Finland and Baltics

Member of the Management Team since 2019

**Primary work experience:**
Various management positions at Startax since 2007
Over 20 years of experience from automotive aftermarket

**Relais Group shares and options:**
174,800 shares
12,500 options

## Jan Popov

**LL.M.**
(b. 1989, Finnish)
Managing Director, Raskone Oy

Member of the Management Team since August 2022

**Primary work experience:**
CEO at Raskone since 2018 previously M&A lawyer at Eversheds Sutherland

**Relais Group shares and options:**
67,823 shares
22,500 options

## Sebastian Seppänen

**BSc. (Finance)**
(b.1990, Finnish)
Director M&A and Business Development

Member of the Management Team since August 2022

**Primary work experience:**
M&A Manager, Tietoevry Oyj (2021–2022)
Investment banker, Evli Plc (2014–2021)

**Relais Group shares and options:**
1,000 shares
12,500 options

## Jon Strand

(b. 1976, Swedish)
Director Marketing and Sales Development (interim)

Interim member of the Management Team since August 2022

**Primary work experience:**
Founder of Strands Group and CEO of the company from 2002 to 2017. Since then, Jon has continued investment and entrepreneurial activities

**Relais Group shares:**
382,163 shares[2]

## Juri Viitaniemi

**LL.M.**
(b. 1988, Finnish)
Director Compliance, Legal and HR

Member of the Management Team since May 2024

**Primary work experience:**
Viitaniemi has previously acted as an attorney at Roschier and Eversheds Sutherland. He has also experience of acting as a lawyer in various Finnish public companies

**Relais Group shares:**
– shares

Note: [1] Through JG Management AB, a company controlled by Juan Garcia;
[2] Through Tailor Made Global Investment AB, a company controlled by Jon Strand.

RELAIS

# 2024

FINANCIAL REVIEW

# Table of contents

# Report of the Board of Directors 1 January – 31 December 2024

## Business model and strategy

Relais Group Plc is a consolidator and competent compounder with a sector focus on vehicle aftermarket in the Nordic region. We serve as a growth platform for our group companies and build them into great businesses.

We consider the value generated during the whole vehicle life cycle and are focused on the sector with biggest potential for earnings growth and less sensitivity to economic fluctuations, the aftermarket.

We create shareholder value by delivering strong earnings growth through a strategy based on three reinforcing themes:

- Acquisitions
- Organic growth
- Operational excellence

## Group structure

On 31 December 2024, Relais Group comprised of the parent company Relais Group Plc and its subsidiaries Startax Finland Oy (Finland), Startax AS (Estonia), Startax Latvia SIA (Latvia), Startax Lithuania UAB (Lithuania), Adita Oy (Finland), Lumise Oy (Finland), Raskone Oy (Finland), Strands Group AB (Sweden), Startax Maskin-Teknisk AS (Norway), SEC Set Ecofoss A/S (Denmark), Automateriell AS (Norway) and Relais Group Sweden AB (Sweden), whose subsidiaries are Aktiebolaget Reservdelar (Sweden), Helsingborgs Bildelsbutik AB (Sweden), Awimex International AB (Sweden), Huzells Tunga Delar AB (Sweden), STS Sydhamnens Trailer Service AB (Sweden) and Skeppsbrons Jönköping AB (Sweden). Lumise Oy has two subsidiaries Design by Scandinavian Metal AB (Sweden) and Lumise Norway AS (Norway), Automateriell AS has a subsidiary Nordic Lift AS (Norway), Raskone has a subsidiary Asennustyö M Ahlqvist Oy (Finland), STS Sydhamnens Trailer Service AB has a subsidiary Team Verkstad Sverige AB (Sweden) and Strands Group AB has a subsidiary Fikka AB (Sweden).

## Changes in the Group structure

On 18 January 2024, Relais Group Plc's subsidiary Strands Group AB acquired all shares in Fikka AB. Fikka AB provides marketing and advertising related services to Strands Group AB.

On 2 May 2024 Relais Group Plc's subsidiary Raskone Oy acquired all shares in Asennustyö M Ahlqvist Oy. Asennustyö M Ahlqvist Oy provides maintenance and repair services for heavy commercial vehicles in Southwest Finland. Its workshops are located in Rusko, Laitila, and Uusikaupunki, employing a total of 68 professionals. The company accounts have been consolidated into the Group's consolidated accounts starting in May 2024.

For the fiscal year ending in April 2023, the company reported net sales of EUR 8.7 million and operating profit of EUR 0.6 million.

On 1 October Relais Group Plc's group company STS Sydhamnens Trailer Service AB acquired all shares in Team Verkstad Sverige AB from Vy Buss AB. Team Verkstad Sverige AB provides maintenance and repair services for buses and other heavy commercial vehicles, and it employs approximately 34 professionals. The company's operations comprise one workshop and one damage repair workshop in Partille, near Gothenburg, Sweden. The company's accounts have been consolidated into Relais Group's consolidated accounts starting 1 October 2024.

After carving out operations that are not part of the transaction scope, the annual net sales of Team Verkstad Sverige AB is approximately SEK 60 million and annual operating profit approximately SEK 2 million.

In the fall of 2023 Huzells Tunga Delar AB (formerly Huzells i Karlstad Aktiebolag) acquired the assets and business of the Relais Group companies TD Tunga Delar Sverige AB (Sweden) and Trucknik Reservdelar AB (Sweden). The remaining two non-operative companies were merged into Huzells Tunga Delar AB in 2024.

## Market and operating environment

The market environment during 2024 was impacted by external, macroeconomic and market demand factors. Inflation clearly moderated, and central banks in Relais Group's operating markets started lowering their key interest rates, which led to a decrease in the reference interest rates commonly used in loans for businesses and consumers.

The vehicle aftermarket is defensive by nature and compared to many other businesses it is a sector with less cyclicality. This was clearly evidenced in 2024. Additionally, the very cold weather in January and February had a significant positive impact on spare parts and equipment sales in Finland and Sweden in the first quarter. The Commercial Vehicle Repair and Maintenance business continued to perform strongly throughout the year, driven by robust customer demand in both Finland and Sweden.

The sales of vehicle lighting products year form a significant part of the Group's sales, cash flow and seasonality, with a particular weight of consumer sector sales in the last quarter. Sales of lighting products to professional business-to-business customers were stable in 2024. The sales of discretionary lighting products to consumers and the lighting product online sales still suffered from low consumer demand. However, the online sales of lighting products to the consumers showed promising positive signs during the last quarter after a few weak years.

The market outlook for 2025 is largely dependent on above mentioned external, macroeconomic and market demand factors. The gradual decrease in financing costs for businesses and households in 2024, following a dramatic rise, creates a more stable foundation for a favorable development. On the other hand unemployment is still especially in Finland. In addition, the continued weak Swedish krona against the euro continues setting pressure on reported results as a major part of Relais Group's business is conducted in the Swedish marketplace.

We expect market demand to remain stable. Our goal is to increase the pace of acquisitions and continue creating value for our shareholders. We believe we are well-positioned to continue the company's growth story in 2025 and beyond.

## Year in brief: A Record Year for Relais Group

The year 2024 was a record year for Relais Group. the company reached the highest net sales, EBITA, net profit and earnings per share in its history. The Return on Capital Employed increased from 10.0% to 13.2% and the Return on Net Working Capital increased from 44.0% to 53.4%. This demonstrates the strength of our business model and strategy even during economically challenging times. During the last five years, net sales has tripled and the profit more than doubled. We have succeeded in establishing Relais Group as a significant commercial vehicle aftermarket growth platform even on a European level and created significant value for the shareholders.

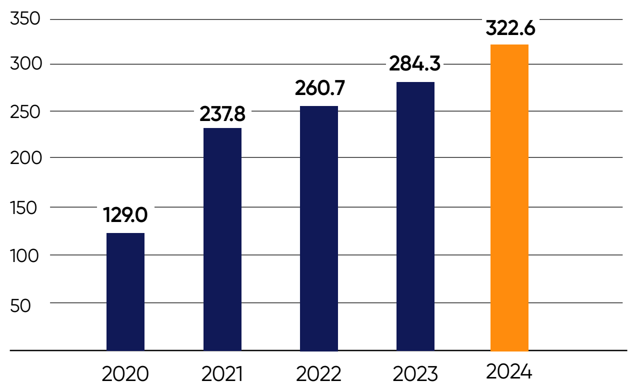
### Segment overview

Both geographical segments Finland and Baltics and Scandinavia reached a double-digit turnover growth in 2024. The harsh winter conditions during the first quarter boosted the sales especially in Finland, but also to a certain extent in Sweden. The positive market development continued in both segments in practice the whole year, and sales developed well even during the last quarter of the year despite the relatively mild winter conditions. The Scandinavian market showed robust growth during the year and also the Finnish market improved during 2024 as opposed to the relatively flat development during the earlier years.

### Business area overview

In **the Technical Wholesale and Products business area** virtually all Group companies significantly improved their sales. The demand for spare parts and equipment was strong in all operating countries, demonstrating the defensive nature of the vehicle aftermarket. The ageing vehicle park demands more spare parts and services, and during economically tough times existing vehicles are used longer before changing into new ones. In addition, the long period of extremely low temperatures during the first quarter boosted the spare parts and equipment sales. Efforts in bringing new spare parts under our private label product family "NPD" were also intensified. The aim is to clearly increase the share of private label sales of the total spare part sales in the coming years.

## Net sales 2020–2024, EUR million



The year 2024 for **the Lighting product group** was yet another year of net sales growth. The export success of the Strands brand continued especially in the Central European markets. In the Scandinavian markets the Optibeam brand was relaunched and several new products in that range were introduced. The main season of the Lighting market starts typically during September-October. This year the season started somewhat later, causing a relatively larger part of the sales to materialize during the fourth quarter. Although the absolute majority of the Lighting products sales goes to business-to-business customers, consumer demand also plays an important role especially during the peak season in November-December. After a few years of sluggish consumer demand the on-line sales to consumers showed encouraging development during the fourth quarter.

The year 2024 for **the Repair and Maintenance business area** was a year of continued and profitable growth. The operating units Raskone (Finland), STS and Skeppsbrons (Sweden) continued to show strong performance. The targeted and strategic acquisitions of Asennustyö M Ahlqvist in Finland and Team Verkstad in Sweden further strengthened competitiveness and the service offering, especially in the trailer repair segment in Finland. The improvement in market share continued in close partnership with the customers in Finland and Sweden. The continued work to increase the capacity utilization of the workshops, including systematic benchmarking and implementation of best practices produces real results also on the profitability of this business area. Within a few years the commercial vehicle repair and maintenance business area has become a major profit and cashflow contributor to Relais Group.

**Acquisitions**

During 2024 Relais Group continued to scan the market for acquisition targets and engaged in several discussions and negotiations with owners of suitable companies. When looking at acquisition targets companies having a stable financial track record, a well-managed business with a highly committed team and perhaps most importantly, a solid path for future profit growth as a member in the Relais family are in focus. During 2024, two well-targeted acquisitions were implemented and the commercial vehicle repair and maintenance business area was strenghtened with Asennustyö M Ahlqvist and Team Verkstad joining the Group. The acquisition efforts were also intensified by empowering the Group company management to actively engage suitable acquisition targets within their specific area of expertise. We expect that to increase the pace of acquisitions during the year 2025.

**Sustainability and good governance**

The year 2024 was important in advancing sustainability and good governance in Relais Group. During the review period the first group-wide employee satisfaction survey was conducted, and the results were encouraging. This provides a solid foundation for further development the employee experience and workplace. Focus was also on strengthening HR management and ethical business practices by creating a group-wide HR policy that provides guidelines for personnel management and launching a Code of Conduct training program for all employees. Additionally, the internal governance model was clarified by standardizing the management of the group companies, which has improved structural clarity and operational efficiency. In 2024, the sustainability reporting in accordance with European reporting standards was further developed, focusing on the Double Materiality assessment. The commitment to sustainability is continuous, and the steps taken in 2024 lay a strong foundation for future development.

## Sales

In 2024, net sales were EUR 322.6 (284.3) million, an increase of 13%. The contribution of acquired net sales growth was 6% and exchange rate differences had negative impact of 1%. Organically net sales increased 8%.

Net sales of the Commercial Vehicle Repair and Maintenance business were EUR 105.6 (91.9) million, an increase of 15%. The contribution of acquired net sales growth was 8%. Organically net sales increased 7%. Customer demand was strong in both Finland and Sweden.

Net sales of the Technical Wholesale and Products business were EUR 217.0 (192.4) million, an increase of 13%. The contribution of acquired net sales growth was 4%. Organically net sales increased 9%. Organic net sales increased in all market areas supported by implemented sales price increases caused by the increased product sourcing prices and (in Sweden) the significantly weakened krona against the euro in 2023. The very cold weather in January and February had a significant positive impact on spare part and equipment sales in Finland and Sweden in the first quarter. The overall spare parts market developed positively in both Sweden and Finland. The on-line business in Finland and Sweden increased slightly after a long difficult period.

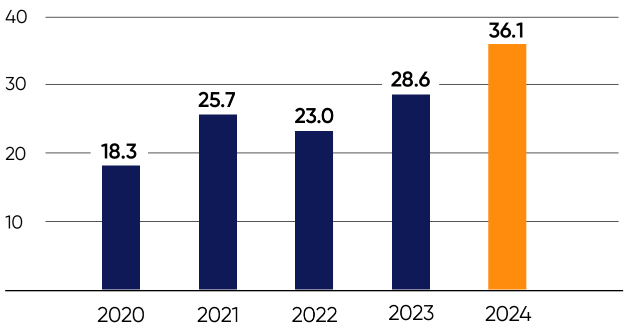
Net sales grew in Scandinavia by 15% and in Finland and the Baltics by 12%. Organic net sales growth was 9% in Scandinavia and 7% in Finland and the Baltics.

On product group level sales increased the most in Equipment, 23% and in Repair and Maintenance, 15%.

The Groups average gross margin increased despite increased sourcing costs of goods and a weak Swedish krona. The gross margin increased especially in the Technical Wholesale and Products business. The increase was supported by the increase in the share of the Commercial

Vehicle Repair and Maintenance business, where the gross margin is relatively higher than in the Group's Technical Wholesale and Products business.

### EBITA 2020-2024, EUR million




## Financials

### Financial result and return

In 2024, the Group's EBITA was EUR 36.1 (28.6) million and the comparable EBITA EUR 36.8 (28.9) million. EBITA was 11.2 (10.0) % of net sales and comparable EBITA 11.4 (10.1) % of net sales. EBITA grew by 27% and comparable EBITA by 27%.

Comparable EBITA improved in both businesses with the largest improvement in the Technical Wholesale and Products business.

The Swedish krona was on average approximately at the comparison period level and had thus no material impact on the Group's EBITA. At comparable exchange rates, EBITA would have been approximately EUR 0.2 (1.5) million higher than reported.

Operating profit for the reporting period was EUR 33.0 (25.1) million or 10.2 (8.8) % of net sales.

Net financial items were EUR -9.2 (-7.4) million of which net interest expenses were EUR -8.1 (-7.3) million. The impact of interest on lease liabilities on interest expenses was EUR -2.1 (-1.7) million. The increase in interest expenses was attributable to the increased average interest rates on interest-bearing loans. Net financial items included net exchange rate differences amounting to EUR -0.9 (0.1) million, of which EUR -1.7 (0.1) million were unrealized. The exchange rate differences were attributable to the net exchange rate difference of SEK denominated interest-bearing loans and SEK denominated group internal interest-bearing loan receivables at the end of the review period.

The profit for the period was EUR 18.5 (13.7) million and the comparable profit for the period was EUR 19.2 (14.0) million.

Earnings per share, basic were EUR 1.02 (0.76). The comparable earnings per share excluding amortisation of acquisitions, basic were EUR 1.23 (0.96).

When calculating comparable alternative performance measures, transaction costs and certain additional purchase price items of company and business acquisitions, listing costs as well as possible other non-recurring income or expenses and the tax impact of the aforementioned items are eliminated as items affecting comparability. These items related to the implementation of the company's strategy can be significant and vary considerably between reporting periods. Therefore, the comparable alternative performance measures calculated in this way are considered to better describe the Group's profitability and business performance.

Return on net working capital (RONWC) was 53.4 (44.0) %. The improvement was atributable to the increased Last Twelve Month (LTM) EBITA.

Return on capital employed (ROCE) was 13.2 (10.0) % and return on equity (ROE) was 16.2 (12.8) %. The improvement in both metrics was mainly due to the improved operating profit.

### Balance sheet

On 31 December 2024 total assets were EUR 330.2 (329.1) million. Non-current assets were EUR 194.7 (199.9) million, of which EUR 120.1 (120.1) million was attributable to goodwill and EUR 56.1 (60.9) million to right of use assets.

Net working capital was roughly at previous year's level EUR 68.2 (67.1) million despite the significant increase in net sales. This originated partly in the acquisition of the net working capital light worksop companies Asennustyö M Ahlqvist Oy and Team Verkstad Sverige AB. The consolidated inventory value increased by EUR 9.6 million to EUR 83.7 million which was almost offset by the positive changes in receivables and payables. The increase in consolidated inventories originated in the Technical Wholesale and Products business in Finland and Sweden. Increased sourcing and sales prices had an increasing impact in the value of inventories, receivables and payables.

Inventory turnover and net working capital turnover increased to 4.1 (4.0) and 4.8 (4.4) respectively despite the increase in inventories and net working capital.

### Cash flow and financial position

In 2024 cash flow from operating activities was EUR 34.8 (30.6) million. Cash flow from operations before change in net working capital increased significantly. On the other hand more cash was used for net working capital, EUR -4.2 (-2.4) million and finance items, EUR -13.5 (-11.4) million, including increased income tax payments and interest paid.

Cash flow from investing activities was EUR -7.2 (-8.0) million. Out of this EUR -4.6 (-4.1) million was related to the acquisition of subsidiary shares. Additionally, investments in intangible and tangible assets were made to an aggregate amount of EUR -2.9 (-4.1) million.

Cash flow from financing activities was EUR -27.7 (-27.0) million. The difference consisted mainly of repayment of lease liabilities EUR -13.3 (-12.2) million, dividends paid of EUR -8.0 (-7.3) million and proceeds from non-current loans and borrowings of EUR 3.0 (0.0) million.

On 31 December 2024, the Group's interest-bearing net debt was EUR 141.3 (151.0) million and net debt excluding lease liabilities was EUR 82.7 (87.9) million. Net debt to LTM EBITDA was 2.72 (3.47) and net debt excluding lease liabilities to LTM EBITDA was 1.59 (2.02). Net gearing was 120.2 (136.5) %. Net gearing excluding lease liabilities was 70.3 (79.4) %.

Relais Group has a senior term and multicurrency revolving facilities agreement according to which the maximum financial exposure is EUR 126.7 million consisting of EUR 107.2 million in acquisition financing, EUR 12.5 million in uncommitted senior facilities and a Revolving Credit Facility (RCF) of EUR 7.0 million. At the end of the review period all of the uncommitted facility and 6.2 million of the RCF was undrawn. The maturity date of the facilities agreement is 31 May 2026.

The Group's cash assets at the end of the review period were EUR 9.6 (9.7) million.

The Group's total equity was EUR 117.6 (110.7) million or EUR 6.51 (6.10) per share. The equity ratio was 35.6 (33.6) %.

## Group Key Figures

| EUR thousand unless stated otherwise | Jan-Dec 2024 | Jan-Dec 2023 |
|---|---|---|
| Net sales | 322,606 | 284,252 |
| Gross profit | 151,219 | 128,923 |
| Gross margin | 46.9% | 45.4% |
| EBITDA | 51,863 | 43,542 |
| Comparable EBITDA | 52,490 | 43,841 |
| EBITA | 36,126 | 28,552 |
| EBITA margin | 11.2% | 10.0% |
| Comparable EBITA | 36,753 | 28,851 |
| Comparable EBITA margin | 11.4% | 10.1% |
| Operating profit | 32,983 | 25,147 |
| Profit for the period | 18,533 | 13,739 |
| Earnings per share, basic | 1.02 | 0.76 |
| Cash flow from operations | 34,837 | 30,598 |
| Net working capital | 68,208 | 67,068 |
| Net working capital  turnover | 4.8 | 4.4 |
| Interest-bearing net debt | 141,283 | 151,010 |
| Net Debt to EBITDA, LTM | 2.72 | 3.47 |
| Equity ratio | 35.6% | 33.6% |
| Return on net working capital | 53.4% | 44.0% |
| Return on equity | 16.2% | 12.8% |
| Return on capital employed | 13.2% | 10.0% |

## Personnel

In 2024 the Group employed an average of 1,169 (1,050) employees, an increase of 118. On 31 December 2024 the personnel amounted to 1,278 (1,089) representing an increase of 189. 104 employees were gained through acquisitions.

Employee benefit expenses totalled EUR 69.8 (59.1) million during the reporting period.

## Management

**Board of Directors, management and auditors**

Relais Group's Annual General Meeting on 10 April 2024 appointed five members to the company's Board of Directors. Anders Borg, Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Lars Wilsby were re-elected. In the constitutive board meeting held after the Annual General Meeting the Board of Directors elected Jesper Otterbeck as Chairman of the Board.

In 2024, the following change took place in the company's management: On May 2, 2024, Relais Group announced that LL.M. Juri Viitaniemi had been appointed as Director of Compliance, Legal and HR and as a member of the Group Management Team. Viitaniemi will start in his position during May 2024.

At the end of the year 2023, Relais Group's Management Team consisted of Arni Ekholm (Group CEO), Thomas Ekström (Group CFO), Juan Garcia (Managing Director (Scandinavia)), Ville Mikkonen (Managing Director (Finland and Baltics)), Jan Popov (Managing Director of Raskone Oy), Johan Carlos (Managing Director of Strands Group AB), Sebastian Seppänen (Director, M&A and Business Development), Jon Strand (Director Marketing and Sales Development (interim)) and Juri Viitaniemi (Director of Compliance, Legal and HR).

The AGM elected PricewaterhouseCoopers Oy, Authorized Public Accountants, as the company's auditors with Ylva Eriksson, Authorized Public Accountant, acting as the principal auditor. The AGM decided to pay the auditors' fees as invoiced and approved by the company. Additionally, it was decided that PricewaterhouseCoopers, in accordance with the transitional provision of the Act amending the Companies Act (1252/2023), will also act as the Company's CSRD assurance provider for a term ending at the close of the Company's next Annual General Meeting, and a fee for this duty will be paid according to an invoice approved by the Company.

**Remuneration of the Board and management**

The remuneration of Relais Group's Board of Directors and CEO is presented in more detail in the Remuneration Report for 2024. It will be available on the company's website and as part of the Relais Group Annual Report 2024.

## Shares and shareholders

**Share capital and number of shares**

Relais Group Plc's share is quoted in the Automobiles and Parts sector of Nasdaq Helsinki Ltd. Relais Group Plc was listed on the First North Growth Market Finland Marketplace of Nasdaq Helsinki on 17 October 2019 and on the official list on 1 December 2022. Relais Group's trading code is RELAIS and its ISIN code is FI4000391487.

The company has one class of shares, and each share entitles the shareholder to one vote at the General Meeting. No voting restrictions or limits on the number of shares that can be held are in place. The company's share does not have a nominal value. All shares provide equal entitlements to the dividend and other fund distribution (including fund distribution in dissolution situations).

At the end of the period under review, the company's fully paid-up share capital, as recorded in the Trade Register, amounted to EUR 80,000 and the number of shares totalled 18,132,308.

**Shareholdings**

According to the shareholder register maintained by Euroclear Finland, Relais Group had 2,738 shareholders (2,758) at the end of the review period. Of the shares, 8.9 (8.8) % were owned by nominee-registered shareholders. On 31 December 2024 Relais Group held 71 785 of its own shares.

## Ownership by size of holding, 31 December 2024

| Number of shares | Shareholders | % | Shares | % |
|---|---|---|---|---|
| 1 - 100 | 1,069 | 39.0 | 45,269 | 0.3 |
| 101 - 500 | 1,136 | 41.5 | 284,246 | 1.6 |
| 501 - 1,000 | 260 | 9.5 | 195,005 | 1.1 |
| 1,001 - 5,000 | 186 | 6.8 | 379,891 | 2.1 |
| 5,001 - 10,000 | 27 | 1.0 | 195,887 | 1.1 |
| 10,001 - 50,000 | 23 | 0.8 | 622,854 | 3.4 |
| 50,001 - 100,000 | 9 | 0.3 | 641,943 | 3.5 |
| 100,001 + | 20 | 0.7 | 14,163,222 | 78.1 |
| Nominee registered | 8 | 0.3 | 1,604,441 | 8.9 |
| **Total** | **2,738** | **100.0** | **18,132,308** | **100.0** |

## Ownership by sector, 31 December 2024

| Sector | Shareholders Number | % | Shares Number | % |
|---|---|---|---|---|
| Non-financial corporations | 138 | 5.0 | 2,286,924 | 12.6 |
| Financial and insurance corporations | 22 | 0.8 | 2,306,046 | 12.7 |
| General government | 3 | 0.1 | 665,204 | 3.7 |
| Households | 2,541 | 92.8 | 2,561,868 | 14.1 |
| Non-profit institutions serving households | 17 | 0.6 | 214,771 | 1.2 |
| Rest of the world | 9 | 0.3 | 8,493,054 | 46.8 |
| Nominee registered | 8 | 0.3 | 1,604,441 | 8.9 |
| **Total** | **2,738** | **100.0** | **18,132,308** | **100.0** |

## Largest shareholders[2] according to the book-entry register, 31 December 2024

| | Shareholder | Number of shares | % |
|---|---|---|---|
| 1 | Salmivuori Ari | 5,368,800 | 29.6 |
| 2 | Nordic Industry Development AB[1] | 3,015,600 | 16.6 |
| 3 | Helander Holding Oy | 885,130 | 4.9 |
| 4 | Rausanne Oy | 718,719 | 4.0 |
| 5 | Evli Finland Small Cap Fund | 715,000 | 3.9 |
| 6 | Ajanta Oy[2] | 469,800 | 2.6 |
| 7 | Kauhanen Kari | 431,495 | 2.4 |
| 8 | Evli Finland Select Fund | 398,850 | 2.2 |
| 9 | Elo Mutual Pension Insurance Company | 357,813 | 2.0 |
| 10 | Stadigh Kari | 292,200 | 1.6 |
| 11 | Danske Invest Finnish Equity Fund | 227,677 | 1.3 |
| **Ten largest combined** | | **12,882,084** | **71.0** |
| Other shareholders | | 5,250,224 | 29.0 |
| **Total** | | **18,132,308** | **100.0** |

[1] In Nordic Industry Development AB, control is indirectly held by Jesper Otterbeck.
[2] In Ajanta Oy, control is held by Ari Salmivuori. In the table below, Salmivuori and Ajanta Oy are considered as one shareholder.

On 31 December 2024, the members of the Board of Directors and the Management Team of Relais Group owned a total of 4,066,774 Relais Group shares, corresponding to approximately 22.4% of all shares and votes. The number of shares includes those held by the persons themselves as well as those held by close associates and controlled corporations.

| | Shares |
|---|---|
| Arni Ekholm | 67,450 |
| Anders Borg | 60,000 |
| Johan Carlos | 6,688 |
| Juan Garcia[1] | 62,050 |
| Olli-Pekka Kallasvuo[2] | 84,300 |
| Ville Mikkonen | 174,800 |
| Katri Nygård | 106,050 |
| Jesper Otterbeck[3] | 3,024,450 |
| Jan Popov | 67,823 |
| Sebastian Seppänen | 1,000 |
| Jon Strand[4] | 382,163 |
| Lars Wilsby[5] | 30,000 |
| **Total** | **4,066,774** |

[1] Owned through JG Management AB, which is controlled by Juan Garcia.
[2] Owned directly and through Entrada Oy, which is controlled by Olli-Pekka Kallasvuo.
[3] Owned through Nordic Industry Development AB, which is controlled indirectly by Jesper Otterbeck and Otterbeck Management AB, which is controlled by Jesper Otterbeck.
[4] Owned by Tailor Made Global Investment AB, which is controlled by Jon Strand.
[5] Owned by Wilsby Invest AB which is controlled by Lars Wilsby.

Monthly updated information on the largest shareholders can be found on the company's website at relais.fi under investors/shares-and-shareholders/major-shareholders.

**Managers' transactions**
Relais Group's managers' transactions are published as stock exchange releases, and they are available on the company's website.

**Flagging announcements**
Relais Group Plc did not receive any flagging announcements during the year 2024.

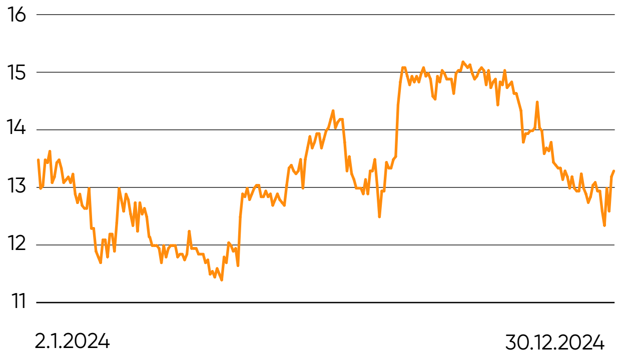
**Share trading and the company's market capitalization**
In January-December 2023, a total of 1,051,783 Relais Group shares (1,322,349) were traded on Nasdaq Helsinki, representing 5.8 (7.3) % of the shares outstanding. The total value of the share turnover was EUR 13,564,515 (15,579,746). The lowest price of the share was EUR 11.40 (9.80), the highest was EUR 15.40 (14.50) and the average price was EUR 12.90 (11.78). At the end of December, the closing price of the share was EUR 13.30 (13.50).

The company's market capitalization on 31 December 2024 was EUR 241 (245) million.

## Trading of shares

| | Jan-Dec 2024 | Jan-Dec 2023 |
|---|---|---|
| Trading volume, million | 1,051,783 | 1,322,349 |
| Trading volume, EUR million | 13,564,515 | 15,579,746 |
| Highest price, EUR | 15.40 | 14.50 |
| Lowest price, EUR | 11.40 | 9.80 |
| Closing quotation, end of period, EUR | 13.30 | 13.50 |

## Share price performance in 2024




**Authorizations**

The Annual General Meeting held on 10 April 2024 authorized the Board of Directors to resolve on the acquisition or accepting as pledge of a maximum of 1,813,231 of the company's own shares in one or more tranches using the company's unrestricted equity. The company may buy back shares in order to develop its capital structure, finance or implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees or otherwise transfer or cancel them. The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period and their maximum price equals the highest market price quoted in public trading during that period. This authorization shall supersede the buyback authorization granted at the earlier General Meetings.

The authorization is effective until the end of the Annual General Meeting in 2025, yet no further than until 30 June 2025.

The AGM held on 10 April 2024 authorized the Board of Directors to decide on issuing a maximum of 3,626,462 shares in a share issue or on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Limited Liability Companies Act, in one or several tranches. This authorization may be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board. The authorization grants the Board the right to decide on all terms and conditions governing said share issue and the granting of special rights, including the subscribers or the grantees of said special rights and the payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e., in a directed manner. The authorization of the Board covers both the issue of new shares and the assignment of any shares that may be held in the company's treasury. This authorization shall supersede previous authorizations resolved in General Meetings concerning the issue of shares and special rights entitling to shares.

The authorization is effective until the closing of the Annual General Meeting in 2025, yet no further than until 30 June 2025.

**Share buy-back program**

Relais Group launched on 8 May 2024 a share buy-back program concerning Relais Group's own shares based on the authorization to repurchase own shares granted by the Annual General Meeting held on 10 April 2024.

On 6 November 2024 Relais Group notified that it had completed the share buy-back program. A total of 71,735 shares were repurchased at a total value of EUR 999,971.55. The average purchase price per share was EUR 13.94.

On 23 December 2024 Relais Group notified that the Board of Directors had decided to cancel the own shares held by the company. 71,735 treasury shares cancelled were acquired through the share buy-back program.

On 28 January 2025 Relais Group notified that the cancellation of the shares were entered into the Trade Register.

**Share-based and equity-settled long-term incentive and option schemes**

Relais Group has three share-based and equity-settled long-term incentive and option schemes:

1) Two stock option plans for key employees were launched on 8 May 2024. The target group of the stock option plan consists of 12 key employees. A total of 57,000 new stock options out of a maximum of 90,000 stock options were granted and accepted by the recipients on 31 May 2024.

2) Two stock option plans for key employees were launched on 10 August 2023. The options were granted and accepted by the recipients on 5 September 2023 and 31 May 2024. The target group of the stock option plan consists of 12 key employees. At the end of the review period 116,000 stock options had been issued out of a total of 120,000 stock options.

3) The current and former members of the Board of

Directors and their inheritors owned on 31 September 2024 a total of 777,250 option rights relating to a stock option scheme established in 2017. The option rights, if exercised entitles their holders to subscribe at total of 777,250 Relais Group shares, corresponding to approximately 4.3% of the company shares and votes after the subscriptions.

For more information, please see the Stock Exchange Releases published on 8 May 2025 and 10 August 2023, note 7 and 19.3 in the Financial Statements 2024, the Remuneration Report 2024 and Relais Group's investor pages under Corporate Governance and Remuneration.

**Share-based and cash settled longterm incentive plan**

In February 2021 a share-based and cash settled longterm incentive plan for the company's management was established. The plan was amended on 8 May 2024 by moving the valuation determination period and maturity date forward by one year to 2025. The target group of the plan consists of 15 key employees. At the end of the review period, the maximum aggregate number of incentive units to be settled in cash based on the plan was 172,000 units. The original maximum aggregate number of incentive units was 258,000.

For more information, please see please see the Stock Exchange Release published on 8 May 2024, note 7 in the Financial Statements 2024, the Remuneration Report 2024 and Relais Group's investor pages under Corporate Governance and Remuneration.

## Major risks and factors of uncertainty

Relais Group's is exposed to various risks and factors of uncertainty. Relais Group's earnings, financial position and future development are affected by internal factors which are controlled by the Group itself, and by external factors, where opportunities to influence the course of events are limited.

The risk factors of greatest importance for the Group are the state of the general economy, structural changes in the markets, availability and favorable valuation of suitable acquisition targets, customer and supplier dependence, the competitive situation, ability to effectively manage working capital, pandemics, cyber security risks as well as geopolitical uncertainty close to the main markets.

**Overall economy and market**

The demand for Relais Group's products and services is largely impacted by macroeconomic factors that are beyond the Group's control. These could include pandemics, geopolitical uncertainties close to the main markets, economic trends in the markets where the Group is active and the conditions in the global capital markets. Should these factors deteriorate in the markets where the Group is active, this could have a negative impact on the Group's financial position and earnings.

**Structural changes**

Relais Group operates in a competitive and fragmented market in certain business areas, and competition and consolidation may increase in the future and weaken the market position of Relais Group.

**Acquisitions**

The Company has a growth strategy that involves risks, particularly with acquisition-based growth. Such risks may include the scarcity of suitable acquisition targets, unfavourable valuation of acquisition targets, and risks associated with the successful integration of acquisitions.

**Ability to effectively manage working capital**

The Company's business ties up working capital in the storage of a large product range. In the event of a failure to predict demand or to manage the range of products, this may have adverse financial effects.

**Customer and supplier dependence**

In order to deliver products, Relais Group depends on external suppliers fulfilling the agreements entered into, for example, with regard to volume, quality and delivery time. Incorrect, delayed or missed deliveries can have a negative impact on Relais Group's financial position and earnings. Relais Group's and its subsidiaries' reputation is also dependent on suppliers having a high level of business ethics, for example with regard to following laws and regulations, human rights, working conditions and the environment.

Relais is also dependent on its retailer network and its net sales can suffer if retailers' businesses underperform or customer relationships change.

**IT security and cyber risks**

Digital risks are continuously increasing in society. Relais Group like most companies, is dependent on various information systems and other technologies to manage and develop the business. Unplanned outages and cybersecurity incidents, such as hacking, viruses, sabotage and other cybercrime, can result in both loss of revenue and loss of reputation. IT incidents or cyber incidents at third parties, such as suppliers or customers, can also affect Relais Group's delivery and earning capacity. The risks are limited through the decentralised organisational model where the different subsidiaries work with individual solutions and separate IT infrastructures. Relais Group subsidiaries also use external cybersecurity experts to ensure that the security level is adapted and updated based on prevailing threats and customers' growing cybersecurity requirements.

**Compliance**

The company's business may also be affected by new or changed laws and regulations that affect the markets. Changed legislation can affect sales of Relais Group's products, transports of goods and the way that customers use the products. An inability to meet customers' stricter environmental requirements can also affect sales.

**Ability to recruit and retain staff**

The importance of the Company's key personnel to business success is significant, and the loss of key personnel can cause adverse effects.

**Organisation**

Relais Group's decentralised organization is based on the subsidiaries having significant local responsibility for their own business. This imposes strict demands in relation to financial reporting and follow-up, and shortcomings can lead to inadequate control and management of the business. Relais Group manages its subsidiaries through active board work, Group-wide policies, financial goals as well as instructions regarding financial reporting. By being an active owner and following the development of the subsidiaries, risks can be quickly identified and remedied in accordance with the Group's guidelines.

**Seasonal effects**

The sales of vehicle lighting products during the second half of the year form a significant part of the Group's sales, cash flow and seasonality, with a particular weight of consumer sector sales in the last quarter. Additionally, weather conditions affect the sales of Relais Group. For example, very cold weather clearly increases spare parts sales. Weather conditions can vary significantly, causing sales fluctuations between seasons. Relais Group business operations normally also follow a seasonal pattern which means lower sales during holiday periods. The number of sales days also impacts sales and causes variation between reporting periods.

**Risks associated with leases and lease liabilities**

Relais Group leases all its premises from external lessors. Relais Group's lease liabilities according to IFRS 16 Leases amounted to EUR 58.6 million on 31 December.

If Relais Group is unable to terminate the leases of unproductive or vacant premises, or if the termination or modification of leases causes significant costs, or if the lessor terminates the lease of a premises and a replacement space cannot be found quickly enough, this may have a materially adverse effect on Relais Group's business, financial position, operating results and future outlook.

**Acquisitions and goodwill**

Relais Group has carried out a large number of acquisitions during recent years. Strategically, acquisitions will continue to represent an important part of the growth. Intangible surplus values normally arise in connection with acquisitions. The risk of impairment of intangible surplus values and goodwill arises if a business unit underperforms in relation to the assumptions that applied at the valuation and any impairment may adversely affect the Group's financial position and earnings. Additional risks associated with acquisitions are integration risks and exposure to unknown obligations. Relais Group has experience in acquiring and pricing companies. All potential acquisitions and their operations are carefully examined before the acquisition is completed. There are well-established processes and structures for pricing and implementing of acquisitions and integrating acquired companies. The agreements entered into strive to obtain the necessary guarantees to limit the risk of unknown obligations. The higher number of companies acquired also results in risk diversification.

**Financial risks**

Relais Group is exposed to different kinds of financial risks through its operations. Currency risk refers to the risk that changes in exchange rates may have a negative impact on Relais Group's financial position and earnings. Transaction exposure is the risk arising from the fact that the Group has incoming and outgoing payments in foreign currency. Translation exposure arises as a result of the fact that the Group has recognised income, assets and liabilities in foreign currencies. The Group is also exposed to financing risk, i.e. the risk that financing of the Group's capital requirements will become more difficult or more expensive. Interest rate risk refers to the risk that changes in interest rate levels may have a negative impact on Relais Group's financial position and earnings. Relais Group strives for a structured and efficient management of the financial risks that arise in the operations. The goal is to minimise the effect on earnings of the financial risks. For a further description of the Group's and the Parent Company's financial risks and sensitivity analysis, refer to Note 22 Financial risk factors and risk management.

**Insurable risks**

The Company is subject to normal risks of damage that are mitigated by insurance against loss or damage, third party insurance and business interruption insurance.

Risks related to the company's business activities are described in more detail in the 29 November 2022 Prospectus.

## Disputes

The company is not currently involved in any disputes or trials that would have a significant impact on the Group's financial position according to the opinion of the Board.

## Research and development activities

The company is not involved in direct research and development activities.

## Major events after the review period

**Entering of the cancellation of treasury shares into the Trade Register**
The Board of Directors of Relais Group Plc decided on 23 December 2024 to cancel the 71,785 own shares held by the company. 71,735 treasury shares cancelled were acquired through the share buy-back program that began on 8 May 2024 and ended on 5 November 2024 Relais Group.

On 28 January Relais Group notified that the cancellation of the shares were entered into the Trade Register.

## Outlook for 2025 and long-term financial target

Relais Group does not provide a numeric guidance for the financial year 2025. The company has a long-term financial target published on 2 March 2023, according to which it aims to reach a proforma comparable EBITA of EUR 50 million by the end of the year 2025.

## Dividend policy

Relais Group Plc's dividend policy is to target annual dividends that exceed 30 percent of the average comparable earnings per share of the group, over a business cycle. In proposing the dividend, the group's equity, acquisition opportunities and financing needs related to them, liquidity position, long-term financing and investment needs, growth plans, the requirements of the Limited Liability Companies Act for distribution of dividends and other factors that the company's Board of Directors consider important are taken into account.

For each year, the future amount of dividends, if any, and their timing will depend on the future results of the group companies, financial position, cash flows, investment needs, solvency, the ability of the company's subsidiaries to distribute dividends or otherwise transfer assets to the company, and other factors.

## The Board of Directors' proposal for dividends

The Group's profit for the financial year 2024 was EUR 18,533 (13,739) thousand and the parent company's result for the financial year was EUR -1,953,728.19 (8,412,506.58). On 31 December 2024, the parent company's distributable funds amounted to EUR 70,137,911.53 (81,054,173.70).

According to the Finnish Companies Act, the distributable funds of the company are calculated based on the parent company's non-restricted equity. For the purpose of determining the amount of the dividend, the Board of Directors has assessed the liquidity of the parent company and the economic circumstances subsequent to the end of fiscal year.

Based on such an assessment, the Board of Directors will propose to the Annual General Meeting to be held on 10 April 2025 that a dividend of maximum EUR 0.50 (0.44) per share to be paid for the financial year ended 31 December 2024. Of this dividend, EUR 0.30 per share would be paid in April 2025. In addition, the Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide, at its discretion, on the distribution of a maximum additional dividend of EUR 0.20 per share in November 2025. The remaining non-restricted equity is proposed to be retained in shareholders' equity.

The proposal will be included in the notice to the Annual General Meeting, which will be published during March 2025.

# Sustainability Report

# 1. General information

## ESRS 2 General disclosures

### BP-1 General basis for preparation of sustainability statements

Relais Plc's sustainability report covers the entire Group. The data matches that presented in the Financial Statements and is reported on a consolidated basis unless otherwise indicated in a specific context. The possibility of omitting certain specific information on intellectual property, knowhow, or innovations has not been applied in the report, nor have any other exemptions concerning, for example, competition-related factors.

The sustainability report has been prepared in accordance with the European Sustainability Reporting Standards (ESRS) and the Finnish Accounting Act. The performance indicators relating to EU-taxonomy have been calculated using the data presented in the consolidated Financial Statements for 2024. Relais Group's value chain and related impacts as well as material financial risks and opportunities have been assessed as part of a double materiality analysis. The reported disclosures cover the parts of the value chain that were assessed as material in the double materiality. E1 Climate change covers own operations and the upstream and downstream value chain where appropriate. G1 covers the upstream value chain and own operations. Impacts on Own workforce S1 cover own operations. Relais' value chain is presented in section SBM-1.

The sustainability report is published annually as part of the Board of Directors' Report. The reporting period is 1 January–31 December 2024. Accounting principles for each topic are presented in connection with the topics. With regard to emission calculations, the sustainability report covers both the upstream and downstream (scope 3) value chain. More detailed reporting principles concerning environmental accounting are presented in E1 Climate change.

### BP-2 Disclosures in relation to specific circumstances

Relais is preparing a sustainability report in compliance with the ESRS and the Finnish Accounting Act for the first time, and material changes or errors in relation to previous years are not reported. Progress in sustainability targets will be estimated mainly for the reporting year for all targets except those related to climate change. No targets were set during the first reporting year. The Group's sustainability targets will be defined during 2025. The materiality assessment was made with the time horizons defined in the ESRS: short-term (1 year), medium-term (2 to 5 years) and long-term (5 to 10 years). The reported disclosures concern the reporting year (1 year). No deviations were made from the time horizons defined in the ESRS. Calculations and principles that are based on estimates and possible additional information relating to the value chain is presented in the accounting principles for each topic. Certain scope 3 categories include information derived from indirect sources. The accounting principles of metrics and the related level of accuracy are presented in detail in section E1 Climate change. The metrics used in the report have not been validated by a third party. The report does not include information related to other legislation or reporting frameworks. The transitional provision in paragraph 10.4 of the ESRS 1 standard has been applied in the report. Of standard assessed as material, the following has been omitted: E1 Climate change Disclosure Requirement E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities.

### GOV-1, GOV-2 The role of the administrative, management and supervisory bodies and information provided to and sustainability matters addressed by them

At the end of 2024, the Company's Management Team included Arni Ekholm (Group CEO), Thomas Ekström (Group CFO), Juan Garcia (Regional Managing Director Scandinavia), Ville Mikkonen (Managing Director Finland and Baltics), Jan Popov (Managing Director, Raskone Oy), Johan Carlos (Managing Director, Strands Group AB), Sebastian Seppänen (Director M&A and Business Development), Jon Strand (Director, Marketing and Sales Development (interim)) and Juri Viitaniemi (Director Compliance, Legal and HR). On 10 April 2024, Relais Group' Annual General Meeting elected five members for the Company's Board of Directors. Anders Borg, Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Lars Wilsby were re-elected as members of the Board. In its organising meeting held after the AGM, the Board of Directors elected Jesper Otterbeck as the Chairman of the Board of Directors.

Relais Group is managed by the Board of Directors and the CEO. The Company has a so-called one-tier governance model. Relais' decision-making and administration complies with the Finnish Companies Act, regulations concerning publicly listed companies, Relais' Articles of Association and the rules and regulations of Nasdaq Helsinki Ltd. The Company complies with the Corporate Governance Code for listed companies, approved by the Securities Market Association on 19 September 2019 and effective from 1 January 2020, with the following exceptions: the Board of Directors has not established committees (recommendations 14–18), and the General Meeting has not established a shareholders' nomination board (recommendation 19). After evaluating the establishment of committees, the Board of Directors has stated that considering the size of the Board of Directors and the developmental stage of the Company, it is most expedient for the entire Board to carry out the duties of committees.

The composition of the Board of Directors takes into account the location of the Company's main markets, business areas and competence in relation to business needs. Relais' Board of Directors has been formed with attention to the capabilities of the members so that the Board corresponds to the company's business and supports its strategic targets. To ensure the expertise of the Board of Directors, the skillset, experience and industry knowledge of member candidates are accounted for. Similarly, the Board composition takes into account representation of different genders as possible and strives to include members with wide-ranging and versatile insights. The best candidate is selected from the proposed candidates with attention to the aforementioned selection criteria. Relais' main market is the Nordic countries. Three members of the Board of Directors were Swedish and two were Finnish. The Board has versatile expertise in relation to Relais' business and business management.

Gender diversity is taken into account in the selection of the Board. In 2024, the Board of Directors had five members, of which one was female and four were male, making the share of female members 20%. Other diversity factors have not been taken into account in the selection. In 2024, the share of Board members independent from the Company was 80%.

The Group Management Team does not have employee representation; there were 9 representatives of the management and 0 representatives of the employees. 100% of the members of the Management Team are male.

**Management of sustainability and lines of reporting**

The Company's CFO is responsible for sustainability reporting. The CEO is responsible for the integration of sustainability targets into the Company's operations and strategy.

**Board of Directors**

Approves the materiality assessment, the sustainability programme and its targets and the key sustainability policies.

**Executive Management Team**

Will monitor progress towards the targets in their responsibility areas and be responsible for their implementation as necessary.

**Subsidiaries**

Group companies implement the group's sustainability objectives in their operations. They may also have their own complementary sustainability targets and initiatives that support their operations.

**Employees**

Employees develop their own ways of working to be more sustainable and participate in creating a sustainable work culture.

The Director responsible for legal, HR and compliance is responsible for the Group's HR matters and compliance. The members of the Management team are responsible for implementing corporate responsibility in their own areas of responsibility in line with the Company's targets. The expertise of group companies' sustainability experts is utilised in special matters, such as social responsibility issues. External expertise is used when necessary for example in relation to environmental matters and sustainability reporting. The management of sustainability on the Group level is framed by the subsidiary policy, which outlines the management of the Group. The Group has a shared Code of Conduct that applies to the entire Company and is described in section G1 Business conduct of this report.

**The roles and responsibilities of the Company's governing bodies in sustainability matters**

General Meeting

The Annual General Meeting validates the annual sustainability report as part of the financial statements and nominates the Sustainability Auditor of the Sustainability report.

Board of Directors

Relais' materiality analysis, sustainability programme and its targets and the Company's key sustainability policies are approved by the Group's Board of Directors. Sustainability is discussed in the Group's Board when necessary. In general, matters pertaining to the Company's sustainability topics are presented by the Company's CEO and matters pertaining to sustainability reporting by the CFO. The Board of Directors approves the sustainability report and is responsible for monitoring sustainability reporting. Relais' Board of Directors has no committees, and therefore the monitoring responsibility relating to sustainability reporting lies with the Board. The entire Board carries out duties defined for committees and the nomination board in the Corporate Governance Code. Responsibilities relating to sustainability have not been separately defined in the Charter. Relais' Board of Directors has an annual self-evaluation process, and in the future, knowhow related to sustainability matters can be evaluated as part of it.

Relais' Board meetings address sustainability-related topical matters as needed. In 2024, the CFO reported regularly to the Board on topics identified as material in the double materiality analysis, such as emission calculations and preparation for ESRS reporting. Matters related to governance and personnel, such as the results of the personnel survey and key policies, are presented by the director responsible for HR, legal and compliance. Policies are presented to the Board at least once a year. The Board addresses short-term risk factors quarterly, with a more extensive risk review taking place annually. Completion information on the Code of Conduct training is reported to the Board once a year. During 2025, Relais will define its sustainability targets based on material impacts, risks and opportunities, after which progress towards them will be observed and monitored regularly by the Board of Directors. Once the targets have been set, the Company can better report how they have been accounted for in the Board of Directors' responsibility to oversee the Company's strategy, decisions concerning major business transactions and risk management process.

During 2024, Board meetings addressed the following sustainability-related issues:

- Progress in CSRD compliant reporting
- addressing material risks, opportunities and impacts as part of the approval of the double materiality analysis (impacts, risks and opportunities are presented in the table 'Relais' material impacts, financial risks and opportunities')
- emissions calculation project
- HR policy
- progress reports on sustainability reporting

Management Team

Relais Group's Management Team outlines the sustainability programme and targets as well as the group-level Code of Conduct and policies applying to all companies. The members of Relais' Management Team will monitor progress towards the targets in their responsibility areas and be responsible for their implementation as necessary.

The Management Team is responsible for taking sustainability-related impacts, risks and opportunities into account in Relais' strategy. The Management Team manages the double materiality analysis and setting of sustainability targets and reviews sustainability risk assessments as part of the Company's ERM process.

During 2024, Management Team meetings addressed the following sustainability-related issues:

- outlines of the sustainability programme
- addressing material risks, opportunities and impacts as part of outlining the double materiality analysis for Board of Directors' processing (impacts, risks and opportunities are presented in the table 'Relais' material impacts, financial risks and opportunities')
- launching the emissions calculation project
- launching a Group-level personnel survey
- progress reports on sustainability reporting
- HR policy

Group companies

Relais Group's group companies implement the Group's sustainability policies in their own operations. Management principles are defined in the Group's subsidiary policy. The policy also includes topics relating to sustainability matters such as personnel. Group representatives serve in the Boards of Directors of the subsidiaries and thereby participate in management on the subsidiary level. Group companies may have their own complementary sustainability goals or initiatives that support their operations.

Personnel

Employees develop their own ways of working to be more sustainable and participate in creating a sustainable work culture.

Relais' CFO is responsible for sustainability reporting. Decisions on analysing risks related to the reporting process and the establishment of an internal control function to manage risks are made by the Board of Directors. The Company uses an external evaluation in its internal control, which may also include an evaluation of sustainability reporting in the future.

Relais' daily work is guided by the Code of Conduct, which is approved by the Board of Directors. The Code of Conduct is described in more detail in section G1 Business conduct. In supplier cooperation, the Company applies the Relais Supplier Code of Conduct, to which the Company requires its suppliers to commit. The Supplier Code of Conduct is drafted in English. Relais is committed to respecting human and labour rights as they are defined in internationally acknowledged principles, such as the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises. Relais is committed to supporting the goals of the UN's Agenda 2030 for Sustainable Development (Sustainable Development Goals, SDGs).

## GOV-3 Integration of sustainability-related performance in incentive schemes

Relais' Remuneration Policy defines the remuneration principles that inform the Company's incentive structure and key performance indicators. The remuneration principles have been designed to align the interests of management, white-collar workers, blue-collar workers and shareholders while supporting incentivisation of the Company's performance. The goal of the Company's incentive schemes is to promote the execution of the strategy and create long-term sustainable performance while increasing shareholder value. The Board of Directors regularly monitors the implementation of the Company's incentive schemes to ensure that the selected activities support the Company's business strategy and long-term financial performance.

Each part of the remuneration is balanced to promote the continuous positive development of the Company on both the short and the long term. The policy is aligned with the Company's strategy plan particularly in matters pertaining to the short and long term remuneration targets selected to incentivise the management and the weight given to these targets. In 2024, Relais did not have targets related to sustainability matters, such as climate change, as part of its remuneration and therefore the share of variable remuneration based on sustainability targets was not defined. Variable remuneration dependent on sustainability-related factors has not been included in the Company's remuneration policy. The goal is to review potential KPIs relating to sustainability during the next reporting year.

Relais' Remuneration Policy was approved in the Annual General Meeting held on 5 April 2023. The Remuneration Policy is presented to the shareholders every four years. The Board of Directors reviews the remuneration policy regularly to ensure that it stays in line with Relais Group Plc's strategic targets and long-term goals before its next presentation in the Annual General Meeting 2027, unless the Board considers significant changes to be made in the remuneration policy before 2027 and presents it in an earlier General Meeting for consultative decision-making. The General Meeting decides on the remuneration of the Board of Directors and the Board of Directors for the remuneration of the CEO.

## GOV-4 Statement on due diligence

| Key factors in the due diligence process | Paragraphs in the sustainability report |
|---|---|
| a) Embedding due diligence in governance, strategy and business model | SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model<br>GOV-1 The role of the administrative, management and supervisory bodies<br>GOV-2 Information provided to and sustainability matters addressed by the Company's administrative, management and supervisory bodies |
| b) Engaging with affected stakeholders in all key steps of the due diligence | SBM-2 Interests and views of stakeholders<br>IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities<br>S1-2 Description of the processes to identify and assess material impacts, risks and opportunities |
| c) Identifying and assessing adverse impacts | IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities<br>SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model |
| d) Taking actions to address those adverse impacts | MDR-A:<br>E1 Climate change<br>S1 Own workforce<br>G1 Business conduct |
| e) Tracking the effectiveness of these efforts and communicating | MDR-T:<br>E1 Climate change<br>S1 Own workforce<br>G1 Business conduct |

## GOV-5 Risk management and internal controls over sustainability reporting

Sustainability reporting is defined by the correctness, integrity and timeliness of the reported data. Relais applies a sustainability management model, which is presented in sections GOV-1 and -2. Reporting has been integrated into financial reporting processes where appropriate. Sustainability reporting is a developing area, as the Company is reporting in compliance with the Corporate Sustainability Reporting Directive for the first time. The Company's CFO is responsible for sustainability reporting. Sustainability reporting data collected from subsidiaries is evaluated in the Group's financial organisation in connection with consolidation. The internal supervision of sustainability reporting will be developed as necessary. Supervision of reporting has been part of the Board of Directors' duties. Risk management relating to sustainability reporting will be integrated into strategic planning and the risk management process. The Group's financial organisation monitors the reporting of group companies and will in the future carry out its own or contract out separate internal audit reviews.

Sustainability reporting data is collected in part manually from several subsidiaries of different size and development stage, and therefore the integrity of the data may vary. We strive to prevent risks through clear instructions and processes. The risk evaluation of sustainability reporting will be part of the risk management process. Reporting is done for the first time for the year 2024, and particular risks have therefore not yet been detected, reported or prioritised.

The controls relating to sustainability reporting, from the risk management as well as the internal control and audit standpoint, will be integrated into other financial reporting related processes as reporting evolves.

Reporting to the Board of Directors is carried out as needed and at least annually in connection with annual reporting. There were no risks to report in 2024.

## SBM-1 Market position, strategy, business model and value chain

Relais Group Plc is a leading company in the Nordic and Baltic vehicle aftermarket, focusing on extending the lifecycle of vehicles and related services. The Company acts as a consolidator of companies, meaning that it grows by acquiring other companies and utilizing the synergies between them. The Company's main products and services are vehicle aftermarket products and maintenance and repair services for commercial vehicles.

Relais specialises in the import and distribution of spare parts and devices, particularly for commercial vehicles. The Company provides vehicle lighting solutions and also has its own brands. Relais' sourcing focuses on large OEMs (Original Equipment Manufacturers). Relais sources products mainly (in 83% of purchases) from suppliers within the EU. The Company is the largest manufacturer-independent commercial vehicle maintenance and repair chain in the Nordics, providing services through a network of companies. 67% of Relais' net sales comes from technical wholesale and products and 33% from the repair and maintenance of commercial vehicles.

Relais operates mainly in the Nordic and Baltic countries, serving a market with approximately 19 million passenger and commercial vehicles. The Company's market is undergoing significant changes, such as electrification, increasing complexity of vehicle components, and the rise of digital services and e-commerce. Relais continues to grow through strategic acquisitions and a decentralised operating model, adapting to market demand. Climate change mitigation and the electrification of the car stock create possibilities through changes in customer demand as well as through the spare parts and repair businesses. On the other hand, they also create business risks in relation to traditional propulsion systems.

The Company has not set business or product category specific nor geographical targets and therefore does not have an estimate on the current situation concerning these matters. Relais will set sustainability-related targets during 2025. The business model is based on the Company answering market demand. The Company's main market is in the Nordic countries.

Relais' key customers are divided into two main groups depending on whether the Company's subsidiaries operate in the spare parts and devices wholesale business or the maintenance and repair of commercial vehicles. Wholesale customers include mainly spare part and device retailers, who operate on the aftermarket independently from car manufacturers. The customer base includes local and regional distributors as well as retail chains and vehicle outfitting companies. In addition, Relais' wholesale business serves customers in special sectors such as industry, defence forces and the marine industry. The customer base of the maintenance and repair operations consists mainly of customers in the logistics business, transport businesses of varying sizes and defence sector players. No products are prohibited in any of the markets that we know of.

In 2024, the Group employed 1,167 (1,050) people on average. The number of employees on 31 December 2024 was 1,278 (1,089), showing an increase of 189 people. The personnel number increased due to acquisitions. Relais' net sales in 2024 amounted to EUR 322.6 million.

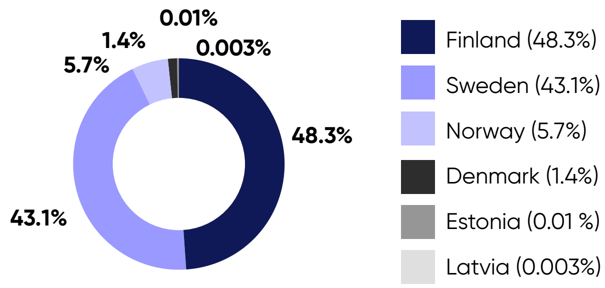
The Company strives to extend the lifecycle of vehicles and thereby contributes to the reduction of the environmental impacts of the vehicle stock. There are many opportunities in the vehicle aftermarket to promote sustainability factors through business, such as changes in the propulsion system of the vehicle stock. For example, as the number of electric vehicles increases, the number of necessary spare parts and components increases as well. Through repair and maintenance, the lifecycle of vehicles can be extended, which may have an indirect impact on climate change mitigation. By providing spare parts for new propulsion technologies, Relais participates in enabling lower-emission traffic. Relais' business adapts to customer needs, which are also impacted by increasing environmental consciousness and the aim for low-carbon solutions.

The development of propulsion systems and alternative fuels, such as biofuels, enable a lower-emission direction for commercial vehicles as well. This also calls for development of knowhow in new technologies in Relais' companies. Relais Group's group companies monitor the progress of the propulsion system shift and prepare for different scenarios. Electrification, in particular, requires new skills from repair shop personnel, as well as preparation for new kinds of safety aspects, among other things. Relais strives to contribute to the shift towards low-emission and eventually emission-free traffic. Electrification will also increase in the truck fleet in the coming years.

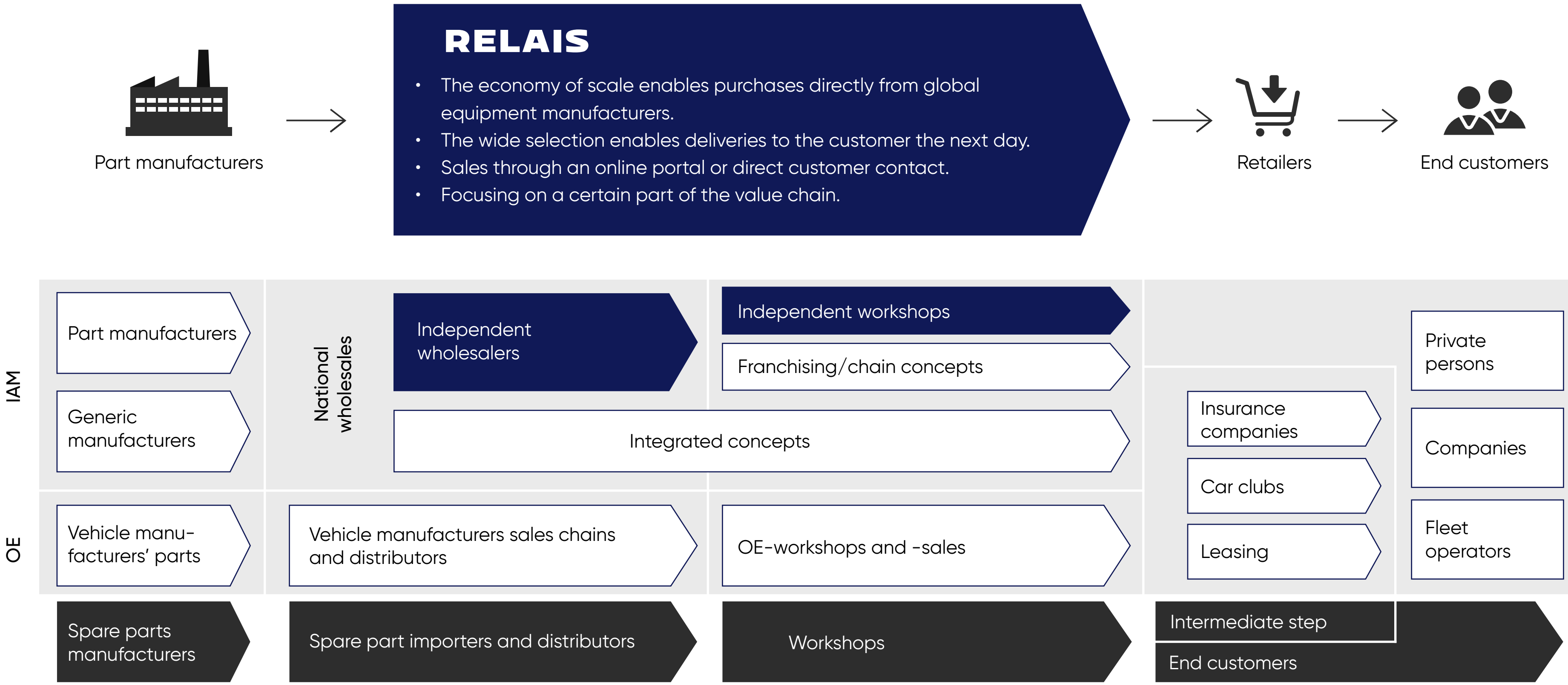
Of all sustainability impacts, impacts on climate change are relevant to all parts of the Company's value chain. In 2024, the Company initiated a group-wide emissions calculation, which will provide more information on this matter. Topics related to business conduct and governance are mainly linked to the entire value chain. Of social factors, the most important one is own workforce, which is the target of the main impacts.

Relais has long-term partnerships that are mutually beneficial. Relais provides its own personnel with training opportunities, steady employment, a safe work environment and competitive remuneration. At the end of 2024, Relais had 1,278 employees. Relais creates shareholder value for its owners by strongly increasing its earnings with a strategy based on three mutually supportive factors: acquisitions, synergies, and operational efficiency. For customers, the Company creates added value with necessary products and services, which ensure the continuity of the customers' business.

**Personnel by country on 31 December 2024**



## Relais' value chain




Source: The view of the company's management
OE refers to vehicle manufacturers and IAM to the independent aftermarket manufacturers

## SBM-2 Interests and views of stakeholders

Relais' most important stakeholders include employees, customers, suppliers, owners, analysts, authorities, and industry associations. The Company gets information on stakeholder expectations through regular meetings and communication. The goal is to build lasting relationships and partnerships with customers. Stakeholder views were taken into account in the double materiality analysis by interviewing stakeholders, for example. Key results of stakeholder engagement, such as the personnel survey and the impacts and risks in the double materiality analysis, are reported to the Company's Board of Directors. Feed-back received through stakeholder engagement from e.g. customers is taken into account in the strategy process.

The Company strategy has not been amended based on stakeholder engagement, but stakeholders' views are taken into account as appropriate as part of the operating environment analysis.

## SBM-2 Stakeholder engagement, key themes by stakeholder, impact on Relais

| Stakeholder | Key topics for stakeholders and purpose of engagement | Means of engagement | Impact on Relais' operations |
|---|---|---|---|
| Employees (own workforce) | Safety and wellbeing at work<br>Training and development | Personnel survey | Trainings<br>Safe work culture<br>Development of company culture |
| Investors, financiers and analysts | Shareholder value<br>Responsible operations<br>Open communication, corporate governance | Meetings, General Meeting,<br>Investor relations, Capital Markets Days | Responsible operations as part of business development<br>Development of investor relations |
| Customers | Cooperation and partnership, climate change, personnel wellbeing, reliability | Website<br>Engagement in the materiality analysis<br>Customer service and meetings | Reliable service and products that meet customer needs<br>Taking sustainability into account |
| Suppliers | Long and reliable partnerships | Agreements,<br>Meetings and discussions | Development of Supplier Code of Conduct<br>Development of cooperation to ensure sustainable operations |
| Industry associations and authorities | Climate change, topics relating to supply chain (social and environmental topics)<br>Compliance | Seminars<br>Website<br>Industry forums<br>Engagement in the materiality assessment | Active participation in activities and industry development |

## IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities

As part of its preparation for the Corporate Sustainability Reporting Directive (CSRD) entering into force, Relais Plc conducted a materiality assessment in which material sustainability aspects relating to the Company's business model and strategy were identified in accordance with the double materiality principle. The analysis identified material sustainability topics, which are reported in the sustainability report as part of the Board of Directors report.

The analysis identified existing and potential positive and negative sustainability impacts of Relais' strategy and business model, i.e. the Company's impacts on the environment, social factors and governance, from the point of view of impacts as well as financial risks and opportunities.

The materiality assessment was based on insights of that time, and it will be assessed at least annually as part of the Company's risk management and annual reporting processes. The analysis will be developed and, if necessary, specified as part of the annual reporting process.

The materiality assessment started with an analysis of the context of the Company's business and sustainability factors. Tools that were used included, among others, industry benchmarking and the most commonly used global reporting frameworks as well as engagement of the Company's key internal stakeholders.

In the second stage, the management of group companies and Group management identified key external stakeholders in the Company's business areas in its biggest markets, Finland and Sweden. Stakeholder engagement was done via interviews and an online tool. Stakeholder analysis and the assessment of impacts from stakeholders' point of view was carried out by an external partner.

In the stakeholders' view, questions concerning the environment and governance are the most material in the short term. Themes that were seen as important were extending the lifecycle of vehicles and commitment to reducing CO2 emissions. In the supply chain, social and environmental issues were highlighted in terms of logistics and sustainable production, in addition to quality and safety. Transparency is integral.

In the long term (10 years), themes that surfaced included, among others, the extended lifecycle and useful life of all products, such as cars and spare parts, the geographical location of spare part manufacturers, promotion of the electrification of delivery trucks and vehicles, and potential new fuel alternatives. These themes are mainly linked to mitigating climate change.

In the third stage, Relais held group-internal workshops and management discussions in which sustainability impacts were assessed based on the previous phases. After the impact assessment, financial risks and opportunities were evaluated.

In the materiality of impacts, factors taken into consideration were scope, scale, irremediability, and for potential impacts, likelihood.  With regard to negative impacts, attention was paid particularly to the severity and remediability of the impact.

The assessment of financial risks and opportunities was conducted by using  the Company's general risk management model. The analysis of financial materiality assessed potential significant sustainability-related risks and possibilities with regard to the execution of the Company's business and strategy.

The analysis was made with the following time horizons: short-term (1 year), medium-term (2 to 5 years) and long-term (5 to 10 years). The long-term analysis was prevailing in environmental topics.  The analysis of impacts assessed Relais' business in relation to all CSRD sustainability standards. No deviations from the ESRS time horizons were made.

The assessment of financial risks and opportunities related to sustainability factors was integrated into the Group's risk management review, and it will be a part of the Group's risk management process in the future. Sustainability risks are addressed as part of the Group's overall risk management.  The threshold values applied for sustainability risks and opportunities were the same financial threshold values that are defined in the Company's risk assessment. Impacts will be assessed at least annually in connection with reporting and assessment processes will be developed as necessary.

A scale from 1 to 5 was used for different factors in the analysis of impacts. For positive impacts, the formula used was (scale + scope:  2) x likelihood. For negative impacts, the formula was (scale + scope + irremediability) :3 x likelihood. The maximum value was 25, and the threshold value was set at impacts scoring 10 or more.

In the financial materiality, scale was assessed on a scale of (1 to 5) taking into account time horizons. The scale was multiplied by likelihood (1 to 5). Threshold values were set at risks or opportunities with a score of at least 10.

The materiality analyses identified, analysed and prioritised business impacts, connections between them, risks and opportunities, with the value chain included in the review where appropriate.  A negative impact can be material if it is serious, even if the total score remains below the threshold value. No such topics were identified in the assessment.

Group Management prioritised the material topics. In its meeting on 24 April 2024, Relais Group's Board of Directors approved the material sustainability topics as defined in the double materiality analysis. The Company will report on its sustainability factors based on these topics.  There is no separate internal control procedure. The double materiality will be evaluated as the business develops when necessary.

## SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

In the double materiality analysis, topics material to Relais were identified to be E1 Climate change, S1 Own workforce and G1 Business conduct. The topics have been examined from the points of view of Relais and its value chain in relation to the Company's business model and strategy. Relais' customers, value chain and business model are presented in section SBM-1.

Relais' material impacts, financial risks and opportunities are presented in the accompanying table by sub-topic. Material impacts, risks and opportunities are created through the Company's business model and strategy,

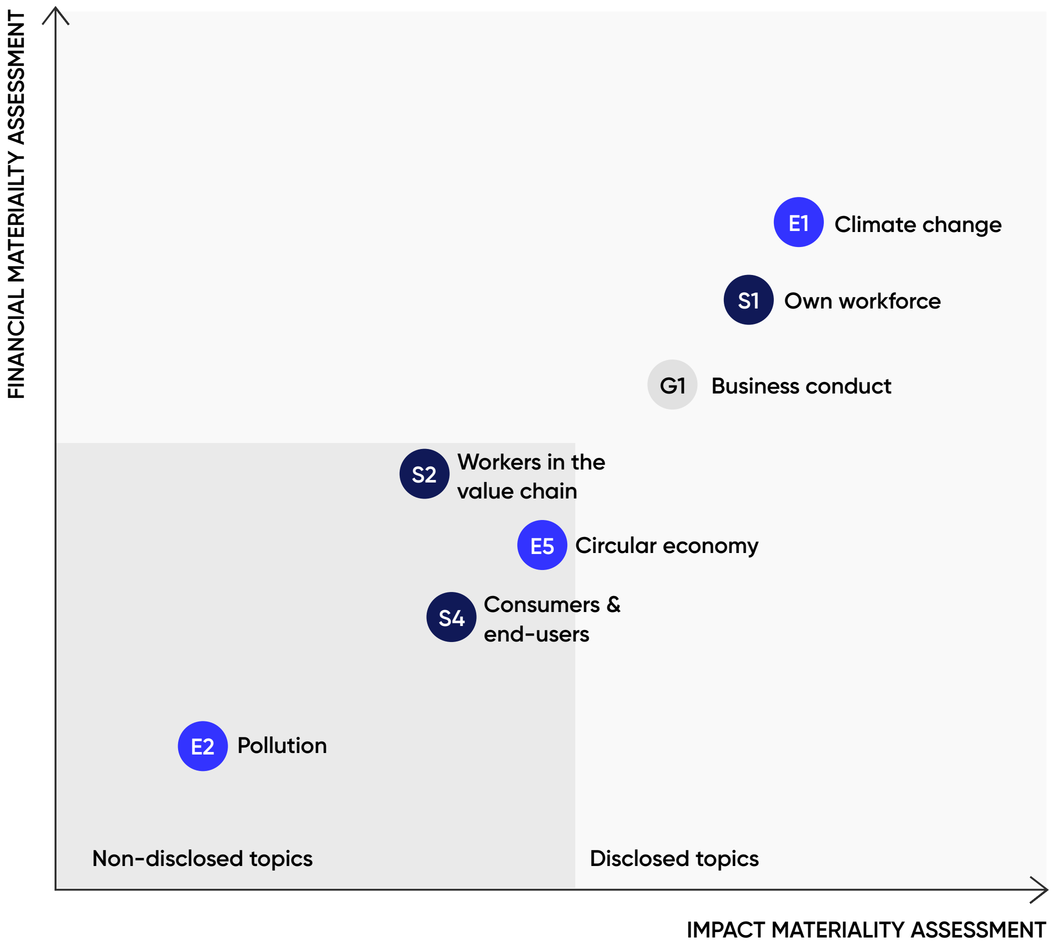
Topics relating to climate change are relevant for all time horizons, e.g. short term, medium term and long term, but they are more pronounced in the long term. As for the other topics, impacts, risks and opportunities fall upon the short, medium and long term.

| E1 Climate change | S1 Own workforce | G1 Business conduct |
|---|---|---|
| **Climate change mitigation:**<br>• (i-) Emissions from own operations and value chain<br>• (o+) New business opportunities through more profitable devices, maintenance and repairs<br>• (r-) Decline in sales as kilometres travelled reduce<br>• (r-) Reduction in sales of spare parts based on combustion technology<br><br>**Energy**<br>• (i-) Energy consumption in own operations<br>• (r-) Energy price and regulation may weaken profitability | **Working conditions**<br>• (i+) Relais offers fair terms and conditions of employment, supports freedom of association and agreements as well as social dialogue<br>• (i+) Relais upholds health and safety at work (+),<br>• (i-) Relais' employees may be injured or fall ill at work<br><br>**Equal treatment and opportunities for all**<br>• (i+) Relais supports equal treatment and opportunities for all<br>• (i+) Relais provides training and skills development | **Corporate culture**<br>• (i+) Relais' corporate culture supports ethical business<br><br>**Management of relationships with suppliers including payment practices**<br>• (i-) Relais might fail to ensure a sustainable supply chain |

Material impacts, risks and opportunities are presented in the table in the following manner: Positive impacts (i+), negative impacts (i-), financial risks (r-) and financial opportunities (o+).

Materiality matrix of material and non-material topics from the points of view of impacts and financial risks and opportunities.

## Impact and financial materiality of sustainability topics




Environment
Social
Governance

Topics related to water and marine resources, biodiversity and affected communities were assessed to be less relevant and therefore were left out from the final assessment.

Relais' business focuses on the consolidation of the vehicle aftermarket in the Nordic and Baltic countries in spare parts wholesale and repair and maintenance shop business. In spare parts wholesale, Relais offers spare parts and components for extending vehicles' lifecycle, such as lighting, electrical equipment and other supplies, for retailers and vehicle repair shops. In the repair and maintenance shop business, the Company provides maintenance and service for commercial vehicles in particular, improving the usability of the vehicles and extending their lifecycle. The topics have been examined from the points of view of Relais and its value chain in relation to the Company's business model and strategy, with the identified material topics created through them. Relais' customers, value chain and business model are presented in section SBM-1.

**Materiality assessment Climate change E1**

The double materiality assessed the Company's impacts, risks and opportunities in relation to climate change on the short, medium and long term. Climate change mitigation can be regarded as both a financial opportunity and a risk for the company. Impacts, risks and opportunities are mainly existing impacts that concern all time horizons. Impacts related to the propulsion system of vehicles are pronounced in the long-term assessment. Impacts, risks and opportunities concern both upstream and downstream in the Company's value chain and are created through the Company's strategy and business model. The Company has identified the following impacts, risks and opportunities both upstream and downstream in the value chain:

Relais can contribute indirectly to climate change mitigation in many ways. The spare part wholesales and maintenance business extend the lifecycle of vehicles. The Company also enables low-emission traffic by offering spare parts and maintenance for electric and hybrid vehicles. New business opportunities may arise through more profitable devices, maintenance and repairs regarding carbon-free propulsion systems in vehicles. On the other hand, financial risks include potentially declining sales as kilometres travelled reduce, and sales of spare parts based on combustion technology may decline.

The manufacturing of spare parts in the upstream value chain and distribution consume energy and natural resources, causing greenhouse gas emissions. Logistics functions, such as the transportation of products, cause emissions, especially when fossil fuels are used. Road traffic accounts for approximately one-fifth of the EU's emissions. Of this amount, the share of commercial traffic is estimated to be approximately 38 percent (European Environment Agency 2022). The impact of Relais' value chain may be significant mainly due to the manufacturing of spare parts and devices especially in geographical areas where energy production is still mainly based on fossil fuels. Impacts are also created in the use phase of the products and logistics. The identified material impact is emissions in the value chain.

The identified material impact is energy consumption in own operations, as Relais uses energy in its business premises and warehouses. New business opportunities arise for example through the proliferation of new engine technologies. On the other hand, the sales of spare parts based on combustion technologies may decline in the longer term, but spare parts for new technology will replace them. The business model adapts to the market.

In 2024, Relais calculated for the first time its Group-level emissions according to the GHG Protocol, including indirect Scope 3 emissions. Through the calculation, more detailed information can be gained about the distribution of the Company's emissions and the Company's impacts on emissions in the value chain. Detailed risk analyses, divided for example into transition and physical risks, relating to climate change were not yet made in 2024, and therefore no detailed scenario or resilience analysis in relation to climate change in different scenarios exists.

The Company has not been able to estimate yet the current financial impacts in euros of Relais' material risks and opportunities on the Company's financial standing, financial performance and cash flows. Nor has the Company identified material risks or opportunities that involve a substantial risk of having to significantly alter the book values of assets during the next accounting period and the related financial statements. Material risks and opportunities were identified in the double materiality analysis. These will be assessed sufficiently thoroughly insofar as they may potentially impact the Group's financial items, for example in relation to transition, in the future. The resilience of the Company's strategy in relation to material risks, opportunities and impacts will be assessed as part of the Company's business planning, when the relevant targets have been set.

**Materiality assessment Own workforce S1**

Impacts on own personnel are pivotal and mainly existing and largely permanent, i.e. they may apply to both the short and the long term. They are created through the Company's business model and fall upon own operations in the value chain, upon Relais' subsidiaries. Work safety has been identified as a material impact on own personnel in the Company's operations. Relais' work environment especially in the maintenance and repair business can cause risks of work-related injuries. Specific hazardous situations are possible, but unlikely according to risk monitoring. The topic requires continuous effort and development of practices and has been identified as material.

The terms of employment in Relais Group companies mainly operating in the Nordic countries are regulated by collective bargaining agreements and legislation, which include regulatory requirements for working conditions. Nordic labour legislation and collective bargaining agreements secure for their part conditions and rights relating to working conditions. These are seen as positive impacts in the materiality analysis.

Equal opportunities for training and development were also identified as a material topic. Relais Group provides training and skills development to all its employees. Brand-specific trainings enable a wide-ranging education level and expertise in the different areas of Relais' functions. Relais is also preparing for the changes relating to climate change mitigation and the transition in the propulsion systems of vehicles towards carbon-free technologies, so that it can answer the needs of its customers. For this purpose, training in new power propulsion technologies is provided in Group companies.

The primary factors in the materiality of effectiveness are work safety, wellbeing at work, training and development, and equal opportunities for all, which are important from the points of view of personnel commitment and business performance. Commitment is linked to other topics and can be a consequence of, for example, a feeling of satisfaction related to working conditions and remuneration.

Personnel commitment was identified as an important part of the personnel topic, and links to the ESRS topics of working conditions and equality.

**Materiality assessment Business conduct G1**

Business conduct has been identified as a material topic. Management capability and attitude and corporate culture support an ethical way of operating. From the point of view of business conduct, compliant and ethical operations and sustainable sourcing practices in the supply chain have been identified as the most material sustainability topics. The topics are existing and permanent impacts by nature, and they are created through the Company's strategy and business model. Business conduct affects the upstream and downstream value chain as well as own operations.

Relais Group is a leading consolidator and acquisition platform in the Nordic and Baltic vehicle aftermarket, focusing on extending the lifecycle of vehicles and related services. As a growth-oriented company, Relais also supports the acquired companies in growing their business. The Company helps companies grow faster than the market by utilising its deep understanding of the vehicle aftermarket and the synergies between Group companies. Sector focus and deep expertise in the vehicle aftermarket enable the utilisation of synergies supporting the Group's growth. The Group's shared Code of Conduct creates a basis for sustainable practices and corporate culture in Group companies. Relais has numerous suppliers, and the Company expects its suppliers to adhere to Relais Group's Supplier Code of Conduct.

Material risks and opportunities as well as positive and negative impacts have been presented in the section for each material topic in this sustainability report.

**Additional information on the analysis of non-material topics E2-E5**

During 2024, Relais launched GHG protocol-compliant emissions calculation. The calculation has dependencies with other environmental topics and information requirements of the materiality analysis. The Company has not carried out a detailed assessment of its impacts, risks, dependencies and opportunities in its own business sites or in the upstream or downstream value chain in accordance with the information requirements set out in E2-E5 IRO-1 (17). The operation of the value chain is guided by supplier management. Environmental impacts were analysed as part of the double materiality on a standard level. Internal experts were used in the analyses and stakeholders were engaged. Hearings of specific affected communities were not included in the analysis.

E2 Pollution: Relais' own operations mainly include wholesale and repair services with minor pollution sources or chemical use. Business sites are mostly located in the Nordic countries. The handling and proper disposal of substances is steered by legislation.

E3 Water and marine resources: In Relais' own operations, water use is limited, and Relais Group companies operate in geographical areas with sufficient water resources. According to estimates, Relais does not have operations that require large quantities of water in its own warehouses, repair shops and service shops. Relais' operations do not involve a risk of significant wastewater discharges, as used water is directed appropriately into the municipal sewage system.

E4 Biodiversity and ecosystems: According to the analysis, impacts are possible mainly through logistics and customers' operations. Relais' business sites are located in areas with existing infrastructure. No relevant impacts on or dependencies from the ecosystem have been identified in Relais' operations.

E5 Resource use and circular economy: Primary factors in the materiality of impacts are resource efficiency and spare parts' lifecycle management and waste management. Relais promotes the use of refurbished spare parts and ensures the recycling, safe disposal and reuse of waste by complying with applicable regulation. With regard to the organisation of waste management, Relais as an importer carries out its producer liability in accordance with relevant legislation. By developing its business model towards circular economy, Relais can also affect material use positively, but currently, the low availability of refurbished spare parts limits their use. The significance of the topic has been estimated to increase during the next 5 to 10 years.

## IRO-2 List of ESRS requirements followed in the preparation of the sustainability report

| | List of ESRS requirements followed in the preparation of the sustainability report | Page |
|---|---|---|
| ESRS2 General disclosures | BP-1 General basis for preparation of the sustainability statement | 42 |
| | BP-2 Disclosures in relation to specific circumstances | 42 |
| | GOV-1 The role of the administrative, management and supervisory bodies | 42, 84 |
| | GOV-2 Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies | 42 |
| | GOV-3 Integration of sustainability-related performance in incentive schemes | 44 |
| | GOV-4 Statement on due diligence | 45 |
| | GOV-5 Risk management and internal controls over sustainability reporting | 46 |
| | SBM-1 Strategy, business model and value chain | 49 |
| | SBM-2 Interests and views of stakeholders | 51 |
| | SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model | 51, 68, 75 |
| | IRO-1 Description of the process to identify and assess material impacts, risks and opportunities | 50 |
| | IRO-2 Disclosure Requirements in ESRS covered by the undertaking's sustainability statement | 55 |
| ESRS E1 Climate change | E1-1 Transition plan for climate change mitigation | 69 |
| | E1-2 Policies related to climate change mitigation and adaptation | 69 |
| | E1-3 Actions and resources in relation to climate change policies | 70 |
| | E1-4 Targets related to climate change mitigation and adaptation | 70 |
| | E1-5 Energy consumption and mix | 70 |
| | E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions | 71, 72 |
| ESRS S1 Own workforce | S1-1 Policies related to own workforce | 76 |
| | S1-2 Processes for engaging with own workforce and workers' representatives about impacts | 77 |
| | S1-3 Processes to remediate negative impacts and channels for own workforce to raise concerns | 77 |
| | S1-4 Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions | 78 |
| | S1-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities | 78 |
| | S1-6 Characteristics of the undertaking's employees | 80 |
| | S1-8 Collective bargaining coverage and social dialogue | 81 |
| | S1-13 Training and skills development metrics | 82 |
| | S1-14 Health and safety metrics | 82 |
| | S1-16 Remuneration metrics (pay gap and total remuneration) | 82 |
| ESRS G1 Business conduct | G1-1 Business conduct policies and corporate culture | 84 |
| | G1-2 Management of relationships with suppliers | 86 |

## IRO-2 List of datapoints in cross-cutting and topical standards that derive from other EU legislation

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS 2 GOV-1<br>Board's gender diversity<br>paragraph 21 (d) | Indicator number 13 of Table #1 of Annex 1 | | Commission Delegated Regulation (EU) 2020/181627, Annex II | | GOV-1;43 |
| ESRS 2 GOV-1<br>Percentage of board members who are independent<br>paragraph 21 € | | | Delegated Regulation (EU) 2020/1816, Annex II | | GOV-1;43 |
| ESRS 2 GOV-4<br>Statement on due diligence<br>paragraph 30 | Indicator number 10 Table #3 of Annex 1 | | | | GOV-4;45 |
| ESRS 2 SBM-1<br>Involvement in activities related to fossil fuel activities<br>paragraph 40 (d) i | Indicators number 4 Table #1 of Annex 1 | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/245328Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk | Delegated Regulation (EU) 2020/1816, Annex II | | Not material |
| ESRS 2 SBM-1<br>Involvement in activities related to chemical production<br>paragraph 40 (d) ii | Indicator number 9 Table #2 of Annex 1 | Delegated Regulation (EU) 2020/1816, Annex II | | | Not material |
| ESRS 2 SBM-1<br>Involvement in activities related to controversial weapons<br>paragraph 40 (d) iii | Indicator number 14 Table #1 of Annex 1 | | Delegated Regulation (EU) 2020/181829, Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II | | Not material |
| ESRS 2 SBM-1<br>Involvement in activities related to cultivation and production of tobacco<br>paragraph 40 (d) iv | | | Delegated Regulation (EU) 2020/1818, Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II | | Not material |
| ESRS E1-1<br>Transition plan to reach climate neutrality by 2050<br>paragraph 14 | | | | Regulation (EU) 2021/1119, Article 2(1) | Not material |
| ESRS E1-1<br>Undertakings excluded from Paris-aligned Benchmarks<br>paragraph 16 (g) | | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book- Climate Change transition risk: Credit quality of exposures by sector, emissions and residual maturity | Delegated Regulation (EU) 2020/1818, Article12.1 (d) to (g), and Article 12.2 | | Not material |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS E1-4<br>GHG emission reduction targets<br>paragraph 34 | Indicator number 4 Table #2 of Annex 1 | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics | Delegated Regulation (EU) 2020/1818, Article 6 | | Not material |
| ESRS E1-5<br>Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors)<br>paragraph 38 | Indicator number 5 Table #1 and Indicator n. 5 Table #2 of Annex 1 | | | | E1-5;70 |
| ESRS E1-5<br>Energy consumption and mix<br>paragraph 37 | Indicator number 5 Table #1 of Annex 1 | | | | E1-5;70 |
| ESRS E1-5<br>Energy intensity associated with activities in highclimate impact sectors<br>paragraphs 40 to 43 | Indicator number 6 Table #1 of Annex 1 | | | | E1-5;70 |
| ESRS E1-6<br>Gross Scope 1, 2, 3 and Total GHG emissions<br>paragraph 44 | Indicators number 1 and 2 Table #1 of Annex 1 | Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity | DelegatedRegulation (EU) 2020/1818, Article 5(1), 6 and 8(1) | | E1-6;72 |
| ESRS E1-6<br>Gross GHG emissions intensity<br>paragraphs 53 to 55 | Indicators number 3 Table #1 of Annex 1 | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics | Delegated Regulation (EU) 2020/1818, Article 8(1) | | E1-6;73 |
| ESRS E1-7<br>GHG removals and carbon credits<br>paragraph 56 | | | | Regulation (EU) 2021/1119, Article 2(1) | Not material |
| ESRS E1-9<br>Exposure of the benchmark portfolio to climate-related physical risks<br>paragraph 66 | | | Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II | | Not material |
| ESRS E1-9<br>Disaggregation of monetary amounts by acute and chronic physical risk<br>paragraph 66 (a)<br>ESRS E1-9<br>Location of significant assets at material physical risk<br>paragraph 66 (c). | | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraphs 46 and 47;Template 5: Banking book - Climate change physical risk: Exposures subject to physical risk. | | | Not material |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS E1-9<br>Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c). | | Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34;Template 2:Banking book -Climate change transition risk: Loans collateralised by immovable property - Energy efficiency of the collateral | | | Not material |
| ESRS E1-9<br>Degree of exposure of the portfolio to climate-related opportunities paragraph 69 | | Delegated Regulation (EU) 2020/1818, Annex II | | | Not material |
| ESRS E2-4<br>Amount of each pollutant listed in Annex II of the E- PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28 | Indicator number 8 Table #1 of Annex 1 Indicator number 2 Table #2 of Annex 1 Indicator number 1 Table #2 of Annex 1 Indicator number 3 Table #2 of Annex 1 | | | | Not material |
| ESRS E3-1<br>Water and marine resources paragraph 9 | Indicator number 7 Table #2 of Annex 1 | | | | Not material |
| ESRS E3-1<br>Dedicated policy paragraph 13 | Indicator number 8 Table 2 of Annex 1 | | | | Not material |
| ESRS E3-1<br>Sustainable oceans and seas paragraph 14 | Indicator number 12 Table #2 of Annex 1 | | | | Not material |
| ESRS E3-4<br>Total water recycled and reused paragraph 28 (c) | Indicator number 6.2 Table #2 of Annex 1 | | | | Not material |
| ESRS E3-4<br>Total water consumption in m3 per net revenue on own operations paragraph 29 | Indicator number 6.1 Table #2 of Annex 1 | | | | Not material |
| ESRS 2- IRO 1 - E4<br>paragraph 16 (a) i | Indicator number 7 Table #1 of Annex 1 | | | | Not material |
| ESRS 2- IRO 1 - E4<br>paragraph 16 (b) | Indicator number 10 Table #2 of Annex 1 | | | | Not material |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS 2- IRO 1 - E4<br>paragraph 16 | Indicator number 14<br>Table #2 of Annex 1 | | | | Not material |
| ESRS E4-2<br>Sustainable land / agriculture practices or policies<br>paragraph 24 (b) | Indicator number 11<br>Table #2 of Annex 1 | | | | Not material |
| ESRS E4-2<br>Sustainable oceans / seas practices or policies<br>paragraph 24 (c) | Indicator number 12<br>Table #2 of Annex 1 | | | | Not material |
| ESRS E4-2<br>Policies to address deforestation<br>paragraph 24 (d) | Indicator number 15<br>Table #2 of Annex 1 | | | | Not material |
| ESRS E5-5<br>Non-recycled waste<br>paragraph 37 (d) | Indicator number 13<br>Table #2 of Annex 1 | | | | Not material |
| ESRS E5-5<br>Hazardous waste and radioactive waste<br>paragraph 39 | Indicator number 9<br>Table #1 of Annex 1 | | | | Not material |
| ESRS 2- SBM3 - S1<br>Risk of incidents of forced labour<br>paragraph 14 (f) | Indicator number 13<br>Table #3 of Annex I | | | | S1; Personnel strategy;75 |
| ESRS 2- SBM3 - S1<br>Risk of incidents of child labour<br>paragraph 14 (g) | Indicator number 12<br>Table #3 of Annex I | | | | S1; Personnel strategy;75 |
| ESRS S1-1<br>Human rights policy commitments<br>paragraph 20 | Indicator number 9<br>Table #3 and<br>Indicator number 11<br>Table #1 of Annex I | | | | S1-1;76 |
| ESRS S1-1<br>Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8,<br>paragraph 21 | | | Delegated Regulation (EU) 2020/1816, Annex II | | S1-1;77 |
| ESRS S1-1<br>processes and measures for preventing trafficking in human beings<br>paragraph 22 | Indicator number 11<br>Table #3 of Annex I | | | | S1-1;77 |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS S1-1<br>workplace accident prevention policy or management system<br>paragraph 23 | Indicator number 1<br>Table #3 of Annex I | | | | S1-1;77 |
| ESRS S1-3<br>grievance/complaints handling mechanisms<br>paragraph 32 (c) | Indicator number 5<br>Table #3 of Annex I | | | | S1-3;78 |
| ESRS S1-14<br>Number of fatalities and number and rate of work-related accidents<br>paragraph 88 (b) and (c) | Indicator number 2<br>Table #3 of Annex I | Delegated Regulation (EU) 2020/1816, Annex II | | | S1-14;82 |
| ESRS S1-14<br>Number of days lost to injuries, accidents, fatalities or illness<br>paragraph 88 € | Indicator number 3<br>Table #3 of Annex I | | | | S1-14;82 |
| ESRS S1-16<br>Unadjusted gender pay gap<br>paragraph 97 (a) | Indicator number 12<br>Table #1 of Annex I | | Delegated Regulation (EU) 2020/1816, Annex II | | S1-16;82 |
| ESRS S1-16<br>Excessive CEO pay ratio<br>paragraph 97 (b) | Indicator number 8<br>Table #3 of Annex I | | | | S1-16;82 |
| ESRS S1-17<br>Incidents of discrimination<br>paragraph 103 (a) | Indicator number 7<br>Table #3 of Annex I | | | | Not material |
| ESRS S1-17<br>Non- respect of UNGPs on Business and Human Rights and OECD<br>paragraph 104 (a) | Indicator number 10<br>Table #1 and<br>Indicator n. 14<br>Table #3 of Annex I | | Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818 Art 12 (1) | | Not material |
| ESRS 2- SBM3 – S2<br>Significant risk of child labour or forced labour in the value chain<br>paragraph 11 (b) | Indicators number 12 and n. 13 Table #3 of Annex I | | | | Not material |
| ESRS S2-1<br>Human rights policy commitments<br>paragraph 17 | Indicator number 9<br>Table #3 and<br>Indicator n. 11<br>Table #1 of Annex 1 | | | | Not material |
| ESRS S2-1<br>Policies related to value chain workers<br>paragraph 18 | Indicator number 11 and n. 4 Table #3 of Annex 1 | | | | Not material |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS S2-1<br>Non- respect of UNGPs on Business and Human Rights principles and OECD guidelines<br>paragraph 19 | Indicator number 10 Table #1 of Annex 1 | | Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) | | Not material |
| ESRS S2-1<br>Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8,<br>paragraph 19 | | | Delegated Regulation (EU) 2020/1816, Annex II | | Not material |
| ESRS S2-4<br>Human rights issues and incidents connected to its upstream and downstream value chain<br>paragraph 36 | Indicator number 14 Table #3 of Annex 1 | | | | Not material |
| ESRS S3-1<br>Human rights policy commitments<br>paragraph 16 | Indicator number 9 Table #3 of Annex 1 and Indicator number 11 Table #1 of Annex 1 | | | | Not material |
| ESRS S3-1 non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines<br>paragraph 17 | Indicator number 10 Table #1 Annex 1 | | Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) | | Not material |
| ESRS S3-4<br>Human rights issues and incidents<br>paragraph 36 | Indicator number 14 Table #3 of Annex 1 | | | | Not material |
| ESRS S4-1<br>Policies related to consumers and end-users<br>paragraph 16 | Indicator number 9 Table #3 and Indicator number 11 Table #1 of Annex 1 | | | | Not material |
| ESRS S4-1<br>Non-respect of UNGPs on Business and Human Rights and OECD guidelines<br>paragraph 17 | Indicator number 10 Table #1 of Annex 1 | | Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) | | Not material |
| ESRS S4-4<br>Human rights issues and incidents<br>paragraph 35 | Indicator number 14 Table #3 of Annex 1 | | | | Not material |

| Disclosure Requirement and related datapoint | SFDR reference | Pillar 3 reference | Benchmark Regulation reference | EU Climate Law reference | Material/Not material/Page |
|---|---|---|---|---|---|
| ESRS G1-1<br>United Nations Convention against Corruption<br>paragraph 10 (b) | Indicator number 15<br>Table #3 of Annex 1 | | | | G1-1;85 |
| ESRS G1-1<br>Protection of whistle- blowers<br>paragraph 10 (d) | Indicator number 6<br>Table #3 of Annex 1 | | | | G1-1;85 |
| ESRS G1-4<br>Fines for violation of anti-corruption and anti-bribery laws<br>paragraph 24 (a) | Indicator number 17<br>Table #3 of Annex 1 | | Delegated Regulation (EU) 2020/1816, Annex II) | | Not material |
| ESRS G1-4 S<br>tandards of anti-corruption and anti- bribery<br>paragraph 24 (b) | Indicator number 16<br>Table #3 of Annex 1 | | | | Not material |

# 2. Environmental information

## EU Taxonomy

The EU Taxonomy is a classification system for sustainable finance that defines criteria for assessing economic activities' alignment with the EU's climate and environmental objectives from an investment perspective. According to the Taxonomy Regulation (EU) 2020/852, large companies, including Relais Group, are obliged to comply with the reporting requirements set out in the regulation. The classification system comprises six environmental objectives:

1. Climate change mitigation
2. Climate change adaptation
3. Sustainable use and protection of water and marine resources
4. Transition to a circular economy
5. Pollution prevention and control
6. Protection and restoration of biodiversity and ecosystems

The EU taxonomy sets out technical screening criteria to assess the eligibility and alignment of a company's business activities. In June 2021, criteria were published to determine which activities substantially contribute to the first two environmental objectives, and in June 2023, criteria for the remaining four objectives were published. In 2024, Relais Group assessed both the taxonomy eligibility and taxonomy alignment of its business activities using the applicable technical screening criteria. The taxonomy eligibility assessment identified four economic activities relevant to Relais Group's operations. However, no taxonomy-aligned activities were identified within these, and therefore, minimum safeguards were not assessed. Consequently, taxonomy-aligned turnover, capital expenditures (CapEx), and operating expenditures (OpEx) are not reported for 2024. The identified economic activities are included in financial reporting, meaning that the relevant turnover, CapEx, and OpEx figures are available and are not counted twice in the calculations.

### Calculation of taxonomy-eligible turnover, capital expenditures and operating expenditures

The reported figures align with Relais Group's 2024 consolidated financial statements and have been prepared in accordance with International Financial Reporting Standards (IFRS) (Note 1). Turnover according to the taxonomy definition corresponds to the total consolidated revenue of the Group (Note 4). Capital expenditures (CapEx) include additions to property, plant, and equipment (PPE) and intangible assets during the financial year (Notes 13 and 14) as well as additions to right-of-use assets (Note 15). Operating expenditures (OpEx) consist of direct costs related to the maintenance and repair of vehicles and equipment. The following economic activities under the climate change mitigation (CCM) objective have been included in the calculations:

*CCM 3.3. Manufacture of low carbon technologies for transport*
This activity includes the repair and maintenance of zero-emission vehicles (electric cars) and low-emission hybrid vehicles (less than 50g $CO_2$/km) performed by Relais Group. The report includes revenue and operating expenditures generated from these repair and maintenance activities. Relais Group assumes that all revenue and expenditures related to the repair and maintenance of electric and hybrid vehicles fall under this category, including spare parts and accessories sold as part of the maintenance process. The reported figures are based on the statistics of repair shops.

*CCM 6.5. Transport by motorbikes, passenger cars and light commercial vehicles*
This activity includes Relais Group's investments in hybrid and electric vehicles. The calculation includes all new leased cars. The corresponding investments are disclosed in the capital expenditure KPI table.

*CCM 7.3. Installation, maintenance and repair of energy efficiency equipment*
This activity includes the installation of energy-efficient lighting, such as LED lighting. The associated operating expenditures are reported in the respective KPI table.

*CCM 7.7. Acquisition and ownership of buildings*
This activity includes properties leased during the reporting period. The related capital expenditures are disclosed in the respective KPI table.

*CCM 7.5. Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings*
This activity includes, for example, the installation of smart

motion detection systems. The related capital expenditures are disclosed in the respective KPI table for the year 2023. In 2024 no corresponding activity was identified.

In 2023, Relais identified an insignificant amount of operating expenditures related to activity CCM 7.4. Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings). In 2024, no corresponding activity was identified, and the comparative year's figure has not been reported due to its insignificance.

## Taxonomy-eligible CapEx in the reporting year

| KEUR | 2024 | 2023 |
|---|---|---|
| Taxonomy-eligible CapEx in the reporting year, total | 4,965 | 501 |
| of which attributable to intangible assets | 0 | 0 |
| of which attributable to property, plant, and equipment | 55 | 39 |
| of which attributable to right-of-use assets | 4,910 | 462 |

## Nuclear and fossil gas related activities

| Row | Nuclear energy related activities | |
|---|---|---|
| 1. | The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle. | NO |
| 2. | The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies. | NO |
| 3. | The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades. | NO |
| | **Fossil gas related activities** | |
| 4. | The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels. | NO |
| 5. | The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels. | NO |
| 6. | The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels. | NO |

## Proportion of turnover from products or services associated with Taxonomy-aligned economic activities – disclosure covering year 2024

| Financial year 2024 | | 2024 | | Substantial Contribution Criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Economic Activities** | Code | Turnover | Proportion of Turnover, year 2024 | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Minimum Safeguards | Proportion of Taxonomy aligned (A.1) or eligible (A.2) turnover, year 2023 | Category enabling activity | Category transitional activity |
| | | KEUR | % | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | % | E | T |
| **A. TAXONOMY-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Enabling | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Transitional | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| A.2 LA.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) | | | | | | | | | | | | | | | | | | | |
| | | | | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | | | | | | | | | | |
| Manufacture of low carbon technologies for transport | CCM 3.3. | 293 | 0.1% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0.1% | | |
| Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 293 | 0.1% | 0.1% | 0% | 0% | 0% | 0% | 0% | | | | | | | | 0.1% | | |
| A. Turnover of Taxonomy eligible activities (A.1+A.2) | | 293 | 0.1% | 0.1% | 0% | 0% | 0% | 0% | 0% | | | | | | | | 0.1% | | |
| **B. TAXONOMY-NON-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| Turnover of Taxonomy-non-eligible activities | | 322,313 | 99.9% | | | | | | | | | | | | | | | | |
| **TOTAL** | | 322,606 | 100 % | | | | | | | | | | | | | | | | |

## Proportion of CapEx from products or services associated with Taxonomy-aligned economic activities – disclosure covering year 2024

| Financial year 2024 | 2024 | | | Substantial Contribution Criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic Activities | Code | CapEx | Proportion of CapEx, year 2024 | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Minimum Safeguards | Proportion of Taxonomy aligned (A.1) or eligible (A.2) CapEx, year 2023 | Category enabling activity | Category transitional activity |
| | | KEUR | % | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | % | E | T |
| **A. TAXONOMY-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Enabling | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Transitional | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) | | | | | | | | | | | | | | | | | | | |
| | | | | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | | | | | | | | | | |
| Transport by motorbikes, passenger cars and light commercial vehicles | CCM 6.5. | 359 | 2.5% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 5.5% | | |
| Acquisition and ownership of buildings | CCM 7.7. | 4,551 | 31.3% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | - | | |
| Installation, maintenance and repair of energy efficiency equipment | CCM 7.3. | 55 | 0.4% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0.0% | | |
| Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings | CCM 7.5. | 0 | 0.0% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0.4% | | |
| CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 4,965 | 34.2% | 34.2% | 0 % | 0 % | 0 % | 0 % | 0 % | | | | | | | | 5.9% | | |
| A. CapEx of Taxonomy eligible activities (A.1+A.2) | | 4,965 | 34.2% | 34.2% | 0 % | 0 % | 0 % | 0 % | 0 % | | | | | | | | 5.9% | | |
| **B. TAXONOMY-NON-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| CapEx of Taxonomy-non-eligible activities | | 9,561 | 65.8% | | | | | | | | | | | | | | | | |
| **TOTAL** | | 14,526 | 100% | | | | | | | | | | | | | | | | |

## Proportion of OpEx from products or services associated with Taxonomy-aligned economic activities – disclosure covering year 2024

| **Financial year 2024** | **2024** | | | **Substantial Contribution Criteria** | | | | | | **DNSH criteria ('Does Not Significantly Harm')** | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Economic Activities** | Code | OpEx | Proportion of OpEx, year 2024 | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Climate Change Mitigation | Climate Change Adaptation | Water | Pollution | Circular Economy | Biodiversity | Minimum Safeguards | Proportion of Taxonomy aligned (A.1) or eligible (A.2) OpEx, year 2023 | Category enabling activity | Category transitional activity |
| | | KEUR | % | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y; N; N/EL | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | % | E | T |
| **A. TAXONOMY-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Enabling | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| Of which Transitional | | 0 | 0% | | | | | | | | | | | | | | 0% | | |
| A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) | | | | | | | | | | | | | | | | | | | |
| | | | | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | EL; N/EL | | | | | | | | | | |
| Manufacture of low carbon technologies for transport | CCM 3.3. | 192 | 4.9% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0.0% | | |
| Installation, maintenance and repair of energy efficiency equipment | CCM 7.3. | 48 | 1.2% | EL | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0.0% | | |
| OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 240 | 6.1% | 6.1% | 0% | 0% | 0% | 0% | 0% | | | | | | | | 0.0% | | |
| A. OpEx of Taxonomy eligible activities (A.1+A.2) | | 240 | 6.1% | 6.1% | 0% | 0% | 0% | 0% | 0% | | | | | | | | 0.0% | | |
| **B. TAXONOMY-NON-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| OpEx of Taxonomy-non-eligible activities | | 3,696 | 93.9% | | | | | | | | | | | | | | | | |
| **TOTAL** | | 3,936 | 100% | | | | | | | | | | | | | | | | |

# E1 Climate change

Relais supports climate change mitigation by extending the lifecycle of vehicles and enabling low-emission traffic through maintenance and spare parts services. The company has identified business opportunities, such as the markets created by new engine technologies, and transition risks, such as challenges caused by energy consumption and emissions in the value chain. In 2024, Relais has for the first time calculated Group-level emissions and mapped means to adapt to the changing operating environment to ensure sustainable growth.

## SBM-3 Material impacts, risks and opportunities

In its double materiality analysis, Relais has assessed the impacts, risks and opportunities in relation to climate change on the short, medium and long term. The double materiality assesment and assessment of materiality regarding topic E1 Climate change is described in more detail in chapter ESRS 2. Climate change was identified as a material topic for Relais in the company's own operations as well as the value chain. Climate change mitigation and energy were identified as material sub-topics. With regard to energy, impacts are related to own operations and with regard to climate change mitigation, both own operations and value chain. The table below presents impacts, risks and opportunities identified by Relais.

Identified negative impacts are caused by emissions in the value chain and own operations and energy consumption in own operations:

Value chain emissions
- Road traffic accounts for approximately one-fifth of the EU's total emissions, and the share of commercial traffic is approximately 38 percent of this (European Environment Agency 2022). The environmental impacts of Relais' value chain are considerable especially with regard to the manufacturing of spare parts and devices (especially in areas, where energy production is still mainly based on fossil fuels). Value chain emissions are also created through leased assets and transportation. To mitigate these impacts, it is important for Relais to commit suppliers and logistics partners to emission reduction measures.

Emissions from own operations
- The environmental impact of Relais' own operations is limited (Scope 1 and 2 emissions form 1.48% of the Company's total emissions). Impacts can be reduced by focusing on improving energy efficiency and transferring to more environmentally sustainable energy and fuels.

Energy consumption in own operations
- Retail and distribution companies such as Relais require significant amounts of energy in their store premises and warehouses. It is increasingly important for companies to manage their total energy efficiency and secure access to alternative energy sources. Relais can reduce energy consumption by carrying out energy efficiency measures in its own operations and by increasing the share of renewable energy in its energy use.

Material risks and opportunities
- A business opportunity relating to climate change mitigation has been identified through the electrification of the passenger car stock. As electric vehicle technology becomes more common, Relais has an opportunity to improve its profitability by offering spare parts, maintenance and repair services relating to EV technology.
- A transition risk has been identified in the change in the operating environment, where the general reduction of kilometres driven may reduce demand for Relais' products. This change may have a negative impact on the company's business and sales, which highlights the need to adapt to a low-carbon economy and develop solutions in line with the changing market conditions.
- With the electrification of the passenger car stock, a transition risk relating to climate change mitigation has

| Topic, sub-topic | Impacts (-/+) | Risks (-) and opportunities (+) |
|---|---|---|
| E1 climate change mitigation | (-) Value chain emissions<br>(-) Emissions from own operations | (+) New business opportunities through more profitable devices, maintenance, and repairs<br>(-) Decline in sales as kilometres travelled reduce<br>(-) Reduction in sales of spare parts based on combustion technology |
| E1 Climate change mitigation and energy | (-) Energy consumption in own operations | (-) Energy price and regulation may weaken profitability |

been identified, which is reflected as weakened demand for spare parts based on combustion technology. This change may have a negative impact in the company's business and calls for adaptation to the changing operating environment as well as utilisation of new market opportunities in the field of EV technology and other alternative technologies.

- As regulation tightens, rising costs of energy and fuels has been identified as a transition risk related to climate change mitigation and energy. This development may weaken the company's profitability as well as the operational preconditions of its customers. Risk management requires improvements in energy efficiency and a transition to more environmentally sustainable energy sources.

Relais will carry out a resilience analysis during 2025 to evaluate more accurately the climate resilience of the company's strategy and business model in relation to material climate change-related impacts, risks, and opportunities. Relais' business model is flexible, and the company is capable of adjusting quickly to the operating environment and customers' changing needs. The business model enables the company to adjust to the developing requirements of the market and regulatory environment, such as expectations concerning sustainability and climate change. New engine technologies offer significant business opportunities, although demand for spare parts based on combustion engine technology may decline. The identified impacts, risks, and opportunities are considered to have no impact on the Company's strategy in the short-term, but Relais sees this transition as part of its long-term business plans, in which the company strives to utilise new technologies and the opportunities they provide.

## ESRS 2 IRO-1 Description of the process to identify and assess material impacts, risks and opportunities

Relais has assessed climate-related impacts, risks and opportunities as part of its double materiality assesment, which was conducted in 2024. The analysis focused on identifying key impacts relating to climate change, particularly in terms of greenhouse gases, and potential risks and opportunities relating to climate change. The double materiality assessment process is described in more detail in chapter ESRS 2.

The double materiality assessment provides a basis for understanding and prioritising impacts, such as the company's Scope 1, Scope 2 and Scope 3 GHG emissions. A Group-level GHG emission calculation was conducted for the first time in 2024, and it covers both direct and indirect emissions in accordance with the GHG Protocol.

Risks related to climate change have been assessed on a general level as part of the assessment of financial risks and opportunities. Detailed risk analyses relating to climate change, such as analyses of physical and transition risks, were not yet conducted in 2024. Therefore, detailed scenario and resilience analyses in relation to climate change in different climate scenarios are still in development.

Relais is committed to developing its assessment process and supplementing its analysis in relation to the impacts, risks and opportunities concerning climate change in the coming years. Future analyses will support the company's strategic decision-making and setting of sustainability targets.

## E1 ESRS2 GOV–3 Integration of sustainability-related performance in incentive schemes

During 2024, Relais has not had targets related to climate change as part of its remuneration systems. More information on the topic is given in chapter ESRS 2.

## E1-1 Transition plan for climate change mitigation

During 2024, Relais launched Group-wide emission calculation, the results of which were completed in late 2024. Therefore, the company has not made a transition plan relating to climate change mitigation. The goal is to draw a transition plan during 2025.

## E1-2 Policies related to climate change mitigation and adaptation

Relais Group does not have a Group-level environmental or climate policy. The Group will draw up a policy during 2026. Preparation will be started in 2025 once the climate-change related resilience analysis, transition plan and target setting for these have been carried out. The policy will outline what the Group expects from its subsidiaries in relation to climate change mitigation and energy use.

The CFO is responsible for the Group's environmental reporting. Relais uses external experts in environmental topics. Resourcing and its relationship to operating principles will be defined in more detail during 2025 as necessary.

## E1-3, E1-4 Actions and targets in relation to climate change

During 2024, Relais started Group-level emission calculations for the first time. Group-level targets or activities related to targets have not yet been made. The definition of targets and actions will be carried out during 2025. Environmental targets will be set at Group level, but operational management will be the responsibility of subsidiaries as required by the Group.

## E1-5 Energy consumption and mix

Some of Relais' Group companies apply the ISO 14001 environmental system through which energy consumption is monitored, with active measures taken to reduce it. Relais' total energy consumption in 2024 was 24,437 MWh. The share of renewable sources in total energy consumption reached 30.6%. The share of energy from fossil fuels made up 47.1% and the share of nuclear sources 18.9% of total consumption.

## E1-5 Energy consumption and energy mix

| Energy consumption and mix | Scope* | Base year 2024, total | Unit |
|---|---|---|---|
| Fuel consumption from coal and coal products | 1 | 0 | MWh |
| Fuel consumption from crude oil and petroleum products | 1 | 2,673 | MWh |
| Fuel consumption from natural gas | 1 | 0 | MWh |
| Fuel consumption from other fossil sources | 1 | 0 | MWh |
| Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources | 2 | 8,836 | MWh |
| **Total fossil energy consumption** | | **11,510** | **MWh** |
| **Share of fossil sources in total energy consumption** | | **47.1%** | **%** |
| **Consumption from nuclear sources** | **2** | **4,618** | **MWh** |
| **Share of consumption from nuclear sources in total energy consumption** | | **18.9%** | **%** |
| Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) | 1 | 858 | MWh |
| Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources | 2 | 6,599 | MWh |
| The consumption of self-generated non-fuel renewable energy | 1 | 18 | MWh |
| **Total renewable energy consumption** | | **7,474** | **MWh** |
| **Share of renewable sources in total energy consumption** | | **30.6%** | **%** |
| **Total energy consumption from unknown sources** | | **836** | **MWh** |
| **Share of unknown sources in total energy consumption** | | **3.4%** | **%** |
| **Total energy consumption** | | **24,437** | **MWh** |
| | | | |
| Non-renewable energy production | | 628 | MWh |
| Renewable energy production | | 551 | MWh |

* Not considering the categorisation of emissions based on consolidation method and leasing agreement type.
The table includes only those Group companies for which the emissions have been calculated based on actual data. Smaller companies', representing <20% of Group revenue, emission calculation has been done based on carbon intensity figures and hence, no consumption figures are available.

## E1-5 Energy intensity per net revenue

| Energy intensity per net revenue | 2024 | Unit |
|---|---|---|
| Total energy consumption by activities in high climate impact sectors | 24 437 | MWh |
| Net revenue from activities in high climate impact sectors | 260 | MEUR |
| Energy intensity per net revenue from high climate impact sectors | 94,0 | MWh/MEUR |

## E1-5 Connectivity of energy intensity based on net revenue with financial reporting information

| | 2024 | Unit |
|---|---|---|
| Net revenue from activities in high climate impact sectors used to calculate energy intensity | 260 | MEUR |
| Net revenue (other) | 63 | MEUR |
| Total net revenue (financial statements) | 323 | MEUR |

**Accounting principles**

The calculation of energy consumption data by energy source includes only the Group companies whose emissions calculation has been carried out using actual consumption data. The emissions calculation of smaller Group companies (<20% of the Group's net sales) has been carried out based on CO2 intensity figures, and therefore there is no separate consumption data available for these companies.

Awimex has solar panels the total production of which was 17,639 kWh in the first half of 2024. Of this total, 9,075 kWh was used in the company's own premises and 8,564 was sold. Some of Raskone's premises use heat pump heating, and the electricity consumption of the equipment is assumed to be included in the reported electricity consumption.

For some premises, energy consumption data was not available. In these cases, either the average consumption of electricity and heating (kWh/m²/month) was calculated, or average consumption was defined based on the consumption data of multiple companies in the same industry. In situations where both fossil-based and renewable energy were possible, but the final mix was not available, the energy source was assumed to be fossil based (for example regarding residual heating or heat pumps). Secondary heat from industry was regarded as renewable. Oil burning for heating purposes was considered non-renewable energy production. Electricity produced by solar panels and the burning of pellets were considered renewable energy production.

All Group companies are categorised as high climate impact industries based on their NACE code class (G).

## E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions

Direct GHG emissions from Relais' own operations are limited, but emissions are generated in the value chain from purchased goods and services and logistics, for example. The Group's total emissions in 2024 were 108,493 $tCO_2e$ (market-based) and 107,785 $tCO_2e$ (location-based). The majority of Relais' emissions were generated in the value chain: Scope 3 emissions totalled 106,888 $tCO_2e$, corresponding to 98.5% of total emissions. Scope 1 and 2 emissions totalled 1,604 $tCO_2e$ (market-based). Relais' CO2 intensity was 336 $tCO_2e$/MEUR (market-based) and 334 $tCO_2e$/MEUR (location-based).

The greatest emission sources were purchased goods and services, leased assets in the upstream value chain, and distribution and transportation in the upstream value chain. Purchased goods and services make up 88.6% of Relais' total emissions. Leased assets in the upstream value chain cover 3% of the emissions and distribution and transportation cover 2% of the total emissions. Scope 1 emissions are generated by Relais' vehicles. The majority of Scope 2 emissions (86.6%) is generated through purchased electricity.

## E1-6 GHG emissions disaggregated by scopes 1 and 2 and significant scope 3

| | Retrospective | | | | Milestones and target years | | | |
|---|---|---|---|---|---|---|---|---|
| | Base year | Compara-tive | 2024 | % N/(N-1) | 2025 | 2030 | (2050) | Annual % target / Base Year |
| **Scope 1 GHG emissions** | | | | | | | | |
| Gross Scope 1 GHG emissions ($tCO_2eq$) | 765 | | 765 | | | | | |
| Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%) | 0% | | 0% | | | | | |
| **Scope 2 GHG emissions** | | | | | | | | |
| Gross location-based Scope 2 GHG emissions ($tCO_2eq$) | 131 | | 131 | | | | | |
| Gross market-based Scope 2 GHG emissions ($tCO_2eq$) | 839 | | 839 | | | | | |
| **Significant scope 3 GHG emissions** | | | | | | | | |
| Total Gross indirect (Scope 3) GHG emissions ($tCO_2eq$) | 106,888 | | 106,888 | | | | | |
| 1 Purchased goods and services | 96,084 | | 96,084 | | | | | |
| 2 Capital goods | 1 204 | | 1,204 | | | | | |
| 3 Fuel and energy related activities (not included in Scope 1 or Scope 2) | 738 | | 738 | | | | | |
| 4 Upstream transportation and distribution | 2,230 | | 2,230 | | | | | |
| 5 Waste generated in operations | 28 | | 28 | | | | | |
| 6 Business travel | 349 | | 349 | | | | | |
| 7 Employee commuting | 2,047 | | 2,047 | | | | | |
| 8 Upstream leased assets | 3,283 | | 3,283 | | | | | |
| 9 Downstream transportation | 0 | | 0 | | | | | |
| 10 Processing of sold products | - | | - | | | | | |
| 11 Use of sold products | - | | - | | | | | |
| 12 End-of-life treatment of sold products | - | | - | | | | | |
| 13 Downstream leased assets | 926 | | 926 | | | | | |
| 14 Franchises | - | | - | | | | | |
| 15 Investments | - | | - | | | | | |
| **Total GHG emissions** | | | | | | | | |
| Total GHG emissions (location-based) ($tCO_2eq$) | 107,785 | | 107,785 | | | | | |
| Total GHG emissions (market-based) ($tCO_2eq$) | 108,493 | | 108,493 | | | | | |

## E1-6 Biogenic CO2 emissions 2024 by scope

| | 2024 |
|---|---|
| Scope 1, $tCO_2$bio | 43 |
| Scope 2, $tCO_2$bio | 135 |
| Scope 3, $tCO_2$bio | 3,926 |
| Total biogenic emissions (location-based), $tCO_2$bio | 4,104 |
| Total biogenic emissions (market-based), $tCO_2$bio | 4,115 |

## E1-6 GHG intensity based on net revenue

| GHG intensity per net revenue | 2024 |
|---|---|
| Total GHG emissions (location-based) per net revenue ($tCO_2$eq/ MEUR) | 334 |
| Total GHG emissions (market-based) per net revenue ($tCO_2$eq/ MEUR) | 336 |

The net revenue (Note 4) used to calculate the carbon intensity figure is 323 MEUR.

**Accounting principles**

Scope 1 emissions comprise the direct emissions generated through fuel combustion in the company's vehicles. The emissions have primarily been calculated based on actual consumption data (kilometres, litres or kilowatt-hours). If vehicle-specific consumption data was not available, the average consumption data for each company's other vehicles was used as a comparison figure. In Scope 1 emissions, emission factors used are based on different fuel types. The most used sources are Statistics Finland's Fuel classification (2024), VTT Technical Research Centre of Finland's Lipasto database and European Commission's Study on actual GHG Data for diesel, petrol, kerosene and natural gas (2015). For calculating biogenic emissions, the above-described emission factors (sources) and their underlying data have been used.

Scope 2 emissions cover purchased electricity and heating. Whenever possible, supplier-specific emission factors retrieved from suppliers' websites have been used (market-based calculations). For country-level emission factors (both residual mixes and production mixes), national statistics offices' and energy authorities' data have mainly been used. If not available, European Environment Agency's data have been used. For calculating biogenic emissions, the above-described emission factors have been used alongside Statistics Finland's Fuel classification (2024) and European Commission's Study on actual GHG Data for diesel, petrol, kerosene and natural gas (2015).

It is assumed that 100% of the energy consumption that is purchased is covered by contractual instruments based on the definition of a contractual instrument in the GHG Protocol Scope 2 Guidance (2015, p. 101).

## E1-6 Contractual instruments' shares of energy consumption

| Contractual instrument type | Share of energy consumption (%) | Description |
|---|---|---|
| Supplier-specific | 53% | Emission factor used is for the specific supplier and product purchased. |
| Residual mix (electricity) | 15% | Emission factor is the local residual mix, meaning the mix of energy that is left when all contractual instruments have been claimed/retired/cancelled in a certain location (country). |
| Average grid mix (heating) | 32% | Emission factor is the local average grid mix, meaning the mix of energy that is used to produce the energy in a certain location (country). |

As no information was received regarding any separately purchased energy attribute claims such as guarantees of origin, it is assumed that 100 % of the contractual instruments used for purchase of energy are bundled with attributes about energy generation. Hence, it is assumed that 0 % of the contractual instruments used for purchase of energy are unbundled with attributes about energy generation.

In Scope 3 emissions, the most significant emission factors concern purchased goods and services, operations relating to fuel and energy, transportation, and employees' commuter traffic.

In the emission calculations of the purchased goods and services category (category 1), cradle-to-gate emissions have been considered whenever making the distinction between life cycle stages has been possible and when product-specific emission factors have been available. In many cases, only emissions from the production of the raw materials have been considered due to the unavailability of applicable emission factors. The most significant emission factors used are related to the materials used in the products purchased by the reporting company. Sources include The Finnish Environment Institute SYKE's CO2 data database, VTT Technical Research Centre of Finland's Ilmari database, Plastics Europe, and several scientific research papers. In services, the specific service providers' emission factors have been used whenever possible. Other significant emission factors that have been applied in the absence of service provider specific emission factors are from The Finnish Association of Consulting Firms SKOL (2019) and ENVIMAT emission factors by Nissinen and Savolainen, commissioned by The Finnish Environment Institute SYKE (2019).

Emissions from operations related to fuel and energy are generated through leased assets categorised in Scope 3 (vehicles and premises) and from cradle-to-gate emissions from fuel and energy production. The emission factors used in category 3 emission calculations are based on an estimate of the cradle-to-gate emissions from fuel and energy production. For fuels, the most important sources are Statistics Finland's Fuel classification (2024), VTT Technical Research Centre of Finland's Lipasto database and European Commission's Study on actual GHG Data for diesel, petrol, kerosene and natural gas (2015). For energy cradle-to-gate emissions, estimated values have been used based on the energy contracts. The estimated values are mainly based on IPCC's Annex III: Technology-specific cost and performance parameters (2014) and values retrieved from LCA software.  Additionally, applicable national and European Environment Agency's data have been used for electricity production emission factors (for vehicles). For calculating biogenic emissions, the above-described emission factors (sources) and their underlying data have been used, complemented by emission factors mainly from Statistics Finland's Fuel classification (2024) and the European Commission's Study (2015).

For transportation, used emission factors have been received from Relais' transportation partners.  These emission factors have been used to estimate the emissions for those items without reported emissions.

The emissions related to employee commuting were calculated based on data received from a survey using a distance-based calculation method. Used emission factors relate mostly to fuels and electricity. For fuels, most used sources are Statistics Finland's Fuel classification (2024), VTT Technical Research Centre of Finland's Lipasto database and European Commission's Study on actual GHG Data for diesel, petrol, kerosene and natural gas (2015). For electricity, national statistics offices' data have mainly been used. If not available, European Environment Agency's data have been used. For calculating biogenic emissions, the above-described emission factors (sources) and their underlying data have been used, complemented by emission factors mainly from Statistics Finland's Fuel classification (2024) and the European Commission's Study (2015).

The Scope 3 categories used in the emission calculation are listed in table E1-6 GHG emissions disaggregated by scopes 1 and 2 and significant scope 3.  Processing of sold products (category 10), use of sold products (category 11) and end-of-life treatment of sold products (category 12) have been excluded from the emission calculation due to insignificance and/or irrelevance. Franchising (category 14) and investments (category 15) are excluded from the calculation, as no material emission sources have been identified for these categories.

12% of Scope 3 emissions have been calculated using primary data from suppliers or other partners in the value chain.

In Group-level emission calculation, subsidiaries forming approximately 80% of the Group's net sales were included in the more specific calculation. For these companies, emissions were calculated based on actual data received from the Group companies. The emissions for the remaining Group companies were estimated using carbon intensity figures derived from the emissions and net sales of larger subsidiaries. Actual net sales data included the time period 1–11/2024, and for December 2024 predicted data were used. IFRS adjustments were excluded from net sales data, as it was regarded as immaterial from the point of view of carbon footprint calculation.

## E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities

Relais has not estimated the anticipated financial effects from risks and opportunities related to climate change in its first reporting year in accordance with ESRS 1.

# 3. Social information

## S1 Own workforce

### Personnel strategy and targets

Own workforce S1 was identified in the double materiality assessment as a material topic. The materiality analysis is presented in section ESRS2 General disclosures, IRO-1 description of materiality analysis. Relais Group's group level personnel targets will be defined during 2025.

Working conditions and equal treatment and opportunities for all were identified as sub-topics to be reported. Material sub-sub-topics related to working conditions are working time, freedom of association including the existence of work councils and health and safety. With regard to equal treatment and opportunities for all, the sub-sub-topics identified in the standard were gender equality and equal work for equal pay as well as training and skills development.

The identified impacts are existing impacts that concern the short, medium and long term and are created through Relais' strategy and business model in relation to own workforce. Relais' impacts on own personnel are mainly positive and concern all employees in the Group. As for work safety, potential negative impacts have been identified that concern individual cases and are not systemic in nature.

In the materiality analysis, Relais has strived to examine viewpoints from different personnel groups. Work safety has been identified as crucial especially in the repair shop and warehouse work. In 2024, these groups included approximately 58% of the employees. Relais has not identified personnel groups at specific risk with a greater risk of potential negative impacts in the materiality analysis.

No material financial risks or opportunities relating to own personnel were identified in the double materiality analysis. Financial risks and opportunities relating to climate change, presented in chapter E1 Climate change, may have an indirect impact on the personnel to some extent in the long term. The primary drivers of the materiality of the impacts are work safety, wellbeing at work, training and development, and equal opportunities for all, which are important from the points of view of sustained personnel commitment as well as business performance. Relais' strategy and business model are presented in chapter ESRS2 General disclosures, SBM-1.

Relais' own workforce includes all employees mentioned

### Material topics, impacts and management

| Sub-topic, Sub-sub-topic | Impacts (+/-) | Management and principles |
|---|---|---|
| Working conditions<br>• Secure employment<br>• Working time<br>• Social Dialogue<br>• Freedom of association, including the existence of work councils<br>• Health and safety | (+) Relais offers fair terms and conditions of employment, supports freedom of association and agreements as well as social dialogue<br>(+) Relais upholds health and safety at work,<br>(-) Relais' employees may be injured or fall ill at work | • Relais' subsidiaries operate in countries where working conditions are regulated by legislation that protects employees<br>• Work safety is actively monitored<br>• ERM risk management process<br>• Human Resources Framework<br>• Code of Conduct |
| Equal treatment and opportunities for all<br>• Gender equality and equal pay for equal work<br>• Training and skills development | (+) Relais supports equal treatment and opportunities for all<br>(+) Relais provides training and skills development | • All employees have the same opportunities to receive training and develop their skills<br>• Personal development discussions are carried out annually<br>• Remuneration is based on collective bargaining agreements<br>• Human Resources Framework<br>• Code of Conduct |

Material impacts related to own personnel and their management practices are presented in the table below. The impacts are created in Relais' business model and fall upon Relais' own operations. The impacts may be short, medium or long-term.

in chapter ESRS 2 General disclosures.

The benefits, insights and rights of Relais' own workforce, including respecting human rights, are taken into account in Relais' strategy and business model by operating in accordance with legislation and Human Resources Framework. Relais' stakeholder engagement, including the personnel, is described in chapter ESRS 2 General disclosures SBM-2 description of stakeholder engagement.

Relais Group operates in the Nordic countries and Europe, where working conditions are regulated by applicable labour laws protecting the employee. No risk of child labour or forced labour has been identified in relation to Relais' personnel, as the work is not located in geographical areas where these risks would be increased. Relais operates mainly in the Nordic countries. Collective bargaining agreements cover approximately 90 per cent of the personnel. Nearly all employees are permanent and full-time employees. There is no agency-hired labour or more than minor seasonal labour use that the company is aware of.

There are no climate change-related transition plans concerning the personnel. As part of continuous development, group companies train repair shop personnel on CO2-free propulsion systems, for example.

## S1-1 Policies related to own workforce

In addition to applicable legislation, the management of impacts related to Relais Group's personnel is guided by the following policies approved by the Board of Directors:

- Code of Conduct and
- Human Resources Framework

The Code of Conduct defines the corporate governance principle of Relais Group in relation to, among other things, engagement with personnel, customers, and other stakeholders. The Code of Conduct is described in more detail in chapter G1 Business conduct.

The Code of Conduct applies to the entire personnel and all employee groups. Responsibility for compliance with the CoC lies on the Group level with the HR, legal and compliance director, who is a member of the Group Management Team. The Code of Conduct is published in English. In 2024, an online Code of Conduct training was created. It is meant for and available to all employees. Stakeholder views are taken into account in, for example, the creation of trainings, and their feedback is thereby taken into account as part of potential policy updates.

In addition to the Code of Conduct, management of impacts is guided by the Human Resources Framework. The Human Resources Framework outlines Relais' approach to personnel topics identified as material, such as employees' skills development, diversity, safe work environment, respecting human rights and adherence to the global sustainable development principles. Responsibility for compliance with the Human Resources Framework lies on the Group level with the HR, legal and compliance director.

Relais is committed to respecting the human and labour rights of all persons involved in the Group's operations as well as those in the sphere of influence of its business, as defined in internationally recognised standards such as the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises. The Group's Human Resources Framework and Code of Conduct are aligned with these standards. Relais harmonises its policies with internationally recognised frameworks, including the UN Global Compact initiative, the International Labour Organisation's Declaration on Fundamental Rights and Principles at Work, and the OECD Guidelines for Multinational Enterprises. Relais is committed to adhering to the International Labour Organisation's Declaration on Fundamental Rights and Principles at Work.

The Human Resources Framework complements the Group's Code of Conduct. It defines key principles relating to working conditions, equality, and engagement, such as principles on non-discrimination, training and development, human rights, equality, and freedom of association. The purpose of the Framework is to ensure that Relais' values, principles, and key targets are reflected in each Group company's daily practices. The Framework applies to all Group companies and their personnel. In its ethical business principles, Relais guides its personnel on non-discrimination based on gender, age, ethnicity, sexual orientation, religion, trade union activity or any other characteristic protected by law. The Human Resources Framework outlines that Group companies must ensure that all employees receive adequate wages fulfilling the local standards for adequacy and fairness.

The monitoring of potential negative impacts on personnel is integrated into the Group's risk management process. A group-level risk mapping is conducted once a year. If potential negative impacts on personnel relating, for example, to work safety, are detected, the Group will initiate remedial action if necessary in cooperation with the subsidiaries. The Group may direct and monitor the actions, but operational responsibility for implementing them lies with the subsidiaries. The Group participates in the Board of Directors' work in the subsidiaries, allowing it to monitor e.g. potential work safety deviations on a quarterly basis. No material risks or opportunities relating to personnel were identified in the double materiality analysis. Risks relating to human rights will be assessed as part of the Company's risk management process, and impacts are monitored regularly. Group policies are updated regularly, and the personnel receives training on them. The Company strives to identify, evaluate, and prioritise risks so that potential harmful impacts can be prevented and remediated. The general methods of the Company's ERM process are applied in this work. The Company strives to prevent and mitigate potential negative impacts to the extent allowed by its scope of action, as well as to implement necessary actions to remedy any harm that might occur.

Relais gives direction through the Human Resources Framework, which each Group company is expected to align with and include in its own HR policies and practices. Responsibility for implementing the Framework lies with the Business Review Meetings of local Boards in Group subsidiaries and with local Managing Directors. The Group-level Human Resources Framework is reviewed annually to ensure its appropriateness and efficiency. Group companies, employees and supervisors are requested to give active feedback to identify improvement areas ensuring that local HR practices reflect the basic principles set by Relais.

Relais complies with all applicable laws and provisions and expects Group companies to commit to them. Guided by the Human Resources Framework, Group companies must maintain zero tolerance concerning child labour and forced labour in all forms and ensure that appropriate measures are in place for preventing such practices. Group companies must also respect employees' freedom of association and collective bargaining in accordance with local legislation. Group companies must ensure that all employees receive adequate wages fulfilling the local standards for adequacy and fairness.

Relais maintains a whistleblowing channel through which employees can report violations of the Code of Conduct safely and confidentially. More about this is in section S1-3.

The Human Resources Framework encourages engagement with own workforce. Furthermore, the Framework gives information on the whistleblowing channel for reporting negative impacts.

No groups at special risk from the point of view of working conditions or general labour and human rights have come to Relais' attention, and therefore the Company has no specific commitments of principles in relation to these. Relais does not use child or forced labour, nor does the Company allow it from its suppliers.

Relais' Human Resources Framework outlines practices related to the safety and wellbeing of own workforce. Safety outlines relate to accident prevention. Relais maintains safe workplaces in accordance with local regulations. Group companies are responsible for regular safety training and evaluations, securing a safe work environment for all employees.

Relais provides access to occupational healthcare services, promotes a healthy work-life balance and offers flexible work arrangements when possible. All employees of Relais Group are covered by statutory or corresponding occupational health and safety activities. The Company does not have a Group-level work health and safety policy; outlines on the topic are included in the Human Resources Framework.

The Human Resources Framework was drafted in 2024 and approved by the Board of Directors in December. Implementation of the Framework will be started during 2025, and it will be integrated with other existing processes as necessary.

## S1-2 Processes and engagement with personnel

Due to the group structure, Relais Group has no process for direct or indirect engagement with representatives of the personnel. Engagement with the personnel takes place in Relais' subsidiaries, which have statutory advisory committees where the employer and employees address matters relating to personnel, such as occupational health and safety.

In accordance with its Human Resources Framework, Relais strives to promote clear and open communication with and between group companies and to support a unified work environment based on collaboration. Relais encourages active dialogue within teams, between the management and the personnel, and between group companies to share knowledge, enhance cooperation and strengthen overall cohesion in the Group.

Through Relais' Group-level personnel survey, launched in 2024, the Group will receive feedback relating to personnel topics from different companies. The personnel survey covers all employees in Relais Group.

## S1-3 Processes to remediate negative impacts and channels for own workers to raise concerns

Relais' Human Resources Framework outlines that all group companies are expected to initiate and maintain regular dialogue with employees on matters concerning well-being at work, health, and safety in accordance with local regulation. This includes ensuring that employees have an opportunity to participate in discussions that impact their working conditions and wellbeing.

Relais Group has an anonymous whistleblowing channel that is accessible for all. Through the channel, employees of the Company as well as external stakeholders can report potential concerns anonymously. The channel is the only shared group-level channel that allows the personnel to provide continuous feedback. The number of reports made through the whistleblowing channel is small. Replies to whistleblowing reports are sent within 24 hours. In 2024, there was one case related to personnel, which did not lead to further action. Starting from 2024, Relais also has an annual personnel survey, which also serves as one group-level feedback channel. Group companies have their own feedback channels, such as supervisor work, for example. Feedback received through these channels is not monitored on Group level.

The whistleblowing channel provides a way of reporting suspected misconduct or unethical activity in Relais Group, i.e. fraud, corruption, bullying, or other dishonest activity or behaviour. The whistleblowing channel is not connected to Relais' IT systems; it is managed by an external partner, WhistleB, Whistleblowing Centre, to ensure protection of the reporter's identity. The reporting procedure is encrypted and password-protected. All messages received through the whistleblowing channel are taken seriously and addressed confidentially, fairly and without delay. The system alerts about a reported case immediately and guides the process for its part. The whistleblowing channel is available in 6 different languages. Relais is committed to principles protecting the reporter. More detailed information on the topic is given in section G1-1 Whistleblowing channel and protection of whistleblowers.

In matters pertaining to work safety, Group-level management of potential negative impacts is integrated into the Group's risk management process. Work safety is monitored through the Group's governance model, in which Group representatives are represented in the Boards of Directors of subsidiaries, which address the matter regularly. The Company does not have a specific systematic Group-level process for reporting work safety observations, as work safety management takes place on the operational level in the Group's subsidiaries. The Group personnel survey, launched in 2024, will provide feedback from the personnel on different topics.

## S1-4, S1-5 Actions, metrics and targets relating to own workforce

With regard to own workforce, working conditions and equal treatment and equal opportunities for all were identified as material topics. The director responsible for legal, compliance and HR matters is responsible on Group-level for managing all impacts and risks relating to own workforce.

In 2024, the Group started to measure the degree of commitment of its employees. The target group of the survey was Relais' entire personnel, and it was possible to answer the survey through a mobile device. The survey was carried out for the first time. Result-oriented targets based on the survey have not been set, nor have actions been taken. The survey also provides feedback concerning potential negative impacts, and based on this feedback, actions can be assigned to Group companies. The Group steers HR work through a Human Resources Framework drafted in 2024, and the task for 2025 is to continue its implementation in Group companies.

In 2024, the eNPS index (Employee Net Promoter Score) of the Relais organisation was 24. Respondents are divided into three groups based on their answers: promoters (scores 9 to 10), passives (scores 7 to 8) and critics (scores 0 to 6). eNPS is calculated by subtracting the percentage of critics from the percentage of promoters. The range of variation is from -100 to +100.

**Working conditions**

In the double material analysis, the provision of fair terms of employment, freedom of association and supporting collective bargaining and social dialogue were identified as Relais' positive impacts on own workforce. Relais' Human Resources Framework includes policies on the aforementioned topics. Relais has not set measurable, result-oriented targets for the impact. Terms of employment of Relais Group, mainly operating in the Nordic countries, is regulated by labour law. Nearly all Relais' employees are covered by collective bargaining agreements, 84% in 2024. All employees have a written contract of employment, and nearly all employees are permanent and full-time. Cooperation between the employer and the employees is defined in law, and Relais requires subsidiaries' practices to comply with the law. The salaries of the personnel of Relais Group companies, mainly operating in the Nordic countries, comply with collective bargaining agreements. When it comes to employment contract practices, Relais is committed to complying with each country's legislation. No specific other actions have been taken regarding this topic.

*Health and safety*

Relais is committed to providing healthy and safe working conditions for all employees. This has been identified as a positive impact. The possibility of injury or falling ill at work has been identified as a potential negative impact. Relais has not set result-oriented Group-level targets for these topics. The targets will be set during 2025. Relais monitors and reports on accident frequency (LTIF) in connection with annual reporting. Work towards work health and safety is based on legislation. Policies concerning safety are included in the Human Resources Framework. Relais complies with country-specific health and safety legislation and regulation and strives to maintain and improve work health and safety. Operational management of work safety and related actions are carried out in Relais' subsidiaries.

The accident frequency of the employees of Relais Group was 32,2 (accidents leading to absence/million working hours). There were no accidents leading to death in the Group. The monitoring of work safety is integrated in the Group risk management process and the management of the subsidiaries. Operational responsibility for management lies with the subsidiaries. All Relais' employees are obligated to follow the rules and safety instructions given. The Group expects systematic management of work safety and commitment to the Group's Human Resources Framework from its subsidiaries. A review of personnel-related matters, such as work safety, is regularly on the agenda of the Boards of Directors of Group companies. Operational work and resourcing is carried out in Group companies.

The comprehensive work safety of employees is pivotal from the point of view of the personnel as well as for the Company's success. Relais instructs its subsidiaries in maintaining a culture of wellbeing through its Human Resources Framework.  Result-oriented targets have not been set for healthy and safe working conditions, and no reporting is carried out concerning these topics. 100% of Relais' personnel is covered by a statutory or corresponding work health and safety system.  In addition, Group companies can offer physical health programmes and initiatives that encourage employees to focus on their wellbeing.

**Equal treatment and opportunities for all**

Relais has identified equal treatment and opportunities for all and training and skills development as a positive impact. Relais has outlines on equal opportunities in its Human Resources Framework and prohibits all forms of discrimination. Equal and fair treatment is included in our practices and includes equal opportunities for a psychologically and physically safe work environment, equal opportunities for developing their skills and equal remuneration practices.

With regard to equality, equality of training and salary equality have been identified as material impacts and topics.

*Training and skills development*

Relais wants to offer attractive jobs in which everyone has an opportunity to develop. Group companies offer a variety of different work tasks and skills development is a key part of personnel development. Operational work is carried out in Relais' Group companies, and Relais expects its companies to have appropriate processes in place for work orientation. Principles are defined in the Group's Human Resources Framework.

Relais has not set measurable, result-oriented targets concerning training and skills development and does not report on activities regarding these topics.  Relais monitors the realisation of personal development discussions annually in connection with annual reporting. In addition, Relais monitors the number of training hours on Group level in connection with annual reporting.

The employees of Relais' Group companies participate comprehensively in suppliers' brand and product-specific trainings, among others. The multi-brand model ensures extensive learning opportunities for employees especially in the maintenance and repair business. Learning at work also plays a major role in skills development. Training is systematic.

Group companies organise their own trainings as well as brand-specific trainings offered by importers. New propulsion systems also add to the training offering. Relais' subsidiaries cooperate with educational institutions in the industry, and Group companies also offer trainee and apprenticeship positions as well as Recruitment Training in the management and repair business. Relais does not make Group-level operational action plans concerning training and development.

*Gender equality and equal pay for equal work*

Relais Group's equality principles are defined in the Group's Human Resources Framework. Company culture includes the equal treatment of all employees and respect for diversity. The industry is traditionally male-dominated, and individual industry players have limited possibilities to impact personnel diversity in this regard, but the Company strives to provide equal opportunities and remuneration. Relais has not set measurable, result-oriented targets for this topic and does not report on activities regarding these topics.

Relais is committed to upholding internal fairness, and if unfair practices are detected, to encourage its subsidiaries to remove obstacles to equal remuneration. The majority of the personnel is covered by collective bargaining agreements which define wages. Relais is not aware of any unfounded discrepancies in remuneration between genders in its companies. Relais monitors the percentage difference in salaries between male and female employees in accordance with the ESRS in connection with its annual reporting.

## S1-6 Characteristics of employees*

| Employee head count by gender | Number of employees |
|---|---|
| Male | 1,132 |
| Female | 146 |
| Other | 0 |
| Not disclosed | 0 |
| **Total Employees** | **1,278** |

| Employee head count by country | Number of employees |
|---|---|
| Finland | 617 |
| Sweden | 551 |
| Norway | 73 |
| Other | 37 |
| **Total** | **1,278** |

| Employee turnover (incl permanent employees) | |
|---|---|
| **Rate of employee turnover (%)** | **15.8** |
| **Total number of employees who have left the company during the reporting period** | **193** |

* The number of employees is presented in Note 1 consolidated financial statements.

| Employees by contract type | Female | Male | Other | Not disclosed | Total |
|---|---|---|---|---|---|
| Number of employees | 146 | 1,132 | 0 | 0 | **1,278** |
| Number of permanent employees | 140 | 1,082 | 0 | 0 | **1,222** |
| Number of temporary employees | 6 | 50 | 0 | 0 | **56** |
| Number of non-guaranteed hours employees | 4 | 36 | 0 | 0 | **40** |

| Employees by contract type, broken down by region, (countries 50< employees) Head count | Finland | Sweden | Norway | Total |
|---|---|---|---|---|
| Number of employees | 617 | 551 | 73 | **1,241** |
| Number of permanent employees | 591 | 521 | 73 | **1,185** |
| Number of temporary employees | 26 | 30 | 0 | **56** |
| Number of non-guaranteed employees | 16 | 24 | 0 | **40** |

## S1-8 Collective bargaining coverage and social dialogue

| Collective bargaining coverage and social dialogue (several collective agreements) | Collective Bargaining Coverage | Collective Bargaining Coverage | Social dialogue |
|---|---|---|---|
| Coverage | Employees – EEA (for countries with >50 empl.representing >10% total empl.) | Employees – Non-EEA (estimate for regions with >50 empl. representing >10% total empl) | Workplace representation (EEA only) (for countries with >50 empl. representing >10% total empl) |
| 0-19% | | | |
| 20-39% | | | |
| 40-59% | | | |
| 60-79% | Norway | | Norway |
| 80-100% | Finland, Sweden | | Finland, Sweden |

| Employees covered by collective bargaining | (%) |
|---|---|
| Employees covered by collective bargaining | 84 |

## S1-13 Training and skills development

| S1-13: Percentage of employees that participated in regular performance and career development reviews by gender | Female | Male | Other | Gender not disclosed | Total |
|---|---|---|---|---|---|
| The percentage of employees that participated in regular performance and career development reviews (%) | 76 | 77 | 0 | 0 | **77** |
| Number of reviews in proportion to the agreed number of reviews by the management (%) | 0.8 | 11.0 | 0 | 0 | **11.8** |

## S1-16 Remunerations metrics

| S1-16: Remuneration metrics | 2024 |
|---|---|
| Gender pay gap, % | 26 |
| Total remuneration ratio | 5.2 |

## S1-14 Health and safety

| Coverage of the health and safety management system | 2024 |
|---|---|
| Percentage of own workers in headcount who are covered by the company's health and safety management system based on legal requirements and/or recognised standards or guidelines (%) | 96 |
| Percentage of own workers who are covered by a health and safety management system which is based on legal requirements and/or recognised standards or guidelines and which has been internally audited and/or audited or certified by an external party (%) | 0 |
| **Health and safety metrics of employees** | |
| Number of recordable work-related accidents | 83 |
| Rate of recordable work-related accidents | 32.2 |
| Number of days lost to work-related injuries from work-related accidents and work-related ill health | 580 |
| Number of fatalities as a result of work-related injuries and work-related ill health | 0 |

* The accidents are mainly concentrated in a few companies, for which the group will implement closer monitoring. The high number is partly explained by the growth of the repair business segment during the financial year through acquired companies, as well as one long-term absence.

## Basis of preparation of personnel metrics

Figures relating to own personnel include all companies in Relais Group. The personnel number used in the reported disclosures is reported as the number at the end of the reporting period (31 December 2024). The number also includes inactive employees, such as people on family leave. The increase of the personnel number from the previous year was impacted by, among other things, corporate acquisitions of Group companies (Relais Group's Group company Raskone acquired Asennustyö M Ahlqvist Oy, 68 people and STS acquired Team Verkstad Sverige AB (34 people)).  Employee turnover includes all reasons for leaving. In the employee number by country, countries with at least 50 employees are reported.

Permanent employees include employees with an employment contract that is valid until further notice. Temporary employees include employees whose contract is temporary in nature, such as in, for example, a substitute role.

The gender pay gap has been calculated as a ratio of gross earnings in accordance with the ESRS. Total remuneration ratio includes all employees, and the ratio has been calculated by dividing the annual total remuneration of the highest paid individual with the annual average total remuneration of employees.

The number of work-related accidents covers own employees. Accident frequencies have been calculated per one million working hours. Accident frequency includes work-related accidents that have led to at least one day of absence.

In average training hours, personnel numbers by gender at the end of the reporting period have been used as the denominator.

The results of the personnel survey are based on an annual personnel survey, which was conducted for the first time in 2024. All Relais Group employees may participate in the survey. The response rate of the survey was 58% in 2024.

# 4. Governance information

## G1 Business conduct

G1 Business conduct has been identified as a material reporting topic in Relais concerning corporate culture and relationships with suppliers.

**Impacts, risks and opportunities**

The materiality analysis is presented in chapter ESRS2 General disclosures IRO-1 Description of the process to identify and assess material impacts, risks and opportunities. The company's line of business, structure of business operations, business relations, and the geographical location of operations were taken into account when conducting the analysis.

Relais' corporate culture being supportive to ethical business practices was identified as a positive impact. Relais is a serial consolidator in the vehicle aftermarket, operating as a growth platform for the companies it owns and providing support and resources for development. The Code of Conduct is part of orientation in the Group, employees are offered regular training on the topic, and the Company's corporate culture and values support an ethical mode of operation.

Relais not succeeding in ensuring sustainability in its supply chain was identified as a potential negative impact. The materiality of the impact was assessed to be high in Relais' value chain. The negative impact is not probable in the Group's own operating countries in the Nordics, where ethical standards are high, but the impact is possible in the value chain – particularly in the supply chain in geographical areas outside the EU, where environmental, labour-related and ethical standards may be lower. Potential impacts can be mitigated through systematic management of supplier relationships.

Material positive and negative impacts related to business conduct and their management practices are presented in the table below. Material impacts are created through the business model and fall upon both the upstream and downstream value chain according to the materiality analysis. No material financial risks or opportunities relating to the topic were identified in the double materiality analysis.

Relais has not set targets for 2024 related to G1 topics (Corporate Culture and Relationships with suppliers). These will be reviewed during 2025.

**Material topics, impacts and their management.**

| Sub-topic | Impacts (+/-) | Management |
|---|---|---|
| Corporate culture | (+) Relais' corporate culture supports ethical business | • Code of Conduct<br>• Implementation of Code of Conduct<br>• Human Resources Framework |
| Relationships with suppliers | (-) Relais might fail to ensure sustainability in its supply chain | • Relais Group's Supplier Code of Conduct.<br>• Auditing practices<br>• Long-term partnerships |

**Management and business conduct**

Relais' Board of Directors is responsible for the execution and monitoring of good governance. The CEO and the Management Team are responsible for the operational execution of good governance with reference to practical actions aligning with the Board's guidelines. The key policy regarding good governance, the Code of Conduct, is set out and approved by the Board of Directors. The key policy regarding the supply chain, the Supplier Code of Conduct, is set out and approved by the Board of Directors.

Relais' Management Team includes the director responsible for legal, HR and compliance, who is responsible particularly for compliance. The Board of Directors has expertise and experience concerning good governance. The role of the Board of Directors is described in chapter ESRS 2 General disclosures GOV-1, The role of administrative, management and supervisory bodies. Potential deviations relating to good governance and their handling are linked to the Company's risk management process.

## G1-1 Business conduct policies and corporate culture

Good governance and uniform compliance with sound business practices across the Group is central in Relais Group's operations as a serial consolidator.

The Group's key group-level policies regarding identified material impacts are:

- *Code of Conduct*
- *Supplier Code of Conduct*
- *Human Resources Framework*

The Code of Conduct outlines ethical practices such as engagement with partners and customers, open communication and, on the other hand, matters relating to fair competition, anti-bribery and anti-corruption and political independence. The Code of Conduct also outlines personnel-related matters such as principles concerning opposition to forced labour, work safety, and freedom of association.

The Code of Conduct applies to all companies in Relais Group and all their employees.The Group Management Team is responsible for the Code of Conduct and its implementation.

The CoC is part of the orientation programme and appropriately available to the personnel. The updating of the Code of Conduct was ongoing throughout the reporting year, and a new, updated Code of Conduct will be published on the Company website during 2025. Simultaneously with the Code of Conduct update, Relais Group launched in 2024 an online Code of Conduct training, which all employees in the Group must take annually. The Company will monitor the percentage of those passing the course, and targets for this will be set during 2025.

For managing its supplier relationships, Relais Group has a Supplier Code of Conduct (SCoC), which Relais expects its suppliers to comply with. The SCoC outlines principles on respecting labour and human rights, non-discrimination, opposition to child labour and forced labour, and central employee rights relating to working conditions, such as freedom of association, working time, and minimum wage. The SCoC outlines key principles on maintaining work safety and preventing accidents, environmental factors such as reducing environmental impacts, energy use, and environmental management. The SCoC also includes guidelines on ethical business practices such as anti-bribery and anti-corruption. In the guidelines, Relais expects suppliers to commit to quality, legal compliance and management of sustainable practices, among other things.

The Supplier Code of Conduct is in use in all companies of Relais Group. Implementation of the SCoC is the responsibility of Relais Group's director in charge of supply chain and purchases.

The Human Resources Framework outlines key personnel-related practices, which are a part of corporate culture. The Human Resources Framework is presented in chapter S1 Own personnel.

**Corporate culture**

Relais operates as a growth platform for the companies it owns, providing support and resources for their development. This approach promotes a unified corporate culture within the Group. At the core of the corporate culture lie Relais' values, which guide operations on all levels of the organisation. These values are: Straightforward cooperation: Cooperation with Relais is easy and uncomplicated, Cooperation and teamwork: We work for common goals as a single team – efficiently, agilely and transparently. Passionate attitude: We are passionate about the work we do and proud of what we do, and Customer satisfaction: We strive to surpass our customers' expectations – every day. Our values guide our daily operations and decision-making, creating a basis for our corporate culture.

In 2024, Relais implemented for the first time an organisation-wide personnel survey. The survey also measured general atmosphere. The survey results also provided valuable information on the current state of the corporate culture and highlighted areas of development that Group companies can utilise in developing their own operations. A good corporate culture is implemented by encouraging behaviour that aligns with shared guidelines and values as well as following good governance practices. In 2024, Relais published a Code of Conduct training, which for its part supports the promotion of a unified corporate culture by providing all employees with clear guidelines for ethical practices. Activities that run against the Code of Conduct can be assessed for example through reports made through the whistleblowing channel. The Whistleblowing channel supports a corporate culture that pursues openness and addressing problems as a natural part of operations, offering the employees and other stakeholders a safe and confidential channel for reporting ethical concerns or potential misconduct.

**Whistleblowing channel and protection of whistle-blowers**

Relais has a statutory whistleblowing channel, which is independent of the company and managed by a third party. Information about the channel is given as part of orientation. Orientation applies to the entire personnel. The information is included in the Code of Conduct and the Code of Conduct training that employees must take annually.

Through the anonymous whistleblowing channel, which is independent of the company's systems and available on the company website, potential problems and, for example, activities that go against the Code of Conduct, can be reported. The whistleblowing channel complies with the EU whistleblowing directive and provides a possibility to report suspected misconduct or unethical activity in Relais Group. The whistleblowing channel is not connected to Relais Group's IT systems; it is managed by an external partner, WhistleB, Whistleblowing Centre, to ensure anonymity. The reporting procedure is encrypted and password-protected.

All messages received through the whistleblowing channel are taken seriously and addressed confidentially, independently, fairly and without delay. Reports will be replied to within 24 hours. An internal investigation takes approximately one week. Statistics on the duration of the process are monitored. No harm will fall upon the reporter as a result of their report. The reporter is protected and no retaliation will be taken against them. The channel is available and open to internal and external stakeholders through the website. The realisation of fair business principles is assessed as part of the internal audit process and the whistleblowing process, and stakeholder reporting concerning this topic is taken appropriately into account. Whistleblowing reports are reported to the Board of Directors at least annually and as needed.

**Anti-bribery and anti-corruption**

Relais' companies have not defined functions that would be more prone to corruption and bribery. Relais has zero tolerance towards all kinds of fraud, bribery and corruption. In the materiality analysis, anti-bribery and anti-corruption were not identified as a material topic, but the topic is an important one and part of general ethical business practice and practices in the company. The Group has a separate set of principles against corruption and bribery, the Anti-Fraud Policy, which outlines responsibilities and is approved by the Board of Directors. The policy is aligned with the principles of the UN's Global Compact initiative, which are divided into four categories:

Anti-corruption, human rights, working life standards and environment. Training concerning the policy is given regularly as part of the Code of Conduct training. The policy gives advice on reporting about potential observed cases through the whistleblowing channel. The policy is applied in all Relais units and functions, and it supplements Relais' Code of Conduct. Guidelines on anti-corruption and anti-bribery are given through the Code of Conduct with practical examples and regular training.

## G1-2 Relationships with suppliers

Relais not succeeding in ensuring sustainability in its supply chain was identified as a potential negative impact. The impact falls on the upstream value chain. The Supplier Code of Conduct is used for managing the impact. Actions concerning impact management are continuous in nature.

The Group's sourcing function focuses on long-term partnerships and large OEM (Original Equipment Manufacturer) suppliers with high sustainability principles and management practices in their operations. Relais expects its suppliers to commit to either Relais' Supplier Code of Conduct or suppliers' own similar management practices of the same level at minimum. The Supplier Code of Conduct is provided to Relais' suppliers. Supplier audits complementing the standard process have been conducted as needed.

The majority of Relais' sourcing is concentrated to large international suppliers. Payment practices are defined contractually. The Group has no separate policy concerning prevention of payment delays from SMEs. Payment practices have not been identified as material in the materiality analysis.

In the future, the goal is to further increase the use and coverage of the Code of Conduct and make it easier to monitor, focusing particularly on contracted suppliers that are critical in terms of business or sustainability. The goal is to ensure that suppliers defined as critical are committed to adhering to Relais' Supplier Code of Conduct or are applying their own policies of similar level. In addition, the efficiency of the supplier auditing process will be reviewed in 2025 and developed and systematised if necessary. Relais' Supplier Code of Conduct, which is described in section G1-1, defines the minimum criteria related to sustainability issues (environment, social factors and human rights and ethical conduct), which critical contracted suppliers must fulfil. These criteria will be evaluated during 2025.

# Corporate Governance Statement

# Corporate Governance of Relais Group Plc

## Introduction

Relais Group Plc ("Relais" or the "Company") is a Finnish public limited company. The obligations and the responsibilities of its decision-making bodies are governed by Finnish law. The Relais Group comprises the parent company Relais Group Plc and its subsidiaries. The Company is domiciled in Helsinki.

The highest decision-making authority rests with the Annual General Meeting of the Company's shareholders. The shareholders elect the members of the Board of Directors and the auditor of the Company at the Annual General Meeting.

The day-to-day operations of the Relais Group are managed by the Board of Directors and the CEO. The Company operates according to a single-tier administrative model. In its decision-making and corporate governance, Relais complies with the Finnish Limited Liability Companies Act, other rules concerning listed companies, Relais' Articles of Association, and the rules and regulations issued by Nasdaq Helsinki Ltd. The Company is a member of the Finnish Securities Market Association and complies, with an exception concerning board committees, with the Finnish Corporate Governance Code ("Governance Code") approved by the Securities Market Association on 6 June 2024 and which came into force on 1 January 2025. The Governance Code can be reviewed at www.cgfinland.fi. In deviation from recommendations 14-18 of the Governance Code, the Board of Directors has not established committees and the shareholders meeting has not established a Shareholders' Nomination Board according to recommendation 19. Having evaluated the establishment of the committees, the Board of Directors has concluded that, taking into account the size of the Board of Directors and the Company's stage of development, the tasks of the committees are most appropriately handled by the entire Board of Directors. In its charter, the Board of Directors has assigned its members areas of responsibility that support this goal. The Company's shareholders evaluate the need for a Shareholders' Nomination Board every year and, if necessary, will make a proposal to the General Meeting.

This is the separate Corporate Governance Statement referred to in the Finnish Corporate Governance Code. This statement and the other information required by the Governance Code, the Company's Financial Statement, the Report by the Board of Directors and the Auditor's Report for 2024 are available on the Company's webpage, www.relais.fi.

## Group Structure

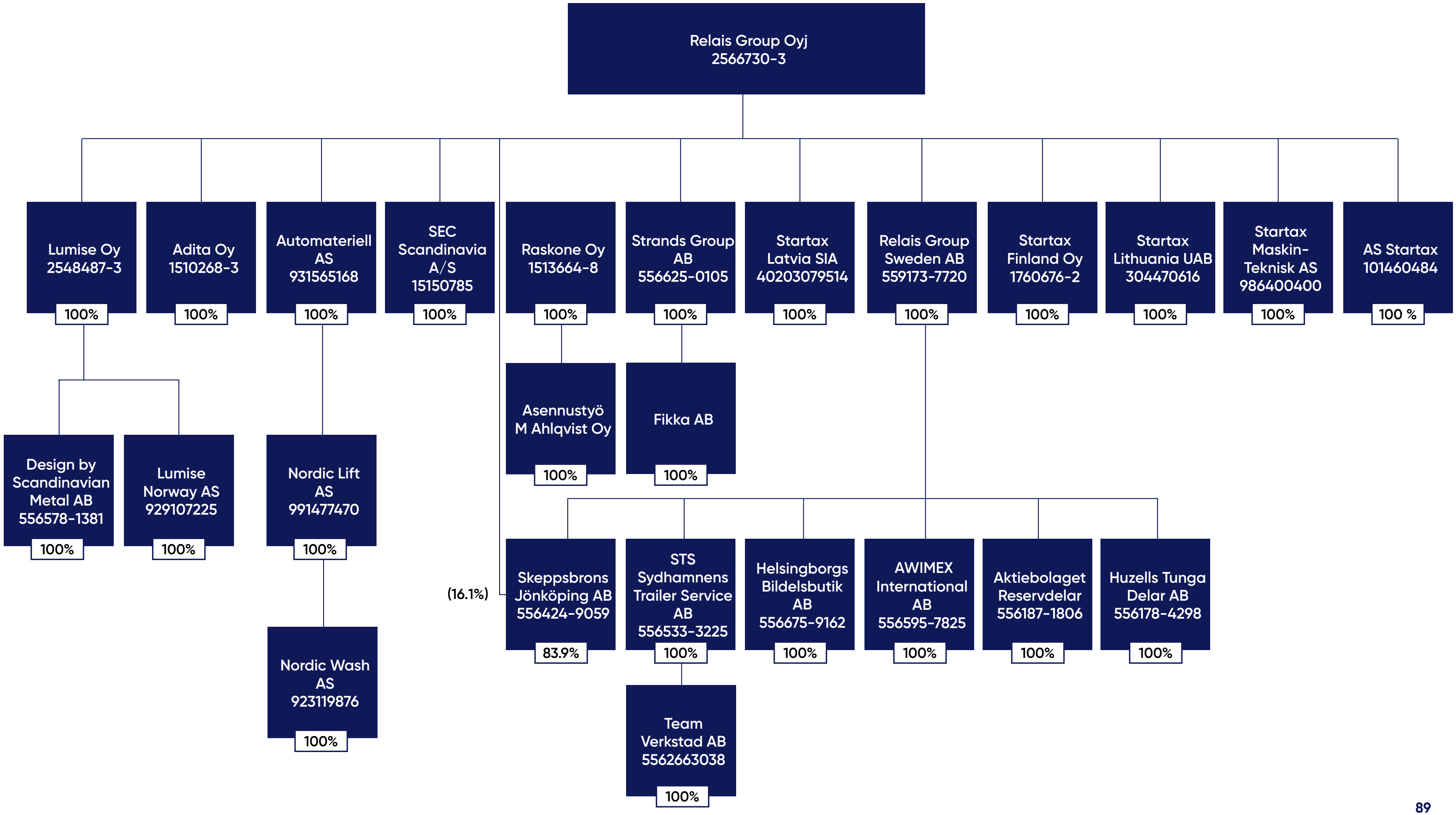
### Acquired companies and businesses in 2024

Relais Group Plc's subsidiary Strands Group AB acquired Fikka AB on 18 January 2024, its subsidiary Raskone Oy acquired Asennustyö M Ahlqvist Oy on 2 May 2024 and its group company STS Sydhamnens Trailer Service AB acquired Team Verkstad Sverige AB on 1 October 2024.

### Group structure 31 December 2024

Relais Group consists of the parent company Relais Group Plc and its subsidiaries Startax Finland Oy (Finland), Startax AS (Estonia), Startax Latvia SIA (Latvia), Startax Lithuania UAB (Lithuania), Adita Oy (Finland), Lumise Oy (Finland), Raskone Oy (Finland), Strands Group AB (Sweden), Startax Maskin-Teknisk AS (Norway), Sec Set Ecofoss A/S (Denmark), Automateriell AS (Norway) and Relais Group Sweden AB (Sweden), whose subsidiaries are Aktiebolaget Reservdelar (Sweden) "ABR", Helsingborgs Bildelsbutik AB (Sweden), Huzells Tunga Delar AB*, Awimex International AB (Sweden), STS Sydhamnens Trailer Service AB (Sweden), and Skeppsbrons Jönköping AB (Sweden). In addition, Lumise Oy has two subsidiaries Design by Scandinavian Metal AB (Sweden) and Lumise Norway AS (Norway), Automateriell AS has a subsidiary Nordic Lift AS (Norway), Raskone Oy has a subsidiary Asennustyö M Ahlqvist Oy (Finland) and STS Sydhamnens Trailer Service AB has a subsidiary Team Verkstad AB (Sweden).

## Group structure 31 December 2024



# General Meeting

The ordinary Annual General Meeting is held annually on a date determined by the Board of Directors no later than the end of June. The Annual General Meeting considers matters stipulated by the Company's Articles of Association, and any other proposals/recommendations made to the Annual General Meeting. The Annual General Meeting in 2023 was held on April 10, 2024. The Annual General Meeting in 2025 is planned to be held on April 10, 2025.

According to the Company's Articles of Association, in the Annual General meeting the following shall be

**received:**

1. the financial statements, including the consolidated financial statements;
2. the Report of the Board of Directors; and
3. the auditor's report;
4. the remuneration report;

**decided upon:**

5. the adoption of the financial statements;
6. the measures occasioned by the profit shown on the adopted balance sheet;
7. the discharge of the members of the Board of Directors and the CEO from liability;
8. the number of members of the Board of Directors and their remuneration;
9. the remuneration of the auditor; and
10. the remuneration of the CSRD assurance provider

**elected:**

11. the members of the Board of Directors;
12. the auditor; and
13. the CSRD assurance provider; and

**addressed:**

14. any other matters mentioned in the notice of the General Meeting.

The Company may also convene an extraordinary meeting of shareholders. General meetings of shareholders are convened by the Board of Directors. An extraordinary general meeting of shareholders shall also be convened if the auditor or shareholders with at least 10% of the Company's shares demand so in writing for the consideration of a specific matter.

As a rule, the Annual General Meeting considers matters presented to it by the Board of Directors. In accordance with the Finnish Limited Liability Companies Act, a shareholder shall have the right to have a matter falling within the competence of the General Meeting dealt with by the General Meeting, if the shareholder so demands in writing from the Board of Directors well in advance of the meeting, so that the matter can be mentioned in the notice. The shareholder shall deliver the request to include a matter on the agenda for the Annual General Meeting, together with its grounds or suggested decision, to Relais Group Plc, Mannerheimintie 105, FI-00280 Helsinki, in writing. The Company will notify by the end of the financial year prior to the Annual General Meeting the date by which shareholders must deliver their request. The notification will be published on the Company's website and in the events calendar.

Any shareholders' proposals for decisions concerning the composition of the Board of Directors and appointment of auditors shall be included in the notice of the General Meeting if the shareholders that issued the proposal hold a minimum of 10% of the votes generated by the Company's shares, the candidates have given their consent to their appointment, and the proposal has been delivered to the Company in time to include it in the notice of the General Meeting.

The Company's Remuneration Policy is presented to the Annual General Meeting at least once every four years and whenever substantial changes are made to it. After the notice of the Annual General Meeting has been published, similar proposals made by shareholders who own at least 10% must be published separately.

Principal matters to be decided by the General Meeting:

- the number of members on the Board of Directors;
- election of the members of the Board of Directors;
- the remuneration and financial benefits paid to members of the Board of Directors;
- election of the Company's auditor and deciding on the auditor's fee;
- the adoption of the financial statements;
- the discharge of the CEO and the members of the Board of Directors from liability;
- amendments to the Articles of Association;
- changes in share capital; and
- the distribution of the Company's funds, such as the distribution of profit.

## Notice of the General Meeting of shareholders

Notice of a General Meeting shall be given no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting and at least nine (9) days prior to the record date of the General Meeting, by publishing the notice on the Company's website at www.relais.fi/en/investors/corporate-governance/annual-general-meetings/

The notice of the General Meeting shall indicate:

- name of the Company;
- the time and place of the meeting;
- the matters on the agenda of the General Meeting;
- registration date;
- guidelines for the procedure the shareholder must follow

in order to participate and vote in the General Meeting;
- the conditions for a shareholder's right to participate in the General Meeting by proxy;
- the shareholder's right to request information in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act;
- the total number of the Company shares and total number of shares by share class at time of the notice;
- the record date determining the right to participate and vote in the General Meeting
- the place where documents related to the meeting and decision proposals are available; and
- the address of the Company's website where the information regarding the general meeting stipulated in the Companies Act and the Securities Market Act is available.

In addition, if the matter will be discussed by the meeting, the following must be mentioned:
- candidates nominated to the Board of Directors together with their personal information;
- proposal for the remuneration of the members of the Board of Directors; and
- proposal for auditor.

The notice and the proposals of the Board of Directors for the meeting are to be published in the form of a stock exchange release.

In addition to the information above, the following will be presented to shareholders on the Company's website no later than 21 days prior to the meeting:
- the total number of shares and votes by classes of shares on the date of the notice
- the documents to be presented to the General Meeting
- decision proposals by the Board of Directors or any other executive body
- matters included on the agenda for which no decision is proposed

Shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Ltd on the record date specified by the Company have the right to attend the General Meeting. Participants are required to register for the General Meeting by the date given in the notice, which is no later than ten (10) days prior to the date of the meeting. Shareholders may attend the meeting in person or by a proxy representative. A proxy representative must present a dated power of attorney or otherwise in a reliable manner prove that they are authorized to represent the shareholder. The shareholder or proxy representative may have one assistant at the meeting.

### Minutes of the General Meeting

Minutes will be taken at General Meetings of shareholders and made available, together with attachments relating to the decisions made by the meeting, to the shareholders on the Company's website within two (2) weeks of the meeting. Attachments relating to decisions made by the meeting will be available on the Company's website only to the extent that they pertain to the actual subject matter of the decision. In addition, the decisions of the General Meeting are to be published in the form of a stock exchange release without delay after the meeting. Documents of the General Meeting are to be available on the Company's website for at least five years after the General Meeting.

### Senior management presence at General Meetings

The intention is for all members of Relais' Board of Directors to be present at General Meetings of shareholders. The Chair of the Board, members of the Board, and the CEO are present at General Meetings. In addition, the auditor attends the Annual General Meeting. New candidates to the Board of Directors must be present at the General Meeting that decides on their election.

## Share Classes

The Company has one class of shares. One share entitles to one vote. In a vote, the decision of the General Meeting shall, according to the Finnish Limited Liability Companies Act, usually be the proposal carried by more than half of the votes given. According to the Finnish Limited Liability Companies Act, however, there are several matters that require a qualified majority in respect of the number of shares and the votes granted by shares. Such matters include any amendment of the Articles of Association and any decision on a directed share issue.

Relais' Articles of Association do not include any redemption clauses or voting restrictions. The Company is not aware of any shareholder agreements concerning the use of voting rights in the Company, or of any agreements limiting the disposal of the Company's shares.

# Board of Directors

## Composition and Term of the Board of Directors and the independence of its members

According to its Articles of Association, Relais Group Plc's Board of Directors is to be composed of no fewer than three (3) and no more than seven (7) members.

The requirements set by the Company's operation and its development phase are reflected in the composition of the Board of Directors. A candidate to the Board of Directors must have the necessary qualifications for the position and the time to fulfill their duties. The number of members on the Board of Directors and its composition must enable efficient performance when the Board's tasks are being managed. Board members can be elected or dismissed only by a decision made by the shareholders at the General Meeting. The Board elects its Chair from among its members. All members of the Board of Directors are non-executive directors.

According to the Articles of Association, the term of a member of the Board is one year beginning at the end of the General Meeting of shareholders at which the member was elected and ending at the close of the next Annual General Meeting.

## Diversity of the Board of Directors

In order to ensure the diversity of the Board of Directors, the members' competence, experience, and industry-specific knowledge must be taken into account when candidates are proposed as members of the Board. The Company strives to have different genders represented on the Board of Directors, and it aims to have members that represent wide-ranging and diverse perspectives. These Board diversity-related aspects were also taken into account in 2024 when identifying suitable candidates for Board members. The best candidate shall be elected, taking into account the above-mentioned selection criteria to support the diversity of the Board.

The Board's diversity was reflected in its composition through a variety of professional and educational backgrounds, as well as international experience. The Board members possessed extensive business expertise in the automotive aftermarket, finance, and strategic management. The members represented two different nationalities, and several had experience in international business environments. Both genders were represented, with women accounting for 20% of the board members in 2024

## Members of the Board of Directors

| | | | | |
|---|---|---|---|---|
| **Jesper Otterbeck, Chairman of the Board of Directors B.Sc. M.Sc. (USA.) b. 1966, Swedish** | Male | Mr. Otterbeck is a founding partner and the Chairman of the Board at Springlake Invest AB. He has previously been the Managing DIrector of Autoscout24 and worked for McKinsey&Company in Stockholm and New York. In addition, he has previously been a Board Member at Däckia AB, Myresjöhus / Prevesta AB and Phonera AB (publ.). | Mr. Otterbeck has been a member of Relais Group Plc's Board of Directors since 31 May 2019. | On 31 December 2024, Mr. Otterbeck and companies in his direct an indirect control owned a total of 3,024,450 Relais Group Plc shares |
| **Anders Borg, M.Sc. Eng. Physics (SE/CH) b. 1976, Swedish** | Male | Mr. Borg was a managing director at KKR & Co leading the Nordic region, previously a partner at TDR Capital and worked at Nestlé and Bain & Company. He is currently a board member at Nordic Bioscience AS and served as a board member at Visma A/S, Ambea Group AB, Mehilainen Oy, and as Chairman at Valinge Group AB. | Mr. Borg has been a member of Relais Group Plc's Board of Directors since 13 April 2022. | On 31 December 2024, Mr. Borg owned a total of 60,000 Relais Group Plc shares |
| **Olli-Pekka Kallasvuo, LL.M, b. 1953, Finnish** | Male | Mr. Kallasvuo works as an investor and board professional. He has previously worked as CEO, CFO and the President of the Mobile Phones business operations of the Nokia Group. He is the chairman of the board at Sofigate Group Oy, Safegrid Oy and Cinia Group Oy. | Mr. Kallasvuo has been a member of Relais Group Plc's Board of Directors since 31 May 2019. | On 31 December 2024, Mr. Kallasvuo and companies in his direct control owned a total of 84,300 Relais Group Plc shares |
| **Katri Nygård, M.Sc. (Econ), LL.M, b. 1976, Finnish** | Female | Mrs. Nygård has served on the board of Relais Group Oyj since 2015, as chairman in 2016-2019. She has previously held positions in international taxation and legal services at E&Y, KPMG (Finland and New York) and Roschier. | Mrs. Nygård has been a member of Relais Group Plc's Board of Directors since 2015. | On 31 December 2024, Mrs. Nygård owned a total of 106,050 Relais Group Plc shares and 383,450 stock options |
| **Lars Wilsby, M.Sc, MBA, b. 1962, Swedish** | Male | Mr. Wilsby is a partner in the boutique management consultancy CHORD AB and also has a background as partner in McKinsey & Co where he frequently consulted on automotive aftermarket issues. He has also been head of the global automotive aftermarket business in AB SKF as well as member of their group management team. He has served on the board of several companies including industrial compounder Dacke Industri AB and is currently chairman of Skandia Elevator AB. | Mr. Wilsby has been a member of Relais Group Plc's Board of Directors since 13 April 2022. | On 31 December 2024, Mr. Wilsby owned a total of 30,000 Relais Group Plc shares |

## Assessment of neutrality of the members of Board of Directors

According to the independence assessment of the members of Relais Group Plc Board of Directors, Anders Borg, Olli-Pekka Kallasvuo and Lars Wilsby are considered independent of the Company and its major shareholders. Jesper Otterbeck is considered to be independent of the Company, but not of the Company's largest shareholders; Otterbeck indirectly owns 50 percent of Nordic Industry Development AB, which owned 3,015,600 Company Shares on 31 December 2024, being the Company's second largest shareholder. Katri Nygård is considered to be dependent on the Company and its major shareholder.

## Responsibilities of the Board of Directors

According to the Finnish Limited Liability Companies Act, the Board of Directors is responsible for the Company's administration and the appropriate organization of the Company's business operations. The duties and responsibilities of the board are determined by the Limited Liability Companies Act, the articles of association and the board's charter.

The Board of Directors makes decisions on principles governing corporate strategy, organization, accounting, and finances. The Board of Directors appoints the Company's CEO and based on the CEO's proposals, the members of the Company's Management Team and also ratifies the Company's organizational structure.

Board has prepared a written charter of its operation, which is updated as necessary.

The Board holds regular meetings approximately once every two months and more often as required. The Company ensures that all members of the Board of Directors have sufficient information on the Company's operation, operating environment, and financial position, and that any new member of the Board receives induction into the Company's operation.

As stipulated by its charter, the Board's principal tasks are, amongst other things, to:

- deciding on the strategy of the group;
- adopting the annual action plan and budget of the group;
- approving the financing and investment policy of the group;
- adopting the risk management principles of the group and handling the most significant risks and uncertainty factors of the group;
- adopting the insurance policy of the group;
- handling and approving the consolidated financial statements, half-year reports and company releases relating thereto as well as the annual report;
- deciding on strategically or financially significant individual investments, corporate acquisitions, divestments, or arrangements as well as contingent liabilities;
- deciding on the provisions concerning the authorization of the management;
- deciding on the key structure and organization of the group;
- appointing and dismissing the CEO of the Company, approving his/her CEO agreement, and deciding on his/her remuneration and other financial benefits;
- approving the appointments of the members of the management team of the group and the CEOs of the subsidiaries as well as their remuneration and financial benefits; and
- deciding on the incentive schemes of the group, including giving potential stock-based incentives within the limits set out by the terms and conditions decided by the General Meeting.

## The Board's decision-making

The task of Relais' Board of Directors is to further the interests of the Company and all its shareholders. Members of the Board do not represent the entities or persons who nominated them for election. Members of the Board are disqualified from participating in the management of matters or transactions taking place between themselves and the Company. The board has a quorum when at least half of its members are present. Voting is based on the simple majority vote principle. In the case of an even vote, the proposal supported by the Chair will prevail.

## Board fees and other benefits

The members of the Board of Directors are paid an annual fee for the Board or potential Committee membership. The fee is decided annually by the Annual General Meeting.

## The Board's meeting procedures and self-assessment

The Chair is responsible for convening and ruling over the meetings of the Board of Directors. The Company's CEO and secretary of the Board of Directors together with the Chairman of the Board of Directors prepare the meetings and draw the meeting agenda. In addition to the Board of Directors, Relais' CEO, CFO and possible secretary of the board or an external legal advisor at the discretion of the board are present at board meetings.

The Board has assigned to its members the following areas of business to be monitored and to support the work of the operative management:

- Anders Borg: Acquisitions
- Olli-Pekka Kallasvuo: Audit & reporting

- Katri Nygård: Risk assessment
- Jesper Otterbeck: Strategy and organization
- Lars Wilsby: Organic profit growth and cash flow

The Board annually reviews its operation and procedures and performs self-assessments at necessary intervals.

In 2024, the Board of Directors had 16 meetings, and the average attendance rate of Board members at meetings was 100%. The following table describes the attendance by board member during 2024:

| | | 2024 |
|---|---|---|
| Jesper Otterbeck, Chairman of the Board | 16/16 | 100% |
| Anders Borg | 16/16 | 100% |
| Olli-Pekka Kallasvuo | 16/16 | 100% |
| Katri Nygård | 16/16 | 100% |
| Lars Wilsby | 16/16 | 100% |

## Committees

The board has not decided on the formation of the committees referred to in recommendations 14–18 of the Governance Code or a Shareholders' Nomination Board referred to in recommendation 19, but the entire board handles the tasks assigned to the committees and the nomination board in the Governance Code.

# CEO

According to the Articles of Association, Relais shall have a CEO. The CEO's task is to manage the operation of the Company in accordance with guidelines and rules laid out by the Board of Directors and inform the Board of the development of the Company's business operations and financial position. Additionally, the CEO is responsible for organizing the Company's day-to-day management and to ensure that the Company's asset management is arranged in a reliable way. The CEO is appointed by the Board of Directors.

The terms and conditions of the CEO's employment are determined in a written employment contract that has been approved by the Board of Directors. The contract also contains the financial benefits of the employment, such as severance pay and any other compensations.

As of 15 September 2015, Mr. Arni Ekholm, M.Sc., has been the CEO of Relais.

# Company management and administration of subsidiaries

Relais Group's Management Team consists of the CEO, heads of various functions, and Managing Directors of the Group's subsidiaries. Their responsibilities are as follows:

| | | | | |
|---|---|---|---|---|
| **Arni Ekholm M.Sc. (Int. Marketing), b. 1964, Finnish, Group CEO** | Male | Mr. Ekholm has been a member of Relais Group Plc's Management Team since 2015 | The group's strategic and operative management. Acting as chairman and member of the board of the group's subsidiaries | On 31 December 2024, Mr. Ekholm owned a total of 67,450 Relais Group shares and 40,000 stock options |
| **Johan Carlos, b. 1990, Swedish, Managing Director, Strands Group AB** | Male | Mr. Carlos has been a member of Relais Group Plc's Management Team since August 2022 | Managing Director, Strands Group AB | On 31 December 2024, Mr. Carlos owned a total of 6,688 Relais Group shares and 16,000 stock options |
| **Thomas Ekström, b. 1967, Finnish, Group CFO** | Male | Mr. Ekström has been a member of Relais Group Plc's Management Team since April 2023 | The group's financial management, financing and ICT. Acting as a member of the board of the Group's subsidiaries | On 31 December 2024, Mr. Ekström owned 0 Relais Group shares and 14,500 stock options |
| **Juan Garcia, b. 1970, Swedish, Regional Managing Director Scandinavia** | Male | Mr. Garcia has been a member of Relais Group Plc's Management Team since 2019 | Managing Director,Relais Group Sweden AB. Group's Project Management Officer. Acting as member and Chairman of the board of the Group's subsidiaries | On 31 December 2024, a company in Mr. Carcia's control owned a total of 62,050 Relais Group shares and 27,500 stock options |
| **Ville Mikkonen, b. 1977, Finnish, Managing Director Finland and Baltic** | Male | Mr. Mikkonen has been a member of Relais Group Plc's Management Team since 2019 | Managing Director Finland and Baltic. Acting as a member of the board of the Group's subsidiaries | On 31 December 2024, Mr. Mikkonen owned a total of 174,800 Relais Group shares and 12,500 stock options |
| **Jan Popov, LL.M. b. 1989, Finnish, Managing Director, Raskone Oy** | Male | Mr. Popov has been a member of Relais Group Plc's Management Team since August 2022 | Managing Director, Raskone Oy | On 31 December 2024, Mr. Popov owned a total of 67,823 Relais Group shares and 22,500 stock options |
| **Sebastian Seppänen BSc. (Finance) b. 1990, Finnish, Director M&A and Business Development** | Male | Mr. Seppänen has been a member of Relais Group Plc's Management Team since August 2022 | Director M&A and Business Development. Acting as a member of the board of the Group's subsidiaries | On 31 December 2024, Mr. Seppänen owned a total of 1,000 Relais Group shares and 12,500 stock options |
| **Jon Strand, b. 1976, Swedish, Director Marketing and Sales Development (interim)** | Male | Mr. Strand has been an interim member of Relais Group Plc's Management Team since August 2022 | Director Marketing and Sales Development (interim) | On 31 December 2024, a company in Mr. Strand's control owned a total of 382,163 Relais Group shares |
| **Juri Viitaniemi, LL.M. b. 1988, Finnish, Director Compliance, Legal and HR** | Male | Mr. Viitaniemi has been a member of Relais Group Plc's Management Team since May 2024 | Director, the group's compliance, legal affairs, and human resources | On 31 December 2024, Mr. Viitaniemi owned 0 Relais Group shares and 0 stock options |

### Duties of the Management Team

In contrast to the Company's statutory governing bodies, the duties of the Management Team are operational. These include:

- implementing the Group's strategy
- managing, monitoring, and developing the Group's businesses
- preparing and implementation of acquisitions and other investing activities
- managing group's financial performance and cash flow
- measures related to preparatory work for Board meetings
- corporate communications
- group administration
- compliance

The management team convenes when necessary and at least once a month.

The members of the Boards of Directors of Relais Group Plc's fully owned subsidiaries are elected mainly from Group management. Persons who have employment agreements or service contracts with Group companies are not paid a separate fee for membership on the Boards of Directors of subsidiary companies. The responsibilities of the Boards of subsidiaries are provided for in legislation. Business control of the subsidiaries takes place through the Relais Group's parent company's Board of Directors, CEO, the Managing Director of Relais Group Sweden AB, the subsidiary's Managing Director, and the Group's management system.

## Remuneration

Relais will publish a separate remuneration report for the first time simultaneously with the 2024 consolidated financial statements on 14 March 2025. The report will be available on the Company's website www.relais.fi.

## The financial reporting

The group's financial development against the financial targets are monitored with monthly financial reporting covering the entire group. The monthly results reporting includes the actual income statement and balance sheet of the group and segments with analyses, the development of the actuals compared to the previous year and comparison of actuals with the budget. The actuals of the financial covenants determined in the group's financing agreement are reviewed monthly to ensure that there is a sufficient safety margin between the covenant limits and the actual values.

The group's financial estimate for the fiscal year is updated monthly and whenever there are indications that the forecast may need to be changed.

The group's short-term financial planning is based on budgets prepared during the last quarter of each calendar year. The estimate of net working capital adequacy in the next 24 months is also updated during the fourth quarter and whenever there are indications of the need to change the working capital estimate.

The group's financial position and development is communicated with a half-year report, interim reports and a financial statements bulletin. The half-year review and the financial statement bulletin are published as extensive reports in accordance with IAS34. The interim report for the periods January-March and January-September will be published in a more condensed version.

Interim reports and the half-year report are published within 45 days of the end of the reporting period. The financial statement bulletin is published within 65 days of the end of the financial year.

# Risk management and control

## Risk management

The Group's risk management ensures that the financial reports disclosed by the Relais Group provide in all material matters true and accurate information on the Company's financial position and legal status. The Group's risk management aims to ensure the continuity of business and the Group's capacity to operate in any risk scenarios that can be identified in advance.

Risk management principles, strategic goals and priorities are approved by Relais' Board of Directors in the form of the risk management policy. The Board of Directors also directs and supervises the planning and implementation of Risk Management. Board member Katri Nygård participates in the risk management work on behalf of the board.

## Roles and responsibilities

The responsibility for implementing risk management rests with the group's management team. The members of the management team are responsible for ensuring that adequate risk identification, assessment, management, and reporting procedures are included in the processes under their responsibility.

The managing directors of the subsidiaries, under the supervision of the members of the management team, organize locally the appropriate way of implementing risk management, taking into account the size of each company.

With regard to certain areas of risk management, such as insurance, information security and financial risk management, where a centralized approach is appropriate, the board of the parent company makes decisions based on the proposal of the CEO and CFO.

Risks and their changes are reported to the Board of Directors of Relais. The company's board will process the most significant risks, their management and evaluates the effectiveness of risk management at least once a year. The group's CFO is responsible for annual reporting to the board.

## Risk management implementation

The management of the subsidiaries evaluates risks annually based on the group's updated risk map. The subsidiaries' risk assessments and action plans are updated at least once a year.

Separate risk analyzes are made for significant projects, such as acquisitions. A financial, fiscal and legal due diligence is performed on acquisition targets to identify and manage the risks associated with acquisitions.

# Internal auditing and control

The Company's board of directors is responsible for internal auditing. Internal auditing is carried out by an auditing firm approved by the Finnish Patent and Registration Office, appointed by the Board of Directors. The auditing firm conducting internal audit cannot be the auditing firm as the one performing the company's audit.

The goal of internal audit is to evaluate and verify risk management, internal control and the effectiveness of management and administration. The internal audit is carried out according to the audit plan approved by the board annually, as well as when necessary, and if necessary if circumstances supporting the need for an audit arise.

The task of internal control is to support and ensure the achievement of set targets, the economic and efficient use of resources, and the management of operational risks. Likewise, its task is to ensure the reliability and correctness of financial and other management information, as well as the compliance with laws, strategies, compliance with plans, internal rules, and procedures.

Internal control includes any financial and other control implemented by the board, CEO, and other personnel. An important tool in internal control is the key controls related to the processes, the implementation, development, and maintenance of which is supported by the group's financial administration, which also defines the minimum level of controls. Other tools of internal control are monthly results reports, analyzes and forecasts, which the Company's board discusses in its meetings.

# Related party transactions

Relais' related parties include persons holding managerial positions in the Company, as well as their closely related parties, who all have an obligation to notify the Financial Supervisory Authority and the Company of any transactions they have conducted on their own account involving the Company's shares, or debt instruments, or related derivatives, or other financial instruments.

The Company discloses information on the transactions of persons holding managerial positions and their closely related parties without delay and no later than within two (2) working days of the receipt of the notification of the transaction. Such disclosure is to be made in a stock exchange release in a manner that corresponds to the disclosure of insider information, using the release class 'Management transactions.' Stock exchange releases and company releases on disclosed information concerning management transactions is available on the Company's website for at least five years from the publication of the release.

The Company is to assess and monitor transactions carried out with related parties and ensure that any conflicts of interest are appropriately considered in the Company's decision-making. The Company is to maintain a list of related parties in its Group administration.

Relais does not have any related party transactions within its regular business operations that would deviate from regular business operations or market conditions. The Company provides information on related party transactions according to the Limited Liability Companies Act and regulations governing the preparation of the financial statements in the review by the Board of Directors and notes to the financial statements.

# Auditing

According to the Articles of Association, the Company must have one that shall be an auditing firm approved by the Finnish Patent and Registration Office. The proposal to the Annual General Meeting for the Company's auditor is to be prepared by the Board of Directors. The term of the auditor is to be equal to the financial period of the Company, and the term of the auditor is to end at the end of the Annual General Meeting of shareholders following the election of the auditor.

The auditor is to provide the statutory auditor's report to the Company's shareholders in connection with the financial statements and is to regularly report on its observations to the Board of Directors.

The Annual General Meeting 2024 elected PricewaterhouseCoopers Oy, Authorized Public Accountants, as the company's auditors with Ylva Eriksson, Authorized Public Accountant, acting as the principal auditor. The AGM decided to pay the auditors' fees as invoiced and approved by the company. Additionally, it was decided that PricewaterhouseCoopers, in accordance with the transitional provision of the Act amending the Companies Act (1252/2023), will also act as the Company's CSRD assurance provider for a term ending at the close of the Company's next Annual General Meeting, and a fee for this duty will be paid according to an invoice approved by the Company.

### Auditors' fees

| TEUR | 2024 | 2023 |
|---|---|---|
| Audit fees | -541 | -398 |
| Audit-related assignments | – | – |
| Tax advisory services | – | – |
| Other services | -2 | -293 |
| **Total** | **-543** | **-691** |

# Insider administration

Relais complies with the rules and guidelines issued by Nasdaq Helsinki Ltd, including its Guidelines for Insiders; the Market Abuse Regulation ((EU) No. 596/2014, "MAR"); the provisions of the Securities Market Act and the Criminal Code; as well as the rules and guidelines of the Financial Supervisory Authority and the European Securities and Markets Authority (ESMA). These are supplemented by the Company's own Guidelines for Insiders, which are designed to provide clear instructions and rules for the management of insider issues, the disclosure of insider information, the maintenance of insider lists, and the transactions of management and their closely related parties. The Guidelines for Insiders have been distributed to all insiders.

Relais discloses any insider information that directly concerns the Company as soon as possible. The Company may delay the disclosure of insider information if all of the conditions stipulated by the applicable regulations for the delay of the disclosure of insider information are met. The Company is to publish and store all insider information that it has disclosed on its website for at least five years. The Company is to maintain project-specific insider registers in circumstances stipulated by the applicable regulations.

The Company's CFO is responsible for insider issues. The CFO is responsible for the implementation of the following tasks in the Company, for example:

I. internal communications regarding insider matters;
II. provision of training regarding insider matters, the trading restriction and the disclosure obligation;
III. compilation and maintenance of insider lists and their submission to the FSA (upon request);
IV. securing consents from insiders added to insider lists
V. monitoring insider matters;
VI. internal communications regarding matters concerning the trading restriction and the disclosure obligation;
VII. maintaining a list of Managers and Closely Associated Persons who are subject to the disclosure obligation;
VIII. submitting the notifications to the Managers in accordance with Appendix 2 to the Insider Guidelines;
IX. instructing the Managers on how to provide the notification set out in Appendix 3 of the Insider Guidelines to Closely Associated Persons if necessary;
X. the obligation to disclose the transactions concluded by the Managers and Closely Associated Persons;
XI. monitoring compliance with the trading restriction and the disclosure obligation and
XII. careful monitoring of any amendments to legal provisions concerning insider matters, the trading restriction and the disclosure obligation; and
XIII. Acting as admin user of the InsiderLog software.

In accordance with MAR, persons holding managerial positions in Relais, and their closely related parties have had to notify the Company and the Financial Supervisory Authority of any transactions involving Company shares or other financial instruments. The Company publishes information on the transactions in stock exchange releases. In addition to the members of the Board of Directors and CEO, the members of the Group Management Team constitute persons holding managerial position. These persons are considered to meet the definition of PDMR (Person Discharging Managerial Responsibilities) referred to in the MAR.

The Company maintains project-specific insider registries of persons with access to inside information. The insider registries are not public, but the information in them is provided to the Financial Supervisory Authority. Members of management with an obligation to notify and other persons specifically defined by management cannot acquire or dispose of securities issued by the Company, or any securities or derivatives entitling to said securities, during the 30 days prior to the publication of an interim report and financial statements. These publication dates are announced in advance by an annual stock exchange release. In addition, those participating in projects involving insiders may not, during the project, trade in securities or derivatives issued by the Company.

The company's management supervises the instructions of the insider instructions and maintains the company's PDMR register and project insider registers in cooperation with the supplier of the software used to maintain the registers. The Company's insiders are an excerpt of the information entered in the PDMR register for review at regular intervals, they are instructed about trading restrictions and their compliance with them is monitored.

## Updates to the Corporate Governance statement and additional information

This Corporate Governance Statement is published simultaneously with the Company's Report of the Board of Directors and Financial Statements 2024 on the Company website at www.relais.fi. Please email any questions and comments regarding the Corporate Governance principles to info@relais.fi.

# Financial Statements

# Consolidated income statement

| In thousands of euro | Note | 1 Jan - 31 Dec 2024 | 1 Jan - 31 Dec 2023 |
|---|---|---|---|
| Net sales | 2, 4 | 322,606 | 284,252 |
| Other operating income | 5 | 2,845 | 2,655 |
| Materials and services | 6 | -171,387 | -155,329 |
| Employee benefit expenses | 7 | -69,810 | -59,128 |
| Depreciation, amortisation and impairment losses | 8 | -18,879 | -18,395 |
| Other operating expenses | 9 | -32,392 | -28,909 |
| **Operating profit** | | **32,983** | **25,147** |
| | | | |
| Financial income | | 2,715 | 1,436 |
| Financial expenses | | -11,947 | -8,876 |
| **Net financial expenses** | | **-9,232** | **-7,440** |
| | | | |
| **Profit before income taxes** | | **23,752** | **17,707** |
| Income tax expense | 11 | -5,219 | -3,968 |
| **Profit for the financial year** | | **18,533** | **13,739** |
| | | | |
| **Profit for the financial year attributable to** | | | |
| Owners of the parent company | | 18,533 | 13,739 |
| Non-controlling interests | | - | - |
| | | | |
| **Earnings per share** | 12 | | |
| Basic earnings per share, euro | | **1.02** | **0.76** |
| Diluted earnings per share, euro | | **0.99** | **0.73** |

# Consolidated comprehensive income statement

| In thousands of euro | Note | 1 Jan - 31 Dec 2024 | 1 Jan - 31 Dec 2023 |
|---|---|---|---|
| **Profit for the financial year** | | **18,533** | **13,739** |
| | | | |
| **Other comprehensive income** | | | |
| | | | |
| Items that may be subsequently reclassified to profit or loss | | | |
| Foreign currency translation difference | | -2,467 | 300 |
| **Total other comprehensive income for the financial year** | | -2,467 | 300 |
| | | | |
| **Total comprehensive income for the financial year** | | **16,066** | **14,040** |
| | | | |
| **Total comprehensive income attributable to** | | | |
| Owners of the parent company | | 16,066 | 14,040 |
| Non-controlling interests | | | - |

# Consolidated balance sheet

| EUR thousands | Note | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|---|
| ASSETS | | | |
| **Non-current assets** | | | |
| Intangible assets | 13 | 120,126 | 120,132 |
| Goodwill | 13 | 12,024 | 13,082 |
| Tangible assets | 14 | 5,632 | 4,902 |
| Right-of-use assets | 15 | 56,051 | 60,932 |
| Deferred tax assets | 11 | 580 | 560 |
| Other non-current financial assets | 17 | 242 | 250 |
| Other non-current assets | 17 | 42 | 42 |
| **Total non-current assets** | | **194,697** | **199,899** |
| | | | |
| **Current assets** | | | |
| Inventories | 16 | 83,672 | 74,105 |
| Current tax receivables | | 1,617 | 4,024 |
| Other current financial assets | 17 | - | - |
| Trade and other receivables | 17-18, 22 | 40,618 | 41,421 |
| Cash and cash equivalents | 17 | 9,636 | 9,675 |
| **Total current assets** | | **135,543** | **129,225** |
| | | | |
| **Total assets** | | **330,240** | **329,124** |

| EUR thousands | Note | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|---|
| EQUITY | | | |
| Share capital | | 80 | 80 |
| Reserve for invested unrestricted equity | | 73,265 | 74,149 |
| Translation differences | | -8,074 | -5,607 |
| Retained earnings | | 52,313 | 42,034 |
| **Total equity attributable to owners of the parent company** | | **117,584** | **110,656** |
| **Non-controlling interests** | | **-** | **-** |
| **Total equity** | **19** | **117,584** | **110,656** |
| LIABILITIES | | | |
| **Non-current liabilities** | | | |
| Loans from financial institutions | 20, 22 | 83,831 | 88,845 |
| Lease liabilities | 15, 20, 22 | 46,477 | 49,420 |
| Other non-current financial liabilities | 3, 20 | 1,020 | 598 |
| Other non-current liabilities | 7 | 41 | 128 |
| Deferred tax liabilities | 11 | 3,984 | 5,173 |
| **Total non-current liabilities** | | **135,354** | **144,163** |
| **Current liabilities** | | | |
| Loans from financial institutions | 20, 22 | 7,000 | 7,096 |
| Lease liabilities | 15, 20, 22 | 12,134 | 13,709 |
| Other current financial liabilities | 3, 20 | 1,247 | 1,894 |
| Current tax liabilities | | 3,206 | 4,845 |
| Trade and other payables | 20, 22, 23 | 53,716 | 46,760 |
| **Total current liabilities** | | **77,303** | **74,305** |
| **Total liabilities** | | **212,657** | **218,468** |
| **Total equity and liabilities** | | **330,240** | **329,124** |

# Consolidated cash flow statement

| In thousands of euro | Note | 1 Jan - 31 Dec 2024 | 1 Jan - 31 Dec 2023 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| **Profit for the financial year** | | 18,533 | 13,739 |
| Adjustments: | | | |
| Depreciation, amortisation and impairment losses | 8 | 18,879 | 18,395 |
| Financial income and expenses less unrealised foreign exchange gains and losses | 10 | 7,590 | 7,495 |
| Unrealised foreign exchange gains and losses | | 1,654 | -59 |
| Income tax expense | 11 | 5,219 | 3,968 |
| Other adjustments | | 654 | 813 |
| **Cash flows before change in net working capital** | | **52,530** | **44,350** |
| **Change in net working capital:** | | | |
| Change in trade and other receivables (increase (-) / decrease (+)) | | 2,212 | -7,850 |
| Change in inventories (increase (-) / decrease (+)) | | -10,472 | -4,639 |
| Change in trade and other payables and accruals (increase (+) / decrease (-)) | | 4,053 | 10,127 |
| **Cash flows before finance items** | | **48,323** | **41,989** |
| Interest paid | | -8,189 | -7,406 |
| Interest received | | 159 | 121 |
| Other financial items | | 351 | -121 |
| Dividends received | | 52 | 26 |
| Income taxes paid | | -5,859 | -4,011 |
| **Net cash from operating activities (A)** | | **34,837** | **30,598** |

| In thousands of euro | Note | 1 Jan - 31 Dec 2024 | 1 Jan - 31 Dec 2023 |
|---|---|---|---|
| **Cash flows from investing activities** | | | |
| Acquisition of intangible and tangible assets | | -2,879 | -4,074 |
| Acquisition of subsidiaries, net of cash acquired | 3 | -4,566 | -4,144 |
| Proceeds from sale of tangible and intangible assets | | 219 | 234 |
| **Net cash used in investing activities (B)** | | **-7,226** | **-7,985** |
| | | | |
| **Cash flows from financing activities** | | | |
| Proceeds from current loans and borrowings | | - | - |
| Repayment of current loans and borrowings [1] | | -1,014 | -307 |
| Proceeds from non-current loans and borrowings | | 3,000 | - |
| Repayment of non-current loans and borrowings | | -7,401 | -7,245 |
| Dividends paid | 19.2 | -7,963 | -7,253 |
| Payment of lease liabilities | 15.1 | -13,273 | -12,170 |
| Acquisition of non-controlling interest | 3 | | - |
| Redemption of own shares | 19.1 | -1,000 | - |
| **Net cash from financing activities (C)** | | **-27,650** | **-26,975** |
| | | | |
| **Net cash from (used in) operating, investing and financing activities (A+B+C)** | | **-40** | **-4,362** |
| | | | |
| **Net increase (decrease) in cash and cash equivalents** | | **-40** | **-4,362** |
| Cash and cash equivalents at 1 January | | 9,675 | 13,527 |
| Effects of exchange rate fluctuations on cash held | | - | 511 |
| Cash and cash equivalents at 31 December | 17 | **9,636** | **9,675** |

[1] The repayment of the short-term loan is related to a "vendor note" arrangement made in connection with the business acquisition, where the seller provided a loan to finance a transaction.

# Consolidated statement of changes in equity

| In thousands of euro | Note | Equity attributable to owners of the parent company<br>Share capital | Reserve for invested unre-stricted equity | Translation differences | Retained earnings | Total | Non-controlling interests | Total equity |
|---|---|---|---|---|---|---|---|---|
| **Balance at 1 January 2024** | | **80** | **74,149** | **-5,607** | **42,034** | **110,656** | **-** | **110,656** |
| | | | | | | | | |
| **Comprehensive income** | | | | | | | | |
| Profit for the financial year | | - | - | | 18,533 | 18,533 | | 18,533 |
| Other comprehensive income | | - | - | -2,467 | - | -2,467 | | -2,467 |
| **Total comprehensive income for the financial year** | | **-** | **-** | **-2,467** | **18,533** | **16,066** | | **16,066** |
| | | | | | | | | |
| **Transactions with owners of the parent company** | | | | | | | | |
| Shares issues related to business combi-nations | 19 | - | | - | - | - | | - |
| Share-based payments | 19 | - | 116 | - | - | 116 | | 116 |
| Acquisition of treasury shares | | - | -1,000 | - | - | -1,000 | | -1,000 |
| Other changes in equity | | - | | - | -292 | -292 | | 292 |
| Dividend distribution | 19 | - | | - | -7,963 | -7,963 | | -7,963 |
| **Total transactions with owners of the parent company** | | **-** | **-884** | **-** | **-8,255** | **-9,139** | | **-9,139** |
| | | | | | | | | |
| **Balance at 31 December 2024** | | **80** | **73,265** | **-8,074** | **52,313** | **117,584** | | **117,584** |

| In thousands of euro | Note | Share capital | Reserve for invested unrestricted equity | Translation differences | Retained earnings | Total | Non-controlling interests | Total equity |
|---|---|---|---|---|---|---|---|---|
| | | Equity attributable to owners of the parent company | | | | | | |
| **Balance at 1 January 2023** | | **80** | **74,125** | **-5,907** | **35,582** | **103,881** | **-** | **103,881** |
| **Comprehensive income** | | | | | | | | |
| Profit for the financial year | | - | - | - | 13,739 | 13,739 | - | 13,739 |
| Other comprehensive income | | - | - | 300 | - | 300 | - | 300 |
| **Total comprehensive income for the financial year** | | **-** | **-** | **300** | **13,739** | **14,040** | **-** | **14,040** |
| **Transactions with owners of the parent company** | | | | | | | | |
| Shares issues related to business combinations | 19 | - | - | - | - | - | - | - |
| Share-based payments | 19 | - | 24 | - | -35 | -11 | - | -11 |
| Acquisition of treasury shares | | - | - | - | - | - | - | - |
| Other changes in equity | | - | - | - | - | - | - | - |
| Dividend distribution | 19 | - | - | - | -7,253 | -7,253 | - | -7,253 |
| **Total transactions with owners of the parent company** | | **-** | **24** | **-** | **-7,288** | **-7,264** | **-** | **-7,264** |
| **Balance at 31 December 2023** | | **80** | **74,149** | **-5,607** | **42,034** | **110,656** | **-** | **110,656** |

# 1 Basis of preparation

## 1.1 Company information

Relais Group (hereafter 'Relais' or 'Group') is the leading consolidator and acquisition platform on the vehicle aftermarket in the Nordic and Baltic countries. The Group's parent company, Relais Group Plc (or 'the Company'), is a Finnish public limited liability company established under the laws of Finland (business ID 2566730-3). It is domiciled in Helsinki, Finland and the Company's registered address is Mannerheimintie 105, 00280 Helsinki, Finland. Company's share is listed on Nasdaq Helsinki Ltd's with the stock symbol RELAIS.

Relais Group is an industrial operator with a sector focus in vehicle life cycle enhancement and related services. It also serves as a growth platform for the companies it owns. Relais carries out targeted acquisitions in line with its growth strategy and wants to be an active player in the consolidation of the aftermarket in our area of operation. Relais' acquisitions are targeted at companies having a good strategic fit with its Group companies. Relais's revenue in 2024 totaled EUR 323 (284) million and it employed 1,278 (1,089) professionals in six different countries at the end of the year.

## 1.2 Basis of accounting

Relais Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union, including International Accounting Standards (IAS) and Interpretations issued by the IFRS Interpretations Committee (IFRIC) or its predecessor Standing Interpretations Committee (SIC). The notes to the consolidated financial statements also comply with Finnish accounting and corporate law.

The Board of Directors of Relais Group Plc approved these consolidated financial statements for issue in its meeting on 13 March 2025, after which, in accordance with Finnish Companies Act, the financial statements are either approved, amended or rejected at the next Annual General Meeting. A copy of the consolidated financial statements is available at the Group's website www.relais.fi.

This section 1.2 addresses the general policies applied that relate to the consolidated financial statements as a whole. Accounting policies that are specific to a component of the financial statements, together with descriptions of management judgements, related estimates and assumptions, are incorporated into the relevant note to the consolidated financial statements.

The consolidated financial statements are drawn up on the historical cost basis of accounting, except for the following that are measured at fair value: share appreciation rights, derivative financial instruments, and contingent considerations (classified as financial liabilities). For the fair value hierarchy applied, refer to Note 1.7 Measurement of fair values. Further information about the assumptions made in measuring fair values is included in the following notes: Note 3 Business combinations and acquisitions of non-controlling interests, 7 Employee benefit expenses, and 21 Fair values of financial assets and financial liabilities.

The figures in the financial statements are presented in thousands of euro, except when otherwise indicated. All figures presented have been rounded, and consequently the sum of individual figures may deviate from the presented aggregate figure. The figures presented in brackets refer to the 2023 comparative period or date, unless otherwise stated. The financial year of Relais is the calendar year.

## 1.3 Critical management judgments and key sources of estimation uncertainty

The preparation of IFRS financial statements requires management to make judgments, estimates and assumptions. These affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the period-end as well as the reported amounts of income and expenses during the reporting period.

The Group bases its assumptions, estimates and adjustments on historical experience, current trends, and other justified factors, such as future expectations, that Relais management believes are reasonable under the circumstances at the end of the reporting period and the time when they were made.

Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. Relais reviews the estimates and underlying assumptions on an on-going basis and when preparing financial statements. Changes in accounting estimates may be necessary as a result of new information or more experience, or if the underlying circumstances evolve. Consequently, the estimates made as at 31 December 2024 may have to be revised subsequently. The Group recognises such changes in the period in which the estimate or the assumption is revised.

**Use of judgments**

Judgements that the Group management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements, relate to the following areas:

| Topic | Note | Nature of management judgement |
|---|---|---|
| Leases, Relais as a lessee | 15 Leases | Determining the lease term for contracts with an option to extend or terminate a lease, and incremental borrowing rate |

**Estimates and assumptions**

In Relais Group, the assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year comprise the following:

| Topic | Note | Nature of estimates and assumptions |
|---|---|---|
| Goodwill impairment testing | 13 Intangible assets and goodwill | Key assumptions used in determining the underlying recoverable amounts |
| Business combinations | 3 Business combinations and acquisitions of non-controlling interests | Estimation of fair values of intangible assets resulting from business combinations. |

## 1.4 Seasonality of Group's business and climate-related matters

The seasonality of the Group's business has an impact on the demand for Relais's services, which in turn affects its revenues, operating profit, and cash flows. Variation in seasonal temperatures, such as warm summers and cold winters, can have an effect on the demand for batteries, starter motors, and chargers as well as the need for vehicle air conditioning and heating. Furthermore, the demand for lighting products, such as LEDs and auxiliary lights, typically grows in the fall and winter months. Due to seasonal changes, Relais typically generates higher net sales in the second half of the year.

Management has considered the impact of climate change in preparing the consolidated financial statements. These considerations did not have a material impact on the consolidated financial statements at this time.

## 1.5 Consolidation

The consolidated financial statements incorporate the financial statements of the parent company, Relais Group Plc, and of all those subsidiaries over which the parent company has control at the period-end. Control is achieved when Relais is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Consolidation of a subsidiary begins when Relais obtains control over the subsidiary and ceases when Relais loses control of the subsidiary. Refer to Note 25 Related party transactions for disclosures on the Group structure.

Relais generally measures non-controlling interests (NCI) initially at their proportionate share of the acquiree's identifiable net assets at the acquisition date. NCI in the net assets of the subsidiaries consolidated are identified separately from the Group's equity therein. NCI consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of post-combination changes in equity. Total comprehensive income is attributed to to the owners of the parent and NCI even if this results in the NCI having a deficit balance. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

In preparation of consolidated financial statements intra-group transactions, balances and unrealised gains, as well as distribution of profits within the Group, are eliminated.

## 1.6 Foreign currency transactions and balances

Items included in the financial statements of each subsidiary are measured using the functional currency, which is the currency of the primary economic environment in which the company operates. The consolidated financial statements are presented in Euro, which is the functional and presentation currency of the parent company.

Subsidiaries' foreign currency transactions are translated into local functional currencies using the exchange rates prevailing at the dates of the transactions. Receivables and liabilities denominated in foreign currencies in the balance sheet are translated into functional currencies using the exchange rate quoted on that date.

For those subsidiaries with non-euro functional currency, the income and expenses for the income statement and comprehensive income statement, and the items for cash flow statement, are translated into Euro using the average exchange rates of the reporting period. The closing rates prevailing at the reporting date are used for translating the assets and liabilities for each balance sheet. The translation differences arising from the use of different exchange rates explained above are recognised in other comprehensive income.

Any goodwill arising on the acquisition of foreign operations and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of those foreign operations are treated as assets and liabilities of those foreign operations. They are translated into Euro using the exchange rates prevailing at the reporting date. When a foreign operation is sold, or is otherwise partially or completely disposed of, the associated translation differences accumulated in equity are reclassified to profit or loss, as part of the gain or loss on the transaction.

Relais recognises realised and unrealised exchange rate differences related to sales under other income or other expenses, realised and unrealised exchange rate differences related to purchases in materials ans services and financing-related exchange rate differences are recorded under financial items.

## 1.7 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are categorised into hierarchy levels that are representative of the inputs used in the valuation techniques as follows:

| Level 1 | Level 2 | Level 3 |
|---|---|---|
| Fair value is calculated on the basis of quoted prices (unadjusted) in active markets for identical assets or liabilities that Relais can access at the measurement date. | Fair value is calculated on the basis of inputs other than quoted prices included in Level 1 that are observable for the asset or liability; either directly (i.e. as prices) or indirectly (i.e. derived from prices). | Fair value is calculated on the basis of inputs for the asset or liability that are not based on observable market data (unobservable inputs). |

## 1.8 Operating profit

Relais considers operating profit to be a relevant subtotal in understanding the Group's financial performance. Since this concept is not defined under IFRS, the Group has defined it as follows:

Operating profit is the net amount attained when revenues are added by other operating income, less:

- material and service expenses, adjusted with change in inventories
- employee benefit expenses
- depreciation, amortisation and any impairment losses, and
- other operating expenses.

All other items are presented below operating profit in the income statement.

## 1.9 Adoption of new and amended standards

Amendments and annual improvements effective from the beginning of January 2024 have not had a major impact on Group's result, financial position or the presentation of the financial statement.

The Group has not yet adopted the amended standards and interpretations already issued by the IASB applicable for annual periods beginning on or after 1 January 2025. Relais will adopt these pronouncements as of the effective date of each of the pronouncements, or if the effective date is not the first day of the financial year, as of the beginning of the next financial year following the effective date, provided they have been endorsed for use in the EU. Currently Relais believes that the adoption of these pronouncements will not have a significant effect on the future consolidated financial statements.

# 2 Segment information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. The Group has two reportable segments: Finland&Baltics and Scandinavia. Group functions, including Relais Group Plc, does not meet the criteria of a reportable segment and are therefore presented under Other.

The Finland&Baltics segment sells car spare parts, equipment and commercial vehicle repair and maintanance services through companies operating in Finland, Estonia and Latvia. The Scandinavia segment also sells the above products and services through its companies in Sweden, Norway and Denmark. The items under the item Other include management and administration services to the Group through the Group's parent company.

Relais has aggregated operating segments into reportable segments (Finland&Baltics / Scandinavia). The reportable segment Finland&Baltics comprises Finland, Estonia and Latvia, whereas the reportable segment Scandinavia includes Norway, Denmark and Sweden being the largest. Relais has evaluated the similarity of economic characteristics of the operating segments from both a historical and expected future performance perspective and considers that the related aggregation criteria are met:

- The nature of the products sold and services provided in the countries concerned are similar. Repair and maintenance services are also highly interconnected to spare part sales as these are used in provision of the said services.
- Economic environment is similar: in Finland &Baltics all the companies operate in Euro, and in Scandinavia most segment companies operate in SEK environment (companies operating in Norwegian or Danish Crowns (NOK/DKK) are not material for the Group currently). Competitive environment and the pricing model are similar. Possible changes in the economic environment have similar effects to the subsidiaries' profitability. Customers are largely homogeneous (commercial vehicle users).
- None of the subsidiaries have their own production.
- Both reportable segments have their own area Managing Director who also serve in the Group Management Team.

In Relais Group the CEO has been identified as being the chief operating decision maker responsible for assessing performance of the segments and making resource allocating decisions. Operating profit is the key measure utilised in assessing the performance of the Group.

## 2.1 Reportable segments

| 2024<br>In thousands of euro | Finland&Baltics | Scandinavia | Other [1] | Eliminations [2] | Group, IFRS |
|---|---|---|---|---|---|
| External revenue | 143,728 | 178,878 | - | - | 322,606 |
| Internal revenue | 6,604 | 2,755 | 1,025 | -10,383 | - |
| Material and services | -83,787 | -96,841 | - | 9,241 | 171,387 |
| **Gross profit** | **66,545** | **84,792** | **1,025** | **-1,142** | **151,219** |
| Depreciation, amortisation and impairment | -8,134 | -7,478 | -126 | -3,142 | -18,879 |
| Other income and expenses | -43,581 | -55,114 | -3,477 | 2,816 | -99,356 |
| **Operating profit** | **14,830** | **22,200** | **-2,579** | **-1,468** | **32,983** |
| Financial items | -184 | -3,343 | -5,704 | - | -9,232 |
| **Profit before income taxes** | **14,646** | **18,857** | **-8,283** | **-1,468** | **23,752** |

| 2023<br>In thousands of euro | Finland&Baltics | Scandinavia | Other [1] | Eliminations [2] | Group, IFRS |
|---|---|---|---|---|---|
| External revenue | 128,349 | 155,903 | - | - | 284,252 |
| Internal revenue | 5,553 | 1,861 | 1,045 | -8,459 | - |
| Material and services | -75,247 | -87,182 | - | 7,100 | -155,329 |
| **Gross profit** | **58,655** | **70,582** | **1,045** | **-1,359** | **128,923** |
| Depreciation, amortisation and impairment | -8,876 | -6,060 | -54 | -3,405 | -18,395 |
| Other income and expenses | -40,033 | -43,674 | -2,533 | 859 | 85,381 |
| **Operating profit** | **9,746** | **20,848** | **-1,542** | **-3,905** | **25,147** |
| Financial items | 48 | -3,525 | 5,041 | -9,004 | -7,440 |
| **Profit before income taxes** | **9,795** | **17,323** | **3,499** | **-12,910** | **17,707** |

[1] Other- item includes management and administrative services provided by the parent company to the group.
[2] Eliminations- column includes internal eliminations as well as postings and amortizations related to acquisitions.

## 2.2 Geographic information

In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets. Segment revenue and segment assets are measured in the same way as in the IFRS financial statements. Non-current assets exclude financial instruments, deferred tax assets and goodwill.

| | Net sales | | Non-current assets | |
|---|---|---|---|---|
| In thousands of euro | 2024 | 2023 | 31 Dec 2024 | 31 Dec 2023 |
| Finland | 135,009 | 119,772 | 39,822 | 43,133 |
| Sweden | 129,664 | 116,941 | 28,327 | 29,477 |
| Estonia | 5,119 | 5,481 | 418 | 96 |
| Norway | 23,206 | 14,842 | 2,505 | 3,434 |
| Other countries | 29,608 | 27,215 | 2,676 | 3,001 |
| **Total Group** | **322,606** | **284,252** | **73,749** | **79,142** |

# 3 Business combinations and acquisitions of non-controlling interests

Acquired entities are accounted for by using the acquisition method. The consideration transferred and the identifiable assets acquired and liabilities assumed in the acquiree are measured at the acquisition-date fair values. The consideration transferred includes:

- any assets transferred by Relais
- liabilities incurred by Relais to former owners of the acquiree, and
- any equity interests issued by the Group (typically directed shares issues).

Any contingent consideration (additional purchase price) is measured at fair value at the acquisition date. It is classified as either liability or equity. Relais has incurred contingent consideration liabilities which have all been classified as liabilities. Such financial liabilities are remeasured at fair value at the end of each reporting period and the resulting fair value changes are recognised in profit or loss.

The acquiree's identifiable assets and liabilities assumed are recognised at their fair values at the acquisition date, which is the date on which control is transferred to Relais. In some situations, e.g. when an acquisition takes place close to the end of a period, the initial accounting for the business combination may be incomplete by the end of that reporting period. In such cases, Relais discloses in its financial statements provisional amounts for the items for which the accounting is incomplete. If deemed necessary, the Group subsequently adjusts the provisional amounts recognised retrospectively in the measurement period up to 12 months from the acquisition date, to reflect new information obtained about facts and circumstances that existed as of the acquisition date, for example. For details on the accounting for goodwill, including impairment testing, refer to Note 13 Intangible assets and goodwill, and for the consolidation principles to Note 1.5 Consolidation. Measurement of non-compete agreements is based on margins saved due to a non-competing agreement.

Relais used the following valuation techniques for measuring the fair value of identified intangible assets acquired:

Customer-related intangibles (customer relationships) – multi-period excess earnings method: This method considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.

Marketing-related intangibles (brand/trademark) and technology-related assets (assets associated with Ecommerce) – relief-from-royalty method: This method considers the discounted estimated royalty payments that are expected to be avoided as a result of the marketing-related assets or technology acquired.

The related amortisation periods range from 5 to 7 years, refer to Note 13 Intangible assets and goodwill for details.

Inventory fair value calculations are typically derived by estimating the net realisable value for finished goods via book value and mark-up on sales.

The non-recurring fair value measurement for the acquisitions has been categorised as a Level 3 fair value based on the inputs to the valuation techniques used (for the fair value hierarchy refer to Note 1.7 Measurement of fair values).

Relais expenses all acquisition-related costs, such as professional fees, in the periods in which the costs are incurred and the services rendered (except for costs to issue debt or equity securities). These costs have been included in the line item Other operating expenses.

### Accounting judgements, estimates and assumptions

Assets and liabilities acquired in a business combination are measured at their fair value. The fair value of acquired assets is determined based on the market value of similar assets (tangible assets), estimated future cash flows (intangible assets) and estimates for the net realisable value for finished goods via book value and mark-up on sales (inventories). In addition to the assumptions mentioned above, the valuation of the non-compete agreements has involved assumptions and estimates of the impact of potential competition on Relais's business. Valuation based on current replacement cost, expected cash flows or estimated selling price requires management judgment and assumptions. Management believes that the estimates and assumptions used are sufficiently reliable to determine fair value. The Group has used an external advisor in determining the fair values of the acquirees' assets and liabilities. Allocation of the purchase price between intangible assets and goodwill affects the subsequent results of the Group as intangible assets are amortised, whereas goodwill is not amortised. The fair value of the contingent consideration included in the purchase price for the acquisition has been estimated based on the present value of the expected cash flows. The final purchase price may differ from management's estimates.

### 3.1 Acquisitions in 2024

The Relais Group strategy that was recalibrated in 2021 relies on a combination of strong growth through acquisitions and a faster than market average organic growth. Relais aims to accelerate and reinforce its acquisition activities. In this context, the company has chosen to expand its potential acquisition target area to include the entire mobility-related aftermarket, with the main focus remaining on the Nordic vehicle aftermarket.

Relais Group made three acquisitions in 2024. Summary of the acquisitions including the table showing the considerations transferred and the recognised amounts of assets acquired, and liabilities assumed at the date of acquisitions are presented below. Goodwill is mainly generated from the future sales potential and improved profitability created by an increasing market share, a skilled personnel and a strong market position.

None of the goodwill recognised is deductible for tax purposes. Relais expects the gross contractual amount for the acquired trade receivables to equal their fair value.

If all acquisitions had taken place on January 1, 2024, management estimates that the group's revenue would have been EUR 329,936 thousands and the group's net profit  EUR 18,671 thousands for the financial year ending December 31, 2024.

| In thousands of euro | Note | Fikka AB | M. Ahlqvist Oy | Team Verkstad AB | Total |
|---|---|---|---|---|---|
| Acquisition date | | 1 January | 1 May | 1 October | |
| Share acquired | | 100% | 100% | 100% | |
| Domicile | | Sweden | Finland | Sweden | |
| Consolidated from | | 1 January | 1 May | 1 October | |
| Revenue from acquisition date until year-end 2024 | | 307 | 5,736 | 1,237 | 7,280 |
| Profit/loss from acquisition date until year-end 2024 | | 24 | 211 | -55 | 180 |
| Goodwill deductible for tax purposes | | No | No | No | |
| | | | | | |
| Consideration transferred | | | | | |
| Cash | 20 | 49 | 4,476 | 2,063 | 5,620 |
| Non-competing agreement | | | -219 | -117 | -336 |
| **Total consideration transferred** | | **49** | **4,257** | **1,946** | **5,284** |
| | | | | | |
| Identified assets acquired and liabilities assumed | | | | | |
| | | | | | |
| Customer-related intangibles | | – | 1,027 | 519 | 1,546 |
| Other intangibles | | – | 35 | – | 35 |
| Machinery and equipment | | – | – | 41 | 41 |
| Right-of-use assets | | 8 | 148 | 227 | 384 |
| Inventories | | – | 2,753 | 1,617 | 4,370 |
| Trade and other receivables | | – | 643 | 671 | 1,314 |
| Deferred tax assets | | 50 | 1,022 | 1,044 | 2,076 |
| Cash and cash equivalents | | 50 | 973 | 339 | 1,362 |
| Non-current liabilities | | – | – | – | – |
| Deferred tax liabilities | | – | -258 | -134 | -393 |
| Lease liabilities | | – | -2,753 | -1,617 | -4,370 |
| Trade and other payables | | -77 | -1 171 | -1,593 | -2,841 |
| **Total identifiable net assets acquired** | | **31** | **2,420** | **1,073** | **3,524** |
| | | | | | |
| **Goodwill** | **13** | **18** | **1,837** | **873** | **2,728** |
| Acquisition-related costs incurred | | – | 134 | 108 | 242 |

| In thousands of euro | Note | Fikka AB | M. Ahlqvist Oy | Team Verkstad AB | Total |
|---|---|---|---|---|---|
| | | | | | |
| Cash consideration | | -49 | -3,509 | -2,063 | -5,620 |
| Less: cash acquired | | 50 | 973 | 339 | 1,362 |
| **Net outflow of cash - investing activities** | | **1** | **-2,536** | **-1,724** | **-4,258** |

**Fikka AB**
In January, the company signed an agreement to purchase the entire share capital of the Swedish company Fikka AB. The company engages in consulting activities in the field of marketing and advertising services, which are offered exclusively to the buyer. The purchase price of Fikka AB was 48.7 thousand euros.

**Asennustyö M Ahlqvist Oy**
On 2 May 2024, Raskone, a subsidiary of Relais Group Plc, acquired the share capital of Asennustyö M Ahlqvist Oy. Asennustyö M Ahlqvist has been providing heavy transport equipment maintenance and repair services in Southwest Finland for over 30 years. The company is particularly known for its expertise in heavy equipment trailers. The company employs 68 professionals. In addition to the maintenance and repair of heavy commercial vehicles, the company offers tire services, vehicle wrapping, and the production of protective covers for transport equipment. The purchase price of M Ahlqvist was 4,475 thousand euros. The purchase price included a net cash adjustment of 967 thousand euros agreed with the seller based on the company's working capital development. This amount was reconded as a liability to the previous owners at the time of acquisition.

**Team Verkstad Sverige AB**
On 5 July 2024, Relais Group Plc announced that its subsidiary, STS Sydhamnenes Trailer Service AB, had signed an agreement to purchase the share capital of Team Verkstad Sverige AB from Vy Buss AB. Team Verkstad provides bus maintenance and repair services for buses and other heavy commercial vehicles and employs approximately 34 professionals. After the acquisition, Team Verkstad AB's operations will include one workshop and one damage repair shop in Partille, a neighboring municipality of Gothenburg, Sweden. Team Verkstad Sverige's revenue in 2023 was approximately 89 million SEK, with an annual operating profit of approximately 2 million SEK.

## 3.2 Acquisitions in 2023

Relais Group made four acquisitions in 2023. Below is a summary table of the acquisitions, showing the transferred considerations and the recorded amounts of acquired assets and assumed liabilities at the time of acquisition. Goodwill mainly arose from the skilled personnel and strong market position. Relais estimates that the contractual gross amount of the acquired trade receivables corresponds to their fair value.

| In thousands of euro | Note | Adita Oy | Automateriell AS | Nordic Lift AS | Jyväskylä Truck Center | Total |
|---|---|---|---|---|---|---|
| Acquisition date | | 29 March | 1 August | 1 August | 31 October | |
| Share acquired | | 100% | 100% | 100% | 100% | |
| Domicile | | Finland | Norway | Norway | Finland | |
| Consolidated from | | 1 March | 1 August | 1 August | 1 November | |
| Revenue from acquisition date until year-end 2023 | | 4,760 | 6,685 | 1,583 | | 13,028 |
| Profit/loss from acquisition date until year-end 2023 | | 113 | -121 | -117 | | -125 |
| Goodwill deductible for tax purposes | | No | No | No | No | |
| | | | | | | |
| Consideration transferred | | | | | | |
| Cash | 20 | 1,335 | 3,459 | 1,087 | 451 | 6,332 |
| Financial liabilities | 20,1 | 63 | 673 | - | 113 | 848 |
| Non-competing agreement | | -79 | -110 | - | - | -189 |
| **Total consideration transferred** | | **1,319** | **4,022** | **1,087** | **564** | **6,991** |
| | | | | | | |
| Identified assets acquired and liabilities assumed | | | | | | |
| | | | | | | |
| Customer-related intangibles | 13 | 216 | 985 | - | - | 1,201 |
| Other intangibles | | - | - | 71 | - | 71 |
| Machinery and equipment | | 39 | 80 | 66 | - | 185 |
| Right-of-use assets | | 370 | 1,766 | 133 | - | 2,269 |
| Inventories | | 899 | 2,559 | 1,353 | 36 | 4,847 |
| Trade and other receivables | | 291 | - | 360 | 113 | 764 |
| Deferred tax assets | | - | - | 17 | - | 17 |
| Cash and cash equivalents | | 336 | - | 131 | - | 467 |
| Non-current liabilities | | -550 | - | -281 | - | -831 |
| Deferred tax liabilities | | -66 | -241 | -17 | - | -324 |
| Lease liabilities | | -370 | -1,766 | -133 | - | -2,269 |
| Trade and other payables | | -546 | - | -613 | - | -1,159 |
| **Total identifiable net assets acquired** | | **619** | **3,383** | **1,087** | **149** | **5,238** |

| In thousands of euro | Note | Adita Oy | Automateriell AS | Nordic Lift AS | Jyväskylä Truck Center | Total |
|---|---|---|---|---|---|---|
| **Goodwill** | **13** | **700** | **639** | **-** | **415** | **1,754** |
| Acquisition-related costs incurred | | 86 | 206 | - | - | 292 |
| | | | | | | |
| Cash consideration | | -1,335 | -3,459 | -1,087 | 451 | -5,430 |
| Less: cash acquired | | 336 | - | 131 | - | 467 |
| **Net outflow of cash - investing activities** | | **-999** | **-3,459** | **-956** | **451** | **-4,963** |

**Adita Oy**
In March, the company signed an agreement to acquire the entire share capital of the Finnish company Adita Oy. Adita is a local distributor of spare parts and equipment for cars and marine use in the Helsinki region. The purchase price of Adita was EUR 1,398 thousand.

**Automateriell and Nordic Lift AS**
On 1 August, Relais Group acquired the Norwegian workshop equipment business unit of NDS Group AS, comprising the assets and personnel of the AutoMateriell business and the shares in Nordic Lift AS. AutoMateriell is a well-established actor in the Norwegian workshop equipment business, with a history starting in 1939. AutoMateriell is highly regarded by customers as a premium supplier of workshop equipment solutions for vehicle import and dealer chains as well as for e.g., defence and marine sectors. AutoMateriell is located near Drammen in Norway. Nordic Lift provides workshop equipment for a wide range of customers in Norway. Nordic Lift is located near Trondheim in Norway. The purchase price of the Automateriell business was EUR 4,132 thousand and Nordic Lift AS EUR 1,087 thousand.

**Jyväskylä Truck Center**
Relais Group Plc group company Raskone acquired the heavy commercial vehicle workshop Jyväskylä Truck Center in an asset deal from Joen Truck Center Oy 31 October 2023. The business is located in Jyväskylä, Finland and employs 13 people. The purchase price of business acquisition was EUR 451 thousand.

The seller is entitled to an additional payment of a total of 113 thousand euros for the years 2024-2025, which is linked to the work obligation of key personnel transferred in the business acquisition. The arrangement is considered a separate transaction from the business combination and is treated in the accounting as post-combination services (as a payroll item).

# 4 Net sales

Relais business includes car and commercial vehicle accessories, spare parts and specialist services of repair and maintenance for commercial vehicles in the Nordic and Baltic countries and workshop equipment and related services in Norway.

The Group's revenue is generated from the sale of vehicle lighting, from other vehicle equipment and spare parts, from workshop equipment and related services and from repair and maintenance service business.

The Group serves a broad customer base through several different concepts: Retailers are served in Finland, Sweden, Norway and the Baltic states under our Startax concept, and in Sweden under our Awimex, AB Reservdelar, Huzells Tunga Delar concepts. Customers of repair and maintenance services for commercial vehicles including trucks, vans, trailers and work machines are served in Finland under the Raskone and M Ahlqvist concepts, and in Sweden under the STS Sydhamnens Trailer Service, Skeppsbrons, and Team Verkstad concepts. Asennustyö M Ahlqvist and Team Verkstad became part of the Group's commercial repair and maintenance operations in 2024 and strengthen our competitiveness and service offering in this business. In Denmark, customers of vehicle lighting and camera systems are served by SEC Set Ecofoss A/S with the concepts SEC, S-E-T, and Ecofoss, and in Norway, workshop equipment customers of are served through the AutoMateriell and Nordic Lift concepts.

The Group's net sales derive from the following revenue streams: wholesale,  e-commerce and repair and maintenance. The performance obligations identified under wholesale contracts comprise goods to be sold. In respect of e-commerce business, the performance obligations are the goods ordered by customers through the online shop. In the workshop equipment business, the performance obligations consist of wholesale agreements as well as maintenance and repair services. The performance obligations of the repai andf maintenance business consists of repair and maintenance services. In the wholesale, e-commerce and workshop equipment business, the delivery services of goods to the customer are considered a part of fulfilment of the promise and it is not a separate performance obligation, as control of the goods passes to the customer once they have been delivered. The transaction price is generally determined based on the price list or stated prices in the contract, and the applicable contractual terms. Relais Group companies have different policies relating to discounts and bonuses (variable considerations), including volume-based and flat discounts and bonuses.

Revenue is recognised when performance obligations under the terms of a contract with a customer are satisfied, in an amount representing the consideration Relais expects to receive in exchange for transferring goods and/or services to the customer. Revenue from sale of goods is recognised when control of the goods is transferred, which normally occurs when the merchandise is delivered to the customer. Revenues from repair and maintenance services provided by the Group are generally short-term in nature and this revenue is recognised as services are provided. Revenues are recorded net of discounts, estimated returns allowances, and taxes. Variable considerations in contracts are estimated and included in net sales only to the extent that it is highly probable that no significant reversal in the amount of cumulative revenue recognised will subsequently be required. The amount of variable consideration is estimated at each reporting period-end.

The Group's payment terms vary to some extent geographically and in different business areas, but the term of payment provided is nonetheless always clearly less than a year. The payment terms vary from 20 to 90 days. Hence, no significant financing components are identified.

Customers may return defective products within the warranty period. Historically, the warranty costs related to defective products and reimbursements from the supplier have not been material to the Group.

Relais recognises a refund liability for products with a right to return expected to be returned and for some certain reusable and returnable core parts. The reduction to revenues and cost of sales for returns is based on current sales levels and historical return experience. When a said core part is sold, Relais charges the customer a deposit for the core part. If the customer returns the core, the Group will refund the deposit which was charged in the original core part sales.

### 4.1 Disaggregation of net sales

Consolidated net sales is disaggregated below by product line and geographical market, based on the geographic location of customers.

| In thousands of euro | 2024 | | 2023 | |
|---|---|---|---|---|
| Equipment | 59,816 | 19% | 48,441 | 17% |
| Lighting | 62,673 | 19% | 59,849 | 21% |
| Spare parts | 92,530 | 29% | 83,226 | 29% |
| Repair and maintenance | 105,561 | 33% | 91,899 | 32% |
| Other | 2,026 | 1% | 838 | 0% |
| **Total** | **322,606** | **100%** | **284,252** | **100%** |
| | | | | |
| Finland | 135,009 | 42% | 119,772 | 42% |
| Sweden | 129,664 | 40% | 116,941 | 41% |
| Estonia | 5,119 | 2% | 5,481 | 2% |
| Norway | 23,206 | 7% | 14,842 | 5% |
| Other countries | 29,608 | 9% | 27,215 | 10% |
| **Total** | **322,606** | **100%** | **284,252** | **100%** |

The Group has no significant contract assets, as Relais generally has an unconditional right to consideration at the time of delivery and it recognises a receivable. The Group has recorded a liability related to products with a right of return and which customers are expected to return, as well as to certain returnable spare parts that can be reused (core parts). Relais presents the liability related to the returned products and spare parts under the balance sheet item Trade and other payables, and the asset related to the returned products and spare parts under the balance sheet item Trade and other receivables.

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Asset, returnable products and spare parts | 1,270 | 1,183 |
| Refund liability, returnable products and spare parts | -1,585 | -1,484 |

Accounting for trade receivables and related credit losses are described in Note 17 Financial assets and Note 22.4 Credit risk.

# 5 Other operating income

Other operating income comprises income from activities outside the ordinary business of the Group, such as lease income and gains from disposals of tangible and intangible assets.

## 5.1 Breakdown of other operating income

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Rental income | 1,070 | 1,372 |
| Gains on sale of tangible and intangible assets | 90 | 83 |
| Other | 1,685 | 1,201 |
| **Total** | **2,845** | **2,655** |

# 6 Materials and services

Cost of goods sold is determined on the basis of the cost of purchase, adjusted for the variation of inventories. Realised and unrealised exchange differences for purchases are included in purchase expenses, refer to Note 1.8 Operating profit.

## 6.1 Breakdown of expenses for materials and services

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Purchase expenses | -171,831 | -145,843 |
| Change in inventories | 9,789 | -550 |
| External services | -9,345 | -8,935 |
| **Total** | **-171,387** | **-155,329** |

# 7 Employee benefit expenses

The line item Employee benefit expenses in the consolidated income statement comprises expenses from short-term and post-employment employee benefits and share-based payments (synthetic options and stock options). Relais provided no other long-term employee benefits nor termination benefits in the financial years 2023-2024.

## Short-term and post-employment employee benefits

Short-term employee benefits comprise wages, salaries, fringe benefits, annual leave and bonuses. They are recognised in the period in which employees perform the work.

Post-employment benefits are payable to employees after the completion of employment. In Relais these benefits relate to pensions. Pension coverage of the Group is arranged through external pension insurance companies in each country where Relais operates. Pension plans are classified as either defined benefit plans or defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity, and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the related benefits. All other plans are classified as defined benefit plans. The Group’s contributions are charged to profit or loss in the period during which the services are rendered.

Relais has identified one defined benefit plan in Norway, which Relais considers to be immaterial from the Group perspective. In Sweden, Relais participates in defined benefit plan in Alecta insurance company. However, it has not been possible to get sufficient information for the calculation of obligations and assets by employer from the plan operators, and therefore this plan has been accounted for as a defined contribution plan.

## Share-based and cash settled long-term incentive plan

The Board of Directors of Relais Group Plc decided on the establishment of a new share-based long-term incentive plan for the company's management in February 2021. The objectives of the plan are to align the interests of Relais Group's management with those of the company's shareholders and, thus, to promote shareholder value creation in the long term as well as to reward and retain the company's management. The plan was amended on 8 May 2024 by moving the valuation determination period and maturity date for the series B incentive units forward by one year to 2025. Eligible to participate in the plan are at the maximum 15 individuals, including the members of the Management Team of Relais Group.

In March 2021, Relais issued the synthetic options (share appreciation rights, SARs) based on the incentive plan to its key employees. The options have been issued for no consideration and they entitle their holders to a cash payment at the settlement date, based on the value of a specific number of incentive units included in the plan. The original incentive plan was subject to the service condition (for the 2021A options until 2023; for 2021B until 2024; for 2021C until 2025). Through the amendments made on 8 May 2024 the 2021B-options' service condition was continued by one year. The options are measured at the grant-date fair value using the Black-Scholes model and recognised as employee benefit expenses over the vesting period, and as a non-current liability. The liability is remeasured on a quarterly basis, and the resulting change is also recorded under the said line item. The maximum aggregate number of incentive units to be settled based on the plan is 258,000 units. At the end of 2024 the number of incentive units was 172,000. The value of each incentive unit is linked to Relais Group Plc's share price development during the plan period. The earned reward represents a gross earning, less from which the applicable payroll tax is withheld.

The incentive units allocated to the participants are divided into three separate tranches. After the amendments decided on 8 May 2024 the potential rewards payable under these tranches will be paid during the first half of the years 2023 and 2025 respectively. The threshold price of each incentive unit in each of the three tranches is the trade volume weighted average price of Relais Group Plc's share on the First North Growth Market Finland marketplace until 30th November 2022 and Nasdaq Helsinki marketplace from 1 December 2022 during the last 25 trading days preceding 16 March 2021. The amount of the reward payable is limited by a maximum cap linked to the parent company's share price development.

The vesting period for the Group's previous share option plans has expired prior to the IFRS transition date, 1 January 2020, and therefore no more expense is recognised for these options. For the related share subscriptions refer to Note 19.3 Option incentive plans.

## Share-based long-term incentive plan settled in shares

Relais Group has three share-based long-term incentive and option programs settled in shares as of 31 December 2024:

1) Two key personnel option programs were launched on 8 May 2024. The target group of the option programs includes 12 key personnel. 57,000 new options were granted and accepted by the recipients on 31 May 2024.

Under the option plans, a maximum 90,000 stock options can be granted. The stock options are issued gratuitously. The maximum amount of stock options entitles their owners to subscribe for a maximum total of 90,000 new shares in the company or existing shares held by the company.

The maximum total amount of shares accounts for a total maximum of 0.49 per cent of all the company's shares and votes after possible share subscriptions if new shares are issued in the subscription. The share subscription price for stock options is 13.63 euros per share, which equals the trade volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 20 March to 3 May 2024, added with a premium of 15 per cent. The share subscription price will increase if the value of the share at the share subscription has increased more than 300 per cent compared to the volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 20 March to 3 May 2024. The share subscription price will be credited to the company's reserve for invested unrestricted equity. The dividends paid per share and repayments of capital before the share subscription by options will be deducted from the subscription price. The theoretical market value of one stock option 2024A and 2024B is approximately EUR 3.03 and the theoretical market value of the stock options in total is approximately EUR 272,700. The theoretical market value of a stock option has been calculated by using the binomial model taking into account the subscription price of the stock option and the following input factors: share price EUR 11.90, risk-free interest rate 2.93%, validity of stock options approximately 3.16 years, volatility approximately 41.94% and the share subscription price mechanism limiting the value increase of option.

2) Two key personnel option programs were launched on 10 August 2023. The options were granted and accepted by the recipients on 5 September 2023, and 31 May 2024. The target group of the option program includes 12 key personnel. At the end of the review period, 116,000 options had been granted.

The maximum total number of stock options to be issued is 120,000 and they entitle their owners to subscribe for up to an equivalent number of new shares in total in the company or existing shares held by the company. The stock options are issued gratuitously. Of the stock options, 58,000 are marked with the symbol 2023A, and are issued to the Group´s Finnish key employees. Of the stock options, 62,000 are marked with the symbol 2023B, and they are issued to the Group's Swedish key employees. The shares subscribed for with the stock options to be issued will account for a total maximum of 0.66 per cent of all the company's shares and votes after possible share subscriptions if new shares are issued in the subscription. As a result of the share subscriptions made with the stock options, the number of shares in the company may increase by a total maximum of 120,000 shares if new shares are issued in the subscription. The share subscription price for stock options 2023A and 2023B is 15.28 euros per share, which equals the trade volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 19 May 2023 to 30 June 2023, added with a premium of 15 per cent. The share subscription price will increase if the value of the share at the share subscription has increased more than 300 per cent compared to the volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 19 May 2023 to 30 June 2023. The theoretical market value of one stock option 2023A and 2023B was at the granting moment approximately 2.07 euros. The theoretical market value of the stock options 2023A and 2023B was at the granting moment approximately EUR 248,351 in total. The theoretical market value of a stock option has been calculated by using the binomial model taking into account the subscription price of the stock option and the following input factors: share price EUR 12.90, risk-free interest rate 2.94%, validity of stock options approximately 2.89 years, volatility approximately 28.92% and the share subscription price mechanism limiting the value increase of option.

### 7.1 Amounts recognised through profit or loss

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Wages, salaries and fees | -53,222 | -45,492 |
| Pension expenses | -7,348 | -6,160 |
| Other social security expenses | -9,241 | -7,370 |
| Share-based incentive plan (share appreciation rights) | -1 | -105 |
| **Total** | **-69,810** | **-59,128** |
| | | |
| The average number of employees for the financial year | 1,168 | 1,050 |

The increase in employee benefit expenses and the average number of employees in 2024 was primarily driven by the acquisitions made, refer to Note 3 Business combinations and acquisition of non-controlling interests.

Disclosures on the remuneration of the key management personnel are provided in Note 25 Related party transactions.

### 7.2 Share-based payment

The range of the key inputs used in the measurement of the fair values of the SARs was as follows.

| | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Share price at measurement date | 13.3 | 13.5 |
| Expected volatility | 40% | 43% |
| Remaining term, years | 0.25 | 0.25-1.25 |
| Fair value per SAR, Euro | 0.51 | 0.55-1.95 |
| | | |
| Total number of outstanding share appreciation rights (SARs) (pcs) | 172,000 | 172,000 |
| Total carrying amount of liability for SARs, in thousands of euro | 41 | 158 |

Expected volatility has been based on an evaluation of the historical volatility of the parent company's share price. The maximum payout of the plan, payable at a share price of EUR 62.8, is capped at about EUR 8.4 million. At the share price as at 31 December 2024 the total payout would be about EUR 0.0 million (EUR 0.0 million).

# 8 Depreciation, amortisation and impaiment losses

## 8.1 Depreciation, amortisation and impaiment losses by asset categories

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Intangible assets | -3,504 | -3,778 |
| Tangible assets | -1,554 | -1,661 |
| Total depreciation and amortisation, owned assets | -5,058 | -5,439 |
| | | |
| Right-of-use assets (leased assets)[1] | -13,821 | -12,956 |
| **Total depreciation and amortisation in the income statement** | **-18,879** | **-18,395** |

[1] Refer to Note 15.1 Amounts recognised in income statement and cash flow statement for the related analysis by class of right-of-use asset.

# 9 Other operating expenses

The Group's other operating expenses include expenses other than the cost of goods sold, such as:

- sales and marketing, travel and IT expenses
- changes in expected and realised credit losses (for credit loss accounting see Note 22.4 Credit risk), and
- any losses on the disposal of tangible and intangible assets.

## 9.1 Breakdown of other operating expenses

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Sales and marketing expenses | -3,693 | -3,361 |
| Administrative expenses | -3,470 | -2,785 |
| Consulting services | -2,502 | -2,846 |
| IT expenses | -3,472 | -2,975 |
| Non-statutory employee benefits | -2,920 | -2,567 |
| Costs of vehicles, machinery & equipments | -3,936 | -3,570 |
| Other cost of premises | -5,314 | -4,700 |
| Listing expenses | - | - |
| Fair value adjustment of contingent considerations | - | - |
| Transaction costs of acquisitions | -571 | -290 |
| Other expenses | -6,514 | -5,815 |
| **Total** | **-32,392** | **-28,909** |

## 9.2 Auditor's fees

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Audit fees | -515 | -398 |
| Audit-related assignments[1] | -26 | - |
| Tax advisory services | - | - |
| Other services | -2 | -293 |
| **Total** | **-543** | **-691** |

[1] The parent company's auditor charged a total of 26 thousand euros for other services

# 10 Financial income and expenses

Relais recognises interest income and interest expenses using the effective interest method (EIR). The Group expenses all interest costs. Interest expenses, EIR amortisation, foreign exchange gains and losses as well as any gain or loss on derecognition are recorded in profit or loss under financial items. Relais recognises realised and unrealised financing-related exchange rate differences under financial income and financial expenses, as appropriate.

The accounting policies applied to financial assets and financial liabilities, including derivatives, are provided in Note 17 Financial assets, 20 Financial liabilities, 21 Fair values of financial assets and financial liabilities, and 22 Financial risk management.

## 10.1 Amounts recognised through profit or loss

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Financial income | | |
| Foreign exchange gains | 2,364 | 1,289 |
| Interest income | 159 | 121 |
| Other financial income | 193 | 27 |
| Changes in fair values | – | – |
| **Total** | **2,715** | **1,436** |
| | | |
| Financial expenses | | |
| Foreign exchange losses | -3,216 | -1,145 |
| Interest expenses - financial liabilities measured at amortised cost[1] | -8,264 | -7,415 |
| Other financial expenses | -467 | -313 |
| Changes in fair values | – | -4 |
| **Total** | **-11,947** | **-8,876** |
| | | |
| **Net financial expenses** | **-9,232** | **-7,440** |

[1] Includes loans from financial institutions and lease liabilities. In 2024, the interest expenses on lease liabilities totaled EUR 2,088 (1,732) thousand, refer to Note 15 Leases.

# 11 Income taxes

The income tax expense for the period comprises current tax, and change in deferred tax assets and deferred tax liabilities. Income tax is recognised in the income statement, except when they relate to items charged or credited directly in other comprehensive income (OCI) or equity. In this instance the income taxes are also charged or credited to OCI or equity.

### Current tax

The current income tax charge is calculated on the basis of the taxable income. It is determined in accordance with the tax rates and laws enacted (or substantively enacted) in the countries where the Group operates and generates taxable income. Income taxes are adjusted with any taxes relating to previous financial years. Any other taxes not based on income are included within other operating expenses.

Taxable profit generally differs from the profit reported in the consolidated income statement, since some income or expense items may be taxable or deductible in other years, and/or certain income items are not taxable or certain expense items are non-deductible for taxation purposes.

### Deferred tax

Generally deferred tax is provided using the liability method on:

- temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and
- unused tax losses or unused tax credits.

Deferred tax liabilities are usually recognised in full. However, deferred tax liability is not accounted for, if it arises from the initial recognition of goodwill, or the initial recognition of an asset or a liability in a transaction which is not a business combination, and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax liability is recognised for investments in subsidiaries, except to the extent that Relais is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, for subsidiaries which are fully consolidated, a deferred tax liability is only recognised in the amount of the taxes payable on planned dividend distributions by Relais.

Deferred tax assets are recognised for deductible temporary differences only to the extent that it is probable that future taxable profits will be available, against which Relais can utilise deductible temporary differences. In respect of the recognised deferred tax assets Relais reviews the amount and the probability of the utilisation of such assets are reviewed at each period-end. If the utilisation of the related tax benefit is no more considered probable, the Group recognises a valuation allowance against the deferred tax asset. Unrecognised deferred tax assets are re-assessed at each period-end and are recognised to the extent that it has become probable that future taxable profits of the entity in question will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are determined using tax rates (and laws) that are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. The applied tax rate is the rate enacted or substantively enacted by the balance sheet date in the respective countries.

### Uncertain tax positions

Where the amount of tax payable or recoverable is uncertain, Relais considers such instances in recording current or deferred taxes, based on the Group's interpretation of tax law and judgment of the liability or recovery.

### 11.1 Amounts recognised in the income statement

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Current tax for the reporting year | -6,411 | -4,818 |
| Current tax adjustments for prior years | 17 | 0 |
| Change in deferred taxes | 1,176 | 850 |
| **Total** | **-5,219** | **-3,968** |

### 11.2 Reconciliation between income tax expense in profit or loss and tax expense calculated using the Finnish corporate tax rate

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| **Profit before income tax** | 23,752 | 17,707 |
| | | |
| Tax using the Finnish corporate tax rate (20%) | -4,750 | -3,541 |
| Effect of tax rate in foreign jurisdictions | -26 | 47 |
| Income tax for prior years | 17 | - |
| Unrecognised deferred tax assets on tax losses | -103 | -161 |
| Non-deductible expenses included in the accounting profit | -585 | -319 |
| Tax-free income included in the accounting profit | 42 | 5 |
| Use of previously unrecognised tax losses for previous years | 187 | 2 |
| **Taxes in the income statement** | **-5,219** | **-3,968** |

## 11.3 Movements in deferred tax asset and deferred tax liability balances

| 2024<br>In thousands of euro | At 1 Jan | Business combina-tions | Recognised through profit or loss | Exchange differences and other changes | At 31 Dec |
|---|---|---|---|---|---|
| Deferred tax assets | | | | | |
| Leases | 12,788 | - | -1,143 | 154 | 11,799 |
| Allowance for expected credit losses | 142 | - | -45 | - | 97 |
| Deferred income | 277 | - | 307 | - | 584 |
| Share-based payments | 32 | - | -23 | - | 8 |
| **Total** | **13,239** | **-** | **-904** | **154** | **12,489** |
| Set-off of deferred taxes | **-12,679** | | | | **-11,909** |
| **Deferred tax assets, net** | **560** | | | | **580** |
| | | | | | |
| Deferred tax liabilities | | | | | |
| Leases | 12,364 | | -906 | -150 | 11,308 |
| Intangible assets | 2,460 | 391 | -661 | -45 | 2,145 |
| Tangible assets | 125 | - | 42 | 8 | 174 |
| Tax-based provisions | 2,903 | - | -528 | -106 | 2,269 |
| Loans and borrowings | - | - | -3 | - | -3 |
| **Total** | **17,851** | **391** | **-2,056** | **-292** | **15,894** |
| Set-off of deferred taxes | **-12,679** | | | | **-11,909** |
| **Deferred tax liabilities, net** | **5,173** | | | | **3,984** |

Deferred taxes have been retrospectively adjusted in accordance with the amendment to the IAS12 income tax standard. Due to the amendment, deferred tax assets and liabilities related to lease agreements are presented on a gross basis.

| 2023<br>In thousands of euro | At 1 Jan | Business combina-tions | Recognised through profit or loss | Exchange differences and other changes | At 31 Dec |
|---|---|---|---|---|---|
| Deferred tax assets | | | | | |
| Leases | 10,801 | - | 1,986 | 2 | 12,788 |
| Allowance for expected credit losses | 236 | - | -94 | - | 142 |
| Deferred income | 279 | 17 | -20 | - | 277 |
| Share-based payments | 15 | - | 16 | - | 32 |
| **Total** | **11,332** | **17** | **1,907** | **2** | **13,240** |
| Set-off of deferred taxes | **-10,727** | | | | **-12,679** |
| **Deferred tax assets, net** | **605** | | | | **560** |
| | | | | | |
| Deferred tax liabilities | | | | | |
| Leases | 10,557 | | 1,826 | -19 | 12,364 |
| Intangible assets | 2,911 | 301 | -747 | -6 | 2,460 |
| Tangible assets | 107 | - | 31 | -13 | 125 |
| Tax-based provisions | 2,925 | - | -43 | 20 | 2,903 |
| Loans and borrowings | 10 | - | -10 | - | 0 |
| **Total** | **16,511** | **301** | **1,057** | **-18** | **17,871** |
| Set-off of deferred taxes | **-10,727** | | | | **-12,679** |
| **Deferred tax liabilities, net** | **5,784** | | | | **5,173** |

At 31 December 2024, the Group has a small amount of tax losses on which no deferred tax asset has been recognised.

The item Tax-based provisions primarily comprises untaxed reserves in the Swedish subsidiaries. Tax laws in Sweden allow companies to defer payment of income taxes through allocations to untaxed reserves. In the consolidated financial statements, such untaxed reserves give rise to temporary differences which are accounted for as a deferred tax liability.

# 12 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the profit (loss) attributable to owners of the parent company by the weighted average number of ordinary shares outstanding during the financial year (excluding any treasury shares held).

In calculating diluted earnings per share, the weighted average number of ordinary shares outstanding is adjusted to assume conversion of all dilutive potential ordinary shares. At financial year-ends 2024 Relais had 950,250 (2023: 872,250) option rights entitling the shareholders to subscibe the respective amount of the company's new shares. Refer to Note 19.3 Option incentive plans for details.

## 12.1 Basic and diluted earnings per share

| | 2024 | 2023 |
|---|---|---|
| Basic earnings per share | | |
| Profit attributable to owners of the parent company, in thousands of euro | 18,533 | 13,739 |
| Weighted average number of ordinary shares outstanding during the financial year, pieces | 18,101,137 | 18,132,258 |
| **Basic earnings per share (euro/share)** | **1.02** | **0.76** |
| | | |
| Diluted earnings per share | | |
| Profit attributable to owners of the parent company, in thousands of euro | 18,533 | 13,739 |
| Weighted average number of ordinary shares outstanding during the financial year, pieces | 18,101,137 | 18,132,258 |
| Dilution from share options, pieces | 695,729 | 673,293 |
| Weighted average number of shares adjusted for the effect of dilution, pieces | 18,796,866 | 18,805,551 |
| **Diluted earnings per share (euro/share)** | **0.99** | **0.73** |

# 13 Intangible assets and goodwill

## Goodwill

Goodwill represents the excess of the

- consideration transferred
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity, over the fair value of the net identifiable assets acquired in business combinations. Goodwill reflects for example expected future synergies resulting from acquisitions. Goodwill is carried at historical cost less accumulated impairment losses, and is not subject to amortisation but is tested at least annually for impairment (Note 13.2 Impairment testing of goodwill). Impairment losses on goodwill are recorded in the income statement and may not be subsequently reversed.

## Intangible assets

The intangible assets of the Group primarily comprise intangible assets identified and recognised in business combinations, including customer-related and technology and market-based intangible assets, measured initially at fair value. Relais recognises an intangible asset only if the item meets the definition of an intangible asset, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. All other expenditure is expensed as incurred. Intangible assets acquired separately are measured on initial recognition at cost. Subsequently intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The accounting for cloud computing arrangements depends on whether the cloud-based software classifies as a software intangible asset or a service contract. Those arrangements where Relais does not have control over the underlying software are accounted for as service contracts providing the Group with the right to access the cloud provider's application software over the contract period. The ongoing fees to obtain access to the application software, together with related configuration or customisation costs incurred, are recognised under Other operating expenses when the services are received.

The Group capitalises development costs when all the following criteria are met, i.e. Relais:

- can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale.
- intends to complete the intangible asset and use or sell it, and is able to use or sell the intangible asset.
- is able to demonstrate how the intangible asset will generate probable future economic benefits.
- has adequate technical, financial and other resources available to complete the development and to use or sell the intangible asset.
- is able to measure the development expenditure reliably.

Capitalised development costs comprise all directly attributable costs necessary to prepare the asset to be capable of operating in the manner intended. Development expenditure that was initially expensed is not capitalised at a later date.

Amortisation is provided on a straight-line basis over the estimated useful lives of the assets, which are as follows:

| | |
|---|---|
| Customer-related intangible assets (customer relationships) | 7 years |
| Technology-based intangibles (assets associated with Ecommerce) | 5 years |
| Market-based intangibles (brand/trade-mark) | 5-7 years |
| Non-competing agreements | 2-3 years |
| Development costs | 5 years |
| Intangible rights | 5 years |
| Other intangible assets | 5-10 years |

Relais reviews the amortisation periods applied at least at each financial year-end. If the expected useful life of an asset is significantly different from previous estimates, the amortisation period is adjusted prospectively. The changes in useful lives may arise from restructuring actions, competition or changes in demand, for example.

At each reporting date the Group assesses whether there is an indication that an intangible asset may be impaired. If any indication exists, Relais estimates the asset's recoverable amount. When the carrying amount of an asset exceeds its recoverable amount, the difference, i.e. an impairment loss, is recognised in the income statement.

## 13.1 Reconciliation of carrying amounts

| At 31 December 2024 | | Business combinations | | | | | | |
|---|---|---|---|---|---|---|---|---|
| In thousands of euro | Goodwill | Customer relation-ships | Other assets[1] | Intangible rights | Develoment costs | Other intangible assets | Assets under development | Total |
| **Cost** | | | | | | | | |
| Balance at 1 January | 120,132 | 13,581 | 8,043 | 1,063 | 707 | 3,567 | 194 | 147,286 |
| Business combinations | 2,718 | 1,540 | 334 | – | – | 35 | – | 4,628 |
| Additions | – | – | – | – | 213 | 101 | 493 | 806 |
| Exchange differences | -2,724 | -302 | -82 | -15 | -11 | -25 | – | -3,160 |
| Disposals | – | | | | | 11 | | 11 |
| Transfers between classes | – | | | | | | | |
| Balance at 31 December | 120,126 | 14,819 | 8,295 | 1,047 | 908 | 3,689 | 686 | 149,570 |
| | | | | | | | | |
| **Accumulated amortisation and impairment losses** | | | | | | | | |
| Balance at 1 January | – | -4,774 | -4,975 | -803 | -364 | -3,155 | – | -14,072 |
| Business combinations | – | – | – | – | – | – | – | – |
| Disposals | – | – | – | – | – | -1 | – | -1 |
| Transfers between classes | – | – | – | – | – | – | – | – |
| Amortisation | – | -2,073 | -1,070 | -61 | -146 | -197 | – | -3,547 |
| Exchange differences | – | 109 | 59 | 11 | 2 | 16 | – | 198 |
| Balance at 31 December | – | -6,738 | -5,985 | -852 | -509 | -3,337 | – | -17,421 |
| | | | | | | | | |
| **Carrying amount at 1 January** | **120,132** | **8,806** | **3,068** | **260** | **342** | **412** | **194** | **133,214** |
| **Carrying amount at 31 December** | **120,126** | **8,081** | **2,310** | **195** | **399** | **352** | **686** | **132,149** |

[1] Comprised marketing-related intangibles, non-competing agreements and technology-based intangibles identified and recognised, refer to Note 3 Business combinations and acquisition of non-controlling interests for details.

| At 31 December 2023<br>In thousands of euro | Goodwill | Business combinations<br>Customer relation-ships | Other assets[1] | Intangible rights | Develoment costs | Other intangible assets | Assets under development | Total |
|---|---|---|---|---|---|---|---|---|
| **Cost** | | | | | | | | |
| Balance at 1 January | 118,162 | 12,372 | 7,849 | 853 | 527 | 3,603 | 25 | 143,393 |
| Business combinations | 1,770 | 1,178 | 187 | - | - | - | - | 3,135 |
| Additions | - | - | - | 202 | 176 | 134 | 194 | 707 |
| Exchange differences | 199 | 31 | 7 | 7 | 3 | -3 | -1 | 243 |
| Disposals | - | - | - | - | - | -192 | - | -192 |
| Transfers between classes | - | - | - | - | - | 24 | -24 | - |
| Balance at 31 December | 120,132 | 13,581 | 8,043 | 1,063 | 707 | 3,567 | 194 | 147,286 |
| | | | | | | | | |
| **Accumulated amortisation and impairment losses** | | | | | | | | |
| Balance at 1 January | - | -2,976 | -3,304 | -768 | -234 | -2,935 | - | -10,217 |
| Business combinations | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - |
| Transfers between classes | - | - | - | - | - | - | - | - |
| Amortisation | - | -1,756 | -1,650 | -32 | -130 | -218 | - | -3,785 |
| Exchange differences | - | -43 | -21 | -3 | -0 | -2 | - | -70 |
| Balance at 31 December | - | -4,774 | -4,975 | -803 | -364 | -3,155 | - | -14,072 |
| | | | | | | | | |
| **Carrying amount at 1 January** | **118,162** | **9,397** | **4,546** | **85** | **293** | **668** | **25** | **133,176** |
| **Carrying amount at 31 December** | **120,132** | **8,806** | **3,068** | **260** | **342** | **412** | **194** | **133,214** |

[1] Comprised marketing-related intangibles, non-competing agreements and technology-based intangibles identified and recognised, refer to Note 3 Business combinations and acquisition of non-controlling interests for details.

## 13.2 Impairment testing of goodwill

For the purposes of impairment testing goodwill is allocated to the cash-generating units (CGUs) that are expected to benefit from the business combination in which the goodwill arose. A cash-generating unit is the smallest identifiable group of assets in the Group that generates inflows that are largely independent from the cash inflows from other assets or groups of assets. In Relais Group, goodwill is allocated to the subsidiary level. A cash-generating unit is impaired when its carrying amount exceeds its recoverable amount.

Relais determines recoverable amounts based on value-in-use calculations prepared using discounted future net cash flows. Value in use refers to the continuing use of the asset in its current condition by the owner of the asset. The calculations use cash flow projections based on the most recent long-term forecast approved by management and the Board of Directors, covering a five-year period. The cash flow projections exclude expansion investments. The Group defines the discount rate as WACC (weighted average cost of capital), which reflects the total cost of equity and debt while considering the asset-specific risks.

## Accounting judgements, estimates and assumptions

At each period-end Relais management assesses if there is any indication of impairment of goodwill (or intangible, tangible asset or right-of-use asset). The Group regularly monitors indicators such as Group's management reporting, changes in economic environment and market developments. Such indications may include, among others:

- unexpected changes in factors underlying impairment tests (revenues and profitability levels), and
- changes in market conditions, such as exchange rates

The determined recoverable amount determined is based on assumptions and estimates made by the management on, among others, future sales, production costs, sales growth rate and discount rate.

## Key data on impairment tests

*Carrying amounts of goodwill at reporting segment level*

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Finland & Baltics | 32,565 | 30,728 |
| Scandinavia | 87,561 | 89,404 |
| **Total** | **120,126** | **120,132** |

**) Carrying amount of goodwill allocated to each cash-generating unit*

| | 31 Dec 2024 | | 31 Dec 2023 | |
|---|---|---|---|---|
| In thousands of euro / Per cent | Goodwill | Pre-tax WACC | Goodwill | Pre-tax WACC |
| Awimex International AB | 3,388 | 10.9% | 3,499 | 13.4% |
| Startax Group | 8,595 | 11.4% | 8,595 | 13.9% |
| Huzells Tunga Delar AB | 13,153 | 10.9% | 13,584 | 13.4% |
| AB Reservdelar | 41,162 | 10.7% | 42,508 | 13.4% |
| SEC Set Ecofoss A/S | 3,881 | 11.1% | 3,884 | 13.6% |
| Strands Group AB | 12,569 | 11.0% | 12,962 | 13.4% |
| Raskone Oy | 23,970 | 11.2% | 22,133 | 13.9% |
| STS AB | 7,879 | 10.8% | 7,248 | 13.4% |
| Skeppsbrons Jönköping AB | 4,894 | 10.8% | 5,054 | 13.4% |
| Automateriell AS | 635 | 11.2% | 633 | - |
| Other | | | 32 | |
| **Total** | **120,126** | | **120,132** | |

*Growth rate after the forecast period used in impairment testing*

| Per cent | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Awimex International AB | 2% | 2% |
| Startax Group | 2% | 2% |
| Huzells Tunga Delar AB | 2% | 2% |
| AB Reservdelar | 2% | 2% |
| SEC Set Ecofoss A/S | 2% | 2% |
| Strands Group AB | 2% | 2% |
| Raskone Oy | 2% | 2% |
| STS AB | 2% | 2% |
| Skeppsbrons Jönköping AB | 2% | 2% |
| Automateriell AS | 1.5% | 1.5% |

The key assumptions of impairment testing are the discount rate, five-year average sales growth, the ratio of EBITDA to net sales and the growth rate after the forecast period.

Based on the impairment tests carried out, the goodwill was not impaired at 31 December 2024 nor 31 December 2023. The outcome of the tests performed indicate that the recoverable amount exceeded the carrying amount for all cash-generating units. Management estimates that any reasonably possible change in the key assumptions used would not cause the carrying amount to exceed the recoverable amount in any of the tested cash-generating units.

# 14 Tangible assets

Tangible assets of the Group mainly include machinery and equipment, capitalised leasehold improvement costs and other tangible assets. The cost comprises directly attributable incremental costs incurred in acquisition and installation, as applicable. Subsequently tangible assets are carried at cost, less any accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated by charging equal annual instalments to the income statement, over the estimated useful lives of the assets, which are as follows:

| | |
|---|---|
| Machinery and equipment | 5-8 years |
| Other tangible assets | 3-8 years |

Relais reviews expected useful lives and residual values at least at each financial year-end. If they differ significantly from previous estimates, the useful lives are adjusted prospectively. At each reporting date the Group assesses whether there is an internal or external indication that a tangible asset may be impaired. If any indication exists, Relais estimates the asset's recoverable amount. The Group recognises an impairment loss when the carrying amount of an asset exceeds its recoverable amount.

## 14.1 Reconciliation of carrying amounts

| 2024<br>In thousands of euro | Buildings and constructions | Machinery and equipment | Leasehold improvements | Other tangible assets | Under construction | Total |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| Balance at 1 January | 262 | 15,815 | 833 | 1,979 | 153 | 19,040 |
| Additions | | 1,333 | 44 | 321 | 375 | 2,073 |
| Business combinations | 237 | 1,268 | - | 1 | - | 1,506 |
| Exchange differences | -9 | -279 | - | -44 | -5 | -337 |
| Disposals | - | -115 | 13 | -69 | - | -197 |
| Transfers between classes | - | 277 | - | 87 | -364 | - |
| Balance at 31 December | 490 | 18,299 | 864 | 2,272 | 159 | 22,084 |
| | | | | | | |
| **Accumulated depreciation and impairment losses** | | | | | | |
| Balance at 1 January | -160 | -12,349 | -535 | -1,093 | - | -14,138 |
| Business combinations | -197 | -888 | - | - | - | -1,085 |
| Disposals | - | 16 | 1 | 29 | - | 45 |
| Transfers between classes | - | - | - | - | - | - |
| Depreciation | -24 | -1,273 | -21 | -192 | - | -1,511 |
| Exchange differences | 6 | 211 | | 20 | - | 236 |
| Balance at 31 December | -375 | -14,284 | -556 | -1,237 | | -16,452 |
| | | | | | | |
| **Carrying amount at 1 January** | **103** | **3,466** | **298** | **882** | **153** | **4,902** |
| **Carrying amount at 31 December** | **115** | **4,015** | **308** | **1,035** | **159** | **5,632** |

Refer to Note 15 Leases for disclosures on Group's tangible assets acquired under lease contracts.

| 2023<br>In thousands of euro | Buildings and constructions | Machinery and equipment | Leasehold improvements | Other tangible assets | Under construction | Total |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| Balance at 1 January | 161 | 13,973 | 946 | 1,500 | 67 | 16,647 |
| Additions | 84 | 1,724 | 4 | 542 | 312 | 2,667 |
| Business combinations | 13 | 548 | - | 128 | - | 689 |
| Exchange differences | 3 | 56 | - | 11 | 3 | 73 |
| Disposals | - | -581 | -117 | -338 | - | -1,035 |
| Transfers between classes | - | 95 | - | 132 | -229 | -2 |
| Balance at 31 December | 262 | 15,815 | 833 | 1,976 | 153 | 19,040 |
| | | | | | | |
| **Accumulated depreciation and impairment losses** | | | | | | |
| Balance at 1 January | -133 | -10,781 | -415 | -854 | - | -12,184 |
| Business combinations | -13 | -446 | - | -48 | - | -508 |
| Disposals | - | 157 | 55 | 35 | - | 247 |
| Transfers between classes | - | 52 | - | -50 | - | 2 |
| Depreciation | -12 | -1,297 | -175 | -170 | - | -1,654 |
| Exchange differences | -1 | -34 | - | -6 | - | -40 |
| Balance at 31 December | -160 | -12,349 | -535 | -1,093 | - | -14,138 |
| | | | | | | |
| **Carrying amount at 1 January** | **28** | **3,192** | **530** | **646** | **67** | **4,463** |
| **Carrying amount at 31 December** | **103** | **3,466** | **298** | **882** | **153** | **4,902** |

Refer to Note 15 Leases for disclosures on Group's tangible assets acquired under lease contracts.

# 15 Leases

## Relais as a lessee

Relais leases mainly premises, vehicles and other machinery and equipment used in business operations. Generally the Group recognises a leased asset (right-of-use asset) and a lease liability for all leases, except for short-term leases and leases of low-value items. Relais assesses at contract inception whether a contract is, or contains, a lease at inception of a contract. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Recognition and measurement**

Relais recognises a lease as a right-of-use asset and a corresponding lease liability when the leased asset is made available to the Group.

*Lease liability*

Initially the lease liability is measured at the present value of the lease payments that are not paid at the commencement date. The discount rate used by the Group is its incremental borrowing rate.

Relais does not separate non-lease-components, such as maintenance fees for leased premises, from lease components, but instead accounts for these together as a single lease component. The Group applies this practical expedient for all classes of underlying assets. This is mainly relevant for offices and workshops.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments
- variable lease payments that depend on an index or a rate, such as consumer price index, initially measured using the index or rate as at the commencement date of the contract
- amounts expected to be payable under a residual value guarantee, and
- the exercise price under a purchase option that the Group is reasonably certain to exercise.

Subsequently the lease liability is measured at amortised cost using the effective interest method. It is remeasured when

- there is a change in future lease payments arising from change in an index or rate
- if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or
- if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When a lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

*Right-of-use asset*

The right-of-use asset is initially measured at cost, which comprises:

- the amount of the initial measurement of the lease liability
- any lease payments made at or before the commencement date, less any lease incentives
- any initial direct costs incurred by the Group, and
- an estimate of restoration costs, if any, to be incurred by the Group.

Subsequently the right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for certain remeasurements of the lease liability. Relais depreciates right-of-use assets on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. Management considers various factors in determining useful lives and depreciation rates, such as historical experience and nature of assets. Right-of-use assets are tested for impairment if there is an indicator for impairment, as for owned assets. Any impairment loss identified is recorded in the income statement. The amount of the non-removable leasehold improvements is low.

**Lease term**

The lease term is the non-cancellable period for which Relais has the right to use the underlying asset. The Group's leases typically are valid until terminated by either the lessor or Relais, or they have a fixed term with certain agreements having an option for extension. The lease term of leases with non-fixed term (i.e. valid until further notice) is determined by management. As for leases with an extension option, the estimated impact of the option is included in the lease liability if it is reasonably certain that the option will be exercised. If there is a change in the likelihood of the option being exercised, the lease liability and the related asset are reassessed.

**Leases in cash flow statement**

Relais classifies cash payments for the principal portion of the lease liability within financing activities, payments for short-term leases, low-value assets and variable amounts, if any, within operating activities, and the interest portion of the lease liability as operating cash flows.

**Short-term leases and leases of low-value assets (exemptions)**

Relais does not recognise right-of-use assets and lease liabilities for:

- leases of low-value assets (each asset with a value of approximately EUR 5,000 or less when new). Such assets mainly include IT equipment, and
- short-term leases (that have a lease term of 12 months or less). The Group applies the practical expedient for all classes of underlying assets.

Relais expenses the related lease payments on a straight-line basis over the lease term.

## Relais as a lessor (subleases)

Some subsidiaries of the Group act as a lessor, for example subleasing office premises to third parties. Such subleases are accounted for as operating leases as they do not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Resulting lease income is recognised over the lease term on a straight-line basis. The amount of sublease income is not significant for the Group.

## Accounting judgements, estimates and assumptions

Relais management has applied judgement in the following areas: determining the lease term for non-fixed-term leases and determing the incremental borrowing rate.

The Group uses extension and termination options to maximise operational flexibility in terms of managing contracts. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extention options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Lease terms are negotiated on individual basis. Relais has several property-related lease agreements that are either indefinite with short notice period or initially fixed-term but include extension or termination options. Assessing the probable leas term and the potential future use of these options requires significant judgment. When evaluating the lease term of such agreements, management considers the relevant facts and circumstances. In determining the lease period for renewable or cancellable leases with no specific incentive the Group uses a lease period of three to five years. The lease term for renewable or cancellable contracts and for any extension options have been determined by each company based on the Relais strategy and management's best estimate.

Relais determines incremental borrowing rate for each subsidiary at the time of agreement. The rate used impacts the lease liabilities, value of right-of-use assets, and the split between depreciation and interest expenses. Management uses judgement in determining the incremental borrowing rate that would reflect the rate of interest that Relais would have to pay to borrow the amount necessary to obtain an asset of similar value, in a similar economic environment with similar terms and conditions. To arrive at the incremental borrowing rate Relais applies the respective country's (economic environment) risk-free rate for the term corresponding to the lease term, adjusted for own credit risk.

### 15.1 Items recognised in income statement and cash flow statement

| In thousands of euro | | 2024 | 2023 |
|---|---|---|---|
| Income statement | | | |
| Expense relating to leases of low-value assets (included in the line item Other operating expenses) | | -312 | -235 |
| Expense relating to short-term leases (included in the line item Other operating expenses) | | -11 | -7 |
| Depreciation charge for right-of-use assets (included in the line item Depreciation, amortisation and impairment losses) | Premises | -12,946 | -12,228 |
| | Vehicles and others | -875 | -728 |
| | Total | -13,821 | -12,956 |
| Interest expense on lease liabilities (Included in the line item Financial expenses) | | -2,088 | -1,732 |
| | | | |
| Cash flow statement | | | |
| Total cash outflow for leases[1] | | -15,685 | -14,144 |

1 The comparative figure has been adjusted to include interest of lease liabilities as well as low-value and short-term leases

### 15.2 Lease liabilities

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Current | 12,134 | 13,709 |
| Non-current | 46,477 | 49,420 |
| **Total** | **58,611** | **63,129** |

The weighted average incremental borrowing rate of the Group applied for discounting purposes was 3.72% (3.14%). The above liabilities are presented on the line item Lease liabilities (non-current / current) in the consolidated balance sheet, based on their maturity. For the maturity analysis refer to Note 22.5 Liquidity risk.

### 15.3 Leased tangible assets

| 2024<br>In thousands of euro | Premises | Vehicles and other | Total |
|---|---|---|---|
| **Cost** | | | |
| Balance at 1 January | 91,887 | 3,232 | 95,120 |
| Additions | 437 | 706 | 1,143 |
| Business combinations | 4,356 | 14 | 4,370 |
| Exchange differences | -1,070 | -85 | -1,155 |
| Disposals | | -170 | -170 |
| Revaluations | 4,206 | 38 | 4,244 |
| Balance at 31 December | 99,816 | 3,740 | 103,556 |
| | | | |
| **Accumulated depreciation and impairment losses** | | | |
| Balance at 1 January | -32,414 | -1,774 | -34,188 |
| Disposals | | 96 | 96 |
| Depreciation | -12,946 | -875 | -13,821 |
| Exchange differences | 369 | 39 | 409 |
| Balance at 31 December | **-44,991** | **-2,513** | **-47,505** |
| | | | |
| **Carrying amount at 1 January** | **59,473** | **1,458** | **60,932** |
| **Carrying amount at 31 December** | **58,825** | **1,226** | **56,051** |

Leased tangible assets are presented as a separate line item Right-of-use assets in the consolidated balance sheet.

| 2023<br>In thousands of euro | Premises | Vehicles and other | Total |
|---|---|---|---|
| **Cost** | | | |
| Balance at 1 January | 74,763 | 2,431 | 77,194 |
| Additions | 4,949 | 907 | 5,855 |
| Business combinations | 1,014 | 132 | 1,146 |
| Exchange differences | 232 | 22 | 254 |
| Disposals | -34 | -284 | -319 |
| Revaluations | 10,964 | 24 | 10,988 |
| Balance at 31 December | 91,887 | 3,232 | 95,120 |
| | | | |
| **Accumulated depreciation and impairment losses** | | | |
| Balance at 1 January | -20,087 | -1,230 | -21,316 |
| Disposals | 22 | 198 | 221 |
| Depreciation | -12,228 | -728 | -12,956 |
| Exchange differences | -121 | -14 | -136 |
| Balance at 31 December | **-32,414** | **-1,774** | **-34,188** |
| | | | |
| **Carrying amount at 1 January** | **54,676** | **1,201** | **55,878** |
| **Carrying amount at 31 December** | **59,473** | **1,458** | **60,932** |

Leased tangible assets are presented as a separate line item Right-of-use assets in the consolidated balance sheet.

## 15.4 Lease commitments

The Group has lease contracts for premises and vehicles that had not yet commenced at 31 December 2024. The future discounted lease payments for these non-cancellable leases amount EUR 12,607 (172) thousand.

# 16 Inventories

Inventories are stated at the lower of cost and net realisable value. Relais determines cost by using the first-in, first-out (FIFO) method. The cost of purchased products consists of:
- the purchase price
- other variable costs, such as freight, custom duties and product handling to ready-to-sell state incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale. Write-downs of inventories are recognised under the line item Materials and services. Subsidiaries monitor the turnover rate of inventories regularly using various methods, based, for example, on recent sales transactions.

Inventories included a write down and an increase in the obsolescence provision of EUR 960 thousands (2023: EUR 716 thousand) at the end of the financial year 2024.

## 16.1 Carrying amounts

| EUR thousands | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Finished goods | 81,701 | 71,383 |
| Goods in transit | 2,941 | 2,983 |
| Prepayments for inventories | 2,324 | 2,903 |
| Obsolescence provision | -3,949 | -3,900 |
| Other inventories | 655 | 736 |
| **Total** | **83,672** | **74,105** |

# 17 Financial assets

**Classification**

Relais classifies financial assets of the Group either as financial assets measured at amortised cost, or financial assets measured at fair value through profit or loss (FVTPL). Classification of financial assets is made based on their purpose of use upon initial recognition. Classification relies on the objectives of Relais's business model and the contractual cash flows from financial assets, or by applying the fair value option upon initial recognition.

All purchases and sales of financial assets are recognised at the trade date. For financial assets not carried at fair value through profit or loss, transaction costs are included in the initial carrying amount. Financial assets are derecognised when Relais loses the rights to receive the contractual cash flows on the financial asset or it has transferred substantially all the risks and rewards of ownership outside the Group.

**Financial assets measured at amortised cost**

At Relais financial assets measured at amortised cost primarily comprise trade receivables and cash and cash equivalents. The Group also has a small amount of investments. Assets classified in this category are measured at amortised cost using the effective interest (EIR) method. In the Group trade receivables are held within a business model whose objective is to collect the contractual cash flows, and those cash flows that are solely payments of principal and interest. Trade receivables are current assets that the Group has the intention to hold for less than 12 months from the end of reporting period. The carrying amounts of trade receivables are expected to substantially equal their fair values. For credit loss accounting, refer to Note 22.4 Credit risk. The Group's cash and cash equivalents consist of cash on hand, demand deposits and short-term, highly liquid investments. Items qualifying as cash equivalent have a maturity of three months or less from the date of acquisition.

**Financial assets measured at fair value through profit or loss**

Relais classifies in this category derivative instruments (interest swaps) with positive fair values at the period-end, acquired for hedging purposes but which are not hedge accounted. These financial assets are classified either as non-current or current financial assets, based on their maturity. The Group had no valid interest rate swaps at 31 December 2024 nor 31.12.2023.

## 17.1 Carrying amounts

| In thousands of euro | Note | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|---|
| At amortised cost | | | |
| Trade receivables | 22.4 | 33,542 | 35,075 |
| Cash and cash equivalents | | 9,636 | 9,675 |
| Investments | | 277 | 285 |
| Other current financial assets | | - | - |
| **Total** | | **43,455** | **45,035** |
| | | | |
| At fair value through profit or loss | | | |
| Derivative instruments | 21.1 | - | - |
| **Total** | | - | - |

The book value of pledged bank accounts totaled zero at 31 December 2024 (zero at 31 December 2023).

# 18 Other receivables

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Current income tax receivables | 1,617 | 4,024 |
| Annual discounts from suppliers (assets) | 1,938 | 1,432 |
| Other prepayments and accrued income | 3,461 | 2,934 |
| VAT receivable | 894 | 1,401 |
| Other receivables | 783 | 579 |
| **Total** | **8,694** | **10,370** |

# 19 Equity

Relais classifies the instruments it has issued either as financial liabilities or equity instruments, based on their nature.

- A financial liability is an instrument that obligates Relais to deliver cash or another financial asset, or the holder has a right to demand cash or another financial asset.
- An equity instrument is any contract that evidences a residual interest in the assets of Relais after deducting all of its liabilities.

The parent company has one class of shares, and each share entitles the shareholder to one vote at the General Meeting. No voting restrictions or limits on the number of shares that can be held are in place. The company's shares do not have a nominal value. All shares provide equal entitlements to the dividend and other fund distribution (including fund distribution in dissolution situations). All shares issued have been fully paid.

The Group's equity comprises the following:

Share capital: consists of the parent company Relais Group Plc's ordinary shares. The subscription price of a share received by the company in connection with share issues is credited to the share capital, unless it is provided in the share issue decision that a part of the subscription price is to be recorded in the Reserve for invested unrestricted equity. Transaction costs directly attributable to the issue of new shares are recorded in equity as a deduction, net of tax, from the proceeds.

Reserve for invested unrestricted equity: this reserve comprises other equity investments and that part of the share subscription price that has not specifically been allocated to share capital.

Treasury shares: the consideration paid for treasury shares including any attributable transaction costs, net of taxes, is deducted from the parent company's equity until the shares are cancelled. In case such shares are subsequently sold or reissued, any consideration received is recognised directly in equity.

Translation differences: The reserve includes cumulative translation differences arisen from the translation of the financial statements of foreign operations into euro.

Retained earnings: Retained earnings are earnings accrued over the previous financial years that have not been transferred to equity reserves or issued as dividends to owners.

### 19.1 Movements in share numbers and Group's equity

The table below discloses changes in the number of shares and respective changes in Group's equity.

| In thousands of euro/pcs | Number of shares (pcs) | Share capital | Reserve for invested unrestricted equity |
|---|---|---|---|
| At 1 January 2023 | 18,132,308 | 80 | 74,125 |
| Total movements | - | - | 24 |
| At 31 December 2023 | 18,132,308 | 80 | 74,149 |
| | | | |
| At 1 January 2024 | 18,132,308 | 80 | 74,149 |
| Total movements | | | -884 |
| At 31 December 2024 | 18,132,308 | 80 | 73,265 |

Relais Group Oyj initiated a share buyback program on May 8, 2024. During the period, the company repurchased a total of 71,735 of its own shares. On December 23, 2024, Relais Group announced the cancellation of its own shares in accordance with the decision of the Board of Directors. The cancellation of the shares was registered in the Trade Register on January 28, 2025

According to the shareholder register maintained by Euroclear Finland, Relais had 2,738 (2,758) shareholders at the end of the financial year.
Refer to Note 3 Business combinations and acquisitions of non-controlling interests for details on the business combinations effected in 2024 and 2023.

## Share issues

**Year 2024**

No share issues in 2024.

**Year 2023**

No share issues in 2023.

## 19.2 Dividend distribution

Dividend distribution to the parent company's shareholders is recognised as a liability in the balance sheet in the period in which the dividends are approved by the Annual General Meeting. Relais's dividend policy is to target annual dividends that exceed 30 percent of the average comparable earnings per share of the Group, over a business cycle. In proposing the dividend, the Group's equity, acquisition opportunities and financing needs related to them, liquidity position, long-term financing and investment needs, growth plans, the requirements of the Limited Liability Companies Act for distribution of dividends and other factors that the company's Board of Directors consider important are taken into account.

For each year, the future amount of dividends, if any, and their timing will depend on the future results of the subsidiaries, financial position, cash flows, investment needs, solvency, the ability of the company's subsidiaries to distribute dividends or otherwise transfer assets to the company, and other factors.

Under the Finnish Limited Liability Companies Act, the amount of capitalised development costs (accounted for in accordance with the Finnish Accounting Act) is deducted from unrestricted equity in calculating distributable funds.

The AGM of 10 April 2024 decided that, in accordance with the board's proposal, a dividend of EUR 0.44 per share will be paid from the parent company's distributable assets to the shareholders who, on the record date of the dividend payment, April 12, 2024, were entered in the company's shareholder register maintained by Euroclear Finland Oy. The dividend will be paid in two installments. The first installment of the dividend 0.22 per share was paid on April 19, 2024. The second installment of the dividend 0.22 per share was paid November 11, 2024 to the shareholders who were entered in the company's shareholder register maintained by Euroclear Finland Oy on November 4, 2024.

A total of EUR 8.0 million in dividends was paid out.

## 19.3 Share-based and equity-settled incentive and option schemes

Relais Group has three share-based and equity-settled long-term incentive and option schemes:

1) Two stock option plans for key employees were launched on 8 May 2024. The target group of the stock option plan consists of 12 key employees. A total of 57,000 new stock options out of a maximum of 90,000 stock options were granted and accepted by the recipients on 31 May 2024.

2) Two stock option plans for key employees were launched on 10 August 2023. The options were granted and accepted by the recipients on 5 September 2023 and 31 May 2024. The target group of the stock option plan consists of 12 key employees. At the end of the review period 116,000 stock options had been issued out of a total of 120,000 stock options.

3) Current and former members of the Board of Directors of Relais and their heirs owned a total of 777,250 Relais option rights related to an option program implemented in 2017. The option rights entitle the holders to subscribe for a total of 777,250 Relais shares, which corresponds to approximately 4.3% of Relais' shares and the voting rights produced by them after the subscriptions.

The options are intended to encourage key personnel to work long-term to increase shareholder value. The options also aim to commit key personnel to the employer. The options are granted free of charge. The shares to be subscribed based on the issued options correspond to a maximum of 5.0% of the company's total shares and votes after possible share subscriptions if new shares are issued in the subscription. As a result of share subscriptions with options, the number of the company's shares may increase by up to 950,250 shares if new shares are issued in the subscription. The subscription price for a share to be subscribed with an option is between 0.01 and 15.28 euros. The subscription price of the share is recorded in the company's invested unrestricted equity fund. The subscription price is reduced annually by the dividends and capital returns paid per share.

For more information on these schemes, please see note 7, the Remuneration Report 2024 and Relais Group's investor pages under Corporate Governance and Remuneration.

The following table presents the number of stock options and the weighted average exercise prices, as well as changes in the options during the year (excluding synthetic options):

| Pcs / Euro | 2024 Number | 2024 Weighted average exercise price | 2023 Number | 2023 Weighted average exercise price |
|---|---|---|---|---|
| **Outstanding at 1 January** | 877,250 | 3.11 | 777,250 | 1.8 |
| Granted during the year | 73,000 | | 100,000 | |
| Forfeited during the year | | | - | |
| Excercised during the year | | | - | |
| Expired during the year | | | - | |
| **Outstanding at 31 December**[1] | **950,250** | **3.70** | **877,250** | **3.11** |
| Excercisable at 31 December | **777,250** | **1.35** | **777,250** | **1.58** |

The expiration dates for the option series are as follows:

| Option series | Expiration date |
|---|---|
| 2017 E-F, 2019 E | 31 December 2030 |
| 2023 A-B | 30 June 2026 |
| 2024 A-B | 30 June 2027 |

[1] The difference of EUR 0.59 in the weighted average exercise price for 2024 arises from the dividend distribution and options excercised during year 2024.

## 19.4 Capital management

The target for Group's capital management is to increase shareholder value by enabling the execution of Group's growth strategy in terms of corporate acquisitions and organic growth. The key elements of capital management are operative cash flow, debt financing, share issues and dividend distribution.

Debt financing, share issues and operative cash flow, separately or jointly, may be used for financing Group's acquisitions. According to the SFA (Senior Facility Agreement) between the Group and its main bank, the use of debt financing is subject to customary financial covenants. The covenents, reported to the bank by quarter, are monitored on a monthly basis. Group's target is to maintain adequate safety margins against covenant tresholds at all times.

Group's dividend policy is to target annual dividends that exceed 30% of the average comparable profit of the Group over a business cycle. Any issuance of new shares in connection with corporate transactions is subject to the Board's discretion and respective Board's authorisations in effect.

In the financial years 2024 and 2023, Relais monitored capital using the equity ratio which is calculated by dividing total equity by total assets (current and non-current) in the consolidated balance sheet. The equity ratio indicates how much of the assets are financed by the owners' capital. Refer to Note 20.4 Financial covenants.

## 19.5 Authorisations

On 10 April 2024, the Annual General Meeting (AGM) authorised the Board of Directors to resolve on the acquisition of a maximum of 1,813,231 of the company's own shares in one or more tranches using the company's unrestricted equity. The company may buy back shares in order to develop its capital structure, finance and implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees, or otherwise transfer or cancel them. The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorisation period and, similarly, their maximum price equals the highest market price quoted in public trading during that period. The authorisation is effective until the end of the Annual General Meeting held in 2024, yet no further than until 30 June 2024.

On 10 April 2024, the AGM authorised the Board of Directors to decide on issuing a maximum of 3,626,462 shares in a share issue or on granting special rights (including share options) entitling holders to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or several tranches. This authorisation may be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board. The authorisation grants the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including the subscribers or the recipients of said special rights and the payable consideration. The authorisation also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e. by issuing them in a directed manner. The authorisation of the Board covers the issue of new shares and the transfer of any shares that may be held by the company.

The authorisation is effective until the end of the AGM held in 2025, yet no further than until 30 June 2025.

# 20 Financial liabilities

Relais classifies financial liabilities in two measurement categories as follows: financial liabilities measured at fair value through profit or loss (FVTPL), and financial liabilities measured at amortised cost. The categorisation determines whether and where any remeasurement to fair value is recognised.

Generally financial liabilities are classified either as non-current or current financial liabilities based on their maturity. However, a financial liability is classified as current if Relais does not have an right to defer settlement of the liability for at least 12 months after the end of the reporting period. In respect of loans and borrowings current financial liabilities comprise the portion falling due within less than 12 months.

A financial liability (or part of the liability) is not derecognised until the liability has ceased to exist, that is, when the obligation identified in a contract has been fulfilled, cancelled or is no longer effective.

**Financial liabilities at fair value through profit or loss (FVTPL)**

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Such financial liabilities are measured at fair value both at initial recognition and thereafter, and resulting fair value changes are recognised under financial items in profit or loss. In Relais this category includes:

- derivative instruments (interest swaps) with negative fair values at the end of the reporting period, acquired for hedging purposes but which are not hedge accounted, and
- contingent considerations arisen from business combinations (refer to Note 3 Business combinations and acquisition of non-controlling interests).

**Financial liabilities at amortised cost (other financial liabilities)**

In Relais, this category primarily includes borrowings from financial institutions, lease liabilities and trade payables. Other financial liabilities are initially recognised at fair value. Transaction costs are included in the original carrying amount. Subsequently these financial liabilities are measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

### 20.1 Breakdown of financial liabilities

| In thousands of euro | Note | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|---|
| At amortised cost | | | |
| | | | |
| *Non-current* | | | |
| Borrowings from financial institutions | 22 | 83,831 | 88,845 |
| Lease liabilities | 15 | 46,477 | 49,420 |
| Other non-current financial liabilities | 22 | 1,022 | 598 |
| | | **131,328** | **138,863** |
| *Current* | | | |
| Borrowings from financial institutions | 22 | 7,000 | 7,096 |
| Lease liabilities | 15 | 12,134 | 13,709 |
| Trade payables | 22 | 27,229 | 21,346 |
| Other current financial liabilities | | 1,247 | 1,885 |
| | | **47,610** | **44,036** |
| **Total financial liabilities at amortised cost** | | **178,938** | **182,899** |
| | | | |
| At fair value through profit or loss | | | |
| | | | |
| *Non-current* | | | |
| Contingent considerations | 3, 21 | - | - |
| Derivative instruments | 21, 22.2 | - | - |
| | | **-** | **-** |
| *Current* | | | |
| Contingent considerations | 3, 21 | - | - |
| **Total financial liabilities at fair value through profit or loss** | | **-** | **-** |
| **Total financial liabilities** | | **178,938** | **182,899** |

The contingent considerations shown in the table are included in the balance sheet items Other non-current financial liabilities and Other current financial liabilities. Their terms are disclosed in Note 3 Business combinations and acquisitions of non-controlling interests. In 2024, the company paid a debt of 1 million euros related to the acquisition of SEC Scandinavia A/S, which was recoreded under other shot-term financial liabilities, to the company's previous owners in December 2024.

## 20.2 Terms of loans and borrowings, lease liabilities and repayment schedule

The major terms and conditions of outstanding loans and borrowings and lease liabilities are as follows:

| | At 31 Dec 2024 | | | | |
|---|---|---|---|---|---|
| | Currency | Nominal interest rate | Year of maturity | Fair value | Carrying amount |
| Borrowings from financial institutions (acquisition loan) | EUR | EURIBOR 6 mos.+2.1% | 2026 | 59,302 | 59,302 |
| Borrowings from financial institutions (acquisition loan) | SEK | STIBOR 6 mos+2.1% | 2026 | 31,529 | 31,529 |
| Lease liabilities | several | several | 2025-2035 | | 58,611 |

The related company mortgages are disclosed in Note 24 Provisions, contingencies and commitments.

## 20.3 Changes in financing arrangements

On April 30, 2024, Relais Group announced that it had agreed with its main bank to extend the validity of its financing agreement, originally signed in 2019 and last amended in February 2023. The validity of the financing agreement was extended by one year until May 31, 2026. The previous expiration date of the agreement was May 31, 2025. The terms of the extended agreement remained largely unchanged. The maximum amount of financial liabilities under the new extended financing agreement remained unchanged at 126.7 million euros, consisting of up to 107.2 million euros in acquisition financing, a 12.5 million euro uncommitted note arrangement, and a 7.0 million euro RCF limit.

## 20.4 Financial covenants

The Group's borrowings from financial institutions involve financial covenants. The related liabilities amounted to EUR 150.9 (160.7) million at 31 December 2024. The Group has to comply with the financial covenant terms concerning leverage, equity ratio and cash flow on a quarterly basis. Leverage is calculated by dividing net debt with proforma EBITDA. When calculating equity ratio, consolidated equity is divided with total consolidated assets.

The Group includes within cash flow cover the ratio of cash flow to debt service. Specific terms agreed in the SFA are taken into consideration when calculating leverage and cash flow cover covenants. During the year 2024 all the financial covenants were monitored based on financial information prepared in accordance with the International Financial Standards (IFRS). Relais was in compliance with the covenants during the financial years 2024 and 2023. Refer to Note 19.4 Capital management.

| | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Equity ratio, %, | 35.6 | 33.6 |
| Leverage | 2.70 | 3.43 |
| Cash flow cover | 1.72 | 1.08 |

## 20.5 Interest bearing net debt reconciliation

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Non-current loans from financial institutions | 83,831 | 88,845 |
| Current loans from financial institutions | 7,000 | 7,096 |
| Lease liabilities | 58,611 | 63,129 |
| Other interest bearing liabilities | 1,476 | 1,615 |
| Cash and cash equivalents | 9,636 | 9,675 |
| **Net interest bearing liabilities** | **141,283** | **151,010** |

| 2024<br>In thousands of euro | Lease liabilities | Loans from financial instituions | Cash and cash equivalents | Total |
|---|---|---|---|---|
| **Balance at 1 January** | 63,129 | 97,556 | 9,675 | 151,010 |
| Translation differences | -767 | -691 | | -1,475 |
| Cash flows | -13,273 | -5,415 | -40 | -18,649 |
| Business combinations | 4,128 | 875 | | 5,003 |
| New leases | 1,147 | | | 1,147 |
| Interest expenses | 2,088 | 5,694 | | 7,796 |
| Interest payments in operating cash flow | -2,088 | -5,711 | | -7,781 |
| Revaluation of lease liabilities | 4,247 | | | 4,247 |
| **Balance at 31 December** | **58,611** | **92,308** | **9,636** | **141,283** |

| 2023<br>In thousands of euro | Lease liabilities | Loans from financial instituions | Cash and cash equivalents | Total |
|---|---|---|---|---|
| **Balance at 1 January** | 57,183 | 103,932 | 13,527 | 147,588 |
| Translation differences | 127 | 350 | 510 | -34 |
| Cash flows | -12,170 | -7,552 | -4,362 | -15,360 |
| Business combinations | 502 | 827 | | 1,329 |
| New leases | 6,499 | | | 6,499 |
| Interest expenses | 1,732 | 5,021 | | 6,753 |
| Interest payments in operating cash flow | -1,732 | -5,021 | | -6,753 |
| Revaluation of lease liabilities | 10,988 | | | 10,988 |
| **Balance at 31 December** | **63,129** | **97,556** | **9,675** | **151,010** |

# 21 Fair values of financial assets and financial liabilities

At financial year-end 2024 the Group had no financial assets or liabilities classified at fair value.

## 21.1 Accounting classification and fair values

The following tables show the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy (for the fair value hierarchy refer to Note 1.7 Measurement of fair values). The table excludes fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

| | | Carrying amount | Fair value | | | |
|---|---|---|---|---|---|---|
| In thousands of euro | Note | | Level 1 | Level 2 | Level 3 | Total |
| **At 31 December 2024** | | | | | | |
| Financial assets measured at fair value | | | | | | |
| Interest rate swaps (not hedge accounted) | 17.1 | – | – | – | – | – |
| **Total** | | – | – | – | – | – |
| | | | | | | |
| Financial liabilities measured at fair value | | | | | | |
| Contingent considerations | 3, 20.1 | – | – | – | – | – |
| **Total** | | **-** | – | – | – | – |
| | | | | | | |
| Financial liabilities not measured at fair value | | | | | | |
| Current borrowings from financial institutions | 20, 22 | 7,000 | – | – | 7,000 | **7,000** |
| Non-current borrowings from financial institutions | 20, 22 | 83,831 | – | – | 83,831 | **83,831** |
| Other non-current financial liabilities | 20, 22 | 1,020 | – | – | 1,020 | **1,020** |
| Other current financial liabilities | 20, 22 | 1,247 | – | – | 1,247 | **1,247** |
| **Total** | | **93,098** | **-** | **-** | **93,098** | **93,098** |
| | | | | | | |
| **At 31 December 2023** | | | | | | |
| Financial assets measured at fair value | | | | | | |
| Interest rate swaps (not hedge accounted) | 17.1 | – | – | – | – | **-** |
| **Total** | | **-** | **-** | **-** | **-** | **-** |
| | | | | | | |
| Financial liabilities measured at fair value | | | | | | |
| Contingent considerations | 3, 20.1 | – | – | – | – | **-** |
| **Total** | | **-** | **-** | **-** | **-** | **-** |
| | | | | | | |
| Financial liabilities not measured at fair value | | | | | | |
| Current borrowings from financial institutions | 20, 22 | 7,096 | – | – | 7,096 | **7,096** |
| Non-current borrowings from financial institutions | 20, 22 | 88,845 | – | – | 88,845 | **88,845** |
| Other non-current financial liabilities | 20, 22 | 598 | – | – | 598 | **598** |
| Other current financial liabilities | 20, 22 | 1,009 | – | – | 1,009 | **1,009** |
| **Total** | | **97,547** | **-** | **-** | **97,547** | **97,547** |

# 22 Financial risk management

## 22.1 Financial instruments – risk management objectives and policies

Relais's principal financial instruments are exposed to risk factors where the principal variables are:

- changes in the market, and
- customer behavior.

Risks affecting the Group's financial assets are mainly related to changes in counterparties payment behavior and credit risk. The Group's financial liabilities which comprise floating rate loans are effected by changes in the interest rate, and are thus exposed to interest rate risk. Liquidity or refinancing risk may arise if Relais is not able to to arrange funding at terms and conditions corresponding to its creditworthiness.

The management assesses the risk framework periodically and the senior management oversees the management of these risks in accordance to the Group's financial risk governance framework. Relais has appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Relais uses derivative instruments for hedging interest rate risks, refer to Note 22.2 Interest rate risk for details. The Group does not apply hedge accounting.

Market risk is the risk that the fair value or future cash flows arising from financial instruments will fluctuate beacause of changes in market prices or market conditions. Market risk comprises three types of risk:

- interest rate risk,
- foreign currency risk, and
- other price risk, such as equity price risk and commodity risk.

The financial instruments of the Group affected by market risk include loans and borrowings and deposits.

## 22.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the interest rate fluctuations relates primarily to the portion of the Group's non-current debt obligations that have floating interest rates. The non-current bank loans that have floating interest rates are linked to Euribor and Stibor rates. Changes in market interest rates have a direct effect on the Group's future interest payments.

Relais's policy of reducing the effects of interest rate risk is to maintain a predetermined balance between the total amount of loan facilities acquired and the liquidity position. Management assesses the interest rate risk at each reporting date to establish the actions required to maintain a stable interest rate environment. The Group has the ability to renegotiate the terms of the financial instruments in case the market environment and interest rate environment changes.

Relais uses derivatives for hedging interest rate risks. The derivatives are measured at fair value through profit or loss.

**Interest rate sensitivity analysis**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. The sensitivity analysis has been performed based on the assumption of a positive reference interest rate and outstanding loan amount at the end of the reporting period excluding any future amortisations. The changes in the insterest rate level are shown in full without considering the effects of possible contractual interest rate floors related to loans. With all other variables held constant and the interest rate is changed by 100 basis points, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

| | | Effect on profit before tax | |
|---|---|---|---|
| In thousands of euro | Increase/decrease in bps | 31 Dec 2024 | 31 Dec 2023 |
| 6 month Euribor | +100 | -593 | -603 |
| 6 month Stibor | +100 | -315 | -356 |
| 6 month Euribor | -100 | 593 | 603 |
| 6 month Stibor | -100 | 315 | 356 |

For interest-bearing financial liabilities, the interest rate ranged between 4.65%-6.15% during the financial year.

## 22.3 Foreign currency risk

The parent company's functional currency is euro, and the subsidiaries' functional currencies, depending on the subsidiary's economic environment, are the euro, Swedish Krona, Norwegian Krone and Danish Krone. When consolidating the financial statements of the subsidiaries operating in these countries in the consolidated financial statements in euro, the parent company is exposed to translation risk. The Group does not hedge translation risk.

Relais Group companies are exposed to exchange rate risk (transaction risk) from transactions that are made in a currency other than the company's functional currency. The Group is exposed to transaction risk mainly concerning its goods imports from the Far East, where the main trading currency is the US Dollar. Relais is exposed to exchange rate risk related to fluctuations in the exchange rate between the parent company's functional currency and the US Dollar. The parent company manages the Group's transaction risk by using forward contracts, if necessary, and by transferring exchange rate changes to the sales prices of products, thereby trying to eliminate the effect of exchange rate changes on the Group's gross margin. If the average USD exchange rate in the financial year 2024 had been 10% stronger than realised, the effect on profit before taxes - without the impact of customer prices increases - would have been EUR -3,895 thousand (2023: EUR -1,372 thousand). If the USD closing rate on the balance sheet date had been 10% stronger compared to the actual closing rate, the effect on the profit before taxes due to the exchange rate difference of trade payables would have been approximately EUR -130 thousand (2023: EUR -66 thousand).

Relais Group Plc has also has interest-bearing debt denominated in Swedish Krona, which poses a potential currency exchange risk. If the SEK exchange rate on the balance sheet date had been 10% stronger than the actual exchange rate, the impact on profit before taxes due to the exchange rate difference of the interest-bearing debt would have been approximately -3,503 thousand euros (2023: -3,955 thousand euros). The parent company also has loan receivables from group companies denominated in Swedish Krona, Norwegian Krone, Danish Krone, and US Dollar. The table below illustrates the impact of exchange rate changes of these currencies on the group's profit.

| | 31 Dec 2024 Base Currency | | 31 Dec 2023 Base Currency | |
|---|---|---|---|---|
| In thousands of euro Base currency/ Quote currency | 10 % stronger profit before taxes | 10 % weaker profit before taxes | 10 % stronger profit before taxes | 10 % weaker profit before taxes |
| EUR/USD | 24 | -24 | 7 | -7 |
| EUR/SEK | 7,316 | -7,316 | 7,555 | -7,555 |
| EUR/NOK | 120 | -120 | 126 | -126 |
| EUR/DKK | 111 | -111 | 111 | -111 |

The following table presents the Group's equity exposure to exchange rate fluctuation and its sensitivity effects. The sensitivity calculation is based on a 10% change in the Euro exchange rate against the Group's functional currency.

| | 2024 | | 2023 | |
|---|---|---|---|---|
| In thousands of euro | Exposure | Sensitivity | Exposure | Sensitivity |
| EUR/SEK | 64,064 | 7,116 | 48,233 | 5,359 |
| EUR/NOK | 8,333 | 926 | 9,255 | 1,028 |
| EUR/DKK | 3,468 | 385 | 2,501 | 278 |
| **Total** | **75,847** | **8,427** | **59,989** | **6,665** |

## 22.4 Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Relais is exposed to credit risk from its operating activities, which primarily include trade receivables and bank balances.

Customer credit risk is managed by each business unit by recognising the customer prior the trading.  Credit quality of a customer is assessed and  individual credit limits are defined in accordance with this assessment.  Relais trades only with recognised, creditworthy parties. Receivable balances are monitored and collected on an ongoing basis. The maximum exposure to credit risk at the reporting date is the carrying amount of financial assets. There are no significant concentrations of credit risk within the Group.

**Trade receivables - expected credit losses**

Relais assessess the status of the trade receivables at each reporting date on a quarterly basis. The Group uses the simplified method of assessing the potential expected credit losses (ECL) on its trade receivables, and the senior management uses the following metrics to judge the level of impairment for the trade receivables:

- Future economic conditions in relation to industry financial status
- Historical credit losses
- Customers' historical payment behavior
- Customer type (public or private sector)
- The discounted cash flow effect of the matured and past due payments based on the time value of money.

All trade receivables over 360 days past due are considered to be defaulted and are subject to the ECL provisions in full. However, also in these receivables the senior management makes an overall assessment of the impairment.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due from different customer segments with similar loss patterns (i.e., by public sector and private sector). The calculation reflects the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Trade receivables which are over 360 days past due are considered as defaulted. Past due trade receivables are subject to enforcement activity and collection. The collection process is managed by the customer responsible subsidiairies.

The Group's maximum exposure to credit risk at any given moment is its trade receivables. The Group's trade related transactions are both mainly from private but also from public clients. The public sector sales are typically less than 10% of the total sales. Relais recognises the underlying credit risk position but the public sector receivables carry considerably less risk than the private sector sales.

Relais considers the concentration of risk with respect to trade receivables low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. Thus the risks are not concentrated, which decreases the amount of expected credit losses. The Group does not hold collaterals as security.

**Expected credit loss assessment**

Set out below is the information about the credit risk exposure on Group's trade receivables.

| 31 December 2024<br>In thousands of euro | % | Gross value | Expected credit loss | Net value |
|---|---|---|---|---|
| Current | 0.3% | 26,868 | -81 | 26,787 |
| Past due 1-30 days | 1.2% | 3,448 | -40 | 3,408 |
| Past due 31-90 days | 7.8% | 1,672 | -130 | 1,542 |
| Past due 91-360 days | 54.3% | 2,212 | -407 | 1,805 |
| Past due > 365 days | 100% | 1,127 | -1,127 | 0 |
| **Total** | | **35,327** | **-1,785** | **33,542** |

| 31 December 2023<br>In thousands of euro | % | Gross value | Expected credit loss | Net value |
|---|---|---|---|---|
| Current | 0.3% | 29,998 | -85 | 29,913 |
| Past due 1-30 days | 1.2% | 3,266 | -38 | 3,228 |
| Past due 31-90 days | 8.1% | 1,212 | -99 | 1,114 |
| Past due 91-360 days | 36.9% | 1,301 | -480 | 821 |
| Past due > 365 days | 100.0% | 813 | -813 | 0 |
| **Total** | | **36,590** | **-1,515** | **35,075** |

There has been a significant decrease in the writed down  portion  of receivables aged 91-360 days compared to the previous year, due to an adjustment related to the aging of receivables from the Norwegian company.

**Reconciliation of loss allowance**

| In thousands of euro | 2024 | 2023 |
|---|---|---|
| Balance at 1 January | 1,515 | 1,413 |
| Realised credit losses | -271 | -309 |
| Business combinations (Note 3) | 38 | 1 |
| Net remeasurement of loss allowance | 502 | 410 |
| **Balance at 31 December** | **1,785** | **1,515** |

The item Net remeasurement of loss allowance includes any amounts received for items previously recorded as credit losses. Changes in expected and realised credit losses are recognised under Other operating expenses.

**Expected credit loss (ECL) calculation**

The Group applies the simplified approach to calculate the expected credit losses. The expected credit loss (ECL) calculation is based on historical credit loss experience and for the future parameters based on customers' payment behaviour. Management estimates the customers' payment behaviour and economic events quarterly. The trade receivables used in the ECL calculations includes all the open invoices from the sales ledger. The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due and calculation reflects the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available at the reporting date about past events, current conditions, and forecasts of future economic conditions. Trade receivables are written off when there is no reasonable expectation of recovery.

In order to avoid excessive concentrations of risk, the Group policies and procedures of Relais include specific guidelines to focus on the maintenance of a diversified customer portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

**Financial instruments and cash deposits**

Liquid assets such as cash and cash equivalents and other short-term deposits, which are part of the Group's liquidity management, have a maturity of less than 3 months. These assets are recognised at amortised cost. The Group's cash deposits are deposited to banks with a low credit risk.

## 22.5 Liquidity risk

The Group's management assesses the business forecast and the related cash flows to maintain the liquidity. Relais's objective is to maintain a balance between continuity of funding and flexibility through the use of bank balances and bank loans. Approximately 7.7 % of the Group's debt will mature in less than one year at 31 December 2024 (31 December 2023: 7.4%) based on the carrying amount of borrowings reflected in the financial statements. Relais assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing or new lenders. Relais has secured loans with underlying covenants, such as equity ratio and interest-bearing debt to EBITDA.

Relais has a satisfactory headroom for covenants at their current position. The Group has not had any repayment events caused by breaches of covenants. Refer to Note 19.4 Capital management and 20.4 Financial covenants.

**Contractual maturities of financial liabilities**

The following are the remaining contractual maturities of undiscounted financial liabilities at year-end.

| In thousands of euro | Carrying amount | Total cash flows | Contractual cash flows 2025 | 2026 | 2027 | 2028 | 2029 | Later |
|---|---|---|---|---|---|---|---|---|
| **31 December 2024** | | | | | | | | |
| | | | | | | | | |
| *Non-derivative instruments* | | | | | | | | |
| Borrowings from financial institutions | 90,831 | 96,793 | 11,354 | 85,439 | – | – | – | – |
| Lease liabilities | 58,611 | 65,607 | 12,457 | 13,224 | 9,811 | 7,871 | 6,634 | 15,611 |
| Trade payables | 27,229 | 27,229 | 27,229 | – | – | – | – | – |
| Contingent considerations | – | – | – | – | – | – | – | – |
| Other financial liabilities | 2,267 | 2,267 | 1,247 | 1,020 | – | – | – | – |
| | **178,938** | **191,897** | **52,288** | **99,682** | **9,811** | **7,871** | **6,634** | **15,611** |
| | | | | | | | | |
| **Total** | **178,938** | **191,897** | **52,288** | **99,682** | **9,811** | **7,871** | **6,634** | **15,611** |

| In thousands of euro | Carrying amount | Total cash flows | Contractual cash flows 2024 | 2025 | 2026 | 2027 | 2028 | Later |
|---|---|---|---|---|---|---|---|---|
| **31 December 2023** | | | | | | | | |
| | | | | | | | | |
| *Non-derivative instruments* | | | | | | | | |
| Borrowings from financial institutions | 95,941 | 103,857 | 12,789 | 91,067 | – | – | – | – |
| Lease liabilities | 63,129 | 69,876 | 13,709 | 11,330 | 9,574 | 8,307 | 6,973 | 19,982 |
| Trade payables | 21,346 | 21,346 | 21,346 | – | – | – | – | – |
| Contingent considerations | – | – | – | – | – | – | – | – |
| Other financial liabilities | 1,728 | 1,728 | 1,131 | 598 | – | – | – | – |
| | **182,144** | **196,807** | **48,975** | **102,995** | **9,574** | **8,307** | **6,973** | **19,982** |
| | | | | | | | | |
| **Total** | **182,144** | **196,807** | **48,975** | **102,995** | **9,574** | **8,307** | **6,973** | **19,982** |

# 23 Trade and other payables

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Non-current | | |
| Liability for share appreciation rights (SARs) (note 7) | 41 | 115 |
| **Total non-current** | **41** | **115** |
| | | |
| Current | | |
| Current tax liabilities | 3,206 | 4,845 |
| | | |
| Trade payables | 27,229 | 21,346 |
| Accrued employee expenses | 12,137 | 10,262 |
| Other accruals and deferred income | 3,832 | 4,474 |
| Refund liability | 1,585 | 1,484 |
| VAT liability | 6,323 | 6,584 |
| Other liability | 2,610 | 2,611 |
| Total trade and other payables and accruals | 53,716 | 46,760 |
| **Total current** | **56,922** | **51,605** |
| | | |
| **Total** | **56,964** | **51,721** |

# 24 Provisions, contingencies and commitments

Provisions comprise liabilities of uncertain timing or amount. Relais recognises a provision when the Group has a present obligation (legal or constructive) as a result of a past event, an outflow of resources is probable, and the amount of the obligation can be estimated reliably. A restructuring provision is recorded when the Group has prepared a detailed restructuring plan and has begun to implement the plan or has announced it to those concerned.

The amount recognised is the best estimate of the Group of the settlement amount at the end of the reporting period, being the present value of the expected expenditures after taking account of the risks and uncertainties surrounding the obligation.

Contingent assets and contingent liabilities are possible rights and obligations. They arise from past events and their existence will be confirmed only by the occurence or non-occurence of one or more uncertain events not fully within the control of Relais.

## 24.1 Provisions

The Group had no provisions at 31 December 2024 or at 31 December 2023.

## 24.2 Collaterals and other obligations

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Loans from financial institutions | | |
| Financing loans | 90,831 | 95,941 |
| Amount of overdraft limit granted | 6,180 | 5,634 |
| Available limit | 6,180 | 5,634 |
| Book value of pledged subsidiary shares | 105,222 | 105,222 |
| Mortgage on company assets | 207,851 | 207,874 |
| Book value of pledged bank accounts | - | - |
| **Total collaterals for loans from financial institutions** | **313,073** | **313,096** |

| In thousands of euro | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Guarantees given on behalf of the companies belonging to the same group | | |
| General guarantee | 2,630 | 5,079 |
| Other | 83 | 86 |
| **Total** | **2,713** | **5,164** |
| | | |
| Other obligations | | |
| Rental securities | 1,070 | 1,070 |
| Other guarantees | 250 | 232 |
| **Total** | **1,320** | **1,301** |

## 24.3 Commitments

The Group has various lease contracts that have not yet commenced as at 31 December 2024, refer to Note 15.4 Lease commitments.

## 24.4 Legal proceedings and disputes

The parent company is not currently involved in any disputes or trials that would have a significant impact on the Group's financial position according to the opinion of the Board.

# 25 Related party disclosures

The parent company Relais Group Plc's related parties comprise the members of the Relais Group Plc's Board of Directors, CEO and Deputy CEO, and the Management Team members, and its subsidiaries and shareholders Ari Salmivuori and Nordic Industry Development, which are considered to have significant influence over Relais Group Plc (see below). Related parties also include close family members of all the above-mentioned persons and entities over which they have control or joint control.

- Ari Salmivuori, through a direct shareholding and through Ajanta Oy, controlled by Ari Salmivuori, the total ownership being 32.2% at 31 December 2024 (32.2%), and
- Nordic Industry Development AB, where control is held by Jesper Otterbeck, a Board member of Relais Group Plc, with the ownership of 16.7% at 31 December 2024 (16.7%).

The related party transactions disclosed consist of transactions carried out with related parties that are not eliminated in the consolidated financial statements.

## 25.1 Key management personnel compensation

The amounts disclosed below represent the expenses recognised in those financial years. Salary amounts include any fringe benefits. The pension benefits of the key management personnel consist of the pensions provided under the statutory Finnish and Swedish pension plan. The Group has no voluntary supplementary pension plans.

The terms of the share option plans for key management personnel are the same as for other participants. Details are disclosed in Note 7 Employee benefit expenses.

| In thousands of euro | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
|---|---|---|---|---|---|---|
| | CEO Arni Ekholm | | Other members of Management Team | | Total | |
| Salaries and other short-term employee benefits | -310 | -248 | -1,409 | -1,256 | -1,719 | -1,504 |
| Pension benefits (defined contribution plans) | -54 | -43 | -255 | -195 | -309 | -238 |
| Share-based payments *) | 8 | 27 | -24 | 46 | -16 | 73 |
| **Total** | **-356** | **-264** | **-1,688** | **-1,405** | **-2,044** | **-1,669** |

*) The revaluation of the debt related to synthetic options has resulted in cost reversal during the review period, because of the related debt has decreased as the fair value of the share under the arrangement has decreased.

The AGM 10 April 2024 decided that five members be elected to the Board of Directors and re-elected Anders Borg, Olli-Pekka Kallasvuo, Katri Nygård, Jesper Otterbeck and Lars Wilsby as board members. In board meeting held after the AGM, the Board of Directors elected Jesper Otterbeck as Chairman of the Board.

The Annual General Meeting decided that the members of the board of Directors will be paid an annual fee for the term ending at the Annual General Meeting in 2025 as follows: the Chairman of the Board EUR 40,000 and the members of the Board EUR 20,000. Additionally, compensation for travel expenses to the members of the Board will be paid in accordance with the company's travel policy.

In addition to Arni Ekholm, Group CEO, the Management Team of the Company and Group consists of Group CFO Thomas Ekström, Managing Director Juan Garcia (Scandinavia), and Managing Director Ville Mikkonen (Finland and Baltic), Johan Carlos (Managing Director, Strands Group AB), Jan Popov (Managing Director, Raskone Oy), Sebastian Seppänen (Director M&A and Business Development), Jon Strand (Director Marketing and

Sales Development), Juri Viitaniemi (Director, Legal and HR from May 2, 2024) have been members of the Mangement Team.

## 25.2 Transactions with related parties and outstanding balances

| In thousands of euro | 2024/ 31 Dec 2024 | 2023/ 31 Dec 2023 |
|---|---|---|
| **Transactions** | | |
| Sales | 495 | 539 |
| Purchases | 693 | 643 |
| Services | 617 | 814 |
| | | |
| **Outstanding balances** | | |
| Trade receivables | 28 | 115 |
| Trade payables | 98 | 70 |

[1] At 31 December 2024 3,015,600 of the shares are owned by Nordic Industry Development AB, of which Jesper Otterbeck indirectly owns
50 per cent, and 8,850 are owned by Otterbeck Management AB, a company controlled by Jesper Otterbeck.
[2] Owned partly through Entrada Oy, a company controlled by Olli-Pekka Kallasvuo.
[3] Owned by Wilsby Invest AB which is controlled by Lars Wilsby.
[4] Owned through JG Management AB, which is controlled by Juan Garcia.
[5] Through Tailor Made Global Investment AB, a company controlled by Jon Strand.

The related party transactions disclosed in the table above consist of transactions with those companies, in which key management personnel of Relais has control or significant influence.

## 25.3 Share holdings of key management personnel

The shareholdings of the members of the Board of Directors and the Management Team of Relais are disclosed below:

| Pcs | 31 Dec 2024 | 31 Dec 2023 |
|---|---|---|
| Board of Directors | | |
| Jesper Otterbeck [1] | 3,024,450 | 3,024,450 |
| Anders Borg | 60,000 | 60,000 |
| Olli-Pekka Kallasvuo [2] | 84,300 | 84,300 |
| Katri Nygård | 106,050 | 106,050 |
| Lars Wilsby [3] | 30,000 | 30,000 |
| | **3,304,800** | **3,304,800** |
| Management Team | | |
| Arni Ekholm | 67,450 | 67,450 |
| Johan Carlos | 6,688 | 6,688 |
| Juan Garcia [4] | 62,050 | 62,050 |
| Ville Mikkonen | 174,800 | 174,800 |
| Jan Popov | 67,823 | 67,823 |
| Pekka Raatikainen | | - |
| Sebastian Seppänen | 1,000 | 1,000 |
| Jon Strand [5] | 382,163 | 382,163 |
| | **761,974** | **761,974** |
| | | |
| **Total** | **4,066,774** | **4,066,774** |
| | | |
| Of all shares and the resulting vote share | **22.4%** | **22.4%** |

The number of shares includes those held by the persons themselves as well as those held by their related parties and controlled entities.

At 31 December 2024, the members of the Board of Directors and the Management Team of Relais owned a total of 528,950 (463,450) option rights, entitling their holders to subscribe in total 528,950 (463,450) Relais Group Plc shares, corresponding to approximately 2.8% (2.5%) of Relais shares and votes on a post-subscription basis. Refer to Note 19.3 Share based and equity settled option plans.

Dividends paid to the related parties in the financial year 2024 totalled EUR 1,789 (1,627) thousand.

## 25.4 Group structure

At 31 December 2024 the Group comprised the following companies:

| Entity | Domicile | Ownership interest, % |
|---|---|---|
| Parent company Relais Group Plc | Finland | |
| Raskone Oy | Finland | 100.00% |
| M Ahlqvist Oy | Finland | 100.00% |
| Lumise Oy | Finland | 100.00% |
| Design by Scandinavian Metal AB | Sweden | 100.00% |
| Startax Finland Oy | Finland | 100.00% |
| Startax AS | Estonia | 100.00% |
| Startax Maskin-Teknisk AS | Norway | 100.00% |
| Startax Latvia SIA | Latvia | 100.00% |
| Startax Lithuania UAB | Lithuania | 100.00% |
| Strands Group AB | Sweden | 100.00% |
| Fikka AB | Sweden | 100,00% |
| SEC Set Ecofoss A/S | Denmark | 100.00% |
| Relais Group Sweden AB | Sweden | 100.00% |
| AB Reservdelar | Sweden | 100.00% |
| Awimex International AB | Sweden | 100.00% |
| Huzells Tunga Delar AB | Sweden | 100.00% |
| Helsingborgs Bildelsbutik AB | Sweden | 100.00% |
| Skeppsbrons Jönköping AB | Sweden | 100.00% |
| STS Sydhamnens Trailer Service AB | Sweden | 100.00% |
| Team Verkstad AB | Sweden | 100.00% |
| Adita Oy | Finland | 100.00% |
| Automateriell AS | Norway | 100.00% |
| Nordic Lift AS | Norway | 100.00% |
| Nordic Wash AS | Norway | 100.00% |

The acquisitions of Fikka AB, M Ahlqvist Oy, and Team Verkstad AB in 2024, as well as the acquisitions of Adita Oy, Automateriell AS, Nordic Lift AS, and Nordic Wash AS in 2023, are described in Note 3 Business Combinations and Acquisitions of Non-Controlling Interests.

In September 2024, TD Tunga Delar Sverige AB and Trucknik Reservdelar AB merged into Huzells Tunga Delar AB.

# 26 Events after the end of the financial year

On December 20, 2024, the Board of Directors of Relais Group Oyj decided to cancel the 71,785 own shares held by the company. The 71,735 own shares to be canceled were acquired through the share buyback program that started on May 8, 2024, and ended on November 5, 2024.

Relais Group announced on January 28, 2025, that the cancellation of the shares had been registered in the Trade Register.

# Income statement – Parent company

| EUR | 1.1. - 31.12.2024 | 1.1. - 31.12.2023 |
|---|---|---|
| **NET SALES** | **1,006,061.02** | **1,044,450.97** |
| **Other operating income** | **-** | **-** |
| **Personnel expenses** | | |
| Wages and salaries | -1,202,121.91 | -962,249.25 |
| Social security expenses | | |
| Pension expenses | -204,170.72 | -162,785.72 |
| Other social security expenses | -32,476.69 | -30,136.88 |
| | **-1,438,769.32** | **-1,155,171.85** |
| **Depreciation. amortisation and impairments** | **-48,003.17** | **-3,160.98** |
| **Other operating expenses** | **-2,465,717.20** | **-1,785,866.87** |
| **OPERATING PROFIT** | **-2,946,428.67** | **-1,899,748.73** |
| **Financial income and expenses** | | |
| Income form holdings in Group companies | - | 9,000,000.00 |
| Other interest and financial income | | |
| From Group companies | 4,705,013.45 | 4,618,068.24 |
| From others | 1,758,183.14 | 394,225.49 |
| Interest expenses and other financial expenses | | |
| To Group companies | -5,622,774.32 | -2,582,342.63 |
| To others | -6,514,800.57 | -6,333,826.10 |
| | **-5,674,378.30** | **5,096,125.00** |
| **PROFIT BEFORE APPROPRIATIONS AND TAXES** | **-8,620,806.97** | **3,196,376.27** |
| Appropriations | 6,650,000.00 | 5,250,000.00 |
| Income taxes | 17,078.78 | -33,869.69 |
| **PROFIT FOR THE PERIOD** | **- 1,953,728.19** | **8,412,506.58** |

# Balance sheet - Parent company

| EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| ASSETS | | |
| NON-CURRENT ASSETS | | |
| | | |
| **Intangible assets** | | |
| Immaterial rights | | - |
| Other intangible assets | | - |
| Prepayments | 546,354.57 | 193,996.22 |
| **Intangible assets total** | **546,354.57** | **193,996.22** |
| | | |
| **Tangible assets** | | |
| Machinery and equipment | 172,051.71 | 148,566.11 |
| **Other tangible assets** | 172,051.71 | 148,566.11 |
| | | |
| **Investments** | | |
| Holdings in Group companies | 126,650,656.58 | 126,650,656.58 |
| | | |
| TOTAL NON-CURRENT ASSETS | 127,369,062.86 | 126,993,218.91 |

| EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| CURRENT ASSETS | | |
| **Receivables** | | |
| | | |
| **Long-term** | | |
| Receivables from Group companies | 61,455,766.93 | 63,466,261.11 |
| | | |
| **Short-term** | | |
| Receivables from Group companies | 32,581,195.68 | 31,194,583.45 |
| Loan receivables | | - |
| Financial assets | | - |
| Other receivables | 56,159.38 | 37,138.58 |
| Prepaid expenses and accrued income | 371,310.57 | 74,903.75 |
| | **33,008,665.63** | **31,306,625.78** |
| | | |
| **Cash at bank and in hand** | **6,174,536.00** | **7,379,976.21** |
| | | |
| TOTAL CURRENT ASSETS | 100,638,968.56 | 102,152,863.10 |
| | | |
| TOTAL ASSETS | 228,008,031.42 | 229,146,082.01 |

| EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| **EQUITY AND LIABILITIES** | | |
| **EQUITY** | | |
| Share capital | 80,000.00 | 80,000.00 |
| Reserve for invested unrestricted equity | 71,150,471.50 | 72,150,446.26 |
| Retained earnings | 941,168.22 | 491,220.86 |
| Profit (loss) for the period | -1,953,728.19 | 8,412,506.58 |
| **TOTAL EQUITY** | **70,217,911.53** | **81,134,173.70** |
| Provisions | | - |
| **LIABILITIES** | | |
| **Non-current** | | |
| Loans from financial institutions | 83,813,933.55 | 88,845,037.46 |
| Other financial liabilities | 600,000.00 | 600,000.00 |
| | **84,413,933.55** | **89,445,037.46** |

| EUR | 31.12.2024 | 31.12.2023 |
|---|---|---|
| **Current** | | |
| Loans from financial institutions | 6,999,644.70 | 7,095,821.60 |
| Trade payables | 431,126.18 | 216,933.00 |
| Intra-group liabilities | 65,198,763.47 | 49,632,774.50 |
| Other financial liabilities | - | 1,006,319.69 |
| Other liabilities | 77,745.18 | 113,042.33 |
| Accrued expenses and deferred income | 668,906.81 | 501,979.73 |
| | **73,376,186.34** | **58,566,870.85** |
| **TOTAL LIABILITIES** | **157,790,119.89** | **148,011,908.31** |
| **EQUITY AND LIABILITIES TOTAL** | **228,008,031.42** | **229,146,082.01** |

# Cash flow statement - Parent company

| EUR | 1.1. - 31.12.2024 | 1.1. - 31.12.2023 |
|---|---|---|
| **Profit (loss) for the period** | **-1,953,728.19** | **8,412,506.58** |
| Adjustments | | |
| Depreciation, amortisation and impairments | 48,003.17 | 3,160.98 |
| Financial income and expenses | 5,674,378.30 | -5,096,125.00 |
| Income tax | -17,078.78 | 33,869.69 |
| Appropriations | -6,650,000.00 | -5,250,000.00 |
| **Operating cash flow before working capital changes** | **-2,898,425.50** | **-1,896,587.75** |
| | | |
| Changes in working capital | | |
| Increase/decrease short-term receivables | -295,884.54 | -481,759.74 |
| Increase/decrease short-term liabilities | 331,119.69 | -268,042.95 |
| Interest and other financial expenses | -9,111,856.99 | -7,446,258.49 |
| Dividends received | - | 9,000,000.00 |
| Interest received and other financial income | 848,057.99 | -6,319.51 |
| Income taxes paid | -13,189.95 | -36,977.27 |
| **Net cash from operating activities** | **-11,140,179.30** | **-1,135,945.71** |
| | | |
| **Net cash used in investing activities** | | |
| Acquisition of subsidiaries, net of cash acquired | - | -8,887,724.04 |
| Investments in intangible and tangible assets | -423,847.12 | -345,723.31 |
| Loans granted | -138,683.43 | -2,729,468.98 |
| Repayment of loan receivables | 67,710.54 | 1,078,962.04 |
| **Net cash used in investing activities** | **-494,820.01** | **-10,883,954.29** |

| EUR | 1.1. - 31.12.2024 | 1.1. - 31.12.2023 |
|---|---|---|
| **Net cash used in financing activities** | | |
| Proceeds from non-current borrowings | 3,000,000.00 | - |
| Repayment of non-current borrowings | -7,400,757.62 | -7,244,768.11 |
| Increase/decrease cash pool receivables/liabilities | 19,549,170.39 | 15,615,430.29 |
| Proceeds from current borrowings | - | - |
| Repayment of current borrowings | -1,006,319.69 | - |
| Dividends paid | -7,962,559.22 | -7,252,903.20 |
| Group contribution | 5,250,000.00 | 6,750,000.00 |
| Acquisition of own shares | -999,974.76 | - |
| **Net cash used in financing activities** | **10,429,559.10** | **7,867,758.98** |
| | | |
| Net change in cash and cash equivalents | -1,205,440.21 | -4,152,141.02 |
| | | |
| Cash and cash equivalents, opening amount | 7,379,976.21 | 11,532,117.23 |
| **Cash and cash equivalents** | **6,174,536.00** | **7,379,976.21** |

# Basis of preparation

## 1 Basis of preparation

The financial statements of the parent company Relais Group Plc have been prepared in accordance with the Finnish Accounting Act, Limited Liability Companies Act, and the Finnish Accounting Standards (FAS).

## Valuation and depreciation principles

**Valuation of non-current assets**
The company's non-current assets are stated at acquisition cost less planned depreciation. The depreciation plan is defined based on experiences. Value adjustments are made based on the difference between the acquisition cost and the residual value and estimated useful life. The bases for planned depreciation are as follows:

*Intangible assets*
Intangible right .................................................................. 5
Other intangible assets........................................... 5–10

*Tangible assets*
Machinery and equipment ...................................... 5–8
Other tangible assets................................................ 3–8

Small purchases (of under 850 euros) and fixed asset purchases the useful economic life of which is less than 3 years are recorded as annual expenses.

**Subsidiaries**
Direct expenses from the acquisition of subsidiary companies are recognized in the acquisition cost of subsidiary company holdings. The Group management continuously assess value of subsidiaries for any indication of impairment. If there are such indications, the amount recoverable from the said asset item is assessed.

**Foreign currency items**
Transactions in foreign currency are recorded at the exchange rate at the time of the transaction. Receivables and liabilities in foreign currency on the balance sheet are valued at the exchange rate on the balance sheet date. Exchange rate gains and losses related to the operations are treated as adjustment items for sales and purchases. Exchange rate differences of financial items are recorded as financial income or expenses.

**Financial assets and liabilities**
Financial assets and liabilities are are valued at acquisition cost or lower probable value.

**Derivative financial instruments**
The company uses derivative financial instruments mainly to hedge interest rate exposure. The company does not apply hedge accounting. Derivatives not qualified for hedge accounting are recognized in the income statement as financial income and expenses.

**Cash pool receivables/liabilities**
Cash pool items are presented as short-term receivables or liabilities.

**Employee benefits**
Personnel pension security is handled by external pension insurance companies. Pension costs are recorded as expenses in the year in which they are incurred.

The company's management team is involved in a long-term incentive plan that will run from 2021 to 2025. Cash commissions paid from the plan, including incidental expenses, are recorded in the accounting year in which they are paid.

**Appropriations**
Appropriations consist of received or given group contributions from or to Relais Group companies and depreciation above the plan.

**Net sales**
Net sales includes sales revenues from actual operations less discounts, indirect taxes such as value added tax. Revenue is recognised on accrual accounting basis.

**Voluntary change in accounting principle - Valuation of derivatives at fair value through profit and loss**
The parent company Relais Group Oyj has previously valued derivatives outside of hedge accounting at acquisition cost or a lower probable value. As of January 1, 2022,

the company has moved to valuing derivatives at fair value in accordance with FAS 5:2a. In such valuation and presentation in the financial statements, the international accounting standards approved by the IAS regulation are followed. The change has no material effect on the comparability of the presented periods.

**Measurement of fair values**

A number of the Relais's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are categorised into hierarchy levels that are representative of the inputs used in the valuation techniques as follows:

| Level 1 | Level 2 | Level 3 |
|---|---|---|
| Fair value is calculated on the basis of quoted prices (unadjusted) in active markets for identical assets or liabilities that Relais can access at the measurement date. | Fair value is calculated on the basis of inputs other than quoted prices included in Level 1 that are observable for the asset or liability; either directly (i.e. as prices) or indirectly (i.e. derived from prices). | Fair value is calculated on the basis of inputs for the asset or liability that are not based on observable market data (unobservable inputs). |

# Notes to the income statement

## 2 Net sales by market area

| EUR | 2024 | 2023 |
|---|---|---|
| Finland | 376,231.00 | 380,893.00 |
| Sweden | 554,466.27 | 586,429.68 |
| Estonia | 18,760.00 | 20,598.00 |
| Norway | 53,717.85 | 31,872.51 |
| Denmark | 21,388.75 | 24,657.78 |
| | 1,024,563.87 | 1,044,450.97 |

## 3 Other operating income

| EUR | 2024 | 2023 |
|---|---|---|
| Other | – | – |
| | – | – |

## 4 Notes on personnel

| | 2024 | 2023 |
|---|---|---|
| Average number of people employed during the year | 7 | 5 |

## 5 Salaries and fees of the CEO and the management team

| EUR | 2024 | 2023 |
|---|---|---|
| CEO | -310,337.61 | -247,600.87 |
| Management Team | -464,408.64 | -429,104.42 |
| | -774,746.25 | -676,705.29 |

## 6 Auditor fees

| EUR | 2024 | 2023 |
|---|---|---|
| Audit | -265,950.63 | -160,000.00 |
| Assignments referred to in section 1.1.2 of the Auditing Act | -26,100.20 | – |
| Tax advice | – | – |
| Other services*) | – | -14,800.00 |
| **Yhteensä** | -292,050.63 | -174,800.00 |

*) Other services mainly consist of services related to the company's transition to the main list of the stock exchange.

## 7 Depreciation and amortisation

| EUR | 2024 | 2023 |
|---|---|---|
| Other amortisations | | – |
| Depreciation on tangible assets | -48,003.17 | -3,160.98 |
| | -48,003.17 | -3,160.98 |

## 8 Financial income and expenses

| EUR | 2024 | 2023 |
|---|---|---|
| **Income from holdings in Group companies** | | |
| From Group companies | – | 9,000,000.00 |
| | – | 9,000,000.00 |
| **Other interest and financial income** | | |
| From Group companies | 4,705,013.45 | 4,294,179.71 |
| From others | 148,081.11 | 16,993.15 |
| From derivatives | – | - |
| Exchange rate differences | 1,610,102.03 | 701,120.87 |
| | 6,463,196.55 | 5,012,293.73 |
| **Total financial income** | 6,463,196.55 | 14,012,293.73 |
| **Interst expenses** | | |
| To Group companies | -3,113,005.07 | -2,488,451.37 |
| To others | -6,158,227.15 | -5,706,087.15 |
| | -9,271,232.22 | -8,194,538.52 |
| **Other financial expenses** | | |
| To others | -349,935.22 | -99,831.82 |
| Listing expenses | | |
| Derivatives | – | -3,705.11 |
| Exchange rate differences | -2,516,407.42 | -618,093.28 |
| | -2,866,342.64 | -721,630.21 |
| **Total financial expenses** | -12,137,574.86 | -8,916,168.73 |
| **Total financial income and expenses** | **-5,674,378.31** | **5,096,125.00** |

## 9 Appropriations

| EUR | 2024 | 2023 |
|---|---|---|
| Group contributions | 6,650,000.00 | 5,250,000.00 |

## 10 Income taxes

| EUR | 2024 | 2023 |
|---|---|---|
| Income tax on operating activities | | -33,869.69 |
| Income tax from previous periods | 17,078.78 | – |
| | 17,078.78 | -33,869.69 |

# Notes to the balance sheet

### 11 Omistukset saman konsernin yrityksissä

| Company name | Domicile | | Group | Parent company |
|---|---|---|---|---|
| Raskone Oy | Helsinki | Finland | 100.00% | 100.00% |
| M Ahlqvist Oy | Rusko | Finland | 100.00% | 0.00% |
| Lumise Oy | Rovaniemi | Finland | 100.00% | 100.00% |
| Design by Scandinavian Metal AB | Kungälv | Sweden | 100.00% | 0.00% |
| Startax Finland Oy | Tampere | Finland | 100.00% | 100.00% |
| Startax AS | Tallinn | Estonia | 100.00% | 100.00% |
| Startax Maskin-Teknisk AS | Oslo | Norway | 100.00% | 100.00% |
| Startax Latvia SIA | Riga | Latvia | 100.00% | 100.00% |
| Startax Lithuania UAB | Vilnius | Lithuania | 100.00% | 100.00% |
| Strands Group AB | Fritsla | Sweden | 100.00% | 100.00% |
| Fikka AB | Fritsla | Sweden | 100.00% | 0.00% |
| SEC Set Ecofoss A/S | Viborg | Denmark | 100.00% | 100.00% |
| Relais Group Sweden AB | Stockholm | Sweden | 100.00% | 100.00% |
| AB Reservdelar | Stockholm | Sweden | 100.00% | 0.00% |
| Awimex International AB | Simrishamn | Sweden | 100.00% | 0.00% |
| Huzells Tunga Delar AB | Karlstad | Sweden | 100.00% | 0.00% |
| Helsingborgs Bildelsbutik AB | Helsingborg | Sweden | 100.00% | 0.00% |
| STS Sydhamnens Trailer Service AB | Helsingborg | Sweden | 100.00% | 0.00% |
| Team Verkstad AB | Partille | Sweden | 100.00% | 0.00% |
| Skeppsbrons Jönköping AB | Jönköpping | Sweden | 100.00% | 16.10% |
| Adita Oy | Helsinki | Finland | 100.00% | 100.00% |
| Automateriell AS | Lierstranda | Norway | 100.00% | 100.00% |
| Nordic Lift AS | Tiller | Norway | 100.00% | 0.00% |
| Nordic Wash AS | Tiller | Norway | 100.00% | 0.00% |

## 12 Receivables

| EUR | 2024 | 2023 |
|---|---|---|
| **Long-term receivables** | | |
| Loan receivables from Group companies [1] | 61,455,766.93 | 63,466,261.11 |
| | 61,455,766.93 | 63,466,261.11 |
| **Short-term receivables** | | |
| **From Group companies** | | |
| Trade receivables | 1,313,486.12 | 1,333,029.19 |
| Group cash pool receivables | 2,144,511.12 | 6,097,817.71 |
| Loan receivables | 9,297,698.25 | 9,418,275.63 |
| Prepaid expenses and accrued income | 13,175,500.19 | 9,095,460.92 |
| Other receivables | 6,650,000.00 | 5,250,000.00 |
| | 32,581,195.68 | 31,194,583.45 |
| **Receivables from others** | | |
| Other financial assets | - | - |
| Prepaid expenses and accrued income | 371,310.57 | 74,903.75 |
| Loan receivables | - | - |
| Other receivables | 56,159.38 | 37,138.58 |
| | 427,469.15 | 112,042.33 |

[1] The terms of the group company loans are consistent with the terms of the parent company's external financial loans from financial institutions. These are described in Note 20.2 of the Consolidated Financial Statements. A margin of 0.1% has been added to the nominal interest rate of the group company loans compared to the interest rate of the parent company's external loans from financial institutions.

## 13 Liabilities

| EUR | 2024 | 2023 |
|---|---|---|
| **Non-current liabilities** | | |
| Loans from financial institutions | 83,813,933.55 | 88,845,037.46 |
| Other financial liabilities | 600,000.00 | 600,000.00 |
| | 84,413,933.55 | 89,445,037.46 |
| **Current liabilities** | | |
| Loans from financial institutions | 6,999,644.70 | 7,095,821.60 |
| Trade payables | 431,126.18 | 216,933.00 |
| Accrued expenses and deferred income | 668,906.81 | 501,979.73 |
| Other financial liabilities | - | 1,006,319.69 |
| Other liabilities | 77,745.18 | 113,042.33 |
| | 8,177,422.87 | 8,934,096.35 |
| **Intra-Group liabilities** | | |
| Trade payables | - | - |
| Accrued expenses and deferred income | 19,916.56 | 49,791.39 |
| Other liabilities | - | - |
| Group cash pool liabilities | 65,178,846.91 | 49,582,983.11 |
| | 65,198,763.47 | 49,632,774.50 |
| **Material items included in the accrued expenses and deferred income** | | |
| Accrued wages and salaries | 270,000.00 | 361,963.59 |
| Other | 398,906.81 | 140,016.14 |
| | 668,906.81 | 501,979.73 |

## 14 Fair values

At the end of financial year 2024, Relais Oyj had no financial assets or liabilities classifie at fair value.

## 15 Non-current assets

### Intangible assets

| EUR | Immaterial rights | Other intangible assets | Prepayment of intangible assets | Total |
|---|---|---|---|---|
| Acquisition cost at 1 Jan 2024 | 49,573.00 | 13,830.00 | 193,996.22 | 257,399.22 |
| Additions | - | - | 352,358.35 | 352,358.35 |
| Acquisition cost at 31 Dec 2024 | 49,573.00 | 13,830.00 | 546,354.57 | 609,757.57 |
| Accumulated depreciation at 1 Jan 2024 | -49,573.00 | -13,830.00 | - | -63,403.00 |
| Accumulated depreciation at 31 Dec 2024 | -49,573.00 | -13,830.00 | - | -63,403.00 |
| | | | | |
| Book value at 31 Dec 2024 | - | - | 546,354.57 | 546,354.57 |

| EUR | Immaterial rights | Other intangible assets | Prepayments of intangible assets | Total |
|---|---|---|---|---|
| Acquisition cost at 1 Jan 2023 | 49,573.00 | 13,830.00 | - | 63,403.00 |
| Additions | - | - | 193,996.22 | 193,996.22 |
| Acquisition cost at 31 Dec 2023 | 49,573.00 | 13,830.00 | 193,996.22 | 257,399.22 |
| Accumulated depreciation at 1 Jan 2023 | -49,573.00 | -13,830.00 | - | -63,403.00 |
| Accumulated depreciation at 31 Dec 2023 | -49,573.00 | -13,830.00 | - | -63,403.00 |
| | | | | |
| Book value at 31 Dec 2023 | - | - | 193,996.22 | 193,996.22 |

### Tangible assets

| EUR | Machinery and equipment | Total |
|---|---|---|
| Acquisition cost at 1 Jan 2024 | 159,250.97 | 159,250.97 |
| Additions | 71,488.77 | 71,488.77 |
| Acquisition cost at 31 Dec 2024 | 230,739.74 | 230,739.74 |
| Accumulated depreciation at 1 Jan 2024 | -10,684.86 | -10,684.86 |
| Amortisation during the period | -48,003.17 | -48,003.17 |
| Accumulated amortisation at 31 Dec 2024 | -58,688.03 | -58,688.03 |
| | | |
| Book value at 31 Dec 2024 | 172,051.71 | 172,051.71 |

| EUR | Machinery and equipment | Total |
|---|---|---|
| Acquisition cost at 1 Jan 2023 | 7,523.88 | 7,523.88 |
| Additions | 151,727.09 | 151,727.09 |
| Acquisition cost at 31 Dec 2023 | 159,250.97 | 159,250.97 |
| Accumulated depreciation at 1 Jan 2023 | -7,523.88 | -7,523.88 |
| Amortisation during the period | -3,160.98 | -3,160.98 |
| Accumulated amortisation at 31 Dec 2023 | -10,684.86 | -10,684.86 |
| | | |
| Book value at 31 Dec 2023 | 148,566.11 | 148,566.11 |

## 16 Holdings in Group companies

| EUR | Holdings in Group companies |
|---|---|
| **Acquisition cost at 1 Jan 2024** | **126,650,656.58** |
| Additions | - |
| **Acquisition cost at 31 Dec 2024** | **126,650,656.58** |

| EUR | Holdings in Group companies |
|---|---|
| **Acquisition cost at 1 Jan 2023** | **119,928,599.63** |
| Additions | 6,722,056.95 |
| **Acquisition cost at 31 Dec 2023** | **126,650,656.58** |

| EUR | Long-term loan receivables from Group companies |
|---|---|
| **Acquisition cost at 1 Jan 2024** | **63,466,261.11** |
| Unrealised exchange rate differences | -2,010,494.18 |
| Additions | |
| **Acquisition cost at 31 Dec 2024** | **61,455,766.93** |

| EUR | Long-term loan receivables from Group companies |
|---|---|
| **Acquisition cost at 1 Jan 2023** | **63,319,034.08** |
| Unrealised exchange rate differences | 147,227.03 |
| Additions | - |
| **Acquisition cost at 31 Dec 2023** | **63,466,261.11** |

## 17 Changes in equity – Parent company

| EUR | Share capital | Reserve for invested unrestricted equity | Retained earnings | Equity total |
|---|---|---|---|---|
| **Equity 1.1.2024** | **80,000.00** | **72,150,446.26** | **8,903,727.44** | **81,134,173.70** |
| Proceedings from share subsrictions by option rights | | | | |
| Share issue | | -999,974.76 | | -999,974.76 |
| Dividend distribution | | | -7,962,559.22 | -7,962,559.22 |
| Profit (loss) for the period | | | -1,953,728.19 | -1,953,728.19 |
| **Equity 31.12.2024** | **80,000.00** | **71,150,471.50** | **-1,012,559.97** | **70,217,911.53** |
| | | | | |
| **Equity 1.1.2023** | **80,000.00** | **72,150,446.26** | **7,744,124.06** | **79,974,570.32** |
| Proceedings from share subsrictions by option rights | | | | - |
| Share issue | | | | - |
| Dividend distribution | | | -7,252,903.20 | -7,252,903.20 |
| Profit (loss) for the period | | | 8,412,506.58 | 8,412,506.58 |
| **Equity 31.12.2023** | **80,000.00** | **72,150,446.26** | **8,903,727.44** | **81,134,173.70** |

## Calculation of distributable non-restricted equity in accordance with the Companies Act 13:5 §

| EUR | 2023 | 2022 |
|---|---|---|
| Retained earnings | 941,168.22 | 491,220.86 |
| Profit (loss) for the period | -1,953,728.19 | 8,412,506.58 |
| Reserve for invested unrestricted equity | 71,150,471.50 | 72,150,446.26 |
| **Distributable funds total** | **70,137,911.53** | **81,054,173.70** |

# Other notes

## 18 Related party transactions

Relais Group's related parties include the Company's subsidiaries, main shareholder Ari Salmivuori and Ajanta Oy, a company owned by Salmivuori as well as all companies where Salmivuori or Ajanta have control, joined control or significant influence. Nordic Industry Development AB, the second largest shareholder and companies controlled by them also include in Relais Group's related party.

Relais Group's related parties also include the Board of Directors, Management Team as well as their family members and companies under their control or joint control.

The Group's parent company has no material related party transactions in the financial years 2023-2024. Remuneration of the Group of Directors, Management Team and Information on their shareholdings and incentive schemes is presented in the Report of the Board of Directors and in Relais Group Plc's consolidated financial statements.

## 19 Off-balance sheet arrangements

| EUR | 2024 | 2023 |
|---|---|---|
| **Loans from financial institutions** | | |
| Financing loans | 90,813,578.25 | 95,940,859.06 |
| Overdraft limit | | - |
| Amount of overdraft limit granted | 6,180,128.00 | 5,633,518.40 |
| Available limit | 6,180,128.00 | 5,633,518.40 |
| | | |
| Book value of pledged subsidiary shares | 42,343,863.44 | 42,343,863.44 |
| Mortgage on company assets | 100,100,000.00 | 100,100,000.00 |
| **Collateral for financial institution loans, total** | **142,443,863.44** | **142,443,863.44** |
| | | |
| **Amounts payable for leasing contracts** | | |
| Payable in the next 12 months | 20,860.17 | 26,089.10 |
| Payable later | 6,021.28 | 26,693.77 |

# Accounting principles for key figures

| Key figure | Definition |
|---|---|
| EBITA[1] | Operating profit + amortisation of acquisitions |
| Comparable EBITA1 | Operating profit + amortisation of acquisitions + items affecting comparability included in EBITA for the period |
| EBITDA[1] | Operating profit + depreciation, amortisation, and impairments |
| Comparable EBITDA[1] | Operating profit + depreciation, amortisation, and impairments+ items affecting comparability included in EBITDA for the period |
| Comparable operating profit[1] | Operating profit + items affecting comparability included in Operating profit for the period |
| Gross profit | Net sales - materials and services |
| Gross margin | Gross profit/net sales *100 |
| Items affecting comparability | Listing expenses + transaction costs of acquisitions+ contingent consideration costs of acquisitions + other non-recurring expenses + tax impact of items affecting comparability |
| Comparable profit (loss) for the period[1] | Profit (loss) for the period + items affecting comparability included in profit (loss) for the period |
| Comparable profit (loss) for the period excluding amortisation of acquisitions[1] | Profit (loss) for the period + items affecting comparability included in profit (loss) for the period + amortisation of acquisitions |
| Comparable earnings per share, basic | Comparable profit (loss) / weighted average number of shares outstanding during the period |
| Comparable earnings per share, diluted | Comparable profit (loss) / weighted average number of shares outstanding during the period + dilutive potential shares |
| Comparable earnings per share excluding amortisation of acquisitions, basic | Comparable profit (loss) excluding amortisation of acquisitions / weighted average number of shares outstanding during the period |
| Comparable earnings per share excluding amortisation of acquisitions, diluted | Comparable profit (loss) excluding amortisation of acquisitions / weighted average number of shares outstanding during the period + dilutive potential shares |
| Earnings per share, basic | Profit (loss) for the period / weighted average number of shares outstanding during the period |
| Earnings per share, diluted | Profit (loss) for the period / weighted average number of shares outstanding during the period + dilutive potential shares |
| Net working capital | Inventories + short-term trade receivables + other receivables + prepaid expenses and accrued income - trade payables - other current liabilities - accrued expenses and deferred income |
| Net working capital turnover | Last twelve month's net sales / period average net working capital |
| Net debt | Loans from financial institutions + other loans + capital loans + leasing liabilities - loan receivables - receivables from Group companies - subscribed capital unpaid - cash at bank and in hand |

| Key figure | Definition |
|---|---|
| Net debt excluding leasing liabilities | Loans from financial institutions + other loans + capital loans – loan receivables – receivables from Group companies – subscribed capital unpaid – cash at bank and in hand |
| Net debt exl. leasing liabilities to comparable EBITDA | Net debt excl. leasing liabilities / last twelve month’s comparable EBITDA |
| Net gearing excl. leasing liabilities | Net debt excl. leasing liabilities / Equity + minority interest |
| Equity ratio | Equity + minority interest / Equity and liabilities, total |
| Return on net working capital (RONWC) | Last twelve month's EBITA / Last twelve month's average net working capital |
| Return on capital employed (ROCE) | (Operating profit + other interest and financial income - listing expenses (periodical figures have been annualized) / (Equity + minority interest + loans from financial institutions + other loans + capital loans + convertible bonds, average) |
| Return on equity (ROE) | Profit (loss) for the period + minority interest, (periodical figures have been annualized) / (Equity + minority interest, average) |
| Return on assets (ROA) | (Operating profit + other interest financial income - listing expenses (periodical figures have been annualized) / (Total assets, average) |

[1] Key measure margin, % has been calculated by dividing the measure with net sales and multiplying by 100.

# Reconciliation of group's alternative performance measures

| In thousand euros unless stated otherwise | 2024 | 2023 |
|---|---|---|
| **Net sales** | **322,606** | **284,252** |
| Materials and services | -171,387 | -155,329 |
| **Gross profit** | **151,219** | **128,923** |
| Gross margin, % | 46.9% | 45.4% |
| | | |
| **Operating profit** | **32,983** | **25,147** |
| | | |
| **Items affecting comparability included in profit (loss) for the period** | | |
| Listing expenses | - | - |
| Transaction costs of acquisitions | 571 | 290 |
| Contingent consideration costs of acquisitions | 56 | 9 |
| **Items affecting comparability included in profit (loss) for the period** | **627** | **299** |
| | | |
| **Comparable operating profit** | **33,611** | **25,446** |
| | | |
| Depreciation, amortisation and impairments | 18,879 | 18,395 |
| **EBITDA** | **51,863** | **43,542** |
| EBITDA margin, % | 16.1% | 15.3% |
| | | |
| Items affecting comparability included in profit (loss) for the period | 627 | 299 |
| **Comparable EBITDA** | **52,490** | **43,841** |
| | | |

| In thousand euros unless stated otherwise | 2024 | 2023 |
|---|---|---|
| **Operating profit** | **32,983** | **25,147** |
| Amortisation of acquisitions | 3,142 | 3,405 |
| **EBITA** | **36,126** | **28,552** |
| EBITA margin, % | 11.2% | 10.0% |
| Items affecting comparability included in profit (loss) for the period | 627 | 299 |
| **Comparable EBITA** | **36,753** | **28,851** |
| | | |
| **Profit (loss) for the period** | **18,533** | **13,739** |
| | | |
| **Comparable profit (loss)** | **19,160** | **14,038** |
| Comparable profit (loss) margin, % | 5.9% | 4.9% |
| | | |
| Amortisation of acquisitions | 3,142 | 3,405 |
| | | |
| **Comparable profit (loss) excluding amortisation of acquisitions** | **22,303** | **17,444** |
| Comparable profit (loss) excluding amortisation of acquisitions margin, % | 6.9% | 6.1% |
| | | |
| Operating cash flow before working capital changes | 52,530 | 44,350 |
| Repayment of lease liabilities | -13,273 | -12,170 |
| Interest expenses on leases | -2,088 | -1,732 |
| Change in working capital | -4,207 | -2,361 |
| Purchase of tangible and intangible assets | -2,879 | -4,074 |
| **Free cash flow** | **30,083** | **24,013** |
| Cash conversion to EBITDA | 58.0% | 55.1% |

# Signatures to the Financial Statements and Report of the Board of Directors

These financial statements are prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and of the companies included in its consolidated financial statements. The report of the Board of Directors includes a fair review of the development and performance of the Group and of the companies included in its consolidated accounts, together with a description of the principal risks and uncertainties and the financial position of the Company. The sustainability statements included in the Report of the Board of Directors have been prepared in accordance with the reporting standards referred to in Chapter 7 of the Finnish Accounting Act and Article 8 of the Taxonomy Regulation.

Helsinki, on 13 March 2025

**Jesper Otterbeck**
Chairman

**Lars Wilsby**

**Katri Nygård**

**Anders Borg**

**Olli-Pekka Kallasvuo**

**Arni Ekholm**
Chief Executive Officer

# Auditor's Report (Translation of the Finnish Original)

To the Annual General Meeting of Relais Group Oyj

## Report on the Audit of the Financial Statements

### Opinion

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial position, financial performance and cash flows in accordance with IFRS Accounting Standards as adopted by the EU
- the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Our opinion is consistent with the additional report to the Board of Directors.

**What we have audited**

We have audited the financial statements of Relais Group Oyj (business identity code 2566730-3) for the year ended 31 December 2024. The financial statements comprise:

- the consolidated income statement, comprehensive income statement, balance sheet, cash flow statement, statement of changes in equity and notes, which include material accounting policy information and other explanatory information
- the parent company's income statement, balance sheet, cash flow statement and notes.

### Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

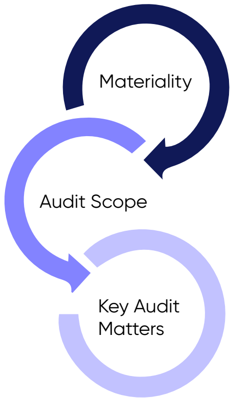
**Independence**

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, the non-audit services that we have provided to the parent company and group companies are in accordance with the applicable law and regulations in Finland and we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014. The non-audit services that we have provided are disclosed in note 9.2. to the Financial Statements.

### Our Audit Approach

**Overview**




- Overall group materiality: EUR 2,6 million.
- The group audit scope encompassed the parent company Relais Group Oyj and significant group companies covering the vast majority of group's revenues, assets and liabilities.
- Valuation of Goodwill
- Valuation of Inventories
- Valuation of subsidiary shares and intercompany receivables in the parent company's financial statements

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

**Materiality**

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial statements as a whole.

| | |
|---|---|
| Overall group materiality | EUR 2,9 million (previous year EUR 2,6 million) |
| How we determined it | 1% of sales |
| Rationale for the materiality benchmark applied | We chose net sales as the benchmark because it provides steady annual basis for determination of the materiality. In our view, it is an appropriate benchmark, which the users of the financial statements regularly use to evaluate the performance of the group. |

**How we tailored our group audit scope**

We tailored the scope of our audit taking into account the structure of the Relais Group, the industry, as well as the processes and controls related to financial reporting, along with the size and operational risks of individual group companies.

The group operates in the Nordic countries and the Baltic region. An audit was conducted for the group companies that we deemed significant due to risk or size. We defined the audit procedures to be performed on group companies. These audits covered majority of the group's revenue, assets, and liabilities. For other group companies, we primarily carried out analytical audit procedures.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

| Key audit matter in the audit of the group | How our audit addressed the key audit matter |
|---|---|
| **Valuation of goodwill**<br>*Refer to Note 13 of the consolidated financial statements*<br>Goodwill related to business combinations amounted to EUR 120,1 million in consolidated balance sheet as of 31 December 2024.<br><br>Goodwill is tested for impairment annually or whenever impairment indicators have been noted. Testing is performed by comparing the recoverable amount of the cash generating unit to its carrying value, which is defined through the value in use method.<br><br>Key assumptions and estimates made by management in the value-in-use calculations include, among other factors, sales development, profitability, discount rate, and growth rate after the forecast period.<br><br>The amount of goodwill on the group's balance sheet is significant, and its valuation involves considerable management judgment. As a result, the valuation of goodwill was a key audit matter in the audit of the group's financial statements. | Our audit procedures included for example the following procedures:<br><br>• We gained an understanding of the methods and assumptions used by management in goodwill impairment testing.<br>• We tested the mathematical accuracy of the calculations used.<br>• We assessed the reasonableness of the estimated future revenues and profitability levels and their consistency with the approved budgets and forecasts.<br>• We assessed the reasonableness of the discount rate used and compared selected assumptions used in determining the discount rate to observable market data.<br>• We assessed estimation uncertainty by comparing actual net sales and profitability against forecasts from previous year.<br>• We assessed reasonableness of the assumptions used by management in sensitive analysis.<br>• We assessed the appropriateness of the notes to the consolidated financial statements. |
| **Valuation of Inventories**<br>*Refer to note 16 in the consolidated financial statements.*<br>The Group measures inventory (€ 83,7 million) at the lower of cost and net realizable value (NRV). Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs attributable to the sale.<br><br>The acquisition cost of the inventory includes the purchase price, plus variable expenses, such as freight, customs duties and costs incurred in getting the products ready for sale.<br><br>When preparing the financial statements, the Group reviews the inventory values and, if necessary, records a write-down to reduce the value of the inventory to the net realizable value.<br><br>The amount of inventory on the group's balance sheet is significant, and its valuation involves considerable management judgment. As a result, the valuation of inventory was a key audit matter in the audit of the group's financial statements. | Our audit procedures included for example the following procedures:<br><br>• We obtained an understanding of the processes and controls used by management related to the accuracy of the valuation of inventories.<br>• We assessed the appropriateness of the group's valuation principles and their application to the valuation of inventories.<br>• We tested the pricing of products held in inventory using a sample. We compared the inventory value of selected items in the sample to the actual purchase price, including variable expenses.<br>• We tested the net realizable value of a sample of products included in inventory at year-end. We compared the inventory value of selected items in the sample to the actual selling price.<br>• We participated in the physical inventory count and performed independent test counts to validate the existence of assets and the accuracy of the counting performed. |

| Key audit matter in the audit of the parent company | How our audit addressed the key audit matter |
|---|---|
| **Valuation of subsidiary shares and intercompany receivables in the parent company's financial statements**<br>*Refer to the accounting principles and notes of the parent company's financial statements*<br>The assets on Relais Group Oyj's balance sheet consist to a large extent of subsidiary shares and loan receivables from subsidiaries. The valuation of subsidiary shares and receivables involves management judgment.<br><br>The valuation of subsidiary shares is tested as part of the group impairment testing based on the discounted cash flow model.<br><br>Investments in subsidiary shares and receivables from subsidiaries represent the majority of the parent company's balance sheet. The valuation of these items involves significant management judgment. For this reason, the aforementioned items were a key audit matter in the audit of the parent company's financial statements. | Our audit procedures included for example the following procedure:<br><br>• We assessed cash flow analysis prepared by management used as a basis of valuation of holdings in group undertakings and amounts owed by group under-takings.<br>• We assessed the reasonableness of management assumptions relating to the estimated future results by e.g., checking their consistency with the approved budgets and forecasts. |

There are no significant risks of material misstatement referred to in Article 10(2c) of Regulation (EU) No 537/2014 with respect to the consolidated financial statements or the parent company financial statements.

### Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or to cease operations, or there is no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

# Other Reporting Requirements

## Appointment

December 31, 2013, for a total of 11 years. The company has become a public interest entity on 1 December 2022. Authorized Public Accountant (KHT) Ylva Eriksson has served as the principal auditor appointed by Pricewaterhouse-Coopers Oy since the general meeting on April 10, 2024.

## Other Information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors and the information included in the Annual Report but does not include the financial statements or our auditor's report thereon.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in compliance with the applicable provisions, excluding the sustainability report information on which there are provisions in Chapter 7 of the Accounting Act and in the sustainability reporting standards.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in compliance with the applicable provisions. Our opinion does not cover the sustainability report information on which there are provisions in Chapter 7 of the Accounting Act and in the sustainability reporting standards.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Helsinki 13 March 2025

**PricewaterhouseCoopers Oy**
Authorised Public Accountants

Ylva Eriksson
Authorised Public Accountant (KHT)

# Assurance Report on the Sustainability Report (Translation of the Finnish Original)

To the Annual General Meeting of Relais Group Oyj

We have performed a limited assurance engagement on the group sustainability report of Relais Group Oyj (business identity code (2566730-3) that is referred to in Chapter 7 of the Accounting Act and that is included in the report of the Board of Directors for the reporting period 1.1.–31.12.2024.

## Opinion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the group sustainability report does not comply, in all material respects, with

1. the requirements laid down in Chapter 7 of the Accounting Act and the sustainability reporting standards (ESRS);
2. the requirements laid down in Article 8 of the Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 (EU Taxonomy).

Point 1 above also contains the process in which Relais Group Oyj has identified the information for reporting in accordance with the sustainability reporting standards (double materiality assessment).

Our opinion does not cover the tagging of the group sustainability report in accordance with Chapter 7, Section 22, of the Accounting Act, because sustainability reporting companies have not had the possibility to comply with that requirement in the absence of the ESEF regulation or other European Union legislation.

## Basis for Opinion

We performed the assurance of the group sustainability report as a limited assurance engagement in compliance with good assurance practice in Finland and with the International Standard on Assurance Engagements (ISAE) 3000 (Revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*.

Our responsibilities under this standard are further described in the Responsibilities of the Authorised Group Sustainability Auditor section of our report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Authorised Group Sustainability Auditor's Independence and Quality Management

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our engagement, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm applies International Standard on Quality Management ISQM 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director of Relais Group Oyj are responsible for:

- the group sustainability report and for its preparation and presentation in accordance with the provisions of Chapter 7 of the Accounting Act, including the process that has been defined in the sustainability reporting standards and in which the information for reporting in accordance with the sustainability reporting standards has been identified
- the compliance of the group sustainability report with the requirements laid down in Article 8 of the Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088;

- such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of a group sustainability report that is free from material misstatement, whether due to fraud or error.

## Inherent Limitations in the Preparation of a Sustainability Report

In reporting forward-looking information in accordance with ESRS, management of the Company is required to prepare the forward-looking information on the basis of assumptions that have been disclosed in the sustainability report about events that may occur in the future and possible future actions by the Group. Actual outcomes are likely to be different since anticipated events frequently do not occur as expected.

## Responsibilities of the Authorised Group Sustainability Auditor

Our responsibility is to perform an assurance engagement to obtain limited assurance about whether the group sustainability report is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users taken on the basis of the group sustainability report.

Compliance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised) requires that we exercise professional judgment and maintain professional skepticism throughout the engagement. We also:

- Identify and assess the risks of material misstatement of the group sustainability report, whether due to fraud or error, and obtain an understanding of internal control relevant to the engagement in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Design and perform assurance procedures responsive to those risks to obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

## Description of the Procedures That Have Been Performed

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. The nature, timing and extent of assurance procedures selected depend on professional judgment, including the assessment of risks of material misstatement, whether due to fraud or error. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our procedures included for example the following:

- We interviewed the individuals responsible for collecting and reporting the information contained in the group sustainability report at the group level and in subsidiaries to gain an understanding of the sustainability reporting process and the related internal controls and information systems.
- We familiarised ourselves with the background documentation and records prepared by the company where applicable, and assessed whether they support the information contained in the group sustainability report.
- We assessed the company's double materiality assessment process in relation to the requirements of the ESRS standards, as well as whether the information provided about the assessment process complies with the ESRS standards.
- We assessed whether the sustainability information contained in the group sustainability report complies with the ESRS standards.
- Regarding the EU taxonomy information, we gained an understanding of the process by which the company has identified the group's taxonomy-eligible and taxonomy-aligned economic activities, and we assessed the compliance of the information provided with the regulations.

Helsinki 13.3.2025

**PricewaterhouseCoopers Oy**
Authorised Sustainability Auditors

Ylva Eriksson
Authorised Sustainability Auditor

RELAIS

2024

REMUNERATION REPORT

# Table of Contents

# Remuneration Report 2024

This Remuneration Report of Relais Group Plc 2024 describes how Relais Group has applied its Remuneration Policy in the fiscal year 2024. The report describes the remuneration of Relais Group's Board of Directors and CEO from 1 January to 31 December 2024. The report complies with Securities Market Association's Corporate Governance Code that entered info force on January 1, 2025 and applicable legistlation.

The Remuneration Report complies with the Remuneration Policy published on 14 March 2023. The Remuneration Policy was reviewed by the Annual General Meeting held on 5 April 2023, which was the first following the company's main list transition on 1 December 2022.

The Remuneration Policy is presented to the Annual General Meeting every four years. The Board of Directors reviews the Remuneration Policy regularly to ensure its compliance with Relais Group Plc's strategic targets and long-term targets before its next presentation at the 2027 Annual General Meeting, unless the Board of Directors deems it necessary to make substantial changes to the Remuneration Policy before 2027 and presents it at an earlier general meeting for advisory decision-making. In accordance with the Remuneration Policy, Relais Group Plc's Board supervises the implementation of the Remuneration Policy and ensures that the remuneration of the company's governing bodies takes place within the framework of the Remuneration Policy presented to the general meeting. Relais Group Plc's Annual General Meeting decides annually on the remuneration of the Board members based on the proposal prepared by the company's largest shareholders.

The Remuneration Report will be reviewed at the Annual General Meeting of Relais Group Plc in 2025. The purpose of the Remuneration Report is to describe how the Remuneration Policy has been applied in 2024 regarding the payment of remuneration and to align remuneration with the successful achievement of the long-term strategy. The Remuneration Policy and Remuneration Report are available on Relais Group Plc's website at www.relais.fi.

## Remuneration principles

The remuneration principles defined in the company's Remuneration Policy guide the company's incentive structure and performance metrics. The remuneration principles are designed to align the interests of directors, officers, employees and shareholders while supporting the incentive paid for the company's performance. The target of the company's incentive programs is to promote the implementation of its strategy and create long-term, sustainable performance while increasing shareholder value. The Board regularly monitors the implementation of the company's incentive programs to ensure that the selected measures promote the company's business strategy and long-term financial success.

Every part of the remuneration is balanced to promote the company's continuous positive development in both the short and long term. The Policy is consistent with the company's strategic plan, especially as far as the short- and long-term reward targets chosen to encourage the management and the weighting of these targets are concerned.

## Remuneration in 2024

The remuneration information presented in this report for the year 2024 concerns the Board of Directors and the Group CEO.

## Development of Relais Group's financial performance and remuneration

Relais Group's net sales in 2024 were EUR 322.6 (284.3) million, an increase of 13%. Net sales of the Commercial Vehicle Repair and Maintenance business increased by 15% and the net sales of the Technical Wholesale and Products business increased by 13%.
The Group's EBITA was EUR 36.1 (28.6) million and the comparable EBITA EUR 36.8 (28.9) million.

Comparable EBITA improved in both businesses with the largest improvement in the Technical Wholesale and Products business.

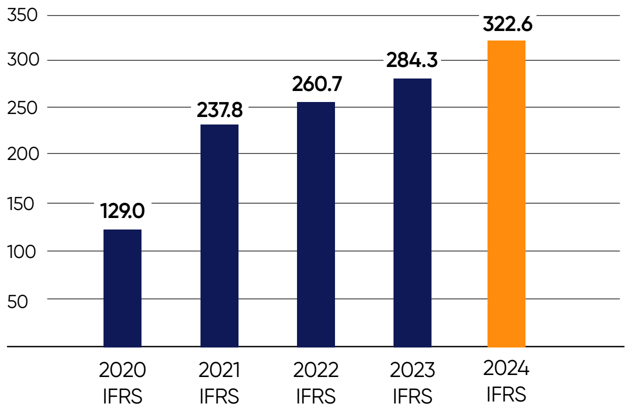
The Swedish krona was on average approximately at the comparison period level and had thus no material impact on the Group's EBITA. At comparable exchange rates, EBITA would have been approximately EUR 0.2 (1.5) million higher than reported

Relais Group acquired two companies during last year, with a total annual net sales of approximately EUR 14 million.

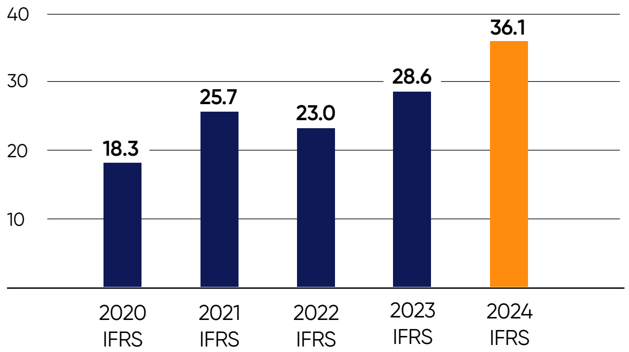
In accordance with Relais Group's Remuneration Policy, the CEO's remuneration is based on a fixed annual salary and a performance-based bonus. In addition to this, the CEO is involved in a long-term incentive programs, where the payment of possible rewards are based on the creation of long-term shareholder value.

Since the goals of the short- and long-term incentives are related to the development of Relais Group's business, the company's financial performance is reflected in the development of the CEO's actual remuneration, especially short- and long-term incentives. The charts below present the company's financial performance and the CEO's actual remuneration. The CEO's short-term and long-term incentives are presented according to the payment year and are always based on the performance of the previous year or on longer time period.

## Group Net sales, MEUR




## Group EBITA, MEUR




## CEO remuneration and average personnel remuneration, in thousand EUR

| | 2020 | 2021 | 2022 | 2023 | 2024 |
|---|---|---|---|---|---|
| CEO | 224 | 276 | 305 | 248 | 310 |
| Group personnel average | 44 | 44 | 42 | 43 | 46 |

The changes in total remuneration have mainly resulted from changes in realized STIP bonuses and minor revisions to the CEO's fixed annual salary.

The implementation of the group's acquisition strategy has approximately quintupled the number of employees in the group during the review period and changed the group's personnel structure, as the acquired companies represent different type of businesses. Due to the changes in the personnel structure, the change in the average remuneration of the personnel average is not fully comparable between the years.

During 2024, Relais Group Plc's Board of Directors did not decide to postpone, fully or partially not pay the variable fees or collect them back.

# Remuneration and shareholding of the Board of Directors

Relais Group Plc's Annual General Meeting on 10 April 2024, decided that the board members will be paid an annual fee for the term ending at the 2025 ordinary AGM as follows: EUR 40,000 for the chairman of the board and EUR 20,000 for the board members, and that any travel expenses of the board members will be reimbursed in accordance with the company's travel policy. The Board members are not employed or assigned by the company and therefore have not received any financial compensation from the company in 2024, except for the annual fee and travel expenses reimbursed in accordance with the principles adopted by the aforementioned general meeting.

The members of the Board owned Relais Group Plc shares directly, and through companies directly or indirectly in their control on 31 December 2024 as follows:

| | pcs | % of shares and votes |
|---|---|---|
| Jesper Otterbeck | 3,024,450 | 16.68% |
| Anders Borg | 60,000 | 0.33% |
| Olli-Pekka Kallasvuo | 84,300 | 0.46% |
| Katri Nygård | 106,050 | 0.58% |
| Lars Wilsby | 30,000 | 0.17% |
| Total | 3,304,800 | 18.23% |

On 31 December 2024, the members of the Board owned Relais Group Plc's option rights as follows:

Katri Nygård 383,450 option rights

# Remuneration and shareholding of the Group CEO

Arni Ekholm has served as Group CEO throughout the 2024 financial year.

## Total remuneration of the Group CEO in 2024

In 2024, CEO Arni Ekholm was paid the following salary and fees:

| EUR | Fixed annual salary | Perfor-mance -based bonuses*) | Total |
|---|---|---|---|
| CEO Arni Ekholm | 263,337.61 | 47,000.00 | 310,337.61 |

*) Bonus from 2023 paid in 2024.

The Board of Directors prepares and approves the principles of different remuneration systems and salary components, and decides on the CEO's salary, bonuses and key terms of employment within the framework of the Remuneration Policy of the governing bodies presented to the general meeting.

In accordance with Relais' Remuneration Policy, the CEO's remuneration is based on a fixed annual salary and variable salary components. Variable salary components, i.e. short-term and long-term incentive programs, are part of the CEO's remuneration. The targets of the short-term incentive plan are based on the annual development of the company's business. The outcome of the long-term incentive plans are based on the development of the company's share price.

The share of the fixed annual salary paid to the CEO in 2024 was 85% of the total amount of remuneration.

The CEO has life insurance initiated by the company, which cost the company EUR 7,101.06 (6,426.12) in the fiscal year 2024. The CEO had a company car and mobile phone benefit and lunch benefit.

## Short-term performance-based bonus

In the 2024 performance bonus program, the maximum amount of the cash bonus that may be paid to the CEO based on the short-term incentive plan was 50% of the fixed annual salary. The outcome paid for the incentive system is based on the targets related to the development of the group's earnings per share, net working capital efficiency and qualitative business development.

The weight of the group's numerical development in the targets of the incentive system was 70% and the weight of other targets was 30%. In 2024, the success rate in achieving the targets of the CEO's short-term incentive plan was 64% of the maximum reward, so the monetary reward accumulated was 32% of the 2024 fixed annual salary. The amount to be paid in cash is EUR 80,000 will be paid in 2025.

## Long-term incentive plans

The CEO is involved in three long-term incentive plans addressed to the management of the Company and applicable in 2021-2027. The aim of the incentive plans is to align the interests of Relais Group's management with the interests of the Company's shareholders and thus promote the increase of shareholder value in the long term, as well as reward and engage the Company's management:

1) Share-based long-term incentive plan decided by the company's Board on 25 February 2021.

The rewards payable under the plan will be paid in cash based on the value of a specific number of incentive units included in the plan. In the end of 2024, the maximum aggregate number of incentive units to be settled in cash based on the Plan was 172,000 units, of which the CEO holds 45,966 incentive units. The original maximum aggregate number of incentive units was 258,000, of which the CEO held 58,000 units. The incentive units were allocated to the participants free of charge. The value of each incentive unit is linked to Relais Group's share price development during the plan period. The earned reward represents a gross earning, from which the applicable payroll tax is withheld.

The incentive units allocated to the participants are divided into three separate tranches. The potential rewards payable under these tranches was initiall determined to be paid during the first half of the years 2023, 2024 and 2025 respectively. No rewards were paid in 2023 for the first tranche of the program. The plan was amended on 8 May 2024 by moving the valuation determination period and maturity date for the remaining two tranches forward by one year, e.g.  to 2025 and 2026.

The threshold price of each incentive unit in each of the three tranches is the trade volume weighted average price of Relais Group's share on the First North Growth Market Finland marketplace of Nasdaq Helsinki Ltd during the last twenty-five trading days preceding 16 March 2021 i.e. EUR 16.36. The end price of each incentive unit is the trade volume weighted average price of Relais Group's share on the main list of Nasdaq Helsinki Ltd during the twenty-five trading days following the publication date of Relais Group's annual results for the year immediately preceding the year of payment, i.e., for the years 2022, 2024 and 2025 respectively. The threshold price of the incentive unit is deducted with the dividends paid between the start and end price determination periods.

The amount of the reward payable based on the Plan is limited by a maximum cap linked to the company's share price development.

2) Two share-based and equity-settled option programs for key personnel launched on 10 August 2023. The option rights were granted and their recipients accepted them on 5 September 2023.

The Board of Directors decided on the new stock option plan based on the authorisation given by the Annual General Meeting of Shareholders on 5 April 2023. The target group of the stock option plan consisted of 12 key employees.

At the end of the review period 116,000 stock options had been issued. The CEO's share of the opition rights was 28,000 options.

The maximum total number of stock options to be issued is 120,000 and they entitle their owners to subscribe for up to an equivalent number of new shares in total in the company or existing shares held by the company.  The stock options are issued gratuitously. Of the stock options, 58,000 are marked with the symbol 2023A, and are issued to the Group´s Finnish key employees. Of the stock options, 62,000 are marked with the symbol 2023B, and they are issued to the Group's Swedish key employees.

The shares subscribed for with the stock options to be issued will account for a total maximum of 0.66 per cent of all the company's shares and votes after possible share subscriptions if new shares are issued in the subscription. As a result of the share subscriptions made with the stock options, the number of shares in the company may increase by a total maximum of 120,000 shares if new shares are issued in the subscription.

The share subscription price for stock options 2023A and 2023B is 15.28 euros per share, which equals the trade volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 19 May 2023 to 30 June 2023, added with a premium of 15 per cent. The share subscription price will increase if the value of the share at the share subscription has increased more than 300 per cent compared to the volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 19 May 2023 to 30 June 2023.

The share subscription price will be credited to the company's reserve for invested unrestricted equity. The annually paid dividends and repayment of equity per share will be deducted from the subscription price.

The share subscription period for stock options 2023A and 2023B is from 1 April 2026 to 30 June 2026.

The theoretical market value of one stock option 2023A and 2023B was at the granting moment approximately 2.07 euros. The theoretical market value of the stock options 2023A and 2023B was at the granting moment approximately EUR 248,351 in total. The theoretical market value of a stock option has been calculated by using the binomial model taking into account the subscription price of the stock option and the following input factors: share price EUR 12.90, risk-free interest rate 2.94%, validity of stock options approximately 2.89 years, volatility approximately 28.92% and the share subscription price mechanism limiting the value increase of option.

3) Two new share-based and equity-settled stock option plans for key employees were launched on 8 May 2024. The option rights were granted and their recipients accepted them on 31 May 2024.

The Board of Directors decided on the new stock option plans based on the authorisation given by the Annual General Meeting of Shareholders on 10 April 2024. The target group of the stock option plan consisted of 12 key employees.

At the end of the review period a total of 57,000 stock options had been issued. The CEO's share of the option rights was 12,000 options.

Under the option plans, a maximum 90,000 stock options can be granted. The stock options are issued gratuitously. The maximum amount of stock options entitles their owners to subscribe for a maximum total of 90,000 new shares in the company or existing shares held by the company.

The maximum total amount of shares accounts for a total maximum of 0.49 per cent of all the company's shares and votes after possible share subscriptions if new shares are issued in the subscription.

The share subscription price for stock options is 13.63 euros per share, which equals the trade volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 20 March to 3 May 2024, added with a premium of 15 per cent. The share subscription price will increase if the value of the share at the share subscription has increased more than 300 per cent compared to the volume weighted average quotation of the share on Nasdaq Helsinki Ltd from 20 March to 3 May 2024. The share subscription price will be credited to the company's reserve for invested unrestricted equity. The dividends paid per share and repayments of capital before the share subscription by options will be deducted from the subscription price.

The theoretical market value of one stock option 2024A and 2024B is approximately EUR 3.03 and the theoretical market value of the stock options in total is approximately EUR 272,700. The theoretical market value of a stock option has been calculated by using the binomial model taking into account the subscription price of the stock option and the following input factors: share price EUR 11.90, risk-free interest rate 2.93%, validity of stock options approximately 3.16 years, volatility approximately 41.94% and the share subscription price mechanism limiting the value increase of option.

## CEO’s shareholding on 31 December 2024

On 31 December 2024, CEO Arni Ekholm owned 67,450 Relais Group Plc shares.

## Benefits to be paid upon termination

If the company gives notice to the CEO, he will have the right to receive compensation corresponding to six months’ total pay.

## Other financial benefits

No other financial benefits in addition to those described above were paid to the CEO in 2024.

RELAIS

Relais Group Plc
Mannerheimintie 105
00280 Helsinki
Finland

www.relais.fi